

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA") or in the United Kingdom ("UK"). 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 2016/97/EU (the "Insurance Distribution Directive"), 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 Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK 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 6 July 2020**

**RTE Réseau de transport d'électricité**

**Issue of €500,000,000 0.625 per cent. Notes due 8 July 2032  
under the €10,000,000,000 Euro Medium Term Note Programme  
of RTE Réseau de transport d'électricité**

**Legal entity identifier (LEI): 969500JRJW0K2ET1UP76**

**SERIES NO: 21**

**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 26 June 2020 which has received approval no. 20-286 from the *Autorité des marchés financiers* ("AMF") on 26 June 2020 (the "Base Prospectus"), which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all relevant information. The Base Prospectus is available for viewing free of charge on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)), on the website of the Issuer ([www.rte-france.com](http://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:	21
	(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:	99.540 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	€100,000
7	(i) Issue Date:	8 July 2020
	(ii) Interest Commencement Date:	8 July 2020
8	Maturity Date:	8 July 2032
9	Interest Basis/Rate of Interest:	0.625 per cent. Fixed Rate <i>(further particulars specified below)</i>
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 <i>(further particulars specified below)</i>
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 2019.  Decision of the Executive Board ( <i>Directoire</i> ) of the Issuer dated 12 December 2019 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 30 June 2020.

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

14	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	0.625 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	8 July in each year commencing on 8 July 2021 and ending on the Maturity Date.
	(iii) Fixed Coupon Amount:	€625 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)):	8 July in each year
15	Floating Rate Provisions:	Not Applicable
16	Zero Coupon Note Provisions:	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

17	Call Option:	Not Applicable
18	Make-Whole Redemption by the Issuer (Condition 6(b)):	Applicable
	(i) Notice period:	As per Condition 6(b)
	(ii) Reference Security:	The 0.00 per cent. <i>Bundesobligationen</i> of the <i>Bundesrepublik Deutschland</i> due 15 February 2030 with ISIN DE0001102499
	(iii) Reference Dealers:	As per Condition 6(b)
	(iv) Reference Screen Rate:	Bloomberg Screen
	(v) 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
	(vi) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
	(vii) Make-whole Redemption Margin:	0.20 per cent. per annum
19	Clean-Up Call Option:	Applicable

20	Put Option:	Not Applicable
21	Residual Maturity Call Option:	Applicable
	(i) Residual Maturity Call Option Date:	As from 8 April 2032
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 ( <i>au porteur</i> )
	(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	Masse (Condition 11):	Name and address of the Representative:  Xavier Beurtheret Crédit Agricole Corporate and Investment Bank 12, place des Etats-Unis CS40052 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:

Duly authorised

A handwritten signature in blue ink, appearing to read 'V. A. ...', is written over the 'By:' line.

## PART B – OTHER INFORMATION

### 1 LISTING

- |   |  |
|---|--|
| (i) Listing:  | Paris Stock Exchange (Euronext Paris)  |
| (ii) Admission to trading:  | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 8 July 2020. |
| (iii) Estimate of total expenses related to admission to trading: | €8,500   |

### 2 RATINGS AND EURO EQUIVALENT

- |   |   |
|---|---|
| Ratings:  | The Notes to be issued have been rated:<br>S&P Global Ratings Europe Limited (“S&P”): A<br>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 ESMA’s website (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 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.

### 4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- |                              |                            |
|------------------------------|----------------------------|
| (i) Reasons for the offer:   | General corporate purposes |
| (ii) Estimated net proceeds: | €496,500,000               |

### 5 YIELD

- |                      |                            |
|----------------------|----------------------------|
| Indication of yield: | 0.665 per cent. per annum. |
|----------------------|----------------------------|

### 6 OPERATIONAL INFORMATION

- |                   |              |
|-------------------|--------------|
| (i) ISIN:         | FR0013522695 |
| (ii) Common Code: | 219958030    |

- (iii) Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV 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  
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

## 7 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (A) Names of Managers: Crédit Agricole Corporate and Investment Bank  
HSBC France  
Natixis  
NatWest Markets N.V.  
SMBC Nikko Capital Markets Europe GmbH  
Société Générale
- (B) Stabilising Manager if any: Crédit Agricole Corporate and Investment Bank
- (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 and UK Retail Investors: Applicable