

SECOND 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 second supplement (the **Supplement**) to the base prospectus dated 5 September 2017, as supplemented by the first prospectus dated 12 October 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 and visa n°17-548 on 12 October 2017 on the first 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 (i) certain legending and selling restrictions relating to Regulation (EU) No 1286/2014 (the PRIIPs (packaged retail and insurance-based investment products) Regulation), (ii) a press release dated 23 October 2017 and (iii) a press release dated 27 October 2017.

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 19 December 2017.

The date of this Supplement is 15 December 2017.

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IMPORTANT NOTICES

The following legend will be inserted at the bottom of page (iii) of the Base Prospectus:

IMPORTANT – EEA RETAIL INVESTORS - If the Final Terms in respect of any Notes includes a legend entitled "Prohibition of Sales to EEA Retail Investors", the Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the 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 Directive 2014/65/EU ("**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 the 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.

DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

The following press release dated 23 October 2017 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:

"RCI BANQUE ISSUES A € 500 MILLION FLOATING RATE BOND MATURING IN NOVEMBER 2024

RCI Banque announces the issuance of a 7-year floating rate bond with a coupon set at Euribor + 57 bp.

The deal attracted a € 2.7 billion final order book coming from approximately 240 subscribers.

This issue complements the company's credit curve, which now has multiple reference points, both in fixed-rate and variable-rate formats.

The investor interest in this new deal demonstrates once again their confidence in the financial strength of the company as well as their capacity to support its growth."

The following press release dated 27 October 2017 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:

"RCI BANQUE ISSUES GBP 250 MILLION WITH A 1.875% COUPON

RCI Banque issued today a 5-year bond in Sterling Pounds with a 1.875% coupon.

This bond fits in the Group's funding sources diversification policy and will refinance loans granted in the United Kingdom. The deal attracted a £ 1bn final order book coming from approximately 90 subscribers.

The investor interest in this new deal demonstrates once again their confidence in the financial strength of the company as well as their capacity to support its growth."

**APPLICABLE FINAL TERMS IN CONNECTION WITH ISSUE OF NOTES WITH A
DENOMINATION OF LESS THAN EUR 100,000**

The pro-forma final terms in connection with an issue of Notes with a denomination of less than EUR 100,000 shall be amended as follows:

(i) The following legend shall be inserted at the top of page 143:

"[PROHIBITION OF SALES TO EEA RETAIL INVESTORS

The Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, 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 Directive 2014/65/EU ("**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.]¹"

(ii) The following text shall be added as a new paragraph 34 on page 151:

"34.	Prohibition of Sales to EEA Retail Investors:	<p>[Applicable/Not Applicable]</p> <p><i>(If the offer of the Notes is concluded prior to 1 January 2018, or on and after that date the Notes clearly do not constitute “packaged” products, “Not Applicable” should be specified. If the offer of the Notes will be concluded on or after 1 January 2018 and the Notes may constitute “packaged” products and no key information document (KID) will be prepared, “Applicable” should be specified.)</i></p>
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¹ Include text unless the Final Terms for an offer of Notes to be concluded on or after 1 January 2018 specify "Prohibition of Sales to EEA Retail Investors" as "Not Applicable".

**APPLICABLE FINAL TERMS IN CONNECTION WITH ISSUE OF NOTES WITH A
DENOMINATION OF AT LEAST EUR 100,000**

The pro-forma final terms in connection with an issue of Notes with a denomination of at least EUR 100,000 shall be amended as follows:

(i) The following legend shall be inserted at the top of page 158:

"[PROHIBITION OF SALES TO EEA RETAIL INVESTORS

The Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, 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 Directive 2014/65/EU ("**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.]²"

(ii) The following text shall be added as a new paragraph 32 on page 166:

"32.	Prohibition of Sales to EEA Retail Investors:	<p>[Applicable/Not Applicable]</p> <p><i>(If the offer of the Notes is concluded prior to 1 January 2018, or on and after that date the Notes clearly do not constitute “packaged” products, “Not Applicable” should be specified. If the offer of the Notes will be concluded on or after 1 January 2018 and the Notes may constitute “packaged” products and no key information document (KID) will be prepared, “Applicable” should be specified.)</i></p>
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² Include text unless the Final Terms for an offer of Notes to be concluded on or after 1 January 2018 specify "Prohibition of Sales to EEA Retail Investors" as "Not Applicable".

SUBSCRIPTION AND SALE

Paragraph (b) relating to the Public Offer Selling Restriction under the Prospectus Directive on pages 187 and 188 shall be deleted in its entirety and replaced with the following:

"(b) Prohibition of sales to Retail Investors in the European Economic Area ("EEA")

From 1 January 2018, unless the relevant Final Terms in respect of any Notes specify "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by the Base Prospectus as completed by the Final Terms in relation thereto to any retail investor in the EEA. For the purposes of this provision:

- (i) the expression retail investor means a person who is one (or more) of the following:
 - (A) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU ("**MiFiD II**"); or
 - (B) a customer within the meaning of Directive 2002/92/EC of the European Parliament and of the Council of 9 December 2002 on insurance mediation, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFiD II; or
 - (C) not a qualified investor as defined in the Prospectus Directive); and
- (ii) the expression an offer includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.

Prior to 1 January 2018, and from that date if the relevant Final Terms in respect of any Notes specify "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", in relation to each Member State of the EEA which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**") it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Base Prospectus as completed by the final terms in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

- (i) *Approved prospectus*: if the final terms in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and

ending on the dates specified in such prospectus or final terms, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;

- (ii) *Authorized institutions*: at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (iii) *Fewer than 150 offerees*: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (iv) *Other exempt offers*: at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive or pursuant to any applicable national law of any Relevant Member State,

provided that no such offer of Notes referred to in (b) to (d) above shall require an Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "**offer of Notes to the public**" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, and the expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended) and includes any relevant implementing measure in each Relevant Member State."

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 15 December 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°17-642 on 15 December 2017. 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.