

**THIRD SUPPLEMENT DATED 17 JUNE 2024
TO THE BASE PROSPECTUS DATED 7 AUGUST 2023**



ÉLECTRICITÉ DE FRANCE

€50,000,000,000 EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the "**Third Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 7 August 2023 which received approval number no. 23-351 on 7 August 2023 as supplemented by the first supplement dated 27 November 2023 which received approval number no. 23-491 on 27 November 2023 and the second supplement dated 7 June 2023 which received approval number no. 24-206 (the "**Base Prospectus**") prepared by Électricité de France ("**EDF**" or the "**Issuer**") with respect to its €50,000,000,000 Euro Medium Term Note Programme (the "**Programme**"). The Base Prospectus (as supplemented from time to time) constitutes a base prospectus for the purpose of Article 8 of the Regulation (EU) 2017/1129 as amended (the "**Prospectus Regulation**").

Application has been made for approval of this Third Supplement to the AMF in its capacity as competent authority under the Prospectus Regulation.

This Third Supplement has been prepared pursuant to Article 23.1 of the Prospectus Regulation for the purposes of updating the (i) "Description of the Issuer" and (ii) "Recent Events" sections of the Base Prospectus.

Save as disclosed in this Third Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus.

Terms defined in the Base Prospectus have the same meaning when used in this Third Supplement. To the extent that there is any inconsistency between (a) any statement in this Third Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in this Third Supplement will prevail.

Copies of this Third Supplement will be available for viewing on the website of the AMF (www.amf-france.org) and the Issuer's website (<https://www.edf.fr/groupe-edf/espaces-dedies/investisseurs/espace-obligataire/emprunts>).

Pursuant to Article 23.2 of the Prospectus Regulation, investors who have already accepted to purchase or subscribe for any Notes to be issued under the Programme before this Third Supplement is published, shall have the right, exercisable within a time limit which shall not be shorter than two business days after the publication of this Third Supplement, to withdraw their acceptances, provided that the new factor, material mistake or inaccuracy was prior to the final closing of the public offer and delivery of the financial securities. This right to withdraw shall expire by close of business on 19 June 2024. Investors may contact the Authorised Offeror(s) should they wish to exercise the right of withdrawal.

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In this Third Supplement, unless otherwise stated, the references to "**Company**" or "**EDF**" refer to EDF S.A., the parent company, and the references to "**EDF Group**" and "**Group**" refer to EDF and its subsidiaries and shareholdings.

DESCRIPTION OF THE ISSUER

The following paragraph is added to the section entitled "*Description of the Issuer*" on page 178 of the Base Prospectus:

Mr. Bruno Even EDF's has been appointed as a director in replacement of Mrs. Colette Lewiner at the Combined Annual General Meeting of 11 June 2024 for a term of three years, expiring at the close of the Ordinary General Meeting called to approve the financial statements for the year ending on 31 December 2026. Outside of the Issuer, Mr. Bruno Even serves as Chief Executive Officer of Airbus Helicopters and as an executive board member of the Airbus Group. His business address is the head office of Airbus Helicopters S.A.S. - Aéroport International Marseille-Provence - 13725 Marignane Cedex.

As at the date of this Base Prospectus, to the extent known by the Issuer, no conflict of interest is identified between the duties of the members of the Board of Directors (*Conseil d'administration*) and the Chief Executive Officer (*Président-Directeur Général*) with respect of the Issuer and their private interest and other duties.

RECENT EVENTS

The "*Recent Events*" section on pages 179 *et seq.* of the Base Prospectus is supplemented as follows:

Date: 11 June 2024

EDF announces the success of its senior green multi tranche bond issue for a nominal amount of 3 billion euros

On 11 June 2024: EDF (BBB positive S&P / Baa1 stable Moody's / BBB+ stable Fitch) successfully priced a senior green bond issuance in 3 tranches for a nominal amount of €3 billion (the "Bonds"):

- €1 billion Bond, with a 7-year maturity and a 4.125% fixed coupon;
- €750 million Bond, with a 12-year maturity and a 4.375% fixed coupon;
- €1.250 billion Bond, with a 20-year maturity and a 4.750% fixed coupon.

An amount equal to the net proceeds of the Bonds will be used to finance and/or refinance investments as defined in EDF's Green Financing Framework ⁽¹⁾ and aligned with the European taxonomy, as follows:

- The 7-year maturity tranche in relation to the lifetime extension of the existing French nuclear reactors,
- The 12-year maturity tranche to renewable energy and hydro power projects,
- The 20-year maturity tranche to electricity distribution investments notably to adapt the grid to the needs of the energy transition.

This transaction enables EDF to finance its strategy and objective to contribute to achieving carbon neutrality by 2050.

Settlement and delivery will take place on 17 June 2024, the date on which the Bonds will be admitted to trading on the regulated market of Euronext Paris.

The expected rating for the Bonds is BBB / Baa1 / BBB+ (S&P / Moody's / Fitch).

Date: 11 June 2024

Appointment to EDF's Board of Directors

EDF's Combined Annual General Meeting of June 11, 2024, on the recommendation of the Board of Directors meeting of June 10, 2024, appointed Mr. Bruno Even as a director to replace Mrs. Colette Lewiner. Mr Bruno Even is appointed for a term of three years, expiring at the close of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2026.

¹ The Framework is available in the [Sustainable Finance](#) section of EDF's website.

The Board is made up of 41.7% independent directors (excluding those representing employees), and 50% women. The Chairman and CEO and the members of the Board paid tribute to the commitment of Colette Lewiner, who has been with the company for many years, and thanked her for her decisive contributions.

Biographies of all Board members are available at: <https://www.edf.fr/en/the-edf-group/edf-at-a-glance/governance/board-of-directors>.

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS THIRD SUPPLEMENT

The Issuer hereby declares that the information contained in this Third Supplement is, to the best of its knowledge, in accordance with the facts and the Third Supplement makes no omission likely to affect its import.

Électricité de France

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75008 Paris

France

Duly represented by Mr. Luc Rémont

Chief Executive Officer

Signed on 17 June 2024



Autorité des marchés financiers

This Third Supplement to the Base Prospectus has been approved on 17 June 2024 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129, as amended. The AMF has approved this Third Supplement after having verified that the information contained in the Base Prospectus is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129, as amended.

This approval should not be considered as a favourable opinion on the Issuer and on the quality of the Notes described in this Third Supplement. Investors should make their own assessment of the opportunity to invest in the Notes.

This Third Supplement has been given the following approval number: 24-226.