

## SECOND SUPPLEMENT TO THE BASE PROSPECTUS DATED 3 SEPTEMBER 2018



**RCI BANQUE**

*(incorporated in France as a "société anonyme")*

**€23,000,000,000**

**EURO MEDIUM TERM NOTE PROGRAMME**

This second supplement (the "**Supplement**") to the base prospectus dated 3 September 2018, as supplemented by the first supplement dated 26 November 2018 (the "**Base Prospectus**") is prepared in connection with the €23,000,000,000 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 (the "**Prospectus Directive**").

The *Autorité des marchés financiers* (the "**AMF**") has granted visa n°18-410 on 3 September 2018 on the Base Prospectus. Application has been made for approval of this 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 Supplement constitutes a supplement to the Base Prospectus for the purposes of article 16.1 of the Prospectus Directive and has been prepared pursuant to Article 212-25 of the AMF's *Règlement Général* for the purposes of (i) modifying the Summary of the Programme and (ii) incorporating in the Base Prospectus a press release dated 9 January 2019.

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 Supplement will be published on the websites of (i) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (ii) the Issuer ([www.rcibs.com](http://www.rcibs.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 Supplement. This right to withdraw shall expire by close of business on 15 January 2019.

The date of this Supplement is 11 January 2019.

## CONTENTS

Summary of the Programme	3
Description of RCI Banque and the RCI Banque Group	4
Persons responsible for the Supplement	5

## SUMMARY OF THE PROGRAMME

Element B.13 (*Recent Events*) of the Summary of the Programme as modified below replaces in its entirety Element B.13 (*Recent Events*) at page 4 of the Base Prospectus.

B.13	Recent Events:	<p>The Italian competition authority, Autorità Garante della Concorrenza e del Mercato ("<b>AGCM</b>"), launched an investigation in 2017 on captive finance companies active in the automotive leasing and financing market. Following the decision made by the AGCM on 9 January 2019, RCI Bank and Services Italia confirms that it is among the captive finance companies having been notified of a sanction by the AGCM and has been fined €125 million. RCI Bank and Services Italia intends to appeal the decision with the relevant Italian court.</p> <p>Other than the foregoing, there has been no recent event which RCI Banque considers material to the investors since 30 June 2018.</p>
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Element B.13 (*Événements récents*) of the Summary of the Programme as modified below replaces in its entirety Element B.13 (*Événements récents*) at page 31 of the Base Prospectus.

B.13	Événements récents :	<p>L'Autorità Garante della Concorrenza e del Mercato ("<b>AGCM</b>"), autorité de la concurrence en Italie, a ouvert en 2017 une enquête à l'encontre de différentes captives automobiles actives sur le marché du leasing et financement de véhicules automobiles. Suite à la décision rendue par l'AGCM le 9 janvier 2019, RCI Bank and Services Italia confirme faire partie des captives automobiles notifiées d'une sanction par l'autorité et s'être vue imposer une amende de 125 millions d'euros. RCI Bank and Services Italia a l'intention de faire appel de la décision devant les juridictions italiennes compétentes.</p> <p>A l'exception de ce qui précède, aucun évènement récent ayant eu une incidence significative sur les investisseurs n'est intervenu depuis le 30 juin 2018.</p>
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## **DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP**

The following press release dated 9 January 2019 shall be inserted in the section "Description of RCI Banque and the RCI Banque Group" immediately following the sub-section "Indebtedness" on page 144 of the Base Prospectus:

### **"PRESS RELEASE BY RCI BANK AND SERVICES ITALIA**

The Italian competition authority, Autorità Garante della Concorrenza e del Mercato (AGCM), launched an investigation in 2017 on captive finance companies active in the automotive leasing and financing market.

The purpose of the investigation was to verify the existence of any behavior contrary to competition law between the captive finance companies in the Italian automotive leasing and financing market. RCI Bank and Services Italia ensured the AGCM of its full cooperation throughout the investigation period.

Following the decision made by the AGCM on January 9, 2019, RCI Bank and Services Italia confirms that it is among the captive finance companies having been notified of a sanction by the AGCM and has been fined €125 million.

RCI Bank and Services has always promoted free competition within the automotive market in the interest of consumers. The company has always been meticulous in observing the law.

RCI Bank and Services Italia intends to appeal the decision with the relevant Italian court.

The RCI Bank and Services group is reaffirming its commitment to the strict observance of competition laws and regularly monitors the proper implementation of procedures at all its subsidiaries."

## PERSONS RESPONSIBLE FOR THE SUPPLEMENT

### Persons responsible for the Supplement

RCI Banque, 15 rue d'Uzès 75002 Paris, 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  
15 rue d'Uzès  
75002 Paris  
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 6 December 2018.

Signed in Paris

Dated 11 January 2019



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 *Autorité des marchés financiers (AMF)*, in particular Articles 212-31 to 212-33, the AMF has granted to this Supplement its visa n°19-013 on 11 January 2019. 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 approval by the AMF of the appropriateness of the issue of Notes under the Programme nor that the AMF has verified the accounting and financial data set out herein. In accordance with Article 212-32 of the General Regulations (*Règlement Général*) of the AMF, any issue or admission of Notes under the Base Prospectus, as supplemented, will require the publication of final terms.