

SUPPLEMENT TO THE 6 SEPTEMBER 2012 BASE PROSPECTUS

RCI BANQUE

(incorporated in France as a société anonyme)

€12,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the **Supplement**) to the base prospectus dated 6 September 2012 relating to the Programme (as defined below) (the base prospectus dated 6 September 2012, the **Base Prospectus**) constitutes the first supplement, for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities, as amended by the Luxembourg law of 3 July 2012 (the **Luxembourg Law on Prospectuses for Securities**), to the base prospectus comprised in the Base Prospectus and is prepared in connection with the €12,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by RCI Banque (the **Issuer**).

Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

This Supplement has been prepared for the purpose of incorporating additional taxation information into the Base Prospectus as laid out below. The additional taxation information is based on the laws and practice in force in the jurisdictions as specified below as of the date of this Supplement and is subject to any changes in law and the interpretation and application thereof.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Copies of this Supplement will be available (i) from the registered office of the Issuer, (ii) from the principal office of the Agent in London and the principal office of the Paying Agent in Luxembourg and (iii) on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

The date of this Supplement is 12 September 2012.

The Dealers have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealers as to the accuracy or completeness of the information contained or incorporated in the Base Prospectus or in this Supplement or any other information provided by the Issuer in connection with the Programme. No Dealer accepts any liability in relation to the information contained or incorporated by reference in the Base Prospectus or in this Supplement or any other information provided by the Issuer in connection with the Programme.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with the Base Prospectus, this Supplement or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers.

Neither the Base Prospectus, this Supplement nor any other information supplied in connection with the Programme or any Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer or any of the Dealers that any recipient of the Base Prospectus or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither the Base Prospectus, this Supplement nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer or any of the Dealers to any person to subscribe for or to purchase any Notes.

Neither the delivery of the Base Prospectus or this Supplement nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained therein or herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer and its subsidiaries during the life of the Programme or to advise any investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into the Base Prospectus when deciding whether or not to purchase any of the Notes.

The distribution of the Base Prospectus and/or this Supplement and the offer, distribution or sale of Notes may be restricted by law in certain jurisdictions. Neither the Issuer nor any of the Dealers represents that this document may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Dealers which would permit a public offering of the Notes outside the European Economic Area or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither the Base Prospectus, this Supplement nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations; and the Dealers have represented that all offers and sales by them will be made on the same terms. Persons into whose possession the Base Prospectus and/or this Supplement or any Notes

come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of the Base Prospectus and this Supplement and the offer or sale of Notes in the United States, the European Economic Area (including the United Kingdom, Italy, The Netherlands and France), Singapore, Hong Kong, the People's Republic of China and Japan.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended, and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered, directly or indirectly, within the United States or to U.S. persons as defined in the Base Prospectus.

In accordance with Article 13 paragraph 2 of the Luxembourg Law on Prospectuses for Securities, in the case of a public offer of Notes investors who have already agreed to purchase or subscribe for the Notes before this Supplement is published have the right, no later than 14 September 2012, to withdraw their acceptances.

TAXATION

The following additional taxation language is incorporated into the Base Prospectus to be included under the section entitled "Taxation" as set forth on pages 88 to 92, in compliance with Article 5.1 of the Prospectus Directive.

Belgium

The following is a general description of certain Belgian tax considerations relating to an investment in the Notes. It does not purport to be a complete analysis of all tax considerations relating to the Notes. Prospective purchasers of the Notes should consult their tax advisers as to the consequences under the tax laws of the country of which they are resident for tax purposes and the tax laws of Belgium of acquiring, holding and disposing of the Notes. This summary is based upon the law as in effect on the date of this prospectus and is subject to any change in law that may take effect after such date.

For the purpose of the summary below, a Belgian resident is (i) an individual subject to Belgian personal income tax (i.e., an individual who has his domicile in Belgium or has his seat of wealth in Belgium, or a person assimilated to a Belgian resident), (ii) a company subject to Belgian corporate income tax (i.e., a company that has its registered office, its main establishment, its administrative seat or its seat of management in Belgium), or (iii) a legal entity subject to Belgian legal entities tax (i.e., an entity other than a company subject to corporate income tax having its registered office, its main establishment, its administrative seat or its seat of management in Belgium).

A non-resident is a person who is not a Belgian resident.

Belgian withholding tax

The interest component of payments on the Notes made by or on behalf of the Issuer and which is collected through a financial intermediary in Belgium is subject to Belgian withholding tax, currently at a rate of 21% on the gross amount. For Belgian resident individuals, an additional levy of 4% may apply to the interest on the Notes.

Interest on the Notes collected by Belgian resident companies may benefit from an exemption of withholding tax if the company receiving the interest delivers a specific residence certificate. This withholding tax exemption does not apply to zero coupon notes.

For Belgian income tax purposes, interest includes (i) periodic interest income, (ii) any amounts paid by the Issuer in excess of the issue price (upon full or partial redemption whether or not at maturity, or upon purchase by the Issuer), and (iii) if the Notes qualify as fixed income securities pursuant to Article 2, §1, 8 of the Belgian Income Tax Code 1992 (ITC 1992), in case of a sale of the Notes between interest payment dates to any third party, excluding the Issuer, the pro rata of accrued interest corresponding to the detention period.

Belgian income tax treatment

Belgian resident individuals

For Belgian resident individuals holding the Notes as a private investment and who opt to submit the interest on the Notes, in addition to the withholding tax of 21%, to an additional levy of 4% withheld at source, the taxes withheld fully discharges them from their personal income tax liability with respect to these interest payments. This means that they do not have to declare the interest obtained on the Notes in their personal income tax return.

For Belgian resident individuals holding the Notes as a private investment and who do not opt to submit the interest on the Notes, in addition to the withholding tax of 21%, to an additional levy of 4% withheld at source, the taxes withheld do not fully discharge them from their personal income tax liability with respect to these interest payments. In such case, the interest amount on the Notes will be communicated to a special contact centre operated by the competent service of the Belgian tax administration who may exchange certain information to the Belgian tax authorities, and the individual will need to declare the interest amount in its personal income tax return. The interest amount so declared will normally be taxed at the interest withholding tax rate of 21% plus local surcharges (the Ministry of Finance has declared that the local surcharges would not be applicable, but this does not follow from the laws currently in force) or at the progressive personal income tax rates plus local surcharges taking into account the taxpayer's other declared income (whichever is lower).

If the gross amount of all interest and dividend income declared and/or communicated to the contact centre, exceeds EUR 20,020 on a yearly basis (threshold applicable for assessment year 2013, income year 2012), the interest declared on the Notes exceeding this threshold will be subject to an additional levy of 4% in the personal income tax declaration. Certain specific categories of interest and dividends are exempt and not taken into consideration in order to calculate whether the threshold is exceeded. Some other categories of interest and dividends are exempt, but are taken into consideration in order to calculate whether the threshold is exceeded.

If the interest payment is declared, the withholding tax retained and, if applicable, the additional levy of 4%, may be credited.

If the payment of interest is not made through a Belgian intermediary and withholding tax is not withheld, the investors must report the interest income in their annual tax return and pay tax thereon at the rate of 21 %, possibly increased with the additional levy of 4%.

Capital gains realised on the disposal of the Notes are as a rule tax exempt, unless these Notes are held for professional purposes or if the capital gain is realised outside the normal management of one's private estate. Capital losses realised upon the disposal of the Notes held as non-professional investment are in principle not tax deductible. If the Notes qualify as fixed income securities pursuant to Article 2, §1, 8 ITC 1992, in case of a sale of the Notes between interest payment dates to any third party, excluding the Issuer, the pro rata of accrued interest corresponding to the detention period does not constitute a capital gain, but interest, which may be subject to withholding tax (see section "Belgian withholding tax").

Specific tax rules apply to Belgian resident individuals who do not hold the Notes as a private investment.

Belgian resident companies

Holders of Notes which are Belgian resident companies will be subject to Belgian corporate income tax on the interest payments made on the Notes at the ordinary corporate income tax rate of in principle 33.99%, any Belgian withholding tax withheld at source being fully creditable and refundable. Capital gains realised in respect of the Notes will be part of the company's taxable income. Capital losses realised upon the sale of the Notes are in principle tax deductible.

Belgian legal entities

A Belgian resident investor subject to the non-profit legal entities tax (*impôt des personnes morales / rechtspersonenbelasting*) who receives interest without the intervention of a Belgian intermediary free of Belgian withholding tax, is itself liable to declare and pay the withholding tax of 21%.

Capital gains realised on the sale of the Notes are in principle tax exempt, unless the capital gains qualify as interest (as defined in the section "Belgian Withholding Tax"). Capital losses are in principle not tax deductible.

Non-residents

Payments of interest made to investors who are not residents of Belgium will not be subject to Belgian withholding tax if the payments are not collected through a Belgian financial intermediary (unless these investors have a permanent establishment in Belgium through which they hold the Notes). Income collected through regulated financial intermediaries is exempt provided that the investor delivers to its financial intermediary an appropriate certificate of exemption.

Tax on stock exchange transactions

Secondary market trades in respect of the Notes will give rise to a stock exchange tax (*Taxe sur les opérations de bourse / Taks op de Beursverrichtingen*) if they are carried out in Belgium through a professional intermediary. The rate applicable for secondary sales and purchases is 0.09%. The tax is due separately from each party to any such transaction, i.e., the seller (transferor) and the purchaser (transferee), both collected by the professional intermediary. The amount of the transfer tax is, however, capped at EUR 650 per transaction per party.

However, the tax referred to above will not be payable by exempt persons acting for their own account including all non-residents of Belgium, subject to the delivery of an affidavit to the financial intermediary in Belgium confirming their non-resident status and certain Belgian institutional investors, as defined in article 126/1, 2° of the Code of various duties and taxes (*Code des droits et taxes divers / Wetboek diverse rechten en taksen*).

Denmark

The following relates only to Danish withholding tax and does not deal with any other Danish tax implications of acquiring, holding or disposing of the Notes.

As the Issuer is not resident in Denmark, payments of interest or principal on the Notes will not be subject to Danish withholding tax.

As a matter of Danish domestic tax law, payments of interest or principal made by a Danish borrower to a creditor under a loan are, as a rule, not subject to any Danish withholding tax.

However, interest payments and certain principal payments made by a Danish borrower pursuant to an intra-group loan to an affiliated foreign company (as defined in Section 3B of the Danish Tax Control Act of 27 June 2011, as amended) are subject to a Danish withholding tax of 25 per cent., unless it falls under at least one of the following categories under Danish tax law:

- the affiliated foreign creditor has a permanent establishment in Denmark to which such interest income is attributed;
- withholding tax must be waived or reduced under the Interest/Royalty Directive (2003/49/EU), provided that the Danish borrower and the foreign creditor are associated as defined under this Directive for a consecutive period of a minimum of one year, during which the interest payments are effected;
- withholding tax must be waived or reduced under a tax treaty to which Denmark is a party;
- the affiliated foreign creditor is directly or indirectly controlled by a Danish parent company as defined in section 31 C of the Danish Company Taxation Act for a consecutive period of minimum one year, during which the interest payments are effected;
- the affiliated foreign creditor is controlled by an entity resident in a country that has concluded a tax treaty with Denmark, provided that such entity is subject to CFC taxation on the interest payments pursuant to the CFC taxation rules of that country;
- or
- the affiliated foreign creditor can demonstrate that the foreign taxation of the interest payments corresponds to at least $\frac{3}{4}$ of the Danish corporate tax rate and it does not forward payments of interest to another foreign company which is taxed on such interest payments at a rate of less than $\frac{3}{4}$ of the Danish corporate tax rate.

Payments may be subject to Danish withholding tax irrespective of the above if the beneficiary of the payments is not the beneficial owner (e.g. if the beneficiary of the payments reassigns the payments to a person or entity resident in a jurisdiction other than Denmark).

Germany

*This section summarizes certain major withholding taxation principles under German tax law which are or may become relevant in connection with the acquisition, holding or transfer of the Notes. The information herein does not purport to be exhaustive and does not provide a complete explanation of all possible relevant withholding or any other tax issues in this area and, in particular, does not consider any specific facts or circumstances that may apply to a particular purchaser. The summary is based on current German tax law, including typical provisions from double taxation treaties ("**DTT**") concluded between the Federal Republic of Germany and other states. It should be considered that the current law may – under certain circumstances even retroactively – be changed.*

Potential investors should consult their tax advisor with regard to tax consequences which may arise in connection with the purchase, receipt, holding and sale or transfer by way of inheritance or gift of the Notes. The same applies to rules regarding a potential refund of German withholding tax (Kapitalertragsteuer). The specific tax situations of the individual shareholder can only be considered in a sufficient manner by means of individual professional tax advice.

The Issuer does not assume responsibility for the withholding of German taxes at the source.

German Tax Residents

Persons resident in the Federal Republic of Germany are subject to income taxation (income tax or corporate income tax, as the case may be, and solidarity surcharge) on their worldwide income, regardless of its source, including interest from debt instruments, such as the Notes. Where the Notes form part of the assets of a German trade or business interest income and capital gains will also be subject to trade tax.

If (i) Notes are held in a custodial account which the Holder of the Notes maintains with a German credit institution or a German financial services institution, each as defined in the German Banking Act (*Gesetz über das Kreditwesen*) (including a German branch of a foreign credit institution or of a foreign financial services institution, but excluding a foreign branch of a German credit institution or a German financial services institution) or a German securities trading firm (*Wertpapierhandelsunternehmen*) or a German securities trading bank (*Wertpapierhandelsbanken*) or such entity executes the sale of the Notes or of interest coupons and (ii) the relevant custodian pays or credits the relevant payments under the Notes (a "**German Paying Agent**") and (iii) the respective payments qualify as interest payments on bonds and claims, which are publicly registered or entered into a foreign register or for which collective global notes or partial debentures were issued, or qualify as capital gains from the sale or redemption of coupons, if the relevant bonds are not subject to the sale or the redemption, or qualify as capital gains from the sale or redemption of other capital claims within the meaning of Section 20 para. 1 no. 7 of the German Income Tax Act, or qualify as

profits arising under or from the sale of financial instruments designed as forward transactions (*Termingeschäfte*) the German Paying Agent would withhold or deduct German withholding tax at a rate of 26.375 per cent. (including solidarity surcharge).

In case (i) interest payments on bonds and claims, which are publicly registered or entered into a foreign register or for which collective global notes or partial debentures were issued, or (ii) proceeds from the sale or redemption of coupons, if the relevant bonds are not subject to the sale, or (iii) proceeds from the sale or redemption of other capital claims within the meaning of Section 20 para. 1 no. 7 of the German Income Tax Act or (iv) profits arising under or from the sale of financial instruments designed as forward transactions (*Termingeschäfte*) are paid out or credited by a German Paying Agent to a Holder other than a foreign credit institution or foreign financial services institution against handing over the Notes or interest coupons ("**Over-the-counter Transaction**") the German Paying Agent is obliged to withhold tax at a rate of 26.375 per cent. (including solidarity surcharge) if – in case of interest coupons – the German Paying Agent does not hold the partial debentures in custody or – in case of other securities – the credit institution does not hold the securities in custody.

Generally income deriving from capital investments (e.g. interest income under the Notes and also capital gains) is subject to a final flat tax of 25 per cent. plus a solidarity surcharge thereon, which is currently levied at 5.5 per cent., resulting in an aggregate tax burden of 26.375 per cent.), if the Holder is an individual and does not hold the Notes as a business asset for tax purposes. If the Holder of the Notes holds the Notes with a German Paying Agent, then such flat tax will be directly withheld by such German Paying Agent (see above). An individual Holder may in addition be subject to church tax. Upon written application of the resident Holder, the German Paying Agent is obliged to withhold also church tax. If the resident Holder by means of a written application chooses that the church tax should be taken into account within the withholding tax procedure by the German Paying Agent, the flat tax is to be reduced by 25 per cent. of the church tax applying to the respective taxable income. Such reduced withholding tax amount is the assessment base for the church tax to be withheld by the German Paying Agent. The church tax rate varies between the German federal states. Upon application by the respective taxpayer, the tax authorities will tax capital investment income, such as income deriving from the Notes, with the individual tax rate of the Holder if such tax rate is lower than the flat tax rate.

The tax base depends upon the nature of the respective income:

With regard to current interest income, the gross interest the resident Holder receives is subject to the flat tax upon accrual of the interest (i.e. once the Holder can dispose over such interest).

Regarding the sale or redemption of the Notes, the capital gain is calculated on the difference between the proceeds from the redemption, transfer or sale after deduction of expenses

directly related to the transfer, sale or redemption and the acquisition costs, if the Notes were purchased or sold by the German Paying Agent and had been held in a custodial account since. In case the resident Holder transfers the Notes to another account, the initial German Paying Agent has to inform the new German Paying Agent about the acquisition costs of the Notes, otherwise 30 per cent. of the proceeds are deemed as assessment base for the withholding tax.

Apart from an annual lump-sum deduction (*Sparer-Pauschbetrag*) for investment type income of € 801 (€ 1,602 for married couples filing jointly) investors holding the Notes as private assets will not be entitled to deduct expenses incurred in connection with the investment in the Notes from their income. In addition, such Holders could not offset losses from the investment in the Notes against other types of income (e.g., employment income).

In general, no withholding tax will be levied if the Holder of Notes is an individual (i) whose Notes do not form part of the property of a German trade or business nor gives rise to income from the letting and leasing of property and (ii) who filed a certificate of exemption (*Freistellungsauftrag*) with the German Paying Agent but only to the extent the interest income derived from the Notes together with other investment income does not exceed the maximum exemption amount shown on the certificate of exemption. Similarly, no withholding tax will be deducted if the Holder of Notes has submitted to the German Paying Agent a certificate of non assess sent (*Nichtveranlagungsbescheinigung*) issued by the relevant local tax office.

If the Notes are not held as a private asset but as a German business asset, gains relating to a sale, transfer or redemption of the Notes and payments of interest are subject to German corporation tax or income tax and in any case trade tax as part of current operating profit. Losses incurred under the Notes may only be limited tax deductible.

The withholding tax will also apply with regard to proceeds of the Holders of the Notes as business assets, provided the requirements as set forth above are met, unless in cases of profits deriving from forward transactions (*Termingeschäfte*) or from the sale of the Notes (i) the Holder of the Notes qualifies as corporation being subject to unlimited taxation in Germany or (ii) the capital gains are business income of a German business and the investor declares this fact to the German Paying Agent by ways of an official form. If the Notes are held as business assets, a withholding tax charge will not be a final tax, but will be credited against the assessed tax charge.

Non-residents

Non-residents of Germany are, in general, exempt from German income taxation, unless the respective payments qualify as taxable income from German sources within the meaning of Section 49 of the German Income Tax Act, e.g. if the Notes are held in a German permanent establishment or through a German permanent representative or payments are paid within the

scope of an Over-the-counter Transaction (see above) or if the Notes are profit participating or convertibles.

Such limited tax liability will, with certain exceptions applying, also be incurred if the Notes are secured by German real estate or by ships which have been entered into a domestic register. In this case a Holder will be subject to limited taxation in Germany and income tax (or corporation income tax, as the case may be) and solidarity surcharge on the respective income may become due. Such limited tax liability may be assessed by withholding tax by applying the principles for German residents or in addition, in the sole discretion of the German tax authorities, if they assess such withholding as appropriate to secure Germany's tax claim on such income. Under certain circumstances non-residents may benefit from tax reductions or tax exemptions available under double taxation treaties, entered into with Germany, if any.

In addition, interest income and capital gains may be subject to trade tax if the Notes belong to a German permanent establishment of the Holder.

Italy

Interest on Notes issued by the Issuer is subject to a 20 per cent. substitute tax if it is received by Italian recipients who are included among the following categories of Italian residents: individuals, non-commercial partnerships, non-profit organisations, the Italian State and public entities or entities that are exempt from IRES. This substitutive tax can be levied by Italian resident intermediaries which intervene in the payment of the Interest. For the sake of clarity, this is not a withholding tax at source applicable by the Issuer. If no Italian resident intermediaries intervene in the payment of the Interest the 20 per cent. tax would be applied by the Noteholder in the relevant tax return.

Interest accrued on Notes issued by the Issuer held by Italian resident companies, Italian investment funds, foreign open-ended investment funds and SICAV are not subject to the 20 per cent. substitute tax provided that the Notes are deposited directly or indirectly (i) with a bank or a SIM resident in Italy, (ii) with the Italian permanent establishment of a non-resident bank or brokerage company which is electronically connected with the Italian Ministry of Finance, or (iii) with a non-resident entity or company which has an account with a centralised clearance system (such as Euroclear or Clearstream, Luxembourg) which has a direct relationship with the Italian Ministry of Economy and Finance. If the Notes are not deposited, the 20 per cent. substitute tax will be applicable.

The Netherlands

The following summary of certain Dutch withholding tax considerations is based on the laws and practice in force as of the date of this Supplement and is subject to any changes in law and the interpretation and application thereof, which changes could be made with retroactive effect. The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to acquire, hold or dispose of a Note. The information contained within this section is limited to withholding taxation issues, and prospective investors should not apply any information set out below to other areas, including (but not limited to) the legality of transactions involving the Notes.

Where this summary refers to "The Netherlands", it refers only to the European part of the Kingdom of the Netherlands. Where this summary refers to a Note, such reference is also considered to include a Coupon, Talon and Receipt.

Investors are advised to consult their professional advisers as to the tax consequences of purchase, ownership and disposition of the Notes.

All payments made by the Issuer of interest and principal under the Notes can be made free of withholding or deduction of any taxes of whatsoever nature imposed, levied, withheld or assessed by The Netherlands or any political subdivision or taxing authority thereof or therein.

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