



COMBINED SHAREHOLDERS' MEETING

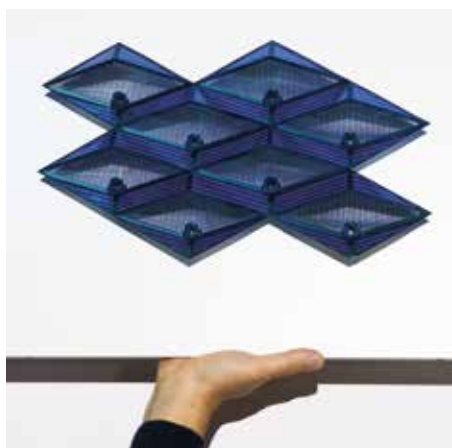


CONVENING NOTICE



**14 JUNE 2023
AT 10:00 AM**

**SALLE PLEYEL
252 RUE DU FAUBOURG
SAINT-HONORÉ
75008 PARIS**



CONTENTS

- 02 Chairman's invitation
- 03 Overview of the Group's activity
- 07 Composition of the Board of Directors
- 08 Candidates as Director
- 09 Corporate Governance
- 12 Meeting agenda
- 13 Report of the Board of Directors and draft resolutions
- 29 The EDF Group climate transition plan
- 34 How to attend the Shareholders' Meeting
- 35 Exercising your rights by internet
- 36 Exercising your rights by post
- 37 Requesting information



CHAIRMAN'S INVITATION

DEAR MADAM, DEAR SIR, DEAR SHAREHOLDER,

The EDF Combined Shareholder's Meeting will take place at 10:00 am on Wednesday 14 June 2023 in Salle Pleyel in Paris.

The convening of this Shareholder's Meeting takes place in the context of a simplified public tender offer initiated by the French State for the equity securities of EDF in November 2022.

An important step was taken with the reopening of the Offer, which closed on 17 May 2023. As the legal and regulatory conditions have been met, the French State has requested the implementation of a squeeze-out procedure for the EDF shares and OCEANes.

Depending on the date of implementation of this squeeze-out, I would like to inform you that the modalities for the Shareholder's Meeting of 14 June 2023 may be adapted.

If the squeeze-out is not implemented by the date of the Shareholder's Meeting, the Shareholder's Meeting will be an opportunity to present you with a summary of the implementation of the climate plan which was submitted to your vote at the Shareholder's Meeting of 12 May 2022 and to vote on the renewal of the term of office of the Directors.

However, if the squeeze-out is implemented before the Shareholder's Meeting, the company's securities will no longer be listed on the stock exchange, your shares will have been subject to the squeeze-out and you will therefore not be able to participate in the Shareholder's Meeting.

In the meantime, I invite you to read the draft resolutions on the agenda of the Shareholder's Meeting.

I would like to thank you for your loyalty over the last few years.

Luc REMONT
Chairman and CEO

OVERVIEW OF THE GROUP'S ACTIVITY

2022 Overview

The 2022 EDF's results were significantly affected by the decline in electricity output in France in a context of very high market prices, and also by exceptional regulatory measures introduced in France. Despite all the challenges, EDF actively focused on service and support for all its residential and business customers, and made every endeavour to ensure the best generation fleet availability for the winter period.

2022 also confirmed the new impetus for nuclear in France, and accelerated expansion for renewable energies. The French President, during its speech of Belfort, announced a clear, coherent energy plan and the EDF group's strategy is part of it.

Highlights

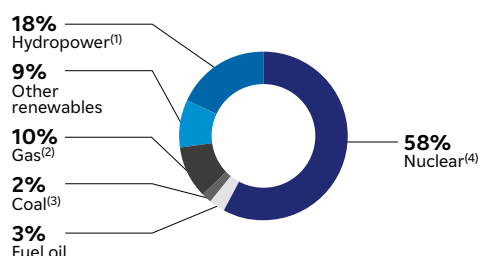
In November 2022, the French State launched a **simplified tender offer for the equity securities of EDF**. After the closing of the Offer on 3 February 2023, the French State undertook to request its reopening for a period of 10 trading days in the event that the Paris

Court of Appeal rejects the appeal against the compliance decision issued by the Autorité des marchés financiers on this Offer. Following the decision of the Court of Appeal on 2 May 2023 to dismiss the claim, the Offer has been reopened from 4 May 2023 to 17 May 2023 included. At the end of this period, the legal and regulatory conditions having been met, the French State has requested the implementation of a squeeze-out procedure for the equity securities of EDF.

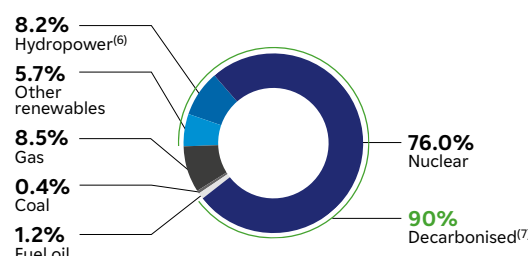
In nuclear, 2022 was a challenging year after the discovery at the end of 2021 of the stress corrosion phenomenon detected on parts of the auxiliary circuits of several French nuclear reactors. The expert assessments and analyses carried out identified the reactors most sensitive to the phenomenon. There are 16 of them: the four 1,450MW reactors in the N4-series and the 12 1,300MW reactors in the P4-series. In 2022, 10 reactors were treated or were in the process of being treated, and by the end of 2023, the 6 1,300MW reactors of the P4-series not yet treated and Cattenom 1 will be treated. At the

Consolidated Group's data at 31 December 2022

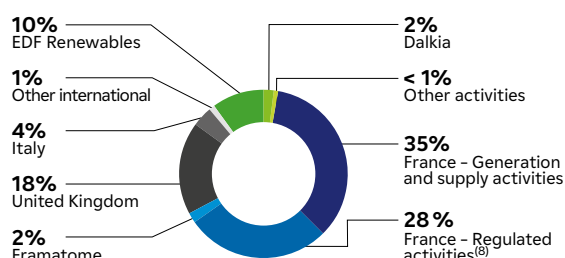
INSTALLED GENERATION CAPACITY: 116.9GW



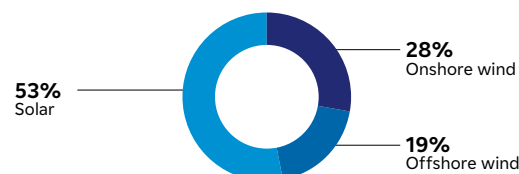
ELECTRICITY OUTPUT⁽⁵⁾: 431.7TWh



NET TOTAL INVESTMENTS: €16.4bn including acquisitions, excluding disposal plan



PORTFOLIO OF WIND AND SOLAR PROJECTS: ~85GW⁽⁹⁾



(1) Including sea energy: 0.24GW in 2022.

(2) Taking into consideration the increase in capacity of Marghera Levante in Italy.

(3) Taking into consideration the transfer of Shiheng facilities to China Energy Group.

(4) Taking into consideration the shutdown of Hunterston and Hinkley Point B in the UK.

(5) Output from fully consolidated entities.

(6) Hydro output includes tidal energy.

(7) Direct output related CO₂ emissions, excluding life cycle analysis (LCA) of fuel and production means.

(8) Regulated activities: Enedis, ES and island activities; Enedis, an independent EDF subsidiary as defined in the French energy code.

(9) Pipeline excluding capacity under construction. Gross data corresponding to 100% of the capacity of the projects concerned.

beginning of March 2023, following the discovery of a stress corrosion defect of greater size than those observed up to then on a weld repaired twice during construction on the RIS¹ circuit of Penly 1, EDF updated its inspection strategy for welds repaired during construction on the RIS and RRA² systems remaining to be examined in the fleet.

For Flamanville 3, the adjusted schedule provides for a nuclear fuel loading target in the first quarter of 2024 and an estimated completion cost at €13.2 billion³. For the Sizewell C project, the British government has decided to acquire a 50% stake alongside EDF by the time of the FID⁴ with an investment of close to £700M. The project is also eligible for the Regulated Asset Base (RAB) funding model⁵.

For France, the President of the Republic announced⁶ the launch of a programme to build 6 EPR2 reactors and potentially 8 more, as well as the continuing operation on existing nuclear reactors, except for safety issues, and the development of the French SMR programs (small modular reactors). The excellence plan for the nuclear industry launched in May 2020, the Excell Plan, will continue to meet the highest industrial standards.

The inclusion of nuclear power in the European taxonomy is another important element that confirms at the European level the role of nuclear energy in achieving carbon neutrality objectives. Finally, it is worth noting the decision of the *Conseil d'État* (State Council) to reject EDF's appeal concerning the cancellation of the allocation of an additional 20TWh of ARENH⁷ volumes for 2022.

In renewable energies, the Group's portfolio of wind and solar projects reached 85GW gross at the end of 2022, up 12% compared with the end of 2021. Capacity under construction, at 7.1GW gross at the end of 2022, remains at a high level. Capacity commissioned grew by 16% compared to 2021, i.e. 3.6GW gross, including the offshore wind farm in Saint-Nazaire (480MW) and the first MWh produced by the world's largest solar power plant, Al Dhafrah in the United Arab Emirates (2GW). Net installed capacity thus increased by 10% to 13.2GW.

In an unprecedented energy context, EDF has remained close to its customers, as evidenced by the return of many of them. The customer portfolio grew by 5% worldwide⁸. In France, the number of residential electricity customers with market offers has risen by 67% compared with the end of 2021, to reach 2.4 million customers at the end of 2022. EDF has a 52.7% share of the business market and a 70.8% share of the residential market in France⁹. Electric mobility is growing strongly with +45% of charging stations installed and managed, i.e. more than 280,000 at the end of 2022.

Enedis, an independent subsidiary of EDF as defined by the Energy Code, has made a major contribution to the penetration of electric mobility in the territories and to the integration of the growing volume of renewable energies. In 2022, an additional 3.8GW of renewable power were connected, i.e. +18% in terms of the number of new power plants connected at the end of 2022 compared to the end of 2021.

For the winter peak, in a critical context, energy and in particular electricity has rarely been so essential. The EDF group was mobilized on all fronts. The actions taken by Enedis have resulted in savings of 2.4GW at the midday peak, thanks to the temporary shift in the heating of hot water tanks during the night. The hydro and nuclear generation teams were mobilized to maximize the available power. A sobriety plan was put in place. Customer awareness actions contributed to a 10% decrease in electricity consumption in November and December 2022 in France. The launch of an internal energy efficiency plan has enabled the Group to reduce energy consumption at its tertiary office sites by more than 10% in Q4 2022¹⁰.

In terms of environmental, societal and governance commitments, several advances have been made. The target for avoided downstream emissions from customers has been raised to 30Mt of CO₂ in 2030¹¹ and the level reached at the end of 2022 was 11.4Mt of CO₂. The presence of women is now 30.8% in the management committees of the Group's entities, on track for the target of 33% in 2026 and 36 to 40% in 2030¹². In addition, in terms of sustainable finance, a €1.25 billion green bond was issued in October 2022 to fund investments in electricity distribution. With €10 billion in green bonds issued since 2013, EDF has consolidated its position as a benchmark issuer in the green bond market. And for the record, the "Climate Resolution" on the objectives of the climate transition plan was adopted by the General Shareholders' Meeting by 99.87% in May 2022.

Operational performance

Nuclear power output in France totalled 279TWh in 2022, 81.7TWh less than in 2021. The decrease is explained by a lower nuclear fleet availability, mainly attributable to inspections and repairs of reactor circuits after signs of stress corrosion were detected, despite the lower number of unplanned outages, an optimised generation schedule, and a great commitment from the teams in charge of inspections and repairs at the reactors affected by stress corrosion.

1. RIS circuit: safety injection circuit.

2. RRA circuit: shutdown reactor cooling system.

3. Previous cost and schedule: €12.7bn and Q2 2023. Cost stated in 2015 euros, excluding interim interest during the construction period.

4. EDF's Final Investment Decision will depend on certain conditions, particularly the ability to raise the required funding and to deconsolidate the project while retaining a stake of less than 20%.

5. The Nuclear Energy Financing Act 2022, which took effect in late May 2022.

6. During the speech of Belfort on 10 February 2022.

7. See the EDF's press release of 5 February 2023: "Decision of the Conseil d'État on the appeal concerning the cancellation of the allocation of 20TWh of electricity additional ARENH for 2022".

8. In millions of customers, counted by point of delivery. One customer may have two points of delivery. For France (DCO, ÉS and the island activities). With a negative impact in EBITDA in 2022 due to a higher number of new customers at regulated tariff, leading to purchases of volumes on the market at very high prices.

9. On volumes sold for delivery in 2023.

10. Percentage adjusted for climate effects vs Q4 2021.

11. Emissions avoided annually thanks to sales of new innovative products and services for the G4 scope. The initial target at 15Mt CO₂ concerned the scope of EDF SA and Dalkia.

12. These 2026 and 2030 Group targets also apply to the proportions of female employees and executives.

2022 Key figures

(in millions of euros)	2021	2022	Change	Organic change ⁽¹⁾
Sales	84,461	143,476	+69.9%	+69.4%
EBITDA	18,005	(4,986)	n.a.	n.a.
EBIT	5,225	(19,363)	n.a.	
Net income excluding non-recurring items ⁽²⁾	4,717	(12,662)	n.a.	
Net income – Group share	5,113	(17,940)	n.a.	
	31/12/2021	31/12/2022		
Net financial debt ⁽³⁾ (in billions of euros)	43.0	64.5		

n.a. not applicable

(1) Organic change at comparable scope, standards and exchange rates.

(2) Net income excluding non-recurring items is not defined by IFRS and is not directly visible in the Group's consolidated income statement. It corresponds to the net income excluding non-recurring items and the net changes in the fair value of energy and commodity derivatives, excluding trading activities and excluding net changes in the fair value of debt and equity instruments, net of tax.

(3) Net financial debt is not defined in the accounting standards and is not directly visible in the Group's consolidated balance sheet. It comprises total loans and financial liabilities, less cash and cash equivalents and liquid assets. Liquid assets are financial assets consisting of funds or securities with initial maturity of over three months that are readily convertible into cash and are managed according to a liquidity-oriented policy.

Hydropower output in France stood at 32.4TWh¹, down by 9.4TWh from 2021 due to record low hydropower conditions.

In the United Kingdom, nuclear output amounted to 43.6TWh, a year-on-year increase of 1.9TWh despite the shutdowns of Hunterston B in January and Hinkley Point B in August, thanks to good fleet availability and a lighter maintenance programme than in 2021.

The Group produced 24.6TWh of (non-hydro) renewable energies, up by 3.7TWh from 2021. The increase is explained by the new renewable capacity commissioned in 2022 (3.6GW gross).

In Italy, net installed wind and solar power capacity rose to 601MW² by end-2022.

In Belgium, there was further expansion in wind power activities, reaching a net installed capacity of 620MW³ by the 2022 year-end.

Carbon intensity for 2022 was 50gCO₂/kWh. The increase was limited to 2gCO₂/kWh from 2021 despite the lower nuclear and hydro output.

The EBITDA for 2022 was significantly down, despite a significant increase in sales supported by electricity and gas prices. In France, this decrease is essentially explained by the decline in nuclear output linked to the phenomenon of stress corrosion, by the impact of the exceptional regulatory measures to limit price increases for consumers in 2022, and to a lesser extent, by the drop in hydropower output. These developments obliged the Group to purchase electricity at a time when market prices were very high. However, EBITDA benefited from an exceptional performance of EDF Trading in a highly volatile market environment, and better nuclear output in the United Kingdom.

The financial result for 2022 was an expense of €3.6 billion, a decrease of €3.9 billion from 2021 with several contributing factors:

- a €6.5 billion decline in other financial income and expenses, principally due to the lower performance of the dedicated asset portfolio, reflecting developments on the financial markets in 2022 and 2021;
- a €2.8 billion decrease in discount expenses, principally owing to the 50bp rise in the real discount rate applied for nuclear provisions, after a 10bp rate reduction in 2021;
- a €0.3 billion increase in the cost of gross financial debt, in an environment of increasing interest rates and rising financial debt.

Excluding non-recurring items, particularly the change in fair value of the dedicated asset portfolio, the financial result was -€0.2 billion, an increase of €2.2 billion.

Net income excluding non-recurring items stood at -€12.7 billion, down by €17.4 billion. This mainly reflects the drop in EBITDA, which was partially limited by the higher financial result (excluding non-recurring items), and by a corporate income tax receivable.

Net income – Group share amounted to -€17.9 billion for 2022, down by €23 billion. In addition to the significant decrease in net income excluding non-recurring items, this change includes the following factors after tax:

- a -€4.4 billion change in the fair value of financial instruments,
- -€0.7 billion of impairment.

1. Excluding the island activities, before deduction of pumped-storage consumption. After deduction of pumped-storage hydropower volumes, total hydropower output was 25.0TWh in 2022 (35.9TWh in 2021).

2. For Edison.

3. For Luminus.

Cash flow and net financial debt

2022 Group cash flow amounted to -€24.6 billion, down significantly from the -€1.5 billion of 2021. The explanation is essentially the cash EBITDA of -€12.8 billion, which was principally affected by the drop in nuclear power output in France. Working capital improved by €8.3 billion in 2022: this favourable development is mainly attributable to the optimisation/trading activity and the CSPE mechanism. Furthermore, **net investments** totalled €16.4 billion in 2022.

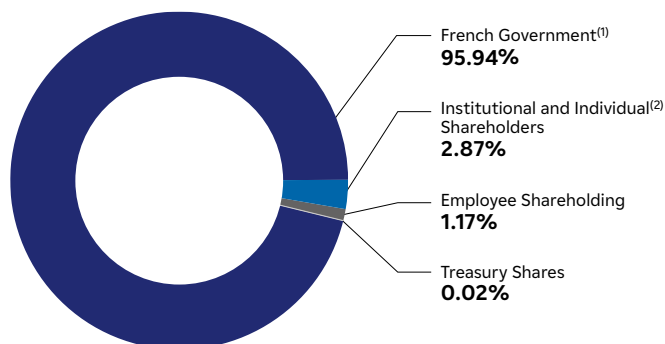
Cash flow from operations¹ amounted to -€21.5 billion, down by €21.3 billion compared 2021.

Net financial debt² reached €64.5 billion. The €21.5 billion increase is mainly explained by the cash flow from operations, the issue and the redemption of hybrid bonds which had a total impact of +€1 billion. Conversely, the April 2022 capital increase reduced debt by €3.15 billion.

Shareholding structure

28 February 2023

➔ Total number of shares
4,000,933,682



(1) Including Epic Bpifrance.
(2) Excluding employees.

EDF share profile

IDENTITY CARD

ISIN code of negotiation	FR0010242511
Listing location	Euronext Paris
Indices	CAC Next 20, Euro STOXX Utilities, STOXX Europe 600 Utilities, Euronext 100

- **FR0010242511:** code of negotiation
- **FR0011635515:** securities which already benefit from the loyalty bonus
- **FR00140071T2:** securities which will benefit from the loyalty bonus in 2024
- **FR001400EC89 :** securities which will benefit from the loyalty bonus in 2025

1. Cash flow generated by operations is not an aggregate defined by IFRS as a measure of financial performance and is not directly comparable with indicators of the same name reported by other companies. This indicator, also known as Funds From Operations ("FFO"), is equivalent to net cash flow from operating activities, changes in working capital after adjustment where relevant for the impact of non-recurring effects, net investments (excluding disposals in 2021-2022), and other items, including dividends received from associates and joint ventures.

2. Net financial debt is not defined in the accounting standards and is not directly visible in the Group's consolidated balance sheet. It comprises total loans and financial liabilities, less cash and cash equivalents and liquid assets. Liquid assets are financial assets consisting of funds or securities with initial maturity of over three months that are readily convertible into cash and are managed according to a liquidity-oriented policy.

COMPOSITION OF THE BOARD OF DIRECTORS

Directors appointed by the Shareholders' Meeting



Luc REMONT²
Chairman and chief Executive officer
C



Nathalie COLLIN²
Deputy Managing/Director and Managing/Director of the consumer and Digital Division of La Poste Group
■ ▲



Bruno CREMEL¹
General Partner and Deputy Chief Executive Officer of Partech
■ ▲



Anne-Marie DESCOTES¹
Secretary General of the French Ministry for Europe & Foreign Affairs
■



Gilles DENOYEL¹
Chairman of the Board of Directors of Dexia and Dexia Crédit Local
C



Delphine GENY-STEPHANN²
Consultant
■



Colette LEWINER²
Professional Director
■ ■ ▲



Claire PEDINI¹
Senior Vice-President, Human Resources and Corporate Social Responsibility for the Saint-Gobain Group - Member of the Executive Committee of Saint-Gobain
■ ■ ▲



Philippe PETITCOLIN¹
Corporate Director
■ ■ ▲



Marie-Christine LEPETIT²
Inspector General of Finance
■ ■



Michèle ROUSSEAU²
Chair of the Board of Directors of Bureau de recherches Géologiques et ministères
■ ■

58
years old
AVERAGE AGE

41.7%
OF INDEPENDENT directors⁵

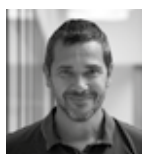
22
BOARD MEETINGS

95.4%
ATTENDANCE RATE

Directors elected by the employees



Karine GRANGER³
Employee Director sponsored by the CGT trade union
■ ■ ■



Fabrice GUYON³
Employee Director sponsored by the CGT trade union
■



Sandrine LHENRY³
Employee Director sponsored by the Force Ouvrière trade union
■ ■ ■



Jean-Paul RIGNAC³
Employee Director sponsored by the CGT trade union
■



Vincent RODET³
Employee Director sponsored by the CFDT trade union
■ ■ ■ ■ ■



Christian TAXIL³
Employee Director sponsored by the CFE-CGC trade union
■ ■

Director - Representative of the French State



Alexis ZAJDENWEBER⁴
Commissioner of the French State Shareholdings Agency at the Ministry Economy and the Ministry for Public Action and Accounts
■ ■

- Committee Member
- C Committee Chairman
- Audit Committee
- Strategy Committee
- Appointments, Remuneration & Governance Committee
- Nuclear Commitments Monitoring Committee
- Corporate Responsibility Committee
- ▲ Independance within the meaning of AFEP-MEDEF Code criteria

1. Directors whose term of office will expire at the Shareholders' Meeting called to approve the financial statements for the 2022 fiscal year.
2. Directors whose term of office will expire at the Shareholders' Meeting called to approve the financial statements for the 2024 fiscal year.
3. The term of office of the Directors elected by the employees will expire on 22/11/2023.
4. The term of office of the Director Representative of the French State will expire on 20/11/2026.
5. Excluding Directors elected by the employees.



CANDIDATES WHOSE RENEWAL AS DIRECTOR IS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDER'S MEETING

The Shareholders' Meeting is called upon to renew the mandate of 5 directors, presented below. For further information regarding the curriculum vitae of the directors whose reappointment is proposed, please refer the resolutions on pages 21 to 23 of the Report of the Board of Directors on the draft resolutions..

INDEPENDANT DIRECTORS WHOSE TERM OF OFFICE WILL EXPIRE AT THE SHAREHOLDERS' MEETING

Claire PEDINI

Graduate from the École des Hautes Études Commerciales and holding a Master's degree in media management from the École Supérieure de Commerce de Paris, Claire Pedini joined Total in 1988 as Corporate Controller. She assumed responsibility for Total's admission to trading on the New York Stock Exchange in 1991, and became Head of Investor Relations in 1992, Head of Media Relations in 1994 and Head of the New Information Technologies department in 1997. In 1998, she joined Alcatel as Chief of Financial Information holding several managing positions before becoming member of the Executive Committee in 2006, and Executive Vice-President, Human Resources and Transformation, of Alcatel-Lucent in 2009. Nominated Senior Vice-President Human Resources and Digital Transformation for the Saint-Gobain Group in June 2010, she is currently Senior Vice-President, Human Resources and Corporate Social Responsibility. Claire Pedini has been a Director of EDF since May 2016. She is also the Climate point person within the Board, a member the Appointments, remuneration and governance committee and Chairwoman of the Corporate Social Responsibility committee.

Bruno CREMEL

A graduate from the École Centrale de Paris, the Paris Institute of Political Studies (IEP), and the National School of Public Administration (ENA), Bruno Crémel started his career as a Finance Inspector, before joining the Ministry for the Economy, Finance, and Industry as head of the Public Banks and Insurance Office, State Participations Department. From 1998 to 2000, he held various positions in the Kering group, especially as Chairman of the Management Board of PPR Interactive. Chief of Staff of the Minister for the Economy, Finance and Industry from 2000 to 2002, he was Chairman and Chief Executive Officer of FNAC France from 2002 to 2006. From 2006 to 2012, he was General Partner and member of the Executive Committee of the LBO France investment fund. Appointed Chairman and Chief Executive Officer of Darty France in 2012, he joined in May 2014 the Partech investment fund first as a partner, then became General Partner of Partech position he holds since May 2016. Bruno Crémel has been a Director of EDF since May 2019 and is a member of the Audit committee.

Philippe PETITCOLIN

Graduated in mathematics and from the Centre de perfectionnement aux Affaires (CPA), Philippe Petitcolin began his career in 1978 as export manager for Europrim, then became export zone manager for Filotex, before becoming Head of the export department in 1984. From 1988 to 1995, he held various commercial positions at the Labinal group, before becoming Head of the Aeronautical Systems Division in 1995. From 1999 to 2001, he was Chief executive of Labinal's Filtrauto division and Chief executive of the Friction Materials business. In 2001, he became Chief Executive Officer of Safran Electrical & Power, and became Chairman and Chief Executive Officer in 2004. In 2006, he was appointed Chairman and Chief Executive Officer of Safran Aircraft Engines. After having held several positions as executive manager between 2011 and 2015 in the Safran group, he was appointed Director and Chief Executive Officer of Safran in April 2015, position he has held until the 31 December 2020. He is Chairman of the Board of Directors of KNDS since 2021. Philippe Petitcolin has been a Director of EDF since May 2019 and is a member of both the Audit and the Strategy committee.

DIRECTORS APPOINTED ON THE RECOMMENDATION OF THE FRENCH STATE IN ACCORDANCE WITH ARTICLE 6.II OF ORDER NO. 2014-948 OF 20 AUGUST 2014, WHOSE TERM OF OFFICE WILL EXPIRE AT THE SHAREHOLDERS' MEETING

Anne-Marie DESCOTES

Graduate of the Ecole Normale Supérieure and the French National School of Public Administration (ENA), Anne-Marie Descôtes is also qualified as Associate German teacher, holds a post-graduate diploma in Germanic studies and a bachelor's degree in history of art. After teaching German, she worked from 1987 to 1990 as a cultural attachée at the French Embassy in Bonn. After graduating from ENA, she was appointed to the European Cooperation Directorate at the Ministry of foreign affairs before becoming a technical advisor in the office the Minister Delegate for European Affairs from 1997 to 2001. Between 1997 and 2017 she held the positions of special advisor for Central and South-Eastern European enlargement at France's Permanent Representation to the European Union, special advisor for Europe and the ex-USSR in Washington, Director of the Agency for French Education Abroad (AEFE) and Director-General for Global Affairs, Culture, Education and International Development. After holding the position of French Ambassador to Germany from 2017 to 2022, she was nominated Secretary-General of the French Ministry for Europe and Foreign Affairs in 2022. Anne-Marie-Descôtes has been a Director of EDF since November 2022 and is a member of the Strategy committee.

Gilles DENOYEL

Graduate as a General Engineer from the Mines ParisTech, the Paris Institute of Political Studies (IEP) and the National School of Public Administration (ENA), Gilles Denoyel was appointed as a Finance Inspector at the Ministry for the Economy and Finance in 1981 before joining the Treasury Department in 1985, where he held various positions until 1996. He joined the CCF group in 1996 as Chief Financial Officer, then General Secretary in charge of Strategy and Operations, before serving as Deputy Chief Executive Officer in charge of Finance. After participating to the merger of CCF and HSBC, he is nominated as Director and Deputy Chief Executive Officer of HSBC France in 2004. In 2012, he became Deputy Chief Executive Officer responsible for assisting the Chief Executive Officer of HSBC France. From 2015 to 2017, he was HSBC's International Institutional Relations President for Europe. He is Chairman of the Board of Directors of Dexia and Dexia Crédit Local since May 2018. Gilles Denoyel has been a Director of EDF since May 2019 and is Chairman of the Nuclear commitments monitoring committee..

CORPORATE GOVERNANCE

EDF adheres to the AFEP-MEDEF Corporate Governance Code, subject to the applicable specific laws and regulations.

Board of Directors

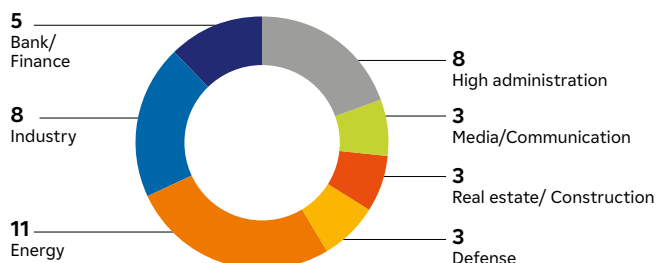
EDF is administrated by a Board of Directors consisting of 3 to 18 members in accordance with the provisions of the French Ordinance No. 2014-948 of 20 August 2014.

The Board is composed of 18 members: 11 Directors appointed by the Shareholders' Meeting, 5 of which are proposed by the French State, 1 Representative of the French State and 6 Directors elected by employees. EDF's Board of Directors includes 41.7% of independent Directors, excluding Directors elected by the employees. It includes 58.33% of women if excluding Directors elected by the employees and 50% if considering the whole Board.

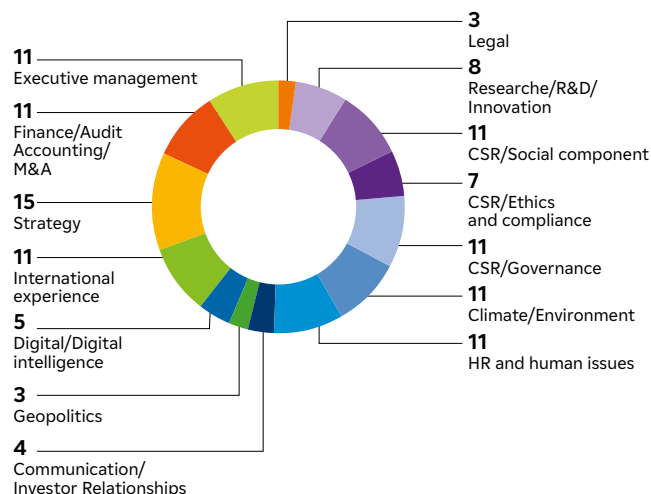
In accordance with the AFEP-MEDEF Corporate Governance Code and the French Commercial Code, the Board periodically reviews and questions the balance in its membership, particularly in terms of diversity, skills and percentage of independent directors, in the light of diversity policy that the Board has defined for its members.

The tables below present the mapping of the business skills in specific sectors or functions of all members of the Board of Directors:

SECTOR EXPERTISE BY TYPE OF SKILL



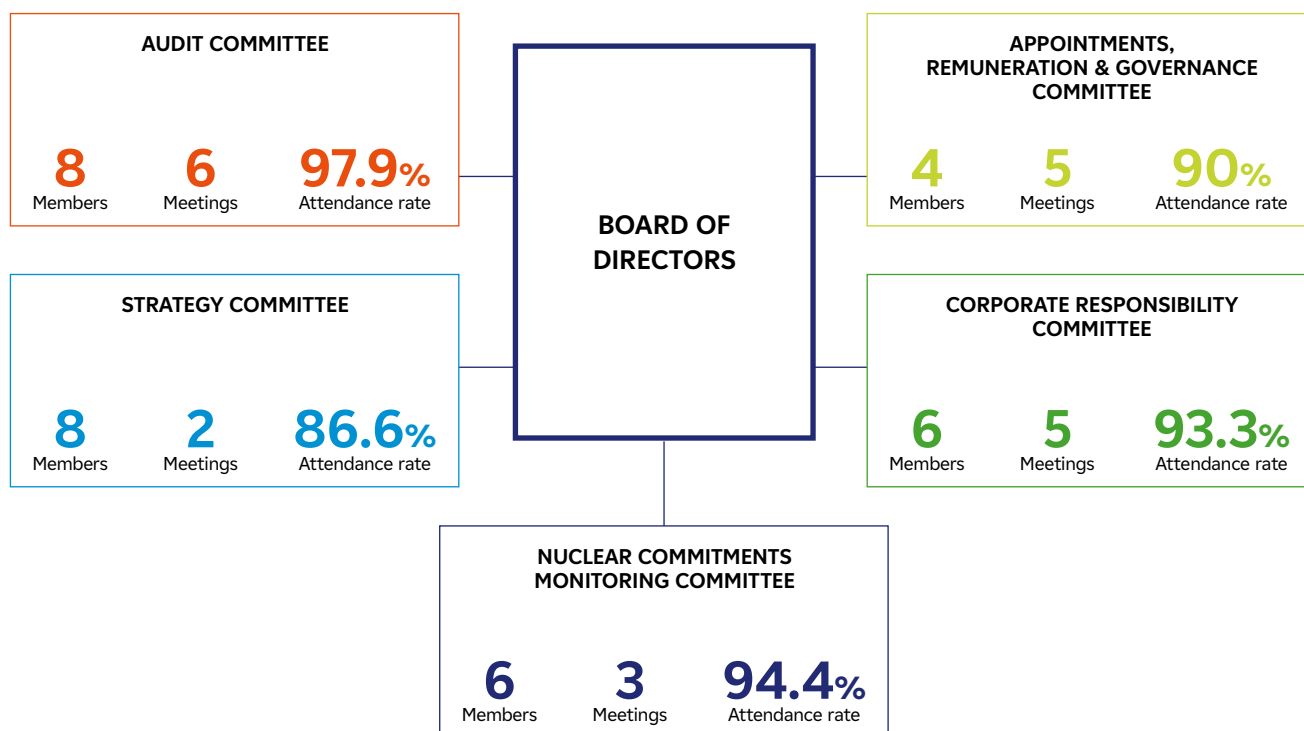
FUNCTIONAL EXPERTISE BY TYPE OF SKILL



The Chairman of the Board of Directors assumes the executive management of the Company and holds the title of Chairman and Chief Executive Officer. He is appointed by decree of the President of the French Republic, on recommendation from the Board, after the opinion of the competent commissions of the French National Assembly and Senate.

As Jean-Bernard Lévy notified the Board of Directors of his intention to resign from his terms of office as Director and Chairman and Chief Executive Officer before their expiry in March 2023, the Board of Directors meeting of 18 November 2022 decided to co-opt Luc Rémont as a Director. After noting the favorable opinion issued by the commissions of the French National Assembly and Senate with regards to this appointment, the Board decided to propose to the President of the French Republic that Luc Rémont be appointed as Chairman and Chief Executive Officer of EDF. Luc Rémont was appointed as the Company's Chairman and Chief Executive Officer by decree of the President of the French Republic of 23 November 2022.

In accordance with the law, the Board of Directors determines the orientations of the Company's activities and oversees their implementation acting in its corporate purpose, while taking into consideration in particular the social and environmental issues of its activities as well as its « raison d'être », whose roll-out throughout the Group is monitored by the Board. It defines the major strategic, economic, financial or technological orientations for the Company and the Group. It examines in particular the risks and opportunities relating to climate change and their impact on the Group's strategy and its activities and assets. Subject the power expressly granted to the Shareholders' Meeting and within the limits of the corporate purpose, it can deal with any issues concerning the proper running of the Company and through its deliberations settles any business related to the Company.



Committees of the Board

In order to carry out its duties, the Board of Directors has set up five Committees in charge of reviewing and preparing certain projects prior to their submission to the full Board. The membership, functioning and duties of the Committees are governed by the internal Rules of Procedure of the Board of Directors. They are composed of at least 3 Directors, selected by the Board which appoints the Chairman of each Committee. Committees include at least one Director representing the employees.

Audit committee

In accordance with Article L. 823-19 of the French Commercial Code, this Committee is particularly entrusted with monitoring the process to prepare financial information, monitoring the effectiveness of the internal control, risk management and internal audit systems, regarding procedures relating to the preparation and processing of accounting and financial information, as well as the performance of the duties of the Auditors. In this context, it examines and provides opinions to the Board of EDF regarding the financial position of the Company, the medium term and the budget, the statutory and consolidated annual and half-yearly financial statements and related financial reports, the monitoring of risks in all areas, of internal control and audit and of the Statutory Auditors. In conjunction with the Corporate Responsibility Committee, it ensures the existence of internal control and risk management processes in terms of ethics, compliance, and environmental and social responsibility.

Nuclear commitments monitoring committee

This Committee's tasks are to monitor the issues regarding the securing of the financing of long-term nuclear cost, the evolutions in nuclear provisions, issue an opinion on governance of dedicated assets and on rules for asset-liability management and on strategic allocation, as well as to ensure the compliance of the management of the assets constituted by the Company in accordance with the policy relating to dedicated assets' constitution, management and control of financial risks. It receives the opinion of the independent Nuclear Liabilities Assessment Control Function, responsible in particular for issuing an opinion on the assessment of nuclear liabilities and their provisional timetable, the consistency of the methods and data concerning the evaluation of nuclear liabilities and the policy regarding securing of the financing of these liabilities. The Committee also relies on the works of the Nuclear Commitments Financial Expertise Committee which is composed of independent experts appointed by the Board.

Strategy committee

This Committee advises the Board on EDF's major strategic orientations, specifically the corporate strategic plan presenting the actions to be implemented in order to comply with the objectives of the multi-year energy plan (*Programmation pluriannuelle de l'énergie*), the public service contract, strategic agreements, alliances and partnerships, as well as research and development policy.

Corporate responsibility committee

This Committee examines, in connection with the Group's strategy, the Group's commitments and policies, as well as their implementation, in terms of ethics, compliance, and environmental and social responsibility. It examines the way in which the Company takes into account issues relating to climate change. It makes sure, in conjunction with the Audit Committee, of the existence of programs to identify and manage the main risks in these fields. It reviews in particular the information regarding the declaration of extra-financial performance, the annual ethics and compliance report and the EDF mediator's annual report. It submits an opinion to the Board on the way in which the Company implements a non-discrimination and diversity policy and on the Groups professional and pay equality policy. The Chairman of the Corporate Responsibility Committee is furthermore the Climate point person (*Référent climat*) of the Board of Directors.

Appointments, remuneration and governance committee

In terms of appointments, it submits its proposals to the Board of Directors regarding the appointment of Directors by the Shareholders' Meeting. It proposes to the Board the definition and updating of a diversity policy applicable to Directors and ensures the existence of succession plans in order to anticipate the succession of the Chief Executive Officer and members of the Group's Executive Committee. With regards to remuneration, this Committee gives an opinion on the principles and criteria used to determine the compensation and benefits of all kinds of the Chairman and Chief Executive Officer's within the limits of the cap of €450,000 specified by the Decree No. 2012-915 of 26 July 2012, relating to French State control of the compensation of the executives of public companies. It gives the Board its opinion on the compensation policy of the Group's Directors and Executive Officers referred to in the Article L. 22-10-8 of the French Commercial Code, as well as on the compensation policy of the Company's Executive Committee and top management. In terms of governance, the Committee oversees issues relating to corporate governance and ensures the implementation of the principles and rules outlined in the AFEP-MEDEF Code. Every year, it conducts an annual review of the functioning of the Board and its Committees and every three years supervises the formal evaluation conducted by an independent external consultant. Each year, the Committee examines the individual situations of the Directors according to the independence criteria defined by the AFEP-MEDEF Code and reports its findings to the Board. It examines and gives its opinion on situations of conflicts of interest of which it has become aware or which are reported to it and then reports such situations to the Board.

MEETING AGENDA

Ordinary resolutions

1. First resolution (Approval of the annual financial statements for the financial year ended on 31 December 2022)
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2022
3. Allocation of the net income for the financial year ended on 31 December 2022
4. Allocation of the legal reserve
5. Approval of a related-party agreement – Amendment to the settlement agreement relating to the indemnification of EDF by the French State for the early closure of the Fessenheim nuclear power plant
6. Approval of a related-party agreement – Underwriting agreement entered into with a syndicate of banks as global coordinators and joint bookrunners, including Société Générale, in connection with the capital increase carried out on 7 April 2022
7. Approval of a related-party agreement – Agreements entered into by EDF in connection with the contemplated acquisition of General Electric's Steam Power nuclear activities
8. Approval of the Statutory Auditors' special report on the related-party agreements and commitments
9. 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 period from 1 January 2022 until his resignation on 23 November 2022, for the financial year ended on 31 December 2022
10. Approval of the fixed, variable and exceptional compensation components composing the total remuneration and the benefits of any kind paid or granted to Mr. Luc Rémont, Chairman and Chief Executive Officer of the Company, for the period from its appointment on 23 November 2022 to 31 December 2022, for the financial year ended on 31 December 2022
11. Approval of the information relating to the remuneration of the corporate officers of the Company
12. Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2023
13. Approval of the remuneration policy applicable to the Board of Directors for the financial year ended on 31 December 2023
14. Approval regarding the fixed annual compensation allocated to the Board of Directors
15. Ratification of the appointment of Mr. Luc Rémont as a Director
16. Ratification of the appointment of Mrs. Anne-Marie Descôtes as a Director
17. Renewal of a Director
18. Renewal of a Director
19. Renewal of a Director
20. Renewal of a Director
21. Renewal of a Director
- A. *Dismissal of Mrs. Nathalie Collin's position – Resolution submitted by the Supervisory Boards of the FCPE Actions EDF and Fonds EDF ORS and reviewed by the EDF's Board of Directors during its meeting held on 23 May 2023, which did not approve it*
- B. *Dismissal of Mrs. Colette Lewiner's position – Resolution submitted by the Supervisory Boards of the FCPE Actions EDF and the Fonds EDF ORS and reviewed by the EDF's Board of Directors during its meeting held on 23 May 2023, which did not approve it*
22. Reappointment of an auditor
23. Acknowledgement of the expiry of the mandate of an auditor and appointment of a new auditor in replacement
24. Consultative opinion on the implementation of the Company's climate transition plan to achieve carbon neutrality by 2050
25. Authorization granted to the Board of Directors to carry out transactions on the Company's shares

Extraordinary resolutions

26. 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
27. Authorization granted to the Board of Directors to reduce the share capital by cancelling treasury shares

Ordinary and extraordinary resolution

28. Powers to carry out formalities

REPORT OF THE BOARD OF DIRECTORS AND DRAFT RESOLUTIONS

Dear Madam, Dear Sir,

We have convened a general meeting (the “Shareholders’ Meeting”) of Electricité de France (“EDF” or the “Company”) that you are invited to attend in order to vote on the following 28 resolutions:

- 25 of them are ordinary resolutions;
- 2 ten of them are extraordinary resolutions;
- the last one relates to powers to carry out formalities.

Furthermore, the Supervisory Boards of the FCPE Actions EDF and Fonds EDF ORS have requested to include two draft resolutions (Resolutions A and B) to the Meeting agenda.

In this report, we explain the rationale behind each of these resolutions, as well as the complete resolutions.

The course of business and financial position of the Company during the financial year ended on 31 December 2022 are described in the Company’s 2022 universal registration document.

For more information on EDF’s business, and in particular on the course of business since the beginning of the financial year 2023, please note that you can refer to the financial disclosure and also to the press releases available on the Company’s website.

ORDINARY RESOLUTIONS

Resolutions 1 and 2

Accounts’ approval

These two resolutions submit for your approval the annual financial statements of the Company for the year ended on 31 December 2022, showing a net book loss of €30,648,162,977.2, and the consolidated financial statements of the EDF Group for the year ended on 31 December 2022, as approved by the Board of Directors at its meeting dated 16 February 2023.

First resolution: Approval of the annual financial statements for the financial year ended on 31 December 2022

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 2022, including the balance sheet, the income statement and the appendix, as presented to it, showing a loss of €30,648,162,977.29 and an equity of €11,141,175,112.82. 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 4th paragraph of Article 39 of the French Tax Code amounts to €2,252,068.85 for the financial year ended on 31 December 2022 and that the related taxes amount to €581,596.78 and approves these amounts.

Second resolution: Approval of the consolidated financial statements for the financial year ended on 31 December 2022

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 2022, as presented to it, showing a net loss, Group share, of €17,940 million and an equity, Group share, of €34,340 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.

Resolution 3

Allocation of the net income

Based on the net income for the year ended on 31 December 2022, the Board of Directors proposes to the Shareholders’ Meeting to allocate the net book loss of €30,648,162,977.29 to the “retained earnings” account, which after this allocation will show a debit balance of €22,461,366,664.48.

Third resolution: Allocation of the net income for the financial year ended on 31 December 2022

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, acknowledges that the result for the financial year ended on 31 December 2022 is a book loss of €30,648,162,977.29 and therefore decides on the proposal of the Board of Directors, to allocate this book loss to the “Retained Earnings” account, which will show a debit balance of €22,461,366,664.48 after this allocation.



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 ⁽¹⁾ (IN EUROS)	PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX REBATE ⁽²⁾
2019	3,050,969,626	0.15 ⁽²⁾	456,888,323.70 ⁽²⁾	100%
2020	3,099,923,579	0.21 ⁽³⁾	652,259,998.76 ⁽⁴⁾	100%
2021	3,736,934,708	0.58 ⁽⁵⁾	1,997,314,793.63 ⁽⁶⁾	100%

(1) After deduction of treasury shares.

(2) The 2019 interim dividend of €456,888,323.70 paid on 17 December 2019, is composed of €429,635,913.60 paid in new shares and €27,252,346.20 paid in cash and €63.90 of balancing cash.

(3) i.e. an amount of €0.231 in 2020 for the shares benefiting from the bonus dividend.

(4) The balance of the 2020 dividend, amounting to €652,259,998.76 paid on 7 June 2021, is composed of €616,146,887.12 paid in new shares and €36,113,111.64 paid in cash.

(5) i.e. an amount of €0.638 in 2021 for the shares benefiting from the bonus dividend.

(6) Including €947,074,231.20 paid on 2 December 2021 for the 2021 interim dividend, composed of €898,992,407.92 paid in new shares, €48,081,668.10 paid in cash and €155.18 of balancing cash. The balance of the 2021 dividend, amounting to €1,050,240,562.43 paid on 13 June 2022, is composed of €978,699,524.40 euros paid in new shares, €71,540,908.35 paid in cash and €129.68 of balancing cash.

Resolution 4

Allocation to the legal reserve

The Shareholders' Meeting is invited, under the 4th resolution, to allocate €32,452,083.60 to the legal reserve by deducting this amount from the "share capital premiums" account.

Fourth resolution: Allocation of the legal reserve

The Shareholders' Meeting, having reviewed the report of the Board of Directors, decides on the proposal of the Board of Directors, to deduct an amount of €32,452,083.60 from the "premiums linked to the share capital" account for allocation to the legal reserve. After this allocation, the "legal reserve" account will amount to €194,385,921.00 euros.

Resolutions 5 to 8

Related-party agreements

The Shareholders' Meeting is invited, under resolutions 5 to 8, after having reviewed the special report of the Statutory Auditors, to approve the related-party agreement described below.

1. Amendment to the settlement agreement relating to the indemnification of EDF by the French State for the early closure of the Fessenheim nuclear power plant

The Shareholders' Meeting is invited, under the 5th resolution, after having reviewed the Statutory Auditors' special report, to approve the amendment to the settlement agreement relating to the indemnification of EDF by the French State for the early closure of the Fessenheim nuclear power plant signed on 25 July 2022 (hereinafter, the "Amendment").

A settlement agreement relating to the compensation of EDF by the French State for the early closure of the Fessenheim nuclear power plant was signed on 27 September 2019 (hereinafter, the "Settlement Agreement").

At the request of the French State, the Amendment made certain changes to the Settlement Agreement in order to specify the practical terms and conditions of its application, in particular in order to ensure better budget forecasting for the French State and to avoid jeopardising the principles and balance defined by the Settlement Agreement. It is specified that this approval by the Shareholders' Meeting is required because the French State holds more than 10% of the voting rights in the Company.

At its meeting of 15 December 2021, the Board of Directors of EDF authorized the execution of the Amendment, in accordance with Article L.225-38 of the French Commercial Code, considering that

it was in the interest of EDF to execute the Amendment, as the amendments made to the Settlement Agreement were negotiated by EDF in its best interests and did not affect the provisions already agreed in the Agreement. Pursuant to the provisions of Article L.225-40 of the French Commercial Code, the French State's representative on the date of the Board meeting, Mr. Martin Vial, a member of the Company's Board of Directors and pursuant to the provisions of the internal regulations relating to conflicts of interest, the directors appointed on the proposal of the French State, did not participate in the vote.

An information notice presenting the main provisions of the Amendment was published on the EDF's website on 14 September 2022, in accordance with Article L.22-10-13 of the French Commercial Code.

The French State will not participate in the vote regarding the 5th resolution submitted to the Shareholders' Meeting.

2. Underwriting agreement entered into with a syndicate of banks as global coordinators and joint bookrunners, including Société Générale, in connection with the capital increase completed on 7 April 2022

Under the 6th resolution, the Shareholders' Meeting, after having reviewed the Statutory Auditors' special report, is invited to approve the underwriting agreement entered into with a syndicate of banks as global coordinators and joint bookrunners, including Société Générale, in connection with the capital increase of the Company carried out on 7 April 2022.

In the context of the capital increase of the Company carried out on 7 April 2022 with preferential subscription rights for shareholders for a gross amount (including premium) of €3.2 billion, an underwriting agreement (hereinafter the "Underwriting Agreement") was entered into on 17 March 2022 between, on the one hand, the Company and on the other hand, a banking syndicate composed of BNP Paribas, Barclays Bank Ireland PLC, Crédit Agricole Corporate and Investment Bank, Goldman Sachs Bank Europe SE, Natixis and Société Générale, as global coordinators and joint bookrunners (hereinafter, the "Global Coordinators") and Banco Santander, S. A., BofA Securities Europe S.A., J.P. Morgan SE and Morgan Stanley Europe SE, as joint bookrunners (together the "Underwriters").

Under the terms of the Underwriting Agreement, the Underwriters have undertaken jointly and without joint and several liability, subject to the completion of the commitment of the French State to subscribe to the capital increase up to its proportion of the capital (hereinafter, the "Subscription Undertaking"), to cause to subscribe or, otherwise, to subscribe in full for all the new shares issued by the Company, except for those subject to the Subscription Undertaking.

In consideration of the Underwriters' undertaking, the Company undertook to pay each of the Underwriters a commission (underwriting fee) equal to a percentage of the gross amount of the capital increase (reduced by the amount covered by the Subscription Undertaking) guaranteed by each of them. In addition, EDF could also pay the Underwriters an additional commission (representing 0.6% of the gross amount of the capital increase minus the amount covered by the Subscription Undertaking) at its own discretion, in respect of both its amount and its allocation, to the Underwriters.

Under the Underwriting Agreement, the total amount of fees paid by EDF to Société Générale amounted to €1,274,682.

It is specified that this approval by the Shareholders' Meeting is required because Mr. Jean-Bernard Levy was, on the date of the Company's Board of Directors meeting, Chairman and Chief Executive Officer of EDF (until 23 November 2022) and observer on the Board of Directors of Société Générale.

At its meeting of 17 March 2022, the Board of Directors of EDF authorized the execution of the Underwriting Agreement, in accordance with Article L.225-38 of the French Commercial Code, considering that it was in the interest of EDF to enter into the Underwriting Agreement since its implementation was necessary in the context of the capital increase. Mr. Jean-Bernard Levy, member of the Board of Directors (until 23 November 2022), in accordance with the provisions of Article L.225-40 of the French Commercial Code, did not participate in the vote.

An information notice presenting the main provisions of the Underwriting Agreement was published on the EDF's website on 17 March 2022, in accordance with Article L.22-10-13 of the French Commercial Code.

3. Agreements entered into by EDF in the context of the proposed acquisition of General Electric's Steam Power nuclear activities

The Shareholders' Meeting is requested, under the 7th resolution, after having reviewed the Statutory Auditors' special report, to approve the agreements entered into in the context of the contemplated acquisition of General Electric's Steam Power nuclear activities.

At its meeting dated 3 November 2022, the Board of Directors of EDF authorized the execution of the following agreements prior to their signing in connection with the signing by EDF of the purchase agreement regarding the GE Steam Power business on 4 November 2022 (hereinafter, the **"Purchase Agreement"**).

3.1. Adherence by EDF to the protocol signed between General Electric Company and the French State on 10 February 2022

On 10 February 2022, EDF and General Electric Company signed an exclusivity agreement (MOU) regarding the contemplated acquisition by EDF of General Electric Company's "Steam Power" nuclear activities (excluding the service activities carried out in America) (hereinafter, **"GE Steam Power"**).

Simultaneously with the signing of the MOU, General Electric Company and the French State signed, on 10 February 2022, a protocol (the **"Protocol"**), the purpose of which is to provide for (i) the termination, subject to the completion of this acquisition of the two framework agreements and the related licence agreements entered into in 2014 at the time of the acquisition by General Electric Company of the entirety of Alstom's Power & Grid business and (ii) the undertakings of the French State in its capacity as shareholder of GEAST in the context of the acquisition by EDF of GE Steam Power's nuclear activities.

Simultaneously with the signature of the Purchase Agreement and in accordance with the provisions of the latter, EDF adhered, on 4 November 2022, to the Protocol entered into between General Electric Company and the French State, which is without any financial charge for EDF.

It is specified that this approval by the Shareholders' Meeting is required because the French State is a shareholder holding more than 10% of the voting rights of the Company.

At its meeting dated 3 November 2022, the Board of Directors of EDF authorized the execution of the Protocol, in accordance with Article L.225-38 of the French Commercial Code, considering that it was in the interest of EDF to adhere to the Protocol as its adherence was linked to the signature by EDF of the Purchase Agreement. Pursuant to the provisions of Article L.225-40 of the French Commercial Code, the representative of the French State, Mr. Alexis Zajdenweber, a member of the Board of Directors of the Company and pursuant to the provisions of the internal regulations relating to conflicts of interest, the directors appointed on the proposal of the French State, did not participate in the vote.

An information notice presenting the main stipulations of the Protocol was published on the EDF website on 9 November 2022, in accordance with Article L.22-10-13 of the French Commercial Code.

3.2. Termination agreement for the existing nuclear plant master agreement entered into at the time of the acquisition by General Electric Company of all of Alstom's Power & Grid business

The purpose of the termination agreement is to terminate the framework agreement entered into by EDF, General Electric Company, Alstom SA and the French State on 4 November 2014, which related to commitments to provide services to the EDF Group's existing nuclear power plants in order to guarantee the sustainability of the nuclear power plants currently in service, in the context of acquisition by General Electric Company in 2014 of all the activities of Alstom's Power & Grid.

This termination agreement, which was signed by EDF on 4 November 2022 with General Electric Company, the French State and GEAST, is free of charge for EDF.

It is specified that this approval of the Shareholders' Meeting is required because the French State is a shareholder holding more than 10% of the voting rights of the Company.

At its meeting dated 3 November 2022, the Board of Directors of EDF authorized the execution of the termination agreement, in accordance with Article L.225-38 of the French Commercial Code, considering that it was in the interest of EDF to execute the termination agreement as its execution was linked to the signature by EDF of the Purchase Agreement, the framework agreement to be terminated upon completion of this acquisition therefore becoming irrelevant. Pursuant to the provisions of Article L.225-40 of the French Commercial Code, the French State representative, Mr. Alexis Zajdenweber, a member of the Company's Board of Directors and pursuant to the provisions of the internal regulations relating to conflicts of interest, the directors appointed on the proposal of the French State, did not participate in the vote.

An information notice presenting the main provisions of the termination agreement was published on the EDF's website on 9 November 2022, in accordance with Article L.22-10-13 of the French Commercial Code.



3.3. Termination agreement for the framework agreement on new nuclear projects entered into at the time of the acquisition by General Electric Company of all the activities of Alstom's Power & Grid

The purpose of the termination agreement is to terminate the framework agreement which was entered into between EDF, Areva NP (Framatome succeeding to Areva NP's rights in 2017), General Electric Company, Alstom SA and the French State, on 4 November 2014, and which concerned undertakings relating to tender offers based on Arabelle technology for new nuclear projects, in the context of the acquisition in 2014 by General Electric Company of all of the activities of Alstom's Power & Grid.

This termination agreement, which was signed by EDF on 4 November 2022 with General Electric Company, the French State, Framatome and GEAST, is free of charge for EDF and Framatome.

It is specified that this approval by the Shareholders' Meeting is required because the French State is a shareholder holding more than 10% of the Company's voting rights and Mr. Jean-Bernard Lévy, Chairman and CEO of EDF (until 23 November 2022) and Chairman of the Supervisory Board of Framatome (until 25 November 2022).

At its meeting dated 3 November 2022, the Board of Directors of EDF authorized the execution of the termination agreement, in accordance with Article L.225-38 of the French Commercial Code, considering that it was in the interest of EDF to execute the termination agreement as its execution was linked to the signature by EDF of the Purchase Agreement, the framework agreement to be terminated upon completion of this acquisition therefore becoming irrelevant. On the one hand, pursuant to the provisions of Article L.225-40 of the French Commercial Code, the French State's representative, Mr. Alexis Zajdenweber, a member of the Company's Board of Directors and pursuant to the provisions of the internal regulations relating to conflicts of interest, the directors appointed on the proposal of the French State and on the other hand, Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of EDF (until 23 November 2022) and Chairman of the Supervisory Board of Framatome (until 25 November 2022) did not participate in the vote.

An information notice presenting the main provisions of the termination agreement was published on the EDF's website on 9 November 2022, in accordance with Article L.22-10-13 of the French Commercial Code.

3.4. Termination agreement of the license agreements entered into upon the acquisition by General Electric Company of all the activities of Alstom's Power & Grid

The purpose of the termination agreement is to terminate the following license agreements associated with the framework agreements entered into in 2014 upon the acquisition by General Electric Company of all the activities of Alstom's Power & Grid:

- SPV intellectual property rights license agreement for the existing EDF power plant, entered into between Alstom Technologie AG, SOGEPA, General Electric Company, Alstom SA and EDF, and
- SPV intellectual property rights licence agreement for new nuclear projects between Alstom Technologie AG, SOGEPA, General Electric Company, Alstom SA, EDF and Areva NP (Framatome having taken over Areva NP's rights in 2017).

This termination agreement, which was entered into between EDF and General Electric Technology GmbH, General Electric Company, Framatome, SPVPI and GEAST on 4 November 2022, is free of charge for EDF and Framatome.

It is specified that this approval by the Shareholders' Meeting is required because the French State is a shareholder holding more than 10% of the Company's voting rights and a 100% shareholder

of SPVPI and Mr. Jean-Bernard Lévy, Chairman and CEO of EDF (until 23 November 2022) and Chairman of the Supervisory Board of Framatome (until 25 November 2022).

At its meeting dated 3 November 2022, the Board of Directors of EDF authorized the entering into of the termination agreement, in accordance with Article L.225-38 of the French Commercial Code, considering that it was in the interest of EDF to enter into the termination agreement as its execution was linked to the signature by EDF of the Purchase Agreement, the licence agreements to be terminated upon completion of this acquisition therefore becoming irrelevant. On the one hand, the French State's representative, Mr. Alexis Zajdenweber, a member of the Board of Directors of the Company, pursuant to the provisions of the internal regulations relating to conflicts of interest, and, on the other hand, Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of EDF (until 23 November 2022) and Chairman of the Supervisory Board of Framatome (until 25 November 2022) on the date of the Board of Directors' meeting, pursuant to the provisions of Article L.225-40 of the Commercial Code, did not participate in the vote.

An information notice presenting the main provisions of the termination agreement was published on the EDF website on 9 November 2022, in accordance with Article L.22-10-13 of the French Commercial Code.

The French State will not participate in the vote on the 7th resolution proposed to the Shareholders' Meeting.

4. The Shareholders' Meeting is also requested, under the 8th resolution, to approve the Statutory Auditors' special report on the agreements and commitments referred to in Articles L.225-38 et seq. of the French Commercial Code, and to take note of the information relating to the agreements and commitments entered into or subscribed to during previous financial years and whose performance continued during the last financial year, which is mentioned therein. This report is included in Section 7.5.2 of EDF's 2022 Universal Registration Document.

It is stated that the related-party agreements entered into and authorized during previous financial years and whose performance continued during the last financial year were examined by the Board of Directors at its meeting on 16 February 2023.

Fifth resolution: Approval of a related-party agreement - Amendment to the settlement agreement relating to the indemnification of EDF by the French State for the early closure of the Fessenheim nuclear power plant

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 amendment to the settlement agreement concluded on 25 July 2022 between EDF and the French State relating to the compensation of EDF by the French State for the early closure of the Fessenheim nuclear power plant. This agreement was authorized by the Board of Directors on 15 December 2021.

Sixth resolution: Approval of a related-party agreement - Underwriting agreement entered into with a syndicate of banks as global coordinators and joint bookrunners, including Société Générale, in connection with the capital increase completed on 7 April 2022

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 underwriting agreement entered into on 17 March 2022 between, on the one hand, the Company and, on the other hand, a banking syndicate composed of BNP Paribas, Barclays

Bank Ireland PLC, Crédit Agricole Corporate and Investment Bank, Goldman Sachs Bank Europe SE, Natixis and Société Générale as joint global coordinators and joint bookrunners and of Banco Santander, S.A., BofA Securities Europe S.A., J.P. Morgan SE and Morgan Stanley Europe SE as joint bookrunners This agreement was authorized by the Board of Directors on 17 March 2022.

Seventh resolution: Approval of a related-party agreement - Agreements entered into by EDF in connection with the contemplated acquisition of General Electric's Steam Power nuclear activities

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 following agreements entered into by EDF in connection with the contemplated acquisition of General Electric's "Steam Power" nuclear activities, namely:

- Adherence by EDF to the protocol signed between General Electric Company and the French State on 10 February 2022;
- Agreement to terminate the framework agreement for the sustainability of the existing nuclear power plants, entered into upon the acquisition by General Electric Company of all the activities of Alstom's Power & Grid on 4 November 2022;

- Agreement to terminate the framework agreement on new nuclear projects, entered into upon the acquisition by General Electric Company of all the activities of Alstom's Power & Grid on 4 November 2022;
- Agreement to terminate the license agreements entered into upon the acquisition by General Electric Company of all the activities of Alstom's Power & Grid on 4 November 2022.

These agreements were authorized by the Board of Directors on 3 November 2022.

Eighth resolution: Approval of the Statutory Auditors' special report on the related-party agreements and commitments

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 this report and acknowledges the information relating to the agreements and commitments concluded or entered into during previous financial years and whose execution was continued during the last financial year, which are mentioned therein.

Resolutions 9 to 14

Remuneration of the corporate officers

Under resolutions 9 to 14, the Shareholders' Meeting is invited to vote on the components of remuneration paid or allocated to the corporate officers in respect of the last financial year and on the remuneration policy for the corporate officers in respect of the current financial year. These elements are described in Section 4.6 of EDF's 2022 universal registration document.

Under the 9th and 10th resolutions, the Shareholders' Meeting is invited to approve all of the components of the total compensation and benefits of any nature paid or granted to (i) Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company for the period from 1 January 2022 until his resignation on 23 November 2022 and (ii) Mr. Luc Rémont, Chairman and Chief Executive Officer of the Company for the period from his appointment on 23 November 2022 until 31 December 2022, in respect of the financial year ended on 31 December 2022, as set out in the table below.

Mr. Jean-Bernard Lévy

COMPONENTS OF REMUNERATION (IN EUROS)	AMOUNTS PAID IN 2022	AMOUNTS GRANTED IN 2022
Fixed remuneration	403,977 ⁽¹⁾	450,000
Variable remuneration	-	-
Multi-annual variable remuneration	-	-
Possibility of postponing or reimbursing the variable remuneration	n.a.	n.a.
Exceptional compensation	-	-
Stock options, performance shares or any other long-term benefits	-	-
Compensation for the position of Director	n.a.	n.a.
Benefits of any kind	3,355 ⁽¹⁾	3,660
Starting allowance	-	-
Severance pay or compensation for leaving office	-	-
Non-compete clause	-	-
Supplementary pension	-	-
Remuneration paid or allocated by a company included in the scope of consolidation within the meaning of Article L.233-16 of the Commercial Code	-	-

n.a.: non applicable.

(1) Amount paid calculated pro rata temporis until the date of resignation of Mr. Jean-Bernard Lévy.



Mr. Luc Rémont

COMPONENTS OF REMUNERATION (IN EUROS)	AMOUNTS PAID FOR FY 2022	AMOUNTS GRANTED FOR FY 2022
Fixed remuneration	47,727 ⁽¹⁾	47,727 ⁽³⁾
Variable remuneration	-	-
Multi-annual variable remuneration	-	-
Possibility of postponing or reimbursing the variable remuneration	n.a.	n.a.
Exceptional compensation	-	-
Stock options, performance shares or any other long-term benefits	-	-
Compensation for the position of Director	n.a.	n.a.
Benefits of any kind	0 ⁽²⁾	279 ⁽⁴⁾
Starting allowance	-	-
Severance pay or compensation for leaving office	-	-
Non-compete clause	-	-
Supplementary pension	-	-
Remuneration paid or allocated by a company included in the scope of consolidation within the meaning of Article L.233-16 of the Commercial Code	-	-

n.a.: non applicable.

⁽¹⁾ Amount paid calculated pro rata temporis from the appointment of Mr. Luc Rémont as Chairman and CEO of the Company.

⁽²⁾ Amount of these benefits in kind will be recorded at the beginning of 2023.

⁽³⁾ Amount granted calculated pro rata temporis from the appointment of Mr. Luc Rémont as Chairman and CEO of the Company.

⁽⁴⁾ Amount granted calculated pro rata temporis from the appointment of Mr. Luc Rémont as Chairman and CEO of the Company.

The compensation of the Chairman and Chief Executive Officer is set at the maximum amount provided for by the decree of 9 August 1953 and does not include a variable portion based on criteria related to the Company's performance.

Under the 11th resolution, the Shareholders' Meeting is invited to approve the remuneration of the corporate officers in respect of their office for the financial year ended on 31 December 2022, as set out above and in the tables below:

DIRECTORS IN OFFICE ON 31 DECEMBER 2022	FY 2022		FY 2021	
	REMUNERATION GRANTED IN 2022 ⁽¹⁾	REMUNERATION PAID IN 2022 ⁽²⁾	REMUNERATION GRANTED IN 2021 ⁽¹⁾	REMUNERATION PAID IN 2021 ⁽²⁾
Nathalie Collin	41,107	29,205	19,205	0
Bruno Crémel	39,889	40,149	40,149	40,000
Gilles Denoyel	40,295	41,238	41,238	40,714
Anne-Marie Descôtes ⁽³⁾	3,471	n.a.	n.a.	n.a.
Delphine Gény-Stephann ⁽³⁾	25,724	2,735	n.a.	n.a.
Marie-Christine Lepetit	43,948	46,139	46,139	44,286
Colette Lewiner	40,701	46,139	46,139	47,143
Claire Pedini	41,919	43,960	43,960	45,000
Philippe Petitcolin	41,107	39,059	39,059	33,571
Luc Rémont	n.a.	n.a.	n.a.	n.a.
Michèle Rousseau	41,107	39,604	39,604	38,571
Alexis Zajdenweber ⁽³⁾	12,335	n.a.	n.a.	n.a.
TOTAL (IN EUROS)	371,603	328,228	315,493	289,285

n.a.: non applicable

⁽¹⁾ The remuneration granted for a financial year includes the entire fixed and variable components due for that year.

⁽²⁾ Payments made during a financial year include 50% of the fixed and the entire variable component of the previous financial year and 50% of the fixed component of the current financial year.

⁽³⁾ Directors whose office started in the financial year 2022.

DIRECTORS WHOSE OFFICE EXPIRED DURING THE FINANCIAL YEAR 2022	FY 2022		FY 2021	
	REMUNERATION GRANTED IN 2022 ⁽¹⁾	REMUNERATION PAID IN 2022 ⁽²⁾	REMUNERATION GRANTED IN 2021 ⁽³⁾	REMUNERATION PAID IN ⁽⁴⁾
Véronique Bédague-Hamilius	12,136	28,701	31,436	37,857
François Delattre	23,869	35,792	35,792	35,000
Céline Fornaro	9,196	166	n.a.	n.a.
Jean-Bernard Lévy	n.a.	n.a.	n.a.	n.a.
Martin Vial	16,867	38,491	40,149	39,286
TOTAL (IN EUROS)	62,068	103,150	107,377	112,143

n.a.: non applicable.

(1) The remuneration granted in 2022 includes the fixed portion due in respect of 2022, determined on a pro rata basis for the duration of the term of office over the financial year, as well as the variable portion in respect of the financial year 2022.

(2) The payments made in 2022 include 50% of the fixed remuneration portion and the entire variable remuneration portion for the financial year 2021, as well as the fixed remuneration portion due in respect of 2022, determined pro rata to the duration of the office during the financial year.

(3) The remuneration allocated for a financial year includes the total fixed and variable portions due for that year.

(4) Payments made during a financial year include 50% of the fixed portion and the entire variable portion of the previous financial year and 50% of the fixed portion of the current financial year.

The 12th resolution invites the Shareholders' Meeting to approve the components of the remuneration policy of the Chairman and Chief Executive Officer of the Company, in respect of his office, for the 2023 financial year as set out in the table below.

COMPONENT OF THE REMUNERATION (IN EUROS)	AMOUNTS DUE FOR THE FY 2022	AMOUNTS PAID DURING FY 2022	REMUNERATION POLICY FOR THE FY 2023
Fixed remuneration	47,727	47,727	On the basis of a proposal by the Nomination, Remuneration and Governance Committee, at its meeting on 16 February 2023, the Board decided to maintain the fixed annual remuneration of the Chairman and Chief Executive Officer at €450,000 before tax for the year 2023.
Variable remuneration	-	-	-
Multi-annual variable remuneration	-	-	-
Possibility of postponing or returning variable remuneration	n.a.	n.a.	n.a.
Exceptional remuneration	-	-	-
Stock options, performance shares or any other long-term benefit	-	-	-
Remuneration for directorship	n.a.	n.a.	The Chairman and CEO does not receive any remuneration for his position as a director.
Benefits of any kind	279 ⁽¹⁾	0 ⁽²⁾	Benefit corresponding to the supply of a company car, that the Board has decided to maintain for the year 2023.
Starting compensation	-	-	-
Severance pay or termination pay	-	-	-
Non-compete clause	-	-	-
Supplementary pension	-	-	-
Remuneration paid or allocated by a company included in the scope of consolidation within the meaning of Article L.233-16 of the Commercial Code	-	-	-

n.a.: non applicable.

(1) Amount of benefits in kind paid to Mr. Luc Rémont calculated on a pro rata basis from the date of his appointment.

(2) The amount of these benefits in kind will be accounted for in early 2023.

Under the 13th resolution, the Shareholders' Meeting is also invited to approve the components of the remuneration policy for the Company's directors in respect of their office for the year 2023.

The conditions for the distribution of this annual package, applicable since the 2011 financial year, are reviewed annually by the Board of Directors. On 16 February 2023, the Board of Directors decided to allocate additional remuneration to the independent directors who

participated in the working group set up by the Board pursuant to Article 14 of its internal Rules of Procedure in connection with the planned acquisition by EDF of General Electric's nuclear steam power business, and to the independent directors who participated in the ad hoc committee set up by the Board in accordance with Article 261-1 of the AMF's general regulations and AMF recommendation no. 2006-15 in the context of the simplified takeover offer launched by the French State. This additional remuneration amounts to a total of €90,000



for all the directors involved. On the basis of this global amount, the Board decided to allocate €30,000 to the chairmen of the working group and of the ad hoc Committee and €10,000 to the independent directors who are also member of the working group and of the ad hoc Committee. The rules governing the allocation of remuneration paid to directors in respect of their terms of office remain unchanged and are set out below.

Excluding any additional remuneration (see above), the amount of the annual package is divided into a fixed and a variable portion, each representing half of the package, distributed as follows:

- the fixed portion is equally divided among the directors involved: 50% of the annual fixed portion is paid during the year of allocation and the remaining 50% at the beginning of the following year;
- the allocation of the variable portion among the directors is determined by applying a coefficient depending on the type of meeting (Board or Committee) and on the specific duties performed by each director (member or Committee Chairman): a coefficient of 2 for the presence of a director at a Board meeting, a coefficient of 1 for the presence of a director as a member at a Committee meeting and a coefficient of 2 for chairing a Committee. The variable portion is divided by the total of the coefficients for the year to determine the unit value of the coefficient; the variable portion for a year is paid in full at the beginning of the following year.

It is not planned to pay any exceptional remuneration or any other remuneration to the directors during the 2023 financial year, by the Company or by a company included in the consolidation scope of the Company within the meaning of Article L.233-16 of the Commercial Code.

Finally, in line with the remuneration policy described above, the 14th resolution suggests setting the overall amount of the annual fixed amount referred to in Article L.22-10-14 of the Commercial Code allocated as remuneration to the members of the Board of Directors in respect of their office at €530,000 for the financial year 2023.

Ninth 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 period from 1 January 2022 until his resignation on 23 November 2022, for the financial year ended on 31 December 2022

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, for the period from 1 January 2022 until his resignation on 23 November 2022, for the financial year ended on 31 December 2022, set forth in Section 4.6 of the 2022 universal registration document of the Company and within the report of the Board of Directors.

Tenth 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. Luc Rémont, Chairman and Chief Executive Officer of the Company, for the period from its appointment on 23 November 2022 to 31 December 2022, for the financial year ended on 31 December 2022

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. Luc Rémont, Chairman and Chief Executive Officer of the Company, for the period from his appointment on 23 November 2022 to 31 December 2022, set forth in Section 4.6 of the 2022 universal registration document of the Company and within the report of the Board of Directors.

Eleventh 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 2022 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.

Twelfth resolution: Approval of the remuneration policy applicable to the Chairman and Chief Executive Officer for the financial year ended on 31 December 2023

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 2023, set forth in Section 4.6 of 2022 universal registration document of the Company.

Thirteenth resolution: Approval of the remuneration policy applicable to the Board of Directors for the financial year ended on 31 December 2023

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 2022 universal registration document of the Company.

Fourteenth 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 €530,000 for the 2023 financial year.

Resolutions 15 and 16

Ratification of the appointment of Directors

Under the 15th resolution, it is proposed that the Shareholders' Meeting ratify the appointment, made on a provisional basis by the Board of Directors on 18 November 2022 of Mr. Luc Rémont as a director, to replace Mr. François Delattre, for the remainder of his term of office, i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2024.

■ Qualifications and experience

Graduated from the École Polytechnique and from the École Nationale Supérieure des Techniques Avancées (ENSTA Paris), Luc Rémont began his career in 1993 as an engineer at the French Defence Procurement Agency (DGA). In 1996, he joined the French Ministry of Economy, Finance and Industry. He held several positions there, first in the Treasury department where he supervised relationships with the European Bank for Reconstruction and Development (EBRD) and the World Bank, and later government equity interests in transportation companies. He then served as a Technical Investment Advisor on shareholding matters, and later Deputy Chief of staff to the French Ministers of Economy, Finance and Industry from 2002 to 2007. In 2007, he joined Merrill Lynch and became in 2009 Country Executive and Managing Director of the Corporate and Investment Bank at Bank of America Merrill Lynch in France. In April 2014, he joined Schneider Electric and became President of Schneider Electric France. In April 2017, he was appointed Schneider Electric Executive Vice President, International Operations, in charge of South America, Africa and Middle East, India, and East Asia Japan & Pacific. Moreover, from 2015 to 2018, Luc Rémont was Chairman of Gimelec, a group which brings together 230 French companies providing power and automation solutions for the optimised and safe management of energies in buildings, industry and digital infrastructures. He also was a member of Naval Group's board, European leader for naval defence between 2014 and 2020 and he is currently director of Worldline, European leader in secured payments and digital transactions.

Mr. Luc Rémont complies with the legal rules and the recommendations of the AFEP-MEDEF code on multiple directorships. He is also a director of Worldline.

Mr. Luc Rémont does not hold any EDF shares.

Under the 16th resolution, it is proposed that the Shareholders' Meeting ratify the appointment, made on a provisional basis by the Board of Directors on 28 November 2022 of Mrs. Anne-Marie Descôtes as a director, to replace Mr. Jean-Bernard Levy, for the remainder of his term of office, i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2022.

Mrs. Anne-Marie Descôtes was appointed on the proposal of the French State, in accordance with Article 6.II of Order no. 2014-948 of 20 August 2014 on the governance and capital transactions of publicly held companies.

With regard to qualification and experience, the description is specified in the section on the renewal of Directors.

Fifteenth resolution: Ratification of the appointment of Mr. Luc Rémont as a Director

The Shareholders' Meeting, having reviewed the report of the Board of Directors, and pursuant to Article L.225-24 of the French Commercial Code ratify the appointment, made on a provisional basis by the Board of Directors on 18 November 2022 of Mr. Luc Rémont as a director, to replace Mr. François Delattre, for the remainder of his term

of office, i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2024.

Sixteenth resolution: Ratification of the appointment of Mrs. Anne-Marie Descôtes as a Director

The Shareholders' Meeting, having reviewed the report of the Board of Directors, and pursuant to Article L.225-24 of the French Commercial Code ratify the appointment, made on a provisional basis by the Board of Directors on 18 November 2022 of Mrs. Anne-Marie Descôtes as a director, to replace Mr. Jean Bernard Levy, for the remainder of his term of office, i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2022.

Resolutions 17 to 21

Renewal of Directors

EDF's Articles of Association set the term of office of directors at four years.

Pursuant to the provisions of the Articles of Association relating to the staggering of Directors' terms of office, which specify that the Board of Directors is renewed by turnover, excluding the directors elected by the employees and the representative of the French State appointed by decree, in such a way that this turnover involves half of directors or the nearest number of directors elected by the Shareholders' Meeting every two years, being specified that the terms of office of five directors expire upon the end of this Shareholders' Meeting.

Directors qualified as independent within the meaning of the AFEP-MEDEF Code, whose term of office expires at the end of this Shareholders' Meeting

Under the 17th resolution, it is proposed that the Shareholders' Meeting renews the term of office of Mrs. Claire Pedini, as a director, whose term of office expires at the end of this Shareholders' Meeting, for a period of four years i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026.

Mrs. Claire Pedini complies with the legal rules and recommendations of the AFEP-MEDEF code regarding multiple directorships.

Mrs. Claire Pedini does not hold any EDF's share.

■ Qualifications and experience

Graduated from the École des Hautes Études Commerciales and holding a Master's degree in media management from the École Supérieure de Commerce de Paris, Claire Pedini joined Total in 1988 as Corporate Controller. She assumed responsibility for Total's admission to trading on the New York Stock Exchange in 1991, and became President of Investor Relations in 1992, Vice-President of Media Relations in 1994 and President of New Information Technologies in 1997. In 1998, she joined Alcatel as Chief of Financial Information and Shareholder Relations, becoming successively Vice-President, Investor Relations and Public Affairs in 2001, Deputy Chief Financial Officer in 2004, Senior Vice-President, Human Resources and Corporate Communications and member of the Executive Committee in 2006, Senior Vice-President, Human Resources, Corporate Communications and Real Estate in 2007, and Executive Vice-President, Human Resources and Transformation, of Alcatel-Lucent in 2009. Nominated Senior Vice-President Human Resources and Digital Transformation for the Saint-Gobain Group in June 2010, she is currently Senior Vice-President, Human Resources and Corporate Social Responsibility. Claire Pedini has been a Director of EDF since May 2016. She is also the



Climate point person within the Board, a member the Appointments, remuneration and governance committee and Chairwoman of the Corporate Social Responsibility committee.

Under the 18th resolution, it is proposed that the Shareholders' Meeting renews the term of office of Mr. Bruno Crémel as a director, whose term of office expires at the end of this Shareholders' Meeting, for a period of four years i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026.

Mr. Bruno Crémel complies with the legal rules and the recommendations of the AFEF-MEDEF code regarding the holding of multiple directorships.

Mr. Bruno Crémel does not hold any EDF's share.

■ Qualifications and experience

Graduated from the École Centrale de Paris, the Paris Institute of Political Studies (IEP), and the National School of Administration (ENA), Bruno Crémel started his career as a Finance Inspector, before joining the Ministry for the Economy, Finance, and Industry as head of the Public Banks and Insurance Office, State Participations Department. From 1998 to 2000, he held various positions in the Kering group, especially as Chairman of the Management Board of PPR Interactive. From 2000 to 2002, he was Chief of Staff of Laurent Fabius, Minister for the Economy, Finance and Industry. From 2002 to 2006, he was Chairman and Chief Executive Officer of FNAC France. From 2006 to 2012, he was General Partner and member of the Executive Committee of the LBO France investment fund. He was appointed Chairman and Chief Executive Officer of Darty France in 2012. He joined in May 2014 the Partech investment fund first as a partner, then a General Partner of Partech since May 2016. Bruno Crémel has been a Director of EDF since May 2019 and member of the Audit Committee.

Under the 19th resolution, it is proposed that the Shareholders' Meeting renews the term of office of Mr. Philippe Petitcolin, whose term of office expires at the end of this Shareholders' Meeting, for a period of four years i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026.

Mr. Philippe Petitcolin complies with the legal rules and the recommendations of the AFEF-MEDEF code regarding the holding of multiple directorships. He is also President of the Supervisory Board of Diot-Siaci and member of the Board of directors of Pernod Picard.

Mr. Philippe Petitcolin does not hold any EDF's share.

■ Qualifications and experience

Graduated in mathematics and from the Centre de perfectionnement aux Affaires (CPA), Philippe Petitcolin began his career in 1978 as export manager for Europrim, then became export zone manager for Filotex, before becoming Head of the export department in 1984. From 1988 to 1995, he held various commercial positions at the Labinal group, before becoming Head of the Aeronautical Systems Division in 1995. From 1999 to 2001, he was head of Labinal's Filtrauto division and Head of the Friction Materials business. In 2001, he became Chief Executive Officer of Safran Electrical & Power and became Chairman and Chief Executive Officer in November 2004. In 2006, he was appointed Chairman and Chief Executive Officer of Safran Aircraft Engines. After having held several positions as executive manager between 2011 and 2015 in the Safran group, he was appointed Director and Chief Executive Officer of Safran in April 2015, position he has held until the 31 december 2020. He is Chairman of the Board of Directors of KNDS since the 1st of March 2021. Philippe Petitcolin has been a Director of EDF since May 2019, member of the Audit Committee and of the Strategy Committee.

Directors appointed on the proposal of the French State, whose term of office expires at the end of this Shareholders' Meeting

Under the 20th resolution, it is proposed that the Shareholders' Meeting renews the term of office of Mrs. Anne-Marie Descôtes, whose term of office expires at the end of this Shareholders' Meeting, for a period of four years i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026 Mrs. Anne-Marie Descôtes would be appointed on the proposal of the French State, in accordance with Article 6.II of Ordinance no. 2014-948 of 20 August 2014 on the governance and transactions on the share capital of company with a public shareholding.

She complies with the legal rules and the recommendations of the AFEF-MEDEF code regarding multiple directorships. She is also member of the Board of directors of Orano and does not hold any EDF's share.

■ Qualifications and experience

Graduated of the École Normale Supérieure and the French National School of Public Administration (ENA), Anne-Marie Descôtes is also qualified as German teacher, holds a post-graduate diploma in Germanic studies and a bachelor's degree in history of art. After teaching German for two years, she worked for three years as a cultural attaché at the French Embassy in Bonn (1987-1990). After graduating from ENA, she was appointed to the European Cooperation Directorate at the Ministry of foreign affairs where she worked on issues such as extra-community relations and then intra-community affairs (1994-1997), before becoming a technical advisor in the office of Pierre Moscovici, Minister Delegate for European Affairs (1997-2001). From 2001 to 2005, she held the positions of special advisor for Central and South-Eastern European enlargement at France's Permanent Representation to the European Union in Brussels. She was then appointed special advisor for Europe and the ex-USSR in Washington from 2005 to 2008, Director of the Agency for French Education Abroad (AEFE) from 2008 to 2013 and Director-General for Global Affairs, Culture, Education and International Development from 2013 to 2017. After holding the position of French Ambassador to Germany from 2017 to 2022, Anne-Marie Descôtes was nominated Secretary-General of the French Ministry for Europe and Foreign Affairs on 30 August 2022. She was elevated to the dignity of Ambassador of France on 25 November 2020. Anne-Marie-Descôtes has been a Director of EDF since November 2022 and member of the Strategy Committee.

Under the 21st resolution, it is proposed that the Shareholders' Meeting renews the term of office of Mr. Gilles Denoyel, whose term of office expires at the end of this Shareholders' Meeting, for a period of four years i.e. until the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026.

Mr. Gilles Denoyel would be appointed on the proposal of the French State, in accordance with Article 6.II of Ordinance no. 2014-948 of 20 August 2014 on the governance and transactions on the share capital of company with a public shareholding.

He complies with the legal rules and the recommendations of the AFEF-MEDEF code regarding multiple directorships. He is also member of the Supervisory Board of Memo Bank and Rothschild & Cie and he does not hold any EDF's share.

■ Qualifications and experience

Graduated as a General Engineer from the Mines ParisTech, the Paris Institute of Political Studies (IEP) and the National School of Administration (ENA), Gilles Denoyel was appointed as a Finance Inspector at the Ministry for the Economy and Finance in 1981 before joining the Treasury Department in 1985, where he held various positions until 1996. He joined the CCF group in 1996 as Chief Financial Officer, then General Secretary in charge of Strategy and Operations, before serving as Deputy Chief Executive Officer in charge of Finance. After participating to the merger of CCF and HSBC, he is nominated as Director and Deputy Chief Executive Officer of HSBC France in 2004. In 2012, he became Deputy Chief Executive Officer responsible for assisting the Chief Executive Officer of HSBC France. From 2015 to 2017, he was HSBC's International Institutional Relations President for Europe. He is Chairman of the Board of Directors of Dexia and Dexia Crédit Local since May 2018. Gilles Denoyel has been a Director of EDF since May 2019 and is Chairman of the Nuclear commitments monitoring committee.

Status of the Board of Directors

At its meeting of 16 February 2023, the Board of Directors reviewed, on the recommendation of the Appointments, Remuneration and Governance Committee, the individual situation of the directors with regard to the independence criteria defined by the AFEP-MEDEF Code relating to corporate governance and noted that Claire Pedini, Bruno Crémel and Philippe Petitcolin satisfy the independence criteria set out in this Code.

In the event of approval by the Shareholders' Meeting of the renewal of the office of Claire Pedini, Bruno Crémel, Philippe Petitcolin, Anne-Marie Descôtes and Gilles Denoyel, the current proportion of women on the Board of Directors and the proportion of independent directors would be maintained, in accordance with the diversity policy defined by the Board, with a rate of 50% of women, excluding employee directors, and 41.7% of independent directors, excluding employee directors.

Seventeenth resolution: Renewal of a Director

The Shareholders' Meeting, having reviewed the Board of Directors' report, after having noted that the term of office of Mrs. Claire Pedini expires at the end of this Shareholders' Meeting, resolves to renew her term of office for a period of four years expiring at the end of the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026.

Eighteenth resolution: Renewal of a Director

The Shareholders' Meeting, having reviewed the Board of Directors' report, after having noted that the term of office of Mr. Philippe Petitcolin expires at the end of this Shareholders' Meeting, resolves to renew her term of office for a period of four years expiring at the end of the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026.

Twentieth resolution: Renewal of a Director

The Shareholders' Meeting, having reviewed the Board of Directors' report, after having noted that the term of office of Mrs. Anne-Marie Descôtes expires at the end of this Shareholders' Meeting, resolves to

renew her term of office for a period of four years expiring at the end of the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026.

Twenty-first resolution: Renewal of a Director

The Shareholders' Meeting, having reviewed the Board of Directors' report, after having noted that the term of office of Mr. Gilles Denoyel expires at the end of this Shareholders' Meeting, resolves to renew her term of office for a period of four years expiring at the end of the Shareholders' Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2026.

Resolution A

Dismissal of Mrs. Nathalie Collin's position - Resolution submitted by the Supervisory Boards of the FCPE Actions EDF and Fonds EDF ORS and reviewed by the EDF's Board of Directors during its meeting held on 23 May 2023, which did not approve it

Explanatory memorandum:

During the Extraordinary Shareholders' Meeting of EDF dated as of 22 July 2021, the appointment of Mrs. Nathalie Collin as a director was proposed. Mrs. Nathalie Collin, Deputy Managing Director (*Directrice générale adjointe*) of La Poste Group, a public company controlled by the French State, the majority shareholder of EDF, was presented by the company as "independent".

Pursuant to the recommendations of the Association Française de la Gestion financière (AFG) and the AFEP-MEDEF¹, the Supervisory Boards of the employee share ownership's company collective investment funds (*Fonds Commun de Placement d'Entreprise* or FCPE) had considered that this person was in a situation of mutual interests with the French State, which is the EDF's majority shareholder. However, the Board of Directors could have proposed the appointment of a truly independent and qualified person from a national or international association representing or defending employee or minority shareholders.

Furthermore, Article 11, paragraph III of the internal regulations of the EDF's Board of Directors provides that "Each director is required to inform the Chairman without delay of any situation concerning him/her that creates or is likely to create a conflict of interest with the Company or one of the Group's companies [...] A director in a situation of conflict of interest shall abstain from participating in the discussions and shall not take part in the vote of the corresponding deliberation."

According to the case law of the French Commercial Court², the only guarantee for shareholders that a vote is taken exclusively in the company's corporate interest, and not to favour a separate personal interest, is to respect these rules on the treatment of conflicts of interest by excluding from the debates and voting those directors who would be tempted to give priority to their own interest over the company's corporate interest.

Consequently, and without even looking into whether the possible influence in question actually took place, it would have been proper governance for Mrs. Nathalie Collin to abstain from taking part in the

1. Recommendations on corporate governance of the Association Française de la Gestion Financière (AFG), which state that: "To qualify as 'free of interest', the director must not be in a situation of potential conflict of interest. Thus, in particular, he or she must not: ... - be an employee or executive director of a significant shareholder of the company or of a company in its group...". Article 20 of the AFEP-MEDEF Code (in its version in force on January 2020), which is the corporate governance code to which EDF refers pursuant to Article L. 22-10-10 of the French Commercial Code, specifies that "The director is bound to report to the Board any conflict of interest, whether actual or potential, and abstain from attending the debate and taking part in voting on the related resolution".

2. The case law of the French Commercial Court: "...a conflict of interest arises from a situation in which a director has a personal interest of such a nature as to affect or appear to affect the impartial and objective exercise of his functions". According to the legal authors: "it is agreed, with nuances, that the conflict of interest arises cumulatively from i) the coexistence in the same person of two interests - a personal interest and an interest for which he is responsible, ii) the opposition of these two interests and iii) the influence of his personal interest on the treatment of the other interest".



deliberations and votes at EDF's Board meetings relating to the French State's offer, pursuant to the provisions of the AFEP-MEDEF Code and the internal rules of the EDF's Board of Directors.

On the other hand, it is important to highlight that the AFEP-MEDEF Code requires each independent director *"to be a shareholder in a personal capacity and to own a minimum number of shares, significant in relation to the remuneration that has been allocated to him. If they do not hold these shares when they take office, they should use their remuneration to acquire them"*, which is not the case for any "independent" EDF's director.

However, during the board meeting held on 27 October 2022, Mrs. Nathalie Collin voted in favour of the *"favourable reasoned opinion on the offer (made by the French State at a price of EUR 12 per share), considering that it is in the own interests of EDF, its shareholders and its employees"*.

As Bruno de Roulhac, an AGEFI's journalist, pointed out in an article published on 28 October 2022: *"The independent directors, without holding any shares, decide the fate of the minority shareholders", "A vote that raises questions in terms of good governance and independence. The CEO and the independent members all voted in favour of the French State. Even though they are not really concerned by the offer, since only Colette Lewiner (642 shares) and Philippe Petitcolin (10 shares) hold shares. For the other members, the CEO Jean-Bernard Lévy, Nathalie Collin, Bruno Crémel and Claire Pedini do not hold any shares. And yet they are the ones who decide for the minority shareholders. Moreover, this absence of shareholding, which demonstrates the non-alignment of interests between corporate officers and shareholders, is contrary to the recommendation of the AFEP-MEDEF Code..."*

Mrs. Nathalie Collin will be invited to provide any explanations and to submit her comments on the proposal to dismiss her.

Resolution A: Dismissal of Mrs. Nathalie Collin's position - Resolution submitted by the Supervisory Boards of the FCPE Actions EDF and Fonds EDF ORS and reviewed by the EDF's Board of Directors during its meeting held on 23 May 2023, which did not approve it

The Shareholders' Meeting, acknowledging that Mrs. Nathalie Collin has been duly informed of the contemplated decision against her as well as the reasons provided in support of the dismissal proposal, and given the opportunity to make any comments in this respect, hereby dismisses Mrs. Colette Lewiner with effect on the date hereof, i.e. 14 June 2023.

Resolution B

Dismissal of Mrs. Colette Lewiner's position - Resolution submitted by the Supervisory Boards of the FCPE Actions EDF and Fonds EDF ORS and reviewed by the EDF's Board of Directors during its meeting held on 23 May 2023, which did not approve it

Explanatory memorandum:

As an EDF's former employee, Mrs. Colette Lewiner was able to participate in offers reserved for employees, in particular at the time of the opening of EDF's share capital at the end of 2005. As a result, she holds 642 EDF's shares through the employee shareholding funds as from the financial year ended on 2022.

As a director, Mrs. Colette Lewiner should have been particularly aware of the impact of the Offer made by the French State (OPAS at a price of €12 per EDF share) to the shareholders, and particularly to the employee shareholders.

Given her experience and expertise in the field of electricity markets, she should also have closely listened to the comments made by the employee directors on the report of the independent expert, who found the Offer to be fair, notably regarding the assumptions used for the valuation of the company.

The following statements should be reminded:

- Mrs. Sandrine Lhenry - Employee Director sponsored by FO: *"I am very surprised that we only value the 2022 financial year: the worst in the history of EDF. This means overlooking EDF's potential and all the challenges that the company and its employees have been able to meet (...). How can we really be fair in assessing the company's actions to date when we lack visions and business prospects? How can we take a favorable when no financial trajectory is presented? However, the adjusted business and financial outlooks could make it possible to take a more accurate picture of the company's valuation. It would not only be looking at a very small period in the history of the EDF group and especially not only the year 2022 alone! If the prospects are encouraging and clear, the valuation could be higher than what is presented today."*
- Mr. Vincent Rodet - Employee director sponsored by the CFDT: *"... concerning the regulatory subject, I find it difficult to understand why the expert took into account the assumptions mentioned during the tripartite French State-Commission-EDF instruction of the Hercule project 2-3 years ago, whereas the offeror's offer document indicates that the Hercule project is no longer relevant, that the national, European and global energy context has radically changed and requires a complete reassessment of energy policies. Still on the subject of Hercules memberships, for example, why de-optimisation costs affecting negatively the valuation were included when no project undermining the integrated nature of the project is currently being examined or announced? With regard to the method used to qualify the price proposed by the offeror as fair, I note that the post-2025 price assumptions seem to me to be lower than those used as medians in recent work by the Board..."*
- Mr. Christian Taxil - Employee director sponsored by the CFE-CGC: *"By choosing as main scenario for the valuation, an assumption of post-Arenh regulation provided by the French State, as offeror, I felt uncomfortable in several respects. Indeed, for several years, the regulation that has weighed on EDF, notably through Arenh, has prevented the company from benefiting from a fair remuneration that would cover its real costs and investments. As this system ends on 2025, we have worked within the Board with price scenarios post 2025 of several levels, with a median scenario much higher than the one given by the French State, as offeror, to the Expert. It is not this median scenario that was taken into account, although it was used for the calculation of the IRR of the major overhaul, for example, in our matter dated as of 31 March 2022. Thus, by giving a preference to the scenario of the French State, the offeror, which was not known from the Board and not disclosed to the public, resulting from the work on the Hercules project, although officially dropped by the French State, this leads to a lower valuation."*
- The employee directors sponsored by the CGT also stated that: *"[they] will unsurprisingly vote against the deliberation related to the offer launched by the French State that is submitted to us on the grounds that, whatever the value that will ultimately be proposed as compensation for the shares held by minority shareholders, in particular employees, [they] will be negatively affected by the many bad decisions that have been imposed by the French State as legislator, regulator and majority shareholder."*

However, during the Board meeting held on 27 October 2022, Mrs. Colette Lewiner voted in favour of the *"favourable reasoned opinion on the Offer (by the French State at a price of EUR 12 per share),*

considering that it is in the own interests of EDF, its shareholders and its employees”.

Mrs. Nathalie Collin will be invited to provide any explanations and to submit her comments on the proposal to dismiss her.

Resolution B: Dismissal of Mrs. Colette Lewiner’s position – Resolution submitted by the Supervisory Boards of the FCPE Actions EDF and Fonds EDF ORS and reviewed by the EDF’s Board of Directors during its meeting held on 23 May 2023, which did not approve it

The Shareholders’ Meeting, acknowledging that Mrs. Colette Lewiner has been duly informed of the contemplated decision against her as well as the reasons provided in support of the dismissal proposal, and given the opportunity to make any comments in this respect, hereby dismisses Mrs. Colette Lewiner with effect on the date hereof, i.e. 14 June 2023.

Resolutions 22 and 23

Appointment/renewal of the Statutory Auditors

It is proposed to the Shareholders’ Meeting to renew the mandate of KPMG SA, statutory auditor, and to appoint PricewaterhouseCoopers France, statutory auditor, in replacement of Deloitte & Associés, for a period of six financial years expiring at the end of the Shareholders’ Meeting that will approve the annual financial statements for the financial year ended on 31 December 2028.

The process of appointing the Statutory Auditors for the period 2023-2028 was subject to a tender bid procedure, the results of which were examined by the Audit Committee. After assessment of the bids received in this context, the Audit Committee recommended to the Board of Directors to renew the appointment of KPMG SA and to appoint PricewaterhouseCoopers France to replace Deloitte & Associés.

On 31 March 2022, the Board of Directors decided to propose to the Shareholders’ Meeting that KPMG SA be reappointed and that PricewaterhouseCoopers France be appointed to replace Deloitte & Associés for a period of six financial years expiring at the end of the Shareholders’ Meeting that will approve the financial statements for the year ended on 31 December 2028.

Twenty-second resolution: Renewal of the mandate of an auditor

The Shareholders’ Meeting, having considered the recommendation of the Audit Committee and the recommendation of the Board of Directors, and having noted the expiry at the end of this Shareholders’ Meeting, of the mandate of KPMG SA, statutory auditor, member of the Compagnie régionale de Versailles et du Centre, domiciled at Tour Egho, 2 avenue Gambetta, 92066 Paris La Défense Cédex, resolves to renew it for a term of six financial years expiring at the end of the Shareholders’ Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2028.

Twenty-third resolution: Acknowledgement of the expiry of the mandate of an auditor and appointment of a new auditor in replacement

The Shareholders’ Meeting, having considered the recommendation of the Audit Committee and the recommendation of the Board of Directors, notes the expiry at the end of this Shareholders’ Meeting, of the mandate of Deloitte et Associés, statutory auditor, decides to appoint as a replacement PriceWaterhouseCoopers Audit SAS, Statutory Auditor, member of the Compagnie régionale de Versailles et du Centre, domiciled at 63 rue de Villiers 92200 Neuilly-sur-Seine, for

a period of six financial years expiring at the end of the Shareholders’ Meeting convened to approve the annual financial statements for the financial year ended on 31 December 2028.

Resolution 24

The EDF Group’s Climate Transition Plan

Under the 24th resolution, the Board of Directors has decided to consult the Shareholders’ Meeting on the main lines of the EDF Group’s climate transition plan described below (pages 29 to 33). This plan and the objectives are set out in Section 3.1 of the 2022 universal registration document, which presents carbon and climate neutrality issues of EDF’s 2022 Non-Financial Performance Statement. It should be noted that the Company initiated a review process with a view to updating its emissions trajectory to 2030. This consultation process is part of a dialogue with its shareholders, which is very important to your Board.

It should be noted that, in order to respect the specific powers of each of the corporate bodies, this vote will be purely consultative in nature, as the Board has drawn up the report submitted to you as part of its mission to define the Company’s strategy. The Company specifies that in the event that the resolution is adopted by a majority that it considers insufficient, it will implement the means at its disposal to exchange and collect information from its shareholders on the reasons that led them, if any, not to support the proposed resolution, and will inform its shareholders of the outcome of this process and indicate the measures envisaged to take account of it.

Twenty-fourth resolution: Consultative opinion on the implementation of 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.

Résolution 25

Purchase by the Company of its own shares

The 25th resolution renews the authorization given to the Board of Directors, for a period of 18 months, to have the Company purchase its own shares. The objectives of the share buyback program are detailed below in the 25th resolution and in the description of the share buyback program in Section 7.3.2 of EDF’s 2022 Universal Registration Document made available on the Company’s website prior to the Shareholders’ Meeting.

No shares were cancelled in 2022. Transactions were carried out exclusively under the liquidity agreement: 8,431,849 shares were purchased, and 8,717,892 shares were sold.

As of 31 December 2022, the Company directly held 888,511 shares, allocated exclusively to the liquidity agreement and representing 0.0229% of the Company’s share capital. These shares do not grant any voting rights and any dividends are allocated to the retained earnings account. The authorization referred to in the 25th resolution provides that the maximum purchase price is set at €20 and the maximum number of shares that may be acquired is limited to 10% of the number of shares comprising the share capital. The maximum amount of funds to be dedicated to the execution of this share buyback program would be €2 billion.



Following the announcement by the Prime Minister of the French State's intention to hold 100% of EDF's share capital on 6 July 2022, during her general policy statement, confirmed in a French State's press release dated 13 July 2022, the execution of the liquidity agreement was therefore suspended.

Twenty-fifth resolution: Authorization granted to the Board of Directors to carry out transactions on the Company's shares

The Shareholders' Meeting, resolving pursuant to Articles L.22-10-62 et seq. 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, and 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 27th 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;*
- *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*

- *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

Resolution 26

Capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders

This resolution would allow the Board of Directors to resolve on a capital increase by way of issuance of shares reserved, among others, for employees and former employees of the EDF group, or to adapt the terms and conditions of a shareholding plan.

It is proposed to delegate to the Board of Directors the ability to carry out capital increases reserved for inter alia:

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

It is proposed to the Shareholders' Meeting to set 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 last twenty trading days before the date of the decision setting the opening date for the subscriptions, it being specified that the Board of Directors would have the ability to reduce reducing or cancel the abovementioned discount, as it may see fit.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation shall not exceed €10 million and would also be deducted from the maximum limit for capital increases with no preferential subscription rights provided for in the 3rd paragraph of the 16th resolution submitted to the Shareholders' Meeting of 12 May 2022 and, consequently, from the Limit on Capital Increases provided for by said Shareholders' Meeting.

Twenty-sixth 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 third paragraph of the 16th resolution submitted to the Shareholders' Meeting on 12 May 2022 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 regulated market of Euronext Paris 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.

Resolution 27

Reduction of share capital by cancellation of treasury shares

It is proposed to the Shareholders' Meeting to authorize the Board of Directors to cancel, by reducing the Company's share capital, all or part of the treasury shares acquired under the share buyback program within the legal limit of 10% of the share capital per 24-month period.

The Board of Directors would have full powers, with the ability to sub-delegate, to set the terms and conditions of these transactions, to amend the bylaws of the Company accordingly and, more generally, to do whatever is necessary.

This authorization would be granted for a period of 18 months.

Twenty-seven 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

Resolution 28

Powers to carry out formalities

It is suggested that the Shareholders' Meeting grants all powers to carry out all legal or administrative formalities, filings and advertising.

Twenty-eight 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.

THE EDF GROUP CLIMATE TRANSITION PLAN

In the Synthesis report of its 6th Assessment Report published in March 2023, the Intergovernmental Panel on Climate Change (IPCC) has established that the warming of the atmosphere, the ocean and the land surface observed since 1750 is “unequivocally” caused by human¹ activities. Faced with the climate emergency, the EDF Group wants to build, wherever it is present, a new energy model that emits less CO₂, is more efficient and more respectful of the environment and populations². This is in fact its **raison d'être**³.

Accordingly, the Group is implementing a **climate transition plan based on** three pillars, complemented by a **governance** component that meets the best practices recommended by the TCFD⁴.

- Reducing the Group's greenhouse gas emissions
- Adapting the Group's facilities to climate change
- Developing the use of low-carbon electricity

Reducing the Group's GHG emissions

Contribute to achieving carbon neutrality by 2050

The EDF Group is the world's leading producer of electricity with zero direct CO₂⁵ emissions and, in relation to its production, the Group's CO₂ emissions are much lower than those of other major electricity producers. Nevertheless, the Group has made a commitment since 2018 to contribute to achieving carbon neutrality, in particular by reducing its direct greenhouse gas emissions to zero or close to zero by 2050.

Defining a CO₂ emissions reduction trajectory

The Group has aligned its ambitions with the Paris Climate Agreement and has set greenhouse gas reduction targets for 2030 with a milestone in 2023, covering both its direct emissions (scope 1) and indirect emissions (scope 2 and 3). This target trajectory has been validated as “Well Below 2°C” by the *Science Based Targets* initiative.

SBTi objectives	Target 2030	Update to 2022
Emission reduction rate associated with the sale of electricity ⁶	-50%	-33%
Rate of reduction of emissions associated with the sale of gas ⁷	-28%	-32%

This trajectory corresponds to an absolute level of direct greenhouse gas emissions of 25 MtCO₂ by 2030.

Maintaining the speed of the carbon intensity reduction efforts EDF Group has committed to between 2017 and 2030 beyond 2030 would result in zero theoretical CO₂ emissions by 2040. EDF's carbon intensity reduction trajectory is therefore fully in line with the 1.5°C scenario as defined by the IPCC. Accordingly, the *Transition Pathway Initiative* estimates that EDF's short and mid-term emission trajectory (to 2025 and 2035) is in line with a 1.5°C scenario⁸. However, the “sectoral uniform contraction” method used by SBTi penalizes organizations such as EDF who already have a carbon intensity well below the sector benchmark for the reference year. The EDF Group has initiated discussions with SBTi in 2022 and SBTi has engaged a methodological reflection on the topic.

Managing various levers to decarbonise power generation

Over the past 20 years, the Group has implemented and supported the **closure of 48 coal and heavy**⁹ fuel oil units, which has reduced the annual greenhouse gas emissions of the European electricity sector by more than 40 MtCO₂e¹⁰. In 2019, the EDF Group committed to stop generating coal-based electricity by 2030, across all geographies.

1. See the Summary for Policymakers of the Synthesis report of the IPCC 6th Assessment Report (March 2023) - <https://www.ipcc.ch/report/ar6/syr/>

2. See the EDF Group report on the just transition.

3. Now enshrined in EDF's Articles of Association, the Group's *raison d'être* is at the heart of its business model and CAP 2030 strategy: “To build a net zero energy future with electricity and innovative solutions and services, to help save the planet and drive wellbeing and economic development”.

4. Taskforce on Climate related Financial Disclosure.

5. <https://power-producers-ranking.enerdata.net/>

6. Scopes 1 and 2 emissions, also including emissions from non-consolidated assets and emissions associated with electricity purchased for sale to end-customers (2017 base).

7. Combustion emissions from gas sold to final customers (Base 2019).

8. <https://www.transitionpathwayinitiative.org/companies/edf>

9. The closures are all accompanied by measures to redeploy employees within the Group and actions to develop new local economic activities.

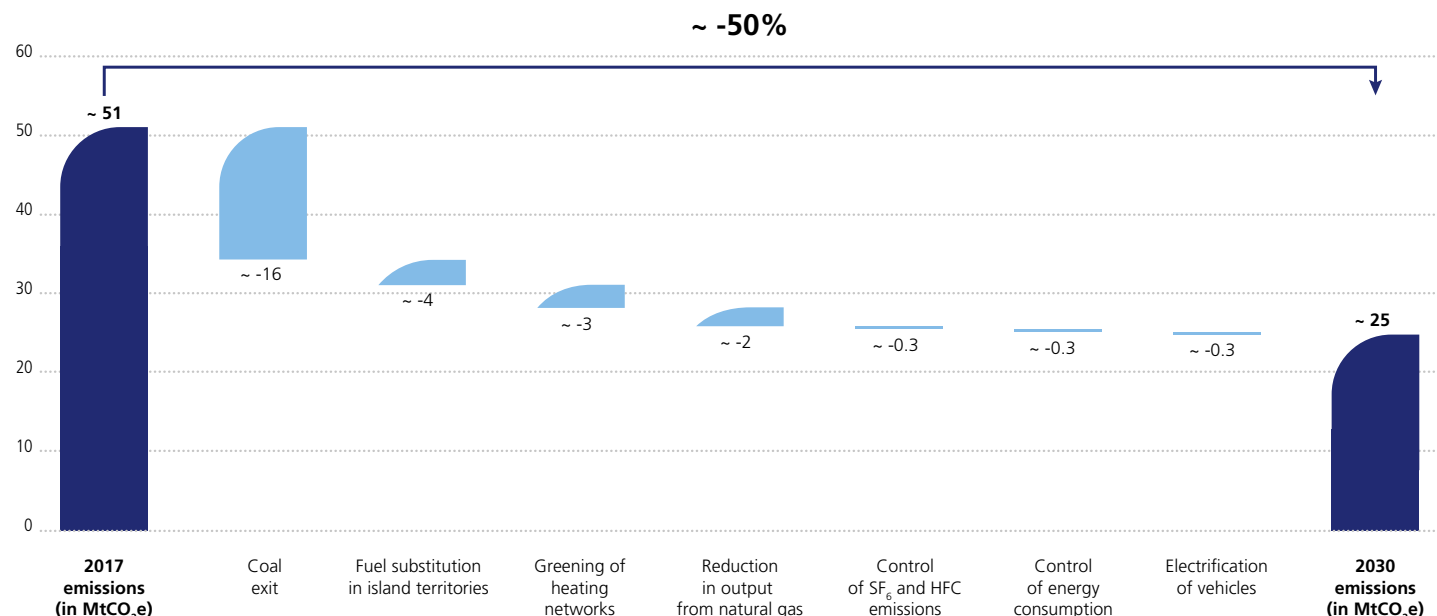
10. Emissions estimated considering an average load factor of 50% for coal plants and 10% for heavy fuel oil plants.



The Group is committed to the **greening of its heating networks** and has defined a set of criteria in favour of **decarbonised thermal energy** to align its gas activities with its climate commitments. In the **island territories**, the EDF Group is, for example, gradually replacing fuel oil with liquid biomass in existing thermal power plants. The Group

uses alternative technologies to **SF₆** as soon as possible and is working to reduce the climate impact of **HFCs**.

The following diagram shows an estimation of the impact of the actions undertaken to reduce the EDF group's Scope 1 direct GHG emissions.



Measuring the reduction of GHG emissions

Since 2011, the EDF Group has published its **complete greenhouse gas emissions assessment** each year, showing that the Group's direct and indirect emissions are falling at a steady pace. The Group's direct emissions target of 25 MtCO₂e by 2030 has been met. The Group launched a review process last year with a view to updating its emissions trajectory to 2030.

EDF Group greenhouse gas emissions assessment (MtCO ₂ e)	2020	2021	2022
Scope 1 emissions (target 25 in 2030)	28	27	24
Scope 2 emissions	0.3	0.3	0.4
Scope 3 emissions	107	102	96

The **carbon intensity** of the electricity and heat produced by the EDF Group was up slightly in 2022 (+5% vs 2021) at 50 gCO₂/kWh but remains more than 5 times lower than the European average of 275 gCO₂/kWh¹.

EDF Group carbon intensity (gCO ₂ /kWh)	2020	2021	2022	2030 Target
Specific CO ₂ emissions from electricity and heat production/kWh	51	48	50	35

Adapting the Group's facilities to climate change

Prioritising climate risk

With facilities whose technical life span potentially exceeds 40 years, the EDF Group must adapt its installations to the physical consequences of climate change. Following the first IPCC report in 1990, the EDF Group set up a climate services department, unique among the major electricity companies, to support the Group's entities

in taking into account the impact of climate change. In 2004, the EDF Group adopted a "Climate Hazards" plan, followed by a climate change adaptation strategy in 2010. Since 2018, climate risk has been a **priority risk** for the EDF Group. The scoring is supported by the conclusions of the report on the impacts, adaptation and vulnerability to climate change published by the IPCC in February 2022.

1. Value for 2021, EU-27, European Environmental Agency, Greenhouse gas emission intensity of electricity generation by country, Oct. 2022.

Defining the adaptation policy for facilities

The EDF Group's climate transition plan includes an adaptation component, under the terms of which the Group undertakes, in particular, to assess the **impacts** of climate change and its evolution assumptions, to adapt **existing facilities**, to make them less sensitive to climatic conditions and resilient to extreme situations, and to integrate them into design of **new facilities**.

Extreme events and summer season

During the summer of 2003, some plants had to reduce their production to avoid contributing to the warming of river water, resulting in a loss of production equivalent to 1% of EDF's output. The **"Grands Chauds"** ('Heatwaves') plan subsequently led EDF to improve the cooling efficiency of some of its power plants and to reinforce the electronics of the reactor buildings in order to withstand temperatures above 50°C. The EDF Group's power plants currently under construction have all been designed to take into account the most recent climate scenarios.

According to the World Meteorological Organization, the period from 2015 to 2022 corresponds to the eight warmest years ever recorded in the world. In France, 2022 was the hottest year ever recorded and the second hottest (meteorological) summer after 2003, with an average of +2.3°C compared to the average for the 1991-2020 period, and a record 33 days of heatwave (in 3 waves). Moreover, 2022 was one of the years with the least amount of water, with a 22% rainfall deficit compared to normal. These temperatures combined with the significant hydrological deficit led to a drought that was more intense and more extensive than those of 1976 and 2003, the most intense ever recorded in France.

In this context, the summer and autumn of 2022 were particularly tense from the point of view of water management in most basins, with reservoirs that were less full and the need for low water support greater than usual. In several valleys, water restrictions were decided by the local water basin support institutions. EDF was able to manage this particular summer thanks to its expertise in anticipating and then managing tense situations and maintaining dialogue with the government services (arbitrator) and the other stakeholders.

For the first time in France in 2022, temporary changes to temperature limits on discharges were requested (and agreed to) by the ASN and the Ministry for the Ecological Transition (*ministère de la Transition écologique*, MTE) for the Blayais, Bugey, Golfech, Saint Alban and Tricastin nuclear power plants. The first feedback from the enhanced

environmental monitoring implemented by the operator to accompany these temporary changes did not reveal any significant changes in physical/chemical or microbiological parameters, and no exceptional fish mortality was observed.

Adapting the facilities of all the Group's major businesses

The Group has launched the ADAPT program to secure the production of existing nuclear power generation facilities in anticipation of the consequences of climate change. The approach is structured around 3 steps: understanding climate disruption and its effects at local level, taking into account its systemic nature; evaluating the impacts of climate disruption on facilities and on power plants' local ecosystems; taking action to mobilise internal and external stakeholders and to adapt and contribute to the habitability of surrounding localities. The ADAPT program launched Chooz 2050, a detailed study is being carried out at Chooz to produce a full-scale analysis of all potential vulnerabilities to the consequences of climate change, especially in relation to water, and then to propose an action plan. Chooz 2050 will publish a "climate monograph" to offer decision support in preparing regional adaptation strategies.

In order to strengthen the resilience of **hydraulic structures** to extreme climatic events and the risks associated with massive influxes of water into reservoirs, the Group regularly reassesses the flows of extreme floods – in order to ensure that the capacity of the structures to evacuate these floods is maintained – and has developed and installed an innovative technology called "Piano Key Weir"¹ on 9 of its structures, which allows a larger quantity of water to be discharged without increasing the size of the dams.

To reduce the vulnerability of the **distribution networks**, Enedis is working on burying the high-voltage overhead lines and has created a Rapid Intervention Force (FIRE) which makes it possible to reposition resources and men throughout the country in order to restore the power supply as soon as possible. The FIRE is a key mechanism of the EDF Group with regard to extreme climate risks.

Strengthening action through new adaptation plans

In addition to these long-standing actions by the Group, new climate change adaptation plans are now being deployed in order to **strengthen the actions carried out** as close as possible to the **Group's entities exposed to the physical risks of climate change**.

Developing the use of carbon-free electricity

With a largely decarbonised electricity, the development of electricity uses, which is likely to increase, is a major lever for supporting customers towards carbon neutrality and contributes to the adaptation of the economy to the consequences of climate change.

Supporting customers' decarbonisation with a wide range of innovative and low-carbon solutions

The Group's ambition is to support customers and territories in decarbonising their activities. To this end, the Group is developing a wide range of offers adapted to different markets. Efficient, accessible and innovative solutions enable each customer (individuals, companies, regions) to become more involved in the energy transition.

The EDF Group offers services and solutions to its **individual and collective housing** customers, such as insulation, heat pumps, thermodynamic or solar water heaters, self-consumption solutions or consumption control. The Group is already the leader in solar self-consumption for **individuals** and offers **business customers** new supply models enabling them to buy local green electricity directly from a renewable energy producer.

The Group supports **companies** and **regions** in optimising their energy flows, reducing their environmental footprint and improving their economic performance. Key areas of focus include switching from fossil-based heat to low-carbon heat (biomass boilers, waste heat

1. These spillways in the shape of piano keys ("Piano Key Weir") are constituted of supply and discharge tanks. Their crenellated shape offers a larger surface for the flow of water, while occupying a reduced space, which is an advantage for the dams collected in narrow places.



recovery) and mature electrical solutions, and deploying high and very high temperature industrial heat pumps for **industrial customers**.

In the **transport** sector, and following the ambitions set out in its *Electric Mobility Plan* initiated in 2018, the Group is now one of the leading operators of electric charging networks.

Set targets in terms of avoided emissions

Supporting customers in decarbonisation contributes to climate change mitigation through avoided emissions. The Group's target is 30 MtCO₂e of avoided emissions by 2030¹, a twofold increase from 2021².

The initial target was calculated on a perimeter comprising EDF and Dalkia in France and was later extended to the UK, Italy, and Belgium. The perimeter encompasses the following activities, carried out by EDF, Dalkia, Luminus, EDF UK, and Edison: development of renewable

energies in heating networks, energy efficiency, photovoltaic production, electric mobility, and residential heat pumps. In 2022, these emissions avoided through the sale of products and services amounted to 11,4 MtCO₂e.

In addition, the EDF Group's electricity production worldwide in 2022 will have avoided 102 MtCO₂e³ due to its low carbon intensity linked in particular to the importance of nuclear and renewable generation in the EDF mix.

At the same time, commit to setting the conditions for the optimal development of electricity uses

Because electrifying the sectors that emit the most CO₂ implies having the right conditions for such development, the EDF Group is committed to transforming the electricity distribution network in depth towards ever greater robustness, intelligence and flexibility.

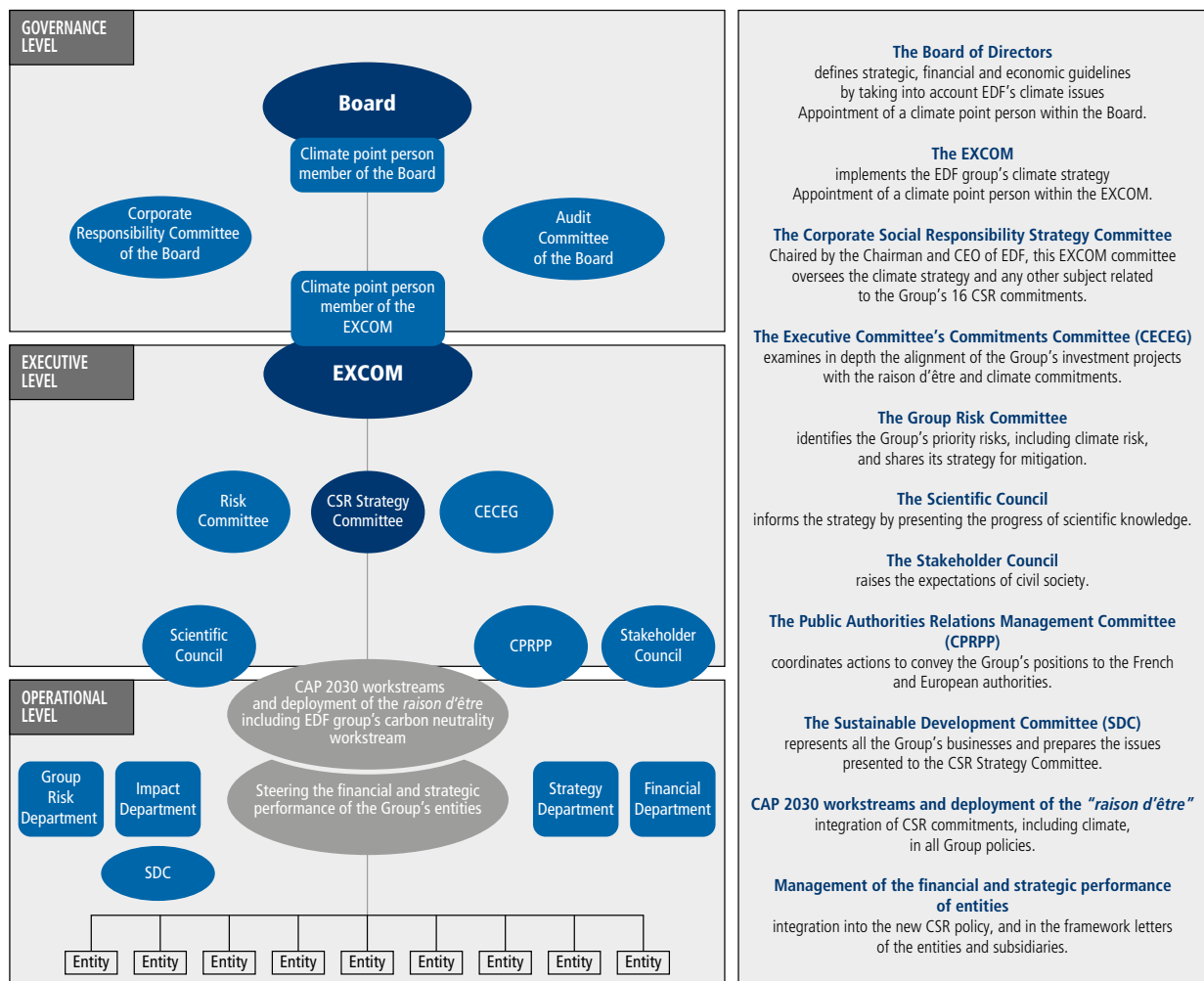
Strengthened climate governance

Building on the TCFD recommendations

The EDF Group was one of the first companies to adopt the TCFD recommendations, which specify expected items of climate reporting in terms of governance, strategy, risk management and indicators.

Strengthening climate governance

EDF's governance aims to raise climate issues to the highest level of the company and to strengthen the involvement and commitment of the Board of Directors on all climate-related issues, in line with EDF's *raison d'être*.



1. Results are published in Extra-Financial Performance Statement and the methodology for calculating these emissions has been verified by the Independent Third Party Body.
 2. As a result of an enlarged geographical scope and additional measures.
 3. Taking as a reference the average carbon intensity of European electricity production (including France), and taking into account the direct and indirect emissions of electricity production.

The Board regularly reviews opportunities and risks, in relation to the strategy it defines, and in particular those opportunities and risks related to climate change and their impact on the Group's strategy, activities and assets.

The Corporate Responsibility Committee examines how EDF addresses climate change issues.

The Climate point person member of the Board, who is also the Chair of the Corporate Responsibility Committee, is responsible for ensuring, in conjunction with the Chairman and Chief Executive Officer and the Climate point person member of the Executive Committee, that the Board identifies all the impacts of climate change for the Group and that the work of the Board and the strategy it defines integrate climate change issues. An annual work program on climate change issues is thus defined with the Climate point person before the beginning of each financial year for the Board and the Corporate Responsibility Committee.

In 2022, the Board examined the progress made under EDF Group's carbon neutrality strategy as well as the environmental footprint of different scenarios for the power generation mix in 2050. At the start of 2023, a joint meeting of the Audit Committee and the Corporate Responsibility of the Board reviewed eligibility and alignment of EDF Group's activities with the European Taxonomy and the link with financial statements as well as the Non-Financial Performance Report.

A climate and biodiversity workshop was organized in May 2023, during which the directors engaged with several experts on Planetary Boundaries, the outcome of Conference of the Parties of the Convention on Biological Diversity (COP15) and the outlook for 2023 international negotiation events, in particular the Conference of the Parties of the Climate Convention (COP28).

Finally, a session of the Group's Stakeholder Council was dedicated to the Group's approach to climate change adaptation.

Include a climate criterion in the variable remuneration of managers

The variable remuneration of executives is notably based on CSR criteria, including a climate¹ criterion. The climate criterion used since 2020 is the carbon intensity of the Group's electricity and heat production, which accounts for 30% of the Group-level component. For 2022, the target of 56 gCO₂/kWh is exceeded (50 gCO₂/kWh).

Promote public policies that encourage the real decarbonisation of the economy

The EDF Group promotes public policies that encourage the real decarbonisation of the economy and has set up a specific governance structure to ensure the coherence of the positions defended². The Group is particularly active on the European scene and fully supports the **European Green Deal**. It acts in its own name or through Eurelectric, an association representing European power companies. The Group's commitment is recognised by all stakeholders, including NGOs³. For the EDF Group, the strengthening of policies aimed at contributing to carbon neutrality or the increase in the price of CO₂ on the European market represent powerful opportunities to leverage its assets. It uses an **internal carbon⁴ price** to guide its investments.

Investing in technological and financial innovation

99% of EDF R&D's expenses in France are dedicated to decarbonisation and the transition of energy systems. To support its development in low carbon energy sources and the energy transition, the Group has issued seven **Green Bonds** since 2013 for the equivalent of approximately €10 billion. The Group revised its Green Bond Framework in July 2022 to make it compatible with the European Taxonomy, including the delegated act on nuclear, and to expand its scope to power distribution and nuclear power generation.

Mobilising employees

The EDF Group promotes collective intelligence and implements training programs to enable its managers and all its employees to take ownership of its climate commitments. The innovation dynamic, structured around the **"EDF Pulse"**⁵ ecosystem, was complemented in 2021 by the **"Eco2"**⁶ programme. The **"Carbon Neutrality Passport"** allows people to test their knowledge of climate change, to estimate their carbon footprint and to take action through practical challenges. The EDF Group is also committed to raising awareness of climate issues among all its employees through a collective intelligence game, the **"Climate Fresk"**, which is being deployed at a sustained pace, with around 60,000 employees having participated in a workshop by end-2022.

1. The climate criterion used in 2021 is the carbon intensity of the Group's electricity and heat production, up to 30% of the Group's share.

2. These include the Steering Committee for Relations with the Public Authorities (CPRPP).

3. InfluenceMap regularly ranks the EDF Group in its A-list, as one of the companies most actively promoting climate issues in European negotiations: [influencemap.org](https://www.influencemap.org).

4. In its response to the CDP 2022 questionnaire, EDF indicates, for example, that the range of carbon prices currently used in its scenarios is from €50/t CO₂ to €160/t CO₂ by 2040, with a mean price of €90/tCO₂.

5. EDF Pulse is based on support systems, prizes with a section for external start-ups and a section for internal start-ups, and a community to develop and disseminate best innovation practices within the Group.

6. This is a collective intelligence initiative based on a series of scientific conferences dedicated to the challenges of a carbon neutral economy.



HOW TO ATTEND THE SHAREHOLDERS' MEETING

Every shareholder, whatever the number of shares they own and their conditions of ownership (registered or bearer shares), can attend the Shareholders' Meeting. To exercise this right, the shares must be recorded in the name of the shareholder on the second trading day before the Shareholders' Meeting, i.e. **Monday 12 June 2023 at 0:00 am** (Paris time).

Provide evidence of your status of shareholder

IF YOUR SHARES ARE REGISTERED SHARES

Your shares must be recorded on the register (issuer-managed or bank-managed) no later than two trading days before the date of the Shareholders' Meeting at 0:00 am (Paris time), i.e. **Monday 12 June 2023 at 0:00 am**.

IF YOUR SHARES ARE BEARER SHARES

You must have a certificate of holding (certificate of ownership of your securities) established by the financial intermediary which manages your securities account. To be accepted, this certificate shall reflect the fact that you are shareholder on the second trading day before the Shareholders' Meeting at 0:00 am (Paris time), i.e. **Monday 12 June 2023 at 0:00 am**.

Options for participating in the meeting

Whether you are holder of registered or bearer shares, you have **four possibilities** to exercise your rights as shareholder:

- **Attend the Shareholders' Meeting personally:**
Get an admission card (see following pages) and then go to reception with your card and proof of identity.
- **Vote remotely by Internet or by post**
- **Give a proxy to the Chairman of the Shareholders' Meeting**
- **Give proxy to any other person**

EXERCISING YOUR RIGHTS **BY INTERNET**

You may exercise your rights via the internet until the day before the Shareholders' Meeting, *i.e.* **Tuesday 13 June 2023 at 3:00 pm** (Paris time).

FOR YOUR ISSUER-MANAGED REGISTERED SHARES

- Log onto the Planetshares website (<https://planetshares.uptevia.pro.fr>) using the ID number and password that you normally use to view your account.
- Click the "Take part in the vote" icon and follow the instructions; you will be directed to VOTACCESS to vote or give a proxy.





FOR YOUR BANK-MANAGED REGISTERED SHARES

- On your printed voting form enclosed with the present convening brochure, you will find your ID in the top right-hand. It will enable you to access the Planetshares website (<https://planetshares.uptevia.pro.fr>). If you do not have - or no longer have - your password for Planetshares, click the top right-hand on the "Forgotten or not received password" icon and follow the instructions.
- With the ID and password, click the "Take part in the vote" icon and follow the instructions. You will be directed to VOTACCESS to vote or give a proxy.

FOR YOUR BEARER SHARES

- If your financial intermediary offers you the VOTACCESS service: Log onto the "stock market" portal of your financial intermediary and follow the instructions in order to vote or give a proxy.

THE SECURE VOTING PLATFORM VOTACCESS

-  Communications are encrypted to ensure voting confidentiality.
-  The platform is available from **Monday 29 May 2023**, until **Tuesday 13 June 2023** at 3:00 pm (Paris time).
-  To avoid any congestion, it is recommended not to wait until the last day to use VOTACCESS.
-  If you use VOTACCESS, you must not use the postal voting form.

EXERCISING YOUR RIGHTS BY POST

How to fill in the form?

YOU ARE A REGISTERED SHAREHOLDER (issuer or bank-managed)

Fill in, date and sign the enclosed form. Return it to Uptevia using the post-paid "T" envelope provided.

YOU ARE A HOLDER OF BEARER SHARES

Ask your financial intermediary to send you the postal voting form. It must be filled in, dated, signed and returned to your financial intermediary, who will be responsible for sending it to Uptevia and will enclose a certificate of holding with it.

To receive your admission card
in order to attend the Meeting personally,
tick box A.

**To give a proxy to
the Chairman of the
Shareholders' Meeting,**
tick the box.

**To give a proxy to another
person,** tick the box,
provide the proxy's contact
information and send
the form to Uptevia
by Saturday 10 June 2023.

To vote by post,
tick the box.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDERS' MEETING and request an admission card: date and sign at the bottom of the form

ASSEMBLÉE GÉNÉRALE MIXTE DES ACTIONNAIRES
convoquée le mercredi 14 juin 2023, à 10h00
Salle Playel
252, rue du Faubourg Saint-Honoré, 75008 PARIS

COMBINED SHAREHOLDERS' MEETING
to be held on Wednesday, June 14th, 2023 at 10.00 a.m.
Salle Playel
252, rue du Faubourg Saint-Honoré, 75008 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif Registered
Porteur Bearer
Nombre d'actions Number of shares
Nombre de droits Number of voting rights

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

Je vote OUI à tous les projets de résolutions présentés au Conseil d'Administration ou la Direction ou la Gérance, à l'EXCEPTION des cas que je signale en indiquant comme suit ■ l'une des cases "Non" ou "Abstention". / I vote YES at all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

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

☐ JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
CI au verso (3)

☐ JE DONNE POUVOIR À : CI au verso (4)
I HEREBY APPOINT: see reverse (4)
M. Mlle ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Non, pré-nom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'admission concernée et ne peuvent être effectuées à l'aide de ce formulaire). CI au verso (5)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (5)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en marquant la case correspondante.
If some amendments or new resolutions are presented during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.

Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting.
Je m'abstiens. / I abstain from voting.
Je donne pouvoir (cf. la page verso) (5) à M. Mlle ou Mlle, Raison Sociale pour voter en mon nom.
I appoint (see reverse (5)) Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour les titres au porteur, cette formule doit être remplie et signée avant le 14 juin 2023.
To be completed, this completed form must be returned no later than: sur 1^{re} convocation ou ratification 14 juin 2023 / sur 2^{de} convocation / on 2nd notification 14 juin 2023 / June 14th, 2023

À M. : Uptevia
Service Assemblée
Les Grands Miroirs
51 rue de Valenciennes
92191 Paris Cedex

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (case d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »
« If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically equates to a proxy to the Chairman of the General Meeting »

To be accepted,
your form must reach Uptevia
no later than Saturday 10 June 2023.

Whatever your choice,
make sure to date and sign the form.

- If you have not received your admission card by post on Saturday 10 June 2023:
> if you own registered shares, you can present yourself directly at the Shareholders' Meeting (with evidence of identity);
> if you own bearer shares, you must ask your financial intermediary for a certificate of holding and present it on the day of the Shareholders' Meeting, together with evidence of identity.

REQUESTING INFORMATION

ASKING QUESTIONS

Each shareholder can send to the Board of Directors the written questions of their choice. The Board of Directors will reply during the Shareholders' Meeting or, in accordance with Article L. 225-108 of the French Commercial Code, the reply will be considered as having been given as soon as it appears on the Company's website in the section devoted to questions and answers, to be viewed at the address www.edf.fr/agm

Questions must be sent by registered letter with request for acknowledgement of receipt to the following address: EDF (Assemblée générale), 22-30 avenue de Wagram, 75382 Paris Cedex 08, France, or by e-mail to the following address questions@edf.fr, at the latest on the 4th working day before the date of the Shareholders' Meeting, i.e. Thursday 8 June 2023.

In accordance with Article R. 225-84 of the French Commercial Code, in order to be accepted, it is essential that these questions be accompanied by a certificate of registration, either in the registered securities registers held by the Company, or in the registers of bearer securities held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code.

REQUESTING DOCUMENTS RELATING TO THE SHAREHOLDERS' MEETING



To do your part for the environment

opt for the consultation or the download of documents on the internet website www.edf.fr/agm

Documents are available for consulting and downloading 21 days prior to the Shareholders' Meeting, i.e. Wednesday 24 May 2023 on our website www.edf.fr/agm

However, if you wish to receive hard copies of these documents by postal mail, please return the form below completed and signed to:

Uptevia
Assemblées générales
Grands Moulins de Pantin
9 rue du Débarcadère
93761 Pantin Cedex
France

Shareholders' Meeting of Wednesday 14 June 2023

I, the undersigned, Last name: _____ First name: _____

Company¹: _____

Address: _____

Zip code: _____ City: _____

Holder of: _____ registered shares and/or of: _____ bearer shares recorded at/held in an account at² _____

Hereby request the documents and information specified in Article R. 225-83 of the French Commercial Code relating to the Shareholders' Meeting convened on the Wednesday 14 June 2023

☐ By e-mail at the following address: _____ ☐ By postal mail at the above address

Signed at _____, on _____ 2023. Signature _____

Note: we would also like to inform you that, in pursuance of Article R. 225-88 of the French Commercial Code, registered shareholders may, via simple request, ask the Company to send them the documents and information specified in Articles R. 225-81 and R. 225-83 on the occasion of each subsequent Shareholders' Meeting. This request should be addressed to Uptevia - Assemblées générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex - France.

1. For legal entities: please mention the exact corporate name. 2. Precise details of the bank or the financial intermediary which manages your securities account

HOW TO CONTACT US

FOR ANY INFORMATION, PLEASE CONTACT THE SHAREHOLDERS' RELATIONS DIVISION

■ By phone From France:

0800 00 0800 Service & appel gratuits

(from Monday to Friday, 9am to 6pm,
free from a landline number)

From abroad: +33 1 40 42 48 00

■ By e-mail actionnaires@edf.fr

■ By post EDF - Relation actionnaires 22-30 avenue de Wagram 75382 Paris Cedex 08 - France

■ Website www.edf.fr/shareholders

■ Facebook Actionnaires EDF @actionnairesedf

PRACTICAL INFORMATION

By bus:

- Lines **31 43 93**: Hoche Saint-Honoré station
- Line **30**: Ternes station

By metro or RER:

- **M 2**: Ternes station
- Lines **M 1 6 RER A**: Charles de Gaulle-Étoile station, take Avenue Hoche exit or Avenue de Wagram exit

Car park access:

- Car park Hoche: opposite 18 avenue Hoche (P1)
 - Car park Étoile Wagram: 22 bis avenue de Wagram (P2)
- Car parks are open 24/7.



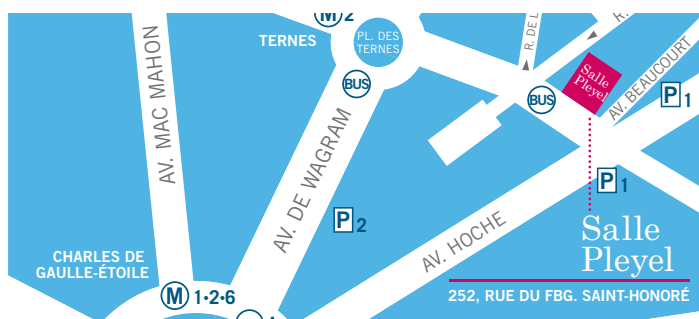
People with reduced mobility

People with reduced mobility are invited to enter by a dedicated access door. Hostesses may facilitate their registration and attendance at the debates.



Hearing impaired people

A dedicated area with sign language interpreters will be available.



ACCESS TO DOCUMENTATION

All documents relating to the Shareholders' Meeting can be consulted at the following web: www.edf.fr/agm



FOLLOW THE SHAREHOLDERS' MEETING IN ENGLISH

• Follow on line at*: www.edf.fr/agm-june2023
or

• Listen by phone:

From France:

+33 (0)1 70 91 87 04

Confirmation code: **85541#**

From outside France:

+44 (0)1 212 818 004

+1 718 705 87 96

Confirmation code: **85541#**

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



As part of the Vigipirate Plan - Heightened security - Risk of attack, you will be requested to prove your identity to security personnel on the day of the Shareholders' Meeting.

It is imperative that you have

- a form of identification AND
- your admission card, if you have requested it.

If possible, come without luggage or large bags. Luggage, backpacks and packages whose size exceeded 30x20x30 cm shall be put in the cloakroom.



EDF SA
22-30, avenue de Wagram
75382 Paris Cedex 08 - France
Capital of 2,000,466,841 euros
552 081 317 R.C.S Paris
www.edf.fr

Design and production: SEITOSEI

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