



COMBINED SHAREHOLDERS' MEETING IN CLOSED SESSION

CONVENING NOTICE



**7 MAY 2020
AT 10:00 AM**

COMPANY' S REGISTERED OFFICE
22-30 AVENUE DE WAGRAM
75008 PARIS



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// I AM PLEASED TO INFORM YOU THAT THE COMBINED GENERAL MEETING OF SHAREHOLDERS WILL BE HELD ON THURSDAY, 7 MAY 2020 AT 10:00 A.M., BEHIND CLOSED DOORS, AT EDF'S REGISTERED OFFICE. //

CHAIRMAN'S INVITATION

DEAR SHAREHOLDERS,

EDF's Combined General Meeting will be held on Thursday, 7 May 2020 at 10:00 a.m., behind closed doors (*i.e.* without the physical presence of the shareholders and their proxies), at the Company's registered office.

I regret that this event, which constitutes a privileged moment of exchange between EDF and its shareholders, cannot take place under the usual conditions. However, the safety of everyone involved must be ensured.

You will be able to attend this Shareholders' Meeting through an audio webcast. I will present to you the main strategic orientations and prospects of your company in France and abroad. The 2019 Results, on which you will have your say, will also be presented to you.

I sincerely hope that you will be able to take part in this General Shareholders' Meeting by casting your votes. I also recommend that you opt for electronic voting, as postal voting may be disrupted. You may also authorise me, in my capacity as Chairman of the General Shareholders' Meeting, to vote on your behalf.

Thank you for your trust and loyalty.

Sincerely yours,

Jean-Bernard LÉVY
Chairman and CEO

Free translation for information purposes only.

OVERVIEW OF THE GROUP'S ACTIVITY

2019 OVERVIEW

ROBUST ANNUAL RESULTS

2018 was the year of EDF's rebound. The Company's performance in 2019 confirmed and extended this rebound: EBITDA stood at the upper end of the projected range set at €16.7 billion, and all our financial targets were achieved, including maintaining the debt ratio below 2.7x EBITDA. EDF thus balances the development of its activities and the growth of its results with financial discipline and rigour in reducing operational costs.

MAIN EVENTS

Activity in 2019 was marked by the strengthening of the commercial dynamic around a renewed range of offers and services and a clear acceleration in the development of all renewable energies, with a doubling of the capacities under construction and major advances in offshore wind power, both in France and internationally. The three major strategic plans – the Solar Power Plan, the Storage Plan and the Electric Mobility Plan –

are progressing satisfactorily, as is the Group's international development, with major successes for the hydropower sector in particular (in Brazil, Cameroon and the Middle East). The nuclear industry passed two major industrial milestones, with the success of the fourth ten-year inspection of the Tricastin 1 reactor and the definition of the "Excell Plan". Finally, the dynamism of our electricity distribution activity, driven by Enedis, has been confirmed.

OPERATING PERFORMANCE

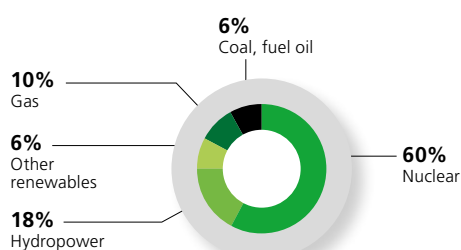
Nuclear output in France stood at 379.5TWh, down 13.7TWh compared to 2018 due in particular to a lower availability of the fleet caused by an increase in the extension of outages during a heavy campaign of ten-year inspections.

Hydraulic output in France amounted to 39.7TWh¹, down 14.7% (-6.8TWh) compared to 2018, due to very unfavourable hydraulic conditions over the first nine months of the year.

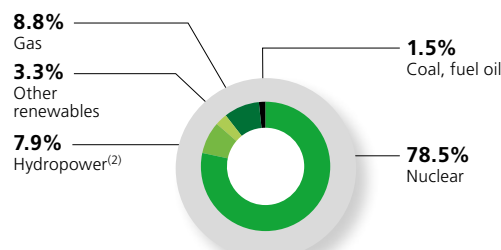
1. After deduction of pumped-storage hydropower volumes, hydropower production stood at 33.4TWh for 2019 (39.2TWh for 2018).

Consolidated Group's data⁽¹⁾ at 31 December 2019

INSTALLED GENERATION CAPACITY: 122.3 GWe

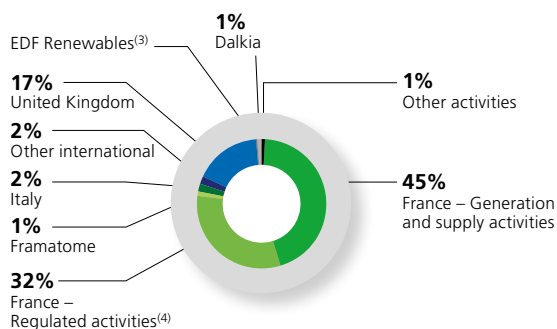


ELECTRICITY OUTPUT: 557.6 TWh

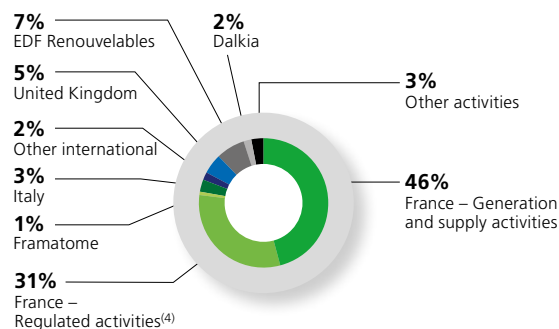


NET TOTAL INVESTMENTS: €13.9bn

including acquisitions, excluding 2015-2020 disposal plan



EBITDA: €16.7bn



(1) Output from fully consolidated entities.

(2) Hydro generation including pumped volumes.

(3) Including -2% of net investments for EDF Renewables explained by the deconsolidation of debt related to the Neart Na Gaoithe offshore project following the disposal of 50% of shares.

(4) Regulated activities: Enedis, ES and island activities; Enedis, an independant EDF subsidiary as defined in the French energy Code.



In the United Kingdom, nuclear output amounted to 51.0TWh, a decrease of 8.1TWh compared to 2018. This decline is attributable to the extension of the Hunterston B and Dungeness B outages.

In Italy, wind generation and ancillary services were up significantly.

In Belgium, both nuclear and wind generation increased.

EDF Renewables' output amounted to 14.7TWh. As expected, it was down slightly (0.3TWh) compared to 2018 due to sales made in late 2018 and early 2019 (-3.1TWh compared to 2018). The gross portfolio of projects under construction doubled by the end of December 2019. It reached a record level of 5.0GW, with 3.4GW of wind power (including 0.9GW of offshore wind power in France and Scotland) and 1.5GW in solar.

2019 KEY FIGURES

(in millions of euros)

	2018 ⁽¹⁾ restated	2019 ⁽²⁾	Change (%)	Organic change (%)
Sales	68,546	71,317	+4.0	+3.5
EBITDA	14,898	16,708	+12.1	+8.4
EBIT	5,454	6,760	+23.9	
Net income – Group share	1,177	5,155	x4.4	
Net income excluding non-recurring items ⁽³⁾	2 452	3,871	+57.9	
	31/12/2018	31/12/2019⁽⁴⁾		
Net financial debt ⁽⁵⁾ (in billions of euros)	33.4	41.1		
Net financial debt/EBITDA ⁽⁶⁾	2.24x	2.46x		

(1) The comparative figures for 2018 have been restated to reflect the impact of the presentation of Edison's E&P activities that are being sold.

(2) The statements as of 31 December 2019 have been prepared in accordance with IFRS 16 as of 1 January 2019 (use of the modified retrospective method). The comparative data has not been restated, in accordance with the interim provisions of the standard.

(3) Net income excluding non-recurring items is not defined by IFRS, and is not directly visible in the consolidated income statement. It corresponds to the Group net income excluding non-recurring items and net changes in fair value on Energy and Commodity derivatives, excluding trading activities, and excluding net changes in fair value of debt and equity securities, net of tax.

(4) Net financial debt increased by €4.5 billion in connection with the implementation of IFRS 16 on 1 January 2019.

(5) 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.

(6) The comparative figures for 2018 (excluding EFN) have been restated to reflect the impact of the presentation of the E&P activities that are being sold.

2019 EBITDA grew strongly compared to 2018. It benefitted from better price conditions in France and the United Kingdom and a strong performance from EDF Renewables, notably in its "Development and Sale of Structured Assets" operations. On the other hand, it was adversely affected by a decline in nuclear generation in France and the United Kingdom, and by poor hydropower conditions in France.

EDF Group's EBITDA amounted to €16.7 billion, corresponding to an organic increase of 8.4%². **Nearly all of the Group's segments were up compared to last year**, except EBITDA of the United Kingdom and the gas activities.

In detail:

■ **EBITDA of Generation and supply activities** amounted to €7,615 million, corresponding to an organic increase of +16.1% over 2018, mainly driven by the positive market price movements and the regulated sales tariffs.

■ **EBITDA of Regulated activities in France** stood at €5,101 million, an organic increase of 0.4% compared to 2018.

■ **EBITDA of EDF Renewables** stood at €1,193 million, an organic increase of 33.5% compared to 2018. This strong growth was driven by development operations and the partial sale of the Neart na Gaoithe (NnG)³ Scottish offshore wind farm project, and others operations, for a total of €560 million in capital gains.

■ **Dalkia's EBITDA** stood at €349 million, an organic increase of 4.8% compared to 2018.

■ **Framatome's EBITDA** amounted to €527 million, corresponding to an organic increase of 3.0% (including the margin realised with other EDF group entities).

■ **EBITDA in the United Kingdom** dropped to €772 million, an organic decrease of 4.6% compared to 2018, impacted by the downturn in nuclear power generation and the cap on residential tariffs for electricity and gas.

■ **EBITDA in Italy** was at €578 million, an organic increase of more than 20%.

■ **EBITDA for the "Other international" segment** recorded an organic increase of 36.3% to reach €339 million, particularly in Belgium and Brazil.

■ **EBITDA of "Other activities"** recorded an organic decrease of 26.2% to €505 million. In this segment, **gas activity** was impacted by a provision for onerous contracts booked in view of the downward revision of medium-term and long-term spreads. However, **EBITDA at EDF Trading** amounted to €733 million in 2019, an organic increase of 17.9%.

2. Organic change at comparable scope, standard and exchange rates.

3. The capital gain recorded also includes the revaluation of securities retained following the loss of control of the company.

The financial result represented an expense of €361 million in 2019, an improvement of €4,437 million compared to 2018, mainly due to the positive change in fair value of the portfolio of dedicated assets (€3.5 billion). The latter reflects the good performance of the equity and bond markets in 2019. As a reminder, this change in fair value is not included in the calculation of net income excluding non-recurring items.

Net income excluding non-recurring items amounted to €3,871 million at the end of December 2019, up by €1,419 million compared to 2018 thanks in particular to a strong operating performance and a lower drop in discount rates compared to 2018 (-10 bps at 2.3% in real figures at the end of 2019 compared to -20 bps at 2.4% in real figures at the end of 2018).

Net income – Group share amounted to €5,155 million at the end 2019, driven in particular by the improvement in the financial result.

CASH FLOW AND NET FINANCIAL DEBT

Excluding HPC and Linky, cash flow was positive at €1.8 billion, exceeding the target of €0.6 billion. This result reflects the good EBITDA performance, the control of net investments and the positive contribution of the working capital requirement notably thanks to trading activities.

Total net investments, excluding 2019-2020 Group acquisitions and disposals, amounted to €13,927 million in 2019, in line with the ambitions set by the Group.

4. Adjusted for interest payments on hybrid issues booked in equity.

The Group's net financial debt amounted to €41.1 billion at the end of December 2019, an increase of €7.7 billion over one year. This increase is mainly attributable the impact of IFRS16 (€4.5 billion at 1 January 2019 and approximately €0.4 billion in rental debt change over the year), the effect of the buyback of hybrid securities (€1.1 billion) and other effects (exchange rate for €0.3 billion and change on financial instruments for €0.6 billion). The other factors contributing to the increase in debt were investments in the HPC and Linky programs, which represent €2.6 billion. The net financial debt to EBITDA ratio stood at 2.46, which was below the target of 2.7.

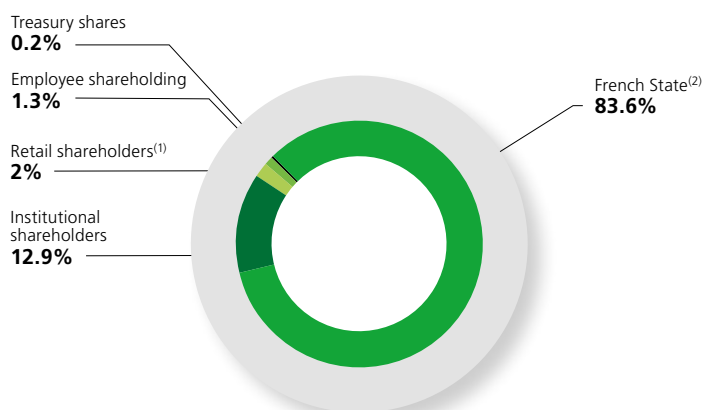
DIVIDEND

In order to meet the imperatives of solidarity and responsibility towards all of the Company's stakeholders as necessitated by the current crisis context, the Board of Directors has decided not to propose to the Shareholders' Meeting a dividend payment for the financial year ended 31 December 2019, beyond the 2019 interim dividend in the amount of €0.15 which was paid on 17 December 2019. It will also be proposed not to apply any increase to the 2019 interim dividend for loyalty shares.

SHAREHOLDING STRUCTURE

At 31 Decembre 2019

→ Total number of shares
3,103,621,086



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

EDF SHARE PROFILE

IDENTITY CARD

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

- **FR0010242511** :code of negociation; code for registered or bearer shares acquired in the current year
- **FR0011635515** : your securities already benefit from the loyalty bonus (permanent code)
- **FR0013295284** : your securities will benefit from the loyalty bonus in 2020
- **FR0013374469** : your securities will benefit from the loyalty bonus in 2021
- **FR0013459351** : your securities will benefit from the loyalty bonus in 2022



COMPOSITION OF THE BOARD OF DIRECTORS AT 31 DECEMBER 2019

MEMBERS APPOINTED BY THE GENERAL SHAREHOLDERS' MEETING

Jean-Bernard LÉVY

Chairman and CEO of EDF

Véronique BEDAGUE-HAMILIUS¹

Deputy Chief Executive Officer of the Nexity Group, in charge of the activity the "Enterprises and Local Authorities Client" division, CEO of Nexity Immobilier d'Entreprise

Bruno CREMEL

General Partner and Deputy Chief Executive Officer of Partech

François DELATTRE²

Secretary General of the Ministry for Europe and Foreign Affairs

Gilles DENOYEL

Chairman of the Board of Directors of Dexia

Marie-Christine LEPETIT

Head of Inspectorate General of Finance reporting to the Ministry for Economy and Finance and the Ministry for Public Action and Accounts

Colette LEWINER

Professional Director

Laurence PARISOT

Chairwoman and Managing Director of Citi France

Claire PEDINI³

Senior Vice-President, in charge of Human Resources and Digital Transformation for Saint-Gobain

Philippe PETITCOLIN

CEO of Safran

Michèle ROUSSEAU

Chairman of the Board of Directors of the *Bureau de Recherches Géologiques et Minières*

FRENCH STATE REPRESENTATIVE APPOINTED BY DECREE

Martin VIAL

Commissioner of the French State Shareholding Agency reporting to the Ministry for Economy and Finance and the Ministry for Public Action and Accounts

EMPLOYEE REPRESENTATIVES

Claire BORDENAVE

Sponsored by CGT

Jacky CHORIN

Sponsored by FO

Karine GRANGER

Sponsored by CGT

Jean-Paul RIGNAC

Sponsored by CGT

Vincent RODET

Sponsored by CFDT

Christian TAXIL

Sponsored by CFE-CGC

1. Co-optation by the Board of Directors submitted for ratification to the Shareholders' Meeting (20th resolution).
2. Co-optation by the Board of Directors submitted for ratification to the Shareholders' Meeting (19th resolution).
3. Extension of the term of office submitted to the Shareholders' Meeting (18th resolution).

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. As of 31 December 2019, it was composed of 18 members: 11 Directors appointed by the Shareholders' Meeting, 5 of which are proposed by the French State, one Representative of the French State and 6 Directors elected by employees.

EDF's Board of Directors includes 41.7% of independent Directors and 50% of women, excluding Directors elected by employees. 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 and percentage of independent directors, in the light of diversity policy it has defined that is applicable to its members.

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. Following the completion of this process, the mandate of Mr. Jean-Bernard Lévy was renewed by a decree of 22 May 2019.

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 the social and environmental issues of its activities. It defines the major strategic, economic, financial or technological orientations for the Company and the Group. Subject the power expressly granted to the Shareholders' Meeting and within the limits of the corporate purpose, it may deal with any issues concerning the proper running of the Company and through its deliberations settles any business related to the Company.

2019 DATA

Number of meetings	12 ⁽¹⁾
Average attendance rate	91.7%
Average duration of the meetings	2 hours and 40 minutes

(1) In addition to this number of meetings, a one-day strategic seminar was also held.

COMMITTEES OF THE BOARD

In order to carry out its duties, the Board of Directors has set up 5 Committees in charge of reviewing and preparing certain projects prior to their submission to the full Board. The membership, operation and duties of the Committees are governed by the Internal Rules and Regulations of the Board of Directors. They are composed of at least 3 Directors, selected by the Board which appoints the Chairman of each Committee. The 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 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 and internal control, the audit, the monitoring of the Statutory Auditors, the financial aspects of material external growth or divestment transactions,

the policies in terms of insurance, energy market risks and risk of bankruptcy of the Group's counterparties and social and environmental risks.

NUCLEAR COMMITMENTS MONITORING COMMITTEE

This Committee's tasks are to monitor changes in nuclear provisions, issuing an opinion on governance of dedicated assets, the rules for asset-liability management and on strategic allocation, as well as ensure the compliance of the management of the assets constituted by the Company in accordance with the policy for constituting, managing, and controlling the financial risks of dedicated assets. For this purpose, it relies on the works of the Nuclear Commitments Financial Expertise Committee which is composed of independent experts elected 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 corporate responsibility. It examines the way in which the Company takes account of 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, the EDF mediator's annual report, as well as the annual reports by the French inspector general for nuclear safety and radiation protection and the inspector for hydropower safety. It submits an opinion to the Board on the way in which the Company implements a non-discrimination and diversity policy, particularly in terms of balanced representation of women and men in the management of the Company.

APPOINTMENTS, REMUNERATION AND GOVERNANCE COMMITTEE

With regard 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. 225-37-2 of the French Commercial Code, as well as on the compensation policy of the Company's Executive Committee and top management.

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.

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

EXTRAORDINARY RESOLUTIONS

1. Amendment to the bylaws due to legislative and regulatory changes – Abstention accounting
2. Technical amendments to the bylaws due to legislative and regulatory changes – Directors' compensation and extension of the role of the Board of Directors
3. Amendment to the bylaws due to legislative and regulatory changes – Ability for the Board of Directors to make decisions via written consultation
4. Amendment of Article 2 of the bylaws in order to provide for the "*raison d'être*" of the Company
- 4A. Exceptional suspension of the loyalty dividend for the financial year ended on 31 December 2019

ORDINARY RESOLUTIONS

5. Approval of the annual financial statements for the financial year ended on 31 December 2019
6. Approval of the consolidated financial statements for the financial year ended on 31 December 2019
7. Allocation of the net income for the financial year ended on 31 December 2019 and determination of the dividend amount
- 7A. Allocation of the net income for the financial year ended on 31 December 2019 and determination of the dividend amount – Draft resolution proposed by the Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" and reviewed by EDF's Board of Directors during its meeting held on 2 April 2020 which did not approve it
8. Payment of interim dividends in shares – Delegation of power granted to the Board of Directors
9. Approval of a related-party agreement – Protocol agreement relating to the compensation of EDF by the French State
10. Approval of related-party agreements – Protocol agreement implementing the amended sale agreement relating to the acquisition of New NP shares, entered into between EDF, Areva and Areva NP and the side-letter to the amended sale agreement relating to the earn-out, entered into between Areva and Areva NP
11. Approval of a related-party agreement – Authorization of a related-party agreement to be entered into with the French State in connection with the employee reserved share offering (sale of EDF shares by the French State to EDF which will be subsequently resold to beneficiaries of the employee reserved share offering)
12. Approval of the Statutory Auditors' special report on the related-party agreements and commitments
13. Approval of the fixed, variable and exceptional compensation components composing the total remuneration and the benefits of any kind paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2019 – *ex post* vote
14. Approval of the information relating to the corporate officers – *ex post* vote
15. Approval of the compensation policy applicable to the Chairman and Chief Executive Officer for the financial year ended on 31 December 2020 – *ex ante* vote
16. Approval of the compensation policy applicable to the Board of Directors for the financial year ended on 31 December 2020 – *ex ante* vote
17. Fixed annual compensation allocated to the Board of Directors
18. Renewal of the term of office of a Director
19. Ratification of the appointment (cooptation) of a Director
20. Ratification of the appointment (cooptation) of a Director
21. Authorization granted to the Board of Directors to carry out transactions on the Company's shares

EXTRAORDINARY RESOLUTIONS

22. Delegation of authority granted to the Board of Directors to issue ordinary shares or securities giving access to the share capital of the Company, with preferential subscription right of the shareholders
23. Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, without shareholders' preferential subscription rights, by way of a public offering – Excluding offerings implemented by way of "a private placement" referred to in Article L.411-2 of the French Monetary and Financial Code
24. Delegation of authority granted to the Board of Directors to issue by way of a public offering referred to in Article L.411-2 of the French Monetary and Financial Code (i.e. by way of "a private placement"), ordinary shares or securities giving access to the share capital of the Company, with no preferential subscription right of the shareholders
25. Authorization granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription right of the shareholders
26. Delegation of authority granted to the Board of Directors to increase the share capital by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted
27. Delegation of authority granted to the Board of Directors to increase the share capital in the context of a public exchange offer initiated by the Company
28. Delegation of authority granted to the Board of Directors to increase the share capital in consideration for contributions in kind granted to the Company
29. Delegation of authority granted to the Board of Directors to increase the share capital to the benefit of members of savings plan, with removal of the preferential subscription right of the shareholders for the benefit of such members, pursuant to Article L.225-129-6 of the French commercial code
30. 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
31. Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares

ORDINARY AND EXTRAORDINARY RESOLUTION

32. Powers to carry out formalities



REPORT OF THE BOARD OF DIRECTORS ON THE 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 thirty-four resolutions:

- seventeen of them are ordinary resolutions;
- fifteen of them are extraordinary resolutions, since they lead or may lead to an amendment of the Company’s bylaws; and
- the last one relates to powers to carry out formalities.

Furthermore, the Supervisory Board of the Employee Shareholding Fund (FCPE “Actions EDF”) requested the Resolution 7A to be added on the Meeting agenda.

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

The course of business and financial position of the Company during the financial year ended on 31 December 2019 are described in the Company’s 2019 universal registration document. A table summarizing the delegations of authority currently granted for capital increases is also included in section 7.3.3 of such 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 2020, please note that you can refer to the financial disclosure and also to the press releases available on the Company’s website.

EXTRAORDINARY RESOLUTIONS

RESOLUTION 1

AMENDMENT TO THE BYLAWS DUE TO LEGISLATIVE AND REGULATORY CHANGES – ABSTENTION ACCOUNTING

AMENDMENT OF ARTICLE 20

This amendment to the Company’s bylaws is intended to reflect the legislative change relating to the accounting of abstentions which are no longer accounted for as negative votes for the calculation of the majority threshold but remain taken into account for the calculation of the quorum.

RESOLUTION 2

TECHNICAL AMENDMENTS TO THE BYLAWS DUE TO LEGISLATIVE AND REGULATORY CHANGES – DIRECTORS’ COMPENSATION AND EXTENSION OF THE ROLE OF THE BOARD OF DIRECTORS

AMENDMENT TO ARTICLE 13 V. OF THE COMPANY’S BYLAWS

The purpose of this amendment to the bylaws is to reflect the legislative change relating to the substitution of the reference to “attendance fees” for the reference to “fixed annual compensation allocated, as applicable, to the directors”.

AMENDMENT OF THE FIRST PARAGRAPH OF ARTICLE 16 OF THE COMPANY’S BYLAWS

This amendment to the Company’s bylaws is intended to reflect the legislative change relating to the powers of the Board of Directors.

*“The Board of Directors determines the company’s business strategies and sees to the implementation thereof, **in accordance with its social interest, focusing on the social and environmental issues of its activity. It considers the “raison d’être” of the Company in accordance with Article 1835 of the French Civil Code.** Subject to the powers expressly granted to shareholders’ meetings and within the limit of the company’s objects, it may deal with any issue relating to the proper operation of the company and, via its proceedings, settle the company’s business.”*

The other provisions of Article 13 V. and Article 16 remain unchanged.

RESOLUTION 3

AMENDMENT TO THE BYLAWS DUE TO LEGISLATIVE AND REGULATORY CHANGES – ABILITY FOR THE BOARD OF DIRECTORS TO MAKE DECISIONS VIA WRITTEN CONSULTATION

The purpose of this amendment to the Company’s bylaws is to enable the Board of Directors, to adopt certain decisions by written consultation. In accordance with Article L.225-37 of the French Commercial Code, these decisions concern, in particular, provisional appointments in the event of a vacancy in the Board of Directors, the authorization to issue security

interests, endorsements and guarantees in favour of third parties, the convening of Shareholders' Meetings or the transfer of the Company's registered office within the same department.

RESOLUTION 4

AMENDMENT TO ARTICLE 2 OF THE BYLAWS IN ORDER TO PROVIDE FOR THE "RAISON D'ÊTRE" OF THE COMPANY

In accordance with the provisions of Article 1835 of the French Civil Code, as amended by the "Pacte" Act (*Loi Pacte*), it is proposed to include a "raison d'être" in the Company's bylaws consisting of the principles the Company has adopted and for the respect of which it intends to allocate resources in the conduct of its business.

Thus, the Board of Directors proposes to include the "raison d'être" into the Company's bylaws and insert a paragraph to the article "Objects" setting forth the Company's ambition and the affirmation of the values that it intends to promote over the long term. This "raison d'être" is supported by the entire Company and more particularly by the employees, who approved it as part of a collective dialogue initiative known as "Let's talk about energy".

The Board of Directors, on proposal of the Chairman and Chief Executive Officer, having consulted the Corporate Social Security Committee, proposes to adopt the "raison d'être" drafted as follows: *"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."*

The purpose of the "raison d'être" is to highlight the concept of "meaning": the "raison d'être" represents the meaning within which all major strategic orientations and decisions are made, but also the meaning that drives the employees and the role of the company in society.

This "raison d'être" presents an aspirational approach for EDF.

Building a net zero energy future with electricity and innovative solutions and services, to help save the planet and drive wellbeing and economic development is fully consistent with the Cap 2030 strategy implemented by the Group and supported by the reduction in Scope 1 emissions observed over the past 10 years as well as the reduction objectives that the Group has set for itself.

EDF is committed to build this future by, among other things, pursuing a carbon-neutral approach.

We propose to supplement this "raison d'être" with a "manifesto", which will explain the meaning of our "raison d'être" and which we intend to present by key business sectors, so that each component of the Group may explain its contribution to the "raison d'être".

The other provisions of Article 2 remain unchanged.

RESOLUTION 4A

EXCEPTIONAL SUSPENSION OF THE LOYALTY DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019

As indicated in the press release issued by EDF on 2 April 2020, the Board of Directors has decided not to propose to the Shareholders' Meeting the payment of any dividend for the financial year ended on 31 December 2019 other than the 2019 interim dividend paid on 17 December 2019.

In addition, the Board has decided to propose to the Shareholders' Meeting to cancel exceptionally the loyalty dividend for the financial year ended on 31 December 2019 (including the loyalty dividend for the 2019 interim dividend). This resolution 4A has therefore been added to the agenda in order to give effect to the cancellation of any loyalty dividend for the financial year ended on 31 December 2019. This cancellation requires the temporary suspension of the application of Article 24, paragraph II, of the by-laws relating to the loyalty dividend.

ORDINARY RESOLUTIONS

RESOLUTIONS 5 AND 6

APPROVAL OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019

These two resolutions submit to your approval EDF's annual financial statements for the financial year ended on 31 December 2019, which show a profit of €1,592,725,329.52 and the EDF group's consolidated financial statements for the financial year ended on 31 December 2019, as drawn up by the Board of Directors during its meeting held on 13 February 2020.

It is specified that pursuant to Article 223 quater of the French Tax Code, the overall amount of expenses and costs referred to in the 4th paragraph of Article 39 of the French Tax Code amounts to €2,699,851 for the financial year ended on 31 December 2019, and the related tax amount is €929,559.

RESOLUTION 7

ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019 AND DETERMINATION OF THE DIVIDEND AMOUNT

Taking into account the retained earnings showing a credit of €8,004,696,202.92, and after allocation of an amount of €4,667,670.50 to the legal reserve so that such reserve reaches 10% of the share capital, the distributable profit, before deduction of the 2019 interim dividend paid out on 17 December 2019, amounts to €9,592,753,861.94.

It is proposed to the Shareholders' Meeting to allocate and distribute the profit for the financial year ended on 31 December 2019 as follows:

	(in euros)
Profit for the financial year ended on 31 December 2019	1,592,725,329.52
Allocation to the legal reserve so that it reaches 10% of the share capital	4,667,670.50
Retained earnings (before deduction of the 2019 Interim dividend)	8,004,696,202.92
Total distributable profit	9,592,753,861.94
2019 interim dividend of €0.15 per share, paid out on 17 December 2019 ⁽¹⁾	456,888,323.70
Balance of the dividend to be distributed for the financial year ended on 31 December 2019	-
Total amount of the dividend paid for the financial year ended on 31 December 2019	456,888,323.70
Balance of the distributable profit allocated to the "retained earnings" account	9,135,865,538.24

⁽¹⁾ On the basis of the number of existing shares conferring entitlement to dividends as at the date of payment of the 2019 interim dividend.



As indicated in the press release issued by EDF on 2 April 2020, the Board of Directors has decided not to propose to the Shareholders' Meeting the payment of any dividend for the financial year ended on 31 December 2019 other than the 2019 interim dividend paid on 17 December 2019. In addition, the Board has decided to propose to the Shareholders' Meeting to cancel exceptionally the loyalty dividend for the financial year ended on 31 December 2019 (including the loyalty dividend for the 2019 interim dividend).

Those proposals are driven by a spirit of solidarity and responsibility towards all EDF stakeholders.

As a consequence, it is proposed to the Shareholders' Meeting to allocate the full amount of the balance of distributable profit for the financial year ended on 31 December 2019 to the "Retained Earnings" account.

As a reminder, the dividends distributed for the last three financial years were as follows:

FINANCIAL YEAR	NUMBER OF SHARES	DIVIDEND PER SHARE (IN EUROS)	TOTAL DISTRIBUTED DIVIDEND ⁽¹⁾ (IN EUROS)	PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX REBATE ⁽²⁾
2016	2,741,877,687	0.90 ⁽³⁾	2,105,349,378.42 ⁽⁴⁾	100%
2017	2,927,438,804	0.46 ⁽⁵⁾	1,341,187,189.41 ⁽⁶⁾	100%
2018	3,010,267,676	0.31 ⁽⁷⁾	933,556,364.41 ⁽⁸⁾	100%

(1) After deduction of the treasury shares.

(2) 40% tax rebate under paragraph 3-2° of Article 158 of the French Tax Code.

(3) Representing an amount of €0.99 per share conferring entitlement to a loyalty dividend.

(4) Including €1,005,552,797.00 paid on 31 October 2016 for the 2016 interim dividend.

(5) Representing an amount of €0.506 per share conferring entitlement to a loyalty dividend.

(6) Including €432,632,648.85 paid on 11 December 2017 for the 2017 interim dividend, composed of €398,440,228.20 paid in new shares, €33,746,467.50 paid in cash, and a balancing payment of €445,953.15 in cash. The balance of the 2017 dividend, amounting to €908,554,540.56 paid on 19 June 2018, is composed of €847,339,360.56 paid in new shares, €60,331,512.63 paid in cash, and a balancing payment of €883,667.37 in cash.

(7) Representing an amount of €0.341 per share conferring entitlement to a loyalty dividend.

(8) Including €451,000,397.55 paid on 10 December 2018 for the 2018 interim dividend, paid entirely in cash. The balance of the 2018 dividend, amounting to €482,555,966.86 paid on 18 June 2019, is composed of €452,021,956.95 paid in new shares and €30,534,009.91 paid in cash.

RESOLUTION 7A

ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019 AND DETERMINATION OF THE DIVIDEND AMOUNT – DRAFT RESOLUTION PROPOSED BY THE SUPERVISORY BOARD OF THE EMPLOYEE SHAREHOLDING FUND (FCPE) "ACTIONS EDF" AND REVIEWED BY EDF'S BOARD OF DIRECTORS DURING ITS MEETING HELD ON 2 APRIL 2020 WHICH DID NOT APPROVE IT

The Supervisory Board of the Employee Shareholding Fund (FCPE) "Actions EDF" has requested the Company to include a draft resolution in the agenda of the Shareholders' Meeting aiming at distributing a dividend of €0.15 per share conferring entitlement to the ordinary dividend for the financial year 2019. This resolution was reviewed by the Board of Directors of EDF during its meeting held on 2 April 2020 and was not approved.

It is specified that, should the shareholders opt for the payment of the interim dividend in shares, this option would apply to the total amount of the said interim dividend. In addition, the shares so-subscribed would be ordinary shares and would carry current dividend rights (*jouissance courante*), i.e. they would confer the right to all dividends paid out as from their date of subscription.

The Board of Directors would set the period of time within which, as from its decision to pay an interim dividend, the shareholders would be entitled to request the payment of such interim dividend in shares, if such option is offered to them. However, this period of time could not exceed three months.

If the Board of Directors decided to propose the payment of an interim dividend in shares, the shares would be issued at a price equal to the difference between the average of the opening prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days prior to the decision to pay the interim dividend, and the net amount of the interim dividend so allocated; such difference being reduced, if so decided by the Board of Directors, by a discount of up to 10% of the aforementioned difference, and rounded up to the nearest superior euro cent.

If the amount for which the option is exercised does not correspond to a whole number of shares, the shareholder shall receive the number of shares rounded down to the whole number immediately below, and the balancing amount should be paid in cash.

Full powers would be granted to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to take all steps required for the payment of interim dividends in shares if it decides to distribute an interim dividend and to pay such dividend in shares, to acknowledge the capital increase resulting therefrom, to amend the bylaws accordingly, and, more generally, to take all useful or necessary steps.

RESOLUTION 8

PAYMENT OF INTERIM DIVIDENDS IN SHARES – DELEGATION OF POWER GRANTED TO THE BOARD OF DIRECTORS

In accordance with Article 25 of the Company's bylaws and Articles L.232-12, L.232-13 and L.232-18 *et seq.* of the French Commercial Code, it is proposed under the 8th resolution to authorize the Board of Directors, should it decide to pay one or more interim dividend in respect of the financial year 2020, to offer to each shareholder, for all or a portion of each interim dividend, a choice between payment in cash or in shares.

RESOLUTION 9

APPROVAL OF A RELATED-PARTY AGREEMENT – PROTOCOL AGREEMENT RELATING TO THE COMPENSATION OF EDF BY THE FRENCH STATE

Under the 9th resolution, it is proposed to the Shareholders' Meeting, having reviewed the special report of the Statutory Auditors to approve the settlement agreement dated 27 September 2019, relating to the compensation paid by the French State to EDF in connection with the closure of the Fessenheim nuclear power plant.

The Energy Transition Act for Green Growth of 17 August 2015, which sets a ceiling of the nuclear power capacity in France at 63.2 GW, has compelled EDF to shut down the two Fessenheim reactors.

As the Constitutional Council stated in its decision dated 13 August 2015, when it examined the compliance of the abovementioned act with the Constitution, this early closure of the Fessenheim power plant gives EDF a right to compensation.

Discussions between EDF and the French State have been held in order to determine, within the framework of a settlement agreement, the grounds on the basis of which EDF would be entitled to compensation and to determine the terms and conditions of the compensation.

On 6 April 2017, the Board of Directors, having reviewed the positive opinion of the working group of independent directors within the meaning of the criteria of the AFEP-MEDEF Code, acknowledged the irreversible and unavoidable closure of Fessenheim subject to the respect of several conditions, and authorized the Chairman and Chief Executive Officer to execute the compensation protocol negotiated with the French State and approved by the European Commission, no later than the date on which the request to terminate the authorization for the operation of the Fessenheim power plant would be submitted.

On 25 January 2019, the Ministry of Ecological and Solidarity Transition published the draft multiannual energy plan for 2019-2023 and 2024-2028, which specifies that "the Fessenheim nuclear power plant should be shut down by spring 2020".

In this context, given the production ceiling and the timetable for carrying out new hydraulic tests, the periodic reviews required by Articles L.593-18 and L.593-19 of the French Environment Code and the impossibility for EDF to pursue the operation of the Fessenheim power plant, new negotiations have been initiated to amend certain provisions of the draft protocol.

On 4 April and 20 September 2019, the Board of Directors authorized the execution of the amended protocol. On 27 September 2019, the protocol was executed, and on 30 September 2019, EDF sent to the Minister in charge of ecological and solidarity transition and the Nuclear Safety Authority (*Autorité de Sûreté Nucléaire*) a request for the termination of operation and the declaration of permanent shutdown of the two reactors at the Fessenheim nuclear power plant, providing for the shutdown of reactor no. 1 on 22 February 2020 and reactor no. 2 on 30 June of the same year.

The compensation for the closure of the Fessenheim site, as defined in the settlement agreement, covers both the anticipated costs of closing down the power plant and the lost profit following the closure. The compensation for the anticipated closure costs, as estimated at the signing of the agreement, varies between €370 million and €443 million, depending on the schedule of payments decided by the French State. A first payment of €11 million is expected to be made in 2020, the year of the plant's closure.

One or more additional payments, which will be scheduled by the French State, will be made between the closure date and no later than four years after the closure date (*i.e.* end of 2024). The compensation also includes further payments corresponding to potential profits losses, *i.e.* the profits that would have been generated by future production volumes, determined on the basis of the past production of the Fessenheim power plant, up to 2041, calculated *ex post* in accordance with the sales prices of nuclear production, and in particular observed market prices.

The legal representative of the French State to the Board of Directors and the Directors appointed upon proposal of the French State did not participate in the vote in accordance with, respectively, Article L.225-40 of the French Commercial Code and the provisions of the Board of Directors' internal rules relating to conflicts of interests.

In accordance with Article L.225-40 of the French Commercial Code, the French state will not participate in the vote of the 9th resolution proposed to the Shareholder's Meeting.

RESOLUTION 10

APPROVAL OF RELATED-PARTY AGREEMENTS – PROTOCOL AGREEMENT IMPLEMENTING THE AMENDED SALE AGREEMENT RELATING TO THE ACQUISITION NEW NP SHARES ENTERED INTO BETWEEN EDF, AREVA AND AREVA NP AND THE SIDE-LETTER TO THE AMENDED SALE AGREEMENT RELATING TO THE EARN-OUT, ENTERED INTO BETWEEN AREVA AND AREVA NP

It is proposed to the Shareholders' Meeting, having reviewed the special report of the Statutory Auditors on the related-party agreements governed by Article L.225-38 of the French Commercial Code, to approve: the side-letter to the amended sale agreement entered into between Areva and Areva NP (ANP) on 22 December 2017 and the settlement agreement for the implementation of this sale agreement of New NP shares.

The settlement agreement dated 4 April 2019 was entered into to resolve certain disagreements between EDF and ANP with respect to the application of the share sale agreement entered into in 2017, in particular with respect to certain price adjustment or earn-out provisions. The parties formalized a number of reciprocal and limited concessions on the methods used to calculate the Price Adjustment related to the working capital requirement and on an increase in provisions for end-of-cycle operations. Due to persistent disagreements on certain items, particularly the consequences on the final sale price of the level of capital expenditure over the 2015-2017 period, the parties also agreed to a partial payment of the net cash delivered on the transaction completion date, which has been deferred to a pending arbitration procedure. The additional tax price, contractually capped to €105 million, was set at €95 million (*i.e.* €71.7 million to be paid by EDF in respect of the acquisition of 75.5% of the share capital of New NP).

The side-letter of 16 May 2019 amended certain provisions of the procedure used to determine the conditional earn-out related to EBITDA, as provided for in the New NP sale agreement entered into in December 2017. In particular, the financial data that EDF agreed to provide in support of its estimate of the additional amount due were specified, as well as the procedure and time period under which ANP was authorized to review these data. The substance of the contractual provisions regarding the determination of the earn-out has not been changed. As a result, the earn-out payment due and notified on 1 July 2019 to ANP amounted to €90 million – *i.e.* €67.9 million to be paid by EDF in connection with the acquisition of 75.5% of New NP's share capital. As a reminder, the amount of the earn-out was capped to €140 million under the terms of the New NP share sale agreement entered into in December 2017.



On 4 April 2019, the Board of Directors authorized the execution of the settlement agreement, considering that it was in EDF's interest to enter into this agreement in order to facilitate the assessment of the final sale price for the Framatome shares. On 15 May 2019, the Board of Directors authorized the execution of the side-letter, considering that it was in EDF's interest to enter into such side-letter in order to allow the determination of the EBITDA earn-out pursuant to the sale agreement entered into between EDF, Areva and Areva NP on 22 December 2017. In accordance with Article L.225-40 of the French Commercial Code, Mr. Vial, as representative of the French State, did not participate in the vote.

Pursuant to the same provision, the French State will not participate in the vote for the 10th resolution proposed to the Shareholder's Meeting.

RESOLUTION 11

APPROVAL OF A RELATED-PARTY AGREEMENT – AUTHORIZATION OF A RELATED-PARTY AGREEMENT TO BE ENTERED INTO WITH THE FRENCH STATE IN CONNECTION WITH THE EMPLOYEE RESERVED SHARE OFFERING (SALE OF EDF SHARES PREVIOUSLY HELD BY THE FRENCH STATE TO EDF WHICH WILL BE SUBSEQUENTLY RESOLD TO BENEFICIARIES OF THE EMPLOYEE RESERVED SHARE OFFERING)

As part of the capital increase carried out by EDF on 30 March 2017, the French State sold 231,149,195 preferential subscription rights on the stock market. In accordance with article 31-2 of ordinance No. 2014-948 of 20 August 2014 related to the governance and transactions on the share capital of companies with public shareholding, 10% of the shares sold had to be offered to employees and other eligible persons (the "Beneficiaries"). The French State agreed to sell to EDF a number of shares corresponding to the requests of the Beneficiaries provided that EDF would offer such EDF shares to the Beneficiaries through an employee reserved share capital increase.

On 4 April 2019, the Board of Directors authorized the Chairman and Chief Executive Officer to execute the contract for the sale of EDF shares by the French State to EDF.

The agreement provided that the number of EDF shares sold by the French State should be equal to the lower of:

- i. the number of EDF shares requested by the Beneficiaries, and
- ii. the number of shares to be offered pursuant to Article 31-2 of the abovementioned ordinance, *i.e.* 7,704,974 shares.

In addition, the agreement provided that the agreed price would be identical to the reference price under the offer, *i.e.* the volume-weighted average market price of the Company's share over the last twenty trading days prior to the decision determining the withdrawal period dates in connection with the offering.

On 10 July 2019, EDF accordingly purchased 7,704,974 EDF shares from the French State at a unit price of €12.26 per share, *i.e.* the maximum number of shares.

On 4 April 2019, the Board of Directors authorized the execution of this agreement. The representative of the French State and the Directors appointed on the proposal of the French State did not participate in the vote pursuant to, respectively, the provisions of article L.225-40 of the French Commercial Code and the provisions of the Board of Directors' internal rules relating to conflicts of interest.

Pursuant to Article L.225-40 of the French Commercial Code, the French State will not participate in the vote under the 11th resolution proposed to the Shareholders' Meeting.

RESOLUTION 12

APPROVAL OF THE STATUTORY AUDITORS' SPECIAL REPORT ON THE RELATED-PARTY AGREEMENTS AND COMMITMENTS

Under the 12th resolution, it is proposed to the Shareholders' Meeting to approve the Statutory Auditors' special report on the related-party agreements and commitments as referred to in Articles L.225-38 *et seq.*, and to acknowledge the information relating to agreements and commitments entered into or undertaken during the previous financial years and the performance of which was continued during the latest financial year, as mentioned in such report.

Besides, it is specified that the related-party agreements that were executed and authorized during previous financial years and the performance of which was continued during the latest financial year, were reviewed again by the Board of Directors during the meeting held on 13 February 2020, in accordance with Article L.225-40-1 of the French Commercial Code.

RESOLUTION 13

APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPENSATION, COMPONENTS COMPOSING THE TOTAL REMUNERATION AND THE BENEFITS OF ANY KIND PAID OR GRANTED TO MR. JEAN-BERNARD LÉVY, CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019 – EX POST VOTE

It is proposed to the Shareholders' Meeting, resolving under the quorum and majority conditions required for ordinary general meetings, having reviewed the Corporate Governance report and the information required by Article L.225-37-3 I of the French Commercial Code, attached in the 2019 universal registration document, to approve all the compensation components composing the total remuneration and the benefits of any kind to be paid or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, for the financial year ended on 31 December 2019.

RESOLUTION 14

APPROVAL OF THE INFORMATION RELATING TO THE CORPORATE OFFICERS – EX POST VOTE

It is proposed to the Shareholders' Meeting, resolving under the quorum and majority conditions required for ordinary general meetings, having reviewed the Corporate Governance report and the information required by Article L. 225-37-3 I of the French Commercial Code, attached in the 2019 universal registration document, to approve this information in accordance with the provisions of Article L. 225-100 of the French Commercial Code.

RESOLUTION 15

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE CORPORATE OFFICERS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2020 – EX ANTE VOTE

It is proposed to the Shareholders' Meeting, resolving pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information provided for by the last paragraph of Article L. 225-37 of the French Commercial Code, to approve the compensation policy for the Chairman and Chief Executive Officer of the Company, attached in the 2019 universal registration document, for the financial year 2020.

RESOLUTION 16

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2020 – EX ANTE VOTE

It is proposed to the Shareholders' Meeting, resolving pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information provided for by the last paragraph of Article L. 225-37 of the French Commercial Code, to approve the compensation policy for the Board of Directors, attached in the 2019 universal registration document for the financial year 2020.

RESOLUTION 17

FIXED ANNUAL COMPENSATION ALLOCATED TO THE BOARD OF DIRECTORS

The 17th resolution propose to set the amount of the fixed annual compensation (formerly known as attendance fees) allocated to the Board of Directors to €440,000 for the financial year 2020. The distribution of this amount among the Directors is carried out in accordance with the distribution rules defined by the Board of Directors and described in the compensation policy submitted to the vote of the Shareholders' Meeting under the 16th resolution.

RESOLUTION 18

RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR

It is proposed to the Shareholders' Meeting to renew Mrs. Claire Pedini's term of office as a Director for a 3-year period ending at the Shareholders' Meeting resolving on the annual financial statements for the financial year ending on 31 December 2022.

As an exception to the statutory term of office of directors set at four years, it is proposed to the Shareholders' Meeting to set the term of Mrs. Pedini's office at three years pursuant to article 13. III of the Company's bylaws which allow the Shareholders' Meeting to set the term of office of a Director to a duration shorter than four years to maintain the staggered renewal of the Board of Directors in accordance with planned renewal dates.

The Board of Directors, at its meeting dated 13 February 2020, reviewed Mrs. Pedini's individual situation and concluded that she satisfies the independence criteria provided by the AFEP-MEDEF Code.

■ Skills and experience

Graduated from the *École des Hautes Études Commerciales* (HEC) and holder of a Master's degree in media management from the *École Supérieure de Commerce de Paris* (ESCP), Mrs. Claire Pedini, 54 years old, joined Total in 1988 as Corporate Controller. She was appointed Chief of Total's initial public offering on the New York Stock Exchange in 1991, and was then subsequently appointed Director of Financial Communication in 1992, Director of Media Relations in 1994 and Director of New Information Technologies in 1997. In 1998, she joined Alcatel as Director of Financial Information and then became Director of Financial Information and Institutional Relations in 2001, Deputy Chief Financial Officer in 2004, Director of Human Resources and Corporate Communications and member of the Executive Committee in 2006, Director of Human Resources, Corporate Communications and Real Estate in 2007 and Executive Director, Director of Human Resources and Transformation in 2009. Claire Pedini was a member of the Board of Directors of Arkema from 2010 to 2016. From 2010, she has served as Deputy General Manager in charge of Human Resources for the Saint-Gobain Group and was then appointed Deputy General Manager in charge of Human Resources and Digital Transformation in January 2019. Mrs. Pedini is a member of the Board of Directors of EDF since May 2016.

Mrs. Pedini complies with legal requirements and the AFEP-MEDEF Code's recommendations on the holding of multiple mandates. She does not hold any mandate in a listed company other than the one held at EDF.

Mrs. Pedini does not hold any EDF shares.

RESOLUTION 19

RATIFICATION OF THE APPOINTMENT (COOPTATION) OF A DIRECTOR

It is proposed to the Shareholders' Meeting to ratify the appointment, made on a provisional basis by the Board of Directors on 28 June 2019, of Mr. François Delattre as a Director, to replace Mr. Maurice Gourdault-Montagne for the remainder of his term of office, *i.e.* until the Shareholders' Meeting resolving on the annual financial statements for the financial year ending on 31 December 2020.



Mr. Delattre was appointed upon a proposal of the French State, pursuant to Article 6, II of Ordinance No. 2014-948 dated 20 August 2014 relating to the governance and transactions on the share capital of companies with a public shareholding.

■ Skills and experience

Graduated from the Political Studies Institute of Paris and former student of the National School of Administration (ENA), Mr. François Delattre began his career as Second Secretary of the French embassy in Germany in 1989. After serving for two years in the Strategic, Security and Disarmament Department from 1991 to 1993, he joined Alain Juppé (then the French Foreign Affairs Ministry) as Advisor for European and Transatlantic Defense and Security matters, and then became a member of President Jacques Chirac's foreign policy team from 1995 to 1998. He became Head of the Press and Communication Service of the French Embassy in Washington in 1998, then Deputy Director of the Foreign Affairs Minister Dominique de Villepin in 2002, and French Consul General in New-York City in 2004. Appointed as France's Ambassador in Canada from 2008 to 2011 and in the United States from 2011 to 2014, he became the Permanent Representative of France to the United Nations in 2014. Since 1 July 2019, Mr. François Delattre is Secretary General of the Ministry of Europe and Foreign Affairs.

Mr. Delattre complies with legal requirements and the AFEP-MEDEF Code's recommendations on the holding of multiple mandates. He does not hold any mandate in a listed company other than the one held at EDF.

Mr. Delattre does not hold any EDF shares.

RESOLUTION 20

RATIFICATION OF THE APPOINTMENT (COOPTATION) OF A DIRECTOR

It is proposed to the Shareholders' Meeting to ratify the appointment, made on a provisional basis by the Board of Directors on 18 December 2019, of Mrs. Véronique Bédague-Hamilius as a Director, to replace Mrs. Anne Rigail for the remainder of her term of office, *i.e.* until the Shareholders' Meeting resolving on the annual financial statements for the financial year ending on 31 December 2022.

Mrs. Bédague-Hamilius was appointed upon a proposal of the French State, pursuant to Article 6, II of Ordinance No. 2014-948 dated 20 August 2014 relating to the governance and transactions on the share capital of companies with a public shareholding.

■ Skills and experience

Graduated from the Political Studies Institute of Paris, the ESSEC business school and former student of the National School of Administration (ENA), Mrs. Véronique Bédague-Hamilius is Deputy CEO in charge of Commercial and Local Authority Clients of Nexity Group since 2019. She is also Chairman and Chief Executive Officer of Nexity Immobilier d'Entreprise since March 2018. She joined the Nexity group as Company Secretary and member of the Executive Committee of Nexity in 2017. Before joining Nexity, Véronique Bédague-Hamilius held several positions as senior official in the French administration. She worked as an economist for the International Monetary Fund in Washington between 1994 and 1997, as an advisor to the Finance Minister Laurent Fabius

between 2000 and 2002, as Finance Director of the city of Paris between 2002 and 2007 before being appointed as Secretary General of the city of Paris under Bertrand Delanoë from 2008 to 2014 and Chief of Staff of the French Prime Minister Manuel Valls from 2014 to 2016.

Mrs. Bédague-Hamilius complies with legal requirements and the AFEP-MEDEF Code's recommendations on the holding of multiple mandates. She does not hold any mandate in a listed company other than the one held at EDF.

Mrs. Bédague-Hamilius does not hold any EDF shares.

RESOLUTION 21

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS ON THE COMPANY'S SHARES

In accordance with Article L. 225-209 of the French Commercial Code, Articles 241-1 *et seq.* of the General Regulations of the French financial markets authority (*Autorité des marchés financiers*), and Regulation (EU) No. 596/2014 dated 16 April 2014 on market abuse, the Combined Shareholders' Meeting held on 16 May 2019 authorized the Board of Directors to set up a new share repurchase program.

It is proposed to the Shareholders Meeting to renew this authorization, 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 31st 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. 225-197-1 *et seq.* of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code (including any sale of shares covered by the aforementioned Articles of the French Labor Code) or under any offering reserved for employees under the conditions provided for by law, in particular by Article 31-2 of Ordinance No. 2014-948 of 20 August 2014, as amended;
- delivering shares upon exercise of rights attached to securities issued by the Company or one of its subsidiaries, giving access to the Company's share capital by reimbursement, conversion, exchange, submission of a warrant or by any other means, immediately or in the future, as well as carrying out all hedging transactions with respect to the obligations of the Company or the relevant subsidiary, as applicable, in connection with such securities;
- ensuring the liquidity of the EDF shares by an investment service provider through a liquidity agreement pursuant to the accepted market practice established by the French financial market authority in its Decision No. 2018-01 dated 2 July 2018;
- 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 repurchase program (i) would not exceed 10% of the shares composing the share capital, it being specified that when shares are bought back to ensure the liquidity of the EDF shares under the terms and conditions defined above, the number of shares taken into account for the calculation of this 10% limit is the number of shares purchased net of the number of shares sold back during the term of this authorization, and (ii) would not exceed 5% in the case of shares acquired by the Company with a view to delivering them in the context of a merger, demerger or contribution; and
- the number of shares the Company may hold directly or indirectly at any time would not exceed 10% of the shares composing the Company's share capital at the relevant date.

In applying these percentages, the number of shares would be adjusted to take into account any transactions affecting the share capital after the Shareholders' Meeting.

Acquisitions or transfers of these shares would be carried out, in one or several transactions, by all means, including on the market or over-the-counter, including through the acquisition or sale of blocks, the use of derivative financial instruments or warrants or securities giving access to the share capital of the Company, or by implementing option strategies, at such times as the Board of Directors or the person acting upon delegation of the Board of Directors shall determine, excluding periods of public offers for the share capital of the Company.

The maximum amount of funds dedicated to the execution of this share repurchase 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.

It is proposed to the Shareholders' Meeting to grant 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 would 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

The Shareholders' Meetings held on 15 May 2018 granted to the Board of Directors the delegations of authority and the authorizations presented in the summary table of authorizations and powers set forth in section 7.3.3 of the 2019 universal registration document of the Company. The table indicates, when appropriate, the use that has been made of such authorizations.

These delegations being due to expire shortly, new authorizations will be put to the vote of the Shareholders' Meetings.

The purpose of the 22nd to 30th resolutions is to authorize the Board of Directors to carry out, at its sole initiative, various financial transactions involving the issuance of ordinary shares or securities giving access to the share capital or granting entitlement to the allocation of debt securities, with or without preferential subscription right of the shareholders.

Such issuances could increase the Company's share capital, which might result in the dilution of existing shareholders.

The authorizations would be subject to the following limits:

- the maximum nominal amount of the share capital increases carried out, immediately or in the future, pursuant to these authorizations, could not exceed €365 million, or approximately 25% of the Company's share capital as of 31 December 2019 (the "Equity Limit"); and
- the nominal amount of debt instruments issued under these resolutions could not exceed the limit of €2.4 billion (the "Debt Limit" and, together with the Equity Limit, the "Limits"),

with the exception of the authorization that could be granted pursuant to the 26th resolution to increase the share capital by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted, and which would be subject to an autonomous and distinct limit of €1billion.

Furthermore, the authorization relating to capital increases with no preferential subscription right, namely those granted pursuant to the 23rd, 24th, 25th, 27th, 28th, 29th, 30th resolutions, would be subject to a sub-limit of €290 million, or approximately 20% of the share capital as of 31 December 2019, set in the 23rd resolution.

The authorizations:

- would be granted for a 26-month period of time from the date of the Shareholders' Meeting, with the exception of the authorization granted pursuant to the 30th resolution to complete capital increases reserved for categories of beneficiaries, with no preferential subscription right of the shareholders, which would be granted for a 18-month period of time; and
- would replace, for unused amounts, all previous authorizations having the same purpose.



RESOLUTION 22

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY, WITH PREFERENTIAL SUBSCRIPTION RIGHT OF THE SHAREHOLDERS

It is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to increase the share capital, with preferential subscription rights of the shareholders, by issuing ordinary shares or securities giving access to the share capital of the Company or a company of which the Company holds, directly or indirectly, more than half of the share capital (the "Subsidiary").

The maximum nominal amount of the capital increases carried out, immediately or in the future, pursuant to this delegation, could not exceed €365 million, which corresponds to the Equity Limit.

Without prejudice to the Equity Limit, the nominal amount of debt instruments issued pursuant to this resolution could not exceed the limit of €2.4 billion, which corresponds to the Debt Limit.

RESOLUTION 23

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES, OR ANY SECURITIES GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL, WITHOUT SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS, BY WAY OF A PUBLIC OFFERING – EXCLUDING OFFERINGS IMPLEMENTED BY WAY OF "A PRIVATE PLACEMENT" REFERRED TO IN ARTICLE L.411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE

Generally speaking, the cancelation of shareholders' preferential subscription right offers greater flexibility to take advantage of market opportunities.

Therefore, it is proposed to the Shareholders' Meeting to delegate to the Board of Directors the powers to issue, by way of public offerings (with the exception of public offerings by way of "a private placement" referred to in Article L.411-2 of the French Monetary and Financial Code which are subject to the 24th resolution), ordinary shares or securities giving access to shares of the Company or a Subsidiary, with no preferential subscription right of the shareholders.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, would not exceed €290 million, it being specified that the nominal amount of such capital increase would also be included within the Equity Limit.

Furthermore, the overall nominal amount of all debt instruments issued under this resolution would not exceed, and would be included within the Debt Limit.

It is specified that, as part of this resolution, the Board of Directors may however grant to the shareholders a priority period, in accordance with applicable laws and regulations, it being reminded that such priority right would not entail the creation of negotiable rights.

The issue price of new shares would be at least equal to the minimum price determined in accordance with applicable laws and regulations.

The issue price of securities giving access to the share capital of the Company would equal the amount immediately received by the Company, increased, as applicable, by the amount likely to be later received, *i.e.* for each share issued as a result of the issuance of securities, an amount at least equal to the minimum subscription price provided for by applicable laws and regulations.

RESOLUTION 24

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE BY WAY OF A PUBLIC OFFERING REFERRED TO IN ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE (I.E. BY WAY OF "A PRIVATE PLACEMENT"), ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY, WITH NO PREFERENTIAL SUBSCRIPTION RIGHT OF THE SHAREHOLDERS

Financing by way of a "private placement" referred to in Article L.411-2 of the French Monetary and Financial Code is now qualified as a public offering pursuant to applicable regulations. "Private placements" are distinct from share capital increases implemented by way of "classical" public offerings which are the subject to the 23rd resolution: indeed, "private placements" remain faster and simpler to implement.

Therefore, it is proposed to the Shareholders' Meeting to delegate to the Board of Directors the powers to issue, with no preferential subscription right of the shareholders, by way of a public offering governed by section II of Article L.411-2 of the French Monetary and Financial Code (*i.e.* by way of a "private placement"), ordinary shares or securities giving access to shares of the Company or a Subsidiary.

It is specified that the public offerings governed by section II of Article L.411-2 of the French Monetary and Financial Code are exclusively intended for specific persons, such as qualified investors or a restricted circle of investors, provided that the said investors are acting for their own account, as well as existing shareholders of the issuer.

The maximum nominal amount of the share capital increases carried out, immediately or in the future, pursuant to this delegation, would not exceed €290 million, it being specified that the nominal amount of such capital increases would also be included within the limit relating to capital increases with no preferential subscription right set in the 23rd resolution submitted to the Shareholders' Meeting and, therefore, to the Equity Limit set in the 22nd resolution.

It is also specified that the overall nominal amount of such a capital increase should not, under any circumstances, exceed the limit provided for by the law (namely, at the date of the Shareholders' Meeting, 20% of the share capital per year).

Furthermore, the overall nominal amount of all debt instruments issued under this resolution should not exceed, and would be included within the Debt Limit.

The issue price of the new shares would be at least equal to the minimum price determined in accordance with applicable regulations.

The issue price of securities giving access to the share capital would equal the amount immediately received by the Company, increased, as applicable, by the amount likely to be later received, *i.e.* for each share issued as a result of the issuance of securities, an amount at least equal to the minimum subscription price provided for by applicable laws and regulations.

RESOLUTION 25

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT OF THE SHAREHOLDERS

It is proposed to the Shareholders' Meeting to authorize the Board of Directors, should a capital increase be decided pursuant to the 22nd, 23rd and 24th resolutions above, and in the event that such issuance would be subject to greater demand than the amount initially proposed, to increase the number of securities offered, within the limit of 15% of the initial issuance, at the same price as the one set for the initial issuance, and in any circumstances subject to compliance with the limit(s) set in the resolution pursuant to which the issuance is decided.

RESOLUTION 26

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY CAPITALIZING RESERVES, PROFITS, PREMIUMS OR ANY OTHER SUMS THE CAPITALIZATION OF WHICH WOULD BE PERMITTED

It is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to increase the share capital by capitalizing reserves, profits, premiums or other items, within the limit of an overall nominal amount of €1 billion.

It is specified that the limit is set in an autonomous way, distinct from the Equity Limit and from the limits to capital increases resulting from issuances of shares or securities authorized under the other resolutions submitted to the Shareholders' Meeting.

The existence of an autonomous and distinct limit results from the completely different nature of the capitalizations of reserves, profits or premiums as they are implemented either by way of allocation of free shares to the shareholders, or by way of an increase of the nominal value of the existing shares, *i.e.* with no dilution of the shareholders and with no change in the Company's equity.

This resolution is subject to the quorum and majority conditions required for ordinary general meetings.

RESOLUTION 27

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN THE CONTEXT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY

It is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to issue new shares, with no preferential subscription right of the shareholders, in consideration for securities which would be contributed to the Company in the context of a tender offer comprising an exchange component initiated by the Company on the securities of another company the shares of which are admitted to trading on a regulated market of a State which is a party to the European Economic Area or a member of the Organization for Economic Cooperation and Development.

It is specified that the maximum nominal amount of the capital increases carried out, immediately or in the future, pursuant to this delegation could not exceed €145 million, it being specified that the nominal amount of these capital increases would also be included within the limit relating to the capital increases with no preferential subscription right provided for in the 23rd resolution submitted to the Shareholders' Meeting and, as a consequence, within the Equity Limit.

In addition, the nominal amount of the debt instruments issued pursuant to this resolution could not exceed and would be included within the Debt Limit.

RESOLUTION 28

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN CONSIDERATION FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY

It is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to carry out external growth transactions financed by new shares or securities issued by the Company, with no preferential subscription right of the shareholders, in consideration for contributions in kind of equity instruments or securities giving access to the share capital of another company which would be contributed to the Company, excluding the case of tender offers comprising an exchange component governed by the 27th resolution.

It is specified that the maximum nominal amount of the share capital increases carried out, immediately or in the future, pursuant to this delegation could exceed neither €95 million, nor the limit provided for by the law (*i.e.* as at the date of the Shareholders' Meeting, 10% of the Company's share capital), it being specified that the nominal amount of these capital increases shall also be included within the limit of the capital increases with no preferential subscription right provided for in the 23rd resolution submitted to the Shareholders' Meeting and, as a consequence, within the Equity Limit.

Furthermore, the nominal amount of the debt instruments issued pursuant to this resolution could not exceed and would be included within the Debt Limit.

If this delegation was to be used, the Board of Directors would resolve on the report of one or more contribution auditors. Indeed, in case of implementation of this delegation, a contribution auditor would be in charge of assessing the consistency and the value of the contributions and, as the case may be, the terms and conditions of the payment of the contribution, *i.e.* the number of new shares to be issued by the Company as compensation for the contributions.

**RESOLUTION 29****DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL TO THE BENEFIT OF MEMBERS OF SAVING PLANS, WITH REMOVAL OF THE PREFERENTIAL SUBSCRIPTION RIGHT OF THE SHAREHOLDERS FOR THE BENEFIT OF SUCH MEMBERS PURSUANT TO ARTICLE L. 225-129-6 OF THE FRENCH COMMERCIAL CODE**

The financial authorizations granted by the Shareholders' Meeting to the Board of Directors to increase the capital by way of a contribution in cash trigger the correlative obligation to present to the Shareholders' Meeting a draft resolution that would allow a potential capital increase reserved for employees who are members of a company savings plan (*plan d'épargne d'entreprise*) pursuant to the 1st paragraph of Article L. 225-129-6 of the French Commercial Code.

Therefore, it is proposed to the Shareholders' Meeting to delegate to the Board of Directors the authority to develop, if it decides to do so, employee shareholding throughout the Group, by way of capital increases reserved for employees who are members of a company savings plan, with no preferential subscription right of the shareholders.

This resolution may be used in the context of the implementation by the Company, if it sees fit and so does the French State, of an offer reserved for employees ("ORE") (pursuant to Article 31-2 of Order No. 2014-948 dated 20 August 2014, as amended) by way of issuance of shares reserved, among others, for employees and former employees of the EDF group who are members of a company savings plan.

It is specified that the maximum nominal amount of the share capital increases carried out, immediately or in the future, pursuant to this delegation could not exceed €15 million, it being specified that the nominal amount of these capital increases shall also be included within the limit relating to the capital increases with no preferential subscription right set in the 23rd resolution submitted to the Shareholders' Meeting and, as a consequence, with the Equity Limit.

It is proposed to the Shareholders' Meeting to set the discount at 30% of the average of the opening market prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions, it being specified that the Board of Directors would be entitled to reduce or cancel the said discount.

RESOLUTION 30**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**

This resolution would enable the Company, if it sees fit and so does the French State, to implement an ORE, 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 implemented pursuant to the 29th resolution to certain legal or tax constraints applying to employees and/or corporate officers outside France, under the conditions hereafter described.

It is proposed to delegate to the Board of Directors the ability to carry out capital increases reserved for 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 the said Subsidiaries, as applicable to their personal case, who are members of a company savings plan.

It is proposed to the Shareholders' Meeting to cancel the preferential subscription right of the shareholders to shares that would be issued pursuant to this resolution and to reserve the right to subscribe to new shares to a category of beneficiaries satisfying the aforementioned criteria.

It is proposed to the Shareholders' Meeting to set the discount at 30% of the average of the market prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions, it being specified that the Board of Directors would be entitled to reduce or cancel the said discount.

It is specified that the maximum nominal amount of the share capital increases carried out pursuant to this delegation could not exceed €10 million, it being specified that the nominal amount of such capital increases would also be included within the limit relating to the capital increases with no preferential subscription right as provided for under 23rd resolution submitted to the Shareholders' Meeting and, as a consequence, within the Equity Limit.

This delegation of authority would be granted 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 31

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLING TREASURY SHARES

It is proposed to the Shareholders' Meeting to authorize the Board of Directors to cancel, by way of a reduction of the share capital of the Company, all or part of treasury shares acquired as part of the share repurchase program within the limit of 10% of the share capital for each 24-month period. In determining this 10% limit, the Company's share capital would be adjusted to take into account any transactions affecting the share capital after the Shareholders' Meeting.

The Board of Directors would be able 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 up to 10% of the completed share capital reduction.

The Board of Directors would have full powers, with the ability to subdelegate under the conditions provided for by law, to determine the terms and conditions of these transactions, amend the Company's bylaws accordingly and, more generally, take all useful and necessary steps.

This authorization would be granted for an 18-month period of time as from the date of this Shareholders' Meeting, and, for unused amounts, would replace all previous delegations having the same purpose.

ORDINARY AND EXTRAORDINARY RESOLUTION

RESOLUTION 32

POWERS TO CARRY OUT FORMALITIES

It is proposed to the Shareholders' Meeting to grant all powers to the bearer of an original, a copy or an extract of the minutes of the Shareholders' Meeting to carry out all legal or administrative formalities, as well as any filings and publicity formalities required as a result of the Shareholders' Meeting.

The Board of Directors

DRAFT RESOLUTIONS

EXTRAORDINARY RESOLUTIONS

RESOLUTION 1

AMENDMENT TO THE BYLAWS DUE TO LEGISLATIVE AND REGULATORY CHANGES – ABSTENTION ACCOUNTING

AMENDMENT OF ARTICLE 20

The Shareholders' Meeting, having reviewed the report of the Board of Directors, acknowledges the legislative change under Article 16 of the French Act No. 2019-744 of 19 July 2019, relating to the accounting of abstentions. The Shareholders' Meeting resolves accordingly to amend Article 20 of the Company's bylaws (Article 20 – General meetings), which shall read from now as follows:

"The Ordinary General Meeting is the meeting called to take decisions that do not amend the Memorandum and Articles of Association. There is at least one Ordinary General Meeting per year within the six months after the closing of each financial year to approve the financial statements of said financial year, or, in the event of postponement, within the time limit set by court decision.

*It may deliberate validly further to the first notice of meeting only if the shareholders present or represented or having voted by correspondence own at least one fifth of the shares with voting rights. No quorum is required further to the second notice of meeting. It reaches decisions with the majority of votes **cast in accordance with relevant legal provisions.***

4. Extraordinary General Meetings are the sole meetings authorised to amend any provision of the Memorandum and Articles of Association. However, it may not increase the undertakings of shareholders, notwithstanding transactions arising from the consolidation of shares that has been duly carried out.

*Subject to the legal provisions applicable to capital increases made by capitalisation of reserves, profits or share premiums, it only deliberates validly if the shareholders present, represented or having voted by correspondence own at least, further to the first notice of meeting, one quarter and, further to the second notice of meeting, one fifth of the shares with voting rights. Failing said latter quorum, the second meeting may be postponed to a date that is no more two months from the date on which it had been called. Subject to the same proviso, it decides with the majority of two thirds of the votes **cast in accordance with relevant legal provisions.**"*

The other provisions of Article 20 remain unchanged.

RESOLUTION 2

TECHNICAL AMENDMENTS TO THE BYLAWS DUE TO LEGISLATIVE AND REGULATORY CHANGES – DIRECTORS' COMPENSATION AND EXTENSION OF THE ROLE OF THE BOARD OF DIRECTORS

The Shareholders' Meeting, having reviewed the report of the Board of Directors, acknowledges the deletion of the reference to "attendance fees" provided for in Article 1 of Ordinance No. 2019-1234 of 27 November 2019 and the extension of the role of the Board of Directors provided for in Article 14 of French Act No. 2019-744 of 19 July 2019.

Accordingly, the Shareholders' Meeting resolves to amend:

- Article 13 V. of the Company's bylaws as follows:

*"The General Meeting sets the sum of directors' fees allocated **fixed annual compensation allocated**, where applicable, **as compensation to directors in accordance with Article L. 225-45 of the French Commercial Code.**"*

- the first paragraph of Article 16 of the Company's bylaws as follows:

*"The Board of Directors determines the company's business strategies and sees to the implementation thereof, **in accordance with its corporate interest, taking into account the social and environmental stakes of its activity. It also takes into account the "raison d'être" of the company as defined pursuant to Article 1835 of the French Civil Code.** Subject to the powers expressly granted to shareholders' meetings and within the limit of the company's objects, it may deal with any issue relating to the proper operation of the company and, via its proceedings, settle the company's business."*

The other provisions of Article 13 V. and Article 16 remain unchanged.

RESOLUTION 3

AMENDMENT TO THE BYLAWS DUE TO LEGISLATIVE AND REGULATORY CHANGES – ABILITY FOR THE BOARD OF DIRECTORS TO MAKE DECISIONS VIA WRITTEN CONSULTATION

The Shareholders' Meeting, resolving under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors, resolves to use the ability provided for in Article L.225-37 of the French Commercial Code and authorize the Board of Directors to make the decisions referred to in paragraph 3 of the said Article via a written consultation.

*"4. **The Board of Directors may make decisions via written consultation of the Directors in accordance with the conditions prescribed by relevant regulations.**"*

The other provisions of Article 15 remain unchanged.

RESOLUTION 4

AMENDMENT OF ARTICLE 2 OF THE BYLAWS IN ORDER TO PROVIDE FOR THE "RAISON D'ÊTRE" OF THE COMPANY

The Shareholders' Meeting, having reviewed the report of the Board of Directors, resolves to insert a new paragraph after the ninth paragraph of Article 2 of the Company's bylaws (Article 2 - Objects) to read as follows:

"The 'raison d'être' of the Company is as follows: 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."

The other provisions of Article 2 remain unchanged.

RESOLUTION 4A

EXCEPTIONAL SUSPENSION OF THE LOYALTY DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019

The Shareholders' Meeting, resolving under the quorum and majority conditions required for the extraordinary general meetings, having reviewed the report of the Board of Directors and article 24 of the Company's by-laws, resolves to suspend the application of paragraph II of article 24 of the Company's by-laws relating to the loyalty dividend for the financial year ended on 31 December 2019 and, as a consequence, decides that no loyalty dividend will be paid for the financial year ended on 31 December 2019 (and that no loyalty dividend will apply to the interim dividend paid on 17 December 2019).

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to subdelegate to the Chairman and Chief Executive Officer under the conditions provided for by law, to carry out all transactions and formalities related to or resulting from the adoption of this resolution, including any amendment to the by-laws useful or necessary for the implementation of this resolution.

ORDINARY RESOLUTIONS

RESOLUTION 5

APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019

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 2019, including the balance sheet the income statement and the appendix, as presented to it, showing a profit of €1,592,725,329.52.

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 €2,699,851 for the financial year ended

on 31 December 2019 and that the related taxes amount to €929,559, and approves these amounts.

RESOLUTION 6

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019

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 2019, including the balance sheet, the consolidated income statement and the appendix, as presented to it. It also approves the transactions reflected in these financial statements or summarized in these reports.

RESOLUTION 7

ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019 AND DETERMINATION OF THE DIVIDEND AMOUNT

The Shareholders' Meeting having reviewed the report of the Board of Directors as well as the report of the Statutory Auditors on the annual financial statements, taking into account the retained earnings showing a credit of €8,004,696,202.92 and after allocation of an amount of €4,667,670.50 to the legal reserve so that such reserve reaches 10% of the share capital, acknowledges that the distributable profit before deduction of the interim dividend paid out on 17 December 2019, amounts to €9,592,753,861.94.

Upon proposal of the Board of Directors, the Shareholders' Meeting resolves that no balance of dividend will be distributed for the financial year ended 31 December 2019 and that, subject to the approval by the Shareholders' Meeting of resolution 4A, no loyalty dividend will be distributed for the financial year ended on 31 December 2019. As a consequence, the Shareholders' Meeting resolves to set the dividend for the financial year ended on 31 December 2019 to an amount equal to the 2019 interim dividend paid on 17 December 2019, *i.e.* an amount of €0.15 per share, and to allocate the full amount of the balance of distributable profit for the financial year ended on 31 December 2019 to the "Retained Earnings" account.

Consequently, the profit for the financial year ended on 31 December 2019 is allocated as follows:

	<i>(in euros)</i>
Profit for the financial year ended on 31 December 2019	1,592,725,329.52
Allocation to the legal reserve so that it reaches 10% of the share capital	4,667,670.50
Retained earnings (before deduction of the 2019 Interim dividend)	8,004,696,202.92
Total distributable profit	9,592,753,861.94
2019 interim dividend of €0.15 per share, paid out on 17 December 2019 ⁽¹⁾	456,888,323.70
Balance of the dividend to be distributed for the financial year ended on 31 December 2019	-
Total amount of the dividend paid for the financial year ended on 31 December 2019	456,888,323.70
Balance of the distributable profit allocated to the "retained earnings" account	9,135,865,538.24

⁽¹⁾ On the basis of the number of existing shares conferring entitlement to dividends as at the date of payment of the 2019 interim dividend.

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 (IN EUROS)	TOTAL DISTRIBUTED DIVIDEND ⁽¹⁾ (IN EUROS)	PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX REBATE ⁽²⁾
2016	2,741,877,687	0.90 ⁽³⁾	2,105,349,378.42 ⁽⁴⁾	100%
2017	2,927,438,804	0.46 ⁽⁵⁾	1,341,187,189.41 ⁽⁶⁾	100%
2018	3,010,267,676	0.31 ⁽⁷⁾	933,556,364.41 ⁽⁸⁾	100%

(1) After deduction of the treasury shares.

(2) 40% tax rebate under paragraph 3-2° of Article 158 of the French Tax Code.

(3) Representing an amount of €0.99 per share conferring entitlement to a loyalty dividend.

(4) Including €1,005,552,797.00 paid on 31 October 2016 for the 2016 interim dividend.

(5) Representing an amount of €0.506 per share conferring entitlement to a loyalty dividend.

(6) Including €432,632,648.85 paid on 11 December 2017 for the 2017 interim dividend, composed of €398,440,228.20 paid in new shares, €33,746,467.50 paid in cash, and a balancing payment of €445,953.15 in cash. The balance of the 2017 dividend, amounting to €908,554,540.56 paid on 19 June 2018, is composed of €847,339,360.56 paid in new shares, €60,331,512.63 paid in cash, and a balancing payment of €883,667.37 in cash.

(7) Representing an amount of €0.341 per share conferring entitlement to a loyalty dividend.

(8) Including €451,000,397.55 paid on 10 December 2018 for the 2018 interim dividend, entirely in cash. The balance of the 2018 dividend, amounting to €482,555,966.86 paid on 18 June 2019, is composed of €452,021,956.95 paid in new shares and €30,534,009.91 paid in cash.

RESOLUTION 7A

ALLOCATION OF THE NET INCOME FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019 AND DETERMINATION OF THE DIVIDEND AMOUNT – DRAFT RESOLUTION PROPOSED BY THE SUPERVISORY BOARD OF THE EMPLOYEE SHAREHOLDING FUND (FCPE) "ACTIONS EDF" AND REVIEWED BY EDF'S BOARD OF DIRECTORS DURING ITS MEETING HELD ON 2 APRIL 2020 WHICH DID NOT APPROVE IT

The Company's unadjusted free cash-flow for the financial year 2019 is several hundred million euros negative. In addition, the indebtedness and the investment program are such that the payment of an interim dividend could only be financed through debt financing.

In light of the foregoing and considering the cost resulting from the interim dividend paid in 2019, and in order not to affect negatively the Company's accounts by borrowing to pay the dividend, the Shareholders' Meeting resolves to set the ordinary dividend at €0.15 per share conferring entitlement to the ordinary dividend for the financial year closed on 31 December 2019.

The Board of Directors shall set the period of time within which, as from its decision to pay an interim dividend, the shareholders shall be entitled to request the payment of this interim dividend in shares, if such option is offered to them. However, this period of time may not exceed three months.

The issuance price of the new shares shall be equal to the difference between the average of the opening prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days prior to the decision to pay the interim dividend, and the net amount of the interim dividend so allocated; such difference being reduced, if so decided by the Board of Directors, by a discount of up to 10% of the aforementioned difference, and rounded up to the nearest superior euro cent.

If the amount for which the option is exercised does not correspond to a whole number of shares, the shareholder shall receive the number of shares rounded down to the whole number immediately below, and the balancing amount shall be paid in cash.

Full powers are granted to the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to take all steps required for the payment of interim dividends in shares, should it decide to distribute an interim dividend and to pay such dividend in shares; to ascertain the capital increase resulting therefrom; to amend the bylaws accordingly; and, more generally, to take all useful or necessary steps.

RESOLUTION 8

PAYMENT OF INTERIM DIVIDENDS IN SHARES – DELEGATION OF POWER GRANTED TO THE BOARD OF DIRECTORS

In accordance with Article 25 of the Company's bylaws and of Articles L. 232-12, L. 232-13 and L. 232-18 *et seq.* of the French Commercial Code, the Shareholders' Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors, should it decide to pay one or more interim dividend in respect of the financial year 2020, to offer to each shareholder, for all or a portion of each interim dividend, a choice between a payment in cash or in shares.

If the shareholders opt for the payment of the interim dividend in shares, the shares so subscribed shall be ordinary shares.

Should the shareholder opt for it, this option shall apply to the total amount of the said interim dividend. These shares shall carry current dividend rights, *i.e.* they shall confer the right to all dividends paid out as from their date of subscription.

RESOLUTION 9

APPROVAL OF A RELATED-PARTY AGREEMENT – PROTOCOL AGREEMENT RELATING TO THE COMPENSATION OF EDF BY THE FRENCH STATE

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 agreement: the protocol agreement entered into between the French State and EDF on 27 September 2019, relating to the compensation of EDF by the French State in connection with the closure of the Fessenheim nuclear power plant.

RESOLUTION 10

APPROVAL OF RELATED-PARTY AGREEMENTS – PROTOCOL AGREEMENT IMPLEMENTING THE AMENDED SALE AGREEMENT RELATING TO THE ACQUISITION OF NEW NP SHARES, ENTERED INTO BETWEEN EDF, AREVA AND AREVA NP AND THE SIDE-LETTER TO THE AMENDED SALE AGREEMENT RELATING TO THE EARN-OUT, ENTERED INTO BETWEEN AREVA AND AREVA NP

The Shareholder's Meeting, having reviewed the special report of the Statutory Auditors on the 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: the protocol agreement implementing the amended sale agreement relating to the acquisition of New NP shares, entered into between EDF, Areva and Areva NP on 22 December 2017, and the side-letter to the amended sale agreement, entered into between EDF, Areva and Areva NP on 22 December 2017.

RESOLUTION 11

APPROVAL OF A RELATED-PARTY AGREEMENT – AUTHORIZATION OF A RELATED-PARTY AGREEMENT TO BE ENTERED INTO WITH THE FRENCH STATE IN CONNECTION WITH THE EMPLOYEE RESERVED SHARE OFFERING (SALE OF EDF SHARES BY THE FRENCH STATE TO EDF WHICH WILL BE SUBSEQUENTLY RESOLD TO BENEFICIARIES OF THE EMPLOYEE RESERVED SHARE OFFERING

The Shareholder's Meeting, having reviewed the special report of the Statutory Auditors on the 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 agreement: sale agreement relating the purchase of 7,704,974 EDF shares by EDF in the context of an employee shareholding transaction implemented in July 2019 for the benefit of employees, former employees and pensioners pursuant to the authorization granted by the Board of Directors on 4 April 2019.

RESOLUTION 12

APPROVAL OF THE STATUTORY AUDITORS' SPECIAL REPORT ON THE RELATED-PARTY AGREEMENTS AND COMMITMENTS

The Shareholders' Meeting, having reviewed the special report of the Statutory Auditors on the agreements and commitments governed by Articles L. 225-38 *et seq.* of the French Commercial Code and resolving on this report, approves such report and takes note of the information relating to the agreements and commitments entered into or undertaken during previous financial years and the performance of which was continued during the latest financial year, as mentioned in such report.

RESOLUTION 13

APPROVAL OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPENSATION COMPONENTS COMPOSING THE TOTAL REMUNERATION AND THE BENEFITS OF ANY KIND PAID OR GRANTED TO MR. JEAN-BERNARD LÉVY, CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2019 – EX-POST VOTE

The Shareholders' Meeting, in accordance with the provisions of Article L. 225-100 of the French Commercial Code, having reviewed the report of the Board of Directors and the information required by Article L. 225-37 of the French Commercial Code, approves the fixed, variable, and exceptional compensation components composing the total remuneration and the benefits of any kind paid to or granted to Mr. Jean-Bernard Lévy, Chairman and Chief Executive Officer of the Company, in respect of the financial year ended on 31 December 2019, set forth in an appendix to the 2019 universal registration document.

RESOLUTION 14

APPROVAL OF THE INFORMATION RELATING TO THE CORPORATE OFFICERS – EX-POST VOTE

The Shareholders' Meeting, resolving under the quorum and majority conditions required for ordinary general meetings, having reviewed the Corporate Governance report incorporating the information required by Article L. 225-37-3 I of the French Commercial Code, as set forth in an appendix to the 2019 universal registration document, approves this information in accordance with the provisions of Article L. 225-100 of the French Commercial Code.

RESOLUTION 15

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2020 – EX ANTE VOTE

The Shareholders' Meeting, resolving pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information provided for in the last paragraph of Article L. 225-37 of the French Commercial Code describing the compensation policy applicable to the corporate officers of the Company, set forth in an appendix to the 2019 universal registration document, approves the components of the compensation policy applicable to the Chairman and Chief Executive Officer of the Company for the financial year 2020.

RESOLUTION 16

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2020 – EX ANTE VOTE

The Shareholders' Meeting, resolving pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code, having reviewed the report of the Board of Directors as well as the information provided for in the last paragraph of Article L. 225-37 of the French Commercial Code describing the compensation policy applicable to the corporate officers of the Company, set forth in an appendix to the 2019 universal registration document, approves the compensation policy applicable to the Directors of the Company for the financial year 2020.

RESOLUTION 17

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 compensation allocated to Board members, pursuant to Article L. 225-45 of the French Commercial Code, to €440,000 for the financial year 2020.

RESOLUTION 18

RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR

The Shareholders' Meeting, having reviewed the report of the Board of Directors, resolves to renew Mrs. Claire Pedini's term of office as a Director for a period of three years, ending at the Shareholders' Meeting convened to approve the financial statements for the financial year ending on 31 December 2022.

RESOLUTION 19

RATIFICATION OF THE APPOINTMENT (COOPTATION) OF A DIRECTOR

The Shareholders' Meeting, resolving pursuant to the provisions of Article L. 225-24 of the French Commercial Code, having reviewed the report of the Board of Directors, ratifies the appointment made on a provisional basis by the Board of Directors on 28 June 2019, of Mr. François Delattre as a Director, to replace Mr. Maurice Gourdault-Montagne for the remainder of his term of office, *i.e.* until the ordinary shareholders' meeting resolving on the annual financial statements for the financial year ending on 31 December 2020.

RESOLUTION 20

RATIFICATION OF THE APPOINTMENT (COOPTATION) OF A DIRECTOR

The Shareholders' Meeting, resolving pursuant to the provisions of Article L. 225-24 of the French Commercial Code, having reviewed the report of the Board of Directors, ratifies the appointment made on a provisional basis by the Board of Directors on 18 December 2019, of Mrs. Véronique Bédague-Hamilius as a Director, to replace Mrs. Anne Rigail for the remainder of her term of office, *i.e.* until the Ordinary Shareholders' Meeting resolving on the annual financial statements for the financial year ending on 31 December, 2022.

RESOLUTION 21

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS ON THE COMPANY'S SHARES

The Shareholders' Meeting, in accordance with, the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, with Articles 241-1 *et seq.* of the General Current Regulation of the Financial Markets Authority and with the applicable provisions of Regulation (EU) No. 596/2014 dated 16 April 2014 on market abuse, having reviewed the report of the Board of Directors, authorizes the Board of Directors, with the ability to subdelegate under the conditions provided for by law, to purchase shares of 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 31st 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. 225-197-1 *et seq.* of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code (including any sale of shares covered by the aforementioned articles of the French Labor Code) or under any offering reserved for employees under the conditions provided for by law, in particular by Article 31-2 of Ordinance No. 2014-948 of 20 August 2014, as amended;
- delivering shares upon exercise of rights attached to securities issued by the Company or one of its subsidiaries, giving access to the Company's share capital by reimbursement, conversion, exchange, submission of a warrant or by any other means, immediately or in the future; as well as carrying out all hedging transactions with respect to the obligations of the Company or the relevant subsidiary, as applicable, in connection with such securities;
- ensuring the liquidity of the EDF shares by an investment service provider through a liquidity agreement pursuant to the accepted market practice established by the French financial market authority (*Autorité des marchés financiers*) in its Decision No. 2018-01 dated 2 July 2018;

- 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 may concern a number of shares such that:

- the number of shares acquired by the Company during the share repurchase program (i) shall 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) shall not exceed 5% in the case of shares acquired by the Company with a view to delivering them in the context of a merger, demerger or contribution; and
- the number of shares the Company may hold directly or indirectly at any time shall not exceed 10% of the shares composing the Company's share capital at the relevant date.

For the purposes of applying these percentages, the number of shares shall be adjusted to take into account any transactions affecting the share capital after this Shareholders' Meeting.

Acquisitions or transfers of these shares may be carried out, through 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 repurchase program shall be €2 billion. The purchase price shall 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 may 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, complete all formalities, and, in general, take all useful and necessary steps.

The Board of Directors must inform the Shareholders' Meeting each year of the transactions completed pursuant to this resolution.

This authorization is granted for an 18-month period of time as from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous delegations having the same purpose.

EXTRAORDINARY RESOLUTIONS

RESOLUTION 22

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY, WITH PREFERENTIAL SUBSCRIPTION RIGHT OF THE SHAREHOLDERS

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular L. 225-129-2, L. 225-131, L. 225-132, L. 225-133 and L. 225-134, and of Articles L. 228-91 *et seq.* of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, its authority to decide and to complete, on one or several occasions, in such proportions and at such times as it deems fit, both in France and abroad, the issuance, with preferential subscription right of the shareholders, of:

- (i) ordinary shares of the Company;
- (ii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, by any means, immediately or in the future, to existing shares of, or shares to be issued by, the Company;
- (iii) securities of any nature whatsoever, issued for valuable consideration or free of consideration, giving access, immediately or in the future, by any means, to existing shares of, or shares to be issued by, a company of which the Company holds, directly or indirectly, more than half of the share capital (a "Subsidiary").

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

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €365 million (the "Limit").

It is specified that:

- (i) this Limit applies to all the share capital increases carried out, immediately or in the future, pursuant to the resolutions submitted to this Shareholders' Meeting, the nominal amount of which shall subsequently be included within the Limit – with the exception of the capital increases by capitalization of reserves, profits, premiums or other sums the capitalization of which would be permitted, carried out pursuant to the 26th resolution submitted to this Shareholders' Meeting; and
- (ii) this Limit does not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

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

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

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

The nominal amount of debt instruments issued pursuant to this resolution shall not exceed the limit of €2.4 billion (or the equivalent of this amount), it being specified that this amount is common to all debt instruments the issuance of which would be completed in accordance with the resolutions submitted to this Shareholders' Meeting and that the nominal amount of the capital increases resulting from the exercise of the rights attached to debt instruments shall only be included within the Limit defined under this resolution.

The issuances of share warrants of the Company may be carried out by way of an offer to subscribe, but also by way of a free allocation to the holders of existing shares. In case of free allocation of detachable share warrants, the Board of Directors shall be entitled to decide that allocation rights to fractional shares shall not be negotiable and that the relevant securities shall be sold.

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

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

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

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

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by the law, to implement this delegation, including, without limitation, in order to: set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution, including, with respect to debt instruments, their ranking, their interest rate and the payment conditions of the interest, their currency of issue, their duration and their redemption and amortization terms and conditions; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter into any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

RESOLUTION 23

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES, OR ANY SECURITIES GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL, WITHOUT SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS, BY WAY OF A PUBLIC OFFERING – EXCLUDING OFFERINGS IMPLEMENTED BY WAY OF "A PRIVATE PLACEMENT" REFERRED TO IN ARTICLE L.411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular L. 225-129-2 to L. 225-129-6, L. 225-131, L. 225-135, and L. 225-136, and of Articles L. 228-91 *et seq.* of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up,

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

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

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

The public offering(s), decided pursuant to this resolution, may be associated, as part of a single issuance or several issuances simultaneously completed, to offering(s) referred to in Article L. 411-2 of the French Monetary and Financial Code (implemented by way of “a private placement”), decided pursuant the 24th resolution submitted to this Shareholders’ Meeting.

The maximum nominal amount of the capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €290 million.

It is specified that:

- (i) this limit applies to all the share capital increases carried out, immediately or in the future, with no preferential subscription right, pursuant to the 23rd, 24th, 25th, 27th, 28th, 29th, 30th resolutions submitted to this Shareholders’ Meeting;
- (ii) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the Limit relating to capital increases as provided for in the 22nd resolution submitted to this Shareholders’ Meeting; and
- (iii) the abovementioned limits do not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

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

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

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the limit relating to debt instruments provided for in the eighth paragraph of the 22nd resolution submitted to this Shareholders’ Meeting, it being specified that the nominal amount of the capital increases resulting from the exercise of the rights

attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the fourth and fifth paragraphs of this resolution.

The Shareholders’ Meeting decides to remove the preferential subscription right of the shareholders in connection with the shares and securities to be issued pursuant to this resolution, but, pursuant to the provisions of paragraph 5 of Article L. 225-135 of the French Commercial Code, the Board of Directors may grant to the shareholders, in relation to all or part of the issuance, a priority right to subscribe on an irreducible basis and, as the case may be, a reducible basis, for a duration that it shall set in compliance with applicable law and regulations, such priority right entailing no creation of negotiable rights.

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

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

The Shareholders’ Meeting decides that:

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

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

them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

RESOLUTION 24

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE BY WAY OF A PUBLIC OFFERING REFERRED TO IN ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE (I.E. BY WAY OF "A PRIVATE PLACEMENT"), ORDINARY SHARES OR SECURITY GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY, WITH NO PREFERENTIAL SUBSCRIPTION RIGHT TO THE SHAREHOLDERS

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular L. 225-129-2 to L. 225-129-6, L. 225-131, L. 225-135, and L. 225-136, and to Articles L. 228-91 *et seq.* of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors its authority to decide and to complete, by way of public offering(s) referred to in Article L. 411-2 of the French Monetary and Financial Code (*i.e.* by way of "a private placement"), on one or several occasions, in such proportions and at such times it deems fit, both in France and abroad, the issuance, with no preferential subscription right of the shareholders, of:

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

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

The offering(s) referred to in Article L. 411-2 of the French Monetary and Financial Code (*i.e.* by way of "a private placement") decided under this resolution, may be associated, as part of a single issuance or several issuances simultaneously completed, to public offering(s) decided pursuant to the 23rd resolution submitted to this Shareholders' Meeting.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed a limit of €290 million on the one hand, and the limit provided for by the law on the other hand (*i.e.* as at the date of this Shareholders' Meeting, 20% of the share capital per year).

It is specified that:

- (i) the maximum nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this delegation shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 23rd resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit relating to capital increases provided for in the 22nd resolution submitted to this Shareholders' Meeting; and
- (ii) the abovementioned limits do not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

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

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

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the limit relating to debt instruments provided for in the eighth paragraph of the 22nd resolution submitted to this Shareholders' Meeting, it being specified that the overall nominal amount of the capital increases resulting from the exercise of the rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the fourth and fifth paragraphs of this resolution.

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

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

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

The Shareholders' Meeting resolves that:

- the issuance price of the directly issued shares shall be at least equal to the minimum price provided for by applicable regulations (*i.e.* as of the date hereof, the weighted average market price of the last three trading days on the Euronext Paris regulated market prior to the opening of the public offering within the meaning of Regulation No. 2017/1129 of 14 June 2017, which may be reduced by a discount of up to 10%, as applicable); and

- the issuance price of the securities giving access to the share capital shall be equal to the amount immediately received by the Company, increased, as the case may be, by the amount which may be later received, *i.e.* for each share issued as a result of the issuance of such securities, at least equal to the minimum subscription price defined in the preceding paragraph.

The Board of Directors shall have all powers, with the ability to subdelegate, including, without limitation, in order to: set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution, including, with respect to debt instruments, their ranking, their interest rate and the payment conditions of the interest, their currency of issue, their duration and their redemption and amortization terms and conditions; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

RESOLUTION 25

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT OF THE SHAREHOLDERS

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

- delegates to the Board of Directors its authority, with the ability to subdelegate, to decide to increase the number of securities to be issued in case of capital increase carried out with or without preferential subscription right of the shareholders pursuant to the 22nd, 23rd and 24th resolutions of this Shareholders' Meeting, at the same price as the one set for the initial issuance, within the timeframe and limits provided for by applicable law and regulations as at the issuance date (*i.e.* as at today,

within thirty days following the closing of the subscription period and within the limit of 15% of the initial issuance), and subject to compliance with the limit(s) provided for in the resolution pursuant to which the issuance is decided;

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

RESOLUTION 26

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY CAPITALIZING RESERVES, PROFITS, PREMIUMS OR ANY OTHER SUMS THE CAPITALIZATION OF WHICH WOULD BE PERMITTED

The Shareholders' Meeting, resolving as an extraordinary meeting under the quorum and majority conditions required for ordinary general meetings, pursuant to the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-30 of the French Commercial Code, having reviewed the report of the Board of Directors, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors its authority to increase the share capital, on one or several occasions, in such proportions and at such times it deems fit, except during a tender offer, by capitalizing reserves, profits, premiums or any other sums the capitalization of which would be permitted, by way of the issuance of new equity instruments or an increase in the nominal value of existing equity instruments, or a combination of these two methods.

It is specified that the transactions carried out pursuant to this resolution may be combined with capital increases in cash implemented pursuant to previous resolutions contained herein.

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

It is specified that:

- this limit is determined in an autonomous manner, distinct from the Limit provided for in the 22nd resolution and from the limits to capital increases relating to issuances of shares or securities authorized under the other resolutions submitted to the Shareholders' Meeting; and
- this limit does not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

The Board of Directors shall have the ability to decide that the rights to fractional shares shall not be negotiable or transferable, and that the corresponding securities shall be sold and that the proceeds of the sale shall be allocated to the holders of the rights within the timeframe provided for by applicable regulations.

The Board of Directors shall have all powers, with the ability to subdelegate, in particular to determine the terms and conditions of the authorized

transactions, including to set the amount and nature of the sums to be capitalized, to set the number of new shares to be issued or the amount by which the nominal value of the existing shares capital shall be increased, to set the dividend entitlement date of the new shares or the date on which the increase in the nominal value of the shares shall be effective, it being specified that such date may be retroactive, and generally to take all appropriate actions to ensure the successful completion of the contemplated issuances and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

RESOLUTION 27

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN THE CONTEXT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular L. 225-129-2 to L. 225-129-6, L. 225-148 and of Articles L. 228-91 to L. 228-97 of the French Commercial Code, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, having acknowledged that the share capital is fully paid-up, delegates to the Board of Directors, with the ability to subdelegate, its authority to decide and to complete the issuance of:

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

on one or several occasions, in consideration for securities tendered to a public tender offer comprising an exchange component (on a principal or subsidiary basis) initiated in France or abroad, in accordance with local rules, by the Company for the securities of a company the shares of which are admitted to trading on one of the regulated markets governed by the aforementioned Article L. 225-148, and decides, as necessary, to remove, to the benefit of the holders of such securities, the preferential subscription right of the shareholders to such shares and securities.

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

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

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

The maximum nominal amount of the capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €145 million.

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 23rd resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit relating to capital increases provided for in the 22nd resolution submitted to this Shareholders' Meeting; and
- (ii) the abovementioned limits do not take into account the shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the limit relating to debt instruments provided for in the eighth paragraph of the 22nd resolution submitted to this Shareholders' Meeting, it being specified that the overall nominal amount of the capital increase resulting from the exercise of rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the fifth and sixth paragraphs of this resolution.

The Board of Directors shall have all powers, with the ability to subdelegate, to implement this delegation, including, without limitation, in order to: set the terms and conditions and carry out the public tender offer(s) governed by this resolution; acknowledge the number of securities tendered to the offer; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the terms, conditions and characteristics, including the dates, of the issuances; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of securities issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated transactions or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

RESOLUTION 28

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN CONSIDERATION FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY

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

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

in consideration for contributions in kind granted to the Company that consist of equity instruments or securities giving access to the capital, where the provisions of Article L. 225-148 of the French Commercial Code are not applicable.

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

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

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

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €95 million on the one hand, and the limit provided for by applicable law on the other hand (*i.e.* as at the date of this Shareholders' Meeting, the limit of 10% of the Company's share capital, which shall be, as the case may be, adjusted to take into account the transactions having an impact on the share capital after this Shareholders' Meeting).

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 23rd resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit relating to capital increases provided for in the 22nd resolution submitted to this Shareholders' Meeting; and
- (ii) the abovementioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

The overall nominal amount of all debt instruments issued pursuant to this resolution shall not exceed, and shall be included within, the limit relating to debt instruments provided for in the eighth paragraph of the 22nd resolution submitted to this Shareholders' Meeting, it being specified that the overall nominal amount of the capital increase resulting from the exercise of the rights attached to debt instruments issued pursuant to this resolution is limited to, and shall be included within, the limits defined in the fifth and sixth paragraphs of this resolution.

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

The Board of Directors shall have all powers, with the ability to subdelegate, including, without limitation, in order to: resolve on the assessment of the contributions in kind and, as applicable, the granting of special benefits and their value; set the terms, conditions and characteristics, including the dates, of the issuances; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the allocation rights of shares of the Company attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated transactions or differ them, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

RESOLUTION 29

DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL TO THE BENEFIT OF MEMBERS OF SAVINGS PLAN, WITH REMOVAL OF THE PREFERENTIAL SUBSCRIPTION RIGHT OF THE SHAREHOLDERS FOR THE BENEFIT OF SUCH MEMBERS, PURSUANT TO ARTICLE L. 225-129-6 OF THE FRENCH COMMERCIAL CODE

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

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

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

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

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 23rd resolution adopted by the Shareholders' Meeting, and, as a consequence, within the Limit relating to capital increases provided for in the 22nd resolution adopted by the Shareholders' Meeting; and
- (ii) the above-mentioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments made to preserve the rights of the holders of securities giving access to the share capital of the Company.

The Shareholders' Meeting sets the discount at 30% of the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the date of the decision setting the opening date for the subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the aforementioned discount, as it may see fit.

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

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

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by law, to implement this resolution, including, without limitation, in order to: define the scope, terms and conditions of the transactions carried out pursuant to this resolution; determine the number and characteristics of the securities that would be issued pursuant to this resolution; set the terms, conditions and characteristics, including the dates, of the issuances; grant extensions for the payment of the subscription price of the securities; set the dividend entitlement date, which may be retroactive, of the securities that may be issued pursuant to this resolution; decide that the subscriptions may be made directly by the beneficiaries, members of a company savings plan (or similar plan) or via employee shareholding funds (*fonds commun de placement d'entreprise*) or other vehicles or entities allowed under applicable regulations; set the conditions in which the Company shall have, as the case may be, the ability to repurchase or exchange the securities that would be issued pursuant to this resolution; suspend, as the case may be, the exercise of the share allocation rights attached to securities, in compliance with applicable regulations; set the methods whereby the rights of security holders shall, as the case may be, be preserved, in compliance with applicable regulations and with the terms and conditions of such securities; as the case may be, amend the terms and conditions of the securities that would be issued pursuant to this resolution, during the life of the relevant securities and in compliance with applicable regulations; carry out the deductions from, or the allocations on, the premium(s); and, more generally, take all useful steps, enter into any agreement, request any authorization, carry out all formalities and take all necessary measures to ensure the successful completion or postponement of the contemplated transactions, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for a 26-month period of time as from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

RESOLUTION 30

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, employees of subsidiaries in which the Company holds, directly or indirectly, the majority of the share capital, as well as former employees if such employees justify of an employment contract or a remunerated activity for an effective period of at least five years in the Company or its subsidiaries, which are members of a company savings plan; and/or
- (ii) UCITS (*OPCVM*) or other entities, whether having the legal personality or not, the purpose of which is to promote employees shareholding, invested in shares of the Company and the beneficiaries or shareholders of which are persons listed in (i) above; and/or
- (iii) any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan (including or not a component of ownership of shares of the Company) to the benefit of persons listed in (i) above.

The maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately or in the future, shall not exceed €10 million.

It is specified that:

- (i) the overall nominal amount of all the share capital increases carried out, immediately or in the future, pursuant to this resolution shall not exceed, and shall be included within, the limit relating to capital increases with no preferential subscription right of the shareholders provided for in the fourth paragraph of the 23rd resolution submitted to this Shareholders' Meeting and, as a consequence, the Limit relating to capital increases set in the 22nd resolution submitted to this Shareholders' Meeting; and
- (ii) the abovementioned limits do not take into account shares of the Company to be issued, as the case may be, in respect of adjustments completed to preserve the rights of the holders of securities giving access to the share capital of the Company.

The Shareholders' Meeting sets the discount at 30% of the average of the opening prices of the shares of the Company on the Euronext Paris regulated market during the last twenty trading days before the date of the decision setting the opening date for the subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the abovementioned discount, as it may see fit.

The Board of Directors shall have all powers, with the ability to subdelegate, under the conditions provided for by the law, to implement this resolution, including, without limitation, in order to: define the scope, terms and conditions of the transactions carried out pursuant to this resolution; determine among the aforementioned categories the list of beneficiaries of each issuance and the number of securities to be issued to the benefit of each of them; set the number, the subscription date and price of the shares to be issued pursuant to this resolution, their dividend entitlement date, which may be retroactive, and the terms and conditions of the payment of the subscription price; grant extensions for the payment of the subscription price of the shares; take all appropriate actions to complete the capital increases; carry out all formalities resulting from the latter; deduct the costs of the capital increase from the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve up to the tenth of the new share capital; and, more generally, take all useful steps, enter any agreement, request any authorization, carry out all formalities and do whatever is necessary to ensure the successful completion of the contemplated issuances, and in particular, acknowledge the capital increase(s) resulting, immediately or in the future, from any issuance carried out pursuant to this delegation, amend the bylaws accordingly and apply for admission to trading of the securities issued pursuant to this resolution in any place it wishes.

The delegation granted to the Board of Directors under this resolution is valid for an 18-month period of time from the date of this Shareholders' Meeting, and, for unused amounts, replaces all previous authorizations having the same purpose.

RESOLUTION 31

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELING TREASURY SHARES

The Shareholders' Meeting, resolving pursuant to the provisions of Articles L. 225-209 *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 cancelation 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 canceled 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 32

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.



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.* **Tuesday 5 May 2020 at 0:00 am** (Paris time).

It should be noted, however, that in the context of the current health crisis, the possibility of physically attending the Meeting will not be offered to shareholders.

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.* Tuesday 5 May 2020 at 0:00 am.

IF YOUR SHARES ARE BEARER SHARES

You must be a shareholder on the second trading day before the Shareholders' Meeting at 0:00 am (Paris time), *i.e.* Tuesday 5 May 2020 at 0:00 am.

OPTIONS FOR PARTICIPATING IN THE MEETING

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

- **Attend the Shareholders' Meeting personally**
This option is not offered this year due to the health crisis.
- **Vote remotely by internet**
- **Give a proxy to the Chairman of the Shareholders' Meeting**
- **Give a proxy to any other person**

VOTE BY INTERNET

In the current context, to ensure your vote to be taken into account securely, choose internet voting.



EXERCISING YOUR RIGHTS BY INTERNET

In the context of the current health crisis, we recommend that you exercise your rights via the internet. You may do so up to the day before the Shareholders' Meeting, *i.e.* **Wednesday 6 May 2020 at 3:00 pm** (Paris time).

FOR YOUR ISSUER-MANAGED REGISTERED SHARES

- Log onto the Planetshares website (<https://planetshares.bnpparibas.com>) 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 print your admission card, 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.bnpparibas.com>). 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 print your admission card, 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 print your admission card, vote or give a proxy.

THE SECURE VOTING PLATFORM VOTACCESS

- Communications are encrypted to ensure voting confidentiality.
- The platform is available from **Friday 10 April 2020 until Wednesday 6 May 2020 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.**

OPT FOR THE E-CONVENING OFFERED BY EDF



Log in PLANETSHARES and subscribe now to receive your electronic invitation to the next Shareholders' Meeting!

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 BNP Paribas Securities Services 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 BNP Paribas Securities Services and will enclose a certificate of holding with it.

Do not request an admission card
There is no need for a card since the Assembly is going to be held behind closed doors.

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

Give proxy to another person.

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 boxes like this ■, date and sign at the bottom of the form

JE DESIRE ASSISTER A CETTE ASSEMBLEE et demander une carte d'admission - dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card : date and sign at the bottom of the form

ASSEMBLEE GENERALE MIXTE DES ACTIONNAIRES
convocquée pour le jeudi 7 Mai 2020, à 10h00, au Siège social de la Société
Assemblée Générale à huis clos, sans la présence physique des actionnaires
COMBINED SHAREHOLDERS' MEETING
to be held on Thursday 7 May 2020 at 10.00 a.m.,
Shareholders' meeting in closed session at the Company's registered office,
without its shareholders being physically present

Société anonyme au Capital de 1 551 810 543 €
Siège social : 92-93, avenue de Wagram
75008 PARIS - 552 081 317 RCS PARIS

CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Voix simple / Single vote

Voix double / Double vote

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

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

Non / No	1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Non / No	21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Non / No	31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Non / No	41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Si des amendements ou des résolutions nouvelles sont proposés en assemblée, je vote NON sauf si je signale au bas de ce formulaire une proposition contraire.
In case amendments or new resolutions are proposed 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 désigne l'admission form voting
- Je donne procuration (cf. au verso verso (2)) à M. Mlle ou M. Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (2)) M. Mlle or Mlle, Corporate Name to vote on my behalf

Une fois voté en correspondance, votre formule doit parvenir au plus tard le 4 mai 2020 à 18h00.
To be considered, this completed form must be returned at the latest on 4 May 2020 at 18.00.

à la banque / by the bank 4 Mai 2020 / 4 May 2020
à la société / by the company

JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE
Cf. au verso (2)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (2)

JE DONNE POUVOIR A : Cf. au verso (4) pour me représenter à l'Assemblée Générale.
M. Mlle ou Mlle, Raison Sociale / M. Mlle, or Mlle, Corporate Name

Adresse / Address

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

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (2)
Surname, first name, address of the shareholder (Change regarding this information has to be notified to relevant institution, no change can be made using this proxy form). See reverse (2)

Date & Signature

To vote by post,
tick the box.

To be accepted,
your form must reach BNP Paribas Securities Services
no later than Monday 4 May 2020.

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

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 30 April 2020.

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. Thursday 16 April 2020 on our website www.edf.fr/agm

SHAREHOLDERS' MEETING OF THURSDAY 7 MAY 2020

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 Thursday 7 May 2020

By e-mail at the following address By postal mail at the above address

Signed at, on 2020. 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 BNP Paribas Securities Services - CTO 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

Actionnaires EDF

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EDF
22-30 avenue de Wagram
75382 Paris Cedex 08 - France

SA share capital €1,551,810,543 euros
552081317 RCS Paris

www.edf.fr

PRACTICAL INFORMATION

In the current context of the coronavirus (Covid-19) epidemic, and in accordance with the provisions in force, the Combined Shareholders' Meeting will be held at the Company's registered office, behind closed doors, without the physical presence of the shareholders.

Shareholders are invited to cast their vote or give their proxy to the Chairman,

- either by returning the enclosed mail-in voting form,
- or by using the secure voting platform **Votaccess**.

However, in order to ensure the secure counting of votes, **Internet voting is recommended.**

Access to documentation

All documents relating to the Shareholders' Meeting can be consulted at the following web:

www.edf.fr/agm

Ask your questions

- **Until 30 April**, you can send your questions by email to **questions@edf.fr**
(See detailed conditions on page 39)
- **On the day of the Shareholders' Meeting**, you can direct your questions to **www.edf.fr/ag-audio**

Follow the Shareholders' Meeting

Follow online at

www.edf.fr/ag-audio

or

Listen by phone

■ **From France:**

0805 103 028

Toll free service & call

Confirmation code: **348 3 397**

■ **From outside France:**

+33 (0)1 76 70 07 94

Confirmation code: **348 3 397**