

**THE SECOND SUPPLEMENT DATED 4 NOVEMBER 2014 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 “**Second 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**”) and the supplement to the Base Prospectus dated 29 July 2014 granted visa No. 14-444 on 29 July 2014 (the “**First Supplement**”), 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 Second Supplement.

Application has been made for approval of this Second 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 Second 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 the press releases dated 29 October 2014 on Renault's third quarter results (the “**Quarterly Information, 30 September 2014**”) and 4 November 2014 on Nissan's contribution to Renault's third quarter 2014 earnings (the “**Nissan's Contribution to Renault's Third Quarter 2014 Earnings, 04 November 2014**”).

Copies of this Second 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 Second 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 Second 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 Second Supplement, i.e. until 7 November 2014.

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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.4b	Description of any known trends affecting the Issuer and the activities in which it operates	<p>The European market should increase by 5% this year (compared with 3 to 4%, as previously expected). Our main emerging markets should remain adverse and volatile in the fourth quarter.</p> <p>Within this context, the Group confirms its guidance:</p> <ul style="list-style-type: none">- increase registrations and Group revenues (at constant exchange rates);- improve Group operating profit and that of the Automotive division;- achieve positive Automotive operational free cash flow.
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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 solvency	<ol style="list-style-type: none">1. Announcement on 17 March 2014 by Renault and Nissan to converge four major alliance functions starting 1 April 2014.2. Publication on 29 July 2014 of the Renault's Group half-year information 30 June 2014.3. Publication on October 29th 2014 of the Renault's Quarterly Information, 30 September 2014.4. Publication on November 04th 2014 of Nissan's Contribution to Renault's Third Quarter 2014 Earnings.
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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	<p>Le marché européen devrait progresser de 5 % cette année (contre 3 % à 4 % attendus précédemment). Nos principaux marchés émergents devraient demeurer adverses et volatiles au quatrième trimestre.</p> <p>Dans ce contexte, le Groupe confirme ses objectifs :</p> <ul style="list-style-type: none">- augmenter les immatriculations et le chiffre d'affaires du Groupe (à taux de change constants),- améliorer la marge opérationnelle en valeur du Groupe et de l'Automobile,- générer un <i>free cash-flow</i> opérationnel de l'Automobile positif.
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The section entitled "Événement 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.13	Événement récent relatif à l'Emetteur présentant un intérêt significatif pour l'évaluation de sa solvabilité	<ol style="list-style-type: none">1. Annonce le 17 mars 2014 par Renault et Nissan de la création de quatre directions communes à compter du 1er avril 2014.2. Publication le 29 Juillet 2014 de l'information semestrielle au 30 juin 2014 du Groupe Renault3. 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.
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3/ 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. October 29th 2014. Quarterly Information, 30 September 2014

Renault Group Third Quarter revenues up 6.7%

Positive business momentum in Europe offset declines in Renault group’s main emerging markets. The Group gained market share in all Regions, except for the Americas.

- **Renault group registrations were stable in the third quarter of 2014, at 612,934 units;**
- **European market share increased by 0.2 points to 9.3% in the period. Registrations grew 7.6%, supported by the continuing success of new products, Clio, Captur as well as the Dacia brand;**
- **Renault group revenues came to €8.530 billion in the third quarter, up 6.7% compared with the same period in 2013;**
- **Automotive revenues rose by 6.7% to €7.984 billion, thanks in particular to increased sales to partners;**
- **Full-year 2014 guidance maintained.**

Business results: highlights of the third quarter 2014

In a global automotive market up 3.2%, Renault group registrations were stable at 612,934 units. The Group gained market share in all Regions, except for the Americas.

In Europe, in a market up 5.5%, Renault group registrations increased 7.6% while market share rose 0.2 points to 9.3%. This result is due to the success of top-selling Renault Clio, Renault Captur, leader in its segment of crossovers, and Dacia Sandero, industry leader for the quarter in Spain.

In France, market share for the third quarter fell 0.5 points to a still high level of 25.8%. Cumulative share at the end of September came to 26.9%, 1.5 points higher than in the previous year. Renault Clio is still the best-selling vehicle in France, across all segments.

The Group's strong performance in the **United Kingdom** (+42.8% with 28,694 units) and in Southern Europe should also be noted: **Italy** (+30.1%), **Spain** (+24.0%) and **Portugal** (+28.2%).

In the third quarter, Dacia's market share was up 0.2 points to 2.4% of the European market. At the end of September, Dacia was still the fastest-growing automotive brand in Europe.

Outside of Europe, the Group's registrations fell 7% and accounted for 48% of total volumes in the period.

In the **Americas Region**, the Group's registrations fell 20.6% in a market down 8.3%. In **Argentina**, despite Clio Mio being the market leader, local financial conditions restricted imports, causing Renault registrations to drop by a half in a market that fell nearly 30%. In **Brazil**, the Group's second-largest market worldwide, market share was stable at 7.1% pending the full effect of New Sandero, which was launched during the summer.

In the **Eurasia Region**¹, the Group's registrations fell 13% in a market down 20.3%. In **Russia**, the Group's third-largest market worldwide, registrations were down 14.7%. However, Renault's market share increased 0.7 points to 7.8% thanks mainly to the renewal of the New Logan. In **Turkey**, the drop in the market slowed to -8.9% in the quarter, compared with -23.6% at the end of June. Within this context, Group market share fell by 1 point to 16.1%.

In the **Africa, Middle-East, India Region**², Group registrations increased by 14.4%, in line with the market. In **Algeria**, the market declined more slowly (-6.7% in the quarter, compared with -34.5% at the end of June) while Renault group registrations increased by 9%, driven by Dacia Logan, the bestselling vehicle. The Group gained 4 points of market share, which came to 27.5%. In **India**, an unfavourable product cycle negatively impacted Renault registrations by -13.3% in a market that recovered by 10% in the period.

In the **Asia-Pacific Region**, Group registrations increased by 37.1% in a market up 2.8%. In **South Korea**, Renault Samsung Motors continued to gain market share (+0.2 points, at 4.3%), with volumes up 10.5%, thanks in particular to the success of QM3.

Third-quarter revenues by operating sector

In the third quarter of 2014, Group revenues increased by 6.7% to €8,530 million.

Automotive revenues grew 6.7% to €7,984 million. Sales to partners accounted for 4.4 points as production of assembled vehicles increased in the period.

Despite stable registrations, volumes made a positive contribution of 3.1 points due to a lower reduction in inventory in the independent dealer network during the quarter.

¹ New scope of the Eurasia Region including Turkey, Romania, Moldavia and Bulgaria previously in the Euromed Region

² Creation of the Africa, Middle-East, India region resulting from the split of Euromed-Africa and Asia-Pacific Regions

Price increases had a positive impact of 1.1 points and offset in large part the negative 1.3 points currency effect.

Sales financing (RCI Banque) contributed to Group revenues for €546 million, up 6.0% compared with the same period in 2013. Average performing loans, which amounted to €25.6 billion in the third quarter of 2014, increased by 4.1%. The number of new financing contracts increased 5.3% to 301,588 compared with the third quarter of 2013.

Outlook

The European market should increase by 5% this year (compared with 3 to 4%, as previously expected). Our main emerging markets should remain adverse and volatile in the fourth quarter.

Within this context, the Group confirms its guidance:

- increase registrations and Group revenues (at constant exchange rates);
- improve Group operating profit and that of the Automotive division;
- achieve positive Automotive operational free cash flow.

Renault group consolidated revenues

(in € million)	2014	2013	Change 2014/2013
1st quarter			
Automotive	7,727	7,736	-0.1%
Sales financing	530	529	+0.2%
Total	8,257	8,265	-0.1%
2nd quarter			
Automotive	11,012	11,647	-5.5%
Sales financing	551	529	+4.2%
Total	11,563	12,176	-5.0%
3rd quarter			
Automotive	7,984	7,483	+6.7%
Sales financing	546	515	+6.0%
Total	8,530	7,998	+6.7%
9 months			
Automotive	26,723	26,866	-0.5%
Sales financing	1,627	1,573	+3.4%
Total	28,350	28,439	-0.3%

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2. November 4, 2014 – Nissan's Contribution to Renault's Third Quarter 2014 Earnings

November 4, 2014

Nissan contributes €436 million to Renault's third quarter 2014 earnings.

Nissan has released today its results for the second quarter of fiscal year 2014/2015 (April 1, 2014 to March 31, 2015).

Nissan's results, published in JGAAP, for the second quarter of fiscal year 2014/2015 (July 1 to September 30, 2014) will have a positive contribution to Renault's second-half 2014 net income estimated, after restatements, at €436 million ⁽¹⁾.

⁽¹⁾ Based on an average exchange rate of 138 yen/euro for the period under review.

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4/ 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 Second Supplement is in accordance with the facts and contains no omission likely to affect its import.

Issued in Paris, on 4 November 2014

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

Made in Paris on 4 November 2014



Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French monetary and Financial Code (*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 the visa No. 14-587 on 5 November 2014 to this Second Supplement. The Base Prospectus, as supplemented by this Second Supplement, may be relied upon in relation to financial transactions only if supplemented by Final Terms. This Second Supplement has been prepared by the Issuer and its signatories may be held liable for it.

In accordance with Article L. 621-8-1-I of the French Monetary and Financial Code (*Code monétaire et financier*), the visa was granted following an examination of "the relevance and consistency of the information relating to the situation of the Issuer". It shall not imply any authentication by the AMF of the accounting and financial data that is presented herein. This registration is subject to the publishing of the specified Final Terms, in accordance with Article 212-32 of the AMF General Regulation (*Règlement général de l'AMF*), which specifies the characteristics of the issued Notes.