

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 18 of the Guidelines on EU MiFID II product governance requirements published by ESMA dated 5 February 2018, 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 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 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) 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.

19 September 2022

RCI Banque

Legal Entity Identifier (LEI) : 96950001WI712W7PQG45

Issue of €650,000,000 4.875 per cent. Notes due 21 September 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 2021 (the "**Base Prospectus**") and the supplements to the Base Prospectus dated 6 April 2022, 30 May 2022 and 6 September 2022 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 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. However, a summary of the issue of the Notes in English and French is annexed to these Final Terms. The Base Prospectus and the supplements 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 (www.rcibs.com).

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|-----|-----|--|--|
| 1. | (a) | Series Number: | 332 |
| | (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: | Euro 650,000,000 |
| | (b) | Tranche: | Euro 650,000,000 |
| 4. | | Issue Price: | 99.639 per cent. of the Aggregate Nominal Amount |
| 5. | (a) | Specified Denomination: | Euro 1,000 |
| | (b) | Calculation Amount: | Euro 1,000 |
| 6. | (a) | Issue Date: | 21 September 2022 |
| | (b) | Interest Commencement Date: | Issue Date |
| 7. | | Maturity Date: | 21 September 2028 |
| 8. | | Interest Basis: | 4.875 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 |

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| 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: | 3 December 2021 |
| 13. | Method of Distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|---|---|
| 14. | Fixed Rate Note Provisions | Applicable |
| | (a) Rate of Interest: | 4.875 per cent. <i>per annum</i> payable annually in arrear |
| | (b) Interest Payment Dates: | 21 September in each year commencing on 21 September 2023 up to and including the Maturity Date |
| | (c) Fixed Coupon Amount: | Euro 48.75 per Calculation Amount |
| | (d) Initial Broken Amount: | Not Applicable |
| | (e) Final Broken Amount(s): | Not Applicable |
| | (f) Day Count Fraction: | Actual/Actual (ICMA) |
| | (g) Determination Dates: | 21 September in each year |
| | (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

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|-----|---|---|
| 18. | Issuer Call (Condition 8(d)): | Applicable |
| | (a) Optional Redemption Dates: | Each Payment Day as defined in Condition 7(g) from and including 21 June 2028 up to but excluding the Maturity Date |
| | (b) Optional Redemption Amount(s) 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(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)): | Euro 1,000 per Calculation Amount |

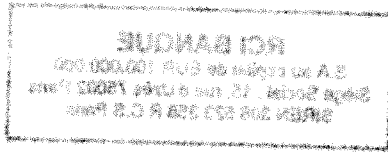
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|-----|--|---|
| 22. | Events of Default for Senior Preferred Notes: | The Events of Default specified in Condition 11(a) are applicable |
| 23. | Prior Approval of the Relevant Regulator: | Not Applicable |
| 24. | Gross-up on payments of Principal: | The gross-up on payments of Principal referred to in Condition 7(h) and Condition 9 is applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 25. | Form of Notes: | Dematerialised Notes |
| | (i) Form of Dematerialised Notes: | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent: | Not Applicable |
| | (iii) Temporary Global Certificate: | Not Applicable |
| 26. | Financial Centre(s) or other special provisions relating to payment days: | Not Applicable |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature): | No |
| 28. | Details relating to Instalment Notes: | Not Applicable |
| 29. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 30. | Consolidation provisions: | Not Applicable |
| 31. | Representation of Noteholders/ <i>Masse</i> : | <p>Condition 13 applies</p> <p>The Representative shall be:</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 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

- | | | |
|-----|---|---|
| 32. | (a) If syndicated, names and addresses of the Joint Lead Managers and underwriting commitments: | <p>BNP Paribas
16 boulevard des Italiens
75009 Paris
France
Underwriting Commitment: Euro 162,250,000</p> <p>Citigroup Global Markets Europe AG</p> |
|-----|---|---|



Reuterweg 16
60323 Frankfurt am Main
Germany
Underwriting Commitment: Euro 162,250,000

Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Germany
Underwriting Commitment: Euro 162,250,000

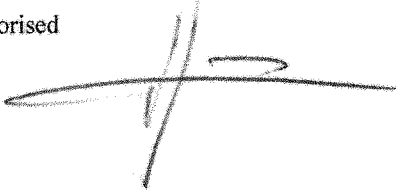
Crédit Industriel et Commercial S.A.
6 avenue de Provence
75009 Paris
France
Underwriting Commitment: Euro 162,250,000

- (b) Date of Syndication Agreement: 19 September 2022
- (c) Stabilising Manager(s) (if any): BNP Paribas
33. If non-syndicated, name and addresses of Dealer: Not Applicable
34. Total commission and concession: 0.325 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 19 September 2022 until the Issue Date ("**Offer Period**").
37. Prohibition of Sales to EEA Retail Investors: Not Applicable
37. Prohibition of Sales to UK Retail Investors: 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

Admission to 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.

2. RATINGS

Ratings: The Notes to be issued have been rated:
S&P Global Ratings Europe Limited ("S&P"): BBB- (stable outlook)
Moody's France S.A.S. ("Moody's"): Baa2 (negative 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 24 March 2022) 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. 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

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| (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 645,541,000 |
| (iii) Estimated total expenses: | Euro 27,700 |

6. YIELD

Indication of yield: 4.946 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: FR001400CRG6

Common Code: 253534907

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 19 September 2022 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:	BNP Paribas 16 boulevard des Italiens 75009 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:	BNP Paribas 16 boulevard des Italiens 75009 Paris France Citigroup Global Markets Europe AG Reuterweg 16 60323 Frankfurt am Main Germany Commerzbank Aktiengesellschaft Kaiserstraße 16 (Kaiserplatz) 60311 Frankfurt am Main Germany Crédit Industriel et Commercial S.A. 6 avenue de Provence 75009 Paris France
When the Syndication Agreement has been or will be reached:	19 September 2022
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:	Issue of Euro 650,000,000 4.875 per cent. Notes due 21 September 2028 by RCI Banque. ISIN: FR001400CRG6
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:	Autorité des Marchés Financiers (AMF)
A.5.	Date of approval of the Base Prospectus:	10 November 2021 as supplemented by the first supplement dated 6 April 2022, the second supplement dated 30 May 2022 and the third supplement dated 6 September 2022.
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	<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>

	which it operates and its country of incorporation:	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 France's Act 84-46 of 24 January 1984, incorporating into the <i>Code monétaire et financier</i> (French Monetary and Financial Code).																				
B.2	The principal activities of the Issuer:	<p>The Issuer is the French holding company of the RCI Banque group (the "Group"). RCI Banque is the Alliance brand finance company and supports the Groupe Renault's brands (Renault, Dacia, Alpine, Renault Samsung Motors, Lada and Mobilize), the Nissan Group's (Nissan, Infiniti and Datsun) mainly in Europe, in Brazil, in Argentina, in South Korea and in the form of joint ventures in Russia and in India, as well as Mitsubishi Motors in the Netherlands.</p> <p>The Group provides sales financing and associated services in 36 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; • Alliance 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 Alliance 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 Chief Financial Officer of Renault.</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 1 September 2022:</p> <table border="1"> <tr> <td>Clotilde Delbos</td> <td>Chairman of the Board</td> </tr> <tr> <td>Etienne Boris</td> <td>Director of the Board – Chairman of the Audit Committee</td> </tr> <tr> <td>Philippe Buros</td> <td>Director of the Board</td> </tr> <tr> <td>Patrick Claude</td> <td>Director of the Board</td> </tr> <tr> <td>Laurent David</td> <td>Director of the Board</td> </tr> <tr> <td>Isabelle Landrot</td> <td>Director of the Board</td> </tr> <tr> <td>Isabelle Maury</td> <td>Director of the Board</td> </tr> <tr> <td>Thierry Piéton</td> <td>Director of the Board</td> </tr> <tr> <td>Laurent Poiron</td> <td>Director of the Board</td> </tr> <tr> <td>Nathalie Riez-Thiollet</td> <td>Director of the Board</td> </tr> </table>	Clotilde Delbos	Chairman of the Board	Etienne Boris	Director of the Board – Chairman of the Audit Committee	Philippe Buros	Director of the Board	Patrick Claude	Director of the Board	Laurent David	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	Nathalie Riez-Thiollet	Director of the Board
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Laurent Poiron	Director of the Board																					
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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 2020, the financial year ending 31 December 2021 and the sixth-month period ending 30 June 2022.
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WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?

B.6	Key financial information:	Key consolidated audited financial information as at 31 December 2020 and 31 December 2021 and key consolidated financial information as at 30 June 2022. This information has been extracted from the financial statements 2020, the financial statements 2021 and the half-year financial statements 2022 which are incorporated by reference into the Base Prospectus.		
		31 December 2020	31 December 2021	30 June 2022
Balance Sheet				
<i>(in million euros)</i>				
Total assets		58 886	56 236	56 093
Senior debt		21 991	17 791	17 120
Subordinated debt		890	893	880
Loans and receivables from customers (net)		46 222	44 074	44 828
Deposits from customers		21 540	22 030	22 597
Total equity		6 273	6 222	5 864
<i>(in %)</i>				
Non performing loans / Loans and receivables		1.6	2.3	2.2
Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance		17.34	14.76	14.71
Total Capital Ratio		19.83	17.68	17.18
Leverage Ratio calculated under applicable regulatory framework		10.21	8.41	8.62
		31 December 2020	31 December 2021	30 June 2022
Income Statement (in million euros)				
Net Banking Income		1 955	1 828	1 014
Of which Trading Income		Not Applicable	Not Applicable	Not Applicable
Depreciation and Impairment losses on assets		-19	-20	-10
Operating Income		1 002	1 190	564

		Net profit or loss (attributable to equity holders of the parent)	787	846	333
		Earnings per share (for equity issuers only)	787.32	846.42	332.94
B.7	Qualifications in the audit reports relating to the historical financial information:	There are no qualifications in the audit reports to the financial statements 2020, the audit report to the financial statements 2021 and the review report to the half-year financial statements 2022.			
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-Nissan Alliance 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 or by foreign exchange exposure (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.e 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 related to the Covid-19 outbreak (Global Criticality: high) 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 (Global Criticality: medium) 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 FR001400CRG6			
C.2	Currency, Denomination,	<i>Currency:</i> Euro <i>Denomination:</i> Euro 1,000			

	<p>the Issue Price, the number of Notes issued and the term of the Notes:</p>	<p><i>Issue price:</i> 99.639 per cent. <i>Number of Notes:</i> 650,000 <i>Maturity Date:</i> 21 September 2028</p>
C.3	<p>The rights attached to the Notes:</p>	<p><i>Negative Pledge:</i> The Notes have the benefit of a negative pledge provision. <i>Events of Default:</i> 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. <i>Issuer Call:</i> Applicable <i>Investor Put:</i> Not Applicable <i>Make-whole Redemption at the option of the Issuer:</i> Not Applicable <i>Interest on Fixed Rate Notes:</i> Interest on the Notes in respect of each Interest Period will be payable on 21 September in each year commencing on and including 21 September 2023 up to and including the Maturity Date and shall be 4.875 per cent. <i>per annum</i>. <i>Redemption:</i> Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par. <i>Yield:</i> 4.946 per cent. <i>per annum</i>. <i>Representation of the holders of the Notes:</i> 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	<p>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>	<p><i>Status of the Notes:</i> The Notes are Senior Preferred Notes. "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"> (D) junior to present and future claims benefiting from other preferred exceptions; and (E) 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>, i.e. <i>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. 613-30-3-1-3° of the French <i>Code monétaire et financier</i>.</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> .
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 21 September 2022.
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 relating to a particular issue of Notes, could cause the yield anticipated by Noteholders to be considerably less than anticipated. Partial redemption of Notes at the option of the Issuer 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 regulated market, the plan for distribution, the estimate of the total expenses of the issue:	<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 650,000,000.</p> <p>The Offer Period is 19 September 2022 up to and including 21 September 2022.</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 21 September 2022.</p> <p>BNP Paribas, Citigroup Global Markets Europe AG, Commerzbank Aktiengesellschaft and Crédit Industriel et Commercial S.A. are the joint lead managers (the "Joint Lead Managers") of the offer of the Notes.</p> <p>The underwriting and management commissions are 0.325 per cent. of the principal amount of the Notes.</p>

WHY IS THIS BASE PROSPECTUS BEING PRODUCED?		
D.2	Description of the reasons for the offer:	The net proceeds of the issue of the Notes will be applied for the general financing purposes of the Issuer and its consolidated subsidiaries.
D.3	The use and estimated net amount of the proceeds:	<p>The net proceeds of the issue of the Notes will be applied for the general financing purposes of the Issuer and its consolidated subsidiaries.</p> <p>The estimated net proceeds is Euro 645,541,000.</p>
D.4	Offer subject to an underwriting agreement on a firm commitment basis:	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.
D.5	An indication of the most material conflicts of interest pertaining to the offer or the admission to trading:	<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	Avertissements	<ul style="list-style-type: none"> • Le présent résumé doit être lu comme une introduction au Prospectus de Base et aux Conditions Définitives ; • 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 ; • 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>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 650.000.000 d'euros d'Obligations portant intérêt au taux de 4,875% l'an venant à échéance le 21 septembre 2028 par RCI Banque. ISIN: FR001400CRG6</p>
A.3	Identité et coordonnées de l'Emetteur, y compris son identifiant d'entité juridique (IEJ, legal entity identifier)	<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 : RCI Banque 15, rue d'Uzès 75002 Paris France</p> <p>Le LEI 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	10 novembre 2021 tel que supplémenté par le premier supplément en date du 6 avril 2022, le deuxième supplément en date du 30 mai 2022 et le troisième supplément en date du 6 septembre 2022.
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	<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. Le LEI de l'Emetteur est 96950001WI712W7PQG45.</p>

	régissant ses activités ainsi que son pays d'origine	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.												
B.2	Principales activités de l'Émetteur	<p>L'Émetteur est la société holding française du groupe RCI Banque (le "Groupe"). RCI Banque est la financière des marques de l'Alliance Renault-Nissan-Mitsubishi et assure le financement des ventes des marques du Groupe Renault (Renault, Dacia, Alpine, Renault Samsung Motors, Lada et Mobilize), du Groupe Nissan (Nissan, Infiniti et Datsun) principalement en Europe, au Brésil, en Argentine, en Corée du Sud et sous forme de joint-ventures en Russie et 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 36 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 l'Alliance : 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 Financier 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	<p>Conseil d'administration au 1 septembre 2022 :</p> <table border="1"> <tr> <td>Clotilde Delbos</td> <td>Présidente du Conseil d'administration</td> </tr> <tr> <td>Etienne Boris</td> <td>Administrateur – Président du Comité d'audit et des comptes</td> </tr> <tr> <td>Philippe Buros</td> <td>Administrateur</td> </tr> <tr> <td>Patrick Claude</td> <td>Administrateur</td> </tr> <tr> <td>Laurent David</td> <td>Administrateur</td> </tr> <tr> <td>Isabelle Landrot</td> <td>Administrateur</td> </tr> </table>	Clotilde Delbos	Présidente du Conseil d'administration	Etienne Boris	Administrateur – Président du Comité d'audit et des comptes	Philippe Buros	Administrateur	Patrick Claude	Administrateur	Laurent David	Administrateur	Isabelle Landrot	Administrateur
Clotilde Delbos	Présidente du Conseil d'administration													
Etienne Boris	Administrateur – Président du Comité d'audit et des comptes													
Philippe Buros	Administrateur													
Patrick Claude	Administrateur													
Laurent David	Administrateur													
Isabelle Landrot	Administrateur													

		Isabelle Maury	Administrateur	
		Thierry Piéton	Administrateur	
		Laurent Poiron	Administrateur	
		Nathalie Riez-Thiollet	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 2020, le 30 décembre 2021 et du premier semestre 2022.		
QUELLES SONT LES INFORMATIONS FINANCIERES CLES CONCERNANT L'EMETTEUR ?				
B.6	Informations financières clés :	Informations financières clés consolidées et auditées au 31 décembre 2020 et au 31 décembre 2021 et informations financières consolidées non auditées au 30 juin 2022. Ces informations sont tirées des comptes consolidés 2020 et 2021 et des comptes consolidés semestriels 2022 qui sont incorporés par référence dans le Prospectus de Base.		
		31 décembre 2020	31 décembre 2021	30 juin 2022
	Bilan			
	<i>(en million d'euros)</i>			
	Total des Actifs	58 886	56 236	56 093
	Créances de premier rang	21 991	17 971	17 120
	Créances subordonnées	890	893	880
	Prêts et créances à recevoir des clients (nets)	46 222	44 074	44 828
	Dépôts de clients	21 540	22 030	22 597
	Total des capitaux propres	6 273	6 222	5 864
	<i>(en %)</i>			
	Prêts non performants /Prêts et créances	1,6	2,3	2,2
	Ratio de fonds propres de base de catégorie 1 (CET1) ou autre ratio d'adéquation des fonds propres prudentiels pertinent selon l'émission	17,34	14,76	14,71
	Ratio de fonds propres total	19,83	17,68	17,18
	Ratio de levier calculé en vertu du cadre réglementaire applicable	10,21	8,41	8,62
	Compte de résultat (en million d'euros)	31 décembre 2020	31 décembre 2021	30 juin 2022
	Produits Net Bancaire	1 955	1 828	1 014
	Dont Trading	Non Applicable	Non Applicable	Non Applicable
	Dotations aux amortissements et dépréciations des Immobilisations	-19	-20	-10
	Resultat d'exploitation	1 002	1 190	564
	Résultat net (attribuable aux détenteurs de capital de la société mère)	787	846	333
	Résultat par action (uniquement pour les	787,32	846,42	332,94

		émetteurs de titres de capital)			
B.7	Réserves dans le rapport d'audit ayant trait aux informations financières historiques	Le rapport d'audit relatif aux comptes consolidés 2020 et aux comptes consolidés 2021 et le rapport d'examen limité relatif aux comptes semestriels 2022 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 l'Alliance Renault-Nissan. (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 ou le risque de change 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 liés à l'épidémie de Covid-19 (Criticité globale: élevée) 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 (Criticité globale: moyenne) Risques liés à la Directive sur le Redressement et la Résolution des Banques (Bank Recovery and Resolution Directive, BRRD) et au Mécanisme de Résolution Unique (Single Resolution Mechanism, 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 FR001400CRG6			
C.2	Monnaie, Valeur(s) nominale(s)	<i>Devise</i> : Euro <i>Valeur nominale unitaire</i> : 1.000 euro <i>Prix d'émission</i> : 99,639 pour cent.			

	unitaire(s), Prix d'Emission, nombre de Titres émis et leur échéance	<p><i>Nombre de titres émis</i> : 650.000</p> <p><i>Echéance</i> : 21 septembre 2028</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</p> <p><i>Option de Remboursement des Porteurs (Investor Put)</i> : Sans objet</p> <p><i>Remboursement anticipé au gré de l'Emetteur : Make-Whole</i> : Sans objet</p> <p><i>Intérêts des Titres à Taux Fixe</i> : Les intérêts sur les Titres seront payables le 21 septembre de chaque année à compter du 21 septembre 2023 jusqu'à la Date de Maturité (incluse) et seront de 4,875% par an.</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 d'Echéance au pair.</p> <p><i>Rendement</i> : 4,946% 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 directive 2014/59/UE	<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"> (F) 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 ; (G) en priorité par rapport aux Créances Senior Non Préférées ; et (H) 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> <ul style="list-style-type: none"> (I) après les créances présentes ou futures bénéficiant d'un autre privilège ; et (J) en priorité par rapport aux Créances Senior Non Préférées et aux Créances Subordonnées Ordinaires. <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 subordonnées 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</p>

		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. "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.
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 21 septembre 2022.
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. • Le remboursement partiel à la demande de 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	<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 650.000.000 euros.</p> <p>La Période d'Offre s'étend du 19 septembre 2022 jusqu'au 21 septembre 2022 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 21 septembre 2022.</p> <p>BNP Paribas, Citigroup Global Markets Europe AG, Commerzbank Aktiengesellschaft et Crédit Industriel et Commercial S.A. 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 0,325% du montant en principal des Titres.</p>

	de l'offre et une estimation des dépenses totales liées à l'émission	
POURQUOI CE PROSPECTUS DE BASE EST-IL ETABLI ?		
D.2	Description des raisons de l'offre	L'Emetteur réalise l'offre pour les besoins généraux de financement de l'Emetteur et de ses filiales consolidées.
D.3	L'utilisation et le montant net estimé du produit	Le produit net de l'émission généré par les Titres sera utilisé pour les besoins généraux de financement de l'Emetteur et de ses filiales consolidées. Le produit net estimé est 645.541.000 euros.
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'Emetteur et leur achat par les Chefs de File sont énoncées dans la Convention de Syndication conclue entre l'Emetteur et les Chefs de File.
D.5	Mention des principaux conflits d'intérêts liés à l'offre ou à l'admission à la négociation	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. 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. 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.