# THE THIRD SUPPLEMENT DATED 25 FEBRUARY 2015 TO THE 15 MAY 2014 BASE PROSPECTUS

# RENAULT (incorporated as a société anonyme in France) €7,000,000,000 Euro Medium Term Note Programme

This prospectus supplement (the "**Third Supplement**") is supplemental and must be read in conjunction with the Base Prospectus dated 15 May 2014 (the "**Base Prospectus**") granted visa No. 14-207 on 15 May 2014 by the Autorité des marchés financiers (the "**AMF**"), the first supplement to the Base Prospectus dated 29 July 2014 granted visa No. 14-444 on 29 July 2014 and the second supplement to the Base Prospectus dated 4 November 2014 granted visa No. 14-587 on 5 November 2014, each 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 Third Supplement.

Application has been made for approval of this Third 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) on the prospectus to be published when securities are offered to the public or admitted to trading in France (the "**Prospectus Directive**").

This Third Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the *Règlement Général* of the AMF for the purposes of integrating certain sections included in the English free translation of the Consolidated Financial Statements for the year 2014 and the free translation of the Auditors Report on 2014 Consolidated Financial Statements and in the press releases dated 12 February 2015.

Copies of this Third 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.

Save as disclosed in this Third Supplement, 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.

In relation to any offer of Notes to the public, and provided that the conditions of article 16 (2) of the Prospectus Directive are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Third Supplement is published, have the right according to article 16 (2) of the Prospectus Directive, to withdraw their acceptances within a time limit of two (2)

working days after the publication of this Third Supplement, i.e. until 02nd March 2015.

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# 1/ SUMMARY

The section entitled "Description of any known trends affecting the Issuer and the activities in which it operates" in part B.4b of the summary on pages 9 and 10 of the Base Prospectus is hereby deleted and replaced in its entirety with the following:

<b>B.4</b> b	Description of any known trends affecting the Issuer and the activities in which it operates	<b>2015 OUTLOOK</b> In spite of the uncertainties surrounding numerous economies, global car demand should continue to grow this year (+2 %). The European market should also show a slight positive growth (+2 %) while we continue to expect high volatility in our main emerging markets:
		In this context, Renault Group aims to:
		- increase further its registrations and revenues (at constant exchange rates),
		- continue to improve the Group's operating margin and that of the Automotive division,
		- generate positive Automotive operational free cash flow.

The section entitled "Selected historical key financial information" in part B.12 of the summary on pages 10 and 11 of the Base Prospectus is hereby deleted and replaced in its entirety with the following:

	The spreadsheets below give the ke	by figures for the 2013	and 2014 I	inancial y	/ears.
kev	KEY FIGURES				
financial					
information			2014	2013	Change
	Worldwide Group registrations	million vehicles	2.71	2.63	+3.2%
	Group revenues	€ million	41,055	40,932	+0.3%
	Group operating profit	€ million	1,609	1,242	+367
		% revenues	3.9%	3.0%	+0.9 pts
	Contribution from associated companies	€ million	1,362	<mark>1,444</mark>	-82
	o/w Nissan		1,559	1,498	+61
	o/w AVTOVAZ		-182	-34	-148
	Net income	€ million	1,998	695	+1,303
	Net income, Group share	€ million	1,890	586	+1,304
	Earnings per share	€	6.92	2.15	+4.8
	Operational Free cash flow (1)	€ million	1,083	827	+256
	Automotive net cash position	€ million	2,104	1,761	+343
	Sales Financing, average loans outstanding	€ billion	25.4	24.2	+4.9%
	historical key	historical key financial information       KEY FIGURES         Worldwide Group registrations         Group revenues         Group operating profit         Contribution from associated companies o/w Nissan o/w AVTOVAZ         Net income         Net income         Net income         Operational Free cash flow (*)         Automotive net cash position	historical key financial information       KEY FIGURES         Worldwide Group registrations       million vehicles         Group revenues       € million         Group operating profit       € million         % revenues       % revenues         Contribution from associated companies       € million         o/w AVTOVAZ       € million         Net income       € million         Earnings per share       €         Operational Free cash flow <sup>(1)</sup> € million         Automotive net cash position       € million	historical key financial information       KEY FIGURES         Worldwide Group registrations       million vehicles       2.71         Group revenues       € million       41,055         Group operating profit       € million       1,609         % revenues       3.9%         Contribution from associated companies       € million       1,362         o/w Nissan       1,559         o/w Nissan       1,559         o/w AVTOVAZ       -182         Net income       € million       1,890         Earnings per share       €       6.92         Operational Free cash flow <sup>(1)</sup> € million       1,083         Automotive net cash position       € million       2,104	historical key financial information       KEY FIGURES         Worldwide Group registrations       million vehicles       2.71       2.63         Group revenues       € million       41,055       40,932         Group revenues       € million       1,609       1,242         % revenues       3.9%       3.0%         Contribution from associated companies       € million       1,362       1,444         o/w Nissan       1,559       1,498       -182       -34         Net income       € million       1,998       695       -182       -34         Net income, Group share       € million       1,890       586       -182       2.15         Operational Free cash flow <sup>(1)</sup> € million       1,083       827         Automotive net cash position       € million       2,104       1,761

There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements.
There has been no significant change in the financial or trading position of Renault since the end of the last financial period for which audited financial information has been published.

The section entitled "Recent material events relating to the Issuer's solvency" in part B.13 of the summary on page 11 of the Base Prospectus is hereby deleted and replaced in its entirety with the following:

B.13	Recent material events relating to the Issuer's	1.	Announcement on March 17 <sup>th</sup> 2014 by Renault and Nissan to converge four major alliance functions starting 1 April 2014.
	solvency	2.	Publication on July 29 <sup>th</sup> 2014 of the Renault Group half- year information 30 June 2014.
		3.	Publication on October 29 <sup>th</sup> 2014 of Renault's Quarterly Information, 30 September 2014.
		4.	Publication on November 04 <sup>th</sup> 2014 of Nissan's Contribution to Renault's Third Quarter 2014 Earnings.
		5.	Publication on February 12th 2015 of the Renault Group 2014 Financial Results.
		6.	Announcement on February 12 <sup>th</sup> 2015 by Renault to hire 1000 people in France in 2015.

# 2/ RÉSUMÉ EN FRANÇAIS

The section entitled "Description de toutes les tendances connues touchant l'Emetteur ainsi que les marchés sur lesquels il intervient" in part B.4b of the résumé on pages 28 and 29 of the Base Prospectus is hereby deleted and replaced in its entirety with the following:

B.4b	Description de toutes les tendances connues touchant l'Emetteur ainsi que les marchés sur lesquels il intervient	<b>PERSPECTIVES 2015</b> Malgré les incertitudes économiques dans de nombreux pays, la demande automobile mondiale devrait poursuivre sa croissance en 2015 (+2 %). Le marché européen devrait également connaître une légère hausse de 2 %, tandis que nous anticipons une nouvelle année de forte volatilité pour nos principaux marchés émergents.
		<ul> <li>Dans ce contexte, le Groupe Renault vise à :</li> <li>- augmenter de nouveau ses immatriculations et son chiffre d'affaires (à taux de change constant),</li> <li>- poursuivre l'amélioration de la marge opérationnelle du Groupe et de l'Automobile,</li> <li>- générer un <i>free cash-flow</i> opérationnel de l'Automobile positif.</li> </ul>

The section entitled "Informations financières sélectionnées historiques clés" in part B.12 of the summary on pages 10 and 11 of the Base Prospectus is hereby deleted and replaced in its entirety with the following:

B.12	Informations financières sélectionnées historiques clés	Le tableau ci-dessous fait état des pr 2013 et 2014 : PRINCIPAUX CHIFFRES	incipaux chiffres cor	isolidés po	our les ex	xercices
				2014	2013	Variation
		Immatriculations mondiales Groupe	millions de véhicules	2,71	2,63	+3,2 %
		Chiffre d'affaires Groupe	millions d'euros	41 055	40 932	+0,3 %
		Marge opérationnelle Groupe	millions d'euros	1 609	1 242	+367
			% CA	3,9 %	3,0 %	+0,9 pt
		Contribution entreprises associées	millions d'euros	1 362	<mark>1 444</mark>	-82
		dont Nissan		1 559	1 498	+61
		dont AVTOVAZ		-182	-34	-148
		Résultat net	millions d'euros	1 <mark>9</mark> 98	695	+1 303
		Résultat net, part du Groupe	millions d'euros	1 890	586	+1 304
		Résultat net par action	euros	6,92	2,15	+4,8
		Free cash flow opérationnel de l'Automobile (1)	millions d'euros	1 083	827	+256
		Position nette de liquidité de l'Automobile	millions d'euros	2 104	1 761	+343
		Encours productif moyen du Financement des ventes	milliards d'euros	25,4	24,2	+4,9 %

	Il ne s'est produit aucun changement défavorable significatif dans les perspectives de l'Emetteur depuis la publication des comptes consolidés audités.
	Il n'y a pas eu de changement significatif dans la situation financière ou commerciale de Renault depuis la fin de la dernière période ayant fait l'objet d'une publication d'informations financières auditées.

The section entitled "Evénement récent relatif à l'Emetteur présentant un intérêt significatif pour l'évaluation de sa solvabilité" in part B.13 of the résumé on page 30 of the Base Prospectus is hereby deleted and replaced in its entirety with the following:

<b>B.13</b>	Evénement récent relatif à l'Emetteur	1.	Annonce le 17 mars 2014 par Renault et Nissan de la création de quatre directions communes à compter du 1er avril 2014.
	présentant un intérêt significatif pour	2.	Publication le 29 Juillet 2014 de l'information semestrielle au 30 juin 2014 du Groupe Renault
	l'évaluation de sa solvabilité		Publication le 29 octobre 2014 de l'information trimestrielle au 30 septembre 2014.
		4.	Publication le 04 Novembre 2014 de la contribution Nissan aux résultats de Renault au titre du troisième trimestre 2014.
		5.	Publication le 12 février 2015 des Résultats Financiers du groupe Renault pour l'année 2014.
		6.	Annonce le 12 Février 2015 par Renault du recrutement de 1000 personnes en France en 2015.

# 3/ DOCUMENTS INCORPORATED BY REFERENCE

The section Documents Incorporated by Reference appearing on page 60 of the Base Prospectus is hereby amended with the addition after paragraph (f) on page 60 of the following paragraphs:

(g) the English free translation of the Consolidated Financial Statements for the year 2014, which has been previously published and has been filed with the AMF (the "**2014 Consolidated Financial Statements**");

(h) the free translation of the Auditors Report on 2014 Consolidated Financial Statements, which has been previously published and has been filed with the AMF (the "Auditors Report on 2014 Consolidated Financial Statements").

As a result, the item 13 of the cross-reference table appearing on page 64 of the Base Prospectus is completed as set out below with the relevant page and section references for the information of 2014 Consolidated Financial Statements and the Auditors Report on 2014 Consolidated Financial Statements incorporated herein by reference:

Annex IV and Annex IX of the European Regulation 809/2004/EC of 29 April 2004	2014 Consolidated Financial Statements	Auditors Report on 2014 Consolidated Financial
		Statements

#### FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

#### **Condensed Consolidated Financial Statements**

(a) balance sheet;	p. 5 & 6
(b) income statement;	p. 3
(c) cash flow statement; and	p. 8 & 9
(d) accounting policies and explanatory notes.	p. 10 to 83

# Auditing of historical annual financial information.

Historical Financial Information has been audited p. 1 to 4

Any information not listed in the cross reference list above but included in such document incorporated by reference is given for information purposes only.

#### 4/ RECENT EVENTS

The section "recent events" appearing on page 100 of the Base Prospectus is supplemented by the following press releases which are also available for viewing on the Issuer's website (http://www.renault.com):

1) 2014 Financial Results

February 12, 2015

# **RENAULT MEETS ITS FULL-YEAR GUIDANCE**

- New registrations up 3.2% to 2.7 million units
- Group revenues: €41,055 million (+0.3%). Excludingforeign exchange rate effect, +3.1%
- Group operating profit: €1,609 million, or 3.9% of revenues, compared to €1,242 million and 3.0% in 2013
- Automotive operating profit: €858 million, compared to €495 million in 2013 (2.2% vs 1.3%)
- Group operating income: €1,105 million versus minus€34 million
- Net income: €1,998 million versus €695 million in **D**13
- Positive Automotive operational free cash flow: €1083 million

"We met all the objectives announced for 2014. This milestone positions us on track to achieve our strategic plan, "Renault Drive the Change". 2015 should allow us to take a new step forward, thanks to an unprecedented product offensive in the history of Renault", said Carlos Ghosn, Chairman and Chief Executive Officer of Renault.

In 2014, **Group revenues** came to  $\notin$ 41,055 million, an increase of 0.3% compared to 2013. At constant exchange rates, revenues grew by 3.1%.

The contribution of the **Automotive division** to revenues amounted to  $\notin$  38,874 million, up 0.3% vs 2013. The Group offset negative currency variations by increasing prices outside Europe and by the strong growth of sales to partners.

The **Group's operating profit** reached  $\in 1,609$  million, compared to  $\in 1,242$  millionin 2013 (3.9% of revenues vs 3.0% in 2013).

The **Automotive operating profit** rose by  $\notin$  363 million to  $\notin$  858 million, representing 2.2% of revenues. This performance results from cost reductions and from growth in

sales while unfavorable foreign exchange rates and the enrichment of some end-oflife models impacted negatively.

**Sales Financing** contributed to  $\notin$ 751 million to Group operating proft compared to  $\notin$ 747 million in 2013. The drop in net banking income was offset by an increase in average loans outstanding and by growth in services. The cost of risk remained stable at 0.43%.

Other operating income and expense items were negative by  $\notin$  504 million, mostly due to restructuring costs of  $\notin$  305 million and the impairment of assets for  $\notin$ 153 million.

**Group operating income** came to  $\notin 1,105$  million compared to  $-\notin 34$  million in 2013. This improvement results from the increase in operating profit and the reduction in other operating expenses of  $\notin 772$  million.

The contribution of associated companies, mainly Nissan, was  $\notin 1,362$  million, compared to  $\notin 1,444$  million in 2013, including the regative contribution of AVTOVAZ for - $\notin 182$  million.

Net income came to  $\leq 1,998$  million and net income, Group share, to  $\leq 1,890$  million ( $\leq 6.92$  per share compared to  $\leq 2.15$  per share in 20B).

Automotive operational **free cash flow** was positive at €1,083 million, due to the increase in profitability, as well as a positive change of €596 million in the working capital requirement over the period.

A dividend of  $\in 1.90$  per share, vs  $\in 1.72$  last year, will be submitted for approval at the next Shareholders' Annual General Meeting.

#### 2015 OUTLOOK

In spite of the uncertainties surrounding numerous economies, global car demand should continue to grow this year (+2 %). The European market should also show a slight positive growth (+2 %) while we continue to expect high volatility in our main emerging markets:

In this context, Renault Group aims to:

- increase further its registrations and revenues (at constant exchange rates),

- continue to improve the Group's operating margin and that of the Automotive division,

- generate positive Automotive operational free cash flow.

€ million	2014	2013	Change
Group revenues	41,055	40,932	+0.3 %
Operating profit	1,609	1,242	+367
% of revenues	3.9 %	3.0 %	+0.9pts
Other operating income and expenses items	-504	-1,276	+772
Operating income	1,105	-34	+1,139
Net financial income	-333	-282	-51
Contribution from associated companies	1,362	1,444	-82
o/w : NISSAN	1,559	1,498	+61
AVTOVAZ	-182	-34	-148
Current and deferred taxes	-136	-433	+297
Net income	1,998	695	+1,303
Net income, Group share	1,890	586	+1,304
Automotive operational free cash flow	1,083	827	+256

# RENAULT CONSOLIDATED RESULTS

#### **ADDITIONAL INFORMATION**

The consolidated financial statements of the Renault group at December 31, 2014 were approved by the Board of Directors on February 11, 2015. The Group's statutory auditors have conducted a limited review of these financial statements and their report will be issued shortly. The earnings report, with a complete analysis of the financial results in 2014, is available at <u>www.renault.com</u> in the Finance section.

2) Renault hires 1,000 people in France in 2015

February 12, 2015

- Renault will hire 1,000 people on fixed-term contracts in France in 2015.
- This announcement shows the commitment made upon signing the "Contract for a new dynamic of growth and social development for Renault in France", namely that of new hires in the second part of the agreement.
- Renault will also build on its commitment to young people by signing 1,000 apprenticeship contracts.

Today, Renault confirms the commitment made on 13 March, 2013 upon signing the "Contract for a new dynamic of growth and social development for Renault in France" by hiring new employees. Thanks to the competitiveness agreement's effects, in addition to a promising level of activity, Renault is preparing for the future by strengthening its human resources.

**Carlos Ghosn, Chairman and CEO of the Renault group:** "These hires will enable us to benefit from all the specific skills required to meet the challenges of the future, in particular in the area of technological innovation. These hires are good news for Renault in France. They show that our efforts to promote competitiveness are bearing fruit."

The hiring campaign will focus on targeted businesses related to industrial projects and technological challenges over the next few years in France: autonomous and connected vehicles, alternative energies, etc.

Half of the employees hired in 2015 will work in Renault plants, with the other half working in other positions, in particular engineering. They will cover all professional categories (workers, technicians, engineers and executives) and are aimed at young graduates and experienced candidates alike. The Renault group will also endeavour to hire a large number of women, thereby confirming its commitment to gender diversity.

Moreover, the company will continue its efforts regarding the employment of seniors in accordance with the agreement for "the promotion of the employment of young people and seniors and intergenerational solidarity", signed in December 2013. In addition, the Group will continue its proactive policy to develop the professional skills of young people, with 1,000 new apprenticeship contracts in 2015.

Offers & Applications :http://group.renault.com/en/careers/join-us/job-opportunities/

### **About Renault**

The Renault group has been making cars since 1898. Today it is an international multi-brand group, selling more than 2.7 million vehicles in 125 countries in 2013, with 36 manufacturing sites, and employing more than 117,000 people. To meet the major technological challenges of the future and continue its strategy of profitable growth, the Group is harnessing its international development and the complementary fit of its three brands, Renault, Dacia and Renault Samsung Motors, together with electric vehicles, the Alliance with Nissan, and its partnerships with AVTOVAZ and Daimler. With 12 world championship titles, Renault's expertise in Formula 1 is equally remarkable, as a vector of innovation, image and awareness.

# 5/ 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 Third Supplement is in accordance with the facts and contains no omission likely to affect its import.

Issued in Paris, on 24 February 2015

Renault 13-15, quai le Gallo, 92100 Boulogne Billancourt France Duly represented by: Dominique Thormann CFO

Made in Paris on 24 February 2015

