

FINAL TERMS

23 July 2010

RCI Banque

Issue of Euro 175,000,000 4.00 per cent. Notes due 11 July 2013 (to be consolidated and form a single series with the existing Euro 500,000,000 4.00 per cent. Notes due 11 July 2013) under the Euro 12,000,000,000

Euro Medium Term Note Programme

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the Base Prospectus dated 17 July 2009, as such Conditions were amended by the supplement to the Base Prospectus dated 3 March 2010 (the **Supplement**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) and must be read in conjunction with the Base Prospectus dated 5 July 2010, which constitutes a Base Prospectus for the purpose of the Prospectus Directive save in respect of the Conditions, which are extracted from the Base Prospectus dated 17 July 2009 and are attached hereto, as such Conditions were amended by the Supplement which is also attached hereto. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus dated 17 July 2009, the Supplement and the Base Prospectus dated 5 July 2010. The Base Prospectuses and the Supplement are available for viewing at www.bourse.lu and copies may be obtained from the registered office of the Issuer, the principal office of the Agent in London and the principal office of the Paying Agent in Luxembourg.

1.	Issuer:	RCI Banque
2.	(a) Series Number:	249
	(b) Tranche Number:	2
3.	Specified Currency or Currencies:	Euro
4.	Aggregate Nominal Amount:	
	(a) Series:	Euro 675,000,000
	(b) Tranche:	Euro 175,000,000
5.	Issue Price:	100.705 per cent. of the Aggregate Nominal Amount (plus accrued interest from and including 29 June 2010 to but excluding 27 July 2010, amounting to Euro 536,986.30)
6.	(a) Specified Denomination(s):	Euro 1,000
	(b) Calculation Amount	Euro 1,000
7.	(a) Issue Date:	27 July 2010
	(b) Interest Commencement Date:	29 June 2010
8.	Maturity Date:	11 July 2013
9.	Interest Basis:	4.00 per cent. per annum Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(a) Status of the Notes:	Senior
	(b) Date approval for issuance of Notes obtained:	1 June 2010
14.	Method of distribution:	Syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
15.	Fixed Rate Note Provisions	Applicable
	(a) Rate of Interest:	4.00 per cent. per annum, payable annually

		in arrear
(b)	Interest Payment Date(s):	11 July in each year
(c)	Fixed Coupon Amount(s):	Euro 40.00 per Calculation Amount
(d)	Broken Amount(s):	Euro 41.32 per Euro 1,000 Calculation Amount for the period from and including the Interest Commencement Date to but excluding 11 July 2011
(e)	Day Count Fraction:	Actual/Actual (ICMA) unadjusted
(f)	Determination Date(s):	11 July in each year
(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index Linked Interest Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Issuer Call:	Not Applicable
21.	Put Option:	Not Applicable
22.	Final Redemption Amount of each Note:	Euro 1,000 per Calculation Amount
23.	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 7(f):	As set out in Condition 7(f)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a
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Permanent Global Note which is exchangeable for Definitive Notes on an Exchange Event

25. New Global Note: Yes
26. Financial Centre(s) or other special provisions relating to payment days: Not Applicable
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (of any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
29. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
30. Redenomination, renominatisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: Not Applicable
32. Other final terms: Not Applicable

DISTRIBUTION

33. (a) If syndicated, names and addresses of Managers:
- BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom
- Citigroup Global Markets Limited
Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB
United Kingdom

HSBC France
103, avenue des Champs Elysées
75008 Paris
France

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| (b) | Date of Syndication Agreement: | 23 July 2010 |
| (c) | Stabilising Manager(s) (if any): | BNP Paribas |
| 34. | Total commission and concession: | 0.25 per cent. of the Aggregate Nominal Amount |
| 35. | If non-syndicated, name and addresses of Dealer: | Not Applicable |
| 36. | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 37. | Non-exempt Offer: | Not Applicable |
| 38. | Additional selling restrictions: | Not Applicable |

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Regulated Market of the Luxembourg Stock Exchange and Euronext Paris of the Notes described herein pursuant to the €12,000,000,000 Euro Medium Term Note Programme of RCI Banque.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised



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

PART B - OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the *Bourse de Luxembourg* and Euronext Paris with effect from 27 July 2010.
2. **RATINGS**

Ratings: The Notes have the benefit of the general rating granted to the Programme (see "Ratings" on page 9 of the Base Prospectus dated 5 July 2010).
3. **NOTIFICATION**

The competent authority in Luxembourg has provided the *Autorité des Marchés Financiers* with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.
4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "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.
5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
 - (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
 - (ii) Estimated total Euro 2,805 expenses:
 - (iii) Estimated net Euro 176,333,236.30 proceeds:
6. **YIELD**

Indication of yield: 3.741 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. OPERATIONAL INFORMATION

ISIN Code: XS0519459134

Common Code: 051945913

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

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): Citibank, N.A.
Ground Floor
DUB-01-11
1 North Wall Quay
Dublin 1
Ireland

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safe-keeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.