

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE

COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of 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 manufacturers' 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 manufacturers' type of clients assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (**IMD**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended) (**Prospectus Directive**). Consequently no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

10 April 2018

RCI Banque

Issue of EUR 300,000,000 Callable Fixed to Floating Rate Notes due April 2020

under the €20,000,000,000

Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the Base Prospectus dated 5 September 2017 and the supplements to the Base Prospectus dated 12 October 2017, 15 December 2017, 28 February 2018 and 26 March 2018 (the **Supplements**) which together constitute a base prospectus for the purposes of the Directive 2003/71/EU (as amended by Directive 2010/73/EU) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the Supplements are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the *Autorité des marchés financiers* (www.amf-france.org) and (b) the Issuer (www.rcibs.com).

1. (a) Series Number: 317
(b) Tranche Number: 1
2. Specified Currency or Currencies: Euros (**EUR**)
3. Aggregate Nominal Amount:
(a) Series: EUR 300,000,000
(b) Tranche: EUR 300,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5. (a) Specified Denomination(s): EUR 100,000
(b) Calculation Amount: EUR 100,000
6. (a) Issue Date: 11 April 2018
(b) Interest Commencement Date: Issue Date
7. Maturity Date: Interest Payment Date due to fall on 9 April 2020
8. Interest Basis: 0.12 per cent. Fixed Rate for the first year then 3 month EURIBOR + 0.40 per cent. Floating Rate

(further particulars specified in Paragraphs 14 and 15 below)
9. Change of Interest Basis or Redemption/Payment Basis: Applicable

Fixed Rate for the period from and including the Interest Commencement Date to but excluding 11 April 2019, then Floating Rate
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Put/Call Options: Issuer Call
(further particulars specified in Paragraph 18)

- below)
12. (a) Status of the Notes: Senior
- (b) Date of corporate authorisation for issuance of Notes obtained: 8 December 2017
13. Method of Distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
- (a) Rate of Interest: 0.12 per cent. per annum payable annually in arrear
- (b) Interest Payment Date(s): 11 April 2019, adjusted in accordance with the Modified Following Business Day Convention
- (c) Fixed Coupon Amount(s): Not Applicable
- (d) Broken Amount(s): Not Applicable
- (e) Day Count Fraction: Actual/360, adjusted
- (f) Determination Date(s): Not Applicable
- (g) Party responsible for calculating Interest Amounts (if not the Calculation Agent): The Calculation Agent
15. **Floating Rate Note Provisions** Applicable
- (a) Interest Period(s): As per Conditions, quarterly. Except for a last short Interest Period ending on 9 April 2020.
- (b) Specified Period(s)/Interest Payment Dates: Quarterly / 11 January, 11 April, 11 July and 11 October from and including the First Interest Payment Date to and including the Maturity Date (last short Interest Period)
- (c) First Interest Payment Date: 11 July 2019
- (d) Business Day Convention: Modified Following Business Day Convention
- (e) Additional Business Centre(s): Not Applicable
- (f) Manner in which the Rate(s) of Interest is/are to be Screen Rate Determination

determined:

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| (g) | Party responsible for calculating the Rate(s) of Interest and/or Interest Amount (if not the Fiscal Agent): | Not Applicable |
| (h) | Screen Rate Determination: | Applicable |
| | - Reference Rate: | 3 month EURIBOR |
| | - Interest Determination Date(s): | Two (2) TARGET Business Days prior to the start of each Interest Period |
| | - Relevant Screen Page: | Reuters "EURIBOR01" page |
| (i) | FBF Determination: | Not Applicable |
| (j) | ISDA Determination: | Not Applicable |
| (k) | Margin(s): | + 0.40 per cent. per annum |
| (l) | Minimum Rate of Interest: | Applicable as per Condition 6 (b) (ii) |
| (m) | Maximum Rate of Interest: | Not Applicable |
| (n) | Floating Day Count Fraction: | Actual/360, adjusted |
| 16. | Inflation Linked Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 18. | Issuer Call:
(Condition 8(d)) | Applicable |
| (a) | Optional Redemption Date(s): | The Interest Payment Date due to fall on 11 April 2019 |
| (b) | Optional Redemption Amount(s) of each Note: | EUR 100,000 per Calculation Amount |
| (c) | If redeemable in part: | Not Applicable |
| (i) | Minimum Redemption Amount: | Not Applicable |

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| (ii) | Maximum Redemption Amount: | Not Applicable |
| (d) | Notice period: | At any time on any calendar day from and including 3 April 2019 to and including 10 April 2019 (5pm TARGET Business Day) |
| 19. | Put Option:
(Condition 8(e)) | Not Applicable |
| 20. | Make-whole Redemption:
(Condition 8(f)) | Not Applicable |
| 21. | Final Redemption Amount of each Note: | EUR 100,000 per Calculation Amount |
| 22. | Early Redemption Amount: Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 8(g): | EUR 100,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. | Form of Notes: | Dematerialised Notes |
| | (i) Form of Dematerialised Notes: | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent: | Not Applicable |
| | (iii) Temporary Global Certificate: | Not Applicable |
| 24. | Financial Centre(s) or other special provisions relating to payment days: | Not Applicable |
| 25. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 26. | Details relating to Instalment Notes: | Not Applicable |
| | (i) Instalment Amounts: | |
| | (ii) Instalment Dates: | |
| 27. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |

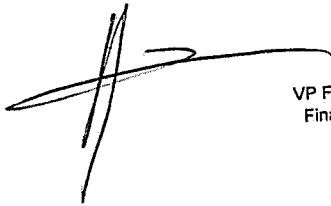
28. Consolidation provisions: Not Applicable
29. Representation of Noteholders/Masse: Condition 13 applies
- The Initial Representative shall be:
- MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
7bis rue de Neuilly
F-92110 Clichy
- Mailing address:
33, rue Anna Jacquin
92100 Boulogne Billancourt
France
- Represented by its Chairman
- The Representative will be entitled to a remuneration of €450 (VAT excluded) per year.
- The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

DISTRIBUTION

30. (a) If syndicated, names and addresses of Managers: Not Applicable
- (b) Date of Subscription Agreement: Not Applicable
- (c) Stabilising Manager(s) (if any): Not Applicable
31. If non-syndicated, name and address of Dealer: BNP PARIBAS, 10 Harewood Avenue, London NW1 6AA, United Kingdom
32. U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA not applicable

Signed on behalf of the Issuer:

By:

A handwritten signature in black ink, consisting of several overlapping, fluid strokes that form a stylized representation of the name.

Jean-Marc SAUGIER
VP Finance and Group Treasurer
Finance and Treasury Division

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission and trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed on Euronext Paris with effect from the Issue Date.
- (ii) Estimate of total expenses EUR 6,900 related to the admission to trading:

2. RATINGS

Ratings: The Notes are expected to be rated:

Standard & Poor's Credit Market Services France
"S&P": BBB (stable outlook)

Moody's Investors Service Ltd. "Moody's": Baa1
(positive outlook)

S&P and Moody's are established in the EEA and are registered under Regulation (EU) No 1060/2009, as amended (the "CRA Regulation"). As such S&P and Moody's are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the CRA Regulation.

3. NOTIFICATION

The AMF has provided the *Autoriteit Financiële Markten* in the Netherlands, *Bundesanstalt für Finanzdienstleistungsaufsicht* in Germany, the Financial Services and Markets Authority in Belgium, *Finanstilsynet* in Denmark, the *Commissione Nazionale per le Società e la Borsa* in Italy and the *Commission de Surveillance du Secteur Financier* in Luxembourg with a certificate of approval attesting that the Base Prospectus dated 31 August 2016 and the supplement dated 16 February 2017 and 16 March 2017 have been drawn up in accordance with the Prospectus Directive.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Reasons for the offer: General financing purposes of the Issuer and its consolidated subsidiaries.

6. **FIXED RATE NOTES ONLY - YIELD**

Not Applicable

7. **FLOATING RATE NOTES ONLY – HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters page EURIBOR01.

8. **INFLATION LINKED NOTES ONLY – PERFORMANCE OF INDEX, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

9. **OPERATIONAL INFORMATION**

ISIN Code: FR0013328887

Common Code: 180718842

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Euroclear France

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Citibank, N.A., London Branch
13th Floor, Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom