

Final Terms 11 February 2019

Société du Grand Paris



Issue of EUR 50,000,000 2.10 per cent. Notes due 14 February 2069

under the Euro 5,000,000,000 Green Euro Medium Term Note Programme

SERIES NO: 3

TRANCHE NO: 1

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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and 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 Directive 2014/65/EU, as amended ("**MiFID II**"); or (ii) a customer within the meaning of Directive 2016/97/EU, 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.

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 19 July 2018 which received visa n°18-321 from the *Autorité des marchés financiers* (the "**AMF**") on 19 July 2018 (the "**Base Prospectus**"), the first supplement dated 8 October 2018 which received visa n°18-478 from the AMF on 8 October 2018 and the second supplement dated 17 January 2019 which received visa n°19-014 from the AMF on 17 January 2019 (the "**Supplements**") which together constitute a base prospectus for the purposes of 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 and the Supplements. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and the Supplements. The Final Terms, the Base Prospectus and the Supplements 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 (<https://www.societedugrandparis.fr/sgp/investisseurs>) and on the AMF's website (www.amf-france.org).

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| 1. | (i) | Issuer: | Société du Grand Paris |
| 2. | (i) | Series Number: | 3 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable |
| 3. | | Specified Currency: | Euro (" EUR ") |
| 4. | | Aggregate Nominal Amount: | |
| | (i) | Series: | EUR 50,000,000 |
| | (ii) | Tranche: | EUR 50,000,000 |
| 5. | | Issue Price: | 99.418 per cent. of the Aggregate Nominal Amount |
| 6. | (i) | Specified Denominations: | EUR 100,000 |
| 7. | (i) | Issue Date: | 14 February 2019 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 14 February 2069 |

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| 9. | Interest Basis: | 2.10 per cent. Fixed 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. | Make-whole Redemption: | Not Applicable |
| 14. | (i) Status of the Notes: | Senior |
| | (ii) Date of <i>Conseil de surveillance & Directoire</i> approval for issuance of Notes obtained: | Resolutions of the <i>Conseil de surveillance</i> of the Issuer dated 28 November 2018 and Resolution of the <i>Directoire</i> of the Issuer dated 6 February 2019. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions: | Applicable |
| | (i) Rate of Interest: | 2.10 per cent. per annum (payable annually in arrear on each Interest Payment Date) |
| | (ii) Interest Payment Dates: | 14 February in each year, commencing on 14 February 2020, unadjusted |
| | (iii) Fixed Coupon Amount: | EUR 2,100 per Specified Denomination |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual – ICMA |
| | (vi) Determination Dates: | 14 February in each year |
| 16. | Floating Rate Note Provisions: | Not Applicable |
| 17. | Fixed/Floating Rate Notes: | Not Applicable |
| 18. | Zero Coupon Note Provisions: | Not Applicable |
| 19. | Inflation Linked Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

20. **Call Option:** Not Applicable
21. **Make-whole Redemption:** Not Applicable
22. **Put Option:** Not Applicable
23. **Final Redemption Amount of each Note:** EUR 100,000 per Specified Denomination
24. **Early Redemption Amount:**
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons, exercise of the Squeeze Out Option or on event of default: EUR 100,000 per Specified Denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. **Form of Notes:** Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
26. **Financial Centre(s):** TARGET
27. **Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):** Not Applicable
28. **Possibility to request identification information of the Noteholders provided by Condition 1(a)(i):** Applicable
29. **Representation of Noteholder(s)/Masse:** Not Applicable

RESPONSIBILITY

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

Signed on behalf of the Issuer



Thierry DALLARD

Président du Directoire
de la Société du Grand Paris
By: Thierry Dallard, *Président du Directoire*

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 from 14 February 2019.

Estimate of total expenses related to admission to trading: EUR 16,200.00 (including AMF fees)

2. RATINGS

Ratings: The Notes are unrated

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 of the issue of the Notes will be used to finance and/or refinance investments in one or more of the Eligible Green Projects (see section "Use of Proceeds" of the Base Prospectus).

5. YIELD

Indication of yield: 2.119 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: FR0013401593

Common Code: 195108501

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 Manager: Not Applicable

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

(iii) If non-syndicated, name of
Dealer: Deutsche Bank AG, London Branch

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

