



## EXTRAORDINARY SHAREHOLDERS' MEETING OF 26 JULY 2016

### Agenda

- Delegation of authority granted to the Board of Directors to issue ordinary shares or securities giving access to the share capital of the Company, maintaining the shareholders' preferential subscription rights
- Delegation of authority granted to the Board of Directors, in the case of an issuance of ordinary shares or securities giving access, immediately or at a later date, to the share capital of the Company, with no preferential subscription rights for shareholders, under the 12<sup>th</sup> resolution adopted during the combined Shareholders' Meeting dated May 12, 2016, to freely set the issue price within the limit of 10% of the share capital per year
- Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plans with no preferential subscription rights for shareholders to the benefit of such members of savings plans
- Delegation of authority granted to the Board of Directors to conduct capital increases reserved for a category of beneficiaries with no preferential subscription rights of the shareholders
- Regularization, as necessary, of the combined Shareholders' Meeting of the Company dated May 12, 2016 and therefore, of the decisions taken and the resolutions adopted, excluding the 10<sup>th</sup> resolution (Delegation of authority granted to the Board of Directors to issue ordinary shares or securities giving access to the capital of the company, maintaining the shareholders' preferential subscription rights)
- Powers for the completion of formalities.

### First resolution

#### **Delegation of authority granted to the Board of Directors to issue ordinary shares or securities giving access to the share capital of the Company, maintaining the shareholders' preferential subscription rights**

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

- (i) ordinary shares of the Company;
- (ii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued of the Company (including subscription warrants (*bons de souscription d'actions*) to be freely issued or issued against payment);
- (iii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued of a company of which the Company directly or indirectly holds more than half of the capital (the "Subsidiary").

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

The total nominal value of the capital increase resulting, immediately or at a later date, from all issues undertaken under this resolution shall not exceed €480 million (the "Limit").

It is noted that (i) this Limit is common to all capital increases undertaken immediately or at a later date under the 1<sup>st</sup> and 4<sup>th</sup> resolutions proposed to this Shareholders' Meeting and under the 11<sup>th</sup>, 12<sup>th</sup>, 13<sup>th</sup>, 15<sup>th</sup> and 16<sup>th</sup> resolutions proposed at the Shareholders' Meeting dated May 12, 2016, and the nominal value of such increases shall therefore be included within this Limit, and (ii) this Limit does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

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

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

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

The nominal value of debt instruments issued pursuant to the present resolution shall not exceed €2.4 billion (or the equivalent value of this amount), it being noted that such amount is common to all debt instruments which would be issued under the 1<sup>st</sup> resolution proposed to this Shareholders' Meeting and under the 11<sup>th</sup>, 12<sup>th</sup>, 13<sup>th</sup>, 15<sup>th</sup>, 15<sup>th</sup> and 16<sup>th</sup> resolutions proposed to the Shareholders' Meeting dated May 12, 2016, and the nominal amount of the capital increase resulting from the exercise of rights attached to debt securities will only be included within the Limit defined in the third paragraph of the present resolution.

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

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

Shareholders may exercise their full preferential subscription rights for new shares. In addition, the Board of Directors shall be entitled to enable shareholders to subscribe to shares or securities giving access to the capital in excess of, and proportionally to, the minimum number of shares or securities they have preferential subscription rights, and, within the limit set in their application. If the subscriptions as of right, together where relevant with subscriptions for excess securities, do not absorb the entire issue of securities, the Board of Directors may take one or more of the following steps, in the order of its choice:

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

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

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the characteristics of the securities to be issued by the Company, to set the date of entitlement to dividends, which may be retroactive, of the securities to be issued and, if applicable, the conditions of their repurchase, to suspend, if applicable, the exercise of the right to share allocation attached to the Company's securities according to the applicable laws and regulations, to perform any

adjustment designed to take into account the impact of operations on the capital of the Company, to modify the terms and conditions of the securities to be issued under this resolution while such securities remain outstanding in compliance with the applicable formalities, to perform all necessary deductions on the issuance premium and more generally to take all appropriate actions to complete the issuances and to request the admission to trading of the securities to be issued under the present resolution.

The delegation of authority granted to the Board of Directors under this resolution repeals and replaces the 10<sup>th</sup> resolution adopted by the Shareholders' Meeting of 12 May 2016. It is valid for a period of 26 months from the date of this Meeting, and for unused amounts replaces all previous authorizations with the same purpose.

## Second resolution

**Delegation of authority granted to the Board of Directors, in the case of an issuance of ordinary shares or securities giving access, immediately or at a later date, to the share capital of the Company, with no preferential subscription rights for shareholders, under the 12<sup>th</sup> resolution adopted during the combined Shareholders' Meeting dated May 12, 2016, to freely set the issue price within the limit of 10% of the share capital per year**

The Shareholder's Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Article L. 225-136 of the French Commercial Code:

-authorizes the Board of Directors, in case of an issuance, with no preferential subscription rights, of ordinary shares of the Company or securities giving access, by any means, immediately or at a later date, to the share capital of the Company or of a company in which the Company owns more than half of the shares, either directly or indirectly, under the 12<sup>th</sup> resolution of the combined Shareholders' Meeting of 12 May 2016, to derogate from the price conditions it sets out and to determine the price in accordance with the following terms and conditions;

- decide that the total amount of the capital increases which may be carried out immediately and / or at a later date, shall not represent over 10% of the share capital per twelve-month periods (it being specified that this limit shall be calculated at the date of the decision to issue the share and / or securities giving access to the capital);
- decide that the issue price of the ordinary shares or securities giving access to the capital shall be at least equal to the average price of the share on the regulated market of Euronext Paris, weighted by the volumes during the last trading session preceding the determination of the issue price, as the case may be with a maximum discount of 5%.

The nominal amount of the capital increase of the Company resulting from the implementation of this resolution shall be impacted on the ceilings stated in the 12<sup>th</sup> resolution of the Shareholders' combined General Meeting of 12 May 2016.

Should the Board of Directors use this authorization, it shall report through a complementary report certified by the Statutory Auditors concerning the use of this delegation, describing notably the definitive terms and conditions of the operation and detailing key elements permitting to determine its actual impact on the situation of the shareholder.

The Board of Directors is granted all powers, with power to subdelegate, to implement this authorization.

The powers granted to the Board of Directors by this resolution are valid for a period of 26 months from the date of this Shareholders' Meeting.

## Third resolution

### **Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plans with no preferential subscription rights for shareholders to the benefit of such members of savings plans**

The Shareholders' Meeting, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labour Code, delegates to the Board of Directors, with the power to subdelegate, the authority to increase the capital of the Company, in one or several issuances, by an issue of shares or securities giving access to the capital of the Company, reserved for members of one or more company savings plan(s) (or other plan for which Article L. 3332-18 of the French Labour Code would allow a capital increase in equivalent conditions) at the level of the Company or of the EDF group, established by the Company or other French or foreign companies consolidated in the financial statements of the Company according to Articles L. 3344-1 and L. 3344-2 of the French Labour Code.

The total nominal value of the capital increase resulting, immediately or at a later date, from all issues undertaken pursuant to the present resolution shall not exceed €10 million. This ceiling does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The Shareholders' Meeting fixes the discount at 20% of the average opening price of the Company's share over the twenty trading sessions of the Euronext Paris market preceding the date of the decision fixing the opening date for subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or eliminate this discount if it deems such action appropriate.

The Board of Directors may allocate, within the limits prescribed by the applicable laws and regulations, bonus shares already issued or to be issued, or other securities giving access to the Company's capital already issued or to be issued, as the Company's additional contribution for employees, or as the case may be, as discount.

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

The Board of Directors shall have all powers, with power to subdelegate, to implement this resolution, and in particular to determine the scope, the terms and conditions of operations and set the dates and conditions of the issues to be made pursuant to this authorization, set the opening and closing dates for subscriptions, the dates of entitlement to dividends, the terms and conditions of the settlement of the price of the shares and other securities giving access to the Company's share capital, decide that subscriptions may be carried out directly by the beneficiaries, members of a company savings plan (or assimilated plan) or through mutual funds of the Company or other structures or entities permitted by the applicable regulations, grant extensions for settlement of the price of the shares and, where relevant, other securities giving access to the Company's capital, and apply for admission to trading for the newly-issued securities in any place it wishes.

The delegation of power given to the Board of Directors under this resolution repeals and replaces the 17<sup>th</sup> resolution adopted by the Shareholders' Meeting on 12 May 2016. It is valid for a period of 26 months from the date of this Meeting, and for unused amounts replaces all previous authorizations with the same purpose.

#### **Fourth resolution**

### **Delegation of authority granted to the Board of Directors to conduct capital increases reserved for a category of beneficiaries with no preferential subscription rights of the shareholders**

The Shareholder's Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129-2 and L. 225-138 of the French Commercial Code, delegates to the Board of Directors all powers to decide and implement capital increases of the Company's share capital, through one or more issuance of ordinary shares of the Company reserved for a category of beneficiaries as defined hereafter.

The Shareholders' Meeting decides to cancel the preferential subscription right of the shareholders regarding the shares which would be issued under this resolution and reserves the right to subscribe to such shares to the group of beneficiaries fulfilling the following requirements:

- (a) Company's employees, those of the subsidiaries in which the Company holds, directly or indirectly, the majority of the share capital, as well as former employees if they justify of an agreement or a remunerated activity of at least five years in the Company or its subsidiaries, which are members of a company saving plan;
- (b) and / or UCITS or others employee shareholding entities, with or without the moral personality, invested in shares of the Company, which bearer of shares or units are persons listed in (a) above;
- (c) and / or any banking establishment or subsidiary of such establishment acting at the request of the Company for the needs of the implementation of a shareholding or savings plan to the benefit of people listed in (a) above.

The nominal global value of the capital increase resulting from all the issuances carried out under this resolution shall not exceed a maximum of €5 million of nominal value, it being specified that this amount shall be impacted on the Limit of the capital increases as defined in the third paragraph of the 1<sup>st</sup> resolution proposed to this Shareholders' Meeting.

The Shareholders' Meeting sets the discount at 20% of the average of the first quoted prices of the Company on the Euronext Paris market during the twenty trading sessions preceding the date of the decision setting the opening date for the subscription period. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the aforementioned discount, if it deems it appropriate.

The Board of Directors shall have full authority, with power to subdelegate under the terms and conditions set out by the law, to implement this resolution and notably to: decide the terms and conditions of the operations carried out under this resolution, determine among the aforementioned groups the list of the beneficiaries of each issuance and the number of securities to issue to the benefit of each of them, to decide the number, the date and the subscription price of the shares to be issued under this resolution, the date of entitlement to dividends, which may be retroactive, the modalities of settlement, grant delays for the settlement of the price of these shares and request the admission to trading of the newly issued securities anywhere it deems fit, take all measures for the implementation of the capital increases, proceed with all formalities subsequent thereto, impact the expenses related to the share capital increase on the amount of the premium related thereto it and deduct from such amount the sums necessary to bring the legal reserve up to the tenth of the new share capital, and make all related amendments to the Articles of Association (*Statuts*), and, as a general matter, to do all that is necessary.

This delegation granted to the Board of Directors in this resolution is valid for a period of 18 months from the date of this Shareholders' Meeting.

## **Fifth resolution**

**Regularization, as necessary, of the combined Shareholders' Meeting of the Company dated May 12, 2016 and therefore, of the decisions taken and the resolutions adopted, excluding the 10<sup>th</sup> resolution (Delegation of authority granted to the Board of Directors to issue ordinary shares or securities giving access to the capital of the Company, maintaining the shareholders' preferential subscription rights)**

The Shareholders' Meeting, in accordance with the majority and quorum requirements set out in Article L. 225-96 of the French Commercial code, after the presentation of the report of the Board of Directors to this Shareholders' Meeting, having reviewed (i) the report of the Board of Directors (ii) the report of the chairman of the Board of Directors referred to in Article L. 225-37 of the French Commercial code, (iii) the management report of the Board of Directors and (iv) the Statutory Auditors'

reports established for the purpose of the 1<sup>st</sup>, 2<sup>nd</sup>, 5<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup>, 13<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, and 18<sup>th</sup> resolutions proposed to the Shareholders' Meeting of 12 May 2016 decide, as necessary, to retroactively regularize the combined Shareholders' Meeting of the Company dated May 12, 2016, and consequently the decisions taken and the approval of the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup>, 6<sup>th</sup>, 7<sup>th</sup>, 8<sup>th</sup>, 9<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup>, 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, and 18<sup>th</sup> resolutions adopted by the General Shareholders' Meeting dated May 12, 2016.

The Shareholders' Meeting acknowledges, as necessary, that this decision regularizes all the decisions taken or the publications made pursuant to the resolutions voted by the Shareholders' Meeting dated May 12, 2016 mentioned here above, as well as any decision taken by the Company or its Board of Directors taken consequently or pursuant to any of such resolutions.

### **Sixth resolution**

#### **Powers for the completion of formalities**

The Shareholders' Meeting grants all powers to the bearer of an original, a copy or an extract of the minutes of this Meeting to carry out all legal or administrative formalities, and carry out all filings and disclosures required by the applicable laws.