

EXECUTION COPY

Final Terms dated 24 November 2008



ELECTRICITÉ DE FRANCE

Euro 16,000,000,000 Programme for the Issuance of Debt Instruments
Issue of Euro 2,000,000,000 5.625 per cent. Instruments due 23 January 2013
Issue Price: 99.638 per cent.

**BNP PARIBAS
CALYON
NATIXIS
SOCIÉTÉ GÉNÉRALE**

The date of these Final Terms is 24 November 2008

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 2008 which received visa no 08-091 from the *Autorité des Marchés Financiers* (the "AMF") in France on 16 May 2008, the supplemental Base Prospectus dated 18 September 2008 which received visa no 08-192 from the AMF on 18 September 2008 (the "**Supplement**") and the supplemental Base Prospectus dated 13 November 2008 which received visa no 08-237 from the AMF on 13 November 2008 (the "**Second Supplement**") which together constitute a prospectus (the "**Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus which was supplemented as described hereabove. For so long as any Instruments are outstanding, copies of the Base Prospectus and both supplements (i) may be inspected and obtained, free of charge, during normal business hours at the specified offices of each of the Paying Agents, (ii) are available for viewing on the website of the AMF (www.amf-france.org) and on the Issuer's website (www.edf.fr) and (iii) may be obtained, free of charge, during normal business hours from Electricité de France, 22-30, avenue de Wagram, 75008 Paris, France.

1. Issuer: Electricité de France
2. (i) Series Number: 78
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro
4. Aggregate Nominal Amount: Euro 2,000,000,000
5. Issue Price: 99.638 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: Euro 50,000
(ii) Calculation Amount: Euro 50,000
7. (i) Issue Date: 26 November 2008
(ii) Interest Commencement Date: 26 November 2008
8. Maturity Date: 23 January 2013
9. Interest Basis: 5.625 per cent. Fixed Rate
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at Outstanding Nominal Amount
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. (i) Status of the Instruments: Unsubordinated
(ii) Date of corporate authorisations for issuance of Instruments obtained: Board resolution dated 23 September 2008. Decision of Daniel Camus deciding the issue of Instruments dated 18 November 2008 and delegating to Sylvie Billion, *Directeur Trésorier Groupe*, the authority to issue the Instruments.
14. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Instrument Provisions	Applicable
(i) Rate of Interest:	5.625 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	23 January in each year (not adjusted) commencing on 23 January 2009
(iii) Fixed Coupon Amount:	Euro 2,812.50 per Calculation Amount
(iv) Broken Amount(s):	Euro 445.70 per Calculation Amount in relation to the period from and including 26 November 2008 to but excluding 23 January 2009
(v) Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Dates:	23 January in each year
(vii) Other terms relating to the method of calculating interest for Fixed Rate Instruments:	Not Applicable
16. Floating Rate Instrument Provisions	Not Applicable
17. Zero Coupon Instrument Provisions	Not Applicable
18. Index Linked Interest Instruments/other variable-linked interest Instrument provisions	Not Applicable
19. Dual Currency Instrument Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option (Condition 6.3)	Not Applicable
21. Put Option (Condition 6.6)	Not Applicable
22. Final Redemption Amount of each Instrument	EUR 50,000 per Calculation Amount

23. Early Redemption Amount

Early Redemption Amount(s) of each Instrument payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

As set out in Condition 6 and Condition 7

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

24. Form of Instruments: Bearer
Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument.
25. New Global Instrument: Yes
26. Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
27. Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature): No
28. Details relating to Partly Paid Instruments: Not Applicable
29. Details relating to Instalment Instruments: (Condition 6.1) Not Applicable
30. Redenomination, renominatisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: Not Applicable
32. Other final terms: Not Applicable

DISTRIBUTION

33. (i) If syndicated, names and addresses of Managers and underwriting commitments:
- BNP Paribas
10 Harewood Avenue
London NW1 6AA
United Kingdom
Underwriting commitment:
Euro 500,000,000
- CALYON
9, Quai du Président Paul Doumer
92920 Paris La Défense Cedex
France
Underwriting commitment:
Euro 500,000,000
- Natixis
47 Quai d'Austerlitz
75013 Paris
France
Underwriting commitment:
Euro 500,000,000
- Société Générale
17 Cours Valmy
92987 Paris La Défense
France
Underwriting commitment:
Euro 500,000,000
- (ii) Date of Subscription Agreement: 24 November 2008
- (iii) Stabilising Manager(s) (if any): BNP Paribas
34. If non-syndicated, name and address of Dealer: Not Applicable
35. Total commission and concession: 0.125 per cent. of the Aggregate Nominal

Amount

In addition, an additional fee may be payable by the Issuer at its sole discretion to the Managers in relation to the offering of the Instruments within 15 (fifteen) calendar days following the Closing Date. The additional fee, if paid, shall not exceed 0.075 per cent. of the Aggregate Nominal Amount of the Instruments. Further information can be obtained from the Managers.

36. Additions or amendments to selling restrictions: Not Applicable

37. U.S. Selling Restrictions: Category 2 restrictions apply to the Instruments
The TEFRA D Rules will apply.
Not Rule 144A eligible.

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Instruments described herein pursuant to the €16,000,000,000 Programme for the Issuance of Debt Instruments of Electricité de France.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:

Sylvie BILLION

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 Instruments to be admitted to trading on Euronext Paris with effect from 26 November 2008.
- (iii) Additional publication of Base Prospectus and Final Terms: Not Applicable
- (iv) Regulated markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the securities offered or admitted to trading are already trading: Not Applicable

2. RATINGS

- Ratings: The Instruments to be issued have been rated:
- S & P: AA- watch neg
- Moody's: Aa1 watch neg
- Fitch: AA- watch neg

3. NOTIFICATION

Not Applicable

4. 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 Instruments has an interest material to the offer.

5. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Not Applicable

6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: The net proceeds of the Issue of the Instruments will be applied by the Issuer to meet part of its general financing requirements.

(ii) Estimated net proceeds: Not Applicable

(iii) Estimated total expenses: Euro 5,000 listing expenses

7. FIXED RATE INSTRUMENTS – YIELD

Indication of yield: 5.731 per cent. per annum.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

8. OPERATIONAL INFORMATION

ISIN Code: XS0400736475

Common Code: 040073647

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

Delivery: Delivery against payment

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation “yes” simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs (Euroclear Bank S.A./N.V. or Clearstream Banking *société anonyme*) as Common Safekeeper and does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either

upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

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

9. PUBLIC OFFER(S)

Public Offer(s):

The Instruments may not, under any circumstances, be offered to the public in France, and may not, under any circumstances, be offered to the public elsewhere in circumstances which would require a prospectus to be published for this purpose, whether under Directive 2003/71/CE or under the laws of any relevant country.