

3 April 2012

RCI Banque
Issue of CZK 250,000,000 Floating Rate Notes due April 2015
under the €12,000,000,000
Euro Medium Term Note Programme

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the 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, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 19 July 2011, the first supplement to the Base Prospectus dated 3 August 2011 and the second supplement to the Base Prospectus dated 12 March 2012 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (as amended by Directive 2010/73/EU, to the extent implemented in the Relevant Member State (except as otherwise specified herein) (the **2010 PD Amending Directive**)) on the prospectus to be published when securities are offered to the public or admitted to trading) (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, the first supplement to the Base Prospectus dated 3 August 2011 and the second supplement to the Base Prospectus dated 12 March 2012 are available for viewing at www.bourse.lu and copies may be obtained from the registered office of the Issuer, the principal office of the Agent in London and the principal office of the Paying Agent in Luxembourg.

- | | | |
|----|-----------------------------------|----------------------|
| 1. | Issuer: | RCI Banque |
| 2. | (a) Series Number: | 269 |
| | (b) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Czech Koruna ("CZK") |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | CZK 250,000,000 |
| | (b) Tranche: | CZK 250,000,000 |

- | | | |
|-----|---|---|
| 5. | Issue Price: | 99.70 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denomination(s): | CZK 2,000,000 |
| | (b) Calculation Amount: | CZK 2,000,000 |
| 7. | (a) Issue Date: | 5 April 2012 |
| | (b) Interest Commencement Date: | 5 April 2012 |
| 8. | Maturity Date: | The Interest Payment Date falling on or nearest to 5 April 2015 |
| 9. | Interest Basis: | 3 months PRIBOR + 1.95 per cent. Floating Rate
(further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (a) Status of the Notes: | Senior |
| | (b) Date [Board] approval for issuance of Notes obtained: | 20 June 2011 |
| 14. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|---|--|
| 15. | Fixed Rate Note Provisions | Not Applicable |
| 16. | Floating Rate Note Provisions | Applicable |
| | (a) Interest Period(s): | Quarterly |
| | (b) Specified Period(s)/Interest Payment Dates: | Interest shall be payable quarterly in arrear on 5 January, 5 April, 5 July and 5 October in each year from and including 5 July 2012 to and including 5 April 2015, all dates being subject to the Business Day Convention specified below. |
| | (c) First Interest Payment Date: | 5 July 2012, subject to the Business Day Convention below |
| | (d) Business Day Convention: | Modified Following Business Day Convention |
| | (e) Business Centre(s): | TARGET2, Prague |

- | | | |
|-----|---|---|
| (f) | Manner in which the Rate(s) of Interest is/are to be determined: | Screen Rate Determination |
| (g) | Party responsible for calculating the Rate(s) of Interest and/or Interest Amount (if not the Agent): | Not Applicable |
| (h) | Screen Rate Determination: | Applicable |
| | - Reference Rate: | 3 month PRIBOR |
| | - Interest Determination Date(s): | The second TARGET2 Business Day prior to the first day of each Interest Period at 11.00 a.m., Prague Time |
| | - Relevant Screen Page: | Reuters 'PRIBOR' |
| (i) | ISDA Determination: | Not Applicable |
| (j) | Margin(s): | + 1.95 per cent. per annum |
| (k) | Minimum Rate of Interest: | Not Applicable |
| (l) | Maximum Rate of Interest: | Not Applicable |
| (m) | Day Count Fraction: | Actual/360 |
| (n) | Fallback provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: | Not Applicable |
-
- | | | |
|-----|---------------------------------------|----------------|
| 17. | Zero Coupon Note Provisions | Not Applicable |
| 18. | Index Linked Interest Note Provisions | Not Applicable |
| 19. | Dual Currency Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|--|--------------------------------------|
| 20. | Issuer Call: | Not Applicable |
| 21. | Put Option: | Not Applicable |
| 22. | Final Redemption Amount of each Note: | CZK 2,000,000 per Calculation Amount |
| 23. | 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 7f:

As set out in the Condition 7(f)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | | |
|-----|---|---|
| 24. | Form of Notes: | Bearer Notes:
Permanent Global Note exchangeable for
Definitive Notes on an Exchange Event |
| 25. | New Global Note: | Yes |
| 26. | Financial Centre(s) or other special provisions relating to payment days: | TARGET2, Prague |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made [and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment]: | Not Applicable |
| 29. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 30. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 31. | Consolidation provisions: | Not Applicable |
| 32. | Other final terms: | Not Applicable |

DISTRIBUTION

- | | | |
|-----|--|----------------|
| 33. | (a) If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable |
| | (b) Date of Subscription | Not Applicable |

Agreement:

- (c) Stabilising Manager(s) Not Applicable
 (if any):
34. If non-syndicated, name and Société Générale
 addresses of Dealer: Tours Société Générale
 17 Cours Valmy
 92987 Paris La Défense Cedex
 France
35. Total commission and Not Applicable
 concession:
36. U.S. Selling Restrictions: Reg. S Compliance Category 1 ;TEFRA C
37. Non-exempt Offer: Not Applicable
38. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

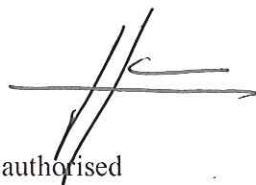
These Final Terms comprise the final terms required for issue and admission to trading on the Luxembourg Stock Exchange of the Notes described herein pursuant to the €12,000,000,000 Euro Medium Term Note Programme of RCI Banque.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:



Duly authorised

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

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading : Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the official list and admitted to trading on the regulated market of the *Bourse de Luxembourg* with effect from the Issue Date
- (ii) Estimate of total expenses related to the admission to trading: EUR 1,695

2. RATINGS

Ratings: The Notes have the benefit of the general rating assigned to the Programme (see “Ratings” on page 11 of the Base Prospectus)

3. NOTIFICATION

Not Applicable

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

“Save as disclosed in “Subscription and Sale”, 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

- (i) Reasons for the offer: See “Use of Proceeds” wording in Base Prospectus
- (ii) Estimated net proceeds: CZK 249,250,000
- (iii) Estimated total expenses: EUR 1,695

6. HISTORIC INTEREST RATES

Details of historic PRIBOR rates can be obtained from *Reuters* page ‘PRIB’.

7. OPERATIONAL INFORMATION

ISIN Code: XS0766345481

Common Code: 076634548

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery:

Delivery against payment

Names and addresses of initial Paying Agent(s):

Citibank N.A. London Branch
21st Floor, Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility:

No

8. **TERMS AND CONDITIONS OF THE OFFER**

Not Applicable

Jm5