

**SUPPLEMENT DATED 3 AUGUST 2018**  
**TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS**  
**DATED 21 MARCH 2018**



**SNCF MOBILITÉS**

**Euro 12,000,000,000**

**Euro Medium Term Note Programme**

This supplement (the **Supplement**) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 21 March 2018 (the **Base Prospectus**) prepared in relation to the €12,000,000,000 Euro Medium Term Note Programme (the **Programme**) of SNCF Mobilités (the **Issuer**). The *Autorité des marchés financiers* (the **AMF**) has granted visa n°18-088 on 21 March 2018 to the Base Prospectus.

Application has been made for approval of this Supplement to the AMF in its capacity as competent authority pursuant to article 212-2 of its *Règlement Général* which implements the Prospectus Directive. This Supplement constitutes a supplement to the Base Prospectus, and has been prepared pursuant to article 16.1 of the Prospectus Directive and of article 212-25 of the AMF's *Règlement Général*.

Terms defined in the Base Prospectus have the same meaning when used in the Supplement.

This Supplement has been prepared for the purposes of *inter alia* (i) incorporating by reference the Half-Year Activity Report and Condensed Half-Year Consolidated Financial Statements of the Issuer (the **CCFS 2018**), (ii) amending the Summary regarding the trends having an impact on the Issuer and its activities, (iii) updating the "Description of the Issuer" and the "Risk Factors" sections of the Base Prospectus, and (iv) updating the list of the recent developments.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, the statements in the Supplement will prevail.

Copies of this Supplement (a) may be obtained, free of charge, during normal business hours at the specified office of the Issuer and of each of the Paying Agents, (b) will be available on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and (c) will be available on the website of the Issuer (<https://www.sncf.com/sncv1/en/meet-sncf/finance/amf>).

In relation to any offer of Notes to the public, and provided that the conditions of article 16 (2) of the Prospectus Directive are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Supplement is published, have the right under article 16 (2) of the Prospectus Directive, to withdraw their acceptances within a time limit of two (2) working days after the publication of this Supplement, i.e. until 7 August 2018.

## TABLE OF CONTENTS

	<b>Page</b>
COVER PAGE .....	3
SUMMARY OF THE PROGRAMME.....	4
RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME).....	19
RISK FACTORS .....	34
GENERAL DESCRIPTION OF THE PROGRAMME.....	38
DOCUMENTS INCORPORATED BY REFERENCE.....	39
DESCRIPTION OF THE ISSUER.....	44
RECENT DEVELOPMENTS.....	47
GENERAL INFORMATION.....	50
PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SUPPLEMENT .....	51

## COVER PAGE

**The second last paragraph of the cover page of the Base Prospectus shall be deleted and replaced with the following:**

"The Programme has been rated AA- by Standard and Poor's Credit Market Services Europe Limited (**S&P**), Aa3 by Moody's Italia S.r.l. (**Moody's**) and A+ by Fitch France SAS (**Fitch**). S&P, Moody's and Fitch are each a rating agency established in the European Union and registered under Regulation (EU) No 1060/2009, as amended (the **CRA Regulation**). As such each of S&P, Moody's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at [www.esma.europa.eu/supervision/credit-rating-agencies/risk](http://www.esma.europa.eu/supervision/credit-rating-agencies/risk)) in accordance with the CRA Regulation. Notes issued under the Programme may be rated or unrated by one or more rating agencies. Where a Tranche of Notes is rated, such rating will be disclosed in the Final Terms including as to whether or not such rating(s) is (are) issued by credit rating agencies established in the European Union, registered (or which have applied for registration) under the CRA Regulation and included in the list of credit rating agencies published by the European Securities and Markets Authority on its website and will not necessarily be the same as the rating assigned to the Issuer's long term debt and short term debt by the relevant rating agency. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change, or withdrawal at any time by the assigning rating agency. **Prospective investors should have regard to the factors described under the section entitled "Risk Factors" in this Base Prospectus.**"

## SUMMARY OF THE PROGRAMME

The subsection B.4b entitled "Known trends which have an impact on the Issuer and its activities" of the section entitled "SUMMARY OF THE PROGRAMME" on page 8 of the Base Prospectus shall be deleted and replaced with the following:

<b>"B.4b</b>	Known trends which have an impact on the Issuer and its activities	<p>After a difficult year in 2016 (strikes, terrorist attacks, mediocre French economic climate), 2017 was marked by a turnaround in activity in a more favourable economic context. The 2018 outlook should have benefited from ongoing passenger momentum in France and the turnaround in international traffic. However, the strike actions (see item B.13) will have a negative effect on the turnover of the Group.</p> <p>SNCF Mobilités currently implements three programmes which allow it to meet its objectives: safety with the PRISME programme (<i>Proactif - Risques - Interfaces - Simplifions -Managériales – Equipements</i>), the H00 programme designed to improve the network robustness and the FIRST programme for passenger information.</p> <p>The 2019-2028 strategic plan for the TGV France and Europe (excluding Eurostar and Thalys) Cash Generating Unit (CGU) that was approved by the Board of Directors on 26 July 2018 incorporated a new infrastructure fee indexation. Based on this new and more favourable trajectory, the Group conducted an impairment test that resulted in the reversal of the residual impairment for €3,193 million as at 30 June 2018.</p> <p>SNCF Gares &amp; Connexions drafted a new 2019-2028 strategic plan that contributes to the Group's general strategic plan. As this strategic plan revealed an improved financial trajectory for the SNCF Gares &amp; Connexions Branch, an impairment test was carried out as at 30 June 2018, resulting in the reversal of the residual impairment for €107 million.</p> <p>The New Railway Pact (see Element B.13) confirms the exit of the Gares &amp; Connexions business from the scope of SNCF Mobilités and confirms the station manager's transfer to SNCF Réseau, in the form of a subsidiary, as of 1 January 2020, with organisational, decision-making and financial independence (Articles 1 of the New Railway Pact).</p> <p>The French State and SNCF Mobilités continue their discussions in the context of the New Railway Pact, in particular on a new performance plan (including on a new financial trajectory).</p>
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The subsections B.10 entitled "Audit report historic financial information observations" and B.12 entitled "Selected historical key financial information" of the section entitled "SUMMARY OF THE PROGRAMME" on pages 8 to 15 of the Base Prospectus shall be deleted and replaced with the following:

<p><b>"B.10</b></p>	<p><b>Qualifications in the auditors' report on the historical financial information</b></p>	<p>For the financial year ended on 31 December 2017, the consolidated financial statements were prepared in accordance with IFRS as adopted by the European Union and were audited. The auditors' report included the following qualification:</p> <p><i>"As indicated in Note 4.3.2.3 to the consolidated financial statements, in connection with the drafting of the ten-year performance contract between the French State and SNCF Mobilités and its financial trajectory, the Gares &amp; Connexions strategic plan was revised during the second half of 2016, resulting in a €273 million reversal of the impairment recognised for the Gares &amp; Connexions CGU as at 31 December 2016. The Group did not identify any new indications of impairment or increases in value as at 31 December 2017.</i></p> <p><i>The recoverable amount of these assets remains highly sensitive to the economic and financial assumptions as at 31 December 2017. Various major risks and uncertainties continue to weigh upon the economic and financial outlook of the Gares &amp; Connexions CGU, namely, (i) a business and pricing model, and consequently a draft Document de Référence des Gares 2018-2019, still under discussion with ARAFER, (ii) a possible transfer of Gares &amp; Connexions out of the scope of SNCF Mobilités following the consultation organised by the French government with a view to defining an overall strategy for overhauling the rail transport model, the implications of which for the activity's operating, economic and financial framework are difficult to gauge at present, (iii) and a financial trajectory that, as shown over the past few years, is subject to adjustment to take into account changes in the economic and regulatory environment.</i></p> <p><i>These factors could be realised in the near future, leading to interactions that cannot be precisely determined, which could affect the value in use of the Gares &amp; Connexions CGU's assets as measured by SNCF Mobilités.</i></p> <p><i>Accordingly, we are unable to assess the reliability of the projections underlying the carrying amount of the Gares &amp; Connexions CGU's assets, and are therefore unable to give an opinion on that carrying amount, which totalled €1,681 million as at 31 December 2017."</i></p> <p>For the financial year ended on 31 December 2017, the (non consolidated) financial statements were prepared in accordance with French generally accepted accounting principles and were audited. The auditors' report included the following qualification:</p> <p><i>"As indicated in Note 8.2.3 to the annual statutory financial statements, in connection with the establishment of the ten-year performance contract between the French State and SNCF Mobilités and its financial trajectory, the Gares &amp; Connexions strategic plan was revised during the second half of 2016, resulting in a €233 million reversal of the impairment recognised for the SNCF Gares &amp; Connexions CGU as at 31 December 2016. The company did not identify any new</i></p>
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*indications of impairment or increases in value as at 31 December 2017.*

*The recoverable amount of these assets remains highly sensitive to the economic and financial assumptions as at 31 December 2017. Various major risks and uncertainties continue to weigh upon the economic and financial outlook of the SNCF Gares & Connexions CGU, namely, (i) a business and pricing model, and consequently a draft Document de Référence des Gares 2018-2019, still under discussion with ARAFER, (ii) a possible transfer of Gares & Connexions out of the scope of SNCF Mobilités following the consultation organised by the French government with a view to defining an overall strategy for overhauling the rail transport model, the implications of which for the activity's operating, economic and financial framework are difficult to gauge at present, (iii) and a financial trajectory that, as shown over the past few years, is subject to adjustment to take into account changes in the economic and regulatory environment.*

*These factors could be realised in the near future, leading to interactions that cannot be precisely determined, which could affect the value in use of the SNCF Gares & Connexions CGU's assets as measured by SNCF Mobilités.*

*Accordingly, we are unable to assess the reliability of the projections underlying the carrying amount of the SNCF Gares & Connexions CGU's assets, and are therefore unable to give an opinion on that carrying amount, which totalled €1,579 million as at 31 December 2017."*

For the financial year ended on 31 December 2016, the consolidated financial statements were prepared in accordance with IFRS as adopted by the European Union and were audited. The auditors' report included:

(i) the following qualification:

*"As indicated in Notes 2.1.3, 4.3.2.1 and 4.3.2.3 to the consolidated financial statements, as part of the 10-year operational contract signed between the State and SNCF Mobilités, and in light of its financial trajectory, the strategic plan for Gares & Connexions has been modified, resulting in the reversal of the impairment loss for the assets of the Gares & Connexions cash-generating unit of €273 million at 31 December 2016.*

*The sensitivity of the recoverable value of these assets to economic and financial assumptions is very high. There are therefore major uncertainties and contingencies that could affect the economic and financial prospects of the Gares & Connexions cash-generating unit, namely (i) a pricing model still being negotiated and adapted; (ii) the possibility raised by the French Rail and Road Office (ARAFER) of the stations and their management being transferred to a third party, with operational, economic and financial consequences for SNCF Mobilités that are difficult to assess; and (iii) a financial trajectory which, as seen over the past 18 months, has to be adapted in line with the changes in the economic and regulatory environment.*

*These uncertainties and contingencies could also materialize in the near future, affecting each other in ways that cannot be precisely determined and affecting the value in use of the assets of the Gares & Connexions cash-generating unit as presented by SNCF Mobilités.*

*As a result, we are unable to assess the probative value of the projections that led to the reversal of impairment above, and are therefore unable to give an opinion on the amount of this reversal or on the net carrying amount of the assets of the Gares & Connexions cash-generating unit, which amounted to €1,567 million 31 December 2016."; and*

(ii) the following emphasis paragraph:

*"Without qualifying our opinion, we draw your attention to Notes 4.3.1.4, 4.3.2.1 and 4.3.2.2 to the consolidated financial statements, which describe the context, uncertainties and contingencies that could affect certain economic and financial assumptions used by SNCF Mobilités to determine the recoverable amount of the assets of its Eurostar and TGV France and Europe (excluding Eurostar and Thalys) cash-generating units. Given the uncertainty linked to the accuracy of these assumptions and the fact that recoverable amounts are extremely sensitive to them, the measurement of the value of these assets and the associated repurchase commitments, and consequently that of deferred tax assets, could vary significantly over time."*

For the financial year ended on 31 December 2016, the (non consolidated) financial statements were prepared in accordance with French generally accepted accounting principles and were audited. The auditors' report included:

(i) the following qualification:

*"As indicated in Notes 3.3, 7.2.1 and 7.2.3 to the non consolidated financial statements, as part of the 10-year operational contract signed between the State and SNCF Mobilités, and in light of its financial trajectory, the strategic plan for Gares & Connexions has been modified, resulting in the reversal of the impairment loss for the assets of the Gares & Connexions cash-generating unit of €233 million at 31 December 2016.*

*The sensitivity of the recoverable value of these assets to economic and financial assumptions is very high. There are therefore major uncertainties and contingencies that could affect the economic and financial prospects of the Gares & Connexions cash-generating unit, namely (i) a pricing model still being negotiated and adapted; (ii) the possibility raised by the French Rail and Road Office (ARAFER) of the stations and their management being transferred to a third party, with operational, economic and financial consequences for SNCF Mobilités that are difficult to assess; and (iii) a financial trajectory which, as seen over the past 18 months, has to be adapted in line with the changes in the economic and regulatory environment.*

*These uncertainties and contingencies could also materialize in the near future, affecting each other in ways that cannot be precisely determined and affecting the value in use of the assets of the Gares & Connexions cash-generating unit as presented by SNCF Mobilités.*

*As a result, we are unable to assess the probative value of the projections that led to the reversal of impairment above, and are therefore unable to give an opinion on the amount of this reversal or on the net carrying amount of the assets of the Gares & Connexions cash-generating unit, which amounted to €1,468 million 31 December*

2016."; and

(ii) the following emphasis paragraph:

*"Without qualifying our opinion, we draw your attention to Notes 7.2.1 and 7.2.2 to the non consolidated financial statements, which describe the context, uncertainties and contingencies that could affect certain economic and financial assumptions used by EPIC SNCF Mobilités to determine the recoverable amount of the assets of its TGV France and Europe cash-generating unit. Given the uncertainty linked to the accuracy of these assumptions and the fact that recoverable amounts are extremely sensitive to them, the measurement of the value of these assets could vary significantly over time."*

The condensed half-year consolidated financial statements of the Issuer as at and for the six months ended 30 June 2018, were subject to a limited review by the statutory auditors who issued a limited review report. Such limited review report included:

(i) the following qualification:

*"As indicated in Note 1.2.2 to the condensed interim consolidated financial statements, at 30 June 2018 the Company maintained the same amount of deferred tax assets relating to Epic SNCF Mobilités on its balance sheet as at 31 December 2017. As part of the reform of the French rail sector, studies are being carried out with respect to the legal and tax reorganisation of the Group which should be implemented in 2020, and could have significant impacts on the amount of tax loss carry forwards depending on the chosen scenario. To date, in the ongoing discussions with the French State, the Company's shareholder, as no one scenario can be singled out, the Company considered that it was unable to book an additional amount of deferred tax assets, despite the improvement in its financial trajectories. As a result, we are also unable to express a conclusion on the additional amount of deferred tax assets at 30 June 2018, which, as mentioned in the Notes, would amount to at least €0.2 billion and have not been recognised.";*  
and

(ii) the following emphasis paragraph:

*"Without prejudice to the conclusion expressed above, we draw your attention to:*

*- Notes 1.2.3, 2.1.2 and 4.2.1 to the condensed interim consolidated financial statements, which describe why an impairment test was carried out at 30 June 2018 on the assets of the TGV France and Europe (excluding Eurostar and Thalys) cash-generating unit (CGU). The test was based on the new TGV strategic plan for 2019-2028, which was approved by the Board of Directors on 26 July 2018. The financial trajectory of the plan includes the new indexation for rail infrastructure fees, as well as the changes in key assumptions taken into account for the new overall strategic plan for the SNCF Mobilités group to which it contributes, some of which depend on factors that are external to the Company. The impairment test, primarily as a result of the favourable impact of the new indexation for rail infrastructure fees, led to a reversal of the entire amount of impairment recognised in previous years, in a residual amount of €3.2 billion.*

*- Notes 1.2.3, 2.1.2 and 4.2.2 to the condensed interim financial statements, which set out the opinion of the French rail and road office (ARAFER) on the "Document de Référence des Gares 2018-2019", approving most of the main principles of the*



		<p><i>new business and pricing model of Gares &amp; Connexions, and the confirmation by the French law overhauling the state rail (nouveau pacte ferroviaire) of the future inclusion of Gares &amp; Connexions within SNCF Réseau as a subsidiary, as of 1 January 2020. Accordingly, a new 2019-2028 strategic plan and a financial trajectory have been drawn up for Gares &amp; Connexions. The Management considers that this financial trajectory can be transposed and operated as a subsidiary of SNCF Réseau within the future operating framework. An impairment test was initiated at 30 June 2018 on this basis and led to a reversal of the entire amount of residual impairment (€107 million) recognised against the CGU's assets."</i></p>
<p><b>B.12</b></p>	<p><b>Selected historical key financial information</b></p> <p>The below selected historical key financial information of the Issuer are extracted from the consolidated financial statements of the Issuer as at 31 December 2017 (including for information as at 31 December 2016 for which some of the financial information below was restated) and from the Issuer's condensed half-year consolidated financial statements as at and for the half year ended 30 June 2018, which were subject to a limited review by the statutory auditors.</p> <hr/> <p><b><i>Income Statement</i></b></p> <p>The table below sets out summary information extracted from the Issuer's audited consolidated income statement for the year ended 31 December 2017 (including comparative information for the year ended 31 December 2016 for which some of the financial information below was restated) and the Issuer's consolidated income statement for each of the two half years ended 30 June 2017 and 30 June 2018:</p> <hr/>	

<i>In € millions</i>	<b>For the six months ended 30 June 2018</b>	<b>For the six months ended 30 June 2017</b>	<b>For the year ended 31 December 2017</b>	<b>For the year ended 31 December 2016*</b>
<b>Revenue</b>	<b>15,252</b>	<b>15,761</b>	<b>31,831</b>	<b>30,517</b>
Infrastructure fees	-2,045	-2,122	-4,431	-4,248
Purchase and external charges excluding infrastructure fees	-6,373	-6,350	-12,890	-12,504
Taxes and duties other than income tax	-754	-687	-966	-1,042
Employee benefit expense	-5,595	-5,645	-11,206	-10,944
Other income and expenses	164	223	421	379
<b>Gross profit</b>	<b>649</b>	<b>1,179</b>	<b>2,759</b>	<b>2,158</b>
Depreciation and amortisation	-733	-701	-1,422	-1,442
Net movements in provisions	185	31	32	162
<b>Current operating profit/(loss)</b>	<b>101</b>	<b>509</b>	<b>1,369</b>	<b>878</b>
Net proceeds from asset disposals	51	133	302	138
Fair value remeasurement of the previously held interest	16	31	31	26
Impairment losses	3,309	-11	-36	149
<b>Operating profit/(loss)</b>	<b>3,477</b>	<b>662</b>	<b>1,666</b>	<b>1,191</b>
Share of net profit/(loss) of companies consolidated under the equity method	17	25	39	47
<b>Operating profit/(loss) after share of net profit of companies consolidated under the equity method</b>	<b>3,493</b>	<b>687</b>	<b>1,705</b>	<b>1,238</b>
Net finance cost of employee benefits	4	-9	-18	-21
Net borrowing costs and other costs	-130	-122	-272	-279
<b>Finance cost</b>	<b>-126</b>	<b>-131</b>	<b>-290</b>	<b>-301</b>
<b>Net profit/(loss) before tax</b>	<b>3,368</b>	<b>556</b>	<b>1,415</b>	<b>937</b>
Income tax expense	-129	-200	-245	-443
<b>Net profit/(loss) from ordinary activities</b>	<b>3,239</b>	<b>356</b>	<b>1,170</b>	<b>494</b>
Net profit before tax of transferred operations	-	-	-	-
<b>Net profit/(loss) for the year</b>	<b>3,239</b>	<b>356</b>	<b>1,170</b>	<b>494</b>
<b>Net profit/(loss) for the year attributable to equity holders of the parent</b>	<b>3,202</b>	<b>338</b>	<b>1,136</b>	<b>511</b>
Net profit/(loss) of the year attributable to non-controlling interests (minority interests)	37	18	33	-18

(\*) Following the change in the gross profit definition, used provision reversals are now classified under current operating profit or loss.

**Statement of Financial Position**

The table below sets out the Issuer's consolidated statement of financial position as at 31 December 2017 and comparative information as at 31 December 2016 (for which some of the financial information below was restated) and the Issuer's consolidated statement of financial position as at 30 June 2018):

<i>In € millions</i>	<b>30 June 2018</b>	<b>31 December 2017</b>	<b>31 December 2016</b>
Goodwill	2,351	2,339	2,373
Intangible assets	1,763	1,776	1,783
Property, plant and equipment	16,402	13,546	12,803
Non-current financial assets	5,557	5,474	5,988
Investments in companies consolidated under the equity method	683	671	653
Deferred tax assets	961	969	872
<b>Non-current assets</b>	<b>27,717</b>	<b>24,775</b>	<b>24,472</b>
Inventories and work-in-progress	680	682	661
Operating receivables	7,225	6,906	6,855
<b>Operating assets</b>	<b>7,906</b>	<b>7,588</b>	<b>7,516</b>
Current financial assets	950	1,074	1,348
Cash and cash equivalents	5,024	6,394	4,584
<b>Current assets</b>	<b>13,880</b>	<b>15,056</b>	<b>13,448</b>
Assets classified as held for sale	576	1	1
<b>TOTAL ASSETS</b>	<b>42,173</b>	<b>39,831</b>	<b>37,921</b>
Share capital	3,971	3,971	3,971
Consolidated reserves	879	188	-30
Net profit/(loss) for the	3,202	1,136	511

	year attributable to equity			
	<b>Equity attributable to equity holders of the parent</b>	<b>8,053</b>	<b>5,295</b>	<b>4,453</b>
	Non-controlling interests (minority interests)	138	134	130
	<b>Total equity</b>	<b>8,191</b>	<b>5,428</b>	<b>4,582</b>
	Non-current employee benefits	1,529	1,572	1,577
	Non-current provisions	991	1,164	1,151
	Non-current financial liabilities	16,048	15,883	15,481
	Deferred tax liabilities	376	373	416
	<b>Non-current liabilities</b>	<b>18,945</b>	<b>18,991</b>	<b>18,625</b>
	Current employee benefits	99	97	104
	Current provisions	156	175	222
	Operating payables	11,196	10,446	10,395
	<b>Operating liabilities</b>	<b>11,452</b>	<b>10,717</b>	<b>10,721</b>
	Current financial liabilities	3,584	4,693	3,992
	<b>Current liabilities</b>	<b>15,035</b>	<b>15,410</b>	<b>14,713</b>
	Liabilities associated with assets classified as held for sale	2	1	1
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>42,713</b>	<b>39,831</b>	<b>37,921</b>
<b><i>Statements of no significant or material adverse change</i></b>				
Save as disclosed in Elements B.4b, B.10 and B.13 above, there has been no significant change in the financial or trading position of the Issuer since 30 June 2018 and there has been no material adverse change in the prospects of the Issuer since 31 December 2017.				

The subsection B.13 entitled "Recent events particular to the Issuer which presents a material impact to an evaluation of its solvency" of the section entitled "SUMMARY OF THE PROGRAMME" on page 15 of the Base Prospectus shall be supplemented with the following:

<p>"B.13</p>	<p>Recent events particular to the Issuer which presents a material impact to an evaluation of its solvency</p>	<p>– <b>Rail System Reform:</b> Following the submission of Jean-Cyril Spinetta's report on the future of French rail transport on 15 February 2018, the French Prime Minister presented a draft law on 26 February for a new railway pact that was adopted by the French National Assembly on 17 April and by the French Senate on 5 June 2018.</p> <p>Law 2018-515 of 27 June 2018 for a new railway pact published in the <i>Journal officiel de la République française</i> (the "<b>New French Railway Pact</b>") is based on these principles:</p> <ul style="list-style-type: none"> <li>- Building a new SNCF Group organisation by 1 January 2020 with the objective of transforming it into a major unified and integrated public group comprising a fully state-owned limited company, SNCF, and two national companies, SNCF Mobilités and SNCF Réseau with the following duties: <ul style="list-style-type: none"> <li>• SNCF Mobilités operates, either directly or through its subsidiaries, rail transport services and conducts the other activities set forth in its bylaws;</li> <li>• SNCF defines the organisation of the public group that it comprises with its subsidiaries to fulfil the following duties;</li> <li>• The public group as a whole is responsible for (i) operating and developing, in a fair and transparent manner, the national rail network in accordance with the public service principles in order to promote rail transport in France, (ii) operating and developing, in a fair and transparent manner, passenger train stations and other service facilities relating to the national rail network, (iii) fulfilling transversal duties essential to the proper operation of the national rail system for the benefit of all the players in this system, particularly to secure the safety of persons, assets and the rail network and (iv) guaranteeing national and international passenger and freight transport services;</li> <li>• SNCF Réseau is responsible for guaranteeing, in a fair and transparent manner, directly or through its subsidiaries, in accordance with public service principles and in order to promote rail transport in France with a view to sustainable development, regional planning and economic and social efficiency, and specifically (i) access to the rail infrastructure of the French national rail network, including the allocation of capacities and the pricing of this infrastructure and (ii) operational management of the traffic on the French national rail network.</li> </ul> </li> <li>- The French State will own the entire share capital of SNCF, whose securities will be non-transferable. SNCF will own the entire share capital of SNCF Mobilités and SNCF Réseau. The capital of these two companies will be non-transferable. SNCF, SNCF Réseau and SNCF Mobilités will be subject to the legal provisions applicable to corporations (whose initial bylaws will be determined by decree in</li> </ul>
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		<p>the <i>Conseil d'État</i> and then amended according to the rules stipulated in the French Commercial Code);</p> <ul style="list-style-type: none"> <li>- Exit of the Gares &amp; Connexions business from the scope of SNCF Mobilités and confirmation of the station manager's transfer to SNCF Réseau, in the form of a subsidiary, as of 1 January 2020, with organisational, decision-making and financial independence (Article 1 of the New Railway Pact);</li> <li>- Amend the salary organisation while ceasing, as from 1 January 2020, to recruit personnel with railway worker status. Current employees may continue to benefit from this status. At the same time as this transformation, negotiations will be conducted in connection with the railway division;</li> <li>- Secure the continuity and improve the quality, efficiency and performance of French passenger rail transport public services and guarantee its opening to competition, particularly by granting passenger rail transport public service contracts in accordance with advertising and competition rules. Accordingly, under the New Railway Pact, the French rail network can be opened to competition depending on the activity between 3 December 2019 and 24 December 2023. For example, between these two dates: <ul style="list-style-type: none"> <li>• for passenger rail transport services, <i>Île-de-France Mobilités</i> may award public service contracts relating to these services in accordance with advertising and competition rules;</li> <li>• the French State may award public service contracts relating to French national passenger rail transport services in accordance with advertising and competition rules; and</li> <li>• the regions may award public service contracts relating to French regional passenger rail transport services in accordance with advertising and competition rules; and</li> </ul> </li> </ul> <p>Law 2018-515 of 27 June 2018 for a new railway pact should be completed and specified in orders adopted by the French Government and the publication of application decrees involving the aforementioned aims.</p> <ul style="list-style-type: none"> <li>- <b>Impairment losses:</b> <p><i>Impairment reversal for the TGV France and Europe business unit</i></p> <p>The 2019-2028 strategic plan for the TGV France and Europe (excluding Eurostar and Thalys) Cash Generating Unit (CGU) that was approved by the Board of Directors on 26 July 2018 incorporated a new infrastructure fee indexation. Based on this new and more favourable trajectory, the Group conducted an impairment test that resulted in the reversal of the residual impairment for €3,193 million as at 30 June 2018.</p> <p><i>Impairment reversal for the Gares &amp; Connexions Branch</i></p> <p>SNCF Gares &amp; Connexions drafted a new 2019-2028 strategic plan that contributes to the Group's general strategic plan. As this strategic plan revealed an improved financial trajectory for the SNCF Gares &amp; Connexions Branch, an impairment test was carried out as at 30 June 2018, resulting in the reversal of the residual impairment for €107 million.</p> </li> <li>- <b>Industrial Actions:</b> On 22 March 2018, certain employees of SNCF Mobilités launched strike action, with two days of strike action every five</li> </ul>
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		<p>days from 3 April until 28 June 2018 in protest at the plans to reform the French rail system. This industrial action had major impacts for SNCF Group customers and financial repercussions within certain group activities. In addition to the SNCF Group's substantial revenue losses, management announced exceptional measures to reimburse and indemnify passengers in order to compensate for the strike disruptions.</p> <ul style="list-style-type: none"> <li data-bbox="512 421 1449 517">– <b>Disposal of Foncière Vesta:</b> The SNCF Mobilités Group has undertaken to sell its real estate subsidiary, Foncière Vesta, which is wholly owned by ICF Novedis.</li> <li data-bbox="512 539 1449 703">– <b>Fitch ratings:</b> Fitch Ratings lowered the issuer default ratings (Issuer Default Ratings -IDR) in long-term foreign currency and local currency allocated to SNCF Mobilités from "AA" to "A +" and the short term IDR from "F1 +" to "F1" and removed the Rating Watch Negative. The perspective is stable.</li> <li data-bbox="512 725 1449 1061">– <b>ARAFER'S opinion on the 2018-2020 Document de Référence des Gares (DRG):</b> The <i>Autorité de régulation des activités ferroviaires et routières</i> (ARAFER)'s opinion on the 2018-2020 <i>Document de Référence des Gares voyageurs</i> (DRG) filed on 16 March was published on 9 July 2018. The ARAFER issued a generally favorable opinion on the rates of the regulated services provided by the Branch Gares &amp; Connexions in passenger stations for the 2018 and 2019 service timetables. The Branch Gares &amp; Connexions will refer to the ARAFER regarding the prices applicable to the 2020 service timetable no later than one year prior to the adoption of said timetable, i.e. in December 2018.</li> <li data-bbox="512 1084 1449 1397">– <b>Decision of the Paris Appeal Court on the investigation of the French Competition Authority regarding the distribution and express segment:</b> Geodis appealed the decision of the Competition Authority dated 22 January 2016. The hearing took place in March 2017 and the Paris Appeal Court handed down its decision on 19 July 2018, reducing the fine of €196 million, paid in April 2016, to €166 million. At this stage, pending the filing of an appeal by the parties, to be resolved by 19 August 2018 at the latest, SNCF Mobilités Group did not draw any conclusions from this ruling in its 30 June 2018 financial statements.</li> <li data-bbox="512 1420 1449 1516">– <b>Approval for an order of 100 future TGV trains:</b> An order of 100 future "TGV" (i.e. high speed trains) with the manufacturer Alstom for €2.65 billion was approved by the Board of Directors on 26 July 2018.</li> <li data-bbox="512 1538 1449 1702">– <b>Decision of the Conseil d'État on the T2 Rate:</b> Following the appeal filed with the Conseil d'État for the calculation of the old age T2 contribution rate on 23 May 2017, an unfavourable decision was issued on 18 July 2018. SNCF Mobilités drew the conclusions from this ruling in its 30 June 2018 financial statements.</li> <li data-bbox="512 1724 1449 1955">– <b>Planned partnership for the expansion of the Paris-Nord train station:</b> A partnership project between the Branch Gares &amp; Connexions and CEETRUS, the Auchan group property developer, for the expansion of the Paris – Nord train station was validated by the Extraordinary Board of Directors' meeting on 9 July 2018. The end of the negotiations scheduled for the end of 2018 should result in the creation of a joint venture 34% held by SNCF Mobilités and 66% held by CEETRUS.</li> </ul>
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The subsection B.17 entitled "Credit ratings of the Issuer or its securities" of the section entitled "SUMMARY OF THE PROGRAMME" on pages 17 to 18 of the Base Prospectus shall be deleted and replaced with the following:

<p><b>B.17</b></p>	<p>Credit ratings of the Issuer or its securities</p>	<p>The Issuer's long term debt has been rated AA- with stable outlook by Standard &amp; Poor's, Aa3 with stable outlook Moody's and A+ with stable outlook by Fitch.</p> <p>The Programme has been rated AA- by Standard &amp; Poor's, Aa3 by Moody's and A+ by Fitch.</p> <p>As at the date of this Base Prospectus, each of Standard &amp; Poor's, Moody's and Fitch is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council dated 16 September 2009, as amended (the "<b>CRA Regulation</b>") and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website (<a href="http://www.esma.europa.eu/supervision/credit-rating-agencies/risk">www.esma.europa.eu/supervision/credit-rating-agencies/risk</a>).</p> <p>The ratings of the Notes (if any) will be specified in the relevant Final Terms. The relevant Final Terms will also specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation.</p> <p><i>Issue specific summary:</i></p> <p>[The Notes [have been/are expected to be] rated [specify rating(s) of Tranche being issued] by [specify rating agent(s)].]</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>
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The subsection D.2 entitled "Key Risks regarding the Issuer" of the section entitled "SUMMARY OF THE PROGRAMME" on pages 26 to 27 of the Base Prospectus shall be deleted and replaced with the following subsection:

<p>"D.2</p>	<p>Key risks regarding the Issuer</p>	<p>In purchasing Notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes.</p> <p>There is a wide range of factors which individually or together could result in the Issuer becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer may not be aware of all relevant factors.</p> <p>In addition, certain factors which it currently deems not to be material may become material as a result of the occurrence of events outside the Issuer's control.</p> <p>The Issuer has identified herein a number of factors which could materially adversely affect its business and ability to make payments due under the Notes. These factors include:</p> <ul style="list-style-type: none"> <li>- legal risks: <ul style="list-style-type: none"> <li>* the Issuer is a French public entity of an industrial and commercial character (<i>établissement public à caractère industriel et commercial</i>) (EPIC);</li> <li>* the French Government may interfere in decisions that are important for the Issuer or its Group;</li> <li>* the Issuer will be subject to significant changes in the context of the New Railway Pact (see Element B.13) which will lead to various reorganisations and reorientations of the Issuer and could have a material effect on its activities and/or its financial situation, including on the rating of the Issuer and the Notes, the extent, timing and shape of which is not yet possible to fully determine or anticipate. The current discussions on the consequences of the New Railway Pact could also produce social instability or legal uncertainty which could affect the general activities and financial performances of the Issuer;</li> <li>* the Issuer operates its activities within the context of a performance contract entered into with the French State;</li> <li>* the Issuer performs certain of its activities which are subject to payment of regulated tariffs, the level of which may have an impact on the Issuer's results;</li> <li>* the Issuer's activities require various administrative authorisations that may be difficult to obtain or whose grant may be subject to conditions that may become significantly more stringent; and</li> <li>* the Issuer faces competition in the French domestic rail freight market.</li> </ul> </li> <li>- operational risks: <ul style="list-style-type: none"> <li>* delays and other technical problems could lead to a reduction in the perceived quality of service provided by the Group;</li> <li>* the Group's operations are dependent on information technology (IT ) systems, the failure or breach of security of any of which may harm its reputation and adversely affect</li> </ul> </li> </ul>
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	<p>its financial performance;</p> <ul style="list-style-type: none"> <li>* natural disasters and severe weather conditions could adversely affect the Group's operations and financial performance;</li> <li>* the Group may suffer losses in the event of an accident or incident involving its trains;</li> <li>* Employment &amp; personnel risks and reputation risks;</li> <li>* the Issuer's failure to comply with any applicable environmental, health and safety laws and regulations may cause the Issuer to incur liability or other damages that it might be required to compensate</li> <li>* energy costs and availability</li> <li>* pollution of the surrounding environment; and</li> <li>* the Group does or could do business in numerous countries that may face periods of political, economic or social instability or that may increase the risk of prohibited and unethical practices.</li> </ul> <p>- financial risks (including interest rate risk, risk of currency change, risk relating to securities, risk to liquidity, counterparty risk but also insurance risks and rating risks).</p> <p>- other risks:</p> <ul style="list-style-type: none"> <li>* the Group may be adversely affected by the consequences of an impending departure of the United Kingdom from the European Union ("Brexit");</li> <li>* terrorist attacks and similar events could have a negative impact on the business and results of the Issuer and the Group;</li> <li>* the uncertainties regarding the financial position and the future of the Branch Gares &amp; Connexions may have a negative impact on the business and the results of the Group; and</li> <li>* current litigation.</li> </ul>
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**RÉSUMÉ EN FRANÇAIS**  
**(FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)**

The subsections B.4b entitled "Tendances connues ayant des répercussions sur l'Emetteur et ses secteurs d'activité" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on page 35 of the Base Prospectus shall be deleted and replaced with the following:

<b>"B.4b</b>	Tendances connues ayant des répercussions sur l'Emetteur et ses secteurs d'activité	<p>Après une année 2016 difficile (grèves, attentats, conjoncture économique française médiocre), l'année 2017 se caractérise par un rebond de l'activité dans un contexte économique plus favorable. Les perspectives 2018 auraient dû bénéficier de la poursuite de la dynamique voyageurs en France et du rebond du trafic international. Néanmoins, le mouvement social (voir l'Elément B.13) aura un effet négatif sur le chiffre d'affaires du Groupe.</p> <p>SNCF Mobilités met en place trois programmes lui permettant de répondre à ses objectifs : assurer la sécurité de tous avec le programme PRISME (Proactif - Risques - Interfaces - Simplifions -Managériales – Equipements), le programme H00 conçu pour améliorer la robustesse du réseau et le programme FIRST relatif à l'information voyageurs.</p> <p>Le plan stratégique 2019-2028 de l'unité génératrice de trésorerie (UGT) TGV France et Europe (hors Eurostar et Thalys) qui a été approuvé par le Conseil d'administration du 26 juillet 2018 intègre notamment une nouvelle indexation des péages. Cette nouvelle trajectoire, plus favorable, a conduit le Groupe à mettre en œuvre un test de valeur qui a abouti à la reprise de la perte de valeur résiduelle de 3 193 millions € au 30 juin 2018.</p> <p>SNCF Gares &amp; Connexions a élaboré un nouveau plan stratégique 2019-2028 contribuant au plan stratégique global du Groupe. Ce plan stratégique affichant une amélioration de la trajectoire financière de la Branche SNCF Gares &amp; Connexions, un test de valeur a été réalisé au 30 juin 2018, aboutissant à la reprise de la perte de valeur résiduelle de 107 millions €.</p> <p>Le Nouveau Pacte Ferroviaire (voir l'Elément B.13) confirme la sortie de l'activité Gares &amp; Connexions du périmètre de SNCF Mobilités et confirme le rattachement du gestionnaire des gares à SNCF Réseau, sous forme de filiale, à partir du 1er janvier 2020, et dotée d'une autonomie organisationnelle, décisionnelle, et financière (article 1er du Nouveau Pacte Ferroviaire).</p> <p>L'Etat et SNCF Mobilités poursuivent leurs échanges dans le cadre de la réforme ferroviaire notamment sur un nouveau plan de performance (y compris sur une nouvelle trajectoire financière).</p>
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The subsections B.10 entitled "Observations sur les informations financières historiques contenues dans le rapport d'audit" and B.12 entitled "Informations financières historiques clés sélectionnées de l'Emetteur" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on pages 36 to 42 of the Base Prospectus shall be deleted and replaced with the following:

<p><b>"B.10</b></p>	<p><b>Réserves sur les informations financières historiques contenues dans le rapport des Commissaires aux comptes</b></p>	<p>Les comptes consolidés annuels pour l'exercice clos le 31 décembre 2017 ont été préparés selon les normes IFRS telles qu'adoptées par l'Union européenne et ont été audités. Le rapport des commissaires aux comptes contient la réserve suivante :</p> <p><i>"Comme mentionné en note 4.3.2.3 de l'annexe aux comptes consolidés, dans le cadre de l'établissement du contrat opérationnel décennal entre l'État et l'EPIC SNCF Mobilités et de sa trajectoire financière, le plan stratégique de Gares &amp; Connexions avait été modifié au cours du second semestre de l'année 2016, conduisant à une reprise de la perte de valeur des actifs de l'UGT Gares &amp; Connexions à hauteur de 273 millions d'euros au 31 décembre 2016. Au 31 décembre 2017, l'entreprise n'a pas identifié de nouveaux indices de perte ou de reprise de valeur.</i></p> <p><i>La sensibilité de la valeur recouvrable de ces actifs aux hypothèses économiques et financières reste très élevée au 31 décembre 2017. Plusieurs aléas et incertitudes importants continuent de peser sur les perspectives économiques et financières de l'UGT Gares &amp; Connexions, à savoir, (i) un modèle économique et tarifaire, et par conséquent un projet de Document de Référence des Gares 2018-2019, qui sont toujours en cours de discussion avec l'ARAFER, (ii) un transfert possible des gares et de leur gestion hors de l'EPIC SNCF Mobilités, notamment dans le contexte de la mission de concertation menée par le gouvernement en vue de préparer une stratégie d'ensemble pour refondre le modèle du transport ferroviaire, dont il est aujourd'hui difficile d'apprécier les éventuelles conséquences sur le cadre opérationnel, économique et financier de cette activité, (iii) et une trajectoire financière qui, comme illustré sur ces dernières années, est sujette à des adaptations pour tenir compte des évolutions de l'environnement économique, réglementaire et de régulation.</i></p> <p><i>Ces éléments pourraient se réaliser dans un avenir proche, avec des interactions ne pouvant être précisément déterminées, affectant la valeur d'utilité des actifs de l'UGT Gares &amp; Connexions telle qu'établie par l'EPIC SNCF Mobilités.</i></p> <p><i>Dans ce contexte, nous ne sommes pas en mesure d'apprécier le caractère probant des projections soustendant la valeur nette comptable des actifs de l'UGT Gares &amp; Connexions, et en conséquence de nous prononcer sur la dite valeur s'élevant à 1 681 millions d'euros au 31 décembre 2017."</i></p> <p>Les comptes non consolidés annuels pour l'exercice clos le 31 décembre 2017 ont été préparés selon les règles et principes comptables français et ont été audités. Le rapport des commissaires aux comptes contient la réserve suivante :</p> <p><i>"Comme mentionné en note 8.2.3 de l'annexe aux comptes annuels, dans le cadre de l'établissement du contrat opérationnel décennal entre l'État et</i></p>
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		<p><i>SNCF Mobilités et de sa trajectoire financière, le plan stratégique de Gares &amp; Connexions avait été modifié au cours du second semestre de l'année 2016, conduisant à une reprise de la perte de valeur des actifs de l'UGT SNCF Gares &amp; Connexions à hauteur de 233 millions d'euros au 31 décembre 2016. Au 31 décembre 2017, l'entreprise n'a pas identifié de nouveaux indices de perte ou de reprise de valeur.</i></p> <p><i>La sensibilité de la valeur recouvrable de ces actifs aux hypothèses économiques et financières reste très élevée au 31 décembre 2017. Plusieurs aléas et incertitudes importants continuent de peser sur les perspectives économiques et financières de l'UGT SNCF Gares &amp; Connexions, à savoir, (i) un modèle économique et tarifaire, et par conséquent un projet de Document de Référence des Gares 2018-2019, qui sont toujours en cours de discussion avec l'ARAFER, (ii) un transfert possible des gares et de leur gestion hors de SNCF Mobilités, notamment dans le contexte de la mission de concertation menée par le gouvernement en vue de préparer une stratégie d'ensemble pour refondre le modèle du transport ferroviaire, dont il est aujourd'hui difficile d'apprécier les éventuelles conséquences sur le cadre opérationnel, économique et financier de cette activité, (iii) et une trajectoire financière qui, comme illustré sur ces dernières années, est sujette à des adaptations pour tenir compte des évolutions de l'environnement économique, réglementaire et de régulation.</i></p> <p><i>Ces éléments pourraient se réaliser dans un avenir proche, avec des interactions ne pouvant être précisément déterminées, affectant la valeur d'utilité des actifs de l'UGT SNCF Gares &amp; Connexions telle qu'établie par SNCF Mobilités.</i></p> <p><i>Dans ce contexte, nous ne sommes pas en mesure d'apprécier le caractère probant des projections sous-tendant la valeur nette comptable des actifs de l'UGT Gares &amp; Connexions, et en conséquence de nous prononcer sur ladite valeur s'élevant à 1 579 millions d'euros au 31 décembre 2017."</i></p> <p>Les comptes consolidés annuels pour l'exercice clos le 31 décembre 2016 ont été préparés selon les normes IFRS telles qu'adoptées par l'Union européenne et ont été audités. Le rapport des commissaires aux comptes contient :</p> <p>(i) la réserve suivante :</p> <p><i>"Comme mentionné en notes 2.1.3, 4.3.2.1 et 4.3.2.3 de l'annexe aux comptes consolidés, dans le cadre de l'établissement du contrat opérationnel décennal entre l'Etat et SNCF Mobilités et de sa trajectoire financière, le plan stratégique de Gares &amp; Connexions a été modifié, conduisant à une reprise de la perte de valeur des actifs de l'UGT Gares &amp; Connexions à hauteur de 273 millions d'euros au 31 décembre 2016.</i></p> <p><i>La sensibilité de la valeur recouvrable de ces actifs aux hypothèses économiques et financières est très élevée. Plusieurs aléas et incertitudes importants pèsent sur les perspectives économiques et financières de l'UGT Gares &amp; Connexions, à savoir, (i) un modèle tarifaire toujours en cours de négociation et d'adaptation, (ii) un transfert possible des gares et de leur gestion hors de SNCF Mobilités, mis en avant par l'ARAFER, dont il est aujourd'hui difficile d'apprécier les éventuelles conséquences sur le cadre opérationnel, économique et financier de cette activité, (iii) et une trajectoire</i></p>
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		<p><i>financière qui, comme illustré sur la période écoulée de 18 mois, est sujette à des adaptations pour tenir compte des évolutions de l'environnement économique, règlementaire et de régulation.</i></p> <p><i>Ces éléments pourraient se réaliser dans un avenir proche, avec des interactions ne pouvant être précisément déterminées, affectant la valeur d'utilité des actifs de l'UGT Gares &amp; Connexions telle qu'établie par SNCF Mobilités.</i></p> <p><i>Dans ce contexte, nous ne sommes pas en mesure d'apprécier le caractère probant de ces projections ayant conduit à la reprise de perte de valeur mentionnée ci-dessus, et en conséquence de nous prononcer ni sur le montant de cette reprise ni sur la valeur nette comptable des actifs de l'UGT Gares &amp; Connexions qui s'élève à 1 567 millions d'euros au 31 décembre 2016." ; et</i></p> <p>(ii) l'observation suivante :</p> <p><i>"Sans remettre en cause l'opinion exprimée ci-dessus, nous attirons votre attention sur les notes 4.3.1.4, 4.3.2.1 et 4.3.2.2 de l'annexe aux comptes consolidés qui exposent le contexte ainsi que les incertitudes et aléas pesant sur certaines hypothèses économiques et financières retenues par SNCF Mobilités pour déterminer la valeur recouvrable des actifs de ses unités génératrices de trésorerie Eurostar et TGV France et Europe (à l'exclusion d'Eurostar et Thalys). La réalisation de ces hypothèses restant incertaine et la sensibilité des valeurs recouvrables à ces dernières étant très élevée, l'estimation des valeurs de ces actifs et des engagements de rachat associés, et par voie de conséquence celle des actifs d'impôts différés, pourrait varier dans le temps de façon significative."</i></p> <p>Les comptes non consolidés annuels pour l'exercice clos le 31 décembre 2016 ont été préparés selon les règles et principes comptables français et ont été audités. Le rapport des commissaires aux comptes contient :</p> <p>(i) la réserve suivante :</p> <p><i>"Comme mentionné en notes 3.3, 7.2.1 et 7.2.3 de l'annexe aux comptes annuels, dans le cadre de l'établissement du contrat opérationnel décennal entre l'Etat et SNCF Mobilités et de sa trajectoire financière, le plan stratégique de Gares &amp; Connexions a été modifié, conduisant à une reprise de la perte de valeur des actifs de l'UGT Gares &amp; Connexions à hauteur de 233 millions d'euros au 31 décembre 2016.</i></p> <p><i>La sensibilité de la valeur recouvrable de ces actifs aux hypothèses économiques et financières est très élevée. Plusieurs aléas et incertitudes importants pèsent sur les perspectives économiques et financières de l'UGT Gares &amp; Connexions, à savoir, (i) un modèle tarifaire toujours en cours de négociation et d'adaptation, (ii) un transfert possible des gares et de leur gestion hors de SNCF Mobilités, mis en avant par l'ARAFER, dont il est aujourd'hui difficile d'apprécier les éventuelles conséquences sur le cadre opérationnel, économique et financier de cette activité, (iii) et une trajectoire financière qui, comme illustré sur la période écoulée de 18 mois, est sujette à des adaptations pour tenir compte des évolutions de l'environnement économique, règlementaire et de régulation.</i></p> <p><i>Ces éléments pourraient se réaliser dans un avenir proche, avec des</i></p>
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		<p><i>interactions ne pouvant être précisément déterminées, affectant la valeur d'utilité des actifs de l'UGT Gares &amp; Connexions telle qu'établie par SNCF Mobilités.</i></p> <p><i>Dans ce contexte, nous ne sommes pas en mesure d'apprécier le caractère probant de ces projections ayant conduit à la reprise de perte de valeur mentionnée ci-dessus, et en conséquence de nous prononcer ni sur le montant de cette reprise ni sur la valeur nette comptable des actifs de l'UGT Gares &amp; Connexions qui s'élève à 1 468 millions d'euros au 31 décembre 2016. " ; et</i></p> <p>(ii) l'observation suivante :</p> <p><i>" Sans remettre en cause l'opinion exprimée ci-dessus, nous attirons votre attention sur les notes 7.2.1 et 7.2.2 aux comptes annuels qui exposent le contexte ainsi que les incertitudes et aléas pesant sur certaines hypothèses économiques et financières retenues par l'EPIC SNCF Mobilités pour déterminer la valeur recouvrable des actifs de son unité génératrice de trésorerie TGV France et Europe. La réalisation de ces hypothèses restant incertaine et la sensibilité des valeurs recouvrables à ces dernières étant très élevée, l'estimation des valeurs de ces actifs pourrait varier dans le temps de façon significative. "</i></p> <p>Les comptes consolidés semestriels résumés pour la période de 6 mois close le 30 juin 2018 de l'Emetteur ont fait l'objet d'un examen limité par les commissaires aux comptes qui ont émis un rapport d'examen limité. Ce rapport contient :</p> <p>(i) la réserve suivante :</p> <p><i>"Comme mentionné en note 1.2.2 de l'annexe aux comptes consolidés semestriels résumés, l'Entreprise a maintenu au 30 juin 2018 le montant des impôts différés actifs relatifs à l'Epic SNCF Mobilités tel que comptabilisé au 31 décembre 2017. Dans le contexte de la réforme ferroviaire, des réflexions sont en cours au titre de la réorganisation juridique et fiscale du Groupe qui devrait intervenir à compter de 2020, et qui pourrait avoir des conséquences significativement différentes sur le niveau des déficits fiscaux reportables selon le schéma retenu. À date, les échanges se poursuivant avec l'État actionnaire et aucun schéma ne pouvant être privilégié, l'Entreprise a donc considéré qu'elle n'était pas en mesure de comptabiliser un montant complémentaire d'impôts différés actifs, nonobstant l'amélioration de ses trajectoires financières. Dans ce contexte, nous ne sommes également pas en mesure de nous prononcer sur le montant des impôts différés actifs complémentaires au 30 juin 2018, qui, comme mentionné dans les notes annexes, seraient a minima de 0,2 milliard d'euros et n'ont pas été reconnus."</i></p> <p>(ii) et l'observation suivante :</p> <p><i>"Sans remettre en cause la conclusion exprimée ci-dessus, nous attirons votre attention sur :</i></p> <p>- <i>Les notes 1.2.3, 2.1.2 et 4.2.1 de l'annexe aux comptes consolidés semestriels résumés qui exposent le contexte dans lequel un test de</i></p>
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		<p>valeur des actifs de l'UGT TGV France et Europe (à l'exclusion d'Eurostar et de Thalys) a été mis en œuvre au 30 juin 2018. Ce test repose sur le nouveau plan stratégique 2019-2028 de l'activité TGV qui a fait l'objet d'une approbation par le Conseil d'administration du 26 juillet 2018. La trajectoire financière de ce plan intègre notamment la nouvelle indexation des péages, ainsi que des évolutions d'hypothèses structurantes prises en compte dans le nouveau plan stratégique global du groupe SNCF Mobilités auquel il contribue, dont certaines sont dépendantes de facteurs exogènes à l'entreprise. Ce test de valeur a conduit, en particulier du fait de l'impact favorable de la nouvelle indexation des péages, à la reprise de l'intégralité de la dépréciation constatée lors des exercices précédents et dont le montant résiduel s'élevait à 3,2 milliards d'euros.</p> <p>- Les notes 1.2.3, 2.1.2 et 4.2.2 de l'annexe aux comptes consolidés semestriels résumés faisant état, d'une part, de l'avis rendu par l'ARAFER sur le DRG 2018-2019 approuvant l'essentiel des grands principes du nouveau modèle économique et tarifaire de Gares &amp; Connexions, et d'autre part de la confirmation par la loi pour un nouveau pacte ferroviaire, du futur rattachement de l'activité Gares &amp; Connexions à SNCF Réseau, sous forme de filiale, à partir du 1er janvier 2020. Dans ce contexte, un nouveau plan stratégique 2019-2028 de l'activité Gares &amp; Connexions et sa trajectoire financière ont été élaborés. Cette dernière est considérée par la Direction comme transposable et opérable dans le futur cadre de fonctionnement sous forme de filiale de SNCF Réseau. Sur ces nouvelles bases, un test de valeur a été mis en œuvre au 30 juin 2018, conduisant à reprendre l'intégralité de la dépréciation résiduelle des actifs de l'UGT qui s'élevait à 107 millions d'euros."</p>												
<p><b>B.12</b></p>	<p><b>Informations financières historiques clés sélectionnées de l'Emetteur</b></p> <p>Les informations financières historiques clés sélectionnées de l'Emetteur sont extraites des comptes consolidés annuels de l'Emetteur au 31 décembre 2017 (y compris des informations comparatives relatives à l'exercice clos le 31 décembre 2016 pour lequel certaines des informations financières ci-dessous ont été retraitées) et extraites des comptes consolidés semestriels résumés pour le semestre se terminant au 30 juin 2018, qui ont fait l'objet d'un examen limité de la part des commissaires aux comptes.</p> <p><b>Compte de Résultat</b></p> <p>Le tableau ci-dessous présente un résumé des informations extraites du compte de résultat consolidé audité de l'Emetteur pour l'année se terminant au 31 décembre 2017 (y compris des informations comparatives relatives à l'exercice clos le 31 décembre 2016 pour lequel certaines des informations financières ci-dessous ont été retraitées) et le compte de résultat consolidé de l'Emetteur pour chacun des semestres se terminant le 30 juin 2017 et le 30 juin 2018 :</p> <table border="1" data-bbox="263 1904 1463 2076"> <thead> <tr> <th data-bbox="263 1904 630 2016"><i>En millions d'euros</i></th> <th data-bbox="630 1904 821 2016"><b>Semestre clos le 30 juin 2018</b></th> <th data-bbox="821 1904 1013 2016"><b>Semestre clos le 30 juin 2017</b></th> <th data-bbox="1013 1904 1236 2016"><b>Exercice clos le 31 décembre 2017</b></th> <th data-bbox="1236 1904 1463 2016"><b>Exercice clos le 31 décembre 2016</b></th> </tr> </thead> <tbody> <tr> <td data-bbox="263 2016 630 2076"><b>Chiffre d'affaires</b></td> <td data-bbox="630 2016 821 2076"><b>15 252</b></td> <td data-bbox="821 2016 1013 2076"><b>15 761</b></td> <td data-bbox="1013 2016 1236 2076"><b>31 831</b></td> <td data-bbox="1236 2016 1463 2076"><b>30 517</b></td> </tr> </tbody> </table>				<i>En millions d'euros</i>	<b>Semestre clos le 30 juin 2018</b>	<b>Semestre clos le 30 juin 2017</b>	<b>Exercice clos le 31 décembre 2017</b>	<b>Exercice clos le 31 décembre 2016</b>	<b>Chiffre d'affaires</b>	<b>15 252</b>	<b>15 761</b>	<b>31 831</b>	<b>30 517</b>
<i>En millions d'euros</i>	<b>Semestre clos le 30 juin 2018</b>	<b>Semestre clos le 30 juin 2017</b>	<b>Exercice clos le 31 décembre 2017</b>	<b>Exercice clos le 31 décembre 2016</b>										
<b>Chiffre d'affaires</b>	<b>15 252</b>	<b>15 761</b>	<b>31 831</b>	<b>30 517</b>										



Péages	-2 045	-2 122	-4 431	-4 248
Achats et charges externes hors péages	-6,373	-6 350	-12,890	-12 504
Impôts et taxes	-754	-687	-966	-1 042
Charges de personnel	-5 595	-5 645	-11 206	-10 944
Autres produits et charges	164	223	421	379
<b>Marge opérationnelle</b>	<b>649</b>	<b>1 179</b>	<b>2 759</b>	<b>2 158</b>
Dotations aux amortissements	-733	-701	-1 422	-1 442
Variation nette des provisions	185	31	32	162
<b>Résultat opérationnel courant</b>	<b>101</b>	<b>509</b>	<b>1 369</b>	<b>878</b>
Résultat de cession d'actifs	51	133	302	138
Réévaluation à la juste valeur de la participation antérieurement détenue	16	31	31	26
Pertes de valeur	3 309	-11	-36	149
<b>Résultat opérationnel</b>	<b>3 477</b>	<b>662</b>	<b>1 666</b>	<b>1 191</b>
Quote-part de résultat net des entreprises mises en équivalence	17	25	39	47
<b>Résultat opérationnel après quote-part de résultat net des entreprises mises en équivalence</b>	<b>3 493</b>	<b>687</b>	<b>1 705</b>	<b>1 238</b>
Coût financier net des avantages du personnel	4	-9	-18	-21
Coût de l'endettement financier net et autres	-130	-122	-272	-279
<b>Résultat financier</b>	<b>-126</b>	<b>-131</b>	<b>-290</b>	<b>-301</b>
<b>Résultat avant impôts</b>	<b>3 368</b>	<b>556</b>	<b>1 415</b>	<b>937</b>
Impôt sur les résultats	-129	-200	-245	-443
<b>Résultat net des activités ordinaires</b>	<b>3 239</b>	<b>356</b>	<b>1 170</b>	<b>494</b>
Résultat net d'impôt des activités transférées	-	-	-	-
<b>Résultat net de l'exercice</b>	<b>3 239</b>	<b>356</b>	<b>1 170</b>	<b>494</b>
<b>Résultat net – Part du groupe</b>	<b>3 202</b>	<b>338</b>	<b>1 136</b>	<b>511</b>
Résultat net attribuable aux participations ne donnant pas le contrôle (intérêts minoritaires)	37	18	33	-18

**Bilan**

Le tableau ci-dessous présente un résumé des informations extraites du bilan consolidé de l'Emetteur pour l'année se terminant au 31 décembre 2017 (y compris des informations comparatives relatives à l'exercice clos le 31 décembre 2016 pour lequel certaines des informations financières ci-dessous ont été retraitées) et le bilan consolidé de l'Emetteur pour le semestre clos le 30 juin 2018 :

<i>En millions d'euros</i>	<b>30 juin 2018</b>	<b>31 décembre 2017</b>	<b>31 décembre 2016</b>
Ecarts d'acquisition	2 351	2 339	2 373
Immobilisations incorporelles	1 763	1 776	1 783
Immobilisations corporelles	16 402	13 546	12 803
Actifs financiers non courants	5 557	5 474	5 988
Titres mis en équivalence	683	671	653
Impôts différés actifs	961	969	872
<b>Actifs non courants</b>	<b>27 717</b>	<b>24 775</b>	<b>24 472</b>
Stocks et en-cours	680	682	661
Créances d'exploitation	7 225	6 906	6 855
<b>Actifs d'exploitation</b>	<b>7 906</b>	<b>7 588</b>	<b>7 516</b>
Actifs financiers courants	950	1 074	1 348
Trésorerie et équivalents de trésorerie	5 024	6 394	4 584
<b>Actifs courants</b>	<b>13 880</b>	<b>15 056</b>	<b>13 448</b>
Actifs détenus en vue d'être cédés	576	1	1
<b>TOTAL DE L'ACTIF</b>	<b>42 173</b>	<b>39 831</b>	<b>37 921</b>
Capital	3 971	3 971	3 971
Réserves consolidées	879	188	-30
Résultat Groupe	3 202	1 136	511
<b>Capitaux propres – Part du Groupe</b>	<b>8 053</b>	<b>5 295</b>	<b>4 453</b>
Participations ne donnant pas le contrôle (intérêts minoritaires)	138	134	130

	<b>Capitaux propres totaux</b>	<b>8 191</b>	<b>5 248</b>	<b>4 582</b>
	Engagements envers le personnel non courants	1 529	1 572	1 577
	Provisions non courantes	991	1 164	1 151
	Passifs financiers non courants	16 048	15 883	15 481
	Impôts différés passifs	376	373	416
	<b>Passifs non courants</b>	<b>18 945</b>	<b>18 991</b>	<b>18 625</b>
	Engagements envers le personnel courants	99	97	104
	Provisions courantes	156	175	222
	Dettes d'exploitation	11 196	10 446	10 395
	<b>Passifs d'exploitation</b>	<b>11 452</b>	<b>10 717</b>	<b>10 721</b>
	Passifs financiers courants	3 584	4 693	3 992
	<b>Passifs courants</b>	<b>15 035</b>	<b>15 410</b>	<b>14 713</b>
	Passifs relatifs aux actifs détenus en vue d'être cédés	2	1	1
	<b>TOTAL DU PASSIF</b>	<b>42 713</b>	<b>39 831</b>	<b>37 921</b>
	<b><i>Déclarations relatives à l'absence de changement significatif ou de changement défavorable significatif</i></b>			
	A l'exception de ce qui est mentionné aux Eléments B.4b, B.10 et B.13, il n'y a eu aucun changement significatif dans la situation financière ou commerciale de l'Emetteur depuis le 30 juin 2018 et il n'y a eu aucun changement défavorable significatif dans les perspectives de l'Emetteur depuis le 31 décembre 2017.			

The subsection B.13 entitled "Evénements récents propres à l'Emetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on pages 42 to 44 of the Base Prospectus shall be supplemented with the following:

<p><b>B.13</b></p>	<p>Evénements récents propres à l'Emetteur et présentant un intérêt significatif pour l'évaluation de sa solvabilité</p>	<ul style="list-style-type: none"> <li>- <b>Réforme du ferroviaire</b> : A l'issue de la remise du rapport de Jean-Cyril Spinetta sur l'avenir du transport ferroviaire le 15 février 2018, le Premier Ministre a présenté le 26 février un projet de loi pour un nouveau pacte ferroviaire adopté par l'Assemblée nationale le 17 avril et adopté par le Sénat le 5 juin 2018.</li> </ul> <p>La Loi n°2018-515 du 27 juin 2018 pour un nouveau pacte ferroviaire promulguée au Journal officiel de la République française (le "<b>Nouveau Pacte Ferroviaire</b>") se décline autour de ces axes :</p> <ul style="list-style-type: none"> <li>- Construire une nouvelle organisation du groupe SNCF à horizon 1er janvier 2020, avec pour objectif de transformer le groupe SNCF en un grand groupe public unifié et intégré constitué d'une société nationale à capitaux publics, SNCF, détenant deux sociétés, SNCF Mobilités et SNCF Réseau selon les missions suivantes : <ul style="list-style-type: none"> <li>• SNCF Mobilités exploite, directement ou à travers ses filiales, des services de transport ferroviaire et exerce d'autres activités prévues par ses statuts;</li> <li>• La société nationale SNCF définit l'organisation du groupe public qu'elle constitue avec ses filiales afin d'assurer les missions ci-dessous ;</li> <li>• Le groupe public dans son ensemble est chargé (i) d'exploiter et de développer, de façon transparente et non discriminatoire, le réseau ferré national conformément aux principes du service public et dans le but de promouvoir le transport ferroviaire en France, (ii) d'exploiter et de développer, de façon transparente et non discriminatoire, les gares de voyageurs et d'autres installations de service reliées au réseau ferré national, (iii) d'exercer des missions transversales nécessaires au bon fonctionnement du système de transport ferroviaire national au bénéfice de l'ensemble des acteurs de ce système, notamment en matière de préservation de la sûreté des personnes, des biens et du réseau ferroviaire et (iv) d'assurer des services de transport ferroviaire de voyageurs et de marchandises, nationaux et internationaux ;</li> <li>• SNCF Réseau a pour mission d'assurer, de façon transparente et non discriminatoire, directement ou par l'intermédiaire de filiales, conformément aux principes du service public et dans le but de promouvoir le transport ferroviaire en France dans un objectif de développement durable, d'aménagement du territoire et d'efficacité économique et sociale notamment (i) l'accès à l'infrastructure ferroviaire du réseau ferré national, comprenant la répartition des capacités et la tarification de cette infrastructure et (ii) la gestion opérationnelle des</li> </ul> </li> </ul>
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		<p style="text-align: center;">circulations sur le réseau ferré national.</p> <ul style="list-style-type: none"> <li>- L'État sera détenteur de la totalité du capital de la société nationale SNCF qui sera incessible. La société nationale SNCF sera détentrice de l'intégralité du capital de SNCF Mobilités et de SNCF Réseau. Le capital de ces deux sociétés sera incessible. SNCF, SNCF Réseau et SNCF Mobilités seront soumises aux dispositions législatives applicables aux sociétés anonymes (et dont les statuts initiaux seront fixés par décret en Conseil d'État puis modifiés, par la suite, selon les règles prévues par le Code de commerce).</li> <li>- La sortie de l'activité Gares &amp; Connexions du périmètre de SNCF Mobilités et la confirmation du rattachement du gestionnaire des gares à SNCF Réseau, sous forme de filiale, à partir du 1er janvier 2020, et dotée d'une autonomie organisationnelle, décisionnelle et financière (article 1<sup>er</sup> du Nouveau Pacte Ferroviaire) ;</li> <li>- Modifier l'organisation salariale en cessant, à partir du 1er janvier 2020, de recruter sous le statut de cheminot. Les employés existant pourront continuer de bénéficier de ce statut. En parallèle de cette transformation, des négociations au niveau de la branche ferroviaire seront entreprises.</li> <li>- Assurer la continuité et améliorer la qualité, l'efficacité et la performance des services publics de transport ferroviaire de voyageurs et en assurer l'ouverture à la concurrence, notamment par l'attribution des contrats de service public de transport ferroviaire de voyageurs après publicité et mise en concurrence. A ce titre, le Nouveau Pacte Ferroviaire prévoit la possibilité d'ouvrir à la concurrence selon les activités et un calendrier entre le 3 décembre 2019 et le 24 décembre 2023. Par exemple, entre ces deux dates : <ul style="list-style-type: none"> <li>• pour les services de transport ferroviaire de voyageurs, Ile de France Mobilités peut attribuer des contrats de service public relatifs à ces services après publicité et mise en concurrence;</li> <li>• l'État peut attribuer des contrats de service public relatifs à des services de transport ferroviaire de personnes d'intérêt national après publicité et mise en concurrence; et</li> <li>• les régions peuvent attribuer des contrats de service public relatifs à des services de transport ferroviaire de personnes d'intérêt régional après publicité et mise en concurrence.</li> </ul> </li> </ul> <p>La Loi n°2018-515 du 27 juin 2018 pour un nouveau pacte ferroviaire doit être complétée et précisée par des ordonnances prises par le Gouvernement et la publication de décrets d'application portant sur les axes mentionnés ci-dessus.</p> <ul style="list-style-type: none"> <li>- <b>Reprises de pertes de valeur :</b> <p><i>Reprise perte de valeur sur l'UGT TGV France et Europe</i></p> <p>Le plan stratégique 2019-2028 de l'unité génératrice de trésorerie (UGT) TGV France et Europe (hors Eurostar et Thalys) qui a été approuvé par le Conseil d'administration du 26 juillet 2018 intègre notamment une nouvelle indexation des péages. Cette nouvelle trajectoire, plus favorable, a conduit le</p> </li> </ul>
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		<p>Groupe à mettre en œuvre un test de valeur qui a abouti à la reprise de la perte de valeur résiduelle de 3 193 millions € au 30 juin 2018.</p> <p><i>Reprise perte de valeur sur l'UGT Gares &amp; Connexions</i></p> <p>SNCF Gares &amp; Connexions a élaboré un nouveau plan stratégique 2019-2028 contribuant au plan stratégique global du Groupe. Ce plan stratégique affichant une amélioration de la trajectoire financière de la Branche SNCF Gares &amp; Connexions, un test de valeur a été réalisé au 30 juin 2018, aboutissant à la reprise de la perte de valeur résiduelle de 107 millions €.</p> <ul style="list-style-type: none"> <li>- <b>Mouvement Social</b> : Une partie des salariés de l'EPIC SNCF Mobilités a entamé une grève le 22 mars 2018 qui s'est poursuivie en pointillé à compter du 3 avril, à raison de 2 jours tous les 5 jours, reconductible jusqu'au 28 juin 2018 en opposition au projet de réforme du système ferroviaire. Ce mouvement social a entraîné des impacts pour les clients du groupe SNCF et des conséquences financières au sein de certaines activités du groupe. Outre des pertes importantes de chiffres d'affaires du Groupe, la Direction a annoncé des mesures exceptionnelles de remboursement et de dédommagements aux usagers afin de compenser les désagréments liés à cette grève.</li> <li>- <b>Cession de Foncière Vesta</b> : Le groupe SNCF Mobilités est engagé dans un processus de cession de la filiale immobilière Foncière Vesta détenue à 100% par ICF Novedis.</li> <li>- <b>Notations Fitch</b> : Fitch Ratings a abaissé les notes de défaut émetteur (<i>Issuer Default Ratings</i> - IDR) à long terme en devises et en monnaie locale attribuées à SNCF Mobilités de "AA à "A+" et la note IDR à court terme de "F1+" à "F1" et a retiré la mise sous surveillance négative. La perspective est stable.</li> <li>- <b>Avis de l'ARAFER sur le Document de Référence des Gares (DRG) 2018-2020</b> : L'avis de l'Autorité de régulation des activités ferroviaires et routières (ARAFER) sur le document de référence des gares voyageurs (DRG) 2018-2020 déposé le 16 mars a été publié le 9 juillet 2018. Il en ressort un avis globalement favorable de l'ARAFER sur les tarifs des redevances relatives aux prestations régulées fournies par l'UGT Gares &amp; Connexions dans les gares de voyageurs pour les horaires de service 2018 et 2019. L'UGT Gares &amp; Connexions saisira l'ARAFER au titre de la tarification applicable pour l'horaire de service 2020 au plus tard un an avant l'ouverture de l'horaire de service, soit en décembre 2018.</li> <li>- <b>Décision de la Cour d'Appel de Paris sur l'enquête de l'Autorité de la Concurrence dans le secteur de la messagerie</b> : Geodis a fait appel de la décision de l'Autorité de la Concurrence en date du 22 janvier 2016. L'audience a eu lieu en mars 2017 et la décision de la Cour d'appel de Paris a été rendue le 19 juillet 2018 : elle conduit à diminuer l'amende de 196 M€, payée en avril 2016, à un montant de 166 M€. A ce stade, dans l'éventualité d'un pourvoi en cassation des parties, à régulariser au plus tard le 19 août 2018, SNCF Mobilités n'a tiré aucune conséquence de cet arrêt dans ses comptes à fin juin 2018.</li> <li>- <b>Approbation d'une commande de 100 rames de TGV du futur</b> : Une commande de 100 rames TGV (train grande vitesse) du futur auprès du constructeur Alstom pour 2,65 Milliards d'euros a été confirmée par le Conseil d'Administration du 26 juillet 2018.</li> <li>- <b>Décision du Conseil d'État sur le Taux T2</b> : Suite au recours déposé devant</li> </ul>
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		<p>le Conseil d'État pour le calcul du taux T2 de cotisation vieillesse le 23 mai 2017, une décision défavorable a été rendue le 18 juillet 2018. SNCF Mobilités en a tiré les conséquences dans ses comptes au 30 juin 2018.</p> <p>- <b>Projet de partenariat pour l'agrandissement de la gare de Paris-Nord :</b> Un projet de partenariat entre l'UGT Gares &amp; Connexions et CEETRUS, la foncière du groupe Auchan, portant sur l'agrandissement de la gare Paris – Nord a été validé en Conseil d'Administration Extraordinaire le 9 juillet 2018. La fin de la négociation prévue pour fin 2018 devrait aboutir à la constitution d'une société commune détenue à 34% par SNCF Mobilités et à 66% par CEETRUS.</p>
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The subsection B.17 entitled "Notations l'Emetteur ou de ses Titres" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on pages 45 to 46 of the Base Prospectus shall be deleted and replaced with the following:

<b>B.17</b>	Notations l'Emetteur ou de ses Titres	<p>La dette à long terme de l'Emetteur a été notée AA- avec perspective stable par Standard &amp; Poor's, Aa3 avec perspective stable par Moody's et A+ avec perspective stable par Fitch.</p> <p>Le Programme a été noté AA- par Standard &amp; Poor's, Aa3 par Moody's et A+ par Fitch.</p> <p>A la date du présent Prospectus de Base, Standard &amp; Poor's, Moody's et Fitch sont des agences de notation établies dans l'Union Européenne et enregistrées conformément au Règlement (CE) n° 1060/2009 du Parlement Européen et du Conseil du 16 septembre 2009, tel que modifié (le "<b>Règlement CRA</b>") et figure sur la liste des agences de notation de crédit enregistrée conformément au Règlement CRA et publiée sur le site internet de l'Autorité Européenne des Marchés Financiers (<a href="http://www.esma.europa.eu/supervision/credit-rating-agencies/risk">www.esma.europa.eu/supervision/credit-rating-agencies/risk</a>) conformément au Règlement CRA.</p> <p>La notation des Titres (le cas échéant) sera spécifiée dans les Conditions Définitives applicables. Les Conditions Définitives applicables indiqueront également si cette notation est émise par une agence de notation établie dans l'Union Européenne et enregistrée conformément à la Réglementation CRA.</p> <p><i>Résumé spécifique à l'Emission:</i></p> <p>[Les Titres [ont été/seront] notés [préciser le(s) notation(s) de la Tranche émise] par [préciser le(s) agence(s) de notation].]</p> <p>Une notation ne constitue pas une recommandation d'achat, de vente ou de détention de titres et peut à tout moment être suspendue, modifiée ou faire l'objet d'un retrait par l'agence de notation concernée.</p>
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The subsection D.2 entitled "Principaux risques relatifs à l'Emetteur" of the section entitled "RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY OF THE PROGRAMME)" on pages 55 to 57 of the Base Prospectus shall be deleted and replaced with the following subsection:

<p><b>D.2</b></p>	<p>Principaux risques relatifs à l'Emetteur</p>	<p>En acquérant les Titres, les investisseurs assument le risque que l'Emetteur puisse devenir insolvable ou autrement être dans l'impossibilité d'effectuer tous les paiements dus en vertu des Titres.</p> <p>Plusieurs facteurs peuvent, individuellement ou collectivement avoir un effet négatif sur la capacité de l'Emetteur à effectuer les paiements en vertu des Titres. Il n'est pas possible d'identifier tous ces facteurs ou de déterminer quels facteurs sont les plus susceptibles de se produire, dans la mesure où l'Emetteur peut ne pas être informé de tous les facteurs pertinents.</p> <p>En outre, certains facteurs qui ne paraissent pas à ce jour significatifs pourraient le devenir si certains événements indépendants de la volonté de l'Emetteur se produisaient.</p> <p>L'Emetteur a identifié dans ce Prospectus de Base plusieurs facteurs qui pourraient impacter significativement de manière défavorable son activité et sa capacité à effectuer les paiements dus en vertu des Titres. Ces facteurs comprennent :</p> <ul style="list-style-type: none"> <li>- les risques juridiques :</li> <li>* l'Emetteur est un établissement public à caractère industriel et commercial (EPIC) ;</li> <li>* le Gouvernement français peut interférer dans des décisions importantes pour l'Emetteur ou pour son Groupe ;</li> <li>* l'Emetteur fera l'objet de changements importants dans le cadre du Nouveau Pacte Ferroviaire (voir Élément B.13) qui entraîneront diverses réorganisations et réorientations de l'Émetteur et pourrait avoir un effet significatif sur ses activités et / ou sa situation financière, y compris sur la notation de l'Émetteur et des Titres, étant précisé qu'il n'est pas possible de déterminer ou d'anticiper complètement l'ampleur, le calendrier et la forme de cette réforme. Les discussions en cours sur les conséquences du Nouveau Pacte Ferroviaire pourraient également engendrer une instabilité sociale ou une insécurité juridique qui pourrait affecter les activités générales et les performances financières de l'Emetteur ;</li> <li>* l'Emetteur conduit ses activités dans le contexte d'un contrat de performance conclu avec l'Etat français ;</li> <li>* l'Emetteur conduit certaines de ses activités faisant l'objet d'un paiement d'un tarif réglementé, dont le niveau peut avoir un impact sur les résultats de l'Emetteur ;</li> <li>* les activités de l'Emetteur requièrent diverses autorisations qui peuvent être difficiles à obtenir ou dont l'obtention peut être soumise à des conditions pouvant devenir significativement plus rigoureuses ; et</li> <li>* l'Emetteur fait face à de la concurrence sur le marché de fret ferroviaire</li> </ul>
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		<p>domestique français ;</p> <p>- les risques opérationnels :</p> <p>* des retards et autres problèmes techniques pourraient conduire à une réduction de la qualité de service perçue apportée par le Groupe ;</p> <p>* les opérations du Groupe sont dépendantes des systèmes informatiques, la défaillance ou la rupture dans leur sécurité pourrait porter préjudice à sa réputation et affecter de manière négative sa performance financière ;</p> <p>* les catastrophes naturelles et des conditions climatiques sévères pourraient affecter de manière négative les opérations du Groupe et sa performance financière ;</p> <p>* le Groupe pourrait subir des pertes dans le cas d'un accident ou d'un incident impliquant ses trains ;</p> <p>* les risques liés aux employés et au personnel et les risques de réputation ;</p> <p>* le manquement de l'Emetteur à se conformer à toute législation ou réglementation en matière d'environnement, de santé et de sécurité peut entraîner ce dernier à en porter la responsabilité ou à couvrir tous autres dommages qui pourraient être demandés au titre d'une compensation ;</p> <p>* coûts et mise à disposition de l'énergie ;</p> <p>* pollution de l'environnement environnant ; et</p> <p>* le Groupe poursuit (ou pourrait poursuivre) ses activités dans de nombreux pays qui pourraient se trouver exposés à des périodes d'instabilité politique, économique ou sociale ou qui pourraient augmenter le risque de pratiques prohibées et contraires à l'éthique ;</p> <p>- les risques financiers (dont risques de taux d'intérêts, risques de taux de change, risques relatifs aux titres, risque de liquidité, risque de contrepartie mais aussi risques d'assurance et risques de notation) ;</p> <p>- autres risques :</p> <p>* le Groupe pourrait être affecté défavorablement par les conséquences d'un départ imminent du Royaume Uni de l'Union Européenne ("Brexit");</p> <p>* des attaques terroristes et des évènements similaires peuvent affecter négativement l'activité et les résultats de l'Emetteur et du Groupe ;</p> <p>* des incertitudes concernant la position financière et le futur de Gares &amp; Connexions peuvent affecter négativement l'activité et les résultats du Groupe ; et</p> <p>* les litiges en cours.</p>
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## RISK FACTORS

The subsections "*The Issuer may be subject to significant changes in the context of the future Framework Law on Mobility*", "*The Issuer operates its activities within the context of a performance contract entered into with the French State*", "*Rating Risks*", "*Uncertainties regarding the financial position and the future of the Branch Gares & Connexions*" and "*Current litigation*" in the section entitled "RISK FACTORS" on pages 63 to 64, 70, 71 to 72 respectively of the Base Prospectus shall be deleted and replaced with the following:

*"The Issuer will be subject to significant changes in the context of the New Railway Pact*

Following the submission of Jean-Cyril Spinetta's report on the future of French rail transport on 15 February 2018, the French Prime Minister presented a draft law on 26 February for a new railway pact that was adopted by the French National Assembly on 17 April and by the French Senate on 5 June 2018.

Law 2018-515 of 27 June 2018 for a new railway pact published in the *Journal officiel de la République française* (the "**New French Railway Pact**") is based on these principles:

- Building a new SNCF Group organisation by 1 January 2020 with the objective of transforming it into a major unified and integrated public group comprising a fully state-owned limited company, SNCF, and two national companies, SNCF Mobilités and SNCF Réseau with the following duties:
  - SNCF Mobilités operates, either directly or through its subsidiaries, rail transport services and conducts the other activities set forth in its bylaws;
  - SNCF defines the organisation of the public group that it comprises with its subsidiaries to fulfil the following duties;
  - The public group as a whole is responsible for (i) operating and developing, in a fair and transparent manner, the national rail network in accordance with the public service principles in order to promote rail transport in France, (ii) operating and developing, in a fair and transparent manner, passenger train stations and other service facilities relating to the national rail network, (iii) fulfilling transversal duties essential to the proper operation of the national rail system for the benefit of all the players in this system, particularly to secure the safety of persons, assets and the rail network and (iv) guaranting national and international passenger and freight transport services;
  - SNCF Réseau is responsible for guaranteeing, in a fair and transparent manner, directly or through its subsidiaries, in accordance with public service principles and in order to promote rail transport in France with a view to sustainable development, regional planning and economic and social efficiency, and specifically (i) access to the rail infrastructure of the French national rail network, including the allocation of capacities and the pricing of this infrastructure and (ii) operational management of the traffic on the French national rail network.
- The French State will own the entire share capital of SNCF, whose securities will be non-transferable. SNCF will own the entire share capital of SNCF Mobilités and SNCF Réseau. The capital of these two companies will be non-transferable. SNCF, SNCF Réseau and SNCF Mobilités will be subject to the legal provisions applicable to corporations (whose initial bylaws will be determined by decree in the *Conseil d'État* and then amended according to the rules stipulated in the French Commercial Code);
- Exit of the Gares & Connexions business from the scope of SNCF Mobilités and confirmation of the station manager's transfer to SNCF Réseau, in the form of a subsidiary, as of 1 January 2020, with organisational, decision-making and financial independence (Article 1 of the New Railway Pact);
- Amend the salary organisation while ceasing, as from 1 January 2020, to recruit personnel with railway worker status. Current employees may continue to benefit from this status. At the same time as this transformation, negotiations will be conducted in connection with the railway division;
- Secure the continuity and improve the quality, efficiency and performance of French passenger rail transport public services and guarantee its opening to competition, particularly by granting passenger rail transport public service contracts in accordance with advertising and competition rules. Accordingly, under the New

Railway Pact, the French rail network can be opened to competition depending on the activity between 3 December 2019 and 24 December 2023. For example, between these two dates:

- for passenger rail transport services, *Île-de-France Mobilités* may award public service contracts relating to these services in accordance with advertising and competition rules;
- the French State may award public service contracts relating to French national passenger rail transport services in accordance with advertising and competition rules; and
- the regions may award public service contracts relating to French regional passenger rail transport services in accordance with advertising and competition rules; and

Law 2018-515 of 27 June 2018 for a new railway pact should be completed and specified in orders adopted by the French Government and the publication of application decrees involving the aforementioned aims.

The New Railway Pact will lead to various reorganisations and reorientations of the Issuer which could have a material effect on its activities and/or its financial situation, including on the rating of the Issuer and the Notes, the extent, timing and shape of which it is not yet possible to fully determine or anticipate as of the date of this Supplement. The current discussions on the consequences of the New Railway Pact could also produce social instability or legal uncertainty which could affect the general activities and financial performances of the Issuer."

All references to the risk factor entitled "*The Issuer may be subject to significant changes in the context of the future Framework Law on Mobility*" in the section entitled "RISK FACTORS" shall be construed as reference to the risk factor above entitled "*The Issuer will be subject to significant changes in the context of the New Railway Pact*".

***"The Issuer operates its activities within the context of a performance contract entered into with the French State***

In accordance with Article L.2102-5 of the French *Code des transports*, a strategic framework agreement (*Contrat-cadre du Groupe Public Ferroviaire*) was executed between SNCF (as the holding parent company of SNCF Mobilités and SNCF Réseau) and the French State on 20 April 2017. Updated every three years for a ten-year term, this framework agreement includes operating agreements (so-called "performance contracts") executed between the French State and SNCF Mobilités, and between the French State and SNCF Réseau. The strategic framework agreement (*Contrat-cadre du Groupe Public Ferroviaire*) determines the objectives assigned by the French State in terms of service quality for the benefit of all rail companies, rail transport organising authorities and users. It also consolidates the financial trajectories and the sustainable and human development components of the performance contracts. The *Autorité de régulation des activités ferroviaires et routières* (the **ARAFER**) issued an opinion related to this strategic framework agreement (*Contrat-cadre du Groupe Public Ferroviaire*) on 29 March 2017 (opinion 2017-37).

Consequently and pursuant to article L.2141-3 of the French *Code des transports*, SNCF Mobilités signed on 20 April 2017 a ten-year performance contract (*Contrat pluriannuel d'objectifs entre l'Etat et SNCF Mobilités*) (updated every three years) with the French State containing objectives relating to *inter alia* quality services objectives, financial trajectory, development of the railway public service and land-use planning. The financial trajectory included in this performance contract reiterates the one in the 2017-2026 strategic plan prepared in this context in the second half of 2016.

The Issuer cannot guarantee that the performance contract will not change in the future to contain obligations that are more restrictive to the Issuer (such as obligations of a financial nature) than the obligations that are currently applicable. In addition, this financial trajectory contained in the performance contract could also be challenged by several factors of uncertainty, including (as stated in the performance contract):

- the implementation of the Fourth Railway Package that will set out the terms and conditions for opening to competition, which will have a potential financial impact on the different activities of SNCF Mobilités, beyond what is incorporated at this stage in the financial trajectory included in the performance contract;
- the amplitude of the economic downturn (if any);

- the consequences of the ongoing reflections or which could be initiated related to the evolution of the economic models of the activities "Voyages" and "Intercités".

The performance contract specifies that an update of the financial trajectory could be carried on once these elements are stabilised. In this respect, it should be noted that the French State and the Issuer continue their discussions in the context of the implementation of the railway reform (see also "*The Issuer will be subject to significant changes in the context of the New Railway Pact*" above for details), in particular on a new performance plan (including on a new financial trajectory)."

## "5. **Rating risks**

The Programme has been rated AA- by Standard & Poor's, Aa3 by Moody's and A+ by Fitch.

Series of Notes issued under the Programme may be rated or unrated. Where a Series of Notes is rated, such rating will be disclosed in the applicable Final Terms and will not necessarily be the same as the ratings assigned to the Programme. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Any downgrading of the rating of the Programme and/or the Issuer which could be due to a gradually increasing exposure to competitive markets or important adverse changes in the national or European regulatory, statutory and legal framework, may adversely affect the marketability of the Notes issued under this programme in the secondary market.

In addition, changes in the ratings or outlook on the Republic of France could lead to corresponding changes to those in respect of SNCF Mobilités."

### ***"Uncertainties regarding the financial position and the future of the Branch Gares & Connexions***

In a decision dated 3 October 2016, the *Conseil d'Etat* approved the decision of the ARAFER issued on 17 February 2015 which rejected the proposed charges for the regulated Gares & Connexions services in French railway stations for 2016. In its decision, the *Conseil d'Etat* confirmed inter alia that (i) Gares & Connexions must take into account performance and productivity goals which must be mentioned with sufficient details in the stations' reference document (document de référence des gares) published by Gares & Connexions in accordance with Article L2123-3-2 of the French *Code des transports* and (ii) the setting of access charges for the availability of space in French railway stations must be determined with reference to general charges and not exclusively with reference to charges paid by shops in the relevant stations. In the context of the performance contract signed on 20 April 2017 between the Issuer and the French State (see above for further details), the Gares & Connexions 2016-2025 strategic plan was amended, particularly in terms of the forecast profitability and investment levels, to take into account the decision of the *Conseil d'Etat* dated 3 October 2016. It should be noted that the updated 2017-2026 strategic plan is still being based on SNCF Mobilités' target vision of the pricing model and does not incorporate all of the changes proposed by the ARAFER in its decision issued on 17 February 2015.

In addition, the French Government's report on the development of passenger rail station management to the French Parliament, as provided by law n° 2014-872 of 4 August 2014 relating to the new railway system reform in France (the "**Rail Reform Law**") was published on 5 August 2014 in the *Journal Officiel*, to be published within a period of two years following the Rail Reform Law, has not yet been published as at the date of this Base Prospectus. In July 2016, the ARAFER published a study on this matter which includes several scenarios for station transfer and management, including the removal of Gares & Connexions from the SNCF Mobilités scope.

The above elements and uncertainties regarding the economic and financial prospects of Gares & Connexions are reflected in the auditors' report relating to the consolidated financial statements for the financial year ended on 31 December 2017 and in the auditors' limited review report relating to the condensed half-year consolidated financial

statements as at and for the half year ended 30 June 2018 (see "*Documents incorporated by reference*"), which both include a qualification, and may have a negative impact on the business and results of the Issuer and the Group.

The table below shows the portion attributable to Gares & Connexions in SNCF Mobilités' financial position on the basis of the consolidated financial statements of SNCF Mobilités for the financial year ended on 31 December 2017:

<i>In € millions</i>	Gares & Connexions	SNCF Mobilités	%
External revenue	493	31,831	1.5
Gross profit	220	2,759	8.0
Net investments	-209	-2,244	9.3
Net debt (*)	586	7,914	7.4

(\*) *Part of Gares & Connexions in the Group net debt.*

See also "*The Issuer will be subject to significant changes in the context of the New Railway Pact*" above in relation to the changes relating to the Branch Gares & Connexions in the context of the New Railway Pact."

#### ***"Current litigation***

The Issuer is involved in litigation proceedings, most of which have arisen in the ordinary course of its business. The current litigation proceedings led to the booking of a provision for an amount of €215 million in the consolidated financial statements for the financial year ended on 31 December 2017, as stated in the note 4.5 of the consolidated financial statements for the financial year ended on 31 December 2017 of SNCF Mobilités (see "*Documents incorporated by reference*"). On 30 June 2018, the amount of this provision is €211 million (see note 4.2 in the Half-Year Report and Condensed Half-Year Consolidated Financial Statements (in the French language) as at, for the six-month period ended 30 June 2018)."

## GENERAL DESCRIPTION OF THE PROGRAMME

The sub-section "Rating" of the section entitled "General Description of the Programme" on page 95 of the Base Prospectus shall be deleted and replaced with the following:

"Rating:

The Programme has been rated AA- by Standard and Poor's Credit Market Services Europe Limited (**S&P**), Aa3 by Moody's Italia S.r.l. (**Moody's**) and A+ by Fitch Ratings Ltd. (**Fitch**). S&P, Moody's and Fitch are each a rating agency established in the European Union and registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). S&P, Moody's and Fitch are included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website ([www.esma.europa.eu/supervision/credit-rating-agencies/risk](http://www.esma.europa.eu/supervision/credit-rating-agencies/risk)).

Series of Notes issued under the Programme may be rated or unrated. Where a Series of Notes is rated, such rating will be disclosed in the applicable Final Terms and will not necessarily be the same as the ratings assigned to the Programme. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency."

## DOCUMENTS INCORPORATED BY REFERENCE

**The section entitled "Documents Incorporated by Reference" on pages 97 to 100 of the Base Prospectus shall be deleted and replaced with the following:**

"The following documents which have previously been published and have been filed with the AMF shall be incorporated in, and form part of, this Base Prospectus:

- (a) the Financial Report 2016 (in the English language), containing the consolidated audited financial statements for 2016, (**FR 2016**) of SNCF Mobilités;
- (b) the non consolidated audited financial statements for 2016 (in the French language) (**NCFS 2016**);
- (c) the Financial Report 2017 (in the English language), containing the consolidated audited financial statements for 2017, (**FR 2017**) of SNCF Mobilités;
- (d) the Financial Report 2017 (in the French language), containing the non consolidated audited financial statements for 2017, (**FR 2017(French)**) of SNCF Mobilités;
- (e) the Half-Year Activity Report and Condensed Half-Year Consolidated Financial Statements (in the French language) as at, for the period ended 30 June 2018 (**CCFS 2018**) of SNCF Mobilités;
- (f) the terms and conditions of the Notes contained on pages 10 to 26 of the base prospectus dated 19 July 2001;
- (g) the terms and conditions of the Notes contained on pages 11 to 29 of the base prospectus dated 17 July 2002;
- (h) the terms and conditions of the Notes contained on pages 11 to 29 of the base prospectus dated 26 June 2003;
- (i) the terms and conditions of the Notes contained on pages 10 to 28 of the base prospectus dated 30 June 2004;
- (j) the terms and conditions of the Notes contained on pages 30 to 47 of the base prospectus dated 23 December 2005;
- (k) the terms and conditions of the Notes contained on pages 38 to 61 of the base prospectus dated 22 December 2008 (*Commission de Surveillance du Secteur Financier* approval number C-07343);
- (l) the terms and conditions of the Notes contained on pages 38 to 61 of the base prospectus dated 25 January 2010 (*Commission de Surveillance du Secteur Financier* approval number C-08942);
- (m) the terms and conditions of the Notes contained on pages 45 to 65 of the base prospectus dated 20 December 2010 (AMF visa number 10-446);
- (n) the terms and conditions of the Notes contained on pages 50 to 70 of the base prospectus dated 20 December 2011 (AMF visa number 11-586);
- (o) the terms and conditions of the Notes contained on pages 60 to 85 of the base prospectus dated 26 March 2013 (AMF visa number 13-115);
- (p) the terms and conditions of the Notes contained on pages 64 to 94 of the base prospectus dated 26 March 2014 (AMF visa number 14-104);
- (q) the terms and conditions of the Notes contained on pages 69 to 98 of the base prospectus dated 26 March 2015 (AMF visa number 15-113);

- (r) the terms and conditions of the Notes contained on pages 84 to 113 of the base prospectus dated 27 April 2016 (AMF visa number 16-154); and
- (s) the terms and conditions of the Notes contained on pages 95 to 124 of the base prospectus dated 4 April 2017 (AMF visa number 17-134).

Save that any statement contained in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise).

Copies of documents incorporated by reference in this Base Prospectus can be obtained from the registered office of the Issuer and from the specified offices of the Paying Agent. They will also be published on the Issuer's website at <https://www.sncf.com/sncv1/en/meet-sncf/finance/amf> and on the *Direction de l'information légale et administrative's* website at ([www.info-financiere.fr](http://www.info-financiere.fr)) for financial information only. This Base Prospectus (together with any Final Terms relating to Notes admitted to trading on a Regulated Market and/or offered to the public in France) will be published on the AMF's website at [www.amf-france.org](http://www.amf-france.org).

**CROSS-REFERENCE LIST RELATING TO THE FINANCIAL REPORT FOR 2016 (FR 2016), THE NON CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR 2016 (NCFS 2016), THE FINANCIAL REPORT FOR 2017 (IN THE ENGLISH LANGUAGE) (FR 2017) AND THE FINANCIAL REPORT FOR 2017 (IN THE FRENCH LANGUAGE) (FR 2017 (French)).**

	FR 2017	FR 2017 (French)	FR 2016	NCFS 2016
<b>RISK FACTORS</b>				
Prominent disclosure of risks factors that may affect the issuer's liability to fulfil its obligations under the securities to investors in a section headed " <i>Risk Factors</i> ".	Pages 31 to 49			
<b>BUSINESS OVERVIEW</b>				
<b><u>PRINCIPAL ACTIVITIES</u></b>				
A description of the Issuer's principal activities stating the main categories of products sold and/or services performed.	Pages 3 to 4, 13 to 25			
An indication of any significant new products and/or activities.	Pages 13 to 25			
<b><u>PRINCIPAL MARKETS</u></b>				
A brief description of the principal markets in which the Issuer competes.	Pages 13 to 25			
<b>ORGANISATIONAL STRUCTURE</b>				
If the Issuer is part of a group, a brief description of the group and of the Issuer's position within it.	Pages 169 to 170, 176 to 181			
<b>IV. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>				



Audited historical financial information covering the latest two financial years (and any subsequent interim financial period) and the audit report in respect of each year.				
(a) balance sheet;	Pages 73 to 75	Pages 164 to 165	Page 31	Page 4
(b) income statement;	Pages 71 to 72	Pages 166	Pages 29 to 30	Page 5
(c) cash flow statement; and	Page 76		Pages 33 to 34	
(d) accounting policies and explanatory notes.	Pages 77 to 181	Pages 167 to 203	Pages 35 to 107	Pages 6 to 60
<b><u>AUDITING OF HISTORICAL ANNUAL FINANCIAL INFORMATION</u></b>				
A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.	Pages 182 to 192	Pages 204 to 212	Pages 110 to 113	Pages 61 to 63
<b><u>LEGAL AND ARBITRATION PROCEEDINGS</u></b>				
Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which are likely to have, or have had in the recent past, significant effects on the issuer's financial position, or provide an appropriate negative statement.	Pages 121 to 124		Pages 64 to 65	

**CROSS-REFERENCE LIST RELATING TO THE 2018 CONDENSED HALF-YEAR CONSOLIDATED FINANCIAL STATEMENT (CCFS 2018)**

	CCFS 2018
<b>INFORMATION ABOUT THE ISSUER</b>	
A description of the principal investments made since the date of the last published financial statements.	Page 25
<b>BUSINESS OVERVIEW</b>	
<b>PRINCIPAL ACTIVITIES</b>	
A description of the Issuer's principal activities stating the main categories of products sold and/or services performed.	Pages 14 to 24
An indication of any significant new products and/or activities.	Pages 3 to 5, 8
<b>PRINCIPAL MARKETS</b> A brief description of the principal markets in which the Issuer competes.	Pages 14 to 24
<b>FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS</b>	

<b>AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	
Interim and other financial information	
If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.	<ul style="list-style-type: none"> <li>- Pages 32 to 76 (Condensed Half-year Financial Statements)</li> <li>- Pages 36 to 37 (Consolidated Statement of Financial Position (<i>Bilan Consolidé</i>))</li> <li>- Page 34 (Consolidated Income Statement (<i>Compte de Résultat Consolidé</i>))</li> <li>Page 39 (Consolidated Cashflow Statement (<i>Etat des Flux de Trésorerie Consolidés</i>))</li> <li>- Page 38 (Consolidated Statement of Changes in Equity (<i>Etat de Variation des Capitaux Propres Consolidés</i>))</li> <li>- Pages 40 to 76 (Notes to the Consolidated Accounts (<i>Notes aux Comptes Consolidés Semestriels Résumés</i>))</li> <li>- Pages 77 to 79 (Statutory auditors' limited review report)</li> </ul>

**CROSS-REFERENCE LIST RELATING TO THE TERMS AND CONDITIONS OF THE NOTES TO BE INCORPORATED BY REFERENCE.**

<b>TERMS AND CONDITIONS</b>	<b>PAGES</b>
As contained in the base prospectus dated 19 July 2001	10-26
As contained in the base prospectus dated 17 July 2002	11-29
As contained in the base prospectus dated 26 June 2003	11-29
As contained in the base prospectus dated 30 June 2004	10-28
As contained in the base prospectus dated 23 December 2005	30-47
As contained in the base prospectus dated 22 December 2008 ( <i>Commission de Surveillance du Secteur Financier</i> approval number C-07343)	38-61
As contained in the base prospectus dated 25 January 2010 ( <i>Commission de Surveillance du Secteur Financier</i> approval number C-08942)	38-61
As contained in the base prospectus dated 20 December 2010 (AMF visa number 10-446)	45-65

As contained in the base prospectus dated 20 December 2011 (AMF visa number 11-586)	50-70
As contained in the base prospectus dated 26 March 2013 (AMF visa number 13-115)	60-85
As contained in the base prospectus dated 26 March 2014 (AMF visa number 14-104)	64-94
As contained in the base prospectus dated 26 March 2015 (AMF visa number 15-113)	69-98
As contained in the base prospectus dated 27 April 2016 (AMF visa number 16-154)	84-113
As contained in the base prospectus dated 4 April 2017 (AMF visa number 17-134)	95-124

**The Issuer will, in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Base Prospectus which is capable of affecting the assessment of any Notes, prepare a supplement to this Base Prospectus or publish a new base prospectus for use in connection with any subsequent issue of Notes.**

## DESCRIPTION OF THE ISSUER

The section entitled "DESCRIPTION OF THE ISSUER" on pages 138 to 150 of the Base Prospectus shall be supplemented with the following:

The paragraph entitled "Key Figures" of the first sub-section "SELECTED FINANCIAL INFORMATION" on pages 138 to 140 of the Base Prospectus shall be deleted and replaced with the following:

The selected historical key financial information of the Issuer below is extracted from the audited consolidated financial statements of the Issuer as 31 December 2017 (including comparative information as at 31 December 2016 for which some of the financial information below was restated), and from the Issuer's condensed half-year consolidated financial statements as at and for the half year ended 30 June 2018, which were subject to a limited review by the statutory auditors.

The consolidated financial statements of the Issuer were prepared in accordance with international financial reporting standards (IFRS) as adopted by the European Union.

### *Income Statement*

The table below sets out summary information extracted from the Issuer's audited consolidated income statement for the year ended 31 December 2017 (including comparative information for the year ended 31 December 2016 for which some of the financial information below was restated) and the Issuer's consolidated income statement for each of the two half years ended 30 June 2017 and 30 June 2018:

<i>In € millions</i>	<b>For the six months ended 30 June 2018</b>	<b>For the six months ended 30 June 2017</b>	<b>For the year ended 31 December 2017</b>	<b>For the year ended 31 December 2016</b>
<b>Revenue</b>	<b>15,252</b>	<b>15,761</b>	<b>31,831</b>	<b>30,517</b>
Infrastructure fees	-2,045	-2,122	-4,431	-4,248
Purchase and external charges excluding infrastructure fees	-6,373	-6,350	-12,890	-12,504
Taxes and duties other than income tax	-754	-687	-966	-1,042
Employee benefit expense	-5,595	-5,645	-11,206	-10,944
Other income and expenses	164	223	421	379
<b>Gross profit</b>	<b>649</b>	<b>1,179</b>	<b>2,759</b>	<b>2,158</b>
Depreciation and amortisation	-733	-701	-1,422	-1,442
Net movements in provisions	185	31	32	162
<b>Current operating profit/(loss)</b>	<b>101</b>	<b>509</b>	<b>1,369</b>	<b>878</b>
Net proceeds from asset disposals	51	133	302	138
Fair value remeasurement of the previously held interest	16	31	31	26
Impairment losses	3,309	-11	-36	149
<b>Operating profit/(loss)</b>	<b>3,477</b>	<b>662</b>	<b>1,666</b>	<b>1,191</b>
Share of net profit/(loss) of companies	17	25	39	47

consolidated under the equity method				
<b>Operating profit/(loss) after share of net profit of companies consolidated under the equity method</b>	<b>3,493</b>	<b>687</b>	<b>1,705</b>	<b>1,238</b>
Net finance cost of employee benefits	4	-9	-18	-21
Net borrowing costs and other costs	-130	-122	-272	-279
<b>Finance cost</b>	<b>-126</b>	<b>-131</b>	<b>-290</b>	<b>-301</b>
<b>Net profit/(loss) before tax</b>	<b>3,368</b>	<b>556</b>	<b>1,415</b>	<b>937</b>
Income tax expense	-129	-200	-245	-443
<b>Net profit/(loss) from ordinary activities</b>	<b>3,239</b>	<b>356</b>	<b>1,170</b>	<b>494</b>
Net profit before tax of transferred operations	-	-	-	-
<b>Net profit/(loss) for the year</b>	<b>3,239</b>	<b>356</b>	<b>1,170</b>	<b>494</b>
<b>Net profit/(loss) for the year attributable to equity holders of the parent</b>	<b>3,202</b>	<b>338</b>	<b>1,136</b>	<b>511</b>
Net profit/(loss) of the year attributable to non-controlling interests (minority interests)	37	18	33	-18

**The paragraph entitled "Statement of Financial Position" of the first sub-section "SELECTED FINANCIAL INFORMATION" on pages 139 and 140 of the Base Prospectus is supplemented with the following paragraph and table:**

"The table below sets out summary information extracted from the Issuer's audited consolidated statement of financial position for the year ended 31 December 2017 (including comparative information for the year ended 31 December 2016 for which some of the financial information below was restated) and from the Issuer's consolidated statement of financial position for the half year ended 30 June 2018 which were subject to a limited review by the statutory auditors:

<i>In € millions</i>	<b>30 June 2018</b>	<b>31 December 2017</b>	<b>31 December 2016</b>
Goodwill	2,351	2,339	2,373
Intangible assets	1,763	1,776	1,783
Property, plant and equipment	16,402	13,546	12,803
Non-current financial assets	5,557	5,474	5,988
Investments in companies consolidated under the equity method	683	671	653
Deferred tax assets	961	969	872
<b>Non-current assets</b>	<b>27,717</b>	<b>24,775</b>	<b>24,472</b>
Inventories and work-in-progress	680	682	661
Operating receivables	7,225	6,906	6,855

<b>Operating assets</b>	<b>7,906</b>	<b>7,588</b>	<b>7,516</b>
Current financial assets	950	1,074	1,348
Cash and cash equivalents	5,024	6,394	4,584
<b>Current assets</b>	<b>13,880</b>	<b>15,056</b>	<b>13,448</b>
Assets classified as held for sale	576	1	1
<b>TOTAL ASSETS</b>	<b>42,173</b>	<b>39,831</b>	<b>37,921</b>
Share capital	3,971	3,971	3,971
Consolidated reserves	879	188	-30
Net profit/(loss) for the year attributable to equity	3,202	1,136	511
<b>Equity attributable to equity holders of the parent</b>	<b>8,053</b>	<b>5,295</b>	<b>4,453</b>
Non-controlling interests (minority interests)	138	134	130
<b>Total equity</b>	<b>8,191</b>	<b>5,428</b>	<b>4,582</b>
Non-current employee benefits	1,529	1,572	1,577
Non-current provisions	991	1,164	1,151
Non-current financial liabilities	16,048	15,883	15,481
Deferred tax liabilities	376	373	416
<b>Non-current liabilities</b>	<b>18,945</b>	<b>18,991</b>	<b>18,625</b>
Current employee benefits	99	97	104
Current provisions	156	175	222
Operating payables	11,196	10,446	10,395
<b>Operating liabilities</b>	<b>11,452</b>	<b>10,717</b>	<b>10,721</b>
Current financial liabilities	3,584	4,693	3,992
<b>Current liabilities</b>	<b>15,035</b>	<b>15,410</b>	<b>14,713</b>
Liabilities associated with assets classified as held for sale	2	1	1
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>42,713</b>	<b>39,831</b>	<b>37,921</b>

## RECENT DEVELOPMENTS

The section entitled "RECENT DEVELOPMENTS" on page 151 of the Base Prospectus shall be supplemented by the following:

- **Rail System Reform:** Following the submission of Jean-Cyril Spinetta's report on the future of French rail transport on 15 February 2018, the French Prime Minister presented a draft law on 26 February for a new railway pact that was adopted by the French National Assembly on 17 April and by the French Senate on 5 June 2018.

Law 2018-515 of 27 June 2018 for a new railway pact published in the *Journal officiel de la République française* (the "**New French Railway Pact**") is based on these principles:

- Building a new SNCF Group organisation by 1 January 2020 with the objective of transforming it into a major unified and integrated public group comprising a fully state-owned limited company, SNCF, and two national companies, SNCF Mobilités and SNCF Réseau with the following duties:
  - SNCF Mobilités operates, either directly or through its subsidiaries, rail transport services and conducts the other activities set forth in its bylaws;
  - SNCF defines the organisation of the public group that it comprises with its subsidiaries to fulfil the following duties;
  - The public group as a whole is responsible for (i) operating and developing, in a fair and transparent manner, the national rail network in accordance with the public service principles in order to promote rail transport in France, (ii) operating and developing, in a fair and transparent manner, passenger train stations and other service facilities relating to the national rail network, (iii) fulfilling transversal duties essential to the proper operation of the national rail system for the benefit of all the players in this system, particularly to secure the safety of persons, assets and the rail network and (iv) guaranteeing national and international passenger and freight transport services;
  - SNCF Réseau is responsible for guaranteeing, in a fair and transparent manner, directly or through its subsidiaries, in accordance with public service principles and in order to promote rail transport in France with a view to sustainable development, regional planning and economic and social efficiency, and specifically (i) access to the rail infrastructure of the French national rail network, including the allocation of capacities and the pricing of this infrastructure and (ii) operational management of the traffic on the French national rail network.
- The French State will own the entire share capital of SNCF, whose securities will be non-transferable. SNCF will own the entire share capital of SNCF Mobilités and SNCF Réseau. The capital of these two companies will be non-transferable. SNCF, SNCF Réseau and SNCF Mobilités will be subject to the legal provisions applicable to corporations (whose initial bylaws will be determined by decree in the *Conseil d'État* and then amended according to the rules stipulated in the French Commercial Code);
- Exit of the Gares & Connexions business from the scope of SNCF Mobilités and confirmation of the station manager's transfer to SNCF Réseau, in the form of a subsidiary, as of 1 January 2020, with organisational, decision-making and financial independence (Article 1 of the New Railway Pact);
- Amend the salary organisation while ceasing, as from 1 January 2020, to recruit personnel with railway worker status. Current employees may continue to benefit from this status. At the same time as this transformation, negotiations will be conducted in connection with the railway division;
- Secure the continuity and improve the quality, efficiency and performance of French passenger rail transport public services and guarantee its opening to competition, particularly by granting passenger rail transport public service contracts in accordance with advertising and competition rules. Accordingly, under the New Railway Pact, the French rail network can be opened to

competition depending on the activity between 3 December 2019 and 24 December 2023. For example, between these two dates:

- for passenger rail transport services, *Île-de-France Mobilités* may award public service contracts relating to these services in accordance with advertising and competition rules;
- the French State may award public service contracts relating to French national passenger rail transport services in accordance with advertising and competition rules; and
- the regions may award public service contracts relating to French regional passenger rail transport services in accordance with advertising and competition rules; and

Law 2018-515 of 27 June 2018 for a new railway pact should be completed and specified in orders adopted by the French Government and the publication of application decrees involving the aforementioned aims.

– **Impairment losses:**

*Impairment reversal for the TGV France and Europe business unit*

The 2019-2028 strategic plan for the TGV France and Europe (excluding Eurostar and Thalys) Cash Generating Unit (CGU) that was approved by the Board of Directors on 26 July 2018 incorporated a new infrastructure fee indexation. Based on this new and more favourable trajectory, the Group conducted an impairment test that resulted in the reversal of the residual impairment for €3,193 million as at 30 June 2018.

*Impairment reversal for the Gares & Connexions Branch*

SNCF Gares & Connexions drafted a new 2019-2028 strategic plan that contributes to the Group's general strategic plan. As this strategic plan revealed an improved financial trajectory for the SNCF Gares & Connexions Branch, an impairment test was carried out as at 30 June 2018, resulting in the reversal of the residual impairment for €107 million.

- **Strike Actions:** On 22 March 2018, certain employees of SNCF Mobilités launched strike action, with two days of strike action every five days from 3 April until 28 June 2018 in protest at the plans to reform the French rail system. These actions had major impacts for SNCF Group customers and financial repercussions within certain group activities. In addition to the SNCF Group's substantial revenue losses, management announced exceptional measures to reimburse and indemnify passengers in order to compensate for the strike disruptions.
- **Disposal of Foncière Vesta:** The SNCF Mobilités Group has undertaken to sell its real estate subsidiary, Foncière Vesta, which is wholly owned by ICF Novedis.
- **Fitch ratings:** Fitch Ratings lowered the issuer default ratings (Issuer Default Ratings -IDR) in long-term foreign currency and local currency allocated to SNCF Mobilités from "AA" to "A +" and the short term IDR from "F1 +" to "F1" and removed the Rating Watch Negative. The perspective is stable.
- **ARAFER'S opinion on the 2018-2020 Document de Référence des Gares (DRG):** The *Autorité de régulation des activités ferroviaires et routières* (ARAFER)'s opinion on the 2018-2020 *Document de Référence des Gares voyageurs* (DRG) was published on 9 July 2018. The ARAFER issued a generally favorable opinion on the rates of the regulated services provided by the Branch Gares & Connexions in passenger stations for the 2018 and 2019 service timetables. The Branch Gares & Connexions will refer to the ARAFER regarding the prices applicable to the 2020 service timetable no later than one year prior to the adoption of said timetable, i.e. in December 2018.
- **Decision of the Paris Appeal Court on the investigation of the French Competition Authority regarding the distribution and express segment:** Geodis appealed the decision of the Competition Authority dated 22 January 2016. The hearing took place in March 2017 and the Paris Appeal Court handed down its decision on 19 July 2018, reducing the fine of €196 million, paid in April 2016, to €166 million. At this stage, pending the filing of an appeal by the parties, to be resolved by 19 August 2018 at the latest, SNCF Mobilités Group did not draw any conclusions from this ruling in its 30 June 2018 financial statements.



- **Approval for an order of 100 future TGV trains:** An order of 100 future "TGV" (i.e. high speed trains) with the manufacturer Alstom for €2.65 billion was approved by the Board of Directors on 26 July 2018.
- **Decision of the *Conseil d'État* on the T2 Rate:** Following the appeal filed with the Conseil d'État for the calculation of the old age T2 contribution rate on 23 May 2017, an unfavourable decision was issued on 18 July 2018. SNCF Mobilités drew the conclusions from this ruling in its 30 June 2018 financial statements.
- **Planned partnership for the expansion of the Paris-Nord train station:** A partnership project between the Branch Gares & Connexions and CEETRUS, the Auchan group property developer, for the expansion of the Paris – Nord train station was validated by the Extraordinary Board of Directors' meeting on 9 July 2018. The end of the negotiations scheduled for the end of 2018 should result in the creation of a joint venture 34% held by SNCF Mobilités and 66% held by CEETRUS.

## GENERAL INFORMATION

**The subsection 4 entitled "Ratings" in the section entitled "GENERAL INFORMATION" on pages 191 to 192 of the Base Prospectus shall be deleted and replaced with the following:**

### **"Ratings**

The Issuer's long term debt has been rated AA- with stable outlook by Standard & Poor's Credit Market Services Europe Limited (**S&P**), Aa3 with stable outlook by Moody's Italia S.r.l. (**Moody's**) and A+ with stable outlook by Fitch Ratings Ltd (**Fitch**). S&P, Moody's and Fitch are each a rating agency established in the European Union and registered under Regulation (EC) No. 1060/2009 (as amended) (the CRA Regulation). S&P, Moody's and Fitch are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such CRA Regulation."

**The subsection 5 entitled "Significant or Material Change" in the section entitled "GENERAL INFORMATION" on page 192 of the Base Prospectus shall be deleted and replaced with the following:**

### **"Statements of no significant or material adverse change**

Except as disclosed in the Base Prospectus, as supplemented (including the information incorporated by reference), since 30 June 2018, the last day of the financial period in respect of which the most recent interim financial information of the Issuer has been published, there has been no significant change in the financial or trading position of the Issuer. Since 31 December 2017, there has been no material adverse change in the prospects of the Issuer except as disclosed in the Base Prospectus, as supplemented (including the information incorporated by reference)."

**The subsection 7 entitled "Auditors" of the section entitled "GENERAL INFORMATION" on page 192 of the Base Prospectus shall be deleted and replaced by the following:**

### **"Auditors**

PricewaterhouseCoopers Audit and Ernst & Young Audit, the statutory auditors of the Issuer for the 2014 to 2019 financial years, have audited the consolidated financial statements of the Issuer as of and for the year ended 31 December 2016 and the year ended 31 December 2017, which are incorporated by reference in this Base Prospectus and have performed a limited review of the condensed half-year consolidated financial statements of the Issuer as at and for the six months ended 30 June 2018. The limited review by the statutory auditors does not constitute a full audit.

PricewaterhouseCoopers Audit and Ernst & Young Audit are registered with the *Compagnie Régionale des Commissaires aux Comptes* de Versailles, which complies with the rules issued by the *Compagnie Nationale des Commissaires aux Comptes*."

**The following subsection is added at the end of the section entitled "GENERAL INFORMATION" on page 193:**

### **"Legal Entity Identifier**

The Legal Entity Identifier (LEI) of the Issuer is 969500A4MXJ3ESPHK698."

## PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SUPPLEMENT

### In the name of the Issuer

#### Person responsible for this Supplement

Jean-Vincent Cloarec

*Directeur Financement et Trésorerie Groupe* of SNCF Mobilités

#### Declaration by person responsible for this Supplement

The Issuer, having taken all reasonable care to ensure that such is the case, confirms that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

For the financial year ended on 31 December 2017, the consolidated financial statements were prepared in accordance with IFRS as adopted by the European Union and were audited. The auditors' report included the following qualification:

*"As indicated in Note 4.3.2.3 to the consolidated financial statements, in connection with the drafting of the ten-year performance contract between the French State and SNCF Mobilités and its financial trajectory, the Gares & Connexions strategic plan was revised during the second half of 2016, resulting in a €273 million reversal of the impairment recognised for the Gares & Connexions CGU as at 31 December 2016. The Group did not identify any new indications of impairment or increases in value as at 31 December 2017.*

*The recoverable amount of these assets remains highly sensitive to the economic and financial assumptions as at 31 December 2017. Various major risks and uncertainties continue to weigh upon the economic and financial outlook of the Gares & Connexions CGU, namely, (i) a business and pricing model, and consequently a draft Document de Référence des Gares 2018-2019, still under discussion with ARAFER, (ii) a possible transfer of Gares & Connexions out of the scope of SNCF Mobilités following the consultation organised by the French government with a view to defining an overall strategy for overhauling the rail transport model, the implications of which for the activity's operating, economic and financial framework are difficult to gauge at present, (iii) and a financial trajectory that, as shown over the past few years, is subject to adjustment to take into account changes in the economic and regulatory environment.*

*These factors could be realised in the near future, leading to interactions that cannot be precisely determined, which could affect the value in use of the Gares & Connexions CGU's assets as measured by SNCF Mobilités.*

*Accordingly, we are unable to assess the reliability of the projections underlying the carrying amount of the Gares & Connexions CGU's assets, and are therefore unable to give an opinion on that carrying amount, which totalled €1,681 million as at 31 December 2017."*

For the financial year ended on 31 December 2017, the (non consolidated) financial statements were prepared in accordance with French generally accepted accounting principles and were audited. The auditors' report included the following qualification:

*"As indicated in Note 8.2.3 to the annual statutory financial statements, in connection with the establishment of the ten-year performance contract between the French State and SNCF Mobilités and its financial trajectory, the Gares & Connexions strategic plan was revised during the second half of 2016, resulting in a €233 million reversal of the impairment recognised for the SNCF Gares & Connexions CGU as at 31 December 2016. The company did not identify any new indications of impairment or increases in value as at 31 December 2017.*

*The recoverable amount of these assets remains highly sensitive to the economic and financial assumptions as at 31*

December 2017. Various major risks and uncertainties continue to weigh upon the economic and financial outlook of the SNCF Gares & Connexions CGU, namely, (i) a business and pricing model, and consequently a draft Document de Référence des Gares 2018-2019, still under discussion with ARAFER, (ii) a possible transfer of Gares & Connexions out of the scope of SNCF Mobilités following the consultation organised by the French government with a view to defining an overall strategy for overhauling the rail transport model, the implications of which for the activity's operating, economic and financial framework are difficult to gauge at present, (iii) and a financial trajectory that, as shown over the past few years, is subject to adjustment to take into account changes in the economic and regulatory environment.

These factors could be realised in the near future, leading to interactions that cannot be precisely determined, which could affect the value in use of the SNCF Gares & Connexions CGU's assets as measured by SNCF Mobilités.

Accordingly, we are unable to assess the reliability of the projections underlying the carrying amount of the SNCF Gares & Connexions CGU's assets, and are therefore unable to give an opinion on that carrying amount, which totalled €1,579 million as at 31 December 2017."

For the financial year ended on 31 December 2016, the consolidated financial statements were prepared in accordance with IFRS as adopted by the European Union and were audited. The auditors' report included:

(i) the following qualification:

"As indicated in Notes 2.1.3, 4.3.2.1 and 4.3.2.3 to the consolidated financial statements, as part of the 10-year operational contract signed between the State and SNCF Mobilités, and in light of its financial trajectory, the strategic plan for Gares & Connexions has been modified, resulting in the reversal of the impairment loss for the assets of the Gares & Connexions cash-generating unit of €273 million at 31 December 2016.

The sensitivity of the recoverable value of these assets to economic and financial assumptions is very high. There are therefore major uncertainties and contingencies that could affect the economic and financial prospects of the Gares & Connexions cash-generating unit, namely (i) a pricing model still being negotiated and adapted; (ii) the possibility raised by the French Rail and Road Office (ARAFER) of the stations and their management being transferred to a third party, with operational, economic and financial consequences for SNCF Mobilités that are difficult to assess; and (iii) a financial trajectory which, as seen over the past 18 months, has to be adapted in line with the changes in the economic and regulatory environment.

These uncertainties and contingencies could also materialize in the near future, affecting each other in ways that cannot be precisely determined and affecting the value in use of the assets of the Gares & Connexions cash-generating unit as presented by SNCF Mobilités.

As a result, we are unable to assess the probative value of the projections that led to the reversal of impairment above, and are therefore unable to give an opinion on the amount of this reversal or on the net carrying amount of the assets of the Gares & Connexions cash-generating unit, which amounted to €1,567 million 31 December 2016."; and

(ii) the following emphasis paragraph:

"Without qualifying our opinion, we draw your attention to Notes 4.3.1.4, 4.3.2.1 and 4.3.2.2 to the consolidated financial statements, which describe the context, uncertainties and contingencies that could affect certain economic and financial assumptions used by SNCF Mobilités to determine the recoverable amount of the assets of its Eurostar and TGV France and Europe (excluding Eurostar and Thalys) cash-generating units. Given the uncertainty linked to the accuracy of these assumptions and the fact that recoverable amounts are extremely sensitive to them, the measurement of the value of these assets and the associated repurchase commitments, and consequently that of deferred tax assets, could vary significantly over time."

For the financial year ended on 31 December 2016, the (non consolidated) financial statements were prepared in accordance with French generally accepted accounting principles and were audited. The auditors' report included:

(i) the following qualification:

*"As indicated in Notes 3.3, 7.2.1 and 7.2.3 to the non consolidated financial statements, as part of the 10-year operational contract signed between the State and SNCF Mobilités, and in light of its financial trajectory, the strategic plan for Gares & Connexions has been modified, resulting in the reversal of the impairment loss for the assets of the Gares & Connexions cash-generating unit of €233 million at 31 December 2016.*

*The sensitivity of the recoverable value of these assets to economic and financial assumptions is very high. There are therefore major uncertainties and contingencies that could affect the economic and financial prospects of the Gares & Connexions cash-generating unit, namely (i) a pricing model still being negotiated and adapted; (ii) the possibility raised by the French Rail and Road Office (ARAFER) of the stations and their management being transferred to a third party, with operational, economic and financial consequences for SNCF Mobilités that are difficult to assess; and (iii) a financial trajectory which, as seen over the past 18 months, has to be adapted in line with the changes in the economic and regulatory environment.*

*These uncertainties and contingencies could also materialize in the near future, affecting each other in ways that cannot be precisely determined and affecting the value in use of the assets of the Gares & Connexions cash-generating unit as presented by SNCF Mobilités.*

*As a result, we are unable to assess the probative value of the projections that led to the reversal of impairment above, and are therefore unable to give an opinion on the amount of this reversal or on the net carrying amount of the assets of the Gares & Connexions cash-generating unit, which amounted to €1,468 million 31 December 2016.";* and

(ii) the following emphasis paragraph:

*"Without qualifying our opinion, we draw your attention to Notes 7.2.1 and 7.2.2 to the non consolidated financial statements, which describe the context, uncertainties and contingencies that could affect certain economic and financial assumptions used by EPIC SNCF Mobilités to determine the recoverable amount of the assets of its TGV France and Europe cash-generating unit. Given the uncertainty linked to the accuracy of these assumptions and the fact that recoverable amounts are extremely sensitive to them, the measurement of the value of these assets could vary significantly over time."*

The condensed half-year consolidated financial statements of the Issuer as at and for the six months ended 30 June 2018, were subject to a limited review by the statutory auditors who issued a limited review report. Such limited review report included:

(i) the following qualification:

*"As indicated in Note 1.2.2 to the condensed interim consolidated financial statements, at 30 June 2018 the Company maintained the same amount of deferred tax assets relating to Epic SNCF Mobilités on its balance sheet as at 31 December 2017. As part of the reform of the French rail sector, studies are being carried out with respect to the legal and tax reorganisation of the Group which should be implemented in 2020, and could have significant impacts on the amount of tax loss carry forwards depending on the chosen scenario. To date, in the ongoing discussions with the French State, the Company's shareholder, as no one scenario can be singled out, the Company considered that it was unable to book an additional amount of deferred tax assets, despite the improvement in its financial trajectories. As a result, we are also unable to express a conclusion on the additional amount of deferred tax assets at 30 June 2018, which, as mentioned in the Notes, would amount to at least €0.2 billion and have not been recognised.";* and

(ii) the following emphasis paragraph:

*"Without prejudice to the conclusion expressed above, we draw your attention to:*

*- Notes 1.2.3, 2.1.2 and 4.2.1 to the condensed interim consolidated financial statements, which describe why an impairment test was carried out at 30 June 2018 on the assets of the TGV France and Europe (excluding Eurostar and Thalys) cash-generating unit (CGU). The test was based on the new TGV strategic plan for 2019-2028, which was approved by the Board of Directors on 26 July 2018. The financial trajectory of the plan includes the new indexation for rail infrastructure fees, as well as the changes in key assumptions taken into account for the new overall strategic plan for the SNCF Mobilités group to which it contributes, some of which depend on factors that are external to the Company. The impairment test, primarily as a result of the favourable impact of the new indexation for rail infrastructure fees, led to a reversal of the entire amount of impairment recognised in previous years, in a residual amount of €3.2 billion.*

*- Notes 1.2.3, 2.1.2 and 4.2.2 to the condensed interim financial statements, which set out the opinion of the French rail and road office (ARAFER) on the "Document de Référence des Gares 2018-2019", approving most of the main principles of the new business and pricing model of Gares & Connexions, and the confirmation by the French law overhauling the state rail (nouveau pacte ferroviaire) of the future inclusion of Gares & Connexions within SNCF Réseau as a subsidiary, as of 1 January 2020. Accordingly, a new 2019-2028 strategic plan and a financial trajectory have been drawn up for Gares & Connexions. The Management considers that this financial trajectory can be transposed and operated as a subsidiary of SNCF Réseau within the future operating framework. An impairment test was initiated at 30 June 2018 on this basis and led to a reversal of the entire amount of residual impairment (€107 million) recognised against the CGU's assets."*

Saint-Denis, 3 August 2018

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Duly represented by:  
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*Autorité des marchés financiers*

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* (the "AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this Supplement the visa n°18-356 on 3 August 2018. This document may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "*whether the document is complete and comprehensible, and whether the information it contains is coherent*". It does not imply an approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it. In accordance with Article 212-32 of the AMF's General Regulations, any issuance or admission to trading of notes on the basis of the Base Prospectus as supplemented shall be subject to the publication of Final Terms setting out the terms of the securities being issued.