

Final Terms dated 8 February 2012

**SOCIETE NATIONALE DES CHEMINS DE FER FRANÇAIS**

**Issue of EUR 100,000,000 Index Linked Interest Notes due February 2032  
under the €12,000,000,000  
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 20 December 2011 which received visa no. 11-586 from the *Autorité des marchés financiers* (the **AMF**) on 20 December 2011 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in a relevant Member State). 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. The Base Prospectus is available for viewing on the website of the AMF at [www.amf-france.org](http://www.amf-france.org) or during normal business hours at 45, rue de Londres 75379 Paris Cedex 08, France and copies may be obtained from 45, rue de Londres 75379 Paris Cedex 08, France.

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|-----|-----------------------------------|--|
| 1.  | Issuer:                           | Société Nationale des Chemins de fer Français                  |
| 2.  | (a) Series Number:                | 117  |
|     | (b) Tranche Number:               | 1  |
| 3.  | Specified Currency or Currencies: | Euro ( <b>EUR</b> )  |
| 4.  | Aggregate Nominal Amount:         |  |
|     | (a) Series:                       | EUR 100,000,000  |
|     | (b) Tranche:                      | EUR 100,000,000  |
| 5.  | Issue Price:                      | 100 per cent. of the Aggregate Nominal Amount                  |
| 6.  | (a) Specified Denominations:      | EUR 100,000  |
|     | (b) Calculation Amount:           | EUR 100,000  |
| 7.  | (a) Issue Date:                   | 10 February 2012   |
|     | (b) Interest Commencement Date:   | Issue Date   |
| 8.  | Maturity Date:                    | 10 February 2032   |
| 9.  | Interest Basis:                   | Index Linked Interest<br>(further particulars specified below) |
| 10. | Redemption/Payment Basis:         | Redemption at par  |

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|-----|---|------------------|
| 11. | Change of Interest or Redemption/Payment Basis:         | Not Applicable   |
| 12. | Put/Call Options:                                       | Not Applicable   |
| 13. | (a) Status of the Notes:                                | Unsubordinated   |
|     | (b) Date Board approval for issuance of Notes obtained: | 22 December 2011 |
| 14. | Method of distribution:                                 | Non-syndicated   |

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

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|-----|--|----------------|
| 15. | <b>Fixed Rate Note Provisions</b>            | Not Applicable |
| 16. | <b>Floating Rate Provisions</b>              | Not Applicable |
| 17. | <b>Zero Coupon Note Provisions</b>           | Not Applicable |
| 18. | <b>Index Linked Interest Note Provisions</b> | Applicable     |

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|-----|----------------|---|
| (a) | Index/Formula: | The Interest Amount ( <b>I</b> ) payable in respect of each Calculation Amount for each Interest Period shall be calculated by the Calculation Agent in accordance with the following formula and payable annually in EUR in arrears on each Specified Interest Payment Date: |
|-----|----------------|---|

$$\mathbf{I = Specified Denomination \times Interest Rate \times Day Count Fraction}$$

Where:

$$\mathbf{Interest Rate = EUR CMS 10 Year + 0.94\%}$$

And Where:

**EUR CMS 10 Year** means, in respect of any Interest Period, the annual bond basis swap rate, with a Designed Maturity of ten (10) years, expressed as a percentage, which appears on Reuters Screen ISDAFIX2 Page, under the heading "EURIBOR Basis – EUR" and above the caption "11:00 AM FRANKFURT" as of 11:00 a.m. Frankfurt time, on the relevant Interest Determination Date.

**Interest Determination Date** means two (2) TARGET Business Days prior to each relevant Interest Period.

If the Reuters Screen ISDAFIX2 Page is cancelled or unavailable, the fallback provision as set out under the definition of "EUR-Annual Swap Rate-Reference Banks" contained within the 2006 ISDA Definitions shall apply

with the modification that “Reset Date” will be replaced with “Frankfurt Business Day” and “on the day that is two TARGET Settlement Days preceding that Reset Date” should be replaced with “on the Interest Determination Date”.

- (b) Party responsible for calculating the Rate of Interest (if not the Calculation Agent) and Interest Amount (if not the Agent): HSBC France
- (c) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable: See paragraph 18(a) above.
- (d) Specified Period(s)/Specified Interest Payment Dates: 10 February in each year from (and including) 10 February 2013 to (and including) the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 18(e) below.
- (e) Business Day Convention: Following Business Day Convention
- (f) Business Centre(s) (Condition 4(j)): TARGET2
- (g) Minimum Rate of Interest: 0.00 per cent. per annum.
- (h) Maximum Rate of Interest: 6.50 per cent. per annum.
- (i) Day Count Fraction (Condition 4(j)): 30/360 (unadjusted)

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 of each Note** EUR 100,000 per Calculation Amount
- 23. **Early Redemption Amount**
  - (a) Early Redemption Amount(s) payable on redemption for taxation reasons (Condition 5(c)) or an event of default (Condition 9 (Events of Default)) and/or the method of As set out in the Conditions

calculating the same (if required or if different from that set out in the Conditions):

- (b) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 5(c)): Yes
- (c) Unmatured Coupons to become void upon early redemption (Condition 6(e)): No

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 24. (a) Form of Notes 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.
- (b) New Global Note: Yes
- 25. Financial Centre(s) (Condition 6(g)) or other special provisions relating to payment dates: TARGET2
- 26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): NO
- 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, renominatisation and reconventioning provisions: Not Applicable
- 30. Consolidation provisions: Not Applicable
- 31. Other terms or special conditions: Not Applicable

## DISTRIBUTION

- 32. (a) If syndicated, names of Managers: Not Applicable
- (b) Date of Subscription: Not Applicable

Agreement:

(c) Stabilising Manager (if any): Not Applicable

33. If non-syndicated, name of relevant Dealer: HSBC Bank plc

34. U.S. Selling Restrictions: Reg S Category 2. TEFRA D

35. Additional selling restrictions: Not Applicable

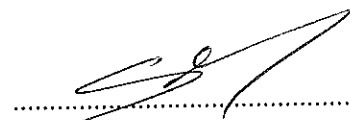
**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris S.A. of the Notes described herein pursuant to the €12,000,000,000 Euro Medium Term Note Programme of SNCF.

**RESPONSIBILITY**

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

Signed on behalf of SNCF:

By:   
.....  
*Duly authorised*

## **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 admitted to trading on the regulated market and to listing on Euronext Paris S.A. with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 9,400

### **2. RATINGS**

No specific rating has been attributed to the Notes.

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

Save for any fees payable to the Dealer, 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**

Not Applicable

### **5. YIELD**

Not Applicable

### **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: XS0744575092
- (ii) Common Code: 74457509
- (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 initial<br>Paying Agent(s):                              | <p><b>Deutsche Bank AG, London Branch</b><br/> Winchester House<br/> 1 Great Winchester Street<br/> London<br/> EC2N 2DB<br/> United Kingdom</p> <p><b>Deutsche Bank Luxembourg S.A.</b><br/> 2, boulevard Konrad Adenauer<br/> L-1115 Luxembourg<br/> Luxembourg</p>   |
| (vi)  | Names and addresses of additional<br>Paying Agent(s) (if any):                  | Not Applicable  |
| (vii) | Intended to be held in a manner<br>which would allow Eurosystem<br>eligibility: | <p>Yes</p> <p>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.</p> |