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January 2020

EDF Green Bond Framework (Version 2020 – 2nd update)

Green Bonds are fully integrated in the EDF Group’s financing policy, making the Group a frequent Green issuer and participant in the development and liquidity of the Green Bond market. This Green Bond Framework (the Framework) details EDF’s policy and internal organisation in terms of the potential issuance of future Green Bonds. It intends to apply best market practices, in line with the Green Bond Principles (“GBPs”) published by the International Capital Markets Association (ICMA), as well as the EU Green Bond Standard proposed by the EU Technical Expert Group on Sustainable Finance (TEG).

This is the third version of EDF’s Green Bond Framework. To date, EDF has issued the equivalent of approximately €4.5bn in Green Bonds to support development of renewable energy sources. The Group’s first two green bonds (issued in 2013 and 2015, respectively) were dedicated to the construction of new wind and solar projects by EDF Renewables. EDF subsequently extended the Framework to include investments in the renovation and modernization of hydropower assets in mainland France, with implementation in the Group’s October 2016 issuance. As a third step in the development of this Framework, EDF is extending the scope of eligible investments to include the broader EDF Group, and aligning the scope to current market practices and investor demand.

This Green Bond Framework aims to formalise the single approach that EDF will use for any potential future Green Bond issuances and the extension of its programme to new types of Eligible Projects. Going forward, it shall apply to all green bonds issued by EDF, and may be updated from time to time.

I. Rationale







EDF: a responsible electricity company that champions low-carbon growth

The world of energy is changing. Energy is becoming more decentralised, low-carbon and digital. Increasingly, customers are actively involved in their consumption, their energy savings, and even their production. Meters are becoming smarter. Digital solutions are being used to exchange power, optimise consumption and remotely control objects.

All these innovations are leading EDF to adjust and evolve. This commitment to change and to working as closely as possible with customers and regions – at the heart of the energy transition and climate issues – underpins EDF’s strategic goal called Cap 2030: a responsible electricity company that champions low-carbon growth.

Given this context, EDF has adopted six Corporate Social Responsibility Goals (CSR), echoing the United Nations’ 17 Sustainable Development Goals (SDGs). Each CSR reflects a strong commitment to climate and low-carbon solutions, the human development of the EDF Group’s employees, offers for customers (particularly the most vulnerable ones), energy efficiency, dialogue and consultation, and biodiversity.

These are priority commitments on which the Group will report each year.

Corporate Social Responsibility Goal (CSRG)		Corresponding SDGs
(1) Climate change	Go beyond the requirements of 2°C trajectory set by COP21 by drastically reducing our CO2 emissions	
(2) People Development	Adopt industrial groups' best practices in people development: health & safety, gender diversity, and social advancement.	
(3) Fuel Poverty	Offer all vulnerable people information about and support with energy use and energy benefits.	
(4) Energy Efficiency	Innovate through digital energy efficiency solutions to enable all customers to use energy better	
(5) Dialogue and consultation	Systematically organise a process of transparent and open dialogue and consultation for every new project around the world	
(6) Biodiversity	Launch a positive approach to biodiversity, not limited to understanding and reducing the impacts of our activities in the long run but having a positive effect on biodiversity	

These priorities are expected to represent a major component of EDF’s investment efforts for the foreseeable future. EDF considers Green Bonds a key financing instrument to support such efforts. Specifically, EDF is working with its various Group entities to earmark proceeds of the Green Bond issuance to the following activities:

Renewable Energy

Renewable energy is at the core of EDF’s CAP 2030 strategy. Renewable generation is already an important part of EDF Group’s generation activities. EDF is a leading European renewables generator with more than 26GW of installed capacity in Europe and over 32GW worldwide, including hydropower, wind, solar PV and other renewables. Over the last few years, EDF has dedicated approximately EUR 2.5 billion per year of gross operational investments in renewables, including the maintenance and modernisation of its existing renewable assets (especially in hydro) and the development of new renewables capacity (in particular in wind and solar PV). Furthermore, in 2015 EDF set a goal of doubling its net installed capacity to more than 50GW in 2030. To demonstrate its determination and support its ambition, EDF created a Renewable Energy Division in 2015 which is represented on the Group Executive Committee.

Energy Efficiency

EDF Group's customers are increasingly involved in their energy consumption. EDF has enshrined its commitment to energy efficiency through its Corporate Social Responsibility Goal no. 4 (above), committing the Group to innovate through energy efficiency solutions to enable all customers to use energy better.

EDF through its subsidiary Dalkia offers customers expertise in developing, building and managing innovative, greener, more cost-effective energy solutions to enable the sustainable growth of cities and companies, with a specific expertise in energy efficiency. With close to 80 years' experience in managing heating and cooling networks, optimising industrial utilities, enhancing the energy efficiency of buildings and promoting alternative and renewable energy sources, Dalkia offers tailored solutions to reduce energy consumption and boost the environmental and economic performance of facilities.

Biodiversity

As a landowner and a manager of natural resources of great importance, the EDF Group has made biodiversity a major commitment for several decades. Performance goals for industrial sites currently include improving knowledge of our natural heritage, reducing the impacts of our activities, and enriching local biodiversity. In 2018 EDF committed 20% of its EUR 510 million research budget to protecting the environment, of which approximately EUR 21 million will be allocated to biodiversity over four years. The group's ambitions in this area are captured in its Corporate Social Responsibility goal no. 6 (above). This goal encompasses the entire life cycle of installations and the whole length of the value chain. The Group strives to improve its practices and to avoid as much as possible irreversible damage to the natural environment. Most recently, in 2018, the Group committed itself to the Act4nature initiative as a means of specifying the rollout of this objective.

EDF green bond issuance strategy

Since EDF's inaugural issuance in November 2013, Green Bonds have been fully integrated into the Group's financing policy. Green Bonds contribute to EDF's goal to continuously diversify its investor base and capital markets instruments. Moreover, Green Bonds respond to investors' growing demand for green assets. Hence, EDF has been able to offer Green Bonds in most of its core capital markets in Europe, the US and Japan, and will continue to do so, according to market conditions and investor demand.

EDF green bonds (as of 30 June 2019)

Issue date ⁽¹⁾	Maturity (in years)	Nominal amount (millions of currency units)	Currency	Allocated funds as of 30/06/2019 (millions of currency units)			Total (% of raised funds)
				Construction of new renewable capacity ⁽²⁾ (excluding hydro)	Renovation, modernisation and development of existing hydroelectric facilities ⁽²⁾		
Nov. 2013	7.5	1,400	EUR	1,400	<i>Not included in Use of Proceeds</i>	1,400	(100%)
Oct. 2015	10	1,250	USD	1,250	<i>Not included in Use of Proceeds</i>	1,250	(100%)
Oct. 2016	10	1,750	EUR	887	478	1,365	(78%)
Jan. 2017	12	19,600	JPY	451	439	890	(4.5%)
Jan. 2017	15	6,400	JPY	-	-	-	

This revised Green Bond Framework also intends to integrate dedicated "use-of-proceeds" green loans which may be arranged by some EDF Divisions in order to directly finance specific green assets, in line with the Green Bond Principles and/or the Green Loan Principles, in EDF governance.

II. Green Bond Framework

EDF's Green Bond Framework is focused on power generation assets from renewable energy sources and energy efficiency projects. EDF may also earmark projects contributing to the promotion of biodiversity.

This framework serves as reference for all Green Financial Instruments of EDF Group, including green bonds, green loans, green project finance and any other financial instruments against which green Eligible Projects are earmarked (collectively the "Green Financial Instruments"). In such case, the documentation for each individual Green Financial Instrument issued by EDF shall refer to the most recent Green Bond Framework of EDF.

EDF actively participates in the governance of the Green Bond market:

- EDF is an active member of the Green Bond Principles and was a member of its Executive Committee from 2013 to mid-2019.
- EDF co-founded and acts as secretariat of the "Corporate Forum on Sustainable Finance" which was founded in December 2018 in the context of the Climate Finance Day summit. With 23 international corporate issuer members, the Forum acts as a permanent network for exchanging views and ideas. It brings together corporate actors who are committed to upholding and developing sustainable finance as a critical tool to fight climate change and to fostering a more sustainable and responsible society.
- EDF is participating actively in the current EU Action Plan on Sustainable Finance, by responding to consultations under its own name and together with its representative bodies.

In this context, EDF Green Bond Framework intends to align with the recent market practices, in particular:

- the Green Bond Principles as published by the International Capital Market Association (ICMA) in June 2018;
- the proposed EU Green Bond Standards by the EU TEG and the recommendations made by the Corporate Forum on Sustainable Finance to the TEG in June 2019;

II.1. Use of Proceeds

II.1.1 Eligible project categories

An amount equal to the net proceeds of the Green Bond issued under the EDF Green Bond Framework will be used to finance or refinance investments in EDF's green activities ("Eligible Projects"), which include the following categories.

1. Construction of renewable power generation projects

These projects contribute to climate change mitigation through the avoidance of greenhouse gas (GHG) emissions.

- a. Onshore and offshore wind energy
- b. Solar energy
- c. Hydropower
 - Development of new hydropower generation capacity in the EU (including the capacity increase of already existing facilities)
 - Hydropower projects outside of the EU, in accordance with a recognised international standard such as the IFC Performance Standards or the proposed Climate Bonds Initiative Hydropower Criteria.

- d. Energy storage projects
 - i. as part of individual renewable energy projects
 - ii. as part of projects contributing to grid balancing and/or synchronization (by extension contributing to the increased participation of renewables in the electrical system)
- e. Biomass¹
- f. Geothermal energy

2. Investments in existing hydropower facilities

These projects and improve facility resilience and adaptation to changing climate patterns and extreme events.

These operations consist in (i) replacing large electric and mechanical components, (ii) renovating electrical facilities and control systems, and (iii) upgrading existing facilities in order to improve the generation efficiency and maintain a high level of operating safety and quality over time.

3. Investments in Energy Efficiency

These projects contribute to climate change mitigation through the avoidance of greenhouse gas (GHG) emissions.

- a. Energy efficiency projects which, through energy improvement works, equipment or services, contribute significantly to a given facility's reduction of energy consumption per unit of output and thereby improve energy efficiency and CO₂ emissions, in line with best market practices and a recognized international standard such as, for example, the EU Sustainable Taxonomy or the Climate Bonds Initiative.
- b. Smart lighting projects which can involve the modernization of lighting networks to connect them to new management and communication services.
- c. Heating and cooling network projects which may include combined heat and power (CHP) and/or cogeneration realizing at least a 30% reduction in GHG emissions and a minimum of 50% usage of renewable power.²
- d. Electric vehicle charging stations

4. Investments in biodiversity protection

These projects contribute to biodiversity conservation by, among other things, attenuating the impact of the Group's activities on biodiversity

- a. Projects and/or facilities that integrate a "mitigation hierarchy"³ related to attenuating the impact of Group activities on biodiversity.
- b. Restoration and/or "renaturing" of sites
- c. Research and development on biodiversity

¹ Excluding projects using palm oil as a fuel stock

² CHP and cogeneration projects using biomass will realize at least a 75% reduction in emissions as compared to fossil generation and a minimum of 75% energy conversion efficiency

³ The mitigation hierarchy is further defined in the International Finance Corporation Performance Standards, notably Performance Standard no. 6 : *Biodiversity Conservation and Sustainable Management of Living Natural Resources* (2012)

Biodiversity projects shall be developed in line with best market practices and shall conform to a recognized international standard such as (but not limited to) the IFC Performance Standards EU Sustainable Taxonomy, or IUCN standards for biodiversity management.

II.1.2 Eligible investments

For all Eligible Projects presented above, Eligible Investments may include:

- a. Tangible or intangible assets,
- b. Capital expenditures, including selected acquisitions relating to the Eligible Project categories listed above that are mainly or exclusively related to new developments and/or technologies (e.g., related to the acquisition of a pipeline of Eligible Projects to be developed by EDF),
- c. Selected operating expenditures (e.g., maintenance costs that increase or maintain the lifetime of green infrastructures, research and development costs aimed at developing new green products and solutions relating to the Eligible Project categories listed above).

Eligible investments shall only qualify with a maximum three years look-back period before the issuance year of the bond. EDF shall communicate to investors an indicative forecasted amount (if any) to be allocated to this look-back before each Green Bond issuance.

Allocation to an Eligible Project will not exceed EDF's ownership share under this retro-active approach. For the avoidance of doubt, OPEX shall not qualify under the look-back approach.

Allocation to Eligible Projects in biodiversity shall not exceed the net amount of EDF's investment less the amount of any public subsidies (if applicable).

II.2. Process for evaluation and selection of Green Bond-financed projects

EDF's green bond investments take place in the context of EDF's established sustainability procedures including its Environmental Management System and its Group-wide Sustainable Development Policy.⁴

EDF has put in place a specific assessment and selection process for all Eligible Projects and Eligible Investments (including acquisitions). Finance Departments within the relevant EDF Divisions are responsible for assessing proposed Eligible Projects against a specific set of environmental and social criteria ("Green Project E&S Criteria"). These criteria are detailed in the Appendix and shall be provided by the relevant EDF teams. Only projects meeting all the Green Project E&S Criteria may benefit from Green Bond financing.

The relevant EDF Finance department shall document the project assessment process within their scope. This shall serve to demonstrate to an independent auditor that Green Bond-financed projects meet the applicable eligibility criteria and contribute to the objectives of this Green Bond Framework (as further detailed below).

II.3. Management of proceeds

Green Bond proceeds are managed through a dedicated process aiming to ensure full traceability of the proceeds in EDF SA's Treasury and a use dedicated to financing Eligible Projects.

An amount equivalent to the net proceeds of the Green Bonds will be tracked by the Treasury department of the Financing and Investments Division of EDF SA until full allocation to Eligible Projects. The Finance department of each relevant EDF Division will regularly notify to EDF SA's Treasury department the amount of capital and/or investments allocated to the selected Eligible Projects. Until full allocation of net proceeds to Eligible Projects, the balance of the unallocated net proceeds will be

⁴ Additional detail on these policies and processes including the ISO 14001 certification of EDF's environmental management system are publicly reported each year in EDF's annual Reference Document, Chapter 3

invested in short-term financial assets, labelled in priority as “Socially Responsible Investments” by external parties.

III. Reporting

EDF has established a specific section of its corporate website dedicated to providing information about its Green Bonds (<https://www.edf.fr/en/the-edf-group/dedicated-sections/investors-shareholders/bonds/green-bonds>)

Relevant documents and information concerning EDF’s Green Bond activities are published on its Green Bond page. This includes regular updates on the allocation of Green Bond proceeds, as well as annual reports (including detailed projects and impact reporting). EDF will report on annual basis until full allocation or the maturity date of the Green Bond issue, whichever comes first.

Reporting on allocation of Green Bond proceeds

EDF provides regular information on the allocation of the proceeds of each Green Bond issue. This includes:

- the total amount of proceeds allocated to selected Eligible Projects, its share vs. total amount of proceeds and the balance of unallocated proceeds
- the distribution of the total allocated amount by Eligible Project category and geographical distribution
- the number of Eligible Projects
- the commissioning date of projects financed

Impact reporting on construction of renewable power generation projects

EDF reports on the following aggregated impacts associated with the construction of renewable energy projects:

- the electricity generation capacity (in MW) from renewable energy sources built or added under each project category;
- the corresponding expected electricity output (in GWh) of each project category; and
- the expected avoided CO₂ emissions (in tons of CO₂) from injecting this electricity output into power grids.

As part of this report, EDF provides a list of the main Eligible Projects which have been earmarked against Green Bond funding from each Green Bond issue. This includes the projects’ name, technology, capacity (in MW), location and commissioning timeline.

These impacts are established using the methodological principles below:

- Generation capacity of financed projects: installed capacity at the end of the construction of each selected project as defined in the project’s investment memorandum and updated as appropriate during the construction phase or at project commissioning
- Expected output: generation forecast (the “P50”) taken into account when the investment decision of each Eligible Project is made.
- Expected avoided CO₂ emissions: the average emission factor per kWh of the electric system is estimated on the basis of the energy mix of the electric system and life cycle analysis (LCA) emission factors of each generation technology. The emission factor of the project corresponds to the LCA emission factor of the project’s technology. Energy mix are those published by the Environmental Protection Agency (2012) for large power networks in the United States, Statistics Canada (2013) for networks and provinces of Canada, and the

International Energy Agency (2013) for other countries. LCA emission factors of each technology correspond to the median values established by the IPCC and published in its fifth assessment report (2014). The detailed methodology is available on request at the office of the EDF group. It is important to note that there is no single reference defining a methodology for calculating avoided CO₂ emissions and the expected output and, therefore avoided, CO₂ emissions are estimated forecast data and not actual data.

Impact reporting on investments in existing hydropower facilities

EDF reports on the following aggregated impacts associated with investment activities which received a Green Bond funding:

- the electricity generation⁵ capacity (in MW) impacted by investments
- the associated expected electricity output (in GWh); and
- a qualitative description of the associated environmental benefits (including adaptation and resilience to climate change)

As part of this annual report, EDF provides a description of the most representative Eligible French Hydro Projects which received Green Bond funding from each Green Bond issue (an exhaustive list would be impractical as each Eligible French Hydro Project represents a large number of different investment activities).

The impacts are established using the methodological principles below:

- Electricity generation capacity impacted: total installed capacity of the facilities impacted by investments
- Expected output: generation forecast based on average hydro conditions

Impact reporting on energy efficiency projects

EDF reports on the following aggregated impacts associated with the construction of energy efficiency projects.

- the expected avoided CO₂ emissions (in tons of CO₂) resulting from the expected efficiency of the project
- the expected energy efficiency savings (in KWh) resulting from the project

As part of its regular Green Bond reporting, EDF provides a description of the most representative Eligible Energy Efficiency Projects which received Green Bond funding from each Green Bond issue (an exhaustive list would be impractical as Eligible Energy Efficiency Projects represent large number of different investment activities).

The impacts shall be established using the methodological principles below and transparently communicated in the regular Green Bond reporting as follows:

- Expected avoided CO₂ emissions: methodology shall be generally consistent with the approach used for Renewable Energy Projects (as may be updated from time to time)
- Energy efficiency savings: methodology shall be developed according to best market practices

General information on this methodology is communicated in the regular Green Bond reporting, and detailed calculations shall be available upon request. Additional indicators may be announced, as

⁵ Additional generation capacity in the case of projects to increase hydropower capacity of already existing facilities

applicable, prior to issuance of a new bond, to allow further communication on the impact of these projects.

Impact reporting on biodiversity investments

On a project by project basis, EDF will report on relevant indicators that demonstrate the project's contribution to biodiversity protection. These indicators will be communicated on, as applicable, prior to issuance of a new green bond.

As part of its regular Green Bond reporting, EDF provides a description of the Biodiversity Projects which received Green Bond funding from each Green Bond issue.

Methodological principles shall be transparently communicated in the regular Green Bond reporting. They shall correspond to best market practices.

IV. External Review

Second Party Opinion

EDF has appointed Vigeo Eiris to assess the sustainability of its Green Bond Framework. Vigeo Eiris applies its own methodology to carry out this assessment. The results are documented in Vigeo Eiris' Second Party Opinion which is available in the Green Bond section of EDF's website. The Second Party Opinion refers to the whole Green Bond Framework and includes every bond that is issued under it.

Annual Assurance Report

An independent auditor, shall be appointed to issue an annual assurance report on:

- i. compliance with the four components of the Green Bond Principles defined by the International Capital Market Association
- ii. compliance, in all material respects, of the Eligible Projects with the respective Green E&S Criteria
- iii. tracking of the funds raised from the Green Bond issues, in Green Treasury Assets Portfolio, to the allocation of such funds to Eligible Projects and on the reconciliation of the amount of funds allocated to Eligible Projects
- iv. compliance, in all material respects, of the methods used by the Company to estimate the CO₂ emissions avoided by the financed Eligible Projects with the methodology described in the section "Reporting" above
- v. compliance of the methods used by the Company to report on any biodiversity projects with any proposed methods of biodiversity reporting, as further described in the section "Reporting" above

This report is issued once a year until the net proceeds are used in full or the maturity date of the Green Bond issue, whichever comes first.

Appendix – Green Project Environmental & Social Criteria

Criteria		Indicators / Supporting evidence	Assurance level	SDG	EDF CSR goal
1. Commitment to ethical, transparent and sustainable human resources practices and processes	a. Respect, protection and promotion of Freedom and Human Rights	- Commitment to compliance with EDF Group Ethical Charter by a representative of the Group and/or project manager	Corporate / project	3,4,5	2
2. Monitoring the environmental impact of the project	a. Either an environmental risk analysis or an environmental impact study is systematically undertaken for every project, according to relevance.	- Existence of a study or risk assessment on the project's environmental impacts.	Corporate	14,15	6
	b. Environmental specifications of the project are monitored during operations	- Project operated within the Group or relevant entity's environmental management system (i.e. ISO 14001)	Corporate		
	c. An Environmental Referent has been designated for every project	- Name & Function of the Environmental Referent for each project	Project		
	d. <i>Specifically for existing hydropower facilities: a measurement campaign of the ecological sensitivity of the hydropower generation landsite is conducted in order to manage the biodiversity impact of our projects</i>	- Elaboration of a Biodiversity Atlas by EDF Hydro Division or EDF Group (ecological evaluation of hydropower sites in order to better manage associated environmental stakes) <i>Examples: measure of the annual total area inventoried, ecological potential of the inventoried area; diagnostics and reports for the sites considered</i>	Corporate / project		
	e. <i>Specifically for existing hydropower facilities: an open approach with its NGOs and EDF's scientific partners in the field of biodiversity</i>	- Partnerships and actions with biodiversity NGOs by the EDF Hydro Division or EDF Group <i>Examples: improving knowledge of EDF hydropower activity in mainland France and biodiversity interaction and sharing of studies outcomes to local LPO ONG with potential impact on local projects / conventions and annual reports, minutes</i>	Corporate / entity		

3. Promote health and safety of those involved in the project	a. A Health / Protection / Safety coordinator or equivalent is planned on the site of the construction project	- Name & Function of the coordinator for each of the sites of the project	Project	8	2
	b. Risk prevention plans are provided on project sites	- EDF Group Health and Safety Policy - Entity-level health and safety policy, where applicable	Corporate / entity		
4. Promote responsible relationships with suppliers	a. The Sustainable Development Charter for the principal suppliers and subcontractors is signed by each to ensure their knowledge of it	- Signature of EDF's Sustainable Development Charter by suppliers and subcontractors - OR Signature of an "Environmental and Social Commitment" by suppliers/subcontractors - OR Inclusion in the contract of a dedicated "Environmental and Social Requirements" Appendix	Corporate / entity	12	
	b. The project management is compatible with the principles of the EDF Group Code of Ethics	- Commitment of compliance with the EDF Group Ethics Charter by a representative of the management of the Group and/or the entity	Corporate / entity		
	c. A verification of good practices and of the absence of significant controversies related to the financial partners has been conducted	- Confirmation of an internal check at Group and/or entity level	Corporate / entity		
	d. There is a policy governing gifts received by EDF employees	- EDF Group Ethics and Compliance Policy	Corporate		
	e. Objective decision-making relative to procurement and signing of the major supply contracts, and open and competitive bidding on procurement, unless otherwise justifiable (as in the case of an existing framework agreement).	- Group "Code of conduct for actors in the contracting process." (<i>Code de bonne conduite des acteurs du processus de contractualisation</i>).	Corporate		
5. Commitment to organize dialogue around our projects	a. A dialogue process with external stakeholders is put in place.	- List of discussions/consultations held <i>Examples: number of public meetings, meeting minutes, reports etc.</i>	Project	4, 8, 9, 12, 16	5
	b. A check for controversies related to construction projects is conducted	- Confirmation that screening and/or research of ESG controversies related to construction projects has been conducted	Corporate / entity		

GREEN BOND FRAMEWORK 2020 - DISCLAIMER

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Forward-Looking statements

This Green Bond Framework contains certain forward-looking statements that reflect EDF S.A.’s management’s current views with respect to future events and financial and operational performance of the EDF Group. These forward-looking statements are based on EDF S.A.’s current expectations and projections about future events. Because these forward-looking statements are subject to risks and uncertainties, actual future results or performance may differ materially from those expressed in or implied by these statements due to any number of different factors, many of which are beyond the ability of EDF S.A. to control or estimate precisely, as mentioned in EDF’s 2018 universal registration document filed with the Autorité des Marchés Financiers. You are cautioned not to place undue reliance on the forward-looking statements contained herein, which are made only as of the date of this document. EDF S.A. does not undertake any obligation to publicly release any updates or revisions to any forward-looking statements to reflect events or circumstances after the date of this presentation. The information contained in this Green Bond Framework does not purport to be comprehensive and has not been independently verified by any independent third party.