

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority ("**ESMA**") on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU on markets in financial instruments as amended ("**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.

**PROHIBITION OF SALES TO EEA AND UK 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**") or in the United Kingdom (the "**UK**"). 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 MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 on insurance distribution, as amended, 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, as amended (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

**Final Terms dated 24 April 2020**

**Agence Française de Développement**



**Issue of USD 2,000,000,000 0.750 per cent. Notes due 28 April 2023 (the "Notes")**

**under the Euro 40,000,000,000  
Euro Medium Term Note Programme**

**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 17 May 2019 which received visa no. 19-212 from the *Autorité des marchés financiers* (the "**AMF**") on 17 May 2019 (the "**Base Prospectus**"), the first supplement dated 30 September 2019 which received approval n° 19-464 from the AMF on 30 September 2019 and the second supplement dated 6 April 2020 which received approval n° 20-125 from the AMF on 6 April 2020 (together, the "**Supplements**") which, together, constitute, a base prospectus for the purposes of Directive 2003/71/EC as amended or superseded (the "**Prospectus Directive**"). 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 Final Terms, the Base Prospectus and the Supplements are available for viewing at and copies may be obtained from the Fiscal Agent and the Paying Agents and will be available on the Issuer's website ([www.afd.fr](http://www.afd.fr)) and on the AMF's website ([www.amf-france.org](http://www.amf-france.org)).

<b>1 Issuer:</b>	Agence Française de Développement
<b>2 (i) Series Number:</b>	125
<b>(ii) Tranche Number:</b>	1
<b>(iii) Date on which the Notes become fungible:</b>	Not Applicable
<b>3 Specified Currency:</b>	U.S. Dollars ("USD")
<b>4 Aggregate Nominal Amount:</b>	
<b>(i) Series:</b>	USD 2,000,000,000
<b>(ii) Tranche:</b>	USD 2,000,000,000
<b>5 Issue Price:</b>	99.942 per cent. of the Aggregate Nominal Amount
<b>6 Specified Denominations:</b>	USD 200,000
<b>7 (i) Issue Date:</b>	28 April 2020
<b>(ii) Interest Commencement Date:</b>	Issue Date
<b>8 Maturity Date:</b>	28 April 2023
<b>9 Interest Basis:</b>	0.750 per cent. Fixed Rate  <i>(further particulars specified below)</i>
<b>10 Redemption Basis:</b>	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at 100 per cent. of their nominal amount on the Maturity Date.
<b>11 Change of Interest Basis:</b>	Not Applicable
<b>12 Put/Call Options:</b>	Not Applicable
<b>13 (i) Status of the Notes:</b>	Senior
<b>(ii) Date of Board approval for issuance of Notes obtained:</b>	Decision of the <i>Conseil d'administration</i> no. C20200034 dated 30 January 2020

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

<b>14 Fixed Rate Note Provisions:</b>	Applicable
<b>(i) Rate of Interest:</b>	0.750 per cent. per annum payable annually in arrear on each Interest Payment Date
<b>(ii) Interest Payment Dates:</b>	28 April in each year commencing on 28 April 2021
<b>(iii) Fixed Coupon Amount:</b>	USD 1,500 per Specified Denomination
<b>(iv) Broken Amount:</b>	Not Applicable
<b>(v) Day Count Fraction:</b>	30/360
<b>(vi) Determination Dates:</b>	Not Applicable
<b>15 Floating Rate Note Provisions:</b>	Not Applicable

**16 Zero Coupon Note Provisions:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

**17 Call Option:** Not Applicable

**18 Put Option:** Not Applicable

**19 Final Redemption Amount of each Note:** USD 200,000 per Specified Denomination

**20 Early Redemption Amount**

Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default:

USD 200,000 per Specified Denomination

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

**21 Form of Notes:** Dematerialised Notes

(i) Form of Dematerialised Notes: Bearer Notes (*au porteur*)

(ii) Registration Agent: Not Applicable

(iii) Temporary Global Certificate: Not Applicable

**22 Financial Centre:** TARGET, New York, Paris

**23 Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature):** No

**24 Purchase in accordance with Article L.213-0-1 and D.213-0-1 of the French *Code monétaire et financier*:** Applicable

**25 Possibility to request identification information of the Noteholders provided by Condition 1(a)(i):** Applicable

**26 Representation of Noteholder(s)/Masse**

The Representative shall be:

Yann Billand, avocat  
30, rue Cambacérès  
75008 Paris  
France  
[billand@bm.legal](mailto:billand@bm.legal)  
[contact@bm.legal](mailto:contact@bm.legal)

The alternate Representative shall be :

Paul Messié, avocat  
30, rue Cambacérès  
75008 Paris  
France  
[messie@bm.legal](mailto:messie@bm.legal)

The Representative will be entitled to a remuneration of EUR 300 per year (VAT excluded).

**RESPONSIBILITY**

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

Signed on behalf of the Issuer

By: Thibaut Makarovsky  
Head of Funding and Market Operations

Duly authorised

## PART B - OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

Listing and admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on Euronext Paris with effect as from 28 April 2020.
Estimate of total expenses related to admission to trading:	EUR 3,200

### 2 RATINGS

Ratings:	The Notes to be issued have been rated:  S&P: AA  Fitch: AA  The Credit ratings referred to above have been issued by S&P Global Ratings Europe Limited (" <b>S&amp;P</b> ") and Fitch France S.A.S (" <b>Fitch</b> "), each of which is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the " <b>CRA Regulation</b> ").
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### 3 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. 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 USE OF PROCEEDS

The net proceeds of the Notes will be used by the Issuer for its general corporate purposes.

### 5 YIELD

Indication of yield:	0.769 per cent. <i>per annum</i>  The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
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### 6 OPERATIONAL INFORMATION

ISIN Code:	FR0013509890
Common Code:	216407539
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
Delivery:	Delivery against payment
Names and addresses of additional Paying	

Agent(s) (if any): Not Applicable

**7 DISTRIBUTION**

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Name of Managers: Barclays Bank Ireland PLC  
BNP Paribas  
Citigroup Global Markets Limited  
Daiwa Capital Markets Europe Limited  
Merrill Lynch International

(B) Stabilising Manager(s) (if any): Barclays Bank Ireland PLC

(iii) If non-syndicated, name 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 to Dematerialised Notes