FIFTH SUPPLEMENT DATED 19 MARCH 2021 TO THE 18 JUNE 2020 BASE PROSPECTUS

RENAULT (incorporated as a société anonyme in France) €7,000,000,000 Euro Medium Term Note Programme

This prospectus supplement (the "**Fifth Supplement**") is supplemental and must be read in conjunction with the Base Prospectus dated 18 June 2020 (the "**Base Prospectus**"), as supplemented by the First Supplement dated 31 July 2020, which was granted approval No. 20-377 on 31 July 2020, the Second Supplement dated 18 September 2020, which was granted approval No. 20-465 on 18 September 2020, the Fifth Supplement dated 13 November 2020, which was granted approval No. 20-554 on 13 November 2020 and the Fourth Supplement dated 03 March 2021, which was granted approval No. 21-055 on 03 March 2021, each prepared by Renault ("**Renault**" or the "**Issuer**") with respect to its \notin 7,000,000,000 Euro Medium Term Note Programme (the "**Programme**").

The Base Prospectus constitutes a base prospectus for the purposes of Article 8 of the Prospectus Regulation. "**Prospectus Regulation**" means Regulation (EU) 2017/1129 of 14 June 2017. The Base Prospectus received approval no. 20-263 on 18 June 2020 from the *Autorité des marchés financiers* (the "**AMF**").

Unless the context otherwise requires, terms defined in the Base Prospectus have the same meaning when used in this Fifth Supplement.

Application has been made for approval of this Fifth Supplement to the AMF in its capacity as competent authority under the Prospectus Regulation.

This Fifth Supplement has been prepared in accordance with Article 23 of the Prospectus Regulation for the purposes of (i) updating the "Risk Factors" section of the Base Prospectus, (ii) incorporating by reference some sections of the French version of the 2020 Universal Registration Document and (ii) updating the "Recent Events" section of the Base Prospectus.

Copies of this Fifth Supplement will be available on the website of the AMF (<u>www.amf-france.org</u>) and on the Issuer's website (<u>http://www.renault.com</u>).

Saved as disclosed in this Fifth Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (i) any statement in this Fifth Supplement and (ii) any statement in, or incorporated by reference in, the Base Prospectus the statement referred to in (i) above will prevail.

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RISK FACTORS

The Subsection I. "Risks Factors relating to the Issuer" of section "Risk Factors" appearing on page 12 of the Base Prospectus is hereby deleted and replaced with the following:

"The risk factors relating to the Issuer and its activity are set out on pages 101 to 114 of the 2020 Universal Registration Document, as defined and further described under "Documents Incorporated by Reference" in this Base Prospectus."

DOCUMENTS INCORPORATED BY REFERENCE

Section "Documents Incorporated by Reference" set out on pages 23 to 27 of the Base Prospectus is hereby deleted and replaced with the following:

"The following documents which have previously been published or are published simultaneously with this Base Prospectus and have been filed with the AMF shall be incorporated in, and form part of, this Base Prospectus:

- (a) the sections referred to in the table below included in the French version of the 2020 Universal Registration Document of the Issuer which has been filed with the AMF under n° D.21-0117 on 15 March 2021. The French language of the 2020 sections specifically referred to in the table below are designated as the 2020 Universal Registration Document or the 2020 URD (<u>https://group.renault.com/wp-content/uploads/2021/03/renault-deu-2020-21_03_15.pdf</u>);
- (c) the section "Terms and Conditions of the Notes" of the following base prospectuses (together the **EMTN Previous Conditions**) relating to the Programme:
 - (i) the base prospectus dated 17 May 2019 (pages 39 to 71) filed with the AMF under number 19-213 (<u>https://group.renault.com/wp-content/uploads/2019/05/pa-22969600-v1-renault_2019_base prospectus_final_with_visa_.pdf</u>),
 - (ii) the base prospectus dated 5 July 2018 (pages 33 to 60) filed with the AMF under number 18-287 (<u>https://group.renault.com/wp-content/uploads/2018/07/partie-euro-medium-term-notes-bbbbaa3.pdf</u>), and
 - (iii) the base prospectus dated 7 June 2017 (pages 79 to 107) filed with the AMF under number 17-260 (<u>https://group.renault.com/wpcontent/uploads/2017/06/pa-19191461-v1-renault_2017_</u> <u>base prospectus with visa-final.pdf</u>).

Any information not listed in the cross-reference table below but included in the documents containing the sections incorporated by reference is considered as additional information given for information purposes only, is not required by the schedules of Commission Delegated Regulation 2019/980 supplementing the Prospectus Regulation (the **Commission Delegated Regulation**), and is not part of this Base Prospectus. Non-incorporated parts of the documents listed above are either not relevant for the investors or covered elsewhere in this Base Prospectus.

For information purposes only, the English language translations of (i) the 2020 Universal Registration Document, and (ii) the 2019 Universal Registration Document are available on the website of the Issuer (<u>www.group.renault.com</u>). For ease of reference, the page numbering of the English language translations of the documents incorporated by reference is identical to the French versions. These English language translations are not incorporated by reference herein.

Following the publication of this Base Prospectus a supplement may be prepared by the Issuer and approved by the AMF in accordance with Article 23 of the Prospectus Regulation and Article 18 of Commission Delegated Regulation (EU) 2019/979. Statements contained in any such supplement (or contained in any section incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus or in a section which is incorporated by reference in this Base Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

This Base Prospectus and all the documents containing the sections incorporated by reference will be published on the website of the Issuer (<u>www.renault.com</u>). This Base Prospectus, the 2020 Universal Registration Document and the 2019 Universal Registration Document will also be available on the website of the AMF (<u>www.amf-france.org</u>). The Final Terms related to Notes admitted to trading on any Regulated Market will be published on the websites of (a) the AMF (<u>www.amf-france.org</u>) and (b) the Issuer (<u>www.renault.com</u>).

For the purposes of the Prospectus Regulation, the information incorporated by reference in this Base Prospectus is set out in the cross-reference table below. For the avoidance of doubt, the information requested to be disclosed by the Issuer as a result of Annex VII of the Commission Delegated Regulation and not referred to in the cross-reference table below is contained in the relevant sections of this Base Prospectus.

The information on the websites to which this Base Prospectus refers does not form part of this Base Prospectus unless that information is incorporated by reference into the Base Prospectus and has not been scrutinised or approved by the AMF.

CROSS-REFERENCE LIST RELATING TO INFORMATION INCORPORATED BY REFERENCE

	Annex VII of the Commission Delegated Regulation		
	Information incorporated by reference	Page no. in the relevant document	
3.	RISK FACTORS		
3.1	A description of the material risks that are specific to the issuer and that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed ' <i>Risk Factors</i> '.		
	In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.	p. 101 to 114 of 2020 URD	
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. 442 of 2020 URD	
4.1.2	The place of registration of the Issuer, its registration number and legal entity identifier ("LEI").	p. 442 of 2020 URD	
4.1.3	The date of incorporation and length of life of the Issuer, except where the period is indefinite.	p. 442 of 2020 URD	
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 into the prospectus.	p. 442, p.453, inside back cover and back cover of 2020 URD	
4.1.5	Any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	p. 123, p. 410, p.438 of 2020 URD	
5.	BUSINESS OVERVIEW		
5.1	Principal activities		
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.	p.8 to p.9, p. 21 to p.57, p.71 to p.82 of 2020 URD	
5.1.2	The basis for any statements made by the issuer regarding its competitive position.	p. 21 to 42 of 2020 URD	
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.21 to p.52, p.60 to 61 of 2020 URD	
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.58 to p.61, p.411 to p.415 of 2020 URD	
7.	TREND INFORMATION		

7.1 A description of: (a) any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; and the financial performance of the financial performance of the registration document. P. 10 to p.12, p. 71 to p. 82, p.123 of 2020 URD 9.1 ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES 9.10 to p.12, p. 71 to p. 82, p.123 of 2020 URD 9.1 ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES 9.1 9.1 Administrative, management, and supervisory bodies conflicts of interests 9.6 and 7, p. 258 to p.283 of 2020 URD 9.2 Administrative, management, and supervisory bodies conflicts of interests 9.6 dat 7, p. 258 to p.283 of 2020 URD 9.10.1 To the extent known to the issuer, in place to ensure that such control is not abused. p. 66, p. 230, p. 284 to p. 288, p. 297 and 298, p.301 of 2020 URD 10.1 To the extent known to the issuer, in place to ensure the anade. p. 15, p.19, p. 20, p. 420 to p. 422, p. 447 to p.449, p. 456 to 461 of 2020 URD 10.2 A description of any arrangements, known to the issuer, in place to ensure that such control is not abused. p. 147, p. 338 to 140, 424 to 439 11.1 Historical financial information covering the latest two financial information covering the latest two financial accounting standards the propert of angle standards, the financial information is prepared according to international accounting standards the financial information is prepared according to t				
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information may not be older than 18 months from the date of			p. 340 to p. 34	10f 2020 URD
		information may not be older than 18 months from the date of		

	the registration document		
11.2	Auditing of historical annual financial information		
11.2.1	The historical financial information must be independently	2020 URD	2019 URD
	audited. The audit report shall be prepared in accordance with	p. 334 to p. 337,	p. 334 to 337, 417
	the Directive 2014/56/EU and Regulation (EU) No 537/2014.	p. 416 to p. 419	to 420
11.2.2	Indication of other information in the registration document	2020 URD	2019 URD
	which has been audited by the auditors.	p. 420 to p.422	p. 421 to 423
11.3	Legal and arbitration proceedings		
11.3.1	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	p. 109 to 110 of 2020 URD	
12.	MATERIAL CONTRACTS		
12.1	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 entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	p. 420 to 422	of 2020 URD

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued under the relevant EMTN Previous Conditions.

Information incorporated by reference	Reference	
EMTN Previous Conditions		
Base Prospectus dated 17 May 2019	Pages 39 to 71	
Base Prospectus dated 5 July 2018	Pages 33 to 60	
Base Prospectus dated 7 June 2017	Pages 79 to 107	

Non-incorporated parts of the base prospectuses of the Issuer dated 17 May 2019, 5 July 2018 and 7 June 2017 respectively are not relevant for investors."

RECENT EVENTS

The section "recent events" appearing on pages 65 to 84 of the Base Prospectus is supplemented by the following information which is also available for viewing on the Issuer's website (http://www.renault.com):

58. On 05 March 2021, S&P affirmed Renault's rating BB+ with a negative outlook.

59. 10 March 2021 - Appointments within the Alliance Renault - Nissan - Mitsubishi

Groupe Renault, Nissan Motor Co., Ltd. and Mitsubishi Motors Corporation announce today new appointments within the Alliance as of April 1st, 2021.

Véronique Sarlat-Depotte, currently Alliance EVP, Purchasing and Managing Director of Alliance Purchasing Organization (APO), is appointed Alliance General Secretary. She remains a member of the Board of Management (BoM) of Groupe Renault.

At the head of the Alliance Cooperation Office, her mission will be to coordinate the Alliance's major projects, to accelerate and deepen operational cooperation, and to broaden the fields of development and application for the benefit of the three member companies.

Gianluca De Ficchy is appointed Alliance EVP, Purchasing and Managing Director of Alliance Purchasing Organization (APO), replacing Véronique Sarlat-Depotte. He joins the Board of Management (BoM) of Groupe Renault.

Hadi Zablit, currently Alliance General Secretary, will leave his position on April, 1st, 2021:

"I would like to thank Groupe Renault and the members of the Board of the Alliance for trusting me during these many years for the creation and implementation of Renault Digital, for the development and implementation of strategic partnerships and more particularly for the relaunch and reconstruction of the Alliance's new cooperation model. I am handing over the Alliance General Secretariat to Véronique, to whom I wish success".

Jean-Dominique Senard, Chairman of the Alliance Operating Board and of Renault declared:

"I would like to warmly thank Hadi who was able to create this new breath of life at the level of the Alliance and who led these highly strategic cooperations for the three companies. His remarkable work allows us to look to the future with optimism, with a portfolio of projects that matches our ambitions. I welcome the arrival of Véronique and Gianluca, who, during their careers, have held various positions of responsibility at Renault and Nissan and have contributed to the strengthening of the Alliance. Thanks to their experience and their extensive knowledge of the member companies, they will be able to accelerate the transformation and the dynamics of cooperation within the Alliance, while broadening the fields of application."

Véronique Sarlat-Depotte, holds an engineering degree from the EPF (École Polytechnique Féminine).

She began her career at Renault in 1989 as part of the Purchasing Division. She has held several positions within Renault and Nissan, in France and Japan, within Purchasing, RNPO and CEO Office.

In 2005, she was appointed Deputy General Manager, Purchasing Strategy at Nissan Motors Limited in Japan before being promoted General Manager in 2007 at the Japan Headquarters. In 2009, she was appointed GM, RNPO Vehicle Body Parts within RNPO. In 2010, she was promoted Vice President, RNPO Body & Electrical. In 2014, she became Alliance Global Director, RNPO Body & Electrical.

On January 2015, Véronique Sarlat-Depotte became Deputy Managing Director of RNPO & Renault-Nissan Senior Vice President, Purchasing.

In November 2016, Véronique Sarlat-Depotte has been Alliance Global Executive Vice President, Purchasing, and President of RNPO (Renault Nissan Purchasing Organization).

Since April 2018, RNPO's scope has been extended to include Mitsubishi's purchasing activity. This structure is renamed the Alliance Purchasing Organization and Véronique Sarlat-Depotte takes the lead as Alliance EVP, Purchasing and Managing Director of Alliance Purchasing Organization (APO).

Since March 1st, 2019, Véronique Sarlat-Depotte is member of Groupe Renault Executive Committee which was renamed Board of Management on January 1, 2021. As of April 1st, 2021, Véronique Sarlat-Depotte, is appointed Alliance General Secretary. She remains a member of the Board of Management (BoM) of Groupe Renault.

Gianluca De Ficchy graduated in Economics from LUISS University in Rome. He started his career at Ernst & Young in 1994 and then joined Groupe Renault in 2001 as Finance Director of RCI Banque in Italy.

In 2004, he was appointed Director of Planning & Management Control at RCI Banque. In 2007, he joined FGA Capital, a joint venture between Crédit Agricole and Fiat S.p.A., of which he became Chairman and CEO in 2013.

In October 2014, Gianluca De Ficchy was appointed Chief Executive Officer of RCI Bank and Services. In April 2016, he became Chairman of the Board of Directors of DIAC S.A., while retaining his position as Chief Executive Officer of RCI Bank and Services. In 2017, he was appointed member of Groupe Renault Management Committee (CDR). In April 2018, Gianluca De Ficchy joined Nissan as Senior Vice President and Chairperson of Management Committee for Europe.

Since October 1st, 2020, Gianluca De Ficchy was Nissan's Chairman for the AMIEO region, which covers the activities of the Group's brands in Africa, the Middle East, India, Europe (including Russia) and Oceania.

As of April 1st 2021, Gianluca De Ficchy is appointed Alliance EVP, Purchasing and Managing Director of Alliance Purchasing Organization (APO) and joins the Board of Management (BoM) of Groupe Renault.

60. 10 March 2021 - New step in Alliance cooperation: Groupe Renault to supply models for Mitsubishi Motors in Europe

Starting 2023, Mitsubishi Motors will procure two models produced by Groupe Renault, for selected markets in Europe.

Groupe Renault and Mitsubishi Motors Corporation today announced a new step in their operational cooperation.

Mitsubishi Motors has decided to procure OEM-model vehicles from Renault, bestsellers on the European market which already meet regulatory requirements, for selected major markets in Europe. Starting 2023, Mitsubishi Motors will thus sell two "sister models" produced in Groupe Renault plants, which are based on the same platforms but with differentiations, reflecting the Mitsubishi brand's DNA.

A model mix of the newly launched Mitsubishi Eclipse Cross PHEV and the Renaultdeveloped sister models will enable Mitsubishi Motors to be more competitive in the market.

"I am very happy to see Mitsubishi Motors building a new line-up in Europe. The Alliance aims to enhance competitiveness and enable more effective resource-sharing for the benefit of all three companies. Our approach is collaborative, relying on mutual respect, with a clear intention to boost the performance of each company, allowing individual companies to capitalize on their own strengths, avoid duplication of resources and improve efficiencies," said Jean-Dominique Senard, Chairman of the Alliance Operating Board and Renault.

"Mitsubishi Motors welcomes Renault's OEM models for the European market, and ultimately new customers. Mitsubishi Motors has been implementing structural reforms in Europe and our decision to freeze new car development for the European Market, announced in July 2020 in our mid-term business plans, remains. However, the OEM supply agreement will provide us with a solution to offer new products developed and manufactured in Europe– alongside our ongoing after sales business," said Takao Kato, CEO Mitsubishi Motors.

"Our new approach within the Alliance, focusing on impactful and meaningful projects, is turning into reality. This pragmatic, value-driven initiative will make a difference in our plants, in our partner's footprint and on the European streets. This beautiful project meets all partners' expectations from a design, regulatory and business perspective. This is what the Alliance is meant for and we are very happy, at

Groupe Renault, to contribute to this new step in its history of cooperation." said Luca de Meo, CEO Groupe Renault.

In line with the Alliance announcement last May 2020, Groupe Renault, Nissan Motor Co., Ltd. and Mitsubishi Motors, the members of one of the world's leading automotive alliances, keep working on several initiatives to enhance competitiveness and realize further growth of the three partner companies by leveraging their respective leadership positions and geographic strengths.

61. 11 March 2021 - Renault Retail Group redefines its business model in France

- As part of its plan to change the scope of consolidation announced in 2020, Renault Retail Group (RRG) is resizing its activities in France this year.
- The plan calls for the sale of eight dealerships to reliable and robust purchasers while preserving jobs.
- In a radically changing automotive market, RRG is rethinking its business model to meet the new needs of its customers and improve its profitability over the long term.

Renault Retail Group (RRG), a wholly owned subsidiary of Groupe Renault, announces the continuation of its project to change the scope of consolidation for the year 2021.

This project initiated in 2020 was presented today at the Central Social and Economic Committee. It comprises the disposal of eight dealerships in France. RRG has identified, with the support of Renault's market area France, reliable and robust purchasers - already marketing the group's brands - to enable business to continue and jobs to be maintained.

RRG is today operating in an automotive sector that is becoming increasingly digital and reducing the number of intermediaries. RRG must therefore rethink its business model in depth and follow the path of sustainable profitability by taking into account the profound changes in the automotive market and the evolution of customer needs. This transformation is fully in line with Groupe Renault's Renaulution strategic plan.

62. 12 March 2021 - Renault announces that the 2020 Universal Registration Document is filed with the French Financial Markets Authority.

The 2020 Universal Registration Document (French version) is available on Renault website <u>www.group.renault.com</u>, tab Finance, in the 'Regulated information'.

The English version will follow soon.

63. 12 March 2021 - Renault announces the successful sale of its entire stake in Daimler

On March 12, 2021, Renault S.A. announced the successful sale of its entire stake in Daimler AG (i.e. 16,448,378 shares representing 1.54% of the share capital of

Daimler) at a price of 69.50 euros per share (i.e., a total amount of c. 1.143 billion euros), through a placement to qualified investors, as defined in Article 2 point (e) of Regulation (EU) 2017/1129, as amended, by way of an accelerated book building process.

The proceeds of this sale will allow the Renault Group to accelerate the financial deleveraging of its Automotive activity. The industrial partnership between the Renault Group and Daimler remains unchanged and is not impacted by this financial transaction¹.

Settlement of the Offering should take place on March 16, 2021 at the latest.

64. 15 March 2021 – Waiver of certain provisions of the Master Cooperation Agreement with Daimler

RENAULT and Daimler AG ("Daimler") have executed on March 10, 2021 a deed of waiver (the "deed") of certain provisions of the master cooperation agreement (the "master cooperation agreement") entered into on April 6, 2010 between RENAULT, Nissan Motor Co. Ltd, Renault-Nissan B.V. and Daimler².

Pursuant to the provisions of this deed, RENAULT has waived its right of first offer under the master cooperation agreement in the event of a transfer by Daimler (or one of its subsidiaries) of all or part of its RENAULT shares by way of one or more placements to investors in the capital markets with an accelerated bookbuilding process. However, Daimler has undertaken not to transfer its RENAULT shares to a competitor of RENAULT in this context and to notify RENAULT of the launch and completion of any such transaction.

On March 12, 2021, RENAULT sold its entire stake in Daimler through a placement by way of an accelerated bookbuilding process (the "placement") (see press releases issued by RENAULT on March 11 and 12, 2021). Prior to the launch of such placement by RENAULT, Daimler waived its right of first offer under the master cooperation agreement.

The other provisions of the master cooperation agreement remain unchanged.

¹ Except for the waiver (to ensure reciprocity among the two companies) of the obligation for Daimler to propose first to Renault to acquire its shares in case of a sale through a capital markets transaction. ² See D&I n° 210C0324 dated April 14, 2010. Daimspain, S.L.U., Daimspain DAG, S.L.U. and Daimspain DT, S.L.U., subsidiaries of Daimler AG, currently hold 9 167 391 RENAULT shares representing 3.10% of the share capital.

PERSON RESPONSIBLE FOR THIS SUPPLEMENT

To the best of the knowledge of the Issuer, the information contained in this Fifth Supplement is in accordance with the facts and contains no omission likely to affect its import.

> Renault 13-15, quai le Gallo, 92100 Boulogne Billancourt France Duly represented by: Clotilde Delbos CFO

> > Dated 19 March 2021

