

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that, in relation to the type of clients criterion only: (i) the types of clients to whom the Notes are targeted are eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers’ type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ type of clients assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (**IMD**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended) (**Prospectus Directive**). Consequently no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

8 March 2018

## RCI Banque

### Issue of Euro 550,000,000 Floating Rate Notes due March 2025

### under the €20,000,000,000 Euro Medium Term Note Programme

#### PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the base prospectus dated 5 September 2017 (the **Base Prospectus**), as supplemented by the supplements dated 12 October 2017, 15 December 2017 and 28 February 2018 (the **Supplements**), 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 and the Supplements.

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 and the Supplements. The Base Prospectus and the Supplements are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the *Autorité des marchés financiers* ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([www.rcibs.com](http://www.rcibs.com)).

1. (a) Series Number: 316
- (b) Tranche Number: 1
2. Specified Currency or Currencies: Euro
3. Aggregate Nominal Amount:
  - (a) Series: Euro 550,000,000
  - (b) Tranche: Euro 550,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5. (a) Specified Denomination: Euro 100,000
- (b) Calculation Amount: Euro 100,000
6. (a) Issue Date: 12 March 2018
- (b) Interest Commencement Date: Issue Date
7. Maturity Date: Specified Interest Payment Date falling on or nearest to 12 March 2025
8. Interest Basis: 3 month EURIBOR + 0.58 per cent. Floating Rate (further particulars specified below)
9. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Put/Call Options: Not Applicable
12. (a) Status of the Notes: Senior Preferred Notes
- (b) Date of corporate authorisation for issuance of Notes obtained: 8 December 2017
13. Method of Distribution: Syndicated

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |   |   |
|---|---|
| 14. Fixed Rate Note Provisions  | Not Applicable  |
| 15. Floating Rate Note Provisions   | Applicable  |
| (a) Interest Period(s):   | Quarterly   |
| (b) Specified Interest Payment Dates:   | 12 June, 12 September, 12 December and 12 March in each year up to (and including) the Maturity Date, subject, in each case, to adjustment in accordance with the Business Day Convention set out in paragraph (d) below. |
| (c) First Interest Payment Date:  | 12 June 2018  |
| (d) Business Day Convention:  | Modified Following Business Day Convention  |
| (e) Additional Business Centre(s):  | Not Applicable  |
| (f) Manner in which the Rate(s) of Interest is/are to be determined:  | Screen Rate Determination   |
| (g) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount (if not the Fiscal Agent): | Not Applicable  |
| (h) Screen Rate Determination:  |   |
| - Reference Rate:   | 3-month EURIBOR   |
| - Interest Determination Date(s):   | The date falling two TARGET Business Days prior to the first day of each Interest Period  |
| - Relevant Screen Page:   | Reuters page EURIBOR01  |
| (i) FBF Determination:  | Not Applicable  |
| (j) ISDA Determination:   | Not Applicable  |
| (k) Margin(s):  | + 0.58 per cent. <i>per annum</i>   |
| (l) Minimum Rate of Interest:   | Applicable as per Condition 6(b)(ii)  |
| (m) Maximum Rate of Interest:   | Not Applicable  |

- |     |   |                         |
|-----|---|-------------------------|
| (n) | Rate Multiplier:                        | Not Applicable          |
| (o) | Benchmark:                              | EURIBOR                 |
| (p) | Floating Day Count Fraction:            | Actual/360 (unadjusted) |
| 16. | <b>Inflation Linked Note provisions</b> | Not Applicable          |
| 17. | <b>Zero Coupon Note Provisions</b>      | Not Applicable          |

#### **PROVISIONS RELATING TO REDEMPTION**

- |     |   |                                     |
|-----|---|-------------------------------------|
| 18. | <b>Issuer Call:</b><br>(Condition 8(d))   | Not Applicable                      |
| 19. | <b>Put Option:</b><br>(Condition 8(e))  | Not Applicable                      |
| 20. | <b>Make-whole Redemption:</b><br>(Condition 8(f))   | Not Applicable                      |
| 21. | <b>Early Redemption Amount:</b> 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 8(i): | Euro 100,000 per Calculation Amount |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |  |
|-----|---|--|
| 22. | Form of Notes:  | Dematerialised Notes                             |
|     | (i) Form of Dematerialised Notes:   | Bearer dematerialised form ( <i>au porteur</i> ) |
|     | (ii) Registration Agent:  | Not Applicable                                   |
|     | (iii) Temporary Global Certificate:   | Not Applicable                                   |
| 23. | Financial Centre(s) or other special provisions relating to payment days:   | Not Applicable                                   |
| 24. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No   |
| 25. | Details relating to Instalment Notes:   | Not Applicable                                   |
| 26. | Redenomination, renominatisation and reconventioning provisions:  | Not Applicable                                   |
| 27. | Consolidation provisions:   | Not Applicable                                   |

28. Representation of Noteholders/Masse: Condition 13 applies

The Representative shall be:

MASSQUOTE S.A.S.U.  
RCS 529 065 880 Nanterre  
7bis rue de Neuilly  
F-92110 Clichy

Mailing address:  
33, rue Anna Jacquin  
92100 Boulogne Billancourt  
France

Represented by its Chairman

The Representative will be entitled to a remuneration of €450 (VAT excluded) per year. The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

## DISTRIBUTION

29. (a) If syndicated, names and addresses of Joint Lead Managers and underwriting commitments:

**Banca IMI S.p.A.**  
Largo Mattioli 3  
20121 Milan  
Italy

**Citigroup Global Markets Limited**  
Canada Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

**Commerzbank Aktiengesellschaft**  
Kaiserstrasse 16 (Kaiserplatz)  
60311 Frankfurt am Main  
Federal Republic of Germany

**Crédit Industriel et Commercial S.A.**  
6 avenue de Provence  
75441 Paris Cedex 9  
France

**Natixis**  
47, quai d'Austerlitz  
75013 Paris  
France

**The Royal Bank of Scotland plc (trading  
as NatWest Markets)**  
250 Bishopsgate  
London EC2M 4AA  
United Kingdom

**Société Générale**  
Tours Société Générale  
17 cours Valmy  
92987 Paris La Défense Cedex  
France

- (b) Date of Syndication Agreement: 8 March 2018
- (c) Stabilising Manager(s) (if any): Not Applicable
30. If non-syndicated, name and addresses  
of Dealer: Not Applicable
31. U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA  
Not Applicable
32. Prohibition of Sales to EEA Retail  
Investors: Applicable

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

- (i) Admission to trading: 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 the Issue Date
- (ii) Estimate of total expenses relating to the admission to trading: Euro 5,700 (excluding AMF fees)

### 2. RATINGS

Ratings: The Notes are expected to be rated:

Standard & Poor's Credit Market Services France "**S&P**": BBB (stable outlook)

Moody's Investors Service Ltd. "**Moody's**": Baa1 (positive outlook)

S&P and Moody's are established in the EEA and are registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**"). As such S&P and Moody's are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the CRA Regulation.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Joint Lead Managers and as discussed in "Risk Factors (*Potential conflicts of interest*)" and "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. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER

General corporate purposes of the Issuer and its consolidated subsidiaries.

## 5. HISTORIC INTEREST RATES AND BENCHMARKS

- (i) Historic interest rates: Details of historic EURIBOR rates can be obtained from Reuters.
- (ii) Benchmarks: Amounts payable under the Notes will be calculated by reference to EURIBOR which is provided by the European Money Markets Institute ("**EMMI**"). As at 8 March 2018, EMMI does not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "**Benchmark Regulation**"). As far as the Issuer is aware, the transitional provisions in Article 51 of the Benchmark Regulation apply, such that EMMI is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).

## 6. OPERATIONAL INFORMATION

ISIN Code: FR0013322146

Common Code: 178947877

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

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Citibank, N.A., London Branch  
13<sup>th</sup> Floor, Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom