

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not 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 on markets in financial instruments, as amended ("MiFID II") or (ii) a customer within the meaning of Directive 2016/97/EU on insurance distribution, as amended (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. 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.

PROHIBITION OF SALES TO 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 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 (8) of Article 2 of Commission Delegated Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK 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 19 of the Guidelines published by the European Securities and Markets Authority on 3 August 2023 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.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment, taking into account the five (5) categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit: our approach to EU non-legislative materials"), in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); 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 manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 5 December 2023

RTE Réseau de transport d'électricité

**Issue of €500,000,000 3.50 per cent. Notes due 7 December 2031
under the €12,000,000,000 Euro Medium Term Note Programme
of RTE Réseau de transport d'électricité**

Legal entity identifier (LEI): 969500JRJW0K2ET1UP76

SERIES NO: 25

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 12 July 2023 which has received approval no. 23-311 from the *Autorité des marchés financiers* ("AMF") on 12 July 2023 (the "**Base Prospectus**") and the supplement to the Base Prospectus dated 30 October 2023 which has received approval no. 23-452 from the AMF on 30 October 2023 (the "**Supplement**"), which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (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 and the Supplement in order to obtain all relevant information. The Base Prospectus and the 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:	25
	(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:	99.883 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	€100,000
7	(i) Issue Date:	7 December 2023
	(ii) Interest Commencement Date:	7 December 2023
8	Maturity Date:	7 December 2031
9	Interest Basis/Rate of Interest:	3.50 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 15 December 2022. Decision of the Executive Board (<i>Directoire</i>) of the Issuer dated 19 December 2022 authorising the issue of <i>obligations</i> and delegating to its Chairman (<i>Président du Directoire</i>) with the right to subdelegate such power to the <i>Directeur Général du Pôle Finances, Achats et Risques</i> , the authority to issue <i>obligations</i> . Decision of Mr. Xavier Piechaczyk, Chairman of the Executive Board (<i>Président du Directoire</i>) dated 27 October 2023 delegating the authority to issue

obligations to the Directeur Général du Pôle Finances, Achats et Risques.

Decision of Mr Thomas Veyrenc, member of the Executive Board (*Directoire*) and *Directeur Général du Pôle Finances, Achats et Risques* of the Issuer, to issue the Notes dated 5 December 2023.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions:	Applicable
	(i) Rate of Interest:	3.50 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	7 December in each year commencing on 7 December 2024 and ending on the Maturity Date.
	(iii) Fixed Coupon Amount:	€3,500 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)):	7 December 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 August 2031 with ISIN DE0001102564
	(iii) Reference Dealers:	As per Condition 6(b)
	(iv) Reference Screen Rate:	Not Applicable
	(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): Aether Financial Services
- (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 7 September 2031
- 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, renominalisation and reconventioning provisions: Not Applicable
- 28** Consolidation provisions: Not Applicable

29 Masse (Condition 11):

Name and address of the Representative:

MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
33, rue Anna Jacquin
92100 Boulogne Billancourt
France

Represented by its Chairman

The Representative will receive a remuneration of
EUR 400 (VAT excluded) per year, payable upfront
on the Issue Date.

RESPONSIBILITY

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

Signed on behalf of the Issuer

By: Thomas Veyrenc

Duly authorised

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 7 December 2023. |
| (iii) Estimate of total expenses related to admission to trading: | €7,550 |

2 RATINGS AND EURO EQUIVALENT

- | | |
|---|---|
| Ratings: | The Notes to be issued are expected to be rated:

S&P Global Ratings Europe Limited (“ 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 by the European Securities and Markets Authority on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk) in accordance with CRA Regulation.

As defined by Standard & Poor’s, an “A” rating means that the Issuer’s capacity to meet its financial commitment on the obligation is strong but somewhat susceptible to adverse economic conditions. |
| 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.

The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- | | |
|----------------------------|---|
| (i) Reasons for the offer: | The Notes constitute Green Bonds and the net proceeds will be used to finance and/or refinance one or more of |
|----------------------------|---|

the projects included in the Eligible Green Projects pursuant to the Green Financing Framework (as defined in the section “*Use of Proceeds*” of the Base Prospectus).

The Green Financing Framework received a second party opinion from Vigeo Eiris.

The Green Financing Framework and the second party opinion are available on the Issuer’s website (<https://www.rte-france.com/finances/chiffres-cles-et-publications-financieres#ProgrammeEMTN>).

(ii) Estimated net proceeds: €498,415,000

5 YIELD

Indication of yield: 3.517 per cent. per annum.

6 OPERATIONAL INFORMATION

- (i) ISIN: FR001400MIG4
- (ii) Common Code: 273031944
- (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
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

7 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
 - (A) Names of Managers: Barclays Bank Ireland PLC

BNP Paribas
Crédit Agricole Corporate and Investment Bank
Crédit Industriel et Commercial S.A.
Natixis
NatWest Markets N.V.
SMBC Bank EU AG
Société Générale

- (B) Stabilisation Manager if any: Société Générale
- (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
- (vi) Prohibition of Sales to UK Retail Investors: Applicable