



ORDINARY SHAREHOLDERS' MEETING



CONVENING NOTICE



**22 JULY 2021
AT 10:00 AM**

COMPANY'S
REGISTERED OFFICE
22 AVENUE DE WAGRAM
75008 PARIS



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“ I am pleased to invite you to the audiocast of the Ordinary Shareholders' Meeting that will be held on Thursday 22 July 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 Ordinary Shareholders' Meeting will take place on Thursday 22 July 2021 at 10:00 a.m., behind closed doors, without the shareholders and other persons entitled to attend being present, at the Company's registered office.

Governmental measures currently restricting collective gatherings render the physical presence of shareholders at the Shareholders' Meeting impossible. This is due in particular to the need to respect physical distancing and hygiene measures and the potential number of participants.

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 audiocast and ask your questions in writing directly on the connection platform.

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 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.

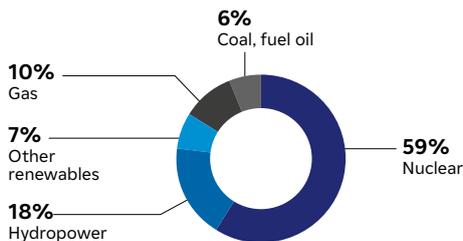
2. Sum of personnel expenses and other external expenses. At constant scope, standards, exchange rates and pension discount rate; excluding inflation. Excluding the cost of sales of energy services and Framatome's nuclear engineering services and specific projects such as Jaitapur.

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).

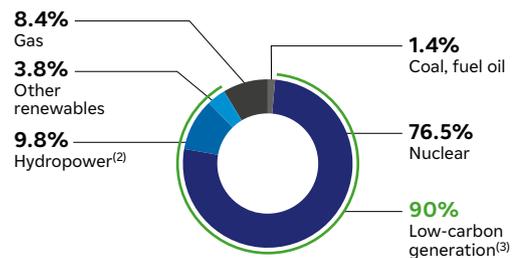
4. Renewables (including hydro capacities).

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

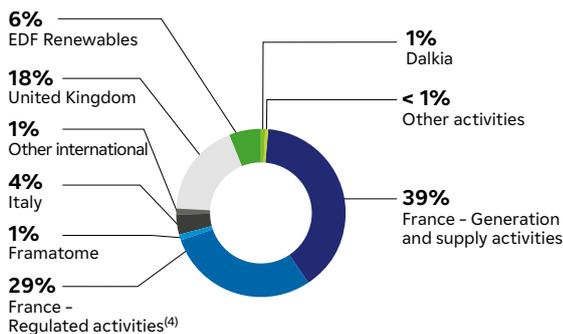
INSTALLED GENERATION CAPACITY: 120.5 GW



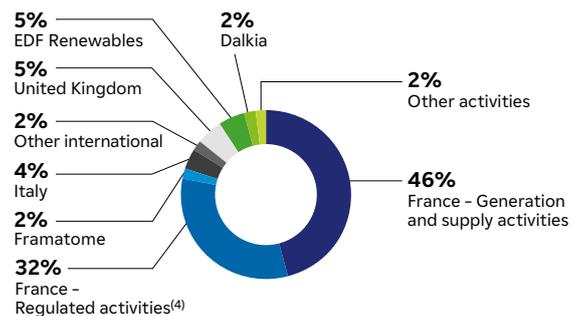
ELECTRICITY OUTPUT: 501.9 TWh



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.

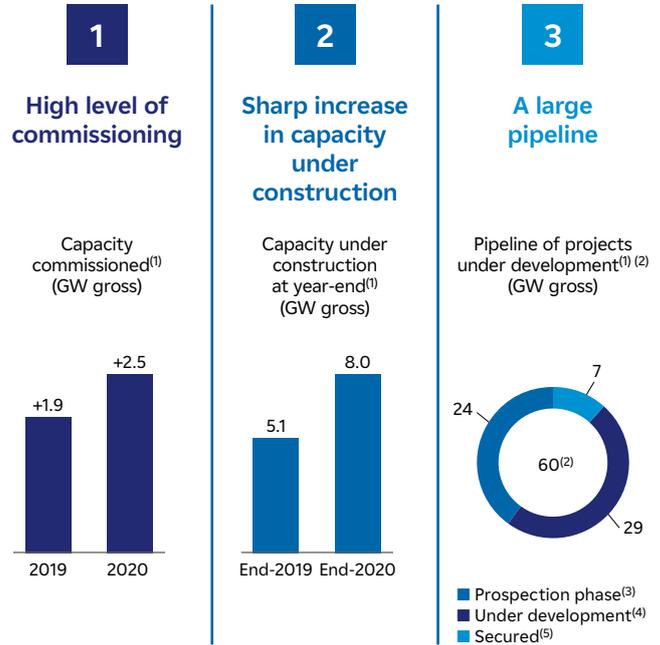
EDF Renewables output came to 15.4TWh (up 6.3% in organic terms), relating to new commissioning in 2019 (in the United States, Canada, India and France) and 2020 (in France, Israel and Brazil). Group renewables⁶ gross capacity under construction at end-2020 amounted to a record 8.0GW, of which 2.5GW 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 securitisation 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).

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.

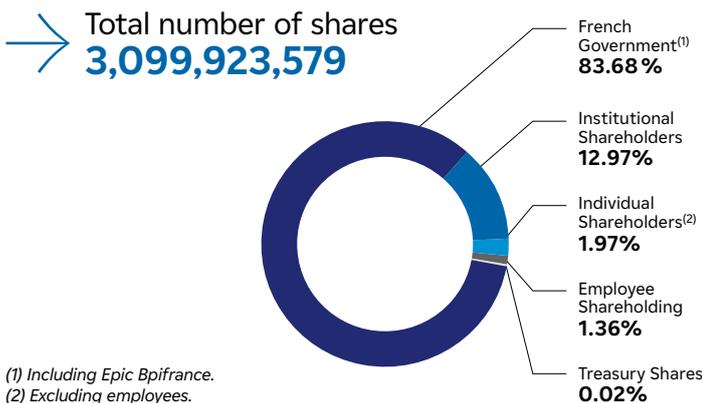
1. The majority of the 2019 amount was attributable to the sale of 50% of the Scottish offshore wind farm project Neart na Gaoithe (NnG) to Irish electricity group ESB.

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.

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, with an option of payment in new shares.

The Combined Shareholders' Meeting of 6 May 2021 approved this proposition. The payment and the settlement/delivery took place on 7 June 2021.

Information

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.

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 15 JUNE 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
LEWINER**
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
DELATTRE**
Secretary General
of the Ministry
for Europe and
Foreign Affairs
■



**Gilles
DENOYEL**
Chairman of the Board
of Directors of Dexia
CC



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



**Philippe
PETITCOLIN**
Corporate Director
▲ ■ ■



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



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

Employee representatives



**Claire
BORDENAVE**
Sponsored by CGT
■



**Jacky
CHORIN**
Sponsored by FO
■ ■ ■



**Karine
GRANGER**
Sponsored by CGT
■ ■ ■



**Jean-Paul
RIGNAC**
Sponsored by CGT
■



**Vincent
RODET**
Sponsored by CFDT
■ ■ ■ ■ ■



**Christian
TAXIL**
Sponsored by CFE-CGC
■ ■

French State representative appointed by Decree



**Martin
VIAL**
Commissioner of
the French State
Shareholding Agency
■ ■

- 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

MEETING AGENDA

Ordinary resolutions

1. Appointment of a Director
2. 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”) to submit to your vote the following two resolutions proposed to the Ordinary Shareholders’ Meeting.

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.

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

Resolution 1

Appointment of a Director

It is proposed to the Shareholders’ Meeting to appoint Ms. Nathalie Collin as a Director for a period of four years ending at the close of the Shareholders’ Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

Ms. Nathalie Collin will replace Ms. Laurence Parisot, independent Director whose office ended at the close of the Shareholders’ Meeting held on 6 May 2021.

The Board of Directors, at its meeting held on 15 June 2021, reviewed Ms. Nathalie Collin individual situation on the basis of the independence criteria provided the AFEP-MEDEF Code and considered that she can be qualified as independent Director.

■ Skills and expertise

Ms. Nathalie Collin, 56 years old, holds a Master degree in Business and fiscal Law from the Pantheon-Assas University and is an ESSEC graduate. After being a consultant at Arthur Andersen from 1987 to 1990, then from 1992 to 1993 and Deputy Chief Financial Officer at the Cité Mondiale des Vins et Spiritueux from 1990 to 1992, Nathalie Collin becomes Chief Financial Officer for France at Interleaf in 1993, before becoming Chief Financial Officer for Europe and Executive Vice President Finance in 1995. From 1997 to 2009, she holds several positions within EMI Music France, becoming Chairwoman of the Management Board in 2002. She is Co-Chairwoman of the Management Board of Libération from 2009 to 2011, and then Executive Vice President of Le Nouvel Observateur

press group from 2011 to 2014. In 2014, she joins La Poste group as Deputy Chief Executive Officer in charge of Digital Technology and Communications, before becoming Chief Executive Officer in charge of General public and Digital Technology in March 2021.

Ms. Nathalie Collin is member of the Board of Directors of Geopost. She does not hold any other office in a listed company and complies with legal requirements and the AFEP-MEDEF Code’s recommendations on the holding of multiple offices. She does not hold any EDF shares.

■ Situation of the Board of Directors

If the Shareholders’ Meeting appoints Ms. Nathalie Collin, the Board of Directors will be comprised of 50% of women, excluding Directors representing employees, and 44.44% of the Board members as a whole. The Board will moreover include five independent Directors, i.e. a total of 41.7%, out of the 12 who are taken into account for the purpose of the calculation (excluding Directors representing employees).

Resolution 2

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.

DRAFT RESOLUTIONS

ORDINARY RESOLUTIONS

Resolution 1

Appointment of a Director

The Shareholders’ Meeting, having reviewed the report of the Board of Directors, decides to appoint Ms. Nathalie Collin 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 2

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 20 July 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 20 July 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 20 July 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 21 July 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 28 June 2021** until **Wednesday 21 July 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 18 July 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 DESIRE ASSISTER A CETTE ASSEMBLEE et demande une carte d'admission - I date et signer au bas du formulaire - I WANT TO ATTEND THE SHAREHOLDERS MEETING and request an admission card - date and sign at the bottom of the form

ASSEMBLEE GENERALE ORDINAIRE DES ACTIONNAIRES
convoquée pour le jeudi 22 juillet 2021, à 10h00, au Siège social de la Société
Assemblée générale à huis clos, sans la présence physique des actionnaires

ORDINARY SHAREHOLDERS' MEETING
to be held on Thursday 22nd July 2021 at 10.00 a.m.,
Shareholders' meeting in closed session at the Company's registered office,
without its shareholders being physically present

Société anonyme au Capital de 1 578 916 053,50 €
Siège social : 122-123, Avenue de Wagram
75008 PARIS - 552 081 317 RCS PARIS

CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY

Identifiant - Account

Nom/Prénom - Registered

Nombre d'actions / Number of shares

Porteur / Holder

Nombre de voix - Number of voting rights

Vote simple / Single vote

Vote double / Double vote

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

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

Non / No	1	2	3	4	5	6	7	8	9	10	Out / Yes	A	B
Abst.	<input type="checkbox"/>												
Non / No	11	12	13	14	15	16	17	18	19	20	Out / Yes	C	D
Abst.	<input type="checkbox"/>												
Non / No	21	22	23	24	25	26	27	28	29	30	Out / Yes	E	F
Abst.	<input type="checkbox"/>												
Non / No	31	32	33	34	35	36	37	38	39	40	Out / Yes	G	H
Abst.	<input type="checkbox"/>												
Non / No	41	42	43	44	45	46	47	48	49	50	Out / Yes	J	K
Abst.	<input type="checkbox"/>												

JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE
Cf. au verso (2)

JE DONNE POUVOIR A : Cf. au verso (4)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

I HEREBY APPOINT : See reverse (4)

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.

Non, 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 (draft resolutions) sont présentés en assemblée, je vote NON sauf si j'ai signé au verso que j'accepte ces amendements / If new resolutions are proposed during the meeting, I vote NO unless 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 déléguais / delegate from voting

- Je donne pouvoir (cf. au verso verso (4) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / appoint (see reverse (4) M., Mrs or Miss, Corporate Name to vote on my behalf

For the proxy or considerations, how formal date appears under hand
To be considered, this completed form must be returned at the latest than :
à la banque / by the bank 19 juillet 2021 / July 19th, 2021
à la société / by the company 19 juillet 2021 / July 19th, 2021

Date & Signature

* Si le formulaire est renvoyé daté et signé mais sans mention d'un choix (case d'admission / vote par correspondance / appoint au président / power to resolutions), cela sera automatiquement donné au Président de l'Assemblée Générale.
If the form is returned dated and signed but no choice is checked (admission 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 19 July 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 20 July 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/ag-audio2021. 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 1 July 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 22 July 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 22 July 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 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 FRENCH

- Follow on line at*: www.edf.fr/ag-audio2021

or

- Listen by phone:

From France:

0805 101 465

Toll free service & call

Confirmation code: **8140457#**

From outside France:

+33 (0)1 70 70 07 81

Confirmation code: **8140457#**

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



ASK YOUR QUESTIONS

(See detailed conditions on page 11)

- **Until 20 July**, 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/ag-audio2021

