

**FIRST SUPPLEMENT DATED 3 AUGUST 2017**  
**TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS**  
**DATED 4 APRIL 2017**



**SNCF MOBILITÉS**

**Euro 12,000,000,000**

**Euro Medium Term Note Programme**

This first supplement (the **First Supplement**) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 4 April 2017 (the **Base Prospectus**) prepared in relation to the €12,000,000,000 Euro Medium Term Note Programme (the **Programme**) of SNCF Mobilités (the **Issuer**). The *Autorité des marchés financiers* (the **AMF**) has granted visa n°17-134 on 4 April 2017 to the Base Prospectus.

Application has been made for approval of this First Supplement to the AMF in its capacity as competent authority pursuant to article 212-2 of its *Règlement Général* which implements the Prospectus Directive. This First Supplement constitutes a supplement to the Base Prospectus, and has been prepared pursuant to article 16.1 of the Prospectus Directive and of article 212-25 of the AMF's *Règlement Général*.

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

This First Supplement has been prepared for the purposes of (i) incorporating by reference the 2017 Half Year Financial Report of the Issuer, (ii) amending the Summary regarding the trends having an impact on the Issuer and its activities, (iii) updating the "Description of the Issuer" section of the Base Prospectus, and (iv) updating the list of the recent developments.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this First Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, the statements in the First Supplement will prevail.

Copies of this First Supplement (a) may be obtained, free of charge, during normal business hours at the specified office of the Issuer and of each of the Paying Agents, (b) will be available on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and (c) will be available on the website of the Issuer ([www.sncf.com/fr/rubrique/finance](http://www.sncf.com/fr/rubrique/finance)).

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 First Supplement is published, have the right under 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 First Supplement, i.e. until 7 August 2017.

## TABLE OF CONTENTS

	<b>Page</b>
SUMMARY OF THE PROGRAMME .....	3
RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME).....	17
RISK FACTORS .....	32
IMPORTANT INFORMATION RELATING TO THE USE OF THIS BASE PROSPECTUS AND OFFER OF NOTES GENERALLY .....	34
DOCUMENTS INCORPORATED BY REFERENCE.....	38
DESCRIPTION OF THE ISSUER .....	43
RECENT DEVELOPMENTS.....	50
GENERAL INFORMATION .....	53
PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST SUPPLEMENT.....	54

## SUMMARY OF THE PROGRAMME

The subsection B.4b entitled "Known trends which have an impact on the Issuer and its activities" of the section entitled "SUMMARY OF THE PROGRAMME" on page 8 of the Base Prospectus shall be deleted and replaced with the following:

<b>"B.4b</b>	Known trends which have an impact on the Issuer and its activities	<p>The events in Paris on the 13 November 2015 and those which occurred during summer 2016 weighed on the turnover and on the profitability of the passenger transportation (voyages) activity over the course of 2016.</p> <p>Since the beginning of 2017, there is a positive impact in traffic on Eurostar, Thalys and TGV's domestic lines. However, the current context remains precarious, marked by high uncertainty passenger travel. The freight activity remains lacklustre."</p>
--------------	--	---

The subsections B.10 entitled "Audit report historic financial information observations" and B.12 entitled "Selected historical key financial information" of the section entitled "SUMMARY OF THE PROGRAMME" on pages 8 to 15 of the Base Prospectus shall be deleted and replaced with the following:

<p><b>"B.10</b></p>	<p><b>Qualifications in the auditors' report on the historical financial information</b></p>	<p>For the financial year ended 31 December 2015, the consolidated financial statements were prepared in accordance with IFRS as adopted by the European Union and were audited. The auditors' report included no qualification, but the two following emphasis paragraphs:</p> <ul style="list-style-type: none"> <li>- <i>"Notes 2.1.2, 4.3.2.1, 4.3.2.2 and 4.3.2.3 to the consolidated financial statements, which describe the context, uncertainties and contingencies as to certain economic and financial assumptions used by SNCF Mobilités to determine the recoverable amount of the assets of its TGV France and Europe (excluding Eurostar and Thalys) and Gares &amp; Connexions cash generating units. Given the uncertainty of these assumptions and the very high level of sensitivity of the recoverable amounts, the measurement of the value of these assets, and consequently that of deferred tax assets, could vary significantly over time."</i></li> <li>- <i>"Notes 2.1.5, 2.2.3 and 4.5.2.2 to the consolidated financial statements, which describe the context within which SNCF Mobilités has recognised a provision for loss on completion of the future Intercités contract. The recognition of this provision and its amount are based on a certain number of assumptions which, as described in the notes to the consolidated financial statements, are subject to contingencies and uncertainties."</i></li> </ul> <p>For the financial year ended on 31 December 2015, the (non consolidated) financial statements were prepared in accordance with French generally accepted accounting principles and were audited. The auditors' report included no qualification, but the three following emphasis paragraphs:</p> <ul style="list-style-type: none"> <li>- <i>"Notes 4.2, 4.3, 9.2.1, 9.2.2 and 9.2.3 to the non consolidated financial statements, which describe the context, uncertainties and contingencies as to certain economic and financial assumptions used by SNCF Mobilités to determine the recoverable amount of the assets of its TGV France and Europe and Gares &amp; Connexions cash generating units. Given the uncertainty of these assumptions and the very high level of sensitivity of the recoverable amounts, the measurement of the value of these assets,, could vary significantly over time."</i></li> <li>- <i>"Notes 4.4 and 35.2 to the non consolidated financial statements, which describe the context within which SNCF Mobilités has recognised a provision for loss on completion of the future Intercités contract. The recognition of this provision and its amount are based on a certain number of assumptions which, as described in the notes to the non consolidated financial statements, are subject to contingencies and uncertainties."</i></li> <li>- <i>"Notes 4.1, 6.1 and 6.2 to the non consolidated financial statements, which describe the consequences on the financial statements of the implementation of the railway system reform, and two changes of accounting methods related to the recognition of certain tax expenses on one hand, and provisions for asbestos disposal on the other hand."</i></li> </ul> <p>For the financial year ended on 31 December 2016, the consolidated financial</p>
---------------------	--	---

		<p>statements were prepared in accordance with IFRS as adopted by the European Union and were audited. The auditors' report included:</p> <p>(i) the following qualification:</p> <p><i>"As indicated in Notes 2.1.3, 4.3.2.1 and 4.3.2.3 to the consolidated financial statements, as part of the 10-year operational contract signed between the State and SNCF Mobilités, and in light of its financial trajectory, the strategic plan for Gares &amp; Connexions has been modified, resulting in the reversal of the impairment loss for the assets of the Gares &amp; Connexions cash-generating unit of €273 million at 31 December 2016.</i></p> <p><i>The sensitivity of the recoverable value of these assets to economic and financial assumptions is very high. There are therefore major uncertainties and contingencies that could affect the economic and financial prospects of the Gares &amp; Connexions cash-generating unit, namely (i) a pricing model still being negotiated and adapted; (ii) the possibility raised by the French Rail and Road Office (ARAFER) of the stations and their management being transferred to a third party, with operational, economic and financial consequences for SNCF Mobilités that are difficult to assess; and (iii) a financial trajectory which, as seen over the past 18 months, has to be adapted in line with the changes in the economic and regulatory environment.</i></p> <p><i>These uncertainties and contingencies could also materialize in the near future, affecting each other in ways that cannot be precisely determined and affecting the value in use of the assets of the Gares &amp; Connexions cash-generating unit as presented by SNCF Mobilités.</i></p> <p><i>As a result, we are unable to assess the probative value of the projections that led to the reversal of impairment above, and are therefore unable to give an opinion on the amount of this reversal or on the net carrying amount of the assets of the Gares &amp; Connexions cash-generating unit, which amounted to €1,567 million 31 December 2016.";</i> and</p> <p>(ii) the following emphasis paragraph:</p> <p><i>"Without qualifying our opinion, we draw your attention to Notes 4.3.1.4, 4.3.2.1 and 4.3.2.2 to the consolidated financial statements, which describe the context, uncertainties and contingencies that could affect certain economic and financial assumptions used by SNCF Mobilités to determine the recoverable amount of the assets of its Eurostar and TGV France and Europe (excluding Eurostar and Thalys) cash-generating units. Given the uncertainty linked to the accuracy of these assumptions and the fact that recoverable amounts are extremely sensitive to them, the measurement of the value of these assets and the associated repurchase commitments, and consequently that of deferred tax assets, could vary significantly over time."</i></p> <p>For the financial year ended on 31 December 2016, the (non consolidated) financial statements were prepared in accordance with French generally accepted accounting principles and were audited. The auditors' report included the following qualification:</p> <p><i>"As indicated in Notes 3.3, 7.2.1 and 7.2.3 to the non consolidated financial statements, as part of the 10-year operational contract signed between the State and SNCF Mobilités, and in light of its financial trajectory, the strategic plan for</i></p>
--	--	--

*Gares & Connexions has been modified, resulting in the reversal of the impairment loss for the assets of the Gares & Connexions cash-generating unit of €233 million at 31 December 2016.*

*The sensitivity of the recoverable value of these assets to economic and financial assumptions is very high. There are therefore major uncertainties and contingencies that could affect the economic and financial prospects of the Gares & Connexions cash-generating unit, namely (i) a pricing model still being negotiated and adapted; (ii) the possibility raised by the French Rail and Road Office (ARAFER) of the stations and their management being transferred to a third party, with operational, economic and financial consequences for SNCF Mobilités that are difficult to assess; and (iii) a financial trajectory which, as seen over the past 18 months, has to be adapted in line with the changes in the economic and regulatory environment.*

*These uncertainties and contingencies could also materialize in the near future, affecting each other in ways that cannot be precisely determined and affecting the value in use of the assets of the Gares & Connexions cash-generating unit as presented by SNCF Mobilités.*

*As a result, we are unable to assess the probative value of the projections that led to the reversal of impairment above, and are therefore unable to give an opinion on the amount of this reversal or on the net carrying amount of the assets of the Gares & Connexions cash-generating unit, which amounted to €1,468 million 31 December 2016."*

- and the following emphasis paragraph:

*"Without qualifying our opinion, we draw your attention to Notes 7.2.1 and 7.2.2 to the non consolidated financial statements, which describe the context, uncertainties and contingencies that could affect certain economic and financial assumptions used by EPIC SNCF Mobilités to determine the recoverable amount of the assets of its TGV France and Europe cash-generating unit. Given the uncertainty linked to the accuracy of these assumptions and the fact that recoverable amounts are extremely sensitive to them, the measurement of the value of these assets could vary significantly over time."*

The condensed half-year consolidated financial statements of the Issuer as at and for the six months ended 30 June 2017, were subject to a limited review by the statutory auditors who issued a limited review report. Such limited review report included:

(i) the following qualification:

- " *As indicated in Note 1.2.3 to the condensed interim consolidated financial statements, as part of the 10-year operational contract signed between the State and SNCF Mobilités, and in light of its financial trajectory, the strategic plan for Gares & Connexions was modified in the second half of 2016, resulting in the reversal of part of the impairment loss for the assets of the Gares & Connexions cash-generating unit of €273 million at 31 December 2016. At 30 June 2017, the Company did not identify any new indications of impairment or increases in value.*

*The sensitivity of the recoverable value of these assets to economic and financial assumptions remains very high at 30 June 2017. There are therefore major*

		<p><i>uncertainties and contingencies that could affect the economic and financial prospects of the Gares &amp; Connexions cash-generating unit, namely (i) a pricing model still being negotiated and adapted; (ii) the possibility raised by the French Rail and Road Office (ARAFER) and a French government report to the Parliament of the stations and their management being transferred to a third party, with operational, economic and financial consequences for SNCF Mobilités that are difficult to assess; and (iii) a financial trajectory which, as seen over the past two years, has to be adapted in line with the changes in the economic and regulatory environment.</i></p> <p><i>These uncertainties and contingencies could also materialize in the near future, affecting each other in ways that cannot be precisely determined and affecting the value in use of the assets of the Gares &amp; Connexions cash-generating unit as presented by SNCF Mobilités.</i></p> <p><i>As a result, we are unable to assess the probative value of the projections, and are therefore unable to give an opinion on the net carrying amount of the assets of the Gares &amp; Connexions cash-generating unit, which amounted to €1,622 million at 30 June 2017."; and</i></p> <p><i>(ii) the following emphasis paragraph:</i></p> <p><i>- "Without qualifying our conclusion, we draw your attention to Note 1.2.3 to the condensed interim consolidated financial statements, which describes the context, uncertainties and contingencies that at 30 June 2017 continue to affect certain economic and financial assumptions used by SNCF Mobilités to determine the recoverable amount of the assets of its Eurostar and TGV France and Europe (excluding Eurostar and Thalys) cash-generating units. Given the uncertainty at 30 June 2017 linked to the accuracy of these assumptions and the fact that recoverable amounts are extremely sensitive to them, the measurement of the value of these assets and the associated repurchase commitments, and consequently that of deferred tax assets, could vary significantly over time".</i></p>
<p><b>B.12</b></p>	<p><b>Selected historical key financial information</b></p>	<p>The below selected historical key financial information of the Issuer are extracted from the audited consolidated financial statements of the Issuer as at and for the year ended 31 December 2016 (including information as at and for the year ended 31 December 2015 for which some of the financial information below was restated) and from the Issuer's condensed half-year consolidated financial statements as at and for the half year ended 30 June 2017, which were subject to a limited review by the statutory auditors.</p> <p><b><i>Income Statement</i></b></p> <p>The table below sets out the Issuer's consolidated income statement for the year ended 31 December 2016 and comparative information for the year ended 31 December 2015 (for which some of the financial information below was restated) and the Issuer's consolidated income statement for each of the two half years ended 30 June 2016 and 30 June 2017:</p>

<i>In € millions</i>	<b>30 June 2017<sup>(***)</sup></b>	<b>30 June 2016<sup>(***)</sup></b>	<b>31 December 2016</b>	<b>31 December 2015<sup>(*)</sup></b>
<b>Revenue</b>	<b>15,761</b>	<b>15,143</b>	<b>30,517</b>	<b>29,296</b>
Infrastructure fees	-2,122	-2,091	-4,248	-4,179
Purchase and external charges excluding infrastructure fees	-6,350	-6,165	-12,458	-11,519
Employee benefit expense	-5,645	-5,549	-10,923	-10,623
Taxes and duties other than income tax	-687	-781	-1,036	-996
Other income and expenses	223	188	431	422
<b>Gross profit</b>	<b>1,179</b>	<b>743</b>	<b>2,284</b>	<b>2,401</b>
Depreciation and amortisation	-701	-688	-1,442	-1,585
Net movements in provisions	31	76	36	-258
<b>Current operating profit</b>	<b>509</b>	<b>132</b>	<b>878</b>	<b>558</b>
Net proceeds from disposals of assets	133	110	138	240
Fair value remeasurement of the previously held interest	31	26	26	686
Impairment losses	-11	-32	149	-2,742
<b>Operating profit/(loss)</b>	<b>662</b>	<b>235</b>	<b>1,191</b>	<b>-1,258</b>
Share of net profit of companies consolidated under the equity method	25	18	47	-73
<b>Operating profit/(loss) after share of net profit of companies consolidated under the equity method</b>	<b>687</b>	<b>254</b>	<b>1,238</b>	<b>-1,331</b>
Net borrowing costs and other costs	-122	-158	-279	-260
Net finance cost of employee benefits	-9	-49	-21	-6
<b>Finance costs</b>	<b>-131</b>	<b>-207</b>	<b>-301</b>	<b>-265</b>
<b>Net profit/(loss) before tax</b>	<b>556</b>	<b>47</b>	<b>937</b>	<b>-1,597</b>
Income tax expense	-200	-93	-443	-657
<b>Net profit/(loss) from ordinary activities</b>	<b>356</b>	<b>-47</b>	<b>494</b>	<b>-2,254</b>
Net profit/(loss) from transferred operations <sup>(**)</sup>	-	-	-	69
<b>Net profit/(loss)</b>	<b>356</b>	<b>-47</b>	<b>494</b>	<b>-2,184</b>
<b>Net profit/(loss) for the year attributable to equity holders of the parent</b>	<b>338</b>	<b>-25</b>	<b>511</b>	<b>-2,187</b>
Net loss attributable to non-controlling interests (minority interests)	18	-22	-18	2



(\*) Mainly restated following the finalisation of the OHL purchase price allocation. As at 31 December 2015, the provisional goodwill recognised totalled €671 million. In accordance with IFRS 3 "Business Combinations", the comparative fiscal year was restated for the update of the purchase price allocation in 2016. The new fair values identified for the acquired assets and liabilities are as follows:

- goodwill was reduced from €671 million to €486 million;
- additional intangible assets were recognised for €163 million (customer relations and technology);
- additional deferred tax assets were recognised for €31 million;
- additional non-current provisions were recognised for €9 million.

(\*\*)The standard wording for this line item "Net profit/(loss) from discontinued operations, net of tax" has been modified since it only includes the net profit of operations transferred as part of the rail reform.

(\*\*\*) Following the change in the gross profit definition, used provision reversals are now presented under "Net movement in provisions" in the income statement in the same way as unused provision. This change resulting from the review of the Group's financial statement presentation creates greater transparency for gross profit by:

- reflecting the effective weight of each expense category;
- separating certain items (expenses) from uncertain items (provisions and provision reversals), as is the case in the statement of financial position;
- and adjusting gross profit for any loss as and when incurred.

The change in the 30 June 2017 income statement was a decline in gross margin versus a €65 million increase in "Net movement in provisions."

The comparative period was modified accordingly pursuant to IAS 8.19. The reconciliations between restated comparative data and published figures for the consolidated income statement are presented below.

<i>In € millions</i>	Published financial statements 30/06/2016	Change in gross profit definition	Restated financial statements 30/06/2016
Revenue	15,143	0	15,143
Purchases and external charges	-8,231	-25	-8,256
Employee benefit expense	-5,537	-12	-5,549
Taxes and duties other than income tax	-775	-6	-781
Other operating income and expenses	234	-46	188
<b>Gross profit</b>	<b>833</b>	<b>-90</b>	<b>743</b>
Depreciation and amortisation	-688	0	-688
Net movement in provisions	-13	90	76
<b>Current operating profit</b>	<b>132</b>	<b>0</b>	<b>132</b>

The share capital comprises a contribution from the French State and not shares. Furthermore, the Group does not fall within the scope of IAS 33 "Earnings per share." For these two reasons, no earnings per share was calculated or presented in the Group condensed half-year consolidated financial statements.

#### ***Statement of Financial Position***

The table below sets out the Issuer's consolidated statement of financial position as at 31 December

2016 and comparative information as at 31 December 2015 (for which some of the financial information below was restated) and the Issuer's consolidated statement of financial position as at 30 June 2017:

<i>In € millions</i>	<b>30 June 2017</b>	<b>31 December 2016</b>	<b>31 December 2015<sup>(*)</sup></b>
Goodwill	2,359	2,373	2,359
Intangible assets	1,744	1,783	1,896
Property, plant and equipment	12,791	12,803	12,394
Non-current financial assets	5,754	5,988	6,339
Investments in companies consolidated under the equity method	635	653	450
Deferred tax assets	863	872	987
<b>Non-current assets</b>	<b>24,146</b>	<b>24,472</b>	<b>24,425</b>
Inventories and work-in-progress	674	661	621
Operating receivables	6,604	6,855	6,763
<b>Operating assets</b>	<b>7,278</b>	<b>7,516</b>	<b>7,384</b>
Current financial assets	989	1,348	1,150
Cash and cash equivalents	5,719	4,584	4,024
<b>Current assets</b>	<b>13,987</b>	<b>13,448</b>	<b>12,558</b>
Assets classified as held for sale	241	1	645
<b>TOTAL ASSETS</b>	<b>38,374</b>	<b>37,921</b>	<b>37,628</b>
Share capital	3,971	3,971	4,971
Consolidated reserves	291	-30	1,540
Net profit/(loss) for the year attributable to equity	338	511	-2,186
<b>Equity attributable to equity holders of the parent</b>	<b>4,600</b>	<b>4,453</b>	<b>4,324</b>
Non-controlling interests (minority interests)	131	130	136
<b>Total equity</b>	<b>4,730</b>	<b>4,582</b>	<b>4,461</b>
Non-current employee benefits	1,607	1,577	1,476

		Non-current provisions	1,130	1,151	1,102		
		Non-current financial liabilities	16,570	15,481	15,152		
		Deferred tax liabilities	387	416	471		
		<b>Non-current liabilities</b>	<b>19,694</b>	<b>18,625</b>	<b>18,201</b>		
		Current employee benefits	101	104	114		
		Current provisions	208	222	354		
		Operating liabilities	10,307	10,395	10,628		
		<b>Operating liabilities</b>	<b>10,615</b>	<b>10,721</b>	<b>11,096</b>		
		Current financial liabilities	3,225	3,992	3,837		
		<b>Current liabilities</b>	<b>13,840</b>	<b>14,713</b>	<b>14,933</b>		
		Liabilities associated with assets classified as held for sale	110	1	33		
		<b>TOTAL EQUITY AND LIABILITIES</b>	<b>38,374</b>	<b>37,921</b>	<b>37,628</b>		
	<p>(*) Mainly restated following the finalisation of the OHL purchase price allocation. As at 31 December 2015, the provisional goodwill recognised totalled €671 million. In accordance with IFRS 3 "Business Combinations", the comparative fiscal year was restated for the update of the purchase price allocation in 2016. The new fair values identified for the acquired assets and liabilities are as follows:</p> <ul style="list-style-type: none"> <li>- goodwill was reduced from €671 million to €486 million;</li> <li>- additional intangible assets were recognised for €163 million (customer relations and technology);</li> <li>- additional deferred tax assets were recognised for €31 million;</li> <li>- additional non-current provisions were recognised for €9 million.</li> </ul>						
	<p><b><i>Statements of no significant or material adverse change</i></b></p> <p>Save as disclosed in Element B.4b above, there has been no significant change in the financial or trading position of the Issuer since 30 June 2017 and there has been no material adverse change in the prospects of the Issuer since 31 December 2016."</p>						

The subsection B.13 entitled "Recent events particular to the Issuer which presents a material impact to an evaluation of its solvency" of the section entitled "SUMMARY OF THE PROGRAMME" on page 15 of the Base Prospectus shall be deleted and replaced with the following:

<p><b>"B.13</b></p>	<p>Recent events particular to the Issuer which presents a material impact to an evaluation of its solvency</p>	<ul style="list-style-type: none"> <li>– <b>New Branch:</b> The publication of Decree 2016-1468 on 28 October 2016 adjusted the positioning as from 1 January 2017 of SNCF Gares &amp; Connexions within SNCF Mobilités by creating a business unit in its own right. Accordingly, segment reporting was modified to present this business unit separately and no longer as a segment within SNCF Voyageurs;</li> <li>– <b>Property disposals:</b> Property disposals concluded in January 2017 generated capital gains for a total of €103 million. These disposal gains will be recorded in 2017 under the heading "Net proceeds from asset disposals" in the consolidated income statement;</li> <li>– <b>Bond Issues:</b> in January 2017, the Issuer issued a €60 million fixed rate bond, with a maturity of 15 years and a HKD 494 million fixed rate bond, with a maturity of 8 years. On 2 February 2017, the Issuer issued EUR 1 billion 1.50% Notes due 2 February 2029 in relation to which a second tranche of EUR 300 million was issued on 31 May 2017;</li> <li>– <b>Reduction in the Territorial Solidarity Tax (<i>Contribution solidarité territoriale</i> or "CST"):</b> In a letter sent to the Chairman of SNCF Mobilités dated 13 February 2017, the French Prime Minister decided to reduce, as from 2017 and until 2022, the CST paid by SNCF Mobilités. The total reduction will amount to €420 million and will have an impact on gross profit in the income statement. This decision was made in the context of a reorganisation of <i>Trains d'Equilibre du Territoire</i> (TET) following the roadmap presented by the Government on 7 July 2015 and accompanied by a new 2016-2020 break-even agreement for the period. It is consistent with the recommendations of the French Court of Auditors of 13 February 2015 to reduce the weight of SNCF Mobilités' contribution to TET financing. It is not offset by any increase in expenses for SNCF Mobilités or decrease in the financial compensation receivable from the French State with regard to TET, as the financial trajectory of the agreement signed with Intercités is not challenged.</li> </ul> <p>As at 30 June 2017, considering that the 2017 Finance Act will be amended to take into account the French Prime Minister's letter, the CST charge amounts to €40 million, boosting gross profit by €76 million compared to the €116 million CST charge recorded as at 30 June 2016;</p> <ul style="list-style-type: none"> <li>– <b>ARAFER's opinion:</b> in its opinion of 1 February 2017, the <i>Autorité de régulation des activités ferroviaires et routières</i> (the <b>ARAFER</b>) did not approve the rates proposed by SNCF Réseau in the <i>Document de Référence du Réseau</i> for 2018. This document sets the procedures, technical standards, administrative and pricing arrangements relating to the use of the French national railway network as provided in Directive 2012/34/EU of 21 November 2012 establishing a single European railway area and the French decree dated 7 March 2003 relating to the use of the national railway network. At this stage, the Group has not taken into account the possible impacts of this opinion in the impairment tests, given that the discussion with the Authority is still ongoing.</li> </ul> <p>The ARAFER notified a generally favourable opinion for the <i>Document de Référence des Gares 2017</i> (the <b>2017 DRG</b>) and the draft 2018-2020 DRG was</p>
---------------------	---	---

submitted for public consultation until July 2017. Furthermore, the French Government report intended for the French Parliament was produced in March 2017. This report sets out several scenarios regarding changes in governance for the Gares & Connexions activity and appears to confirm the principle that this activity will exit the SNCF Mobilités scope in the future, but without providing details;

– **Sale of STVA:** The SNCF Mobilités Group is in the process of selling STVA.

As at 30 June 2017, and pursuant to IFRS 5 "Non-current assets held for sale and discontinued operations", the assets and liabilities of this subsidiary were reclassified to "Assets classified as held for sale" and "Liabilities associated with assets classified as held for sale" in the statement of financial position. Detailed information is presented below:

<i>In € millions</i>	30/06/2017	31/12/2016
Assets classified as held for sale	240	0
Liabilities associated with assets classified as held for sale	109	0
Net impact on balance sheet	131	0

The STVA CGU (multimodal transport and logistics for finished vehicles), currently being sold by the Group, was considered as a group of assets held for sale as at 30 June 2017. The forecast sale was validated by the Board of Directors on April 26, 2017. Following exclusive negotiations and subject to the approval of the competition authorities which should issue a decision in the second half of 2017, STVA will join the CAT group.

The main assets and liability categories reclassified under IFRS 5 were as follows as at 30 June 2017:

<i>In € millions</i>	30/06/2017
Goodwill	0
Intangible assets and property, plant and equipment	105
Equity investments	12
Deferred tax assets	1
Inventories and work-in-progress	2
Operating receivables	115
Financial assets	2
Cash and cash equivalents	3
<b>Assets classified as held for sale</b>	<b>240</b>

<i>In € millions</i>	30/06/2017
Employee benefits	10
Provisions	4
Deferred tax liabilities	11
Financial liabilities	4
Operating liabilities	80
<b>Liabilities associated with assets classified as held for sale</b>	<b>109</b>

– **New definition of gross profit:** The SNCF Mobilités Group decided to modify the calculation of gross profit as at 1 January 2017.

Used provision reversals, initially included in gross profit, are now presented under "Net movement in provisions" in the income statement. The change in presentation resulted in a €65 million decrease in gross profit for the six-month period ended 30 June 2017 (€90 million for the six-month period ended 30 June 2016) offset by an increase in "Net movement in provisions" for the same amount. This change resulting from the review of the Group's financial statement presentation creates greater transparency for gross profit by:

- reflecting the effective weight of each expense category;
- separating certain items (expenses) from uncertain items (provisions and provision reversals), as is the case in the statement of financial position;
- and adjusting gross profit for any loss as and when incurred.

The comparative period was modified accordingly pursuant to IAS 8.19. The

reconciliations between restated comparative data and published figures for the consolidated income statement are presented below:

<i>In € millions</i>	Published financial statements 30/06/2016	Change in gross profit definition	Restated financial statements 30/06/2016
Revenue	15,143	0	15,143
Purchases and external charges	-8,231	-25	-8,256
Employee benefit expense	-5,537	-12	-5,549
Taxes and duties other than income tax	-775	-6	-781
Other operating income and expenses	234	-46	188
<b>Gross profit</b>	<b>833</b>	<b>-90</b>	<b>743</b>
Depreciation and amortisation	-688	0	-688
Net movement in provisions	-13	90	76
<b>Current operating profit</b>	<b>132</b>	<b>0</b>	<b>132</b>

The subsection D.2 entitled "Key Risks regarding the Issuer" of the section entitled "SUMMARY OF THE PROGRAMME" on pages 25 to 26 of the Base Prospectus shall be deleted and replaced with the following subsection in order to update the risk factor "*the Issuer will operate its activities within the context of a performance contract entered into with the French State*":

<p>"D.2</p>	<p>Key risks regarding the Issuer</p>	<p>In purchasing Notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes.</p> <p>There is a wide range of factors which individually or together could result in the Issuer becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer may not be aware of all relevant factors.</p> <p>In addition, certain factors which it currently deems not to be material may become material as a result of the occurrence of events outside the Issuer's control.</p> <p>The Issuer has identified herein a number of factors which could materially adversely affect its business and ability to make payments due under the Notes. These factors include:</p> <p>- legal risks:</p> <ul style="list-style-type: none"> <li>* the Issuer is a French public entity of an industrial and commercial character (<i>établissement public à caractère industriel et commercial</i>) (EPIC);</li> <li>* the French Government may interfere in decisions that are important for the Issuer or its Group;</li> <li>* the Issuer operates its activities within the context of a performance contract entered into with the French State;</li> <li>* the Issuer performs certain of its activities which are subject to payment of regulated tariffs, the level of which may have an impact on the Issuer's results; and</li> <li>* the Issuer faces competition in the French domestic rail freight market.</li> </ul> <p>- operational risks:</p> <ul style="list-style-type: none"> <li>* the Issuer's activities require various administrative authorisations that may be difficult to obtain or whose grant may be subject to conditions that may become significantly more stringent;</li> <li>* delays and other technical problems could lead to a reduction in the perceived quality of service provided by the Group;</li> <li>* the Group's operations are dependent on information technology (IT) systems, the failure or breach of security of any of which may harm its reputation and adversely affect its financial performance;</li> <li>* natural disasters and severe weather conditions could adversely affect the Group's operations and financial performance;</li> <li>* the Group may suffer losses in the event of an accident or incident involving its trains;</li> </ul>
-------------	---------------------------------------	--

	<p>* Employment &amp; personnel risks and reputation risks; and</p> <p>* the Group does or could do business in numerous countries that may face periods of political, economic or social instability or that may increase the risk of prohibited and unethical practices;</p> <p>- financial risks (including interest rate risk, risk of currency change, risk relating to securities, risk to liquidity, counterparty risk but also insurance risks and rating risks).</p> <p>- other risks:</p> <p>* the Group may be adversely affected by the consequences of an impending departure of the United Kingdom from the European Union ("Brexit");</p> <p>* terrorist attacks and similar events could have a negative impact on the business and results of the Issuer and the Group;</p> <p>* the uncertainties regarding the financial position and the future of the Branch Gares &amp; Connexions may have a negative impact on the business and the results of the Groupe; and</p> <p>* current litigation.</p> <p>The status of the State-owned EPIC has been examined in the past by the European commission in respect of State aids and could be examined in the future for the EPIC SNCF Mobilités."</p>
--	---



**RÉSUMÉ EN FRANÇAIS**  
**(FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)**

**The subsections B.4b entitled "Tendances connues ayant des répercussions sur l'Emetteur et ses secteurs d'activité" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on pages 33 of the Base Prospectus shall be deleted and replaced with the following:**

<b>"B.4b</b>	Tendances connues ayant des répercussions sur l'Emetteur et ses secteurs d'activité	<p>Les évènements de Paris du 13 novembre 2015 ainsi que ceux survenus au cours de l'été 2016 ont pesé sur le chiffre d'affaires et sur la profitabilité de l'activité "Voyages" sur l'ensemble de l'année 2016.</p> <p>Depuis le début de l'année 2017, on constate une incidence positive sur le trafic des lignes de TGV domestique, Thalys et Eurostar. Cependant, le contexte actuel reste précaire, marqué par une forte incertitude en ce qui concerne le transport de voyageurs. L'activité de transport de marchandises demeure atone."</p>
--------------	---	--

The subsections B.10 entitled "Observations sur les informations financières historiques contenues dans le rapport d'audit" and B.12 entitled "Informations financières historiques clés sélectionnées de l'Emetteur" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on pages 34 to 40 of the Base Prospectus shall be deleted and replaced with the following:

<p><b>"B.10</b></p>	<p><b>Réserves sur les informations financières historiques contenues dans le rapport des Commissaires aux comptes</b></p>	<p>Les comptes consolidés annuels pour l'exercice clos le 31 décembre 2015 ont été préparés selon les normes IFRS telles qu'adoptées par l'Union européenne et ont été audités. Le rapport des commissaires aux comptes ne contient pas de réserve, mais les deux observations suivantes :</p> <ul style="list-style-type: none"> <li>- <i>"Les notes 2.1.2, 4.3.2.1, 4.3.2.2 et 4.3.2.3 aux comptes consolidés qui exposent le contexte ainsi que les incertitudes et aléas pesant sur la réalisation des hypothèses économiques et financières retenues par SNCF Mobilités pour déterminer la valeur recouvrable des actifs de ses unités génératrices de trésorerie TGV France et Europe (à l'exclusion d'Eurostar et Thalys) et Gares &amp; Connexions. La réalisation de ces hypothèses restant incertaine et, la sensibilité des valeurs recouvrables à ces dernières étant très élevée, l'estimation des valeurs de ces actifs, et par voie de conséquence celle des actifs d'impôts différés, pourrait varier dans le temps de façon significative."</i></li> <li>- <i>"Les notes 2.1.5, 2.2.3 et 4.5.2.2 aux comptes consolidés qui décrivent le contexte dans lequel SNCF Mobilités a comptabilisé une provision pour pertes à terminaison au titre du futur contrat Intercités. La comptabilisation de cette provision, ainsi que son montant, reposent sur un certain nombre d'hypothèses qui, comme décrit en notes annexes, sont également soumises à aléas et incertitudes."</i></li> </ul> <p>Les comptes non consolidés pour l'exercice clos le 31 décembre 2015 ont été préparés selon les normes comptables applicables en France et ont été audités. Le rapport des commissaires aux comptes ne contient pas de réserve, mais les trois observations suivantes:</p> <ul style="list-style-type: none"> <li>- <i>"Les notes aux comptes annuels 4.2, 4.3, 9.2.1, 9.2.2 et 9.2.3 qui exposent le contexte ainsi que les incertitudes et aléas pesant sur certaines hypothèses économiques et financières retenues par l'EPIC SNCF Mobilités pour déterminer la valeur recouvrable des actifs de ses unités génératrices de trésorerie TGV France et Europe et Gares &amp; Connexions. La réalisation de ces hypothèses restant incertaine et, la sensibilité des valeurs recouvrables à ces dernières étant très élevée, l'estimation des valeurs de ces actifs pourrait varier dans le temps de façon significative."</i></li> <li>- <i>"Les notes 4.4 et 35.2 qui décrivent le contexte dans lequel l'EPIC SNCF Mobilités a comptabilisé une provision pour pertes à terminaison au titre du futur contrat Intercités. La comptabilisation de cette provision, ainsi que son montant, reposent sur un certain nombre d'hypothèses qui, comme décrit en notes annexes, sont soumises également à aléas et incertitudes."</i></li> <li>- <i>"Les notes 4.1, 6.1 et 6.2 qui décrivent les incidences sur les comptes de la mise en œuvre de la réforme ferroviaire, et des deux changements de méthode comptable relatifs, d'une part à la comptabilisation de certaines charges d'impôts et taxes, et d'autre part à la comptabilisation des provisions"</i></li> </ul>
---------------------	--	---

		<p><i>pour désamiantage."</i></p> <p>Les comptes consolidés annuels pour l'exercice clos le 31 décembre 2016 ont été préparés selon les normes IFRS telles qu'adoptées par l'Union européenne et ont été audités. Le rapport des commissaires aux comptes contient :</p> <p>(i) la réserve suivante :</p> <p><i>" Comme mentionné en notes 2.1.3, 4.3.2.1 et 4.3.2.3 de l'annexe aux comptes consolidés, dans le cadre de l'établissement du contrat opérationnel décennal entre l'Etat et SNCF Mobilités et de sa trajectoire financière, le plan stratégique de Gares &amp; Connexions a été modifié, conduisant à une reprise de la perte de valeur des actifs de l'UGT Gares &amp; Connexions à hauteur de 273 millions d'euros au 31 décembre 2016.</i></p> <p><i>La sensibilité de la valeur recouvrable de ces actifs aux hypothèses économiques et financières est très élevée. Plusieurs aléas et incertitudes importants pèsent sur les perspectives économiques et financières de l'UGT Gares &amp; Connexions, à savoir, (i) un modèle tarifaire toujours en cours de négociation et d'adaptation, (ii) un transfert possible des gares et de leur gestion hors de SNCF Mobilités, mis en avant par l'ARAFER, dont il est aujourd'hui difficile d'apprécier les éventuelles conséquences sur le cadre opérationnel, économique et financier de cette activité, (iii) et une trajectoire financière qui, comme illustré sur la période écoulée de 18 mois, est sujette à des adaptations pour tenir compte des évolutions de l'environnement économique, réglementaire et de régulation.</i></p> <p><i>Ces éléments pourraient se réaliser dans un avenir proche, avec des interactions ne pouvant être précisément déterminées, affectant la valeur d'utilité des actifs de l'UGT Gares &amp; Connexions telle qu'établie par SNCF Mobilités.</i></p> <p><i>Dans ce contexte, nous ne sommes pas en mesure d'apprécier le caractère probant de ces projections ayant conduit à la reprise de perte de valeur mentionnée ci-dessus, et en conséquence de nous prononcer ni sur le montant de cette reprise ni sur la valeur nette comptable des actifs de l'UGT Gares &amp; Connexions qui s'élève à 1 567 millions d'euros au 31 décembre 2016." ; et</i></p> <p>(ii) l'observation suivante :</p> <p><i>" Sans remettre en cause l'opinion exprimée ci-dessus, nous attirons votre attention sur les notes 4.3.1.4, 4.3.2.1 et 4.3.2.2 de l'annexe aux comptes consolidés qui exposent le contexte ainsi que les incertitudes et aléas pesant sur certaines hypothèses économiques et financières retenues par SNCF Mobilités pour déterminer la valeur recouvrable des actifs de ses unités génératrices de trésorerie Eurostar et TGV France et Europe (à l'exclusion d'Eurostar et Thalys). La réalisation de ces hypothèses restant incertaine et la sensibilité des valeurs recouvrables à ces dernières étant très élevée, l'estimation des valeurs de ces actifs et des engagements de rachat associés, et par voie de conséquence celle des actifs d'impôts différés, pourrait varier dans le temps de façon significative."</i></p> <p>Les comptes non consolidés annuels pour l'exercice clos le 31 décembre 2016 ont été préparés selon les normes comptables applicables en France et ont été</p>
--	--	--

		<p>audités. Le rapport des commissaires aux comptes contient la réserve suivante :</p> <p><i>"Comme mentionné en notes 3.3, 7.2.1 et 7.2.3 de l'annexe aux comptes annuels, dans le cadre de l'établissement du contrat opérationnel décennal entre l'Etat et SNCF Mobilités et de sa trajectoire financière, le plan stratégique de Gares &amp; Connexions a été modifié, conduisant à une reprise de la perte de valeur des actifs de l'UGT Gares &amp; Connexions à hauteur de 233 millions d'euros au 31 décembre 2016.</i></p> <p><i>La sensibilité de la valeur recouvrable de ces actifs aux hypothèses économiques et financières est très élevée. Plusieurs aléas et incertitudes importants pèsent sur les perspectives économiques et financières de l'UGT Gares &amp; Connexions, à savoir, (i) un modèle tarifaire toujours en cours de négociation et d'adaptation, (ii) un transfert possible des gares et de leur gestion hors de SNCF Mobilités, mis en avant par l'ARAFER, dont il est aujourd'hui difficile d'apprécier les éventuelles conséquences sur le cadre opérationnel, économique et financier de cette activité, (iii) et une trajectoire financière qui, comme illustré sur la période écoulée de 18 mois, est sujette à des adaptations pour tenir compte des évolutions de l'environnement économique, réglementaire et de régulation.</i></p> <p><i>Ces éléments pourraient se réaliser dans un avenir proche, avec des interactions ne pouvant être précisément déterminées, affectant la valeur d'utilité des actifs de l'UGT Gares &amp; Connexions telle qu'établie par SNCF Mobilités.</i></p> <p><i>Dans ce contexte, nous ne sommes pas en mesure d'apprécier le caractère probant de ces projections ayant conduit à la reprise de perte de valeur mentionnée ci-dessus, et en conséquence de nous prononcer ni sur le montant de cette reprise ni sur la valeur nette comptable des actifs de l'UGT Gares &amp; Connexions qui s'élève à 1 468 millions d'euros au 31 décembre 2016. "</i></p> <p>- et l'observation suivante :</p> <p><i>"Sans remettre en cause l'opinion exprimée ci-dessus, nous attirons votre attention sur les notes 7.2.1 et 7.2.2 aux comptes annuels qui exposent le contexte ainsi que les incertitudes et aléas pesant sur certaines hypothèses économiques et financières retenues par l'EPIC SNCF Mobilités pour déterminer la valeur recouvrable des actifs de son unité génératrice de trésorerie TGV France et Europe. La réalisation de ces hypothèses restant incertaine et la sensibilité des valeurs recouvrables à ces dernières étant très élevée, l'estimation des valeurs de ces actifs pourrait varier dans le temps de façon significative".</i></p> <p>Les comptes consolidés semestriels résumés pour la période de 6 mois close le 30 juin 2017 de l'Emetteur ont fait l'objet d'un examen limité par les commissaires aux comptes qui ont émis un rapport d'examen limité. Ce rapport contient la réserve suivante :</p> <p><i>"Comme mentionné en note 1.2.3 de l'annexe aux comptes consolidés semestriels résumés, dans le cadre de l'établissement du contrat opérationnel décennal entre l'Etat et SNCF Mobilités et de sa trajectoire financière, le plan stratégique de Gares &amp; Connexions avait été modifié au</i></p>
--	--	---

		<p><i>cours du second semestre de l'année 2016, conduisant à une reprise de la perte de valeur des actifs de l'UGT Gares &amp; Connexions à hauteur de 273 millions d'euros au 31 décembre 2016. Au 30 juin 2017, la société n'a pas identifié de nouveaux indices de pertes ou de reprises de valeur.</i></p> <p><i>La sensibilité de la valeur recouvrable de ces actifs aux hypothèses économiques et financières reste très élevée au 30 juin 2017. Plusieurs aléas et incertitudes importants continuent de peser sur les perspectives économiques et financières de l'UGT Gares &amp; Connexions, à savoir, (i) un modèle tarifaire toujours en cours de négociation et d'adaptation, (ii) un transfert possible des gares et de leur gestion hors de SNCF Mobilités, mis en avant par l'ARAFER et dans un rapport du Gouvernement au Parlement dont il est aujourd'hui difficile d'apprécier les éventuelles conséquences sur le cadre opérationnel, économique et financier de cette activité, (iii) et une trajectoire financière qui, comme illustré sur ces deux dernières années, est sujette à des adaptations pour tenir compte des évolutions de l'environnement économique, règlementaire et de régulation.</i></p> <p><i>Ces éléments pourraient se réaliser dans un avenir proche, avec des interactions ne pouvant être précisément déterminées, affectant la valeur d'utilité des actifs de l'UGT Gares &amp; Connexions telle qu'établie par SNCF Mobilités.</i></p> <p><i>Dans ce contexte, nous ne sommes pas en mesure d'apprécier le caractère probant de ces projections, et en conséquence, de nous prononcer sur la valeur nette comptable des actifs de l'UGT Gares &amp; Connexions qui s'élève à 1 622 millions d'euros au 30 juin 2017"</i></p> <p>- et l'observation suivante :</p> <p><i>"Sans remettre en cause la conclusion exprimée ci-dessus, nous attirons votre attention sur la note 1.2.3 de l'annexe aux comptes consolidés semestriels résumés qui expose le contexte ainsi que les incertitudes et les aléas continuant de peser au 30 juin 2017 sur certaines hypothèses économiques et financières retenues par SNCF Mobilités pour déterminer la valeur recouvrable des actifs de ses unités génératrices de trésorerie Eurostar et TGV France et Europe (à l'exclusion d'Eurostar et Thalys). La réalisation de ces hypothèses restant incertaine au 30 juin 2017 et la sensibilité des valeurs recouvrables à ces dernières étant très élevée, l'estimation des valeurs de ces actifs et des engagements de rachat associés, et par voie de conséquence celle des actifs d'impôts différés, pourrait varier dans le temps de façon significative."</i></p>
<p><b>B.12</b></p>	<p><b>Informations financières historiques clés sélectionnées de l'Emetteur</b></p>	<p>Les informations financières historiques clés sélectionnées de l'Emetteur sont extraites des comptes consolidés annuels audités de l'Emetteur au 31 décembre 2016 (y compris des informations comparatives relatives à l'exercice clos le 31 décembre 2015 pour lequel certaines des informations financières ci-dessous ont été retraitées) et extraites des comptes consolidés semestriels résumés pour le semestre se terminant au 30 juin 2017, qui ont fait l'objet d'un examen limité de la part des commissaires aux comptes.</p>

**Compte de Résultat**

Le tableau ci-dessous présente le compte de résultat consolidé de l'Emetteur pour l'année se terminant au 31 décembre 2016 et les informations comparatives relatives à l'exercice clos le 31 décembre 2015 (pour lequel certaines des informations financières ci-dessous ont été retraitées) et le compte de résultat consolidé de l'Emetteur pour chacun des semestres se terminant le 30 juin 2016 et le 30 juin 2017 :

<i>En millions d'euros</i>	<b>30 juin 2017<sup>(***)</sup></b>	<b>30 juin 2016<sup>(***)</sup></b>	<b>31 décembre 2016</b>	<b>31 décembre 2015*</b>
Chiffre d'affaires	15 761	15 143	30 517	29 296
Péages	-2 122	-2 091	-4 248	-4 179
Achats et charges externes hors péages	-6 350	-6 165	-12 458	-11 519
Charges du personnel	-5 645	-5 549	-10 923	-10 623
Impôts et taxes	-687	-781	-1 036	-996
Autres produits et charges	223	188	431	422
Marge opérationnelle	1 179	743	2 284	2 401
Dotations aux amortissements	-701	-688	-1 442	-1 585
Variation nette des provisions	31	76	36	-258
Résultat opérationnel courant	509	132	878	558
Résultat de cession d'actifs	133	110	138	240
Réévaluation à la juste valeur de la participation antérieurement détenue	31	26	26	686
Pertes de valeur	-11	-32	149	-2 742
Résultat opérationnel	662	235	1 191	-1 258
Quote-part de résultat net des entreprises mises en équivalence	25	18	47	-73
Résultat opérationnel après quote-part de résultat net des entreprises mises en équivalence	687	254	1 238	-1 331
Coût de l'endettement financier net et autres	-122	-158	-279	-260
Coût financier net des avantages du personnel	-9	-49	-21	-6
Résultat financier	-131	-207	-301	-265
Résultat avant impôts	556	47	937	-1 597

Impôt sur les résultats	-200	-93	-443	-657
Résultat net des activités ordinaires	356	-47	494	-2 254
Résultat net d'impôt des activités transférées**	-	-	-	69
Résultat net	356	-47	494	-2 184
Résultat net – Part du groupe	338	-25	511	-2 187
Résultat net attribuable aux participations ne donnant pas le contrôle (intérêts minoritaires)	18	-22	-18	2
<p>(*) Retraité principalement suite à la finalisation de l'allocation du prix d'acquisition d'OHL. Conformément à IFRS 3 « Regroupement d'entreprises », la mise à jour de l'affectation du prix d'acquisition réalisée au cours de l'exercice a abouti à retraiter l'exercice comparatif. Les nouvelles justes valeurs identifiées pour les actifs et passifs acquis sont les suivantes :</p> <ul style="list-style-type: none"> <li>- le montant de l'écart d'acquisition qui est passé de 671 millions € à 486 millions € ;</li> <li>- des actifs incorporels complémentaires pour 163 millions € (relations clientèle et technologie) ;</li> <li>- des actifs d'impôt différé complémentaires pour 31 millions € ;</li> <li>- des provisions non courantes complémentaires pour 9 millions €.</li> </ul> <p>(**) Le libellé normatif de cette ligne, « Résultat net d'impôt des activités abandonnées », a été adapté puisque cette ligne n'inclut que le résultat net d'impôt des activités transférées dans le cadre de la réforme du ferroviaire.</p> <p>(***) Suite au changement de définition de la marge opérationnelle, les reprises de provisions utilisées sont désormais présentées sur la ligne "Variations nettes des provisions" du compte de résultat tout comme l'étaient déjà les reprises de provision non utilisées. Issu d'un examen de la présentation des états financiers du Groupe, ce changement est motivé par la meilleure lisibilité qu'il donne de la marge opérationnelle :</p> <ul style="list-style-type: none"> <li>- en reflétant le poids effectif de chaque catégorie de charges ;</li> <li>- en séparant, de la même façon que dans l'état de situation financière, les éléments certains (charges) des éléments incertains (provisions et reprises de provisions) ;</li> <li>- et en corrigeant la marge opérationnelle de la perte si et lorsqu'elle se réalise.</li> </ul> <p>L'effet du changement dans le compte de résultat au 30 juin 2017 est une dégradation de la marge opérationnelle versus une amélioration de la ligne « Variation nette des provisions » de 65 M€. La période comparative a été modifiée en conséquence conformément à IAS 8.19. Les réconciliations entre les données comparatives retraitées et les données publiées pour le compte de résultat consolidé sont présentées ci-après.</p>				

<i>en millions d'euros</i>	Comptes publiés 30/06/2016	Changement définition MOP	Comptes retraités 30/06/2016
Chiffre d'affaires	15 143	0	15 143
Achats et charges externes	-8 231	-25	-8 256
Charges de personnel	-5 537	-12	-5 549
Impôts et taxes	-775	-6	-781
Autres produits et charges opérationnels	234	-46	188
<b>Marge opérationnelle</b>	<b>833</b>	<b>-90</b>	<b>743</b>
Dotations aux amortissements	-688	0	-688
Variation nette des provisions	-13	90	76
<b>Résultat opérationnel courant</b>	<b>132</b>	<b>0</b>	<b>132</b>

Le capital est constitué d'une dotation de l'État et non d'actions. Par ailleurs, le groupe est hors champ d'application de la norme IAS 33 "Résultat par actions". Pour ces deux raisons, aucun résultat par action n'est calculé ni présenté dans les comptes consolidés semestriels résumés du groupe.

### **Bilan**

Le tableau ci-dessous présente le bilan consolidé de l'Emetteur au 31 décembre 2016 et des informations comparatives au 31 décembre 2015 (pour lequel certaines des informations financières ci-dessous ont été retraitées) et le bilan consolidé de l'Emetteur au 30 juin 2017 :

<i>En millions d'euros</i>	<b>30 juin 2017</b>	<b>31 décembre 2016</b>	<b>31 décembre 2015*</b>
Ecart d'acquisition	2 359	2 373	2 359
Immobilisations incorporelles	1 744	1 783	1 896
Immobilisations corporelles	12 791	12 803	12 394
Actifs financiers non courants	5 754	5 988	6 339
Titres mis en équivalence	635	653	450
Impôts différés actifs	863	872	987
<b>Actifs non courants</b>	<b>24 146</b>	<b>24 472</b>	<b>24 425</b>
Stocks et en-cours	674	661	621
Créances d'exploitation	6 604	6 855	6 763
<b>Actifs d'exploitation</b>	<b>7 278</b>	<b>7 516</b>	<b>7 384</b>
Actifs financiers courants	989	1 348	1 150



Trésorerie et équivalents de trésorerie	5 719	4 584	4 024
<b>Actifs courants</b>	<b>13 987</b>	<b>13 448</b>	<b>12 558</b>
Actifs détenus en vue d'être cédés	241	1	645
<b>TOTAL DE L'ACTIF</b>	<b>38 374</b>	<b>37 921</b>	<b>37 628</b>
Capital	3 971	3 971	4 971
Réserves consolidées	291	-30	1 540
Résultat Groupe	338	511	-2 186
<b>Capitaux propres – Part du Groupe</b>	<b>4 600</b>	<b>4 453</b>	<b>4 324</b>
Participations ne donnant pas le contrôle (intérêts minoritaires)	131	130	136
<b>Capitaux propres totaux</b>	<b>4 730</b>	<b>4 582</b>	<b>4 461</b>
Engagements envers le personnel non courants	1 607	1 577	1 476
Provisions non courantes	1 130	1 151	1 102
Passifs financiers non courants	16 570	15 481	15 152
Impôts différés passifs	387	416	471
<b>Passifs non courants</b>	<b>19 694</b>	<b>18 625</b>	<b>18 201</b>
Engagements envers le personnel courants	101	104	114
Provisions courantes	208	222	354
Dettes d'exploitation	10 307	10 395	10 628
<b>Passifs d'exploitation</b>	<b>10 615</b>	<b>10 721</b>	<b>11 096</b>
Passifs financiers courants	3 225	3 992	3 837
<b>Passifs courants</b>	<b>13 840</b>	<b>14 713</b>	<b>14 933</b>
Passifs relatifs aux actifs détenus en vue d'être cédés	110	1	33
<b>TOTAL DU PASSIF</b>	<b>38 374</b>	<b>37 921</b>	<b>37 628</b>

(\*) Retraité principalement suite à la finalisation de l'allocation du prix d'acquisition d'OHL.

Conformément à IFRS 3 « Regroupement d'entreprises », la mise à jour de l'affectation du prix d'acquisition réalisée au cours de l'exercice a abouti à retraiter l'exercice comparatif. Les nouvelles justes

	<p>valeurs identifiées pour les actifs et passifs acquis sont les suivantes :</p> <ul style="list-style-type: none"> <li>- le montant de l'écart d'acquisition qui est passé de 671 millions € à 486 millions € ;</li> <li>- des actifs incorporels complémentaires pour 163 millions € (relations clientèle et technologie) ;</li> <li>- des actifs d'impôt différé complémentaires pour 31 millions € ;</li> <li>- des provisions non courantes complémentaires pour 9 millions €.</li> </ul>
	<p><b><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></b></p> <p>A l'exception de ce qui est mentionné à l'Elément B.4b, il n'y a eu aucun changement significatif dans la situation financière ou commerciale de l'Emetteur depuis le 30 juin 2017 et il n'y a eu aucun changement défavorable significatif dans les perspectives de l'Emetteur depuis le 31 décembre 2016."</p>

The subsection B.13 entitled "Événements récents propres à l'Emetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on pages 40 to 41 of the Base Prospectus shall be deleted and replaced with the following:

<p><b>"B.13</b></p>	<p>Événements récents propres à l'Emetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité</p>	<ul style="list-style-type: none"> <li>- <b>Nouveau découpage sectoriel</b> : La publication du décret 2016-1468 du 28 octobre 2016 a pour conséquence, à compter du 1er janvier 2017, d'ajuster le positionnement de SNCF Gares &amp; Connexions au sein de SNCF Mobilités en créant un métier de plein exercice. Il en résulte une modification de l'information sectorielle pour présenter ce métier à part et non plus comme un secteur au sein de SNCF Voyageurs ;</li> <li>- <b>Signature des actes de vente de biens immobiliers</b> : Des cessions immobilières ont été conclues courant janvier 2017 et ont générées des plus-values immobilières pour un montant global de 103 millions d'euros. Ces résultats de cessions seront comptabilisés sur 2017 sur la ligne « Résultats de cession d'actifs » du compte de résultat consolidé ;</li> <li>- <b>Émission d'emprunts</b> : En janvier 2017, l'Emetteur a procédé à l'émission de deux emprunts, l'un pour un montant de 60 millions d'euros à taux fixe sur une durée de 15 ans et l'autre pour un montant de 494 millions de dollars hongkongais à taux fixe sur une durée de 8 ans. L'Emetteur a émis le 2 février 2017 un emprunt de 1 milliard d'euros sous forme de titres à 1,50% à échéance 2 février 2029, pour lequel une seconde tranche de 300 millions d'euros a été émise le 31 mai 2017 ;</li> <li>- <b>Diminution de la Contribution de Solidarité Territoriale (CST)</b> : Par courrier adressé au Président de SNCF Mobilités, en date du 13 février 2017, le Premier Ministre a décidé de baisser, dès 2017 et jusqu'à 2022, la CST payée par SNCF Mobilités. La baisse cumulée s'élèvera à 420 millions d'euros et impactera la marge opérationnelle au compte de résultat. Cette décision est prise dans le contexte d'une réorganisation des trains d'équilibre du territoire (TET) dans la continuité de la feuille de route présentée par le Gouvernement le 7 juillet 2015 et ponctuée par une nouvelle convention 2016-2020 équilibrée sur la période. Elle est cohérente avec les recommandations de la Cour des comptes du 13 février 2015 pour une diminution du poids de la contribution de SNCF Mobilités au financement des TET. Elle n'est compensée ni par une augmentation de charges pour SNCF Mobilités ni par une diminution de compensations financières à recevoir de l'État au titre des TET, la trajectoire financière de la convention signée avec Intercités n'étant pas remise en cause.  Au 30 juin 2017, considérant que la Loi de Finances pour 2017 sera modifiée compte tenu du courrier du Premier Ministre, la charge de CST est de 40 millions d'euros, entraînant une amélioration de la marge opérationnelle de 76 millions d'euros par rapport au 30 juin 2016 où le montant de CST comptabilisé était de 116 millions d'euros ;</li> <li>- <b>Avis de l'ARAFER</b> : Dans son avis exprimé le 1er février 2017, l'ARAFER ne valide pas les tarifs proposés par SNCF Réseau dans le Document de Référence du Réseau pour 2018 précisant l'ensemble des modalités pratiques, techniques, administratives et tarifaires liées à l'usage du réseau ferré français conformément à la directive 2012/34/UE du 21 novembre 2012 établissant un espace ferroviaire unique européen et par le décret du 7 mars 2003 relatif à l'utilisation du réseau ferré national. A ce stade, le Groupe ne prend pas en</li> </ul>
---------------------	--	--

compte les éventuelles conséquences de cet avis dans les tests de valeur, considérant que la discussion avec l'Autorité n'est pas achevée.

L'ARAFER a notifié début juillet 2017, un avis globalement favorable sur le Document de Référence des Gares 2017 (DRG 2017), et le projet de DRG 2018-2020 a été soumis à consultation publique jusqu'en juillet 2017. Par ailleurs, le rapport du Gouvernement au Parlement a été produit en mars 2017. Ce rapport présente notamment plusieurs scénarii d'évolution de la gouvernance de l'activité Gares & Connexions et semble confirmer le principe de la sortie à terme de cette activité du périmètre de SNCF Mobilités, sans en donner les détails.

- **Cession de STVA** : Le groupe SNCF Mobilités est engagé dans un processus de cession de STVA.

Au 30 juin 2017, conformément aux dispositions de la norme IFRS 5 « Actifs non courants détenus en vue de la vente et activités abandonnées », les actifs et passifs de cette filiale sont reclassés sur les lignes « Actifs détenus en vue d'être cédés » et « Passifs relatifs aux actifs détenus en vue d'être cédés » de l'état de situation financière. Les informations détaillées sont données ci-dessous :

<i>en millions d'euros</i>	30/06/2017	31/12/2016
Actifs détenus en vue d'être cédés	240	0
Passifs relatifs aux actifs détenus en vue d'être cédés	109	0
Impact net au bilan	131	0

L'UGT STVA (transport multimodal et logistique de véhicules finis), engagée dans un processus de cession par le Groupe, a été considérée comme un groupe d'actifs détenus en vue d'être cédés au 30 juin 2017. Le projet de cession a été validé par le Conseil d'Administration du 26 avril 2017. A l'issue des négociations exclusives, sous réserve de l'accord des Autorités de la concurrence qui doivent se prononcer sur le deuxième semestre 2017, le groupe CAT intégrera STVA au sein de son organisation.

Les principales catégories d'actifs et de passifs concernées reclassées conformément à IFRS 5 au 30 juin 2017 sont les suivantes :

<i>en millions d'euros</i>	30/06/2017
Ecart acquisition	0
Immobilisations incorporelles et corporelles	105
Titres mis en équivalence	12
Impôts différés actifs	1
Stocks et en-cours	2
Créances d'exploitation	115
Actifs financiers	2
Trésorerie et équivalents de trésorerie	3
<b>Actifs détenus en vue d'être cédés</b>	<b>240</b>

<i>en millions d'euros</i>	30/06/2017
Engagements envers le personnel	10
Provisions	4
Impôts différés passifs	11
Passifs financiers	4
Dettes d'exploitation	80
<b>Passifs relatifs aux actifs détenus en vue d'être cédés</b>	<b>109</b>

- **Nouvelle définition de la marge opérationnelle (MOP)** : Le groupe SNCF Mobilités a décidé de modifier la détermination de la marge opérationnelle à compter du 1er janvier 2017.

Dorénavant les reprises de provisions utilisées, initialement classées au sein de la marge opérationnelle, sont comprises dans le poste « Variation nette des provisions » du compte de résultat. Ce changement de présentation entraîne une baisse de 65 millions d'euros de la MOP pour les 6 mois clos au 30 juin

2017 (90 millions d'euros pour les 6 mois clos 30 juin 2016) compensée par une hausse du poste « Variation nette des provisions » pour le même montant (voir note 1.3 des comptes consolidés semestriels résumés).

Issu d'un examen de la présentation des états financiers du Groupe, ce changement est motivé par la meilleure lisibilité qu'il donne de la marge opérationnelle :

- en reflétant le poids effectif de chaque catégorie de charges ;
- en séparant, de la même façon que dans l'état de situation financière, les éléments certains (charges) des éléments incertains (provisions et reprises de provisions) ;
- et en corrigeant la marge opérationnelle de la perte si et lorsqu'elle se réalise.

La période comparative a été modifiée en conséquence conformément à IAS 8.19. Les réconciliations entre les données comparatives retraitées et les données publiées pour le compte de résultat consolidé sont présentées ci-après.

<i>en millions d'euros</i>	Comptes publiés 30/06/2016	Changement définition MOP	Comptes retraités 30/06/2016
Chiffre d'affaires	15 143	0	15 143
Achats et charges externes	-8 231	-25	-8 256
Charges de personnel	-5 537	-12	-5 549
Impôts et taxes	-775	-6	-781
Autres produits et charges opérationnels	234	-46	188
<b>Marge opérationnelle</b>	<b>833</b>	<b>-90</b>	<b>743</b>
Dotations aux amortissements	-688	0	-688
Variation nette des provisions	-13	90	76
<b>Résultat opérationnel courant</b>	<b>132</b>	<b>0</b>	<b>132</b>

The subsection D.2 entitled "Principaux risques relatifs à l'Emetteur" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on pages 52 to 53 of the Base Prospectus shall be deleted and replaced with the following subsection in order to update the risk factor "l'Emetteur conduira ses activités dans le contexte d'un contrat de performance conclu avec l'Etat français":

<p>"D.2</p>	<p>Principaux risques relatifs à l'Emetteur</p>	<p>En acquérant les Titres, les investisseurs assument le risque que l'Emetteur puisse devenir insolvable ou autrement être dans l'impossibilité d'effectuer tous les paiements dus en vertu des Titres.</p> <p>Plusieurs facteurs peuvent, individuellement ou collectivement avoir un effet négatif sur la capacité de l'Emetteur à effectuer les paiements en vertu des Titres. Il n'est pas possible d'identifier tous ces facteurs ou de déterminer quels facteurs sont les plus susceptibles de se produire, dans la mesure où l'Emetteur peut ne pas être informé de tous les facteurs pertinents.</p> <p>En outre, certains facteurs qui ne paraissent pas à ce jour significatifs pourraient le devenir si certains événements indépendants de la volonté de l'Emetteur se produisaient.</p> <p>L'Emetteur a identifié dans ce Prospectus de Base plusieurs facteurs qui pourraient impacter significativement de manière défavorable son activité et sa capacité à effectuer les paiements dus en vertu des Titres. Ces facteurs comprennent :</p> <ul style="list-style-type: none"> <li>- les risques juridiques : <ul style="list-style-type: none"> <li>* l'Emetteur est un établissement public à caractère industriel et commercial (EPIC) ;</li> <li>* le Gouvernement français peut interférer dans des décisions importantes pour l'Emetteur ou pour son Groupe ;</li> <li>* l'Emetteur conduit ses activités dans le contexte d'un contrat de performance conclu avec l'Etat français ;</li> <li>* l'Emetteur conduit certaines de ses activités faisant l'objet d'un paiement d'un tarif réglementé, dont le niveau peut avoir un impact sur les résultats de l'Emetteur ; et</li> <li>* l'Emetteur fait face à de la concurrence sur le marché de fret ferroviaire domestique français ;</li> </ul> </li> <li>- les risques opérationnels : <ul style="list-style-type: none"> <li>* les activités de l'Emetteur requièrent diverses autorisations qui peuvent être difficiles à obtenir ou dont l'obtention peut être soumise à des conditions pouvant devenir significativement plus rigoureuses ;</li> <li>* des retards et autres problèmes techniques pourraient conduire à</li> </ul> </li> </ul>
-------------	---	---

		<p>une réduction de la qualité de service perçue apportée par le Groupe ;</p> <p>* les opérations du Groupe sont dépendantes des systèmes informatiques, la défaillance ou la rupture dans leur sécurité pourrait porter préjudice à sa réputation et affecter de manière négative sa performance financière ;</p> <p>* les catastrophes naturelles et des conditions climatiques sévères pourraient affecter de manière négative les opérations du Groupe et sa performance financière ;</p> <p>* le Groupe pourrait subir des pertes dans le cas d'un accident ou d'un incident impliquant ses trains ;</p> <p>* les risques liés aux employés et au personnel et les risques de réputation ; et</p> <p>* le Groupe poursuit (ou pourrait poursuivre) ses activités dans de nombreux pays qui pourraient se trouver exposés à des périodes d'instabilité politique, économique ou sociale ou qui pourraient augmenter le risque de pratiques prohibées et contraires à l'éthique ;</p> <p>- les risques financiers (dont risques de taux d'intérêts, risques de taux de change, risques relatifs aux titres, risque de liquidité, risque de contrepartie mais aussi risques d'assurance et risques de notation) ;</p> <p>- autres risques :</p> <p>* le Groupe pourrait être affecté défavorablement par les conséquences d'un départ imminent du Royaume Uni de l'Union Européenne ("Brexit");</p> <p>* des attaques terroristes et des évènements similaires peuvent affecter négativement l'activité et les résultats de l'Emetteur et du Groupe ;</p> <p>* des incertitudes concernant la position financière et le futur de Gares &amp; Connexions peuvent affecter négativement l'activité et les résultats du Groupe ; et</p> <p>* les litiges en cours.</p> <p>Le statut d'EPIC détenu par l'Etat français a été examiné dans le passé par la Commission européenne au regard des aides d'Etat et pourrait l'être à l'avenir pour l'EPIC SNCF Mobilités."</p>
--	--	---

## RISK FACTORS

**The subsections "The Issuer will operate its activities within the context of a performance contract entered into with the French State " and " Uncertainties regarding the financial position and the future of the Branch Gares & Connexions " in the section entitled "RISK FACTORS" on pages 59 and 64-65 respectively of the Base Prospectus shall be deleted and replaced with the following:**

### *The Issuer operates its activities within the context of a performance contract entered into with the French State*

In accordance with the rail reform law of 4 August 2014, a strategic framework agreement (*Contrat-cadre du Groupe Public Ferroviaire*) has been signed between SNCF and the French State on 20 April 2017. Updated every three years for a ten-year term, this framework agreement includes operating agreements (so-called "performance contracts") concluded between the French State and SNCF Mobilités, and between the French State and SNCF Réseau. The agreement determines the objectives assigned by the French State in terms of service quality for the benefit of all rail companies, rail transport organising authorities and users. It also consolidates the financial trajectories and the sustainable and human development components of contracts. The ARAFER (French Rail and Road Regulatory Body) issued an opinion related to this strategic framework agreement (*Contrat-cadre du Groupe Public Ferroviaire*) on 29 March 2017 (opinion 2017-37).

Consequently and pursuant to article L.2141-3 of the French *Code des transports*, SNCF Mobilités signed on 20 April 2017 a ten-year performance contract (*Contrat pluriannuel d'objectifs entre l'Etat et SNCF Mobilités*) (updated every three years) with the French State containing objectives relating to *inter alia* quality services objectives, financial trajectory, development of the railway public service and land-use planning. The financial trajectory included in this performance contract reiterates that of the 2017-2026 strategic plan prepared in this context in the second half of 2016.

The Issuer cannot guarantee that the performance contract will not change in the future to contain obligations that are more restrictive for the Issuer (such as obligations of a financial nature) than the obligations that are currently applicable. Besides, this financial trajectory could also be challenged by several factors of uncertainty. Amongst the different possible factors of uncertainty, the performance contract states:

- the transposition of the fourth railway Package that will set out the procedures for opening to competition, which will have a possible impact on the different activities of SNCF Mobilités, beyond what is incorporated at this stage in the financial trajectory included in the performance contract;
- the amplitude of the economic downturn ;
- the consequences of the ongoing reflections or which could be initiated related to the evolution of the economic models of activities Voyages and Intercités.

The contract specifies that an update of the trajectory could be carried on once these elements are stabilized.

### *Uncertainties regarding the financial position and the future of the Branch Gares & Connexions*

In a decision dated 3 October 2016, the *Conseil d'Etat* approved the decision of the ARAFER issued on 17 February 2015 which rejected the proposed charges for the regulated Gares & Connexions services in French railway stations for 2016. In its decision, the *Conseil d'Etat* confirmed *inter alia* that (i) Gares & Connexions must take into account performance and productivity goals which must be mentioned with sufficient details in the stations' reference document (*document de référence des gares*) published by Gares & Connexions in accordance with Article L2123-3-2 of the French *Code des transports* and (ii) the setting of access charges for the availability of space in French railway stations must be determined with reference to general charges and not exclusively with reference to charges paid by shops in the relevant stations.



In the context of the performance contract signed on 20 April 2017 between the Issuer and the French State (see above for further details), the Gares & Connexions 2016-2025 strategic plan was amended, particularly in terms of the forecast profitability and investment levels, to take into account the decision of the *Conseil d'Etat* dated 3 October 2016. It should be noted that the updated 2017-2026 strategic plan is still being based on SNCF Mobilités' target vision of the pricing model and does not incorporate all of the changes proposed by the ARAFER in its decision issued on 17 February 2015.

In addition, the French Government's report on the development of passenger rail station management to the French Parliament, as provided by law n° 2014-872 of 4 August 2014 relating to the new railway system reform in France (the "**Rail Reform Law**") was published on 5 August 2014 in the *Journal Officiel*, to be published within a period of two years following the Rail Reform Law, has not yet been published as at the date of this Base Prospectus. In July 2016, the ARAFER published a study on this matter which includes several scenarios for station transfer and management, including the removal of Gares & Connexions from the SNCF Mobilités scope.

The above elements and uncertainties regarding the economic and financial prospects of Gares & Connexions are reflected in the auditors' report relating to the consolidated financial statements for the financial year ended on 31 December 2016 and in the auditors' limited review report relating to the condensed half-year consolidated financial statements as at and for the half year ended 30 June 2017 (see "*Documents incorporated by reference*"), which both include a qualification, and may have a negative impact on the business and results of the Issuer and the Group.

The table below shows the portion attributable to Gares & Connexions in SNCF Mobilités' financial position on the basis of the consolidated financial statements of SNCF Mobilités for the financial year ended on 31 December 2015:

<i>In € millions</i>	Gares & Connexions	SNCF Mobilités	%
External revenue	356	29,296	1.2
Gross profit	220	2,401	9.2
Net investments	-183	-1,845	9.9
Net debt (*)	480	7,772	6.2

(\*) Part of Gares & Connexions in the Group net debt.

### **Current litigation**

The Issuer is involved in litigation proceedings, most of which have arisen in the ordinary course of its business. The current litigation proceedings led to the booking of a provision for an amount of €272 million in the consolidated financial statements for the financial year ended on 31 December 2016, as stated in the note 4.5 of the consolidated financial statements for the financial year ended on 31 December 2016 of SNCF Mobilités (see "*Documents incorporated by reference*"). On 30 June 2017, the amount of this provision is €247 million (see note 4.2 in the consolidated financial statements for the half year 2017).

## IMPORTANT INFORMATION RELATING TO THE USE OF THIS BASE PROSPECTUS AND OFFER OF NOTES GENERALLY

The paragraph "Use of Alternative Performance Measures" of the section entitled " IMPORTANT INFORMATION RELATING TO THE USE OF THIS BASE PROSPECTUS AND OFFER OF NOTES GENERALLY" on pages 81 to 83 of the Base Prospectus shall be deleted and replaced with the following:

### *Use of Alternative Performance Measures*

The financial information published by SNCF Mobilités and/or the Financial Report 2016 (in the English language) of SNCF Mobilités incorporated by reference in this Base Prospectus (see "Documents incorporated by reference") contains alternative performance measures as defined in the Position DOC-2015-12 on Alternative Performances Measures published by the AMF on 3 December 2015 and which incorporates the ESMA Guidelines on Alternative Performance Measures (ESMA/20151415) (the "**APM**"). Such APM are non-IFRS alternative performance measures, the purpose of which is to present more efficiently the results and the financial performance of the Issuer and its Branches.

The APM have not been prepared in accordance with IFRS or any other accounting standards and therefore should not be considered as a substitute for measures of performance in accordance with the IFRS.

The two following APM used in the financial information published by SNCF Mobilités and/or the Financial Report 2016 (in the English language) of SNCF Mobilités incorporated by reference in this Base Prospectus (see "Documents incorporated by reference") are defined and calculated as follows:

- **Recurring net profit:** recurring net profit corresponds to the net profit group share adjusted for non-recurring significant items (impairment losses variation, fair value for derivative contracts....) favourable or unfavourable during 2016. 2016 Recurring net profit increased by €21 million, standing at +€289 million as at 31 December 2016, against +€268 million as at 31 December 2015 (as restated in 2016). This APM has been prepared at the request of the Minister in charge of Transport to determine dividend amounts.
- **Free Cash Flow** is determined by the sum of:
  - items of the cash flow statements: "Cash from operations after net borrowing costs and taxes", "Purchases of intangible assets and property, plant and equipment", "Investment grants received", "Disposals of intangible assets and property, plant and equipment", "New concession financial assets", "Cash inflows from concession financial assets";
  - dividends received from companies consolidated under the equity method included in the item "Dividends received" in the cash flow statement; and
  - investments in finance-leasing detailed in note 4.1.3 of the consolidated financial statements for the financial year ended on 31 December 2016 of SNCF Mobilités.

As of 1 January 2017 the Issuer decided to add two items for the determination of Free Cash Flow, which are:

- the "Impact of change in working capital requirement" that can be found in the cash flow statements;
- the impact of change in working capital of income taxes included in the item "Taxes paid (collected)" in the cash flow statements.

The addition of both items enables the APM to better reflect cash inflows and outflows for the period.

*Reconciliation of APM: Recurring net profit  
(Recurring net profit is up-to-date on the basis of annual financial results).*

	<b>2016</b>	
Net profit/ (loss) for year attributable to equity holders	511	Consolidated financial statements - page 29
Included in the line "Net proceeds from asset disposals"	-68	Consolidated financial statements - page 29; Note 4.2.1.2- page 51
Included in the line "Fair value remeasurement of the previously held interest"	-26	Consolidated financial statements - page 29; Note 4.2.1.2- page 51
Impairment losses	-149	Consolidated financial statements - page 29
Included in the line "Share of net profit/(loss) of companies consolidated under the equity method"	-4	Consolidated financial statements - page 29
Included in the line "Net borrowing and other costs"	-36	Consolidated financial statements - page 29; Note 6.1.1 ligne "Net changes in fair value and hedges" from the first table page 77
Included in the line "Income tax expense"	69	Consolidated financial statements - page 29; Note 7.1.1 included in the line "Deferred tax (expenses)/Income" page 95
Included in the line "Net profit / ( loss) for the year attributable to non- controlling interests (minority interests)"	-8	Consolidated financial statements - page 29
Recurring net profit	289	
	<b>2015</b>	
Net profit/ (loss) for year attributable to equity holders	-2178	Consolidated financial statements - page 28
Included in the line "Purchases and external charges"	196	Consolidated financial statements - page 28; Note 2.1.4 - page 39
Included in the line "Depreciation and amortisations"	-34	Consolidated financial statements - page 28
Included in the line "Net movement in provisions"	68	Consolidated financial statements - page 28
Included in the line "Net proceeds from asset disposals"	-107	Consolidated financial statements - page 28; Note 4.1.5 - page 49
Included in the line "Fair value remeasurement of the previously held interest"	-676	Consolidated financial statements - page 28; Note 4.2.1.2 page 51
Impairment losses	2742	Consolidated financial statements - page 28
Included in the line "Share of net profit/(loss) of companies consolidated under the equity method"	97	Consolidated financial statements - page 28; Note 4.2.2.1-page 54
Included in the line "Net borrowing and other costs"	-41	Consolidated financial statements - page 28; Note 6.1.1 line "Net changes in fair value and hedges" from the first table page 77
Included in the line "Income tax expense"	272	Consolidated financial statements - page 28; Note 7.1.1 - page 96
Included in the line "Net profit/(loss) from transferred operations, net of tax"	-63	Consolidated financial statements - page 28

Recurring net profit	276	
	<b>2015</b>	
	<b>Restated</b>	
Net profit/(loss) for year attributable to equity holders	-2187	Consolidated financial statements 2016- page 29(*)
Included in the line "Purchases and external charges"	196	Consolidated financial statements - page 28; Note 2.1.4 - page 39
Included in the line "Depreciation and amortisations"	-34	Consolidated financial statements - page 28
Included in the line "Net movement in provisions"	68	Consolidated financial statements - page 28
Included in the line "Net proceeds from asset disposals"	-107	Consolidated financial statements - page 28; Note 4.1.5 - page 49
Included in the line "Fair value remeasurement of the previously held interest"	-676	Consolidated financial statements - page 28; Note 4.2.1.2 page 51
Impairment losses	2742	Consolidated financial statements - page 28
Included in the line "Share of net profit/(loss) of companies consolidated under the equity method"	97	Consolidated financial statements - page 28; Note 4.2.2.1-page 54
Included in the line "Net borrowing and other costs"	-41	Consolidated financial statements - page 28; Note 6.1.1 line "Net changes in fair value and hedges" from the first table page 77
Included in the line "Income tax expense"	272	Consolidated financial statements - page 28; Note 7.1.1 - page 96
Included in the line "Net profit/(loss) from transferred operations, net of tax"	-63	Consolidated financial statements - page 28
Recurring net profit restated	268	
Variation between net recurring profit 2016 and restated net recurring profit 2015	21	
(*) Mainly restated following the finalisation of the OHL purchase price allocation		

On 30 June 2017, the Free Cash Flow (compared to the Free Cash Flow on 30 June 2016) is as follows:

<i>In million of euros</i>	30/06/2017	30/06/2016	
Cash from operations after net borrowing costs and taxes	817	485	Consolidated cash flow statement - page 37
Included in the line "Dividends received"	29	25	Consolidated cash flow statement - page 37
Purchases of intangible assets and property, plant and equipment	-1 112	-1 176	Consolidated cash flow statement - page 37
Disposals of intangible assets and property, plant and equipment	152	166	Consolidated cash flow statement - page 37
New concession financial assets	-367	-391	Consolidated cash flow statement - page 37
Cash inflows from concession financial assets	445	395	Consolidated cash flow statement - page 37
Investment grants received	52	110	Consolidated cash flow statement - page 37

Non current assets held as finance - leasing	-29	-11	Note 4.1.2 page 48
Impact of WCR tax	-77	75	Consolidated cash flow statement - page 37, as part of "Taxes paid (collected)"
Impact of operating WCR	373	-270	Consolidated cash flow statement - page 37
<b>Free cash flow</b>	<b>284</b>	<b>-592</b>	

Investors should not consider any APM as: (i) an alternative to operating income or net income as determined in accordance with IFRS; (ii) an alternative to cash flow from operating, investing or financing activities (as determined in accordance with IFRS) as a measure of the Issuer's ability to meet cash needs; or (iii) an alternative to any other measure of performance under IFRS.

Such APM have been derived from historical consolidated financial information of the Issuer and are not intended to provide an indication on the future financial performance, financial position or cash flows of the Issuer itself."

## DOCUMENTS INCORPORATED BY REFERENCE

**The section entitled "Documents Incorporated by Reference" on pages 91 to 94 of the Base Prospectus shall be deleted and replaced with the following:**

" The following documents which have previously been published and have been filed with the AMF shall be incorporated in, and form part of, this Base Prospectus:

- (a) the Financial Report 2015 (in the English language) (**FR 2015**) of SNCF Mobilités;
- (b) the non consolidated audited financial statements for 2015 (in the French language) (**NCFS 2015**);
- (c) the Financial Report 2016 (in the English language) (**FR 2016**) of SNCF Mobilités;
- (d) the non consolidated audited financial statements for 2016 (in the French language) (**NCFS 2016**);
- (e) the Issuer's unaudited condensed half-year consolidated financial statements ("*Comptes consolidés semestriels résumés 2017*") as at and for the six-month period ended 30 June 2017 (in the French language) (CCFS 2017);
- (f) the terms and conditions of the Notes contained on pages 10 to 26 of the base prospectus dated 19 July 2001;
- (g) the terms and conditions of the Notes contained on pages 11 to 29 of the base prospectus dated 17 July 2002;
- (h) the terms and conditions of the Notes contained on pages 11 to 29 of the base prospectus dated 26 June 2003;
- (i) the terms and conditions of the Notes contained on pages 10 to 28 of the base prospectus dated 30 June 2004;
- (j) the terms and conditions of the Notes contained on pages 30 to 47 of the base prospectus dated 23 December 2005;
- (k) the terms and conditions of the Notes contained on pages 38 to 61 of the base prospectus dated 22 December 2008 (*Commission de Surveillance du Secteur Financier* approval number C-07343);
- (l) the terms and conditions of the Notes contained on pages 38 to 61 of the base prospectus dated 25 January 2010 (*Commission de Surveillance du Secteur Financier* approval number C-08942);
- (m) the terms and conditions of the Notes contained on pages 45 to 65 of the base prospectus dated 20 December 2010 (AMF visa number 10-446);
- (n) the terms and conditions of the Notes contained on pages 50 to 70 of the base prospectus dated 20 December 2011 (AMF visa number 11-586);
- (o) the terms and conditions of the Notes contained on pages 60 to 85 of the base prospectus dated 26 March 2013 (AMF visa number 13-115);
- (p) the terms and conditions of the Notes contained on pages 64 to 94 of the base prospectus dated 26 March 2014 (AMF visa number 14-104);
- (q) the terms and conditions of the Notes contained on pages 69 to 98 of the base prospectus dated 26 March 2015 (AMF visa number 15-113); and
- (r) the terms and conditions of the Notes contained on pages 84 to 113 of the base prospectus dated 27 April 2016 (AMF visa number 16-154).

Save that any statement contained in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

Copies of documents incorporated by reference in this Base Prospectus can be obtained from the registered office of the Issuer and from the specified offices of the Paying Agent. They will also be published on the Issuer's website at: [www.sncf.com/fr/rubrique/finance](http://www.sncf.com/fr/rubrique/finance) (go to "*Information réglementée SNCF Mobilités*" for base prospectuses and to "*Publications Financières SNCF Mobilités*" for financial statements) and on the *Direction de l'information légale et administrative's* website at ([www.info-financiere.fr](http://www.info-financiere.fr)) for financial information only. This Base Prospectus (together with any Final Terms relating to Notes admitted to trading on a Regulated Market and/or offered to the public in France) will be published on the AMF's website at [www.amf-france.org](http://www.amf-france.org).

**CROSS-REFERENCE LIST RELATING TO THE FINANCIAL REPORT FOR 2015 (FR 2015), THE NON CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR 2015 (NCFS 2015), THE FINANCIAL REPORT FOR 2016 (FR 2016) AND THE NON CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR 2016 (NCFS 2016).**

<b>INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)</b>		<b>FR 2016</b>	<b>NCF S 2016</b>	<b>FR 2015</b>	<b>NCF S 2015</b>
<b>5.</b>	<b>INFORMATION ABOUT THE ISSUER</b>				
<b>5.2.1</b>	A description of the principal investments made since the date of the last published financial statements.	Pages 24 to 25			
<b>6.</b>	<b>BUSINESS OVERVIEW</b>				
<b>6.1</b>	<b>PRINCIPAL ACTIVITIES</b>				
<b>6.1.1</b>	A description of the Issuer's principal activities stating the main categories of products sold and/or services performed.	Pages 6 to 8, 12 to 20			
<b>6.1.2</b>	An indication of any significant new products and/or activities.	Pages 12 to 20			
<b>6.2</b>	<b>PRINCIPAL MARKETS</b> A brief description of the principal markets in which the Issuer competes.	Pages 12 to 20			
<b>7.</b>	<b>ORGANISATIONAL STRUCTURE</b>				
<b>7.1</b>	If the Issuer is part of a group, a brief description of the group and of the Issuer's position within it.	Pages 102 to 107			
<b>13.</b>	<b>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>				
<b>13.1</b>	Audited historical financial information covering the latest two financial years (and any subsequent interim financial period) and the audit report in respect of each year.				

	(a) balance sheet;	Page 31	Page 4	Page 30	Page 4
	(b) income statement;	Pages 29 to 30	Page 5	Page 28	Page 5
	(c) cash flow statement; and	Pages 33 to 34		Pages 32 to 33	
	(d) accounting policies and explanatory notes.	Pages 35 to 107	Pages 6 to 60	Pages 33 to 110	Pages 6 to 61
<b>13.3</b>	<b>AUDITING OF HISTORICAL ANNUAL FINANCIAL INFORMATION</b>				
<b>13.3.1</b>	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.	Pages 110 to 113	Pages 61 to 63	Pages 114 to 116	Pages 62 to 65
<b>13.6</b>	<b>LEGAL AND ARBITRATION PROCEEDINGS</b>				
	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which are likely to have, or have had in the recent past, significant effects on the issuer's financial position, or provide an appropriate negative statement.	Pages 64 to 65			

**CROSS-REFERENCE LIST RELATING TO THE 2017 CONDENSED HALF-YEAR CONSOLIDATED FINANCIAL STATEMENT (CCFS 2017)**

<b>INFORMATION INCORPORATED BY REFERENCE (PURSUANT TO ANNEX IV OF THE COMMISSION REGULATION (EC) NO 809/2004 DATED 29 APRIL 2004)</b>		<b>CCFS 2017</b>
<b>5.</b>	<b>INFORMATION ABOUT THE ISSUER</b>	
<b>5.2.1</b>	A description of the principal investments made since the date of the last published financial statements.	Pages 21 to 23
<b>6.</b>	<b>BUSINESS OVERVIEW</b>	
<b>6.1</b>	<b>PRINCIPAL ACTIVITIES</b>	
<b>6.1.1</b>	A description of the Issuer's principal activities stating the main categories of products sold and/or services performed.	Pages 10 to 21
<b>6.1.2</b>	An indication of any significant new products and/or activities.	Pages 3 to 5, 21 to 23
<b>6.2</b>	<b>PRINCIPAL MARKETS</b> A brief description of the principal markets in which the Issuer competes.	Pages 10 to 21
<b>13.</b>	<b>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	



<b>13.5.</b>	Interim and other financial information	
<b>13.5.1.</b>	If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.	<ul style="list-style-type: none"> <li>- Pages 30 to 58 (Condensed Half-year Financial Statements (IAS 34))</li> <li>- Pages 33 to 35 (Consolidated Statement of Financial Position (<i>Bilan Consolidé</i>))</li> <li>- Page 32 (Consolidated Income Statement (<i>Compte de Résultat Consolidé</i>))</li> <li>Page 37 (Consolidated Cashflow Statement (<i>Etat des Flux de Trésorerie Consolidé</i>))</li> <li>- Page 36 (Consolidated Statement of Changes in Equity (<i>Etat de Variation des Capitaux Propres Consolidés</i>))</li> <li>- Pages 38 to 58 (Notes to the Consolidated Accounts (<i>Note aux Comptes Consolidés</i>))</li> <li>- Pages 59 to 61 (Statutory auditors' limited review report)</li> </ul>

**CROSS-REFERENCE LIST RELATING TO THE TERMS AND CONDITIONS OF THE NOTES TO BE INCORPORATED BY REFERENCE.**

<b>TERMS AND CONDITIONS</b>	<b>PAGES</b>
As contained in the base prospectus dated 19 July 2001	10-26
As contained in the base prospectus dated 17 July 2002	11-29
As contained in the base prospectus dated 26 June 2003	11-29
As contained in the base prospectus dated 30 June 2004	10-28
As contained in the base prospectus dated 23 December 2005	30-47
As contained in the base prospectus dated 22 December 2008 ( <i>Commission de Surveillance du Secteur Financier</i> approval number C-07343)	38-61
As contained in the base prospectus dated 25 January 2010 ( <i>Commission de Surveillance du Secteur Financier</i> approval number C-08942)	38-61
As contained in the base prospectus dated 20 December 2010 (AMF visa number 10-446)	45-65
As contained in the base prospectus dated 20 December 2011 (AMF visa number 11-586)	50-70
As contained in the base prospectus dated 26 March 2013 (AMF visa number 13-115)	60-85

As contained in the base prospectus dated 26 March 2014 (AMF visa number 14-104)	64-94
As contained in the base prospectus dated 26 March 2015 (AMF visa number 15-113)	69-98
As contained in the base prospectus dated 27 April 2016 (AMF visa number 16-154)	84-113

**The Issuer will, in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Base Prospectus which is capable of affecting the assessment of any Notes, prepare a supplement to this Base Prospectus or publish a new base prospectus for use in connection with any subsequent issue of Notes.**

## DESCRIPTION OF THE ISSUER

The section entitled "DESCRIPTION OF THE ISSUER" on pages 132 to 143 of the Base Prospectus shall be supplemented with the following:

The paragraph entitled "Key Figures" of the first sub-section "SELECTED FINANCIAL INFORMATION" on pages 132-133 of the Base Prospectus shall be deleted and replaced with the following:

"The below selected historical key financial information of the Issuer are extracted from the audited consolidated financial statements of the Issuer as at and for the year ended 31 December 2016, including for information as at 31 December 2015 (for which some of the financial information below was restated) and from the Issuer's condensed half-year consolidated financial statements as at and for the half year ended 30 June 2017, which were subject to a limited review by the statutory auditors.

The consolidated financial statements of the Issuer as at and for the year ended 31 December 2016 were prepared in accordance with international financial reporting standards (**IFRS**) as adopted by the European Union. The Issuer's condensed half-year consolidated financial statements as at and for the half year ended 30 June 2017 were prepared in accordance with IAS 34, the standard of the IFRS as adopted by the European Union related to interim financial information.

### *Income Statement*

The table below sets out the Issuer's consolidated income statement for the year ended 31 December 2016, including comparative information for the year ended 31 December 2015 (for which some of the financial information below was restated) and the Issuer's consolidated income statement for each of the two half years ended 30 June 2016 and 30 June 2017:

<i>In € millions</i>	<b>30 June 2017<sup>(***)</sup></b>	<b>30 June 2016<sup>(***)</sup></b>	<b>31 December 2016</b>	<b>31 December 2015<sup>(*)</sup></b>
<b>Revenue</b>	<b>15,761</b>	<b>15,143</b>	<b>30,517</b>	<b>29,296</b>
Infrastructure fees	-2,122	-2,091	-4,248	-4,179
Purchase and external charges excluding infrastructure fees	-6,350	-6,165	-12,458	-11,519
Employee benefit expense	-5,645	-5,549	-10,923	-10,623
Taxes and duties other than income tax	-687	-781	-1,036	-996
Other income and expenses	223	188	431	422
<b>Gross profit</b>	<b>1,179</b>	<b>743</b>	<b>2,284</b>	<b>2,401</b>
Depreciation and amortisation	-701	-688	-1,442	-1,585
Net movements in provisions	31	76	36	-258
<b>Current operating profit</b>	<b>509</b>	<b>132</b>	<b>878</b>	<b>558</b>
Net proceeds from disposals of	133	110	138	240

assets				
Fair value remeasurement of the previously held interest	31	26	26	686
Impairment losses	-11	-32	149	-2,742
<b>Operating profit/(loss)</b>	<b>662</b>	<b>235</b>	<b>1,191</b>	<b>-1,258</b>
Share of net profit of companies consolidated under the equity method	25	18	47	-73
<b>Operating profit/(loss) after share of net profit of companies consolidated under the equity method</b>	<b>687</b>	<b>254</b>	<b>1,238</b>	<b>-1,331</b>
Net borrowing costs and other costs	-122	-158	-279	-260
Net finance cost of employee benefits	-9	-49	-21	-6
<b>Finance costs</b>	<b>-131</b>	<b>-207</b>	<b>-301</b>	<b>-265</b>
<b>Net profit/(loss) before tax</b>	<b>556</b>	<b>47</b>	<b>937</b>	<b>-1,597</b>
Income tax expense	-200	-93	-443	-657
<b>Net profit/(loss) from ordinary activities</b>	<b>356</b>	<b>-47</b>	<b>494</b>	<b>-2,254</b>
Net profit/(loss) from transferred operations (**)	-	-	-	69
<b>Net profit/(loss)</b>	<b>356</b>	<b>-47</b>	<b>494</b>	<b>-2,184</b>
<b>Net profit/(loss) for the year attributable to equity holders of the parent</b>	<b>338</b>	<b>-25</b>	<b>511</b>	<b>-2,187</b>
Net loss attributable to non-controlling interests (minority interests)	18	-22	-18	2

(\*) Mainly restated following the finalisation of the OHL purchase price allocation. As at 31 December 2015, the provisional goodwill recognised totalled €671 million. In accordance with IFRS 3 "Business Combinations", the comparative fiscal year was restated for the update of the purchase price allocation in 2016. The new fair values identified for the acquired assets and liabilities are as follows:

- goodwill was reduced from €671 million to €486 million;
- additional intangible assets were recognised for €163 million (customer relations and technology);
- additional deferred tax assets were recognised for €31 million;
- additional non-current provisions were recognised for €9 million.

(\*\*)The standard wording for this line item "Net profit/(loss) from discontinued operations, net of tax" has been modified since it only includes the net profit of operations transferred as part of the rail reform.

(\*\*\*) Following the change in the gross profit definition, used provision reversals are now presented under "Net movement in provisions" in the income statement in the same way as unused provision. This change resulting from the review of the Group's financial statement presentation creates greater transparency for gross profit by:

- reflecting the effective weight of each expense category;
- separating certain items (expenses) from uncertain items (provisions and provision reversals), as is the case in the statement of financial position;
- and adjusting gross profit for any loss as and when incurred.

The change in the 30 June 2017 income statement was a decline in gross margin versus a €65 million increase in "Net movement in provisions."

The comparative period was modified accordingly pursuant to IAS 8.19. The reconciliations between restated comparative data and published figures for the consolidated income statement are presented below:

<i>In € millions</i>	Published financial statements 30/06/2016	Change in gross profit definition	Restated financial statements 30/06/2016
Revenue	15,143	0	15,143
Purchases and external charges	-8,231	-25	-8,256
Employee benefit expense	-5,537	-12	-5,549
Taxes and duties other than income tax	-775	-6	-781
Other operating income and expenses	234	-46	188
<b>Gross profit</b>	<b>833</b>	<b>-90</b>	<b>743</b>
Depreciation and amortisation	-688	0	-688
Net movement in provisions	-13	90	76
<b>Current operating profit</b>	<b>132</b>	<b>0</b>	<b>132</b>

The share capital comprises a contribution from the French State and not shares. Furthermore, the Group does not fall within the scope of IAS 33 "Earnings per share." For these two reasons, no earnings per share was calculated or presented in the Group condensed half-year consolidated financial statements."

**The paragraph entitled "Statement of Financial Position" of the first sub-section "SELECTED FINANCIAL INFORMATION" on pages 133-135 of the Base Prospectus is supplemented with the following paragraph and table:**

"The table below sets out summary information extracted from the Issuer's audited consolidated statement of financial position for the year ended 31 December 2016 (including comparative information for the year ended 31 December 2015 for which some of the financial information below was restated) and from the Issuer's consolidated statement of financial position for the half year ended 30 June 2017 which were subject to a limited review by the statutory auditors:

<i>In € millions</i>	30 June 2017	31 December 2016	31 December 2015 <sup>(*)</sup>
Goodwill	2,359	2,373	2,359
Intangible assets	1,744	1,783	1,896
Property, plant and equipment	12,791	12,803	12,394
Non-current financial assets	5,754	5,988	6,339
Investments in companies	635	653	450

consolidated under the equity method			
Deferred tax assets	863	872	987
<b>Non-current assets</b>	<b>24,146</b>	<b>24,472</b>	<b>24,425</b>
Inventories and work-in-progress	674	661	621
Operating receivables	6,604	6,855	6,763
<b>Operating assets</b>	<b>7,278</b>	<b>7,516</b>	<b>7,384</b>
Current financial assets	989	1,348	1,150
Cash and cash equivalents	5,719	4,584	4,024
<b>Current assets</b>	<b>13,987</b>	<b>13,448</b>	<b>12,558</b>
Assets classified as held for sale	241	1	645
<b>TOTAL ASSETS</b>	<b>38,374</b>	<b>37,921</b>	<b>37,628</b>
Share capital	3,971	3,971	4,971
Consolidated reserves	291	-30	1,540
Net profit/(loss) for the year attributable to equity	338	511	-2,186
<b>Equity attributable to equity holders of the parent</b>	<b>4,600</b>	<b>4,453</b>	<b>4,324</b>
Non-controlling interests (minority interests)	131	130	136
<b>Total equity</b>	<b>4,730</b>	<b>4,582</b>	<b>4,461</b>
Non-current employee benefits	1,607	1,577	1,476
Non-current provisions	1,130	1,151	1,102
Non-current financial liabilities	16,570	15,481	15,152
Deferred tax liabilities	387	416	471
<b>Non-current liabilities</b>	<b>19,694</b>	<b>18,625</b>	<b>18,201</b>
Current employee benefits	101	104	114
Current provisions	208	222	354
Operating liabilities	10,307	10,395	10,628
<b>Operating liabilities</b>	<b>10,615</b>	<b>10,721</b>	<b>11,096</b>

Current financial liabilities	3,225	3,992	3,837
<b>Current liabilities</b>	<b>13,840</b>	<b>14,713</b>	<b>14,933</b>
Liabilities associated with assets classified as held for sale	110	1	33
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>38,374</b>	<b>37,921</b>	<b>37,628</b>

(\*) Mainly restated following the finalisation of the OHL purchase price allocation. As at 31 December 2015, the provisional goodwill recognised totalled €671 million. In accordance with IFRS 3 "Business Combinations", the comparative fiscal year was restated for the update of the purchase price allocation in 2016. The new fair values identified for the acquired assets and liabilities are as follows:

- goodwill was reduced from €671 million to €486 million;
- additional intangible assets were recognised for €163 million (customer relations and technology);
- additional deferred tax assets were recognised for €31 million;
- additional non-current provisions were recognised for €9 million."

**The sub-sections "Strategic Framework Agreement" and "Performance Contract", in the section "Business Overview" of the section entitled "DESCRIPTION OF THE ISSUER" on pages 137 and 138 of the Base Prospectus shall be deleted and replaced with the following:**

"In accordance with the rail reform law of 4 August 2014, a strategic framework agreement (*Contrat-cadre du groupe Public Ferroviaire*) has been signed between SNCF and the French State on 20 April 2017. Updated every three years for a ten-year term, this framework agreement includes operating agreements (so-called "**performance contracts**") concluded between the French State and SNCF Mobilités, and between the French State and SNCF Réseau. The agreement determines the objectives assigned by the French State in terms of service quality for the benefit of all rail companies, rail transport organising authorities and users. It also consolidates the financial trajectories and the sustainable and human development components of contracts. The ARAFER (French Rail and Road Regulatory Body) issued an opinion related to this strategic framework agreement (*Contrat-cadre du Groupe Public Ferroviaire*) on 29 March 2017 (opinion 2017-37)

The performance contract (*Contrat pluriannuel d'objectifs entre l'Etat et SNCF Mobilités*) has been concluded between SNCF Mobilités and the French State on 20 April 2017. The financial trajectory included in this performance contract reiterates that of the 2017-2026 strategic plan prepared in this context in the second half of 2016. Updated every three years for a ten-year term, this contract determines in particular the objectives assigned to EPIC SNCF Mobilités in terms of service quality, financial trajectory, public rail service and rail freight development, regional planning, and response to the transport needs of the population and economic players.

The financial trajectory included within this performance contact mirrors the financial trajectory of the 2017-2026 strategic plan prepared in this context in the second half of 2016.

The underlying financial trajectory of the EPIC SNCF Mobilités' commitments in the framework of this contract is based on two structuring assumptions:

- an increase of +1.3% by year of the turnover of EPIC SNCF Mobilités, being around EUR+2.0 bn between 2016 and 2025, to reach EUR 17.7 bn in 2025;
- a decrease of structure costs and an improvement of industrial and commercial performances of EPIC SNCF Mobilités to improve the free cash flow of some around EUR 2 bn until 2025.

With these assumptions and in a context of important investments, the reduction of the EPIC SNCF Mobilités' net debt would be in the region of EUR 1 bn until 2025. After a peak in 2018, the net debt will gradually reduce to reach EUR 3.3 bn in 2025. The ratio net debt/gross profit will evolve from 4 in 2016 to 1.9 in 2025.

Lastly, this financial trajectory could be challenged by several factors of uncertainty. Among the different possible factors of uncertainty, the contract states:

- the transposition of the fourth railway Package will set out the procedures for opening to competition, which will have a possible impact on the different activities of SNCF Mobilités, beyond what is incorporated at this stage in the trajectory ;
- the amplitude of the economic downturn;
- the consequences of the ongoing reflections or which could be initiated related to the evolution of the economic models of activities voyages and Intercités.

The contract specifies that an update of the trajectory could be carried on once these elements are stabilized.

It is important to note that these forecasts concern only EPIC SNCF Mobilités and not the whole Group SNCF Mobilités."

**The subsection "Executive Committee" in the section "ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES" of the section entitled "DESCRIPTION OF THE ISSUER" on pages 141 and 142 of the Base Prospectus shall be deleted and replaced with the following:**

**"Executive Committee**

The Executive Committee of SNCF Mobilités as at the date of this Base Prospectus is as follows:

PEPY	Guillaume	Chairman of the Management Board of SNCF Chief Executive Officer of SNCF Mobilités
DELORME	Frédéric	Chief Executive Director Safety of SNCF Mobilités
EMMERICH	Mathias	Deputy Chief Executive Director Performance
FARANDOU	Jean-Pierre	Chairman of the Management Board Keolis Group
KRAKOVITCH	Alain	Chief Executive Director Transilien
PICARD	Alain	Chief Executive Director SNCF Logistics
PICARD	Rachel	Director Voyages SNCF

For the purpose hereof, the business address of each of the members of the Executive Committee is the head office of the Issuer."

**The subsection "The Board of Directors" in the section "ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES" of the section entitled "DESCRIPTION OF THE ISSUER" on pages 139, 140 and 141 of the Base Prospectus shall be supplemented with the following:**



"In the second quarter of 2017, Ms Véronique Morali resigned from the Board of Directors".

## RECENT DEVELOPMENTS

The subsections "New Sector breakdown", "Property Disposals", "Bond Issues", "Reduction in the Territorial Solidarity Tax (*Contribution solidarité territoriale* or "CST")" and "ARAFER's opinion" in the section entitled "RECENT DEVELOPMENTS" on page 144 of the Base Prospectus shall be deleted and replaced with the following:

- **New Sector breakdown:** The publication of Decree 2016-1468 on 28 October 2016 adjusted the positioning as from 1 January 2017 of SNCF Gares & Connexions within SNCF Mobilités by creating a business unit in its own right. Accordingly, segment reporting was modified to present this business unit separately and no longer as a segment within SNCF Voyageurs;
- **Property disposals:** Property disposals concluded in January 2017 generated capital gains for a total of €103 million. These disposal gains will be recorded in 2017 under the heading "Net proceeds from asset disposals" in the consolidated income statement;
- **Bond Issues:** in January 2017, the Issuer issued a €60 million fixed rate bond, with a maturity of 15 years and a HKD 494 million fixed rate bond, with a maturity of 8 years. On 2 February 2017, the Issuer issued EUR 1 billion 1.50% Notes due 2 February 2029 in relation to which a second tranche of EUR 300 million was issued on 31 May 2017;
- **Reduction in the Territorial Solidarity Tax (*Contribution solidarité territoriale* or "CST"):** In a letter sent to the Chairman of SNCF Mobilités dated 13 February 2017, the French Prime Minister decided to reduce, as from 2017 and until 2022, the CST paid by SNCF Mobilités. The total reduction will amount to €420 million and will have an impact on gross profit in the income statement. This decision was made in the context of a reorganisation of *Trains d'Equilibre du Territoire* (TET) following the roadmap presented by the Government on 7 July 2015 and accompanied by a new 2016-2020 break-even agreement for the period. It is consistent with the recommendations of the French Court of Auditors of 13 February 2015 to reduce the weight of SNCF Mobilités' contribution to TET financing. It is not offset by any increase in expenses for SNCF Mobilités or decrease in the financial compensation receivable from the French State with regard to TET, as the financial trajectory of the agreement signed with Intercités is not challenged.

As at 30 June 2017, considering that the 2017 Finance Act will be amended to take into account the French Prime Minister's letter, the CST charge amounts to €40 million, boosting gross profit by €76 million compared to the €116 million CST charge recorded as at 30 June 2016;

- **ARAFER's opinion:** in its opinion of 1 February 2017, the *Autorité de régulation des activités ferroviaires et routières* (the ARAFER) did not approve the rates proposed by SNCF Réseau in the *Document de Référence du Réseau* for 2018. This document sets the procedures, technical standards, administrative and pricing arrangements relating to the use of the French national railway network as provided in Directive 2012/34/EU of 21 November 2012 establishing a single European railway area and the French decree dated 7 March 2003 relating to the use of the national railway network. At this stage, the Group has not taken into account the possible impacts of this opinion in the impairment tests, given that the discussion with the Authority is still ongoing.

The ARAFER notified a generally favourable opinion for the *Document de Référence des Gares 2017* (the 2017 DRG) and the draft 2018-2020 DRG was submitted for public consultation until July 2017. Furthermore, the French Government report intended for the French Parliament was produced in March 2017. This report sets out several scenarios regarding changes in governance for the Gares & Connexions activity and appears to confirm the principle that this activity will exit the SNCF Mobilités scope in the future, but without providing details."

The two following subsections shall be added at the end of the section entitled "RECENT DEVELOPMENTS" on page 144 of the Base Prospectus:

"- **Sale of STVA:** The SNCF Mobilités Group is in the process of selling STVA.

As at 30 June 2017, and pursuant to IFRS 5 "Non-current assets held for sale and discontinued operations", the assets and liabilities of this subsidiary were reclassified to "Assets classified as held for sale" and "Liabilities associated with assets classified as held for sale" in the statement of financial position. Detailed information is presented below.

<i>In € millions</i>	30/06/2017	31/12/2016
Assets classified as held for sale	240	0
Liabilities associated with assets classified as held for sale	109	0
<b>Net impact on balance sheet</b>	<b>131</b>	<b>0</b>

The STVA CGU (multimodal transport and logistics for finished vehicles), currently being sold by the Group, was considered as a group of assets held for sale as at 30 June 2017. The forecast sale was validated by the Board of Directors on April 26, 2017. Following exclusive negotiations and subject to the approval of the competition authorities which should issue a decision in the second half of 2017, STVA will join the CAT group.

The main assets and liability categories reclassified under IFRS 5 were as follows as at 30 June 2017:

<i>In € millions</i>	30/06/2017
Goodwill	0
Intangible assets and property, plant and equipment	105
Equity investments	12
Deferred tax assets	1
Inventories and work-in-progress	2
Operating receivables	115
Financial assets	2
Cash and cash equivalents	3
<b>Assets classified as held for sale</b>	<b>240</b>

<i>In € millions</i>	30/06/2017
Employee benefits	10
Provisions	4
Deferred tax liabilities	11
Financial liabilities	4
Operating liabilities	80
<b>Liabilities associated with assets classified as held for sale</b>	<b>109</b>

- **New definition of gross profit:** The SNCF Mobilités Group decided to modify the calculation of gross profit as at 1 January 2017.

Used provision reversals, initially included in gross profit, are now presented under "Net movement in provisions" in the income statement. The change in presentation resulted in a €65 million decrease in gross profit for the six-month period ended 30 June 2017 (€90 million for the six-month period ended 30 June 2016) offset by an increase in "Net movement in provisions" for the same amount. This change resulting from the review of the Group's financial statement presentation creates greater transparency for gross profit by:

- reflecting the effective weight of each expense category;
- separating certain items (expenses) from uncertain items (provisions and provision reversals), as is the case in the statement of financial position;
- and adjusting gross profit for any loss as and when incurred.

The change in the 30 June 2017 income statement was a decline in gross margin versus a €65 million increase in "Net movement in provisions."

The comparative period was modified accordingly pursuant to IAS 8.19. The reconciliations between restated comparative data and published figures for the consolidated income statement are presented below.

<i>In € millions</i>	Published financial statements 30/06/2016	Change in gross profit definition	Restated financial statements 30/06/2016
Revenue	15,143	0	15,143
Purchases and external charges	-8,231	-25	-8,256
Employee benefit expense	-5,537	-12	-5,549
Taxes and duties other than income tax	-775	-6	-781
Other operating income and expenses	234	-46	188
<b>Gross profit</b>	<b>833</b>	<b>-90</b>	<b>743</b>
Depreciation and amortisation	-688	0	-688
Net movement in provisions	-13	90	76
<b>Current operating profit</b>	<b>132</b>	<b>0</b>	<b>132</b>

## GENERAL INFORMATION

**The subsection 5 entitled "Significant or Material Change" in the section entitled "GENERAL INFORMATION" on page 183 of the Base Prospectus shall be deleted and replaced with the following:**

**"Statements of no significant or material adverse change**

Since 30 June 2017, the last day of the financial period in respect of which the most recent interim financial information of the Issuer has been published, there has been no significant change in the financial or trading position of the Issuer. Since 31 December 2016, there has been no material adverse change in the prospects of the Issuer."

**The subsection 7 entitled "Auditors" of the section entitled "GENERAL INFORMATION" on page 183 of the Base Prospectus shall be deleted and replaced by the following:**

**"Auditors**

PricewaterhouseCoopers Audit and Ernst & Young Audit, the statutory auditors of the Issuer for the 2014 to 2019 financial years, have audited the consolidated financial statements of the Issuer as of and for the year ended 31 December 2015 and the year ended 31 December 2016, which are incorporated by reference in this Base Prospectus and have performed a limited review of the condensed half-year consolidated financial statements of the Issuer as at and for the six months ended 30 June 2017. The limited review by the statutory auditors does not constitute a full audit.

PricewaterhouseCoopers Audit and Ernst & Young Audit are registered with the *Compagnie Régionale des Commissaires aux Comptes* de Versailles, which complies with the rules issued by the *Compagnie Nationale des Commissaires aux Comptes*."

## PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST SUPPLEMENT

### In the name of the Issuer

The Issuer, having taken all reasonable care to ensure that such is the case, confirms that the information contained in this First Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 3 August 2017

**SNCF Mobilités**  
9, rue Jean-Philippe Rameau  
93200 Saint Denis  
France

Duly represented by:  
Veronique PIEGTS  
*Directrice Financement et Trésorerie Groupe*



### *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* (the "AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this First Supplement the visa n°17-419 on 3 August 2017. 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 an approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it. In accordance with Article 212-32 of the AMF's General Regulations, any issuance or admission to trading of notes on the basis of the Base Prospectus as supplemented shall be subject to the publication of Final Terms setting out the terms of the securities being issued.