

## FIRST SUPPLEMENT TO THE BASE PROSPECTUS DATED 31 AUGUST 2016



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

### **€14,000,000,000** **EURO MEDIUM TERM NOTE PROGRAMME**

This first supplement (the **Supplement**) to the base prospectus dated 31 August 2016 (the **Base Prospectus**) constitutes the first supplement to the Base Prospectus incorporating by reference the Financial Report 2016 (as defined below) and is prepared in connection with the €14,000,000,000 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°16-406 on 31 August 2016 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) incorporating by reference the Issuer's English version of the financial report for the year ended 31 December 2016, (ii) updating certain financial information in the Summary of the Programme and (iii) 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](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 20 February 2017.

The date of this Supplement is 16 February 2017.

## CONTENTS OF SUPPLEMENT

<u>Section of Supplement</u>	<u>Page</u>
Summary of the Programme	4
Documents Incorporated by Reference	6
General Information	7
Persons responsible for the Supplement	8

## 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 shall be supplemented with the following:

B.10	<b>Audit Report Qualifications:</b>	Not Applicable. There are no qualifications in the audit reports to the financial statements 2015 and the financial statements 2016.																																				
B.12	<b>Selected Key Historical Financial Information:</b>	<p>Key consolidated audited financial information as at 31 December 2015 and 31 December 2016. This information has been extracted from the financial statements 2015 and the financial statements 2016 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 2015</th> <th style="width: 15%; text-align: right;">31 Dec 2016</th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Balance Sheet (in million euros)</b></td> </tr> <tr> <td><i>Total assets</i></td> <td style="text-align: right;">37,073</td> <td style="text-align: right;">43,320</td> </tr> <tr> <td><i>Total liabilities &amp; Equity</i></td> <td style="text-align: right;">37,073</td> <td style="text-align: right;">43,320</td> </tr> <tr> <td colspan="3"><b>Consolidated Income Statement (in million euros)</b></td> </tr> <tr> <td><i>Net banking income</i></td> <td style="text-align: right;">1,362</td> <td style="text-align: right;">1,472</td> </tr> <tr> <td><i>Net income</i></td> <td style="text-align: right;">573</td> <td style="text-align: right;">626</td> </tr> <tr> <td colspan="3"><b>Consolidated Statement of Changes in Equity (in million euros)</b></td> </tr> <tr> <td><i>Equity at 31 December 2015 / Equity at 31 December 2016</i></td> <td style="text-align: right;">3,495</td> <td style="text-align: right;">4,060</td> </tr> <tr> <td colspan="3"><b>Consolidated Cash Flow Statement (in million euros)</b></td> </tr> <tr> <td><i>Cash flow</i></td> <td style="text-align: right;">565</td> <td style="text-align: right;">744</td> </tr> <tr> <td><i>Change in net cash</i></td> <td style="text-align: right;">1,427</td> <td style="text-align: right;">(743)</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 2016, 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 2016, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively.</p>		31 Dec 2015	31 Dec 2016	<b>Balance Sheet (in million euros)</b>			<i>Total assets</i>	37,073	43,320	<i>Total liabilities &amp; Equity</i>	37,073	43,320	<b>Consolidated Income Statement (in million euros)</b>			<i>Net banking income</i>	1,362	1,472	<i>Net income</i>	573	626	<b>Consolidated Statement of Changes in Equity (in million euros)</b>			<i>Equity at 31 December 2015 / Equity at 31 December 2016</i>	3,495	4,060	<b>Consolidated Cash Flow Statement (in million euros)</b>			<i>Cash flow</i>	565	744	<i>Change in net cash</i>	1,427	(743)
	31 Dec 2015	31 Dec 2016																																				
<b>Balance Sheet (in million euros)</b>																																						
<i>Total assets</i>	37,073	43,320																																				
<i>Total liabilities &amp; Equity</i>	37,073	43,320																																				
<b>Consolidated Income Statement (in million euros)</b>																																						
<i>Net banking income</i>	1,362	1,472																																				
<i>Net income</i>	573	626																																				
<b>Consolidated Statement of Changes in Equity (in million euros)</b>																																						
<i>Equity at 31 December 2015 / Equity at 31 December 2016</i>	3,495	4,060																																				
<b>Consolidated Cash Flow Statement (in million euros)</b>																																						
<i>Cash flow</i>	565	744																																				
<i>Change in net cash</i>	1,427	(743)																																				
B.13	<b>Recent Events:</b>	Not Applicable. Other than the information provided in this Base Prospectus and in the Supplement, there have been no recent events which RCI Banque considers material to the investors since the publication of the Financial Report 2016.																																				

Elements B.10, B.12 and B.13 of the French language "Summary of the Programme" section set out on pages 20 and 21 of the Base Prospectus shall be supplemented with the following:

B.10	<b>Réserves formulées dans le Rapport d'audit :</b>	Sans objet. Les rapports d'audit relatifs aux rapports annuels 2015 et 2016 ne formulent aucune réserve.																																				
B.12	<b>Informations financières historiques clés :</b>	<p>Informations financières clés consolidées et auditées au 31 décembre 2015 et au 31 décembre 2016. Ces informations sont tirées des comptes consolidés 2015 et 2016 qui sont inclus par référence dans le Prospectus de Base.</p> <table data-bbox="555 667 1374 1173"> <thead> <tr> <th></th> <th style="text-align: right;">31 déc. 2015</th> <th style="text-align: right;">31 déc. 2016</th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Bilan (en million d'euros)</b></td> </tr> <tr> <td><i>Total des Actifs</i></td> <td style="text-align: right;">37.073</td> <td style="text-align: right;">43.320</td> </tr> <tr> <td><i>Total des dettes et des capitaux propres</i></td> <td style="text-align: right;">37.073</td> <td style="text-align: right;">43.320</td> </tr> <tr> <td colspan="3"><b>Compte de résultat consolidé (en millions d'euros)</b></td> </tr> <tr> <td><i>Produit net bancaire</i></td> <td style="text-align: right;">1.362</td> <td style="text-align: right;">1.472</td> </tr> <tr> <td><i>Bénéfice net</i></td> <td style="text-align: right;">573</td> <td style="text-align: right;">626</td> </tr> <tr> <td colspan="3"><b>État consolidé des variations des capitaux propres (en millions d'euros)</b></td> </tr> <tr> <td><i>Capitaux propres au 31 décembre 2015 / Capitaux propres au 31 décembre 2016</i></td> <td style="text-align: right;">3.495</td> <td style="text-align: right;">4.060</td> </tr> <tr> <td colspan="3"><b>État consolidé des flux de trésorerie (en millions d'euros)</b></td> </tr> <tr> <td><i>Flux de trésorerie</i></td> <td style="text-align: right;">565</td> <td style="text-align: right;">744</td> </tr> <tr> <td><i>Variation nette de trésorerie</i></td> <td style="text-align: right;">1.427</td> <td style="text-align: right;">(743)</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 2016, 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 2016, date des derniers comptes financiers vérifiés et publiés de RCI Banque et du Groupe RCI Banque respectivement.</p>		31 déc. 2015	31 déc. 2016	<b>Bilan (en million d'euros)</b>			<i>Total des Actifs</i>	37.073	43.320	<i>Total des dettes et des capitaux propres</i>	37.073	43.320	<b>Compte de résultat consolidé (en millions d'euros)</b>			<i>Produit net bancaire</i>	1.362	1.472	<i>Bénéfice net</i>	573	626	<b>État consolidé des variations des capitaux propres (en millions d'euros)</b>			<i>Capitaux propres au 31 décembre 2015 / Capitaux propres au 31 décembre 2016</i>	3.495	4.060	<b>État consolidé des flux de trésorerie (en millions d'euros)</b>			<i>Flux de trésorerie</i>	565	744	<i>Variation nette de trésorerie</i>	1.427	(743)
	31 déc. 2015	31 déc. 2016																																				
<b>Bilan (en million d'euros)</b>																																						
<i>Total des Actifs</i>	37.073	43.320																																				
<i>Total des dettes et des capitaux propres</i>	37.073	43.320																																				
<b>Compte de résultat consolidé (en millions d'euros)</b>																																						
<i>Produit net bancaire</i>	1.362	1.472																																				
<i>Bénéfice net</i>	573	626																																				
<b>État consolidé des variations des capitaux propres (en millions d'euros)</b>																																						
<i>Capitaux propres au 31 décembre 2015 / Capitaux propres au 31 décembre 2016</i>	3.495	4.060																																				
<b>État consolidé des flux de trésorerie (en millions d'euros)</b>																																						
<i>Flux de trésorerie</i>	565	744																																				
<i>Variation nette de trésorerie</i>	1.427	(743)																																				
B.13	<b>Événements récents :</b>	Sans objet. A l'exception des informations fournies dans le Prospectus de Base et dans le Supplément, RCI Banque estime qu'aucun fait marquant ayant une incidence sur les investisseurs n'est intervenu depuis la publication du Rapport Financier 2016.																																				

## DOCUMENTS INCORPORATED BY REFERENCE

The Issuer's English version of the financial report for the year ended 31 December 2016 (the **Financial Report 2016**) is incorporated as set out above, in compliance with Article 5.1 of the Prospectus Directive, as a new sixth bullet point on page 61 of the Base Prospectus. The following table shall be added to the existing table on page 63 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 2016.

<b>Information incorporated by reference</b>	<b>Reference</b>
RCI Banque audited consolidated financial statements for the year ended 31 December 2016	Financial Report 2016
Consolidated Income Statement (Item 11.1(b))	Financial Report 2016, page 16
Consolidated Balance Sheet relating to the above (Item 11.1(a))	Financial Report 2016, page 15
Consolidated Statement of Changes in Equity	Financial Report 2016, page 18
Consolidated Cash Flow Statement relating to the above (Item 11.1(c))	Financial Report 2016, page 19
Notes relating to the above (Item 11.1(d))	Financial Report 2016, pages 20 to 82
Accounting methods relating relating to the above (Item 11.1(d))	Financial Report 2016, pages 21 to 34
Auditors' report relating to the above (Items 2.1, 11.3.1)	Financial Report 2016, pages 9 to 12

## **GENERAL INFORMATION**

The "Material or significant change" paragraph in the "General Information" section on page 181 of the Base Prospectus shall be supplemented with the following in order to take into account the publication and incorporation of the Financial Report 2016:

"There has been no material adverse change in the prospects of RCI Banque or the RCI Banque Group since 31 December 2016, 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 2016, 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 28 November 2016

Signed in Noisy-le-Grand  
Dated 16 February 2017



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°17-059 on 16 February 2017. 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.