



**Final Terms**

Final Terms dated 14 April 2016

**SNCF Réseau**

**Issue of Euro 40,000,000 2.777 per cent. Notes due 29 July 2115 (Series 113 Tranche 2) (the Notes) to be consolidated and form a single series, with the existing Euro 25,000,000 2.777 per cent. Notes due 29 July 2115 (Series 113 Tranche 1) issued on 29 July 2015 (the Existing Notes)**

**under the Euro 45,000,000,000 Euro Medium Term Note Programme (the Programme)**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the **Conditions**) set forth in the base prospectus dated 1 June 2015 and the supplements to the base prospectus dated 1 October 2015 and 22 March 2016 which together constitute a base prospectus for the purposes of Directive 2003/71/EC as amended by Directive 2010/73/EU (the **Prospectus Directive**) (the **Base Prospectus**). This document constitutes the Final Terms relating to the issue of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms are available for viewing on the *Autorité des marchés financiers* website ([www.amf-france.org](http://www.amf-france.org)) and on the SNCF Réseau website ([www.sncf-reseau.fr](http://www.sncf-reseau.fr)) and copies may be obtained from the specified office of the Paying Agent.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE **SECURITIES ACT**), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE NOTES ARE BEARER NOTES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT (**REGULATION S**)). THESE FINAL TERMS HAVE BEEN PREPARED BY THE ISSUER FOR USE IN CONNECTION WITH THE OFFER AND SALE OF THE NOTES OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN RELIANCE ON REGULATIONS AND FOR THE LISTING OF NOTES ON EURONEXT PARIS. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS AND SALES OF THE NOTES AND DISTRIBUTION OF THESE FINAL TERMS, SEE "*SUBSCRIPTION AND SALE*" IN THE BASE PROSPECTUS.

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| 1. | Issuer:  | SNCF Réseau  |
| 2. | (i) Series Number:                             | 113  |
|    | (ii) Tranche Number:                           | 2  |
|    | (iii) Date on which the Notes become fungible: | The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the Existing Notes on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 24 below which is expected to occur on or about 27 May 2016 (the <b>Exchange Date</b> ) |
| 3. | Specified Currencies:                          | Currency or Euro   |

4. Aggregate Nominal Amount:
- (i) Series: Euro 65,000,000
- (ii) Tranche: Euro 40,000,000
5. Issue Price: 118.384 per cent. of the Aggregate Nominal Amount of the Notes plus an amount of Euro 801,232.79 corresponding to accrued interest from and including 29 July 2015 up to but excluding the Issue Date (264 days)
6. (i) Specified Denominations: Euro 100,000
- (ii) Calculation Amount: Euro 100,000
7. (i) Issue Date: 18 April 2016
- (ii) Interest Commencement Date: 29 July 2015
8. Maturity Date: 29 July 2115
9. Interest Basis: 2.777 per cent. Fixed Rate (further particulars specified below)
10. Redemption Basis: Redemption at par
11. Change of Interest Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. (i) Status of the Notes: Unsubordinated
- (ii) Date of Board approval for issuance of Notes obtained: *Conseil d'administration* held on 26 November 2015

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. Fixed Rate Note Provisions Applicable
- (i) Rate of Interest: 2.777 per cent. *per annum* payable in arrear on each Interest Payment Date
- (ii) Interest Payment Dates: 29 July in each year, commencing on 29 July 2016 up to and including the Maturity Date.
- (iii) Fixed Coupon Amount: Euro 2,777 per Calculation Amount
- (iv) Broken Amount: Not Applicable

- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 29 July in each year
- 15. Floating Rate Note Provisions Not Applicable
- 16. Zero Coupon Note Provisions Not Applicable
- 17. Inflation Linked Note Provisions Not Applicable
- 18. Dual Currency Note Provisions Not Applicable
- 19. Reverse Dual Currency Note Provisions Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

- 20. Optional Early Redemption (Issuer Call): Not Applicable
- 21. Optional Early Redemption (Investor Put): Not Applicable
- 22. Final Redemption Amount of each Note: Euro 100,000 per Calculation Amount
- 23. Early Redemption Amount
  - (i) Early Redemption Amount of each Note payable on redemption for taxation reasons or on Event of Default: Euro 100,000 per Calculation Amount
  - (ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates: Yes
  - (iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only): No. The provisions in the paragraph immediately following Condition 9A.6(d) apply

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 24. (a) Form of Notes: Bearer Notes
  - (i) Temporary or Permanent Global Note/Certificate: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for

- Definitive Notes in the limited circumstances specified in the Permanent Global Note
- (ii) Applicable TEFRA exemption: D Rules
- (b) New Global Note: Yes
25. Relevant Financial Centre(s): Not Applicable
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Yes
27. Details relating to Instalment Notes: Not Applicable
28. Redenomination, renominatisation and reconventioning provisions: Not Applicable
29. Consolidation provisions: Not Applicable

**LISTING APPLICATION AND ADMISSION TO TRADING**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 45,000,000,000 Euro Medium Term Note Programme of SNCF Réseau.

**SIGNIFICANT CHANGE AND MATERIAL ADVERSE CHANGE STATEMENT**

There has been no significant change in the financial or trading position of the Issuer and no material adverse change in the financial position or prospects of the Issuer since 31 December 2015.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of SNCF Réseau:

By

  
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Duly authorised

**PART B – OTHER INFORMATION****1. LISTING AND ADMISSION TO TRADING**

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 18 April 2016.
- The Existing Notes are already listed and admitted to trading on Euronext Paris.
- (ii) Estimate of total expenses related to admission to trading: Euro 14,400 (including AMF fees)

**2. RATINGS**

Ratings: The Programme is rated:

S&P:..... AA

Moody's: ..... Aa2

Fitch: ..... AA

Each of S&P, Moody's and Fitch is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended by Regulation (EU) No. 513/2011.

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

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

- (i) Reasons for the offer: See "Use of Proceeds" wording in the Base Prospectus
- (ii) Estimated net proceeds: Euro 47,874,832.79 (including accrued interest)
- (iii) Estimated total expenses: Euro 14,400 (including AMF fees)

**5. YIELD** (*Fixed Rate Notes only*)2.777 per cent. *per annum*

Indication of yield:

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**6. HISTORIC INTEREST RATES** (*Floating Rate Notes only*)

Not Applicable

**7. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

**8. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT** (*Dual Currency Notes / Reverse Dual Currency Notes only*)

Not Applicable

**9. OPERATIONAL INFORMATION**

(i) ISIN Code: Temporary number XS1396615160 will apply until the Exchange Date, and from such date, permanent number XS1265369840 will apply

(ii) Common Code: Temporary number 139661516 will apply until the Exchange Date, and from such date, permanent number 126536984 will apply

(iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

(iv) Delivery: Delivery against payment

(v) Names and addresses of additional Paying Agents or Calculation Agent (if any): Not Applicable

(vi) Intended to be held in a manner which would

allow Eurosystem Yes. Note that the designation "yes" simply  
eligibility: means that the Notes are intended upon issue to  
be deposited with one of the ICSDs as common  
safekeeper and does not necessarily mean that the  
Notes will be recognised as eligible collateral for  
Eurosystem monetary policy and intra-day credit  
operations by the Eurosystem either upon issue or  
at any or all times during their life. Such  
recognition will depend upon satisfaction of the  
Eurosystem eligibility criteria.

## 10. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (A) Names of Managers: Goldman Sachs International  
HSBC France
- (B) Stabilisation Manager(s) (if any): Not Applicable
- (iii) If non syndicated: Not Applicable
- (iv) US Selling Restrictions: Reg. S Compliance Category 2 applies to the  
Notes TEFRA D