

FIFTH 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 fifth supplement (the "**Supplement**") to the base prospectus dated 5 September 2017, as supplemented by the first supplement dated 12 October 2017, the second supplement dated 15 December 2017, the third supplement dated 28 February 2018 and the fourth supplement dated 26 March 2018 (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, visa n°17-642 on 15 December 2017 on the second supplement to the Base Prospectus, visa n°18-064 on 28 February 2018 on the third supplement to the Base Prospectus and visa n°18-094 on 26 March 2018 on the fourth 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 incorporating in the Base Prospectus a press release dated 13 April 2018.

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 24 April 2018.

The date of this Supplement is 20 April 2018.

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DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

The following press release dated 13 April 2018 and paragraph relating to the appointment of a new Chief Executive Officer of RCI Banque S.A. shall be inserted in the section "Description of RCI Banque and the RCI Banque Group" immediately following the sub-section "Indebtedness" on page 142 of the Base Prospectus:

"PLACEMENT OF A 722.8 MILLION EURO SECURITIZATION BACKED BY FRENCH AUTO LOANS

RCI Bank and Services announces the placement of a securitization backed by auto loans originated by its French subsidiary DIAC.

FCT Cars Alliance Auto Loans France V 2018-1 has placed 700m€ of Senior notes and 22.8m€ of Junior notes. These notes are rated AAA(sf) / Aaa(sf) and AA (high)(sf) / Aa3(sf) respectively by DBRS and Moody's.

The Senior tranche, with a WAL of 2.8 years, has a margin¹ of Euribor 1 month + 18bps. The Junior notes, with a WAL of 4.6 years, have a margin² of Euribor 1 month + 47bps.

The success of this placement demonstrates investors' confidence in the financial strength of the company and their willingness to contribute to its growth. This transaction also confirms the diversified financing sources to which the company has access."

"APPOINTMENT TO THE EXECUTIVE MANAGEMENT OF RCI BANK AND SERVICES

As of April 1st, 2018, Bruno Kintzinger has been appointed Chief Executive Officer of RCI Banque S.A., replacing Gianluca De Ficchy, who is taking up another position within the Alliance.

Bruno Kintzinger reports to Clotilde Delbos, Chairman of the Board of Directors of RCI Banque S.A., of which he will also become a director.

Mr Kintzinger's business address is at the registered office of the Issuer. There are no potential conflicts of interest between his duties to the Issuer and his private interests or other duties."

¹ Coupon: Euribor + 40 floored at zero, issuance price 100.564

² Coupon: Euribor + 70 floored at zero, issuance price 101.053

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 20 April 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°18-144 on 20 April 2018. 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.