Final Terms dated 1 February 2011

RTE EDF Transport S.A.

Issue of €500,000,000 4.125 per cent. Notes due 3 February 2021
under the €6,000,000,000 Euro Medium Term Note Programme

of RTE EDF Transport S.A.

SERIES NO: 5

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 4 May 2010 which has received visa no. 10-109 from the Autorité des marchés financiers ("AMF") on 3 May 2010 and the supplement to the Base Prospectus dated 20 January 2011 which has received visa no.11-020 from the AMF on 20 January 2011 which together constitute a base 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 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 supplement to the Base Prospectus 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 Agent.

1 Issuer: RTE EDF Transport S.A.

2 (i) Series Number: 5

(ii) Tranche Number: 1

3 Specified Currency or Currencies: Euro ("€")

4 Aggregate Nominal Amount of Notes admitted to trading: €500,000,000

5 Issue Price: 99.775 per cent. of the Aggregate Nominal Amount

6 Specified Denomination(s): €100,000

7 (i) Issue Date: 3 February 2011

(ii) Interest Commencement Date: Issue Date

8 Maturity Date: 3 February 2021

9 Interest Basis/Rate of Interest: 4.125 per cent. Fixed Rate (further particulars specified below)

10 Redemption/Payment Basis: Redemption at par
Not Applicable
Not Applicable
Unsubordinated

Decision of the Supervisory Board (Conseil de surveillance) of the Issuer dated 10 December 2010.

Decision of the Executive Board (Directoire) of the Issuer dated 13 December 2010 authorising the issue of obligations and delegating to Philippe Dupuis, member of the Executive Board (Directoire) the authority to issue obligations.

Decision of Philippe Dupuis to issue the Notes dated 25 January 2011.
PROVISIONS RELATING TO REDEMPTION

20 Call Option: Not Applicable
21 Put Option: Not Applicable
22 Final Redemption Amount: Nominal Amount
23 Early Redemption Amount

Early Redemption Amount(s) payable on redemption for taxation reasons, for or an 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 per Conditions

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: Not Applicable

25 Financial Centre(s) or other special provisions relating to payments 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: 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: amount of each instalment, date on which each payment is to be made: Not Applicable

29 Redenomination, renominalisation and reconventioning provisions: Not Applicable

30 Consolidation provisions: Not Applicable
31 Masse (Condition 11):

Applicable

The initial Representative will be:
Alice Bonardi
3, rue Taitbout
75009 Paris
France

The alternative Representative will be:
Patrick Calinski
3, rue d'Antin
75002 Paris
France

The Representatives will not receive any remuneration.

32 Other final terms:

Not Applicable

33 Tax regime:

As per Conditions

DISTRIBUTION

33 (a) If syndicated, names of Managers:

BNP Paribas
Crédit Agricole Corporate and Investment Bank
Merrill Lynch International
The Royal Bank of Scotland plc

(b) Stabilising Manager(s) (if any):

Not Applicable

34 If non-syndicated, name of Dealer:

Not Applicable

35 Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:

TEFRA rules not applicable

36 Additional selling restrictions:

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 6,000,000,000 Euro Medium Term Notes Programme of RTE EDF Transport S.A.

RESPONSIBILITY

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

Signed on behalf of the Issuer

By: Philippe Dupuis
Duly authorised

A12978997 4
PART B – OTHER INFORMATION

1 RISK FACTORS
Not Applicable

2 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 3 February 2011
(iii) Estimate of total expenses related to admission to trading: €11,450 (listing fees)

3 RATINGs AND EURO EQUIVALENT
Ratings:
Applicable

The Notes to be issued have been rated:
Standard & Poor's Ratings Services: A+

The credit ratings referred to above have been issued by Standard & Poor’s Ratings Services, which is established in the European Union and has applied to be registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies

The aggregate principal amount of Notes issued has been converted into Euro at the rate of [●], producing a sum of: Not Applicable

4 NOTIFICATION
Not Applicable

5 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE
Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

6 THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS
Not Applicable

7 YIELD
Indication of yield: 4.153 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.
8 OPERATIONAL INFORMATION

(i) ISIN Code: FR0011001098

(ii) Common Code: 058743577

(iii) 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

(iv) Delivery: Delivery against payment

(v) Names and addresses of initial Paying Agent:
BNP Paribas Securities Services
Les Grands Moulins de Pantin
9, rue du Débarcadère
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