

Final Terms dated 4 October 2011
FRANCE TELECOM
Issue of HKD 300,000,000 3.23 per cent. Fixed Rate Notes due 2023
under the EUR 30,000,000,000
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 7 June 2011 which received visa No. 11-204 from the *Autorité des marchés financiers* (the **AMF**) on 7 June 2011 as supplemented by the supplement dated 30 August 2011 which received visa number 11-375 from the AMF and 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 the 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. Copies of such Base Prospectus and these Final Terms are available for viewing on the websites of the Issuer (www.orange.com) and of the AMF (www.amf-france.org) and from the head office of the Issuer and the specified offices of the Paying Agents.

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|-----|---|---|
| 1. | Issuer: | France Telecom |
| 2. | (a) Series Number: | 119 |
| | (b) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Hong Kong Dollars (HKD) |
| 4. | Aggregate Nominal Amount: | |
| | (a) Tranche: | HKD 300,000,000 |
| | (b) Series: | HKD 300,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denomination: | HKD 1,000,000 |
| | (b) Calculation Amount: | HKD 1,000,000 |
| 7. | (a) Issue Date: | 6 October 2011 |
| | (b) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 6 October 2023 |
| 9. | Interest Basis: | 3.23 per cent. Fixed Rate (further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (a) Status of the Notes: | Senior, Unsecured |
| | (b) Date of the <i>Président-Directeur</i> | 4 October 2011 |



Général decision to issue the Notes:

14. Method of distribution: Non-syndicated

Provisions Relating to Interest (if any) Payable and to Index Linked Redemption

15. Fixed Rate Note Provisions: Applicable
- (a) Rate(s) of Interest: 3.23 per cent. per annum payable quarterly in arrear
- (b) Interest Payment Date(s): 6 January, 6 April, 6 July and 6 October in each year from and including 6 January 2012 up to and including the 6 October 2023 subject to modification set out below. For the avoidance of doubt the 6 October 2023 is not subject to any modification and will be the ultimate Interest Payment Date
- (c) Fixed Coupon Amount(s): Not Applicable.
The Coupon Amount will be calculated for each Interest Period using the Day Count Fraction and Modified Following Business Day Convention specified below
- (d) Broken Amount(s): Not Applicable
- (e) Day Count Fraction: Actual / 365 (Fixed)
- (f) Determination Date(s): Not Applicable
- (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: Interest Payment Dates will be subject to adjustment in accordance with the Modified Following Business Day Convention
16. Floating Rate Note Provisions: Not Applicable
17. Zero Coupon Note Provisions: Not Applicable
18. Index Linked Note Provisions: Not Applicable
19. Dual Currency Note Provisions: Not Applicable

Provisions Relating to Redemption

20. Issuer Call: Not Applicable
21. Investor Put: Not Applicable
22. Final Redemption Amount: HKD 1,000,000 per Calculation Amount
23. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6(e)): As per Condition 6(b)

General Provisions Applicable to the Notes

24. Form of Notes:
- (a) Form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event (as defined in "Form of

- Notes" in the Base Prospectus)
- (b) New Global Note: No
25. Additional Business Centre(s) or other special provisions relating to Payment Dates: Hong Kong, London, New York and TARGET
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Yes -- one talon maturing on the 6 January 2018
27. 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: Not Applicable
28. Details relating to Instalment Notes: Not Applicable
29. Redenomination applicable: Not Applicable
30. Other final terms: For the avoidance of doubt, reference to Condition 8 (*Cross-Default*) in Condition 13 (*Exchange of Talons*) shall instead be read as reference to Condition 9 (*Prescription*).

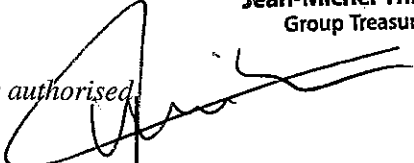
Distribution

31. (a) If syndicated, names of Managers: Not Applicable
- (b) Stabilising Manager(s) (if any): Not Applicable
32. If non-syndicated, name of relevant Dealer: Goldman Sachs International
33. U.S. Selling Restrictions: Regulation S Category 2 TEFRA D
34. Additional selling restrictions: Not Applicable

RESPONSIBILITY

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

Signed on behalf of France Telecom:

By:  **Jean-Michel Thibaud**
Group Treasurer

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Not Applicable
- (ii) Estimate of total expenses relating to admission to trading: Not Applicable

2. RATINGS

The Notes to be issued have been rated:

S&P A-

The credit rating included or referred to above has been issued by S&P, which is established in the European Union and has applied for registration under Regulation (EU) No 1060/2009.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue 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: As stated in the “Use of Proceeds” section of the Base Prospectus
- (ii) Estimated net proceeds: HKD 300,000,000
- (iii) Estimated total expenses: Not Applicable

5. YIELD

Indication of yield: ● 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. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7. PERFORMANCE OF RATE[S] OF EXCHANGE

Not Applicable

8. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0690042618
- (ii) Common Code: 069004261
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment

- (v) Names and addresses of Additional Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: No
- (vii) Address and contact details of France Telecom for all administrative communications relating to the Notes:
- France Telecom
6, place d'Alleray
75505 Paris cedex 15
France
- Telephone: +33 1 44 44 91 60
Telex: 202520
Facsimile: +33 1 40 43 04 52
Attention: +33 1 40 43 04 52



