

EDF'S COMBINED SHAREHOLDERS' MEETING ON 12 MAY 2022

The Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" requested four resolutions to be added on the Meeting agenda, on 28 March 2022.

Resolution A: resolution proposed by the Supervisory Board of the FCPE "Actions EDF"

Explanatory statement: In the context of the announcements made by the company on 12 February 2022 on the financial outlook for the year 2022 ("attention drawn to EBITDA 2022"), and the update of the EBITDA 2022 outlook communicated on 14 March, the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" considers that the company cannot afford to pay a dividend in 2022 (balance of dividend for the year 2021, possible interim dividend for the year 2022), even if it is in practice accompanied by an option of payment in new shares. This financial situation leads the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" **to propose to limit the dividend for financial year 2021 to the amount of the interim dividend paid at the end of 2021, i.e. €0.30 per ordinary share, and €0.33 per share benefiting from the loyalty dividend, with a balance to be paid, limited to shares benefiting from the loyalty dividend, and equal to €0.03 per share.**

Resolution A (Allocation of the net income for the financial year ended on 31 December 2021 and determination of the dividend amount) – Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" and reviewed by EDF's Board of Directors during its meeting held on 11 April 2022 which did not approve it

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 |
| Total distributable profit | 10,184,386,507.34 |
| 2021 Interim dividend of €0.30 per share, to be paid on 2 December 2021 ⁽¹⁾ | 947,074,231.20 |
| Balance of the dividend to be distributed for the financial year ended on 31 December 2021 ⁽²⁾ | 911,333,901.91 |
| Total amount of the dividend paid for the financial year ended on 31 December 2021 (including the loyalty dividend) | 1,858,408,133.11 |
| 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 €0.30 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 €0.33 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 €0.00 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 €0.03 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 may choose to receive the number of shares rounded up to the nearest superior whole number, by paying the difference in cash on the day he or she exercises his or her option, or 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 ⁽¹⁾ (in euros) | Total distributed dividend (in euros) | Portion of the dividend eligible for the tax rebate ⁽²⁾ |
|----------------|------------------|--|---------------------------------------|--|
| 2018 | 3,010,267,676 | 0.31 ⁽³⁾ | 933,556,364.41 ⁽⁴⁾ | 100% |
| 2019 | 3,050,969,626 | 0.15 ⁽⁵⁾ | 456,888,323.70 ⁽⁶⁾ | 100% |
| 2020 | 3,099,923,579 | 0.21 ⁽⁷⁾ | 652,259,998.76 ⁽⁸⁾ | 100% |

- (1) *After deduction of the treasury shares.*
- (2) *40% tax rebate under paragraph 3-2° of Article 158 of the French Tax Code.*
- (3) *Representing an amount of €0.341 per share conferring entitlement to a loyalty dividend.*
- (4) *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.*
- (5) *Cancellation of the loyalty dividend for the financial year ending on 31 December 2019.*
- (6) *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.*
- (7) *Representing an amount of €0.231 per share conferring entitlement to the loyalty dividend.*
- (8) *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).*

Resolution B: resolution proposed by the Supervisory Board of the FCPE "Actions EDF"

Explanatory statement: In order to maintain equity for all EDF shareholders, the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" has decided to vote against resolutions 16 and 17 relating to capital increase without preferential subscription right of the shareholders, and consequently against the authorization granted to the Board of Directors, in the context of resolution 18, to increase the number of shares to be issued in the event of a share capital increase covered by resolutions 16 and 17.

Resolution B (Authorization granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with preferential subscription right of the shareholders) - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" and reviewed by EDF's Board of Directors during its meeting held on 11 April 2022 which did not approve it

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 preferential subscription right of the shareholders pursuant to the 15th resolution 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.

Explanatory statement: The company proposes significant increases in the limits of most of the resolutions authorizing share capital increases (resolutions 15 to 17 and 20-21) with the exception of those relating to reserved capital increases (known as Offers Reserved for Employees), which appears, as it is a company majority-owned by the State, to be in total contradiction with the provisions of Law No. 2019-486 of 22 May 2019 relating to the growth and transformation of companies (known as *loi Pacte*). **The Supervisory Board of the Employee Shareholding Fund (FCPE) “Actions EDF” therefore requests a proportionally equivalent increase from €15,000,000 to €25,000,000 in the maximum nominal amount of the immediate or future share capital increases carried out pursuant to this delegation of authority.**

Resolution C (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) - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) “Actions EDF” and reviewed by EDF’s Board of Directors during its meeting held on 11 April 2022 which did not approve it

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 €25 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 16th 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.

Resolution D: resolution proposed by the Supervisory Board of the FCPE "Actions EDF"

Explanatory statement: The company is proposes significant increases in the limits of most of the resolutions authorizing share capital increases (resolutions 15 to 17 and 20-21) with the exception of those relating to reserved capital increases (known as Offers Reserved for Employees), which appears, as this is a company majority-owned by the State, to be in total contradiction with the provisions of Law No. 2019-486 of 22 May 2019 relating to the growth and transformation of companies (known as *loi Pacte*). **The Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" therefore requests a proportionally equivalent increase from €10,000,000 to €15,000,000 in the maximum nominal amount of the immediate or future share capital increases carried out pursuant to this delegation of authority.**

Resolution D (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) - Resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" and reviewed by EDF's Board of Directors during its meeting held on 11 April 2022 which did not approve it

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 €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 16th 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.