

**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 (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 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 dated 24 October 2019**

**Agence Française de Développement**



**Issue of USD 20,000,000 2.302 per cent. Notes due 25 October 2044  
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**"), as supplemented by a first supplement dated 30 September 2019 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**").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 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 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](http://www.afd.fr)) and on the AMF's website ([www.amf-france.org](http://www.amf-france.org)).

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|---|---|
| <b>1 Issuer:</b>                                      | Agence Française de Développement             |
| <b>2 (i) Series Number:</b>                           | 120   |
| <b>(ii) Tranche Number:</b>                           | 1   |
| <b>(iii) Date on which the Notes become fungible:</b> | Not Applicable                                |
| <b>3 Specified Currency:</b>                          | United States Dollars ("USD")                 |
| <b>4 Aggregate Nominal Amount:</b>                    |   |
| (i) Series:   | USD 20,000,000                                |
| (ii) Tranche:   | USD 20,000,000                                |
| <b>5 Issue Price:</b>                                 | 100 per cent. of the Aggregate Nominal Amount |
| <b>6 Specified Denominations:</b>                     | USD 200,000                                   |

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|----|--|--|
| 7  | (i) <b>Issue Date:</b>   | 25 October 2019  |
|    | (ii) <b>Interest Commencement Date:</b>                            | Issue Date   |
| 8  | <b>Maturity Date:</b>  | 25 October 2044  |
| 9  | <b>Interest Basis:</b>   | 2.302 per cent. Fixed Rate<br><br>(further particulars specified below)  |
| 10 | <b>Redemption Basis:</b>   | 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 | <b>Change of Interest Basis:</b>                                   | Not Applicable   |
| 12 | <b>Put/Call Options:</b>   | Not Applicable   |
| 13 | (i) <b>Status of the Notes:</b>                                    | Senior   |
|    | (ii) <b>Date of Board approval for issuance of Notes obtained:</b> | Decision of the <i>Conseil d'administration</i> no. C20190037 dated 7 February 2019  |

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

|    |                                       |  |
|----|---------------------------------------|--|
| 14 | <b>Fixed Rate Note Provisions:</b>    | Applicable   |
|    | (i) Rate of Interest:                 | 2.302 per cent. <i>per annum</i> payable semi-annually in arrear on each Interest Payment Date         |
|    | (ii) Interest Payment Dates:          | 25 April and 25 October in each year commencing on 25 April 2020 up to and including the Maturity Date |
|    | (iii) Fixed Coupon Amount:            | USD 2,302.00 per Specified Denomination  |
|    | (iv) Broken Amount:                   | Not Applicable   |
|    | (v) Day Count Fraction:               | 30/360   |
|    | (vi) Determination Dates:             | Not Applicable   |
| 15 | <b>Floating Rate Note Provisions:</b> | Not Applicable   |
| 16 | <b>Zero Coupon Note Provisions:</b>   | Not Applicable   |

**PROVISIONS RELATING TO REDEMPTION**

|    |  |  |
|----|--|--|
| 17 | <b>Call Option:</b>  | Not Applicable                         |
| 18 | <b>Put Option:</b>   | Not Applicable                         |
| 19 | <b>Final Redemption Amount of each Note:</b>   | USD 200,000 per Specified Denomination |
| 20 | <b>Early Redemption Amount</b>   |  |
|    | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default: | USD 200,000 per Specified Denomination |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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| <b>21 Form of Notes:</b>   | Dematerialised Notes   |
| (i) Form of Dematerialised Notes:  | Applicable: bearer dematerialised form ( <i>au porteur</i> ) |
| (ii) Registration Agent:   | Not Applicable   |
| (iii) Temporary Global Certificate:  | Not Applicable   |
| <b>22 Financial Centre(s):</b>   | New York and TARGET  |
| <b>23 Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):</b> | Not Applicable   |
| <b>24 Purchase in accordance with Article L .213-0-1 and D. 213-0-1 of the French <i>Code monétaire et financier</i>:</b>    | Applicable   |
| <b>25 Possibility to request identification information of the Noteholders provided by Condition 1(a)(i):</b>                | Applicable   |
| <b>26 Representation of Noteholder(s)/Masse</b>  | Not Applicable   |

**RESPONSIBILITY**

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

Signed on behalf of the Issuer

By:

Françoise Lombard  
Chief Financial Officer

Duly authorised

**PART B - OTHER INFORMATION**

**1 LISTING AND ADMISSION TO TRADING**

Listing and admission to trading: Not Applicable

Estimate of total expenses related to admission to trading: Not Applicable

**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, French Branch ("**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 proceeds of the Notes will be used by the Issuer for its general corporate purposes.

**5 YIELD**

Indication of yield: 2.302 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 OPERATIONAL INFORMATION**

ISIN Code: FR0013454535

Common Code: 206695943

FISN Code: Not Applicable

CFI Code: Not Applicable

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: Non-syndicated

(ii) If syndicated:

(A) Name of Managers: Not Applicable

(B) Stabilising Manager(s) (if any): Not Applicable

(iii) If non-syndicated, name of Dealer: Daiwa Capital Markets Europe Limited

(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