

Notice of the Combined Shareholders Meeting on 16 May 2019 and appointments to EDF's Board of Directors

EDF's Board of Directors held on 4 April, decided to convene a Combined Shareholders Meeting, which will meet on 16 May at 10:00 in the morning, in the Pleyel room, and decided on the draft resolutions that will be submitted for approval to the Shareholders Meeting.

This Shareholders Meeting is called, among other things, to decide on the appointment and renewal of directors' mandates, as well as on the implementation of the staggered renewal of the Board.

The Board of Directors decided to propose to the Shareholders Meeting:

- To renew Mr Jean-Bernard Lévy's mandate as director for a four-year term which will come to an end at the close of the ordinary shareholders meeting convened to approve the accounts for the year ending on 31 December 2022;
- To renew the mandates of Mrs Marie-Christine Lepetit, Mrs Colette Lewiner, Mrs Laurence Parisot, Mrs Michèle Rousseau and Mr Maurice Gourdault-Montagne as directors for a two-year term which will come to an end at the close of the ordinary shareholders meeting convened to approve the accounts for the year ending on 31 December 2020;
- To appoint Mrs Anne Rigail, Mr Bruno Crémel, Mr Gilles Denoyel and Mr Philippe Petitcolin as directors for a four-year term which will come to an end at the close of the ordinary shareholders meeting convened to approve the accounts for the year ending on 31 December 2022.

Mrs Lepetit, Mrs Rigail, Mrs Rousseau, Mr Denoyel and Mr Gourdault-Montagne would be appointed on French State's proposal, in accordance with article 6.II of the ruling of 20 August 2014.

If the corresponding resolutions are approved by the Shareholders Meeting, the Board will have at the end of the General Meeting on 16 May five directors qualified as independent according to the criteria stipulated by the AFEP-MEDEF corporate governance code, so a proportion of 41.7%, and eight women, so a proportion of 50%, in relation to the members of the Board taken into account to carry out this calculation (excluding directors representing employees).

On their departure from EDF's Board of Directors, the Chairman and CEO and members of the Board were keen to acknowledge the commitment of Messrs Appert, Crouzet, Lafont and Léchevin, who have helped the company over many years, and thanked them for their critical contributions to the success enjoyed by EDF in an era marked by deep changes.

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A key player in energy transition, the EDF Group is an integrated electricity company, active in all areas of the business: generation, transmission, distribution, energy supply and trading, energy services. A global leader in low-carbon energies, the Group has developed a diversified generation mix based on nuclear power, hydropower, new renewable energies and thermal energy. The Group is involved in supplying energy and services to approximately 39.8 million customers*, of which 29.7 million in France. The Group generated consolidated sales of €69 billion in 2018. EDF is listed on the Paris Stock Exchange.

* The customers were counted at the end of 2018 per delivery site; a customer can have two delivery points: one for electricity and another for gas.

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