

EU MIFID II PRODUCT GOVERNANCE / RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ECPS TARGET MARKET - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines on EU MiFID II product governance requirements published by ESMA dated 3 August 2023, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**EU MiFID II**"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under EU MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under EU MiFID II, as applicable.

UK MIFIR PRODUCT GOVERNANCE / TARGET MARKET ASSESSMENT – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit our approach to EU non-legislative materials"), has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

RCI Banque

Legal Entity Identifier (LEI): 96950001WI712W7PQG45

**Issue of €800,000,000 3.750 per cent. Notes due 4 October 2027
under the €23,000,000,000 Euro Medium Term Note Programme**

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the base prospectus dated 21 December 2023, as supplemented by the first supplement dated 18 March 2024 (together, the "**Base Prospectus**") which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the EU Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. However, a summary of the issue of the Notes is annexed to these Final Terms. The Base Prospectus is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the *Autorité des marchés financiers* (www.amf-france.org) and (b) the Issuer (<https://www.mobilize-fs.com>).

1.	(a)	Series Number:	341
	(b)	Tranche Number:	1
	(c)	Date on which Notes become assimilated (<i>assimilables</i>) and form a single series:	Not Applicable
2.		Specified Currency or Currencies:	Euro or €
3.		Aggregate Nominal Amount:	
	(a)	Series:	€800,000,000
	(b)	Tranche:	€800,000,000
4.		Issue Price:	99.747 per cent. of the Aggregate Nominal Amount
5.	(a)	Specified Denomination(s):	Euro 1,000
	(b)	Calculation Amount:	Euro 1,000
6.	(a)	Issue Date:	4 April 2024
	(b)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	4 October 2027
8.		Interest Basis:	3.750 per cent. Fixed Rate <i>per annum</i> (further particulars specified in Paragraph 14 below)
9.		Change of Interest Basis or Redemption/Payment Basis:	Not Applicable

10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par
11.	Put/Call Options:	Issuer Call (further particulars specified in Paragraph 18 below)
12.	(a) Status of the Notes:	Senior Preferred Notes
	(b) Date of corporate authorisation for issuance of Notes obtained:	8 December 2023
13.	Method of Distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate of Interest:	3.750 per cent. <i>per annum</i> payable annually in arrear
	(b) Interest Payment Dates:	4 October in each year commencing on 4 October 2024 up to and including the Maturity Date. There will be a short first coupon for the period from (and including) the Issue Date to (but excluding) 4 October 2024.
	(c) Fixed Coupon Amount:	Euro 37.50 per Calculation Amount
	(d) Initial Broken Amount:	Euro 18.75 per Calculation Amount
	(e) Final Broken Amount:	Not Applicable
	(f) Day Count Fraction:	Actual/Actual (ICMA)
	(g) Determination Dates:	4 October in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Inflation Linked Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Issuer Call (Condition 8(d)):	Applicable
	(a) Optional Redemption Date(s):	Each Business Day from and including 4 July 2027 up to but excluding the Maturity Date
	(b) Optional Redemption Amount of each Note:	Euro 1,000 per Calculation Amount
	(c) Notice period:	As set out in Condition 8(d)
19.	Put Option (Condition 8(e)):	Not Applicable

20. **Make-whole Redemption** (Condition 8(g)): Not Applicable
21. **Early Redemption Amount:** Euro 1,000 per Calculation Amount
- Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 8(i):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
23. Financial Centre(s) or other special provisions relating to payment days: Not Applicable
24. Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature): No
25. Details relating to Instalment Notes: Not Applicable
26. Redenomination, renominatisation and reconventioning provisions: Not Applicable
27. Consolidation provisions: Not Applicable
28. Representation of Noteholders/Masse: Condition 13 applies
The Representative shall be:

MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
33, rue Anna Jacquin
92100 Boulogne Billancourt
France

Represented by its Chairman

The Representative will be entitled to a remuneration of €500 (VAT excluded) per year, payable by the Issuer up front on the Issue Date.

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

DISTRIBUTION

32. (a) If syndicated, names and addresses of Joint Lead Managers and underwriting commitments:

Crédit Industriel et Commercial S.A.
6, avenue de Provence
75452 Paris Cedex 09
France

Intesa Sanpaolo S.p.A.
Piazza San Carlo n° 156
10121 Turin
Italy

Mizuho Europe Securities GmbH
Taunustor 1
60310 Frankfurt am Main
Germany

Natixis
7 promenade Germaine Sablon
75013 Paris
France

SMBC Bank EU AG
Main Tower 18th Floor
Neue Mainzer Straße 52-58
60311 Frankfurt am Main
Germany

Société Générale
29, boulevard Haussmann
75009 Paris
France

UniCredit Bank GmbH
Arabellastrasse 12
D-81925 Munich
Germany

(b) Date of Syndication Agreement: 2 April 2024

- (c) Stabilisation Manager(s) (if any): Not Applicable
33. If non-syndicated, name and addresses of Dealer: Not Applicable
34. Total commission and concession: 0.25 per cent. of the Aggregate Nominal Amount
35. U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA not applicable
36. Non-exempt Offer: An offer of the Notes may be made by the Joint Lead Managers other than pursuant to Article 1(4) of the EU Prospectus Regulation in Denmark, Germany, Italy, the Grand Duchy of Luxembourg, the Netherlands and Romania ("**Public Offer Jurisdictions**") during the period from 2 April 2024 until the Issue Date ("**Offer Period**").
37. Prohibition of Sales to EEA Retail Investors: Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised

Jean-Marc SAUGIER
Deputy Chief
Executive Officer



PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Admission and trading Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.

(ii) Estimate of total expenses Euro 4,320
related to the admission to
trading:

2. RATINGS

Ratings: The Notes to be issued have been rated:

S&P Global Ratings Europe Limited ("**S&P**"): BBB-
Moody's France S.A.S. ("**Moody's**"): Baa1 (stable
outlook)

S&P and Moody's are established in the EEA and are registered under Regulation (EU) No 1060/2009, as amended (the "**EU CRA Regulation**"). As such S&P and Moody's are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the EU CRA Regulation. Each of Moody's and S&P appears on the latest update of the list of registered credit rating agencies (as of 27 March 2023) on the ESMA website (<http://www.esma.europa.eu>).

The ratings S&P and Moody's have given to the Notes are endorsed by a credit agency which is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK CRA Regulation**").

According to S&P's definitions, an obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The addition of a plus (+) or minus (-) sign shows relative standing within the rating categories.

According to Moody's, obligations rated Baa1 are considered as medium grade, with some speculative elements and moderate credit risk. Moody's appends numerical modifiers 1, 2 and 3 to each generic rating classification. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

3. NOTIFICATION

The AMF has provided the *Autoriteit Financiële Markten* in the Netherlands, *Bundesanstalt für Finanzdienstleistungsaufsicht* in Germany, *Finanstilsynet* in Denmark, the *Commissione Nazionale per le Società e la Borsa* in Italy, the *Commission de Surveillance du Secteur Financier* in Luxembourg and *Autoritatea de Supraveghere Financiară* in Romania with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the EU Prospectus Regulation.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Joint Lead Managers and as discussed in "Risk Factors (*Potential conflicts of interest*)" and "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking (including hedging) transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

All or some of the Joint Lead Managers and their affiliates may have positions, deal or make markets in the Notes issued under the Programme, related derivatives and reference obligations, including (but not limited to) entering into hedging strategies with the Issuer and its affiliates, investor clients, or as principal in order to manage their exposure, their general market risk, or other trading activities. For the purposes of this paragraph the term "affiliates" includes parent companies.

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

(i) Reasons for the offer: The net proceeds of the Notes will be used by the Issuer for the general financing purposes of the Issuer and its consolidated subsidiaries.

(ii) Estimated net proceeds: Euro 795,976,000

(iii) Estimated total expenses: Euro 4,320

6. **FIXED RATE NOTES ONLY –YIELD**

Indication of yield: 3.834 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. This is not an indication of future yield.

7. OPERATIONAL INFORMATION

ISIN Code: FR001400P3D4

Common Code: 279462424

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Citibank, N.A., London Branch
13th Floor, Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

8. TERMS AND CONDITIONS OF THE OFFER

<i>Offer Price:</i>	Issue Price
<i>Indicate the amount of any expenses and taxes specifically charged to the subscriber or purchaser:</i>	Not Applicable
<i>The time period, including any possible amendments, during which the offer will be open and description of the application process:</i>	From 2 April 2024 up to and including the Issue Date
<i>Conditions to which the offer is subject:</i>	Not Applicable
<i>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</i>	Not Applicable
<i>Details of the minimum and/or maximum amount of application:</i>	Not Applicable
<i>Details of the method and time limits for paying up and delivering the Notes:</i>	Not Applicable
<i>Manner in and date on which results of the offer are to be made public:</i>	Not Applicable
<i>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</i>	Not Applicable
<i>If the offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate any such tranche:</i>	Not Applicable
<i>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</i>	Not Applicable
<i>Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</i>	Not Applicable
<i>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:</i>	Not Applicable

9. PLACING AND UNDERWRITING

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer:	Natixis 7 promenade Germaine Sablon 75013 Paris France
Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):	Not Applicable

Names and addresses of entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:

Crédit Industriel et Commercial S.A.
6, avenue de Provence
75452 Paris Cedex 09
France

Intesa Sanpaolo S.p.A.
Piazza San Carlo n° 156
10121 Turin
Italy

Mizuho Europe Securities GmbH
Taunustor 1
60310 Frankfurt am Main
Germany

Natixis
7 promenade Germaine Sablon
75013 Paris
France

SMBC Bank EU AG
Main Tower 18th Floor
Neue Mainzer Straße 52-58
60311 Frankfurt am Main
Germany

Société Générale
29, boulevard Haussmann
75009 Paris
France

UniCredit Bank GmbH
Arabellastrasse 12
D-81925 Munich
Germany

When the Syndication Agreement has been or will be reached:

2 April 2024

Name and address of entities which have a firm commitment to act as intermediaries in secondary trading:

Not Applicable

ANNEX – ISSUE SPECIFIC SUMMARY

SECTION A		INTRODUCTION AND WARNINGS
A.1	Warnings:	<ul style="list-style-type: none"> • This summary should be read as an introduction to the Base Prospectus and the Final Terms; • Any decision to invest in the Notes should be based on consideration of the Base Prospectus and the Final Terms as a whole by the investor; • Where a claim relating to the information contained in the Base Prospectus and the Final Terms is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus and the Final Terms before the legal proceedings are initiated; and • Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in such Notes.
A.2	The name and international securities identification number (ISIN) of the Notes:	<p>Issue of Euro 800,000,000 3.750 per cent. Notes due 4 October 2027 by RCI Banque.</p> <p>ISIN: FR001400P3D4</p>
A.3	The identity and contact details of the Issuer, including its legal entity identifier (LEI):	<p>The legal name of the Issuer is RCI BANQUE SA and the commercial name of the Issuer is MOBILIZE FINANCIAL SERVICES</p> <p>The contact details of the Issuer are:</p> <p>RCI Banque 15, rue d'Uzès 75002 Paris France</p> <p>The Issuer's LEI is 96950001WI712W7PQG45</p>
A.4	The identity and contact details of the competent authority approving the Base Prospectus:	<p>Autorité des Marchés Financiers (AMF)</p>
A.5.	Date of approval of the Base Prospectus:	<p>The Base Prospectus was approved by the AMF on 21 December 2023, as supplemented by a first supplement dated 18 March 2024.</p>

SECTION B		KEY INFORMATION ON THE ISSUER				
WHO IS THE ISSUER OF THE SECURITIES?						
B.1	The domicile and legal form of the Issuer, its LEI, the law under which it operates and its country of incorporation:	<p>RCI Banque is a <i>société anonyme</i> (a public limited company under French law) registered at the Paris Commercial Court and domiciled in France at 15, rue d'Uzès, 75002 Paris, France.</p> <p>The Issuer's LEI is 96950001WI712W7PQG45.</p> <p>The Issuer is governed by the provisions of the <i>Code de Commerce</i> (French Commercial Code). On 7 March 1991, the Issuer received approval from the Banque de France to make the requisite changes in its articles and by-laws allowing it to become a bank. Since that date, the Issuer has been subject to all the laws and regulations applicable to credit institutions, in particular the provisions of Frances Act 84-46 of 24 January 1984, incorporating into the <i>Code monétaire et financier</i> (French Monetary and Financial Code).</p>				
B.2	The principal activities of the Issuer:	<p>The Issuer is the French holding company of the RCI Banque group (the "Group").</p> <p>RCI Banque is the Renault Group brand finance company and supports the Renault Group's brands (Renault, Dacia, Alpine, Renault Korea Motors and Mobilize) and Nissan mainly in Europe, in Brazil, in Argentina, in South Korea and in the form of joint ventures in India, as well as Mitsubishi Motors in the Netherlands.</p> <p>The Group provides sales financing and associated services in more than 30 countries in the following regions; Europe, Americas, Africa Middle-East India, Eurasia and Asia-Pacific.</p> <p>RCI Banque's primary purpose is to satisfy the specific needs of its three core customer bases:</p> <ul style="list-style-type: none"> • Retail Customers: RCI Banque offers a wide range of loans, rental solutions and services for both new and used vehicles, to support retail customers and help them meet their varying mobility needs; • Corporate Customers (SMEs, multinationals): RCI Banque has a set of appropriate and competitive solutions to meet the needs of all corporate customer segments, enabling them to focus on their core business and delegate management of their vehicle fleet to a sound and reliable partner; • Renault Group, Nissan and Mitsubishi Brand Dealer networks: RCI Banque finances inventories of new vehicles, used vehicles and spare parts, as well as short-term cash requirements. Its ambition is to be the leading financial partner of all Renault Group, Nissan and Mitsubishi brand dealers. RCI Banque also has a role in advising dealer networks, the aim being to ensure their long-term viability through the implementation of financial standards and regular monitoring. <p>Savings business: The Group also offers a range of savings products in several countries including France, Germany, Austria, the United Kingdom, Brazil, Spain and the Netherlands.</p>				
B.3	The Issuer's major shareholders, including whether it is directly or indirectly owned or controlled and by whom:	<p>The sole direct shareholder of RCI Banque is Renault S.A.S. Renault also effectively controls the decisions of RCI Banque, including expansion plans, marketing strategies, product offerings and significant corporate decisions and transactions. Certain members of the board of directors of RCI Banque are executive officers of Renault, including the Chairman, who is the CEO of Mobilize.</p> <p>RCI Banque's risk management and refinancing strategy are fully independent from Renault. There is no cross-guarantee, no support agreement and no cross default between RCI Banque and Renault.</p>				
B.4	The identity of its key managing directors:	<p>Board of Directors as at 2 April 2024:</p> <table border="1"> <tbody> <tr> <td>Gianluca De Ficchy</td> <td>Chairman of the Board</td> </tr> <tr> <td>Etienne Boris</td> <td>Director of the Board</td> </tr> </tbody> </table>	Gianluca De Ficchy	Chairman of the Board	Etienne Boris	Director of the Board
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		Philippe Buros	Director of the Board
		Patrick Claude	Director of the Board
		Isabelle Landrot	Director of the Board
		Isabelle Maury	Director of the Board
		Thierry Piéton	Director of the Board
		Laurent Poiron	Director of the Board
		Céleste Thomasson	Director of the Board
		Nathalie Riez	Director of the Board

B.5	The identity of its statutory auditors:	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 have acted as auditors to the Issuer with respect to the financial year ending 31 December 2022 and the financial year ending 31 December 2023.
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WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?

B.6	Key financial information:	<p>Key consolidated audited financial information as at 31 December 2022 and 31 December 2023. This information has been extracted from the financial statements 2022 and the financial statements 2023 which are incorporated by reference into the Base Prospectus.</p> <table border="1"> <thead> <tr> <th></th> <th>31 December 2022</th> <th>31 December 2023</th> </tr> </thead> <tbody> <tr> <td>Balance Sheet</td> <td></td> <td></td> </tr> <tr> <td><i>(in million euros)</i></td> <td></td> <td></td> </tr> <tr> <td>Total assets</td> <td>60 397</td> <td>65 196</td> </tr> <tr> <td>Senior debt</td> <td>18 108</td> <td>20 316</td> </tr> <tr> <td>Subordinated debt</td> <td>886</td> <td>893</td> </tr> <tr> <td>Loans and receivables from customers (net)</td> <td>48 631</td> <td>53 851</td> </tr> <tr> <td>Deposits from customers</td> <td>25 473</td> <td>28 176</td> </tr> <tr> <td>Total equity</td> <td>6 461</td> <td>6 500</td> </tr> <tr> <td><i>(in %)</i></td> <td></td> <td></td> </tr> <tr> <td>Non performing loans / Loans and receivables</td> <td>2.0</td> <td>2.1</td> </tr> <tr> <td>Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance</td> <td>14.47</td> <td>13.88</td> </tr> <tr> <td>Total Capital Ratio</td> <td>16.84</td> <td>16.05</td> </tr> <tr> <td>Leverage Ratio calculated under applicable regulatory framework</td> <td>8.26</td> <td>8.16</td> </tr> <tr> <td>Income Statement (in million euros)</td> <td>31 December 2022</td> <td>31 December 2023</td> </tr> <tr> <td>Net Banking Income</td> <td>2 016</td> <td>1 961</td> </tr> <tr> <td>Of which Trading Income</td> <td>Not Applicable</td> <td>Not Applicable</td> </tr> <tr> <td>Depreciation and Impairment losses on assets</td> <td>-20</td> <td>-19</td> </tr> <tr> <td>Operating Income</td> <td>1 183</td> <td>1 096</td> </tr> </tbody> </table>		31 December 2022	31 December 2023	Balance Sheet			<i>(in million euros)</i>			Total assets	60 397	65 196	Senior debt	18 108	20 316	Subordinated debt	886	893	Loans and receivables from customers (net)	48 631	53 851	Deposits from customers	25 473	28 176	Total equity	6 461	6 500	<i>(in %)</i>			Non performing loans / Loans and receivables	2.0	2.1	Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance	14.47	13.88	Total Capital Ratio	16.84	16.05	Leverage Ratio calculated under applicable regulatory framework	8.26	8.16	Income Statement (in million euros)	31 December 2022	31 December 2023	Net Banking Income	2 016	1 961	Of which Trading Income	Not Applicable	Not Applicable	Depreciation and Impairment losses on assets	-20	-19	Operating Income	1 183	1 096
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Of which Trading Income	Not Applicable	Not Applicable																																																									
Depreciation and Impairment losses on assets	-20	-19																																																									
Operating Income	1 183	1 096																																																									

		Net profit or loss (attributable to equity holders of the parent)	704	800
		Earnings per share (for equity issuers only)	684.12	787.00

B.7	Qualifications in the audit reports relating to the historical financial information:	There are no qualifications in the audit report to the financial statements 2022 and the audit report to the financial statements 2023.
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WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?

B.8	Business development risk (including strategic and concentration risk):	<ul style="list-style-type: none"> The Issuer's operating results and financial condition are heavily dependent on Renault's corporate strategy and the sales of Renault Group, Nissan and Mitsubishi branded vehicles (Global Criticality: high) Risk related to geopolitical instability and economic conditions (Global Criticality: medium)
B.9	Financial risks:	<ul style="list-style-type: none"> A disruption in the Issuer's funding sources and access to the capital markets would have an adverse effect on the liquidity position of the Issuer (Global Criticality: high) The Issuer's operating results may be adversely affected by changes in market interest rates or rates offered to customer deposits (Global Criticality: medium) Risk of unfavorable changes in the refinancing costs of the Issuer, in particular, following a deterioration of the RCI rating by the rating agencies (Global Criticality: medium) Foreign exchange risk (Global Criticality: medium)
B.10	Product risks:	<ul style="list-style-type: none"> The Issuer may suffer losses further to its customers' (private individuals' and companies') or dealers' default (<i>i.e.</i> incapacity to pay credit installments to the Issuer under credit agreement (overdue payment) (Global Criticality: medium). A decrease in the residual values of the Issuer's leased vehicles could negatively affect its operating results and financial condition. (Global Criticality: medium)
B.11	Operational risks	<ul style="list-style-type: none"> Risk on Information and Communication Technology (Global Criticality: medium)
B.12	Legal, regulatory and tax risks	<ul style="list-style-type: none"> The Issuer is exposed to legal, regulatory and tax risks, in particular Bank Recovery and Resolution Directive and Single Resolution Mechanism risk (Global Criticality: medium)

SECTION C KEY INFORMATION ON THE NOTES

WHAT ARE THE MAIN FEATURES OF THE NOTES?

C.1	Type, Class of Notes and ISIN:	The Notes are Fixed Rate Notes. The ISIN is FR001400P3D4
C.2	Currency, Denomination, the Issue Price, the number of Notes issued	<p>Currency: Euro</p> <p>Denomination: Euro 1,000</p> <p>Issue price: 99.747 per cent.</p> <p>Number of Notes: 800,000</p>

	and the term of the Notes:	Maturity Date: 4 October 2027
C.3	The rights attached to the Notes:	<p>Negative Pledge: The Notes have the benefit of a negative pledge provision.</p> <p>Events of Default: The terms of the Senior Preferred Notes will contain events of default including non-payment, non-performance or non-observance of the Issuer's obligations in respect of the Notes and the insolvency or winding up of the Issuer.</p> <p>Issuer Call: Applicable: on each Business Day from and including 4 July 2027 up to but excluding the Maturity Date.</p> <p>Investor Put: Not Applicable</p> <p>Make-whole Redemption at the option of the Issuer: Not Applicable</p> <p>Interest on Fixed Rate Notes: Interest on the Notes in respect of each Interest Period will be payable on 4 October in each year commencing on and including 4 October 2024 up to and including the Maturity Date and shall be 3.750 per cent. <i>per annum</i>. There will be a short first coupon for the period from (and including) the Issue Date to (but excluding) 4 October 2024.</p> <p>Redemption: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par.</p> <p>Yield: 3.834 per cent. <i>per annum</i>.</p> <p>Representation of the holders of the Notes: The Masse will be governed by the provisions of the French <i>Code de Commerce</i> as supplemented by the provisions of the Condition 13 of the Terms and Conditions of the Notes as set out in the Base Prospectus.</p>
C.4	The relative seniority of the Notes in the Issuer's capital structure in the event of insolvency, including, where applicable, information on the level of subordination of the Notes and the potential impact of the investment in the event of a resolution under Directive 2014/59/EU:	<p>Status of the Notes: The Notes are Senior Preferred Notes.</p> <p>"Senior Preferred Notes" are Senior Preferred Obligations and constitute direct, unconditional and (subject to the provisions of the negative pledge), unsecured and senior obligations of the Issuer and rank and will at all times rank:</p> <ul style="list-style-type: none"> (A) <i>pari passu</i>, without any preference or priority by reason of date of issue, currency of payment or otherwise, among themselves and, subject to such exceptions as are from time to time mandatory under the laws of France, with all other Senior Preferred Obligations including any outstanding issuances of senior Notes under the Programme; (B) senior to Senior Non Preferred Obligations; and (C) junior to present and future claims benefiting from other preferred exceptions. <p>Subject to applicable law, in the event of the voluntary or judicial liquidation (<i>liquidation amiable ou liquidation judiciaire</i>) of the Issuer, bankruptcy proceedings or any other similar proceedings affecting the Issuer, the rights of Noteholders to payment under the Senior Preferred Notes rank:</p> <ul style="list-style-type: none"> (A) junior to present and future claims benefiting from other preferred exceptions; and (B) senior to Senior Non Preferred Obligations and Ordinarily Subordinated Obligations. <p>"Ordinarily Subordinated Obligations" means any subordinated obligations or other instruments issued by the Issuer which rank, or are expressed to rank, <i>pari passu</i> among themselves, and constitute direct, unconditional, unsecured and subordinated obligations of the Issuer but in priority to <i>prêts participatifs</i> granted to the Issuer, <i>titres participatifs</i> issued by the Issuer and any deeply subordinated obligations of the Issuer (<i>engagements dits "super subordonnés", i.e. engagements subordonnés de dernier rang</i>).</p>

		<p>"Senior Preferred Obligations" means any senior obligations (including the Senior Preferred Notes) of, or other instruments issued by, the Issuer, which fall or are expressed to fall within the category of obligations described in article L. 613-30-3-I-3° of the French <i>Code monétaire et financier</i>.</p> <p>"Senior Non Preferred Obligations" means any senior (<i>chirographaires</i>) obligations (including the Senior Non Preferred Notes) of, or other instruments issued by, the Issuer, which fall or are expressed to fall within the category of obligations described in articles L. 613-30-3-I-4° and R. 613-28 of the French <i>Code monétaire et financier</i>.</p>
C.5	Any restrictions on the free transferability of the Notes:	There are no restrictions to the free transferability of the Notes.
WHERE WILL THE NOTES BE TRADED?		
C.6	Listing and Admission to Trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market Euronext Paris with effect from 4 April 2024.
WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE NOTES?		
C.7	Risks related to the Notes generally:	<ul style="list-style-type: none"> The value of the Notes and the ability for the Issuer to fulfill its payment obligations under the Notes depends on its creditworthiness. Under French insolvency law, any decisions taken by a class of "affected parties" (including notably creditors, and therefore the Noteholders) could negatively and significantly impact the Noteholders and cause them to lose all or part of their investment, should they not be able to recover all or part of the amounts due to them from the Issuer.
C.8	Risks related to the market generally:	<ul style="list-style-type: none"> An active trading market for the Notes may not develop and there can be no assurance that an active trading market for the Notes will develop, or, if one does develop, that it will be liquid.
C.9	Risks related to the structure of the Notes:	<ul style="list-style-type: none"> Investment in Notes which bear interest at a fixed rate involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes. The Issuer call option could cause the yield anticipated by Noteholders to be considerably less than anticipated and any partial redemption of Notes pursuant to the Issuer call option may make the market become illiquid.
SECTION D		
KEY INFORMATION ON THE OFFER OF THE NOTES TO THE PUBLIC AND/OR ADMISSION TO TRADING ON A REGULATION MARKET		
UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THESE NOTES?		
D.1	General terms, conditions and expected timetable of the offer, the details of the admission to trading on a	<p>The Notes are offered to the public in Denmark, Germany, Italy, Luxembourg, the Netherlands and Romania.</p> <p>The total amount of the offer is Euro 800,000,000.</p> <p>The Offer Period is 2 April 2024 up to and including 4 April 2024.</p> <p>Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market Euronext Paris with effect from 4 April 2024.</p>

	<p>regulated market, the plan for distribution, the estimate of the total expenses of the issue:</p>	<p>Crédit Industriel et Commercial S.A., Intesa Sanpaolo S.p.A., Mizuho Securities Europe GmbH, Natixis, SMBC Bank EU AG, Société Générale and UniCredit Bank GmbH are the joint lead managers (the "Joint Lead Managers") of the offer of the Notes.</p> <p>The underwriting and management commissions are 0.25 per cent. of the principal amount of the Notes.</p>
<p>WHY IS THIS BASE PROSPECTUS BEING PRODUCED?</p>		
D.2	<p>Description of the reasons for the offer:</p>	<p>The net proceeds of the Notes will be used by the Issuer for its general financing purposes and those of its consolidated subsidiaries.</p>
D.3	<p>The use and estimated net amount of the proceeds:</p>	<p>The net proceeds of the issue of the Notes will be applied for the general financing purposes of the Issuer and those of its consolidated subsidiaries.</p> <p>The estimated net proceeds is Euro 795,976,000.</p>
D.4	<p>Offer subject to an underwriting agreement on a firm commitment basis:</p>	<p>The arrangements under which the Notes are sold by the Issuer to, and purchased by, the Joint Lead Managers are set out in the Syndication Agreement made between the Issuer and the Joint Lead Managers.</p>
D.5	<p>An indication of the most material conflicts of interest pertaining to the offer or the admission to trading:</p>	<p>Save for the underwriting and management commissions payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.</p> <p>The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking (including hedging) transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business.</p> <p>All or some of the Joint Lead Managers and their affiliates may have positions, deal or make markets in the Notes issued under the Programme, related derivatives and reference obligations, including (but not limited to) entering into hedging strategies with the Issuer and its affiliates, investor clients, or as principal in order to manage their exposure, their general market risk, or other trading activities.</p>

ANNEXE - RÉSUMÉ SPÉCIFIQUE A L'ÉMISSION

SECTION A		INTRODUCTION ET AVERTISSEMENTS
A.1	Avvertissements	<p>Le présent résumé doit être lu comme une introduction au Prospectus de Base et aux Conditions Définitives ;</p> <p>Toute décision d'investir dans les Titres doit être fondée sur un examen exhaustif du Prospectus de Base et des Conditions Définitives par l'Investisseur ;</p> <p>Lorsqu'une action concernant l'information contenue dans le Prospectus de Base et les Conditions Définitives est intentée devant un tribunal, le plaignant peut, selon la législation nationale, avoir à supporter les frais de traduction du Prospectus de Base et des Conditions Définitives avant le début de la procédure judiciaire ; et</p> <p>Une responsabilité civile n'est attribuée qu'aux personnes qui ont présenté le résumé, y compris sa traduction, mais uniquement si le contenu du résumé est trompeur, inexact ou contradictoire par rapport aux autres parties du Prospectus de Base et des Conditions Définitives ou s'il ne fournit pas, lu en combinaison avec les autres parties du Prospectus de Base et des Conditions Définitives, les informations clés permettant d'aider les investisseurs dans leur réflexion sur l'opportunité d'investir lorsqu'ils envisagent d'investir dans ces Titres.</p>
A.2	Nom et codes internationaux d'identification des Titres (codes ISIN)	<p>Emission de 800.000.000 d'euros d'Obligations portant intérêt au taux de 3,750% l'an venant à échéance le 4 octobre 2027 par RCI Banque.</p> <p>ISIN: FR001400P3D4</p>
A.3	Identité et coordonnées de l'Emetteur, y compris son identifiant d'entité juridique (IEJ, <i>legal entity identifier</i>)	<p>La raison sociale de l'Emetteur est RCI BANQUE SA et la dénomination commerciale de l'Emetteur est MOBILIZE FINANCIAL SERVICES.</p> <p>Les coordonnées de l'Emetteur sont :</p> <p>RCI Banque 15, rue d'Uzès 75002 Paris France</p> <p>L'IEJ de l'Emetteur est 96950001WI712W7PQG45</p>
A.4	Identité et coordonnées de l'autorité compétente qui approuve le Prospectus de Base	Autorité des Marchés Financiers (AMF)
A.5.	Date d'approbation du Prospectus de Base	Le Prospectus de Base a été approuvé par l'AMF le 21 décembre 2023, tel que complété par le supplément en date du 18 mars 2024.

SECTION B		INFORMATIONS CLES SUR L'EMETTEUR
QUI EST L'EMETTEUR DES TITRES ?		
B.1	Siège social et forme juridique de l'Émetteur, son IEJ, le droit régissant ses activités ainsi que son pays d'origine	<p>RCI Banque est une société anonyme de droit français immatriculée au Registre du commerce de Paris et domiciliée en France au 15, rue d'Uzès, Paris 75002, France.</p> <p>L'IEJ de l'Émetteur est 96950001WI712W7PQG45.</p> <p>L'Émetteur est régi par les dispositions du Code de commerce. Le 7 mars 1991, l'Émetteur a été autorisé par la Banque de France à apporter les modifications nécessaires à ses statuts et actes constitutifs pour lui permettre de devenir une banque. Depuis cette date, l'Émetteur est régi par l'ensemble des lois et règlements applicables aux établissements de crédit, en particulier les dispositions de la Loi 84-46 du 24 janvier 1984, codifiée dans le Code monétaire et financier.</p>
B.2	Principales activités de l'Émetteur	<p>L'Émetteur est la société holding française du groupe RCI Banque (le "Groupe").</p> <p>RCI Banque est la financière des marques de Renault Group et assure le financement des ventes des marques de Renault Group (Renault, Dacia, Alpine, Renault Korea Motors et Mobilize) et Nissan principalement en Europe, au Brésil, en Argentine, en Corée du Sud et sous forme de joint-ventures en Inde, ainsi que de Mitsubishi Motors aux Pays-Bas.</p> <p>Le Groupe exerce son activité de financement et de vente de services dans plus de 30 pays des régions suivantes : Europe, Amériques, Afrique Moyen-Orient Asie, Eurasie, Asie-Pacifique.</p> <p>La vocation première de RCI Banque est la satisfaction de ses trois clientèles de référence :</p> <ul style="list-style-type: none"> les particuliers : RCI Banque offre une large gamme d'offres de crédits, de solutions locatives et de services pour les véhicules neufs comme pour les véhicules d'occasion afin d'accompagner les clients dans leurs différents besoins de mobilité ; les entreprises (PME, firmes multinationales) : RCI Banque a mis en place des solutions performantes adaptées à tous les segments de ces clients en fonction de leurs besoins de se recentrer sur leurs activités et de déléguer la gestion de leur parc à un partenaire solide ; les Réseaux de distribution des marques de Renault Group, Nissan et Mitsubishi : RCI Banque finance des stocks de véhicules neufs, de pièces et de véhicules d'occasion, ainsi que les besoins de trésorerie à court terme. RCI Banque se veut le premier partenaire financier des Réseaux et joue également un rôle de conseil afin d'assurer leur pérennité par la mise en place de normes financières et leur suivi régulier. <p>Activité d'Épargne : le Groupe propose des produits d'épargne aux particuliers dans plusieurs pays dont la France, l'Allemagne, l'Autriche, le Royaume-Uni, le Brésil, l'Espagne et les Pays-Bas.</p>
B.3	Principaux actionnaires de l'Émetteur, y compris le fait qu'il est détenu ou contrôlé, directement ou indirectement, et par qui	<p>Renault S.A.S. est l'unique actionnaire direct de RCI Banque. Renault contrôle de fait les décisions de RCI Banque, y compris ses plans de développement, ses stratégies de marketing, ses offres de produits et ses décisions et transactions significatives. Certains membres du Conseil d'administration de RCI Banque sont des dirigeants de Renault, parmi lesquels le Président, qui est également le Directeur des Services Financiers de Renault.</p> <p>La gestion des risques et la stratégie de refinancement de RCI Banque sont entièrement indépendantes de Renault. Il n'y a pas d'engagements mutuels, d'accords de supports ou de défauts croisés entre RCI Banque et Renault.</p>

B.4	Identité des principaux dirigeants	Conseil d'administration au 2 avril 2024:	
		Gianluca De Ficchy	Président du Conseil d'administration
		Etienne Boris	Administrateur
		Philippe Buros	Administrateur
		Patrick Claude	Administrateur
		Isabelle Landrot	Administrateur
		Isabelle Maury	Administrateur
		Thierry Piéton	Administrateur
		Laurent Poiron	Administrateur
		Céleste Thomasson	Administrateur
Nathalie Riez	Administrateur		

B.5	Identité des contrôleurs légaux des comptes	KPMG S.A. sis à Tour EQHO, 2, avenue Gambetta, CS6055, 92066 Paris La Défense Cedex, France et Mazars, Tour Exaltis, 61 rue Henri Regnault 92400 Courbevoie, France ont agi en tant que contrôleurs légaux des comptes de l'Emetteur au titre des exercices clos le 31 décembre 2022 et le 31 décembre 2023.
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QUELLES SONT LES INFORMATIONS FINANCIERES CLES CONCERNANT L'EMETTEUR ?

B.6	Informations financières clés :	Informations financières clés consolidées et auditées au 31 décembre 2022 et au 31 décembre 2023. Ces informations sont tirées des comptes consolidés 2022 et 2023 qui sont incorporés par référence dans le Prospectus de Base.
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	31 décembre 2022	31 décembre 2023
Bilan		
<i>(en million d'euros)</i>		
Total des Actifs	60 397	65 196
Créances de premier rang	18 108	20 316
Créances subordonnées	886	893
Prêts et créances à recevoir des clients (nets)	48 631	53 851
Dépôts de clients	25 473	28 176
Total des capitaux propres	6 461	6 500
<i>(en %)</i>		
Prêts non performants /Prêts et créances	2,0	2,1
Ratio de fonds propres de base de catégorie 1 (CET1) ou autre ratio d'adéquation des fonds propres prudentiels pertinent selon l'émission	14,47	13,88
Ratio de fonds propres total	16,84	16,05
Ratio de levier calculé en vertu du cadre réglementaire applicable	8,26	8,16
Compte de résultat (en million d'euros)	31 décembre 2022	31 décembre 2023
Produits Net Bancaire	2 016	1 961
Dont Trading	Non Applicable	Non Applicable

			Dotations aux amortissements et dépréciations des Immobilisations	-20	-19	
			Résultat d'exploitation	1 183	1 096	
			Résultat net (attribuable aux détenteurs de capital de la société mère)	704	800	
			Résultat par action (uniquement pour les émetteurs de titres de capital)	684,12	787	
B.7	Réserves dans le rapport d'audit ayant trait aux informations financières historiques	Le rapport d'audit relatif aux comptes consolidés 2022 et aux comptes consolidés 2023 ne formulent aucune réserve.				
QUELS SONT LES PRINCIPAUX RISQUES SPECIFIQUES A L'EMETTEUR ?						
B.8	Risques d'activité (y compris risque stratégique et de concentration)	<ul style="list-style-type: none"> Les résultats d'exploitation et la situation financière de l'Emetteur dépendent fortement de la stratégie de la société Renault et des ventes des automobiles des marques de Renault Group, Nissan et Mitsubishi (Criticité globale: élevée) Risque lié à l'instabilité géopolitique et aux conditions économiques (Criticité globale : moyenne) 				
B.9	Risques financiers	<ul style="list-style-type: none"> Toute perturbation au niveau des sources de financement de l'Emetteur et de son accès au marché de capitaux aurait une incidence négative sur la situation de l'Emetteur en termes de liquidités (Criticité globale: élevée) Les taux d'intérêt du marché ou les taux offerts aux dépôts des clients peuvent avoir une incidence défavorable sur les résultats d'exploitation de l'Emetteur. (Criticité globale: moyenne) Risque d'un changement défavorable des coûts de refinancement de l'Emetteur, notamment suite à une détérioration de la notation de RCI par les agences de notation. (Criticité globale: moyenne) Risque de taux de change (Criticité globale: moyenne) 				
B.10	Risques liés au produit	<ul style="list-style-type: none"> L'Emetteur est susceptible de subir des pertes suite au défaut de paiement de ses clients (personnes physiques et morales) et distributeurs (incapacité de payer les mensualités dues à l'Emetteur selon les termes du contrat de crédit, retard de paiement) (Criticité globale: moyenne) Toute baisse des valeurs résiduelles des véhicules loués par l'Emetteur peut avoir une incidence négative sur les résultats d'exploitation et la situation financière de l'Emetteur. (Criticité globale: moyenne) 				
B.11	Risques opérationnels	<ul style="list-style-type: none"> Risques relatifs à la technologie de l'information et de la communication (Criticité globale: moyenne) 				
B.12	Risques légaux, réglementaires, et fiscaux	<ul style="list-style-type: none"> L'Emetteur est exposé à des risques légaux, réglementaires et fiscaux, notamment liés à la Directive sur le Redressement et la Résolution des Banques (<i>Bank Recovery and Resolution Directive</i>, BRRD) et au Mécanisme de Résolution Unique (<i>Single Resolution Mechanism</i>, SRM) (Criticité globale: moyenne) 				
SECTION C		INFORMATIONS CLES SUR LES TITRES				
QUELLES SONT LES PRINCIPALES CARACTERISTIQUES DES TITRES?						

C.1	Nature et catégorie des Titres ainsi que leur numéro ISIN	Les titres sont à taux fixe. Le numéro ISIN est FR001400P3D4
C.2	Monnaie, Valeur(s) nominale(s) unitaire(s), Prix d'Emission, nombre de Titres émis et leur échéance	<p><i>Devise</i> : Euro</p> <p><i>Valeur nominale unitaire</i> : 1.000 euro</p> <p><i>Prix d'émission</i> : 99,747 pour cent.</p> <p><i>Nombre de titres émis</i> : 800.000</p> <p><i>Echéance</i> : 4 octobre 2027</p>
C.3	Droits attachés aux Titres	<p><i>Maintien de l'emprunt à son rang</i> : Les Titres bénéficient d'une clause de maintien de l'emprunt à son rang concernant l'endettement.</p> <p><i>Cas de défaut</i> : les modalités des Titres Senior Préférés prévoient des cas de défaut, y compris le défaut de paiement, le défaut d'exécution ou le non-respect des engagements de l'Emetteur en vertu des Titres et l'insolvabilité ou la liquidation de l'Emetteur.</p> <p><i>Option de Remboursement de l'Emetteur (Issuer Call)</i> : Applicable : à chaque Jour Ouvré du 4 juillet 2027 inclus jusqu'à la Date de Maturité exclue.</p> <p><i>Option de Remboursement des Porteurs (Investor Put)</i> : Non applicable</p> <p><i>Remboursement anticipé au gré de l'Emetteur : Make-Whole</i> : Non applicable</p> <p><i>Intérêts des Titres à Taux Fixe</i> : Les intérêts sur les Titres seront payables le 4 octobre de chaque année à compter du 4 octobre 2024 jusqu'à la Date de Maturité (incluse) et seront de 3,750% par an. Il y aura un premier coupon court pour la période allant de la Date d'Emission (incluse) au 4 octobre 2024 (exclue).</p> <p><i>Remboursement</i> : Sous réserve d'un achat et d'une annulation ou d'un rachat anticipé, les Titres seront remboursés à la Date de Maturité au pair.</p> <p><i>Rendement</i> : 3,834 % par an.</p> <p><i>Représentation des Porteurs de Titres</i> : La Masse sera régie par les dispositions du Code de commerce complétées par les dispositions de la Modalité 13 des modalités des Titres contenues dans le Prospectus de Base.</p>
C.4	Le rang relatif des Titres dans la structure du capital de l'Emetteur en cas d'insolvabilité, y compris, le cas échéant, des informations sur le niveau de subordination des valeurs mobilières et l'incidence potentielle sur l'investissement en cas de résolution dans le cadre de la	<p><i>Rang des Titres</i> : Les Titres sont des Titres Senior Préférés.</p> <p>Les "Titres Senior Préférés" sont des Créances Senior Préférées et constituent des engagements directs, inconditionnels et (sous réserve des stipulations sur le maintien de l'emprunt à son rang) non assortis de sûretés et senior de l'Émetteur et viennent qui viendront à tout moment au rang suivant :</p> <ul style="list-style-type: none"> (A) pari passu, sans aucun privilège ni priorité relativement à la date d'émission, la devise de paiement ou autre, et, sous réserve des exceptions légales impératives en vigueur en France, avec toutes les autres Créances Senior Préférées y compris les Titres senior en circulation émis sous le Programme ; (B) en priorité par rapport aux Créances Senior Non Préférées ; et (C) après les créances présentes ou futures bénéficiant d'un autre privilège. <p>Sous réserve de la loi en vigueur, en cas de liquidation amiable ou judiciaire de l'Emetteur, de procédure d'insolvabilité ou de toute autre procédure similaire affectant l'Emetteur, les droits des Porteurs au paiement des Titres Senior Non Préférés seront payés au rang suivant:</p>

	directive 2014/59/UE	<p>(A) après les créances présentes ou futures bénéficiant d'un autre privilège ; et</p> <p>(B) en priorité par rapport aux Créances Senior Non Préférées et aux Créances Subordonnées Ordinaires.</p> <p>"Créances Subordonnées Ordinaires" signifie toutes les engagements subordonnés ou autres titres émis par l'Emetteur qui viennent, ou dont il est stipulé qu'ils viennent, au même rang entre eux et constituent des engagements directs, inconditionnels, non assortis de sûretés et subordonnés de l'Emetteur mais venant en priorité par rapport aux prêts participatifs consentis à l'Emetteur, aux titres participatifs émis par l'Emetteur et tout engagement dit "super subordonné" (c'est-à-dire des engagements subordonnés de dernier rang) de l'Emetteur.</p> <p>"Créances Senior Préférées" signifie tous les engagements senior (incluant les Titres Senior Préférés) de, ou autres titres émis par, l'Emetteur, qui sont compris ou dont il est stipulé qu'ils entrent dans le champ des obligations décrites à l'article L. 613-30-3-I-3° du Code monétaire et financier.</p> <p>"Créances Senior Non Préférées" signifie tous les engagements chirographaires (incluant les Titres Senior Non Préférés) de, ou autres titres émis par, l'Emetteur, qui sont compris ou dont il est stipulé qu'ils entrent dans le champ des obligations décrites aux articles L. 613-30-3-I-4° et R. 613-28 du Code monétaire et financier.</p>
C.5	Les éventuelles restrictions au libre transfert des valeurs mobilières	Il n'y a pas de restriction à la libre négociabilité des Titres.
OU LES TITRES SERONT-ILS NEGOCIES ?		
C.6	Cotation	Une demande a été déposée par l'Emetteur ou pour son compte pour l'admission des Titres devant être admis aux négociations sur le marché réglementé d'Euronext Paris avec prise d'effet au 4 avril 2024.
QUELS SONT LES PRINCIPAUX RISQUES SPECIFIQUES AUX TITRES ?		
C.7	Risques généraux liés aux Titres	<ul style="list-style-type: none"> • La valeur des Titres et la capacité de l'Emetteur à s'acquitter de ses obligations de paiement aux termes des Titres dépendent de la solvabilité de l'Emetteur. • Conformément au droit français en matière d'insolvabilité, les décisions prises par une catégorie de "parties concernées" (y compris les créanciers et donc les porteurs d'obligations) pourraient affecter négativement et significativement les porteurs et impliquer la perte de tout ou partie de leur investissement s'ils ne sont pas en mesure de récupérer tout ou partie des montants dus par l'Emetteur.
C.8	Risques généraux liés au marché	<ul style="list-style-type: none"> • Un marché actif pour les Titres pourrait ne pas se développer. Il ne peut être garanti qu'un marché actif pour les Titres se développe, ou, si un marché se développe, qu'il sera liquide.
C.9	Risques liés à la structure des Titres	<ul style="list-style-type: none"> • Les investissements en Titres à Taux Fixe comportent le risque que les variations de taux d'intérêt affectent de manière négative la valeur des Titres. • Toute Option de Remboursement des Titres par l'Emetteur pourrait réduire significativement le rendement attendu par les porteurs de Titres et tout remboursement partiel en exerçant l'Option de Remboursement des Titres par l'Emetteur pourrait affecter la liquidité des Titres.
SECTION D		INFORMATIONS CLES SUR L'OFFRE DE TITRES AU PUBLIC ET/OU ADMISSION DE TITRES AUX NEGOCIATIONS SUR UN MARCHE REGLEMENTE
A QUELLES CONDITIONS ET SELON QUEL CALENDRIER PUIS-JE INVESTIR DANS CES TITRES ?		

D.1	Les conditions générales et le calendrier prévisionnel de l'offre, les détails de l'admission à la négociation sur un marché réglementé, le plan de distribution, le montant et le pourcentage de dilution résultant immédiatement de l'offre et une estimation des dépenses totales liées à l'émission	<p>Les Titres sont offerts au public au Danemark, en Allemagne, en Italie, au Luxembourg, aux Pays-Bas et en Roumanie.</p> <p>Le montant total de l'offre est 800.000.000 euros.</p> <p>La Période d'Offre s'étend du 2 avril 2024 jusqu'au 4 avril 2024 inclus.</p> <p>Une demande a été déposée par l'Emetteur ou pour son compte pour l'admission des Titres aux négociations sur le marché réglementé d'Euronext Paris avec prise d'effet au 4 avril 2024.</p> <p>Crédit Industriel et Commercial S.A., Intesa Sanpaolo S.p.A., Mizuho Securities Europe GmbH, Natixis, SMBC Bank EU AG, Société Générale et UniCredit Bank GmbH sont les Chefs de File (les "Chefs de File") de l'offre des Titres.</p> <p>La commission de souscription et les commissions de placement sont d'un montant de 0,25% du montant en principal des Titres.</p>
POURQUOI CE PROSPECTUS DE BASE EST-IL ETABLI ?		
D.2	Description des raisons de l'offre	L'Emetteur réalise l'offre pour ses besoins généraux de financement et ceux de ses filiales consolidées.
D.3	L'utilisation et le montant net estimé du produit	<p>Le produit net de l'émission généré par les Titres sera utilisé pour les besoins généraux de financement de l'Emetteur et ceux de ses filiales consolidées.</p> <p>Le produit net estimé est 795.976.000 euros.</p>
D.4	Mention précisant si l'offre fait l'objet d'une convention de prise ferme avec engagement ferme, indiquant l'éventuelle quote-part non couverte	Les dispositions régissant la vente des Titres par l'Émetteur et leur achat par les Chefs de File sont énoncées dans la Convention de Syndication conclue entre l'Émetteur et les Chefs de File.
D.5	Mention des principaux conflits d'intérêts liés à l'offre ou à l'admission à la négociation	<p>A l'exception de la commission de souscription et des commissions de placement payables aux Chefs de File, pour autant que l'Emetteur le sache, aucune des personnes impliquées dans l'offre n'y a d'intérêt significatif.</p> <p>Les Chefs de File et leurs associés ont effectué, et sont susceptibles d'effectuer à l'avenir, des opérations de banque d'investissement et/ou des services bancaires commerciaux (y compris des opérations de couverture) avec, ainsi que d'autres prestations pour, l'Emetteur et ses filiales dans le cadre du déroulement normal de l'activité.</p> <p>Tous ou certains des Chefs de File et de leurs filiales sont susceptibles de détenir, de négocier ou d'assurer la tenue du marché des Titres émis dans le cadre du Programme, des produits dérivés et des obligations de référence liés, y compris (sans s'y limiter) la mise en œuvre de stratégies de couverture avec l'Emetteur et ses filiales, avec des clients investisseurs ou pour leur propre compte afin de gérer leur exposition, leur risque de marché général ou d'autres activités de négociation.</p>