

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.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines on MiFID II product governance requirements published by ESMA dated 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended) ("**Prospectus Directive**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

9 November 2018

RCI Banque

***Issue of €250,000,000 Callable Fixed to Floating Rate Notes due 13 November 2020
under the €23,000,000,000Euro Medium Term Note Programme***

PART 1 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 3 September 2018 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC (as amended) (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).

The validity of the Base Prospectus dated 3 September 2018, under which the Notes described in these Final Terms have been offered, ends on 3 September 2019. From this point in time, these Final Terms are to be read in conjunction with the most recent base prospectus of the Issuer for the issuance of Notes (including, for the avoidance of doubt, the Conditions contained in such most recent base prospectus) which follows such most recent base prospectus. Such most recent base prospectus and any reference in these Final Terms to "Base Prospectus" shall be read as a reference to that most recent base prospectus. Such most recent base prospectus of the Issuer for the issuance of Notes will be 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: | 321 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which Notes become fungible: | Not Applicable |
| 2. | Specified Currency or Currencies: | Euro ("EUR") |
| 3. | Aggregate Nominal Amount: | |
| | (a) Series: | EUR 250,000,000 |
| | (b) Tranche: | EUR 250,000,000 |
| 4. | Issue Price: | 100.11 per cent. of the Aggregate Nominal Amount. |
| 5. | (a) Specified Denomination(s): | EUR 100,000 |
| | (b) <i>Calculation Amount</i> : | EUR 100,000 |

6.	(a) Issue Date:	13 November 2018
	(b) Interest Commencement Date:	Issue Date
7.	Maturity Date:	Interest Payment Date falling in or nearest to 13 November 2020
8.	Interest Basis:	0.03 per cent. Fixed Rate 3 months Euribor + 0.62 percent. Floating Rate (further particulars specified in Paragraphs 14 and 15 below)
9.	<i>Change of Interest Basis or Redemption/Payment Basis:</i>	Applicable Fixed rate for the period from and including the Interest Commencement Date to but excluding 13 November 2019 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 par.
11.	Put/Call Options:	Issuer Call (further particulars specified in Paragraphs 18 below)
12.	(a) Status of the Notes:	Senior Preferred Notes
	(b) Date of corporate authorisation for issuance of Notes obtained:	8 December 2017
13.	Method of Distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate of Interest:	0.03 per cent. per annum payable annually in arrear
	(b) Interest Payment Date:	13 November 2019; not adjusted
	(c) Fixed Coupon Amount:	EUR 30 per Calculation Amount
	(d) Initial Broken Amount:	Not Applicable
	(e) Final Broken Amount:	Not Applicable

(f) Day Count Fraction:	Actual /Actual (ICMA)
(g) Determination Date:	13 November 2019
(h) Party responsible for calculating Interest Amounts (if not the Calculation Agent):	Not Applicable
15. Floating Rate Note Provisions	Applicable
(a) Interest Period(s):	From and including 13 November 2019 to but excluding the Maturity Date
(b) Interest Payment Dates:	13 February 2020, 13 May 2020, 13 August 2020 and the Maturity Date, subject to adjustment in accordance with Business Day Convention set out in Paragraph 15 (d) below.
(c) First Interest Payment Date:	13 February 2020
(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
- FBF Definitions	Not Applicable
- Floating Rate (Taux Variable):	Not Applicable
- -Floating Rate Determination Date (Date de Détermination du Taux Variable):	Not Applicable
(j) ISDA Determination:	Not Applicable

- Floating Rate Option:	Not Applicable
- Designated Maturity:	Not Applicable
- Reset Date:	Not Applicable
- ISDA Definitions:	Not Applicable
(k) Margin:	+ 0.62 per cent. per annum
(l) Minimum Rate of Interest:	Not Applicable
(m) Maximum Rate of Interest:	Not Applicable
(n) Rate Multiplier:	Not Applicable
(o) Benchmark:	EURIBOR
(p) 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)) (a) Optional Redemption Date: (b) Optional Redemption Amount(s) of each Note: (c) Notice period:	Applicable 13 November 2019 EUR 100,000 per Calculation Amount Any calendar day on which TARGET2 system is operating from 31 October 2019 to 08 November 2019
19.	Put Option: (Condition 8(e))	Not Applicable
20.	Make-whole Redemption: (Condition 8(f))	Not Applicable
21.	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(i):	EUR 100,000 per Calculation Amount
22.	Events of Default for Senior Preferred Notes:	The Events of Default specified in Condition 11(a) are applicable.
23.	Prior Approval of the Relevant Regulator:	Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	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
25.	Financial Centre(s) or other special provisions relating to payment days:	TARGET2 system
26.	Talons for future Coupons or Receipts to be attached to Definitive Materialised	No

Notes (and dates on which such Talons mature):

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| 27. | Details relating to Instalment Notes: | Not Applicable |
| | (i) Instalment Amounts: | Not Applicable |
| | (ii) Instalment Dates: | Not Applicable |
| 28. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 29. | Consolidation provisions: | Not Applicable |
| 30. | Representation of Noteholders/Masse: | Condition 13 applies. |
- Name and address of the Initial Representative:
- MASSQUOTE S.A.S.U
RCS 529 065 880 Nanterre
7bis rue de Neuilly
F-92110 Clichy
- Mailing address:
33, rue Anna Jacquin
F-92100 Boulogne-Billancourt
- Represented by its Chairman
- The Representative will be entitled to a remuneration of EUR [450] per year (VAT excluded).
- 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 the Maturity Date.

DISTRIBUTION


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| 31. | (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 |

32. If non-syndicated, name and addresses of Dealer: SOCIETE GENERALE
Tours Société Générale
17 Cours Valmy
F-92987 Paris La Défense Cedex
33. U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA not applicable
34. Prohibition of Sales to EEA Retail Investors: Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised



Jean-Marc SAUGIER
VP Finance and Group Treasurer
Finance and Treasury Division

PART 2 OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Admission and trading | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to <i>Euronext Paris</i> with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to the admission to trading: | EUR 2,425 (excluding AMF's fees) |

2. RATINGS

Ratings:

The Notes to be issued are rated:

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

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

Rating & Investment Information Inc ("**R&I**") : BBB+ A- From November 8 2018

Standard & Poor's Credit Market Services France S.A.S. and Moody's Investors Service Ltd, each of which, is 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 S.A.S. 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.

Rating & Investment Information Inc. is not established in the EEA and is not certified under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**") and the rating it has given to the Notes is not endorsed by a credit rating agency established in the EEA and registered under 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 03 September 2018 has been drawn up in accordance with the Prospectus Directive.

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

Save for the fees payable to the Dealer and as discussed in “Risk factors (Potential conflict of interest)” and “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. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform any other services for, the Issuer and its affiliates in the ordinary course of business.

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

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| (i) Reasons for the offer: | General financing purposes of the Issuer and its consolidated subsidiaries. |
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6. FIXED RATE NOTES ONLY –YIELD

Indication of yield:	0.03 per cent per annum
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Calculated as 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

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| (i) Historic interest rates | Details of historic EURIBOR rates can be obtained from Reuters page EURIBOR01. |
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| (ii) Benchmarks | Amounts payable under the Notes will be calculated by reference to EURIBOR which is provided by European Money Markets Institute. As at the date hereof, European Money Markets Institute appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "Benchmark Regulation"). |
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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: FR0013381118

Common Code: 190919188

Any clearing system(s) other than Euroclear Not Applicable
Bank SA/NV and Clearstream Banking, S.A.
and the relevant identification number(s):

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