

FIRST SUPPLEMENT TO THE 1 SEPTEMBER 2014 BASE PROSPECTUS

RCI BANQUE

(incorporated in France as a "société anonyme")

€12,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the **Supplement**) to the base prospectus dated 1 September 2014 (the **Base Prospectus**) constitutes the first supplement to the Base Prospectus incorporating by reference the Financial Report 2014 (as defined below) and is prepared in connection with the €12,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by RCI Banque (the **Issuer**). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC (as amended by Directive 2010/73/EU, the **Prospectus Directive**).

The *Autorité des marchés financiers* (the **AMF**) has granted visa n°14-473 on 1 September 2014 on the Base Prospectus. Application has been made for approval of this first Supplement to the AMF in its capacity as competent authority pursuant to article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France. This first Supplement has been prepared for the purpose of article 16.1 of the Prospectus Directive and of article 212-25 of the AMF's *Règlement Général*.

Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Base Prospectus and the Supplement will be published on the websites of (i) the AMF (www.amf-france.org) and (ii) the Issuer (www.rcibanque.com) and copies may be obtained at the registered offices of the Paying Agents.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

To the extent applicable, and provided that the conditions of Article 212-25 I of the *Règlement Général* of the AMF are fulfilled, investors who have already agreed to purchase or subscribe for the Notes to be issued under the Programme before this Supplement is published, have the right, according to Article 212-25 II of the *Règlement Général* of the AMF, to withdraw their acceptances within a time limit of minimum two working days after publication of this first Supplement. This right to withdraw shall expire by close of business on 25 February 2015.

The date of this Supplement is 23 February 2015.

The Dealers have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealers as to the accuracy or completeness of the information contained or incorporated in the Base Prospectus or in this Supplement or any other information provided by the Issuer in connection with the Programme. No Dealer accepts any liability in relation to the information contained or incorporated by reference in the Base Prospectus or in this Supplement or any other information provided by the Issuer in connection with the Programme.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with the Base Prospectus, this Supplement or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers.

Neither the Base Prospectus, this Supplement nor any other information supplied in connection with the Programme or any Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer or any of the Dealers that any recipient of the Base Prospectus or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither the Base Prospectus, this Supplement nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer or any of the Dealers to any person to subscribe for or to purchase any Notes.

Neither the delivery of the Base Prospectus or this Supplement nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained therein or herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer and its subsidiaries during the life of the Programme or to advise any investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into the Base Prospectus when deciding whether or not to purchase any of the Notes.

The distribution of the Base Prospectus and/or this Supplement and the offer, distribution or sale of Notes may be restricted by law in certain jurisdictions. Neither the Issuer nor any of the Dealers represents that this document may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Dealers which would permit a public offering of the Notes outside the European Economic Area or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither the Base Prospectus, this Supplement nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations, and the Dealers have represented that all offers and sales by them will be made on the same terms. Persons into whose possession the Base Prospectus and/or this Supplement or any Notes

come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of the Base Prospectus and this Supplement and the offer or sale of Notes in the United States, the European Economic Area (including the United Kingdom, Italy, The Netherlands and France), Singapore, Hong Kong, the People's Republic of China and Japan.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended, and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered, directly or indirectly, within the United States or to U.S. persons as defined in the Base Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

The year financial report for the year ended 31 December 2014 (the **Financial Report 2014**) is incorporated as set out above, in compliance with Article 5.1 of the Prospectus Directive, as a new fourth bullet point on page 54 of the Base Prospectus. The following table shall be added to the existing table on page 56 of the Base Prospectus and sets out the principal disclosure requirements which are satisfied by the information and are not exhaustive.

Each page reference refers to the corresponding page in the Financial Report 2014.

Information incorporated by reference	Reference
RCI Banque audited consolidated financial statements for the year ended 31 December 2014	Financial Report 2014
Consolidated Income Statement	Financial Report 2014, page 16
Consolidated Balance Sheet relating to the above	Financial Report 2014, page 15
Consolidated Statement of Changes in Equity	Financial Report 2014, page 17
Consolidated Cash Flow Statement relating to the above	Financial Report 2014, page 18
Notes relating to the above	Financial Report 2014, pages 19 to 75
Accounting methods relating to the above	Financial Report 2014, pages 19 to 33
Auditor's Report relating to the above	Financial Report 2014, pages 10 to 13

The following elements contained in the "Summary of the Programme" section of the Base Prospectus shall be amended as follows:

B.10	Audit Report Qualifications:	Not Applicable. There are no qualifications in the audit reports to the financial statements 2013 and the financial statements 2014.
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B.12	Selected Key Historical Financial Information:	<p>Key consolidated audited financial information as at 31 December 2013 and 31 December 2014. This information has been extracted from the financial statements 2013 and the financial statements 2014 which are incorporated by reference into the Base Prospectus.</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: right;">31 Dec 2013</th> <th style="width: 20%; text-align: right;">31 Dec 2014</th> </tr> </thead> <tbody> <tr> <td colspan="3">Balance Sheet (in million euros)</td> </tr> <tr> <td><i>Total assets</i></td> <td style="text-align: right;">29,505</td> <td style="text-align: right;">32,019</td> </tr> <tr> <td><i>Total liabilities & Equity</i></td> <td style="text-align: right;">29,505</td> <td style="text-align: right;">32,019</td> </tr> <tr> <td colspan="3">Consolidated Income Statement (in million euros)</td> </tr> <tr> <td><i>Net banking income</i></td> <td style="text-align: right;">1,221</td> <td style="text-align: right;">1,210</td> </tr> <tr> <td><i>Net income</i></td> <td style="text-align: right;">506</td> <td style="text-align: right;">456</td> </tr> <tr> <td colspan="3">Consolidated Statement of Changes in Equity (in million euros)</td> </tr> <tr> <td><i>Equity at 31 December 2013 / Equity at 31 December 2014</i></td> <td style="text-align: right;">2,923</td> <td style="text-align: right;">3,161</td> </tr> <tr> <td colspan="3">Consolidated Cash Flow Statement (in million euros)</td> </tr> <tr> <td><i>Cash flow</i></td> <td style="text-align: right;">466</td> <td style="text-align: right;">440</td> </tr> <tr> <td><i>Change in net cash</i></td> <td style="text-align: right;">(110)</td> <td style="text-align: right;">(16)</td> </tr> </tbody> </table> <p>There has been no material adverse change in the financial position or prospects of RCI Banque or the RCI Banque Group since 31 December 2014, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively and there has been no significant change in the financial or trading position of RCI Banque or the RCI Banque Group since 31 December 2014, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively.</p>		31 Dec 2013	31 Dec 2014	Balance Sheet (in million euros)			<i>Total assets</i>	29,505	32,019	<i>Total liabilities & Equity</i>	29,505	32,019	Consolidated Income Statement (in million euros)			<i>Net banking income</i>	1,221	1,210	<i>Net income</i>	506	456	Consolidated Statement of Changes in Equity (in million euros)			<i>Equity at 31 December 2013 / Equity at 31 December 2014</i>	2,923	3,161	Consolidated Cash Flow Statement (in million euros)			<i>Cash flow</i>	466	440	<i>Change in net cash</i>	(110)	(16)
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B.13	Recent Events:	Not Applicable. Other than the information provided in this Base Prospectus, there have been no recent events which RCI Banque considers material to the investors since the publication of the financial statements 2014.																																				

B.10	Réserves formulées dans le Rapport d'audit :	Sans objet. Les rapports d'audit relatifs aux Rapports annuels 2013 et 2014 ne formulent aucune réserve.																		
B.12	Informations financières historiques clés :	<p>Informations financières clés consolidées et auditées au 31 décembre 2013 et au 31 décembre 2014. Ces informations sont tirées des Rapports annuels 2013 et 2014 qui sont inclus par référence dans le Prospectus de Base.</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: right;">31 déc. 2013</th> <th style="width: 20%; text-align: right;">31 déc. 2014</th> </tr> </thead> <tbody> <tr> <td colspan="3">Bilan (en million d'euros)</td> </tr> <tr> <td><i>Total des Actifs</i></td> <td style="text-align: right;">29.505</td> <td style="text-align: right;">32.019</td> </tr> <tr> <td><i>Total des dettes et des capitaux propres</i></td> <td style="text-align: right;">29.505</td> <td style="text-align: right;">32.019</td> </tr> <tr> <td colspan="3">Compte de résultat consolidé (en millions d'euros)</td> </tr> <tr> <td><i>Produit net bancaire</i></td> <td style="text-align: right;">1.221</td> <td style="text-align: right;">1.210</td> </tr> </tbody> </table>		31 déc. 2013	31 déc. 2014	Bilan (en million d'euros)			<i>Total des Actifs</i>	29.505	32.019	<i>Total des dettes et des capitaux propres</i>	29.505	32.019	Compte de résultat consolidé (en millions d'euros)			<i>Produit net bancaire</i>	1.221	1.210
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		<i>Bénéfice net</i>	506	456
		État consolidé des variations des capitaux propres <i>(en millions d'euros)</i>		
		<i>Capitaux propres au 31 décembre 2013 / Capitaux propres au 31 décembre 14</i>	2.923	3.161
		État consolidé des flux de trésorerie <i>(en millions d'euros)</i>		
		<i>Flux de trésorerie</i>	465	440
		<i>Variation nette de trésorerie</i>	(110)	(16)
		Aucun changement significatif défavorable n'est intervenu dans la situation ou les perspectives financières de RCI Banque ou du Groupe RCI Banque depuis le 31 décembre 2014, date de publication des derniers comptes financiers audités de RCI Banque et du Groupe RCI Banque respectivement et aucun changement significatif n'a eu d'impact sur la situation financière ou commerciale de RCI Banque ou du Groupe RCI Banque depuis le 31 décembre 2014, date de publication des derniers comptes financiers audités de RCI Banque et du Groupe RCI Banque respectivement.		
B.13	Événements récents :	Sans objet. A l'exception des informations fournies dans le Prospectus de Base, RCI Banque estime qu'aucun fait marquant ayant une incidence sur les investisseurs n'est intervenu depuis la publication du Rapport semestriel 2014.		

The "Material or significant change" paragraph in the "General Information" section on page 164 of the Base Prospectus shall be amended to take into account the publication and incorporation of the Financial Report 2014 and shall now read as follows:

"There has been no material adverse change in the financial position or prospects of RCI Banque or the RCI Banque Group since 31 December 2014, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively and there has been no significant change in the financial or trading position of RCI Banque or the RCI Banque Group since 31 December 2014, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively."

PERSONS RESPONSIBLE FOR THE SUPPLEMENT

Persons responsible for the Supplement

RCI Banque, 14 avenue du Pavé Neuf, Noisy-le-Grand Cedex, 93168, France.

Declaration by persons responsible for the Supplement

To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

RCI Banque
14 avenue du Pavé Neuf
93168 Noisy-le-Grand Cedex
France

Duly represented by Jean-Marc Saugier in his position as *Directeur Financements et Trésorerie* authorised signatory pursuant to the resolution of the *Conseil d'administration* dated 23 July 2014

Signed in Noisy-le-Grand
Dated 23 February 2015



In accordance with Articles L.412-1 and L.621-8 of the *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the AMF, in particular Articles 211-1 to 216-1, the AMF has granted to this Supplement its visa n° 15- 059 on 23 February 2015. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and understandable, and whether the information it contains is consistent". It does not imply that the AMF has verified the accounting and financial data set out herein.

**RCI BANQUE
REGISTERED AND HEAD OFFICE**

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France

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