

FINAL TERMS**26 October 2011****RCI Banque****Issue of a minimum of Euro 50,000,000 4.50 per cent. Notes due 16 November 2014 (the "Notes")****under the Euro 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 (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:

- (i) 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.
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 37 of Part A below, provided that such person is one of the persons mentioned in Paragraph 37 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor the Lead Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances. The expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State, and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

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 **Base Prospectus**) and the supplement to the Base Prospectus dated 3 August 2011 (the **Supplement**) which together constitute a base prospectus for the purposes of 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 the 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 Supplement 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: 263
(b) Tranche Number: 1
3. Specified Currency or Currencies: Euro
4. Aggregate Nominal Amount: To be determined at the end of the Offer Period and published no later than 10 November 2011 on the websites of the Issuer and the Lead Manager (respectively www.rcibanque.com/en/finance_activites.html and www.bnpparibasfortis.be/emissions), with a minimum of Euro 50,000,000. The criteria in accordance with which the final aggregate nominal amount of the Notes will be determined by the Issuer are the following: (i) the funding needs of the Issuer, which could evolve during the Offer Period for the Notes, (ii) the levels of the interest rates and the credit spread of the Issuer on a daily basis, (iii) the level of demand from investors for the Notes as observed by the Lead Manager on a daily basis, (iv) the occurrence or non-occurrence of certain events during the Offer Period of the Notes giving the Issuer and/or the Lead Manager, after consultation with the Issuer, the possibility to early terminate the Offer Period or not to proceed with the offer and the issue, as agreed between the Lead Manager and the Issuer in the subscription agreement dated 26 October 2011, including but not limited to a force majeure or a material adverse change concerning the Issuer.
5. Issue Price: 101.375 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denomination(s): Euro 1,000
(b) Calculation Amount: Euro 1,000
7. (a) Issue Date: 16 November 2011
(b) Interest Commencement Date: 16 November 2011

8. Maturity Date:	16 November 2014
9. Interest Basis:	4.50 per cent. per annum Fixed 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 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:	Applicable
(a) Rate of Interest:	4.50 per cent. per annum, payable annually in arrear
(b) Interest Payment Date(s):	16 November in each year commencing on 16 November 2012
(c) Fixed Coupon Amount(s):	Euro 45 per Calculation Amount
(d) Broken Amount(s):	Not Applicable
(e) Day Count Fraction:	Actual/Actual (ICMA) unadjusted
(f) Determination Date(s):	Not Applicable
(g) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16. Floating Rate Note Provisions:	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: Euro 1,000 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 7(f)): As set out in Condition 7(f)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is 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: TARGET, London

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 (of 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 Not Applicable

which each payment is to be made:

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| 30. Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 31. Consolidation provisions: | Not Applicable |
| 32. Other final terms: | Not Applicable |

DISTRIBUTION

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| 33. (a) If syndicated, names and addresses of Managers: | Not Applicable |
| (b) Date of Syndication Agreement: | Not Applicable |
| (c) Stabilising Manager(s) (if any): | Not Applicable |
| 34. If non-syndicated, name and addresses of Dealer: | Fortis Bank NV/SA
(the Lead Manager)

3 Montagne du Parc
1000 Brussels
Belgium |

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| 35. Total commission and concession: | 1.375 per cent. of the Aggregate Nominal Amount to be borne by the investors and 0.25 per cent. to be paid by the Issuer |
| 36. U.S. Selling Restrictions: | Reg. S Compliance Category 1; TEFRA D |
| 37. Non-exempt Offer: | An offer of the Notes may be made by the Lead Manager, other than pursuant to Article 3(2) of the Prospectus Directive, in Belgium and the Grand Duchy of Luxembourg (Public Offer Jurisdiction) during the period from 28 October 2011 (following publication of these Final Terms) until 10 November 2011 (included) (the Offer Period). See further paragraph 8 of Part B below. |
| 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 Regulated Market of 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

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and Admission and trading:

Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the regulated market of the *Bourse de Luxembourg* with effect from 16 November 2011.

2. RATINGS

Ratings:

Not Applicable

3. NOTIFICATION

The competent authority in Luxembourg has provided the Belgian *Autorité des Services et Marchés Financiers* with certificates of approval attesting that the Base Prospectus and the Supplement have been drawn up in accordance with the Prospectus Directive.

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

Save as discussed 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 total expenses: To be determined at the end of the Offer Period and published no later than 15 November 2011 on the websites of the Issuer and the Lead Manager (respectively www.rcibanque.com/en/finance_activites.html and www.bnpparibasfortis.be/emissions)

(iii) Estimated net proceeds: To be determined at the end of the Offer Period and published no later than 15 November 2011 on the websites of the Issuer and the Lead Manager (respectively www.rcibanque.com/en/finance_activites.html and www.bnpparibasfortis.be/emissions)

6. YIELD

Indication of yield: 4.00 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. OPERATIONAL INFORMATION

ISIN Code: XS0698425690

Common Code: 069842569

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery versus payment

Names and addresses of initial Paying Agent(s): Citibank, N.A.
Ground Floor
DUB-01-11
1 North Wall Quay
Dublin 1
Ireland

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

Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safe-keeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

8. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	Notes will be offered during the Offer Period at the price of 101.375 per cent, including a selling commission of 1.375 per cent to be borne by the retail investors. The qualified investors (as defined under the Belgian law dated 16 July 2006 on the public offer of securities), will pay the price less a discount, such resulting price being subject to certain changes during the Offer Period based on, among others, (i) the evolution of the credit quality of the Issuer (credit spread), (ii) the evolution of interest rates, (iii) the success (or lack of success) of the placement of the Notes, and (iv) the amount of Notes purchased by an investor, each as determined by the Lead Manager in its sole discretion.
Conditions to which the offer is subject:	The Issuer reserves the right to withdraw the offer of the Notes at any time on or prior to the end of the Offer Period. In such a case, notice will be posted on the websites of the Issuer and the Lead Manager (respectively www.rcibanque.com/en/finance_activites.html and www.bnpparibasfortis.be/emissions).
The time period, including any possible amendments, during which the offer will be open and description of the application process:	The Offer Period will start on 28 October 2011 at 9.00 a.m. (CET time) and end on 10 November 2011 at 4.30 p.m. (CET time). Application for the Notes can be made in Belgium and in the Grand Duchy of Luxembourg through the local branches or the affiliates of the Lead Manager. The distribution will be carried out in accordance with the Lead Manager's usual procedures.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable
Details of the minimum and/or maximum amount of application:	Minimum subscription amount per investor: EUR 1,000
Details of the method and time limits for paying up and delivering the Notes:	Payments of the Notes must be received at the latest on or before the Issue Date by debit of a cash account of the investor. The delivery of the Notes will take place as described in the Base Prospectus and these

Final Terms. On or about the Issue Date, the relevant securities account of each Noteholder will be credited with the relevant amount of Notes purchased.

Manner in and date on which results of the offer are to be made public:

The result of the offer of the Notes will be published as soon as possible after the end of the Offer Period (and no later than 10 November 2011) on the websites of the Issuer and the Lead Manager (respectively www.rcibanque.com/en/finance_activites.html and www.bnpparibasfortis.be/emissions).

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not applicable

Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:

The Notes will be offered to retail and qualified investors in Belgium and the Grand Duchy of Luxembourg and to qualified investors elsewhere in the EEA. Regarding the retail investors, the Notes will be offered to investors with a growth (*dynamique/dynamisch*) to high growth (*agressif/agressief*) profile, as determined by the Lead Manager. Under certain limits, the Notes may be suitable to investors with another profile, depending on the level of diversity of their portfolio and the level of risk that they accept.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Not applicable

No dealings in the Notes on a regulated market for the purposes of the Markets in Financial Instruments Directive 2004/39/EC may take place prior to the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Not applicable

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

The local branches of Fortis Bank NV/SA and its affiliates.