

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II") or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, "Insurance Mediation Directive" or "IMD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended (the "Prospectus Directive"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the manufacturers' product approval process, the target market assessment in respect of the Notes taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**Final Terms dated 25 September 2018**

**RTE Réseau de transport d'électricité**

**Issue of €500,000,000 2.125 per cent. Notes due 27 September 2038  
under the €10,000,000,000 Euro Medium Term Note Programme  
of RTE Réseau de transport d'électricité**

**SERIES NO: 18**

**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 6 June 2018 which has received visa no. 18-229 from the *Autorité des marchés financiers* ("AMF") on 6 June 2018 (the "Base Prospectus") and the supplement to the Base Prospectus dated 17 September 2018 which has received from the AMF visa no. 18-437 on 17 September 2018 (the "Prospectus Supplement"), which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (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. The Base Prospectus and the Prospectus Supplement are available for viewing free of charge on the website of the AMF "www.amf-france.org", on the website of the Issuer "www.rte-france.com" and for inspection at the specified offices of the Paying Agents.

1	Issuer:	RTE Réseau de transport d'électricité
2	(i) Series Number:	18
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro ("€")
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	€500,000,000
	(ii) Tranche:	€500,000,000
5	Issue Price:	99.100 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	€100,000
7	(i) Issue Date:	27 September 2018
	(ii) Interest Commencement Date:	27 September 2018
8	Maturity Date:	27 September 2038
9	Interest Basis/Rate of Interest:	2.125 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Make-Whole Redemption by the Issuer Residual Maturity Call Option Clean-Up Call Option (further particulars specified below)
13	(i) Status of the Notes:	Unsubordinated
	(ii) Date of corporate authorisations for the issuance of Notes obtained:	Decision of the Supervisory Board ( <i>Conseil de surveillance</i> ) of the Issuer dated 12 December 2017.  Decision of the Executive Board ( <i>Directoire</i> ) of the Issuer dated 12 December 2017 authorising the issue of <i>obligations</i> and delegating to its Chairman and to its member and <i>Directrice Générale Adjointe en charge de Finances et Achats</i> (Deputy Executive Director Finance and Procurement) of the Issuer, the authority to issue <i>obligations</i> .  Decision of Mrs. Valérie Champagne, member of the Executive Board ( <i>Directoire</i> ) and <i>Directrice Générale Adjointe en charge de Finances et Achats</i> (Deputy Executive Director Finance and Procurement) of the

Issuer, to issue the Notes dated 20 September 2018.

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

- |           |   |  |
|-----------|---|--|
| <b>14</b> | <b>Fixed Rate Note Provisions:</b>        | Applicable   |
|           | (i) Rate of Interest:                     | 2.125 per cent. per annum payable in arrear on each Interest Payment Date                  |
|           | (ii) Interest Payment Dates:              | 27 September in each year commencing on 27 September 2019 and ending on the Maturity Date. |
|           | (iii) Fixed Coupon Amount:                | €2,125 per €100,000 in Nominal Amount.   |
|           | (iv) Broken Amount:                       | Not Applicable   |
|           | (v) Day Count Fraction (Condition 5(a)):  | Actual/Actual ICMA   |
|           | (vi) Determination Date (Condition 5(a)): | 27 September in each year  |
| <b>15</b> | <b>Floating Rate Provisions:</b>          | Not Applicable   |
| <b>16</b> | <b>Zero Coupon Note Provisions:</b>       | Not Applicable   |

#### PROVISIONS RELATING TO REDEMPTION

- |           |  |  |
|-----------|--|--|
| <b>17</b> | <b>Call Option:</b>  | Not Applicable   |
| <b>18</b> | <b>Make-Whole Redemption by the Issuer (Condition 6(b)):</b>   | Applicable   |
|           | (i) Notice period:   | As per Condition 6(b)  |
|           | (ii) Reference Security:   | The 4 per cent. <i>Bundesobligationen</i> of the <i>Bundesrepublik Deutschland</i> due 4 January 2037 with ISIN DE0001135275   |
|           | (iii) Reference Dealers:   | As per Condition 6(b)  |
|           | (iv) Similar Security:   | Reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes |
|           | (v) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent): | Not Applicable   |
|           | (vi) Redemption Margin:  | 0.20 per cent. per annum   |
| <b>19</b> | <b>Clean-Up Call Option:</b>   | Applicable   |

- (i) Clean-Up Redemption Amount: €100,000 per Note of €100,000 Specified Denomination
- 20 Put Option: Not Applicable
- 21 Residual Maturity Call Option: Applicable
- (i) Call Option Date: 27 June 2038
- 22 Final Redemption Amount of each Note: €100,000 per Note of €100,000 Specified Denomination
- 23 Early Redemption Amount:
- (i) Early Redemption Amount(s) payable on redemption for taxation reasons, for or an event of default or other early redemption: €100,000 per Note of €100,000 Specified Denomination
- (ii) Early Redemption for taxation reasons on days other than Interest Payment Dates: Yes

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 24 Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption (or successor exemption as contemplated by Notice 2012-20): Not Applicable
- 25 Financial Centre: Not Applicable
- 26 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
- 27 Redenomination, renominatisation and reconventioning provisions: Not Applicable
- 28 Consolidation provisions: Not Applicable
- 29 Possibility of resale of purchased Notes in accordance with Articles L.213-1 A and D.213-1 A of the French *Code monétaire et financier*: Yes
- 30 Masse (Condition 11): Name and address of the Representative:
- Xavier BEURTHERET  
Crédit Agricole Corporate and Investment Bank  
12, place des Etats-Unis  
CS 70052  
92547 Montrouge Cedex  
France
- The Representative will receive no remuneration.

## **RESPONSIBILITY**

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

Signed on behalf of the Issuer

By: Valérie CHAMPAGNE

Duly authorised

A handwritten signature in black ink, appearing to read 'V. Champagne', with a horizontal line drawn underneath it.

## PART B – OTHER INFORMATION

### 1 LISTING

- (i) Listing: Paris Stock Exchange (Euronext Paris)
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 27 September 2018
- (iii) Estimate of total expenses related to admission to trading: €17,700 (including the AMF fees)

### 2 RATINGS AND EURO EQUIVALENT

- Ratings: The Notes to be issued have been rated:
- S&P: A S&P is established in the European Union, is registered under Regulation (EC) No 1060/2009, as amended (the “CRA Regulation”) and is included in the list of registered credit rating agencies published on the European Securities and Markets Authority’s website ([www.esma.europa.eu/supervision/credit-rating-agencies/risk](http://www.esma.europa.eu/supervision/credit-rating-agencies/risk)).
- Euro equivalent: Not Applicable
- The aggregate principal amount of Notes issued has been converted into Euro at the rate of [•], producing a sum of: Not Applicable

### 3 NOTIFICATION

Not Applicable

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

Save as disclosed 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.

### 5 THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS

Not Applicable

### 6 YIELD

- Indication of yield: 2.181 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.

## 7 OPERATIONAL INFORMATION

- (i) ISIN: FR0013368172
- (ii) Common Code: 188560563
- (iii) Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of initial Paying Agent(s): BNP Paribas Securities Services  
3-5-7 rue Général Compans  
93500 Pantin  
France
- (vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vii) 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

## 8 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (A) Names of Managers: Crédit Agricole Corporate and Investment Bank  
HSBC Bank plc  
NatWest Markets Plc  
Natixis  
SMBC Nikko Capital Markets Limited  
Société Générale
- (B) Stabilising Manager if any: Not Applicable
- (iii) If non-syndicated, name and address of Dealer: Not Applicable
- (iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2 applies to the Notes;  
TEFRA not applicable
- (v) Prohibition of Sales to EEA Retail Investors: Applicable

