

Final Terms dated 21 January 2009



**ELECTRICITÉ DE FRANCE**

Euro 16,000,000,000 Programme for the Issuance of Debt Instruments  
Issue of Euro 2,000,000,000 6.25 per cent. Instruments due 25 January 2021  
Issue Price: 99.875 per cent.

**CALYON**  
**SOCIÉTÉ GÉNÉRALE**  
**THE ROYAL BANK OF SCOTLAND PLC**

**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 16 May 2008 which received visa no 08-091 from the *Autorité des Marchés Financiers* (the "**AMF**") in France on 16 May 2008, the supplemental Base Prospectus dated 18 September 2008 which received visa no 08-192 from the AMF on 18 September 2008 (the "**Supplement**"), the supplemental Base Prospectus dated 13 November 2008 which received visa no 08-237 from the AMF on 13 November 2008 (the "**Second Supplement**"), the supplemental Base Prospectus dated 5 December 2008 which received visa no 08-273 from the AMF on 5 December 2008 (the "**Third Supplement**") and the supplemental Base Prospectus dated 14 January 2009 which received visa no 09-008 from the AMF on 14 January 2009 (the "**Fourth Supplement**") which together constitute a prospectus (the "**Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus which was supplemented as described hereabove. For so long as any Instruments are outstanding, copies of the Base Prospectus and all four supplements (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: 81  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro
4. Aggregate Nominal Amount: Euro 2,000,000,000
5. Issue Price: 99.875 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: Euro 50,000  
(ii) Calculation Amount: Euro 50,000
7. (i) Issue Date: 23 January 2009  
(ii) Interest Commencement Date: 23 January 2009
8. Maturity Date: 25 January 2021
9. Interest Basis: 6.25 per cent. Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at Outstanding Nominal Amount
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. (i) Status of the Instruments: Unsubordinated  
(ii) Date of corporate authorisations for issuance of Instruments obtained: Board resolution dated 17 December 2008. Decision of Daniel Camus deciding the issue of Instruments dated 21 January 2009 and delegating to Sylvie Billion, *Directeur Trésorier Groupe*, the authority to issue the Instruments.
14. Method of distribution: Syndicated

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Instrument Provisions	Applicable
(i) Rate of Interest:	6.25 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	25 January in each year (not adjusted) commencing on 25 January 2010
(iii) Fixed Coupon Amount:	Euro 3,125.00 per Calculation Amount
(iv) Broken Amount(s):	Long first coupon from and including the Issue Date to but excluding the first Interest Payment Date amounting to Euro 3,142.1233 per Calculation Amount.
(v) Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Dates:	25 January in each year
(vii) Other terms relating to the method of calculating interest for Fixed Rate Instruments:	Not Applicable
16. Floating Rate Instrument Provisions	Not Applicable
17. Zero Coupon Instrument Provisions	Not Applicable
18. Index Linked Interest Instruments/other variable-linked interest Instrument provisions	Not Applicable
19. Dual Currency Instrument Provisions	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

20. Call Option (Condition 6.3)	Not Applicable
21. Put Option (Condition 6.6)	Not Applicable
22. Final Redemption Amount of each Instrument	EUR 50,000 per Calculation Amount

23. Early Redemption Amount

Early Redemption Amount(s) of each Instrument 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 Condition 6 and Condition 7

**GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

24. Form of Instruments: Bearer
- Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument.
25. New Global Instrument: Yes
26. Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
27. Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature): No
28. Details relating to Partly Paid Instruments: Not Applicable
29. Details relating to Instalment Instruments: (Condition 6.1) Not Applicable
30. Redenomination, renominatisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: Not Applicable
32. Other final terms: Not Applicable

## DISTRIBUTION

33. (i) If syndicated, names and addresses of Managers and underwriting commitments:
- CALYON  
9, Quai du Président Paul Doumer  
92920 Paris La Défense Cedex  
France  
Underwriting commitment:  
Euro 666,666,668
- Société Générale  
17 Cours Valmy  
92987 Paris La Défense  
France  
Underwriting commitment:  
Euro 666,666,666
- The Royal Bank of Scotland plc  
135 Bishopsgate  
London EC2M 3UR  
United Kingdom  
Underwriting commitment:  
Euro 666,666,666
- (ii) Date of Subscription Agreement: 21 January 2009
- (iii) Stabilising Manager(s) (if any): None
34. If non-syndicated, name and address of Dealer: Not Applicable
35. Total commission and concession: 0.19 per cent. of the Aggregate Nominal Amount
- In addition, an additional fee may be payable by the Issuer at its sole discretion to the Managers in relation to the offering of the Instruments within 15 (fifteen) calendar days following the Closing Date. Further information can be obtained from the Managers.

36. Additions or amendments to selling restrictions: Not Applicable

37. U.S. Selling Restrictions: Category 2 restrictions apply to the Instruments  
The TEFRA D Rules will apply.  
Not Rule 144A eligible.

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

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Instruments described herein pursuant to the €16,000,000,000 Programme for the Issuance of Debt Instruments of Electricité de France.

### **RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By: Sylvie BILLION

Duly authorised

## **PART B – OTHER INFORMATION**

### **1. LISTING**

- (i) Listing: Paris Stock Exchange (Euronext Paris)
- (ii) Admission to trading: Application has been made for the Instruments to be admitted to trading on Euronext Paris with effect from 23 January 2009.
- (iii) Additional publication of Base Prospectus and Final Terms: Not Applicable
- (iv) Regulated markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the securities offered or admitted to trading are already trading: Not Applicable

### **2. RATINGS**

- Ratings: The Instruments to be issued have been rated:  
S & P: A+ negative  
Moody's: Aa3 stable

### **3. NOTIFICATION**

Not Applicable

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

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

### **5. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST**

Not Applicable

### **6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i) Reasons for the offer:	The net proceeds of the Issue of the Instruments will be applied by the Issuer to meet part of its general financing requirements.
(ii) Estimated net proceeds:	Not Applicable
(iii) Estimated total expenses:	Euro 9,000 listing expenses

## 7. FIXED RATE INSTRUMENTS – YIELD

Indication of yield:	6.265 per cent. per annum.
	As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 8. OPERATIONAL INFORMATION

ISIN Code: XS0409749206

Common Code: 040974920

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

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation “yes” simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs (Euroclear Bank S.A./N.V. or Clearstream Banking *société anonyme*) as Common Safekeeper and does not necessarily mean that the Instruments 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.

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

**9. PUBLIC OFFER(S)**

Public Offer(s):

The Instruments may not, under any circumstances, be offered to the public in France, and may not, under any circumstances, be offered to the public elsewhere in circumstances which would require a prospectus to be published for this purpose, whether under Directive 2003/71/CE or under the laws of any relevant country.