



SHAREHOLDERS' COMBINED MEETING

24 MAY

2012



**SHAREHOLDERS'
COMBINED MEETING**

24 MAY 2011, AT 14:30 PM

CARROUSEL DU LOUVRE
99, RUE DE RIVOLI
75001 PARIS

SUMMARY

- P.04 2011 KEY FIGURES: FINANCIAL INDICATORS
- P.06 2011 KEY FIGURES: SUSTAINABLE DEVELOPMENT INDICATORS
- P.08 OVERVIEW OF THE GROUP'S ACTIVITY
- P.12 FIVE-YEAR SUMMARY OF EDF RESULTS
- P.13 CORPORATE GOVERNANCE
- P.14 MEMBERSHIP OF THE BOARD OF DIRECTORS

- P.16 AGENDA OF THE SHAREHOLDERS' MEETING
- P.17 REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS
- P.21 DRAFT RESOLUTIONS
- P.32 AMENDMENTS TO THE BYLAWS

- P.33 HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING
- P.34 HOW TO OPT FOR THE E-INVITATION
- P.35 HOW TO VOTE VIA INTERNET
- P.36 HOW TO VOTE BY MAIL
- P.37 DOCUMENTS AVAILABLE ON REQUEST
- P.38 HOW TO CONTACT US

CHAIRMAN'S WORD



Dear Madam, dear Sir, dear Shareholders,

It is my pleasure to invite you to attend the EDF Annual Shareholders' Combined Meeting convened at 14:30 pm on Thursday 24 May 2012 at the Carrousel du Louvre in Paris.

In 2011, EDF Group registered a sound operational performance. The industrial performance has sharply improved, even beyond our targets, in particular for nuclear power output in France and in the United Kingdom. Medium-term capital expenditures were confirmed in order to respond to the major energy challenges both in France and internationally.

A 100% interest in EDF Energies Nouvelles since 2011 provides EDF, alongside nuclear power, with a second pillar of growth focused on renewable energy sources, among which it should be remembered that hydropower ranks first. Another goal for the Group is to pursue our efforts in energy efficiency.

This Shareholders' Meeting will give you the opportunity to hear about our strategy in details. I shall also discuss the Group's outlook in the current global context. My wish is for our Shareholders' Meeting to be the perfect occasion for dialogue and exchanges with you, and I warmly encourage you to attend in person. I am counting on you.

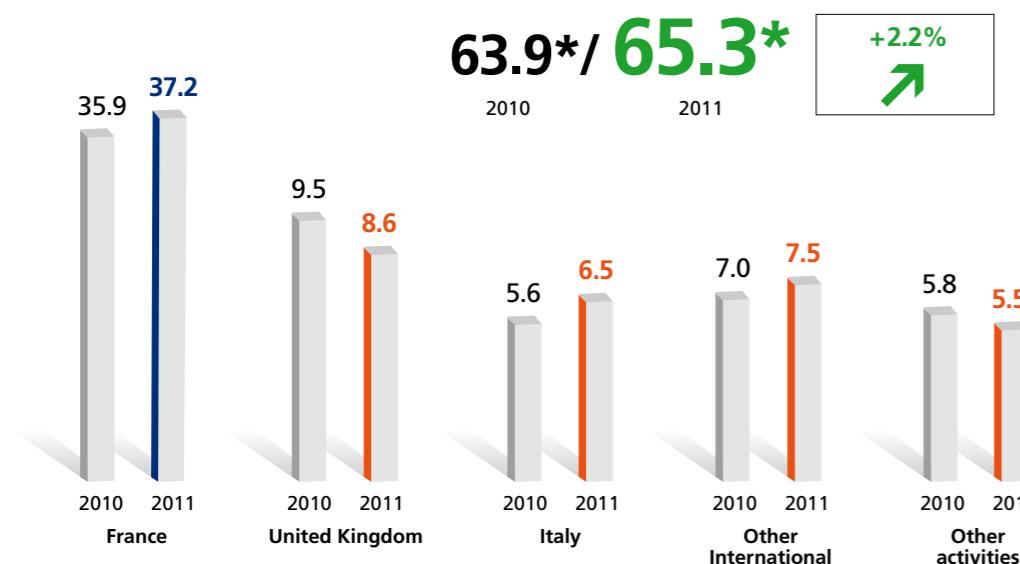
For those unable to travel, the entire Annual Shareholders' Meeting will be webcast live on our edf.com website. You may also vote via internet. In addition, by opting for the e-invitation to future Shareholders' Meetings, you can contribute to environmental protection and participate in EDF's sustainability efforts.

I look forward to seeing you on May 24. Thank you for your trust and support to EDF.

Henri Proglio
EDF Chairman & CEO

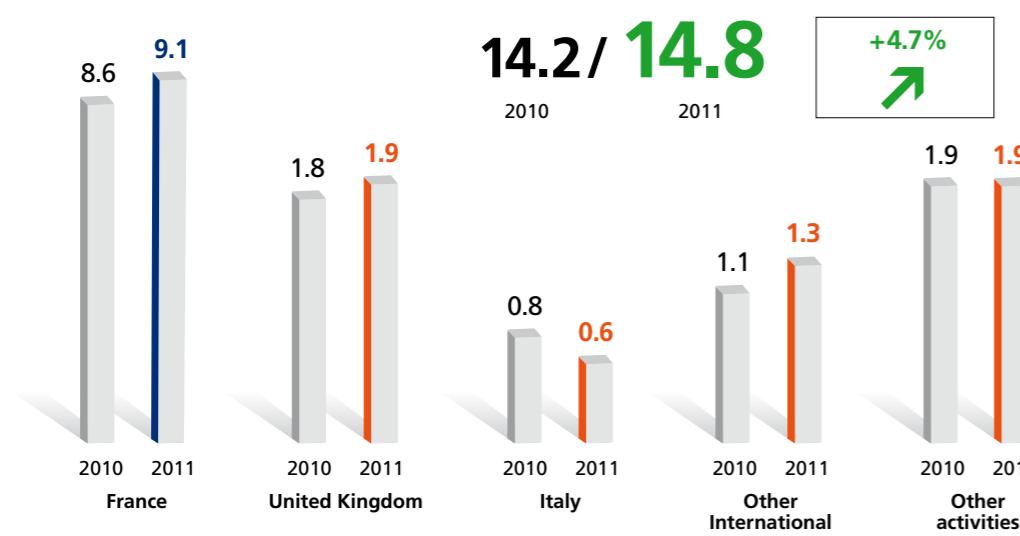
2011 KEY FIGURES: FINANCIAL INDICATORS

Sales in € billions



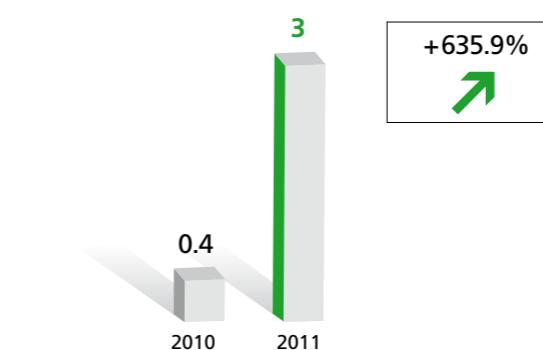
*Rounded figures.
**2010 figure.

EBITDA in € billions

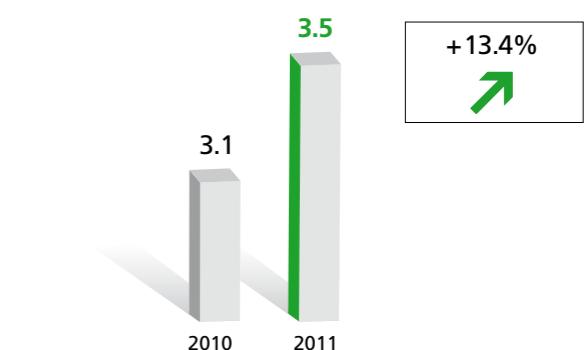


***2010 adjusted.

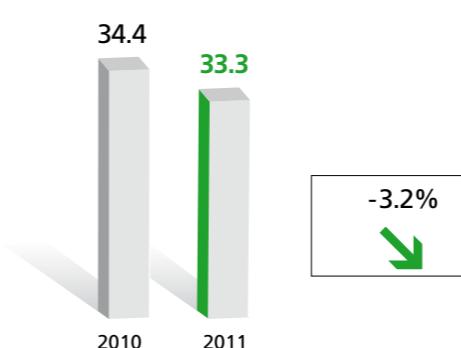
Net income (Group share) in € billions



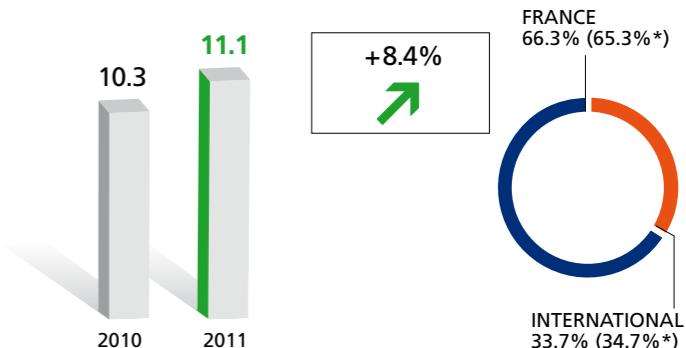
Net income excluding non-recurring items in € billions



Net financial debt in € billions



Operating investment in € billions



*2010 adjusted.

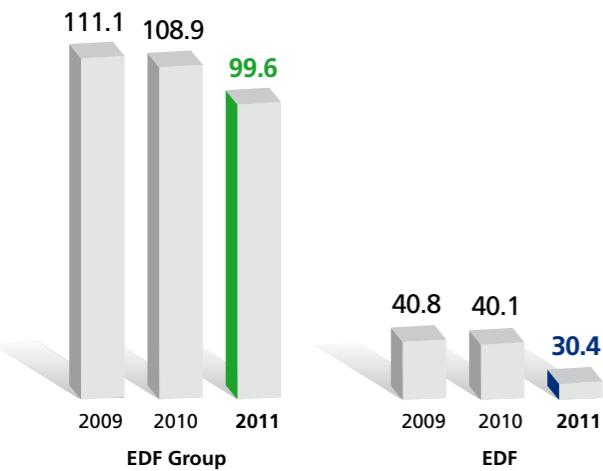
Dividend



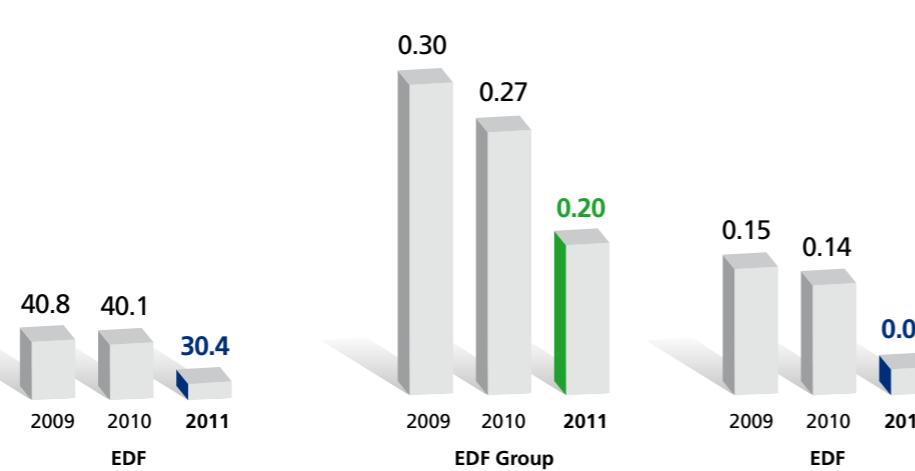
2011 KEY FIGURES: SUSTAINABLE DEVELOPMENT INDICATORS

Environment indicators

CO₂ emissions from electricity and heat generation (g/kWh)

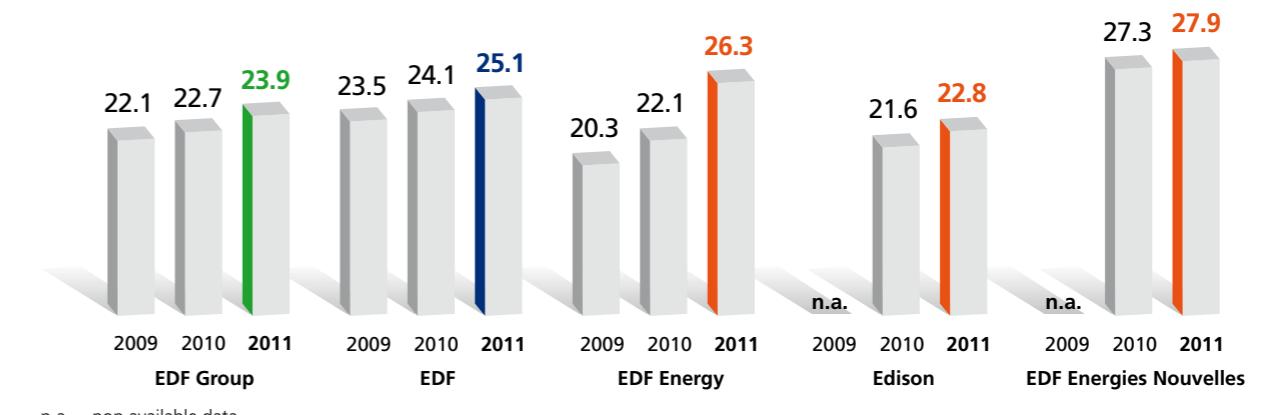


Acidification: SO₂ emissions from electricity and heat generation (g/kWh)

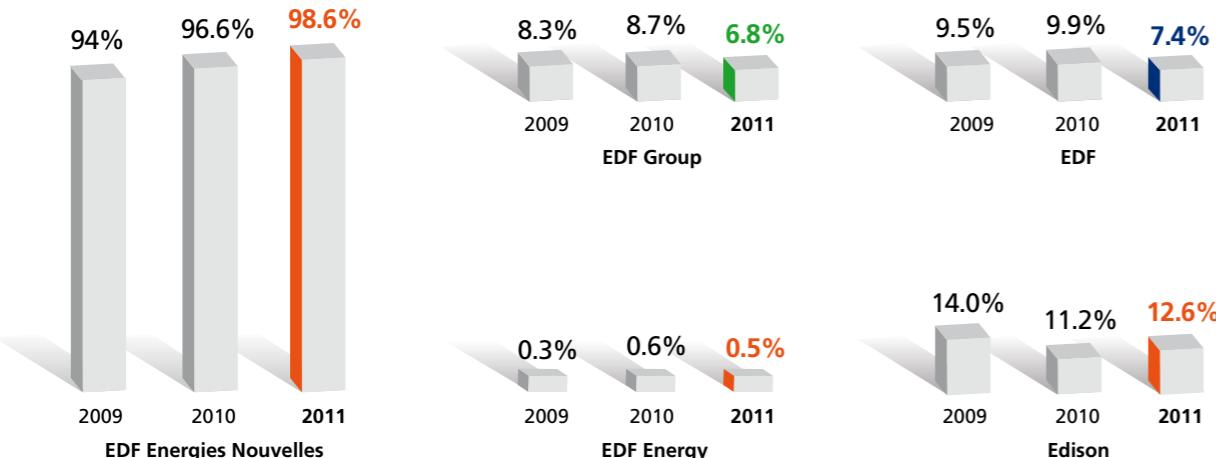


Social indicators

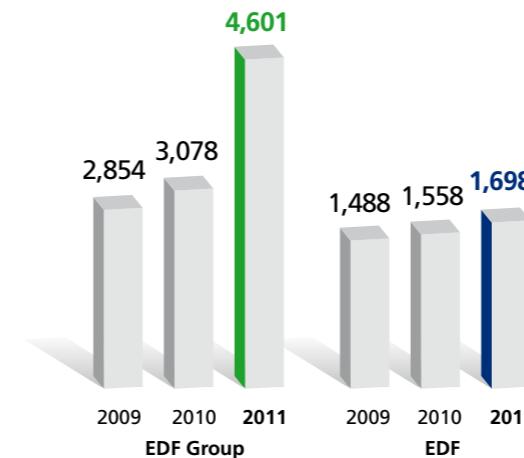
Percentage of women at managerial level (%)



Share of electricity and heat generated from renewable energy sources (%)



Number of handicapped employees



Safety indicators: dosimetry

Unit	2009	2010	2011	
Average collective dose*	Person-sieverts per reactor	0.69	0.62	0.71

*Average of all personnel (EDF and subcontractors).

OVERVIEW OF THE GROUP'S ACTIVITY

2011 OVERVIEW

TARGETS MET AMID A TROUBLED ENVIRONMENT

2011 was marked by a challenging context with the accident at Fukushima and the ongoing financial crisis. Despite this complex environment, EDF had an excellent year both from an operating standpoint, with a record increase in nuclear output, and from a financial point of view, with the Group reaching or even surpassing all its targets. For example, EBITDA rose 6.6%*, beating guidance of 4% to 6% set for 2011, which enabled the Group to comply with its net debt/EBITDA target as this ratio stood 2.2 times at 31 December 2011.

* Organic growth excluding the consequences of French ministerial decree (*arrêté*) issued on 4 July 2011 regarding the 2011 non-recurring compensation of TaRTAM charges.

EXCELLENT OPERATING PERFORMANCE

These good financial results are a testament to excellent operating performance including the substantial increase in nuclear output in France, which reached 421 TWh in 2011 and was far greater than the 408-415 TWh target set by the Group at the beginning of the year. The availability factor of the fleet reached 80.7% compared with 78.5% last year, which was the highest increase ever since all 58 of the Group's plants have been in service. The UK also exceeded its nuclear output targets: output increased 15.5% to 55.8 TWh in 2011. Excellent nuclear output offset poor hydropower conditions in France. In fact, 2011

was the second driest year in the last 22 years.

EDF Group's distribution activity in France also recorded excellent operating performance. In 2011, outage times were reduced 17% due to robust investments the Group has made to improve the quality and reliability of the network.

EVENTS HIGHLIGHTING THE NUCLEAR BUSINESS POST-FUKUSHIMA

The accident in Fukushima in March 2011 raised many concerns and placed nuclear plant security at the heart of political and public debates again. In France, like in the UK, the independent nuclear safety authorities concluded that the level

of safety at nuclear facilities was adequate and that none of the facilities needed to be closed. For EDF, safety has been at the heart of the Group's preoccupations. In 2011, EDF continued to invest in nuclear maintenance, which has increased 48% in France over the last three years.

Among the events marking the nuclear business in 2011, the Group made significant progress on two large-scale projects. In France, 88% of the civil engineering and over 20% of electro-mechanical assembly have been completed, thus enabling the Group to confirm that the first kWh will be generated by the end of 2016. In China, the Group crossed a symbolic threshold when the dome was placed on the reactor of

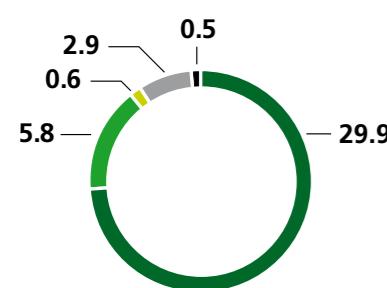
tranche 1 of the Taishan site.

In addition, in the UK, 2011 was marked by positive developments in the regulatory framework in favour of carbon-free energies including the creation of a floor price on carbon and, more importantly, on nuclear energy. In fact, long-term contracts were set up that seek to guarantee the stability of nuclear prices in the long term. Moreover, the British government has approved a programme for building new nuclear plants. These regulatory developments offer EDF a solid base to be in a position to decide on investing in the nuclear new build in the UK before the end of 2012.

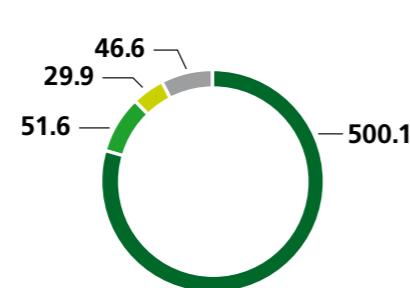
PURSUING STRATEGY TO DIVERSIFY THE GROUP'S ENERGY MIX

2011 was also an opportunity for EDF to pursue its goal of being the leading global electricity company with a diversified energy mix. To do so, the Group reinforced its presence in renewable energies as seen in its acquisition of 100% of the capital in EDF Energies Nouvelles. The simplified alternative public cash or exchange offer on the Group's subsidiary in June 2011 was a success both from a managerial and operating standpoint. For EDF Energies Nouvelles, 2011 was a good year with record commissioning (+692 MW net) and robust growth in financial results (EBITDA up 17.4%). The success of

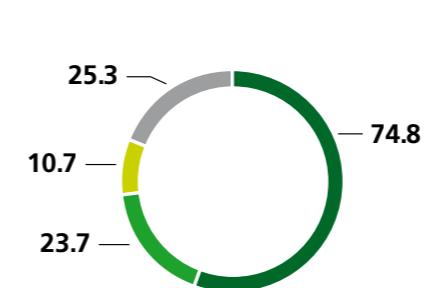
Clients (millions)



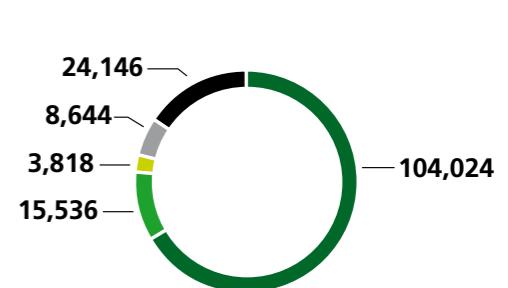
Generation: 628.2 TWh



134.6 GWe installed



156,168 employees



- — EDF – Mother company
- — United Kingdom
- — Italy
- — Other international
- — Other activities France

- — Nuclear
- — Fossil-fired (gas excluded)
- — Combined cycle gas turbines and cogeneration
- — Renewables

- Breakdown of renewables**
- Hydropower **37.1**
 - Other renewables **9.5**
 - o/w wind **6.3**
 - o/w photovoltaic **0.4**

- Breakdown of renewables**
- Hydropower **21.4**
 - Other renewables **3.9**
 - o/w wind **3.2**
 - o/w photovoltaic **0.4**

- Other international**
- Continental Europe **7,149**
 - Americas **1,420**
 - Asia, Middle East, Africa **75**

OVERVIEW OF THE GROUP'S ACTIVITY

this transition was also illustrated by the continuation of major projects such as the bid for offshore calls for tender in France in January 2012.

In the aim of diversifying its energy mix, EDF also continued to modernise its fossil-fired facilities in 2011, particularly in Poland with the announcement that a supercritical coal-fired plant (900 MW) will be built in Rybnik, replacing four older units. The new power plant will be among the industry's most efficient (45%) and will reduce, thanks to its fuel combination of biomass and coal, CO₂ emissions by 30% versus traditional coal-fired plants. In France, the new combined cycle plant (CCGT) in Blénod in France's northeast region of Lorraine was commissioned and preliminary tests were carried out on the Martigues plant in Provence.

In order to secure its gas supplies,

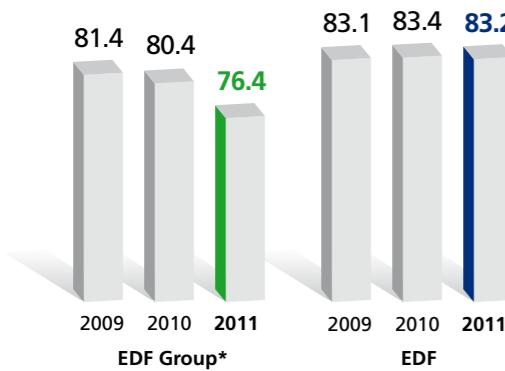
which is critical to supporting the development of the fossil-fired business, EDF started the construction of the methane terminal in Dunkirk in 2011 and also took a 15% stake in the South Stream gas pipeline (proposed pipeline to southern and central Europe under the Black Sea).

However, the Group's gas strategy was most marked, in 2011, by the clarification regarding EDF's holding in Edison. EDF will acquire a controlling interest (80.6%) in the Italian subsidiary before the public tender offer on Edison's capital. The agreement was approved by EDF's Board of Directors and signed by all parties in February 2012. EDF is expected to take control during the summer of 2012*. In particular, the transaction should enable EDF to gain access to major gas infrastructure that is complementary

to its own, secure the supply of gas coming from the south and become the Group's gas platform for Europe.

*This acquisition is subject to the authorisation of the relevant competition authorities and to Consob confirming that the price of the mandatory take-over bid which EDF shall have to launch to buyback the shares of Edison's minority shareholders is not to be more than 0.84 euro per share. The opinion issued by the Consob on 4 April 2012 in which it announces a price range between 0.84 and 0.95 euro per share doesn't allow to fulfill such a condition precedent as of today.

Percentage of employees trained during the year



*2011: ESTAG excluded.
2010: ESTAG and EnBW excluded.
2009: EnBW, Dalkia International, EDF Energy excluded.

FINANCIAL RESULTS ROSE UP SHARPLY

IN MILLIONS OF EUROS	2010	2010 adjusted ⁽¹⁾	2011	EVOLUTION	ORGANIC CHANGE
Sales	65,320	63,922	65,307	2.2%	2.7%
EBITDA (earnings before interest, taxes, depreciation and amortisation)	16,623	14,156	14,824	4.7%	6.6% ⁽²⁾
Net income excluding non-recurring items	3,961	3,105	3,520	13.4%	
Net income – Group share	1,020	-	3,010	x3 ⁽³⁾	
	31/12/10		31/12/11		
Net financial debt (€Bn)		34.4	33.3		
Net financial debt / EBITDA		2.2	2.2		

(1) Results excluding EnBW, Eggborough, UK networks and with RTE accounted for by the equity method.

(2) Organic growth excluding the consequences of French ministerial decree (arrêté) issued on 4 July 2011 regarding the non-recurring compensation of 2011 related to TaRTAM.

(3) Compared with Net income – Group share published in 2010.

Group sales increased 2.7% (organic) to €65.307 billion in 2011.

EBITDA was up 6.6%* driven mainly by strong operating performance in France and the UK as follows**:

- France (+6.3%) benefited from the increase in nuclear output and the increase in tariffs in its regulated (distribution) and unregulated businesses.

- EBITDA in the United Kingdom expanded 8.5% on the back of buoyant nuclear generation in 2011, which was also affected in 2010 by unplanned outages at two plants.

- Italy's EBITDA dropped 25.2% on account of difficulties encountered by Edison and its hydrocarbon business, which was penalised by negative developments in the spot markets for gas relative to the supply costs stipulated in long-term gas contracts.

- The “Other International” segment recorded a 19.5% increase due to

robust performance in Belgium and Brazil, notably.

- Lastly, the “Other Business” segment grew its EBITDA by 3.3% due to better results from EDF Energies Nouvelles and the Group's trading activity, which was lifted by the excellent performance of the nuclear fleet in France.

Net income excluding non-recurring items rose 13.4% to €3.520 billion.

Net income – Group share increased by three-fold, reaching €3.010 billion. 2010 was marked by non-recurring provisions for risks and valuation adjustments linked to deteriorating market conditions, especially outside of France.

A SOLID FINANCIAL STRUCTURE

Net Financial debt reached €33.3 billion at 31 December 2011, down by over €1 billion. The Group increased its earnings within a solid

financial structure with the net debt/EBITDA ratio capped at 2.2x.

DIVIDEND

In accordance with the target announced (i.e. stable dividend for 2011), EDF's Board of Directors will propose the payment of a total dividend of €1.15 at the Shareholders' Meeting on 24 May 2012. This represents a payout rate of 60.4% of the Group's 2011 net income excluding non-recurring items.

*Organic growth excluding the consequences of French ministerial decree (arrêté) issued on 4 July 2011 regarding the 2011 non-recurring compensation of TaRTAM charges.

**The EBITDA growth percentages specified by country/business sector are expressed in organic growth terms.

FIVE-YEAR SUMMARY OF EDF RESULTS

(EDF SA Summary corporate financial statements)

	2011	2010	2009	2008	2007
CAPITAL AT YEAR-END					
CAPITAL (IN MILLIONS OF EUROS)	924	924	924	911	911
CAPITAL CONTRIBUTIONS (IN MILLIONS OF EUROS)					
NUMBER OF ORDINARY SHARES IN EXISTENCE	1,848,866,662	1,848,866,662	1,848,866,662	1,822,171,090	1,822,171,090
NUMBER OF PRIORITY DIVIDEND SHARES (WITH NO VOTING RIGHTS) IN EXISTENCE					
MAXIMUM NUMBER OF FUTURE SHARES TO BE CREATED					
- BY CONVERSION OF BONDS					
- BY EXERCISE OF SUBSCRIPTION RIGHTS					
OPERATIONS AND RESULTS OF THE YEAR (IN MILLIONS OF EUROS)					
SALES EXCLUDING TAXES	41,950	40,906	38,895	39,003	33,638
EARNINGS BEFORE TAXES, EMPLOYEE PROFIT SHARING, DEPRECIATION AND PROVISIONS	5,417	4,906	4,531	3,842	5,838
INCOME TAXES	356	660	402	(346)	835
EMPLOYEE PROFIT SHARE FOR THE YEAR		-			-
EARNINGS AFTER TAXES, EMPLOYEE PROFIT SHARING, DEPRECIATION AND PROVISIONS	1,118	1,492	4,580	867	4,934
EARNINGS DISTRIBUTED		2,122 ⁽¹⁾	2,111 ⁽¹⁾	2,328 ⁽¹⁾	2,330 ⁽¹⁾
INTERIM DIVIDEND DISTRIBUTED	1,053	1,054	1,002	1,164	1,057
EARNINGS PER SHARE (IN EUROS PER SHARE)					
EARNINGS AFTER TAXES AND EMPLOYEE PROFIT SHARING, BEFORE DEPRECIATION AND PROVISIONS	2.74	2.30	2.23	2.30	2.75
EARNINGS AFTER TAXES, EMPLOYEE PROFIT SHARING, DEPRECIATION AND PROVISIONS	0.60	0.81	2.48	0.48	2.71
DIVIDEND PER SHARE		1.15 ⁽¹⁾	1.15 ⁽¹⁾	1.28 ⁽¹⁾	1.28 ⁽¹⁾
INTERIM DIVIDEND PER SHARE	0.57	0.57	0.55	0.64	0.58
PERSONNEL					
AVERAGE NUMBER OF EMPLOYEES OVER THE YEAR	62,479	60,380	59,837	59,131	58,778
TOTAL PAYROLL EXPENSE FOR THE YEAR (IN MILLIONS OF EUROS)	3,600	3,377	3,265	3,178	2,940
AMOUNTS PAID FOR EMPLOYEE BENEFITS AND SIMILAR (SOCIAL SECURITY, COMPANY BENEFIT SCHEMES, ETC.) (IN MILLIONS OF EUROS)	2,161	2,125	2,025	1,917	1,737

(1) Including the interim dividend paid out.

CORPORATE GOVERNANCE

EDF adheres to the consolidated AFEP-MEDEF Code revised in April 2010, which is the corporate governance code to which the Company will refer following article L.225-37 of the Commercial Code, subject to the specific laws and regulations applicable.

BOARD OF DIRECTORS

In compliance with article 6 of the Law n° 83-675 of 26 July 1983 on the democratisation of the public sector, the Board of Directors consists of 18 members, of which one third elected by employees and two thirds appointed by the Shareholders' Meeting upon proposal from the Board, after deducting directors appointed by Government decree as State representatives.

In compliance with the law, the Board of Directors determines the orientations of the company's activities and oversees their implementation. Subject to powers expressly granted to the Shareholders' Meeting and within the limits of the corporate purpose, it may deal with any issues concerning the proper running of the Company and through its deliberations settles any business concerning it. Pursuant to the provisions of article 7 of the law on the democratisation of the public sector, the Board of Directors deliberates on all strategic, economic, financial or technological orientations for the Company and the Group, as well as any matters expressly conferred by law or decided by the Board itself.

The EDF bylaws provide that the Chairman of the Board of Directors assumes executive management of the Company and holds the title of Chairman and Chief Executive Officer. He is appointed by decree of the President of the Republic on proposal of the Board and may be removed by decree under article 10 of the law on the democratisation of the public sector.

Pursuant to the provisions of article 13 of the Constitution of the French Republic, the President is appointed after interviews with candidates and opinion of the standing committees of the National Assembly and of the Senate.

Mr. Henri Proglio was appointed EDF Chairman and Chief Executive Officer by decree of 25 November 2009.

To carry out its duties, the Board of Directors has set up 5 special committees in charge of reviewing and preparing certain projects prior to their submittal

to the full Board. These committees are the Audit Committee, the Nuclear Commitment Monitoring Committee, the Strategy Committee, the Ethics Committee, and the Appointment and Remuneration Committee.

The membership, operation and duties of the Committees are governed by the Rules of Procedures of the Board of Directors. The Directors members of these Committees are selected by the Board of Directors. The Chair of each Committee is appointed by the Board upon proposal from the relevant Committee.

AUDIT COMMITTEE

Prior to their submittal to the Board, this committee reviews and issues opinions regarding the financial position of the Company, the medium term plan and the budget, the draft financial statements prepared by the Finance Division (EDF corporate and consolidated financial statements and Group's management report), monitoring of corporate risks (in particular, biannual reviews of the Group's risks map and risk control procedures), audit and internal control, the insurance coverage policy, the appointment of Statutory Auditors, ensuring their independence, and the fees paid to them, the financial aspects of acquisition or disposal plans of particular significance.

NUCLEAR COMMITMENT MONITORING COMMITTEE

This committee's tasks are to monitor changes in nuclear provisions, to issue opinions on matters of governance of the dedicated assets, on asset/liability matching rules and strategic allocation, and to verify the compliance of EDF's dedicated assets management with the policy governing the creation and management of these assets.

STRATEGY COMMITTEE

This committee advises the Board on EDF's major strategic orientations, in particular on the strategic development plan, the industrial and commercial policy, the "public service" contract, strategic agreements, alliances and partnerships, the

research and development policy, external and organic growth plans or divestment projects requiring the approval of the Board of Directors.

ETHICS COMMITTEE

This committee ensures that ethical considerations are taken into account in the work of the Board of Directors and the management of EDF. It reviews the annual report of the Ombudsman, the General Inspectorate's reports on nuclear safety and radiation protection, and on hydropower safety, the General Inspectorate's report on the regulated market.

It also conducts every year an assessment of the Board's operation, and oversees a formal assessment of the proceedings by the Board and the Committees conducted every three years by an independent firm. Based on the findings from these assessments, the Ethics Committee then submits proposals designed to improve the operation and efficiency of the Board of Directors.

APPOINTMENT AND REMUNERATIONS COMMITTEE

This committee submits proposals to the Board for subsequent appointments of directors by the Shareholders.

It forwards an opinion on the remuneration of the Chairman and CEO to the Minister of Economy and Minister of Energy for approval. This opinion addresses the fixed salary and variable compensation (including the performance targets for the variable portion, and its assessment of the CEO's performance against the performance criteria) and any ancillary compensation paid to the Chairman & CEO. It also submits this opinion to the Board of Directors for deliberation and determination of this compensation level.

In fiscal year 2011, the Board of Directors met 11 times, and the Committees held a total of 31 preparatory meetings. Board meetings lasted an average of three hours, allowing a thorough review and discussion of issues on the agenda. The average attendance rate at meetings of the Board of Directors was 85.4% in 2011.

MEMBERSHIP OF THE BOARD OF DIRECTORS

MEMBERS APPOINTED BY THE GENERAL SHAREHOLDERS' MEETING



Henri Proglio
Chairman and CEO of EDF



Lord Michael Jay of Ewelme
Independent Member of the House of Lords



Philippe Crouzet
Chairman of the Management Board of Vallourec



Bruno Lafont
Chairman and CEO of Lafarge Group



Mireille Faugère
Chief Executive Officer, Assistance Publique – Hôpitaux de Paris



Pierre Mariani
Executive Director & Chairman of the Management Board of Dexia

FRENCH STATE REPRESENTATIVES



Pierre-Marie Abadie
Director of Energy at the General Division for Energy and Climate



Jean-Dominique Comolli
Commissioner for State Shareholdings, Ministry of Economy, Finance & Industry



Yannick d'Escatha
Chairman of the space policy agency Centre National d'Etudes Spatiales (CNES)



Julien Dubertret
Director of the National Budget for the Ministry of the Budget, Public Accounts and State Reform



Pierre Sellal
Ambassador of France. General Secretary of the Ministry of Foreign and European Affairs



François Loos
Chairman & CEO of ADEME (Agency for Environment and Energy Management)

EMPLOYEE REPRESENTATIVES



Christine Chabauty
Sponsored by the CGT union



Marie-Hélène Meyling
Sponsored by the CFDT union



Alexandre Grillat
Sponsored by the CFE-CGC union



Jean-Paul Rignac
Sponsored by the CGT union



Philippe Maïssa
Sponsored by the CGT union



Maxime Villota
Sponsored by the CGT union

Persons attending the Board of Directors with no voting rights:

- The Corporate Secretary, Alain Tchernonog
- The Chief of State Economic and Financial Control Mission
- The Secretary of the Central Works Council
- One Government Commissioner

MEETING AGENDA

ORDINARY MEETING AGENDA:

- Approval of the reports and annual financial statements for the year ended on December 31, 2011.
- Approval of the reports and consolidated financial statements for the year ended on December 31, 2011.
- Allocation of the net income for the year ended on December 31, 2011 as reported in the financial statements, and determination of the dividend amount.
- Agreements governed by article L. 225-38 of the French commercial code.
- Authorization for the Board of Directors to carry out transactions on the Company's shares.

EXTRAORDINARY MEETING AGENDA:

- Delegation of authority to the Board of Directors to issue shares or securities, maintaining the shareholders' preferential subscription right.
- Delegation of authority to the Board of Directors to issue, by means of public offerings, shares or securities with no preferential subscription rights for shareholders.
- Delegation of authority to the Board of Directors to issue, by means of offers referred to in article L. 411-2 II of the French monetary and financial code, shares or securities, with no preferential subscription rights for shareholders.
- Authorization for the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights for shareholders.
- Delegation of authority to the Board of Directors to increase the share capital by capitalization of reserves, profits, premiums or other amounts eligible for capitalization.
- Delegation of authority to the Board of Directors to increase the capital as a result of a public exchange offer instigated by the Company.
- Authorization for the Board of Directors to increase the capital in return for contributions in kind granted to the Company.
- Delegation of power to the Board of Directors to increase the capital to the benefit of members of savings plans.
- Authorization for the Board of Directors to reduce the share capital through the cancellation of treasury shares.
- Amendment of article 18 of the bylaws.
- Amendment of article 20 of the bylaws.

ORDINARY AND EXTRAORDINARY MEETING AGENDA:

- Powers for completion of formalities.

REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

In addition to the ordinary resolutions that are submitted to your approval, we would like you to decide, on an extraordinary basis, on the renewal of the financial authorizations that were voted by the Combined Shareholders' Meeting on May 18, 2010 and to update two articles of the bylaws in compliance with recent legislative evolutions.

ORDINARY RESOLUTIONS

FIRST AND SECOND RESOLUTIONS

■ APPROVAL OF THE REPORTS AND THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31, 2011

Both resolutions submit to your approval EDF's annual financial statements, which present a profit of €1,118,380,266.99 and the EDF Group's consolidated financial statements, as approved by the Board of Directors at its meeting held on February 15, 2012.

It is emphasized that the overall sum of expenses and charges concerned by article 223 quater of the French tax code is €1,822,405 for the financial year 2011 and that the corresponding amount of tax is €657,888.

THIRD RESOLUTION

■ ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31, 2010 AND DETERMINATION OF THE DIVIDEND AMOUNT

It is proposed to the shareholders to vote to pay a dividend of €1.15 per share, and to allocate the balance of

the distributable profit to retained earnings. In view of the interim dividend for the financial year 2011 of €0.57 per share paid out on December 16, 2011, the balance of the distributable dividend amounts to €0.58 per share.

The total dividend, including the amount of the interim dividend, based on the number of shares constituting the share capital as of December 31, 2011, amounts to a maximum of €2,126,196,661.30 given that any shares held by the Company at the date of distribution of the dividend will not confer rights to the dividend.

The dividend will be paid on June 6, 2012.

FOURTH RESOLUTION

■ AGREEMENTS GOVERNED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE

The shareholders are required to examine the conclusions of the Statutory Auditors' special report regarding related party agreements and to approve the agreement mentioned therein.

This agreement, concluded between the CEA, EDF, Areva and the Direction Générale de l'Energie et du Climat (DGEC), concerns the methods of preparation, monitoring and financing of audits of the evaluation tools for end-of-life-cycle obligations, the realization of which was requested by the DGEC

in the context of the law dated June 28, 2006 relating to durable management of radioactive materials and waste and in accordance with the decree of application of February 23, 2007 relating to the securing of financing of nuclear expenses.

FIFTH RESOLUTION

■ AUTHORIZATION FOR THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS ON THE COMPANY'S SHARES

It is proposed to the shareholders to renew the authorization granted by the Combined Shareholders' Meeting of May 24, 2011 and thus to authorize the Board of Directors to put in place a new program to repurchase treasury shares of the Company, over a period of eighteen months, within the limit of 10% of the share capital, in accordance with the ceiling provided by law.

The maximum purchase price is set at €90 per share, with a cumulative maximum total purchase limit of 10% of the share capital during the period and a maximum holding of 10% of the share capital. The maximum amount of funds dedicated to these transactions is €2 billion over the period.

REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

EXTRAORDINARY RÉSOLUTIONS

We propose to you to renew the financial delegations of authority granted to the Board of Directors, under the same terms as the authorizations voted by the Combined Shareholders' Meeting of May 18, 2010.

It is emphasized that the maximum nominal value of the share capital increases which may be undertaken according to the 6th, 7th, 8th, 9th, 11th and 12th resolutions proposed at the Shareholders' Meeting shall not exceed the nominal maximum ceiling of €45 million set by the 6th resolution. If necessary, the nominal value of shares of the Company to be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company will be added to this ceiling.

SIXTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OR SECURITIES, MAINTAINING THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT

This authorization would enable the Board of Directors to decide to increase the share capital, for a maximum nominal amount of €45 million (i.e. less than 5% of the share capital on the day of the Shareholders' Meeting), maintaining the preferential subscription right, through the issuance of shares or securities giving access to the capital of the Company. This delegation of

authority would be granted for a duration of 26 months. For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 18, 2010 has not been used.

SEVENTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL THROUGH PUBLIC OFFERS, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

This authorization would enable the Board of Directors to decide to increase the share capital, for a maximum nominal amount of €45 million (i.e. less than 5% of the share capital as of the day of the Shareholders' Meeting), with no preferential subscription rights, through public offers by issuing shares or securities giving access to the capital of the Company. This delegation of authority would be granted for a duration of 26 months. For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 18, 2010 has not been used.

EIGHTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL THROUGH A PRIVATE PLACEMENT, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

This authorization would enable the Board of Directors to decide to increase the share capital, for a maximum nominal amount of €45 million and within the legal limit of 20% (on the day of this Shareholders' Meeting), with no preferential subscription rights for shareholders, through offers referred to in article L. 411-2 II of the French monetary and financial code, by the issuance of shares or securities giving access to the Company's capital. This delegation of authority would be granted for a duration of 26 months.

The offers governed by article L. 411-2 II of the French monetary and financial code are addressed exclusively to persons providing portfolio investment management services on behalf of a third party or to qualified investors or a restricted group of investors acting on their own behalf.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 18, 2010 has not been used.

NINTH RESOLUTION

■ AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE CASE OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

This authorization would enable the Board of Directors, in the case of a capital increase decided in application of the 6th, 7th and 8th resolutions hereinabove, and where this issuance is subject to a demand exceeding the amount initially proposed, to increase the number of shares to be issued, up to a limit

of 15% of the initial issuance and subject to the compliance of the ceiling(s) defined in the resolution in application of which the share capital increase is decided. This authorization would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 18, 2010 has not been used.

TENTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL THROUGH CAPITALIZATION OF RESERVES, PROFITS, PREMIUMS OR OTHER AMOUNTS ELIGIBLE FOR CAPITALIZATION

This authorization would enable the Board of Directors to increase the share capital through the incorporation of reserves, profits, premiums or other amounts, not exceeding a total nominal value of €1 billion. It is emphasized that this ceiling is fixed independently and separately from the ceilings for capital increases resulting from the issuances decided in application of the 6th, 7th, 8th, 9th, 11th and 12th resolutions proposed at the Shareholders' Meeting. This delegation of authority would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 18, 2010 was used during the financial year 2011 for the launch of the simplified alternative public purchase or exchange offer with respect to the shares of the company EDF Energies Nouvelles, which resulted in the creation of 11,945,448 new shares of the Company, representing a capital increase of a nominal value of €5,972,724.

ELEVENTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL AS A RESULT OF A PUBLIC EXCHANGE OFFER INSTIGATED BY THE COMPANY

This authorization would enable the Board of Directors to participate in external growth transactions, through the issuance of new shares, with no preferential subscription rights for shareholders, in exchange for securities that would be contributed to the Company in the context of a public exchange offer instigated by the Company. The total nominal value of the resulting capital increase would be limited to a maximum of €45 million. This delegation of authority would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 18, 2010 was used during the financial year 2011 for the launch of the simplified alternative public purchase or exchange offer with respect to the shares of the company EDF Energies Nouvelles, which resulted in the creation of 11,945,448 new shares of the Company, representing a capital increase of a nominal value of €5,972,724.

TWELFTH RESOLUTION

■ AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN RETURN FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY

This authorization would enable the Board of Directors to carry out external growth transactions financed by new shares or securities issued by the Company, with no preferential subscription rights for shareholders, in remuneration of contributions in kind, in the form of shares or securities giving access to the share capital, within a maximum nominal limit of €45 million and the legal ceiling of 10% of the share capital (as of the day of this Shareholders' Meeting). If this delegation is used, the Board of Directors will decide after examination of the report of one or more Statutory Auditor(s). This delegation of authority would be consented for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 18, 2010 has not been used.

THIRTEENTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL TO THE BENEFIT OF MEMBERS OF SAVINGS PLANS

This authorization would enable the Board of Directors, if it wishes, to promote the development of employee shareholding at the Group

REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

level, through capital increases reserved for employees, with no preferential subscription rights for shareholders, within a maximum nominal limit of €10 million.

It is proposed to the shareholders to fix the discount at 20% compared to the average opening price of the Company's share over the twenty trading sessions of the Euronext Paris market preceding the day of the decision fixing the opening date for subscriptions; it being emphasized that the Board of Directors would have the authority to reduce or eliminate such discount in view of factors such as locally applicable legal, accounting, tax or social systems.

This authorization would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 18, 2010 has not been used.

FOURTEENTH RESOLUTION ■ AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF TREASURY SHARES

This authorization would enable the Board of Directors to decide to cancel all or some of the shares purchased under the share buyback plan, and consequently to reduce the share capital, within the legal limit of 10% of the share capital per 24-month periods. This authorization would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of May 24, 2011 was used during the financial year 2011 following the

simplified alternative public purchase or exchange offer with respect to the shares of the company EDF Energies Nouvelles, in order to offset the dilution for the EDF shareholders induced by the offer. 11,945,448 EDF treasury shares were accordingly cancelled, representing a reduction in share capital of a total nominal value of €5,972,724 (i.e. 0.64% of the share capital on the date of the decision of the Board of Directors).

FIFTEENTH RESOLUTION ■ AMENDMENT OF ARTICLE 18 OF THE BYLAWS

It is proposed to the shareholders to amend article 18 of EDF's bylaws (Related party agreements) in order to take into account the amendments to the French commercial code resulting from law n° 2011-525 dated May 17, 2011, which deleted from article L. 225-39 of the French commercial code the reference to the obligation to communicate to the chairman of the Board of Directors, to the members of the Board and to the Statutory Auditors those agreements relating to current transactions and concluded under normal conditions.

SIXTEENTH RESOLUTION ■ AMENDMENT OF ARTICLE 20 OF THE BYLAWS

It is proposed to the shareholders to amend article 20 of EDF's bylaws (Shareholders' meetings) in order to reflect the provisions of the decree n° 2011-1473 of November 9, 2011 which facilitates and simplifies the use of electronic signature with respect to shareholders' meetings.

ORDINARY AND EXTRAORDINARY RESOLUTION

SEVENTEENTH RESOLUTION

■ POWERS FOR COMPLETION OF FORMALITIES

DRAFT RESOLUTIONS

ORDINARY RESOLUTIONS

FIRST RESOLUTION

■ APPROVAL OF THE REPORTS AND ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED ON DECEMBER 31, 2011

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the management report from the Board of Directors and the report of the Statutory Auditors, approves the annual financial statements for the financial year ended on December 31, 2011, comprising the balance sheet, income statement and appendix, as presented, and the transactions reflected in those financial statements and summarized in those reports. It sets the profit for the financial year at €1,118,380,266.99.

It is emphasized that the overall sum of expenses and charges concerned by article 223 quater of the French tax code is €1,822,405 for the financial year 2011 and that the related tax amounts to €657,888.

SECOND RESOLUTION

■ APPROVAL OF THE REPORTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON DECEMBER 31, 2011

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed

the management report of the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements for the financial year ended on December 31, 2011, comprising the consolidated balance sheet, consolidated income statement and appendix, as presented, and the transactions reflected in those financial statements and summarized in those reports.

THIRD RESOLUTION

■ ALLOCATION OF THE NET INCOME FOR THE YEAR ENDED ON DECEMBER 31, 2011 AS REPORTED IN THE FINANCIAL STATEMENTS, AND DETERMINATION OF THE DIVIDEND AMOUNT

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors on the financial statements:

- notes that the distributable profit, taking into account the positive amount of retained earnings of €4,287,642,243.92 and before deducting the interim dividend described below, amounts to €5,406,022,510.91;
- decides to set the dividend at €1.15 per share;

- notes that, given that an interim dividend of €0.57 per share was paid out on December 16, 2011, the balance of the dividend to be

distributed for the 2011 financial year amounts to €0.58 per share;
– decides to allocate the balance of the distributable profit to retained earnings.

The total dividend amount (including the total amount of the interim dividend mentioned above), based on the number of shares as of December 31, 2011, amounts to a maximum of €2,126,196,661.30, given that any shares held by the Company at the date of distribution of the dividend will not confer rights to the dividend.

The Shareholders' Meeting gives all powers to the Board of Directors to determine, in particular in light of the number of shares held by the Company at the date of the distribution of the dividend, the total amount of the dividend and, consequently, the amount of the balance of distributable profits allocated to the "retained earnings" account.

The ex-dividend date is June 1, 2012 and the balance of the dividend to be distributed will be paid out on June 6, 2012.

In the event the dividend is paid to individuals who have their tax domicile in France, the total dividend is eligible for the special 40% tax allowance under paragraph 3-2° of article 158 of the French tax code. In addition, it is possible to elect that the gross amount of the dividend be subject to a fixed levy in final discharge at the rate of 21%, under the conditions of article 117 quater of the French tax code.

Dividends distributed in the past three years were as follows:

Financial Year	Number of shares	Dividend per share	Total dividends distributed ⁽¹⁾	Portion eligible for the tax allowance ⁽²⁾
2008	1,822,171,090	€1.28	€2,328,200,485.12	100%
2009	1,848,866,662	€1.15	€2,111,146,365.85	100%
2010	1,848,866,662	€1.15	€2,122,291,972.68	100%

(1) After deduction of treasury shares.

(2) 40% tax allowance under paragraph 3-2° of article 158 of the French tax code.

DRAFT RESOLUTIONS

FOURTH RESOLUTION

■ AGREEMENTS GOVERNED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the special report of the Statutory Auditors on agreements governed by article L. 225-38 of the French commercial code, takes note of the conclusions of this report and approves the agreements mentioned therein.

FIFTH RESOLUTION

■ AUTHORIZATION FOR THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS ON THE COMPANY'S SHARES

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

- terminates, with immediate effect, for the unused portion, the authorization to purchase shares in the Company given by the Shareholders' Meeting of May 24, 2011 in the tenth resolution ;
- authorizes the Board of Directors to purchase shares in the Company with a view to:
 - delivering shares when exercising rights attached to securities giving access to the share capital by reimbursement, conversion, exchange, submission of a warrant or by any other means, immediately or at a later date, as well as carrying out all hedging

transactions with respect to the Company's (or one of its subsidiaries') obligations in connection with such securities;

- holding shares for their subsequent delivery as a means of exchange or payment in the context of any external growth or contribution transactions;
- ensuring the liquidity of EDF's share by an investment service provider through a liquidity agreement in accordance with the code of ethics recognized by the French market authority;
- attributing shares to employees of the EDF Group, notably under any share purchase or free share allocation plan benefiting to current or former employees under the conditions laid down by the law, in particular under articles L. 225-197-1 and following of the French commercial code, articles L. 3332-18 and following of the French labor code (including any transfer of shares covered by these articles of the French labor code);

The maximum amount of funds dedicated to the execution of this share repurchase program shall be €2 billion.

The purchase price shall not exceed €90 per share; however, the Board of Directors may adjust the maximum purchase price in the event of capitalization of premiums, reserves or profits resulting in either a rise in the nominal value of shares or in creation and attribution of free shares, and in the event of a share split or reverse share split, or any other operation affecting equity, to reflect the effect of these transactions on the share value.

Purchases of shares in the Company may concern a number of shares such that:

- the number of shares acquired by the Company during the repurchase program may not exceed 10% of shares which constitute the share capital as of the day of this Shareholders' Meeting, it being specified that when shares are redeemed to ensure the liquidity of the EDF share under the conditions defined

above, the number of shares taken into account for calculating the 10% limit is the number of shares purchased net of the number of shares sold during the term of this authorization;

- the number of shares the Company holds directly or indirectly at any time must not exceed 10% of the shares constituting the Company's share capital.

Acquisitions or transfers of these shares may be carried out by all means, particularly on a market or over the counter, including through acquisition or transfer of blocks, use of derivative financial instruments or notes or securities giving access to the Company's shares, or by implementing stock option strategies, at such times when the Board of Directors or the person acting by delegation of the Board of Directors shall decide.

The maximum amount of funds dedicated to the execution of this share repurchase program shall be €2 billion.

The purchase price shall not exceed €90 per share; however, the Board of Directors may adjust the maximum purchase price in the event of capitalization of premiums, reserves or profits resulting in either a rise in the nominal value of shares or in creation and attribution of free shares, and in the event of a share split or reverse share split, or any other operation affecting equity, to reflect the effect of these transactions on the share value.

This authorization is granted for a maximum duration of 18 months from the date of this meeting.

The Shareholders' Meeting grants all powers to the Board of Directors to implement this authorization,

and may delegate its authority, in order to place all orders in the stock exchange or off-market, allocate or reallocate the shares acquired to the various objectives pursued, under the applicable legal and regulatory conditions, complete all formalities, and in general do everything that is necessary.

The Board of Directors must inform the Shareholders' Meeting each year of the transactions undertaken pursuant to this resolution.

EXTRAORDINARY RESOLUTIONS

SIXTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OR SECURITIES, MAINTAINING THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHT

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with articles L. 225-129 to L. 225-129-6 and L. 228-91 to L. 228-97 of the French commercial code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of May 18, 2010 in its 8th resolution ;
- authorizes the Board of Directors to decide to issue, in one or more

issuances, while maintaining the shareholders' preferential subscription right, (i) shares in the Company, (ii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in the Company, (iii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in a company of which the Company directly or indirectly holds more than half of the capital (the "Subsidiary"), for subscription in cash or by offsetting against existing debt;

- also authorizes the Board of Directors to decide to issue securities carrying a right to allocation of Company debt instruments in one or more issuances.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €45,000,000 (the "Ceiling").

It is emphasized that (i) this Ceiling is common to all capital increases undertaken immediately or at a later date under the 6th, 7th, 8th, 9th, 11th and 12th resolutions proposed at this Shareholders' meeting, and the nominal value of such increases shall therefore be deducted from the Ceiling; (ii) the Ceiling does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The securities giving access to the capital of the Company or a Subsidiary issued in this way may consist of debt instruments or be associated with issuance of such

instruments, or allow their issuance as intermediary securities.

Debt instruments issued under this delegation of authority may take the form of subordinated securities, perpetual or otherwise, issued in Euros or other currencies.

Securities issued may carry warrants for attribution, acquisition or subscription of bonds or other securities representative of debt instruments.

The nominal value of debt instruments issued shall not exceed €4,500,000,000. It is emphasized that this maximum is common to all debt instruments issued under the 6th, 7th, 8th, 9th, 11th and 12th resolutions proposed at this Shareholders' meeting.

Company share subscription warrants may be issued through a subscription offer, but also through free attribution to holders of existing shares. In the case of free award of autonomous subscription warrants, the Board of Directors may decide that fractional subscription rights will be non transferable and that the corresponding shares will be sold.

The Board of Directors may take any and all measures to protect the rights of holders of securities giving access to the capital existing at the day of the capital increase.

Shareholders may, under the conditions set forth by the law, exercise their full preferential subscription right for new shares. In addition, the Board of Directors shall also be entitled to award shareholders a subscription right for excess shares, concerning a higher number of shares or securities giving access to the capital than the number they could subscribe as of right, proportionally to the subscription rights held and in any

DRAFT RESOLUTIONS

event up to the limit of their share application.

If the subscriptions as of right, together where relevant with subscriptions for excess shares, do not absorb the entire issue of securities, the Board of Directors may take one or more of the following steps, in the order of its choice:

- limit the issue to the quantity of subscriptions received, provided this quantity is at least three quarters of the planned issue;
- freely allocate all or some of the shares unsubscribed as of right, and where relevant excess unsubscribed shares;
- offer all or some of the unsubscribed shares to the public.

The Shareholders' Meeting notes that, to the benefit of holders of the securities giving access to the Company's capital issued under this resolution, this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription right to the shares associated with those newly-issued securities.

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the characteristics of the securities to be issued by the Company, to set the date of holding, which may be retroactive, and, if applicable, the conditions of their redemption, to suspend, if applicable, the exercise of the right to share allocation attached to the Company's securities according to the applicable laws and regulations, to perform any adjustments designed to take into account the impact of transactions on the capital of the Company, to set the terms and conditions allowing to secure

the rights of holders of securities giving access at a later date to the share capital of the Company, to modify the terms and conditions of the securities to be issued under this resolution while such securities remain outstanding in compliance with the applicable formalities, to perform all necessary deductions on the issuance premium and more generally to take all appropriate actions to complete the issuances. The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

SEVENTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE, BY MEANS OF PUBLIC OFFERINGS, SHARES OR SECURITIES, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with articles L. 225-129 to L. 225-129-6, L. 225-135 and L. 225-136, and L. 228-91 to L. 228-97 of the French commercial code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of May 18, 2010 in its 9th resolution;
- authorizes the Board of Directors

to decide to issue, through public offers, in one or several issuances, with no preferential subscription rights for shareholders, (i) shares of the Company, (ii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in the Company, (iii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in a company of which the Company directly or indirectly holds more than half of the capital (the "Subsidiary"), for subscription in cash or by offsetting against existing debt;

- also authorizes the Board of Directors to decide to issue securities carrying a right to attribution of Company debt instruments.

Public offer(s) decided under this resolution may be associated, as part of a single issuance or as separate issuances occurring at the same time, to (an) offer(s) defined in Article L.411-2, II, of the French monetary and financial code, decide based on the 8th resolution proposed at this Shareholders' Meeting.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €45,000,000.

It is emphasized that (i) the total nominal value of all capital increases undertaken immediately or at a later date under this resolution shall not exceed, and shall be deducted from, the Ceiling for capital increases defined in the 6th resolution proposed at this Shareholders' Meeting and (ii) this ceiling does not include shares in the Company that

may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The securities giving access to shares in the Company or in a Subsidiary issued in this way may consist of debt instruments or be associated with the issuance of such instruments, or allow their issuance as intermediary securities. Debt instruments issued under this delegation of authority may take the form of subordinated securities, perpetual or otherwise, issued in Euros or other currencies.

The total nominal value of all debt instruments issued under this resolution shall not exceed, and shall be deducted from, the Ceiling for debt securities defined in the tenth paragraph of the 6th resolution proposed at this Shareholders' Meeting.

The Shareholders' Meeting decides to eliminate the shareholders' preferential subscription right for shares and securities to be issued based on this resolution, but the Board of Directors shall be entitled to grant to the shareholders a priority subscription right for shares in excess or subscriptions as of right, for a duration to be determined in compliance with applicable laws and regulations, for all or part of the issuance, in accordance with the fifth paragraph of article L. 225-135 of the French commercial code. This subscription priority would not lead to the creation of negotiable rights.

If the subscriptions, including, if necessary, any subscription by shareholders, do not absorb the entire issue of securities, the Board of Directors may limit the issue to the quantity of subscriptions received, provided this quantity is at

least three quarters of the planned issue.

The Shareholders' Meeting notes that, to the benefit of holders of the securities giving access to the Company's capital issued under this resolution, this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription right to the shares concerned by those newly-issued securities.

The Shareholders' Meeting decides that:

- the issue price of shares issued directly shall be at least equal to the minimum price provided for by the applicable regulatory provisions (to date, the weighted average of the opening price of the Company's shares for the three trading sessions of the Euronext Paris market preceding the date at which the subscription price for the capital increase is set, less a discount of a maximum of 5%) after correction if necessary due to differences in the shares' issue dates ;
- the issue price of securities giving access to the capital shall be such that the sum immediately received by the Company, plus any further sum likely to be received if applicable, is no less than the minimum subscription price defined in the previous paragraph for each share issued as a result of issuance of these securities.

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the characteristics of the securities to be issued by the Company, to set the date of holding, which may be retroactive, and, if applicable, the conditions of their redemption, to suspend, if

applicable, the exercise of the right to share allocation of the Company's shares attached to the securities according to the applicable laws and regulations, to perform any adjustments designed to take into account the impact of transactions on the capital of the Company, to set the terms and conditions allowing to secure the rights of holders of securities giving access at a later date to the share capital of the Company, to modify the terms and conditions of the securities to be issued under this resolution while such securities remain outstanding in compliance with the applicable formalities, to perform all necessary deductions on the issuance premium(s) and more generally to take all appropriate actions to complete the issuances.

The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

EIGHTH RESOLUTION

■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE BY MEANS OF OFFERS REFERRED TO IN ARTICLE L. 411-2 II OF THE FRENCH MONETARY AND FINANCIAL CODE, SHARES OR SECURITIES, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and

DRAFT RESOLUTIONS

the report of the Statutory Auditors, in accordance with articles L. 225-129 to L. 225-129-6, L. 225-135 and L. 225-136, L. 228-91 to L. 228-97 of the French commercial code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of May 18, 2010 in its 10th resolution ;
- authorizes the Board of Directors to decide to issue, by means of offers pursuant to article L.411-2 II of the French monetary and financial code, in one or more issuances, with no preferential subscription rights for shareholders, (I) shares in the Company, (II) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in the Company, (III) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in a company of which the Company directly or indirectly holds more than half of the capital (the "Subsidiary"), for subscription in cash or by offsetting against existing debt ;

- also authorizes the Board of Directors to decide to issue securities carrying a right to attribution of Company debt instruments.

Offer(s) pursuant to article L. 411-2 II of the French monetary and financial code, decided under this resolution, may be associated, as part of a single issuance or as separate issuances occurring at the same time, to (a) public offer(s), decided based on the 7th resolution proposed at this Shareholders' Meeting.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken pursuant to this resolution shall not exceed €45 million on the one hand, and the legal ceiling (i.e., as of the date of this meeting, 20% of the share capital per year) on the other hand. It is emphasized that (i) the total nominal value of all capital increases undertaken immediately or at a later date under this resolution shall not exceed, and shall be deducted from, the Ceiling for capital increases set forth in the 6th resolution proposed at this Shareholders' Meeting on the one hand, and the ceiling for capital increases set forth in the 7th resolution proposed at this Shareholders' meeting on the other hand, and (II) these ceilings do not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The securities giving access to the share capital of the Company or of a Subsidiary issued in this manner may consist of debt instruments or be associated with the issuance of such instruments, or allow their issuance as intermediary securities.

Debt instruments issued under this delegation of authority may take the form of subordinated or unsubordinated securities, perpetual or otherwise, issued in Euros or other currencies.

The total nominal value of all debt instruments issued under this resolution shall not exceed, and shall be deducted from, the Ceiling for debt securities set forth in the 10th paragraph of the 6th resolution proposed at this Shareholders' Meeting.

The Shareholders' Meeting decides to eliminate the shareholders' preferential subscription right with respect to the shares and securities to be issued, based on this resolution.

If the subscriptions do not absorb the entire issue of securities, the Board of Directors may limit the issue to the amount of subscriptions received, provided this amount is at least three quarters of the planned issue.

The Shareholders' Meeting notes that, to the benefit of holders of the securities giving access to the Company's capital issued under this resolution, this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription right with respect to the shares to which those newly-issued securities give right.

The Shareholders' Meeting decides that:

- the issue price of shares issued directly shall be at least equal to the minimum price provided for by the applicable regulatory provisions (to date, the weighted average of the opening price of the Company's shares for the three trading sessions of the Euronext Paris market preceding the date at which the subscription price for the capital increase is set, less a discount of a maximum of 5%) after correction if necessary due to differences in the shares' delivery dates ;

- the issue price of securities giving access to the capital shall be such that the sum immediately received by the Company, plus any further sum likely to be received if applicable, is no less than the minimum subscription price defined in the previous paragraph

for each share issued as a result of issuance of these securities.

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the characteristics of the securities to be created by the Company, to set the date of holding, which may be retroactive, of the securities to be issued and, if applicable, the conditions of their redemption, to suspend, if applicable, the exercise of the right to shares allocation attached to the Company's securities according to the applicable regulations, to perform any adjustments designed to take into account the impact of transactions on the capital of the Company, to set the modalities according to which the rights of holders of securities giving access at a later date to the share capital of the Company shall be secured, to modify the modalities of the securities to be issued under this resolution during the lifetime of such securities in compliance with the applicable formalities, to perform all necessary deductions on the issuance premium(s) and more generally to take all appropriate actions to complete the issuances.

The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

NINTH RESOLUTION

AUTHORIZATION FOR THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE, WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with article L. 225-135-1 of the French commercial code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of May 18, 2010 in its 11th resolution ;

- authorizes the Board of Directors to decide, within the periods and limits prescribed by the law and regulations applicable on the date of the issue (currently, within thirty days after subscription is closed, up to a limit of 15% of the initial issue and at the same price as the initial issue), to increase the number of shares to be issued for each of the issuances undertaken in application of the 6th, 7th and 8th resolutions proposed to this Shareholders' Meeting subject to respect of the ceiling(s) defined in the resolution under which the issue is undertaken.

The authorization given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

TENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL THROUGH THE CAPITALIZATION OF RESERVES, PROFITS, PREMIUMS OR OTHER AMOUNTS ELIGIBLE FOR CAPITALIZATION

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, in accordance with articles L. 225-129 to L. 225-129-6 and L. 225-130 of the French commercial code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of May 18, 2010 in its 12th resolution ;
- delegates its authority to the Board of Directors to increase the capital, in one or more action(s), by capitalization of reserves, profits, premiums or other amounts eligible for capitalization, in the form of attribution of free shares or an increase in the nominal value of existing shares, or in a combination of the two.

It is emphasized that transactions undertaken under this resolution may be combined with capital increases in cash carried out under the preceding resolutions.

The total nominal value of the capital increase, immediately or at a later date, undertaken under this resolution shall not exceed €1,000,000,000. It is emphasized that (I) this ceiling is separate from and independent of the ceilings for

DRAFT RESOLUTIONS

capital increases resulting from issues of shares or securities authorized by the 6th, 7th, 8th, 9th, 11th and 12th resolutions proposed at this Shareholders' meeting, and (ii) this ceiling does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The Board of Directors may decide that fractional subscription rights will be non negotiable and non transferrable and that the corresponding securities will be sold; the proceeds of such sale will be allocated to holders of the rights within the period defined by the regulations.

The Board of Directors shall have all powers to determine, in particular, the characteristics and conditions of the authorized transactions and in particular to set the amount and nature of the reserves and premiums to be incorporated in the share capital, to set the number of new shares to be issued or the amount by which the nominal value of the existing shares will be increased, to set the date of holding, which may be retroactive, of the securities to be issued or the date at which the increase in the nominal value of the existing shares will be effective, and more generally to take all appropriate actions to complete the issuances.

The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

ELEVENTH RESOLUTION ■ DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL AS A RESULT OF A PUBLIC EXCHANGE OFFER INSTIGATED BY THE COMPANY

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with articles L. 225-129-2, L. 225-148 and L. 228-91 to L. 228-97 of the French commercial code,

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of May 18, 2010 in its 13th resolution ;
 - Delegates its authority to the Board of Directors, on the basis and terms defined in the 7th resolution (except for price related matters set forth in this resolution), to decide to issue shares in the Company or securities giving access to shares in the Company already issued or to be issued, in exchange for securities tendered to a public offer which includes an exchange component (as a principal or subsidiary) instigated by the Company in or outside France, in accordance with local rules, in respect of shares in a company whose shares are admitted to trading on a regulated market as concerned by article L. 225-148 mentioned above, and decides, to the benefit of bearers
- of the newly-issued securities, to eliminate, if necessary, the shareholders' preferential subscription right for those shares and securities;
- The Shareholders' Meeting notes that this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription right to shares associated with any securities to be issued under this delegation of authority.
- The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €45,000,000.
- It is emphasized that (i) the total nominal value of all capital increases undertaken immediately or at a later date under this resolution shall not exceed, and shall be deducted from, the Ceiling for capital increases set forth in the 6th resolution proposed at this Shareholders' Meeting on the one hand, and the ceiling for capital increases set forth in the 7th resolution proposed at this Shareholders' meeting on the other hand, and (ii) these ceilings do not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.
- The total nominal value of the debt instruments issued under this resolution shall not exceed, and shall be deducted from, the ceiling for debt instruments defined in the tenth paragraph of the 6th resolution proposed at the present Meeting.
- The Board of Directors shall have all powers to implement this authorization, and in particular to carry out the public offers

concerned by this resolution, set the exchange ratio and the amount of cash payment if applicable, set the dates and issue conditions, particularly the price and the date of holding, of shares or where relevant securities giving access to shares in the Company and, where necessary, amend the characteristics of the securities issued under this resolution during the lifetime of the securities concerned in compliance with the applicable formalities, register in the "Contribution premium" in the balance sheet liabilities, relative to the rights of all shareholders, the difference between the issue price and nominal price of the new shares, and if necessary deduct from this contribution premium account all expenses incurred in connection for the purpose of the authorized operation, and in general take all appropriate action and enter into any and all agreements.

The delegation of authority to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

TWELFTH RESOLUTION ■ AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL IN RETURN FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in

accordance with article L. 225-147 and articles L. 228-91 to L. 228-97 of the French commercial code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of May 18, 2010 in its 14th resolution, and
- authorizes the Board of Directors to increase the capital by a maximum of 10% of the existing capital at the date of the issuance, in view of the report of the appraiser(s) (commissaire(s) aux apports), in remuneration of contributions in kind made to the Company, in the form of shares or securities giving access to the capital when the provisions of article L. 225-148 of the French commercial code do not apply.

Under this authorization, the Board of Directors will decide after having reviewed the report of the Statutory Auditor(s), in accordance with article L. 225-147 of the French commercial code.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €45,000,000 on the one hand, and the legal ceiling (at the date of the present Meeting, 10% of the share capital), on the other hand.

It is emphasized that (i) the total nominal value of all capital increases undertaken immediately or at a later date under this resolution shall not exceed, and shall be deducted from, the Ceiling for capital increases set forth in the 6th resolution proposed at this Shareholders' Meeting on the one hand, and the ceiling for capital increases set forth in the 7th resolution proposed at this

Shareholders' meeting on the other hand, and (ii) these ceilings do not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The total nominal value of all debt instruments issued under this resolution shall not exceed, and shall be deducted from, the Ceiling for debt securities defined in the tenth paragraph of the 6th resolution proposed at this Shareholders' meeting.

The Shareholders' Meeting decides, where necessary, to the benefit of holders of the shares or securities issued in exchange for the contribution in kind, to eliminate the shareholders' preferential subscription right to the shares and securities issued in this way, and records the fact that this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription right to the shares associated with any securities to be issued under this delegation of authority.

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the terms and conditions of the authorized transactions, including valuing the contribution and where relevant granting special benefits and acknowledging execution of the capital increase and amending the bylaws accordingly.

The delegation of authority to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

DRAFT RESOLUTIONS

THIRTEENTH RESOLUTION

■ DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL TO THE BENEFIT OF MEMBERS OF SAVINGS PLANS

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with article L. 225-129-6, L. 225-138 I and II and L. 225-138-1 of the French commercial code and articles L. 3332-18 and following of the French labor code:

- terminates, with immediate effect, the unused portion of the delegation of power given by the Combined Shareholders' Meeting of May 18, 2010 in its 15th resolution ;
- delegates to the Board of Directors full powers in order to increase the capital of the Company, in one or several issuances, by an issue of shares or securities giving access to the shares in the Company already issued or yet to be issued, reserved for members of one or more company savings plan(s) (or other plan for which article L. 3332-18 of the French labor code would allow a capital increase in similar conditions) at the level of the Company or the EDF Group, established by the Company or other French or foreign companies consolidated in the accounts of the Company according to Articles L. 3344-1 and L. 3344-2 of the French labor code.

The total nominal value of the

capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €10,000,000. This limit does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The Shareholders' Meeting fixes the discount at 20% relative to the average opening price of the Company's share over the twenty trading sessions of the Euronext Paris market preceding the date of the decision fixing the opening date for subscriptions. However, the shareholders' meeting expressly authorizes the Board of Directors to reduce or eliminate this reduction if it deems such action appropriate, in view of factors such as locally applicable legal, accounting, tax or social systems.

The Board of Directors may, within the limits prescribed by the law and regulations applicable, attribute for no consideration shares already issued or to be issued, or other securities giving access to the Company's capital already issued or to be issued, in conformance with the company's additional contribution for employees, or if need be with the reduction.

The Shareholders' Meeting decides, to the benefit of the beneficiaries mentioned above, to eliminate the shareholders' preferential subscription right concerning the shares and securities giving access to shares to be issued under this resolution, and to waive all rights to shares or other securities attributed for no consideration in application of this delegation of power.

The Board of Directors shall have all

powers to implement this resolution, and in particular to determine the scope, the terms and conditions of transactions and set the dates and conditions of the issues to be made under this authorization, set the opening and closing dates for subscriptions, the dates of holding, the methods for payment of the shares and other securities giving access to the Company's capital, decide that subscriptions may be carried out directly by the beneficiaries, members of a company saving plan (or assimilated plan) or by the intermediary of mutual funds of the company or other structures or entities permitted by the applicable regulations, grant extensions for settlement of the shares and, where relevant, other securities giving access to the Company's capital, and apply for admission to trading for the newly issued securities in any place it wishes.

The delegation of power given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

FOURTEENTH RESOLUTION

■ AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF TREASURY SHARES

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with article L. 225-209 of

the French commercial code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of May 24, 2011 in its 11th resolution ;
- authorizes the Board of Directors to reduce the capital by cancellation of all or some of the shares purchased under the Company's share repurchase program, by up to 10% of the existing capital in 24-month periods. This 10% limit applies to the amount of the Company's capital, adjusted if necessary to take into account transactions affecting the share capital after the date of this meeting ;
- authorizes the Board of Directors to allocate the difference between the repurchase value and nominal value of cancelled shares to the available premiums and reserves ;
- grants all powers to this end to the Board of Directors, with the possibility of subdelegation as permitted by the law and regulations applicable, to set the terms and conditions and amend the Company's bylaws accordingly, and more generally to take all necessary action.

The authorization given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

FIFTEENTH RESOLUTION

■ AMENDMENT OF ARTICLE 18 OF THE BYLAWS

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, decides

Meetings, having reviewed the report of the Board of Directors, decides to amend article 18 (Related party agreements) of the bylaws of the Company as follows:

"All agreements between the Company and its CEO, one of its Executive Directors, one of its Directors, one of its Shareholders holding more than 10% of the voting rights or in the case of an entity shareholder, its controlling Company in the sense of article L. 233-3 of the French commercial code, whether directly or through an intermediary, must be subject to the prior authorization of the Board of Directors.

The same applies to agreements in which one of the persons mentioned in the preceding paragraph have an indirect interest, as well as agreements which take place between the Company and an entity, if the chief executive officer, one of the vice chief executive officers or directors of the company is the owner, general partner, manager, director, member of the supervisory board or, generally, a senior manager of such entity.

The provisions of the preceding paragraphs do not apply to agreements concerning standard transactions concluded under normal conditions."

SIXTEENTH RESOLUTION

■ AMENDMENT OF ARTICLE 20 OF THE BYLAWS

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, decides

to delete paragraph 7 of point 1 of article 20 of the bylaws of the Company.

The rest of the article remains unchanged.

ORDINARY AND EXTRAORDINARY AGENDA

SEVENTEENTH RESOLUTION

■ POWERS FOR COMPLETION OF FORMALITIES

The Shareholders' Meeting grants all powers to the bearer of an original, a copy or an extract of the minutes of this meeting to carry out all legal and administrative formalities, and file and register all information required by the laws in force.

AMENDMENTS TO THE BYLAWS

Proposals to amend the bylaws of EDF submitted to the vote of the Shareholders' Combined Meeting of 24 May 2012 (draft resolutions 15 and 16). Alterations appear in bold and italics (and strikethrough where deleted).

ARTICLE 18 REGULATED CONVENTIONS

All agreements entered into directly, or through an intermediary, between the Company and a member of the Board of Directors, **one of its executive directors**, a shareholder or, if it is shareholding Company, the Company controlling it its chief executive officer, **one of its directors, one of its shareholders** holding more than 10% of the voting rights or in the case of an entity shareholder, its controlling Company in the sense of article L. 233-3 of the French commercial code, whether directly or through an intermediary, must be subject to the prior authorization of the Board of Directors.

The same applies to agreements in which one of the persons mentioned in the preceding paragraph has an indirect interest, as well as agreements which take place between the Company and an entity, if **one of the directors; the chief executive officer**, one of its executive directors or one of the **directors** of the company is the owner, general partner, manager, director, member of the supervisory board or, generally, a senior manager of such entity.

The provisions of the two previous **preceding** paragraphs do not apply to agreements concerning standard transactions concluded under normal conditions and which will be subject to the formalities set out in article L. 225-39 of the Commercial Code.

ARTICLE 20 SHAREHOLDERS' MEETINGS

1. Shareholders' meetings consist of all the shareholders whose shares are fully paid up and for which the right to attend shareholders' meetings is justified by the registration of the shares to an account in their name or, for shareholders who are not French residents, in the name of their registered financial intermediary, at 00:00 (Paris time) of the third business day before the date of the meeting.

The registration of the shares within the three-day period mentioned above must be done either in the Company's nominal share register, or in the bearers' securities accounts held by an authorized intermediary.

Access to the shareholders' meetings is open to its members upon simple production of documentation confirming their status and identity. The Board of Directors may, should it see fit, produce and distribute to shareholders personal admission cards and require these cards to be presented.

Any shareholder may grant powers to any individual or entity of its choice for the purpose of being represented to a shareholders' meeting. The proxy as well as its possible revocation have to be in written form and communicated to the Company. The proxy is revocable under the same form as that required for the appointment of a representative, electronically as the case may be.

The holders of shares duly registered on behalf of an intermediary under the conditions of article L. 228-1 of the French commercial code may be represented under the conditions of the aforementioned article by a registered intermediary.

A shareholder may also vote by correspondence. Once the shareholder has voted by correspondence or by power of attorney sent to the Company, he will no longer be able to choose any other method of participation at the shareholders' meeting. The Company must receive the ballot at least three days before the meeting, with the exception of electronic ballots, which must be received by the Company no later than 3 P.M. Paris time on the day before the meeting is held.

Powers of attorney, correspondence voting forms and shareholding certificates of presence may be prepared in electronic form and duly signed in accordance with the legislative and regulatory conditions applicable in France.

If the Board of Directors so indicates at the time the shareholders' meeting is announced, electronic filling and signature of the forms can be done directly on the website created by the Company by using a system secured with an identification code and a password, pursuant to the provisions stated at the first sentence of the second paragraph of article 1316-4 of the French civil code, or any other system which complies with the specifications of the first sentence of the second paragraph of article 1316-4 of the French civil code:

HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

ADMINISTERED OR REGISTERED SHAREHOLDERS

BEARER SHAREHOLDERS

Please see at the bottom of this page for the new VOTACCESS online service

TO ATTEND THE MEETING

Get an entry card and present it along with your ID at the entrance

- ↳ • Tick box A of the attached form.
 - Sign and date at the bottom.
 - Return it to BNP Paribas Securities Services⁽¹⁾ in the postage paid envelope provided (it must be received by BNP Paribas Securities Services no later than 21 May 2012).
 - The entry card will be mailed to you.

- ↳ • Contact your bank today to obtain your entry card.
- Your bank will send your request, along with a certificate of participation, to BNP Paribas Securities Services⁽¹⁾.
- If the request is received before 21 May 2012, you will receive your card by mail.
- If your request is received after 21 May 2012, your card will be held for you at the 'Shareholders without document' desk on the day of the Meeting.

TO VOTE BY MAIL OR BY PROXY

The deadline for sending votes is 21 May 2012

- ↳ • Tick box of your choice on the attached form.
 - Sign and date at the bottom and return it to BNP Paribas Securities Services⁽¹⁾ in the postage paid envelope provided.

- ↳ • Tick box of your choice on the attached form.
- Return the duly filled out and signed form to your bank.
- Your bank will send the ballot to BNP Paribas Securities Services⁽¹⁾, along with a certificate of participation.

TO VOTE OVER THE INTERNET,

From 20 April until 3:00 pm on 23 May, on the Meeting's voting website: <https://gisproxy.bnpparibas.com/edf.pg>

- ↳ • Your ID number is to be found on the attached ballot.
- Registered shareholder: use your ID number and your GISNOMI password to enter site through entry No. 1.
- Administered shareholder: use your ID number to enter site through entry No. 2. You will be asked for your postal code. Once you have entered it, your password will be sent to you by mail.

- ↳ • Tell your bank that you wish to vote over the Internet.
- Provide your bank with your e-mail address and ask them to send it along with a certificate of participation to BNP Paribas Securities Services⁽¹⁾.
- An ID number will be sent to you by e-mail.
- Using this ID number, enter site through entry No. 3 to cast your ballot.

NEW IN 2012 FOR BEARER SHAREHOLDERS: if your bank offers you the new VOTACCESS online service, you may use this service to get an entry card (should you wish to attend in person), vote via Internet or give your proxy. The online VOTACCESS service is available during the same period as the traditional GISPROMY voting website: from 20 April until 3:00 pm Paris Time on 23 May. To access the service, go to your securities account online and follow the instructions that appear on screen.

(1) BNP Paribas Securities Services, CTS Émetteurs – Assemblées, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 PANTIN Cedex, FRANCE.

HOW TO OPT FOR THE e-INVITATION

A SMALL STEP FOR A GREAT CAUSE

Already 22,000 registered shareholders have opted for the electronic notice to convene the General Meetings of Shareholders. With less paper used, this initiative is fully in line with our corporate strategy of CO₂ emission reduction. It is now open to you, too.

WHY OPT FOR THE E-INVITATION?

Opting for the e-invitation also means opting for time savings. The printing and mailing of invitations can take up to one week, while e-mails are virtually instantaneous. You will thus have more time to familiarise yourself with the documentation and request your entry card.

If you do not attend the Shareholders' Meeting in person but nevertheless wish to vote, you will also find it faster and easier to vote via Internet.

Last but not least, this is an environmentally friendly option since it reduces the volume of paper forwarded by postal mail (around 16 metric tons!).

BECOME AN ACTIVE AGENT OF CHANGE BY OPTING FOR THE E-INVITATION

1) If you are a registered shareholder, visit the Planetshares website (<https://planetshares.bnpparibas.com>) with your logon identifier and password. On "My personal information" page click on "My subscriptions" menu item. You can now subscribe to the electronic convocation service.

2) If you are a bearer shareholder, just fill out and return the attached reply coupon in the prepaid

pre-addressed T-envelope before the end of June 2012.

NOTE: if you also wish to vote by mail or by proxy at the next Shareholders' Meeting, please use the same T-envelope but return it by 21 May 2012.

USING THE REPLY COUPON PLEASE WRITE CLEARLY YOUR NAME AND ADDRESS IN ORDER TO HAVE YOUR REQUEST PROCESSED CORRECTLY

It may happen that having previously opted for the e-invitation you are still receiving the paper invitation. This is because your request has not been processed correctly. You are invited to submit your request again using the reply coupon.

With the e-invitation, you too can become an agent of change and get actively involved in our sustainability approach.

HOW TO VOTE VIA INTERNET

MAKE YOUR VOICE HEARD VIA INTERNET

Among the hundreds of thousands of EDF Shareholders, very few of you attend Shareholders' Meetings or vote by mail. In a concern to facilitate everyone's participation, EDF provides a webcast of the proceedings on its website edf.com and arranges for a web-based ballot system. Take advantage of it and make your voice heard!

Voting via Internet is really easy:

Log on the voting website anytime from 20 April to 23 May by 3:00 pm, at <https://gisproxy.bnpparibas.com/edf.pg>

- The logon identifier and password you received previously and use to manage your registered account on the PlanetShares website will be needed to cast your vote via Internet (www.planetshares.bnpparibas.com).
- You can also find your logon identifier shown on the paper ballot forwarded to you with this brochure.
- Use your password to log on the voting website via Access No. 1.
- If you have misplaced or forgotten your password, then use Access No. 2 and follow the instructions on screen. Your password will be mailed to you by post (about 3 days), and you can then use Access No. 1 to vote.

New in 2012 for bearer shareholders: the online VOTACCESS service

If your bank offers you the new VOTACCESS online service, you may use this service to cast your vote via Internet. The online VOTACCESS service is available during the same period as the traditional GISPROXY voting website: from 20 April until 3:00 pm Paris Time on 23 May. To access the service, go to your securities account online and follow the instructions that appear on screen.

So don't hesitate, cast your vote via Internet!

HOW TO VOTE BY MAIL

DOCUMENTS AVAILABLE ON REQUEST

HOW TO FILL IN THE BALLOT / PROXY CARD

Check off box A to receive your admission card to attend the Shareholders' Meeting in person.

To give a proxy to the Chairman.

To give a proxy to another person.

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.

QUELLE QUE SOIT L'OPTION CHOISIE, NOTER COMME CED ■ LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM

A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below:

edf
Société anonyme au Capital de € 924 433 331
Siège social : 22-30, avenue de Wagram
75008 PARIS - 552 081 317 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
convoyée pour le jeudi 24 mai 2012, à 14h 30,
au Carrousel du Louvre, 99 rue de Rivoli, 75001 PARIS
COMBINED GENERAL MEETING
to be held on Thursday, May 24, 2012 at 2:30 p.m.,
at Carrousel du Louvre, 99 rue de Rivoli, 75001 PARIS

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso renvoi (2) - See reverse (2)

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
ct. au verso renvoi (3)

JE DONNE POUVOIR A : cf. au verso renvoi (4)
I HEREBY APPOINT see reverse (4)

M., Mme ou Miss, Raison Sociale / Mr, Ms or Miss, Corporate Name
Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION: If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso renvoi (1) - See reverse (1)

**Pour être pris en considération, toute forme doit parvenir au plus tard :
à la Banque / to the Bank / le 21 mai 2012 / on May 21st 2012**

Date & Signature

In order to be processed, your ballot / proxy card must be sent to BNP Paribas Securities Services no later than 21 May 2012.

Check off this box to vote by mail.

Regardless of how you vote, you must date and sign the bottom of this card.

- Let us use less printed matter and reduce CO₂ emissions.
- Documents are available for reading and downloading (not later than 21 days prior to the meeting) on our website <http://shareholders.edf.com> (click on: Shareholders, then on: General shareholders' meeting).
- However, if you wish to receive these documents by mail, please return this completed and signed form to:

**BNP Paribas Securities Services
CTS Assemblées générales
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 PANTIN Cedex**

COMBINED ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 24 MAY 2012



I, undersigned _____

Last name (Mr / Mrs): _____

First name: _____

Address: _____

Zip code: _____ City: _____

Request that EDF send to me the following documents and information (box to check):

- EDF Group financial statements
- Reports of the Board of Directors and the Chairman of the Board of Directors on internal control procedures
- Other documents and information stipulated in Article R.225-83 of the French commercial code

Signed at _____, on 2012.

Shareholder's signature

HOW TO CONTACT US

**FOR ANY INFORMATION
ON THE GROUP,
THE SHAREHOLDERS'
RELATIONS DEPARTMENT
REMAINS AT YOUR DISPOSAL**

- By telephone:
 - In France: **0800 00 0800**, from Monday to Friday, 9 am to 6 pm
 - From abroad or from France's Overseas Departments:
+33 1 41 33 08 45
- By post:
**EDF – Service Relations Actionnaires
22-30, avenue de Wagram
75008 Paris**
- By e-mail: **actionnaires@edf.fr**
- By Internet:
http://shareholders.edf.com

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