

**THIRD SUPPLEMENT DATED 10 JUNE 2024 TO THE BASE PROSPECTUS DATED 9
OCTOBER 2023**



CA Auto Bank S.p.A.
(incorporated with limited liability in the Republic of Italy)

acting through

CA Auto Bank S.p.A., Irish Branch

€12,000,000,000
Euro Medium Term Note Programme

This third Supplement (the **Supplement**) to the Base Prospectus dated 9 October 2023, as supplemented by the first supplement dated 12 January 2024 and the second supplement dated 2 April 2024 (the **Base Prospectus**) which comprises a base prospectus for the purposes of the Prospectus Regulation constitutes a supplement to the prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the Euro Medium Term Note Programme (the **Programme**) established by CA Auto Bank S.p.A., acting through its Irish branch (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129, as amended.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

The Issuer accepts responsibility for the information contained in 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.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

Purpose of the Supplement

The purpose of this Supplement is to (i) update paragraphs entitled “9.1 Board of Directors”, “Italian anti-trust authority”, “Tax Audit Report” and “11. Recent Developments” in the “Description of CA Auto Bank” section of the Base Prospectus; and (ii) update the address of the Issuer in the Base Prospectus.

UPDATE OF THE “DESCRIPTION OF CA AUTO BANK” SECTION OF THE BASE PROSPECTUS

On pages 115 – 118 of the Base Prospectus, the paragraph “9.1 Board of Directors” in the “Description of CA Auto Bank” section is hereby amended as set out below:

“The table below sets out certain information regarding the members of the board of directors of CA Auto Bank as at the date hereof.

<u>Name</u>	<u>Position</u>	<u>Year first appointed to the Board of Directors</u>	<u>Principal Offices Outside of the CA Auto Bank Group</u>
S. Priami.....	Chairman of the Board	2020	Deputy Chief Executive Officer of Crédit Agricole S.A. for Specialized Financial Services; CA Consumer Finance SA – Chief Executive Officer;
G. Carelli.....	Chief Executive Officer and General Manager	2014	
A. Vincent Laimé	Director (non-executive)	2024	CA Consumer Finance – Head of Business Unit Smart Conso CA & LCL
L. Chevalier	Director (non-executive)	2023	CA Consumer Finance – Group Strategy Director
J. Hombourger.....	Director (non-executive)	2023	Caisse Régionale de Crédit Agricole Val de France – Chief Executive Officer
R. Bouligny	Director (non-executive)	2020	CA Consumer Finance Head of Group Automotive and Mobility
V. Ratto	Director (non-executive)	2023	Crédit Agricole Italia S.p.A. – Deputy General Manager Retail and Digital
A. M. Guirchoux ...	Director (non-executive)	2023	CA Consumer Finance – Group Automotive and Mobility Officer
S. Lazarevitch	Independent Director (non-executive)	2023	Independent Director of Aubay and CIFI (holding of Groupe Crédit Immobilier)

<u>Name</u>	<u>Position</u>	<u>Year first appointed to the Board of Directors</u>	<u>Principal Offices Outside of the CA Auto Bank Group</u>
P. De Vincentiis	Independent Director (non-executive)	2017	Full professor of Banking and Finance, University of Torino, Italy

The business address of each member of the board of directors is Corso Orbassano 367, 10137 Turin, Italy. Of the ten directors, two members have the requirements of independence.

The Chief Executive Officer (CEO) is responsible for the day-to-day management of the Company, within the limits of the powers delegated to him by the board of directors.”

On page 121 of the Base Prospectus, the following sub-paragraphs are inserted at the end of the paragraph entitled “*Italian anti-trust authority*” in the “*Description of CA Auto Bank*” section:

“On 9 May 2024, a decision of AGCM was served stating that Drivalia, together with other five rent-a-car companies, had been found to have applied unfair fees for the management of the administrative procedures related to the fines that were imposed to its customers for traffic infringement or failure to pay parking fees/tolls during the rental period.

The AGCM imposed a total sanction of over Euro 18 million on the involved parties, and specifically imposed on Drivalia a fine of Euro 4.3 million.

Drivalia will challenge the decision before the Regional Administrative Court of Rome and will request an order from the Court to suspend the payment of the fine. In any case, Drivalia will not set aside any prudential provision.”

On pages 121-122 of the Base Prospectus, the paragraph entitled “*Tax audit report*” in the “*Description of CA Auto Bank*” section is hereby amended as set out below:

“On 29 September 2022 CA Auto Bank was notified by the Italian fiscal enforcement agency (Guardia di Finanza) of a tax audit report (processo verbale di constatazione) (the Report) challenging the VAT treatment of certain brokerage fees invoiced by the retailers and relating to loans for the purchase of cars in the context of promotional campaigns (the Brokerage Fees).

In the Report, the Italian fiscal enforcement agency challenged CA Auto Bank for not having regularised the invoices related to the Brokerage Fees issued by the retailers – for approximately Euro 49 million of VAT – during the years 2016 to 2019. No provision had been recognised for this matter.

In December 2022 CA Auto Bank received the tax assessment for 2016 and 2017, with a penalty equal to €161,902.77. CA Auto Bank appealed with the competent tax court in February 2023.

CA Auto Bank, while reiterating the correctness of its actions and not agreeing with the tax assessment carried out by the Italian fiscal enforcement agency (Guardia di Finanza), together with Stellantis, has given its availability, for transactional purposes, to regularise certain invoices related to the Brokerage Fees from 2017 to 2019. This settlement agreement resulted in the payment in September 2023 of approximately €1.9 million in penalties for the aforementioned period (i.e. from 2017 to 2019), against the recognition of the full VAT recoverability of the VAT (approximately €49 million) charged by the retailers for the fiscal years 2017 to 2019.

CA Auto Bank, together with Stellantis, decided to settle also the year 2016. This settlement agreement resulted in the payment in May 2024 of approximately €0.8 million in penalties against the recognition of the full VAT recoverability of the VAT (approximately €16 million).”

On page 122 of the Base Prospectus, the following sub-paragraph is inserted at the end of the paragraph entitled “*11. Recent Developments*” in the “*Description of CA Auto Bank*” section:

“On 16 May 2024, Crédit Agricole Consumer Finance announced that, starting from that day, it will operate under the brand “Crédit Agricole Personal Finance & Mobility”. The legal name “Crédit Agricole Consumer Finance S.A.” remains unchanged.”

UPDATE OF THE ADDRESS OF THE ISSUER

With effect from 15 April 2024, the address of CA Auto Bank S.p.A., Irish Branch is 15/16 Holly Avenue, Stillorgan Industrial Park, Dublin A94 XA72, Ireland. As from such date, all references to the address of the Issuer in the Base Prospectus shall be deemed to be the new address, as applicable.

GENERAL

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.