

SECOND SUPPLEMENT TO THE BASE PROSPECTUS DATED 30 DECEMBER 2024

RCI Banque S.A.

OPERATING UNDER THE COMMERCIAL BRAND



(incorporated in France as a "société anonyme")

**€23,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME**

This second supplement (the "**Supplement**") to the base prospectus dated 30 December 2024 which received approval n°24-543 on 30 December 2024 from the *Autorité des marchés financiers* (the "**AMF**") (the "**Base Prospectus**"), is prepared in connection with the €23,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of RCI Banque (the "**Issuer**"). The Base Prospectus as supplemented constitutes a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 of the European Parliament and of the European Council of 14 June 2017 (the "**Prospectus Regulation**"). This Supplement has been prepared in accordance with Article 23 of the Prospectus Regulation. Application has been made for approval of this Supplement to the AMF in its capacity as competent authority under the Prospectus Regulation.

This Supplement has been produced for the purposes of (i) incorporating by reference the English language version of the Issuer's Financial Annual Report 2024, (ii) updating the "Description of RCI Banque and the RCI Banque Group" section of the Base Prospectus and (iii) updating the "General Information" section of the Base Prospectus.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this Supplement and (b) any other statement in the Base Prospectus, the statements in this Supplement will prevail.

Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Supplement will be published on the websites of (i) the AMF (www.amf-france.org) and (ii) the Issuer (www.mobilize-fs.com/en/finance/debt-prospectus-and-programmes) and copies may be obtained at the registered offices of the Paying Agents.

To the extent applicable and in accordance with Article 23.2 of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Supplement is published, have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in this Supplement arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first. That offer period may be extended by the Issuer. This right to withdrawal shall expire by close of business on 5 May 2025. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 29 April 2025.

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DOCUMENTS INCORPORATED BY REFERENCE

The "Documents incorporated by reference" section on pages 38-45 of the Base Prospectus shall be completed with the following:

The English language version of the Issuer's financial annual report for the financial year ended 31 December 2024 (https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI_2024_RFA_EN_MEL4-.pdf) (the "**Financial Annual Report 2024**") shall be incorporated in, and form part of, the Base Prospectus and reference to it shall be added as a new bullet point on page 38 of the Base Prospectus.

The following table shall replace the existing table starting on page 40 of the Base Prospectus.

Each page reference refers to the corresponding page in the Consolidated Financial Statements 2023 or in the Financial Annual Report 2024.

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Consolidated Financial Statements 2023 <i>(Cross-references are to the page numbers of the PDF document)</i>	Financial Annual Report 2024 <i>(Cross-references are to the page numbers of the PDF document, unless otherwise specified)</i>
4.	INFORMATION ABOUT THE ISSUER		
4.1.	History and development of the Issuer		
4.1.1.	The legal and commercial name of the Issuer		p. 485
4.1.2.	The place of registration of the Issuer, its registration number and legal entity identifier ('LEI')		p. 485
4.1.3.	The date of incorporation and the length of life of the Issuer, except where the period is indefinite		p. 485
4.1.4.	The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference in the prospectus		p. 485
4.1.5	Details of any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.		p.27 and p. 369

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Consolidated Financial Statements 2023 <i>(Cross-references are to the page numbers of the PDF document)</i>	Financial Annual Report 2024 <i>(Cross-references are to the page numbers of the PDF document, unless otherwise specified)</i>
4.1.7	Information on the material changes in the Issuer's borrowing and funding structure since the last financial year		p. 369
4.1.8	Description of the expected financing of the Issuer's activities		p. 27
5.	BUSINESS OVERVIEW		
5.1	Principal activities		
5.1.1	A brief description of the Issuer's principal activities, including: (a) the main categories of products sold and/or services performed; (b) an indication of any significant new products or activities; (c) the principal markets in which the Issuer competes.		p.19-21, 146-337
5.2	The basis for any statements made by the Issuer regarding its competitive position		N/A
6.	ORGANISATIONAL STRUCTURE		
6.1.	If the Issuer is part of a group, a brief description of the group and the Issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure		p.2-3*, 488
6.2.	If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence		p. 489
7.	TREND INFORMATION		
7.1	A description of: (a) any material adverse change in the prospects of the issuer Issuer the date of its last published audited financial statements; (b) any significant change in the financial performance of the group since the end of the last		p. 428

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Consolidated Financial Statements 2023 <i>(Cross-references are to the page numbers of the PDF document)</i>	Financial Annual Report 2024 <i>(Cross-references are to the page numbers of the PDF document, unless otherwise specified)</i>
	financial period for which financial information has been published to the date of the registration document. If neither of the above are applicable then the Issuer shall include an appropriate statement to the effect that no such changes exist.		
7.2	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year		p.27
9.	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES		
9.1.	Names, business addresses and functions within the Issuer of the following persons and an indication of the principal activities performed by them outside of that Issuer where these are significant with respect to that Issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.		p.343-347
9.2	Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.		p.349
10.	MAJOR SHAREHOLDERS		
10.1.	To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the		p. 488

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	measures in place to ensure that such control is not abused		
10.2	A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the issuer.		N/A
11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
11.1.	Historical Financial Information		
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the Issuer has been in operation), and the audit report in respect of each year	p. 8-88	p. 358-443
11.1.3	Accounting Standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.	p. 14-30	p. 370-383
11.1.6	Consolidated financial statements If the Issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	p. 8-88	p. 358-443
11.1.7	Age of financial information The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.	p. 8	p. 364
11.2	Interim and other financial information		
11.2.1	If the Issuer has published quarterly or half yearly financial		

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	<p>information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact.</p> <p>If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year.</p> <p>Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No 1606/2002 as the case may be.</p> <p>For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet.</p>		
11.3	Auditing of historical annual financial information		
11.3.1	The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.	p. 2-7	p. 360-363

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Consolidated Financial Statements 2023 <i>(Cross-references are to the page numbers of the PDF document)</i>	Financial Annual Report 2024 <i>(Cross-references are to the page numbers of the PDF document, unless otherwise specified)</i>
	Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.		
11.3.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	p. 3	N/A
12	ADDITIONAL INFORMATION		
12.1	Share capital The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.		p. 340 and 487
12.2	Memorandum and Articles of Association The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.		p. 485

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Consolidated Financial Statements 2023 <i>(Cross-references are to the page numbers of the PDF document)</i>	Financial Annual Report 2024 <i>(Cross-references are to the page numbers of the PDF document, unless otherwise specified)</i>
13	MATERIAL CONTRACTS		
13.1	A brief summary of all material contracts that are not entered into in the ordinary course of the Issuer's business, which could result in any group member being under an obligation or an entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.		N/A

**References are to the page numbers of the PDF application.*

DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

The following paragraphs in the "Description of RCI Banque and the RCI Banque Group" section on pages 106-107 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"A full description of the Issuer and its consolidated subsidiaries (the "**RCI Banque group**") is set out in the Issuer's Consolidated Financial Statements 2023 and the Financial Annual Report 2024 incorporated by reference in this Base Prospectus (see "Documents Incorporated by Reference"). Below is a list setting out certain specific items of information or stating where they may be found.

General information

See the Financial Annual Report 2024, page 485 for the Issuer's legal name, place of registration, registration number, date of incorporation, length of life of the Issuer, domicile, legal form, governing law and country of incorporation.

Principal activities and markets

See the Financial Annual Report 2024, pages 19-21, 146-337, 488 and 489, for information on the RCI Banque group's principal activities, including main products and services, and its principal markets.

See the Financial Annual Report 2024, pages 8-11, for a brief review of 2024.

Organisational structure

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

See the Financial Annual Report 2024, pages 2-3 and 488, for a brief description of the RCI Banque group and the Issuer's position within the RCI Banque group.

Management

See the Financial Annual Report 2024, pages 343-347, for the names, functions and relevant external activities of members of the Issuer's Board of Directors.

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

Shareholders

See the Financial Annual Report 2024, pages 487- 488, for information on ownership and control of the Issuer. The major shareholder in the Issuer is bound, in its relations with the Issuer, by French law provisions relating to the Issuer's status as a credit institution (*réglementation bancaire*).

Financial information

See the Consolidated Financial Statements 2023, pages 8-88 (including the accounting policies and explanatory notes thereto at pages 13-88) and the Financial Annual Report 2024, pages 358-443 (including the accounting policies and explanatory notes thereto at pages 369-443), for, respectively, the RCI Banque group's consolidated financial statements for the year ended 31 December 2023 and the year ended 31 December 2024.

See the Financial Annual Report 2024, page 368 and the Consolidated Financial Statements 2023, page 12, for, respectively, the RCI Banque group's consolidated cash flow statement for the year ended 31 December 2024 and the year ended 31 December 2023.

Indebtedness

See the Financial Annual Report 2024, pages 13-15 and 364 (as well as the accounting policies and explanatory notes thereto at pages 369-443) and the Consolidated Financial Statements 2023, page 8 (as well as the accounting policies and explanatory notes thereto at pages 13-88) for the RCI Banque group's financial policy and consolidated balance sheet for, respectively, the year ended 31 December 2024 and the year ended 31 December 2023. Consistent with RCI Banque activity and regulation applicable to the banking business in France, new loans granted during the period are partially or fully financed through an increase of debt. Increase in new loans are closely linked to the general economic situation in the car industry and the sales performance of the Renault and Nissan Alliance. Depending on these factors, a variation of 10 per cent. of debt (increase or decrease) over a six-month period is not considered unusual given RCI Banque's activities. Debt increases are usually performed through:

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

The following text shall be added in the sub-section "Recent Developments" in the "Description of RCI Banque and the RCI Banque Group" section on page 108 of the Base Prospectus:

"9. Press release dated 10 March 2025

RCI BANQUE: ISSUANCE OF EUR 500 MILLION SUBORDINATED NOTES MATURING IN MARCH 2037

RCI Banque, operating under the commercial brand Mobilize Financial Services, has successfully priced a new Tier 2 subordinated notes for € 500 million, maturing on 24th March 2037 and callable in the 3-month period to 24th March 2032. The bond carries a 4.75% coupon until 24th March 2032, after which it will reset to 5-year swap rate +220bps for the last 5 years if not redeemed.

The deal attracted almost € 1.5 billion final order book coming from 94 subscribers.

This issuance extends the maturity profile of RCI Banque's Tier 2 layer and is part of its dynamic capital management strategy aimed at maintaining a solid capital structure and robust safety margins compared to capital requirements.

The success of this transaction demonstrates investors' confidence in the financial strength of the company and its ability to access capital markets across different debt instruments."

GENERAL INFORMATION

The "Material or significant change" paragraph in the "General Information" section on page 153 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"There has been no material adverse change in the prospects of RCI Banque since 31 December 2024, being the date of the latest published annual audited accounts of RCI Banque and the RCI Banque group, respectively and there has been no significant change in the financial performance or financial position of the RCI Banque group since 31 December 2024."

The "Auditors" paragraph in the "General Information" section on page 154 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

KPMG S.A. Tour EQHO, 2, avenue Gambetta, CS6055, 92066 Paris La Défense Cedex, France and Forvis Mazars SA, Tour Exaltis, 61 rue Henri Regnault 92400 Courbevoie, France with respect to the financial years ending 31 December 2023 and 31 December 2024. The statutory auditors are independent with respect to the Issuer as required by the laws of the French Republic and under the applicable professional rules of the "*Compagnie Nationale des Commissaires aux Comptes*". The statutory auditors are members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* and are registered with the *Compagnie Nationale des Commissaires aux Comptes* (official statutory auditors' representative body). They are subject to the authority of the *Haute Autorité de l'Audit* (High Audit Authority)."

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SUPPLEMENT

Declaration by persons responsible for this Supplement

To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

RCI Banque
15 rue d'Uzès
75002 Paris
France

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

Signed in Paris

Dated 29 April 2025



This Supplement to the Base Prospectus has been approved on 29 April 2025 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Supplement after having verified that the information contained in the Base Prospectus is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129. Approval does not imply that the AMF has verified the accuracy of this information.

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

This Supplement to the Base Prospectus obtained the following approval number: 25-124.