

SHAREHOLDERS' COMBINED  
**MEETING 2012**

# EDF Code of corporate governance

- EDF adheres to the **AFEP-MEDEF Code of corporate governance**
- Specific regulations apply to EDF as a **State-owned company**
- These specific laws and regulations are described in **EDF's reference document**

# Composition of the Board of directors

- A Board of directors composed of **18 members divided into 3 groups**
- The Board of directors currently comprises **4 women** representing a percentage of **22%**
- **Annual examination of the directors situations** based on the independence criteria defined by the AFEP-MEDEF Code of corporate governance

# Board of directors' Committees

- **The Audit Committee**, chaired by Mr. Mariani, independant director
- **The Nuclear Commitments Monitoring Committee**, chaired by Mr. Crouzet, independent director
- **The Strategy Committe**, chaired by Mr. Proglia
- **The Ethics Committe**, chaired by Mrs Faugère, independent director
- **The Nominations and Compensation Committe**, chaired by Mr. Lafont, independent director

# Activities of the Board of directors in 2011

- In 2011, **11 meetings of the Board of Directors** with an average attendance rate of **85.4%**
- Over 2011, **the Board of Directors reviewed and authorised** numerous issues relating to day-to-day activity as well as major issues for the EDF Group
- The Board of director's Committee held **31 meetings** in 2011, with an average attendance rate **between 81% and 86.7%**

# Assessment of the functioning of the Board

- The **AFEP-MEDEF Code** recommends that the Board of directors questions itself regularly about its composition, its organisation and its functioning
- The Ethics Committee realises **annually an assessment of the Board functioning** and **every 3 years, an evaluation is conducted by an external consultant** under the supervision of the Ethics Committee
- The last three-year period evaluation of the Board was conducted in 2010 and an annual assessment was realised in 2011

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