

THIRD SUPPLEMENT TO THE BASE PROSPECTUS DATED 5 SEPTEMBER 2017



RCI BANQUE

(incorporated in France as a "société anonyme")

€20,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This third supplement (the "**Supplement**") to the base prospectus dated 5 September 2017, as supplemented by the first prospectus dated 12 October 2017 and the second supplement dated 15 December 2017 (the "**Base Prospectus**"), is prepared in connection with the €20,000,000,000 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°17-457 on 5 September 2017 on the Base Prospectus, visa n°17-548 on 12 October 2017 on the first supplement to the Base Prospectus and visa n°17-642 on 15 December 2017 on the second supplement to 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) incorporating the revision of the outlook of the long-term rating assigned to the Issuer by Moody's Investor's Service Ltd.; (ii) amending the important notices contained on page (iii) to include a legend relating to Directive 2014/65/EU (as amended, "**MiFID II**"); (iii) amending the "*Risk Factors*" section; (iv) updating certain financial information in the "*Summary of the Programme*" section; (v) incorporating by reference the Issuer's English version of the financial report for the year ended 31 December 2017 and the full-year Pillar 3 Disclosure for 2017; (vi) amending the "*Applicable Final Terms in connection with issues of notes with a denomination of less than EUR 100,000*" and "*Applicable Final Terms in connection with issues of notes with a denomination of at least EUR 100,000*" sections; and (vii) updating the "*General Information*" section of the Base Prospectus.

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) and (ii) the Issuer (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 2 March 2018.

The date of this Supplement is 28 February 2018.

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UPDATE OF ISSUER'S REGISTERED OFFICE

All references in the Base Prospectus to the Issuer's registered office being at "14, avenue du Pavé Neuf, 93168 Noisy-le-Grand Cedex" namely on pages 3 (B.2 of the "*Summary of the Programme*" section), 31 (B.2 of the "*Résumé du Programme*") and 198 ("*General Description of the Programme*" section) shall be replaced with "15 rue d'Uzès, 75002 Paris, France".

UPDATE OF MOODY'S RATING

On 26 January 2018, the outlook of the long-term rating assigned to the Issuer by Moody's Investor's Service Ltd. was revised from 'stable' to 'positive'.

Consequently, all references to the rating by Moody's Investors Service Ltd. of the Issuer as "Baa1 (stable outlook)" in the Base Prospectus, namely on pages (ii), 5 (B.17 of the "*Summary of the Programme*" section), 33 (B.17 of the "*Résumé du Programme*") and 94 ("*General Description of the Programme*" section), shall be amended to a rating of "Baa1 (positive outlook)".

IMPORTANT NOTICES

The following paragraphs are inserted at the end of section on page (iii) of the Base Prospectus:

"MIFID II product governance / target market – The Final Terms in respect of any Notes will include a legend entitled "MiFID II Product Governance" which will outline the determination of the type of clients in the context of the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration such determination; 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 target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules."

SUMMARY OF THE PROGRAMME

Elements B.10, B.12 and B.13 of the English language "Summary of the Programme" section set out on pages 3 and 4 of the Base Prospectus are deleted in their entirety and replaced with the following:

B.10	Audit Report Qualifications:	Not Applicable. There are no qualifications in the audit reports to the financial statements 2016 and the financial statements 2017.																																				
B.12	Selected Key Historical Financial Information:	<p>Key consolidated audited financial information as at 31 December 2016 and 31 December 2017. This information has been extracted from the financial statements 2016 and the financial statements 2017 which are incorporated by reference into the Base Prospectus.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;"></th> <th style="width: 15%; text-align: right;">31 Dec 2016</th> <th style="width: 15%; text-align: right;">31 Dec 2017</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;">43,320</td> <td style="text-align: right;">49,709</td> </tr> <tr> <td><i>Total liabilities & Equity</i></td> <td style="text-align: right;">43,320</td> <td style="text-align: right;">49,709</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;">1,472</td> <td style="text-align: right;">1,628</td> </tr> <tr> <td><i>Net income</i></td> <td style="text-align: right;">626</td> <td style="text-align: right;">748</td> </tr> <tr> <td colspan="3">Consolidated Statement of Changes in Equity (in million euros)</td> </tr> <tr> <td><i>Equity at 31 December 2016 / Equity at 31 December 2017</i></td> <td style="text-align: right;">4,060</td> <td style="text-align: right;">4,719</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;">744</td> <td style="text-align: right;">867</td> </tr> <tr> <td><i>Change in net cash</i></td> <td style="text-align: right;">(743)</td> <td style="text-align: right;">336</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of RCI Banque or the RCI Banque Group since 31 December 2017, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively.</p> <p>There has been no significant change in the financial position of RCI Banque or the RCI Banque Group since 31 December 2017, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively.</p>		31 Dec 2016	31 Dec 2017	Balance Sheet (in million euros)			<i>Total assets</i>	43,320	49,709	<i>Total liabilities & Equity</i>	43,320	49,709	Consolidated Income Statement (in million euros)			<i>Net banking income</i>	1,472	1,628	<i>Net income</i>	626	748	Consolidated Statement of Changes in Equity (in million euros)			<i>Equity at 31 December 2016 / Equity at 31 December 2017</i>	4,060	4,719	Consolidated Cash Flow Statement (in million euros)			<i>Cash flow</i>	744	867	<i>Change in net cash</i>	(743)	336
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B.13	Recent Events:	Not Applicable. There have been no recent events which RCI Banque considers material to the investors since the publication of the financial report 2017.																																				

Elements B.10, B.12 and B.13 of the French language "Summary of the Programme" section set out on pages 31 and 32 of the Base Prospectus are deleted in their entirety and replaced with the following:

B.10	Réserves formulées dans le Rapport d'audit :	Sans objet. Les rapports d'audit relatifs aux rapports financiers 2016 et 2017 ne formulent aucune réserve.																																				
B.12	Informations financières historiques clés :	<p>Informations financières clés consolidées et auditées au 31 décembre 2016 et au 31 décembre 2017. Ces informations sont tirées des comptes consolidés 2016 et 2017 qui sont inclus par référence dans le Prospectus de Base.</p> <table border="1" data-bbox="529 495 1396 999"> <thead> <tr> <th></th> <th style="text-align: right;">31 déc. 2016</th> <th style="text-align: right;">31 déc. 2017</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;">43.320</td> <td style="text-align: right;">49.709</td> </tr> <tr> <td><i>Total des dettes et des capitaux propres</i></td> <td style="text-align: right;">43.320</td> <td style="text-align: right;">49.709</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;">1.472</td> <td style="text-align: right;">1.628</td> </tr> <tr> <td><i>Bénéfice net</i></td> <td style="text-align: right;">626</td> <td style="text-align: right;">748</td> </tr> <tr> <td colspan="3">État consolidé des variations des capitaux propres (en millions d'euros)</td> </tr> <tr> <td><i>Capitaux propres au 31 décembre 2016 / Capitaux propres au 31 décembre 2017</i></td> <td style="text-align: right;">4.060</td> <td style="text-align: right;">4.719</td> </tr> <tr> <td colspan="3">État consolidé des flux de trésorerie (en millions d'euros)</td> </tr> <tr> <td><i>Flux de trésorerie</i></td> <td style="text-align: right;">744</td> <td style="text-align: right;">867</td> </tr> <tr> <td><i>Variation nette de trésorerie</i></td> <td style="text-align: right;">(743)</td> <td style="text-align: right;">336</td> </tr> </tbody> </table> <p>Aucune détérioration significative n'a affecté les perspectives de RCI Banque ou du Groupe RCI Banque depuis le 31 décembre 2017, date des derniers comptes financiers vérifiés et publiés de RCI Banque et du Groupe RCI Banque respectivement.</p> <p>Aucun changement significatif n'a eu d'impact sur la situation financière de RCI Banque ou du Groupe RCI Banque depuis le 31 décembre 2017, date des derniers comptes financiers vérifiés et publiés de RCI Banque et du Groupe RCI Banque respectivement.</p>		31 déc. 2016	31 déc. 2017	Bilan (en million d'euros)			<i>Total des Actifs</i>	43.320	49.709	<i>Total des dettes et des capitaux propres</i>	43.320	49.709	Compte de résultat consolidé (en millions d'euros)			<i>Produit net bancaire</i>	1.472	1.628	<i>Bénéfice net</i>	626	748	État consolidé des variations des capitaux propres (en millions d'euros)			<i>Capitaux propres au 31 décembre 2016 / Capitaux propres au 31 décembre 2017</i>	4.060	4.719	État consolidé des flux de trésorerie (en millions d'euros)			<i>Flux de trésorerie</i>	744	867	<i>Variation nette de trésorerie</i>	(743)	336
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B.13	Événements récents :	Sans objet. RCI Banque estime qu'aucun fait marquant ayant une incidence sur les investisseurs n'est intervenu depuis la publication du rapport financier 2017.																																				

RISK FACTORS

The italicised paragraph immediately following "Risks relating to the Issuer" on page 56 of the Base Prospectus shall be deleted in its entirety and replaced with the following paragraph:

"Please see pages 49-94 of the RCI Banque Annual Report 2016 and pages 1-73 of the RCI Banque Full-Year Pillar 3 Disclosure 2017 for information concerning RCI Banque's risks, provided to meet the requirements of transparency or Pillar III imposed by Regulation (EU) 2013/575 on prudential requirements, supplementing directive 2013/36/EU on the activity and supervision of credit institutions and investment firms. See "Documents Incorporated by Reference"."

The risk factor entitled 'Risks related to Notes which are linked to "benchmarks"' on page 72 of the Base Prospectus is deleted in its entirety and replaced with the following risk factor:

"Risks related to Notes which are linked to "benchmarks"

The London Interbank Offered Rate ("**LIBOR**"), the Euro Interbank Offered Rate ("**EURIBOR**") and other indices which are deemed to be "benchmarks" are the subject of recent national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective while others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, or to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes linked to such a "benchmark".

Regulation (EU) 2016/1011 (the "**Benchmarks Regulation**") was published in the Official Journal of the EU on 29 June 2016 and has been in force since 1 January 2018. The Benchmarks Regulation applies to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark, within the EU. It will, among other things, (i) require benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevent certain uses by EU supervised entities of benchmarks of administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed).

The Benchmarks Regulation could have a material impact on any Notes linked to a rate or index deemed to be a "benchmark", in particular, if the methodology or other terms of the "benchmark" are changed in order to comply with the requirements of the Benchmarks Regulation. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the "benchmark".

More broadly, any of the international, national or other proposals for reform, or the general increased regulatory scrutiny of "benchmarks", could increase the costs and risks of administering or otherwise participating in the setting of a "benchmark" and complying with any such regulations or requirements.

Such factors may have the following effects on certain "benchmarks": (i) discourage market participants from continuing to administer or contribute to such "benchmark"; (ii) trigger changes in the rules or methodologies used in the "benchmarks" or (iii) lead to the disappearance of the "benchmark". Any of the above changes or any other consequential changes as a result of international, national or other proposals for reform or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to a "benchmark".

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the Benchmarks Regulation reforms, investigations and licensing issues in making any investment decision with respect to the Notes linked to a "benchmark".

On 27 July 2017, the Chief Executive of the UK Financial Conduct Authority, which regulates LIBOR, announced that it intends to stop persuading or compelling banks to submit rates for the calculation of LIBOR after 2021 (the "**FCA Announcement**"). The FCA Announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. The potential elimination of the LIBOR benchmark or any other benchmark, or changes in the manner of administration of any benchmark, could require an adjustment to the terms and conditions of outstanding Notes of any Series, which may require a General Meeting of the Noteholders of such Series, or result in other consequences, in respect of any Notes linked to such benchmark (including but not limited

to Floating Rate Notes whose interest rates are linked to LIBOR). Any such consequence could have a material adverse effect on the value of and return on any such Notes.

Investors should be aware that, if LIBOR were discontinued or otherwise unavailable, the rate of interest on Floating Rate Notes which reference LIBOR will be determined for the relevant period by the fallback provisions applicable to such Notes. Depending on the manner in which the LIBOR benchmark is to be determined under the Terms and Conditions, this may in certain circumstances (i) be reliant upon the provision by reference banks of offered quotations for the LIBOR benchmark which, depending on market circumstances, may not be available at the relevant time or (ii) result in the effective application of a fixed rate based on the rate which applied in the previous period when LIBOR was available. Any of the foregoing could have an adverse effect on the value or liquidity of, and return on, any Floating Rate Notes which reference LIBOR."

DOCUMENTS INCORPORATED BY REFERENCE

The Issuer's English version of the financial report for the year ended 31 December 2017 (the "**Financial Report 2017**") shall be incorporated in, and form part of, the Base Prospectus and reference to it shall be added as a new eighth bullet point on page 83 of the Base Prospectus. The Issuer's English version of its full-year pillar 3 disclosure for 2017 (the "**Full-Year Pillar 3 Disclosure 2017**") shall be incorporated in, and form part of, the Base Prospectus and reference to it shall be added as a new ninth bullet point on page 83 of the Base Prospectus

The following table shall be added to the existing table on page 85 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 2017 or the Full-Year Pillar 3 Disclosure 2017.

Rule	Prospectus Regulation – Annex XI	Document incorporated by reference	Page(s)
2.	STATUTORY AUDITORS		
2.1.	Names and addresses of the Issuer's auditors for the period covered by the historical financial information (together with their membership in a professional body).	Financial Report 2017	10-16
3.	RISK FACTORS		
3.1.	Prominent disclosure of risk factors that may affect the Issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	Full-Year Pillar 3 Disclosure 2017	1-73
5.	BUSINESS OVERVIEW		
5.1.	<u>Principal activities</u>		
5.1.1	A brief description of the Issuer's principal activities stating the main categories of products sold and/or services performed	Financial Report 2017	4-5
5.1.2.	An indication of any significant new products and/or activities	Financial Report 2017	4-5
5.1.3	<u>Principal markets</u> A brief description of the principal markets in which the issuer competes	Financial Report 2017	5
5.1.4	The basis for any statements in the registration document made by the issuer regarding its competitive position	Financial Report 2017	4-5
11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		

11.1.	<p><u>Historical Financial Information</u></p> <p>Audited historical financial information covering the latest two financial years (or such shorter period that the Issuer has been in operation), and the audit report in respect of each year</p> <p>If the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following:</p> <p>(a) the balance sheet</p> <p>(b) the income statement</p> <p>(c) in the case of an admission of securities to trading on a regulated market only, a cash flow statement;</p> <p>(d) the accounting policies and explanatory notes.</p>	Financial Report 2017	17-95
11.3.	<u>Auditing of historical annual financial information</u>		
11.3.1.	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers, must be reproduced in full and the reasons given	Financial Report 2017	10-16

APPLICABLE FINAL TERMS FOR USE IN CONNECTION WITH ISSUES OF NOTES WITH A DENOMINATION OF LESS THAN EUR 100,000

The following introductory paragraphs are inserted immediately following the section heading on page 143 of the Base Prospectus:

[[MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of [the/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 manufacturer[’s/s’] 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 manufacturer[’s/s’] type of clients assessment) and determining appropriate distribution channels.]

OR

[[MIFID II PRODUCT GOVERNANCE / RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ECPS TARGET MARKET – Solely for the purposes of [the/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, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); **EITHER** [and (ii) all channels for distribution of the Notes are appropriate[, including investment advice, portfolio management, non-advised sales and pure execution services]] **OR** [(ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice[, / and] portfolio management[, / and] [non-advised sales][and pure execution services][, subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable]]. [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer[’s/s’] 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 manufacturer[’s/s’] type of clients assessment) and determining appropriate distribution channels[, subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable].]

Part B Paragraph 7 of the Base Prospectus is deleted in its entirety and replaced with the following:

"7. [FLOATING RATE NOTES ONLY – HISTORIC INTEREST RATES AND BENCHMARKS

- | | |
|-----------------------------|--|
| (i) Historic interest rates | Details of historic [EURIBOR/LIBOR/other] rates can be obtained from [Reuters page/other]. [<i>Include details of where past and further performance of the underlying and its volatility can be obtained</i>]. |
| (ii) Benchmarks | Amounts payable under the Notes will be calculated by reference to [•] which is provided by [•]. As at [•], [•] [appears/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 [•] is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).]/[Not Applicable]]"

APPLICABLE FINAL TERMS FOR USE IN CONNECTION WITH ISSUES OF NOTES WITH A DENOMINATION OF AT LEAST EUR 100,000

The following introductory paragraph is inserted immediately following the section heading on page 158 of the Base Prospectus:

[[MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of [the/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 manufacturer[’s/s’] 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 manufacturer[’s/s’] type of clients assessment) and determining appropriate distribution channels.]

Part B Paragraph 7 of the Base Prospectus is deleted in its entirety and replaced with the following:

"7. **[FLOATING RATE NOTES ONLY – HISTORIC INTEREST RATES AND BENCHMARKS**

- | | | |
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| (i) | Historic interest rates | Details of historic [EURIBOR/LIBOR/other] rates can be obtained from [Reuters page/other]. <i>[Include details of where past and further performance of the underlying and its volatility can be obtained].</i> |
| (ii) | Benchmarks | Amounts payable under the Notes will be calculated by reference to [•] which is provided by [•]. As at [•], [•] [appears/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 [•] is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).]/[Not Applicable]]" |

GENERAL INFORMATION

The "Material or significant change" paragraph in the "General Information" section on page 194 of the Base Prospectus shall be supplemented with the following in order to take into account the publication and incorporation of the Financial Report 2017:

"There has been no material adverse change in the prospects of RCI Banque or the RCI Banque Group since 31 December 2017, 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 position of RCI Banque or the RCI Banque Group since 31 December 2017, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively."

The following paragraph is added at the end of the "General Information" section which begins at page 194 of the Base Prospectus:

"Benchmark Regulation

Amounts payable under the Floating Rate Notes may be calculated by reference to EURIBOR or LIBOR which are respectively provided by the European Money Markets Institute ("**EMMI**") and ICE Benchmark Administration Limited ("**ICE**"). As at the date of this Base Prospectus, the EMMI and ICE do not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") 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 and ICE are not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence). The relevant Final Terms in respect of an issue of Floating Rate Notes may specify the relevant benchmark, the relevant administrator and whether such administrator appears on the ESMA register referred to above."

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 8 December 2017

Signed in Paris

Dated 28 February 2018



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°18-064 on 28 February 2018. This Supplement 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 comprehensible, and that the information contained within it is coherent". It does not imply the approval by the AMF of any opportunity to conduct a transaction hereby nor that the AMF has verified the accounting and financial data set out herein. In accordance with Article 212-32 of the AMF's General Regulations (*Règlement Général*), any issuance or admission to trading of notes on the basis of the Base Prospectus, as supplemented by this Supplement, shall be subject to the publication of final terms setting out the terms of the securities being issued.