

FIRST SUPPLEMENT TO THE BASE PROSPECTUS DATED 18 DECEMBER 2025

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 first supplement (the "**Supplement**") to the base prospectus dated 18 December 2025 which received approval n°25-482 on 18 December 2025 from the *Autorité des marchés financiers* (the "**AMF**") (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) incorporating by reference the English language version of the Issuer's (a) unaudited consolidated financial statements for the financial year ended 31 December 2025, (b) business report for 2025 and (c) the press release published by the Issuer on 20 February 2026 in relation to the 2025 annual results and (ii) updating the following sections of the Base Prospectus: (a) Risk Factors, (b) Terms and Conditions of the Notes, (c) Description of RCI Banque and the RCI Banque Group and (d) General Information.

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 three 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 10 March 2026. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 5 March 2026.

CONTENTS OF SUPPLEMENT

Section of Supplement	Page
DOCUMENTS INCORPORATED BY REFERENCE	2
RISK FACTORS	4
TERMS AND CONDITIONS OF THE NOTES AND GLOBAL CHANGES	7
DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP	8
GENERAL INFORMATION	11
PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SUPPLEMENT	12

DOCUMENTS INCORPORATED BY REFERENCE

The "Documents incorporated by reference" section on pages 39-49 of the Base Prospectus shall be completed with the following:

The English language version of the Issuer's unaudited consolidated financial statements for the financial year ended 31 December 2025 (https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2025_MOBILIZE_RFA_2025_CH05_EN_Extract_26_02_20.pdf) (the "**Unaudited Consolidated Financial Statements 2025**") 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 39 of the Base Prospectus.

The English language version of the Issuer's business report for 2025 (https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2025_MOBILIZE_RAC_2025_EN_MEL_unaudited_2026_02_19.pdf) (the "**Business Report 2025**") 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 39 of the Base Prospectus.

The Issuer's English version of the press release dated 20 February 2026 in relation to the 2025 annual results (https://www.mobilize-fs.com/sites/default/files/media/pdf/PR%20Annual%20Results%202025%20MFS%20FINAL%20120226%20-%20ENG_0.pdf) (the "**FY2025 Results Press Release**") 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 39 of the Base Prospectus.

The following table shall be added to the existing table starting on page 41 of the Base Prospectus. Each page reference refers to the corresponding page in the Unaudited Consolidated Financial Statements 2025, the Business Report 2025 or the FY 2025 Results Press Release.

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference	Page(s)
4.1.5	Details of any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	FY2025 Results Press Release	1-5
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.	Business Report 2025	2-3
11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
11.1	Historical financial information		

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.	Unaudited Consolidated Financial Statements 2025	2-78
--------	---	--	------

RISK FACTORS

Following the notification from the ACPR implementing the decision of the SRB on the update of its MREL (each as defined below), the Issuer is subject to new MREL Requirements. As a consequence, the risk factors entitled "*Bank Recovery and Resolution Directive and Single Resolution Mechanism risk*" in the paragraphs entitled "Risks relating to the Issuer" and the "Risks relating to all Series of Notes" in the Risk Factors section starting on page 11 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"Bank Recovery and Resolution Directive and Single Resolution Mechanism risk (Global Criticality: Medium)"

The Issuer has been designated as a significant supervised entity for the purposes of Article 49(1) of the Single Supervision Mechanism ("**SSM**") regulations and is consequently subject to the direct supervision of the ECB in the context of the SSM. This means that the Issuer is also subject to the Single Resolution Mechanism ("**SRM**") and BRRD (as defined above). The SRM and BRRD enable a range of tools to be used in relation to credit institutions and investment firms considered to be at risk of failing.

Each year, the Issuer establishes a recovery plan in line with BRRD requirements. This plan sets out preparatory measures that aim to implement various recovery options that would enable the institution to recover in the event of a crisis leading to a Near to Default situation. Any insufficiency or lack of preparedness to implement the measures set out in the recovery plan, or the under-estimation of risks and constraints linked to the implementation of the recovery plan, may compromise or delay its effective implementation and could limit the capacity of the Issuer to recover from such crisis.

In the context of BRRD, the minimum requirement for own funds and eligible liabilities ("**MREL**") is subject to a formal decision of the Single Resolution Board ("**SRB**"). The level of capital and eligible liabilities required under MREL is set by the resolution authority for each bank (and/or group) based on certain criteria including systemic importance. Eligible liabilities may be senior or subordinated, provided, among other requirements, that they have a remaining maturity of at least one year and, if governed by non-EU law, they must be able to be written down or converted under that law (including through contractual provisions). Since 2018, the SRB developed its MREL policy and started to develop binding targets for major banking groups. The SRB's MREL policy has an increased focus on quality and internal location of MREL, in particular ensuring that there are sufficient loss absorbing instruments to implement banks' preferred resolution strategies. Such policy was last updated in May 2024.

The resolution plan and resolvability assessment of the Issuer, defined by the SRB, presently provide that liquidation under normal insolvency is feasible and credible and that it is justifiable to limit MREL to own funds. Following the annual review of the resolution plan of the Issuer by the SRB and even if it remains a "liquidation entity", the Issuer received the final notification in respect of its MREL Requirements in January 2026: the MREL Requirements for the Issuer are set at 13.50% of total risk exposure amount (TREA) plus the combined buffer requirement (CBR) of the risk-weighted assets of the group set at 3.25% on 30 June 2025 and 4.63% of the leverage ratio exposure (LRE). As at the date of this Base Prospectus, the Issuer complies with its MREL Requirements. Any failure by the Issuer to comply with its MREL Requirements may have a material adverse effect on the Issuer's business, financial conditions and results of operations. Notwithstanding the foregoing, the French Resolution Regime and the BRRD, as set out below, continue to apply to the Issuer as at the date of this Base Prospectus¹. For further information on the insolvency proceedings which may apply to the Issuer under such liquidation regime, please see the risk factor entitled "*French insolvency law*" below.

Notwithstanding the foregoing, if, in the future, the Issuer is determined Failing or Likely To Fail within the meaning of, and under the conditions set by BRRD, as amended by BRRD2 (as defined below), the Relevant Resolution Authority (as defined in the Conditions) may apply a number of different BRRD resolution tools, including sale of business, asset separation, bail-in and creation of a bridge bank if it concludes that this is in the public interest. The BRRD also provides for additional resolution measures including, in particular and without limitation, the cancellation of debt securities or eligible liabilities, the variation of the terms of debt securities, the suspension of any obligation to pay or deliver financial instruments and/or the obligation for the relevant institution subject to resolution measures to issue new securities. These varied tools are designed for early and quick intervention in an unsound or failing institution

¹ It being specified that the Issuer is currently subject to the liquidation regime pursuant to the Issuer's resolution plan.

so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system.

BRRD was formally implemented into French law by an ordinance dated 20 August 2015 (ordonnance n° 2015-1024 portant diverses dispositions d'adaptation de la législation au droit de l'Union Européenne en matière financière – the "**Ordinance**"). This Ordinance amends and supplements the provisions of the French banking law dated 26 July 2013 on separation and regulation of banking activities (loi de séparation et de régulation des activités bancaires) (the "**SRAB Law**") which had, among other things, given various resolution powers to the resolution board (the "**French Resolution Board**") of the French Prudential Supervisory Authority, the *Autorité de contrôle prudentiel et de résolution* ("**ACPR**").

The SRAB Law and the Ordinance (together the "**French Resolution Regime**") provide that the French Resolution Board may, when the point of non-viability is reached, take any of the resolution measures as transposed from the BRRD. Furthermore, Decree no. 2015-1160 dated 17 September 2015 and three orders dated 11 September 2015 (*décret et arrêtés*) implementing provisions of the Ordinance regarding (i) recovery planning, (ii) resolution planning and (iii) criteria to assess the resolvability of an institution or group, were published on 20 September 2015 to implement BRRD in France.

Finally, law no. 2016-1691 of 9 December 2016 (known as "**Sapin II**" law) has amended article L. 613-30-3 of the French *Code monétaire et financier*, to introduce a new layer of senior "non-preferred" debts in the creditors hierarchy, which applies in the event of an insolvency of a credit institution.

The French Resolution Regime applies to the Issuer as at the date of this Base Prospectus² and the exercise of any power under the French Resolution Regime or any suggestion of such exercise could adversely affect the Issuer and materially impact the ability of the Issuer to satisfy its obligations under any Notes.

BRRD has been modified by Directive No. 2019/879 of 20 May 2019 among other things as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms ("**BRRD2**"). BRRD2 was implemented into French law by Ordinance no. 2020-1636 of 21 December 2020 relating to the resolution regime in the banking sector and decree n° 2020-1703 of 24 December 2020 relating to the resolution regime in the banking sector and took effect from 28 December 2022. Amendments made relate in particular to MREL (as defined above) requirements (in particular, entities subject to BRRD shall comply with a requirement expressed as a percentage of the total risk exposure amount and a percentage of the leverage ratio total exposure, and a distinction is made between, on the one hand, external MREL Requirements which is applicable to a resolution entity and, on the other hand, internal MREL Requirements that applies to subsidiaries that are not themselves resolution entities, it being specified that directive (UE) 2024/1174 of 11 April 2024 provides for a derogatory option, available since 13 May 2024 in the context of the SRMR (as defined below), to apply internal MREL Requirements on a sub-consolidated basis in respect of certain intermediate entities). It also confers on the resolution authorities additional powers. Regulation No. 2019/877 of 20 May 2019 ("**SRMR2**") amended Regulation No. 806/2014 ("**SRMR**") as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms. Changes introduced by SRMR2 entered into force on 28 December 2020. In particular, SRMR2 made amendments to SRMR relating to the implementation of total loss absorbing capacity requirements and revisions to provisions relating to MREL. Such amendments mirror those made to BRRD by BRRD2.

On 18 April 2023, the European Commission published a proposal for the further amendment of BRRD, which is part of the crisis management and deposit insurance (CMDI) legislative package that also includes amendments to SRMR and to Directive 2014/49/EU (the Deposit Guarantee Schemes Directive, "**DGSD**"). The proposal amends BRRD, in particular as regards the improved application of the tools that are already available in the bank recovery and resolution framework, clarifying the conditions for resolution, facilitating access to safety nets in the event of bank failure, and improving the clarity and consistency of funding rules. The proposal notably amends the ranking of claims in insolvency and ensures a general depositor preference with a single-tier depositor preference, with the aim of enabling the deposit guarantee schemes funds in measures other than payout of covered deposits. Although this proposal should not affect the Notes in the creditor hierarchy, its overall impact over the Notes cannot be assessed at this stage."

² It being specified that the Issuer is currently subject to the liquidation regime pursuant to the Issuer's resolution plan.

"Bank Recovery and Resolution Directive and Single Resolution Mechanism risk

The resolution plan and resolvability assessment of the Issuer, defined by the SRB, presently provide that liquidation under normal insolvency is feasible and credible and that it is justifiable to limit MREL to own funds. Following the annual review of the resolution plan of the Issuer by the SRB and even if it remains a "liquidation entity", the Issuer received the final notification in respect of its MREL Requirements in January 2026: the MREL Requirements for the Issuer are set at 13.50% of total risk exposure amount (TREA) plus the combined buffer requirement (CBR) of the risk-weighted assets of the group set at 3.25% and 4.63% of the leverage ratio exposure (LRE). As at the date of this Base Prospectus, the Issuer complies with its MREL Requirements. Any failure by the Issuer to comply with its MREL Requirements may have a material adverse effect on the Issuer's business, financial conditions and results of operations. Notwithstanding the foregoing, the French Resolution Regime and the BRRD, as set out below, continue to apply to the Issuer as at the date of this Base Prospectus³. For further information on the insolvency proceedings which may apply to the Issuer under such liquidation regime, please see the risk factor entitled "*French Insolvency Law*" above.

Notwithstanding the foregoing, if the Issuer is determined Failing or Likely To Fail within the meaning of BRRD, as amended by BRRD2, the Relevant Resolution Authority (as defined in the Conditions) may apply a number of different BRRD resolution tools, including sale of business, asset separation, bail-in and creation of a bridge bank. The BRRD, as amended by BRRD2, also provides for additional resolution measures including, in particular and without limitation, the cancellation of debt securities or eligible liabilities, the variation of the terms of debt securities, the suspension of any obligation to pay or deliver financial instruments and/or the obligation for the relevant institution subject to resolution measures to issue new securities. These varied tools are designed for early and quick intervention in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system.

The use of the BRRD resolution tools may present certain risks to the Noteholders given that they constitute unsecured debt claims over the Issuer, including:

- (i) any shortfall from the sale of the Issuer's assets may lead to a partial reduction in the amounts outstanding to Noteholders or, in a worst-case scenario, a reduction to zero;
- (ii) in the event of a bail-in, the relevant regulatory authority must first reduce or cancel common equity tier one, thereafter reduce, cancel, convert additional tier one instruments, then tier two instruments and other subordinated debts to the extent required and up to their capacity. If this total reduction is less than the amount needed, the relevant regulatory authority will reduce or convert to the extent required the nominal amount or outstanding amount payable in respect of unsecured creditors (such as holders of Notes) in accordance with the hierarchy of claims in normal insolvency proceedings. However, in certain circumstances, debt that is ranked *pari passu* with the Notes may be excluded from bail-in in accordance with Article 44(2) and (3) of BRRD, as amended by BRRD2, and therefore receive more favourable treatment than the Notes; and
- (iii) the relevant authority may seek to amend the terms of the maturity date of the Notes, which could negatively affect the value of the Notes for the purpose of re-selling.

Each of the aforementioned measures may occur in isolation or, they may occur as a combination. For instance, the relevant regulatory authority may require a partial conversion of the Notes into ordinary shares of the Issuer, in addition to any write-down and sale of the Issuer's assets. Public financial support to resolve the Issuer where there is a risk of failure will only be used as a last resort, having assessed and exploited the other resolution tools to the maximum extent practicable whilst maintaining financial stability.

The taking of any action under the BRRD, as amended by BRRD2, in relation to the Issuer, or the suggestion of the exercise of any action, could materially adversely affect the rights of Noteholders, the price or value of their investment in the Notes and/or the ability of the Issuer to satisfy its obligations under any Notes."

³ It being specified that the Issuer is currently subject to the liquidation regime pursuant to the Issuer's resolution plan.

TERMS AND CONDITIONS OF THE NOTES AND GLOBAL CHANGES

Following the notification from the ACPR implementing the decision of the SRB on the update of its MREL (each as defined above), the Issuer is subject to new MREL Requirements.

As a consequence, the text indicated as struck through below should be deemed deleted in all instances throughout the Base Prospectus (including, but not limited to, in the Terms and Conditions of the Notes, the Risk Factors and the form of Applicable Final Terms in connection with issues of Notes with a denomination of at least EUR 100,000):

- MREL Disqualification Event⁴
- MREL Disqualification Event (~~if applicable~~⁵)
- MREL Requirements (~~if applicable~~⁶)
- MREL Requirements⁷
- "MREL Requirements" means the minimum requirement for own funds and eligible liabilities and/or total loss-absorbing capacity requirements applicable to the Issuer and/or the RCI Banque group⁸ referred to in the BRRD, as amended by BRRD2, any other EU law or regulation and relevant implementing legislation and regulation in France.
- ~~If the Issuer were to become subject to MREL Requirements⁹, the Issuer may issue Senior Non Preferred Notes and Subordinated Notes under the Programme that are intended to be MREL-eligible.~~
- ~~If the Issuer were to become subject to MREL Requirements¹⁰, the Senior Non Preferred Notes will intended to be eligible liabilities available to meet the MREL Requirements.~~
- ~~If the Issuer is subject to MREL Requirements¹¹, it is the intention of the Issuer that the Senior Non Preferred Notes shall be treated, for regulatory purposes, as eligible liabilities available to meet the MREL Requirements (~~if applicable~~).~~

⁴-For the avoidance of doubt, no MREL Requirements is applicable to the Issuer as at the date of this Base Prospectus and for so long as no MREL Requirements is applicable to the Issuer, the MREL Disqualification Event will not apply to Senior Non Preferred Notes and Subordinated Notes.

⁵-For the avoidance of doubt, no MREL Requirements is applicable to the Issuer as at the date of this Base Prospectus and for so long as no MREL Requirements is applicable to the Issuer, the MREL Disqualification Event will not apply to Senior Non Preferred Notes and Subordinated Notes.

⁶-For the avoidance of doubt, no MREL Requirements is applicable to the Issuer as at the date of this Base Prospectus and for so long as no MREL Requirements is applicable to the Issuer, the MREL Disqualification Event will not apply to Senior Non Preferred Notes and Subordinated Notes.

⁷-It being specified that no MREL Requirements is applicable to the Issuer as at the date of this Base Prospectus.

⁸-For the avoidance of doubt, as at the date of this Base Prospectus, the Issuer is classified as a "liquidation entity" and, as such, no MREL Requirement currently applies to the Issuer.

⁹-It being specified that no MREL Requirements is applicable to the Issuer as at the date of this Base Prospectus.

¹⁰-It being specified that no MREL Requirements is applicable to the Issuer as at the date of this Base Prospectus.

¹¹-It being specified that no MREL Requirements is applicable to the Issuer as at the date of this Base Prospectus.

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 111-112 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 Consolidated Financial Statements 2023, the Financial Report 2024, the Half-Year Financial Report 2025, the Unaudited Consolidated Financial Statements 2025 and the Business Report 2025 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 Half-Year Financial Report 2025, pages 5-6 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 Half-Year Financial Report 2025, pages 5-6, 21 and 74-143 and Business Report 2025, pages 2-3, for information on the RCI Banque group's principal activities, including main products and services, and its principal markets.

See the Business Report 2025, pages 2-6, for a brief review of 2025.

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 Half-Year Financial Report 2025, pages 7-9, for a brief description of the RCI Banque group and the Issuer's position within the RCI Banque group.

Management

See the Half-Year Financial Report 2025, pages 9-14, for the names, functions and relevant external activities of members of the Issuer's Board of Directors.

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

Shareholders

See the Half-Year Financial Report 2025, pages 7-9, 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 Consolidated Financial Statements 2023, pages 8-88 (including the accounting policies and explanatory notes thereto at pages 13-88), the Financial Annual Report 2024, pages 358-443 (including the accounting policies and explanatory notes thereto at pages 369-443), the Half-Year Financial Report 2025 (including the accounting policies and explanatory notes thereto at pages 37-71), pages 30-71, and the Unaudited Consolidated Financial Statements 2025 (including accounting policies and explanatory notes thereto at pages 7-78), pages 2-78 for, respectively, the RCI Banque group's consolidated financial statements for the year ended 31 December 2023, the year ended 31 December 2024, the six-month period ended 30 June 2025 and the year ended 31 December 2025 and the auditors' report thereon

at pages 2-7 of the Consolidated Financial Statements 2023 and pages 360-363 of the Financial Annual Report 2024 as well as the limited review report at pages 27-29 of the Half-Year Financial Report 2025.

Indebtedness

See the Business Report 2025, page 5-6, the Half-Year Financial Report 2025, page 32 (as well as the accounting policies and explanatory notes thereto at pages 37-71), the Financial Annual Report 2024, pages 13-15 and 364 (as well as the accounting policies and explanatory notes thereto at pages 369-443) and the Consolidated Financial Statements 2023, page 8 (as well as the accounting policies and explanatory notes thereto at pages 13-88) for the RCI Banque group's financial policy and consolidated balance sheet for, respectively, the six-month period ended 30 June 2025, the year ended 31 December 2024 and the year ended 31 December 2023.

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 115 of the Base Prospectus:

5. Press release dated 08 January 2026

RCI BANQUE: ISSUANCE OF EUR 900 MILLION FIXED RATE NOTES MATURING IN FEBRUARY 2032

RCI Banque, operating under the commercial brand Mobilize Financial Services, announces the issuance of a € 900m 6-year and 1-month bond (Feb-32) bearing a 3.75% coupon. The deal attracted a final order book around 5.5 billion euro coming from more than 200 investors.

6. Press release dated 15 January 2026

RCI Banque discloses updated binding MREL (1) requirement

RCI Banque has received the notification from the French Prudential and Resolution Supervision Authority (ACPR) implementing the decision of the Single Resolution Board (SRB) on the update of its minimum requirement for own funds and eligible liabilities (MREL (1)). The requirement was repealed in 2024 for entities whose resolution plan is "liquidation," which was and still is the case for RCI Banque SA. The SRB may, however, decide on an exceptional basis to impose an MREL requirement on these entities. The new requirement has been set at 13.50% of total risk exposure amount (TREA (2)) plus the CBR of Group's riskweighted assets (3), and 4.63% of leverage ratio exposure (LRE (4)). MREL requirement is defined on an individual basis. As of today, RCI Banque S.A. already complies with this MREL requirement. Compliance with the requirement will be subject to ongoing review.

(1) MREL: Minimum Requirement for own funds and Eligible Liabilities. The Bank Recovery and Resolution Directive (BRRD) requires European banks to maintain a minimum amount of Own Funds and Eligible Liabilities that could absorb losses and allow them to restore their capital position, allowing banks to continuously perform their critical economic functions during and after a crisis. MREL represents one of the key tools in enhancing banks' resolvability. The purpose of this buffer of own funds and eligible liabilities is to avoid banking authorities having to

resort to public funds. The MREL is set by the Single Resolution Board (SRB) on a per institution basis. The MREL requirement for RCI Banque is defined at an individual level.

(2) “TREA” means “total risk exposure amount” calculated in accordance with Article 92(3) of Regulation (EU) No 575/2013

(3) CBR (Combined buffer requirement) : requirement of 3,25% as of 30/06/2025

(4) “LRE” means “leverage ratio exposure” calculated in accordance with Articles 429 and 429a of Regulation (EU) 575/2013

GENERAL INFORMATION

The "Material or significant change" paragraph in the "General Information" section on page 159 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"There has been no material adverse change in the prospects of RCI Banque since 31 December 2024, 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 31 December 2025."

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 Vincent Gellé, *Directeur Financier* and *Directeur Général Délégué* of RCI Banque

Signed in Paris

Dated 5 March 2026



This Supplement to the Base Prospectus has been approved on 5 March 2026 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. Approval does not imply that the AMF has verified the accuracy of this information.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in this Supplement. Investors should make their own assessment as to the opportunity to invest in such Notes.

This Supplement to the Base Prospectus obtained the following approval number: 26-048.