



*Commission de Surveillance
du Secteur Financier*

**Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

Finanstilsynet (Denmark)
Autorité des Marchés Financiers (AMF) (France)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Autorité des services et marchés financiers (FSMA) (Belgium)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus Supplement to the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 28 February 2013.

Name of Issuer(s):

RCI BANQUE

Registered Office(s)/Seat(s):

Noisy-le-Grand Cedex, France

Type of Securities:

€12,000,000,000 Euro Medium Term Note Programme

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

Not applicable

Guarantor(s) (if any):

Not applicable

Attachment(s):

Supplement dated 28 February 2013
Revised French translation of the summary
Revised Dutch translation of the summary
Revised Danish translation of the summary
Revised German translation of the summary
Revised Italian translation of the summary

Ref.: C-13634
Luxembourg, 1 March 2013
Commission de Surveillance du Secteur Financier

