

Final Terms dated 25 November 2013



Electricité de France

Issue of EUR 1,400,000,000 2.25 per cent. fixed rate Notes due 27 April 2021

under the €30,000,000,000 Euro Medium Term Note Programme

of Electricité de France

SERIES NO: 19

TRANCHE NO: 1

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 17 June 2013 which received visa no 13-280 from the *Autorité des Marchés Financiers* (the "**AMF**") in France on 17 June 2013, the first Supplement to the Base Prospectus dated 7 October 2013 which received visa no 13-530 from the AMF in France on 7 October 2013 and the second Supplement to the Base Prospectus dated 18 November 2013 which received visa no 13-622 from the AMF in France on 18 November 2013 which together constitute a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended (by Directive 2010/73/EU to the extent that such amendments have been implemented in a Member State of the European Economic Area) (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 such 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 supplemented). For so long as any Notes are outstanding, copies of the Base Prospectus and the supplemental Base Prospectuses (i) may be inspected and obtained, free of charge, during normal business hours at the specified offices of each of the Paying Agents, (ii) are available for viewing on the website of the AMF (www.amf-france.org) and on the Issuer's website (www.edf.com) and (iii) may be obtained, free of charge, during normal business hours from Electricité de France, 22-30, avenue de Wagram, 75008 Paris, France

1. Issuer: Electricité de France
2. (i) Series Number: 19

- (ii) Tranche Number: 1
- 3. Specified Currency or Currencies: Euro ("EUR")
- 4. Aggregate Nominal Amount: EUR 1,400,000,000
- 5. Issue Price: 99.561 per cent of the Aggregate Nominal Amount
- 6. Specified Denominations: EUR 100,000 (the "**Nominal Amount**")
- 7. (i) Issue Date: 27 November 2013
- (ii) Interest Issue Date
Commencement Date:
- 8. Maturity Date: 27 April 2021
- 9. Interest Basis: 2.25 per cent. Fixed Rate (further particulars specified below)
- 10. Redemption/Payment Basis: Redemption at par
- 11. Change of Interest Basis: Not Applicable
- 12. Put/Call Options: Not Applicable
- 13. Date of corporate authorisations for issuance of Notes obtained: Resolution of the Board of Directors of the Issuer dated 18 December 2012, and decision of Henri Proglio, *Président-Directeur Général*, to issue the Notes dated 20 November 2013 and delegating to Armelle Poulou, *Directeur Délégué Financements – Trésorie Groupe*, the authority to sign the documentation relating to the Notes.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 14. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 2.25 per cent. per annum (payable annually in arrear on each Interest Payment Date)
- (ii) Interest Payment Dates: 27 April in each year
- (iii) Fixed Coupon Amount: EUR 2,250 per EUR 100,000 in Nominal Amount from and including 27 April 2015

- (iv) Broken Amount: Short first coupon in respect of the first Interest Payment Date, from and including 27 November 2013 to 27 April 2014 amounting to EUR 930.82 per EUR 100,000 in Nominal Amount
- (v) Day Count Fraction: Actual/Actual - ICMA
- (vi) Determination Dates: 27 April in each year
- 15. Floating Rate Note Provisions Not Applicable
- 16. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 17. Call Option Not Applicable
- 18. Put Option Not Applicable
- 19. Final Redemption Amount of each Note EUR 100,000 per Note of EUR 100,000 Specified Denomination
- 20. Make-Whole Redemption by the Issuer Not Applicable
- 21. Early Redemption Amount
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption: As set out in the Conditions
- 22. Form of Notes: Dematerialised Notes
 - (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
 - (ii) Registration Agent: Not Applicable
 - (iii) Temporary Global Certificate: Not Applicable
 - (iv) Applicable TEFRA exemption (or successor exemption as contemplated by Notice 2012-20): Not Applicable

23. Financial Centre(s): Not Applicable
24. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
25. Redenomination, renominatisation and reconventioning provisions: Not Applicable
26. Consolidation provisions: Not Applicable
27. *Masse* (Condition 11): Contractual Masse shall apply
- Name and address of the Representative:
- MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
7bis rue de Neuilly
F-92110 Clichy
- Mailing address:
33, rue Anna Jacquin
92100 Boulogne Billancourt
France
Represented by its Chairman
- Name and address of the alternate Representative:
- Gilbert Labachotte
8 Boulevard Jourdan
75014 Paris
- The Representative will receive a remuneration of EUR 400 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue date.
- The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total

redemption prior to the Maturity Date.

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**

- | | |
|---|---|
| (i) Listing: | Euronext Paris |
| (ii) Admission to trading: | Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 27 November 2013 |
| (iii) Estimate of total expenses related to admission to trading: | EUR 5,800 |

2. RATINGS

- | | |
|----------|---|
| Ratings: | <p>The Notes to be issued have been rated:</p> <p>S & P: A+ (stable)</p> <p>Moody's: Aa3 (negative outlook)</p> <p>Each of S&P and Moody's is established in the European Union, is registered under Regulation (EC) No 1060/2009, as amended (the “CRA Regulation”) and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority’s website (www.esma.europa.eu/page/List-registered-and-certified-CRAs).</p> |
|----------|---|

3. NOTIFICATION

Not applicable

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

"Save as disclosed in "Subscription and Sale" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer."

5. OTHER ADVISORS

Not Applicable

6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer:

The net proceeds of the issuance of the Notes will be allocated within the Issuer's treasury liquidity portfolio to a sub portfolio (the "**Green Project Portfolio**") for the investments in Eligible Projects (as defined below) meeting the Eligibility Criteria (as defined below). Pending application of the net proceeds for investment in such Eligible Projects the Issuer will hold such net proceeds, at its discretion, in cash or other liquid marketable instruments in its liquidity portfolio. The balance of the Green Project Portfolio, until such amount is used in full, will be reduced at the end of each annual period by the amounts invested in such annual period in Eligible Projects meeting the Eligibility Criteria. The Issuer will establish systems to monitor and account for the net proceeds in order to ensure the allocation of such net proceeds to the Green Project Portfolio for the investments in Eligible Projects meeting the Eligibility Criteria.

Deloitte & Associés, one of the joint independent statutory auditors of the Issuer, is expected to issue a report on (i) the compliance, in all material respects, of the Eligible Projects with the Eligibility Criteria as defined below as well as (ii) whether the balance of the proceeds in or the amounts of Green Project Portfolio used are consistent with data underlying the accounting records. This report will be issued once a year until the net proceeds are used in full or the maturity date of the Notes, whichever comes first.

"**Eligible Projects**" means financing (through making loans or through equity

investments or otherwise) the construction costs and/or development of (i) new projects meeting the Eligibility Criteria and/or (ii) existing projects meeting the Eligibility Criteria which have not yet started or been externally financed at the issue date of the Notes that EDF Energies Nouvelles may develop or invest in after the issue date of the Notes (the "**New Projects**"). Proceeds of the Notes will not be used to refinance debt relating to projects existing at the issue date of the Notes (i.e. projects which have already started or been externally financed) but will be limited to investments in New Projects identified by EDF Energies Nouvelles. EDF Energies Nouvelles is a subsidiary of the Issuer which was incorporated for the purposes of the production of renewable energy and develops, installs and operates green electricity power plants, mainly in Europe and North America, primarily for its own owner-operator account and for third parties.

"**Eligibility Criteria**" means the criteria set and approved by both EDF Energies Nouvelles and Vigeo appointed by the Issuer as annexed to these Final Terms and applying only to the construction phase of the Eligible Projects.

(ii) Estimated net proceeds: EUR 1,390,074,000

7. FIXED RATE NOTES ONLY – YIELD

Indication of yield: 2.316 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.

9. PLACING AND UNDERWRITING

Not Applicable

10. DISTRIBUTION

- | | | |
|-------|---|---|
| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated: | |
| (A) | Names and addresses of Managers: | <p>Joint Lead Managers</p> <p>Crédit Agricole Corporate and Investment Bank</p> <p>Morgan Stanley & Co. International plc</p> <p>Société Générale</p> <p>Co-Lead Managers</p> <p>Commerzbank Aktiengesellschaft</p> <p>J.P. Morgan Securities plc</p> <p>Mizuho International plc</p> |
| (B) | Stabilising Manager(s) if any: | Morgan Stanley & Co International plc |
| (iii) | If non-syndicated, name and address of Dealer: | Not Applicable |
| (iv) | US Selling Restrictions (Categories of potential investors to which the Notes are offered): | Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable |
| (v) | Non-exempt offer: | Not Applicable |

11. OPERATIONAL INFORMATION

ISIN Code: FR0011637586

Common Code:	099749342
Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment:	Not Applicable
Common Depositary:	Not Applicable
Registrar:	Not Applicable
The aggregate principal amount of Notes issued has been translated into Euro at the rate of [•] producing a sum of:	Not Applicable

12. TERMS AND CONDITIONS OF THE OFFER

Not applicable

ANNEX

Green bond EDF – Project Eligibility Criteria validated by Vigeo

1. Assessment of the countries in which projects are located based on human rights and governance

Eligible countries to host projects financed by the funds raised by the green bond issue must reach a minimum threshold scoring, set by EDF Energies Nouvelles, based on the Vigeo CountryRating evaluation¹.

The scoring is based on following indicators:

CRITERIA	KEY INDICATORS
Respect, protection, and promotion of freedom and Human Rights	Integration, signature or ratification of conventions related to (i) Human Rights, and (ii) Labour Rights
Democratic institutions	Performance indicators on: Political Freedom and Stability; Prevention of corruption; Press freedom ; Independence of the judicial system; Legal certainty

2. Monitoring the environmental impact of the projects

CRITERIA	KEY ELEMENTS
Is an environmental impact study undertaken? (= effects on environment and identified measures)	Existing environmental impact study
Are environmental specifications of the projects monitored during the construction phase?	Existence of an internal reporting or signature of a contract with a third party to monitor environmental aspects
Has an environment referent been designated for every project?	Name/Function of the environment referent for each project
Are contracts established in compliance with the project's environmental specifications?	Environmental specifications specified in the contracts

3. Promote health and safety of all those involved in the projects

CRITERIA	KEY ELEMENTS
Is a Health / Protection / Safety coordinator or equivalent planned on the site of the construction project?	Name/Function of the coordinator for each of the sites of the project
Are risk prevention plans systematically provided for with each person on the project site?	Risk prevention plan for each firm working on the project site

4. Promote responsible relationships with suppliers

CRITERIA	KEY ELEMENTS
Is the Sustainable Development Charter for EDF EN's suppliers and subcontractors signed by each supplier/subcontractor to ensure their knowledge of it?	Inclusion in the contract with suppliers and/or signature of the charter by suppliers/subcontractors
Is the project management by EDF EN compatible with the principles of the EDF Group's ethical charter?	Existence of "non-conformity" (human rights, corruption, conflict of interest, political actions...)
Has a verification of good practices and of any reputational risk and controversial issues related to financial partner(s) been conducted before launching the project?	Legal / banking evidence as to the activities, especially as to social affairs, of the financial partner(s) (EDF risk control department)
Guarantee of the traceability of the use of proceeds in favour of the beneficiaries?	€ figures on use of proceeds / beneficiaries
Is there a policy in terms of advantages and gifts received by EDF EN employees?	Policy relative to gifts and invitations applicable

¹ Latest update as of 1 July 2013 (for 6 months) – In the area of Human Rights and Labour Rights, the Vigeo scoring can be complemented with performance results indicators.

Has a binding confidentiality clause ¹ (as between the suppliers and EDF EN) been included in the applicable contracts?	Confidentiality clause commitment
Is the consultation of suppliers systematic for each acquisition, except for justified cases of one to one negotiations?	Traceability of the project's purchasing process
Are the decisions on the awarding of contracts formalized on the basis of objective criteria, identical for each supplier, in order to ensure a fair selection (cf. EDF EN Group Purchase Policy)	Traceability of the decision process for awarding contracts

5. Ensure the consultation with the territory's stakeholders

CRITERIA	KEY ELEMENTS
Are external stakeholders involved from the conception stage of the project?	List of discussions/consultations effected <i>Examples: nbr of public meetings, information reports, ...</i>
Are stakeholders provided with information, at least for stakeholders surrounding the work area and site users, for the duration of the construction project?	Actions undertaken