

SECOND SUPPLEMENT DATED 27 OCTOBER 2010 TO THE BASE PROSPECTUS DATED 11 DECEMBER 2009



**AGENCE FRANÇAISE DE DEVELOPPEMENT
€10,000,000,000**

Euro Medium Term Note Programme

**Due from 7 days from the date of the original issue
with or without the guarantee of the Republic of France**

This second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the first supplement dated 12 April 2010 granted visa No. 10-088 and the Base Prospectus dated 11 December 2009 (the “**Base Prospectus**”) granted visa No. 09-368 on 11 December 2009 by the *Autorité des marchés financiers* (the “**AMF**”) prepared by Agence Française de Développement (the “**Issuer**”) with respect to the €10,000,000,000 Euro Medium Term Note Programme (the “**Programme**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC (the “**Prospectus Directive**”).

Unless otherwise indicated, terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

Application has been made to the AMF in France for approval of this Second Supplement to the Base Prospectus, in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

This Second Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 16.1 of the Prospectus Directive and has been prepared for the purposes of taking into account changes in the composition of the board of directors and in the name of the *Directeur Général* (CEO) of the Issuer, as well as for the purpose of incorporating by reference (i) the *Document de Référence* / Financial Report in the French language relating to the Issuer filed with the *Autorité des marchés financiers* on 11 May 2010 under no. D.0-0428, including the audited consolidated financial statements of the Issuer as at, and for the year ended, 31 December 2009 the notes thereto and the related statutory auditors' report (the “**2009 Registration Document**”) and (ii) the 2010 half-year financial report (the “**2010 Half-Year Financial Report**”), which contains *inter alia* the Issuer's 2010 consolidated half year accounts (including the auditors' report thereon and notes thereto) (the “**2010 Half-Year Financial Statements**”).

Copies of this Second Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours, (b) will be available on the web site of the Issuer (www.afd.fr) (c) will be available on the website of the AMF (www.amf-france.org) and (ii) will be available during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for collection at the offices of the Fiscal Agent, the Registrar and the Paying Agent(s) so long as the Notes are outstanding.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of this Second Supplement.

This Second Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général* for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus.

The Issuer, having taken all reasonable care to ensure that such is the case, confirms that the information contained in the Second Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect the import of such information. The Issuer accepts responsibility accordingly.

Incorporation by reference of the 2009 Registration Document and of 2010 Half-Year Financial Report

COVER PAGE

The last four paragraphs appearing on the cover page of the Base Prospectus are hereby deleted in their entirety and replaced by the following:

"The following documents are incorporated by reference into, and shall be deemed to form part of, this Base Prospectus:

- (A) the 2010 half-year financial report, which contains *inter alia* the Issuer's 2010 consolidated half year accounts (including the auditors' report thereon and notes thereto) (the "**2010 Half-Year Financial Statements**") and which has been filed with the *Autorité des marchés financiers* on 31 August 2010,
- (B) the *Document de Référence* / Financial Report in the French language relating to the Issuer filed with the *Autorité des marchés financiers* on 11 May 2010 under no. D.10-0428, including the audited consolidated financial statements of the Issuer as at, and for the year ended, 31 December 2009 the notes thereto and the related statutory auditors' report, and
- (C) the audited consolidated financial statements of the Issuer as at, and for the year ended, 31 December 2008 the notes thereto and the related statutory auditors' report contained in the *Document de Référence* / Financial Report in the French language relating to the Issuer filed with the *Autorité des marchés financiers* on 17 April 2009 under no. D.09-0274."

Please see the section entitled 'Documents Incorporated by Reference' on pages 28 and 29 for further details.

SUMMARY

The sub-paragraph entitled Board of Directors / Management appearing on page 6 of the Base Prospectus under the heading "Summary" is hereby deleted in its entirety and replaced by the following:

Chief Executive Officer: Dov ZERAH

Chairman of the Board of Directors: Pierre-André PERISSOL

Directors: Delphine d'AMARZIT, Arnaud PHELEP, Christian MASSET, Stéphane GOMPertz, Vincent BOUVIER, Stéphane FRATACCI, Omar KABBAJ, Sylviane JEANNEY-GUILLAUMONT, Patrice FONLLADOSA, Jean-Louis VIELAJUS, Sébastien GENEST, Renaud MUSELIER, François LOOS, Adrien GOUTEYRON, Denis VASSEUR, Vincent THEVENOT.

RESUME EN FRANCAIS (FRENCH LANGUAGE SUMMARY)

The sub-paragraph entitled "**Conseil d'Administration / Direction**" appearing on page 12 of the Base Prospectus under the heading "Résumé en français" is hereby deleted in its entirety and replaced by the following:

Directeur Général : Dov ZERAH

Président du Conseil d'administration : Pierre-André PERISSOL

Administrateurs : Delphine d'AMARZIT, Arnaud PHELEP, Christian MASSET, Stéphane GOMPertz, Vincent BOUVIER, Stéphane FRATACCI, Omar KABBAJ, Sylviane JEANNEY-GUILLAUMONT, Patrice FONLLADOSA, Jean-Louis VIELAJUS, Sébastien GENEST, Renaud MUSELIER, François LOOS, Adrien GOUTEYRON, Denis VASSEUR, Vincent THEVENOT.

GENERAL INFORMATION ON THE ISSUER

The table appearing on page 32 of the Base Prospectus and inserted on pages 52 to 55 of the Registration Document is hereby deleted in its entirety and replaced by the table set out below:

Government representatives (six seats)
Ministry of the Economy, Industry and Employment (2 seats) (Decree adopted after report of the Minister of Economy)
<ul style="list-style-type: none">• Mrs Delphine d'AMARZIT

Mr Rémy RIOUX

- Mr Arnaud PHELEP

Mr Hervé BEC

Ministry of Foreign and European Affairs (2 seats) (*Decree adopted after report of the Minister of Foreign and European Affairs*)

- Mr Christian MASSET

Mr Serge TOMASI

- Mr Stéphane GOMPERTZ

Mr Patrice PAOLI

Ministry of the Interior, Overseas and Territorial Collectivities (1 seat) (*Decree adopted after report of the Minister of Overseas*)

- Mr Vincent BOUVIER

Mr Didier PEROCHEAU

Ministry of Immigration, Integration, National Identity and Mutually-Supportive Development (1 seat)

- Mr Stéphane FRATACCI

- *Mr Kacim KELLAL*

Four administrators appointed for their knowledge of economic and financial issues (*Decree adopted after report of the Minister of the Economy, the Minister of International Cooperation and Development, and the Minister of the Overseas*)

- Mr Omar KABBAJ

Mr Jean-Louis MATTEI

- Mrs Sylviane JEANNENEY-GUILLAUMONT

Mr Guy DUPONT

- Mr Patrice FONLLADOSA

Mr Pierre ARNAUD

- Mr Jean-Louis VIELAJUS

<i>Mrs Anne de LATTRE</i>
One administrator appointed for his knowledge of the environment and sustainable development (<i>Decree adopted on report of the Minister of Ecology and Sustainable Development</i>)
<ul style="list-style-type: none"> • Mr Sébastien GENEST <i>Mr Claude TRUCHOT</i>
Members of Parliament (three seats)
<p><u>Deputies appointed by the President of the National Assembly (2 seats)</u></p> <ul style="list-style-type: none"> • Mr Renaud MUSELIER <i>Mr Louis GUEDON</i> • Mr François LOOS <i>Mr Jean-Louis DUMONT</i> <p><u>Senators appointed by the President of the Senate (1 seat)</u></p> <ul style="list-style-type: none"> • Mr Adrien GOUTEYRON <i>Mr Yvin COLLIN</i>
AFD staff représentatives (2 seats)
<ul style="list-style-type: none"> • Mr Denis VASSEUR <i>Mr Jean-Bernard VERON</i> • Mr Vincent THEVENOT <i>Pierre-Yves LE BIHAN</i>

DOCUMENT INCORPORATED BY REFERENCE

The first four paragraphs appearing on page 28 of the Base Prospectus are hereby deleted in their entirety and replaced by the following:

"This Base Prospectus shall be read and construed in conjunction with the following documents which are incorporated in, and shall be deemed to form part of, this Prospectus:

- (a) the 2010 half-year financial report, which contains *inter alia* the Issuer's 2010 consolidated half year accounts (including the auditors' report thereon and notes thereto) (the "**2010 Half-Year Financial Statements**") and which has been filed with the *Autorité des marchés financiers* on 31 August 2010); and
- (b) the sections referred to in the table below included in the *Document de Référence / Financial Report* in French language relating to the Issuer filed with the *Autorité des marchés financiers* on 11 May 2010 under no. D.10-0428 (the "**2009 Registration Document**") which contains the audited consolidated financial statements of the Issuer as at, and for the year ended, 31 December 2009 and the related notes thereto
- (c) the audited consolidated financial statements of the Issuer as at, and for the year ended, 31 December 2008 and the related notes thereto, contained in the *Document de Référence / Financial Report* in French language relating to the Issuer filed with the *Autorité des marchés financiers* on 17 April 2009 under no. D.09-0274 (the "**2008 Issuer's Financial Report**"),

save that any statement contained in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

For so long as Notes may be issued pursuant to this Base Prospectus, the documents incorporated by reference will be available free of charge, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection and for collection at the office of the Fiscal Agent, the Registrar and the Paying Agents and on the websites of the Issuer (www.afd.fr) and the *Autorité des marchés financiers* (www.amf-france.org).

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross reference list below.

CROSS-REFERENCE LIST

Information incorporated by reference (Annex XI of the European Regulation 809/2004/EC)	Reference
3. Risk Factors	
3.1 Prominent disclosure of risk factors that may affect the Issuer's ability to fulfil its obligations under the securities.	2009 Registration Document – pages 30 to 35 2010 Half-Year Financial Report – page 4
4. Information about the Issuer	
4.1. History and development of the Issuer	
4.1.1. Legal and commercial name of the Issuer registration	2009 Registration Document – page 4
4.1.2 Place of registration of the Issuer and its	2009 Registration Document – page 4

registration number	
4.1.3. Date of incorporation and the length of life of the Issuer	2009 Registration Document – page 4
4.1.4. Domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, and the address and telephone number of its registered office.	2009 Registration Document – page 4
4.1.5. Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.	2010 Half-Year Financial Report – page 4
5. Business Overview	
5.1. Principal activities	
5.1.1. Description of the Issuer's principal activities stating the main categories of products sold and/or services performed	2009 Registration Document – pages 8 to 25
5.1.2. Significant new products and/or activities	2009 Registration Document – page 8
5.1.3. Description of the principal markets in which the Issuer competes	2009 Registration Document – pages 8 and 9
5.1.4. Basis for any statements in the registration document made by the Issuer regarding its competitive position	2009 Registration Document – page 8
6. Organisational Structure	
6.1. Description of the group and of the Issuer's position within it	2009 Registration Document – page 6
6.2. Dependence relationship within the group	2009 Registration Document – page 6
7. Trend Information	
7.2. Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year	2009 Registration Document – pages 53 and 54
9. Administrative, Management and Supervisory Bodies	
9.2. Administrative, Management, and Supervisory bodies conflicts of interests	2009 Registration Document – page 68
10. Major Shareholders	
10.1 Information concerning control	2009 Registration Document – page 5
11. Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses	
Issuer's audited annual consolidated financial statements for the year ended 31 December 2008	
- Balance sheet	2008 Issuer's Financial Report – page 57
- Profit and loss Account	2008 Issuer's Financial Report – page 58

- Notes	2008 Issuer's Financial Report – pages 61 to 78
- Auditor's report relating to the above	2008 Issuer's Financial Report – pages 85 and 86
<u>Issuer's audited annual consolidated financial statements for the year ended 31 December 2009</u>	
- Balance sheet	2009 Registration Document – page 70
- Profit and loss Account	2009 Registration Document – page 71
- Notes	2009 Registration Document – pages 75 to 94
- Auditor's report relating to the above	2009 Registration Document – page 100 and 102
<u>Issuer's audited half year consolidated financial statements for the period ended 30 June 2010</u>	
- Balance sheet	2010 Half-Year Financial Statements – page 5
- Profit and loss Account	2010 Half-Year Financial Statements – page 7
- Cash flow statement	2010 Half-Year Financial Statements – page 7
- Notes	2010 Half-Year Financial Statements – pages 10 to 18
- Auditor's report relating to the above	2010 Half-Year Financial Statements – cover page 19
13. Third Party Information and Statement by Experts and Declarations of any Interest	
13.1. Expert's name, business address, qualifications and material interest if any in the Issuer	2009 Registration Document – pages 100 to 102 and 106 to 115
13.2. Third party's information	2009 Registration Document – pages 100 and 102

Any information not listed in the cross-reference list above but included in the documents incorporated by reference is given for information purposes only.

GENERAL INFORMATION

Paragraph 5 appearing on page 97 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

"5. There has been no significant change in the financial position or trading position of the Issuer or the Group since 30 June 2010 and no material adverse change in the financial position or prospects of the Issuer or the Group since 30 June 2010."

Paragraph 10 appearing on page 98 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

"10. For so long as Notes may be issued pursuant to this Base Prospectus, the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection, and, in the case of the documents listed at (iv), (v), (vi) and (vii) below, for collection at the office of the Fiscal Agent, the Registrar and the Paying Agent(s):

- (i) the Agency Agreement (which includes the form of the Global Notes, the definitive Notes, the Coupons, the Receipts and the Talons) and the Supplemental Agency Agreement;
- (ii) the Deed of Covenant and the Amended and Restated Deed of Covenant;
- (iii) the constitutive documents of the Issuer;
- (iv) the *Document de Référence* / Financial Report in the French language relating to the Issuer filed with the *Autorité des marchés financiers* on 17 April 2009 under no. D.09-0274, including the audited consolidated financial statements of the Issuer as at, and for the year ended, 31 December 2008, the notes thereto and the related statutory auditors' report;
- (v) the consolidated half year accounts for the period ending on 31 December 2009 the notes thereto and the related statutory auditor's report;
- (vi) the consolidated half year accounts of the Issuer for the period ending on 30 June 2010 of the Issuer in French language which has been filed with the *Autorité des marchés financiers*;
- (vii) each Final Terms for Notes that are listed on Euronext Paris or any other stock exchange;
- (viii) a copy of this Base Prospectus together with any Supplement to this Base Prospectus or further Base Prospectus;
- (ix) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus; and
- (x) in the case of Guaranteed Notes, a copy of the Guarantee of the Guarantor."

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

I declare, to the best of our knowledge (having taken all care to ensure that such is the case) that the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import.

The historical financial data presented in the 2010 Half-Year Financial Statements have been discussed in the statutory auditors' reports found on page 19 of the 2010 Half-Year Financial Statements This report contains observations.

The historical financial data presented in the *Document de Référence* dated 17 April 2009 and in the *Document de Référence* dated 13 May 2008 have been discussed in the statutory auditors'

reports found respectively on pages 85 and 86 of the *Document de Référence* dated 17 April 2009 and on pages 81 and 82 of the *Document de Référence* dated 13 May 2008, which both contain observations.

Agence Française de Développement
Grégory Clemente
Deputy manager of the *Département Finances et Risques*

On 26 October 2010



Autorité des marchés financiers

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular Articles 212-31 to 212-33, the AMF has granted to this Second Supplement the visa No. 10-384 on 27 October 2010. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.