

THIS DOCUMENT IS A FREE NON BINDING TRANSLATION, FOR INFORMATION PURPOSES ONLY, OF THE FRENCH LANGUAGE "*CONDITIONS DEFINITIVES*" DATED THE DATE OF THIS DOCUMENT PREPARED BY UNEDIC. IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THESE DOCUMENTS, THE RELEVANT STATEMENTS OR ITEMS OF THE FRENCH LANGUAGE "*CONDITIONS DEFINITIVES*" SHALL PREVAIL.

**Final Terms dated 3 April 2013**



**Issue of € 1,500,000,000 2.250 per cent. Notes due 5 April 2023  
benefiting from the unconditional and irrevocable guarantee of the French State**

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

**Series No.: 8**

**Tranche No.: 1**

Issue Price: 99.903 per cent.

**BNP PARIBAS**  
**CREDIT SUISSE SECURITIES (EUROPE) LIMITED**  
**NATIXIS**  
**SOCIÉTÉ GÉNÉRALE**  
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 20 March 2013 (which received on that date the visa of the *Autorité des marchés financiers* number 13-083) 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 (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 20 March 2013 relating to the Programme of issuance 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](http://www.amf-france.org)) and (b) the Issuer ([www.unedic.org](http://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.

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|-------------------------------------|--|
| <b>1. Issuer:</b>                   | UNEDIC   |
| <b>2. Guarantee:</b>                | Applicable<br><br>Unconditional and irrevocable guarantee from the French State granted pursuant to Article 80 of the law no. 2012-1510 dated 29 December 2012 (French <i>loi de finances rectificative pour 2012</i> ) and Article 1 of the decree ( <i>arrêté</i> ) of the Minister for Economy and Finance dated 31 January 2013 published in the <i>Journal Officiel</i> of the Republic of France on 7 February 2013. |
| <b>3. (i) Series Number:</b>        | 8  |
| <b>(ii) Tranche Number:</b>         | 1  |
| <b>4. Specified Currency:</b>       | Euros ("€")  |
| <b>5. Aggregate Nominal Amount:</b> |  |
| (i) Series:                         | € 1,500,000,000  |
| (ii) Tranche:                       | € 1,500,000,000  |
| <b>6. Issue proceeds:</b>           |  |
| (i) Gross issue proceeds:           | € 1,498,545,000  |
| (ii) Estimated net issue proceeds:  | € 1,495,920,000  |
| <b>7. Issue Price:</b>              | 99.903 per cent. of the Aggregate Nominal Amount   |
| <b>8. Denomination:</b>             | € 100,000  |
| <b>9. Number of Notes issued:</b>   | 15,000   |

10.	(i)	<b>Issue Date:</b>	5 April 2013
	(ii)	<b>Interest Commencement Date:</b>	Issue Date
11.		<b>Maturity Date:</b>	5 April 2023
12.		<b>Interest Rate:</b>	2.250 per cent. <i>per annum</i> Fixed Rate
13.		<b>Redemption/Payment Basis:</b>	Redemption at par
14.		<b>Change of Interest Rate or Redemption/Payment Basis:</b>	Not Applicable
15.		<b>Option:</b>	Not Applicable
16.		<b>Date of authorisations for issuance of Notes:</b>	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.		<b>Method of distribution:</b>	Syndicated

#### PROVISIONS RELATING TO INTEREST PAYABLE

18.		<b>Fixed Rate Notes Provisions:</b>	Applicable
	(i)	Rate of Interest:	2.250 per cent. <i>per annum</i> payable annually in arrear
	(ii)	Interest Payment Dates:	5 April in each year
	(iii)	Fixed Coupon Amounts:	€ 2,250 per € 100,000 in Denomination
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual - ICMA
	(vi)	Determination Dates:	5 April in each year commencing on 5 April 2014
	(vii)	Other terms relating to the method of calculating interest:	Not Applicable
19.		<b>Floating Rate Notes Provisions:</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

20.		<b>Call Option:</b>	Not Applicable
21.		<b>Other Option:</b>	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 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:

MASSQUOTE S.A.S.U.  
RCS 529 065 880 Nanterre  
7 bis rue de Neuilly  
92110 Clichy  
France

Mailing address:  
33, rue Anna Jacquin  
92100 Boulogne Billancourt  
France  
Represented by its Chairman

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

Gilbert Labachotte  
8 Boulevard Jourdan  
75014 Paris  
France

The Representative of the *Masse* will receive a remuneration of € 400 (excluding VAT) per year.

**29. Other final terms:** Not Applicable

**DISTRIBUTION**

**30. (i) If syndicated, names of Managers:** **Joint Lead Managers**  
 BNP Paribas  
 Credit Suisse Securities (Europe) Limited  
 Natixis  
 Société Générale

**(ii) Stabilising Manager (if any):** Société Générale

**31. If non-syndicated, name of Dealer:** Not 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 5 April 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: | Not Applicable  |
| (ii)  | Estimate of total expenses related to admission to trading:  | € 7,000   |
| (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: AAA  |
|          | 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: 2.261 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**

ISIN Code: FR0011462746

Common Code: 091219166

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