

Final Terms dated 5 May 2023

EU MIFID II PRODUCT GOVERNANCE / RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ECPS TARGET MARKET – 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 has led to the conclusion that: (i) the target market for the Notes are eligible counterparties and professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**EU MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA 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 European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**EU MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II or (iii) not a qualified investor as defined in the EU Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to retail investors in the EEA may be unlawful under the EU PRIIPs Regulation.

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) 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 CHF 200,000,000 3.500 per cent. Notes due 10 May 2028 (the "Notes")

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 10 November 2022 (the "**Base Prospectus**"), as supplemented by the first supplement to the Base Prospectus dated 15 December 2022 and the second supplement to the Base Prospectus dated 22 March 2023 (each a "**Supplement**" and together the "**Supplements**"), which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (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 such Base Prospectus and the Supplements.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus, the Supplements and the Swiss prospectus (including all documents set out or incorporated by reference therein) dated 5 May 2023 prepared for the public offer of the Notes in Switzerland and the admission to trading of the Notes on SIX Swiss Exchange (the "**Swiss Prospectus**"). The Base Prospectus, the Supplements and the Swiss Prospectus and the documents incorporated therein may be obtained free of charge from the offices of Commerzbank Aktiengesellschaft, Frankfurt am Main, Zurich Branch, Pelikanplatz 15, 8001 Zurich, Switzerland and on the website of the Issuer (www.mobilize-fs.com).

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| 1. | (a) | Series Number: | 336 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which Notes become assimilated (<i>assimilables</i>) and form a single series: | Not Applicable |
| 2. | | Specified Currency: | Swiss Francs (" CHF ") |
| 3. | | Aggregate Nominal Amount: | |
| | (a) | Series: | CHF 200,000,000 |
| | (b) | Tranche: | CHF 200,000,000 |
| 4. | | Issue Price: | 100.203 per cent. of the Aggregate Nominal Amount |

5.	(a)	Specified Denominations:	CHF 5,000, CHF 100,000 and CHF 1,000,000
	(b)	Calculation Amount:	Specified Denominations
6.	(a)	Issue Date:	10 May 2023
	(b)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	10 May 2028
8.		Interest Basis:	3.500 per cent. Fixed Rate per annum (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:	Not Applicable
12.	(a)	Status of the Notes:	Senior Preferred Notes
	(b)	Date of corporate authorisation for issuance of Notes obtained:	9 December 2022
13.		Method of Distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.		Fixed Rate Note Provisions	Applicable
	(a)	Rate of Interest:	3.500 per cent. <i>per annum</i> payable annually in arrears
	(b)	Interest Payment Dates:	10 May in each year commencing on 10 May 2024 up to and including the Maturity Date
	(c)	Fixed Coupon Amounts:	CHF 175 per CHF 5,000 Specified Denomination, CHF 3,500 per CHF 100,000 Specified Denomination and CHF 35,000 per CHF 1,000,000 Specified Denomination
	(d)	Initial Broken Amount:	Not Applicable
	(e)	Final Broken Amount:	Not Applicable
	(f)	Day Count Fraction:	30/360
	(g)	Determination Date:	Not Applicable

	(h) Party responsible for calculation of Interest Amounts (if not the Calculation Agent):	Not Applicable
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))	Not Applicable
19.	Put Option: (Condition 8(e))	Not Applicable
20.	Make-whole Redemption: (Condition 8(f))	Not Applicable
21.	Early Redemption 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):	As set out in the Conditions
22.	Events of Default for Senior Preferred Notes	The Events of Default specified in Condition 11(a) are applicable.
23.	Prior Approval of the Relevant Regulator:	Not Applicable
24.	Gross-up on payments of Principal:	The gross-up on payments of Principal referred to in Condition 7(h) and Condition 9 is applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Materialised Notes in bearer form (the Notes will be issued outside the French territory).
	(i) Form of Dematerialised Notes:	Not Applicable
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	The Notes will be represented by a temporary global certificate without interest coupons (the " Temporary Global Certificate "), which will initially be issued and deposited with SIX SIS AG, Olten, Switzerland (" SIX SIS AG ")

or any other intermediary in Switzerland recognised for such purposes by SIX Swiss Exchange Ltd (SIX SIS AG or any other intermediary, the "**Intermediary**") until the printing of the definitive materialised bearer notes (the "**Definitive Materialised Notes**").

The Temporary Global Certificate shall be exchangeable for Definitive Materialised Notes on or after 19 June 2023 (the "**Exchange Date**"), being 40 days after the Issue Date subject to postponement as provided in the Temporary Global Certificate.

Once the Temporary Global Certificate, and, subsequently, the Definitive Materialised Notes, are deposited with the Intermediary, the Notes will, for Swiss law purposes, constitute intermediated securities (*titres intermédies; Bucheffekten*) ("**Intermediated Securities**") in accordance with the Swiss Federal Intermediated Securities Act (*Loi sur les titres intermédies; Bucheffektengesetz*).

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of the Notes held in the form of Intermediated Securities, the holders of the Notes (the "**Noteholders**" and, each of them individually, a "**Noteholder**") will, for Swiss law purposes, be the persons holding the Notes in a securities account (*compte de titres; Effektenkonto*) which is in their name, or in the case of intermediaries (*dépositaires; Verwahrungsstellen*) holding the Notes for their own account in a securities account which is in their name.

Each Noteholder shall, for Swiss law purposes, have a quotal co-ownership interest (*part de copropriété; Miteigentumsanteil*) in the Temporary Global Certificate to the extent of his claims against the Issuer until the Exchange Date, provided that for as long as the Temporary Global Certificate remains deposited with the Intermediary, the co-ownership interest shall be suspended, and for so long as the Temporary Global Certificate and the Definitive Materialised Notes remain deposited with the Intermediary, the Notes may only be transferred by the entry of the transferred Notes in a securities account of the transferee.

In accordance with the listing rules of SIX Swiss Exchange, the Definitive Materialised Notes will be printed free of charge for the Noteholders.

26. Financial Centre(s) or other special provisions relating to payment days:

Zurich

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| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28. | Details relating to Instalment Notes: | Not Applicable |
| 29. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 30. | Consolidation provisions: | Not Applicable |
| 31. | Representation of Noteholders/Masse: | Condition 13 applies |
- The Initial 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 on each Interest Payment Date with the first payment at 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.
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| 32. | Other final terms : | <p>Condition 7(b) shall be supplemented and amended by the following:</p> <p>"Payments on the Notes will be made irrespective of any present or future transfer restrictions and without regard to any bilateral or multilateral payment or clearing agreement which may be applicable at the time of such payments.</p> <p>The receipt by the Swiss Paying Agent of the due and punctual payment of the funds in Swiss Francs in Geneva as provided by the Terms and Conditions and these Final Terms, shall release the Issuer of its obligations under the Notes and Coupons for the payment of principal and interest due on the respective Interest Payment Dates and the Maturity Date to the extent of such payments.</p> <p>Payment of principal of, or interest on, the Notes and Coupons shall be made, only (a) as long as the Notes are Intermediated Securities, through the Swiss Paying Agent and the</p> |
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Intermediary and (b) if Definitive Materialised Notes have been delivered to the Holders, at the specified office of the Swiss Paying Agent in Switzerland upon their surrender in freely transferable Swiss Francs without collection costs in Switzerland and without any restrictions and, whatever the circumstances may be, irrespective of nationality, domicile or residence of the holders of the Notes or Coupons and without requiring any certification, affidavit or the fulfillment of any other formality."

Condition 7(d) shall be supplemented and amended by the following:

"So long as the Notes are outstanding, the Issuer will at all times maintain a Paying Agent for the Notes having a specified office in Switzerland and will at no time include a Paying Agent having a specified office outside Switzerland, unless permitted by applicable law."

Condition 9 shall be supplemented and amended by the following:

(iv) "where such withholding or deduction is imposed on a payment in respect of the Notes required to be made pursuant to laws enacted by Switzerland providing for the taxation of payments according to principles similar to those laid down in the draft legislation of the Swiss Federal Council of December 17, 2014, or otherwise changing the Swiss federal withholding tax system from an issuer-based system to a paying agent based system pursuant to which a person other than the issuer is required to withhold tax on any interest payments."

Condition 14 shall be supplemented and amended by the following:

"So long as the Notes are listed on SIX Swiss Exchange and so long as the rules of SIX Swiss Exchange so require, all notices in respect of the Notes will be published by means of electronic publication on the internet website of SIX Swiss Exchange, where notices are currently published under www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notices.html."

DISTRIBUTION

- | | | |
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| 33. | (a) If syndicated, names and addresses of Managers | Not Applicable |
| | (b) Date of Syndication Agreement: | 5 May 2023 |
| | (c) Stabilising Manager(s) (if any): | Not Applicable |

34.	If non-syndicated, name and addresses of Dealer:	Commerzbank Aktiengesellschaft, Kaiserstraße 16 (Kaiserplatz) 60311 Frankfurt am Main Federal Republic of Germany
35.	Total commission and concession:	0.275 per cent. of the Aggregate Nominal Amount
36.	U.S. Selling Restrictions:	Reg. S Compliance Category 1; TEFRA D in accordance with usual Swiss practice
37.	Non-exempt Offer:	Not Applicable
38.	Prohibition of Sales to EEA Retail investors:	Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on SIX Swiss Exchange of the Notes described herein pursuant to the EUR 23,000,000,000 Medium Term Note Programme of RCI Banque.

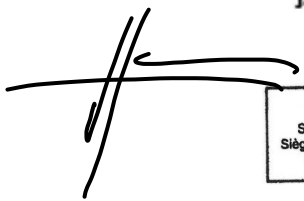
RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised



Jean-Marc SAUGIER
Deputy Chief
Executive Officer

RCI BANQUE
S.A au capital de EUR 100.000.000
Siège Social : 15, rue d'Uzès 75002 Paris
SIREN 306 523 358 R.C.S Paris

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing / Admission and trading

SIX Swiss Exchange

The Notes have been provisionally admitted to trading on SIX Swiss Exchange with effect from 8 May 2023.

Application for the Notes to be listed on SIX Swiss Exchange will be made as soon as practicable. The last day of trading of the Notes is expected to be 8 May 2028.

2. RATINGS

Ratings:

The Notes to be issued have been rated: BBB- by S&P Global Ratings Europe Limited ("**S&P**")

Baa2 by Moody's France SAS ("**Moody's**")

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-andcertified-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 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 Baa2 are considered as medium grade, with some

speculative elements and moderate credit risk.

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

Save for the fees payable to the Dealer 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 Dealer and its 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.

The Dealer and its 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.

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

(i)	Reasons for the offer:	General financing purposes of the Issuer and its consolidated subsidiaries
(ii)	Estimated net proceeds:	CHF 199,756,000
(iii)	Estimated total expenses:	Not applicable

5. YIELD

Indication of yield: 3.539 per cent. *per annum*

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

6. OPERATIONAL INFORMATION

ISIN Code:	CH1264414330
Common Code:	261636140
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, <i>société anonyme</i> and the relevant identification number(s):	SIX SIS AG, Olten, Switzerland
Swiss Security Number:	126441433
Delivery:	Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):

Commerzbank
Aktiengesellschaft,
Frankfurt am Main, Zurich Branch
Pelikanplatz 15
8001 Zurich
Switzerland
as Swiss Paying Agent

For the purpose of the Notes only, the Issuer has together with Citibank, N.A., London Branch and the Swiss Paying Agent entered into a supplemental agency agreement dated 5 May 2023.