

**Final Terms dated 26 January 2012**



**Electricité de France**

Issue of GBP 250,000,000 5.500 per cent. Notes due 17 October 2041  
under the EURO 20,000,000,000 Euro Medium Term Note Programme  
of Electricité de France

**SERIES NO: 8**  
**TRANCHE NO: 2**

(the "Notes")

to be assimilated (*assimilées*) and form a single series with the existing

GBP 1,250,000,000 5.500 per cent. Notes due 17 October 2041 issued on 17 October 2011 as  
Tranche 1 of Series 8

(the "Existing Notes")

**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 6 September 2011 which received visa no 11-391 from the *Autorité des Marchés Financiers* (the "AMF") in France on 6 September 2011 (the "**Base Prospectus**") and the supplemental Base Prospectus dated 16 November 2011 which received visa number 11-534 from the AMF in France on 16 November 2011, which together constitute a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended (by Directive 2010/73/EU (the "**2010 PD Amending Prospectus Directive**") to the extent that such amendments have been implemented in a Member State of the European Economic Area) (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 as so supplemented. 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 as so supplemented. For so long as any Notes are outstanding, copies of the Base Prospectus and the supplemental 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.

1. Issuer: Electricité de France
  2. (i) Series Number: 8  
(ii) Tranche Number: 2
- The Notes will be assimilated (*assimilées*) and form a single series with the Existing Notes as from the date of assimilation which is expected to be on or about 12 March 2012.
3. Specified Currency or Currencies: Pounds sterling ("**GBP**")
  4. Aggregate Nominal Amount:
    - (i) Series: GBP 1,500,000,000
    - (ii) Tranche: GBP 250,000,000
  5. Issue Price: 99.060 per cent. of the Aggregate Nominal Amount of this Tranche plus accrued interest from and including the Interest Commencement Date to but excluding the Issue Date amounting to GBP 3,944,672.25
  6. Specified Denominations: GBP 100,000  
(Condition 1 (b))
  7. (i) Issue Date: 30 January 2012  
(ii) Interest Commencement Date: 17 October 2011
  8. Maturity Date: 17 October 2041
  9. Interest Basis: 5.500 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:                                             | Unsubordinated                                                                                                                                                                                                                                                                                                                                                         |
|     | (ii) | Date of corporate authorisations for issuance of Notes obtained: | Resolution of the Board of Directors of the Issuer dated 12 December 2011, and decision of Henri Progllo, <i>Président-Directeur Général</i> , to issue the Notes dated 24 January 2012 and delegating to, <i>inter alios</i> , Philippe Messenger, <i>Directeur Financements – Trésorerie Groupe</i> , the authority to sign the documentation relating to the Notes. |
| 14. |      | Method of distribution:                                          | Non-syndicated                                                                                                                                                                                                                                                                                                                                                         |

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

- |     |       |                                                                                  |                                                                                                                  |
|-----|-------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| 15. |       | Fixed Rate Note Provisions                                                       | Applicable                                                                                                       |
|     | (i)   | Rate of Interest:                                                                | 5.500 per cent. per annum payable annually in arrear                                                             |
|     | (ii)  | Interest Payment Date(s):                                                        | 17 October in each year (not adjusted), from and including 17 October 2012 up to and including the Maturity Date |
|     | (iii) | Fixed Coupon Amount:                                                             | GBP 5,500 per GBP 100,000 in Nominal Amount                                                                      |
|     | (iv)  | Broken Amount(s):                                                                | Not Applicable                                                                                                   |
|     | (v)   | Day Count Fraction:                                                              | Actual/Actual(ICMA)                                                                                              |
|     | (vi)  | Determination Dates:                                                             | 17 October 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                                                                                                   |

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|-----|----------------------------------------------------------------------------|----------------|
| 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 100,000 per GBP 100,000 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
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**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |                                                                            |                                                  |
|-----|----------------------------------------------------------------------------|--------------------------------------------------|
| 24. | Form of Notes:                                                             | Dematerialised Notes                             |
|     | (i) Form of Dematerialised Notes:                                          | Bearer dematerialised form ( <i>au porteur</i> ) |
|     | (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: The provisions of Condition 1 apply
30. Consolidation provisions: The provisions of Condition 14 apply
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: Not Applicable
- (ii) Date of Subscription Agreement: 26 January 2012

- (iii) Stabilising Manager(s) (if any): Not Applicable
34. If non-syndicated, name and address of Dealer: HSBC Bank plc  
8 Canada Square  
London E14 5HQ  
United Kingdom
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: \_\_\_\_\_  
Philippe Messenger  
*Directeur Financements – Trésorerie Groupe*

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 30 January 2012.
- The Existing Notes are already admitted to trading on Euronext Paris.
- (iii) Estimate of total expenses related to admission to trading: EURO 10,900

### 3. RATINGS

The Notes to be issued have been rated:

Ratings: S & P: A+ (stable)

Moody's: Aa 3 (stable)

Each of S&P and Moody's is established in the European Union and registered under the Regulation (EC) N°1060/2009 (the "**CRA Regulation**") as amended by Regulation N°513/2011. As such, each of S&P and Moody's is included in the list of credit agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

### 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:   | GBP 250,969,672.25                               |
| (iii) | Estimated total expenses: | Not Applicable                                   |

8. **FIXED RATE NOTES ONLY – YIELD**

Indication of yield: 5.488 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: FR0011191311 until 12 March 2012, and thereafter FR0011132356

Common Code: 073963036 until 12 March 2012, and thereafter 069173713

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: Not Applicable



Agent(s) (if any):

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