

Additional information

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21.1

General information regarding the Company's share capital

21.1.1 Issued share capital amount at the time of the filing of the present *Document de Référence*

As of the date of the filing of this *Document de Référence*, the Company's share capital breaks down as follows:

Number of issued shares:	1,848,866,662
Nominal value of the issued shares:	€0.50 per share
Legal status of the issued shares:	Common shares
Total amount of the share capital:	€924,433,331

All share capital issued by the Company has been paid up.

At the time of the filing of the present *Document de Référence*, the Company has not issued nor authorized any preference shares.

21.1.2 Ownership of shares and control by the Company

SHARE REPURCHASE PROGRAM IN FORCE AS OF THE DATE OF THE FILING OF THIS *DOCUMENT DE RÉFÉRENCE* (PROGRAM AUTHORIZED BY THE ORDINARY SHAREHOLDERS' MEETING OF MAY 20, 2009).

The Shareholders' Meeting of May 20, 2009, after examination of the report from the Board of Directors and in accordance with the provisions of Article L. 225-209 *et seq.* of the French Commercial Code, authorized under its seventh resolution the implementation by the Board of Directors of a share repurchase program of up to a maximum of 10% of the Company's share capital. That resolution immediately terminated the authorization to repurchase Company shares granted by the sixth resolution of the Shareholders' Meeting of May 20, 2008, for the fraction which was not used.

The aims of the share repurchase program are as follows:

- to grant shares in connection with the conversion of securities giving access by any immediate or future means to the share capital of the Company as



well as conduct any hedging transactions with respect to EDF's (or one of its subsidiaries) obligations connected with such securities, in accordance with the conditions stipulated by market authorities and at such times that the Board of Directors or the person acting upon delegation of the Board shall determine;

- to maintain shares for future grants in exchange or as payment in the context of external growth operations;
- to ensure the liquidity of EDF's shares through an investment services provider under a liquidity agreement complying with the ethics charter recognized by the French financial market Authority (AMF);
- to attribute shares to employees of the EDF group, and in particular, within the framework of any stock purchase or stock grant plans for the benefit of employees on the terms provided by law and, in particular, by Articles L. 225-197-1 *et seq.* of the French Commercial Code or Articles L. 3332-1 *et seq.* of the Labor Code, as well as performing any hedging operations related to such operations, on the terms provided by the French financial market Authority (AMF) and at such time as determined by the Board of Directors or the person acting by delegation of the Board of Directors;
- to reduce the Company's share capital by cancellation of all or part of the shares purchased.

Purchases of the Company's shares may concern any number of shares such that:

- the number of shares that the Company purchases during the duration of the repurchase program does not exceed 10% of the shares comprising the Company's share capital as of the date of the Shareholders' Meeting of May 20, 2009; and
- the number of shares that the Company holds at any time does not exceed 10% of the shares comprising the Company's share capital.

The acquisition or transfer of these shares may be carried out, on the terms and within the limits, including as to volumes and price, provided by the laws in effect on the date of the relevant operations, by any means, including on the market or by direct sales, including through acquisition or sale of blocks, by recourse to derivative financial instruments or to notes or securities giving access to Company shares, or by implementing optional strategies, on the terms provided by the financial market authorities and at such time as determined by the Board of Directors or the person acting by delegation of the Board of Directors.

The portion of the repurchase program which may be performed through trading in blocks is unlimited. The maximum amount of funds for carrying out this share repurchase program is €2 billion.

Under this program, the repurchase price must not exceed €90 per share.

The Board of Directors may, however, adjust the aforementioned purchase price in the case of incorporating bonuses, reserves or profits, giving rise either to an increase in the shares' par value or to the creation and free distribution of shares, and in the case of a stock split or grouping together of shares, or any other operation involving equity, in order to take into account the effect of these operations on the shares' value.

This authorization is granted for a maximum duration of 18 months as of the Ordinary Shareholders' Meeting which took place on May 20, 2009. This authorization may be used during public tender offers, within the limits set by applicable regulations.

The number of shares purchased by the Company for the purposes of holding them or using them as payment or exchanges in connection with a merger, spin-off or capital contribution operations cannot exceed 5% of its share capital.

The Board of Directors will have all powers in order to implement the authorization, with the possibility of delegating its powers, for the purpose of:

- making any orders on the market or over-the-counter;
- allocating or reallocating the shares purchased for the various objectives pursued under the applicable legal and regulatory conditions;
- concluding any agreements in order, among other things, to keep share purchase and sale registers;
- making any declarations and carrying out any formalities with the French financial market Authority (AMF) and with any other organization; and
- carrying out any other formalities and, generally speaking, doing all that is necessary and appropriate.

Each year, the Board of Directors must inform the Shareholders' Meeting of each of the operations performed pursuant to this authorization to perform operations involving the company's shares.

SUMMARY OF THE TRANSACTIONS EFFECTED BY THE COMPANY WITH RESPECT TO ITS SHARES AS PART OF THE PROGRAM AUTHORIZED BY THE ORDINARY SHAREHOLDERS MEETING OF MAY 20, 2008.

A liquidity agreement was entered into on May 24, 2006 with *Crédit Agricole Cheuvreux* for a period of one year, renewed by tacit agreement. The initial amount of €35,000,000 has been applied to the liquidity item in relation with the implementation of the liquidity agreement, as of its execution, in accordance with the Company's shares repurchase program. Between January 1, 2009 and December 31, 2009, the Company repurchased, within the framework of the liquidity agreement, 2,208,559 of its own shares on the basis of an average amount of €35.11 per share and sold 2,480,559 shares on the basis of an average amount of €36.02 per share.

By December 31, 2009, the Company held, within the framework of the liquidity agreement, 185,000 treasury shares, amounting to 0.01% of its share capital.

Throughout 2009 financial year, the stand-by fee paid by EDF pursuant to the liquidity agreement amounted to €150,000. As of January 1, 2010 and until February 28, 2010, the Company repurchased 999,874 of its own shares on the basis of an average amount per share of €38.66 and sold 394,874 shares on the basis of an amount per share of €39.54.

The Company also held at December 31, 2009, 50,669 shares acquired on the market, for allocation to employees within the framework of the plan "ACT2007" and non-allotted.

In addition, as of the date of filing of this *Document de Référence*, the Company holds 874.3 units in the "Énergie Multi" compartment of the fund of the Company's mutual fund "EDF Actions", which correspond to 8,743 Company shares (approximately 0.00048% of the share capital as of the date of the present *Document de Référence*). These shares are due to share purchase orders which were cancelled in the offering reserved to the EDF group's employees (as described in the prospectus which received the AMF visa number 05-743 on October 27, 2005). By the end of the five-year lock-up period, these 874.3 units will be sold, and the amount received will be paid to the French State.

RESOLUTION RELATING TO THE AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO PERFORM OPERATIONS INVOLVING THE COMPANY'S SHARES, SUBMITTED TO THE COMBINED SHAREHOLDERS MEETING OF MAY 18, 2010

In its February 11, 2010 meeting, the Board of Directors decided to include in the combined Shareholders' Meeting of May 18, 2010 agenda, the vote of share repurchase program, similar in certain points to the one authorized by the May 20, 2009 Shareholders' Meeting, notably for what concerns the goals of that program and the limited number of shares which can be repurchased.

21.1.3 Bonds

In accordance with Article L. 228-40 of the French Commercial Code, only the Board of Directors can decide or authorize the issuance of bonds, except if the general Shareholders' Meeting decides to exercise this power.

On the basis of Article 46 paragraph 2 of the law of August 9, 2004, the first paragraph of Article L. 228-39 of the French Commercial Code which states that "the issuance of bonds by a "société par actions" which has not presented two balance sheets regularly approved by shareholders requires

a prior audit of the Company's assets and liabilities as described by Articles L. 225-8 and L. 225-10 of the French Commercial Code" is not applicable to EDF since 2004.

On April 18, 1996 EDF implemented a program for the issuance of debt securities under the Euro Medium Term Notes ("EMTN") program. Since then the program has been renewed every year.

An update of the program for the issuance of debt securities for a maximum amount of €16 billion was implemented on May 18, 2009, by the Group.

In this context, EDF notably issued during the summer 2009 bonds to the general public in France for a total of nearly €3.3 billion, due 2014.

On December 31, 2009, the outstanding amount of the debt of EDF in the form of bonds (borrowings issued as EMTNs and other debt securities) was €29.46 billion.

21.1.4 Other securities giving access to the share capital

At the time of the filing of the present *Document de Référence*, besides ordinary shares of the Company, there are no other securities giving access, directly or indirectly, to the share capital of EDF.

21.1.5 Authorized but un-issued capital

The table below presents a summary of the delegations and authorizations into force on the date of filing of the present *Document de Référence*, granted to the Board of Directors by the Ordinary and Extraordinary Shareholders' Meeting of the Company held on May 20, 2009 to increase the share capital:

	Delegations to the Board of Directors by the Extraordinary Shareholders' Meeting	Maximum Nominal Amount of Capital Increase (in €millions)	Duration of Delegation ⁽¹⁾
1.	Delegation of authority to the Board for a share capital increase with maintenance of preferential maintenance of preferential subscription rights of shareholders	45	26 months
2.	Delegation of authority to the Board for a share capital increase without maintenance of preferential subscription rights of shareholders	45 ⁽²⁾	26 months
3.	Delegation of authority to the Board to increase the number of shares to be issued in the event of a share capital increase in the context of issuances pursuant to Items 1 and 2	15% of the initial issuance ⁽²⁾	26 months
4.	Delegation of authority to the Board to increase the share capital through incorporation of reserves, profits, share premiums or other amounts which capitalization would be admitted	1,000	26 months
5.	Delegation of authority to the Board to increase the share capital in compensation for an exchange offering initiated by the Company	45 ⁽²⁾	26 months
6.	Delegation of powers to the Board to increase the share capital as consideration for contributions in kind made to the Company (Article L. 225-147 of the French Commercial Code)	10% of the share capital of the company ⁽²⁾⁽³⁾	26 months
7.	Delegation of powers to the Board to increase the share capital for the benefit of participants in a savings plan	10	26 months

(1) Beginning from the date of the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2009.

(2) Up to the upper limit set forth in Item 1, i.e., €45 million.

(3) As of the date of the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2009.



At its February 10, 2010 meeting, the Board of Directors decided to submit to the May 18, 2010 Shareholders' Meeting the renewal of these delegations.

21.1.6 Information about share capital of Group members, subject to conditional or unconditional agreements

Investment and divestment commitments on the shares of the subsidiaries are described in note 27.5 to the consolidated financial statements for the financial year ended December 31, 2009. Apart from the investment and divestment commitments and other commitments described in section 6 of the present *Document de Référence*, EDF has not entered into any offer to sell or purchase whole or part of the share capital of the Company or one of its subsidiaries, as defined in article L. 233-1 of the French Commercial Code.

21.1.7 Shareholder agreements

At the time of the filing of the present *Document de Référence*, and to the Company's knowledge, no shareholder agreement has been concluded that concerns the Company's securities.

21.1.8 Security interests in the Company's securities

To the Company's knowledge, none of the Company's ordinary shares is the object of any security interest.

21.1.9 Evolution of the Company's share capital

In order to comply with the law of August 9, 2004, EDF has become a "société anonyme" on November 20, 2004 and its share capital was fixed at €8,129,000,000, divided in 1,625,800,000 shares of a €5 nominal value each.

On August 31, 2005, the EDF general Shareholders' Meeting gave full authority to the Board of Directors to effect a capital reduction by the maximum amount of €7,316,100,000, by means of the reduction of the shares' nominal value of €5 to a minimum of €0.5. At its meeting of October 27, 2005, the Board of Directors has resolved to reduce the share capital by the amount of €7,316,100,000, by reducing the share nominal value by €4.5, from €5 to €0.5. The share capital was thus reduced to €812,900,000.

At its November 18, 2005 meeting, the Board of Directors, exercising the authority granted to it by the October 10, 2005 Shareholders' Meeting, has resolved to proceed with the Company's capital increase through the French retail public offering and the institutional placement, in the context of the initial public offering of the Group. The share capital was thus increased to €906,834,514.

On December 20, 2005, Calyon (now called Crédit Agricole-CIB) paid to EDF the price due on the exercise of 8,502,062 over-allotment options that EDF Board of Directors had decided to issue for the benefit of Calyon at its November 18, 2005 meeting. The share capital was thus increased to €911,085,545, divided into 1,822,171,090 ordinary shares.

The payment of the dividends in shares on December 17, 2009 resulted in a share capital's increase of €13,347,786.00, following the issuance of 26,695,572 shares (see section 20.4.1 ("Dividends and interim dividends paid within the last three financial years")).

The share capital has thus been increased to €924,433,331 divided into 1,848,866,662 ordinary shares.

21.2

Incorporation documents and articles of association

21.2.1 Company's purpose

The Company's purpose, both in France and abroad, is to:

- secure generation, transmission, distribution, supply and trading of electrical energy and secure the import and export of this energy;
- carry out the public service missions assigned by laws and regulations, especially by the French law of June 15, 1906 regarding energy distribution, the aforementioned French laws of April 8, 1946 and February 10, 2000 and Article L. 2224-31 of the French Code for Local Authorities, as well as by the concession agreements, and in particular, the missions regarding the development and operation of the public electricity networks, the energy supply to non-eligible customers, the supply of emergency energy to producers and customers to compensate unexpected power failures and the supply of energy to eligible customers who cannot find any other supplier, while contributing to the accomplishment of the goals defined by the multi-annual generation investments program implemented by the Minister in charge of the Energy;
- more generally, develop any industrial, commercial or service activity, including research and engineering activities in the energy field, for all customer categories;
- increase the value of all tangible and intangible assets it has or uses;
- create, acquire, rent out or lease management of all property, real estate and businesses, lease, set up and operate all establishments, businesses, plants and workshops relating to any of the aforementioned purposes;
- take, acquire, operate or sell all processes and patents concerning activities which relate to any of the aforementioned purposes;
- take part, directly or indirectly, in any operation connected to one of the aforementioned purposes, by creating new companies or undertakings, by contributing, subscribing or purchasing any securities, by taking part in investments or by merging, associating or any other manner whatsoever;
- more generally, engage in any industrial, commercial, financial, property or real estate operations directly or indirectly connected, in whole or in part, to one of the aforementioned purposes, to any similar or connected purpose or even to any purpose which may favor or develop the Company's business.

21.2.2 Company's fiscal year

Each Company's fiscal year lasts 12 months: it starts on January 1 and terminates on December 31 of each year.

21.2.3 Management

The Company is managed by a Board of Directors consisting of 18 members in accordance with the provisions of the French law of July 26, 1983, as amended, relating to the democratization of the public sector, in particular, Article 6 thereof, and with the provisions of the French Statutory decree of October 30, 1935, as amended, organizing the French State's financial control of companies having requested financial support from the French State.

Within this framework, as of the date of the filing of the present *Document de Référence*, the Board of Directors included six representatives of the French State, appointed by decree and six representatives of the employees elected in accordance with the provisions of section II of the aforementioned French law of July 26, 1983.

The Board of Directors may include, at most, two members of the French Parliament or holders of a local electoral mandate selected for their knowledge of regional, departmental and local aspects of energy issues.

The Board must appoint a Secretary but is free to choose a person who is not a member of the Board.

The Chairman and Chief Executive Officer must communicate to every member of the Board all documents and information required for the fulfillment of their task.

The duration of the mandate of members of the Board of Directors is five years. In case of a vacancy for any reason whatsoever of the seat of a member of the Board of Directors, his/her replacement will only hold office for the remaining duration of the term until the renewal of the full Board of Directors.

The general Shareholders' Meeting sets the amount of the directors' fees, if any. Members of the Board of Directors who have not been elected at the general Shareholders' Meeting are not entitled to a financial remuneration.

Other costs paid by the members of the Board as a part of their mission will be reimbursed by the Company, provided that they present a justification.

Employees' representatives are entitled to a time credit corresponding to half of the legal working period.

Each member of the Board of Directors who has been appointed by the general shareholder's meeting must hold at least one nominative share of the Company's capital. The shareholder's meeting can also decide to dismiss him.

At the Chairman and Chief Executive Officer's request, the Board of Directors can, if it thinks that it is necessary and according to the meeting's agenda, invite Company members or even persons who are external to the Company to attend the Board's meeting without being able to vote.

The Secretary of the Works Committee or any equivalent institution attends the Board of Directors' meetings but without the right to vote.

Any person attending one of the Board of Directors' meetings is subject to the same confidentiality obligations as the members of the Board.

In accordance with the aforementioned law of 1983, the Chairman of the Board of Directors is appointed by decree, from among the directors, following a proposal made by the Board of Directors. The duration of the Chairman's duties may not exceed that of his term of office as a director. His mandate

may be renewed under the same conditions as those of his appointment. The Chairman mandate may be revoked by decree. Since the Shareholders' Meeting of February 14, 2006, which decided to modify EDF's by-laws, the Chairman of the Board of Directors may not be older than 68 years old; otherwise he will automatically be deemed to have resigned.

The management of the Company is assumed by the Chairman of the Board of Directors, who bears the title "Chairman and Chief Executive Officer". He must therefore comply with all the laws and regulations applicable to Chief Executive Officer.

In accordance with Article L. 228-40 of the French Commercial Code, the Board of Directors may delegate the necessary authority to the Chief Executive Officer or, if he agrees, to one or several Chief Officers, in order to carry out, within one year, the issuance of bonds and settle its terms and conditions. The Board of Directors will also settle, in the same deliberation, the terms and conditions under which the Chief Executive Officer or his deputies will account to the Board for the exercise of these powers.

21.2.4 Rights attached to shares

Each share entitles its holder to a share of the Company's profits and assets which is proportional to the part of the Share capital that it represents.

Moreover, each share confers a voting right and the right to be represented at the general shareholder's meetings in accordance with legislative, regulatory and statutory conditions and restrictions.

On the date of the present *Document de Référence*, EDF has issued only one class of shares.

The ownership of a share automatically entails acceptance of the articles of association and of the decisions of the general Shareholders' Meeting.

Shareholders shall only bear losses up to the amount of their contributions.

The heirs, creditors, assigns and other representatives of a shareholder cannot request the affixture of seals to the assets and securities of the Company, nor may they demand the partition or sale by auction of property, nor interfere in the Company's management; in order to exercise their rights they must refer to the Company's inventory and to the decisions of the general Shareholders' Meeting.

Whenever it will be necessary to hold several shares in order to be entitled to exercise a right, in the event of exchange, consolidation and allocation of shares, or due to a capital increase or decrease, a merger or any other corporate operation, the holders of isolated shares or whose number of shares is not enough cannot exercise their right unless they arrange a consolidation or the sale or the purchase of the required number of shares.

The shareholder can decide whether his shares will be in registered or in bearer form, subject to compliance with laws and regulations.

The shares can be registered under the name of an intermediary, subject to the conditions of Article L. 228-1 *et seq.* of the French Commercial Code. The intermediary must state his status as an intermediary who is holding shares for someone else, according to laws and regulations. These provisions are also applicable to other securities issued by the Company.

In accordance with the present laws and regulations, the Company is entitled to claim from the central depository, at any time and provided that it grants a financial compensation, that he reveals the name or the corporate name, the nationality, the date of birth or incorporation and the address of the holders of shares in bearer form which may, at the present time or in the future, award a voting right in its own general Shareholders' Meetings. The Company is also entitled to know the number of shares held by each of



these shareholders and any restrictions these shares can be subject to. In light of the list provided by the above-mentioned entity, the company can ask the persons mentioned on the list and who can be considered by the company as holding personal account the above-mentioned information relating to the shareholders.

If shares in registered form are concerned, giving immediate or delayed access to the share capital, the intermediary registered pursuant to article L. 228-1 mentioned above must reveal the identity of the share owners as soon as the company or its mandatory so requires within 10 business days from the request, and the request can be made at any time.

21.2.5 Sale and transfer of shares

Shares are freely negotiable subject to legislative and statutory provisions. They shall be subject to registration to an account and shall be moved by transfer from account to account. These conditions shall also apply to other securities of any nature issued by the Company.

Apart from the legal obligation to inform the company when certain thresholds of share capital or voting rights are held, any person who, directly or indirectly, acting alone or in concert with others, acquires ownership or control of shares representing 0.5% of the Company's share capital and/or voting rights will be required to notify the Company, by a registered letter, the number of shares and voting rights it holds within five trading days of the book entry of the shares.

The intermediary registered as shareholder must make the above-mentioned declarations, independently from the obligations of shareowners.

This declaration must be renewed under the above-mentioned conditions each time a new threshold of 0.5% is reached or is crossed, whether on the upswing or in the downswing, and whatever the reason, even above the 5% threshold mentioned in article L. 233-7 of the French Commercial Code.

If a person does not comply with the above-mentioned provisions, the shareholder(s) concerned will be stripped of voting rights corresponding to the shares exceeding the thresholds, under the conditions provided by law.

21.2.6 Shareholders' Meetings

21.2.6.1 MEETINGS, ADMISSION CONDITIONS, VOTING RIGHTS

Shareholders' Meetings are convened by the Board of Directors or, by default, by the auditors or by any authorized person. They shall be held at the registered head office or any other place indicated in the notice. They may take place by video conference or by means of telecommunication allowing for the identification of the shareholders, the nature and conditions of which are determined by articles R. 225-97 to R. 225-99 of the French Commercial Code. In such cases, shareholders attending the meeting by such means are deemed to be present for the calculation of the quorum and majority in accordance with legal requirements.

Shareholders' Meetings are comprised of all of the shareholders whose shares are fully paid up and have been registered to an account in their name at least five days before the date of the meeting, in accordance with the following conditions:

- holders of bearer shares or shares in their name registered to an account not held by the Company must, in order to be entitled to attend, to vote

by correspondence or to be represented at Shareholders' Meetings, present, at the place specified in the notice of the meeting, a certificate issued by the intermediary attesting the non-availability of the shares until the date of the Shareholders' Meeting, at least five days before the date of the meeting; and

- the owners of shares in their name registered to an account held by the Company must, in order to be entitled to attend, to vote by correspondence or to be represented at Shareholders' Meetings, have their shares registered to their account held by the Company at least five days before the date of the Shareholders' Meeting.

The Board of Directors may, however, shorten or cancel these five-day time restrictions.

Access to the Shareholders' Meeting 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 be represented by his or her spouse or another shareholder at a Shareholders' Meeting. The owners of shares legitimately registered in the name of an intermediary in accordance with the conditions provided for in Article L. 228-1 of the French Commercial Code may be represented in accordance with the conditions provided for in such Article by a registered intermediary.

A shareholder may also vote by correspondence after having had his or her status as a shareholder attested to at least five days before the Shareholders' Meeting, by the depositary or by registered certificate(s). As from the date of this attestation, the shareholder will not 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.

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

21.2.6.2 DOUBLE VOTING RIGHTS

None.

21.2.6.3 LIMITATION OF VOTING RIGHTS

None.

21.2.7 Statutory device which would delay a takeover of the Company

According to EDF's by-laws, modifications in its share capital cannot have as a consequence the reduction of the French State's shareholding below the legal threshold of 70%. Apart from this, no other provision in the constituting or organizational documents prevents or delays a takeover of the company by a third party.

21.2.8 Obligations relating to changes in share capital

The share capital can be increased, decreased or redeemed under the conditions defined by the law.