

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.

28 November 2016

RCI Banque

**Issue of EUR 150,000,000 Callable Fixed to Floating Rate Notes due November 2018
(the “Notes”)**

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 31 August 2016 which constitutes 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.

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. The Base Prospectus is 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).

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|----|-----------------------------------|----------------------------|---|
| 1. | (a) | Series Number: | 300 |
| | (b) | Tranche Number: | 1 |
| 2. | Specified Currency or Currencies: | | Euro (EUR) |
| 3. | Aggregate Nominal Amount: | | |
| | (a) | Series: | EUR 150,000,000 |
| | (b) | Tranche: | EUR 150,000,000 |
| 4. | Issue Price: | | 100 per cent. of the Aggregate Nominal Amount |
| 5. | (a) | Specified Denomination(s): | EUR 100,000 |

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| | (b) | Calculation Amount: | EUR 100,000 |
| 6. | (a) | Issue Date: | 30 November 2016 |
| | (b) | Interest Commencement Date: | Issue Date |
| 7. | | Maturity Date: | The Interest Payment Date falling in or nearest to 30 November 2018 |
| 8. | | Interest Basis: | 0.10 per cent. Fixed Rate;

3 months EURIBOR + 0.55 per cent. Floating Rate

(further particulars specified in Paragraphs 14 and 15 below (as applicable)) |
| 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 30 November 2017 and thereafter Floating Rate up to but excluding the Maturity Date. |
| 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 (as applicable)) |
| 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

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (a) | Rate(s) of Interest: |
| | | 0.10 per cent. per annum payable quarterly in arrear |

- Relevant Screen Page:	Reuters page EURIBOR01 at 11.00 am (Brussels time).
(i) FBF Determination:	Not Applicable
- Floating Rate (<i>Taux Variable</i>):	Not applicable
- Floating Rate Determination Date (<i>Date de Détermination du Taux Variable</i>):	Not applicable
(j) ISDA Determination:	Not applicable
- Floating Rate Option:	Not applicable
- Designated Maturity:	Not applicable
- Reset Date:	Not applicable
(k) Margin(s):	+ 0.55 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: (Condition 8(d))	Applicable
(a) Optional Redemption Date(s):	30 November 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 on which TARGET2 System is operating from 17 November 2017 to 25 November 2017
19.	Put Option: (Condition 8(e))	Not Applicable
20.	Make-whole Redemption: (Condition 8(f))	Not Applicable
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 8(g):	EUR 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:	Not Applicable
24.	Financial Centre(s) or other special provisions relating to payment days:	TARGET2 System
25.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
26.	Details relating to Instalment Notes:	Not Applicable
	(i) Instalment Amounts:	Not applicable
	(ii) Instalment Dates:	Not applicable
27.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable

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| 28. | Consolidation provisions: | Not Applicable |
| 29. | Representation of
Noteholders/Masse: | <p>Condition 13 applies.</p> <p>The Initial Representative shall be:</p> <p>MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
7bis rue de Neuilly
F-92110 Clichy</p> <p>Mailing address:
33, rue Anna Jacquin
92100 Boulogne Billancourt
France</p> <p>Represented by its Chairman.</p> <p>The Representative will be entitled to a remuneration of EUR 450 (VAT excluded) per year.</p> <p>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.</p> |

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: | <p>Société Générale
Tours Société Générale
17 cours Valmy
92987 Paris La Défense Cedex
France</p> |
| 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

A handwritten signature in dark ink, consisting of a horizontal line with two diagonal strokes crossing it, and a small horizontal tick mark to the right.

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 1,825 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 (stable outlook)

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

Standard & Poor's Credit Market Services France and Moody's Investors Service Ltd. are established in the EEA and are registered under Regulation (EU) No 1060/2009, as amended (the "CRA Regulation"). As such Standard & Poor's Credit Market Services France and Moody's Investors Service Ltd. 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 31 August 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

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

6. *FIXED RATE NOTES ONLY* – YIELD

Indication of yield: 0.10 per cent. per annum

Calculated on the basis of the Issue Price of the Notes on the Issue Date. It is not an indication of future year.

7. *FLOATING RATE NOTES ONLY* – HISTORIC INTEREST RATES

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

8. *INFLATION LINKED NOTES ONLY* – PERFORMANCE OF INDEX, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not applicable

9. OPERATIONAL INFORMATION

ISIN Code: FR0013221355

Common Code: 152749708

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

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable