

**Final Terms dated 29 May 2009**



**Electricité de France**

Issue of GBP 1,500,000,000 6.125 per cent. Notes due 2 June 2034

under the €16,000,000,000 Euro Medium Term Note Programme  
of **Electricité de France**

**SERIES NO: 2**

**TRANCHE NO: 1**

**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 18 May 2009 which received visa no 09-151 from the *Autorité des Marchés Financiers* (the "AMF") in France on 18 May 2009 which constitutes a 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 offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. For so long as any Notes are outstanding, copies of the 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:                | 2                                |
|    | (ii) Tranche Number:              | 1                                |
| 3. | Specified Currency or Currencies: | Pounds sterling (" <b>GBP</b> ") |

- |     |   |   |
|-----|---|---|
| 4.  | Aggregate Nominal Amount:   | GBP 1,500,000,000   |
| 5.  | Issue Price:  | 96.760 per cent of the Aggregate Nominal Amount   |
| 6.  | Specified Denominations: (Condition 1 (b))                            | GBP 50,000  |
| 7.  | (i) Issue Date:   | 2 June 2009   |
|     | (ii) Interest Commencement Date:                                      | Issue Date  |
| 8.  | Maturity Date:  | 2 June 2034   |
| 9.  | Interest Basis:   | 6.125 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 20 May 2009 and decision of Daniel Camus deciding to issue the Notes dated 29 May 2009 and delegating to Sylvie Billion, <i>Directeur Financier Groupe</i> , the authority to issue the Notes. |
| 14. | Method of distribution:   | Syndicated  |

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

- |     |                                   |   |
|-----|-----------------------------------|---|
| 15. | <b>Fixed Rate Note Provisions</b> | Applicable  |
|     | (i) Rate of Interest:             | 6.125 per cent. per annum payable annually in arrear  |
|     | (ii) Interest Payment Date(s):    | 2 June in each year (not adjusted), commencing on 2 June 2010 and ending on the Maturity Date |
|     | (iii) Fixed Coupon Amount:        | GBP 3,062.50 per GBP 50,000 in Nominal Amount   |

(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual(ICMA)
(vi)	Determination Dates:	2 June 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 Notes/other variable-linked interest Note provisions</b>	Not Applicable
19.	<b>Dual Currency Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

20.	<b>Call Option</b>	Not Applicable
21.	<b>Put Option</b>	Not Applicable
22.	<b>Final Redemption Amount of each Note</b>	GBP 50,000 per GBP 50,000 in Nominal 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 set out in the Conditions

## 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:	Not Applicable
30.	Consolidation provisions:	Not Applicable
31.	<i>Masse</i> (Condition 11):	Applicable
		Initial Representative:
		Xavier Beurtheret
		c/o The Royal Bank of Scotland 94, boulevard Haussmann 75008 Paris France
		Alternative Representative:
		Muriel Caton
		c/o The Royal Bank of Scotland 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:
- Barclays Bank PLC  
5 The North Colonnade  
Canary Wharf  
London E14 4BB  
United Kingdom
- Underwriting commitment: GBP 500,000,000
- Lloyds TSB Bank plc  
10 Gresham Street  
London EC2V 7AE  
United Kingdom
- Underwriting commitment: GBP 500,000,000
- The Royal Bank of Scotland plc  
135 Bishopsgate  
London EC2M 3UR  
United Kingdom
- Underwriting commitment: GBP 500,000,000
- (ii) Date of Subscription Agreement: 29 May 2009
- (iii) Stabilising Manager(s) (if any): The Royal Bank of Scotland plc
34. If non-syndicated, name and address of Dealer: Not Applicable
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 €16,000,000,000 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: .....  
Duly authorised

## **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 2 June 2009 |
| (iii) | Estimate of total expenses related to admission to trading: | €15,500  |

### **3. RATINGS**

The Notes to be issued have been rated:

- |          |          |               |
|----------|----------|---------------|
| Ratings: | S & P:   | A+ (negative) |
|          | Moody's: | Aa 3 (stable) |

### **4. NOTIFICATION**

Not Applicable

### **5. 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 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:   | Not Applicable                                   |
| (iii) | Estimated total expenses: | Not Applicable                                   |

8. **FIXED RATE NOTES ONLY – YIELD**

Indication of yield: 6.388 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: FR0010763177

Common Code: 043132539

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 free of 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 Agent(s) (if any): Not Applicable

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