

**Final Terms dated 20 September 2010**



**Electricité de France**

Issue of GBP 1,000,000,000 5.125 per cent. Notes due 22 September 2050

under the EURO 20,000,000,000 Euro Medium Term Note Programme  
of Electricité de France

**SERIES NO: 5**  
**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 20 April 2010 which received visa no 10-103 from the *Autorité des Marchés Financiers* (the "**AMF**") in France on 20 April 2010 as supplemented by a first supplement to the Base Prospectus dated 13 July 2010 (which received visa no. 2010-250 by the AMF on 13 July 2010) and the second supplement to the Base Prospectus dated 8 September 2010 (which received visa no. 2010-310 by AMF on 8 September 2010) (the "**Base Prospectus**"), which constitutes a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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. For so long as any Notes are outstanding, copies of the Base Prospectus (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](http://www.amf-france.org)) and on the Issuer's website ([www.edf.fr](http://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.

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|----|-----------------------------------|----------------------------------|
| 1. | Issuer:                           | Electricité de France            |
| 2. | (i) Series Number:                | 5                                |
|    | (ii) Tranche Number:              | 1                                |
| 3. | Specified Currency or Currencies: | Pounds sterling (" <b>GBP</b> ") |

- |     |   |   |
|-----|---|---|
| 4.  | Aggregate Nominal Amount:   | GBP 1,000,000,000   |
| 5.  | Issue Price:  | 98.058 per cent of the Aggregate Nominal Amount   |
| 6.  | Specified Denominations:<br>(Condition 1 (b))                         | GBP 50,000  |
| 7.  | (i) Issue Date:   | 22 September 2010   |
|     | (ii) Interest Commencement Date:                                      | Issue Date  |
| 8.  | Maturity Date:  | 22 September 2050   |
| 9.  | Interest Basis:   | 5.125 per cent. Fixed Rate<br>(further particulars specified below)   |
| 10. | Redemption/Payment Basis:   | Redemption at par   |
| 11. | Change of Interest or Redemption/Payment Basis:                       | Not Applicable  |
| 12. | Put/Call Options:   | Not Applicable  |
| 13. | (i) Status of the Notes:  | Unsubordinated  |
|     | (ii) Date of corporate authorisations for issuance of Notes obtained: | Resolution of the Board of Directors of the Issuer dated 21 January 2010, and decision of Henri Proglio, <i>Président-Directeur Général</i> , to issue the Notes dated 14 September 2010 and delegating to, inter alia, Philippe Messager, <i>Directeur Financements - Trésorerie Groupe</i> , the authority to sign the documentation relating to the Notes. |
| 14. | Method of distribution:   | Syndicated  |

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

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|-----|----------------------------|--|
| 15. | Fixed Rate Note Provisions | Applicable   |
|     | (i) Rate of Interest:      | 5.125 per cent. per annum payable annually in arrear |

(ii)	Interest Payment Date(s):	22 September in each year (not adjusted), from and including 22 September 2011 up to and including the Maturity Date
(iii)	Fixed Coupon Amount:	GBP 2,562.50 per GBP 50,000 in Nominal Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual(ICMA)
(vi)	Determination Dates:	22 September in each year
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index Linked Interest Notes/other variable-linked interest Note provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable

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

20.	Call Option	Not Applicable
21.	Put Option	Not Applicable
22.	Final Redemption Amount of each Note	GBP 50,000 per GBP 50,000 in Nominal Amount

23. Early Redemption Amount
- Early Redemption Amount(s) of each Note 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 the Conditions

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
25. Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
27. Details relating to Partly Paid Notes: Not Applicable
28. Details relating to Instalment Notes: Not Applicable
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable

31. *Masse* (Condition 11): Applicable

Initial Representative:

Muriel Caton  
 94 boulevard Haussmann  
 75008 Paris  
 France

Alternative Representative:

Lionel Palomba  
 94 boulevard Haussmann  
 75008 Paris  
 France

32. Other final terms: Not Applicable

**DISTRIBUTION**

33. (i) If syndicated, names and addresses of Managers and underwriting commitments:

Credit Suisse Securities (Europe) Limited  
 One Cabot Square  
 London E14 4QJ  
 United Kingdom

HSBC Bank plc  
 8 Canada Square  
 London E14 5HQ  
 United Kingdom

The Royal Bank of Scotland plc  
 135 Bishogate  
 London EC2M 3UR  
 United Kingdom

(ii) Date of Subscription Agreement: 20 September 2010

(iii) Stabilising Manager(s) (if any): The Royal Bank of Scotland plc

34. If non-syndicated, name and address of Dealer: Not Applicable

35. U.S. Selling Restrictions: Reg. S Category 2; TEFRA not applicable

36. Additions or amendments to selling restrictions: Not Applicable

37. Non Exempt Offer: Not Applicable

**LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €20,000,000,000 Euro Medium Term Note Programme of Electricité de France.

**RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By:.....

Duly authorised officer of the Issuer

## **PART B – OTHER INFORMATION**

### **1. RISK FACTORS**

Not Applicable

### **2. LISTING**

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 22 September 2010
- (iii) Estimate of total expenses related to admission to trading: EURO 12,400

### **3. RATINGS**

The Notes to be issued have been rated:

- Ratings: S & P: A+ (stable)
- Moody's: Aa 3 (stable)

### **4. NOTIFICATION**

Not Applicable

### **5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "Subscription and Sale" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **6. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST**

Not Applicable

### **7. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus

(ii) Estimated net proceeds: Not Applicable

(iii) Estimated total expenses: Not Applicable

## 8. FIXED RATE NOTES ONLY – YIELD

Indication of yield: 5.242 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.

## 9. OPERATIONAL INFORMATION

ISIN Code: FR0010945436

Common Code: 054318359

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

Names and addresses of initial Paying Agent(s) (if any): Société Générale  
BP 81236  
32 rue du Champ de Tir  
43312 Nantes Cedex 3

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

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



Common Depositary: Not Applicable

Registrar: Not Applicable