

## Final Terms dated 25 November 2015

### RTE Réseau de transport d'électricité

#### Issue of €1,000,000,000 1.625 per cent. Notes due 27 November 2025 under the €10,000,000,000 Euro Medium Term Note Programme of RTE Réseau de transport d'électricité

**SERIES NO: 13**

**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 7 May 2015 which has received visa no. 15-183 from the *Autorité des marchés financiers* ("AMF") on 7 May 2015 (the "**Base Prospectus**") and the supplement to the Base Prospectus dated 6 November 2015 which has received visa no. 15-564 from the AMF on 6 November 2015 (the "**Prospectus Supplement**"), which constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (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 as so supplemented. 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 as so supplemented. The Base Prospectus and the Prospectus Supplement are 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.

<b>1</b>	Issuer:	RTE Réseau de transport d'électricité
<b>2</b>	(i) Series Number:	13
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
<b>3</b>	Specified Currency or Currencies:	Euro ("€")
<b>4</b>	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	€1,000,000,000
	(ii) Tranche:	€1,000,000,000
<b>5</b>	Issue Price:	99.552 per cent. of the Aggregate Nominal Amount
<b>6</b>	Specified Denomination:	€100,000
<b>7</b>	(i) Issue Date:	27 November 2015
	(ii) Interest Commencement Date:	27 November 2015
<b>8</b>	Maturity Date:	27 November 2025

<b>9</b>	Interest Basis/Rate of Interest:	1.625 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 14 January 2015.  Decision of the Executive Board ( <i>Directoire</i> ) of the Issuer dated 2 November 2015 authorising the issue of <i>obligations</i> and delegating to Mrs. Valérie Champagne, member of the Executive Board ( <i>Directoire</i> ) of the Issuer, the authority to issue <i>obligations</i> .  Decision of Mrs. Valérie Champagne to issue the Notes dated 19 November 2015.

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

<b>14</b>	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.625 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	27 November in each year commencing on 27 November 2016 and ending on the Maturity Date.
	(iii) Fixed Coupon Amount:	€1,625 per €100,000 in Nominal Amount.
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction (Condition 5(a)):	Actual/Actual ICMA
	(vi) Determination Date(s) (Condition 5(a)):	27 November in each year
<b>15</b>	Floating Rate Provisions	Not Applicable
<b>16</b>	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>17</b>	Call Option	Not Applicable
<b>18</b>	Make-Whole Redemption by the Issuer (Condition 6(b))	Applicable
	(i) Notice period:	As per Condition 6(b)
	(ii) Reference Security:	The 1.00 per cent. <i>Bundesobligationen</i> of the <i>Bundesrepublik Deutschland</i> due 15 August 2025 with ISIN DE0001102382

(iii) Reference Dealers:	As per Condition 6(b)
(iv) Similar Security:	Reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes
(v) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
(vi) Redemption Margin:	0.20 per cent per annum
<b>19</b> Put Option	Not Applicable
<b>20</b> Residual Maturity Call Option	Applicable
(i) Call Option Date	27 August 2025
<b>21</b> Final Redemption Amount of each Note	€100,000 per Note of €100,000 Specified Denomination
<b>22</b> 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
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>	
<b>23</b> 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
<b>24</b> Financial Centre:	Not Applicable
<b>25</b> Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
<b>26</b> Redenomination, renominalisation 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:
- CM-CIC Securities S.A.  
6, avenue de Provence  
75441 Paris Cedex 9  
France  
Represented by Mr. Antoine Desplanques
- The Representative will receive no remuneration.

## **RESPONSIBILITY**

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

Signed on behalf of the Issuer

By:

Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING

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|---|---|
| (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 27 November 2015 |
| (iii) Estimate of total expenses related to admission to trading: | €12,000   |

### 2 RATINGS AND EURO EQUIVALENT

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| Ratings:   | The Notes to be issued have been rated:<br><br>S&P: A+<br><br>S&P is established in the European Union, is registered under Regulation (EC) No 1060/2009, as amended (the “ <b>CRA Regulation</b> ”) 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 ( <a href="http://www.esma.europa.eu/page/List-registered-and-certified-CRAs">www.esma.europa.eu/page/List-registered-and-certified-CRAs</a> ). |
| 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:	1.674 per cent. per annum.
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### 7 OPERATIONAL INFORMATION

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| (i) ISIN: | FR0013060209 |
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- (ii) Common Code: 132569851
- (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: Barclays Bank PLC  
BNP Paribas  
Citigroup Global Markets Limited  
CM-CIC Securities S.A.  
Mitsubishi UFJ Securities International plc
  - (B) Stabilising Manager if any: BNP Paribas
- (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