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Final Terms dated 13 September 2013



**Issue of € 300,000,000 3.000 per cent. Notes due 25 April 2019
benefiting from the unconditional and irrevocable guarantee of the French State**

to be assimilated (*assimilables*) and form a single series with the existing:

- **€ 1,000,000,000 3.000 per cent. Notes due 25 April 2019 issued on 29 February 2012 benefiting from the unconditional and irrevocable guarantee of the French State (Tranche 1), and**
- **€ 300,000,000 3.000 per cent. Notes due 25 April 2019 issued on 25 April 2012 benefiting from the unconditional and irrevocable guarantee of the French State (Tranche 2),**

under the € 14,000,000,000 Euro Medium Term Note Programme
of UNEDIC

Series No.: 5

Tranche No.: 3

Issue Price: 106.919 per cent. of the Aggregate Nominal Amount of the Tranche,
plus an amount corresponding to accrued interest at a rate of 1.19178 per cent. of such Aggregate Nominal
Amount for the period from, and including, 25 April 2013 to, but excluding, 17 September 2013

**CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK
NATIXIS
BANK OF AMERICA MERRILL LYNCH**

Joint Lead Managers

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 26 March 2012 (which received on that date the visa of the *Autorité des marchés financiers* (the "AMF") number 12-131), the supplement to the Base Prospectus dated 10 September 2012 (which received on that date the visa of the AMF number 12-437) and the supplement to the Base Prospectus dated 4 December 2012 (which received on that date the visa of the AMF number 12-0585) (together the "**Original Base Prospectus**") which together constitute a base prospectus for the purposes of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (which includes the amendments made by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010, to the extent that such amendments have been implemented in a Member State of the European Economic Area) (the "**Prospectus Directive**").

This document constitutes the Final Terms relating to the issue of the notes (the "**Notes**") described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus dated 20 March 2013 and the supplement to the Base Prospectus dated 29 July 2013 (together the "**Current Base Prospectus**"), except in respect of the Conditions which are extracted from the Original 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, the Original Base Prospectus and the Current Base Prospectus. The Final Terms, the Original Base Prospectus and the Current Base Prospectus are available for viewing on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (www.unedic.org) and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

1. **Issuer:** UNEDIC
2. **Guarantee:** Applicable
Unconditional and irrevocable guarantee from the French State granted pursuant to Article 80 of the law no. 2012-1510 dated 29 December 2012 (French *loi de finances rectificative pour 2012*) and Article 1 of the decree (*arrêté*) of the Minister for Economy and Finance dated 31 January 2013 published in the *Journal Officiel* of the Republic of France on 7 February 2013.
3. (i) **Series Number:** 5
(ii) **Tranche Number:** 3
The Notes will be fully assimilated (*assimilées*) and form a single series with the Existing Notes not earlier than 40 days after the Issue Date (the "**Assimilation Date**")
4. **Specified Currency:** Euros ("€")

5. Aggregate Nominal Amount:	
(i) Series:	€ 1,600,000,000
(ii) Tranche:	€ 300,000,000
6. Issue proceeds:	
(i) Gross issue proceeds:	€ 324,332,340.00
(ii) Estimated net issue proceeds:	€ 323,957,340.00
7. Issue Price:	106.919 per cent. of the Aggregate Nominal Amount of the Tranche, plus an amount corresponding to accrued interest at a rate of 1.19178 per cent. of such Aggregate Nominal Amount for the period from, and including, 25 April 2013 to, but excluding, 17 September 2013
8. Denomination:	€ 100,000
9. Number of Notes issued:	1,000
10. (i) Issue Date:	17 September 2013
(ii) Interest Commencement Date:	25 April 2013
11. Maturity Date:	25 April 2019
12. Interest Rate:	3.000 per cent. <i>per annum</i> Fixed Rate
13. Redemption/Payment Basis:	Redemption at par
14. Change of Interest Rate or Redemption/Payment Basis:	Not Applicable
15. Option:	Not Applicable
16. Date of authorisations for issuance of Notes:	Decision of the Board of directors dated 24 January 2013 setting the terms for determining the characteristics of the issue and authorising, from February 2013 until February 2014, Vincent Destival, <i>Directeur général</i> of the Issuer to determine its final terms
17. Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST PAYABLE

18. Fixed Rate Notes Provisions:	Applicable
(i) Rate of Interest:	3.000 per cent. <i>per annum</i> payable annually in arrear
(ii) Interest Payment Dates:	25 April in each year commencing on 25 April 2014

- (iii) Fixed Coupon Amounts: € 3,000 per € 100,000 in Denomination
- (iv) Broken Amount(s): Not applicable
- (v) Day Count Fraction: Actual/Actual - ICMA
- (vi) Determination Dates: 25 April in each year
- (VII) Other terms relating to the method of calculating interest: Not Applicable

19. Floating Rate Notes Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option: Not Applicable

21. Other Option: Not Applicable

22. Final Redemption Amount of each Note: € 100,000 per Note of € 100,000 Denomination

23. Early Redemption Amount:

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 and/or any other terms (if required or if different from that set out in the Conditions):

As specified in Condition 7 of the Terms and Conditions of the Original Base Prospectus

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes:

(i) Form of Notes: Dematerialised Notes in bearer form (*au porteur*)

(ii) Registration Agent: Not Applicable

25. Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 8(d): Not Applicable

26. Redenomination, renominatisation and reconventioning provisions: Not Applicable

27. Consolidation provisions: Not Applicable

28. Masse (Condition 12): The name and address of the initial Representative of the *Masse* are:

Mr. Laurent Letohic
9, quai du Président Paul Doumer
92920 Paris La Défense Cedex

France

The name and address of the alternate Representative of the *Masse* are:

Mr. Benoît Delahaye
9, quai du Président Paul Doumer
92920 Paris La Défense Cedex
France

The Representative of the *Masse* will not be remunerated with respect to its appointment as Representative.

29. Other final terms:

Not Applicable

DISTRIBUTION

30. (i) If syndicated, names of Joint Lead Managers

Crédit Agricole Corporate and Investment Bank

Natixis
Bank of America Merrill Lynch

(ii) Stabilising Manager (if any):

Crédit Agricole Corporate and Investment Bank

31. If non-syndicated, name of Dealer:

Non Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 14,000,000,000 Euro Medium Term Note Programme of UNEDIC.

RESPONSIBILITY

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

Signed on behalf of UNEDIC:

By:

Duly authorised

PART B – OTHER INFORMATION

1. ADMISSION TO TRADING

- (i) (a) 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 17 September 2013.
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: The Existing Notes are already admitted to trading on Euronext Paris.
- (ii) Estimate of total expenses related to admission to trading: € 3,900
- (iii) Additional publication of Base Prospectus and Final Terms: Not Applicable

3. RATINGS

- Ratings: The Notes to be issued are expected to be rated by Standard & Poor's Credit Market France SAS, Moody's Investors Service Limited and Fitch's France S.A.S :
- S & P: AA+
- Moody's: Aa1
- Fitch: AA+
- In accordance with Regulation (EC) No 1060/2009 dated 16 September 2009 of the European Parliament and of the Council, each of Standard & Poor's Credit Market France SAS, Moody's Investors Service Limited and Fitch France S.A.S. is included in the list of registered credit rating agencies published on the European Securities and Markets Authority's website.

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

Save as discussed in "Subscription and Sale" of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. REASONS FOR THE OFFER

- Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus.

6. YIELD

Yield: 1.694 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

Temporary ISIN Code: FR0011568807

ISIN Code as from the Assimilation Date: FR0011212232

Temporary Common Code: 097258856

Common Code as from the Assimilation Date: 075272740

Depositories: Euroclear France to act as Central Depository

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): **BNP Paribas Securities Services**
(affilié auprès d'Euroclear France sous le numéro adhérent 29106)
Les Grands Moulins de Pantin
9, rue du Débarcadère
93500 Pantin
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable