

FINAL TERMS

14 September 2011

RCI Banque

Issue of Euro 250,000,000 3.75 per cent. Notes due 7 July 2014 (the "Notes") to be assimilated and form a single series with the existing Euro 500,000,000 3.75 per cent. Notes due 7 July 2014 (the "Existing Notes")

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 (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 Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances. The expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State, and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

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 5 July 2010. 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 of the European Parliament and of the Council of 4 November 2003 (as amended by Directive 2010/73/EC, to the extent implemented in the Relevant Member State (except as otherwise specified herein) (the 2010 PD Amending Directive)) on the prospectus to be published when the securities are offered to the public or admitted to trading) (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 the Base Prospectus dated 19 July 2011 and the supplement to the Base Prospectus dated 3 August 2011 which together constitute a base prospectus for the purposes of the Prospectus Directive, save in respect of the Conditions which are extracted from the Base Prospectus dated 5 July 2010 and are 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 and the Base Prospectus dated 19 July 2011 as so supplemented. The Base Prospectus 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.

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|---|---|
| 1. Issuer: | RCI Banque |
| 2. (a) Series Number: | 259 |
| (b) Tranche Number: | 2 |
| | The Notes will be assimilated and form a single series with the Existing Notes on the Issue Date. |
| 3. Specified Currency or Currencies: | Euro |
| 4. Aggregate Nominal Amount: | |
| a. Series: | Euro 750,000,000 |
| b. Tranche: | Euro 250,000,000 |
| 5. Issue Price: | 97.939 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of Euro 1,998,442.06 from 30 June 2011 |
| 6. (a) Specified Denomination(s): | Euro 1,000 |
| (b) Calculation Amount: | Euro 1,000 |
| 7. (a) Issue Date: | 16 September 2011 |
| (b) Interest Commencement Date: | 30 June 2011 |
| 8. Maturity Date: | 7 July 2014 |
| 9. Interest Basis: | 3.75 per cent. per annum Fixed Rate (further particulars specified below) |
| 10. Redemption/Payment Basis: | Redemption at par |
| 11. Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. Put/Call Options: | Not Applicable |

12. Put/Call Options: Not Applicable

13. (a) Status of the Notes: Senior

(b) Date approval for issuance of Notes obtained: 20 June 2011

14. Method of distribution: Non-Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions Applicable

(a) Rate of Interest: 3.75 per cent. per annum, payable annually in arrear

(b) Interest Payment Date(s): 7 July in each year commencing on 7 July 2012

(c) Fixed Coupon Amount(s): Euro 37.50 per Calculation Amount

(d) Broken Amount(s): Euro 38.22 per Euro 1,000 Calculation Amount for the period from and including 30 June 2011 to but excluding 7 July 2012 (long first coupon)

(e) Day Count Fraction: Actual/Actual (ICMA) unadjusted

(f) Determination Date(s): 7 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: 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:	TARGET, London
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:	Not Applicable
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- (b) Date of Agreement: 14 September 2011
- (c) Stabilising Manager(s) (if any): Not Applicable
34. Total commission and concession: 0.250 per cent. of the Aggregate Nominal Amount
35. If non-syndicated, name and addresses of Dealer: Merrill Lynch International, 2 King Edward Street, London EC1A 1HQ, United Kingdom
36. U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA C
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: 

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

Duly authorised

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 regulated market of the *Bourse de Luxembourg* and on Euronext Paris with effect from 16 September 2011. The Existing Notes are already admitted to trading on the regulated market of the *Bourse de Luxembourg* and on Euronext Paris.

2. **RATINGS**

Ratings: The Notes to be issued are expected to be rated Baa2 (positive) by Moody's and BBB (stable) by S&P.

Each of Moody's and S&P is established in the European Union and have each applied for registration under Regulation (EC) No 1060/2009, although the result of such application has not yet been determined.

3. **NOTIFICATION**

The competent authority in Luxembourg has provided the French *Autorité des Marchés Financiers* with certificates of approval attesting that the Base Prospectus and the Supplement have 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**

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|--------------------------------|--|
| (i) Reasons for the offer: | See "Use of Proceeds" wording in Base Prospectus |
| (ii) Estimated total expenses: | Euro 3,455 |
| (iii) Estimated net proceeds: | Euro 246,220,942.06 |

6. **YIELD**

Indication of yield: 4.543 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: The Notes have been attributed with a temporary ISIN XS0677324997 and are expected to be assimilated and form a single series with the Existing Notes (ISIN XS0643300717) on or about the Issue Date.

Common Code: The Notes have been attributed with a temporary common code 067732499 and are expected to be assimilated and form a single series with the Existing Notes (common code 064330071) on or about the Issue Date.

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.