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Final Terms dated 12 January 2017

Unédic

Issue of € 1,250,000,000 0.125 per cent. Negotiable Medium Term Notes due 25 May 2022

under the € 6,000,000,000 NEGOCIABLE MEDIUM TERM NOTES PROGRAMME
of UNEDIC

Issue n°: 2

Issue Price: 99.920 %%

**BNP PARIBAS
BRED BANQUE POPULAIRE
DEUTSCHE BANK
HELABA**

Joint Lead Managers

PARTIE 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 30 August 2016 (which received on that date the visa of the *Autorité des marchés financiers* number 16-404) which constitutes 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 described hereafter for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC and contains the definitive terms of the Notes. These Final Terms supplement the Base Prospectus dated 30 August 2016 relating to the Programme and must be read in conjunction therewith.

The Final Terms and the Base Prospectus are available for viewing on the websites of (a) the *Autorité des marchés financiers* (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 where copies may be obtained.

1.	Issuer :	UNEDIC
2.	Issue n° :	2
3.	Specified Currency(ies) :	Euro (€)
4.	Aggregate Nominal Amount:	€ 1,250,000,000
5.	Issue proceeds:	
	(i) Gross issue proceeds:	€ 1,249,000,000
	(i) Estimated net issue proceeds:	€ 1,248,125,000
6.	Issue Price:	99.920 % of the Aggregate Nominal Amount
7.	Denomination:	€ 200,000
8.	Number of Notes issued:	6,250
9.	(i) Issue Date:	16 January 2017
	(ii) Interest Commencement Date:	16 January 2017
10.	Maturity Date:	25 May 2022
11.	Interest Rate:	Fixed rate of 0.125 % <i>per annum</i>
12.	Redemption/Payment Basis:	Redemption at par
13.	Change of Redemption/Payment Basis:	Not Applicable
14.	Option :	Not Applicable
15.	Date of authorisations for issuance of Notes:	Decision of the Board of directors dated 27 June 2016
16.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST PAYABLE

17. Fixed Rate Notes Provisions :

- | | | |
|-------|--|---|
| (i) | Rate of Interest: | 0.125% per cent. <i>per annum</i> payable annually in arrear |
| (ii) | Interest Payment Date(s): | 25 May in each year up to and including the Maturity Date, commencing on 25 May 2017
There will be a short first coupon in respect of the first Interest Period, from and including the Interest Commencement Date up to, but excluding, 25 May 2017 (the " First Short Coupon ") |
| (iii) | Fixed Interest Amount(s): | € 250 per € 200,000 in Denomination excluding the First Short Coupon |
| (iv) | Broken Amount(s): | € 88.356164 per € 200,000 in Denomination in respect of the First Short Coupon |
| (vi) | Determination Date(s): | 25 May in each year |
| (vii) | Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|---|---|
| 18. | Call Option : | Not Applicable |
| 19. | Final Redemption Amount of each Note : | € 200,000 per Note of € 200,000 Denomination |
| 20. | Early Redemption Amount:
Early Redemption Amount(s) of each Note payable on redemption for taxation reasons 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 Article 5.10.1 of the Base Prospectus |

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 6,000,000,000 Negotiable Medium Term Notes (*Titres Négociables à Moyen Terme*) Programme of UNEDIC.

RESPONSIBILITY

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

Signed on behalf of UNEDIC:

By : _____
Duly authorised

PARTIE B – OTHER INFORMATION

1. ADMISSION TO TRADING:

- (i) 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 16 January 2017.
- (ii) Estimate of total expenses related to admission to trading: € 9,450 (€ 4,450 to Euronext and € 5,000 to the AMF)

2. RATINGS

Ratings : The Notes to be issued are expected to be rated by Moody's Investors Service Limited and Fitch France S.A.S as follows :

Moody's : Aa2

Fitch : AA

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" section in the Base Prospectus*

6. YIELD

Yield : 0.140%

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

9. OPERATIONAL INFORMATION

ISIN Code: FR0124175367

Common Code: 155053755

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

Names and addresses of initial Paying and Calculating Agent(s) for the Notes:

BNP Paribas Securities Services (en tant que mandataire de BNP Paribas)

Numéro Affilié Euroclear France: 29106

Les Grands Moulins de Pantin

9, rue du Débarcardère

93500 Pantin

France

Other

These Final Terms were filed with the Banque de France on 12 January 2017.