

**EDF**

**Ordinary and Extraordinary Annual General Meeting**

**12 May 2022**

**Draft resolutions**

**Nota bene**

Certain limits provided for in the financial delegations have been calculated on the basis of a share capital taking into account the capital increase announced by the Company on 18 February 2022.

**MEETING AGENDA**

**Ordinary resolutions**

**First resolution** (Approval of the annual financial statements for the financial year ended on 31 December 2021)

**Second resolution** (Approval of the consolidated financial statements for the financial year ended on 31 December 2021)

**Third resolution** (Allocation of the net income for the financial year ended on 31 December 2021 and determination of the dividend amount)

**Fourth resolution** (Payment of interim dividends in shares – Delegation of power granted to the Board of Directors)

**Fifth resolution** (Approval of a related-party agreement – Settlement agreement with Areva and Areva NP)

**Sixth resolution** (Approval of the statutory auditors' special report on the related-party agreements and commitments)

**Seventh resolution** (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 2021)

**Eighth resolution** (Approval of the information relating to the remuneration of the corporate officers of the Company)

**Ninth resolution** (Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2022)

**Tenth resolution** (Approval of the remuneration policy applicable to the Board of Directors for the financial year ended on 31 December 2022)

**Eleventh resolution** (Approval regarding the fixed annual compensation allocated to the Board of Directors)

**Twelfth resolution** (Appointment of a Director)

**Thirteenth resolution** (Consultative opinion on the Company's climate transition plan to achieve carbon neutrality by 2050)

***Fourteenth resolution*** (*Authorization granted to the Board of Directors to carry out transactions on the Company's shares*)

### **Extraordinary resolutions**

**Fifteenth 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, with preferential subscription right of the shareholders)

**Sixteenth resolution** (Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, without shareholders' preferential subscription right, by way of a public offering – Excluding offerings implemented by way of "a private placement" referred to in Article L.411-2 of the French Monetary and Financial Code)

**Seventeenth resolution** (Delegation of authority granted to the Board of Directors to issue by way of a public offering referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of "a private placement"), ordinary shares or securities giving access to the share capital of the Company, with no preferential subscription right of the shareholders)

**Eighteenth resolution** (Authorization granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription right of the shareholders)

**Nineteenth resolution** (Delegation of authority granted to the Board of Directors to increase the share capital by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted)

**Twentieth resolution** (Delegation of authority granted to the Board of Directors to increase the share capital in the context of a public exchange offer initiated by the Company)

**Twenty-first resolution** (Delegation of authority granted to the Board of Directors to increase the share capital in consideration for contributions in kind granted to the Company)

**Twenty-second resolution** (Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plan, with removal of the preferential subscription right of the shareholders for the benefit of such members, pursuant to Article L.225-129-6 of the French commercial code)

**Twenty-third resolution** (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)

**Twenty-fourth resolution** (Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares)

### **Ordinary and extraordinary decisions**

**Twenty-fifth resolution** (Powers to carry out formalities)

## Ordinary resolutions

### **First resolution** (Approval of the annual financial statements for the financial year ended on 31 December 2021)

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 2021, including the balance sheet, the income statement and the appendix, as presented to it, showing a profit of €1,457,044,687.21 and an equity of €38,579,362,959.34. 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 4<sup>th</sup> paragraph of Article 39 of the French Tax Code amounts to €2,735,543 for the financial year ended on 31 December 2021 and that the related taxes amount to €777,168 and approves these amounts.

### **Second resolution** (Approval of the consolidated financial statements for the financial year ended on 31 December 2021)

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 2021, as presented to it, showing a net profit, Group share, of €5,113 million and an equity, Groupe share, of €50,211 million, including the balance sheet, the consolidated income statement and the appendix. It also approves the transactions reflected in these financial statements or summarized in these reports.

### **Third resolution** (Allocation of the net income for the financial year ended on 31 December 2021 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 €8,734,094,603.23 and after the allocation to the legal reserve of €6,752,783.10 to increase it up to 10% of the share capital, acknowledges that the distributable profit amounts to €10,184,386,507.34, before the allocation of the interim dividend to be paid on 2 December 2021.

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 2021 as follows:

	(in euros)
Profit for the financial year ended on 31 December 2021	1,457,044,687.21
Allocation to the legal reserve so that it reaches 10% of the share capital	6,752,783.10
Retained earnings (before deduction of the 2021 interim dividend)	8,734,094,603.23
<b>Total distributable profit</b>	<b>10,184,386,507.34</b>
2021 Interim dividend of €0.30 per share, to be paid on 2 December 2021 <sup>(1)</sup>	<b>947,074,231.20</b>
Balance of the dividend to be distributed for the financial year ended on 31 December 2021 <sup>(2)</sup>	911,333,901.91
<b>Total amount of the dividend paid for the financial year ended on 31 December 2021 (including the loyalty dividend)</b>	<b>1,858,408,133.11</b>
Balance of the distributable profit allocated to the "Retained Earnings" account	8,325,978,374.23

(1) On the basis of the number of existing shares and conferring entitlement to dividend as at the date of payment of the 2021 interim dividend.

(2) On the basis of the number of shares constituting the share capital on 31 December 2021, i.e. 3,238,676,748 shares, and on the basis of an estimate of 77,662,284 shares conferring entitlement to the loyalty dividend.

The Shareholders' Meeting decides to set the ordinary dividend for the financial year ended on 31 December 2021 at €0.58 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 2019 to the payment date of the dividend for the financial year ended on 31 December 2021 shall benefit from a 10% increase in the amount of the dividend attached to them.

As a result, the Shareholders' Meeting decides to set the loyalty dividend at €0.638 per share conferring entitlement to the loyalty dividend.

The number of shares conferring entitlement to such increase held by a single shareholder cannot exceed 0.5% of the share capital.

Given the interim dividend for 2021 paid to existing shares conferring entitlement to dividend on the date of payment of the 2021 interim dividend, the balance of the ordinary dividend to be distributed in respect of the financial year ending on 31 December 2021 amounts to €0.28 per share conferring entitlement to the ordinary dividend, and the balance of the loyalty dividend to be distributed in respect of the financial year ending on 31 December 2021 amounts to €0.338 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 2021, 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 2021, 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 2021 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% 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 2021.

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 2021.

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 20 May 2022 and 7 June 2022, inclusive. To exercise such option, shareholders shall address their request to the authorized financial intermediaries, or, between 20 May 2022 and 3 June 2022 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 7 June 2022 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 18 May 2022.

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 13 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 13 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 2021, 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 10% 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 <sup>(1)</sup> (in euros)	Total distributed dividend (in euros)	Portion of the dividend eligible for the tax rebate <sup>(2)</sup>
2018	3,010,267,676	0.31 <sup>(3)</sup>	933,556,364.41 <sup>(4)</sup>	100%

2019	3,050,969,626	0.15 <sup>(5)</sup>	456,888,323.70 <sup>(6)</sup>	100%
2020	3,099,923,579	0.21 <sup>(7)</sup>	652,259,998.76 <sup>(8)</sup>	100%
<p>(1) <i>After deduction of the treasury shares.</i></p> <p>(2) <i>40% tax rebate under paragraph 3-2° of Article 158 of the French Tax Code.</i></p> <p>(3) <i>Representing an amount of €0.341 per share conferring entitlement to a loyalty dividend.</i></p> <p>(4) <i>Including €451,000,397.55 paid on 10 December 2018 for the 2018 interim dividend, all of which was paid 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.</i></p> <p>(5) <i>Cancellation of the loyalty dividend for the financial year ending on 31 December 2019.</i></p> <p>(6) <i>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.</i></p> <p>(7) <i>Representing an amount of €0.231 per share conferring entitlement to the loyalty dividend.</i></p> <p>(8) <i>Amount paid on 7 June 2021, composed of €616,146,737.92 paid in new shares and a balancing payment of €36,113,260.84 in cash (including soulte).</i></p>				

**Fourth resolution** (*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 2022, 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 could not exceed three months.

The minimum issuance price of the new shares shall be equal to the difference between 90% of 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, 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.

**Fifth resolution** (*Approval of a related-party agreement – Settlement agreement with Areva and Areva NP*)

The Shareholder's 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 settlement agreement entered into by EDF S.A. with Areva and Areva NP, the purpose of which is to put a definitive end to the disputes between the parties relating to the Framatome acquisition contract entered into in 2017 and to their commercial relations prior to this acquisition. This agreement was authorized by the Board of Directors on 24 June 2021.

***Sixth resolution (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.

***Seventh resolution (Approval of the fixed, variable and exceptional remuneration 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 2021)***

The Shareholders' Meeting, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, having reviewed the Corporate Governance report including the information required by Article L.22-10-9 I 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 2021, set forth in Section 4.6 of the 2021 universal registration document of the Company and within the report of the Board of Directors.

***Eighth resolution (Approval of the information relating to the remuneration of the corporate officers)***

The Shareholders' Meeting having reviewed the Corporate Governance report incorporating the information required by Article L.22-10-9 I of the French Commercial Code, as set forth in Section 4.6 of EDF's 2021 universal registration document and within the report of the Board of Directors, approves this information in accordance with the provisions of Article L.22-10-34 I of the French Commercial Code.

***Ninth resolution (Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer for the financial year ended on 31 December 2022)***

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 remuneration policy applicable to the corporate officers of the Company, approves the components of the remuneration policy applicable to the Chairman and Chief Executive Officer of the Company for the financial year 2022, set forth in Section 4.6 of 2021 universal registration document of the Company.

***Tenth resolution (Approval of the remuneration policy applicable to the Board of Directors for the financial year ended on 31 December 2022)***

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 remuneration policy applicable to the corporate officers of the Company, approves the remuneration policy applicable to the Directors of the Company for the 2022 financial year, set forth in Section 4.6 of 2021 universal registration document of the Company.

***Eleventh resolution (Approval regarding the 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 budget allocated to Board members, pursuant to Article L.22-10-14 of the French Commercial Code, to €440,000 for the 2022 financial year.

***Twelfth resolution (Appointment of a Director)***

The Shareholders' Meeting, having reviewed the report of the Board of Directors, resolves to appoint Mrs. Delphine GENY-STEPHANN as a Director for a period of three years, ending at the Ordinary Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2024.

***Thirteenth resolution (Consultative opinion on the Company's climate transition plan to achieve carbon neutrality by 2050)***

The Shareholders' Meeting, having taken note of the report of the Board of Directors, issues a favorable opinion on the EDF Group's Climate Transition Plan, which aims to contribute to achieving carbon neutrality in 2050 and thus fight against climate change. This plan and the underlying objectives are set out in the Board of Directors' report.

***Fourteenth resolution (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 market authority (*Autorité des marchés financiers*), and Regulation (EU) No. 596/2014 dated 16 April 2014 on market abuse, the Shareholders' Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors 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 24<sup>th</sup> 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. 2021-01 dated 22 June 2021;
- 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 buyback 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 buyback 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.

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, make all declarations, complete all formalities, and, in general, take all useful and necessary steps.

The Board of Directors will 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**

***Fifteenth 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, with 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, L.225-131, L.225-132, L.225-133, L.225-134 and L.22-10-49 and of Articles L.228-91 *et seq.* of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share

capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, its authority to decide and to complete, on one or several occasions, in such proportions and at such times as it deems fit, both in France and abroad, the issuance, with preferential subscription right of the shareholders, of:

- (i) ordinary shares of the Company;
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company;
- (iii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, immediately or in the future, by any means, to existing shares of, or shares to be issued by, a subsidiary.

Subscription of shares and other securities may be made in euros or in any other currency (including in any other unit of account established by reference to a group of currencies), either in cash, including by way of set-off of certain, liquid, and due and payable receivables, or partly in cash and, for the balance, by capitalizing reserves, profits or premiums.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed the Limit for Capital Increases, i.e. €935 million.

It is specified that:

- (i) the Limit for the Capital Increases applies to all the share capital increases carried out, immediately or in the future, pursuant to the resolutions submitted to this Shareholders' Meeting, the nominal amount of which shall subsequently be included within this limit – with the exception of the capital increases by capitalization of reserves, profits, premiums or other sums the capitalization of which would be permitted, carried out pursuant to the 19<sup>th</sup> resolution submitted to this Shareholders' Meeting; and
- (ii) the Limit for the Capital Increases does not take into account the 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 securities giving access to the share capital of the Company or a Subsidiary so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The issued securities may, as the case may be, be complemented by warrants giving right to the allocation, acquisition or subscription of bonds or other debt instruments.

The nominal amount of debt instruments issued pursuant to this resolution shall not exceed the Limit for the Debt Instruments, i.e. €5 billion (or the equivalent of this amount), it being specified that this amount is common to all debt instruments the issuance of which would be completed in accordance with the resolutions submitted to this Shareholders' Meeting and that the nominal amount of the capital increases resulting from the exercise of the rights attached to debt instruments shall only be included within the Limit for the Capital Increases.

The issuances of share warrants of the Company may be carried out by way of an offer to subscribe, but also by way of a free allocation to the holders of existing shares. In case of free allocation of

detachable share warrants, the Board of Directors shall be entitled to decide that allocation rights to fractional shares shall not be negotiable and that the relevant securities shall be sold.

The Board of Directors may take all actions intended for protecting the rights of the holders of securities giving access to the share capital, outstanding as at the date of the capital increase.

The shareholders shall be able to exercise their preferential subscription rights on an irreducible basis. In addition, the Board of Directors shall be entitled to grant shareholders the right to subscribe, on a reducible basis, to a greater number of ordinary shares or securities giving access to the share capital, than that they could subscribe for on an irreducible basis, in proportion to the subscription rights they hold and, in any case, within the limit of their request.

In the event that the subscriptions on an irreducible basis and, as the case may be, on a reducible basis, have not absorbed the entire issuance of securities, the Board of Directors may use, in any order, one or several of the options provided for under Article L.225-134 of the French Commercial Code.

The Shareholders' Meeting acknowledges that this delegation automatically entails, to the benefit of the holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, waiver by the shareholders of their preferential subscription right in respect of the ordinary shares to which these securities give right.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by the law, to implement this delegation, including, without limitation, in order to: set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution, including, with respect to debt instruments, their ranking, their interest rate and the payment conditions of the interest, their currency of issue, their duration and their redemption and amortization terms and conditions; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter into any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances or differ them, 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 a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

***Sixteenth resolution (Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, without shareholders' preferential subscription right, by way of a public offering – Excluding offerings implemented by way of "a private placement" referred to in Article L.411-2 of the French Monetary and Financial Code)***

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 to L.225-129-6, L.225-131, L.225-135, L.22-10-49, L.22-10-51 and L.22-10-52 and L.225-136, and of Articles L.228-91 *et seq.* of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report,

having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, its authority to decide and to complete, by way of public offering (excluding offerings implemented by way of “a private placement” referred to in Article L.411-2 of the French Monetary and Financial Code), on one or several occasions, in such proportions and at such times it deems fit, both in France and abroad, the issuance, with no preferential subscription right of the shareholders, of:

- (i) ordinary shares of the Company;
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, by any means, immediately or in the future, to existing shares or shares to be issued by the Company;
- (iii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, immediately or in the future, by any means, to existing shares of, or shares to be issued by, a Subsidiary.

Subscription of shares and other securities may be made in euros or in any other currency (including in any other unit of account established by reference to a group of currencies), in cash, including by way of set-off of certain, liquid and due and payable receivables.

The public offering(s), decided pursuant to this resolution, may be associated, as part of a single issuance or several issuances simultaneously completed, to offering(s) referred to in Article L.411-2 of the French Monetary and Financial Code (implemented by way of “a private placement”), decided pursuant the 17<sup>th</sup> resolution submitted to this Shareholders’ Meeting.

The maximum nominal amount of the capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €375 million.

It is specified that:

- (i) this limit applies to all the share capital increases carried out, immediately or in the future, with no preferential subscription right, pursuant to the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions submitted to this Shareholders’ Meeting;
- (ii) 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, the Limit for the Capital Increases; and
- (iii) the abovementioned limits do not take into account the 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 securities giving access to the share capital of the Company or a Subsidiary so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Debt Instruments, it being specified that the nominal amount of the capital increases resulting from the exercise of the rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the fourth and fifth paragraphs of this resolution.

The Shareholders’ Meeting decides to remove the preferential subscription right of the shareholders in connection with the shares and securities to be issued pursuant to this resolution, but, pursuant to the provisions of paragraph 1 of Article L.22-10-51 of the French Commercial Code, the Board of Directors may grant to the shareholders, in relation to all or part of the issuance, a priority right to subscribe on an

irreducible basis and, as the case may be, a reducible basis, for a duration that it shall set in compliance with applicable law and regulations, such priority right entailing no creation of negotiable rights.

If the subscriptions, including, as the case may be, those of the shareholders, have not absorbed the entire issuance, the Board of Directors may limit the issuance to the amount of the received subscriptions, provided that such amount be at least equal to three-quarters of the decided issuance.

The Shareholders' Meeting acknowledges that this delegation automatically entails, to the benefit of holders of securities issued pursuant to this resolution and giving access to the capital of the Company, waiver by the shareholders of their preferential subscription right to the ordinary shares to which these securities give right.

The Shareholders' Meeting decides that:

- the issuance price of the directly issued shares shall be at least equal to the minimum price provided for by applicable regulations (i.e. as of the date hereof, the weighted average market price of the last three trading days on the Euronext Paris regulated market prior to the opening of the public offering within the meaning of Regulation No. 2017/1129 of 14 June 2017, which may be reduced by a discount of up to 10%, as applicable); and
- the issuance price of the securities giving access to the share capital shall be equal to the amount immediately received by the Company, increased, as the case may be, by the amount which may be later received, i.e. for each share issued as a result of the issuance of such securities, at least equal to the minimum subscription price defined in the preceding paragraph.

The Board of Directors shall have all powers, with the ability to subdelegate, to implement this delegation, including, without limitation, in order to: set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution, including, with respect to debt instruments, their ranking, their interest rate and the payment conditions of the interest, their currency of issue, their duration and their redemption and amortization terms and conditions; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); 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 or differ them, 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 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 a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

***Seventeenth resolution*** (*Delegation of authority granted to the Board of Directors to issue by way of a public offering referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of "a private placement"), ordinary shares or securities giving access to the share capital of the Company, 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 to L.225-129-6, L.225-131, L.225-135, L.225-136, L.22-10-49, L.22-10-51 *et* L.22-10-52 and of Articles L.228-91 *et seq.* of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' report, having

acknowledged that the share capital is fully paid-up, delegates to the Board of Directors its authority to decide and to complete, by way of public offering(s) referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of “a private placement”), on one or several occasions, in such proportions and at such times it deems fit, both in France and abroad, the issuance, with no preferential subscription right of the shareholders, of:

- (i) ordinary shares of the Company;
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company;
- (iii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, immediately or in the future, by any means, to existing shares of, or shares to be issued by, a Subsidiary.

Subscription of shares and other securities may be made in euros or in another currency (including in any other unit of account established by reference to a group of currencies), in cash, including by way of set-off of certain, liquid and due and payable receivables.

The offering(s) referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of “a private placement”) decided under this resolution, may be associated, as part of a single issuance or several issuances simultaneously completed, to public offering(s) decided pursuant to the 16<sup>th</sup> resolution submitted to this Shareholders’ Meeting.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed a limit of €375 million on the one hand, and the limit provided for by the law on the other hand (i.e. as at the date of this Shareholders’ Meeting, 20% of the share capital per year).

It is specified that:

- (i) the maximum nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this delegation shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16<sup>th</sup> resolution submitted to this Shareholders’ Meeting and, as a consequence, the Limit for the Capital Increases submitted to this Shareholders’ Meeting; and
- (ii) the abovementioned limits do not take into account the 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 securities giving access to the share capital of the Company or a Subsidiary so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Debt Instruments, it being specified that the overall nominal amount of the capital increases resulting from the exercise of the rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the fourth and fifth paragraphs of this resolution.

The Shareholders’ Meeting resolves to remove the preferential subscription right of the shareholders in respect of the shares and securities to be issued pursuant to this resolution.

If the subscriptions have not absorbed the entire issuance of securities, the Board of Directors may limit the issuance up to the amount of received subscriptions, on condition that such amount reaches at least three-quarters of the decided issuance.

The Shareholders' Meeting acknowledges that this delegation automatically entails, to the benefit of the holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, waiver by the shareholders of their preferential subscription right to ordinary shares to which these securities give right.

The Shareholders' Meeting resolves that:

- the issuance price of the directly issued shares shall be at least equal to the minimum price provided for by applicable regulations (i.e. as of the date hereof, the weighted average market price of the last three trading days on the Euronext Paris regulated market prior to the opening of the public offering within the meaning of Regulation No. 2017/1129 of 14 June 2017, which may be reduced by a discount of up to 10%, as applicable); and
- the issuance price of the securities giving access to the share capital shall be equal to the amount immediately received by the Company, increased, as the case may be, by the amount which may be later received, i.e. for each share issued as a result of the issuance of such securities, at least equal to the minimum subscription price defined in the preceding paragraph.

The Board of Directors shall have all powers, with the ability to subdelegate, including, without limitation, in order to: set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution, including, with respect to debt instruments, their ranking, their interest rate and the payment conditions of the interest, their currency of issue, their duration and their redemption and amortization terms and conditions; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); 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 or differ them, 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 a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

***Eighteenth resolution*** (Authorization granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription right of the shareholders)

The Shareholders' Meeting, resolving pursuant to the provisions of Article L.225-135-1 of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up:

- delegates to the Board of Directors its authority, with the ability to subdelegate, to decide to increase the number of securities to be issued in case of capital increase carried out with or without preferential subscription right of the shareholders pursuant to the 15<sup>th</sup>, 16<sup>th</sup> and/or 17<sup>th</sup> resolutions of this Shareholders' Meeting, at the same price as the one set for the initial issuance,



within the timeframe and limits provided for by applicable law and regulations as at the issuance date (i.e. as at today, within thirty days following the closing of the subscription period and within the limit of 15% of the initial issuance), and subject to compliance with the limit(s) provided for in the resolution pursuant to which the issuance is decided;

- decides that the authorization granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose; and
- acknowledges that the Board of Directors has all powers to implement this delegation or to subdelegate.

**Nineteenth resolution** (*Delegation of authority granted to the Board of Directors to increase the share capital by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted*)

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-129, L.225-129-2, L.225-30 and L.22-10-50 of the French Commercial Code and having reviewed the report of the Board of Directors, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors its authority to increase the share capital, on one or several occasions, in such proportions and at such times it deems fit, except during a tender offer, by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted, by way of the issuance of new equity instruments or an increase in the nominal value of existing equity instruments, or a combination of these two methods. It is specified that the transactions carried out pursuant to this resolution may be combined with capital increases in cash implemented pursuant to previous resolutions contained herein.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation shall not exceed €1 billion.

It is specified that:

- (i) this limit is determined in an autonomous manner, distinct from the Limit for the Capital Increases and from the limits to capital increases relating to issuances of shares or securities authorized under the other resolutions submitted to the Shareholders' Meeting; and
- (ii) this limit does not take into account the 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 Board of Directors shall have the ability to decide that the rights to fractional shares shall not be negotiable or transferable, and that the corresponding securities shall be sold and that the proceeds of the sale shall be allocated to the holders of the rights within the timeframe provided for by applicable regulations.

The Board of Directors shall have all powers, with the ability to subdelegate, in particular to determine the terms and conditions of the authorized transactions, including to set the amount and nature of the sums to be capitalized, to set the number of new shares to be issued or the amount by which the nominal value of the existing shares capital shall be increased, to set the dividend entitlement date of the new shares or the date on which the increase in the nominal value of the shares shall be effective, it being specified that such date may be retroactive, and generally to take all appropriate actions to ensure the successful completion of the contemplated issuances 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 a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

**Twentieth resolution** (*Delegation of authority granted to the Board of Directors to increase the share capital in the context of a public exchange offer initiated by the Company*)

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 to L.225-129-6, L.22-10-54 and of Articles L.228-91 to L.228-97 of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, its authority to decide and to complete the issuance of:

- (i) ordinary shares of the Company; as well as
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company,

on one or several occasions, in consideration for securities tendered to a public tender offer comprising an exchange component (on a principal or subsidiary basis) initiated in France or abroad, in accordance with local rules, by the Company for the securities of a company the shares of which are admitted to trading on one of the regulated markets governed by the aforementioned Article L.22-10-54, and decides, as necessary, to remove, to the benefit of the holders of such securities, the preferential subscription right of the shareholders to such shares and securities.

The securities giving access to the share capital of the Company so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The Shareholders' Meeting decides, as necessary, to remove the shareholders' preferential subscription right to such shares and securities, to the benefit of holders of tendered securities, and acknowledges that this delegation entails waiver by the shareholders of their preferential subscription right in connection with the shares to which the securities that would be issued pursuant to this delegation may give right.

The maximum nominal amount of the capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €185 million.

It is specified that:

- (i) 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, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16<sup>th</sup> resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit for the Capital Increases; and
- (ii) the abovementioned limits do not take into account the 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 overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Debt Instruments, it being specified that the overall nominal amount of the capital increase resulting from the exercise of rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the sixth and seventh paragraphs of this resolution.

The Board of Directors shall have all powers, with the ability to subdelegate, to implement this delegation, including, without limitation, in order to: set the terms and conditions and carry out the public tender offer(s) governed by this resolution; acknowledge the number of securities tendered to the offer; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the terms, conditions and characteristics, including the dates, of the issuances; set the

dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of securities issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); 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 transactions or differ them, 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 a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

***Twenty-first resolution (Delegation of authority granted to the Board of Directors to increase the share capital in consideration for contributions in kind granted to the Company)***

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L.225-147, L.22-10-53 and of Articles L.228-91 to L.228-97 of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, the necessary powers to decide and to complete, on one or several occasions, in such proportions and at such times it deems fit, both in France and abroad, the issuance of:

- (i) ordinary shares of the Company; or
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by the Company,

in consideration for contributions in kind granted to the Company that consist of equity instruments or securities giving access to the capital, where the provisions of Article L.22-10-54 of the French Commercial Code are not applicable.

The securities giving access to the share capital of the Company so issued may consist of debt instruments or be associated with the issuance of such instruments, or else enable such issuance as intermediary instruments.

The debt instruments issued pursuant to this delegation may notably consist of subordinated or unsubordinated securities, with limited or unlimited duration, and be issued either in euros, or in any other currency.

The Board of Directors shall, if this delegation is used, deliberate on the report of one or several statutory auditor(s) assessing the contributions in kind, referred to in Article L.225-147 of the French Commercial Code.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €115 million on the one hand, and the limit provided for by applicable law on the other hand (i.e. as at the date of this Shareholders' Meeting, the limit of 10% of the Company's share capital, which shall be, as the case may be, adjusted to take into account the transactions having an impact on the share capital after this Shareholders' Meeting).

It is specified that:

(i) 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, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16<sup>th</sup> resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit for the Capital Increases; 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 overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the Limit for the Debt Instruments, it being specified that the overall nominal amount of the capital increase resulting from the exercise of the rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the sixth and seventh paragraphs of this resolution.

The Shareholders' Meeting decides, as necessary, to remove, to the benefit of the holders of equity instruments or securities, being the subject of the contributions in kind, the preferential subscription rights of the shareholders to shares and securities thereby issued, and acknowledges that this delegation entails waiver by the shareholders of their preferential subscription right to ordinary shares to which the securities that would be issued pursuant to this delegation may grant entitlement.

The Board of Directors shall have all powers, with the ability to subdelegate, including, without limitation, in order to: resolve on the assessment of the contributions in kind and, as applicable, the granting of special benefits and their value; set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); 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 transactions or differ them, 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 a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

***Twenty-second resolution (Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plan, with removal of the preferential subscription right of the shareholders for the benefit of such members, pursuant to Article L.225-129-6 of the French commercial code)***

The Shareholders' Meeting, in accordance with the provisions of Articles L.225-129 *et seq.*, in particular L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code, and of Articles L.3332-18 *et seq.* of the French Labor Code, having reviewed the report of the Board of Directors and the Statutory Auditors' report, delegates to the Board of Directors, with the ability to subdelegate, under the conditions provided for by law, its authority to increase the share capital of the Company, in one or several transactions, by the issuance of:

(i) ordinary shares of the Company; or

(ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company,

reserved for members of one or several company savings plans (or members of another plan to the benefit of whom Article L.3332-18 of the French Labor Code would allow to reserve a capital increase in similar conditions) implemented within the Company or the EDF group, comprising the Company and the French or foreign companies included in the scope of consolidation of the Company's accounts pursuant to the provisions of Article L.3344-1 of the French Labor Code.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €15 million.

It is specified that:

(i) 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, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16<sup>th</sup> resolution adopted by the Shareholders' Meeting, and, as a consequence, within the Limit for the Capital Increases; and

(ii) the above-mentioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments made 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 regulated market of Euronext Paris during the twenty trading days preceding 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 aforementioned discount, as it may see fit.

The Board of Directors may provide, within the limits of the applicable legal and regulatory provisions, for the allocation, free of charge, of shares to be issued or already issued, or other securities giving access to the share capital of the Company to be issued or already issued, in respect of the contribution (*abondement*) or, as the case may be, the discount.

The Shareholders' Meeting decides to remove, to the benefit of the aforementioned beneficiaries, the preferential subscription right of the shareholders to shares or securities giving access to the share capital to be issued pursuant to this delegation, the shareholders waiving any right to shares or other securities which may be freely attributed on the basis of this delegation.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by 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 the number and characteristics of the securities that would be issued pursuant to this resolution; set the terms, conditions and characteristics, including the dates, of the issuances; grant extensions for the payment of the subscription price of the securities; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; decide that the subscriptions may be made directly by the beneficiaries, members of a company savings plan (or similar plan) or via employee shareholding funds (*fonds commun de placement d'entreprise*) or other vehicles or entities allowed under applicable regulations; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the share allocation rights attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter into any agreement, request any authorization, carry out all

formalities and take all necessary measures to ensure the successful completion or postponement of the contemplated transactions, 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 a 26-month period of time as from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

***Twenty-third resolution (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:

- (i) employees of the Company and the Subsidiaries 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
- (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.

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:

- (i) 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, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 16<sup>th</sup> resolution submitted to this Shareholders' Meeting and, as a consequence, within the Limit for the Capital Increases; 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.

***Twenty-fourth resolution (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 cancellation 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 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 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**

***Twenty-fifth resolution (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.