

SECOND 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 as supplemented by the first supplement to the base prospectus dated 12 September 2012, the **Base Prospectus**) constitutes the second 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.

By virtue of this Supplement, the information set out herein relating to the Issuer's ratings shall be deemed to be incorporated into and form part of the Base Prospectus.

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 2 November 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 6 November 2012, to withdraw their acceptances.

New Information

Further to credit opinions issued by Moody's and S&P on 25 October 2012, wording in the Base Prospectus relating to the ratings will change as follows:

The wording on the first page of the Base Prospectus shall read as follows: "The Programme is, as of the date of this Base Prospectus, rated Baa2 (*on review for possible downgrade*) in respect of Notes with a maturity of more than one year, Prime-2 (*on review for possible downgrade*) in respect of Notes with a maturity of one year or less and Baa3 (*on review for possible downgrade*) in respect of Subordinated Notes with a maturity of more than one year Tier II by Moody's Investors Service Ltd., BBB (*negative outlook*) in respect of Notes with a maturity of more than one year, A2 in respect of Notes with a maturity of one year or less and BBB- in respect of Subordinated Notes (lower Tier II) by Standard & Poor's Credit Market Services France, a Division of the McGraw-Hill Companies Inc. and BBB+ in respect of Notes with a maturity of more than one year and a-2 in respect of Notes with a maturity of one year or less by Rating & Investment Information Inc."

The wording on page 8 of the Base Prospectus, under point B17 of the Summary, shall read as follows: " The Programme is, as of the date of this Base Prospectus, rated Baa2 (*on review for possible downgrade*) in respect of Notes with a maturity of more than one year, Prime-2 (*on review for possible downgrade*) in respect of Notes with a maturity of one year or less and Baa3 (*on review for possible downgrade*) in respect of Subordinated Notes with a maturity of more than one year Tier II by Moody's Investors Service Ltd., BBB (*negative outlook*) in respect of Notes with a maturity of more than one year, A2 in respect of Notes with a maturity of one year or less and BBB- in respect of Subordinated Notes (lower Tier II) by Standard & Poor's Credit Market Services France, a Division of the McGraw-Hill Companies Inc. and BBB+ in respect of Notes with a maturity of more than one year and a-2 in respect of Notes with a maturity of one year or less by Rating & Investment Information Inc.

The Notes have been rated [•]."

Each of Moody's and S&P is established in the European Union and registered under the CRA Regulation, as set out in the list of registered credit rating agencies published on the

website of the European Securities and Markets Authority
(<http://www.esma.europa.eu/page/List-registered-andcertified-CRAs>).

RCI BANQUE
REGISTERED AND HEAD OFFICE

14, Avenue Du Pave Neuf
93168 Noisy-le-Grand Cedex
France

DEALERS

BNP Paribas
10 Harewood Avenue
London NW1 6AA

HSBC Bank plc
8 Canada Square
London E14 5HQ

Natixis
30, avenue Pierre Mendès France
75013 Paris

Société Générale
29, boulevard Haussmann
75009 Paris

The Royal Bank of Scotland plc
135 Bishopsgate
London EC2M 3UR

AGENT AND PRINCIPAL PAYING AGENT

Citibank, N.A., London Branch
13th Floor, Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB

LUXEMBOURG PAYING AGENT AND LISTING AGENT

KBL European Private Bankers S.A.
43 Boulevard Royal
L-2955 Luxembourg

LEGAL ADVISERS TO THE DEALERS

as to English and French law
Clifford Chance Europe LLP
9 Place Vendôme
CS 50018
75038 Paris Cedex 01

AUDITORS

DELOITTE & ASSOCIES
185, avenue Charles de Gaulle
92200 Neuilly-sur-Seine
France

Ernst & Young Audit
1/2, place des Saisons
92400 Courbevois
Paris-La Défense 1
France