



COMBINED SHAREHOLDERS' MEETING

CONVENING BROCHURE



**12 MAY 2016
AT 10:00 AM**

**CARROUSEL DU LOUVRE
99 RUE DE RIVOLI
75001 PARIS**



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IT IS MY PLEASURE TO INVITE YOU
TO ATTEND THE EDF ANNUAL
SHAREHOLDERS' MEETING CONVENED
AT 10:00 AM ON THURSDAY 12 MAY 2016
AT THE CARROUSEL DU LOUVRE
IN PARIS. //

CHAIRMAN'S INVITATION

DEAR MADAM, DEAR SIR, DEAR SHAREHOLDER,

The EDF Combined Shareholders' Meeting will take place at 10:00 am on Thursday 12 May 2016 at the Carrousel du Louvre, in Paris.

You will be called to vote on the draft resolutions, concerning, in particular, the approval of the 2015 financial statements.

This special opportunity for EDF and its shareholders to interact will also be the chance for us to present the Company's strategy and outlook in France and abroad.

I sincerely hope that you can take part personally in this meeting. If you cannot attend, you have the possibility of voting via the internet or by post, or giving your vote to a proxy, which can be a person or company of your choice. You may also authorize me, as Chairman of the Shareholders' Meeting, to vote on your behalf.

I would like to thank you for your trust and your loyalty.
Yours faithfully,

Jean-Bernard LÉVY
Chairman and CEO

Free translation for information purposes only.

OVERVIEW OF THE GROUP'S ACTIVITY

2015 OVERVIEW

DELIVERED TARGETS IN A CHALLENGING ENVIRONMENT

In unfavourable market conditions, EDF group reached all the 2015 targets that it set for itself. Adjusted for the impact in 2014 of the 2012 tariff catch-up¹, EBITDA rose 3.9% in organic terms, reflecting good operating performance of the Group and its sustained efforts to control Opex. The net financial debt/EBITDA ratio was 2.1x, in line with the target of 2-2.5x. The dividend proposed at the Shareholders' Meeting of 12 May 2016 amounts to €1.10/share, with the option for a payment in new shares, equivalent to a 56% payout ratio² after deduction of Cigéo extra-cost.

OPERATING PERFORMANCE ABOVE EXPECTATION

In France, nuclear output reached its highest level since 2011. It came to 416.8TWh, a rise of 0.9TWh compared to 2014, above the upper end of EDF group's 410-415TWh target range, thereby confirming the success of the action plan initiated in 2013 to control the duration of planned outages.

In the United Kingdom, nuclear output reached its highest level in the past 10 years at 60.6TWh. Generation rose 4.4TWh compared to the last year, despite the reduced load at Heysham 1 and

Hartlepool power stations. This growth was a result of the strong performance of the whole fleet, with an unplanned outage rate at its lowest since 1996.

In Italy, the successful finalisation of the Libyan gas contract arbitration produced a positive impact of €855 million on Edison's EBITDA.

Renewable power generation benefited from substantial commissioning (+1GW net), mostly in the US and Canada, and from better wind conditions.

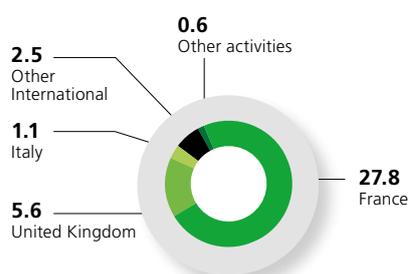
In 2015, the Group stepped up cost control efforts again. After limiting the Opex rise to +1.1% in 2013 and to +0.9% in 2014, EDF decreased its Opex by -1.4% in organic terms compared to 2014. These efforts concerned all the segments, especially the United Kingdom and Italy, and France as well with lower costs in commercial, thermal activities and support functions.

Increasing by 6.6%, net investments rose to €12.7 billion, allocated as follows: 49% to maintenance, 25% to development and 26% to regulated activities.

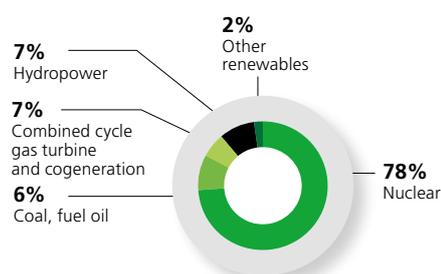
1. The impact of the regularisation of regulated tariffs for the period from 23 July 2012 to 31 July 2013, following the French Council of State's decision of 11 April 2014, was €744 million.
2. Payout ratio applied to net income excluding non-recurring items adjusted for the remuneration of hybrid issues booked as equity.

At 31 December 2015

CUSTOMERS: 37.6 MILLION



ELECTRICITY OUTPUT: 619.3 TWh





LOWER CO₂ EMISSIONS

Thanks to the record level of low-carbon energies in its power generation mix, EDF reduced its CO₂ emissions¹ further to 95 g/kWh at Group level (102 g/kWh in 2014) and to 15 g/kWh in France (17 g/kWh in 2014), namely its lowest historic level, thus confirming its leadership in fighting climate change.

2015 MARKED BY SIGNIFICANT EVENTS FOR THE GROUP'S FUTURE

Partnership agreement between EDF and AREVA

On 3 June 2015, the French Government entrusted EDF with the role of strategic leader for the French nuclear industry, announcing that EDF group should become the majority shareholder of the joint subsidiary AREVA NP, the company in charge of fuel and equipment manufacturing for nuclear reactors. On 30 July 2015, EDF and AREVA signed a memorandum of understanding that formalised the status of the discussion progress concerning their planned partnership. The final valuation of the activities to be acquired by EDF comes to €2.5 billion for 100% of AREVA NP's equity². This amount is likely to be adjusted, firstly, upward or downward depending on the financial statements prepared on the date of completion of the transaction, and secondly, with a possible price earn-out of up to €350 million subject to the achievement of certain performance objectives measured after the closing date.

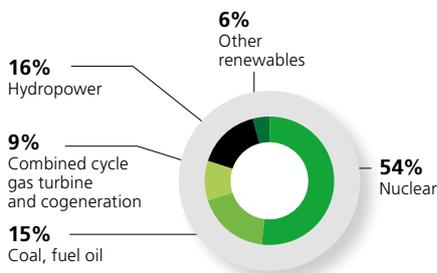
1. Direct CO₂ emissions, excluding life cycle analysis (LCA) of generating resources and fuels.
 2. On a debt-free, cash-free basis.

With a contemplated EDF participation of between 51% and 75%, EDF will be in a position to make a binding offer, after consultation with the Central Works Council and authorization by the Board of Directors, once the arrangements to completely immunise EDF against the costs and risks of the Finnish Olkiluoto project and all the final contractual documentation are finalised.

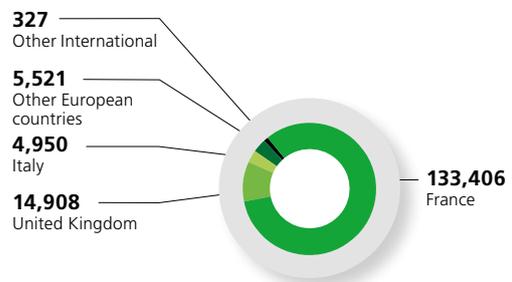
Hinkley Point C

EDF and China General Nuclear Power Corporation (CGN) signed a strategic investment agreement on 21 October 2015 for a joint investment in the construction of two reactors at Hinkley Point C. The agreement includes a broad UK partnership to develop new nuclear power plants at Sizewell and Bradwell. Contracts between the British Government and EDF, and contracts with Hinkley Point C's four main suppliers, have also been finalised. Under the Strategic Investment Agreement, EDF's share in Hinkley Point C will be 66.5% and CGN's will be 33.5%. Without reducing this initial stake below 50%, EDF intends in due course to bring other investors into the project. EDF and CGN have also agreed the Heads of Terms of a wider partnership for the joint development of new nuclear power stations at Sizewell in Suffolk and Bradwell in Essex. These terms will be in final form before the final investment decision for Hinkley Point C.

INSTALLED GENERATION CAPACITY: 134.2 GWe



EMPLOYEES: 159,112



2015 KEY FIGURES

<i>(in millions of euros)</i>	2014	2015	Evolution	Organic change ⁽¹⁾
Sales	73,383	75,006	+2.2%	-1.8%
EBITDA	17,279	17,601	+1.9%	-0.6%
EBITDA excluding 2012 tariff catch-up ⁽²⁾	16,535	17,601	+6.4%	+3.9%
Net income – Group share	3,701	1,187	-67.9%	
Net income excluding non-recurring items	4,852	4,822	-0.6%	
	31/12/2014	31/12/2015		
Net financial debt <i>(in billions of euros)</i>	34.2	37.4		
Net financial debt/EBITDA	2.0x	2.1x		

(1) At constant scope and exchange rates.

(2) EBITDA excluding the impact of the regulated sales tariffs catch-up for the period from 23 July 2012 to 31 July 2013, following the French Council of State's decision of 11 April 2014.

Sales amounted to €75,006 million, with organic change of -1.8%.

EBITDA rose 3.9% in organic terms compared to 2014, to reach €17,601 million. This growth was mainly driven by the United Kingdom, due to excellent nuclear performance and lower Opex, and by Italy, through the favourable impact of the arbitration of the Libyan gas contract and Opex reduction.

In detail¹ :

- In France, EBITDA decreased by 6% compared to 2014. Restated for the impact of the 2012 tariff catch-up, EBITDA was stable, despite particularly difficult market conditions. Market prices remained low throughout the year and, with the end of regulated yellow and green tariffs, EBITDA was also penalised by the loss of customers. Poor hydro conditions over the whole year also negatively impacted the EBITDA of the segment. These impacts were partially compensated by the strong performance of nuclear generation, more favourable weather conditions than in 2014, the increase of the energy component of regulated tariffs and the strong performance of French island activities, which benefited from the commissioning of new power plants. Sustained efforts to control costs limited the rise of Opex in France to +0.4% compared to the previous year.
- In the United Kingdom, EBITDA increased by 4.9%, mainly driven by excellent nuclear output which reached its highest level in the past 10 years, despite the reduced load of Heysham 1 and Hartlepool. The strong performance of the whole fleet offset the decrease of realised prices for nuclear power. B2C activity was affected by a weather effect and by the average drop in product accounts, but EBITDA was supported by a 6.9% organic decrease in Opex of EDF Energy.
- In Italy, EBITDA rose 51.5% thanks to Edison's successful gas contract arbitration with ENI, and thanks to the strong Opex organic decrease of 9.8% compared to 2014. For Electricity activities, EBITDA was penalised by the decrease in hydropower output after exceptional hydro conditions in 2014, by a continued

decrease in average electricity tariffs, and by the decreased margins of the thermal power plants.

- EBITDA of the "Other International" segment fell 3.5%, penalised in Asia by the expected end of the Figlec concession and in Brazil by heavier maintenance program than in 2014 and the significant drop in market prices. In Belgium, EBITDA rose 50.6% driven by wind power generation and by the positive change in ancillary services, which compensated for the shutdown of the Doel 3 and Tihange 2 power plants. In Poland, EBITDA rose 20.2%, driven by the increase in realised power prices and heat tariffs, which were able to partly compensate for lower output related to the modernisation work on certain power plants.
- Lastly, EBITDA of the "Other activities" segment increased 6.2%. EDF Énergies Nouvelles' EBITDA grew 10%, thanks to significant rise in installed capacity and to good wind conditions, as well as to strong performance of the Development and Sales of Structured Assets activity. Dalkia's EBITDA rose, driven by the positive impact of operational efficiency plans that the Group initiated. EDF Trading's EBITDA declined 22% compared to 2014, due to lower performance of the activity in the United States, which had benefited from exceptional weather conditions in 2014, and due to particularly challenging market conditions in Europe in 2015.

Net income excluding non-recurring items was €1,187 million, a 67.9% decrease compared to 2014, related to the significant increase in non-recurring items. These items mainly concern impairments on thermal assets, particularly in the United Kingdom, Italy, Poland and Belgium, and impairments on Edison's exploration - production activities. Net income excluding non-recurring items came to €4,822 million in 2015, compared to €4,852 million in 2014.

1. EBITDA growth percentages mentioned for the segments of activity are expressed as organic growth.



ONGOING ACTIVE FUNDING POLICY

Net financial debt amounted to €37.4 billion at 31 December 2015, an increase of €3.2 billion compared to 31 December 2014. The net financial debt/EBITDA ratio was 2.1x, thus remaining at the lower end of the 2x to 2.5x range set by the Group.

EDF group continued its active funding policy, issuing a senior "Formosa" bond of US\$1.5 billion with a maturity of 30 years on the Taiwanese market in September 2015, and issuing in October 2015 US\$4.75 billion in 5 tranches with maturities ranging from 5 to 40 years.

This latest issuance included a second US dollar denominated Green Bond. This US\$1.25 billion Green Bond issue will further support EDF's development investments in renewable energy.

At 31 December 2015, the average maturity of the Group debt was 13 years for an average coupon of 2.9%, compared to 3.3% at 31 December 2014.

DIVIDEND

At its 15 February 2016 meeting, EDF's Board of Directors decided to seek shareholder approval for the payment of a €1.10 per share dividend for 2015 at the Shareholders' Meeting to be held on 12 May 2016. This would correspond to a 56% payout of net income excluding non-recurring items¹ after deduction of Cigéo extra-cost.

When subtracting the interim dividend of €0.57 per share paid out in December 2015, the balance of the dividend to be paid out on the 2015 financial year comes to €0.53 per share for shares receiving

the ordinary dividend, and to €0.64 per share receiving the loyalty dividend.

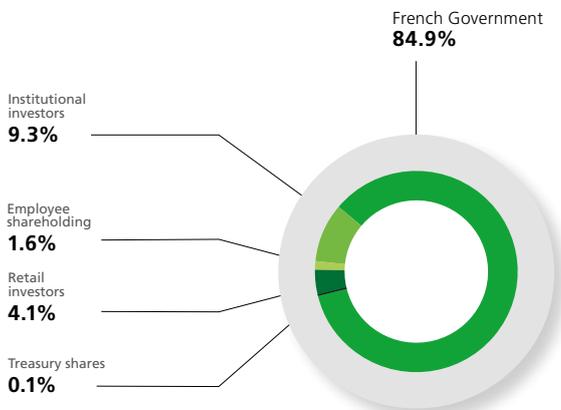
The proposed dividend would be paid out on 30 June 2016, the ex date is therefore set for 6 June 2016. Subject to approval at the Shareholders' Meeting, each shareholder will be offered to opt, between 6 June 2016 and 20 June 2016 inclusive, for a payment in new EDF stocks on the remaining dividend to be paid.

1. Rate applied to net income adjusted for the remuneration of hybrid issues booked as equity.

SHAREHOLDING STRUCTURE

At 31 December 2015

TOTAL NUMBER OF SHARES
1,920,139,027



EDF SHARE PROFILE

IDENTITY CARD

ISIN code	FR0010242511
Listing location	Euronext Paris
Indices	CAC Next 20, Dow Jones STOXX 600, Dow Jones STOXX 600 Utilities, Euronext 100

- **FR0011635515**: your securities already benefit from the loyalty bonus (permanent code).
- **FR0011635507**: your securities will benefit from the loyalty bonus in 2016.
- **FR0012332435**: your securities will benefit from the loyalty bonus in 2017.
- **FR0013053105**: your securities will benefit from the loyalty bonus in 2018.

VOTING RIGHTS

Until 2 April 2016, each shareholder shall hold the same number of votes as the number of shares with voting rights he owns or represents, in accordance with the "one share = one vote" principle.

As of 3 April 2016, in compliance with Article L. 225-123 of the French Commercial Code, as amended by Law no. 2014-384 of 29 March 2014 aiming at recapturing the real economy, known as the "Florange Act", fully paid-up shares for which it is justified that they were held in a registered form in the name of the same shareholder for at least 2 years, will automatically be granted double voting rights.

FIVE-YEAR SUMMARY OF EDF RESULTS

(TAKEN FROM EDF'S CORPORATE FINANCIAL STATEMENTS)

	2015	2014	2013	2012	2011
CAPITAL AT YEAR-END					
Capital (in millions of euros)	960	930	930	924	924
Capital contributions (in millions of euros)					
Number of ordinary shares in existence	1,920,139,027	1,860,008,468	1,860,008,468	1,848,866,662	1,848,866,662
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	41,553	41,717	43,423	44,106	41,950
Earnings before taxes, employee profit sharing, depreciation and provisions	7,224	8,252	6,782	7,978	5,417
Income taxes	(63)	577	748	460	356
Employee profit share for the year					
Earnings after taxes, employee profit sharing, depreciation and provisions	271	1,649	2,938	3,566	1,118
Earnings distributed		2,327 ⁽¹⁾	2,327 ⁽¹⁾	2,309 ⁽¹⁾	2,125 ⁽¹⁾
Interim dividend distributed	1,059	1,059	1,059	1,053	1,053
EARNINGS PER SHARE (€/ACTION)					
Earnings after taxes and employee profit sharing, before depreciation and provisions	3.79	4.13	3.24	4.07	2.74
Earnings after taxes, employee profit sharing, depreciation and provisions	0.14	0.89	1.58	1.93	0.60
Dividend per share		1.25 ⁽¹⁾⁽²⁾	1.25 ⁽¹⁾⁽²⁾	1.25 ⁽¹⁾	1.15 ⁽¹⁾
Interim dividend per share	0.57	0.57	0.57	0.57	0.57
PERSONNEL					
Average number of employees over the year	70,769	70,153 ⁽³⁾	68,643 ⁽³⁾	64,303	62,479
Total payroll expense for the year (in millions of euros)	3,964	3,905	3,843	3,687	3,600
Amounts paid for employee benefits and similar (social security, company benefit schemes, etc) (in millions of euros)	2,848	2,699	2,614	2,551	2,161

(1) Including the interim dividend paid out.

(2) I.e. €1.375 per share with loyalty dividend.

(3) The scope of the workforce was broadened (mainly to include apprentices). At constant scope, the figures are 66,876 for 2014 and 65,775 for 2013.

CORPORATE GOVERNANCE

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

BOARD OF DIRECTORS

EDF IS NOW DIRECTED BY A BOARD OF DIRECTORS COMPOSED OF 3 TO 18 MEMBERS IN COMPLIANCE WITH THE PROVISIONS OF TITLE II OF THE FRENCH ORDINANCE NO. 2014-948 OF 20 AUGUST 2014.

It is currently made up of 18 members: 6 Directors elected by employees, a Representative of the French State and 11 Directors appointed by the Shareholders' Meeting, 5 of which are proposed by the French State.

In accordance with the law, the Board of Directors determines the orientations of the Company's activities and oversees their implementation. It defines the major strategic, economic, financial or technological orientations for the Company and the Group. 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 related to the Company.

EDF's bylaws provide that the Chairman of the Board of Directors assumes the 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 following a proposal of the Board. In accordance with the provisions of Article 13 of the Constitution, the Chairman of EDF is appointed after hearing the candidates and the opinions of the standing commissions of the French Parliament and Senate. After the completion of this process, Mr Jean-Bernard Lévy was appointed Chairman and CEO of EDF by a decree of 27 November 2014. He had been appointed acting Chairman and CEO from 23 November 2014.

In order to carry out its duties, the Board of Directors has set up 5 Committees in charge of reviewing and preparing certain projects prior to their submission to the full Board. The membership, operation and duties of the Committees are governed by the Internal Rules and Regulations of the Board of Directors. The Committees are made up of at least 3 Directors, selected by the Board which designates the Chairman of each Committee. The Company's bylaws require that the Committees include at least one Director representing the employees.

In 2015, the Board of Directors met 11 times and 23 Committee meetings were held to prepare these sessions. The Board's sessions lasted for an average of 3 hours, enabling in-depth examination and discussion of the issues on the agenda. The average rate of participation by Directors at the Board's sessions amounted to 96.3%.

5 COMMITTEES

AUDIT COMMITTEE

This Committee particularly reviews and provides 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, 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 acquisitions or disposal plans of particular significance, the trends of analysts' perceptions on the Group, the Group energy market risk policy and counterparty default risk policy.

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 and management of financial risks.

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 and the management of EDF. It reviews the annual report of the Ombudsman. Each year it conducts an assessment of the functioning of the Board and its Committees, and every 3 years it manages a formal evaluation of the work of the Board and its Committees, entrusted to a specialist outside consultant.

APPOINTMENTS 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 Finance and the Minister of Energy for approval. It also submits this opinion to the Board for deliberation and determination of this compensation level. The Committee works out its proposals within the limits provided for by Decree No. 2012-915 of 26 July 2012 relating to State control of the remuneration of managers of State-owned companies, by virtue of which the annual remuneration of the Chairman and CEO must not exceed a gross ceiling of €450,000.

MEMBERSHIP OF THE BOARD OF DIRECTORS

MEMBERS APPOINTED BY THE GENERAL SHAREHOLDERS' MEETING



Jean-Bernard LÉVY
Chairman and CEO
of EDF



Olivier APPERT
Délégué général
de l'Académie des
technologies



Philippe CROUZET
Chairman of
the Management Board
of Vallourec



Bruno LAFONT
Co-Chairman of the
Board of Directors of
LafargeHolcim and
Honorary Chairman
of Lafarge



Bruno LÉCHEVIN
Chairman of
the French Environment
and Energy Management
Agency (ADEME)



**Marie-Christine
LEPETIT**
Head of Inspectorate
General of Finance
reporting to Minister
for the Economy,
the Industry and the
Digital Sector and the
Minister for Finance
and Public Accounts



Colette LEWINER
Professional Director



Gérard MAGNIN
Member of the
Economic, Social and
Environmental Council
of Bourgogne
Franche-Comté



Christian MASSET
Secretary General of
the Ministry of Foreign
Affairs and International
Development



Laurence PARISOT
Vice-Chairman
of the IFOP Group



Claire PEDINI¹
Senior Vice-President in charge of
Human Resources for Saint-Gobain

FRENCH STATE REPRESENTATIVE APPOINTED BY DECREE



Martin VIAL
Commissioner for French Government
Shareholding Agency reporting
to the Minister for Finance and Public
Accounts and the Minister for the Economy,
the Industry and the Digital Sector

EMPLOYEE REPRESENTATIVES



**Christine
CHABAUTY**
Sponsored by CGT



Jacky CHORIN
Sponsored by FO



**Marie-Hélène
MEYLING**
Sponsored by CFDT



**Jean-Paul
RIGNAC**
Sponsored by CGT



Christian TAXIL
Sponsored by
CFE-CGC



**Maxime
VILLOTA**
Sponsored by CGT

ALSO ATTEND THE MEETINGS OF THE BOARD OF DIRECTORS, WITH ADVISORY CAPACITY:

- **Virginie SCHWARZ**
Government Commissioner
of EDF, General Director of
Energy and Climate reporting
to the Minister of Environment,
Energy and the Sea
- **Bruno ROSSI**
Head of the French State's
Economic and Financial
General Supervisory
Mission to the Company
- **Jean-Luc MAGNAVAL**
Secretary of EDF's Central
Works Council

1. Proposed as Director to the Shareholders' Meeting on 12 May 2016 in lieu of Mr Philippe VARIN (appointed by the Shareholders' Meeting on 21 November 2014), Chairman of the Board of Directors of AREVA.



MEETING AGENDA

ORDINARY RESOLUTIONS

- Approval of the annual financial statements for the financial year ended on 31 December 2015.
- Approval of the consolidated financial statements for the financial year ended on 31 December 2015.
- Allocation of the net income for the financial year ended on 31 December 2015 and determination of the dividend amount.
- Allocation of the net income for the financial year ended on 31 December 2015 and determination of the dividend amount – Resolution proposed by the Supervisory Board of the employee shareholding fund (FCPE) “Actions EDF” and reviewed by the Board of Directors during the meeting held on 30 March 2016 which did not approve it.
- Payment of interim dividends in shares - Delegation of authority granted to the Board of Directors.
- Approval of the agreements governed by Article L. 225-38 of the French Commercial Code.
- Advisory vote on the elements of compensation owed to or granted to Mr Jean-Bernard Lévy for the 2015 financial year as Chairman and Chief Executive Officer of the Company.
- Authorization for the Board of Directors to carry out transactions on the Company's shares.
- Attendance fees allocated to the Board of Directors.
- Appointment of a Director.

EXTRAORDINARY RESOLUTIONS

- Delegation of authority granted to the Board of Directors to issue ordinary shares or securities giving access to the capital of the Company, maintaining the shareholders' preferential subscription rights.
- Delegation of authority granted to the Board of Directors to issue, by means of public offerings, ordinary shares or securities giving access to the capital of the Company, with no preferential subscription rights for shareholders.
- Delegation of authority granted to the Board of Directors to issue, by means of private placements referred to in Article L. 411-2 II of the French Monetary and Financial Code, ordinary shares or securities giving immediate or future access to the capital of the Company, with no preferential subscription rights for shareholders.
- Authorization granted 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 for shareholders.
- Delegation of authority granted to the Board of Directors to increase the share capital through capitalization of reserves, profits, premiums or other amounts eligible for capitalization.
- Delegation of authority granted to the Board of Directors to increase the share capital as a result of a public exchange offer initiated by the Company.
- Delegation of authority granted to the Board of Directors to increase the share capital in return for contributions in kind granted to the Company.
- Delegation of power granted to the Board of Directors to increase the share capital to the benefit of members of savings plans with no preferential subscription rights for shareholders.
- Authorization to be granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares.

ORDINARY AND EXTRAORDINARY RESOLUTION

- Powers for completion of formalities.

REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

In addition to the ordinary resolutions submitted to your approval, we would like you to decide, on an extraordinary basis, the renewal of the financial authorizations voted by the Combined Shareholders' Meeting on 15 May 2014.

ORDINARY RESOLUTIONS

RESOLUTIONS 1 AND 2

APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2015

Both resolutions submit to your approval the EDF annual financial statements, which show a profit of €270,729,344, and the EDF group's consolidated financial statements, as approved by the Board of Directors during its meeting held on 15 February 2016.

It is noted that the overall charges and expenses referred to by Article 223 *quater* of the French Tax Code amount to €2,846,379 for the 2015 financial year and the corresponding tax amounts to €1,081,624.

RESOLUTION 3

ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2015 AND DETERMINATION OF THE DIVIDEND AMOUNT

It is proposed to the Shareholders' Meeting to set the amount of the ordinary dividend for the 2015 financial year at €1.10. The loyalty dividend comes out to €1.21 per share.

In accordance with Article 24 of the bylaws, the shares continuously held in registered form, by the same shareholder, from 31 December 2013 to the payment date of the dividend for the financial year 2015 will benefit from a 10% dividend increase. The number of shares giving entitlement to such increases held by any one shareholder cannot exceed 0.5% of the total share capital.

Given the interim dividend of €0.57 per share paid on 18 December 2015, the remaining dividend to be paid for the financial year 2015 is €0.53 per share for shares benefiting from the ordinary dividend and €0.64 for shares benefiting from the loyalty dividend.

Treasury shares held by the Company on the date the dividend is paid out do not confer rights to the dividend. The balance of the distributable profit shall be allocated to the "Retained earnings" account.

The ordinary and loyalty dividends payment date is 30 June 2016. The ex date is therefore set on 6 June 2016.

Furthermore, it is proposed that each shareholder be offered the possibility to opt for payment in new shares of the Company of the total amount of the balance of the dividend remaining to be distributed for the financial year ended on 31 December 2015.

Should this option be exercised, the new shares should be issued at a price corresponding to 90% of the average of the first quoted prices of the Company's share on the Euronext Paris regulated market for the twenty trading sessions preceding the date of the Shareholders' Meeting, minus the amount of the balance of the dividend remaining to be distributed for the 2015 financial year, the total rounded up to the next Euro Cent.

The new ordinary shares distributed in payment would confer the same rights as the existing shares and would carry current dividend right, i.e. they would confer the right to any distribution paid following their issue.

If the amount for which the option is exercised does not correspond to a whole number of shares, the shareholder would receive the number of shares rounded down to the whole number immediately below, and completed by the payment in cash of the balance amount.

The shareholders could opt for payment of the dividend in cash or new shares between 6 June 2016 and 20 June 2016 inclusive. For shareholders having not exercised their option by 20 June 2016 at the latest, the dividend balance would be fully paid in cash.

For shareholders having opted for the dividend in cash, the dividend balance would be paid on 30 June 2016. For shareholders having opted for payment in shares, the shares would be delivered at the same date.



RESOLUTION A

ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2015 AND DETERMINATION OF THE DIVIDEND AMOUNT – RESOLUTION PROPOSED BY THE SUPERVISORY BOARD OF THE EMPLOYEE SHAREHOLDING FUND (FCPE) “ACTIONS EDF” AND REVIEWED BY THE BOARD OF DIRECTORS DURING THE MEETING HELD ON 30 MARCH 2016 WHICH DID NOT APPROVE IT

The Supervisory Board of the employee shareholding fund (FCPE) “Actions EDF” requested to add a proposed resolution to pay no dividend for the 2015 financial year.

This resolution was examined by the Board of Directors of EDF during its meeting held on 30 March 2016 and was not approved.

RESOLUTION 4

PAYMENT OF INTERIM DIVIDENDS IN SHARES – DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS

In accordance with Article 25 of the Company’s bylaws, it is proposed to authorize the Board of Directors, should it decide to pay one or more interim dividends in respect of the 2016 financial year, to give each shareholder, for all or a part of the interim dividends, the choice between a payment in cash or in new shares.

If the Board of Directors decides to propose an interim dividend in new shares, the shares would be issued at a price corresponding to 90% of the average of the first quoted prices of the Company’s share on the Euronext Paris regulated market for the twenty trading sessions preceding the date of the Shareholders’ Meeting, minus the amount of the balance of the dividend remaining to be distributed for the 2015 financial year, the total rounded up to the next Euro Cent.

Full authority would be granted to the Board of Directors, with power to subdelegate such authority to the Chairman and Chief Executive Officer under the conditions provided for by law, to take all steps required for the payment of interim dividends in shares.

RESOLUTION 5

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

It is requested that the Shareholders’ Meeting approves the Statutory Auditors’ special report on related-party agreements governed by Article L. 225-38 of the French Commercial Code and takes note that no such agreement was entered into during the 2015 financial year.

RESOLUTION 6

ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION OWED TO OR GRANTED TO MR JEAN-BERNARD LÉVY FOR THE 2015 FINANCIAL YEAR AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

In accordance with the recommendations of the AFEP-MEDEF Code, it is proposed to the Shareholders’ Meeting to give its opinion on the components of the remuneration due or granted to Mr Jean-Bernard Lévy, the Company’s Chairman and Chief Executive Officer, for the 2015 financial year as described below:

ELEMENTS OF THE REMUNERATION DUE OR GRANTED DURING THE LAST FINANCIAL YEAR	AMOUNT SUBJECT TO THE VOTE OF THE SHAREHOLDERS’ MEETING
Fixed remuneration	€450,000
Variable annual remuneration	0
Benefits in kind	€2,868
Attendance fees	None
Variable deferred remuneration	N/A
Variable multiannual remuneration	N/A
Exceptional remuneration	N/A
Share options, performance shares or other long-term remuneration component	N/A

ELEMENTS OF THE REMUNERATION DUE OR GRANTED WITH RESPECT TO THE LAST FINANCIAL YEAR WHICH ARE OR HAVE BEEN SUBJECT TO A VOTE BY THE SHAREHOLDERS' MEETING IN ACCORDANCE WITH THE RELATED-PARTY AGREEMENTS AND COMMITMENTS PROCEDURE

AMOUNT SUBJECT TO THE VOTE OF THE SHAREHOLDERS' MEETING

Severance payment	<p>Approval procedure: decision of the Board of Directors of 8 April 2015; related-party commitment submitted to the Shareholders' Meeting held on 19 May 2015 (6th resolution).</p> <p>Triggering event for payment: payment granted only in the case of a non-voluntary departure (non-renewal of mandate or revocation, with the exception of revocation for serious or gross misconduct).</p> <p>Calculation method and ceiling: initial gross amount of severance payment of €200,000 after one year of seniority calculated from the date of commencement of the first mandate, i.e. 23 November 2014, subsequently increased by a gross amount of €60,000 per additional quarter of seniority, within the limit of the ceiling of one year's compensation.</p> <p>Performance criterion: severance payment is only be due if 80% of the budgeted Group EBITDA has been reached for at least two of the three last complete financial years at the termination date; if the termination of the appointment occurs during the second year of the mandate, the Board shall assess the fulfilment of this criterion on the basis of the last financial year; if the termination of the appointment occurs during the third year of the mandate, the fulfilment of the criterion shall be assessed on the basis of the last two complete financial years.</p>
Non-competition payment	N/A
Supplementary pension scheme	N/A

All of the components making up the compensation due or granted to Mr Jean-Bernard Lévy for the 2015 financial year and the terms and conditions for determining them are described in section 4.6 of the Company's 2015 Reference Document.

RESOLUTION 7

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 19 May 2015 and to authorize the Board of Directors to set up a new repurchase program of its own shares by the Company, over an eighteen-month period, within the limit of 10% of the share capital in accordance with the maximum amount set up by law.

The maximum purchase price would be €30 per share, with a maximum aggregate purchase of 10% of the share capital during the period and a maximum holding of 10% of the share capital at any time. The maximum amount of funds dedicated to these transactions would be €2 billion over the period.

RESOLUTION 8

ATTENDANCE FEES ALLOCATED TO THE BOARD OF DIRECTORS

The 8th resolution concerns the fixing of the annual amount of attendance fees paid by EDF to the members of the Board of Directors.

This amount would be fixed at €510,000 for the 2016 financial year, an amount of €440,000 having been approved by the Shareholders' Meeting held on 21 November 2014.

The increase in this allocation aims to remunerate specifically the work carried out during the 2015 and 2016 financial years by the Working

Group comprising the independent members of EDF's Board of Directors in order to examine any project resulting from discussions held between EDF and AREVA, with respect notably to its strategic and industrial interest, financial elements and social issues, in coordination with the management of EDF, and in accordance with the decisions of the Board of Directors dated 8 April 2015.

RESOLUTION 9

APPOINTMENT OF A DIRECTOR

In lieu of Mr Philippe Varin who resigned, the Shareholders' Meeting is invited to appoint Ms Claire Pedini as member of the Board of Directors for a four-year period, i.e. until the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year ending on 31 December 2019.

Claire Pedini, 50 years old, is a graduate of École des Hautes Études Commerciales (HEC) and holds a Masters degree in media management from École Supérieure de Commerce de Paris (ESCP). In 1988, she started her career at Total as Corporate Controller, before assuming responsibility for Total's admission to trading on the New York Stock Exchange in 1991, and becoming Vice-President of Investors Relations in 1992, Vice-President of Media Relations in 1994, and Vice-President of New Information Technologies in 1997.

In 1998, she joined Alcatel as Vice-President of Financial Information and Shareholder Relations, becoming successively Vice-President, Investor Relations and Public Affairs in 2001, Deputy Chief Financial Officer in 2004, Senior Vice-President, Human Resources and Corporate Communications in 2006, the same year she joined Alcatel-Lucent's



Executive Committee, Senior Vice-President, Human Resources, Corporate Communications and Real Estate in 2007 and Executive Vice-President of Alcatel-Lucent for Human Resources and Transformation in 2009.

Since June 2010, Claire Pedini has served as Senior Vice-President in charge of Human Resources for the Saint-Gobain Group. She is also on the Board of Arkema.

■ **Situation with regard to multiple directorships rules**

On 30 March 2016, the Board of Directors examined Ms Pedini's situation with regard to the law and the recommendations of the AFEP-MEDEF Code regarding multiple directorships. The Board came to the conclusion that the rules had been complied with. In particular, Ms Pedini currently holds only one term of office in another listed company (Director of Arkema).

■ **Situation with regard to independence rules**

On 30 March 2016, the Board of Directors, following the opinion of the Appointments and Remunerations Committee and of the Ethics Committee, also considered Ms Pedini's independence in light of the AFEP-MEDEF Code independence criteria. The Board of Directors decided that Ms Pedini could be considered as independent since she had no ties whatsoever with EDF, its group or its management, that would be likely to affect her ability to exercise a free judgment.

■ **Situation of the Board of Directors following the Shareholders' Meeting**

Following this Shareholders' Meeting, the Board of Directors will be composed of 18 members. It will be comprised of 33.33 % of women, as well as 5 independent Directors out of the 12 who are taken into account for the purpose of the calculation of the AFEP-MEDEF Code, i.e. a total of 41.67%.

EXTRAORDINARY RESOLUTIONS

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 15 May 2014.

It is noted that the maximum nominal value of the share capital increases which may be undertaken according to the 10th, 11th, 12th, 13th, 15th and 16th resolutions proposed at the Shareholders' Meeting shall not exceed the nominal maximum ceiling of €240 million (i.e. approximately 25% of the share capital as of the day of the Shareholders' Meeting) set by the 10th resolution (the "Limit"). 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.

Without prejudice to the Limit, the maximum nominal amount of debt securities giving access to the capital of the Company issued pursuant to the 10th, 11th, 12th, 13th, 15th and 16th resolutions shall not exceed a ceiling of €2.4 billion.

RESOLUTION 10

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF THE COMPANY, MAINTAINING THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

This authorization would enable the Board of Directors to decide to increase the share capital, for a maximum nominal amount of €240 million, maintaining the preferential subscription rights, through the issuance of shares or securities giving access to the capital of the Company, the amount of these capital increases being included within the Limit. Without prejudice to the latter, the amount of debt securities thus issued may not exceed €2.4 billion, this amount being calculated taking into account the debt securities issued pursuant to the 10th, 11th, 12th, 13th, 15th and 16th resolutions.

This delegation of authority would be granted for a 26-month period.

For information purposes, a similar authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.

RESOLUTION 11

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE, BY MEANS OF PUBLIC OFFERINGS, ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF THE COMPANY, 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 €95 million (i.e. approximately 10% of the share capital as of the day of the Shareholders' Meeting), with no preferential subscription rights, through public offerings by issuing shares or securities giving access to the capital of the Company, it being understood that the amount of these capital increases shall be included within the Limit. Furthermore, the debt securities issued pursuant to this resolution are taken into account when calculating if the ceiling applicable to the debt securities provided for by the 10th resolution is reached.

This delegation of authority would be granted for a 26-month period.

For information purposes, a similar authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.

RESOLUTION 12

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE, BY MEANS OF PRIVATE PLACEMENTS REFERRED TO IN ARTICLE L. 411-2 II OF THE FRENCH MONETARY AND FINANCIAL CODE, ORDINARY SHARES OR SECURITIES GIVING IMMEDIATE OR FUTURE ACCESS TO THE CAPITAL OF THE COMPANY, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

This authorization would enable the Board of Directors to decide to increase the share capital, of a maximum nominal amount of €95 million, 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 capital of the Company. It is specified that such capital increases shall be included within the Limit. Furthermore, the debt securities issued pursuant to this resolution are taken into account when calculating if the ceiling applicable to the debt securities mentioned in the 10th resolution is reached.

This delegation of authority would be granted for a 26-month period.

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, a similar authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.

RESOLUTION 13

AUTHORIZATION GRANTED 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 FOR SHAREHOLDERS

This authorization would enable the Board of Directors, in the case of a capital increase decided in application of the 10th, 11th and 12th resolutions above, and where this issuance is subject to a demand exceeding the amount initially proposed, to increase the number of shares to be issued, by up to 15% of the initial issuance and in any case, subject to the ceiling(s) defined in the resolution under which the share capital increase is initially decided.

This authorization would be granted for a 26-month period.

For information purposes, a similar authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.

RESOLUTION 14

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE 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 noted that this ceiling applies independently and separately from the ceilings applicable to capital increases resulting from the issuances decided in application of the 10th, 11th, 12th, 13th, 15th, 16th and 17th resolutions proposed at this Shareholders' Meeting.

This resolution may be voted subject to the conditions of quorum and majority required for Ordinary Shareholders' Meetings.

This delegation of authority would be granted for a 26-month period.

For information purposes, the same authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.

RESOLUTION 15

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

This authorization would enable the Board of Directors to take part to external growth transactions, through the issuance of new shares, with no preferential subscription rights for shareholders, in exchange for shares that would be contributed to the Company in the context of a public exchange offer by the Company. The total nominal value of the resulting capital increase would be limited to a maximum of €95 million, it being understood that the capital increases resulting from the present resolution shall be included within the Limit. Furthermore, the debt securities issued pursuant to this resolution are taken into account when calculating if the ceiling applicable to the debt securities provided for by the 10th resolution is reached.

This delegation of authority would be granted for a 26-month period.

For information purposes, a similar authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.



RESOLUTION 16

DELEGATION OF AUTHORITY GRANTED 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, consisting of shares or securities giving access to the share capital, within a maximum nominal limit of €95 million and the legal ceiling of 10% of the share capital (as of the day of this Shareholders' Meeting), it being understood that these capital increases shall be included within the Limit. Furthermore, the debt securities issued pursuant to this resolution are taken into account for calculating if the ceiling applicable to the debt securities provided for by the 10th resolution is reached. If the Board of Directors decides to use this delegation, it will have to decide upon examination of the report of one or more Independent Auditor(s).

This delegation of authority would be granted for a 26-month period.

For information purposes, a similar authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.

RESOLUTION 17

DELEGATION OF POWER GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL TO THE BENEFIT OF MEMBERS OF SAVINGS PLANS WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

This authorization would enable the Board of Directors, if it wishes, to promote the development of employee shareholding at the Group level, through capital increases reserved for employees, with no preferential subscription rights for shareholders, within a maximum nominal limit of €10 million (i.e. approximately 1% of the share capital as of the day of the Shareholders' Meeting).

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 20 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 26-month period.

For information purposes, a similar authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.

RESOLUTION 18

AUTHORIZATION TO BE GRANTED 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, a similar authorization granted by the Combined Shareholders' Meeting of 15 May 2014 has not been used.

ORDINARY AND EXTRAORDINARY RESOLUTION

RESOLUTION 19

POWERS FOR COMPLETION OF FORMALITIES

DRAFT RESOLUTIONS

ORDINARY RESOLUTIONS

RESOLUTION 1

APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2015

The Shareholders' Meeting, having reviewed the report of the Chairman of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code, the management report of the Board of Directors and the report of the Statutory Auditors, approves the annual financial statements for the financial year ended on 31 December 2015, comprising the balance sheet, the income statement and the notes, as presented, and the transactions reflected in these financial statements and summarized in these reports. It sets the profit for the financial year at €270,729,344.

In application of Article 223 *quater* of the French Tax Code, the Shareholders' Meeting notes that the overall sum of expenses and charges mentioned in Article 39-4 of the French Tax Code is €2,846,379 for the 2015 financial year and that the related tax amount is €1,081,624, and approves these amounts.

RESOLUTION 2

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2015

The Shareholders' Meeting, having reviewed the report of the Chairman of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code, the report of the Board of Directors included in the management report and the report of the Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements for the financial year ended on 31 December 2015, comprising the consolidated balance sheet, consolidated income statement and notes, as presented, and the transactions reflected in those financial statements and summarized in those reports.

RESOLUTION 3

ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2015 AND DETERMINATION OF THE DIVIDEND AMOUNT

The Shareholders' Meeting notes that the distributable profit for the 2015 financial year taking into account the retained earnings showing a credit of €5,135,122,242.80, and before deduction of the interim dividend paid out on 18 December 2015, totals €5,405,851,586.69.

On the basis of the proposal of the Board of Directors, the Shareholders' Meeting decides to allocate and distribute this profit as follows:

	<i>in euros</i>
Profit for the financial year ended 31 December 2015	270,729,343.89
Retained earnings (before deduction of the 2015 interim dividend)	5,135,122,242.80
Total distributable profit	5,405,851,586.69
Total dividend for the financial year ended 31 December 2015⁽¹⁾ (including loyalty dividend)	2,115,959,228.57
Interim dividend paid out on 18 December 2015 to be deducted from the 2015 dividend (i.e. €0.57 per share) ⁽²⁾	1,058,682,286.08
Balance of the dividend to be distributed for the financial year ended 31 December 2015⁽¹⁾	1,021,479,983.18

(1) On the basis of the number of shares constituting the share capital on 31 December 2015, i.e. 1,920,139,027 shares, including 34,602,717 shares conferring entitlement to a loyalty dividend.

(2) On the basis of the number of shares conferring entitlement to dividends at the date of payment of the interim dividend.

The Shareholders' Meeting decides to set the ordinary dividend for the 2015 financial year at €1.10 per share and the loyalty dividend at €1.21 per share.

In accordance with Article 24 of the bylaws, the shares continuously held in registered form, by the same shareholder, from 31 December 2013 to the payment date of the dividend for the 2015 financial year, will benefit from a 10% dividend increase. The number of shares giving entitlement to such increases held by any one shareholder cannot exceed 0.5% of the total share capital.

Given that an interim dividend of €0.57 per share was paid out on 18 December 2015, the balance of the dividend to be distributed for the 2015 financial year amounts to €0.53 per share for the shares benefiting from ordinary dividend and to €0.64 per share for the shares benefiting from loyalty dividend.

The Shareholders' Meeting decides that the ordinary and loyalty dividends payment date is 30 June 2016, and the ex date is 6 June 2016.

Treasury shares held by the Company on the date the dividend is paid out do not confer rights to the dividend.

The balance of distributable profit will be allocated to the "Retained earnings" account.

It is reminded that, on the basis of the current state of law, in the event the dividend is paid to individuals who have their tax residence in France, the dividend is taxable as income at a progressive rate and is eligible for the tax rebate under Article 158-3-2 of the French General Tax Code.

The Shareholders' Meeting acknowledges that the dividends distributed over the past 3 years were as follows:

FINANCIAL YEAR	NUMBER OF REMUNERATED SHARES	DIVIDEND PER SHARE (€)	TOTAL DISTRIBUTED DIVIDEND ⁽¹⁾ (€)	PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX ALLOWANCE ⁽²⁾
2012	1,848,866,662	1.25	2,308,912,900.34 ⁽³⁾	100%
2013	1,860,008,468	1.25 ⁽⁴⁾	2,327,462,364.03 ⁽⁵⁾	100%
2014	1,860,008,468	1.25 ⁽⁴⁾	2,327,233,892.26 ⁽⁶⁾	100%

(1) After deduction of treasury shares.

(2) 40% tax allowance under paragraph 3-2° of Article 158 of the French Tax Code.

(3) Including €1,052,601,974.10 paid on 17 December 2012 for the 2012 interim dividend and €170,358,213.74 paid in newly-issued shares on 8 July 2013.

(4) Representing an amount of €1.375 for shares benefiting from a loyalty dividend.

(5) Including €1,059,290,112.42 paid on 17 December 2013 for the 2013 interim dividend.

(6) Including €1,059,262,163.04 paid on 17 December 2014 for the 2014 interim dividend.

Furthermore, the Shareholders' Meeting, having reviewed the report of the Board of Directors, notes that the capital is fully paid up and decides, in accordance with the provisions of Article L. 232-18 of the French Commercial Code and Article 25 of the Company's bylaws, to offer each shareholder the possibility to opt for the payment in new shares of the Company of the balance of the dividend remaining to be distributed for the year ended on 31 December 2015 (and only for the full amount of the balance).

If this option is exercised, the new shares will be issued at a price corresponding to 90% of the average of the first quoted prices of the Company's share on the Euronext Paris regulated market for the twenty trading sessions preceding the date of the Shareholders' Meeting, minus the amount of the balance of the dividend remaining to be distributed for the 2015 financial year, the total rounded up to the next Euro Cent.

The new ordinary shares distributed in payment will confer the same rights as the existing shares and will carry current dividend rights, i.e. they will confer the right to any distribution paid following their issue.

Shareholders will be able to exercise this option between 6 June 2016 and 20 June 2016 inclusive, by sending their request to the authorized financial intermediaries, or, for shareholders directly registered in the share accounts held by the Company, to its agent (BNP Paribas Securities Services – Service OST – 9 rue du Débarcadère – 93761 Pantin Cedex). For shareholders who have not exercised their option by 20 June 2016 at the latest, the dividend balance will be paid entirely in cash.

If the amount for which the option is exercised does not correspond to a whole number of shares, the shareholder will receive the number of shares rounded down to the whole number immediately below, and completed by the payment in cash of the balance amount.

The ex date for the dividends (ordinary and loyalty) is 6 June 2016.

For shareholders having opted for payment in cash, the dividend balance will be paid on 30 June 2016. For shareholders having opted for payment in shares, the shares will be delivered from the same date.

The Shareholders' Meeting grants full authority to the Board of Directors, with power to subdelegate to the Chairman of the Board of Directors under the conditions provided for by law, to ensure the effective payment, in new shares, of the balance of the dividend for the 2015

financial year, determine the terms and conditions for application and implementation, record the number of shares issued in application of the present resolution and make any necessary amendment to the bylaws with respect to the share capital and the number of shares representing the share capital and more generally to take all useful or necessary steps.

RESOLUTION A

ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2015 AND DETERMINATION OF THE DIVIDEND AMOUNT – RESOLUTION PROPOSED BY THE SUPERVISORY BOARD OF THE EMPLOYEE SHAREHOLDING FUND (FCPE) "ACTIONS EDF" AND REVIEWED BY THE BOARD OF DIRECTORS DURING THE MEETING HELD ON 30 MARCH 2016 WHICH DID NOT APPROVE IT

Considering the financial risks the Company is currently facing due to the planned industrial projects, the EDF Shareholders' Meeting decides to pay no dividend for the 2015 financial year.

RESOLUTION 4

PAYMENT OF INTERIM DIVIDENDS IN SHARES - DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS

In accordance with Article 25 of the Company's bylaws, the Shareholders' Meeting, having reviewed the report of the Board of Directors, should the Board decide to pay one or more interim dividends in respect of the 2016 financial year, authorizes the Board of Directors to give the shareholders, for all or a portion of the interim dividends, the choice between a payment in cash or in shares.

If the shareholders opt for the payment of the interim dividend in shares, the subscribed shares shall be ordinary shares. The option shall apply to the total amount of the interim dividend in question. These shares shall carry current dividend rights, i.e. they shall confer the right to all dividends paid out as from their date of subscription.

The Board of Directors shall set the period of time, starting from its decision to pay an interim dividend, during which the shareholders shall be entitled to request the payment of this interim dividend in shares. This period of time may not, however, exceed three months.

The issue price of the new shares shall be the equal to the average of opening market prices of Company's shares on the Euronext Paris regulated market during the 20 consecutive trading days prior to the decision to pay the interim dividend, minus the net amount of the interim dividend and, if so decided by the Board of Directors, a discount of up to 10% of the aforementioned average, and rounded upwards to the next Euro Cent.

If the amount for which the option is exercised does not correspond to a whole number of shares, shareholders shall receive the number of shares rounded down to the whole number immediately below and completed by the payment in cash of the balance amount.

Full authority is granted to the Board of Directors, with power to subdelegate, to take all steps required for the payment of interim dividends in shares, if it were to decide the distribution of an interim dividend and its payment in shares, to acknowledge the increase of capital resulting therefrom and to amend the bylaws accordingly and, more generally, to take all useful or necessary steps.

RESOLUTION 5

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

The Shareholders' Meeting, having reviewed the special report of the Statutory Auditors on agreements governed by Article L. 225-38 of the French Commercial Code, approves this report and notes that no such agreement was entered into during the 2015 financial year.

RESOLUTION 6

ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION OWED TO OR GRANTED TO MR JEAN-BERNARD LÉVY FOR THE 2015 FINANCIAL YEAR AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

The Shareholders' Meeting, referred to for an advisory opinion in accordance with the provisions of the AFEP-MEDEF Corporate Governance Code for Listed Companies, gives a favourable opinion on the components of the compensation owed to or granted to Mr Jean-Bernard Lévy in his capacity as Chairman and Chief Executive Officer of EDF for the 2015 financial year, as presented in the report of the Board of Directors and the 2015 Reference Document (section 4.6).

RESOLUTION 7

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

The Shareholders' Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors, with power to subdelegate, to purchase shares in the Company with a view to:

- delivering shares when exercising rights attached to options or securities giving access to the share capital by reimbursement, conversion, exchange, submission of a warrant or by any other mean, immediately or at 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 options or securities;
- holding shares for their subsequent delivery as a means of exchange or payment in the context of any external growth or contribution, merger or demerger 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 financial market authority;
- allocating shares to employees of the EDF group, especially under any share purchase or free share allocation plan benefiting to current or former employees under the conditions provided for by the law, in particular under Articles L. 225-197-1 *et seq.* of the French Commercial Code, Articles L. 3332-18 *et seq.* of the French Labour Code (including any transfer of shares covered by these articles of the French Labour Code);
- reducing the Company's capital by cancelling all or part of the purchased shares subject to the approval of the 18th resolution;
- and more generally the carrying out of any other transaction compliant with current regulations.

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

- the number of shares acquired by the Company during the repurchase program (i) may not exceed 10% of shares which constitute the share capital, it being specified that when shares are bought back to ensure the liquidity of the EDF share under the terms and conditions defined above, the number of shares taken into account in the calculation of this 10% limit is the number of shares purchased net of the number of shares sold during the term of this authorization, and (ii) this number may not exceed 5% in the case of shares acquired by the Company in view of handing them over in the context of a merger, demerger or contribution;
- the number of shares the Company holds directly or indirectly at any time shall not exceed 10% of the shares constituting the Company's share capital at the date in question.

These percentages apply to a number of shares adjusted, if necessary, according to operations that could affect the share capital subsequent to the present Shareholders' Meeting.

Acquisitions or transfers of these shares may be carried out, in one or several transactions, by all means, particularly on the 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 option strategies, at such times the Board of Directors or the person acting by delegation of the Board of Directors shall decide, with the exception of periods of public offers for the share capital of the Company.

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

The purchase price shall not exceed €30 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 allocation 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, and for unused amounts replaces all previous authorizations with the same purpose.

The Shareholders' Meeting grants all powers to the Board of Directors to implement or subdelegate this authorization, to specify its terms if necessary and particularly 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.

RESOLUTION 8

ATTENDANCE FEES ALLOCATED TO THE BOARD OF DIRECTORS

The Shareholders' Meeting, having reviewed the report of the Board of Directors, decides to fix the amount of attendance fees allocated to the members of the Board of Directors for the 2016 financial year at €510,000.

RESOLUTION 9

APPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, having reviewed the report of the Board of Directors, decides to appoint Ms Claire Pedini as a Director for a term starting at the end of this Shareholders' Meeting and ending after the Shareholders' Meeting called to decide on the financial statements of the financial year ending on 31 December 2019.

EXTRAORDINARY RESOLUTIONS

RESOLUTION 10

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF THE COMPANY, MAINTAINING THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129-2, L. 225-130, L. 225-132, L. 225-133, L. 225-134 and L. 228-91 to L. 228-93 of the French Commercial Code, authorizes the Board of Directors, with power to subdelegate, to decide to issue, in one or more issuances, in or outside France, while maintaining the shareholders' preferential subscription rights:

- (i) ordinary 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").

Subscription for shares and other securities may be made in cash or by offsetting against existing debt.

The total nominal value of the capital increase resulting, immediately or at a later date, from all issues undertaken under this resolution shall not exceed €240 million (the "Limit").

It is noted that (i) this Limit is common to all capital increases undertaken immediately or at a later date under the 10th, 11th, 12th, 13th, 15th and 16th resolutions proposed at this Shareholders' Meeting, and the nominal value of such increases shall therefore be included within this Limit; (ii) 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 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.

Shares 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 pursuant to the present resolution shall not exceed €2.4 billion (or the equivalent value of this amount). It is noted that this maximum amount is common to all debt instruments issued under the 10th, 11th, 12th, 13th, 15th and 16th resolutions proposed to this Shareholders' Meeting, and the nominal amount of the capital increase resulting from the exercise of rights attached to debt securities will only be included within the Limit defined in the third paragraph of the present resolution.

Company share subscription warrants may be issued through a subscription offer, but also through free allocation to holders of existing shares. In the case of free allocation 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 exercise their full preferential subscription rights for new shares. In addition, the Board of Directors shall be entitled to enable shareholders to subscribe to shares or securities giving access to the capital in excess of, and proportionally to, the minimum number of shares or securities they have preferential subscription rights, and, within the limit set in their application. If the subscriptions as of right, together where relevant with subscriptions for excess securities, 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 amount of the subscriptions received, provided it is at least equal to three quarters of the planned issue;
- freely allocate all or some of the shares unsubscribed as of right, and where relevant unsubscribed excess 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 rights the ordinary shares to which those newly-issued securities give right to.

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 entitlement to dividends, which may be retroactive, of the securities to be issued and, if applicable, the conditions of their repurchase, 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 adjustment designed to take into account the impact of transactions on the 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 and to request the admission to trading of the securities to be issued under the present resolution.

The delegation of authority granted to the Board of Directors under the present resolution is valid for a duration of 26 months from the date of this Meeting, and for unused amounts replaces all previous authorizations with the same purpose.

RESOLUTION 11

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE, BY MEANS OF PUBLIC OFFERINGS, ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF THE COMPANY, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the special 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, authorizes the Board of Directors, with power to subdelegate, to decide to issue, through public offerings, in one or several issuances, in or outside France, with no preferential subscription rights for shareholders:

- (i) ordinary 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").

Subscription for shares and other securities may be made in cash or by offsetting against existing debt.

The public offer(s) decided pursuant to the present resolution, may be associated, as part of a single issuance or as separate issuances occurring at the same time, with (an) offer(s) defined in Article L. 411-2 II of the French Monetary and Financial Code, decided in accordance with the 12th resolution proposed at the present Shareholders' Meeting.

The total nominal value of the capital increase resulting, immediately or at a later date, from all issues undertaken pursuant to the present resolution shall not exceed €95 million.

It is noted that (i) the total nominal value of all capital increases undertaken immediately or at a later date pursuant to the present resolution shall be included within the Limit as defined in the third paragraph of the 10th resolution proposed at the present Shareholders' Meeting and (ii) 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 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 pursuant to 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 included within the ceiling for debt securities defined in the eighth paragraph of the 10th resolution proposed at the present Shareholders' Meeting, it being noted that the total nominal amount of the capital increase resulting from the exercise of rights attached to the debt instruments issued pursuant to the present resolution is limited by and will be included within the ceilings defined in the fourth and fifth paragraphs of the present resolution.



The Shareholders' Meeting decides to cancel the shareholders' preferential subscription rights for shares and securities to be issued based on the present 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 as the case may be those of the 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 amount is at least equal to 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 the present resolution, this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription rights 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 on which the subscription price for the capital increase is set, less a maximum of 5% discount) after correction if necessary in case of differences between the dates from which the shares carry right to dividends;
- the issue price of securities giving access to the capital shall be such that the amount immediately received by the Company, plus, if applicable, any further amount likely to be received by it subsequently, is not less than the minimum subscription price defined in the previous point for each share issued as a result of issuance of these securities.

The Board of Directors shall have all powers to implement or subdelegate this authorization, and in particular to determine the characteristics of the securities to be created, to set the date of entitlement to dividends, which may be retroactive, of the securities to be issued and, if applicable, the conditions of their repurchase, to suspend, if applicable, the exercise of the right to allocation of shares of the Company attached to securities in accordance with 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 terms and conditions 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 terms and conditions of the securities to be issued pursuant to the present 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 and to solicit the admission to trading of the securities to be issued under this resolution.

The delegation of authority granted to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this Meeting, and for unused amounts replaces all previous authorizations with the same purpose.

RESOLUTION 12

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE, BY MEANS OF PRIVATE PLACEMENTS REFERRED TO IN ARTICLE L. 411-2 II OF THE FRENCH MONETARY AND FINANCIAL CODE, ORDINARY SHARES OR SECURITIES GIVING IMMEDIATE OR FUTURE ACCESS TO THE CAPITAL OF THE COMPANY, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The Shareholders' Meeting, 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, authorizes the Board of Directors to decide to issue, by means of offers referred to in 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) ordinary 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").

The subscription for shares and other securities may be made in cash or by offsetting against existing debt.

Offer(s) referred to in Article L. 411-2 II of the French Monetary and Financial Code, decided pursuant to the present resolution, may be associated, as part of a single issuance or as separate issuances occurring at the same time, to (a) public offering(s), decided based on the 11th resolution proposed at the present Shareholders' Meeting.

The total nominal value of the capital increase resulting, immediately or at a later date, from all issues undertaken pursuant to the present resolution shall not exceed (i) €95 million and (ii) in any case the ceiling provided by applicable law (at the date of the present Shareholders' Meeting, 20% of the share capital per year).

It is noted that (i) the total nominal value of all capital increases undertaken immediately or at a later date pursuant to the present resolution shall not exceed and shall be included within the Limit for capital increases defined in the third paragraph of the 10th resolution proposed at the present Shareholders' Meeting on the one hand, and the ceiling for capital increases defined in the fourth paragraph of the 11th resolution proposed at the present 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 the present 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 included within the ceiling for debt securities defined in the eighth paragraph of the 10th resolution

proposed at the present Shareholders' Meeting, it being noted that the total nominal value of the capital increase resulting from the exercise of rights attached to debt instruments issued pursuant to the present resolution is limited by and will be included within the ceilings defined in the fourth and fifth paragraphs of the present resolution.

The Shareholders' Meeting decides to eliminate the shareholders' preferential subscription rights with respect to the shares and securities to be issued on the basis of the present 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 rights 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 on which the subscription price for the capital increase is set, less a maximum of 5% discount) after correction if necessary in case of differences between the dates from which the shares carry right to dividends;
- the issue price of securities giving access to the capital shall be so that the amount immediately received by the Company, plus, if applicable, any further amount likely to be received by it subsequently, is not 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 or subdelegate this authorization, and in particular to determine the characteristics of the securities to be issued by the Company, to set the date of entitlement to dividends, which may be retroactive, of the securities to be issued and, if applicable, the conditions of their repurchase, 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 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 terms and conditions of the securities to be issued pursuant to the present 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 and to solicit the admission to trading of the securities to be issued under this resolution.

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, and for unused amounts replaces all previous authorizations with the same purpose.

RESOLUTION 13

AUTHORIZATION GRANTED 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 FOR SHAREHOLDERS

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Article L. 225-135-1 of the French Commercial Code:

- authorizes the Board of Directors, with power to subdelegate, 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 for the initial issue), in the case of a capital increase carried out by the Company with or without preferential subscription rights, to increase the number of shares to be issued, subject to the compliance with the ceiling(s) defined in the resolution pursuant to which the issue is initially undertaken;
- decides that 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 and for unused amounts replaces all previous authorizations with the same purpose; notes that the Board of Directors has all powers to implement or subdelegate the present authorization.

RESOLUTION 14

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

The Shareholders' Meeting, deliberating on an extraordinary basis in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, in accordance with Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code, delegates its authority to the Board of Directors to increase the capital, in one or more instalment(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 noted 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 undertaken, immediately or at a later date, under this resolution shall not exceed €1 billion. It is noted that (i) this ceiling is separate from and independent of the Limit and the ceilings for capital increases resulting from issues of shares or securities authorized by the 10th, 11th, 12th, 13th, 15th, 16th and 17th resolutions proposed at the present 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 subscription rights forming odd lots shall be non-negotiable and non-transferable and that the corresponding securities shall be sold; the proceeds of such sale shall be allocated to the holders of the rights within the period defined by the regulations.



The Board of Directors shall have all powers, with power to subdelegate, to determine in particular the characteristics and conditions of the authorized transactions and in particular to set the amount and nature of the sums to be incorporated into 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 shall be increased, to set the date of entitlement to dividends, 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 and to solicit the admission to trading of the securities to be issued under this resolution.

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 the present Shareholders' Meeting, and for unused amounts replaces all previous authorizations with the same purpose.

RESOLUTION 15

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

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the special 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, delegates its authority to the Board of Directors, with power to subdelegate, to decide to issue ordinary shares in the Company and securities giving access to the capital of the Company, in one or more issuances, in exchange for securities tendered to a public offer which includes an exchange component (on a principal or subsidiary basis) initiated by the Company in or outside France, in accordance with local rules, in respect of securities of a company whose shares are admitted to trading on a regulated market as referred to by Article L. 225-148 aforementioned, and decides, to the benefit of holders of the newly-issued securities, to cancel, if necessary, the shareholders' preferential subscription rights 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 rights to shares which any securities to be issued under this delegation of authority gives right to.

The total nominal value of the capital increase resulting, immediately or at a later date, from all issues undertaken under this resolution shall not exceed €95 million.

It is noted 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 included within the Limit defined in the third paragraph of the 10th resolution proposed at the present Shareholders' Meeting on the one hand, and the ceiling for capital increases defined in the fourth paragraph of the 11th resolution proposed at the present 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 included within the ceiling for debt instruments defined in the eighth paragraph of the 10th resolution proposed at the present Shareholders' Meeting, it being noted that the total nominal amount of the capital increase resulting from the exercise of rights attached to the debt instruments issued pursuant to the present resolution is limited by and will be included within the ceilings defined in the third and fourth paragraphs of the present resolution.

The Board of Directors shall have all powers, with power to subdelegate, 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 conditions of the issue, particularly the price and the date of entitlement to dividends of the shares or, where relevant, of the securities giving access to shares in the Company and, where necessary, amend the characteristics of the securities issued under this resolution while such securities remain outstanding in compliance with the applicable formalities, register the difference between the issue price and nominal price of the new shares as "Contribution premium" in the balance sheet liabilities, being provided that all shareholders shall have rights on such "Contribution premium" account, and if necessary deduct from this contribution premium account all expenses incurred for the purpose of the authorized transaction, and in general take all appropriate actions and enter into any and all agreements and to solicit the admission to trading of the securities to be issued under the present resolution.

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 the present Shareholders' Meeting, and for unused amounts replaces all previous authorizations with the same purpose.

RESOLUTION 16

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN RETURN FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the special 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 delegates to the Board of Directors, with power to subdelegate, all powers necessary to decide the issuance of ordinary shares in the Company or securities giving access to the capital of the Company, within the limit of 10% of the existing capital at the date of the issuance, in view of the report of the Independent Auditor(s), 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.

If the Board of Directors decides to use this delegation, it shall decide upon examination of the report of one or more Independent Auditor(s), in accordance with Article L. 225-147 of the French Commercial Code.

The total nominal value of the capital increase resulting, immediately or at a later date, from all issues undertaken pursuant to the present resolution shall not exceed (i) €95 million and (ii) in any case the ceiling provided by applicable law (at the date of the present Shareholders' Meeting, 10% of the share capital).

It is noted that (i) the total nominal value of all capital increases undertaken immediately or at a later date pursuant to the present resolution shall not exceed and shall be included within the Limit for capital increases defined in the third paragraph of the 10th resolution proposed at the present Shareholders' Meeting on the one hand, and the ceiling for capital increases defined in the fourth paragraph of the 11th resolution proposed at the present 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 included within the ceiling for debt securities defined in the eighth paragraph of the 10th resolution proposed at the present Shareholders' Meeting, it being noted that the total nominal amount of the capital increase resulting from the exercise of rights attached to the debt instruments issued pursuant to the present resolution is limited by and shall be included within the ceilings defined in the third and fourth paragraphs of the present resolution.

The Shareholders' Meeting decides, where necessary, to the benefit of holders of the shares or securities that are the object of the contribution in kind, to cancel the shareholders' preferential subscription rights to the shares and securities issued in this way, and acknowledges that this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription rights with respect to the shares which the securities to be issued under the present delegation of authority may give right to.

The Board of Directors shall have all powers to implement or subdelegate 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 the capital increase, and amending the bylaws accordingly, and to solicit the admission to trading of the securities to be issued under this resolution.

The delegation of authority to the Board of Directors under this resolution is valid for a duration of 26 months from the date of the present Shareholders' Meeting, and for unused amounts replaces all previous authorizations with the same purpose.

RESOLUTION 17

DELEGATION OF POWER GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL TO THE BENEFIT OF MEMBERS OF SAVINGS PLANS WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The Shareholders' Meeting, 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. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labour Code, delegates to the Board of Directors, with power to subdelegate, 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 capital of the Company, reserved for members of one or more

company savings plan(s) (or other plan for which Article L. 3332-18 of the French Labour 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 financial statements of the Company according to Articles L. 3344-1 and L. 3344-2 of the French Labour Code.

The total nominal value of the capital increase resulting, immediately or at a later date, from all issues undertaken pursuant to the present resolution shall not exceed €10 million. 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 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 discount 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 applicable laws and regulations, allocate bonus shares already issued or to be issued, or other securities giving access to the Company's capital already issued or to be issued, as the Company's additional contribution for employees, or as the case may be, as discount.

The Shareholders' Meeting decides, to the benefit of the beneficiaries mentioned above, to cancel the shareholders' preferential subscription rights concerning the shares and securities giving access to shares to be issued under this resolution, and to waive all rights to bonus shares or other bonus securities allocated in application of the present delegation of power.

The Board of Directors shall have all powers to implement or subdelegate the present 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 pursuant to the present authorization, set the opening and closing dates for subscriptions, the dates of entitlement to dividends, the terms and conditions of the shares and other securities giving access to the Company's capital release, decide that subscriptions may be carried out directly by the beneficiaries, members of a company savings plan (or assimilated plan) or through 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, and for unused amounts replaces all previous authorizations with the same purpose.



RESOLUTION 18

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

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code:

- authorizes the Board of Directors to reduce the capital by cancellation of all or some of the treasury shares, by up to 10% of the existing capital per 24-month period. 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 the present Shareholders' Meeting;
- authorizes the Board of Directors to allocate the difference between the repurchase value and nominal value of cancelled shares to the available issue premiums and/or reserves, including the legal reserve, within the limit of 10% of the reduction of capital carried out;
- grants all powers to this end to the Board of Directors, with the possibility of subdelegation, to set the terms and conditions and amend the Company's bylaws accordingly, and more generally to take any necessary action.

The delegation granted to the Board of Directors by the present resolution is valid for a duration of 26 months from the date of this Meeting, and for unused amounts replaces all previous authorizations with the same purpose.

ORDINARY AND EXTRAORDINARY RESOLUTION

RESOLUTION 19

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 or administrative formalities, and file and register all information required by the applicable laws.

ATTENDING THE SHAREHOLDERS' MEETING

Every shareholder, whatever the number of shares they own and their conditions of ownership (registered or bearer shares), can attend the Shareholders' Meeting. To exercise this right, the shares must be recorded in the name of the shareholder on the second trading day before the Shareholders' Meeting, i.e. **Tuesday 10 May 2016 at 0:00 am** (Paris time).

PROVIDE EVIDENCE OF YOUR STATUS OF SHAREHOLDER

IF YOUR SHARES ARE REGISTERED SHARES

Your shares must be recorded on the register (issuer-managed or bank-managed) no later than two trading days before the date of the Shareholders' Meeting at 0:00 am (Paris time), i.e. Tuesday 10 May 2016 at 0:00 am.

IF YOUR SHARES ARE BEARER SHARES

You must have a certificate of holding (certificate of ownership of your securities) established by the financial intermediary which manages your securities account. To be accepted, this certificate shall reflect the fact that you are shareholder on the second trading day before the Shareholders' Meeting at 0:00 am (Paris time) i.e. Tuesday 10 May 2016 at 0:00 am.

OPTIONS FOR PARTICIPATING IN THE MEETING

Whether you are holder of registered or bearer shares, you have **four** possibilities to exercise your rights as shareholders:

- **Attend the Shareholders' Meeting personally**
Get an admission card on the internet or through the post (see following pages) and then go to reception with your card and proof of identity.
- **Vote remotely**
 - by internet
 - by post
- **Give a proxy** to the Chairman of the Shareholders' Meeting
- **Give a proxy** to any other person



EXERCISING YOUR RIGHTS BY INTERNET

You may exercise your rights to vote until the day before the Shareholders' Meeting, i.e. on **Wednesday 11 May 2016 at 3:00 pm** (Paris time).

FOR YOUR ISSUER-MANAGED REGISTERED SHARES

- Log on to the Planetshares website (<https://planetshares.bnpparibas.com>) using the ID number and password that you normally use to view your account.
- Click on the "Attend the Shareholders' Meeting" icon and follow the instructions; you will be directed to VOTACCESS to print your admission card, vote or give a proxy.

FOR YOUR BANK-MANAGED REGISTERED SHARES

- On your printed voting form enclosed with the present convening brochure, you will find your ID in the top right-hand. It will enable you to access the Planetshares website (<https://planetshares.bnpparibas.com>).
If you do not have - or no longer have - your password for Planetshares:
 - > No password: click in the top right-hand on "First connection?" and follow the instructions.
 - > No longer any password: click on "I forgot my password?" and follow the instructions.
- With the ID and password, go to the "Attend the Shareholders' Meeting" area and follow the instructions. You will be directed to VOTACCESS to print your admission card, vote or give a proxy.

FOR YOUR BEARER SHARES

- If your financial intermediary offers you the VOTACCESS service: log on to the "stock market" portal of your financial intermediary and follow the instructions in order to print your admission card, vote or give a proxy.

THE SECURE VOTING PLATFORM VOTACCESS

- Communications are encrypted to ensure voting confidentiality.
- The platform is available from **7 April until 11 May 2016 at 3:00 pm** (Paris time).
- To avoid any congestion, it is recommended not to wait until the last day to use VOTACCESS.
- If you use VOTACCESS, you must not use the postal voting form.

OPT FOR THE E-CONVENING OFFERED BY EDF



PLANETSHARES
My Shares



Log on PLANETSHARES and subscribe now to receive your electronic invitation to the next Shareholders' Meetings!



YOUR RIGHTS BY POST

EXERCISING YOUR RIGHTS BY POST

HOW TO FILL IN THE FORM?

YOU ARE A REGISTERED SHAREHOLDER (issuer or bank-managed)

Fill in, date and sign the enclosed form. Return it to BNP Paribas Securities Services using the post-paid "T" envelope provided.

YOU ARE A HOLDER OF BEARER SHARES

Ask your financial intermediary to send you the postal voting form. It must be filled in, dated, signed and returned to your financial intermediary, who will be responsible for sending it to BNP Paribas Securities Services and will enclose a certificate of holding with it.

To receive your admission card¹ in order to attend the Meeting personally, tick box A.

To give a proxy to the Chairman of the Shareholders' Meeting, tick the box.

To give a proxy to another person, tick the box and indicate the name and address of the proxy.

To vote by post, tick the box.

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

A Je désire assister à cette assemblée et demande une carte d'admission / I wish to attend the shareholders' 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 € 960 099 513,50
 Siège social : 22-30, avenue de Wagram
 75008 PARIS - 552 081 317 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE DES ACTIONNAIRES
 convoquée pour le jeudi 12 mai 2016, à 10h00,
 au Carrousel du Louvre, 99 rue de Rivoli, 75001 PARIS
COMBINED SHAREHOLDERS' MEETING
 to be held on Thursday 12 May 2016 at 10:00 a.m.,
 at Carrousel du Louvre, 99 rue de Rivoli, 75001 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only
 Identifiant / Account:
 Nominatif / Registered: Vote simple / Single vote
 Porteur / Bearer: Vote double / Double vote
 Nombre d'actions / Number of shares:
 Nombre de voix / Number of voting rights:

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
 Cf. au verso renvoi (2) - See reverse (2)
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote NO or I abstain.
 Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en notifiant comme ceci ■ la case correspondante à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

1	2	3	4	5	6	7	8	9	Oui / Yes	Non/No
10	11	12	13	14	15	16	17	18	A	F
19	20	21	22	23	24	25	26	27	B	G
28	29	30	31	32	33	34	35	36	C	H
37	38	39	40	41	42	43	44	45	D	J
									E	K

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso renvoi (3)
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING
 See reverse (3)

JE DONNE POUVOIR A : Cf. au verso renvoi (4)
 I HEREBY APPOINT see reverse (4)
 M., Mme ou Mlle, 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)
 - Sumame, 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)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are presented during the meeting
 - Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the shareholders' meeting to vote on my behalf.
 - Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (it is equivalent to a vote NO).....
 - Je donne procuration (cf. au verso renvoi (4) à M., Mme ou Mlle, Raison Sociale.....
 - Pour voter en mon nom / I appoint (see reverse (4) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prises en considération, toutes formulaires doit parvenir au plus tard :
 In order to be considered, this completed form must be returned at the latest:
 sur l'émargement / on the notification
 9 mai 2016 / 9 May 2016

à / to BNP PARIBAS SECURITIES SERVICES, CTS Assemblées, Grands Moulins de Pantin - 93761 PANTIN Cedex

Date & Signature

To be accepted, your form must reach BNP Paribas Securities Services no later than 9 May 2016.

Whatever your choice, make sure to date and sign the form.

1. If you have not received your admission card by post on 9 May 2016:
 > if you own registered shares, you can present yourself directly at the Shareholders' Meeting (with evidence of identity);
 > if you own bearer shares, you must ask your financial intermediary for a certificate of holding and present it on the day of the Shareholders' Meeting, together with evidence of identity.



REQUESTING INFORMATION

ASKING QUESTIONS

Each shareholder can send to the Board of Directors the written questions of their choice. The Board of Directors will reply during the Shareholders' Meeting or, in accordance with article L. 225-108 of the French Commercial Code, the reply will be considered as having been given as soon as it appears on the Company's website in the section devoted to questions and answers, to be viewed at the address www.edf.fr/agm.

Questions must be sent by registered letter with request for acknowledgement of receipt to the following address: EDF (Assemblée générale), 22-30 avenue de Wagram, 75382 Paris Cedex 08,

or by e-mail to the following address questions@edf.fr, at the latest on the 4th working day before the date of the Shareholders' Meeting, i.e. 6 May 2016.

In accordance with article R. 225-84 of the French Commercial Code, in order to be accepted, it is essential that these questions be accompanied by a certificate of registration, either in the registered securities registers held by the Company, or in the registers of bearer securities held by an intermediary mentioned in article L. 211-3 of the French Monetary and Financial Code.

REQUESTING DOCUMENTS RELATING TO THE SHAREHOLDERS' MEETING

To do your part for the environment, opt for the consultation or the download of documents on the internet website www.edf.fr/shareholders or www.edf.fr/agm.

Documents are available for consulting and downloading 21 days prior to the Shareholders' Meeting on our website www.edf.fr/shareholders (click on Shareholders' Meeting) or www.edf.fr/agm. However, if you

wish to receive hard copies of these documents by postal mail, please return the form below completed and signed to:

BNP PARIBAS Securities Services
CTS Assemblées générales
Les Grands Moulins de Pantin
9 rue du Débarcadère
93761 Pantin Cedex
FRANCE

SHAREHOLDERS' MEETING OF 12 MAY 2016

I, the undersigned, Last name: First name:

Company¹:

Address:

Zip code: City:

Holder of: registered shares and/or of: bearer shares recorded at/held in an account at²

Hereby request the documents and information specified in article R. 225-83 of the French Commercial Code relating to the General Meeting convened on the 12 May 2016

By e-mail at the following address By postal mail at the above address

Signed at, on 2016. Signature

Note: we would also like to inform you that, in pursuance of article R. 225-88 of the French Commercial Code, registered shareholders may, via simple request, ask the Company to send them the documents and information specified in articles R. 225-81 and R. 225-83 on the occasion of each subsequent Shareholders' Meeting. This request should be addressed to BNP Paribas Securities Services - CTS Assemblées générales - Les Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex - FRANCE.

1. For legal entities: please mention the exact corporate name. 2. Precise details of the bank or the financial intermediary which manages your securities account.

HOW TO CONTACT US

FOR ANY INFORMATION ON THE GROUP, PLEASE CONTACT THE SHAREHOLDERS' RELATIONS DIVISION

■ By phone

From France:

0 800 000 800 Service & appel gratuits

(from Monday to Friday, 9am to 6pm,
free from a landline number)

From abroad: +33 1 40 42 48 00

■ By e-mail

actionnaires@edf.fr

■ By post

EDF – Relation actionnaires
22-30 avenue de Wagram
75382 Paris Cedex 08

■ Website

www.edf.fr/shareholders

 **Actionnaires EDF**

EDF

22-30, avenue de Wagram
75382 Paris Cedex 08

SA share capital €960,069,513.50
552081317 RCS Paris

www.edf.fr

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PRACTICAL INFORMATION

■ **On foot:** access via the Carrousel du Louvre shopping gallery located 99 rue de Rivoli, or through the jardin du Carrousel (garden)

■ **By bus:** lines **21 27 39 81 95** Palais Royal station

■ By metro:

- **M 1** Palais Royal-Musée du Louvre station,
take the Carrousel du Louvre - Musée du Louvre exit
- **M 7** Pyramides or Pont Neuf station

■ By car:

- the tunnel on avenue du Général Lemonnier;
- Quai des Tuileries from Place de la Concorde;
- Rue de Rivoli;
- coming from Pont-Royal on the left bank.

The car park (at your expense) is open from 7:00 am to 11:00 pm for entry, and 24/24 for exit.

People with reduced mobility

Access by:

- “la Pyramide”: an elevator provides a direct access to the reception desk.
- Shopping gallery at Carrousel du Louvre (enter by the “guichet du Louvre” (gate of the Louvre) located left of 99 rue de Rivoli, or through the parking lot): elevators are also available to access the reception desk under “la Pyramide”.

People with reduced mobility are welcomed in the foyer, where dedicated hostesses will facilitate their registration and attendance at the debates.



All documents relating to the Shareholders' Meeting can be viewed online at the following address:

www.edf.fr/agm

Follow us

 **@EDFofficiel**  **#EDFAG2016**



Vigipirate Attack Alert: as part of the intensified Vigipirate plan, you will be requested to prove your identity to security personnel on the day of the Shareholders' Meeting.

It is imperative that you have

- a form of identification AND
- your admission card, if you have requested it.

