

24 March 2015

RCI Banque

Issue of Euro 40,000,000 0.02 per cent. Notes due 17 June 2016

under the €12,000,000,000

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 1 September 2014 and the supplement to the Base Prospectus dated 23 February 2015 which together constitute a base prospectus for the purposes of the Directive 2003/71/EU (as amended by Directive 2010/73/EU) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive 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. The Base Prospectus and the Supplement to the Base Prospectus dated 23 February 2015 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.rcibanque.com).

1. (a) Series Number: 289
(b) Tranche Number: 1
2. Specified Currency or Currencies: Euro
3. Aggregate Nominal Amount:
 - (a) Series: Euro 40,000,000
 - (b) Tranche: Euro 40,000,000
4. Issue Price: 99.74 per cent. of the Aggregate Nominal Amount
5. (a) Specified Denomination(s): Euro 100,000

(b) Calculation Amount: Euro 100,000
6. (a) Issue Date: 26 March 2015

	(b) Interest Commencement Date:	Issue Date
7.	Maturity Date:	17 June 2016
8.	Interest Basis:	0.02 per cent. Fixed Rate (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 100 per cent. of their nominal amount.
11.	Put/Call Options:	Not Applicable
12.	(a) Status of the Notes:	Senior
	(b) Date of corporate authorisation for issuance of Notes obtained:	23 July 2014
13.	Method of Distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate of Interest:	0.02 per cent. per annum payable annually in arrear
	(b) Interest Payment Date(s):	17 June in each year commencing 17 June 2015 up to and including the Maturity Date. There will be a short coupon in respect of the first Interest Period from and including, the Interest Commencement Date to but excluding, the first Interest Payment Date (the "First Short Coupon"). Adjusted in accordance with Following Business Day Convention, <i>not adjusted</i> .
	(c) Fixed Coupon Amount(s):	Euro 20.00 per Calculation Amount, except for the First Short Coupon
	(d) Broken Amount(s):	For First Short Coupon: Euro 4.54 per Calculation Amount
	(e) Day Count Fraction:	Actual /Actual (ICMA)

- | | | |
|-----|--|----------------------|
| (f) | Determination Date(s): | 17 June in each year |
| (g) | Party responsible for calculating 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

- | | | |
|-----|---|-------------------------------------|
| 18. | Issuer Call:
(Condition 7(d)) | Not Applicable |
| 19. | Put Option:
(Condition 7(e)) | Not Applicable |
| 20. | Make-whole Redemption:
(Condition 7(f)) | Not Applicable |
| 21. | Final Redemption Amount of each Note: | Euro 100,000 per Calculation Amount |
| 22. | 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 7(g): | Euro 100,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

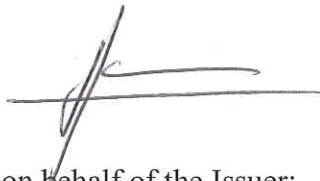
- | | | |
|-----|-------------------------------------|--|
| 23. | Form of Notes: | Dematerialised Notes |
| | (i) Form of Dematerialised Notes: | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent: | Not Applicable |
| | (iii) Temporary Global Certificate: | Temporary Global Certificate exchangeable for Definitive Materialised Bearer Notes on the Exchange Date, being 40 calendar days after the Issue Date subject to postponement as provided in the Temporary Global Certificate |

24. New Global Note: Yes
25. Financial Centre(s) or other special provisions relating to payment days: TARGET2 and London
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
27. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
28. Redenomination, renominatisation and reconventioning provisions: Not Applicable
29. Consolidation provisions: Not Applicable
30. Representation of Noteholders/Masse: Condition 13 applies
- The Initial Representative shall be:
MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
7 bis, rue de Neuilly
92110 Clichy
France
- Mailing address:
33, rue Anna Jacquin
92100 Boulogne-Billancourt
France
- Represented by its Chairman
- The Alternative Representative shall be:
- Gilbert Labachotte
8, boulevard Jourdan
75014 Paris
France
- The Representative will be entitled to a remuneration of Euro 450 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue date.
- 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.

DISTRIBUTION

31. (a) If syndicated, names and addresses of Managers: Not Applicable
32. If non-syndicated, name and addresses of Dealer: Société Générale
Tour Société Générale
17 cours Valmy
92987 Paris La Défense Cedex
France
33. U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA Not Applicable



Signed on behalf of the Issuer:

By: **Jean-Marc SAUGIER**
VP Finance and Group Treasurer
Finance and Treasury Division

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission and trading Application has been made by the Issuer (or on its behalf) for the Notes to be *Euronext Paris* with effect from 26 March 2015.
- (ii) Estimate of total expenses Euro 1,300.00 related to the admission to trading:

2. RATINGS

Ratings:

The Notes to be issued are rated:

Standard & Poor's Credit Market Services France "S&P": BBB (negative outlook).

Moody's Investors Service Ltd. "Moody's": Baa3 (on review for upgrade).

S&P and Moody's are established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "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 CRA Regulation.

3. NOTIFICATION

The AMF has provided the *Autoriteit Financiële Markten* in the Netherlands, *Bundesanstalt für Finanzdienstleistungsaufsicht* in Germany, the Financial Services and Markets Authority in Belgium, *Finanstilsynet* in Denmark, the *Commissione Nazionale per le Società e la Borsa* in Italy and the *Commission de Surveillance du Secteur Financier* in Luxembourg with a certificate of approval attesting that the Base Prospectus dated 1 September 2014 has been drawn up in accordance with the Prospectus Directive.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "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.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: General financing purposes of the Issuer and its consolidated subsidiaries.

(ii) Estimated net proceeds: Euro 39,896,000.00

6. FIXED RATE NOTES ONLY – YIELD

Indication of yield: 0.232 per cent. per annum

7. OPERATIONAL INFORMATION

ISIN Code: FR0012647873

Common Code: 120936620

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* 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
United Kingdom