

## Final Terms dated 6 October 2014

### RTE Réseau de transport d'électricité

Issue of €250,000,000 2.625 per cent. Notes due 9 October 2034  
under the €10,000,000,000 Euro Medium Term Note Programme  
of RTE Réseau de transport d'électricité

SERIES NO: 12

TRANCHE NO: 1

### 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 16 May 2014 which has received visa no. 14-212 from the *Autorité des marchés financiers* ("AMF") on 16 May 2014 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended by Directive 2010/73/EU to the extent that such amendment have been implemented in a Member State of the European Economic Area) (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 Base Prospectus is available for viewing free of charge on the website of the AMF "[www.amf-france.org](http://www.amf-france.org)", on the website of the Issuer "[www.rte-france.com](http://www.rte-france.com)" and for inspection at the specified offices of the Paying Agents.

1	Issuer:	RTE Réseau de transport d'électricité
2	(i) Series Number:	12
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro ("€")
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	€250,000,000
	(ii) Tranche:	€250,000,000
5	Issue Price:	99.692 per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	€100,000
7	(i) Issue Date:	8 October 2014
	(ii) Interest Commencement Date:	8 October 2014
8	Maturity Date:	9 October 2034

<b>9</b>	Interest Basis/Rate of Interest:	2.625 per cent. Fixed Rate <i>(further particulars specified below)</i>
<b>10</b>	Redemption/Payment Basis:	Redemption at par
<b>11</b>	Change of Interest Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Make-Whole Redemption by the Issuer Residual Maturity Call Option <i>(further particulars specified below)</i>
<b>13</b>	(i) Status of the Notes:	Unsubordinated
	(ii) Date of corporate authorisations for the issuance of Notes obtained:	Decision of the Supervisory Board ( <i>Conseil de surveillance</i> ) of the Issuer dated 13 December 2013.  Decision of the Executive Board ( <i>Directoire</i> ) of the Issuer dated 16 December 2013 authorising the issue of <i>obligations</i> and delegating to the <i>Directeur Général Adjoint en charge de la Direction Finances</i> (Assistant Managing Director in charge of finance) of the Issuer, the authority to issue <i>obligations</i> .  Decision of Philippe Dupuis to issue the Notes dated 25 September 2014.

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

<b>14</b>	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.625 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	9 October in each year commencing on 9 October 2015 and ending on the Maturity Date. There will be a long first coupon in respect of the first Interest Period from, and including, the Interest Commencement Date, to, but excluding, the first Interest Payment Date.
	(iii) Fixed Coupon Amount:	€2,625 per €100,000 in Nominal Amount subject to "Broken Amounts" referred to in sub-paragraph (iv) below.
	(iv) Broken Amount:	In respect of the period commencing on, and including, the Interest Commencement Date to, but excluding, the first Interest Payment Date: EUR 2,632.19 per EUR 100,000 in Nominal Amount.
	(v) Day Count Fraction (Condition 5(a)):	Actual/Actual ICMA
	(vi) Determination Date(s) (Condition 5(a)):	9 October in each year
<b>15</b>	Floating Rate Provisions	Not Applicable
<b>16</b>	Zero Coupon Note Provisions	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

17	Call Option	Not Applicable
18	Make-Whole Redemption by the Issuer (Condition 6(b))	Applicable
	(i) Notice period:	As per Condition 6(b)
	(ii) Reference Security:	The 4.75 per cent. <i>Bundesobligationen</i> of the <i>Bundesrepublik Deutschland</i> due 4 July 2034 with ISIN DE0001135226
	(iii) Reference Dealers:	As per Condition 6(b)
	(iv) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
	(v) Redemption Margin:	0.14 per cent per annum
19	Put Option	Not Applicable
20	Residual Maturity Call Option	Applicable where the Call Option Date is the date falling 3 months before the Maturity Date
21	<b>Final Redemption Amount of each Note</b>	€100,000 per Note of €100,000 Specified Denomination
22	Early Redemption Amount	
	(i) Early Redemption Amount(s) payable on redemption for taxation reasons, for or an event of default or other early redemption:	Final Redemption Amount
	(ii) Early Redemption for taxation reasons on days other than Interest Payment Dates:	Yes

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

23	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> )
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption (or successor exemption as contemplated by Notice 2012-20):	Not Applicable
24	Financial Centre:	Not Applicable
25	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
26	Redenomination, renominisation and reconventioning provisions:	Not Applicable



- 27 Consolidation provisions: Not Applicable
- 28 Possibility of resale of purchased Notes in accordance with Articles L.213-1 A and D.213-1 A of the French *Code monétaire et financier*: Yes
- 29 Masse (Condition 11): Contractual Masse shall apply
- Name and address of the Representative:
- Sandrine d'Haussy  
69 avenue Gambetta  
94100 St Maur des Fossés  
France
- Name and address of the alternate Representative:
- Sylvain Thomazo  
20 rue Victor Bart  
78000 Versailles  
France

#### **RESPONSIBILITY**

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

Signed on behalf of the Issuer

By: Philippe DUPUIS

Duly authorised



## PART B – OTHER INFORMATION

### 1 LISTING

- (i) Listing: Paris Stock Exchange (Euronext Paris)
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 8 October 2014
- (iii) Estimate of total expenses related to admission to trading: €15,400

### 2 RATINGS AND EURO EQUIVALENT

- Ratings: The Notes to be issued have been rated:  
S&P: A+
- S&P is established in the European Union, is registered under Regulation (EC) No 1060/2009, as amended (the “CRA Regulation”) and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority’s website ([www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)).
- Euro equivalent: Not Applicable
- The aggregate principal amount of Notes issued has been converted into Euro at the rate of [•], producing a sum of : Not Applicable

### 3 NOTIFICATION

Not Applicable

### 4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as disclosed 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.

### 5 THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS

Not Applicable

### 6 YIELD

Indication of yield: 2.645 per cent. per annum.

### 7 OPERATIONAL INFORMATION

- (i) ISIN Code: FR0012199081

- (ii) Common Code: 111727082
- (iii) Any clearing system(s) other than Euroclear France, 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 initial Paying Agent(s): BNP Paribas  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France
- (vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vii) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment: Not Applicable

## 8 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
  - (A) Names of Managers: Crédit Agricole Corporate and Investment Bank  
Natixis  
SMBC Nikko Capital Markets Limited  
Société Générale  
The Royal Bank of Scotland plc
  - (B) Stabilising Manager if any: Société Générale
- (iii) If non-syndicated, name and address 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

