

**Final Terms dated 3 October 2011**



**AREVA**

**€8,000,000,000**

**Euro Medium Term Note Programme  
for the issue of Notes  
due from one month from the date of original issue**

**SERIES NO: 5**

**TRANCHE NO: 1**

**€500,000,000 4.625 per cent. Notes due 5 October 2017  
issued by: AREVA (the Issuer)**

**BNP PARIBAS**

**J.P. Morgan**

**Santander Global Banking & Markets**

**Société Générale Corporate & Investment Banking  
(the Joint Lead Managers)**

## 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 31 May 2011 which received visa n°11-194 from the *Autorité des marchés financiers* (the AMF) on 31 May 2011 and the first supplement to the Base Prospectus dated 26 September 2011 which received visa n°11-431 from the AMF on 27 September 2011 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) as amended (by Directive 2010/73/EU (the **2010 PD Amending Prospectus Directive**) to the extent that such amendment have been implemented in a Member State of the European Economic Area). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and of the Issuer ([www.aveva.com](http://www.aveva.com)) and copies may be obtained from AREVA, 33, rue La Fayette, 75009 Paris, France.

1.	Issuer:	AREVA
2.	(i) Series Number:	5
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro (€)
4.	Aggregate Nominal Amount of Notes:	
	(i) Series:	€500,000,000
	(ii) Tranche:	€500,000,000
5.	Issue Price:	99.554 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination(s):	€100,000
7.	(i) Issue Date:	5 October 2011
	(ii) Interest Commencement Date:	5 October 2011
8.	Maturity Date:	5 October 2017
9.	Interest Basis:	4.625 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Unsubordinated Notes
	(ii) Dates of the corporate authorisations for issuance of Notes obtained:	Decision of the <i>Conseil de surveillance</i> of the Issuer dated 26 May 2011 and decision of the <i>Directoire</i> of the Issuer dated 26 May 2011 and a decision from Luc Oursel, Chairman of the <i>Directoire</i> , dated 3 October 2011.

14. Method of distribution: Syndicated

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

<b>15. Fixed Rate Note Provisions</b>	Applicable
(i) Rate of Interest:	4.625 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	5 October in each year, not adjusted, with the first Interest Payment Date on 5 October 2012
(iii) Fixed Coupon Amount:	€4,625 per €100,000 in Nominal Amount
(iv) Broken Amount(s):	Not applicable
(v) Day Count Fraction:	Actual/Actual
(vi) Determination Dates:	5 October in each year
(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16. Floating Rate Note Provisions</b>	Not Applicable
<b>17. Zero Coupon Note Provisions</b>	Not Applicable
<b>18. Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
<b>19. Dual Currency Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

<b>20. Call Option</b>	Not Applicable
<b>21. Make-Whole Redemption by the Issuer (Condition 6(c)):</b>	Not Applicable
<b>22. Put Option</b>	Not Applicable
<b>23. Final Redemption Amount of each Note</b>	€100,000 per Note of €100,000 Specified Denomination
<b>24. Early Redemption Amount</b>	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As per the Conditions
(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates	

	(Condition 6(f)):	Yes
(iii)	Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 6(f)):	Not Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	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:	Not Applicable
26.	Financial Centre(s) or other special provisions relating to Payment Dates:	TARGET
27.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
28.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay:	Not Applicable
29.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
	(i) Instalment Amount(s):	Not Applicable
	(ii) Instalment Date(s):	Not Applicable
	(iii) Minimum Instalment Amount:	Not Applicable
	(iv) Maximum Instalment Amount:	Not Applicable
30.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
31.	Consolidation provisions:	Not Applicable
32.	Masse:	Applicable

*Details of Representative:*

**Association de représentation de la masse de titulaires de valeurs mobilières**  
Centre Jacques Ferronnière  
32 rue du Champ de Tir - B.P. 81236  
44312 Nantes Cedex 3

Noteholders' attention is drawn to the fact that the members of the *Association de représentation de la masse de titulaires de*

*valeurs mobilières* are also employees of Société Générale.

*Remuneration :*

The Issuer shall pay to the appointed Representative of the Masse an amount equal to EUR 610 per annum.

33. Other final terms: Not Applicable

**DISTRIBUTION**

34. (i) If syndicated, names of Managers: Banco Santander, S.A.  
BNP Paribas  
J.P. Morgan Securities Ltd.  
Société Générale
- (ii) Stabilising Manager(s) (if any): Not Applicable
35. If non-syndicated, name and address of Dealer: Not Applicable
36. Additional selling restrictions: 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 €8,000,000,000 Euro Medium Term Note Programme of the Issuer.

**RESPONSIBILITY**

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

Signed on behalf of AREVA:

Duly represented by:



**Pierre Aubouin  
Chief Financial  
Executive Officer**

## PART B – OTHER INFORMATION

### 1. RISK FACTORS

Not Applicable

### 2. LISTING AND ADMISSION TO TRADING

- (i) Listing: 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 as from the Issue Date
- (iii) Estimate of total expenses related to admission to trading: €4,250

### 3. RATINGS

Ratings: The Notes to be issued have been rated:  
S&P: BBB+

S&P is established in the European Union and has applied for registration under Regulation (EC) No 1060/2009, although the result of such application has not been determined.

### 4. NOTIFICATION

Not Applicable

### 5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed 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.

### 6. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Not Applicable

### 7. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not Applicable

### 8. YIELD

Indication of yield: 4.712 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

### 9. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

### 10. PERFORMANCE OF RATE OF EXCHANGE

Not Applicable

**11. EXPLANATION OF EFFECT ON VALUE OF INVESTMENT, RETURN ON DERIVATIVES SECURITIES AND INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

**12. POST-ISSUANCE INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

**13. OPERATIONAL INFORMATION**

ISIN Code: FR0011125442

Common Code: 068659353

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear and Clearstream Luxembourg: No

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

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

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] producing a sum of: Not Applicable

