

**FINAL TERMS**

25 November 2011

**RCI Banque****Issue of Euro 500,000,000 4.00 per cent. Notes due 2 December 2013 (the "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 set forth in the Base Prospectus dated 19 July 2011 (the **Base Prospectus**) and the supplement to the Base Prospectus dated 3 August 2011 (the **Supplement**) which together constitute a base prospectus for the purposes of 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 as so supplemented. 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 as so supplemented. The Base Prospectus and the Supplement are available for viewing at [www.bourse.lu](http://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: | 265        |

(b) Tranche Number:	1
3. Specified Currency or Currencies:	Euro
4. Aggregate Nominal Amount:	Euro 500,000,000
5. Issue Price:	99.999 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denomination(s):	Euro 1,000
(b) Calculation Amount:	Euro 1,000
7. (a) Issue Date:	29 November 2011
(b) Interest Commencement Date:	29 November 2011
8. Maturity Date:	2 December 2013
9. Interest Basis:	4.00 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
13. (a) Status of the Notes:	Senior
(b) Date approval for issuance of Notes obtained:	20 June 2011
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):	2 December in each year commencing on 2 December 2012
(c) Fixed Coupon Amount(s):	Euro 40 per Calculation Amount
(d) Broken Amount(s):	Long first coupon from and including the Interest Commencement Date to but excluding the first Interest Payment Date

	amounting to Euro 40.33 per Calculation Amount
(e) Day Count Fraction:	Actual/Actual (ICMA) unadjusted
(f) Determination Date(s):	2 December 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:	<b>Bearer Notes:</b>  Temporary Global Note exchangeable for a 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	TARGET, London



provisions relating to payment days:

- |   |                |
|---|----------------|
| 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:

### **Joint Lead Managers**

Crédit Agricole Corporate and Investment Bank  
9, quai du Président Paul Doumer  
92920 Paris La Défense Cedex  
France

Underwriting commitment:  
EUR 166,670,000

Société Générale  
17 cours Valmy  
92987 Paris La Défense  
France

Underwriting commitment:  
EUR 166,660,000

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

United Kingdom

Underwriting commitment:  
EUR 166,670,000

- (b) Date of Syndication Agreement: 25 November 2011
- (c) Stabilising Manager(s) (if any): Not Applicable
34. If non-syndicated, name and addresses of Dealer: Not Applicable
35. Total commission and concession: 0.200 per cent. of the Aggregate Nominal Amount
36. U.S. Selling Restrictions: Reg. S Compliance Category 1; 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: **Jean-Marc Saugier**

**VP Finance and Group Treasurer**



Duly authorised

## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission and 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 29 November 2011.

### 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 is registered under Regulation (EC) No 1060/2009.

### 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

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimated total expenses: Euronext: Euro 2050  
LuxSe: Euro 1470  
KBL: Euro 350
- (iii) Estimated net proceeds: Euro 498,995,000

### 6. YIELD

Indication of yield: 4.00 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: XS0708763452

Common Code: 070876345

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.

