

30 November 2016

**RCI Banque**

**Issue of EUR 180,000,000 Floating Rate Notes due December 2019 (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](http://www.amf-france.org)) and (b) the Issuer ([www.rcibs.com](http://www.rcibs.com)).

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|----|-----|-----------------------------------|--|
| 1. | (a) | Series Number:                    | 301  |
|    | (b) | Tranche Number:                   | 1  |
| 2. |     | Specified Currency or Currencies: | Euro (EUR)   |
| 3. |     | Aggregate Nominal Amount:         |  |
|    | (a) | Series:                           | EUR 180,000,000  |
|    | (b) | Tranche:                          | EUR 180,000,000  |
| 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:                       | 2 December 2016  |
|    | (b) | Interest Commencement Date:       | Issue Date   |
| 7. |     | Maturity Date:                    | The Interest Payment Date falling in or nearest to 2 December 2019 |

- |     |   |   |
|-----|---|---|
| 8.  | Interest Basis:   | 3 Months EURIBOR + 0.60 per cent. Floating Rate<br><br>(further particulars specified in Paragraph 15 below (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: | 1 December 2015   |
| 13. | Method of Distribution:   | Non-syndicated  |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|---|
| 14. | <b>Fixed Rate Note Provisions</b>               | Not Applicable  |
| 15. | <b>Floating Rate Note Provisions</b>            | Applicable  |
|     | (a) Interest Period(s):                         | As per specified in Conditions  |
|     | (b) Specified Period(s)/Interest Payment Dates: | 2 March, 2 June, 2 September and 2 December, in each year commencing on 2 March 2017 up to the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in Paragraph 15 (d) below. |
|     | (c) First Interest Payment Date:                | 2 March 2017, subject to adjustment in accordance with the Business Day Convention set out in Paragraph 15 (d) below.   |
|     | (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 Months EURIBOR
	- Interest Determination Date(s):	Two (2) business days before the start of the relevant Interest Period
	- 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:	
	- Floating Rate Option:	Not applicable
	- Designated Maturity:	Not applicable
	- Reset Date:	Not applicable
(k)	Margin(s):	+ 0.60 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.	<b>Inflation Linked Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

- |     |   |                                    |
|-----|---|------------------------------------|
| 18. | <b>Issuer Call:</b><br>(Condition 8(d))   | Not Applicable                     |
| 19. | <b>Put Option:</b><br>(Condition 8(e))  | Not Applicable                     |
| 20. | <b>Make-whole Redemption:</b><br>(Condition 8(f))   | Not Applicable                     |
| 21. | <b>Final Redemption Amount of each Note:</b>  | EUR 100,000 per Calculation Amount |
| 22. | <b>Early Redemption Amount:</b> 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 |

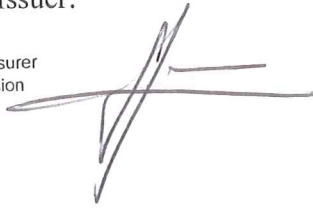
## GENERAL PROVISIONS APPLICABLE TO THE NOTES

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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:   | TARGET2  |
| 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                                   |

- |                     |   |  |
|---------------------|---|--|
| 28.                 | Consolidation provisions:                           | Not Applicable   |
| 29.                 | Representation of<br>Noteholders/Masse:             | <p>Condition 13 applies<br/>The Initial Representative shall be:</p> <p>MASSQUOTE S.A.S.U.<br/>RCS 529 065 880 Nanterre<br/>7bis rue de Neuilly<br/>F-92110 Clichy</p> <p>Mailing address:<br/>33, rue Anna Jacquin<br/>92100 Boulogne Billancourt<br/>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> |
| <b>DISTRIBUTION</b> |   |  |
| 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<br/>Tours Société Générale<br/>17 cours Valmy<br/>92987 Paris La Défense Cedex<br/>France</p>  |
| 32.                 | U.S. Selling Restrictions:                          | Reg. S Compliance Category 1; TEFRA not applicable   |

Signed on behalf of the Issuer:

By: <sup>Jean-Marc SAUGIER</sup>  
VP Finance and Group Treasurer  
Finance and Treasury Division

A handwritten signature in dark ink, consisting of a series of overlapping loops and a long horizontal stroke extending 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 2,300 related to the admission to trading:

### 2. RATINGS

Ratings:    The Notes to be issued are expected to be rated :

Standard & Poor's Credit Market Services France ("S&P"): BBB  
Moody's Investors Service Ltd. ("Moody's"): Baa1

Standard & Poor's Credit Market Services France and Moody's Investors Service Ltd. are established in the EEA and 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**

Not applicable

**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: FR0013221629

Common Code: 152806710

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