



MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes are eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MIFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

FINAL TERMS

Final Terms dated 3 June 2019

SNCF Réseau

Legal Entity Identifier (LEI) of the Issuer: 969500VZN4KDEZ14C105

Issue of Euro 150,000,000 1.5 per cent. Notes due 29 May 2037 (Series 115 Tranche 9) (the "Notes") to be consolidated and form a single series in the manner discussed below with the existing issues of Euro 500,000,000 1.5 per cent. Notes due 29 May 2037 issued as Tranche 1 of Series 115 on 31 March 2016, Euro 250,000,000 1.5 per cent. Notes due 29 May 2037 issued as Tranche 2 of Series 115 on 19 May 2017, Euro 50,000,000 1.5 Per Cent. Notes due 29 May 2037 issued as Tranche 3 of Series 115 on 4 May 2018, Euro 100,000,000 1.5 per cent. Notes issued as Tranche 4 of Series 115 on 2 July 2018, Euro 100,000,000 1.5 per cent. Notes issued as Tranche 5 of Series 115 On 9 July 2018, Euro 100,000,000 1.5 per cent. Notes issued as Tranche 6 on 2 October 2018, Euro 150,000,000 1.5 per cent. Notes issued as Tranche 7 on 23 October 2018 and Euro 50,000,000 1.5 per cent. Notes issued as Tranche 8 on 15 February 2019 (together, the "Original Notes") under the Euro 55,000,000,000 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 1 June 2015 (the "Original Base Prospectus") which are incorporated by reference in the Base Prospectus dated 11 June 2018 (the "Current 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 Directive 2003/71/EC as amended by Directive 2010/73/EU (the "Prospectus Directive") and must be read in conjunction with the Current Base Prospectus and its supplements dated 2 August 2018, 4 December 2018 and 5 March 2019, which together constitute a base prospectus for the purposes of the Prospectus

Directive, save in respect of the Conditions which are extracted from the Original 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 Current Base Prospectus as so supplemented. Copies of the Current Base Prospectus, its supplements dated 2 August 2018, 4 December 2018 and 5 March 2019 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.

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 CURRENT PROSPECTUS.

1. Issuer: SNCF Réseau
2. (i) Series Number: 115
(ii) Tranche Number: 9
(iii) Date on which the Notes become fungible: The Notes shall be consolidated and form a single series and be interchangeable for trading purposes with the Original Notes on exchange of the Temporary Global Notes, as referred to in paragraph 24 below, which is expected to occur on or after 15 July 2019 (the "**Exchange Date**")
3. Specified Currencies: Currency or Euro
4. Aggregate Nominal Amount:
 - (i) Series: Euro 1,450,000,000
 - (ii) Tranche: Euro 150,000,000
5. Issue Price: 104.809 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount corresponding to 7 days of accrued interest from (and including) 29 May 2019 up to (but excluding) the Issue Date amounting to Euro

		43,032.79
6.	(i) Specified Denominations:	Euro 100,000
	(ii) Calculation Amount:	Euro 100,000
7.	(i) Issue Date:	5 June 2019
	(ii) Interest Commencement Date:	29 May 2019
8.	Maturity Date:	29 May 2037
9.	Interest Basis:	1.5 per cent. Fixed Rate <i>(further particulars specified below)</i>
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:	<i>Conseil d'administration</i> held on 29 November 2018

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.5 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	29 May in each year, commencing on 29 May 2020, up to and including the Maturity Date.
	(iii) Fixed Coupon Amount:	Euro 1,500 per Calculation Amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	29 May 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
24. Dual Currency Redemption Provisions: Not Applicable
25. Reverse Currency Redemption Provisions: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. (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

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|-----|---|----------------|
| (b) | New Global Note: | Yes |
| 27. | Relevant Financial Centre(s): | Not Applicable |
| 28. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 29. | Details relating to Instalment Notes: | Not Applicable |
| 30. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 31. | Consolidation provisions: | Not Applicable |
| 32. | Prohibition of Sales to EEA Retail Investors: | 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 55,000,000,000 Euro Medium Term Note Programme of SNCF Réseau.

SIGNIFICANT CHANGE AND MATERIAL ADVERSE CHANGE STATEMENT


Except as disclosed in the Current Base Prospectus as supplemented, since 31 December 2018, the last day of the financial period in respect of which the most recent audited financial statements of the Issuer have been prepared, there has been (i) no significant change in the financial or trading position of the Issuer and (ii) no material adverse change in the prospects of the Issuer.

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. The Original Notes are already admitted to Euronext Paris.
- (ii) Estimate of total expenses related to admission to trading: Euro 11,625

2. RATINGS

Ratings: The Notes to be issued are expected to be 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
- (ii) Estimated net proceeds: Euro 156,881,532.79 (including the amount corresponding to accrued interest) of which Euro 156,838,500.00 is the net proceeds excluding the amount corresponding to accrued interest
- (iii) Estimated total expenses: Euro 11,625

5. **YIELD** (*Fixed Rate Notes only*)

Indication of yield: 1.201 per cent. *per annum*

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

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 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 XS2006270677 until the Exchange Date and from such date, permanent number XS1388864503 will apply

(ii) Common Code: Temporary number 200627067 until the Exchange Date and from such date, 138886450

(iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. 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 means that the Notes are intended upon issue to be deposited with one of the ICSDs as common

eligibility:

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:
 - (A) Names of Managers: Not Applicable
 - (B) Stabilisation Manager(s) (if any): Not Applicable
- (iii) If non syndicated, name of Dealer: Morgan Stanley & Co. International plc
- (iv) US Selling Restrictions: Reg. S Compliance Category 2 applies to the Notes; TEFRA D