

**FIRST SUPPLEMENT TO THE 28 AUGUST 2013 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 28 August 2013 relating to the Programme (the **Base Prospectus**) constitutes the first supplement, for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities, as amended by the Luxembourg law of 3 July 2012 (the **Luxembourg Law on Prospectuses for Securities**), to the base prospectus comprised in the Base Prospectus and is prepared in connection with the €12,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by RCI Banque (the **Issuer**).

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.

Copies of this Supplement will be available (i) from the registered office of the Issuer, (ii) from the principal office of the Agent in London and the principal office of the Paying Agent in Luxembourg and (iii) on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

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.

The date of this Supplement is 13 March 2014.

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.

In accordance with Article 13 paragraph 2 of the Luxembourg Law on Prospectuses for Securities, in the case of a public offer of Notes, investors who have already agreed to purchase or subscribe for the Notes before this Supplement is published have the right, no later than 17 March 2014, to withdraw their acceptances.

### **FINANCIAL REPORTING**

The Year Financial Report for the year ended 31 December 2013 (the **Financial Report 2013**) is incorporated as set out above, in compliance with Article 5.1 of the Prospectus Directive. The following table 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 2013.

| <b>Information incorporated by reference</b>   | <b>Reference</b>                      |
|--|---------------------------------------|
| RCI Banque audited consolidated financial statements for the year ended 31 December 2013 | Financial Report 2013                 |
| Consolidated Income Statement  | Financial Report 2013, page 16        |
| Consolidated Balance Sheet relating to the above   | Financial Report 2013, page 15        |
| Consolidated Statement of Changes in Equity  | Financial Report 2013, page 17        |
| Consolidated Cash Flow Statement relating to the above                                   | Financial Report 2013, page 18        |
| Notes relating to the above  | Financial Report 2013, pages 19 to 69 |
| Accounting methods relating to the above   | Financial Report 2013, pages 19 to 31 |
| Auditor's Report relating to the above   | Financial Report 2013, pages 10 to 13 |

Any information incorporated by reference that is not listed in the above cross-reference list is considered as additional information and is not required by the relevant schedules of the

Prospectus Regulation.

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

| B.10  | <b>Audit Report Qualifications:</b>                   | Not Applicable. There are no qualifications in the audit reports to the financial statements 2012 and the financial statements 2013.  |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
|---|---|---|--|-------------|-------------|---|--|--|---------------------|--------|--------|---------------------------------------|--------|--------|---|--|--|---------------------------|-------|-------|-------------------|-----|-----|---|--|--|--|-------|-------|--|--|--|------------------|-----|-----|---------------------------|-----|-------|
| B.12  | <b>Selected Key Historical Financial Information:</b> | <p>Key consolidated audited financial information as at 31 December 2012 and 31 December 2013. This information has been extracted from the financial statements 2012 and the financial statements 2013 which are incorporated by reference into the Base Prospectus.</p> <table data-bbox="555 651 1366 1106"> <thead> <tr> <th></th> <th style="text-align: right;">31 Dec 2012</th> <th style="text-align: right;">31 Dec 2013</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;">28,767</td> <td style="text-align: right;">29,505</td> </tr> <tr> <td><i>Total liabilities &amp; Equity</i></td> <td style="text-align: right;">28,767</td> <td style="text-align: right;">29,505</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;">1,238</td> <td style="text-align: right;">1,221</td> </tr> <tr> <td><i>Net income</i></td> <td style="text-align: right;">526</td> <td style="text-align: right;">506</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 2012 / Equity at 31 December 2013</i></td> <td style="text-align: right;">2,681</td> <td style="text-align: right;">2,923</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;">535</td> <td style="text-align: right;">465</td> </tr> <tr> <td><i>Change in net cash</i></td> <td style="text-align: right;">169</td> <td style="text-align: right;">(110)</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 2013, 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 2013, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively.</p> |  | 31 Dec 2012 | 31 Dec 2013 | <b>Balance Sheet (in million euros)</b> |  |  | <i>Total assets</i> | 28,767 | 29,505 | <i>Total liabilities &amp; Equity</i> | 28,767 | 29,505 | <b>Consolidated Income Statement (in million euros)</b> |  |  | <i>Net banking income</i> | 1,238 | 1,221 | <i>Net income</i> | 526 | 506 | <b>Consolidated Statement of Changes in Equity (in million euros)</b> |  |  | <i>Equity at 31 December 2012 / Equity at 31 December 2013</i> | 2,681 | 2,923 | <b>Consolidated Cash Flow Statement (in million euros)</b> |  |  | <i>Cash flow</i> | 535 | 465 | <i>Change in net cash</i> | 169 | (110) |
|   | 31 Dec 2012   | 31 Dec 2013   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <b>Balance Sheet (in million euros)</b>                               |   |   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <i>Total assets</i>   | 28,767  | 29,505  |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <i>Total liabilities &amp; Equity</i>                                 | 28,767  | 29,505  |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <b>Consolidated Income Statement (in million euros)</b>               |   |   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <i>Net banking income</i>   | 1,238   | 1,221   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <i>Net income</i>   | 526   | 506   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <b>Consolidated Statement of Changes in Equity (in million euros)</b> |   |   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <i>Equity at 31 December 2012 / Equity at 31 December 2013</i>        | 2,681   | 2,923   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <b>Consolidated Cash Flow Statement (in million euros)</b>            |   |   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <i>Cash flow</i>  | 535   | 465   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| <i>Change in net cash</i>   | 169   | (110)   |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |
| B.13  | <b>Recent Events:</b>                                 | 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 2013.  |  |             |             |   |  |  |                     |        |        |                                       |        |        |   |  |  |                           |       |       |                   |     |     |   |  |  |  |       |       |  |  |  |                  |     |     |                           |     |       |

The "Material or significant change" paragraph in the "General Information" section on page 122 of the Base Prospectus shall be amended to take into account the publication and incorporation of the Financial Report 2013 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 2013, 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 2013, the date of the latest published annual audited accounts of RCI Banque and the RCI Banque Group, respectively."

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