

11 May 2015

RCI Banque

Issue of Euro 200,000,000 Floating Rate Notes due November 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: 291
(b) Tranche Number: 1
2. Specified Currency or Currencies: Euro
3. Aggregate Nominal Amount:
(a) Series: Euro 200,000,000
(b) Tranche: Euro 200,000,000
4. Issue Price: 100.00 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: 13 May 2015
(b) Interest Commencement Date: Issue Date

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| 7. | Maturity Date: | Interest Payment Date falling in or nearest November 2016 |
| 8. | Interest Basis: | 3 Months Euribor + 0.33 per cent. Floating Rate

(further particulars specified in Paragraph 15 (as applicable)) |
| 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

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| 14. | Fixed Rate Note Provisions | Not Applicable |
| 15. | Floating Rate Note Provisions | Applicable |
| | (a) Interest Period(s): | The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each subsequent period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next Interest Payment. |
| | (b) Specified Period(s)/Interest Payment Dates: | 14 August, 14 November, 14 February, 14 May in each year beginning on 14 August 2015 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in 15(d) below. |
| | (c) First Interest Payment Date: | 14 August 2015 |
| | (d) Business Day Convention: | Modified Following Business Day Convention |

(e)	Business Centre(s):	TARGET 2
(f)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(g)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount (if not the Fiscal Agent):	Not Applicable
(h)	Screen Rate Determination:	
	- Reference Rate:	Euribor 3 Months
	- Interest Determination Date(s):	The second day on which the TARGET 2 System is open prior to the start of each Interest Period, at 11.00 AM Paris Time.
	- Relevant Screen Page:	Reuters page EURIBOR01
(i)	FBF Determination:	Not Applicable
(j)	ISDA Determination:	Not Applicable
(k)	Margin(s):	+0.33 per cent. per annum
(l)	Minimum Rate of Interest:	Not Applicable
(m)	Maximum Rate of Interest:	Not Applicable
(n)	Floating Day Count Fraction:	Actual/360
16.	Inflation Linked Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Issuer Call	Not Applicable
19.	Put Option:	Not Applicable
20.	Make-whole Redemption:	Not Applicable
21.	Final Redemption Amount of each Note:	Euro 100,000 per Calculation Amount
22.	Early Redemption Amount: Early Redemption Amount(s) per	Euro 100,000 per Calculation Amount

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):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 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: | Not Applicable |
| 24. | New Global Note: | No |
| 25. | Financial Centre(s) or other special provisions relating to payment days: | TARGET 2 |
| 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 replaced by the full provisions of French Code of Commerce relating to the Masse |
- 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

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| 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 admitted to trading on *Euronext Paris* with effect from 13 May 2015.
- (ii) Estimate of total expenses Euro 1,350.00 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

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 200, 000, 000

6. FIXED RATE NOTES ONLY – YIELD

Indication of yield: Not Applicable

Calculated as [*include details of method of calculation in summary form*] on the Issue Date.

7. FLOATING RATE NOTES ONLY – HISTORIC INTEREST RATES

Details of historic 3 Months EURIBOR rates can be obtained from EURIBOR 01.

8. OPERATIONAL INFORMATION

ISIN Code: FR0012719607

Common Code: 122928691

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 E14LB UK