



COMBINED SHAREHOLDERS' MEETING

IN CLOSED SESSION

➤ **CONVENING NOTICE**



**6 MAY 2021
AT 10:00 AM**

COMPANY'S
REGISTERED OFFICE
22-30 AVENUE DE WAGRAM
75008 PARIS



CONTENTS

- 02 Chairman's invitation
- 03 Overview of the Group's activity
- 06 Composition of the Board of Directors at 1 March 2021
- 07 Candidates as Directors
- 08 Corporate Governance
- 09 Meeting agenda
- 10 Report of the Board of Directors on the draft resolutions
- 19 Draft resolutions
- 26 How to attend the Shareholders' Meeting
- 27 Exercising your rights by internet
- 28 Exercising your rights by post
- 29 Requesting information



“ I am pleased to invite you to the webcast of the Combined Shareholders' Meeting that will be held on Thursday 6 May 2021 at 10:00 a.m., behind closed doors, at EDF's registered office. ”

CHAIRMAN'S INVITATION

DEAR SHAREHOLDERS,

Given the exceptional circumstances created by the coronavirus epidemic, EDF's Combined Shareholders' Meeting, initially planned to be held with the participation of shareholders, will take place on Thursday 6 May 2021 at 10:00 a.m., behind closed doors (*i.e.* without the physical presence of the shareholders and their proxies), at the Company's registered office. Governmental measures currently restricting or prohibiting travel or collective gatherings render the physical presence of shareholders at the Shareholders' Meeting impossible. This is due in particular to the need to close conference and meeting rooms and respect physical distancing measures and the maximum number of people usually present at previous Shareholders' Meetings.

I regret that this event, which constitutes a privileged moment of exchange between EDF and its shareholders, will once again not take place under the usual conditions.

You will be able to attend this Shareholders' Meeting through a live webcast and ask your questions in writing directly on the connection platform. I will present to you the 2020 annual results, the main strategic orientations and the future prospects of your company in France and abroad.

I sincerely hope that you will be able to take part in this Shareholders' Meeting by casting your votes, either by internet or by correspondence, or by giving a proxy to any individual or legal entity of your choice. You may also authorise me, in my capacity as Chairman of the General Shareholders' Meeting, to vote on your behalf.

Thank you for your trust and loyalty.
Sincerely yours,

Jean-Bernard LÉVY
Chairman and CEO

OVERVIEW OF THE GROUP'S ACTIVITY

2020 Overview

Solid financial results despite Covid-19 health crisis

The health crisis has provided tangible evidence of the EDF Group's resilience in both operational and financial terms. Despite an unprecedented recession, EDF has delivered solid financial results. The crisis has had a limited impact on accounts, reflecting the strength of the Group's fundamentals. The impacts of the sanitary crisis, weighing on EBITDA, amounted to -€1.5 billion¹, owing mainly to nuclear in France, power consumption reduction associated with a slowdown in projects and services deployment with customers, as well as a decline in distributed volumes and grid connection works affecting distribution businesses.

To offset the impacts of the health crisis on the Group's financial situation, a cost-cutting and disposals plan was launched aiming to reduce operating expenses by €500 million in 2022² compared to 2019 and generate circa €3 billion of disposals over 2020-2022. At end-2020, the Group had reduced costs by €221 million and achieved circa €0.5 billion of divestments through signed or completed transactions³.

Main events

Activity in 2020 was marked by mobilisation and solidarity during the health crisis. Key points to remember: accelerated payments to suppliers and flexible payment conditions granted to SME customers in France; climate commitments broadened through increased targets on the reduction of direct and indirect CO₂ emissions, "raison d'être" adopted by the 2020 Shareholders' Meeting and reflected in 16 CSR commitments; strong acceleration and 2030 target upgraded in Renewables through installed renewable capacity⁴ target set to 60GW net for 2030; major contribution to low-carbon generation thanks to nuclear and Excell Plan's deployment; success of customers and services market offers through acceleration in electric mobility and first hydrogen contracts; Enedis at the heart of the energy transition (over 30 million Linky smart meters rolled out, in line with the 2021 target); international successes such as the construction of Nachtigal dam in Cameroon and development in Africa of off-grid.

1. Estimated figures. See note 1.4, "Comparability of financial years (including consequences of the health crisis)" in the Group's audited financial statements at 31/12/2020.

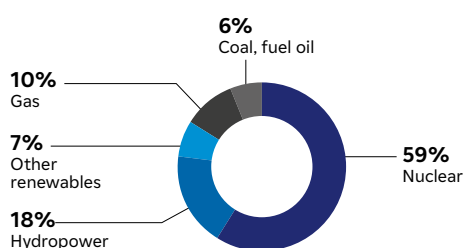
2. Sum of personnel expenses and other external expenses. At constant scope, standards, exchange rates and pension discount rate; excluding inflation. Excluding the cost of sales of energy services and Framatome's nuclear engineering services and specific projects such as Jaitapur.

3. Signed or completed disposals: impact on the Group's economic debt reduction. In particular, taking account of binding agreements on the sale of Edison Norge's E&P business in Norway, signed on 30 December 2020 (finalisation planned for H1 2021).

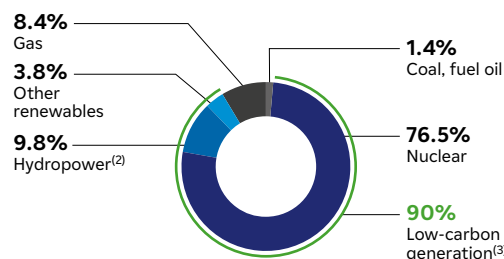
4. Renewables (including hydro capacities).

Consolidated Group's data⁽¹⁾ at 31 December 2020

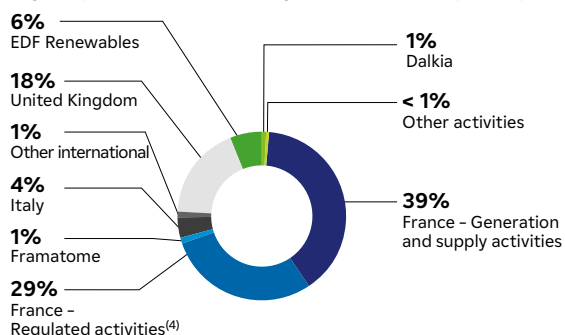
INSTALLED GENERATION CAPACITY: 120.5 GW



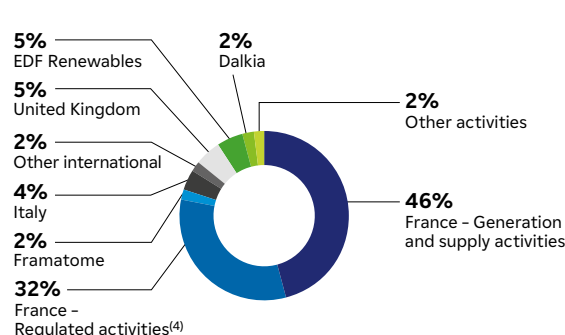
ELECTRICITY OUTPUT: 501.9 TWh



NET TOTAL INVESTMENTS: €14.1bn including acquisitions, excluding 2015-2020 disposal plan



EBITDA: €16.2bn



(1) Output from fully consolidated entities.

(2) Hydro generation including pumped volumes.

(3) Direct emissions of CO₂ linked to generation, excluding life cycle analysis (LCA) of means of generation and fuels.

(4) Regulated activities: Enedis, ES and island activities; Enedis, an independent EDF subsidiary as defined in the French energy Code.

Operational performance

Nuclear output in France came out at 335.4TWh, down 44.1TWh vs. 2019, of which roughly 33TWh¹ related to the health crisis. The health crisis extended the duration of outages owing to the introduction of health restrictions and called for a complete reorganisation of the outages schedule. In addition, the two reactors at Fessenheim were shut down definitively in 2020, following the decision of an early closure of the plant by the French government², which adopted, via the order of 21 April 2020, the Multiannual Energy Plan (MEP).

Hydro output in France totalled 44.7TWh³, up 12.6% vs. 2019. At end-2020, the fill level of Lac France⁴ was 73%, well above the historical average.

In the UK, nuclear generation totalled 45.7TWh in 2020, down 5.3TWh⁵ compared to 2019. In Belgium, wind power generation increased thanks to the development of installed capacity and favourable wind conditions.

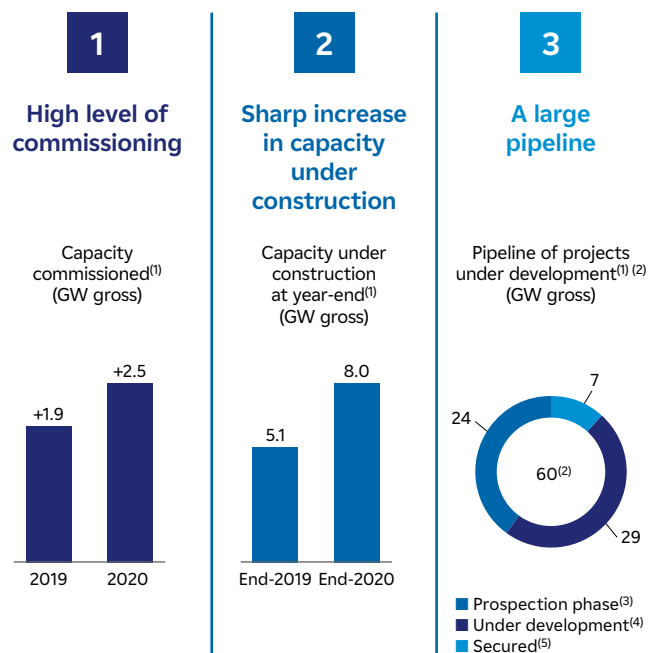
EDF Renewables output came to 15.4TWh (up 6.3% in organic terms), relating to new commissioning in 2019 (in the United States, Canada, India and France) and 2020 (in France, Israel and Brazil). Group renewables⁶ gross capacity under construction at end-2020 amounted to a record 8.0GW, of which 2.5GW onshore wind power, 1.6GW offshore wind power and 3.9GW solar power. The projects pipeline^{6, 7} stood at 60GW at end-2020, a significant level underpinning the future growth.

Dalkia pursued its commercial achievements by continuing to develop its renewable heat networks and energysaving solutions in all areas of business.

The EDF Group, via its Hynamics subsidiary, also won its first business contracts in the hydrogen sector.

Renewables

Strong acceleration in growth



(1) Wind and solar capacities.

(2) Pipeline excluding capacity under construction. All the projects in prospection phase included in the pipeline, starting 2020.

(3) Start of land identification and preliminary studies.

(4) Sufficient land securisation and start of technical studies.

(5) Securing a power purchase agreement (following a call for tenders, auction, OTC negotiation).

1. Estimated figures. See note 1.4. "Comparability of financial years (including consequences of the health crisis)" in the Group's audited financial statements at 31/12/2020
2. Under the terms of the protocol signed between EDF and the State, an amount of €370m has been received in 2020 as initial payments corresponding to the anticipation of expenses related to the closure of the plant.
3. Hydro output after the deduction of consumption of pumped volumes stood at 33.4TWh in 2019 and 38.5TWh in 2020.
4. Fill rate of energy retention.
5. Sizewell B output was reduced by 50% between May and September 2020 at the request of National Grid. The 2.1TWh loss output has been financially compensated by National Grid.
6. Wind and solar capacities.
7. Pipeline excluding capacity under construction. From 2020 onwards, all projects under prospection are included in the portfolio.

2020 Key figures

(in millions of euros)	2019 ⁽¹⁾ restated	2020	Change (%)	Organic change (%)
Revenue	71,347	69,031	-3.2	-3.4
EBITDA	16,723	16,174	-3.3	-2.7
EBIT	6,757	3,875	-42.7	
Net income - Group share	5,155	650	-87.4	
Net income excl. non-recurring items ⁽²⁾	3,871	1,969	-49.1	
	31/12/2019	31/12/2020		
Net financial debt ⁽³⁾ (in billion of euros)	41.1	42.3		
Net debt/EBITDA ⁽¹⁾	2.46x	2.61x		

(1) Data published for 2019 (except NFD) has been restated for the impact related to the change in scope from the disposal of the Edison's E&P business.

(2) Net income excluding non-recurring items is not determined by IFRS. It corresponds to net income excluding non-recurring items and net changes in fair value on Energy and Commodity derivatives, excluding trading activities, and excluding net changes in fair value of debt and equity securities, net of tax.

(3) Net financial debt is not determined by accounting standards and is not directly visible in the Group's consolidated balance sheet. It corresponds to loans and financial debtless cash and cash equivalents as well as liquid assets. Liquid assets are financial assets made up of funds or securities with an initial maturity of more than three months, easily convertible into cash, and managed under the framework of a liquidity target.

EDF Group's EBITDA in 2020 was down 2.7% in organic terms compared to 2019. This trend reflects on the one hand the **impact of less "Structured Asset Development and Sales"**¹ activity after an exceptional year in 2019 marked by the disposal of 50% of the Scottish offshore wind farm project Neart na Gaoithe² (NnG) with no equivalent in 2020, and of the other **a reduction in nuclear output (excluding Covid) in France and the UK.** By contrast, EBITDA benefited from better price conditions in the UK and in France, as well as better hydrological conditions. Excluding the impact of the health crisis described above, EBITDA would have increased by 6.2% in organic terms.

The financial result showed an expense of €2.582 million in 2020, down €2.218 million relative to 2019. Two main effects explained this change:

- change in the fair value of the portfolio of dedicated assets. This totalled €1,218 million thanks to the good performance of equity and bond markets during the health crisis. The performance was nevertheless lower than in 2019 (€2,545 million, *i.e.* -€1,327 million), which was an exceptional year. As a reminder, this change in fair value is not included in the calculation of net income excluding non-recurring items;
- the increase in discount expenses charges for nuclear provisions in France (€572 million), primarily related to the 20 basis point decline in the discount rate in 2020 vs. 10 basis points in 2019.

Net income excluding non-recurring items amounted to €1,969 million at end-2020, down by €1,902 million compared to 2019. This change reflected the decline in EBITDA, the increase in depreciation and amortisation and a deterioration in the financial result (-€755 million).

1. The majority of the 2019 amount was attributable to the sale of 50% of the Scottish offshore wind farm project Neart na Gaoithe (NnG) to Irish electricity group ESB.

2. The capital gain recorded also includes the revaluation of securities retained following the loss of control of the company.

3. Net investments include growth operating and financial investments, net of disposals. They also include net debt acquired or sold during acquisitions and disposals of securities, investment subsidies received as well as third-party interests. They do not include the disposals of the 2019-2020 plan.

Net income Group share came to €650 million in 2020, down €4,505 million. Apart from the reduction in net income excluding non-recurring items, significant non-recurring items impacted performance (adjustments to fair value of financial instruments, tax litigation in France, an unfavourable change to the UK corporate tax rate, exceptional additional costs related to the penetration welds of Flamanville 3).

Cash flow and net financial debt

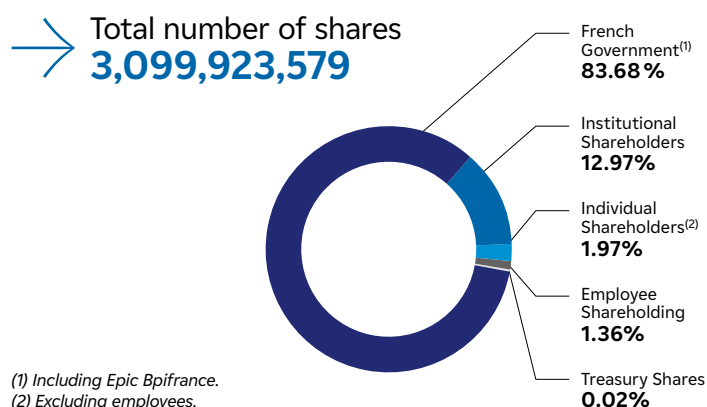
Cash EBITDA was up €1,709 million. However, this growth was impacted by a deterioration in WCR between 2019 and 2020 (-€2,154 million). This difference was notably attributable to the rise in stocks (capacity certificates and energy saving certificates) of €898 million, as well as the increase in margin calls for the optimisation/trading business (€1,235 million). Group cash flow came to €2,709 million in 2020 (versus -€825 million end-2019).

Total net investments³, including HPC and Linky, amounted to €14,145 million, globally stable compared to 2019.

Group net financial debt came to €42,290 million at end-December 2020. The net financial debt to EBITDA ratio stood at 2.61x, slightly exceeding the target of less than 3x.

Shareholding structure

At 31 December 2020



Dividend

The EDF Board of Directors meeting of 17 February 2021 decided to propose to the Ordinary Shareholders' Meeting to approve the payment of a dividend for 2020 of €0.21 per share conferring entitlement to the ordinary dividend and €0.231 per share conferring entitlement to the loyalty dividend.

It also set the terms for settlement of the dividend for 2020 that shareholders will be asked to approve at the Shareholders' Meeting:

- detachment of dividends (ordinary and bonus) on 12 May 2021;
- exercise period for the option for payment in new shares from 14 May to 1 June 2021 inclusive;
- dividend payment, and settlement/delivery of shares on 7 June 2021.

Unless they have opted for payment in new shares between 14 May and 1 June 2021 inclusive, shareholders will receive their dividend in cash on the date of its payment, namely 7 June 2021.

The French State has committed to opt for a scrip dividend payment for 2020 fiscal year.

EDF share profile

IDENTITY CARD

ISIN code of negotiation	FR0010242511
Listing location	Euronext Paris
Indices	CAC Next 20, Euro STOXX Utilities, STOXX Europe 600 Utilities, Euronext 100

- **FR0010242511**: code of negotiation
- **FR0011635515**: securities which already benefit from the loyalty bonus

- **FR0013459351**: securities which will benefit from the loyalty bonus in 2022
- **FR0014000R76**: securities which will benefit from the loyalty bonus in 2023



COMPOSITION OF THE BOARD OF DIRECTORS AT 1 MARCH 2021

Directors appointed by the Shareholders' Meeting



Jean-Bernard LÉVY
Chairman and CEO of EDF
CC



Bruno CREMEL
General Partner and Deputy Chief Executive Officer of Partech Partners
▲ ■



Colette LEWINER¹
Professional Director
▲ ■ CC ■



Véronique BÉDAGUE-HAMILIUS
Deputy Chief Executive Officer of the Nexity Group, in charge of the activity the "Enterprises and Local Authorities Client" division, CEO of Nexity Immobilier d'Entreprise
■



François DELATTRE¹
Secretary General of the Ministry for Europe and Foreign Affairs
■



Gilles DENOYEL
Chairman of the Board of Directors of Dexia
CC



Laurence PARISOT¹
Chairwoman and Managing Director of Citi France
▲ ■ ■



Claire PEDINI
Senior Vice-President, in charge of Human Resources and Digital Transformation for Saint-Gobain
▲ ■ CC



Philippe PETITCOLIN
Corporate Director
▲ ■ ■



Marie-Christine LEPETIT¹
Head of Inspectorate General of Finance reporting to the Ministry for Economy, Finance and the Recovery
CC ■



Michèle ROUSSEAU¹
Chairman of the Board of Directors of the *Bureau de Recherches Géologiques et Minières* (BRGM)
■

58.5
years
AVERAGE AGE

41.7%
OF INDEPENDENT DIRECTORS²

9
BOARD MEETINGS

96.3%
ATTENDANCE RATE

Employee representatives



Claire BORDENAVE
Sponsored by CGT
■



Jacky CHORIN
Sponsored by FO
■ ■ ■



Karine GRANGER
Sponsored by CGT
■ ■ ■ ■



Martin VIAL
Commissioner of the French State Shareholding Agency
■ ■



Jean-Paul RIGNAC
Sponsored by CGT
■



Vincent RODET
Sponsored by CFDT
■ ■ ■ ■ ■



Christian TAXIL
Sponsored by CFE-CGC
■ ■

French State representative appointed by Decree

- Committee Member
- CC Committee Chairman
- Audit Committee
- Strategy Committee
- Appointments, Remuneration & Governance Committee
- Nuclear Commitments Monitoring Committee
- Corporate Responsibility Committee
- ▲ Independent Director in accordance with criteria stated by the AFEP-MEDEF code

1. Directors whose terms of office will come to an end at the Shareholders' Meeting of the 6th of May 2021.

2. Excluding Directors representing employees.

CANDIDATES WHOSE RENEWAL AS DIRECTOR IS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDER'S MEETING

The Shareholders' Meeting is called upon to renew the mandate of four directors, presented below. For further information regarding the curriculum vitae of the directors whose reappointment is proposed, please refer the resolutions on pages 14 and 15 of the Report of the Board of Directors on the draft resolutions.

François Delattre

Graduate from the Paris Institute of Political Studies and former student of the National School of Administration (ENA), Mr Delattre was nominated as Second Secretary at the French Embassy in Germany in 1989. After two years at the Strategic affairs and Disarmament Department of the French Ministry for Foreign Affairs (1991-1993), he became a Special Advisor in Defence and European and Transatlantic Security, first in the Office of the Minister of Foreign Affairs Mr Juppé, then within the diplomatic team of the President of the French Republic, Mr Chirac (1995-1998). Appointed head of the Press and Communication Service at the French Embassy in Washington in 1998, he was later appointed Deputy Chief of Staff to the Minister of Foreign Affairs, Mr de Villepin (2002), Consul General in New York (2004), France's Ambassador to Canada (2008-2011), then to the United States (2011-2014), and Permanent Representative of France to the United Nations (2014). He has been General Secretary of the Ministry of Europe and Foreign Affairs since July 2019 and Director of EDF since June 2019.

Marie-Christine Lepetit

A former student of the École Polytechnique and the National School of Administration (ENA), Ms Lepetit joined the General Inspectorate of Finance in 1987. After being appointed in 1991 at the General Inspectorate of Finance to introduce management control, she was in charge of the synthesis work at the Tax Legislation Department, before joining the office of the Prime Minister, Mr Juppé, as a technical advisor in taxation (1995-1997). Appointed Head of Tax Law at the Ministry for the Economy and Finance in 2004, she pushed through tax reforms from 2004 to 2012, co-chaired the working group on the reform of the financing of social welfare and co-signed the report by the conference of experts on the "energy-climate contribution" chaired by Mr Rocard. She has been Head of the General Inspectorate of Finance since March 2012 and Director of EDF since May 2012.

Colette Lewiner

A former student of the École Normale Supérieure and holder of an Agrégation degree in physics and Doctorate in science, Ms Lewiner joined Électricité de France in 1979. In 1989 she created the Development and Commercial Strategy Division, thus becoming the first woman appointed Executive Officer at EDF. From 1992 to 1998, she was Chair and Chief Executive Officer of SGN, a subsidiary of AREVA-Orano, then joined Capgemini to create and manage the Global Energy and Utilities division until June 2012. Since July 2012, she has been, as Manager of Cowin, a Consultant in the energy field. Non-executive Chairman of TDF (SAS) from 2010 to 2015, she has been a member of the National Academy of Technologies of France since 2002. She has been Director of EDF since April 2014.

Michèle Rousseau

Graduate of the École Nationale Supérieure des Mines de Paris, Ms Rousseau started her career at the Nord-Pas-de-Calais Regional Directory for Industry, Research and Environment as Head of the Environment Division. She then joined the Ministry of the Environment to be in charge of waste issues, and later the Ministry of Industry as Deputy Head of the Nuclear Installation Safety Division. After being Deputy General Manager of the French research and innovation agency, she was appointed Head of the demand and energy markets department at the Ministry for the Economy, Finance and Industry, and led in particular the elaboration of the new legislative framework for the European electricity and gas markets opening. Secretary General of the Ministry of Ecology and Sustainable Development, then General Manager, Deputy Commissioner General for Sustainable Development, she was involved in the implementation of the Grenelle Environment initiative. Appointed General Manager of the Seine-Normandie Water Agency in 2011, she joined the General Council for Environment and Sustainable Development in 2016 where she headed the Haut-de-France Regional Environmental Authority. She has been Chairman of the BRGM since March 2017 and Director of EDF since September 2016.

CORPORATE GOVERNANCE

EDF adheres to the AFEP-MEDEF Corporate Governance Code, subject to the applicable specific laws and regulations.

Board of Directors

EDF is administrated by a Board of Directors consisting of 3 to 18 members in accordance with the provisions of the French Ordinance No. 2014-948 of 20 August 2014. As of 31 December 2020, it was composed of 18 members: 11 Directors appointed by the Shareholders' Meeting, 5 of which are proposed by the French State, one Representative of the French State and 6 Directors elected by employees. EDF's Board of Directors includes 41.7% of independent Directors, excluding Directors elected by employees. It includes 44.44% of women if considering the Board as a whole and 50% of women, if excluding Directors elected by employees. In accordance with the AFEP-MEDEF Corporate Governance Code and the French Commercial Code, the Board periodically reviews and questions the balance in its membership, particularly in terms of diversity, skills and percentage of independent directors, in the light of diversity policy applicable to its members that it has defined in 2019 and updated in February 2021.

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 French Republic, on recommendation from the Board, after the opinion of the competent commissions of the French National Assembly and Senate. Following the completion of this process, the mandate of Mr. Jean-Bernard Lévy was renewed by a decree of 22 May 2019.

In accordance with the law, the Board of Directors determines the orientations of the Company's activities and oversees their implementation acting in its corporate purpose, while taking into consideration the social and environmental issues of its activities as well as its « *raison d'être* » adopted in 2020. It defines the major strategic, economic, financial or technological orientations for the Company and the Group. Subject the power 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.

Committees of the Board

In order to carry out its duties, the Board of Directors has set up five 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. They are composed of at least 3 Directors, selected by the Board which appoints the Chairman of each Committee. Committees include at least one Director representing the employees.

Audit Committee

In accordance with Article L. 823-19 of the French Commercial Code, this Committee is particularly entrusted with monitoring the process to prepare financial information, monitoring the effectiveness of the internal control, risk management and internal audit systems, regarding procedures relating to the preparation and processing of accounting and financial information, as well as the performance of the duties of the Auditors. In this context, it examines and provides opinions to the Board of EDF regarding the financial position of the Company, the medium term and the budget, the statutory and consolidated annual and half-yearly financial statements and related financial reports, the monitoring of risks and internal control, the audit, the monitoring of the Statutory Auditors, the financial aspects of material external growth or divestment transactions, the policies in terms of insurance, energy market risks and risk of bankruptcy of the Group's counterparties and social and environmental risks. In conjunction with the Corporate Responsibility Committee, it ensures the existence of internal control and risk management processes in terms of ethics, compliance, and corporate responsibility.

Nuclear commitments monitoring Committee

This Committee's tasks are to monitor changes in nuclear provisions, issuing an opinion on governance of dedicated assets, the rules for asset-liability management and on strategic allocation, as well as ensure the compliance of the management of the assets constituted by the Company in accordance with the policy for constituting, managing, and controlling the financial risks of dedicated assets. For this purpose, it relies on the works of the Nuclear Commitments Financial Expertise Committee which is composed of independent experts elected by the Board.

Strategy Committee

This Committee advises the Board on EDF's major strategic orientations, specifically the corporate strategic plan presenting the actions to be implemented in order to comply with the objectives of the multi-year energy plan (*Programmation pluriannuelle de l'énergie*), the public service contract, strategic agreements, alliances and partnerships, as well as research and development policy.

Corporate responsibility Committee

This Committee examines, in connection with the Group's strategy, the Group's commitments and policies, as well as their implementation, in terms of ethics, compliance, and corporate responsibility. It examines the way in which the Company takes into account issues relating to climate change. It makes sure, in conjunction with the Audit Committee, of the existence of programs to identify and manage the main risks in these fields. It reviews in particular the information regarding the declaration of extra-financial performance, the annual ethics and compliance report, the EDF mediator's annual report, as well as the annual reports by the French inspector general for nuclear safety and radiation protection and the inspector for hydropower safety. It submits an opinion to the Board on the way in which the Company implements a non-discrimination and diversity policy, particularly in terms of balanced representation of women and men in the management of the Company. In 2020, in accordance with best practices and Taskforce on Climate-Related Financial Disclosures (TCFD) recommendations regarding climate-related governance, EDF has appointed the President of the Corporate Responsibility Committee as the Climate point person (*Référent climat*) on the Board of Directors.

Appointments, remuneration and governance Committee

In terms of appointments, it submits its proposals to the Board of Directors regarding the appointment of Directors by the Shareholders' Meeting. It proposes to the Board the definition and updating of a diversity policy applicable to Directors and ensures the existence of succession plans in order to anticipate the succession of the Chief Executive Officer and members of the Group's Executive Committee. With regard to remuneration, this Committee gives an opinion on the principles and criteria used to determine the compensation and benefits of all kinds of the Chairman and Chief Executive Officer's within the limits of the cap of €450,000 specified by the Decree No. 2012-915 of 26 July 2012, relating to French State control of the compensation of the executives of public companies. It gives the Board its opinion on the compensation policy of the Group's Directors and Executive Officers referred to in the Article L. 225-37-2 of the French Commercial Code, as well as on the compensation policy of the Company's Executive Committee and top management. In terms of governance, the Committee oversees issues relating to corporate governance and ensures the implementation of the principles and rules outlined in the AFEP-MEDEF Code. Every year, it conducts an annual review of the functioning of the Board and its Committees and every three years supervises the formal evaluation conducted by an independent external consultant. Each year, the Committee examines the individual situations of the Directors according to the independence criteria defined by the AFEP-MEDEF Code and reports its findings to the Board. It examines and gives its opinion on situations of conflicts of interest of which it has become aware or which are reported to it and then reports such situations to the Board.

MEETING AGENDA

Ordinary resolutions

1. Approval of the annual financial statements for the financial year ended on 31 December 2020
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2020
3. Allocation of the net income for the financial year ended on 31 December 2020 and determination of the dividend amount
- A. Allocation of the net income for the financial year ended on 31 December 2020 and determination of the dividend amount - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" reviewed by the EDF's Board of Directors at its meeting held on 8 April 2021 which did not approve it
4. Payment of interim dividends in shares - Delegation of power granted to the Board of Directors
5. Approval of a related-party agreement - Subscription by the French State of green bonds convertible into new shares and/or exchangeable for existing shares ("OCEANES")
6. Approval of the Statutory Auditors' special report on the related-party agreements and commitments
7. Approval of the fixed, variable and exceptional compensation components composing the total remuneration and the benefits of any kind paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2020 - *ex post vote*
8. Approval of the information relating to the corporate officers - *ex post vote*
9. Approval of the compensation policy applicable to the Chairman and Chief Executive Officer of the Company for the financial year ended on 31 December 2021 - *ex ante vote*
10. Approval of the compensation policy applicable to the Board of Directors for the financial year ended on 31 December 2021 - *ex ante vote*
11. Fixed annual compensation allocated to the Board of Directors
12. Renewal of the term of office of a Director
13. Renewal of the term of office of a Director
14. Renewal of the term of office of a Director
15. Renewal of the term of office of a Director
16. Authorization granted to the Board of Directors to carry out transactions on the Company's shares

Extraordinary resolutions

17. Delegation of authority granted to the Board of Directors to complete capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders
18. Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

Ordinary and extraordinary resolution

19. Powers to carry out formalities



REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Dear Madam, Dear Sir,

We have convened a general meeting (the “Shareholders’ Meeting”) of Electricité de France (“EDF” or the “Company”) that you are invited to attend in order to vote on the following nineteen resolutions:

- sixteen of them are ordinary resolutions;
- two of them are extraordinary resolutions;
- the last one relates to powers to carry out formalities.

Furthermore, the Supervisory Board of the Employee Shareholding Fund (FCPE) “Actions EDF” requested the Resolution A to be added on the Meeting agenda.

In this report, we explain the rationale behind each of these resolutions.

The course of business and financial position of the Company during the financial year ended on 31 December 2020 are described in the Company’s 2020 universal registration document. A table summarizing the delegations of authority currently granted for capital increases is also included in section 7.3.3 of such universal registration document.

For more information on EDF’s business, and in particular on the course of business since the beginning of the financial year 2021, please note that you can refer to the financial disclosure and also to the press releases available on the Company’s website.

ORDINARY RESOLUTIONS

Resolutions 1 and 2

Approval of the annual and consolidated financial statements for the financial year ended on 31 December 2020

These two resolutions submit to your approval EDF’s annual financial statements for the financial year ended on 31 December 2020, which show a profit of €222,404,590.12 and the EDF group’s consolidated financial statements for the financial year ended on 31 December 2020, as drawn up by the Board of Directors during its meeting held on 17 February 2021.

It is specified that pursuant to Article 223 *quater* of the French Tax Code, the overall amount of expenses and costs referred to in the 4th paragraph of Article 39 of the French Tax Code amounts to €2,815,884 for the financial year ended on 31 December 2020, and the related tax amount is €901,646.

Resolution 3

Allocation of the net income for the financial year ended on 31 December 2020 and determination of the dividend amount

Taking into account the retained earnings showing a credit of €9,121,361,087.51, the distributable profit amounts to €9,343,765,677.63. It is proposed to the Shareholders’ Meeting to allocate and distribute the profit for the financial year ended on 31 December 2020 as follows:

	(in euros)
Profit for the financial year ended on 31 December 2020	222,404,590.12
Retained earnings	9,121,361,087.51
Total distributable profit	9,343,765,677.63
Dividend to be distributed for the financial year ended on 31 December 2020 ⁽¹⁾	653,113,289.96
Total amount of the dividend paid for the financial year ended on 31 December 2020	653,113,289.96
Balance of the distributable profit allocated to the “Retained Earnings” account	8,690,652,387.67

(1) On the basis of the number of shares constituting the share capital on 31 December 2020, i.e. 3,099,923,579 shares, and on the basis of an estimate of 101,397,065 shares conferring entitlement to the loyalty dividend.

Pursuant to the third resolution, it is proposed to the Shareholders' Meeting to set the ordinary dividend for the financial year ended on 31 December 2020 at €0.21 per share conferring entitlement to the ordinary dividend.

In accordance with Article 24 of the bylaws, the shares continuously held in registered form by the same shareholder from 31 December 2018 to the payment date of the dividend for the financial year ended on 31 December 2020 would benefit from a 10% increase in the amount of the dividend attached to them. The number of shares conferring entitlement to such increase held by a single shareholder cannot exceed 0.5% of the share capital.

As a result, it is proposed to the Shareholders' Meeting to set the loyalty dividend at €0.231 per share conferring entitlement to the loyalty dividend.

The shares that have been held in registered form for at least two years as at 31 December 2020, and that would cease to be held in registered form before the date of payment of the dividend for the financial year ended on 31 December 2020, would not benefit from the loyalty dividend, but only from the ordinary dividend. The distributable profit corresponding to the difference would be allocated to the "retained earnings" account.

In the event of a change, between 31 December 2020 and the ex-dividend date, in the number of shares of the Company carrying dividend rights, the total amount of the dividend would be adjusted accordingly and the amount allocated to "Retained earnings" would then be determined by the Board of Directors on the basis of the dividend actually paid.

Besides, the Shareholders' Meeting, having reviewed the report of the Board of Directors, acknowledges that the share capital is fully paid up and resolves, pursuant to 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 payment in new shares of the Company of the dividend to be paid for the financial year ended 31 December 2020.

Each shareholder would be given the choice between a payment of the dividend in cash or in shares, but such option would apply to the total amount of the dividend (loyalty or ordinary) to which the shares he or she holds confer entitlement.

In the event that this option is exercised, the new shares would be issued at a price equal to 90% of the difference, rounded up to the nearest superior euro cent, between the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the date of the Shareholders' Meeting, and the amount of the dividend to be distributed for the financial year ended on 31 December 2020.

The new ordinary shares allocated in payment would confer the same rights as the existing shares and carry current dividend rights (*jouissance courante*), i.e. they would confer the right to any distribution paid out as from the date of their issuance.

The shareholders would be entitled to exercise such option between 14 May 2021 and 1 June 2021, inclusive. To exercise such option, shareholders would have to address their request to the authorized financial intermediaries. For shareholders holding shares in pure registered form, the request would have to be addressed to the Company's agent (BNP Paribas Securities Services – Service OST Nominatif – 9, rue du Débarcadère – 93761 Pantin cedex – France). For shareholders who have not exercised their option by 1 June 2021 at the latest, the dividend (loyalty or ordinary, as applicable) would be entirely paid in cash.

If the amount of the dividend (loyalty or ordinary, as applicable) in respect of which the option would be exercised does not correspond to a whole number of shares, the shareholder would receive the number of shares rounded down to the nearest inferior whole number, and a balancing payment in cash (*soulte*).

The ex-date for the dividend (loyalty or ordinary, as applicable) would be 12 May 2021 and the payment date would be 7 June 2021.

For shareholders to whom/which the dividend (loyalty or ordinary, as applicable) would be paid in cash, it is proposed to set the payment date on 7 June 2021.

For shareholders having opted for payment of the dividend (loyalty or ordinary, as applicable) in shares, the shares would be delivered on the same date, i.e. on 7 June 2021.

It is proposed to the Shareholders' Meeting to grant full powers to the Board of Directors, with the ability to subdelegate to the Chairman and Chief Executive Officer under the conditions provided for by law, to ensure the effective payment of the dividend (loyalty or ordinary, as applicable) for the financial year ended on 31 December 2020, and in particular:

- to determine the terms and conditions of such payment's application and implementation;
- to carry out all the transactions related to or resulting from the exercise of the option;
- in case of a capital increase, to deduct the costs induced by such capital increase from the related share premium, and to deduct from this amount the amounts necessary to increase the legal reserve up to the tenth of the new share capital, to ascertain the number of new shares issued as a result of this resolution and the completion of the capital increase, and to make any useful or necessary amendments to the bylaws with respect to the share capital and the number of shares composing the share capital; and, more generally,
- to take all useful or necessary steps.



As a reminder, the dividends distributed for the last three financial years were as follows:

FINANCIAL YEAR	NUMBER OF SHARES	DIVIDEND PER SHARE (IN EUROS)	TOTAL DISTRIBUTED DIVIDEND ⁽¹⁾ (IN EUROS)	PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX REBATE ⁽²⁾
2017	2,927,438,804	0.46 ⁽³⁾	1,341,187,189.41 ⁽⁴⁾	100%
2018	3,010,267,676	0.31 ⁽⁵⁾	933,556,364.41 ⁽⁶⁾	100%
2019	3,050,969,626	0.15 ⁽⁷⁾	456,888,323.70 ⁽⁸⁾	100%

(1) After deduction of the treasury shares.

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

(3) Representing an amount of €0.526 per share conferring entitlement to a loyalty dividend.

(4) Including €432,632,648.85 paid on 11 December 2017 for the 2017 interim dividend, composed of €398,440,228.20 paid in new shares, €33,746,467.50 paid in cash, and a balancing payment of €445,953.15 in cash. The balance of the 2017 dividend, amounting to €908,554,540.56 paid on 19 June 2018, is composed of €847,339,360.56 paid in new shares, €60,331,512.63 paid in cash, and a balancing payment of €883,667.37 in cash.

(5) Representing an amount of €0.341 per share conferring entitlement to a loyalty dividend.

(6) Including €451,000,397.55 paid on 10 December 2018 for the 2018 interim dividend, entirely in cash. The balance of the 2018 dividend, amounting to €482,555,966.86 paid on 18 June 2019, is composed of €452,021,956.95 paid in new shares and € 30,534,009.91 paid in cash.

(7) Cancellation of the bonus dividend for the financial year ending on 31 December, 2019.

(8) Amount paid on 17 December 2019 as an interim dividend for 2019, composed of €429,635,913.60 paid in new shares, €27,252,346.20 paid in cash and €63.90 as a balance. The balance of distributable income for the year ended on 31 December 2019 was allocated to "Retained earnings" by the EDF Shareholders' Meeting of 7 May 2020.

Resolution A

Allocation of the net income for the financial year ended on 31 December 2020 and determination of the dividend amount - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" reviewed by the EDF's Board of Directors at its meeting held on 8 April 2021 which did not approve it

The Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" has requested the Company to include a draft resolution on the agenda of the Shareholder's Meeting aiming at not allocating a dividend to shareholders for the financial year 2020 in order to invest the amount. This draft resolution is worded as follows:

"Given the debt situation and the negative effects of Covid-19, which generate significant risks to the company's finances, the Shareholders' Meeting decides not to allocate a dividend for the 2020 financial year in order to invest the amount in the interests of all shareholders, in particular by sustainably developing the industrial tool."

The draft resolution was reviewed and was not approved by the Board of Directors at its meeting of 8 April 2021.

Resolution 4

Payment of interim dividends in shares - Delegation of power granted to the Board of Directors

In accordance with Article 25 of the Company's bylaws and Articles L. 232-12, L. 232-13 and L. 232-18 *et seq.* of the French Commercial Code, it is proposed under this 4th resolution to authorize the Board of Directors, should it decide to pay one or more interim dividend in respect of the financial year 2021, to offer to each shareholder, for all or a portion of each interim dividend, a choice between payment in cash or in shares.

It is specified that, should the shareholders opt for the payment of the interim dividend in shares, this option would apply to the total amount of the said interim dividend. In addition, the shares so-subscribed would be ordinary shares and would carry current dividend rights (*jouissance courante*), *i.e.* they would confer the right to all dividends paid out as from their date of subscription.

The Board of Directors would set the period of time within which, as from its decision to pay an interim dividend, the shareholders would be entitled to request the payment of such interim dividend in shares, if such option is offered to them. However, this period of time could not exceed three months.

If the Board of Directors decided to propose the payment of an interim dividend in shares, the shares would be issued at a price equal to the difference between the average of the opening prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days prior to the decision to pay the interim dividend, and the net amount of the interim dividend so allocated; such difference being reduced, if so decided by the Board of Directors, by a discount of up to 10% of the aforementioned difference, and rounded up to the nearest superior euro cent.

If the amount for which the option is exercised does not correspond to a whole number of shares, the shareholder shall receive the number of shares rounded down to the whole number immediately below, and the balancing amount should be paid in cash.

Full powers would be granted to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to take all steps required for the payment of interim dividends in shares if it decides to distribute an interim dividend and to pay such dividend in shares, to acknowledge the capital increase resulting therefrom, to amend the bylaws accordingly, and, more generally, to take all useful or necessary steps.

Resolution 5

Approval of a related-party agreement - Subscription by the French State of green bonds convertible into new shares and/or exchangeable for existing shares (“OCEANEs”)

Under the 5th resolution, it is proposed to the Shareholders' Meeting, having reviewed the special report of the Statutory Auditors to approve the issuance agreement dated 8 September 2020, in connection with the issuance of green bonds convertible into new shares and/or exchangeable for existing shares, which were subscribed for approximately 40% of the amount of the issuance by the French State.

In 2015, the Company had set a target of doubling its net installed renewable energy production capacity to more than 50GW by 2030. This issuance will strengthen the Company's leading position in renewable energies in Europe and demonstrates the Company's commitment to *“build a CO₂-neutral energy future reconciling preservation of the planet, well-being and development through electricity and innovative solutions and services”* in line with its *“raison d'être”*, but also confirms the Company's leading position in terms of innovation in the Green Bonds market.

The OCEANEs subscribed for by the French State were subject to the provisions of the contract for the issuance of the OCEANEs, the final terms and conditions of which were determined in accordance with the procedure known as the *“Bookbuilding procedure”* (the *“Subscription Contract”*).

The settlement-delivery of the OCEANEs was carried out on 14 September 2020. With respect to the main terms and conditions of the Subscription Agreement, the nominal amount of the loan represented by the OCEANEs amounted to approximately €2.4 billion. The nominal value of the OCEANEs was set at €10.93, reflecting a conversion premium of 32.50% with respect to the reference price¹ of the Company's share on the Euronext regulated market in Paris.

The OCEANEs do not bear interest. The OCEANEs were issued at an issuance price of €11.70, *i.e.* 107.00% of their nominal value, *i.e.* a gross negative annual yield of - 1.68%.

Unless they have been previously converted, exchanged, redeemed, or repurchased and cancelled, the OCEANEs will be redeemed at par on 14 September 2024, the maturity date of the loan.

The conversion and/or exchange ratio of the OCEANEs is one share per OCEANE (subject to customary adjustments, including anti-dilution and dividend adjustments). The French State placed an order in the order book and subscribed for a nominal amount of €960 million, representing approximately 40% of the issuance.

The conclusion of the Subscription Agreement did not give rise to the payment of a price by the Company, within the meaning of Article R. 22-10-17 of the French Commercial Code.

EDF's Board of Directors, during the meeting held on 7 September 2020, authorized the conclusion of the Subscription Agreement, pursuant to

Article L. 225-38 of the French Commercial Code. The representative of the French State, pursuant to the provisions of Article L. 225-40 of the French Commercial Code, and the Directors appointed on the proposal of the French State, pursuant to the provisions of the Board of Directors' internal rules relating to conflicts of interest, did not take part in the vote.

Finally, an information notice presenting the main provisions of the Subscription Agreement was published on the EDF website on 8 September 2020, pursuant to Article L. 22-10-13 of the French Commercial Code.

Pursuant to Article L. 225-40 of the French Commercial Code, the French State will not participate in the vote under the 11th resolution proposed to the Shareholders' Meeting.

Resolution 6

Approval of the Statutory Auditors' special report on the related-party agreements and commitments

Under the 6th resolution, it is proposed to the Shareholders' Meeting to approve the Statutory Auditors' special report on the related-party agreements and commitments as referred to in Articles L. 225-38 *et seq.*, and to acknowledge the information relating to agreements and commitments entered into or undertaken during the previous financial years and the performance of which was continued during the latest financial year, as mentioned in such report.

Besides, it is specified that the related-party agreements that were executed and authorized during previous financial years and the performance of which was continued during the latest financial year, were reviewed by the Board of Directors during the meeting held on 17 February 2021, in accordance with Article L. 225-40-1 of the French Commercial Code.

Resolution 7

Approval of the fixed, variable and exceptional compensation, components composing the total remuneration and the benefits of any kind paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2020 - *ex post vote*

It is proposed to the Shareholders' Meeting, resolving under the quorum and majority conditions required for ordinary general meetings, having reviewed the Corporate Governance report including the information required by Article L. 22-10-9 of the French Commercial Code, to approve all the compensation components composing the total remuneration and the benefits of any kind to be paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2020, attached in the section 4.6 of the 2020 universal registration document.

¹ The reference price is equal to the volume-weighted average of the EDF share price recorded on Euronext Paris since the launch of the OCEANE issuance on 8 September 2020 until the setting of the final terms and conditions of the OCEANEs on the same day.



Resolution 8

Approval of the information relating to the corporate officers - *ex post* vote

It is proposed to the Shareholders' Meeting, resolving under the quorum and majority conditions required for ordinary general meetings, having reviewed the Corporate Governance report and the information required by Article L. 22-10-9 of the French Commercial Code, attached in the section 4.6 2020 universal registration document, to approve this information in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code.

Resolution 9

Approval of the compensation policy applicable to the Chairman and Chief Executive Officer of the Company for the financial year ended on 31 December 2021 - *ex ante* vote

It is proposed to the Shareholders' Meeting, resolving pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information included in the Corporate Governance report provided for by the last paragraph of Article L. 225-37 of the French Commercial Code, to approve the compensation policy for the Chairman and Chief Executive Officer of the Company, set forth in the section 4.6 of the 2020 universal registration document, for the financial year 2021.

Resolution 10

Approval of the compensation policy applicable to the Board of Directors for the financial year ended on 31 December 2021 - *ex ante* vote

It is proposed to the Shareholders' Meeting, resolving pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information included in the Corporate Governance report provided for by the last paragraph of Article L. 225-37 of the French Commercial Code, to approve the compensation policy for the Board of Directors for the financial year 2021, set forth in the section 4.6 of the 2020 universal registration document.

Resolution 11

Fixed annual compensation allocated to the Board of Directors

The 11th resolution proposes to set the amount of the fixed annual compensation (formerly known as attendance fees) allocated to the Board of Directors to €440,000 for the financial year 2021. The distribution of this amount among the Directors is carried out in accordance with the distribution rules defined by the Board of Directors and described in the compensation policy submitted to the vote of the Shareholders' Meeting under the 10th resolution.

Resolution 12

Renewal of the term of office of a Director

It is proposed to the Shareholders' Meeting to renew Mrs. Marie-Christine Lepetit's terms of office as a Director for a 4-year period ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Mrs. Lepetit would be appointed at the proposal of the State, in accordance with Article 6.II of Ordinance No. 2014-948 dated 20 August 2014 relating to the governance and transactions on the share capital of companies in which the State holds an interest.

■ Skills and experience

A former student of the École Polytechnique and the National School of Administration (ENA), Marie-Christine Lepetit joined the Inspectorate General of Finance in 1987, where she held auditing and advisory positions. In 1991, she was recruited by Jean Lemierre to the Directorate General for Tax in order to introduce management control. In 1995, she was in charge of synthesis work at the tax law department before joining the office of the Prime Minister, Alain Juppé, as technical advisor in tax matters and macroeconomic studies then taxation and SMEs from 1995 to 1997. She continued her career at the General Directorate for Tax, working to improve service quality (pre-filled tax returns, remote procedures, and certification). She was appointed Director of Tax Law at the Ministry for the Economy and Finance in 2004 and used this role to push through tax reforms from 2004 to 2012. At the same time, she co-chaired the working group on reform of the financing of social welfare in 2006 and co-signed the report by the conference of experts on the "energy-climate contribution" chaired by Michel Rocard. She also sat on the Local Authorities Reform Committee chaired by Edouard Balladur as Executive Director and was a member of the Public Life Renewal and Ethics Commission chaired by Lionel Jospin. She has been Head of the Inspectorate General of Finance since March 2012, and now reports to the Minister for the Economy, Finance and Recovery.

Mrs. Lepetit complies with legal requirements and the AFEP-MEDEF Code's recommendations on the holding of multiple offices. She does not hold any other office in a listed company than the one held at EDF.

Mrs. Lepetit does not hold any EDF shares.

Resolution 13

Renewal of the term of office of a Director

It is proposed to the Shareholders' Meeting to renew Mrs. Colette Lewiner's terms of office as a Director for a 4-year period ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

The Board of Directors, at its meeting dated 17 February 2021, reviewed Mrs. Colette Lewiner's individual situation and qualified her as independent director in accordance with the independence criteria provided by the AFEP-MEDEF Code.

■ Skills and experience

A former student of the École Normale Supérieure and holder of an Agrégation degree in physics and Doctorate in science, Colette Lewiner joined Électricité de France in 1979. In 1989 she created the Development and Commercial Strategy Division, accordingly becoming the first woman appointed Executive Officer at EDF. From 1992 to 1998, she was Chair & Chief Executive Officer of SGN, an engineering company, subsidiary of AREVA-Orano. In 1998, she joined Capgemini to create then manage until June 2012 the Global Energy and Utilities sector. Since July 2012, she has been, as Manager of Cowin, a Consultant in the energy field. Non-executive Chair of TDF (SAS) from 2010 to 2015, she has been a member of the Académie des Technologies (*i.e.* French National Academy of Technologies) since 2002. She is a Director of the Bouygues group as well as Getlink and CGG.

Mrs. Lewiner complies with legal requirements and the AFEP-MEDEF Code's recommendations on the holding of multiple offices. In addition to her role as a director of EDF, she is also a director of the Bouygues group as well as Getlink and CGG.

Mrs. Lewiner holds 1,969 EDF shares.

Resolution 14

Renewal of the term of office of a Director

It is proposed to the Shareholders' Meeting to renew Mrs. Michèle Rousseau's terms of office as a Director for a 4-year period ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Mrs. Rousseau would be appointed at the proposal of the State, in accordance with Article 6.II of Ordinance No. 2014-948 of 20 August 2014 relating to the governance and transactions on the share capital of companies in which the State holds an interest.

■ Skills and experience

Michèle Rousseau graduated as a General Engineer from Mines ParisTech Engineering School. She began her career at the Nord-Pas-de-Calais DRIRE (*i.e.* Regional Directory for Industry, Research and the Environment) as Head of the Environment Division. She went on to join the Ministry of the Environment where she was responsible for waste, and later the Ministry of Industry where she held the post of Deputy Head of the Nuclear Installation Safety Directorate with responsibility for oversight of EDF's nuclear fleet. She then moved to the ANVAR (*i.e.* French research and innovation agency), as Deputy General Manager where she conducted policies supporting innovative projects driven by SMEs, and later moved to the French Ministry of Economy, Finance and Industry as Head of the demand and energy markets department. Here, she was tasked in particular with developing a new legislative and regulatory framework in the wake of the opening up of European electricity and gas markets and expanding energy conservation and renewable energies. Michèle Rousseau subsequently returned to the Ministry of Ecology and Sustainable Development, where she held the

positions of Secretary General and, in 2008, General Manager, Deputy Commissioner General for Sustainable Development, with particular responsibility for implementing the Grenelle Environment initiative. In 2011, she was appointed General manager of the Seine-Normandie Water Agency before returning in 2016 to the General Council for Environment and Sustainable Development where she was Chair of the Haut-de-France Regional Environmental Authority (MRAe). Michèle Rousseau has been the Chair of the Bureau de Recherches Géologiques et Minières (*i.e.* French Geological Survey institution) since March 2017, and Director of the ANR (*i.e.* French national agency for investigation) since 2019.

Mrs. Rousseau complies with legal requirements and the AFEP-MEDEF Code's recommendations on the holding of multiple offices. She does not hold any other office in a listed company than the one held at EDF.

Mrs. Rousseau does not hold any EDF shares.

Resolution 15

Renewal of the term of office of a Director

It is proposed to the Shareholders' Meeting to renew Mr. François Delattre's terms of office as a Director for a 4-year period ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Mr. Delattre would be appointed at the proposal of the State, in accordance with Article 6.II of Ordinance No. 2014-948 of 20 August 2014 relating to the governance and transactions on the share capital of companies in which the State holds an interest.

■ Skills and experience

A graduate from the Paris Institute of Political Studies (IEP) and the National School of Administration (ENA), François Delattre began his career in 1989 as Second Secretary at the French Embassy in Germany. After spending two years at the Strategic Affairs & Disarmament Department of the French Ministry for Foreign Affairs from 1991 to 1993, he became a Special Advisor in Defence and European & Transatlantic Security in the office of the Minister of Foreign Affairs, Alain Juppé in 1993, before being in charge of these issues within the diplomatic team of the President of the French Republic, Jacques Chirac from 1995 to 1998. He was appointed Head of the Press and Communication Service at the French Embassy in Washington in 1998, Deputy Chief of Staff to the Minister of Foreign Affairs, Dominique de Villepin in 2002 and then Consul General in New York in 2004. French Ambassador to Canada from 2008 to 2011, and to the United States from 2011 to 2014, he was appointed Permanent Representative of France to the United Nations in September 2014. He has been General Secretary of the French Ministry of Europe & Foreign Affairs since 1st July 2019.

Mr. Delattre complies with legal requirements and the AFEP-MEDEF Code's recommendations on the holding of multiple offices. He does not hold any other office in a listed company than the one held at EDF.

Mr. Delattre does not hold any EDF shares.



Resolution 16

Authorization granted to the Board of Directors to carry out transactions on the Company's shares

In accordance with Article L. 22-10-62 of the French Commercial Code, Articles 241-1 *et seq.* of the General Regulations of the French financial markets authority (*Autorité des marchés financiers*), and Regulation (EU) No. 596/2014 dated 16 April 2014 on market abuse, the Combined Shareholders' Meeting held on 7 May 2020 authorized the Board of Directors to set up a new share repurchase program.

It is proposed to the Shareholders Meeting to renew this authorization, with the ability to subdelegate, to purchase shares in the Company, with a view to:

- reducing the Company's share capital by cancelling all or part of the purchased shares, subject to the approval of the 18th resolution by this Shareholders' Meeting;
- allocating shares to employees and former employees of the EDF group, especially under any share purchase plan or free share allocation plan to the benefit of current or former employees under the conditions provided for by law, in particular by Articles L. 22-10-59 *et seq.* of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code (including any sale of shares covered by the aforementioned Articles of the French Labor Code) or under any offering reserved for employees under the conditions provided for by law, in particular by Article 31-2 of Ordinance No. 2014-948 of 20 August 2014, as amended;
- delivering shares upon exercise of rights attached to securities issued by the Company or one of its subsidiaries, giving access to the Company's share capital by reimbursement, conversion, exchange, submission of a warrant or by any other means, immediately or in the future, as well as carrying out all hedging transactions with respect to the obligations of the Company or the relevant subsidiary, as applicable, in connection with such securities;
- ensuring the liquidity of the EDF shares by an investment service provider through a liquidity agreement pursuant to the accepted market practice established by the French financial market authority in its Decision No. 2018-01 dated 2 July 2018;
- delivering shares upon exercise of rights attached to options issued by the Company or one of its subsidiaries, giving access upon exercise, immediately or in the future, to the Company's share capital, as well as carrying out all hedging transactions with respect to the obligations of the Company or the relevant subsidiary, as applicable, in connection with such options;
- holding shares for their subsequent delivery as a means of exchange or payment in the context of any external growth transaction, contribution, merger or demerger, as the case may be; or, more generally,
- implementing any market practice that would be allowed by the French financial market authority and, more generally, carrying out any other transactions in compliance with applicable regulations.

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

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

In applying these percentages, the number of shares would be adjusted to take into account any transactions affecting the share capital after the Shareholders' Meeting.

Acquisitions or transfers of these shares would be carried out, in one or several transactions, by all means, including on the market or over-the-counter, including through the acquisition or sale of blocks, the use of derivative financial instruments or warrants or securities giving access to the share capital of the Company, or by implementing option strategies, at such times as the Board of Directors or the person acting upon delegation of the Board of Directors shall determine, excluding 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 would be €2 billion. The purchase price would not exceed €20 per share (excluding the acquisition costs), or the corresponding value in any other currency at the same date. It is specified that the Board of Directors would be able to adjust this maximum purchase price in the event of a capitalization of premiums, reserves or profits resulting in either an increase in the nominal value of shares or in the issuance and allocation of free shares, and in the event of a share split or a consolidation (regroupement) of shares, or of any other transactions affecting equity, in order to take into account the impact of these transactions on share value.

It is proposed to the Shareholders' Meeting to grant full powers to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to implement this authorization, to specify its terms, if necessary, and to determine its conditions, and in particular 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, make all declarations, complete all formalities, and, in general, take all useful and necessary steps.

The Board of Directors would annually inform the Shareholders' Meeting of the transactions completed pursuant to this resolution.

This authorization would be granted for an 18-month period of time as from the date of the Shareholders' Meeting, and, for unused amounts, would replace all previous delegations having the same purpose.

EXTRAORDINARY RESOLUTIONS

The Shareholders' Meeting held on 7 May 2020 granted to the Board of Directors the delegations of authority and the authorizations presented in the summary table of authorizations and powers set forth in section 7.3.3 of the 2020 universal registration document of the Company. The table indicates, when appropriate, the use that has been made of such authorizations.

As some of these delegations (N° 30 and 31) expire in November 2022, it is proposed to the Shareholders' Meeting to renew these authorizations.

The purpose of **the 17th and 18th resolutions** is to authorize the Board of Directors to carry out, on its own decisions, (i) the issuance of ordinary shares of the Company without preferential subscription rights for the benefit of a category of persons and (ii) the reduction of share capital by cancellation of treasury shares.

The issuances provided for in the 17th resolution could increase the Company's share capital, leading, as the case may be, to the dilution of existing shareholders.

It is specified that the maximum nominal amount of the share capital increases, whether immediate or deferred, carried out under the 17th resolution cannot exceed and will be deducted from:

- the maximum limit on capital increases provided for in the 22nd resolution adopted by the shareholders' meeting of 7 May 2020 (the "Limit for the Capital Increases"); and
- the limit relating to capital increases with cancellation of preferential subscription rights provided for in the fourth paragraph of the 23rd resolution adopted by the shareholders' meeting of 7 May 2020 (the "Limit for the Reserved Capital Increases").

The authorizations provided for in the 17th and 18th resolutions:

- would be granted for a 18-month period of time from the date of the Shareholders' Meeting; and
- would replace, for unused amounts, all previous authorizations having the same purpose.

Resolution 17

Delegation of authority granted to the Board of Directors to complete capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders

This resolution would enable the Company, if it sees fit and so does the French State, to implement an ORE, by way of issuance of shares reserved, among others, for employees and former employees of the EDF group or to adapt the terms and conditions of a shareholding plan.

It is proposed to delegate to the Board of Directors the ability to carry out capital increases reserved for (i) employees of the Company and the Subsidiaries, as well as former employees if such employees justify an employment contract or a remunerated activity for an effective period of at least five years in the Company or the said Subsidiaries, as applicable to their personal case, who are members of a company savings plan and/or (ii) UCITS (*OPCVM*) or other entities, whether having the legal personality or not, the purpose of which is to promote employees shareholding, invested in shares of the Company and the beneficiaries or shareholders of which are persons listed in (i) above; and/or (iii) any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan (including or not a component of ownership of shares of the Company) to the benefit of persons listed in (i) above.

It is proposed to the Shareholders' Meeting to cancel the preferential subscription right of the shareholders to shares that would be issued pursuant to this resolution and to reserve the right to subscribe to new shares to a category of beneficiaries satisfying the aforementioned criteria.

It is proposed to the Shareholders' Meeting to set the discount at 30% of the average of the market prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions, it being specified that the Board of Directors would be entitled to reduce or cancel the said discount.

It is specified that the maximum nominal amount of the share capital increases carried out pursuant to this delegation could not exceed €10 million, it being specified that the nominal amount of such capital increases would also be deducted from the Limit for the Reserved Capital Increases and the Limit for the Capital Increases.

This delegation of authority would be granted for an 18-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.



Resolution 18

Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

It is proposed to the Shareholders' Meeting to authorize the Board of Directors to cancel, by way of a reduction of the share capital of the Company, all or part of treasury shares acquired as part of the share repurchase program within the limit of 10% of the share capital for each 24-month period. In determining this 10% limit, the Company's share capital would be adjusted to take into account any transactions affecting the share capital after the Shareholders' Meeting.

The Board of Directors would be able to deduct the difference between the repurchase value of the cancelled shares and their nominal value on the issuance premiums and/or on any available reserves account, including the legal reserve which can be reduced up to 10% of the completed share capital reduction.

The Board of Directors would have full powers, with the ability to subdelegate under the conditions provided for by law, to determine the terms and conditions of these transactions, amend the Company's bylaws accordingly and, more generally, take all useful and necessary steps.

This authorization would be granted for an 18-month period of time as from the date of this Shareholders' Meeting, and, for unused amounts, would replace all previous delegations having the same purpose.

ORDINARY AND EXTRAORDINARY RESOLUTION

Resolution 19

Powers to carry out formalities

It is proposed to the Shareholders' Meeting to grant all powers to the bearer of an original, a copy or an extract of the minutes of the Shareholders' Meeting to carry out all legal or administrative formalities, as well as any filings and publicity formalities required as a result of the Shareholders' Meeting.

The Board of Directors

DRAFT RESOLUTIONS

ORDINARY RESOLUTIONS

Resolution 1

Approval of the annual financial statements for the financial year ended on 31 December 2020

The Shareholders' Meeting, having reviewed the reports of the Board of Directors as well as the report of the Statutory Auditors on the annual financial statements, approves the annual financial statements for the financial year ended on 31 December 2020, including the balance sheet, the income statement and the appendix, as presented to it, showing a profit of €222,404,590.12. It also approves the transactions reflected in these financial statements or summarized in these reports. Pursuant to Article 223 *quater* of the French Tax Code, the Shareholders' Meeting acknowledges that the overall amount of the expenses and costs referred to in the 4th paragraph of Article 39 of the French Tax Code amounts to €2,815,884 for the financial year ended on 31 December 2020 and that the related taxes amount to €901,646 and approves these amounts.

Resolution 2

Approval of the consolidated financial statements for the financial year ended on 31 December 2020

The Shareholders' Meeting, having reviewed the reports of the Board of Directors as well as the report of the Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements for the financial year ended on 31 December 2020, including the balance sheet, the consolidated income statement and the appendix, as presented to it. It also approves the transactions reflected in these financial statements or summarized in these reports.

Resolution 3

Allocation of the net income for the financial year ended on 31 December 2020 and determination of the dividend amount

The Shareholders' Meeting having reviewed the report of the Board of Directors as well as the report of the Statutory Auditors on the annual financial statements, taking into account the retained earnings showing a credit of €9,121,361,087.51 acknowledges that the distributable profit amounts to €9,343,765,677.63.

Consequently, the Shareholders' Meeting decides, upon proposal of the Board of Directors, to allocate and distribute the profit for the financial year ended on 31 December 2020 as follows:

	(in euros)
Profit for the financial year ended on 31 December 2020	222,404,590.12
Retained earnings	9,121,361,087.51
Total distributable profit	9,343,765,677.63
Balance of the dividend to be distributed for the financial year ended on 31 December 2020 ⁽¹⁾	653,113,289.96
Total amount of the dividend paid for the financial year ended on 31 December 2020 (including the loyalty dividend)	653,113,289.96
Balance of the distributable profit allocated to the "Retained Earnings" account	8,690,652,387.67

(1) On the basis of the number of shares constituting the share capital on 31 December 2020, i.e. 3,099,923,579 shares, and on the basis of an estimate of 101,397,065 shares conferring entitlement to the loyalty dividend.

The Shareholders' Meeting decides to set the ordinary dividend for the financial year ended on 31 December 2020 at €0.21 per share conferring entitlement to the ordinary dividend.

In accordance with Article 24 of the bylaws, the shares continuously held in registered form by the same shareholder from 31 December 2018 to the payment date of the dividend for the financial year ended on 31 December 2020 shall benefit from a 10% increase in the amount of the dividend attached to them. The number of shares conferring entitlement to such increase held by a single shareholder cannot exceed 0.5% of the share capital.

As a result, the Shareholders' Meeting decides to set the loyalty dividend at €0.231 per share conferring entitlement to the loyalty dividend.

The shares that have been held in registered form for at least two years as at 31 December 2020, and that would cease to be held in registered form before the date of payment of the dividend for the financial year ended on 31 December 2020, would not benefit from the loyalty dividend, but only from the ordinary dividend.

The distributable profit corresponding to the difference would be allocated to the "retained earnings" account.

In the event of a change, between 31 December 2020 and the ex-dividend date, in the number of shares of the Company carrying dividend rights, the total amount of the dividend would be adjusted accordingly and the amount allocated to "Retained earnings" would then be determined by the Board of Directors on the basis of the dividend actually paid.

Besides, the shares held by the Company on the date on which the ordinary dividend and the loyalty dividend are paid out, as the case may be, would not benefit from such payments. The corresponding distributable profit would be allocated to the "retained earnings" account.

It is reminded that, on the basis of the current state of law, when a dividend is paid to individuals whose tax residence is located in France, such dividend is subject to a 12.8% fixed withholding tax ("FWT"), or, at the individual's express and irrevocable option, to the income tax at progressive rates. If an individual chooses the income tax at progressive rates, such tax applies to all the revenues, net gains, profits and receivables falling within the scope of the FWT. The dividend is eligible for the tax rebate provided for by Article 158, 3-2° of the French Tax Code, but this tax rebate is now only applicable if the taxpayer has opted for the taxation at progressive rates. The dividend is also subject to a 17.2% social contributions withholding tax.

Besides, the Shareholders' Meeting, having reviewed the report of the Board of Directors, acknowledges that the share capital is fully paid up and decides, pursuant to the provisions of Article L. 232-18 of the French Commercial Code and of Article 25 of the Company's bylaws, to give to each shareholder the possibility to opt for the payment in new shares of the Company of the dividend to be paid for the financial year ended on 31 December 2020.

Each shareholder shall be given the choice between a payment of the dividend in cash or in shares, but such option shall apply to the total amount of the dividend (loyalty or ordinary) to be distributed, to which the shares he or she holds confer entitlement.

In the event that this option is exercised, the new shares, subject to such option, shall be issued at a price equal to 90% of the difference, rounded up to the nearest superior euro cent, between the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the date of the Shareholders' Meeting, and the amount of the dividend to be distributed for the financial year ended on 31 December 2020.

The new ordinary shares allocated in payment shall confer the same rights as the existing shares and carry current dividend rights (*jouissance courante*), i.e. they shall confer the right to any distribution paid out as from the date of their issuance.

The shareholders shall be entitled to exercise such option between 14 May 2021 and 1 June 2021, inclusive. To exercise such option, shareholders shall address their request to the authorized financial intermediaries. However, for shareholders holding shares in pure registered form, the request shall be addressed to the Company's agent (BNP Paribas Securities Services Service OST Nominatif – 9, rue du Débarcadère – 93761 Pantin cedex – France). For shareholders who have not exercised their option by 1 June 2021 at the latest, the dividend (loyalty or ordinary, as applicable) shall be entirely paid in cash.

If the amount of the dividend (loyalty or ordinary, as applicable) in respect of which the option is exercised does not correspond to a whole number of shares, the shareholder shall receive the number of shares rounded down to the nearest inferior whole number, and a balancing payment in cash (*soulte*).

The Shareholders' Meeting decides to set the ex-date for the (loyalty or ordinary, as applicable) dividends on 12 May 2021 and to set the payment date on 7 June 2021.

For shareholders to whom/which the dividend (loyalty or ordinary, as applicable) shall be paid in cash, the Shareholders' Meeting decides to set the payment date on 7 June 2021.

For shareholders having opted for payment of the dividend (loyalty or ordinary, as applicable) in shares, the shares shall be delivered on the same date, i.e. on 7 June 2021.

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to subdelegate to the Chairman and Chief Executive Officer under the conditions provided for by law, to ensure the effective payment of the dividend (loyalty or ordinary, as applicable) for the financial year ended on 31 December 2020, and in particular:

- to determine the terms and conditions of such payment's application and implementation;
- to carry out all the transactions related to or resulting from the exercise of the option;
- in case of a capital increase, to deduct the costs induced by such capital increase from the related share premium, and to deduct from this amount the amounts necessary to increase the legal reserve up to the tenth of the new share capital, to ascertain the number of new shares issued as a result of this resolution and the completion of the capital increase, and to make any useful or necessary amendments to the bylaws with respect to the share capital and the number of shares composing the share capital; and, more generally,
- to take all useful or necessary steps.

The Shareholders' Meeting acknowledges that the dividends distributed for the last three financial years were as follows:

FINANCIAL YEAR	NUMBER OF SHARES	DIVIDEND PER SHARE (IN EUROS)	TOTAL DISTRIBUTED DIVIDEND ⁽¹⁾ (IN EUROS)	PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX REBATE ⁽²⁾
2017	2,927,438,804	0.46 ⁽³⁾	1,341,187,189.41 ⁽⁴⁾	100%
2018	3,010,267,676	0.31 ⁽⁵⁾	933,556,364.41 ⁽⁶⁾	100%
2019	3,050,969,626	0.15 ⁽⁷⁾	456,888,323.70 ⁽⁸⁾	100%

(1) After deduction of the treasury shares.

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

(3) Representing an amount of €0.526 per share conferring entitlement to a loyalty dividend.

(4) Including €432,632,648.85 paid on 11 December 2017 for the 2017 interim dividend, composed of €398,440,228.20 paid in new shares, €33,746,467.50 paid in cash, and a balancing payment of €445,953.15 in cash. The balance of the 2017 dividend, amounting to €908,554,540.56 paid on 19 June 2018, is composed of €847,339,360.56 paid in new shares, €60,331,512.63 paid in cash, and a balancing payment of €883,667.37 in cash.

(5) Representing an amount of €0.341 per share conferring entitlement to a loyalty dividend.

(6) Including €451,000,397.55 paid on 10 December 2018 for the 2018 interim dividend, entirely in cash. The balance of the 2018 dividend, amounting to €482,555,966.86 paid on 18 June 2019, is composed of €452,021,956.95 paid in new shares and € 30,534,009.91 paid in cash.

(7) Cancellation of the bonus dividend for the financial year ending on 31 December, 2019.

(8) Amount paid on 17 December 2019 as an interim dividend for 2019, composed of €429,635,913.60 paid in new shares, €27,252,346.20 paid in cash and a balancing payment of €63.90 in cash. The balance of distributable income for the year ended on 31 December 2019 was allocated to "Retained earnings" by the EDF Shareholders' Meeting of 7 May 2020.

Resolution A

Allocation of the net income for the financial year ended on 31 December 2020 and determination of the dividend amount - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" reviewed by the EDF's Board of Directors at its meeting held on 8 April 2021 which did not approve it

Given the debt situation and the negative effects of Covid-19, which generate significant risks to the company's finances, the Shareholders' Meeting decides not to allocate a dividend for the 2020 financial year in order to invest the amount in the interests of all shareholders, in particular by sustainably developing the industrial tool.

Resolution 4

Payment of interim dividends in shares - Delegation of power granted to the Board of Directors

In accordance with Article 25 of the Company's bylaws and of Articles L. 232-12, L. 232-13 and L. 232-18 *et seq.* of the French Commercial Code, the Shareholders' Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors, should it decide to pay one or more interim dividend in respect of the financial year 2021, to offer to each shareholder, for all or a portion of each interim dividend, a choice between a payment in cash or in shares.

If the shareholders opt for the payment of the interim dividend in shares, the shares so subscribed shall be ordinary shares.

Should the shareholder opt for it, this option shall apply to the total amount of the said interim dividend. 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 within which, as from its decision to pay an interim dividend, the shareholders shall be entitled to request the payment of this interim dividend in shares, if such option is offered to them. However, this period of time may not exceed three months.

The issuance price of the new shares shall be equal to the difference between the average of the opening prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days prior to the decision to pay the interim dividend, and the net amount of the interim dividend so allocated; such difference being reduced, if so decided by the Board of Directors, by a discount of up to 10% of the aforementioned difference, and rounded up to the nearest superior euro cent.

If the amount for which the option is exercised does not correspond to a whole number of shares, the shareholder shall receive the number of shares rounded down to the whole number immediately below, and the balancing amount shall be paid in cash.

Full powers are granted to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to take all steps required for the payment of interim dividends in shares, should it decide to distribute an interim dividend and to pay such dividend in shares; to ascertain the capital increase resulting therefrom; to amend the bylaws accordingly; and, more generally, to take all useful or necessary steps.

Resolution 5

Approval of a related-party agreement - Subscription by the French State of green bonds convertible into new shares and/or exchangeable for existing shares (“OCEANEs”)

The Shareholders’ Meeting, having reviewed the special report of the Statutory Auditors on related-party agreements governed by Article L. 225-38 of the French Commercial Code and resolving on the basis of such report, approves the following agreement: issuance agreement in connection with the issuance of green bonds convertible into new shares and/or exchangeable for existing shares (OCEANEs) by EDF S.A. which were subscribed for approximately 40% of the amount of the issuance by the French State and the main terms of which were published on the EDF website, in accordance with Article L. 22-10-13 of the French Commercial Code.

Resolution 6

Approval of the Statutory Auditors’ special report on the related-party agreements and commitments

The Shareholders’ Meeting, having reviewed the special report of the Statutory Auditors on the agreements and commitments governed by Articles L. 225-38 *et seq.* of the French Commercial Code and resolving on this report, approves such report and takes note of the information relating to the agreements and commitments entered into or undertaken during previous financial years and the performance of which was continued during the latest financial year, as mentioned in such report.

Resolution 7

Approval of the fixed, variable and exceptional compensation components composing the total remuneration and the benefits of any kind paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2020 - *ex post vote*

The Shareholders’ Meeting, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, having reviewed the Corporate Governance report including the information required by Article L. 22-10-9 of the French Commercial Code, approves the fixed, variable, and exceptional compensation components composing the total remuneration and the benefits of any kind paid to or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, in respect of the financial year ended on 31 December 2020, set forth in section 4.6 of the 2020 universal registration document.

Resolution 8

Approval of the information relating to the corporate officers - *ex post vote*

The Shareholders’ Meeting, resolving under the quorum and majority conditions required for ordinary general meetings, having reviewed the Corporate Governance report incorporating the information required by Article L. 22-10-9 of the French Commercial Code, as set forth in section 4.6 to the 2020 universal registration document, approves this information in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code.

Resolution 9

Approval of the compensation policy applicable to the Chairman and Chief Executive Officer of the Company for the financial year ended on 31 December 2021 - *ex ante vote*

The Shareholders’ Meeting, resolving pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information included in the Corporate Governance report provided for in the last paragraph of Article L. 225-37 of the French Commercial Code describing the compensation policy applicable to the corporate officers of the Company, approves the components of the compensation policy applicable to the Chairman and Chief Executive Officer of the Company for the financial year 2021, set forth in section 4.6 of the 2020 universal registration document.

Resolution 10

Approval of the compensation policy applicable to the Board of Directors for the financial year ended on 31 December 2021 - *ex ante vote*

The Shareholders’ Meeting, resolving pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information included in the Corporate Governance report provided for in the last paragraph of Article L. 225-37 of the French Commercial Code describing the compensation policy applicable to the corporate officers of the Company, approves the compensation policy applicable to the Directors of the Company for the financial year 2021, set forth in section 4.6 of the 2020 universal registration document.

Resolution 11

Fixed annual compensation allocated to the Board of Directors

The Shareholders' Meeting, having reviewed the report of the Board of Directors, resolves to set the amount of the fixed annual compensation allocated to Board members, pursuant to Article L. 22-10-14 of the French Commercial Code, to €440,000 for the financial year 2021.

Resolution 12

Renewal of the term of office of a Director

The Shareholders' Meeting, having reviewed the report of the Board of Directors, decides to renew Ms. Marie-Christine Lepetit's term of office as a Director for a period of four years, ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Resolution 13

Renewal of the term of office of a Director

The Shareholders' Meeting, having reviewed the report of the Board of Directors, decides to renew Ms. Colette Lewiner's term of office as a Director for a period of four years, ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Resolution 14

Renewal of the term of office of a Director

The Shareholders' Meeting, having reviewed the report of the Board of Directors, decides to renew Ms. Michèle Rousseau's term of office as a Director for a period of four years, ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Resolution 15

Renewal of the term of office of a Director

The Shareholders' Meeting, having reviewed the report of the Board of Directors, decides to renew Mr. François Delattre's term of office as a Director for a period of four years, ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Resolution 16

Authorization granted to the Board of Directors to carry out transactions on the Company's shares

The Shareholders' Meeting, in accordance with, the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, with Articles 241-1 *et seq.* of the General Current Regulation of the Financial Markets Authority and with the applicable provisions of Regulation (EU) No. 596/2014 dated 16 April 2014 on market abuse, having reviewed the report of the Board of Directors, authorizes the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to purchase shares of the Company with a view to:

- reducing the Company's share capital by cancelling all or part of the purchased shares, subject to the approval of the 18th resolution by this Shareholders' Meeting;
- allocating shares to employees and former employees of the EDF group, especially under any share purchase plan or free share allocation plan to the benefit of current or former employees under the conditions provided for by law, in particular by Articles L. 22-10-59 *et seq.* of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code (including any sale of shares covered by the aforementioned articles of the French Labor Code) or under any offering reserved for employees under the conditions provided for by law, in particular by Article 31-2 of Ordinance No. 2014-948 of 20 August 2014, as amended;
- delivering shares upon exercise of rights attached to securities issued by the Company or one of its subsidiaries, giving access to the Company's share capital by reimbursement, conversion, exchange, submission of a warrant or by any other means, immediately or in the future; as well as carrying out all hedging transactions with respect to the obligations of the Company or the relevant subsidiary, as applicable, in connection with such securities;
- ensuring the liquidity of the EDF shares by an investment service provider through a liquidity agreement pursuant to the accepted market practice established by the French financial market authority (*Autorité des marchés financiers*) in its Decision No. 2018-01 dated 2 July 2018;
- delivering shares upon exercise of rights attached to options issued by the Company or one of its subsidiaries, giving access upon exercise, immediately or in the future, to the Company's share capital; as well as carrying out all hedging transactions with respect to the obligations of the Company or the relevant subsidiary, as applicable, in connection with such options;
- holding shares for their subsequent delivery as a means of exchange or payment in the context of any external growth transaction, contribution, merger or demerger, as the case may be; or, more generally,
- implementing any market practice that would be allowed by the French financial market authority and, more generally, carrying out any other transactions in compliance with applicable 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 share repurchase program (i) shall not exceed 10% of the shares composing the share capital, it being specified that when shares are bought back to ensure the liquidity of the EDF shares under the terms and

conditions defined above, the number of shares taken into account for the calculation of this 10% limit is the number of shares purchased net of the number of shares sold back during the term of this authorization, and (ii) shall not exceed 5% in the case of shares acquired by the Company with a view to delivering them in the context of a merger, demerger or contribution; and

- the number of shares the Company may hold directly or indirectly at any time shall not exceed 10% of the shares composing the Company's share capital at the relevant date.

For the purposes of applying these percentages, the number of shares shall be adjusted to take into account any transactions affecting the share capital after this Shareholders' Meeting.

Acquisitions or transfers of these shares may be carried out, through one or several transactions, by all means, including on the market or over-the-counter, including through the acquisition or sale of blocks, the use of derivative financial instruments or warrants or securities giving access to the share capital of the Company, or by implementing option strategies, at such times as the Board of Directors or the person acting upon delegation of the Board of Directors shall determine, excluding 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 €20 per share (excluding the acquisition costs), or the corresponding value in any other currency at the same date. It is specified that the Board of Directors may adjust this maximum purchase price in the event of a capitalization of premiums, reserves or profits resulting in either an increase in the nominal value of shares or in the issuance and allocation of free shares; and in the event of a share split or a consolidation (*regroupement*) of shares, or of any other transactions affecting equity; in order to take into account the impact of these transactions on share value.

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to subdelegate, under the conditions provided for by law, to implement this authorization, to specify its terms, if necessary, and to determine its conditions, and in particular 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, take all useful and necessary steps.

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

This authorization is granted for an 18-month period of time as from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous delegations having the same purpose.

EXTRAORDINARY RESOLUTIONS

Resolution 17

Delegation of authority granted to the Board of Directors to complete capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular L. 225-129-2 and L. 225-138, having reviewed the report of the Board of Directors and the Statutory Auditors' report, delegates to the Board of Directors its authority to complete increases of the Company's share capital, on one or several occasions, by way of the issuance of ordinary shares of the Company reserved for the categories of beneficiaries defined below.

The Shareholders' Meeting decides to remove the preferential subscription right of the shareholders in respect of the shares to be issued pursuant to this resolution and to reserve the right to subscribe for these shares to the categories of beneficiaries having the following characteristics:

- employees of the Company, employees of subsidiaries in which the Company holds, directly or indirectly, the majority of the share capital, as well as former employees if such employees justify of an employment contract or a remunerated activity for an effective period of at least five years in the Company or its subsidiaries, which are members of a company savings plan; and/or
- UCITS (*OPCVM*) or other entities, whether having the legal personality or not, the purpose of which is to promote employees shareholding, invested in shares of the Company and the beneficiaries or shareholders of which are persons listed in (i) above; and/or
- any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan (including or not a component of ownership of shares of the Company) to the benefit of persons listed in (i) above.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €10 million.

It is specified that:

- the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, (i) the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 22nd resolution adopted by the Shareholders' Meeting of 7 May 2020 and, (ii) the limit relating to capital increases set in the 21st resolution adopted by the Shareholders' Meeting of 7 May 2020; and

(ii) the abovementioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

The Shareholders' Meeting sets the discount at 30% of the average of the opening prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the abovementioned discount, as it may see fit.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by the law, to implement this resolution, including, without limitation, in order to: define the scope, terms and conditions of the transactions carried out pursuant to this resolution; determine among the aforementioned categories the list of beneficiaries of each issuance and the number of securities to be issued to the benefit of each of them; set the number, the subscription date and price of the shares to be issued pursuant to this resolution, their dividend entitlement date, which may be retroactive, and the terms and conditions of the payment of the subscription price; grant extensions for the payment of the subscription price of the shares; take all appropriate actions to complete the capital increases; carry out all formalities resulting from the latter; deduct the costs of the capital increase from the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve up to the tenth of the new share capital; and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for an 18-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

Resolution 18

Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' report:

- authorizes the Board of Directors to reduce the share capital by the cancelation of all or part of the treasury shares as it may decide, within the limit of 10% of the share capital per 24-month period, it being reminded that this 10% limit applies to an amount of the Company capital which shall be, as applicable, adjusted to take into account the transactions having an impact on the share capital after this Shareholders' Meeting;

- authorizes the Board of Directors to deduct the difference between the repurchase value of the canceled shares and their nominal value on the issuance premiums and/or on any available reserves account, including the legal reserve which can be reduced within the limit of 10% of the completed share capital reduction;

- in that respect, grants all powers to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to determine the terms and conditions, amend the Company's bylaws accordingly and, more generally, do whatever is necessary.

The authorization granted to the Board of Directors under this resolution is valid for an 18-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

ORDINARY AND EXTRAORDINARY RESOLUTION

Resolution 19

Powers to carry out formalities

The Shareholders' Meeting grants all powers to the bearer of an original, a copy or an extract of the minutes of this Shareholders' Meeting to carry out all legal or administrative formalities, any filings and publicity formalities required as a result of the Shareholders' Meeting.



HOW TO ATTEND 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 4 May 2021 at 0:00 am** (Paris time).

It should be noted, however, that in the context of the current health crisis, the possibility of physically attending the Meeting will not be offered to shareholders.

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 4 May 2021 at 0:00 am.

IF YOUR SHARES ARE BEARER SHARES

You must be a shareholder on the second trading day before the Shareholders' Meeting at 0:00 am (Paris time), *i.e.* Tuesday 4 May 2021 at 0:00 am.

Options for participating in the meeting

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

- Vote remotely by internet
- Give a proxy to the Chairman of the Shareholders' Meeting
- Give a proxy to any other person

Given that the Shareholders' Meeting will be held behind closed doors, it is not possible to physically attend the Meeting.

EXERCISING YOUR RIGHTS BY INTERNET

You may exercise your rights via the internet until the day before the Shareholders' Meeting, *i.e.* **Wednesday 5 May 2021 at 3:00 pm** (Paris time).

FOR YOUR ISSUER-MANAGED REGISTERED SHARES

- Log onto the Planetshares website (<https://planetshares.bnpparibas.com>) using the ID number and password that you normally use to view your account.
- Click the "Take part in the vote" icon and follow the instructions; you will be directed to VOTACCESS to 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, click the top right-hand on the "Forgotten or not received password" icon and follow the instructions.
- With the ID and password, click the "Take part in the vote" icon and follow the instructions. You will be directed to VOTACCESS to vote or give a proxy.

FOR YOUR BEARER SHARES

- If your financial intermediary offers you the VOTACCESS service: Log onto the "stock market" portal of your financial intermediary and follow the instructions in order to vote or give a proxy.

THE SECURE VOTING PLATFORM VOTACCESS

- Communications are encrypted to ensure voting confidentiality.
- The platform is available from **Monday 12 April 2021** until **Wednesday 5 May 2021** 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-CONVOCATION OFFERED BY EDF



Log in PLANETSHARES and subscribe now to receive your electronic invitation to the next Shareholders' Meeting!

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.

Do not request an admission card
There is no need for a card since the Assembly is going to be held behind closed doors.

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

To give a proxy to another person, tick the box, provide the proxy's contact information and send the form to BNP Paribas Securities Services **by Sunday 2 May 2021.**

To vote by post,
tick the box.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DONNE AGIR/ I GIVE TO THE CHAIRMAN OF THE SHAREHOLDERS MEETING and request an admission card - date and sign at the bottom of the form

ASSEMBLÉE GÉNÉRALE MIXTE DES ACTIONNAIRES
convoquée pour le jeudi 6 mai 2021, à 10h00, au Siège social de la Société
Assemblée générale à huis clos, sans la présence physique des actionnaires
COMBINED SHAREHOLDERS MEETING
to be held on Thursday 6th May 2021 at 10.00 a.m.
Shareholders' meeting in closed session at the Company's registered office, without its shareholders being physically present

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY
Identifiant - Account
Nominatif Registered
Porteur
Blanc
Vote simple
Vote double
Blanc
Nombre d'actions / Number of shares
Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
Cf. au verso (2) - See reverse (2)
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou la Direction ou la Gérance, à l'EXCEPTION des cases que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // 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 Abstain.

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondante à mon choix.
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (2)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (2)

JE DONNE POUVOIR A : Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
M., Mme ou Mlle, Raison Sociale / M., Mrs. or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises 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 (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (5).
Surname, first name, address of the shareholder (change regarding this information has to be notified to relevant institution, no change can be made using this proxy form). See reverse (5)

Si des amendements ou des résolutions nouvelles (dont présentées en assemblée, si vote NON) ont été signalés au tableau ci-dessous, les cases correspondantes :
In case amendments or new resolutions are proposed during the meeting (with NO votes) I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'Assemblée générale. // I appoint the Chairman of the general meeting
- Je démissionne / I resign from voting
- Je donne procuration (cf. au verso verso (6)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom
Report (see reverse (6)) M., Mrs. or Miss, Corporate Name to vote on my behalf

Par où vous avez en considération, vous devez dater et signer au bas :
To be considered, this completed form must be dated and signed at the bottom :
à la banque / by the bank
à la société / by the company
3 Mai 2021 / May 3rd, 2021
sur 2^{ème} convocation / on 2nd notification

Date et Signature

* Si le formulaire est renvoyé daté et signé mais sans aucun choix (tous les cases d'abstention / vote par correspondance / appoint au président / power of nomination), cela sera automatiquement considéré comme Président de l'Assemblée générale.
If the form is returned dated and signed but no choice is checked (abstention card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies to the President of the General Meeting

To be accepted,
your form must reach BNP Paribas Securities Services
no later than Monday 3 May 2021.

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

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, France, or by e-mail to the following address questions@edf.fr, at the latest on the 2nd working day before the date of the Shareholders' Meeting, i.e. Tuesday 4 May 2021.

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.

Due to the fact that the Shareholders' Meeting will be held behind closed doors under the exceptional circumstances of the health crisis, shareholders are reminded that they may not amend the draft resolutions during the meeting, as the Shareholders' Meeting is being held without their physical presence.

On the day of the Shareholders' Meeting, the shareholders will be given the opportunity to ask questions in writing on the platform www.edf.fr/agm-2021. They will be answered within the allotted time.

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/agm

Documents are available for consulting and downloading 21 days prior to the Shareholders' Meeting, i.e. Thursday 15 April 2021 on our website 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
 CTO Assemblées générales
 Grands Moulins de Pantin
 9 rue du Débarcadère
 93761 Pantin Cedex
 France

Shareholders' meeting of 6 May 2021

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 Shareholders' Meeting convened on the Thursday 6 May 2021

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

Signed at _____, on _____ 2021. 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 - CTO Assemblées générales - 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, PLEASE CONTACT THE SHAREHOLDERS' RELATIONS DIVISION

■ By phone

From France:

0800 00 0800 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 - France

■ Website

www.edf.fr/shareholders

■ Facebook Actionnaires EDF

[@actionnairesedf](https://www.facebook.com/actionnairesedf)

PRACTICAL INFORMATION

In the current context of the coronavirus (Covid-19) epidemic, and in accordance with the provisions in force, **the Combined Shareholders' Meeting will be held at the Company's registered office, behind closed doors, without the physical presence of the shareholders.**

Shareholders are invited to cast their vote or give their proxy:

- either by returning the enclosed mail-in voting form;
- or by using the secure voting platform Votaccess.

However, **internet voting is recommended.**



ACCESS TO DOCUMENTATION

All documents relating to the Shareholders' Meeting can be consulted at the following web: www.edf.fr/agm



FOLLOW THE SHAREHOLDERS' MEETING IN ENGLISH

- Follow on line at*: www.edf.fr/agm-2021

or

- Listen by phone:

From France:

+33 (0)1 70 70 07 81

Confirmation code: **4878 585#**

From outside France:

+44 (0)20 71 92 83 38

Confirmation code: **4878 585#**

** Unless this webcast is disrupted or made impossible due to technical reasons.*



ASK YOUR QUESTIONS

(See detailed conditions on page 29)

- **Until 4 May**, you can send your written questions to the Board of Directors by e-mail to questions@edf.fr or by registered letter with request for acknowledgement of receipt
- **On the day of the Shareholders' Meeting**, you can submit your questions in writing on the platform www.edf.fr/agm-2021

