



Final Terms

Final Terms dated 17 May 2017

SNCF Réseau

**Issue of JPY 10,000,000,000 Zero Coupon Notes due 19 May 2047
(Series 126 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 supplements to the base prospectus dated 5 August 2016 and 7 March 2017 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) 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 REGULATION S 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 REGULATION S 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 DATED 31 MAY 2016.

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| 1. | Issuer: | SNCF Réseau |
| 2. | (i) Series Number: | 126 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not applicable |
| 3. | Specified Currency or Currencies: | Japanese Yen ("JPY") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series | JPY 10,000,000,000 |
| | (ii) Tranche: | JPY 10,000,000,000 |
| 5. | Issue Price: | 100 per cent of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | JPY 500,000,000 |
| | (ii) Calculation Amount: | JPY 500,000,000 |

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| 7. | (i) | Issue Date: | 19 May 2017 |
| | (ii) | Interest Commencement Date: | Not Applicable |
| 8. | | Maturity Date: | 19 May 2047 |
| 9. | | Interest Basis: | Zero Coupon
(further particulars specified below) |
| 10. | | Redemption Basis: | The Notes will be redeemed on the basis as set out in paragraph 22 subject to the provisions relating to Early Redemption, in which case the Notes will be redeemed as set out in paragraph 23 |
| 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: | <i>Conseil d'administration</i> held on 30 November 2016 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Not Applicable |
| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions | Applicable |
| | (i) | Amortisation Yield: 1.065% per cent. per annum |
| | (ii) | Day Count Fraction: 30/360 |
| 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

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|-----|---|----------------|
| 20. | Optional Early Redemption (Issuer Call): | Not Applicable |
| 21. | Optional Early Redemption (Investor Put): | Not Applicable |

22. Final Redemption Amount of each Note: JPY 687,058,021.30 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: Redemption at the Amortised Face 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): Not Applicable

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: TARGET and Tokyo
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 material adverse change in the financial position of the Issuer since 31 December 2016 and no material adverse change in the prospects of the Issuer since 31 December 2016.

RESPONSIBILITY

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

Signed on behalf of SNCF Réseau:

By:


----- 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 the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 15,733 (including AMF fees)

2. RATINGS

Ratings: The Notes to be issued are expected to be rated Aa2 by Moody's.

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 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 the Base Prospectus dated 31 May 2016
- (ii) Estimated net proceeds: JPY 10,000,000,000
- (iii) Estimated total expenses: EUR 15,733 (including AMF fees)

5. YIELD (*Fixed Rate Notes only*)

Indication of yield: Not Applicable

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: XS1615063895

(ii) Common Code: 161506389

(iii) CINS Code CIN-F8446V FZ8

(iv) 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

(v) Delivery: Delivery against payment

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

(vii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes.
Note that the designation "yes" simply 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: Non Syndicated

(ii) If syndicated: Not Applicable

(iii) If non-syndicated, name of Dealer: Goldman Sachs International

(iv) US Selling Restrictions: Reg. S Compliance Category 2 applies to the Notes
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