

SECOND SUPPLEMENT TO THE BASE PROSPECTUS DATED 21 DECEMBER 2023

RCI Banque S.A.

OPERATING UNDER THE COMMERCIAL BRAND



(incorporated in France as a "société anonyme")

**€23,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME**

This second supplement (the "**Supplement**") to the base prospectus dated 21 December 2023 which received approval n°23-525 on 21 December 2023 from the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement thereto dated 18 March 2024 which received the approval n°24-073 on 18 March 2024 from the AMF (together the "**Base Prospectus**"), is prepared in connection with the €23,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of RCI Banque (the "**Issuer**"). The Base Prospectus as supplemented constitutes a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 of the European Parliament and of the European Council of 14 June 2017 (the "**Prospectus Regulation**"). This Supplement has been prepared in accordance with Article 23 of the Prospectus Regulation. Application has been made for approval of this Supplement to the AMF in its capacity as competent authority under the Prospectus Regulation.

This Supplement has been produced for the purposes of (i) updating the "Documents Incorporated by Reference" section of the Base Prospectus, (ii) updating the "Use of Proceeds" section of the Base Prospectus, (iii) updating the "Recent Developments" sub-section in the "Description of RCI Banque and the RCI Banque Group" section of the Base Prospectus, (iv) updating the "Applicable Final Terms in connection with issues of Notes with a denomination of less than EUR 100,000" section of the Base Prospectus and (v) updating the "Applicable Final Terms in connection with issues of Notes with a denomination of at least EUR 100,000" section of the Base Prospectus.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this Supplement and (b) any other statement in the Base Prospectus, the statements in this Supplement will prevail.

Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Supplement will be published on the websites of (i) the AMF (www.amf-france.org) and (ii) the Issuer (www.mobilize-fs.com/en/finance/debt-prospectus-and-programmes) and copies may be obtained at the registered offices of the Paying Agents.

To the extent applicable and in accordance with Article 23.2 of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Supplement is published, have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in this Supplement arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first. That offer period may be extended by the Issuer. This right to withdrawal shall expire by close of business on 11 June 2024. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 7 June 2024.

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DOCUMENTS INCORPORATED BY REFERENCE

The following item 11.3.1a shall be added to the existing table starting on page 41 of the Base Prospectus.

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference	Page(s)
11.3.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	Consolidated Financial Statements 2023	3

USE OF PROCEEDS

The "Use of Proceeds" section appearing on page 104 of the Base Prospectus is hereby deleted and replaced by the following:

"The net proceeds of each issue of Notes will be applied:

- (a) for the general financing purposes of the Issuer and its consolidated subsidiaries;
- (b) to finance or refinance loans and lease contracts for (i) vehicles with zero tailpipe emissions ("**Eligible Vehicles**") and (ii) a selected pool of charging infrastructure for electric vehicles ("**Eligible Infrastructure**") (together "**Eligible Green Portfolio**") as further described in the Issuer's Green Bond Framework dated May 2024 (as amended from time to time) (the "**Green Bond Framework**") available on the website of the Issuer (<https://www.mobilize-fs.com/sites/default/files/media/pdf/Mobilize%20Financial%20Services%20Green%20Bond%20Framework%202024%20-%20Finalized%20version.pdf>) ("**Green Bonds**"); or
- (c) to finance any other particular identified use of proceeds, as stated in Part B, Item 5 of the applicable Final Terms.

With respect to (b) above, the Green Bond Framework describes the Eligible Green Portfolio to which an amount equal to the net proceeds of an issuance of Notes may be allocated. The Green Bond Framework has been prepared by RCI Banque in accordance with the Green Bond Principles published by the International Capital Market Association (ICMA) (as may be further updated) (the "**Principles**"). For each issuance of Green Bonds, the Issuer will comply with the following four core components of the Principles: (i) the description of the use of proceeds of the Green Bonds, (ii) the disclosure of its process for project evaluation and selection, (iii) the management of the proceeds of the Green Bonds and (iv) regular reporting on such use of proceeds.

The Issuer also applies the recommendation to use the services of an independent external second opinion provider (the "**Second Party Opinion**"). A Second Party Opinion has been obtained on the Green Bond Framework from the Second Party Opinion provider Sustainalytics, assessing the sustainability of the Green Bond Framework and its alignment with the Principles. It is available on the website of the Issuer (<https://www.mobilize-fs.com/sites/default/files/media/pdf/Mobilize%20Financial%20Services%202024%20SPO.pdf>) and, for the avoidance of doubt, does not form part of, and shall not be incorporated in, this Base Prospectus. Any amendment to such Second Party Opinion, or any new Second Party Opinion, to be provided following an amendment to the Green Bond Framework, the publication of a new Green Bond Framework or in application of any new legislation or regulation, will be made available on the Issuer's website.

The reporting on the allocation of the net proceeds to the Eligible Green Portfolio will be made available on the website of the Issuer. The 2022 allocation and impact reporting on Green Bonds is available on the website of the Issuer (https://www.mobilize-fs.com/sites/default/files/media/pdf/Green%20Bonds_Allocation%20Report%20%26%20Impact%20Report%2012_2022_0.pdf)."

DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

The following text shall be added in the sub-section "Recent Developments" in the "Description of RCI Banque and the RCI Banque Group" section on page 114 of the Base Prospectus:

"16. Press release dated 21 March 2024

RCI BANQUE LAUNCHES A DUAL-TRANCHE BOND ISSUE IN EURO: 800 MILLION MATURING IN 2027 AND 700 MILLION MATURING IN 2031.

RCI Banque announces a bond issuance in two tranches. The first one, a 3.5 year note for an amount of € 800 million bears a 3.75% fixed rate coupon. The second one, a 7-year tranche for an amount of € 700 million bears a 4.125% fixed rate coupon.

Both tranches collected final order books above € 2 bn from over 140 investors.

The success of this transaction demonstrates once again investors' confidence in the financial strength of the company and their willingness to contribute to its growth."

APPLICABLE FINAL TERMS IN CONNECTION WITH ISSUES OF NOTES WITH A DENOMINATION OF LESS THAN EUR 100,000

Item 5 (*Reasons for the offer, estimated net proceeds and total expenses*) of Part B (*Other information*) of the "Applicable Final Terms in connection with issues of Notes with a denomination of less than EUR 100,000" section appearing on page 129 of the Base Prospectus is deleted and replaced with the following:

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

[(i)] [Reasons for the offer:

[General financing purposes of the Issuer and its consolidated subsidiaries.]/ [•]

[The net proceeds of the Notes will be used by the Issuer to finance or refinance loans and lease contracts for Eligible Vehicles and Eligibles Infrastructure which are part of the Eligible Green Portfolio, as further described in the Green Bond Framework dated May 2024 which is available on the website of the Issuer (<https://www.mobilize-fs.com/sites/default/files/media/pdf/Mobilize%20Financial%20Services%20Green%20Bond%20Framework%202024%20-%20Finalized%20version.pdf>).]

(if reasons for offer to the public or for the admission to trading different to the "Use of Proceeds" wording in Base Prospectus, will need to include those reasons here.)

[(ii)] Estimated net proceeds:

[•]

(If proceeds are intended for more than one use, will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses, state amount and sources of other funding.)

[(iii)] Estimated total expenses:

[•]

[Include breakdown of expenses]"

APPLICABLE FINAL TERMS IN CONNECTION WITH ISSUES OF NOTES WITH A DENOMINATION OF AT LEAST EUR 100,000

Item 5 (*Reasons for the offer, estimated net proceeds and total expenses*) of Part B (*Other information*) of the "Applicable Final Terms in connection with issues of Notes with a denomination of at least EUR 100,000" section appearing on page 148 of the Base Prospectus is deleted and replaced with the following:

"[(i)] [Reasons for the offer:

[General financing purposes of the Issuer and its consolidated subsidiaries.]/ [•]

[The net proceeds of the Notes will be used by the Issuer to finance or refinance loans and lease contracts for Eligible Vehicles and Eligibles Infrastructure which are part of the Eligible Green Portfolio, as further described in the Green Bond Framework dated May 2024 which is available on the website of the Issuer (<https://www.mobilize-fs.com/sites/default/files/media/pdf/Mobilize%20Financial%20Services%20Green%20Bond%20Framework%202024%20-%20Finalized%20version.pdf>).]

(if reasons for offer to the public or for the admission to trading different to the "Use of Proceeds" wording in Base Prospectus, will need to include those reasons here.)

[(ii)] Estimated net proceeds:

[•]

(If proceeds are intended for more than one use, will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses, state amount and sources of other funding.)

[(iii)] Estimated total expenses:

[•]

[Include breakdown of expenses]"

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SUPPLEMENT

Declaration by persons responsible for this Supplement

To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

RCI Banque
15 rue d'Uzès
75002 Paris
France

Duly represented by Jean-Marc Saugier, Vice President, Finance and Group Treasury & Deputy Chief Executive Officer of RCI Banque

Signed in Paris

Dated 7 June 2024



This Supplement to the Base Prospectus has been approved on 7 June 2024 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Supplement after having verified that the information contained in the Base Prospectus is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer described in this Supplement.

This Supplement to the Base Prospectus obtained the following approval number: 24-203.