

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority (“ESMA”) on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU on markets in financial instruments 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 manufacturers’ 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 manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 on insurance distribution (as amended, “IDD”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Final Terms dated 5 June 2019

Agence Française de Développement



**Issue of USD 650,000,000 Floating Rate Notes due June 2021 (the "Notes")
under the Euro 40,000,000,000
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 17 May 2019 which received visa n° 19-212 from the *Autorité des marchés financiers* (the “AMF”) on 17 May 2019 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of Directive 2003/71/EC as amended or superseded (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such 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 Final Terms and the Base Prospectus are available for viewing at and copies may be obtained from the Fiscal Agent and the Paying Agents and will be available on the Issuer's website (www.afd.fr) and on the AMF's website (www.amf-france.org).

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|---|-----------------------------|-----------------------------------|
| 1 | Issuer: | Agence Française de Développement |
| 2 | (i) Series Number: | 116 |
| | (ii) Tranche Number: | 1 |

(iii) Date on which the Notes become fungible:	Not Applicable
3 Specified Currency:	U.S. Dollars ("USD")
4 Aggregate Nominal Amount:	
(i) Series:	USD 650,000,000
(ii) Tranche:	USD 650,000,000
5 Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6 Specified Denominations:	USD 200,000
7 (i) Issue Date:	7 June 2019
(ii) Interest Commencement Date:	Issue Date
8 Maturity Date:	7 June 2021
9 Interest Basis:	3-month USD LIBOR plus 0.12 per cent. <i>per annum</i> Floating Rate (further particulars specified below)
10 Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at 100 per cent. of their nominal amount on the Maturity Date.
11 Change of Interest Basis:	Not Applicable
12 Put/Call Options:	Not Applicable
13 (i) Status of the Notes:	Senior
(ii) Date of Board approval for issuance of Notes obtained:	Decision of the <i>Conseil d'administration</i> no. C20190037 dated 7 February 2019.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14 Fixed Rate Note Provisions:	Not Applicable
15 Floating Rate Note Provisions:	Applicable
(i) Interest Period(s):	Quarterly
(ii) Specified Interest Payment Dates:	7 March, 7 June, 7 September and 7 December in each year from, and including, 7 September 2019 to, and including, 7 June 2021, subject to adjustment in accordance with the Business Day Convention set out in (v) below
(iii) First Interest Payment Date:	7 September 2019, subject to adjustment in accordance with the Business Day Convention set out in (v) below
(iv) Interest Period Date:	Not Applicable
(v) Business Day Convention:	Modified Following Business Day Convention
(vi) Business Centre(s):	Paris, London and New York

(vii) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(ix) Screen Rate Determination:	
- Reference Rate:	3-month USD-LIBOR
- Interest Determination Date(s):	Two Business Days in London prior to the first day of each Interest Period, subject to adjustment in accordance with the Modified Following Business Day Convention
- Relevant Screen Page:	Reuters Screen Page LIBOR01
- Reference Banks:	As specified in the Conditions
- Benchmark Replacement	Applicable
(x) ISDA Determination:	Not Applicable
(xi) FBF Determination:	Not Applicable
(xii) Margin(s):	+ 0.12 per cent. per annum
(xiii) Minimum Rate of Interest:	Zero per cent. per annum
(xiv) Maximum Rate of Interest:	Not Applicable
(xv) Day Count Fraction:	Actual/360
16 Zero Coupon Note Provisions:	Not Applicable
PROVISIONS RELATING TO REDEMPTION	
17 Call Option:	Not Applicable
18 Put Option:	Not Applicable
19 Final Redemption Amount of each Note:	USD 200,000 per Specified Denomination as set out in paragraph 6(i) above
20 Early Redemption Amount	
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default:	USD 200,000 per Specified Denomination as set out in paragraph 6(i) above
GENERAL PROVISIONS APPLICABLE TO THE NOTES	
21 Form of Notes:	Dematerialised Notes
(i) Form of Dematerialised Notes:	Bearer Notes (<i>au porteur</i>)
(ii) Registration Agent:	Not Applicable
(iii) Temporary Global Certificate:	Not Applicable
22 Financial Centre(s):	TARGET, London, New York

- 23 Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature): No
- 24 Purchase in accordance with Article L.213-0-1 and D.213-0-1 of the French *Code monétaire et financier*: Applicable
- 25 Possibility to request identification information of the Noteholders provided by Condition 1(a)(i): Applicable
- 26 Representation of Noteholder(s)/Masse The Representative shall be:
- Yann Billand, avocat
30, rue Cambacérés
75008 Paris
France
billand@bm.legal
contact@bm.legal
- The alternate Representative shall be :
- Paul Messié, avocat
30, rue Cambacérés
75008 Paris
France
messie@bm.legal
- The Representative will be entitled to a remuneration of EUR 300 per year (VAT excluded).

RESPONSIBILITY

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

Signed on behalf of the Issuer

By: Bokar Cherif
Head of Treasury and Capital Markets

Duly authorised

PART B - OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on Euronext Paris with effect as from 7 June 2019.

Estimate of total expenses related to admission to trading: EUR 2,575

2 RATINGS

Ratings: The Notes to be issued have been rated:

S&P: AA

Fitch: AA

The Credit ratings referred to above have been issued by S&P Global Ratings Europe Limited ("**S&P**") and Fitch France S.A.S ("**Fitch**"), each of which is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "**Subscription and Sale**", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 USE OF PROCEEDS

The net proceeds from each issue of Notes will be applied by the Issuer for its general corporate purposes.

5 HISTORIC INTEREST RATES AND BENCHMARKS

(i) Historic interest rates: Details of historic USD-LIBOR can be obtained from Reuters.

(ii) Benchmarks: Amounts payable under the Notes will be calculated by reference to LIBOR which is provided by the ICE Benchmark Administration Limited ("**ICE**"). As at 4 June 2019, the ICE does appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) 2016/1011 (the "**Benchmarks Regulation**").

6 OPERATIONAL INFORMATION

ISIN Code: FR0013423811

Common Code: 200818075

Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking SA and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

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

7 DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Name of Managers: Crédit Agricole Corporate and Investment Bank
Goldman Sachs International
Merrill Lynch International

(B) Stabilising Manager(s) (if any): Crédit Agricole Corporate and Investment Bank

(iii) If non syndicated, name of Dealer: Not Applicable

(iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable to Dematerialised Notes