

Final Terms dated 30 May 2011

## Agence Française de Développement



**Issue of Euro 250,000,000 4.00 per cent. Notes due 2023 (the “Notes”)**

**to be consolidated and form a single series with the existing EUR 1,000,000,000  
4.00 per cent . Notes due 2023 issued on 14 March 2011  
(the “Original Notes”)**

**Issued under the Euro 10,000,000,000  
Euro Medium Term Note Programme**

### **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 21 December 2010 which received visa n°10-0447 from the *Autorité des marchés financiers* (the “AMF”) on 21 December 2010 which constitutes a base 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 issue of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at and copies may be obtained from the Fiscal Agent, the Registrar and the Paying Agents and will be available on the Issuer’s website ([www.afd.fr](http://www.afd.fr)) and on the AMF’s website ([www.amf-france.org](http://www.amf-france.org)). These Final Terms are available for viewing and copies may be obtained from the Fiscal Agent, the Registrar and the Paying Agents and will be available on the Issuer’s website ([www.afd.fr](http://www.afd.fr)).

1 Issuer: Agence Française de Développement

2 (i) Series Number: 35

(ii) Tranche Number: 2

The Notes will be assimilated and form a single series with the EUR 1,000,000,000 Notes due 14 March 2023 issued on 14 March 2011 as Tranche 1 of Series 35 (“**Original Notes**”) as

from the date which is expected to be on or around 40 days after the Issue Date (the "**Assimilation Date**")

3	Specified Currency or Currencies:	Euro ("€")
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	€ 1,250,000,000
	(ii) Tranche:	€ 250,000,000
5	Issue Price:	101.736 per cent of the Aggregate Nominal Amount of the Tranche plus an amount of EUR 2,158,469.95 corresponding to accrued interest for the period from and including 14 March 2011 to, but excluding, 1 <sup>st</sup> June 2011.
6	(i) Specified Denominations:	€100,000
	(ii) Calculation Amount:	€100,000
7	(i) Issue Date:	1 <sup>st</sup> June 2011
	(ii) Interest Commencement Date:	14 March 2011
8	Maturity Date:	14 March 2023
9	Interest Basis:	4.00 per cent. Fixed Rate (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:	Senior
	(ii) Date of Board approval for issuance of Notes obtained:	Decision of the <i>Conseil d'administration</i> dated 10 to 18 February 2011 ( <i>consultation à distance</i> )
14	Method of distribution:	Non Syndicated

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

15	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	4.00 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	14 March in each year from and including 14 March 2012 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€4,000 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual – ICMA
	(vi) Determination Dates:	14 March in each year

	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	<b>Floating Rate Note Provisions</b>	Not Applicable
17	<b>Zero Coupon Note Provisions</b>	Not Applicable
18	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
19	<b>Dual Currency Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
20	<b>Call Option</b>	Not Applicable
21	<b>Put Option</b>	Not Applicable
22	<b>Final Redemption Amount of each Note</b>	€100,000 per Calculation Amount
23	<b>Early Redemption Amount</b> 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 per the Conditions
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>		
24	<b>Form of Notes:</b>  New Global Note:	<b>Bearer Notes:</b> Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note  Yes
25	<b>Financial Centre(s) or other special provisions relating to Payment Dates:</b>	As per the Conditions
26	<b>Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):</b>	No
27	<b>Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:</b>	Not Applicable
28	<b>Details relating to Instalment Notes: amount of each instalment, date on</b>	Not Applicable

which each payment is to be made:

- |    |  |                |
|----|--|----------------|
| 29 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 30 | Consolidation provisions:  | Not Applicable |
| 31 | Other final terms:   | Not Applicable |

#### **DISTRIBUTION**

- |    |                                       |   |
|----|---------------------------------------|---|
| 32 | (i) If syndicated, names of Managers: | Not Applicable                                |
|    | (ii) Stabilising Manager(s) (if any): | Crédit Agricole Corporate and Investment Bank |
| 33 | If non-syndicated, name of Dealer:    | Crédit Agricole Corporate and Investment Bank |
| 34 | Additional selling restrictions:      | Not Applicable                                |
| 35 | U.S. Selling Restrictions:            | Reg S Compliance Category 2; TEFRA D          |

#### **LISTING AND ADMISSION TO TRADING APPLICATION**


These Final Terms comprise the final terms required for the issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the euro 10,000,000,000 Euro Medium Term Note Programme of Agence Française de Développement.

#### **RESPONSIBILITY**

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

Signed on behalf of the Issuer

By: The Chief Finance  
& Accounting Officer

  
Duly authorised **Gilles Bergin**

## PART B – OTHER INFORMATION

- 1 LISTING AND ADMISSION TO TRADING**
- (i) 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 1<sup>st</sup> June 2011.
- The Original Notes are already admitted to trading on Euronext Paris.
- (ii) Estimate of total expenses related to admission to trading: EUR 6,900
- 2 RATINGS**
- Ratings: The Notes to be issued have been rated:  
S & P: AAA  
Fitch: AAA
- Standard & Poor's Ratings Services and Fitch Ratings Ltd are established in the European Union and have applied for registration under Regulation (EC) No 1060/2009, although the result of such application has not yet been notified by the relevant competent authority.
- 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**
- So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.
- 4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
- (i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus
- (ii) Estimated net proceeds: €256,060,969.95
- 5 YIELD**
- Indication of yield: 3.813 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**
- Intended to be held in a manner which would allow Eurosystem eligibility Yes
- Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes 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.

ISIN Code:

XS0632932702 until the Assimilation Date and thereafter XS0603832782

Common Code:

63293270 until the Assimilation Date and thereafter 60383278

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, societe anonyme, and the relevant identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable