

FOURTH SUPPLEMENT TO THE BASE PROSPECTUS DATED 10 NOVEMBER 2022

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 fourth supplement (the "**Supplement**") to the base prospectus dated 10 November 2022 which received approval n°22-441 on 10 November 2022 from the *Autorité des marchés financiers* (the "**AMF**"), as supplemented by the first supplement to the Base Prospectus dated 15 December 2022 which received the approval n°22-485 on 15 December 2022 from the AMF, the second supplement to the Base Prospectus dated 22 March 2023 which received the approval n°23-082 on 22 March 2023 from the AMF and the third supplement to the Base Prospectus dated 25 May 2023 which received the approval n°23-182 on 25 May 2023 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 "Risk Factors" section of the Base Prospectus, (ii) incorporating by reference the Issuer's English version of the half-year financial report for the period ended 30 June 2023 (the "**Half Year Financial Report 2023**"), (iii) incorporating by reference the Issuer's English version of the half-year Pillar 3 Disclosure for 2023 (the "**Half Year Pillar 3 Disclosure 2023**"), (iv) updating the "Recent Developments" sub-section in the "Description of RCI Banque and the RCI Banque Group" section of the Base Prospectus, (v) updating the Issuer's outlook in respect of its credit rating issued by Moody's France SAS and (vi) updating the "General Information" 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 14 September 2023. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 12 September 2023.

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RISK FACTORS

The risk factor entitled "*Risk related to geopolitical instability and economic conditions (Global Criticality: medium risk)*" on page 10 of the Base Prospectus shall be deleted in its entirety.

DOCUMENTS INCORPORATED BY REFERENCE

The Half Year Financial Report 2023 (https://www.mobilize-fs.com/sites/default/files/media/pdf/RAPPORT%20FINANCIER%20SEMESTRIEL%20RCI%2030-06-2023%20ENG_1.pdf) shall be incorporated in, and form part of, the Base Prospectus and reference to it shall be added as a new bullet point on page 35 of the Base Prospectus.

The Half Year Pillar 3 Disclosure 2023 (<https://www.mobilize-fs.com/sites/default/files/media/pdf/PILLAR%20III%20risk%20report%20as%20of%20June%2030%2C%202023.pdf>) shall be incorporated in, and form part of, the Base Prospectus and reference to it shall be added as a new bullet point on page 35 of the Base Prospectus.

The following table shall replace the existing table starting on page 37 of the Base Prospectus. Each page reference refers to the corresponding page in the Half Year Financial Report 2023 or the Half Year Pillar 3 Disclosure 2023, as applicable.

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference	Page(s) <i>(Unless stated otherwise, the page numbers listed below are those included at the bottom of each page in the relevant document)</i>
4.	INFORMATION ABOUT THE ISSUER		
4.1.	History and development of the Issuer		
4.1.1.	The legal and commercial name of the Issuer	Annual Report 2022	270; 274
4.1.2.	The place of registration of the Issuer, its registration number and legal entity identifier ('LEI')		
4.1.3.	The date of incorporation and the length of life of the Issuer, except where the period is indefinite		
4.1.4.	The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference in the prospectus		
4.1.7	Information on the material changes in the Issuer's borrowing and funding structure since the last financial year		
4.1.8	Description of the expected financing of the Issuer's activities	Annual Report 2022	13-15
		Half Year Financial Report 2023	10-11

5.	BUSINESS OVERVIEW		
5.1	Principal activities		
5.1.1	A brief description of the Issuer's principal activities, including: (a) the main categories of products sold and/or services performed; (b) an indication of any significant new products or activities; (c) the principal markets in which the Issuer competes.	Annual Report 2022 Half Year Financial Report 2023 Half Year Pillar 3 Disclosure 2023	5-6; 8-11; 17-173; 261-262; 270 7-8 1-58
5.2	The basis for any statements made by the Issuer regarding its competitive position	Annual Report 2022	5-11
6.	ORGANISATIONAL STRUCTURE		
6.1.	If the Issuer is part of a group, a brief description of the group and the Issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure	Annual Report 2022	2-3 ¹ ; 272-273
6.2.	If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence	Annual Report 2022	272-273
7.	TREND INFORMATION		
7.2	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year	Half Year Financial Report 2023	23-24
9.	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES		
9.1.	Names, business addresses and functions within the Issuer of the following persons and an indication of the principal activities performed by them outside of that Issuer where these are significant with respect to that Issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.	Annual Report 2022	177-182
10.	MAJOR SHAREHOLDERS		
10.1.	To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and	Annual Report 2022	272

¹ For these page numbers 2 and 3 only, please refer to the page numbers included in the relevant PDF reader (not those included on the Annual Report 2022).

	describe the measures in place to ensure that such control is not abused		
11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
11.1.	<u>Historical Financial Information</u>		
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the Issuer has been in operation), and the audit report in respect of each year	Annual Report 2021 Annual Report 2022	157-231 193-267
11.1.3	Accounting Standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.	Annual Report 2021 Annual Report 2022 Half Year Financial Report 2023	172-185 207-220 25-31
11.1.6	Consolidated financial statements If the Issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	Annual Report 2021 Annual Report 2022 Half Year Financial Report 2023	157-231 193-267 18-22
11.1.7	Age of financial information The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.	Annual Report 2021 Annual Report 2022	162 198
11.2	Interim and other financial information		
	If the Issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact. If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.	Half Year Financial Report 2023	1-62

	<p>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No 1606/2002 as the case may be.</p> <p>For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No 1606/2002, the interim financial information must include comparative</p>		
11.3	Auditing of historical annual financial information		
11.3.1	<p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p>	<p>Annual Report 2021</p> <p>Annual Report 2022</p> <p>Half Year Financial Report 2023</p>	<p>158-161</p> <p>194-197</p> <p>12-15</p>
12	ADDITIONAL INFORMATION		
12.1	<p>Share capital</p> <p>The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.</p>	Annual Report 2022	272-273
12.2	<p>Memorandum and Articles of Association</p> <p>The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.</p>	Annual Report 2022	270

DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

The following paragraphs in the "Description of RCI Banque and the RCI Banque Group" section on pages 91-92 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"A full description of the Issuer and its consolidated subsidiaries (the "**RCI Banque group**") is set out in the Issuer's Annual Report 2022 and the Half Year Financial Report 2023 incorporated by reference in this Base Prospectus (see "Documents Incorporated by Reference"). Below is a list setting out certain specific items of information or stating where they may be found.

General information

See the Annual Report 2022, page 270 for the Issuer's legal name, place of registration, registration number, date of incorporation, length of life of the Issuer, domicile, legal form, governing law and country of incorporation.

Principal activities and markets

See the Annual Report 2022, pages 5-11 and 261-262, and the Half Year Financial Report 2023, pages 7-8 for information on the RCI Banque group's principal activities, including main products and services, and its principal markets.

See the Annual Report 2022, pages 5-11, for a brief review of 2022. See the Half Year Financial Report 2023, pages 7-11, for a brief review of the first six months of 2023.

Organisational structure

The Issuer is the French holding company of the RCI Banque group. The Issuer is, directly or indirectly, the ultimate holding company of all the companies in the RCI Banque group and its assets are substantially comprised of shares in such companies. It does not conduct any other business and is accordingly dependent on the other members of the RCI Banque group and revenues received from them.

See the Annual Report 2022, pages 2-3, 270-275, for a brief description of the RCI Banque group and the Issuer's position within the RCI Banque group.

Management

See the Annual Report 2022, pages 177-182, for the names, functions and relevant external activities of members of the Issuer's Board of Directors. Gianluca De Ficchy has been appointed as Chairman of the Board of Directors of the Issuer as of 1 February 2023. Their business address is at the registered office of the Issuer.

As at the date of this Supplement, Gianluca De Ficchy does not hold any mandate in any companies outside of the Issuer.

There are no potential conflicts of interest between the duties to the Issuer of the members of its Board of Directors and their private interests or other duties.

Shareholders

See the Annual Report 2022, pages 272-273, for information on ownership and control of the Issuer. The major shareholder in the Issuer is bound, in its relations with the Issuer, by French law provisions relating to the Issuer's status as a credit institution (*réglementation bancaire*).

Financial information

See the Half Year Financial Report 2023, pages 16-62 (including the accounting policies and explanatory notes thereto at pages 23-62), the Annual Report 2022, pages 193-267 (including the accounting policies and explanatory notes thereto at pages 202-267) and the Annual Report 2021, pages 157-231 (including the accounting policies and explanatory notes thereto at pages 166-231), for, respectively, the RCI Banque group's consolidated financial

statements for the six month period ended 30 June 2023, the year ended 31 December 2022 and the year ended 31 December 2021.

See the Half Year Financial Report 2023, page 22, the Annual Report 2022, page 201 and the Annual Report 2021, page 165, for, respectively, the RCI Banque group's consolidated cash flow statement for the six-month period ended 30 June 2023, the year ended 31 December 2022 and the year ended 31 December 2021.

Indebtedness

See the Half Year Financial Report 2023, pages 9-11 and 18 (as well as the accounting policies and explanatory notes thereto at pages 23-62), the Annual Report 2022, pages 13-15 and 198 (as well as the accounting policies and explanatory notes thereto at pages 202-267) and the Annual Report 2021, pages 13-15 and 162 (as well as the accounting policies and explanatory notes thereto at pages 166-231), for the RCI Banque group's financial policy and consolidated balance sheet for, respectively, the six month period ended 30 June 2023, the year ended 31 December 2022 and the year ended 31 December 2021.

Consistent with RCI Banque activity and regulation applicable to the banking business in France, new loans granted during the period are partially or fully financed through an increase of debt. Increase in new loans are closely linked to the general economic situation in the car industry and the sales performance of the Renault and Nissan Alliance. Depending on these factors, a variation of 10 per cent. of debt (increase or decrease) over a six-month period is not considered unusual given RCI Banque's activities. Debt increases are usually performed through:

- (i) public issues under existing EMTN programme, which are all publicly disclosed,
- (ii) bank loans, ABS transactions and private debt issuances, all of which are not publicly disclosed,
- (iii) as well as amounts payable to customers, including customer savings and term deposits accounts collected through the deposit taking activities."

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 96 of the Base Prospectus:

"17. Press release dated 1 June 2023

RCI BANQUE SUCCESSFULLY PLACED ITS SECOND GREEN BOND WITH THE ISSUANCE OF 750 MILLION EUROS FIXED RATE NOTES MATURING IN JUNE 2028

RCI Banque launched its second green bond with the issuance of a €750m 5-year bond bearing a 4.875% coupon.

The transaction attracted a strong demand above € 2.4 billion (final book at reoffer) from more than 180 investors.

The proceeds from this Green Bond will be used to finance or refinance Battery Electric Vehicles (BEVs) and charging infrastructure.

The success of the transaction demonstrates investor's trust in the financial strength of the company and its contribution to facilitate the transition to electric driving and help tackle climate change.

18. Press release dated 13 June 2023

FREDERIC SCHNEIDER APPOINTED AS THE INTERIM CEO OF RCI BANQUE SA

Paris, June 13th, 2023 - The Board of Directors of RCI Banque SA, meet today and has decided to appoint Mr. Frédéric Schneider as the interim CEO of RCI Banque SA, which operates under the trade name of Mobilize Financial Services. This appointment takes effect today.

This change follows the departure of Mr. João Leandro, who had been the CEO of RCI Banque SA since 2019.

The appointment of Mr. Frédéric Schneider as the interim CEO of RCI Banque SA is subject to the approval from the European Central Bank.

Born in 1976, Frédéric Schneider graduated from IAE, Lyon. He began his career in 2000 as a Business Controller at RCI Banque in the United Kingdom.

In 2003, he became the Financial Controller at RCI Banque S.A. From 2005, Frédéric Schneider held successive positions as Chief Financial officer in the United Kingdom, first for Nissan Finance Limited and then for RCI Financial Services. In 2009, he was appointed the Regional Director at Rennes for DIAC. In 2011, Frédéric Schneider became the Administrator and Chief Financial Officer of RN Bank in Russia.

In 2014, he was appointed as the Managing Director of RCI Banque Argentina branch, and then in Banco RCI Brazil in 2016, a subsidiary for which he managed the launch of the deposit collection activity in March 2019.

From 1st July 2019, Frédéric Schneider became an Executive Committee member of the RCI Banque S.A group, which operates under the trade name Mobilize Financial Services from May 10th, 2022. He has also been Deputy Chief Executive Officer since December 9th, 2019.

19. Press release dated 21 June 2023

MOBILIZE FINANCIAL SERVICES ANNOUNCES THE SALE OF ITS STAKE IN RN BANK IN RUSSIA

In June 2023, AVTOVAZ entered into an agreement to acquire 100 % of the shares of RN-Bank in BARN B.V., in which RCI Banque SA holds 30 % of the economic interests. The details of the agreement are not for disclosure.

20. Press release dated 13 July 2023

MOBILIZE LEASE&CO, SUBSIDIARY OF MOBILIZE FINANCIAL SERVICES, ANNOUNCES THE ACQUISITION OF GERMAN COMPANY MOBILITY CONCEPT AND MEINAUTO

Mobilize Lease&Co, subsidiary of Mobilize Financial Services, announces the acquisition¹ of Mobility Concept and MeinAuto, a leading player in the German car leasing market, both currently divisions of MeinAuto Group. This transaction will accelerate the growth and development of long-term leasing offers in Germany. This acquisition is the first for Mobilize Lease&Co since the creation of this subsidiary in November 2022, which aims at accelerating the deployment of long-term leasing offers to meet the new mobility needs of its customers. Mobilize Lease&Co's new offers are gradually being extended across Europe to retail customers, local fleets, medium and large clients, and mobility operators.

FIRST ACQUISITION FOR MOBILIZE LEASE&CO

Mobilize Financial Services announces the acquisition of Mobility Concept and MeinAuto through its subsidiary Mobilize Lease&Co, incorporated in November 2022 with the aim of deploying long-term leasing offers in all geographical areas to support Alliance brands.

Mobilize Lease&Co develops usage-based solutions integrating increasingly flexible rental offers, as well as fleet management services through vehicle connectivity.

MeinAuto is a digital platform that distributes all brands and models configured on demand. This acquisition represents a structuring development opportunity for Mobilize Lease&Co in Germany, as MeinAuto is a leading company, with 1 billion euros in fleet assets, a fleet of 50,000 vehicles and 250 employees.

“The acquisition of MeinAuto, a leading multi-brand marketplace offering 100% digital path, will help us accelerate and significantly strengthen our development in Germany” says Enrico Rossini, CEO Mobilize Lease&Co

“MeinAuto will allow us to broaden our offer in operational leasing and will be a complementary channel to the Alliance's existing dealer network. It reinforces our stated ambition to reach a fleet of one million vehicles by 2030, and to double our international presence” states Frédéric Schneider, CEO of Mobilize Financial Services.

The company will continue to be managed by Rudolf Rizzolli, its current CEO, who will now report to Enrico Rossini, CEO Mobilize Lease&Co. The transaction, for which the amount is confidential, has to be approved by the BaFin, Germany's Federal Financial Supervisory Authority and by the Austrian and German Competition authorities.

MOBILIZE FINANCIAL SERVICES STRENGTHENS ITS POSITION IN THE GERMAN MARKET

The acquisition of MeinAuto is in line with Mobilize Lease&Co's ambition to benefit from the growth of the long-term leasing market, and to reach a fleet size of one million vehicles by 2030, compared with 350,000 at the end of

¹ The acquisition must be approved by BaFin, Germany's Federal Financial Supervisory Authority, and by the Austrian and German Competition authorities.

2022. With this new structure in Germany, Mobilize Lease&Co's new offers are gradually being extended across Europe, to private customers, local fleets, medium and large clients, and mobility operators.

Already established in Germany for more than 75 years via its branch with 450,000 customers, the German market is strategic for Mobilize Financial Services, which has just opened Bipi's subsidiary in the country. Bipi enables Mobilize Lease&Co to deploy turnkey car subscription offers. These ultra-flexible subscriptions represent an innovative leasing formula being developed in the automotive services market, midway between long-term leasing and short-term leasing, offering maximum flexibility and freedom of choice for the user.

With Bipi and MeinAuto, Mobilize Lease&Co can now deploy turnkey offers, subscription services and flexible leasing packages that best match the car usage of its customers, regardless of the brand of their choice.

21. Press release dated 27 July 2023

2023 FIRST-HALF RESULTS: MOBILIZE FINANCIAL SERVICES RECORDS STRONG SALES PERFORMANCE AND CONFIRMS SOLID FINANCIAL PERFORMANCE

Proving the validity of its strategy of focusing on value rather than volumes, Mobilize Financial Services recorded strong sales performance¹ in the first half of 2023:

- **Average financed amount up by 10.8% compared with the first half of 2022**
- **646, 739 new financing contracts, an increase of 7.4% compared with the first half of 2022, for a total of 10.4 billion euros in new financings**
- **Customer recommendation at a record level, with a Net Promoter Score² of +57 points, up by 2 points since November 2022**

Mobilize Financial Services confirms solid financial performance:

- **A sharp increase in average performing assets³ (+14.2%) compared with the end of June 2022, due to the rise in new financings and the normalization of vehicle inventory levels to be financed at dealerships**
- **Group pre-tax income of 487 million euros, an increase of 10.4%, the first half of 2022 having been marked by a provision for depreciation of shares in the JV RN Bank in Russia.**

"Mobilize Financial Services recorded a good commercial performance in the first half of the year, validating our strategy of focusing on value rather than volumes, with the average financed amount up by 10.8% in the first half of 2023. We are confirming our position as a major player in mobility-related financial services, as demonstrated in particular by the steady increase in the proportion of lease finance offers, which now account for 61% of financing contracts. We also remain the market benchmark in terms of customer satisfaction, with a Net Promoter Score of +57 points. Once again, we have demonstrated the strength of our financial performance. These results are the fruit of the hard work and dedication of all our teams, whom I would like to congratulate," says Frédéric Schneider, interim CEO of Mobilize Financial Services.

A GOOD SALES PERFORMANCE THAT VALIDATES THE STRATEGY OF FOCUSING ON VALUE RATHER THAN VOLUMES

¹ Excluding equity accounted companies

² The Net Promoter Score (NPS) is the percentage of customers who rate their likelihood of recommending a company, product or service to a friend or colleague as 9 or 10 ("promoters") minus the percentage who rate this likelihood as 6 or less ("detractors") on a scale of 0 to 10.

³ Average performing assets: APA corresponds to the average performing assets plus the assets related to operational leasing activities. For customers, it is the average performing assets at the end of the month. For the dealer network, it is the average of daily performing assets.

After two years marked by semi-conductors' shortages, the Alliance brands are seeing a return to normal supply levels in 2023 and growth in sales. Against this backdrop, Mobilize Financial Services saw a sharp 19.0% increase in new financing in the first half of 2023. Excluding companies accounted for by the equity method, the penetration rate was 43.3%, down 3.2 points on the first half of 2022.

Mobilize Financial Services financed 646,739 new financing contracts during the first half of 2023, up by 7.4% compared to the end of June 2022.

Used vehicle financing was down slightly by 2.4% compared with the end of June 2022, with 172,342 contracts financed, due to the shortage of semiconductors over the last two years. The number of electric vehicles financed reached 35,602 units in the first half of 2023, representing 5.5% of the total number of contracts financed.

Mobilize Financial Services supports the "From volume to value" strategy of the Alliance brands, particularly Renault, through the development of leasing and flexible formulas. In the first half of 2023, the proportion of leasing contracts rose by 5.4 points to 61% of new vehicle financing contracts in the retail customer segment, illustrating customers' appetite for increasingly flexible solutions. In addition, the number of customers using car subscription offers (Bipi and Mobilize Lease&Co in Brazil) has risen by 56% compared with June 2022.

New financings (excluding cards and personal loans) rose by 19.0% to 10.4 billion euros, driven by a 19.7% increase in registrations of Alliance brands.

Average performing assets related to the Customer business amounted to 39.6 billion euros in the first half of 2023, up 4.2%. Average performing assets related to the Network business, which had reached a low point in 2021-2022 due to semiconductor shortages, returned close to pre-Covid levels and stood at 10.3 billion euros, up 4.6 billion euros. Overall, average performing assets reach 49.9 billion euros, up 14.2% on the first half of 2022.

The number⁴ of insurance and service contracts sold in the first half of 2023 was 1.94 million. In relation to the number of vehicles financed, the number of services sold per vehicle is stable, with an average of 3 services sold per vehicle (new and used vehicles).

Mobilize Financial Services maintains a record level of customer recommendation with a Net Promoter Score of +57 points, up by 2 points since November 2022.

MOBILIZE FINANCIAL SERVICES CONFIRMS SOLID FINANCIAL PERFORMANCE

Net banking income (NBI) stood at 974 million euros, down slightly by 2% compared with the income at the end of June 2022. This decline is due to the negative impact of the valuation of interest rate swaps, following a very strong positive impact in the first half of 2022 in an environment of rising interest rates.

Operating costs amounted to 356 million euros in the first half of 2023, compared with 322 million euros at the end of June 2022. They represented 1.44% of APAs, an improvement of 5 basis points compared with the first half of 2022, due to growth in average performing assets outstripping growth in operating costs.

The cost of risk on Customer business (retail customer and Corporate customer financing) stood at 0.47% of APAs at end-June 2023, compared with 0.57% of APAs at the end of June 2022. This decrease is mainly due to the normalisation of risk parameters. The cost of risk on the dealership business (dealership financing) was stable at 0% of APAs at end-June 2023, compared with a reversal of -0.2116% at end-June 2022. This change is mainly due to the relatively low level of dealership outstandings in the first half of 2022, which has since risen sharply. The global cost of risk was 0.38% of APAs compared with 0.49% at end-June 2022.

⁴ Excluding equity accounted companies. The figure of 3 average services sold per vehicle communicated in February 2022 for the 2021 financial year was calculated on a scope including equity accounted companies.

Pre-tax income was therefore 487million euros, compared with 441 million euros at the end of June 2022. Income from Corporate customers rose by 86 million euros, as the 2022 financial year was marked by an exceptional write-down of 101.4 million euros on the investment in RN Bank Russia.

AN ESG STRATEGY APPRECIATED BY THE MARKET, WITH DYNAMIC SAVINGS INFLOWS

Against a backdrop of renewed volatility on the financial markets in the first half of the year and periods of risk aversion, Mobilize Financial Services issued the equivalent of 2.5 billion euros in the first half of 2023 and launched its second green bond issue for 750 million euros. The success of this transaction demonstrates that the group's ESG strategy is appreciated by the market and demonstrates its commitment to the fight against climate change. During the first half of 2023, the group also placed a 5-year bond for 200 million Swiss francs and two issues of 750 million euros with maturities of 3.5 and 4-year bonds.

In the securitization market, the group placed 719 million euros of securities backed by car loans granted by its German branch. Private securitizations of car loans in the UK and leasing in Germany saw their revolving periods extended for a further year and their amount increased slightly to 600 million sterling in the UK and 400 million euros in Germany. The savings collection business proved very dynamic and competitive in terms of the cost of the resources collected. Deposits mitigated the impact of the rise in the cost of market financing, demonstrating the relevance of the financing diversification strategy initiated 10 years ago. Savings deposits collected have risen by 2.2 billion euros since the beginning of the year to reach 26.7 billion euros at the end of June 2023.

22. Press release dated 1 August 2023

MOBILIZE FINANCIAL SERVICES ANNOUNCES THE ACQUISITION OF A STAKE IN SELECT CAR LEASING AND THE LAUNCH OF SELECT LEASE BY MOBILIZE, A NEW BRAND OPERATING ON THE CAR LEASING MARKET IN THE UK.

- RCI Bank UK Ltd¹ acquired 36.6%² of Select Car Leasing³. SELECT CAR LEASING shareholders acquired a 15% stake in Mobilize Lease&Co UK Ltd, a subsidiary of RCI Bank UK Ltd.
- SELECT LEASE by MOBILIZE will be a new leasing brand operated by Mobilize Lease&Co UK Ltd in the UK fleet market. It combines the brand recognition and expertise of one of the UK's leading Contract Hire brokers with the financial strength and ambition of Mobilize Financial Services UK. It will offer a full range of multi-brand car and van offers and services for private and business customers.
- This partnership contributes to the global strategy of Mobilize Lease&Co to accelerate the deployment of operating lease offers and thus meet the new mobility needs of its customers.

RCI Banque S.A., operating under the commercial brand Mobilize Financial Services, announces the acquisition by its subsidiary RCI Bank UK Ltd, of 36.6% of SELECT CAR LEASING, one of the UK's largest independent brokers. SELECT CAR LEASING shareholders, Mark Tongue and James O'Malley, acquired a 15% stake in Mobilize Lease&Co UK Ltd, a subsidiary of RCI Bank UK Ltd registered in May 2023.

Mobilize Lease&Co UK Ltd, will launch SELECT LEASE by MOBILIZE, a new commercial brand, and will become a new provider of multi-brand leasing contracts whose ambition is to offer a complete range of products and services to private individuals, SMEs and companies.

“With this new partnership, Mobilize Financial Services continues to roll out its global strategy, particularly for its subsidiary Mobilize Lease&Co, aiming for a fleet size of one million vehicles by 2030. This will enable to offer customized solutions to meet its customers new mobility needs. This follows the announcement of the acquisition of MeinAuto and Mobility Concept in Germany in July 2023, as part of the same operating lease strategy” says Frederic Schneider, Interim CEO of Mobilize Financial Services.

“When we created Mobilize Lease&Co, our ambition was to accelerate the operating lease offer to meet all new mobility needs. This partnership with SELECT CAR LEASING, a key player on this market, will enable our customers to benefit from a leasing offer that matches the best with their vehicle usage for any type of vehicles” says Enrico Rossini, CEO of Mobilize Lease&Co.

Mark Tongue, Joint CEO and founder of SELECT CAR LEASING added: *“As the UK’s largest and most trusted car and van leasing broker, we are delighted to formally announce this strategic partnership with Mobilize Financial Services UK. We are excited at the opportunity this brings to accelerate our growth in 2023 and beyond and deliver best in class mobility solutions to consumers and businesses across the UK, with a particular focus on electric solutions. This comes at a perfect time as the global electrification revolution gathers pace. We are also pleased to be joining with a multinational business to invest in and co-develop a new lease company, with all the Select brands right at its heart. It’s a truly unique move where a broker and leasing company can feed each other and thus provide true economies of scale and value to the consumer, helping people make the seamless transition to not only electric vehicles, but also charging and home energy.”*

23. Press release dated 14 August 2023

RCI BANQUE, WHICH OPERATES UNDER THE MOBILIZE FINANCIAL SERVICES BRAND, ANNOUNCES THE SALE OF ITS RUSSIAN LEASING SUBSIDIARY

On August the 3rd, 2023, Insight Investment Group LLC closed a deal to acquire 100% of RNL Leasing LLC (together with its affiliate RNL Finance LLC) from RCI Banque SA.

This divestment represents the final step in the withdrawal of RCI Banque SA from the Russian Federation, in line with the decision made by the Renault Group in 2022.

Details of the agreement are not subject to disclosure."

UPDATE OF ISSUER'S CREDIT RATING OUTLOOK BY MOODY'S

All references in the Base Prospectus to the Issuer's credit rating issued by Moody's as "Baa2 (negative outlook)" shall be replaced by "Baa2 (stable outlook)".

GENERAL INFORMATION

The "Material or significant change" paragraph in the "General Information" section on page 137 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Save as disclosed in the section "*Recent Developments*" of this Base Prospectus, there has been no material adverse change in the prospects of RCI Banque since 31 December 2022, being the date of the latest published annual audited accounts of RCI Banque and the RCI Banque group, respectively and there has been no significant change in the financial performance or financial position of the RCI Banque group since 30 June 2023"

The "Auditors" paragraph in the "General Information" section on page 138 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"KPMG S.A. of Tour EQHO, 2, avenue Gambetta, CS6055, 92066 Paris La Défense Cedex, France and Mazars, Tour Exaltis, 61 rue Henri Regnault 92400 Courbevoie, France with respect to the financial years ending 31 December 2022 and 31 December 2021 and the six-month period ending 30 June 2023. The statutory auditors are independent with respect to the Issuer as required by the laws of the French Republic and under the applicable professional rules of the "*Compagnie Nationale des Commissaires aux Comptes*".

The statutory auditors are members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* and are registered with the *Compagnie Nationale des Commissaires aux Comptes* (official statutory auditors' representative body). They are subject to the authority of the *Haut Conseil du Commissariat aux Comptes* (French High Council of Statutory Auditors)."

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 12 September 2023



This Supplement to the Base Prospectus has been approved on 12 September 2023 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: 23-388.