

The final terms have been prepared for the purpose of Article 5(4) of Directive 2003/71/EC and must be read in conjunction with the Base Prospectus and its supplement(s). The Base Prospectus and its supplement(s) are published in accordance with Article 14 of Directive 2003/71/EC. In order to get the full information both the Base Prospectus and the final terms must be read in conjunction.

8 April 2016

RCI Banque

Issue of EUR 300,000,000 Callable Fixed to Floating Rate Notes due April 2018

under the €14,000,000,000

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 28 August 2015 (the **Base Prospectus**) as supplemented by a supplement dated 4 March 2016 (the **Supplement**) 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 the Base Prospectus and the Supplement.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and the Supplement. The Base Prospectus and the Supplement 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).

1. (a) Series Number: 295
(b) Tranche Number: 1
2. Specified Currency or Currencies: Euros (**EUR**)
3. Aggregate Nominal Amount:
 - (a) Series: EUR 300,000,000
 - (b) Tranche: EUR 300,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5. (a) Specified Denomination(s): EUR 100,000

	(b)	Calculation Amount:	EUR 100,000
6.	(a)	Issue Date:	11 April 2016
	(b)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	Interest Payment Date falling in or nearest to April 2018
8.		Interest Basis:	0.25 per cent. Fixed Rate for the first year then 3 month EURIBOR + 0.65 per cent. Floating Rate (further particulars specified in Paragraphs 14 and 15 below)
9.		Change of Interest Basis or Redemption/Payment Basis:	Applicable Fixed Rate for the period from and including the Interest Commencement Date to but excluding 11 April 2017 then Floating Rate
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:	Issuer Call (further particulars specified in Paragraph 18 below)
12.	(a)	Status of the Notes:	Senior
	(b)	Date of corporate authorisation for issuance of Notes obtained:	1 December 2015
13.		Method of Distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.		Fixed Rate Note Provisions	Applicable
	(a)	Rate of Interest:	0.25 per cent. per annum payable quarterly in arrear
	(b)	Interest Payment Date(s):	11 July 2016, 11 October 2016, 11 January 2017 and 11 April 2017 adjusted in accordance with the Modified Following Business Day Convention
	(c)	Fixed Coupon Amount(s):	Not Applicable
	(d)	Broken Amount(s):	Not applicable

(e)	Day Count Fraction:	Actual/360, adjusted
(f)	Determination Date(s):	Not Applicable
(g)	Party responsible for calculating Interest Amounts (if not the Calculation Agent):	The Calculation Agent
15.	Floating Rate Note Provisions	Applicable
(a)	Interest Period(s):	As per Conditions, quarterly.
(b)	Specified Period(s)/Interest Payment Dates:	Quarterly, 11 January, 11 April, 11 July and 11 October in each year from and including the First Interest Payment Date to and including the Maturity Date
(c)	First Interest Payment Date:	11 July 2017
(d)	Business Day Convention:	Modified Following Business Day Convention
(e)	Additional Business Centre(s):	Not Applicable
(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:	Applicable
	- Reference Rate:	3 Month EURIBOR
	- Interest Determination Date(s):	Two (2) TARGET Business Days prior to the start of each Interest Period
	- Relevant Screen Page:	Reuters "EURIBOR01" page
(i)	FBF Determination:	Not Applicable
	- Floating Rate (<i>Taux Variable</i>):	Not Applicable
	- Floating Rate Determination Date (<i>Date de Détermination du Taux</i>):	Not Applicable

Variable):

(j)	ISDA Determination:	Not Applicable
	- Floating Rate Option:	Not Applicable
	- Designated Maturity:	Not Applicable
	- Reset Date:	Not Applicable
(k)	Margin(s):	+0.65 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, adjusted
16.	Inflation Linked Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
18.	Issuer Call: (Condition 7(d))	Applicable
(a)	Optional Redemption Date(s):	11 April 2017
(b)	Optional Redemption Amount(s) of each Note:	EUR 100,000 per Calculation Amount
(c)	If redeemable in part:	Not Applicable
	(i) Minimum Redemption Amount:	Not Applicable
	(ii) Maximum Redemption Amount:	Not Applicable
(d)	Notice period:	Any calendar day from and including 1 April 2016 (any time) to and including 6 April 2017 (5pm TARGET Business Day).
19.	Put Option: (Condition 7(e))	Not Applicable
20.	Make-whole Redemption:	Not Applicable

(Condition 7(f))

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| 21. Final Redemption Amount of each Note: | EUR 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): | EUR 100,000 per Calculation Amount |

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. Financial Centre(s) or other special provisions relating to payment days: | Not Applicable |
| 25. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Yes |
| 26. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 27. Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 28. Consolidation provisions: | Not Applicable |
| 29. Representation of Noteholders/Masse: | Condition 13 applies |
| | The Initial Representative shall be: |
| | MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
7Bis rue de Neuilly
F-92110 Clichy |
| | Mailing address: |

The Alternative Representative shall be:

Gilbert Labachotte
8 Boulevard Jourdan
F-75014 Paris

The Representative will be entitled to a remuneration of EUR 450 per year.

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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| 30. | (a) If syndicated, names and addresses of Managers: | Not Applicable |
| | (b) Date of Subscription Agreement: | Not Applicable |
| | (c) Stabilising Manager(s) (if any): | Not Applicable |
| 31. | If non-syndicated, name and addresses of Dealer: | BNP Paribas, 10 Harewood Avenue, London NW1 6AA, United Kingdom |
| 32. | 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 listed on Euronext Paris with effect from the Issue Date.
- (ii) Estimate of total expenses EUR 6,900 related to the admission to trading:

2. RATINGS

Ratings: The Notes are expected to be rated:

Standard & Poor's Credit Market Services France
"S&P": BBB

Moody's Investors Service Ltd. "Moody's": Baa1
(stable outlook)

S&P and Moody's are established in the EEA and are 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. NOTIFICATIONS

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 28 August 2015 and the Supplement dated 4 March 2016 has been drawn up in accordance with the Prospectus Directive.

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

"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

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

6. FIXED RATE NOTES ONLY – YIELD

Not Applicable

7. FLOATING RATE NOTES ONLY – HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters page EURIBOR01.

8. OPERATIONAL INFORMATION

ISIN Code: FR0013149986

Common Code: 139284151

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Euroclear France

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