

**PROSPECTUS SUPPLEMENT DATED 13 NOVEMBER 2008**  
**TO THE BASE PROSPECTUS DATED 16 MAY 2008**  
**AND THE PROSPECTUS SUPPLEMENT DATED 18 SEPTEMBER 2008**



**Electricité de France**

€16,000,000,000 PROGRAMME FOR THE ISSUANCE OF DEBT INSTRUMENTS

*This Prospectus Supplement (the " **Second Supplement** ") is supplemental to and must be read in conjunction with the Base Prospectus dated 16 May 2008 (the " **Base Prospectus** ") granted visa n° 08-091 on 16 May 2008 by the Autorité des marchés financiers (the " **AMF** ") and the Supplement to the Base Prospectus dated 18 September 2008 (the " **Supplement** ") granted visa n° 08-192 on 18 September 2008 by the AMF, both prepared by Electricité de France (" **EDF** " or the " **Issuer** ") with respect to the € 16,000,000,000 Programme for the issuance of debt instruments (the " **Programme** "). Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.*

*Application has been made for approval of this Second Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its Règlement Général which implements Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading (the " **Prospectus Directive** ").*

*This Second Supplement has been prepared pursuant to Article 16 of the Prospectus Directive and article 212-25 of the Règlement Général of the AMF for the purposes of incorporating recent events in connection with the Issuer's position, activities and status.*

*Copies of this Second Supplement will be available for viewing on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)), on the Issuer's website (<http://www.edf.fr>) and may be obtained, free of charge, during normal business hours from Electricité de France, 22-30, avenue de Wagram, 75008 Paris, France and at the specified offices of each of the Paying Agents.*

*Saved as disclosed in the Supplement to the Base Prospectus and this Second Supplement to the Base Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.*

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In this Second Supplement to the Base Prospectus, unless otherwise stated, the references to “Company” or “EDF” refer to EDF S.A., the parent company, and the references to “EDF Group” and “Group” refer to EDF and its subsidiaries and shareholdings.

## RECENT EVENTS AND INFORMATION IN RELATION TO THE ISSUER

### 1 12 November 2008 - EDF Group's sales at 30 September 2008: EUR 45.6 billion, representing organic growth\* of +9.7%

EDF Group's 9-month sales stood at EUR 45.6 billion, up 6.9% and representing organic growth of 9.7% compared to the first nine months of 2007. Growth was driven by price and tariff evolutions, particularly overseas, and to a lesser extent by growth in the volumes of electricity and gas sold, notably due to the colder weather conditions which were close to seasonal norms.

Sales for the third quarter of 2008 came out at EUR 13.4 billion, up 8.3% and representing organic growth of 11.1% compared to the third quarter of 2007.

#### Change in sales at 30 September

<i>In million of euros</i>	9-month 2008	9-month 2007	Change 2008/2007	Organic growth*
<b>France</b>	<b>24,446</b>	<b>23,031</b>	<b>+6.1%</b>	<b>+6.1%</b>
United Kingdom	5,721	6,160	-7.1%	+6.7%
Germany	5,347	4,952	+8.0%	+9.0%
Italy	4,287	3,346	+28.1%	+29.1%
Rest of Europe	5,342	4,209	+26.9%	+20.8%
<b>Europe excluding France</b>	<b>20,697</b>	<b>18,667</b>	<b>+10.9%</b>	<b>+14.5%</b>
<b>Rest of the world</b>	<b>448</b>	<b>945</b>	<b>-52.6%</b>	<b>-0.4%</b>
Total International	21,145	19,612	+7.8%	+13.8%
EDF Group	45,591	42,643	+6.9%	+9.7%

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\*Excluding scope and exchange rate effects.

## France

**In France**, sales for the first nine months of the year came out to EUR 24.4 billion, up 6.1% compared to the first 9 months of 2007, and driven by increased wholesale prices principally on capacity auctions, and tariffse volutions. Third-quarter sales totalled EUR 6.6 billion, up 1.4% on the third quarter of 2007. Dynamism of volumes sold to end customers, already noted in the first half of the year, continued\* against a backdrop of a return to weather conditions which were closer to seasonal norms (colder). This development, together with extended maintenance operations and a higher number of unplanned outages of nuclear facilities, nevertheless led to lower net sales on the wholesale markets. Sales of natural gas and services continued to grow and contributed to sales growth, albeit to a lesser extent.

## International

In the **United Kingdom**, EDF Energy's 9-month sales totalled EUR 5.7 billion, representing organic growth of 6.7%. Growth was mainly driven by electricity tariff increases for residential clients (+7.9% in January 2008, +17% in July 2008) and, to a lesser extent, by natural gas tariff increases (+12.9% in January 2008, +22% in July 2008). Regulated network activities progressed due to increases in toll tariffs (+4.2% in October 2007). Including a negative exchange rate effect of -13.6% associated with the appreciation of the euro against sterling, EDF Energy's sales fell 7.1% compared to the first nine months of 2007.

In **Germany**, EnBW's 9-month sales came out at EUR 5.3 billion, representing organic growth of 9%, thanks to the solid performance by electricity activities. Electricity sales benefited from a favourable price effect on end customers and the wholesale market, and an increase in volumes sold to residential customers. In natural gas, sales remained stable, with a decrease in volume sales and a rise in prices, notably to business customers.

In **Italy**, 9-month sales totalled EUR 4.3 billion, representing organic growth of 29.1%. Edison's 9-month sales stood at EUR 3.8 billion, representing organic growth of 30.7%. This growth was driven by electricity sales on the IPEX, due to sharp increases in prices (+26.6%) and volume growth. The hydrocarbon/gas business contributed to growth, due to the increased price of Brent and high volumes of gas sold on the wholesale markets but to a lesser extent.

In the **Rest of Europe**, 9-month sales stood at EUR 5.3 billion, representing organic growth of 20.8%. This increase was essentially driven by the sharp growth in EDF Trading's net trading margins and the continued development of EDF Energies Nouvelles' activities. Increased prices and tariffs in Hungary and Poland also contributed to this growth.

\* +1.9TWh in the third quarter.

## 2008<sup>1</sup> Outlook

To date, EDF's operations have not been significantly impacted by the current financial crisis. During the third quarter, lesser than expected nuclear output weighed on the performance in France, whereas activities and subsidiaries outside France evolved favourably. These evolutions, against a backdrop of high energy prices volatility, do not call into question the objective of EBITDA<sup>2</sup> organic growth of around 3% for the full year 2008.

As indicated before, consolidated net income (Group share) excluding non-recurring items will not increase in 2008 as compared to 2007, due notably to the effects of the Group's large capex programme.

The Group has a solid financial structure, as evidenced by its rating<sup>3</sup>. EDF has secured the financing of the planned acquisition of British Energy. Its cash flow generation capacity combined with the diversification of its financing resources allows the Group to have the required liquidity to meet its needs.

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<sup>1</sup> *Excluding the financial of the extension of TaRTAM until 30 June 2010.*

<sup>2</sup> *Organic growth at constant scope and exchange rate, excluding the volatility due to the IAS 39 application on the value of energy contracts.*

<sup>3</sup> *Fitch: AA-, credit watch negative / Moody's: Aa1, under review / S&P: AA-, credit watch negative.*

### Quarterly change in sales

<i>In million of euros</i>	Q3 2008	Q3 2007	Change 2008/2007	Organic growth*
<b>France</b>	<b>6,629</b>	<b>6,538</b>	<b>+1.4%</b>	<b>+1.4%</b>
United Kingdom	1,776	1,765	+0.6%	+15.1%
Germany	1,640	1,455	+12.7%	+12.9%
Italy	1,470	1,046	+40.5%	+41.3%
Rest of Europe	1,687	1,223	+37.9%	+31.5%
<b>Europe excluding France</b>	<b>6,573</b>	<b>5,489</b>	<b>+19.7%</b>	<b>+23.2%</b>
<b>Rest of the world</b>	<b>150</b>	<b>305</b>	<b>-50.8%</b>	<b>+1.0%</b>
Total International	6,723	<b>5,794</b>	<b>+16.0%</b>	<b>+22.0%</b>
EDF Group	13,352	<b>12,332</b>	<b>+8.3%</b>	<b>+11.1%</b>

\* *Excluding scope and exchange rate effects*

### Quarterly breakdown of sales

<i>In million of euros</i>	Q1 2008	Q2 2008	Q3 2008	9-month 2008
<b>France</b>	<b>10,666</b>	<b>7,151</b>	<b>6,629</b>	<b>24,466</b>
United Kingdom	2,198	1,747	1,776	5,721
Germany	2,025	1,682	1,640	5,347
Italy	1,412	1,405	1,470	4,287
Rest of Europe	1,906	1,749	1,687	5,342
<b>Europe excluding France</b>	<b>7,541</b>	<b>6,583</b>	<b>6,573</b>	<b>20,697</b>
<b>Rest of the world</b>	<b>138</b>	<b>160</b>	<b>150</b>	<b>448</b>
Total International	7,679	<b>6,743</b>	6,723	21,145
EDF Group	18,345	<b>13,894</b>	13,352	45,591

**2 5 November 2008 - Recommended offers by Lake Acquisitions Limited (“Lake Acquisitions”) (a wholly-owned subsidiary of EDF) for or British Energy Group PLC (“British Energy”)-Posting of the offer documents and prospectus**

On 24 September 2008, the boards of EDF and British Energy announced that they had reached agreement on the terms of recommended offers to be made by Lake Acquisitions, a wholly-owned subsidiary of EDF, for the entire issued and to be issued share capital of British Energy.

On 5 November 2008, Lake Acquisitions posted to the relevant British Energy Shareholders a document containing the full terms and conditions of the offers, together with the relevant form(s) of acceptance.

The offers are open for acceptances until 1.00 p.m. (London time) on 5 December 2008.

**3 27 October 2008 – EDF acquires a majority holding in British North Sea gas fields from ATP Oil & Gas Corporation**

EDF has signed an agreement with ATP Oil & Gas UK, a subsidiary of the American oil company ATP Oil & Gas Corporation (ATPG), on the acquisition of 80% of its shares in gas assets in the British North Sea. EDF also has the option to acquire the remaining 20% of ATPG's shares in the same conditions. This option can be exercised in year 2009 and transferred to its Italian subsidiary Edison (49% owned by EDF).

The transaction, the amount of which is 265 million pounds (around 335 million euros), concerns:

- 68% of the Tors zone, which includes two natural gas fields that came into production in March 2006 and February 2007;
- 80% of the Wenlock field, which came into production in December 2007.

The total volume of reserves is estimated at around 3 billion m<sup>3</sup>. ATP Oil & Gas UK will continue to operate the Tors and Wenlock fields, the production of which is delivered to the Bacton gas terminal in the United Kingdom.

The acquisition has been approved by the Boards of Directors of EDF and ATPG, but is still subject to approval by the relevant British authorities.

The deal is in line with EDF Group's strategy of further diversifying gas supplies both for its own electricity generating facilities and for supplying natural gas to its customers. For that purpose, the Group relies principally on its subsidiary Edison, which has secured a large part of the new methane terminal at Rovigo, inaugurated in September 2008. EDF is also involved in projects to create a liquefied natural gas infrastructure, such as the Dunkirk methane terminal which is expected to come into service in 2013.

#### 4 23 October 2008 - EDF Group appointments

As a joint shareholder of EnBW, Germany's third largest energy producer, EDF has put forward the candidature of Christian Buchel to succeed Pierre Lederer as chief operating officer and member of the company's Management Board from 1 February 2009. On that date, Pierre Lederer will be joining EDF's Executive Committee as Senior Vice President, Customers, succeeding Jean-Pierre Benqué, who has had responsibility for the Group's North American Activities since May 2008.

Born in 1963, **Christian Buchel** graduated from the Ecole Supérieure d'Electricité and joined the EDF Group in 1989. He has had various responsibilities in eastern France in the distribution and customers areas. From 1994 to 1997, he directed the technical department in Nancy, and following this he was Sales Manager for EDF and Gaz de France in Poitou-Charentes. He joined the office of EDF's Chairman at the end of 1999 and since 2003, has been Managing Director of Electricité de Strasbourg, Alsace's leading energy supplier and an EDF Group subsidiary. He is also Group Regional Delegate in Alsace and chairs the European Deep Geothermal Energy Group which recently produced the first kWh using this new CO2 emissions free technology.

**Pierre Lederer** was born in 1949 and is an economics and mathematics graduate. He joined EDF in 1974 where he has had various responsibilities in the general economic research, energy movement and the thermal production departments. He was appointed EDF Strategy Director in 1996 then Strategy-Valorisation-Optimisation Director at the Group's Industrial Branch Sector Centre in 1999. In 2000, he joined the Management Board of EnBW, Germany's third largest energy producer and 45% owned by EDF, becoming Deputy Chairman of the Management Board in 2007. As Chief Operating Officer he was in charge in particular of setting up commercial processes for the opening up of energy markets. He has also put in place value chain optimisation, market risk management and launched the renewal of the company's production fleet.

#### 5 15 October 2008 - Information relating to Constellation Energy Group

The United States is one of the four target countries identified by EDF in the framework of its international nuclear development.

Given the current state of financial markets and in particular the difficult credit market for corporates, and after discussions with several potential American partners, EDF has determined that current conditions are not conducive to presenting a new offer for Constellation Energy Group.

EDF confirms its objective of developing at least 4 EPRs in the United States in partnership with one or several American players and continues to review closely all possible options.

#### 6 9 October 2008 - EDF and PSA Peugeot Citroën Partner to Support Development of Electric Vehicles and Plug-In Hybrids

EDF and PSA Peugeot Citroën have formed a partnership to support the development and future marketing of electric vehicles and plug-in hybrids.



The cooperative agreement covers several technological programs, including:

- The definition of business models capable of driving the commercial development of electric vehicles.
- New energy storage technologies, such as lithium-ion batteries.
- Vehicle recharging systems and protocols to enable vehicles and the network to communicate during recharging, as well as the standardization of these systems and protocols.

An EV pioneer, with more than 10,000 units on the road between 1955 and 2005, PSA Peugeot Citroën is now giving new impetus to electric vehicle research. In June, the Group announced that it was starting a feasibility study on a cooperative project with Mitsubishi Motors Corp. in the area of electric powertrains.

The development of plug-in and other hybrids is an integral part of PSA Peugeot Citroën's strategic commitment to offering "everyone an eco-car." For example, the Group is going to extensively deploy the Stop & Start microhybrid system across all of the Peugeot and Citroën model line-ups, while in 2011, both brands will offer full diesel hybrids that will deliver radical improvements in both fuel efficiency and CO2 emissions. These developments will enable PSA Peugeot Citroën to consolidate its environmental leadership.

For more than 50 years, EDF has demonstrated its commitment to sustainable development by supporting the development of electric transportation systems and plug-in hybrids. With the world's largest EV fleet (1,500 vehicles), EDF has acquired extensive technological expertise and experience in power storage, recharging infrastructure and plug-in vehicle trials. It is currently developing a new generation of innovative recharging stations.

Christian Streiff, Chairman of the PSA Peugeot Citroën Group, said: "PSA Peugeot Citroën's environmental leadership reflects a long-standing commitment, which is expressed in an exceptionally diverse model line-up and powerful innovations. With this new collaborative venture, the Versatile Electric Vehicle will further broaden our offering."

"This new collaboration," added Pierre Gadonneix, Chairman and Chief Executive Officer of EDF, "marks an important new step in the development of electricity as a competitive, clean source of energy, especially for transportation, that respects both the challenges facing our planet and everyone's individual mobility needs. Helping to reduce greenhouse gas emissions is a core principle guiding our commitments and investment decisions, and today, the EDF Group's CO2 emissions rank among the lowest of any energy provider."

**7 9 October 2008 – Partnership between RENAULT and EDF / Objective: zero emissions**

Renault and EDF today signed a memorandum of understanding to create, starting with France, a large scale zero-emissions individual transport and travel system. The objective is to establish electric cars as a viable and attractive transport solution for consumers. The partnership was officially launched today by Carlos Ghosn,

President and CEO of Renault and Nissan, and Pierre Gadonneix, Chairman and CEO of EDF.

The Renault Nissan Alliance aims to become the world's leading manufacturer of zero emission vehicles. France will be one of the first global markets to receive these all-electric models, along with Israel, Denmark, Portugal, the state of Tennessee (USA), and Kanagawa Prefecture (Japan), all of which have announced similar partnerships with the Renault Nissan Alliance.

EDF, owner of the world's biggest fleet of electric vehicles, has considerable experience and expertise in electric power storage technologies and recharging infrastructures, and in operating fleets of rechargeable vehicles. EDF is committed to expanding the availability of clean mobility solutions.

Through the agreement signed today, the Renault Nissan Alliance and EDF aim to provide consumers access to zero emission mobility from 2011. In support of this objective, the Renault Nissan Alliance and EDF will jointly develop an innovative commercial project, open to other interested parties, leading to the set up of an Electric Mobility Operator in the longer term. The role of the Electric Mobility Operator will be to supply customers with the infrastructure to recharge an electric vehicle and to manage its range.

Between now and January 2010, the partners will study engineering requirements, national and European regulations and all necessary technical and financial procedures, including the identification of new partners, to ensure that the infrastructure is ready for a vehicle launch in 2011.

Carlos Ghosn, President and CEO of Renault and President and CEO of Nissan, said, *"To reconcile the demand for individual mobility with the preservation of the environment and high cost of oil, the Renault Nissan Alliance is committed to the development of 'zero emission' vehicles. Thank to our partnership with EDF, in 2011 we will be able to provide our customers in France with high-performance and affordable electric vehicles."*

Pierre Gadonneix, Chairman and CEO of EDF, said, *"This technological and industrial partnership paves the way for innovation that will promote the emergence of new generation vehicles that are clean, competitive and ecologically virtuous. The aim is to reconcile the challenges of individual mobility and economic growth with efforts to combat global warming. This is the commitment made by EDF, which ranks among the energy companies with the lowest CO2 emissions in Europe."*

**8 25 September 2008 - Acquisition of shares in British Energy Group plc by Lake Acquisitions Limited, a wholly-owned subsidiary of EDF S.A.**

Following EDF's announcement dated 24 September 2008 concerning the offer on British Energy, Lake Acquisitions, 100% EDF owned subsidiary, announces that it has acquired 274,288,774 British Energy shares at a price of 774 pence per share, representing approximately 26.53 per cent of the existing issued share capital of British Energy.

**9 24 September 2008 – Lake Acquisitions Limited (a wholly-owned subsidiary of EDF S.A.) recommended offers for British Energy Group plc**

*Recommended Cash Offer of 774 pence for each British Energy Ordinary Share and Partial CVR Alternative (Guaranteed Contingent Value Rights Instruments) of 700 pence in cash and one Nuclear Power Note for each British Energy Ordinary Share*

*Recommended Cash Offer of 774 pence for each British Energy Convertible Share*

### **Introduction**

The Boards of EDF and British Energy are pleased to announce that they have reached agreement on the terms of the recommended offers to be made by Lake Acquisitions Limited, a wholly-owned subsidiary of EDF S.A., for the entire issued and to be issued share capital of British Energy.

### **The Offers**

British Energy Ordinary Shareholders who validly accept the Ordinary Offer may elect to participate in respect of their British Energy Ordinary Shares for an all cash offer (the Cash Offer) and Eligible British Energy Ordinary Shareholders may alternatively elect for the Partial CVR Alternative:

- the Cash Offer for the British Energy Ordinary Shares will be 774 pence in cash for each British Energy Ordinary Share;
- a Partial CVR Alternative will also be made available under which Eligible British Energy Ordinary Shareholders may elect to receive, subject to availability, in respect of all or part of their holding of British Energy Ordinary Shares, 700 pence in cash and one Nuclear Power Note (issued by Barclays Bank PLC) for each British Energy Ordinary Share. The Nuclear Power Notes will be issued for a cash price, to be satisfied by the issue to Barclays by Lake Acquisitions of the underlying Lake CVRs. This Partial CVR Alternative is intended to afford Eligible British Energy Ordinary Shareholders economic exposure to wholesale power prices and the output of British Energy's existing nuclear fleet, subject to minimum, maximum and cumulative constraints and in accordance with the terms and conditions of the Nuclear Power Notes;
- as part of the Partial CVR Alternative, an Additional CVR Election Facility will also be made available, which will enable Eligible British Energy Ordinary Shareholders who elect for the Partial CVR Alternative to elect to receive, subject to availability, two additional Nuclear Power Notes, in lieu of receiving cash consideration of 74 pence in respect of each additional Nuclear Power Note.

The Cash Offer for the British Energy Convertible Shares (the Convertible Offer) will also be 774 pence in cash for each British Energy Convertible Share. HM Government has the ability to direct Nuclear Liabilities Fund Limited to exercise,

subject to procedural restrictions, its right to convert its financial interest existing from time to time (in the form of the NLF Cash Sweep Payment) in British Energy (currently representing approximately 35.58 per cent. of the enlarged share capital of British Energy) and require British Energy to issue British Energy Convertible Shares to NLF (the "NLF Conversion Right"). NLF (at the direction of the Secretary of State) has entered into an irrevocable undertaking with Lake Acquisitions to exercise this right and accept the Convertible Offer in respect of its entire resulting holding provided that the Offers have been or will, upon receipt of such acceptance from NLF, be declared unconditional in all respects. British Energy also has the benefit of certain provisions in this irrevocable undertaking.

Invesco Perpetual, currently British Energy's largest shareholder, has entered into an irrevocable undertaking with Lake Acquisitions to accept the Ordinary Offer in respect of its entire holding of British Energy Ordinary Shares, representing approximately 14.86 per cent. of the existing issued share capital of British Energy (9.57 per cent. of the enlarged share capital of British Energy).

Including the irrevocable undertakings also received from each of the British Energy Directors, Lake Acquisitions has therefore received irrevocable undertakings in respect of British Energy Shares representing in aggregate 45.16 per cent. of the enlarged share capital of British Energy.

The Cash Offers value British Energy at approximately £12.5 billion. The price of 774 pence per British Energy Share represents a premium of:

- 35.4 per cent. over the closing middle market price of a British Energy Ordinary Share of 571.5 pence on 14 March 2008, the business day immediately prior to 17 March 2008, the date on which British Energy issued an announcement that it was in discussions which might or might not lead to an offer for the company and prior to the payment of the dividends of 14.5 pence per British Energy Ordinary Share on 3 April 2008 and 13.6 pence per British Energy Ordinary Share on 31 July 2008;
- 8.2 per cent. to the average closing middle market price of a British Energy Ordinary Share of 715 pence for the six months prior to 24 September 2008; and
- 6.9 per cent. to the closing middle market price of a British Energy Ordinary Share of 724 pence on 23 September 2008, being the business day immediately prior to the date of this Announcement.

### Reasons for the Offers

British Energy's management has made considerable progress since the implementation of the financial restructuring plan in 2005 and has re-established British Energy as a key contributor to the UK's generation sector. For EDF, the Acquisition represents a unique opportunity to:

- become an active player in the growth of the UK nuclear industry, in line with its aim of constructing, operating and investing in new EPR type nuclear

power stations worldwide to be in operation by 2020, using British Energy's and EDF's combined nuclear expertise and skill to build four EPRs in the UK whilst maximising the operational life of the existing British Energy fleet where economic and safe to do so;

- reinforce its assets and employees' skills in the UK, also long-time core market, as part of its strategy to extend its position in Europe by securing additional skills and expertise; and
- expand operations in a market where building new nuclear facilities as soon as possible is a key element of HM Government's policy to secure future energy supply, by diversifying the energy generation mix, and to meet the UK's obligations on climate change.

The combination of British Energy and EDF is expected to create synergies in New Nuclear Build and generally through increased trading, retail growth opportunities and cost reductions.

EDF recognises and appreciates the importance of British Energy's employees and has given assurances to British Energy that the existing employment rights, including pension rights, of the management and employees of British Energy will be fully safeguarded upon the Offers becoming or being declared unconditional in all respects.

### **Discussions with Centrica**

EDF and Centrica are in discussions in relation to an option for Centrica to acquire a 25 percent interest in Lake Acquisitions at the same implied price per share as EDF pays for British Energy, subject to certain costs to be agreed. Centrica would also be entitled to participate in EDF's New Nuclear Build activities in the UK on a 75/25 (EDF/Centrica) basis.

Any agreement would be subject to conditions precedent including completion of the Acquisition by Lake Acquisitions and merger control approval from the UK competition authorities. No agreement has yet been reached with Centrica. There is no certainty that EDF and Centrica will succeed in reaching legally binding agreements or that the conditions to the implementation of such agreements will be satisfied. EDF's willingness to proceed with the Acquisition is in no way dependent upon reaching an agreement with Centrica; the making of the Offers is not conditional upon any such agreement being reached between EDF and Centrica and there will be no conditions to the Offers relating to any such agreement. EDF retains sole control and discretion in relation to the Acquisition, including the structure and conduct of the Offers and Centrica will exercise no control or influence over the terms or conditions of the Offers.

### **Information on EDF and Lake Acquisitions**

The EDF Group is an integrated energy company with a presence in a wider range of electricity related businesses: generation, transmission, distribution, sale and energy trading. The EDF Group is France's historic electricity operator and has a strong

position in the three other main European markets (Germany, the UK and Italy), making it one of Europe's main electricity concerns as well as a recognised player in the gas industry. With worldwide installed power capacity totalling 126.7GW (124.5GW in Europe, 63GW from nuclear generation) and global generation of 610.6TWh (418.0TWh from nuclear generation) in 2007, it has the largest generating capacity of all the major European energy corporations with the lowest level of carbon dioxide emissions due to the significant proportion of nuclear and hydroelectric power in its generation mix. The EDF Group employs over 158,000 people worldwide. The EDF Group supplies gas, electricity and associated services to more than 38 million customer accounts worldwide (including more than 28 million in France and 5.5 million in the UK).

Lake Acquisition is a wholly-owned subsidiary of EDF established for the purpose of making the Offers.

### **Information on British Energy**

British Energy is the UK's largest electricity generator, employing over 6,000 people. The British Energy Group owns and operates eight nuclear power stations in the UK: seven of these are Advanced Gas-cooled Reactor (AGR) stations, located at Dungeness, Hartlepool, Heysham (two stations), Hinkley Point, Hunterston, Torness and the only civil Pressurised Water Reactor (PWR) station in the UK, located at Sizewell in Suffolk. British Energy also owns and operates the Eggborough coal-fired power station in Yorkshire. British Energy's total current capacity is 10.6 GW (8.7 GW from nuclear generation) with delivered output of 58.4TWh (of which 50.3TWh comprises nuclear output) for the year ended March 2008. British Energy is the lowest carbon emitter of the UK's major electricity generators.

#### **Commenting on the Offers, Sir Adrian Montague, Chairman of British Energy said:**

*"Today's announcement is very important in the development of British Energy and will enable us to build on the work started at the time of the relisting of the company in January 2005. It will also allow us to develop fully British Energy's role in New Nuclear Build, improve British Energy's financial strength and in so doing help create a secure, long term future for our business and our staff.*

*Together, the businesses of EDF and British Energy will have broader access to markets and a unique blend of engineering expertise, project management skills and physical assets available for the development of New Nuclear Build in the UK. In addition, this combination will be better able to prolong the contribution of our existing fleet to the energy needs of the UK.*

*For our shareholders, the Offers represent good value and an opportunity, if desired, to continue to participate in the performance of the existing nuclear fleet and retain exposure to UK power prices."*

#### **Commenting on the Offers, Pierre Gadonneix, Chairman and CEO of EDF said:**

"We are delighted that the British Energy Board is unanimously recommending our offer to its shareholders. EDF and British Energy complement each other perfectly and this is an exciting announcement for us both. For EDF, this is an historic milestone in our strategic development plans in Europe and enables the EDF Group to develop significantly in the UK, one of its key markets. For British Energy, it places it at the vanguard of New Nuclear Build in the UK and at the centre of the global nuclear renaissance.

There is a great fit between our two companies. Combining the people, knowledge, skills, experience and assets of EDF and British Energy will set the standard for the delivery of safe, economic, low carbon generation both in Britain and around the world. We look forward to welcoming British Energy's management and employees into the Enlarged Group.

For UK business and retail customers, this paves the way for huge investment in secure, economic energy supplies. This investment will help secure affordable energy for our customers for the long term. It is a responsible step towards addressing their concerns about wholesale energy prices and dwindling world fossil fuels supplies.

In the UK, the EDF Energy Group is committed to reducing the carbon intensity of its generation by 60 per cent. by 2020 by investing in a diverse energy mix including nuclear and renewables. Together with British Energy, we will build on that commitment through helping customers save energy, cut carbon emissions and safeguard the needs of the planet."

## 10 22 September 2008 – EDF's statement about Constellation Energy

Following the announcement by Constellation on September 18, 2008, of a tentative agreement with MidAmerican Energy Holdings Company ("MidAmerican") consisting of a preferred stock investment in Constellation and of an acquisition of Constellation, EDF International, a fully-owned subsidiary of EDFSA, says that it has submitted to Constellation Board of Directors, a joint offer, together with Kohlberg Kravis Roberts & Co. L.P. and TPG Capital, L.P. on September 19, 2008. After the meeting of the Board of Directors of Constellation the same day, MidAmerican announced that it had reached an agreement to make a \$1 billion preferred stock investment in Constellation and to acquire Constellation for \$26.50 per share.

The terms of the joint offer submitted to the board of directors of Constellation included an immediate investment on Monday, September 22, 2008 of \$1 billion through the purchase of non-voting preferred stock convertible into (i) 10.4% of Constellation voting equity and 5.6% of non-voting equity convertible into voting equity, and (ii) \$750 million aggregate principal amount of 10% senior notes. In addition, this offer offered the immediate commencement of negotiations of a merger agreement to acquire all of the outstanding capital stock of Constellation at a price of \$35.00 per share and that such negotiations would be completed to permit execution of a definitive merger agreement by October 9, 2008. The Constellation board of directors has not responded to the joint offer.

EDFI, as a shareholder, believes that the MidAmerican an transaction does not generate value creation expected by shareholders. ED FI remains committed to pursuing opportunities in the US nuclear industry and is reviewing all of its options with respect to increasing the value of its investment in Constellation for itself and Constellation's other shareholders.



## PERSON RESPONSIBLE FOR THE SECOND SUPPLEMENT

### Individual assuming responsibility for the Second Supplement to the Base Prospectus

In the name of the Issuer

Having taken all reasonable measures for this purpose, I declare that the information contained in this Second Supplement is true to my knowledge and there has been no omission of material facts.

The consolidated condensed financial statements for the first half-year of 2008, prepared in accordance with IAS-IFRS standards and included in chapter 2 of the Supplement to the Base Prospectus dated 18 September 2008 which received avis no. 08-192 by the Autorité des Marchés Financiers (hereafter the "AMF"), were subject to a report by the statutory auditors set forth in chapter 3 of such Supplement (page 100) and which includes comments in relation to such statements.

The consolidated financial statements for the financial year ended December 31, 2007, prepared in accordance with IAS-IFRS standards and included in the *Document de Référence* registered with the AMF on April 14, 2008 under number R.08-022, were subject to a report by the statutory auditors set forth in section 20.2 of such *Document de Référence* and which included comments in relation to such statements.

The consolidated financial statements for the financial year ended December 31, 2006, prepared in accordance with IAS-IFRS standards and included in the *Document de Référence* registered with the AMF on April 19, 2007 under number R.07-036, were subject to a report by the statutory auditors set forth in section 20.2 of such *Document de Référence* and which included comments in relation to such statements.

Issued in Paris, on 13 November 2008

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Mr. Daniel Camus  
Chief Financial Officer (*Directeur Général Délégué Finances*)  
Electricité de France

## VISA OF THE *AUTORITÉ DES MARCHÉS FINANCIERS*

In accordance with articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations ( *Règlement général* ) of the *Autorité des marchés financiers* (" **AMF**"), in particular articles 212-31 to 212-33, the AMF has granted to this Second Supplement to the Base Prospectus *visa* n°08-237 on 13 November 2008. This Second Supplement may only be used for the purposes of a financial transaction if completed by Final Terms. This Second Supplement was prepared by the Issuer and its signatories assume responsibility for it. In accordance with article L.621-8-1-I of the French *Code monétaire et financier*, the *visa* was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This *visa* has been granted subject to the publication of Final Terms in accordance with article 212-32 of the AMF's General Regulations, setting out the terms of the Instruments being issued.

## RESPONSABILITE DUSECOND SUPPLEMENT

**Personne qui assume la responsabilité du présent Second Supplément au Prospectus de Base**

Au nom de l'Émetteur

Après avoir pris toutes mesures raisonnables à cet effet, je déclare que les informations contenues dans ce Second Supplément sont, à ma connaissance, conformes à la réalité et ne comportent pas d'omission de nature à en altérer la portée.

Les comptes semestriels consolidés résumés de la société relatifs à la période du 1er janvier au 30 juin 2008, préparés conformément au référentiel IAS-IFRS et inclus dans le chapitre 2 du Supplément au Prospectus de Base en date du 18 septembre 2008 visé par l'Autorité des marchés financiers (ci-après l'« **AMF** ») sous le numéro 08-192, ont fait l'objet d'un rapport des contrôleurs légaux figurant au chapitre 3 de ce Supplément (page 100), qui contient des observations.

Les comptes consolidés de l'exercice clos le 31 décembre 2007, préparés conformément au référentiel IAS-IFRS et inclus dans le Document de Référence enregistré par l'AMF en date du 14 avril 2008 sous le numéro R.08-022, ont fait l'objet d'un rapport des contrôleurs légaux figurant à la section 20.2 dudit Document de Référence, qui contient des observations.

Les comptes consolidés de l'exercice clos le 31 décembre 2006, préparés conformément au référentiel IAS-IFRS et inclus dans le Document de Référence enregistré par l'AMF en date du 19 avril 2007 sous le numéro R.07-036, ont fait l'objet d'un rapport des contrôleurs légaux figurant à la section 20.2 dudit Document de Référence, qui contient des observations.

A Paris, le 13 novembre 2008

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M. Daniel Camus  
Directeur Général Délégué Finances  
Electricité de France

## VISADEL'AUTORITEDESMARCHESFINANCIERS

En application des articles L.412-1 et L.621-8 du Code monétaire et financier et de son règlement général, notamment des articles 212-31 à 212-33, l'Autorité des marchés financiers (l'" **AMF**") a visé ce Second Supplément au Prospectus de Base le 13 novembre 2008 sous le numéro 08-237. Ce Supplément ne peut être utilisé à l'appui d'une opération financière que s'il est complété par des Conditions Définitives. Il a été établi par l'Emetteur et engage la responsabilité de son signataire. Le visa, conformément aux dispositions de l'article L.621-8-1-I du Code monétaire et financier, a été attribué après que l'AMF a vérifié "si le document est complet et compréhensible, et si les informations qu'il contient sont cohérentes". Il n'implique pas l'authentification par l'AMF des éléments comptables et financiers présentés. Ce visa est attribué sous la condition suspensive de la publication de Conditions Définitives établies, conformément à l'article 212-32 du règlement général de l'AMF, précisant les caractéristiques des titres émis.