

**SECOND SUPPLEMENT DATED 7 NOVEMBER 2012 TO THE 15 MAY 2012
BASE PROSPECTUS**

RENAULT

(incorporated as a société anonyme in France)

€7,000,000,000

Euro Medium Term Note Programme

This prospectus supplement (the "**Supplement**") is supplemental and must be read in conjunction with the Base Prospectus dated 15 May 2012 (the "**Base Prospectus**") granted visa No. 12-207 on 15 May 2012 by the Autorité des marchés financiers (the "**AMF**"), and the supplement to the Base Prospectus dated 30 July 2012 granted visa No. 12-393 on 30 July 2012 (the "**Second Supplement**"), all prepared by Renault ("**Renault**" or the "**Issuer**") with respect to its €7,000,000,000 Euro Medium Term Note Programme (the "**Programme**").

Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

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 Directive 2003/71/EC as amended by Directive 2010/71/EC (The "**Prospectus Directive**").

This supplement has been prepared pursuant to Article 16 of the Prospectus Directive and Article 212-25 of the *Règlement Général* of the AMF for the purposes of integrating two press releases dated respectively 25 October 2012 and 6 November 2012 in connection with the Issuer's position, activities and status.

Copies of this Supplement will be available for viewing on the website of the AMF (www.amf-france.org), on the Issuer's website (<http://www.renault.com>) and may be obtained, free of charge, during normal business hours from Renault, 13/15 Quai le Gallo 92100 Boulogne-Billancourt, France and at the specified offices of each of the Paying Agents.

Saved as disclosed in this Supplement to the Base Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

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1- RECENT EVENTS

The section “recent events” appearing on page 79 of the Base Prospectus is supplemented by the following press releases:

1- October 25, 2012 – Quarterly information, September 30, 2012

Tougher-than-expected European market, but continued international growth

- Renault group revenues came to €8,447 million in third-quarter 2012, down 13.3% year on year.
- Automotive revenues fell 14.4% to €7,928 million.
- Sales were down 5.8% on third-quarter 2011 at 596,064 units.
- Over half of all sales (55%) were outside Europe.
- Renault was the third-ranked brand in Europe, ahead of the renewal of its range.
- Renault group maintains its positive 2012 Automotive operational free cash flow¹.

Sales results: Q3 2012 highlights

In a world automotive market that grew 5.5%, Renault group sales totaled 596,064 units in third-quarter 2012, down 5.8%, in the context of a difficult European market in general and French market in particular. However, the Group continued to grow internationally with units sold up 7.7%.

In **Europe**, where the market continued to contract (down 9.3%), Renault group sales fell 18.4% (8.5% market share), owing to a disadvantageous geographical mix that resulted from strong market downturns in France (-11.7%), Italy (-23.3%) and Spain (-18.9%). Sales performance in France was impacted by the peak in activity over the same period in 2011, with the delivery of vehicles that could not be produced earlier following the tsunami in Japan. The Group also suffered the effect of its business restructuring in the UK and its price policy in Europe.

Before the launch of Clio IV this month, the Renault brand ranked number-three in Europe with a 6.8% share (down 1.2%) of the passenger car (PC) and light commercial vehicle (LCV) market. It confirmed its leadership in LCVs with market share of 13.9% (-0.8 points).

The Dacia brand posted a 1.7% share of the PC + LCV market, up 0.3 points year on year.

¹ Operational free cash flow: cash flow (excluding dividends received from listed companies) minus tangible and intangible investments net of disposals + /- change in working capital requirement.

Outside Europe, the Renault group confirmed its sales momentum. For the first time, over half of Group sales were made outside Europe (55%, up 7 points).

In the **Americas** Region, the Group reported a 19.7% rise in sales in a market that increased 8.6%. Brazil, where sales were boosted by government incentives, confirmed its position as the Group's second market. Renault market share in the country rose 0.9 points to 6.7% on a 34.5% increase in sales. In less than one year Duster has become a leader in its segment.

In the **Eurasia** Region, despite temporary industrial constraints, sales were up 12.4%, in line with the market. Russia confirmed its position as the Group's third market.

In the **Euromed-Africa** Region, sales rose 4.0% in a market that grew 9.8%. The Group extended its leadership in Algeria with a 26.8% share of the market (up 1.4 points), but saw its share in the Turkish market fall 3.6 points (to 13.6%), namely owing to the discontinuation of diesel-powered Symbol sales.

In the **Asia-Pacific** Region, Group sales fell 8.4% in a market that rose 7.1%. Duster got off to a very good start in India, which became the Group's number-fifteen market (1.6% market share). The Group continued its restructuring plan in South Korea.

Q3 revenues by activity

Group revenues in third-quarter 2012 came to €8,447 million, down 13.3%² (-13.3% too excluding currency effects).

Automotive revenues fell 14.4% to €7,928 million. The year-on-year fall in Group sales and network stock reduction contributed 16.3 points to this downturn (including a change in geographical mix of -0.7 points). The mix/price impact was positive at 3.1 points, owing mainly to a determined policy to defend unit margins in Europe and a rise in prices internationally. Currency effects were neutral. The remaining -1.2 points came from other activities, including -1.0 points from sales of built-up vehicles, components and powertrain parts to partners stemming from European market decline.

Sales Financing (RCI Banque) contributed €519 million to Group revenues, up 6.8% on the same period in 2011. Average loans outstanding came to €24.3 billion in third-quarter 2012, up 6.3%. The number of new financing contracts fell 2.3% to 229,699 over the quarter.

Financial situation

² On a like-for-like basis, Q3 2011 unchanged

The Group's refinancing activity continued in the third quarter. The Automotive borrowed more than €800 million with medium-term maturities, including a €600 million issue of five-year bonds and an initial two-year "dim sum" issue worth 750 million Chinese yuan (€92 million). RCI Banque made two bond issues for a total €124 million, one, its first-ever in Norwegian krone for 500 million, and another one in Korean won for 80 billion. RCI Banque also made three private placements for a total €160 million and securitized a portfolio of Italian loans for €300 million.

Outlook

Recent European market trends drive us to cut our total industry volume forecast in the Region from -6% to -7% in July 2012 to -8% at best and for France from -10% to -11%, to -13% at best. As a reminder, at the beginning of the year European market was expected down -3% to -4% with a French decline of -7% to -8%.

In such an environment and despite solid development outside Europe, the Group's full year volume would fall short of last year's level.

Renault group maintains its positive 2012 Automotive operational FCF target. However, the continuous deterioration of the European market remains a source of concern.

Renault group consolidated revenues

(€ million)	2012	2011	Change 2012/2011
1st quarter			
Automotive	9,013	9,965	-9.6%
Sales Financing	522	466	+12.0%
Total	9,535	10,431	-8.6%
2nd quarter			
Automotive	10,850	10,178	+6.6%
Sales Financing	550	492	+11.8%
Total	11,400	10,670	+ 6.8%
3rd quarter			
Automotive	7,928	9,259	-14.4%
Sales Financing	519	486	+6.8%
Total	8,447	9,745	-13.3%
9 months			
Automotive	27,791	29,402	-5.5%
Sales Financing	1,591	1,444	+10.2%
Total	29,382	30,846	-4.7%

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2 - November 6, 2012 – Nissan contributes € 471 million for third quarter 2012 to Renault's earnings.

Nissan released today its results for the first half of Fiscal Year 2012/2013 (April 1, 2012 to March 31, 2013).

Nissan's results, published in JGAAP, for the second quarter fiscal year 2012/2013 (July 1st to September 30, 2012) will have a positive contribution to Renault's second-half 2012 net income estimated, after restatements, at € 471 millions ⁽¹⁾.

(1) Based on an average exchange rate of 98.4 yen/euro for the period under review.

2/ PERSON RESPONSIBLE FOR THIS SUPPLEMENT

In the name of the Issuer

Having taken all reasonable measures for this purpose, I declare that the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

Issued in Paris, on 7 November 2012

Renault
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France

Duly represented by:
Dominique Thormann
CFO

Made in Paris on 7 November 2012



Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French *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 the visa no.12-534 on 7 November 2012. This document may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.