

SECOND SUPPLEMENT TO THE BASE PROSPECTUS DATED 31 AUGUST 2016



RCI BANQUE

(incorporated in France as a "société anonyme")

€17,000,000,000 (formerly €14,000,000,000)

EURO MEDIUM TERM NOTE PROGRAMME

This second supplement (the **Supplement**) to the base prospectus dated 31 August 2016, as supplemented by the first supplement dated 16 February 2017 (the **Base Prospectus**), 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 and visa n°17-059 on 16 February 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 increasing the programme size from €14,000,000,000 to €17,000,000,000.

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 20 March 2017.

The date of this Supplement is 16 March 2017.

INCREASE IN PROGRAMME SIZE

The programme size is increased as of the date of this Supplement from Euro 14,000,000,000 to Euro 17,000,000,000 and all references in the Base Prospectus relating to the size or limit of the Programme being Euro 14,000,000,000 (or the maximum aggregate amount of Notes outstanding at any one time being an amount up to Euro 14,000,000,000) shall be deemed to be amended and replaced with Euro 17,000,000,000. The increase in the programme size was authorised by resolution of the *Conseil d'Administration* (Board of Directors) dated 28 November 2016.

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 March 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°17-096 on 16 March 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.