



Final Terms

Final Terms dated 9 February 2017

SNCF Réseau

Issue of HKD 937,000,000.00 2.770% Notes due 13 February 2025 (Series 122 Tranche 1) (the Notes)

under the Euro 45,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 31 May 2016 and the supplement to the base prospectus dated 5 August 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 is available for viewing on the *Autorité des marchés financiers* website (www.amf-france.org) and on the *SNCF Réseau* website (www.sncf-reseau.fr) and copies may be obtained from the specified office of the Paying Agent during normal business hours.

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: | 122 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Hong Kong Dollars (HKD) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | HKD 937,000,000.00 |
| | (ii) Tranche: | HKD 937,000,000.00 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | HKD 1,000,000 |
| | (ii) Calculation Amount: | HKD 1,000,000 |

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7. (i) Issue Date: 13 February 2017
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 13 February 2025
9. Interest Basis: 2.770 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 20 November 2016

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions Applicable
- (i) Rate of Interest: 2.770 per cent. per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Dates: 13 February in each year, from and including 13 February 2018 up to and including the Maturity Date, subject to the Modified Following Business Day Convention. For the purpose of the definition of Business Day, the relevant Business Centres shall be: New-York, London, Hong Kong and TARGET 2.
- (iii) Fixed Coupon Amount(s): Not Applicable
- (iv) Broken Amount: Not Applicable
- (v) Day Count Fraction: Actual/365(Fixed)
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

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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: HKD 1,000,000 per Calculation Amount
23. Early Redemption Amount
- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on Event of Default: HKD 1,000,000 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: No.
25. Relevant Financial Centre(s): New York, London, Hong Kong and TARGET2
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No.
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 since 30 June 2016 and no material adverse change in 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

Odile FAGOT

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 13 February 2017.
- (ii) Estimate of total expenses related to admission to trading: Euro 9,675 (including AMF Fees)

2. RATINGS

Ratings: The Notes to be issued are expected to be rated AA by S&P.

The Programme is rated:

S & P: AA (stable outlook)

Moody's: Aa2 (stable outlook)

Fitch: AA (stable outlook)

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 Dealer, 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 Base Prospectus
- (ii) Estimated net proceeds: HKD 937,000,000
- (iii) Estimated total expenses: Euro 9,675 (including AMF Fees)

5. YIELD (*Fixed Rate Notes only*)

Indication of yield: 2.770 per cent. per annum

The yield is calculated at the Issue Date on the basis of the

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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: XS1562722725
- (ii) Common Code: 156272272
- (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 Agent(s) or Calculation Agent (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility:

No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

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10. DISTRIBUTION

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