



RENAULT

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Euro 7,000,000,000
Euro Medium Term Note Programme
for the issue of Notes

SERIES NO: 39

TRANCHE NO: 2

**CNY 500,000,000 5.625 per cent. Notes due 10 October 2014 (the Notes)
to be assimilated (*assimilées*) and form a single series with the existing
CNY 750,000,000 5.625 per cent. Notes due 10 October 2014 (the Existing Notes) Issued by: Renault (the
“Issuer”)**

Manager

The Hongkong and Shanghai Banking Corporation Limited

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 15 May 2012 which received visa no. 12-207 from the *Autorité des Marchés Financiers* (the “AMF”) on 15 May 2012, the first Supplement to the Base Prospectus dated 30 July 2012 which received visa no. 12-393 from the AMF on 30 July 2012 and the second Supplement to the Base Prospectus dated 7 November 2012 which received visa no. 12-534 from the AMF on 7 November 2012 which together constitute a base prospectus for the purposes 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/EU of the European Parliament and of the Council of 24 November 2010 to the extent that such amendments have been implemented in a relevant Member State) (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 such Base Prospectus. 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. The Base Prospectus is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the AMF during a period of twelve months from the date of the Base Prospectus and (b) the Issuer (www.renault.com) and copies may be obtained free of charge from Renault 13-15, quai le Gallo, 92100 Boulogne Billancourt, France.

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|----|-----------------------------|---------|
| 1. | Issuer: | Renault |
| 2. | (i) Series Number: | 39 |
| | (ii) Tranche Number: | 2 |

The Notes will be fully assimilated (*assimilées*) and form a single series with the Existing Notes as from the date of exchange which is expected to be on or about 40 days after the Issue Date (the **Assimilation Date**).

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3. **Specified Currency or Currencies:** Chinese Yuan Renminbi ("CNY")
4. **Aggregate Nominal Amount of Notes admitted to trading:**
- (i) **Series:** CNY 1,250,000,000
- (ii) **Tranche:** CNY 500,000,000
5. **Issue Price of Tranche:** 101.108 per cent of the Aggregate Nominal Amount of the Tranche plus an amount of CNY 3,082,191.78 corresponding to 40 days' accrued interests for the period from, and including, 10 October 2012 to, but excluding, the Issue Date.
6. **Specified Denomination(s):** CNY 1,000,000
7. (i) **Issue Date:** 19 November 2012
- (ii) **Interest Commencement Date:** Issue Date
8. **Maturity Date:** 10 October 2014, subject to adjustment in accordance with the Modified Following Business Day Convention
9. **Interest Basis:** 5.625 per cent. per annum Fixed Rate (Adjusted) *(further particulars specified below)*
10. **Redemption/Payment Basis:** Redemption at par
11. **Change of Interest or Redemption/Payment Basis:** Not Applicable
12. **Put/Call Options:** Not Applicable
13. (i) **Status of the Notes:** Unsubordinated Notes
- (ii) **Dates of the corporate authorisations for issuance of the Notes:** Decision of the Board of Directors of the Issuer dated 8 December 2011 and decision of the Chairman and CEO (*Président Directeur Général*) dated 9 November 2012.
14. **Method of distribution:** Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions** Applicable
- (i) **Rate of Interest:** 5.625 per cent. per annum payable semi-annually in arrear
- (ii) **Interest Payment Date(s):** 10 April and 10 October in each year commencing on 10 April 2013, subject to adjustment in accordance with the Modified Following Business Day Convention and there shall be a resulting adjustment to the accrual of interest.
- (iii) **Fixed Coupon Amount:** Not Applicable
- (iv) **Broken Amount(s):** Not Applicable
- (v) **Day Count Fraction:** Actual/365 (Fixed)
- (vi) **Determination Dates:** Not Applicable
- (vii) **Business Day Convention:** Modified Following Business Day Convention
- (viii) **Other terms relating to the method of calculating interest for Fixed Rate Notes:** Not Applicable

- (ix) Party responsible for calculation Interest Amounts (if not the Calculation Agent): Calculation Agent
16. Floating Rate Note Provisions Not Applicable
17. Zero Coupon Note Provisions Not Applicable
18. Index-Linked Interest Note/other variable-linked interest Note Provisions Not Applicable
19. Dual Currency Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option Not Applicable
21. Put Option Not Applicable
22. Final Redemption Amount of each Note CNY 1,000,000 per Note of CNY 1,000,000 specified denomination
23. Early Redemption Amount
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): CNY 1,000,000 per Note of CNY 1,000,000 specified denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
25. Financial Centre(s) or other special provisions relating to Payment Dates: Hong Kong and Paris
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
27. 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 (if any) of failure to pay: Not Applicable
28. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
31. Representation of holders of Notes/Masse: Not Applicable
32. Any applicable currency disruption/fallback provisions: Applicable
33. Other final terms: Not Applicable
34. Applicable Tax Regime(s): As per "Taxation" section of the Base Prospectus

DISTRIBUTION

35. (i) If syndicated, names [and addresses of Managers [and underwriting commitments]: Not Applicable
- (ii) Stabilising Manager(s) (if any): The Hongkong and Shanghai Banking Corporation Limited
36. If non-syndicated, name and address of Dealer: The Hongkong and Shanghai Banking Corporation Limited
Level 17
HSBC Main Building
1 Queens Road Central
Hong Kong
37. Non-Exempt Offer: Not Applicable
38. Additional selling restrictions: Not applicable

LISTING AND ADMISSION TO TRADING APPLICATION

- (i) Listing: Euronext Paris
- (ii) Admission to trading: The Existing Notes are admitted to trading on Euronext Paris since 10 October 2012. Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 19 November 2012.
- (iii) Estimate of total expenses related to admission to trading: € 1,750

RESPONSIBILITY

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

Signed on behalf of Renault S.A.

Duly represented by: Patrick CLAUDE

PART B – OTHER INFORMATION

1. RISK FACTORS

Not Applicable

2. ADMISSION TO TRADING AND LISTING

- (i) Listing(s): Euronext Paris
- (ii) Admission to trading: The Existing Notes are admitted to trading on Euronext Paris since 10 October 2012. Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 19 November 2012.
- (iii) Additional publication of Base Prospectus and Final Terms: Not Applicable

3. RATINGS

Ratings: The Notes have been rated BB+ by Standard & Poor's Rating Services and Ba1 by Moody's Investors Services, Inc.

Each of Standard & Poor's Rating Services and Moody's Investors Services, Inc is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such, each of Standard & Poor's Rating Services and Moody's Investors Services, Inc is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such regulation.

4. NOTIFICATION

The *Autorité des marchés financiers* in France has provided i) the *Commission de Surveillance du Secteur Financier* (CSSF) in Luxembourg ii) the *Commission Bancaire, Financière et des Assurances* (CBFA) in Belgium, iii) the *Bundesanstalt für Finanzdienstleistungsaufsicht* (BAFin) in Germany iv) the *bevoordert eerlijke en transparante financiële markten* (AFM) in Holland and v) the *Finanzmarktaufsichtsbehörde* (FMA) in Austria with a certificate of approval attesting that the Base Prospectus and its Supplement have been drawn up in accordance with the Prospectus Directive.

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

6. 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 net proceeds: CNY 506,239,691.78
- (iii) Estimated total expenses: Not Applicable

7. YIELD

Indication of yield: 5.000 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.

8. OPERATIONAL INFORMATION

ISIN Code: FR0011356153 prior to the Assimilation Date and

FR0011337724 thereafter.

Common Code: 085473778 prior to the Assimilation Date and 083941278 thereafter.

Depositories:

- (i) Euroclear France to act as Central Depository Yes
- (ii) Common Depository for Euroclear and Clearstream Luxembourg No

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of Notes issued has been translated into Euro at the rate of CNY 7.9402 for Euro 1 producing a sum of: Euro 62,970,706.03