

## FOURTH SUPPLEMENT TO THE BASE PROSPECTUS DATED 3 SEPTEMBER 2018



### RCI BANQUE

*(incorporated in France as a "société anonyme")*

€23,000,000,000

### EURO MEDIUM TERM NOTE PROGRAMME

This fourth supplement (the "**Supplement**") to the base prospectus dated 3 September 2018, as supplemented by the first supplement dated 26 November 2018, the second supplement dated 11 January 2019 and the third supplement dated 22 March 2019 (the "**Base Prospectus**"), is prepared in connection with the €23,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by RCI Banque (the "**Issuer**"). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC, as amended (the "**Prospectus Directive**").

The *Autorité des marchés financiers* (the "**AMF**") has granted visa n°18-410 on 3 September 2018 on the Base Prospectus, visa n°18-536 on 26 November 2018 on the first supplement to the Base Prospectus, visa n°19-013 on 11 January 2019 on the second supplement to the Base Prospectus and visa n°19-113 on 22 March 2019 on the third supplement to the Base Prospectus. Application has been made for approval of this Supplement to the AMF in its capacity as competent authority pursuant to article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of article 16.1 of the Prospectus Directive and has been prepared pursuant to Article 212-25 of the AMF's *Règlement Général* for the purposes of updating the "*Description of RCI Banque and the RCI Banque Group*" section of the Base Prospectus.

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](http://www.amf-france.org)) and (ii) the Issuer ([www.rcibs.com](http://www.rcibs.com)) and copies may be obtained at the registered offices of the Paying Agents.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

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 since the publication of the Base Prospectus.

To the extent applicable, and provided that the conditions of Article 212-25 I of the *règlement général* of the AMF are fulfilled, investors who have already agreed to purchase or subscribe for the Notes to be issued under the Programme before this Supplement is published, have the right, according to Article 212-25 II of the *règlement général* of the AMF, to withdraw their acceptances within a time limit of minimum two working days after publication of this Supplement. This right to withdraw shall expire by close of business on 20 May 2019.

The date of this Supplement is 16 May 2019.

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## DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

The following paragraph shall be inserted in the section "Description of RCI Banque and the RCI Banque Group" at the end of the sub-section entitled "Management" on page 143 of the Base Prospectus:

"Stéphane Johan was appointed Director of Accounting and Performance Control for RCI Bank and Services and became a member of the Executive Committee with effect from 1 April 2019. Jean-Marc Saugier and François Guionnet have each been mandated *Directeur Général Délégué et Dirigeant responsable effectif* (Deputy Chief Executive Officer and Effective Manager) with effect from 8 February 2019 and replace Patrick Claude who occupied the role of Deputy Chief Executive Officer and Effective Manager up to 8 February 2019."

The following press releases dated 27 March 2019 and 30 April 2019 respectively shall be inserted in the section "Description of RCI Banque and the RCI Banque Group" immediately following the sub-section "Indebtedness" on page 144 of the Base Prospectus:

### **"RCI BANQUE: RCI BANQUE LAUNCHES EURO BOND ISSUE IN DOUBLE TRANCHE FORMAT: 750 MILLION YEAR 2023 AND 650 MILLION YEAR 2026**

On 27 March 2019, RCI Banque announced a two-tranche bond issue. The first, with a term of 4 years and an amount of 750 million euros, bears a fixed coupon of 0.75%. The second, with a term of 7 years and an amount of 650 million euros, bears a fixed coupon of 1.75%.

The short tranche has collected an order book of more than 1.550 billion euros from 157 subscribers. The long tranche brought together 145 investors in an order book of over 1.100 billion euros.

The success of this transaction, with a total of €1.4bn, once again demonstrates investor's confidence in the company's financial solidity and their willingness to support its development.

### **PLACEMENT OF SECURITIZATION BACKED BY AUTOMOTIVE LOANS IN GERMANY FOR € 975.7 MILLION**

On 30 April 2019, RCI Bank and Services announced the placement of a securitization backed by auto loans granted by its German subsidiary RCI Banque S.A. Niederlassung.

The FCT Cars Alliance Auto Loans Germany V 2019-1 placed 950 million euros in senior securities and 25.7 million euros in subordinated securities. These securities are rated respectively AAA (sf) / Aaa (sf) and AA (high)(sf) / Aa3 (sf) by DBRS and Moody's.

The senior tranche, with an average maturity of 2.8 years, offers a Euribor margin<sup>1</sup> of 1 month + 23bps. The subordinated notes, with an average maturity of 4.9 years, offer a Euribor margin<sup>2</sup> of 1 month + 68 bps.

The success of this investment reflects investor's confidence in the quality of RCI Banque's assets and management processes. This operation also confirms the diversification of the sources of financing that benefit the company."

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<sup>1</sup> Coupon: Euribor + 40 floored at zero, issuance price 100,477

<sup>2</sup> Coupon: Euribor + 68 floored to zero, issuance price 100,000

## PERSONS RESPONSIBLE FOR THE SUPPLEMENT

### Persons responsible for the Supplement

RCI Banque, 15 rue d'Uzès 75002 Paris, France.

### Declaration by persons responsible for the Supplement

To the best of the knowledge of the Issuer (having 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.

RCI Banque  
15 rue d'Uzès  
75002 Paris  
France

Duly represented by Jean-Marc Saugier in his position as *Directeur Financements et Trésorerie* authorised signatory pursuant to the resolution of the *Conseil d'administration* dated 6 December 2018

Signed in Paris

Dated 16 May 2019



In accordance with Articles L.412-1 and L.621-8 of the *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this Supplement its visa n°19-207 on 16 May 2019. This Supplement was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and that the information contained within it is coherent". It does not imply the approval by the AMF of any opportunity to conduct a transaction hereby nor that the AMF has verified the accounting and financial data set out herein. In accordance with Article 212-32 of the AMF's General Regulations (*Règlement Général*), any issuance or admission to trading of notes on the basis of the Base Prospectus, as supplemented by this Supplement, shall be subject to the publication of final terms setting out the terms of the securities being issued.