

FINAL TERMS DATED 5 JULY 2024

EU MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY 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 published by ESMA on 3 August 2023 has led to the conclusion that: (i) the target market for the Notes are eligible counterparties and professional clients only, 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 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.

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 €750,000,000 Resettable Subordinated Notes due 9 October 2034

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 and the supplements to the Base Prospectus dated 18 March 2024 and 7 June 2024 which together constitute a base prospectus for the purposes of the 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 such base Prospectus as so supplemented.

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 as so supplemented. The Base Prospectus and the supplements to the Base Prospectus dated 18 March 2024 and 7 June 2024 are 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/>).

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| (a) | Series Number: | 343 |
| (b) | Tranche Number: | 1 |
| (c) | Date on which Notes become fungible: | Not Applicable |

2. Specified Currency or Currencies: Euro (€)

3. Aggregate Nominal Amount:

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| (a) | Series: | €750,000,000 |
| (b) | Tranche: | €750,000,000 |

4. Issue Price: 99.818 per cent. of the Aggregate Nominal Amount

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| (a) | Specified Denomination(s): | €100,000 |
| (b) | Calculation Amount: | €100,000 |

- 6.
- (a) Issue Date: 9 July 2024
- (b) Interest Commencement Date: Issue Date
7. Maturity Date: 9 October 2034
8. Interest Basis: Resettable
(further particulars specified in Paragraph 16 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 19 below)
- 12.
- (a) Status of the Notes: Subordinated Notes
MREL Disqualification Event: Applicable
- (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: Not Applicable
15. Floating Rate Note Provisions: Not Applicable
16. Resettable Notes: Applicable
- (a) Initial Rate of Interest: 5.500 per cent. per annum payable annually in arrear
There will be a short first coupon with respect to the period from the Issue Date (included) until 9 October 2024 (excluded) which amounts to €1,386.30 per Calculation Amount payable on the Interest Payment Date falling on 9 October 2024.

(b)	Interest Payment Date(s):	9 October of each year commencing on 9 October 2024 up to and including the Maturity Date.
(c)	Interest Period End Date(s):	9 October of each year commencing on 9 October 2024 up to and including the Maturity Date.
(d)	Mid-Swap Rate:	Single Mid-Swap Rate Initial Mid-Swap Rate Final Fallback: Applicable Initial Mid-Swap Rate: 2.807%
(e)	Mid-Swap Maturity:	5 years
(f)	Mid-Swap Floating Leg Benchmark Rate:	as defined in Condition 6(c)
(g)	Initial Rate Determination Date:	9 July 2024
(h)	Reset Determination Date:	the day falling two Business Days prior to the First Reset Date
(i)	First Reset Date:	9 October 2029
(j)	Second Reset Date:	Not Applicable
(k)	Subsequent Reset Date(s):	Not Applicable
(l)	Initial Margin:	Not Applicable
(m)	First Margin:	2.75 per cent. per <i>annum</i>
(n)	Subsequent Margin:	Not Applicable
(o)	Minimum Rate of Interest:	Not Applicable
(p)	Maximum Rate of Interest:	Not Applicable
(q)	Business Day Convention:	Following
(r)	Day Count Fraction:	Actual/Actual (ICMA)

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| (s) | Relevant Screen Page: | Bloomberg EUAMDB05 Index |
| (t) | Relevant Time: | 11:00 a.m. (Central European time) |
| (u) | Party responsible for calculating the Rate(s) of Interest and/or Interest Amount (if not the Calculation Agent): | Not Applicable |
| 17. | Inflation Linked Note Provisions | Not Applicable |
| 18. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 19. | Issuer Call:

(Condition 8(d)) | Applicable |
| (a) | Optional Redemption Date(s): | Any day in the period from, and including, 9 July 2029 to, and including, 9 October 2029 |
| (b) | Optional Redemption Amount(s) of each Note: | EUR100,000 per Calculation Amount |
| (c) | Notice period: | Not more than 60 nor less than 10 calendar days' notice |
| 20. | Put Option:

(Condition 8(e)) | Not Applicable |
| 21. | Make-whole Redemption:

(Condition 8(g)) | Not Applicable |
| 22. | 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(j): | EUR100,000 per Calculation Amount |
| 23. | Gross-up on payments of Principal: | Not Applicable |

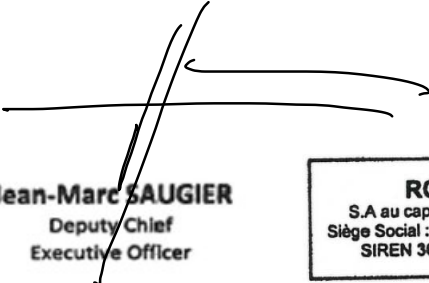
GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes: | Dematerialised Notes |
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(i)	Form of Dematerialised Notes:	Bearer dematerialised form (au porteur)
(ii)	Registration Agent:	Not Applicable
(iii)	Temporary Certificate:	Global Not Applicable
25.	Financial Centre(s) or other special provisions relating to payment days:	TARGET 2
26.	Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):	No
27.	Details relating to Instalment Notes:	Not Applicable
28.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
29.	Consolidation provisions:	Not Applicable
30.	Representation of Noteholders/Masse:	<p>Condition 13 applies.</p> <p>Name and address of the Representative:</p> <p>MASSQUOTE S.A.S.U. RCS 529 065 880 Nanterre 33, rue Anna Jacquin 92100 Boulogne Billancourt France</p> <p>Represented by its Chairman</p> <p>The Representative will be entitled to a remuneration of €500 (VAT excluded) per year, payable by the Issuer up front on the Issue Date.</p> <p>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.</p>
DISTRIBUTION		
31.	(a) If syndicated, names of Managers:	<p>Citigroup Global Markets Europe AG Crédit Agricole Corporate and Investment Bank Natixis NatWest Markets N.V.</p>

- (b) Date of Syndication Agreement: 5 July 2024
- (c) Stabilisation Manager(s) (if any): Citigroup Global Markets Europe AG
32. If non-syndicated, name and addresses of Dealer: Not Applicable
33. U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA not applicable
34. Prohibition of Sales to EEA Retail Investors: Applicable

Signed on behalf of the Issuer:


Jean-Marc SAUGIER
Deputy Chief
Executive Officer

By:

Duly authorised



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (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 related to the admission to trading: | €10,130.00 |

2. RATINGS

- Ratings:
- The Notes to be issued are rated:
- S&P Global Ratings Europe Limited ("**S&P**"): BB
- Moody's France SAS ("**Moody's**"): Ba1

S&P and Moody's are established in the EEA and 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.

The rating S&P and Moody's have given to the Notes is 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, obligations rated 'BB' are regarded as having significant speculative characteristics. 'BB' indicates the least degree of speculation. While such obligations will likely have some quality and protective characteristics, these may be outweighed by large uncertainties or major exposures to adverse conditions.

According to Moody's definitions, obligations rated Ba1 are judged to be speculative and are subject to substantial credit risk. The modifier '1' indicates that the obligation ranks in the higher end of its generic rating category.

3. NOTIFICATION

Not applicable.

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

Save as discussed in "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.

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

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| (i) | Reasons for the offer: | General financing purposes of the Issuer and its consolidated subsidiaries. |
| (ii) | Estimated net proceeds: | €745,260,000 |
| (iii) | Estimated total expenses: | €10,130.00 |

6. **YIELD**

Indication of yield:	5.547 per cent. per annum from the Issue Date up to the First Reset Date (excluded)
	Calculated on the basis of the Issue Price at the Issue Date.

7. **OPERATIONAL INFORMATION**

ISIN Code:	FR001400QY14
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Common Code:	284879082
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Any clearing system(s) other than Euroclear BankEuroclear France SA/NV and Clearstream Banking, S.A. and the relevant identification number(s):

Delivery:	Delivery against payment
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Names and addresses of additional Paying Agent(s) (if any):	Citibank, N.A., London Branch 13th Floor, Citigroup Centre Canada Square Canary Wharf London E 14 5LB United Kingdom
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