



# SHAREHOLDERS' COMBINED MEETING



**15 MAY 2014  
AT 10:00 AM**

CARROUSEL DU LOUVRE  
99 RUE DE RIVOLI  
75001 PARIS



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# CHAIRMAN'S INVITATION



**IT IS MY PLEASURE TO INVITE YOU TO ATTEND THE EDF ANNUAL SHAREHOLDERS' COMBINED MEETING CONVENED AT 10.00 AM ON THURSDAY 15 MAY 2014 AT THE CARROUSEL DU LOUVRE IN PARIS.**



## **DEAR MADAM, DEAR SIR, DEAR SHAREHOLDER,**

2013 was a year of good performance for EDF. Amid an environment where the economic recovery is still uncertain, our results have nevertheless improved, enabling us once again to achieve all of our targets. Based on the Group's sound operational and financial performance, the Board of Directors has proposed a dividend of €1.25 per share, to be submitted to your vote at this Shareholders' General Meeting.

In 2013, the Group maintained its high level of net investments at €12 billion, including over 70% spent in France and, similarly to 2012, recruited 6,000 employees. Two major strategic breakthroughs were achieved. In nuclear new build, the British government and EDF signed a memorandum of understanding on the main commercial terms of the investment contract for the construction of two EPR-type reactors in the United Kingdom. In energy services, discussions were initiated and an agreement signed on 25 March 2014, enabling EDF to acquire Dalkia's operations in France. Closing of this deal remains subject to authorisation from the competition authorities.

This year once again, the Shareholders' General Meeting will be an ideal occasion for information, dialogue and exchanges, where you can express your opinions on the draft resolutions submitted to your approval.

I truly hope that you will be able to participate in this important event for EDF. Several options are available to do so: you can either attend the Shareholders' General Meeting in person, vote by mail, give your proxy to the Chairman or any other person of your choice, or vote via internet prior to the General Meeting.

I look forward to seeing you on May 15, and thank you for your continued trust and loyalty.

Respectfully yours,

**Henri Proglio**  
EDF Chairman & CEO

# RESULTS AND INVESTMENTS

## SALES in billions of euros

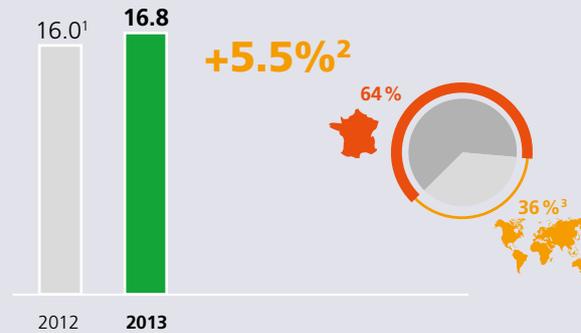


<sup>1</sup> Data restated for impact of IAS 19 revised and for the change in presentation of EDF Énergies Nouvelles' Development and Sale of Structured Assets activities.

<sup>2</sup> Organic growth at constant scope and exchange rates.

<sup>3</sup> International and other activities.

## EBITDA in billions of euros



<sup>1</sup> Data restated for impact of IAS 19 revised and for the change in presentation of EDF Énergies Nouvelles' Development and Sale of Structured Assets activities.

<sup>2</sup> Organic growth at constant scope and exchange rates.

<sup>3</sup> International and other activities.

## €12.2 BILLION INVESTMENTS<sup>1</sup> OF WHICH 72% IN FRANCE

in millions of euros



<sup>1</sup> Net investments excluding Linky and excluding strategic operations.

## NET INCOME (GROUP SHARE)

in billions of euros



<sup>1</sup> Data restated for impact of IAS 19 revised and for the change in presentation of EDF Énergies Nouvelles' Development and Sale of Structured Assets activities.

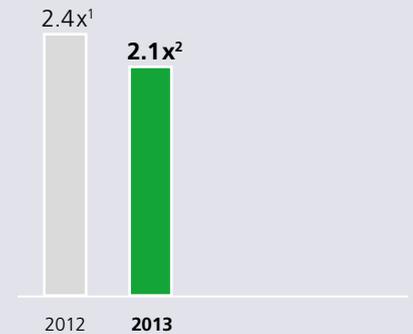
## NET INCOME EXCLUDING NON-RECURRING ITEMS

in billions of euros



<sup>1</sup> Data restated for impact of IAS 19 revised and for the change in presentation of EDF Énergies Nouvelles' Development and Sale of Structured Assets activities.

## NET FINANCIAL DEBT/EBITDA



<sup>1</sup> Pro forma after the allocation of the CSPE receivable to dedicated assets on 13 February 2013 and subtraction of €2.4 billion from the dedicated assets portfolio, enabling 100% coverage of the EDF nuclear liabilities that are eligible for dedicated assets.

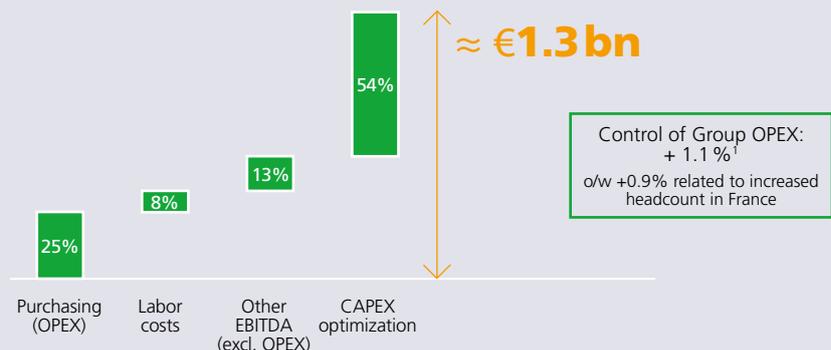
<sup>2</sup> Hybrid issuance booked as equity due to their characteristics and in compliance with IFRS.

## DIVIDEND in euros



EDF's Board of Directors, meeting on 12 February 2014, decided to propose to the Shareholders' Meeting to be held on 15 May 2014 the payment of a cash dividend of €1.25 per share for the 2013 financial year, resulting in a 56.5% payout ratio of net income excluding non-recurring items, in line with the target of 55% to 65% set by the Group.

## SPARK COST-SAVINGS PLAN: TARGET EXCEEDED



**OPEX:** in practice, the term OPEX is used to distinguish expenditure that contributes to income (operating expense) from expenditure on capital investment (for which the term CAPEX is used).

<sup>1</sup> Excluding Dalkia, at constant scope, exchange rates and methods.

# CORPORATE RESPONSIBILITY ELEVEN GROUP COMMITMENTS

## A RESPONSIBLE INDUSTRIAL FIRM

### MAINTAINING THE HIGHEST LEVELS OF SECURITY IN OUR INSTALLATIONS

Meet the international FTSE4Good<sup>1</sup> index for nuclear safety.

March 2012: inclusion in the FTSE4Good index.

March and September 2013: remaining in FTSE4Good index.

<sup>1</sup>The FTSE4Good Index Series was created by FTSE to promote investments in companies that pursue ambitious sustainable development objectives

### REMAINING THE BEST AMONG MAJOR ENERGY PROVIDERS IN THE DEVELOPMENT OF LOW-CARBON ENERGY

Keep direct CO<sub>2</sub> emissions within the 150 g/kWh<sup>1</sup> limit.

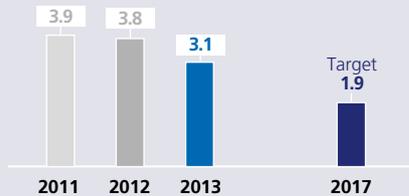


<sup>1</sup> From 2012, full consolidation of three international subsidiaries (Edison, Kogeneracja, Zielona Gora), previously proportionately consolidated.

## A RESPONSIBLE EMPLOYER

### RESOLUTELY REDUCING WORKPLACE ACCIDENTS AMONG OUR EMPLOYEES AND OUR SUBCONTRACTORS

Halve the lost-time accident frequency rate<sup>1</sup> for Group employees within five years.



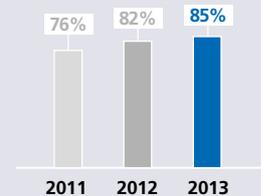
<sup>1</sup> Lost-time workplace accident rate per million hours worked.

### PRESERVING THE PROFESSIONAL EXCELLENCE AND PERFORMANCE OF OUR EMPLOYEES THROUGH TRAINING AND PROMOTING DIVERSITY

30% of the pool of future top executives have to be women by 2015.

2012 : 24.1%    2013 : 25%

Over 75% of Group employees receive at least one training session each year.



## A RESPONSIBLE PARTNER

### PROMOTING TRANSPARENCY AND DIALOGUE ON SENSITIVE ISSUES

8 companies will set up a formal space for stakeholders dialogue by 2015.

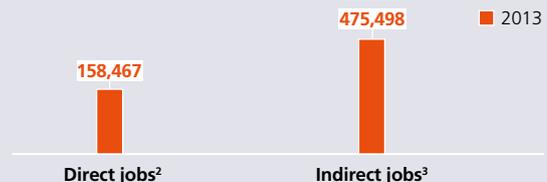
2013 results: 3 companies

- EDF: Sustainable Development Council France
- EDF Energy: Stakeholder Advisory Panel
- Edison: Social Committee (currently undergoing reorganization)

Since 2005, EDF has set up the International Sustainable Development Panel, a Group-level stakeholder panel.

### CONTRIBUTING TO THE DEVELOPMENT OF TERRITORIES THROUGH EMPLOYMENT

Number of direct jobs and indirect jobs<sup>1</sup> generated by EDF Group business activities.



<sup>1</sup> Via orders placed with suppliers and service providers.

<sup>2</sup> Group workforce. Consolidated data.

<sup>3</sup> First time implementation of an auditable methodology, *Local Footprint*.

The calculation of the indicator, which excludes uranium and property purchases, includes the following companies: EDF, ERDF, EDF Energy, Edison, EDF Énergies Nouvelles, EDF Polska and Électricité de Strasbourg.

## INVESTING IN RENEWABLES AND INCREASING THEIR COMPETITIVENESS

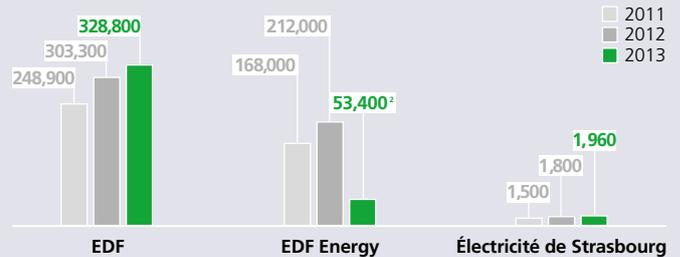
EDF Group installed capacity from renewable energies, in MWe<sup>1</sup>.



<sup>1</sup> From 2012, full consolidation of three international subsidiaries (Edison, Kogeneracja, Zielona Gora), previously proportionately consolidated.

## SIGNIFICANTLY CONTRIBUTING TO THE IMPROVEMENT OF ENERGY EFFICIENCY WITHIN HOUSEHOLDS

Number of households supported by Group companies<sup>1</sup> in terms of energy efficiency.



<sup>1</sup> Companies within the scope of consolidation that sell energy to residential customers.  
<sup>2</sup> 74.8% reduction in the United Kingdom in early 2013 due to a change in legislation. The allocated budget for renovation in buildings remains the same and dedicated to more significant actions.

## REFUSING TO TOLERATE ANY VIOLATION OF HUMAN RIGHTS, FRAUD OR CORRUPTION IN ANY OF OUR COMPANIES OR AMONG OUR SUPPLIERS

13 companies will include an Ethics/SD clause in their purchasing contracts<sup>1</sup> by 2015.

2013: 8 companies

- EDF
- ERDF
- EDF Energy
- Edison
- EDF Luminus
- EDF Polska
- EDF Démász
- EDF Norte Fluminense

<sup>1</sup> Except energy contracts on the spot market.

13 companies will meet the requirements of United Nations Global Compact Advanced Level by 2017.

In 2013: United Nations Global Compact Advanced Level was awarded to 2 companies

- EDF (since 2012)
- Edison

At the end of 2013: 5 other companies have signed the Global Compact

- ERDF (since 2012)
- EDF Énergies Nouvelles
- EDF Luminus
- EDF Polska
- TIRU

## PROACTIVELY FIGHTING FUEL POVERTY AND PROMOTING ACCESS TO ELECTRICITY

Number of actions<sup>1</sup> to support our customers in need carried out by Group companies supplying electricity.



<sup>1</sup> Energy consulting, energy payment plan negotiated, granting of financial aid, etc.

<sup>2</sup> 2011 and 2012 data corrected following retroactive alignment of the calculation method with the Group definition.

## PRESERVING WATER RESOURCES IN ALL OUR ACTIVITIES

Publication, starting in 2015, of the "water footprint" at Group level.

Since 2013, EDF has been working with the scientific community and with international bodies representing the coal, nuclear, hydrocarbon and renewable energy sectors to coordinate the development of a tool that can be used throughout the world to assess the impact of all energy sectors on water.

# OVERVIEW OF THE GROUP'S ACTIVITY

## 2013 OVERVIEW

### OBJECTIVES ACHIEVED IN AN ADVERSE ENVIRONMENT

In an environment that is still weak, with economic recovery still uncertain and persistent difficulties in the energy sector in Europe, EDF posted rising earnings driven by good operating and financial performance. The Group once again achieved all the financial objectives that it had set itself in 2013, with 5.5% organic growth in EBITDA to around €16.8 billion, a net debt/EBITDA ratio down sharply at 2.1x and a dividend of €1.25 per share proposed at the General Meeting which will be held on 15 May 2014.

### A VERY GOOD OPERATING PERFORMANCE

The Group posted excellent hydropower production in France in 2013, at its highest level in more than 10 years, at 42.6 TWh (+ 23.1%). Together with other renewable energies in France, production rose 22.5%. At the Group level, the increase was 18.2%. Nuclear production in the United Kingdom was at its highest level in 8 years, at 60.5 TWh, reflecting planned maintenance and the nuclear investment programme undertaken by EDF Energy in the past 5 years. This compensated for the stability of nuclear power production

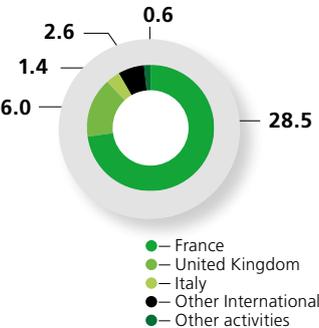
in France, which, at 403.7 TWh in 2013, was stable compared with the previous year, taking into account the leap year in 2012. The Group benefited from the decline in the number of unplanned outages but was penalized by prolonged maintenance outages, which posted a slight improvement compared with 2012 but were more significant than expected in the second half. Total electricity production was 653.9 TWh, up 1.8% from 2012, with the Group once again demonstrating the benefits of its diversified energy mix and its leadership in low-carbon energies.

In line with its policy of keeping industrial operations at the core of its strategy, EDF maintained a high level of net investments in 2013, at around €12.2 billion, more than 70% of it in France, where investments increased by 10.2% from 2012. €3.6 billion was allocated to nuclear maintenance and €3 billion to improvement and extension of the networks.

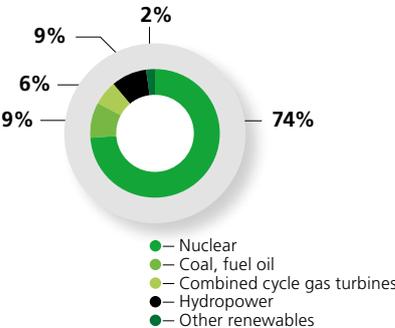
To also maintain a high level of skills, the Group continued to recruit, with 6,000 employees hired in 2013, i.e. about the same number as in 2012.

The operating performance was also reflected by the success of the Spark programme, with €1.3 billion in savings achieved in 2013, which is more than the target of €1 billion initially announced at the start of the year. This plan had perceptible effects on the results as of 2013, through control of operating costs.

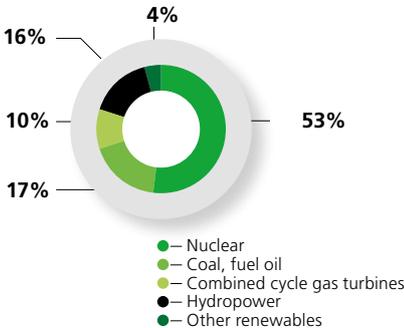
CUSTOMERS: 39.1 MILLION



ELECTRICITY OUTPUT: 653.9 TWh



INSTALLED GENERATION CAPACITY: 140.4 GWe



## A SUCCESSFUL YEAR OF MAJOR CHALLENGES IN 2013

2013 was a very challenging year marked by major strategic steps forward for the future of EDF, such as the "CSPE" agreement, the clarification of the tariff equation, but also several defining agreements for the Group.

In France, for example, in accordance with the strategy of clarification of its partnerships, EDF entered, in October 2013, into discussion with Veolia for the acquisition of all of Dalkia Group's assets and operations in France. The agreement signed in March 2014 will enable EDF Group to significantly expand its presence in the field of energy services while offering great potential for synergies due to the complementarity of the 2 companies' businesses and expertise<sup>1</sup>.

In the United Kingdom, the Group reached an agreement with the British government on the main commercial terms of the investment contract relating to Hinkley Point C, namely the 35-year duration of the contract and its reference price of £92.5/MWh.

The project is eligible for the guarantee scheme for infrastructure financing established by the British government. EDF would own 45% to 50% of the capital, the remainder being distributed among Areva (10%), the Chinese partners CGN and CNNC (30% to 40%) and other investors with whom discussions are in progress (up to 15%).

EDF Energy also plans to extend the operating life of the Dungeness B nuclear power station by 10 years until 2028<sup>2</sup>. Allowing for the extensions already planned by the Group, all the nuclear power stations would be operating in 2023, the expected date of commissioning of the Hinkley Point C power station provided that a final investment decision is reached in 2014.

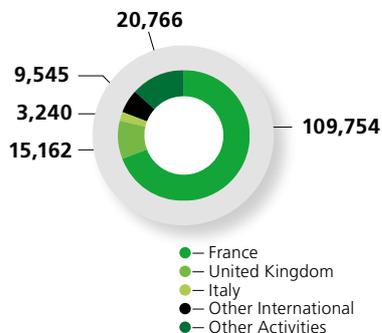
In the United States, EDF and Exelon signed on 29 July 2013 an agreement concerning CENG<sup>3</sup>, which operates 5 nuclear reactors. Under the terms of this agreement<sup>4</sup>, EDF delegates operational management of these reactors to Exelon. CENG has also paid a special dividend of 400 million US dollars (approx. €300 million) to EDF and Exelon has granted to EDF an option to sell its holding in CENG to Exelon at market value between January 2016 and June 2022.

## A CAPITAL STRUCTURE STRENGTHENED BY ACTIVE BALANCE SHEET MANAGEMENT AND INNOVATIVE TRANSACTIONS

Since 2009, the Group has undertaken an active funding policy. In 2013, EDF carried out innovative transactions, in particular launching the first phase of its hybrid financing programme, a tool especially well suited to the Group's long-term investment profile. €6.1 billion was raised, and the programme continued in January 2014 with the raising of an additional €4 billion. The Group also issued its first Green Bond for an amount of €1.4 billion, the largest such issue made in this market, exclusively to finance new projects of EDF Énergies Nouvelles. In January 2014, EDF continued its policy of its debt's maturity, notably by proceeding with 2 issues of hundred-year bonds, one in US dollars, and one in pounds sterling.

Following these operations, the debt maturity is 12.2 years compared with 7.4 years in 2009, while over the same period the average coupon was reduced from 4.4% to 3.8%.

### EMPLOYEES: 158,467



<sup>1</sup> Completion of the transaction remains subject to the approval of the relevant competition authorities.

<sup>2</sup> Final decision subject to obtaining the necessary permits.

<sup>3</sup> Entity owned 49.99% by EDF and 50.01% by Exelon.

<sup>4</sup> The agreement was finalized on 1 April 2014 after the approval of the Nuclear Regulatory Commission (NRC).



## INCREASE IN FINANCIAL RESULTS

<i>(in millions of euros)</i>	2012 <sup>(1)</sup>	2013	Evolution	Organic change <sup>(2)</sup>
Sales	72,178	75,594	4.7 %	2.9 %
EBITDA	15,998	16,765	4.8 %	5.5 %
Net income – Group share	3,275	3,517	7.4 %	
Net income excluding non-recurring items	4,175	4,117	-1.4 %	
	31/12/2012 <sup>(3)</sup>	31/12/2013 <sup>(4)</sup>		
Net financial debt <i>(in billions of euros)</i>	39.2	35.5		
Net financial debt/EBITDA	2.4	2.1		

(1) Data restated for impact of IAS 19 revised and for change in presentation of EDF Énergies Nouvelles' Development and Sales of Structured Assets activities.

(2) Organic growth at constant scope and exchange rates.

(3) Pro forma after the allocation of the CSPE receivable to dedicated assets on 13 February 2013 and subtraction of €2.4bn from the dedicated assets portfolio, enabling 100% coverage of the EDF nuclear liabilities that are eligible for dedicated assets.

(4) Hybrid issuance as equity due to their characteristics and in compliance with IFRS.

**Revenues** were €75,594 million, representing 2.9% organic growth.

**EBITDA** posted 5.5% organic growth from 2012, to €16,765 million, thanks to the good performance mainly in France, but also in the United Kingdom.

In detail<sup>1</sup>:

- EBITDA for France increased by 9.4% thanks to unregulated operations, which benefited from a positive climate effect, excellent hydrological conditions and the increase in the energy component of regulated tariffs. Growth was also driven by regulated activities due, in particular, to the sharp increase in insular operations, which benefited from the commissioning of numerous power stations.
- EBITDA for the United Kingdom rose 2% thanks to a very good performance of the nuclear power production, which reached its highest level in 8 years and benefited from favourable market prices.
- EBITDA in Italy fell 5.8% due to the contraction of margins in gas. But Edison's EBITDA was in line with the target of €1 billion announced in 2013, notably due to the successful renegotiation of long-term gas contracts with Qatar and Algeria.
- The "Other International" segment achieved 9.8% growth. From an operating standpoint, EBITDA for the segment was adversely affected by unfavourable economic and regulatory conditions, but

this was offset by the increase in production in the United States, the capital gain on the sale of SSE, the second-largest electricity distributor and supplier in Slovakia, and also by the suspension of the supercritical coal-fired power station project in Poland, since the 2012 costs for this project were not repeated in 2013.

- Finally, the EBITDA of the "Other Activities" segment declined 6.3%. The very good performance of EDF Énergies Nouvelles (+23.3%), buoyed by strong growth in production related to the major commissioning of 2012, was unable to offset the negative effect of several favourable events in 2012 which did not occur in 2013, regarding property transactions and the renegotiation of insurance contracts. Moreover, in 2013 Dalkia's EBITDA includes a negative consolidation scope effect related to the planned sale of Dalkia International due to the application of the IFRS 5 standard.

**The Group share of net income** was 3,517 million, up 7.4% from 2012, sustained by the Group's operating and financial performance. Recurring net income, which is adjusted for non-recurring items, was €4,117 million in 2013 compared with €4,175 million the previous year.

**Net financial debt** stood at €35.5 billion as at 31 December 2013, €3.7 billion less than at 31 December 2012. The net financial debt/EBITDA ratio was 2.1x at 31 December 2013, thus meeting the target of 2x to 2.5x that the Group had set itself.

<sup>1</sup> The EBITDA growth percentages mentioned for the areas/sectors of activity are expressed in terms of organic growth.

## DIVIDEND

EDF's Board of Directors, meeting on 12 February 2014, decided to propose to the Shareholders' Meeting to be held on 15 May 2014 the payment of a cash dividend of €1.25/share for the 2013 financial year, resulting in a 56.5% payout ratio of net income excluding non-recurring items, in line with the target of 55% to 65% set by the Group.

Registered shares dating from 31 December 2011 which remained, at all times, registered in this form and in the name of the same shareholder until the dividend payment date will benefit from

a 10% increase. This increase is limited to 0.5% of the share capital per shareholder. The loyalty dividend comes out to €1.375/share.

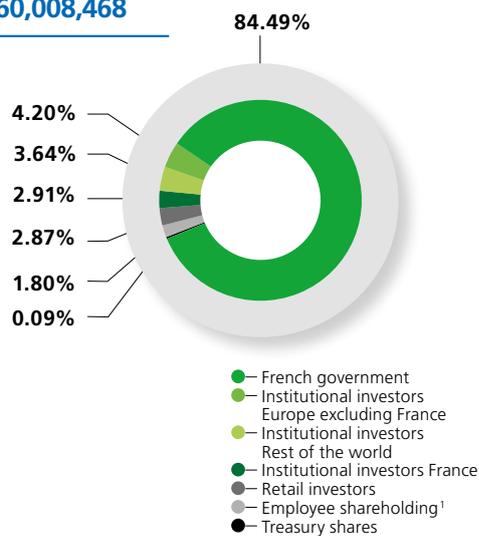
Given the payment of an interim dividend of €0.57/share paid in December 2013, the remaining dividend to be paid is €0.68/share for shares benefiting from the ordinary dividend and €0.805/share for shares eligible to the loyalty dividend.

The proposed dividend payment date is 6 June 2014, the ex date is therefore set for 3 June 2014.

## SHAREHOLDING STRUCTURE

at 31 December 2013

TOTAL NUMBER  
OF SHARES  
**1,860,008,468**



<sup>1</sup> This figure includes employee share ownership as defined by article L. 225-102 of the French Commercial Code (including shares owned by EDF's current and former employees through the "Actions EDF" FCPE of the EDF Group and EDF International group savings plan) and the shares held in direct registered form or administered, without a lock-in period or after lock-in periods, by current and former employees.

## EDF SHARE PROFILE

### IDENTITY CARD

ISIN code	FR 0010242511
Mnemonic code	EDF
Listing location	Euronext Paris
Market	Eurolist by Euronext compartiment A
Sectorial classification	ICB (Industry Classification Benchmark)
Share Savings Plan (PEA)	Eligible
Deferred Payment Service (SRD)	Eligible
Indices	CAC 40, CAC All Shares, CAC Utilities, Dow Jones STOXX 600, Euronext 100, Indice GEN.SBF120

# FIVE-YEAR SUMMARY OF EDF RESULTS

(TAKEN FROM EDF'S CORPORATE FINANCIAL STATEMENTS)

	2013	2012	2011	2010	2009
<b>CAPITAL AT YEAR-END</b>					
Capital (in millions of euros)	930	924	924	924	924
Capital contributions (in millions of euros)					
Number of ordinary shares in existence	1,860,008,468	1,848,866,662	1,848,866,662	1,848,866,662	1,848,866,662
Number of priority dividend shares (with no voting rights) in existence					
Maximum number of future shares to be created					
by conversion of bonds					
by exercise of subscription rights					
<b>OPERATIONS AND RESULTS OF THE YEAR (IN MILLIONS OF EUROS)</b>					
Sales excluding taxes	43,423	44,106	41,950	40,906	38,895
Earnings before taxes, employee profit sharing, depreciation and provisions	6,782	7,978	5,417	4,906	4,531
Income taxes	748	460	356	660	402
Employee profit share for the year					
Earnings after taxes, employee profit sharing, depreciation and provisions	2,938	3,566	1,118	1,492	4,580
Earnings distributed		2,309 <sup>(1)</sup>	2,125 <sup>(1)</sup>	2,122 <sup>(1)</sup>	2,111 <sup>(1)</sup>
Interim dividend distributed	1,059	1,053	1,053	1,054	1,002
<b>EARNINGS PER SHARE (€/ACTION)</b>					
Earnings after taxes and employee profit sharing, before depreciation and provisions	3.24	4.07	2.74	2.30	2.23
Earnings after taxes, employee profit sharing, depreciation and provisions	1.58	1.93	0.60	0.81	2.48
Dividend per share		1.25 <sup>(1)</sup>	1.15 <sup>(1)</sup>	1.15 <sup>(1)</sup>	1.15 <sup>(1)</sup>
Interim dividend per share	0.57	0.57	0.57	0.57	0.55
<b>PERSONNEL</b>					
Average number of employees over the year	65,775	64,303	62,479	60,380	59,837
Total payroll expense for the year (in millions of euros)	3,843	3,687	3,600	3,377	3,265
Amounts paid for employee benefits and similar (social security, company benefit schemes, etc) (in millions of euros)	2,614	2,551	2,161	2,125	2,025

(1) Including the interim dividend paid out.

EDF adheres to the consolidated AFEP-MEDEF Code as revised in June 2013, which is the corporate governance code to which the Company will refer following article L. 225-37 of the French Commercial Code, subject to the specific laws and regulations applicable.

## BOARD OF DIRECTORS

In compliance with the Law of 26 July 1983 on the democratisation of the public sector, the Board of Directors of the Company consists of 18 members, of which one third elected by employees and two thirds appointed by the Shareholders' Meeting upon proposal from the Board, after deducting Directors appointed by Government decree as State representatives.

The Board of Directors determines the orientations of the Company's activities and oversees their implementation. Subject to powers 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 concerning it.

The Board of Directors deliberates on all strategic, economic, financial or technological orientations for the Company and the Group, as well as any matters expressly conferred by law or decided by the Board itself. The EDF bylaws provide that the Chairman of the Board of Directors assumes 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 Republic on proposal of the Board. He may be removed by decree.

In accordance with the provisions of article 13 of the Constitution, the Chairman is appointed after hearing the candidates and the opinions of the standing commissions of the French Parliament and Senate. Mr Henri Proglio was appointed Chairman and CEO of EDF by a decree of 25 November 2009.

The Board of Directors has set up 5 special committees in charge of reviewing and preparing certain projects prior to their submittal to the full Board.

The membership, operation and duties of the committees are governed by the Rules of Procedures of the Board of Directors. The Directors members of these committees are selected by the Board. The Chairman of each committee is appointed by the Board upon proposal from the relevant committee.

In 2013, the Board of Directors met 11 times, with an 87.8% rate of participation by Directors. 25 committee meetings were held to prepare these sessions.

## THE 5 COMMITTEES

### AUDIT COMMITTEE

This committee reviews and issues opinions to the Board regarding the financial position of the Company, the medium term plan and the budget, the draft financial statements prepared by the Finance Division (EDF corporate and consolidated financial statements and Group's management

report), monitoring of corporate risks, audit and internal control, the insurance coverage policy, the appointment of Statutory Auditors, ensuring their independence, and the fees paid to them, the financial aspects of acquisitions or disposal plans of particular significance, the trends of analysts' perceptions on the Group, energy market risk policy.

### NUCLEAR COMMITMENT MONITORING COMMITTEE

This committee's tasks are to monitor changes in nuclear provisions, to issue opinions on matters of governance of the dedicated assets, on asset/liability matching rules and strategic allocation, and to verify the compliance of EDF's dedicated assets management with the policy governing the creation and management of these assets.

### STRATEGY COMMITTEE

This committee advises the Board on EDF's major strategic orientations, in particular on the strategic development plan, the industrial and commercial policy, the "public service" contract, strategic agreements, alliances and partnerships, the research and development policy, external and organic growth plans or divestment projects requiring the approval of the Board of Directors.

### ETHICS COMMITTEE

This committee ensures that ethical considerations are taken into account in the work of the Board and the management of EDF. It reviews the annual report of the Ombudsman, the General Inspectorate's reports on nuclear safety and radiation protection, and on hydropower safety.

Furthermore, each year the Ethics Committee conducts an assessment of the functioning of the Board and its committees, and every three years it manages a formal evaluation of the work of the Board and its committees, entrusted to a specialist outside consultant.

### APPOINTMENTS AND REMUNERATIONS COMMITTEE

This committee submits proposals to the Board for subsequent appointments of Directors by the Shareholders. It forwards an opinion on the remuneration of the Chairman and CEO to the Minister of Economy and Finance and the Minister of Energy for approval. This opinion addresses the fixed salary and variable compensation and any ancillary compensation paid to him. It also submits this opinion to the Board for deliberation and determination of this compensation level.

The committee works out its proposals within the limits provided for by Decree No. 2012-915 of 26 July 2012 relating to State control of the remuneration of managers of State-owned companies, by virtue of which the annual remuneration of the Chairman and CEO must not exceed a gross ceiling of 450,000 euros.

# MEMBERSHIP OF THE BOARD OF DIRECTORS

AS OF 31 MARCH 2014

## MEMBERS APPOINTED BY THE GENERAL SHAREHOLDERS' MEETING



**Henri PROGLIO**  
Chairman and CEO of EDF



**Philippe CROUZET**  
Chairman of the Supervisory Board of Vallourec



**Mireille FAUGÈRE**  
Professional Director



**Michael JAY**  
Crossbench member of the House of Lords



**Bruno LAFONT**  
Chairman and CEO of Lafarge



**Pierre MARIANI**  
Managing Director / Chief Executive Officer of "Pierre Mariani Consulting"

## EMPLOYEE REPRESENTATIVES



**Christine CHABAUTY**  
Sponsored by the CGT union



**Sidonie DELALANDE**  
Sponsored by the CGT union



**Alexandre GRILLAT**  
Sponsored by the CFE-CGC union

**ALSO ATTEND THE MEETINGS OF THE BOARD OF DIRECTORS, WITH ADVISORY CAPACITY:**

- **Pierre-Marie ABADIE**, Government Commissioner, Director of Energy at the General Directorate for Energy and Climate reporting to the Minister for Ecology, Sustainable Development and Energy;
- **Bruno ROSSI**, Head of the French State's Economic and Financial General Supervisory Mission to the Company;
- **Jean-Luc MAGNAVAL**, Secretary of the Central Works Council.



MEMBERSHIP OF THE BOARD OF DIRECTORS

**FRENCH STATE REPRESENTATIVES APPOINTED BY DECREE**



**Olivier APPERT**

Chairman of the Board of Directors of the IFP Énergies Nouvelles



**David AZEMA**

Commissioner for French Government Shareholding Agency attached to the Ministry for Economy and Finance and to the Minister for Economic Regeneration



**Denis MORIN**

Budget Directorate attached to the Minister Delegate attached to the Ministry for Economy and Finance, with responsibility for the Budget



**Bruno LECHEVIN**

Chairman of the French Environment and Energy Management Agency (ADEME)



**Marie-Christine LEPETIT**

Head of Inspectorate General of Finance attached to the Ministry for Economy and Finance



**Pierre SELLAL**

Secretary General of the Ministry of Foreign Affairs



**Marie-Hélène MEYLING**

Sponsored by the CFDT union



**Jean-Paul RIGNAC**

Sponsored by the CGT union



**Maxime VILLOTA**

Sponsored by the CGT union



# MEETING AGENDA

## ORDINARY MEETING AGENDA

- Approval of the reports and annual financial statements for the year ended on 31 December 2013.
- Approval of the reports and consolidated financial statements for the year ended on 31 December 2013.
- Allocation of the net income for the year ended on 31 December 2013 and determination of the dividend amount.
- Allocation of the net income for the year ended on 31 December 2013 and determination of the dividend amount - Resolution proposed by the "EDF Shares" FCP Supervisory Board and reviewed by the Board of Directors of EDF during its meeting of 1 April 2014 during which it was disapproved.
- Payment of interim dividends in shares - Delegation of authority to the Board of Directors.
- Agreements governed by article L. 225-38 of the French Commercial Code.
- Advisory vote on the elements of compensation due or granted to Henri Proglio for the 2013 financial year as Chairman and Chief Executive Officer of the Company.
- Authorization for the Board of Directors to carry out transactions on the Company's shares.

## EXTRAORDINARY MEETING AGENDA

- Delegation of authority to the Board of Directors to issue shares or securities, maintaining the shareholders' preferential subscription rights.
- Delegation of authority to the Board of Directors to issue, by means of public offerings, shares or securities with no preferential subscription rights for shareholders.
- Delegation of authority to the Board of Directors to issue, by means of offers referred to in article L. 411-2 II of the French Monetary and Financial Code, shares or securities, with no preferential subscription rights for shareholders.
- Authorization for 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 rights for shareholders.
- Delegation of authority to the Board of Directors to increase the share capital by capitalization of reserves, profits, premiums or other amounts eligible for capitalization.
- Delegation of authority to the Board of Directors to increase the share capital as a result of a public exchange offer instigated by the Company.
- Authorization for the Board of Directors to increase the share capital in return for contributions in kind granted to the Company.
- Delegation of power to the Board of Directors to increase the share capital to the benefit of members of savings plans with no preferential subscription rights for shareholders.
- Authorization for the Board of Directors to reduce the share capital through the cancellation of treasury shares.
- Amendment of article 10 of the bylaws.

## ORDINARY AND EXTRAORDINARY MEETING AGENDA

- Powers for completion of formalities.

# REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS



REPORT OF THE BOARD OF DIRECTORS

In addition to the ordinary resolutions that are submitted to your approval, we would like you to decide, on an extraordinary basis, on the renewal of the financial authorizations that were voted by the Combined Shareholders' Meeting on 24 May 2012 and on the update of one article of the bylaws of the Company.

## ORDINARY RESOLUTIONS

### RESOLUTIONS 1 & 2

#### **APPROVAL OF THE REPORTS AND THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2013**

Both resolutions submit to your approval EDF's annual financial statements, which present a profit of €2,938,279,154.66 and the EDF Group's consolidated financial statements, as approved by the Board of Directors at its meeting held on 12 February 2014.

It is emphasized that the overall sum of expenses and charges concerned by article 223 *quater* of the French Tax Code is €2,275,926 for the 2013 financial year and that the corresponding amount of tax is €864,852.

### RESOLUTION 3

#### **ALLOCATION OF THE NET INCOME FOR THE YEAR ENDED ON 31 DECEMBER 2013, AND DETERMINATION OF THE DIVIDEND AMOUNT**

It is proposed to the Shareholders' Meeting to set the amount of the ordinary dividend for the 2013 financial year at €1.25. The loyalty dividend comes out to €1.375 per share.

In accordance with article 24-2 of the articles of association, registered shares dating from 31 December 2011 which remained, at all times,

registered in this form and in the name of the same shareholder until the dividend payment date will benefit from a 10% increase. This increase is limited to 0.5% of the share capital per shareholder.

Given the payment of an interim dividend of €0.57 per share paid on 17 December 2013, the remaining dividend to be paid for the 2013 financial year is €0.68 per share for shares benefiting from the ordinary dividend and €0.805 for shares eligible to the loyalty dividend.

Upon dividend payment, shares which might be held by the Company would not be entitled to it. The balance of the distributable profit would be allocated to the "Retained earnings" account.

The ordinary and loyalty dividends payment date is 6 June 2014. The ex date is therefore set for 3 June 2014.

### RESOLUTION A

#### **ALLOCATION OF THE NET INCOME FOR THE YEAR ENDED ON 31 DECEMBER 2013 AND DETERMINATION OF THE DIVIDEND AMOUNT – RESOLUTION PROPOSED BY THE "EDF SHARES" FCP SUPERVISORY BOARD AND REVIEWED BY THE BOARD OF DIRECTORS OF EDF DURING ITS MEETING OF 1 APRIL 2014 DURING WHICH IT WAS DISAPPROVED**

The "EDF Shares" FCP Supervisory Board requested the inclusion in the agenda of an additional resolution in order to reduce the dividend amount to be distributed and fixed the amount of this dividend at €0.80 per share.

This resolution has been reviewed by the Board of Directors of EDF during its meeting of 1 April 2014 during which it was disapproved.



## RESOLUTION 4

### PAYMENT OF INTERIM DIVIDENDS IN SHARES – DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS

In accordance with article 25 of the Company's bylaws, it is proposed to authorize the Board of Directors, in the event that it decides to pay one or more interim dividends in respect of the 2014 financial year, to give each shareholder, for all or a portion of the interim dividends, the choice of payment in cash or in new shares.

If the Board of Directors decides to propose an interim dividend in new shares, the shares would be issued at a price equal to the average of opening market prices of the Company's shares listed on Euronext Paris regulated market over the 20 trading days prior to the Board of Directors' decision to pay the interim dividend, less the net amount of the interim dividend and, if so decided by the Board, a discount of up to 10% of this average.

Full authority would be granted to the Board of Directors, with authorization to delegate such authority to the Chairman and Chief Executive Officer under the conditions provided for by law, to take all steps required for the payment of interim dividends in shares.

## RESOLUTION 5

### AGREEMENTS GOVERNED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE

It is required to the Shareholders' Meeting to take note of the conclusions of the special report of the Statutory Auditors on agreements governed by article L. 225-38 of the French Commercial Code and that no agreements were entered into during the 2013 financial year.

## RESOLUTION 6

### ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED TO HENRI PROGLIO FOR THE 2013 FINANCIAL YEAR AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

In accordance with the recommendations of the AFEP-MEDEF Code, it is proposed to the Shareholders' Meeting to give its opinion on the components of the remuneration payable or allocated to the Company's Chairman and Chief Executive Officer for the 2013 financial year as described below:

ELEMENTS OF THE REMUNERATION PAYABLE OR ALLOCATED DURING THE CLOSED FINANCIAL YEAR	AMOUNT SUBJECT TO THE VOTE OF THE SHAREHOLDERS' MEETING
Fixed remuneration	€450,000
Variable annual remuneration	0
Benefits in kind	€7,696
Attendance allowances	N/A
Variable deferred remuneration	N/A
Variable multiannual remuneration	N/A
Exceptional remuneration	N/A
Share options, performance shares or other long-term remuneration component	N/A
Severance pay	N/A
Non-competition payment	N/A
Supplementary pension scheme	N/A

All of the components making up the Chairman and Chief Executive Officer's remuneration and the terms and conditions for determining them are described in chapter 15 of the Company's 2013 reference document.

## RESOLUTION 7

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

It is proposed to the shareholders to renew the authorization granted by Combined Shareholders' Meeting of 30 May 2012 and to authorize the Board of Directors to set up a new repurchase programme of its own shares by the Company, over a 18 months period, within the limit of 10% of the share capital in accordance with the maximum amount set up by law.

The maximum purchase price would be €45 per share, with a maximum aggregate purchase of 10% of the share capital during the period and a maximum holding of 10% of the share capital at any time. The maximum amount of funds dedicated to these transactions would be €2 billion over the period.



## EXTRAORDINARY RESOLUTIONS

We propose to you to renew the financial delegations of authority granted to the Board of Directors, under the same terms as the authorizations voted by the Combined Shareholders' Meeting of 24 May 2012.

It is emphasized that the maximum nominal value of the share capital increases which may be undertaken according to the 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup> resolutions proposed at this Shareholders' Meeting shall not exceed the nominal maximum ceiling of €45 million set by the 8<sup>th</sup> resolution. If necessary, the nominal value of shares of the Company to be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company will be added to this ceiling.

### RESOLUTION 8

#### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OR SECURITIES, MAINTAINING THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS.**

This authorization would enable the Board of Directors to decide to increase the share capital, for a maximum nominal amount of €45 million (i.e. less than 5% of the share capital on the day of the Shareholders' Meeting), maintaining the preferential subscription rights, through the issuance of shares or securities giving access to the capital of the Company. This delegation of authority would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

### RESOLUTION 9

#### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE, BY MEANS OF PUBLIC OFFERINGS, SHARES OR SECURITIES WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS**

This authorization would enable the Board of Directors to decide to increase the share capital, for a maximum nominal amount of €45 million (i.e. less than 5% of the share capital as of the day of the Shareholders' Meeting), with no preferential subscription rights, through public offers by issuing shares or securities giving access

to the capital of the Company. This delegation of authority would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

### RESOLUTION 10

#### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE BY MEANS OF OFFERS REFERRED TO IN ARTICLE L. 411-2 II OF THE FRENCH MONETARY AND FINANCIAL CODE, SHARES OR SECURITIES, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS**

This authorization would enable the Board of Directors to decide to increase the share capital, for a maximum nominal amount of €45 million and within the legal limit of 20% (on the day of this Shareholders' Meeting), with no preferential subscription rights for shareholders, through offers referred to in article L. 411-2 II of the French Monetary and Financial Code, by the issuance of shares or securities giving access to the Company's capital. This delegation of authority would be granted for a duration of 26 months.

The offers governed by article L. 411-2 II of the French Monetary and Financial Code are addressed exclusively to persons providing portfolio investment management services on behalf of a third party or to qualified investors or a restricted group of investors acting on their own behalf.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

### RESOLUTION 11

#### **AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE CASE OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS**

This authorization would enable the Board of Directors, in the case of a capital increase decided in application of the 8<sup>th</sup>, 9<sup>th</sup> and 10<sup>th</sup> resolutions hereinabove, and where this issuance is subject to a demand exceeding the amount initially proposed, to increase the number of shares to be issued, up to a limit of 15% of the initial issuance and subject to the compliance of the ceiling(s) defined in the resolution in application of which the share capital increase



is decided. This authorization would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

## RESOLUTION 12

### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL THROUGH CAPITALIZATION OF RESERVES, PROFITS, PREMIUMS OR OTHER AMOUNTS ELIGIBLE FOR CAPITALIZATION**

This authorization would enable the Board of Directors to increase the share capital through the incorporation of reserves, profits, premiums or other amounts, not exceeding a total nominal value of €1 billion. It is emphasized that this ceiling is fixed independently and separately from the ceilings for capital increases resulting from the issuances decided in application of the 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> resolutions proposed at this Shareholders' Meeting. This delegation of authority would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

## RESOLUTION 13

### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL AS A RESULT OF A PUBLIC EXCHANGE OFFER INSTIGATED BY THE COMPANY**

This authorization would enable the Board of Directors to participate in external growth transactions, through the issuance of new shares, with no preferential subscription rights for shareholders, in exchange for shares that would be contributed to the Company in the context of a public exchange offer instigated by the Company. The total nominal value of the resulting capital increase would be limited

to a maximum of €45 million. This delegation of authority would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

## RESOLUTION 14

### **AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN RETURN FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY**

This authorization would enable the Board of Directors to carry out external growth transactions financed by new shares or securities issued by the Company, with no preferential subscription rights for shareholders, in remuneration of contributions in kind, in the form of shares or securities giving access to the share capital, within a maximum nominal limit of €45 million and the legal ceiling of 10% of the share capital (as of the day of this Shareholders' Meeting). If this delegation is used, the Board of Directors will decide after examination of the report of one or more Independent Auditor(s). This delegation of authority would be consented for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

## RESOLUTION 15

### **DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL TO THE BENEFIT OF MEMBERS OF SAVINGS PLANS WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS**

This authorization would enable the Board of Directors, if it wishes, to promote the development of employee shareholding at the Group level, through capital increases reserved for employees, with no preferential subscription rights for shareholders, within a maximum nominal limit of €10 million.



It is proposed to the shareholders to fix the discount at 20% compared to the average opening price of the Company's share over the 20 trading sessions of the Euronext Paris market preceding the day of the decision fixing the opening date for subscriptions; it being emphasized that the Board of Directors would have the authority to reduce or eliminate such discount in view of factors such as locally applicable legal, accounting, tax or social systems.

This authorization would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

## RESOLUTION 16

### **AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF TREASURY SHARES**

This authorization would enable the Board of Directors to decide to cancel all or some of the shares purchased under the share buyback plan, and consequently to reduce the share capital, within the legal limit of 10% of the share capital per 24-month period. This authorization would be granted for a duration of 26 months.

For information purposes, this authorization granted by the Combined Shareholders' Meeting of 24 May 2012 has not been used.

## RESOLUTION 17

### **AMENDMENT OF ARTICLE 10 OF THE BYLAWS**

It is proposed to the Shareholder's Meeting to amend article 10 of EDF's articles of association in order to extend the following to the declarations of the statutory thresholds stated therein being exceeded:

- the calculation and assimilation rules for holding shares which are applicable to the legal thresholds, which would, inter alia, allow the inclusion of EDF shares already issued concerning any financial instrument settled in cash and having a financial effect similar to the holding of shares,
- and also obligations to inform relating to financial instruments which do not equate to shares, which is particularly aimed at financial instruments giving access over time to EDF shares to be issued.

## ORDINARY AND EXTRAORDINARY RESOLUTION

### RESOLUTION 18

#### **POWERS FOR COMPLETION OF FORMALITIES**

# DRAFT RESOLUTIONS

## ORDINARY RESOLUTIONS

### RESOLUTION 1

#### APPROVAL OF THE REPORTS AND ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2013

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors, approves the annual financial statements for the financial year ended on 31 December 2013, comprising the balance sheet, the income statement and the notes, as presented, and the transactions reflected in these financial statements and summarized in these reports. It sets the profit for the financial year at €2,938,279,154.66.

The Shareholder's Meeting notes that the overall sum of expenses and charges concerned by article 223 quater of the French Tax Code is €2,275,926 for the 2013 financial year and that the related tax amount is €864,852.

### RESOLUTION 2

#### APPROVAL OF THE REPORTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2013

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements for the financial year ended on 31 December 2013, comprising the consolidated balance sheet, consolidated income statement and appendix, as presented, and the transactions reflected in those financial statements and summarized in those reports.

### RESOLUTION 3

#### ALLOCATION OF THE NET INCOME FOR THE YEAR ENDED ON 31 DECEMBER 2013 AND DETERMINATION OF THE DIVIDEND AMOUNT

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, notes that the profit for the 2013 financial year totals €2,938,279,154.66.

Taking into account the positive amount of retained earnings of €4,988,921,669.02 after a transfer of €557,090.30 to the legal reserve in order to reach 10% of the share capital, the distributable profit, before deduction of the interim dividend that was paid out on 17 December 2013, totals €7,926,643,733.38.

The Shareholders' Meeting decides to set the ordinary dividend for the 2013 financial year at €1.25 per share and the loyalty dividend at €1.375 per share.

In accordance with article 24-2 of the bylaws, the registered shares continuously held in the name of the same shareholders since 31 December 2011 until the term of payment of the dividend for the 2013 financial year, will benefit from a 10% dividend increase. For any shareholder, this increase is limited to a number of shares which may not exceed 0.5% of share capital.

Given that an interim dividend of €0.57 per share was paid out on 17 December 2013, the balance of the dividend to be distributed for the 2013 financial year amounts to €0.68 per share for the shares with ordinary dividend and to €0.805 per share for the shares which benefit from loyalty dividend.

	<i>in euros</i>
Profit for the financial year ended 31 December 2013	2,938,279,154.66
Transfer to legal reserve	557,090.30
Retained earnings (before deduction of the 2013 interim dividend)	4,988,921,669.02
<b>Total distributable profit</b>	<b>7,926,643,733.38</b>
<b>Total dividend for the financial year ended 31 December 2013<sup>(1)</sup> (including loyalty dividend)</b>	<b>2,330,392,202.13</b>
Interim dividend paid out on 17 December 2013 to be deducted from the 2013 dividend (i.e. €0.57 per share) <sup>(2)</sup>	1,059,290,112.42
<b>Balance of the dividend to be distributed for the financial year ended 31 December 2013<sup>(1)</sup></b>	<b>1,270,187,375.37</b>

(1) On the basis of the number of shares constituting the share capital on 31 December 2013, i.e. 1,860,008,468 shares, including 43,052,937 shares that grant entitlement to a loyalty dividend on 31 December 2013.

(2) On the basis of the number of shares that grant entitlement to dividends at the date of payment of the interim dividend.

The ex-date for the ordinary and loyalty dividends is 3 June 2014, and the term of payment will be 6 June 2014.

When the balance of the dividend is paid out, any shares held by the Company at the date of distribution of the dividend will not confer rights to the dividend.

The balance of the distributable profit will be allocated to the "Retained earnings" account.

It is reminded that in the event the dividend is paid to individuals who have their tax residence in France, the dividend is taxable as income at a progressive rate and is eligible for the tax rebate under article 158-3-2 of the French General Tax Code.

The Shareholders' Meeting acknowledges that the dividends distributed in the past 3 years were as follows:

FINANCIAL YEAR	NUMBER OF SHARES	DIVIDEND PER SHARE (IN EUROS)	TOTAL DIVIDEND DISTRIBUTED <sup>(1)</sup> (IN EUROS)	PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX ALLOWANCE <sup>(2)</sup>
2010	1,848,866,662	1.15	2,122,291,972.68 <sup>(3)</sup>	100%
2011	1,848,866,662	1.15	2,124,757,978.20 <sup>(4)</sup>	100%
2012	1,848,866,662	1.25	2,308,912,900.34 <sup>(5)</sup> / <sup>(6)</sup>	100%

(1) After deduction of treasury shares.

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

(3) Including €1,053,574,334.82 paid on 17 December 2010 for the 2010 interim dividend.

(4) Including €1,053,169,658.76 paid on 16 December 2011 for the 2011 interim dividend.

(5) Including €1,052,601,974.10 paid on 17 December 2012 for the 2012 interim dividend.

(6) Including €170,358,213.74 paid in newly-issued shares on 8 July 2013.

## RESOLUTION A

### ALLOCATION OF THE NET INCOME FOR THE YEAR ENDED ON 31 DECEMBER 2013 AND DETERMINATION OF THE DIVIDEND AMOUNT – RESOLUTION PROPOSED BY THE “EDF SHARES” FCP SUPERVISORY BOARD AND REVIEWED BY THE BOARD OF DIRECTORS OF EDF DURING ITS MEETING OF 1 APRIL 2014 DURING WHICH IT WAS DISAPPROVED

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, notes that the profit for the 2013 financial year totals €2,938,279,154.66.

Taking into account the positive amount of retained earnings of €4,988,921,669.02 after a transfer of €557,090.30 to the legal reserve in order to reach 10% of the share capital, the distributable profit, before deduction of the interim dividend that was paid out on 17 December 2013, totals €7,926,643,733.38.

In order to limit reliance on debt while increasing the Group's investment capacity, specifically with regard to research & development and infrastructures, the Shareholders' Meeting decides to set the ordinary dividend for the 2013 financial year at €0.80 per share and the loyalty dividend at €0.88 including the interim dividend of €0.57 per share paid out on 17 December 2013.

In accordance with article 24-2 of the bylaws, the registered shares continuously held in the name of the same shareholders since 31 December 2011 until the term of payment of the dividend for the 2013 financial year, will benefit from a 10% dividend increase.

For any shareholder, this increase is limited to a number of shares which may not exceed 0.5% of share capital.

Given that an interim dividend of €0.57 per share was paid out on 17 December 2013, the balance of the dividend to be distributed for the 2013 financial year amounts to €0.23 per share for the shares with ordinary dividend and to €0.31 per share for the shares which benefit from loyalty dividend.

	<i>in euros</i>
Profit for the financial year ended 31 December 2013	2,938,279,154.66
Transfer to legal reserve	557,090.30
Retained earnings (before deduction of the 2013 interim dividend)	4,988,921,669.02
<b>Total distributable profit</b>	<b>7,926,643,733.38</b>
<b>Total dividend for the financial year ended 31 December 2013<sup>(1)</sup> (including loyalty dividend)</b>	<b>1,491,451,009.36</b>
Interim dividend paid out on 17 December 2013 to be deducted from the 2013 dividend (i.e. €0.57 per share) <sup>(2)</sup>	1,059,290,112.42
<b>Balance of the dividend to be distributed for the financial year ended 31 December 2013<sup>(1)</sup></b>	<b>431,246,182.60</b>

(1) On the basis of the number of shares constituting the share capital on 31 December 2013, i.e. 1,860,008,468 shares, including 43,052,937 shares that grant entitlement to a loyalty dividend on 31 December 2013.

(2) On the basis of the number of shares that grant entitlement to dividends at the date of payment of the interim dividend.

The ex-date for the ordinary and loyalty dividends is 3 June 2014, and the term of payment will be 6 June 2014.

When the balance of the dividend is paid out, any shares held by the Company at the date of distribution of the dividend will not confer rights to the dividend.

The balance of the distributable profit will be allocated to the "Retained earnings" account.

It is reminded that in the event the dividend is paid to individuals who have their tax residence in France, the dividend is taxable as income at a progressive rate and is eligible for the tax rebate under article 158-3-2 of the French General Tax Code.

The Shareholders' Meeting acknowledges that the dividends distributed in the past 3 years were as follows:

FINANCIAL YEAR	NUMBER OF SHARES	DIVIDEND PER SHARE (IN EUROS)	TOTAL DIVIDEND DISTRIBUTED <sup>(1)</sup> (IN EUROS)	PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX ALLOWANCE <sup>(2)</sup>
2010	1,848,866,662	1.15	2,122,291,972.68 <sup>(3)</sup>	100%
2011	1,848,866,662	1.15	2,124,757,978.20 <sup>(4)</sup>	100%
2012	1,848,866,662	1.25	2,308,912,900.34 <sup>(5) (6)</sup>	100%

(1) After deduction of treasury shares.

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

(3) Including €1,053,574,334.82 paid on 17 December 2010 for the 2010 interim dividend.

(4) Including €1,053,169,658.76 paid on 16 December 2011 for the 2011 interim dividend.

(5) Including €1,052,601,974.10 paid on 17 December 2012 for the 2012 interim dividend.

(6) Including €170,358,213.74 paid in newly-issued shares on 8 July 2013.

## RESOLUTION 4

### PAYMENT OF INTERIM DIVIDENDS IN SHARES - DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS

In accordance with article 25 of the Company's bylaws, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having reviewed the report of the Board of Directors, in the event that the Board decides to pay one or more interim dividends in respect of the 2014 financial year, authorizes the Board of Directors to give the shareholders, for all or a portion of the interim dividends, the choice of payment in cash or in shares.

If the shareholders opt for the payment of the interim dividend in shares, the shares subscribed will be common shares. These shares will have the same characteristics and will grant access to the same rights as the existing shares and will be issued with immediate dividend rights, i.e. they will grant entitlement to all dividends paid out as from their date of subscription.

The Board of Directors will set the period of time, following its decision to pay an interim dividend, during which the shareholders will be entitled to request the payment of this interim dividend in shares. This period of time may not, however, exceed 3 months.

The issue price of the new shares will be equal to the average of opening market prices of Company's shares on Euronext Paris' regulated market during the 20 consecutive trading days prior to the decision to pay the interim dividend, reduced by the net amount of the interim dividend and, if so decided by the Board of Directors, by a discount of up to 10%, and rounded upwards to the nearest euro cent.

If the amount for which the option is exercised does not correspond to a whole number of shares, shareholders will receive either the nearest lowest number of whole shares, plus cash compensation for the difference, or the nearest higher number of whole shares, by paying the difference in cash during the interim dividend payment in shares.

Full authority is granted to the Board of Directors, with authorization to sub-delegate such authority to the Chairman of the Board of Directors under the conditions provided for by law, to take all steps required for the payment of interim dividends in shares, if it were to decide the distribution of an interim dividend and its payment in shares, to acknowledge the increase of capital resulting therefrom and to amend the bylaws accordingly and, more generally, to take all useful or necessary steps.

## RESOLUTION 5

### AGREEMENTS GOVERNED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the special report of the Statutory Auditors on agreements governed by article L. 225-38 of the French Commercial Code, takes note of the conclusions of this report and that no agreements were entered into during the 2013 financial year.

## RESOLUTION 6

### ADVISORY VOTE ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED TO HENRI PROGLIO FOR THE 2013 FINANCIAL YEAR AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings,

- after having taken note of the presentation of the components of the remuneration payable or allocated to Henri Proglio in his capacity as Chairman and Chief Executive Officer for the 2013 financial year as stated in the 2013 reference document, sub-section 15.1.1,
- referred to for an advisory opinion in accordance with the provisions of the AFEP-MEDEF Corporate Governance Code for Listed Companies,
- gives a favourable opinion on the presented components of the remuneration payable or allocated to Henri Proglio in his capacity as Chairman and Chief Executive Officer for the 2013 financial year.

## RESOLUTION 7

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

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

- terminates, with immediate effect, for the unused portion, the authorization to purchase shares in the Company given by the Shareholders' Meeting of 30 May 2013 in the 7<sup>th</sup> resolution;

- authorizes the Board of Directors to purchase shares in the Company with a view to:
  - ➔ delivering shares when exercising rights attached to securities giving access to the share capital by reimbursement, conversion, exchange, submission of a warrant or by any other means, immediately or at a later date, as well as carrying out all hedging transactions with respect to the Company's (or one of its subsidiaries') obligations in connection with such securities;
  - ➔ holding shares for their subsequent delivery as a means of exchange or payment in the context of any external growth or contribution transactions;
  - ➔ ensuring the liquidity of EDF's share by an investment service provider through a liquidity agreement in accordance with the code of ethics recognized by the French financial market authority;
  - ➔ allocating shares to employees of the EDF Group, especially under any share purchase or free share allocation plan benefiting to current or former employees under the conditions provided by the law, in particular under articles L. 225-197-1 and following of the French Commercial Code, articles L. 3332-18 and following of the French Labor Code (including any transfer of shares covered by these articles of the French Labor Code);
  - ➔ reducing the Company's capital by canceling all or some of the shares purchased, pursuant to the 16<sup>th</sup> resolution;
  - ➔ and more generally the carrying out of any other transaction compliant with current regulations.

Purchases of shares in the Company may concern a number of shares such that:

- the number of shares acquired by the Company during the repurchase programme may not exceed 10% of shares which constitute the share capital as of the day of this Shareholders' Meeting, it being specified that (i) when shares are redeemed to ensure the liquidity of the EDF share under the conditions defined above, the number of shares taken into account for calculating this 10% limit is the number of shares purchased net of the number of shares sold during the term of this authorization, and (ii) this number may not exceed 5% in case of shares acquired by the Company in view of handing them over an external growth operation;
- the number of shares the Company holds directly or indirectly at any time must not exceed 10% of the shares constituting the Company's share capital.

Acquisitions or transfers of these shares may be carried out by all means, particularly on the over-the-counter market, including through acquisition or transfer of blocks, use of derivative financial instruments or notes or securities giving access to the Company's shares, or by implementing stock option strategies, at such times when the Board of Directors or the person acting by delegation of the Board of Directors shall decide.

The maximum amount of funds dedicated to the execution of this share repurchase programme shall be €2 billion.

The purchase price shall not exceed €45 per share; however, the Board of Directors may adjust the maximum purchase price in the event of capitalization of premiums, reserves or profits resulting in either a rise in the nominal value of shares or in creation and attribution of free shares, and in the event of a share split or reverse share split, or any other operation affecting equity, to reflect the effect of these transactions on the share value.

This authorization is granted for a duration of 18 months from the date of this meeting.

The Shareholders' Meeting grants all powers to the Board of Directors to implement this authorization, which may delegate its authority, in order 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 do everything that is necessary.

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

## EXTRAORDINARY RESOLUTIONS

### RESOLUTION 8

#### DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OR SECURITIES, MAINTAINING THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with articles L. 225-129 to L. 225-129-6 and L. 228-91 to L. 228-97 of the French Commercial Code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of 24 May 2012 in its 6<sup>th</sup> resolution;

- authorizes the Board of Directors to decide to issue, in one or more issuances, while maintaining the shareholders' preferential subscription rights, (i) shares in the Company, (ii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in the Company, (iii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in a company of which the Company directly or indirectly holds more than half of the capital (the "Subsidiary"), for subscription in cash or by offsetting against existing debt;

- also authorizes the Board of Directors to decide to issue securities carrying a right to allocation of Company debt instruments in one or more issuances.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €45,000,000 (the "Ceiling").

It is emphasized that (i) this Ceiling is common to all capital increases undertaken immediately or at a later date under the 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup> resolutions proposed at this Shareholders' Meeting, and the nominal value of such increases shall therefore be deducted from the Ceiling; (ii) the Ceiling does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The securities giving access to the capital of the Company or a Subsidiary issued in this way may consist of debt instruments or be associated with issuance of such instruments, or allow their issuance as intermediary securities.

Debt instruments issued under this delegation of authority may take the form of subordinated securities, perpetual or otherwise, issued in Euros or other currencies.

Shares issued may carry warrants for attribution, acquisition or subscription of bonds or other securities representative of debt instruments.

The nominal value of debt instruments issued shall not exceed €4,500,000,000 (or the equivalent value of this amount). It is emphasized that this maximum is common to all debt instruments issued under the 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup> resolutions proposed at this Shareholders' meeting.

Company share subscription warrants may be issued through a subscription offer, but also through free attribution to holders of existing shares. In the case of free award of autonomous subscription warrants, the Board of Directors may decide that fractional subscription rights will be non transferable and that the corresponding shares will be sold.

The Board of Directors may take any and all measures to protect the rights of holders of securities giving access to the capital existing at the day of the capital increase.

Shareholders may, under the conditions set forth by the law, exercise their full preferential subscription rights for new shares. In addition, the Board of Directors shall also be entitled to award shareholders a subscription rights for excess shares, concerning a higher number of shares or securities giving access to the capital than the number they could subscribe as of right, proportionally to the subscription rights held and in any event up to the limit of their share application.

If the subscriptions as of right, together where relevant with subscriptions for excess shares, do not absorb the entire issue of securities, the Board of Directors may take one or more of the following steps, in the order of its choice:

- limit the issue to the quantity of subscriptions received, provided this quantity is at least three quarters of the planned issue;
- freely allocate all or some of the shares unsubscribed as of right, and where relevant excess unsubscribed shares;
- offer all or some of the unsubscribed shares to the public.

The Shareholders' Meeting notes that, to the benefit of holders of the securities giving access to the Company's capital issued under this resolution, this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription rights to the shares associated with those newly-issued securities.

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the characteristics of the securities to be issued by the Company, to set the date of holding, which may be retroactive, of the securities to be issued and, if applicable, the conditions of their redemption, to suspend, if applicable, the exercise of the right to share allocation attached to the Company's securities according to the applicable laws and regulations, to perform any adjustments designed to take into account the impact of transactions on the capital of the Company, to modify the terms and conditions of the securities to be issued under this resolution while such securities remain outstanding in compliance with the applicable formalities, to perform all necessary deductions on the issuance premium and more generally to take all appropriate actions to complete the issuances and to solicit the admission to trading of the securities to be issued under this resolution.

The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 9

### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE, BY MEANS OF PUBLIC OFFERINGS, SHARES OR SECURITIES, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS**

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with articles L. 225-129 to L. 225-129-6, L. 225-135 and L. 225-136, and L. 228-91 to L. 228-97 of the French Commercial Code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of 24 May 2012 in its 7<sup>th</sup> resolution;
- authorizes the Board of Directors to decide to issue, through public offers, in one or several issuances, with no preferential subscription rights for shareholders, (i) shares of the Company, (ii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in the Company, (iii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in a company of which the Company directly or indirectly holds more than half of the capital (the "Subsidiary"), for subscription in cash or by offsetting against existing debt;
- also authorizes the Board of Directors to decide to issue securities carrying a right to attribution of Company debt instruments.

Public offer(s) decided under this resolution may be associated, as part of a single issuance or as separate issuances occurring at the same time, to an offer(s) defined in article L.411-2, II, of the French Monetary and Financial Code, decided based on the 10<sup>th</sup> resolution proposed at this Shareholders' Meeting.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €45,000,000.

It is emphasized that (i) the total nominal value of all capital increases undertaken immediately or at a later date under this resolution shall not exceed, and shall be deducted from, the Ceiling for capital increases defined in the 8<sup>th</sup> resolution proposed at this Shareholders' Meeting and (ii) this ceiling does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The securities giving access to shares in the Company or in a Subsidiary issued in this way may consist of debt instruments or be associated with the issuance of such instruments, or allow their issuance as intermediary securities.

Debt instruments issued under this delegation of authority may take the form of subordinated securities, perpetual or otherwise, issued in Euros or other currencies.

The total nominal value of all debt instruments issued under this resolution shall not exceed, and shall be deducted from, the ceiling for debt securities defined in the 10<sup>th</sup> paragraph of the 8<sup>th</sup> resolution proposed at this Shareholders' Meeting.

The Shareholders' Meeting decides to eliminate the shareholders' preferential subscription rights for shares and securities to be issued based on this resolution, but the Board of Directors shall be entitled to grant to the shareholders a priority subscription right for shares in excess or subscriptions as of right, for a duration to be determined in compliance with applicable laws and regulations, for all or part of the issuance, in accordance with the 5<sup>th</sup> paragraph of article L. 225-135 of the French Commercial Code. This subscription priority would not lead to the creation of negotiable rights.

If the subscriptions, including, if necessary, any subscription by shareholders, do not absorb the entire issue of securities, the Board of Directors may limit the issue to the quantity of subscriptions received, provided this quantity is at least three quarters of the planned issue.

The Shareholders' Meeting notes that, to the benefit of holders of the securities giving access to the Company's capital issued under this resolution, this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription rights to the shares concerned by those newly-issued securities.

The Shareholders' Meeting decides that:

- the issue price of shares issued directly shall be at least equal to the minimum price provided for by the applicable regulatory provisions (to date, the weighted average of the opening price of the Company's shares for the 3 trading sessions of the Euronext Paris market preceding the date at which the subscription price for the capital increase is set, less a discount of a maximum of 5%) after correction if necessary due to differences in the shares' issue dates;
- the issue price of securities giving access to the capital shall be such that the sum immediately received by the Company, plus any further sum likely to be received if applicable, is no less than the minimum subscription price defined in the previous paragraph for each share issued as a result of issuance of these securities.

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the characteristics of the securities to be issued by the Company, to set the date of holding, which may be retroactive, of the securities to be issued and, if applicable, the conditions of their redemption, to suspend, if applicable, the exercise of the right to share allocation of the Company's shares attached to the securities according to the applicable laws and regulations, to perform any adjustments designed to take into account the impact of transactions on the capital of the Company, to set the terms and conditions allowing to secure the rights of holders of securities giving access at a later date to the share capital of the Company, to modify the terms and conditions of the securities to be issued under this resolution while such securities remain outstanding in compliance with the applicable formalities, to perform all necessary deductions on the issuance premium(s) and more generally to take all appropriate actions to complete the issuances and to solicit the admission to trading of the securities to be issued under this resolution.

The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 10

### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE BY MEANS OF OFFERS REFERRED TO IN ARTICLE L. 411-2 II OF THE FRENCH MONETARY AND FINANCIAL CODE, SHARES OR SECURITIES, WITH NO PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS**

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with articles L. 225-129 to L. 225-129-6, L. 225-135 and L. 225-136, L. 228-91 to L. 228-97 of the French Commercial Code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of 24 May 2012 in its 8<sup>th</sup> resolution;
- authorizes the Board of Directors to decide to issue, by means of offers pursuant to article L.411-2 II of the French Monetary and Financial Code, in one or more issuances, with no preferential subscription rights for shareholders, (i) shares in the Company, (ii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in the Company, (iii) securities giving access by any means, immediately or at a later date, to shares existing or to be issued in a company of which the



Company directly or indirectly holds more than half of the capital (the "Subsidiary"), for subscription in cash or by offsetting against existing debt;

- also authorizes the Board of Directors to decide to issue securities carrying a right to attribution of Company debt instruments.

Offer(s) pursuant to article L. 411-2 II of the French Monetary and Financial Code, decided under this resolution, may be associated, as part of a single issuance or as separate issuances occurring at the same time, to a public offer(s), decided based on the 9<sup>th</sup> resolution proposed at this Shareholders' Meeting.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken pursuant to this resolution shall not exceed €45,000,000 on the one hand, and the legal ceiling (i.e., as of the date of this meeting, 20% of the share capital per year) on the other hand.

It is emphasized that (i) the total nominal value of all capital increases undertaken immediately or at a later date under this resolution shall not exceed, and shall be deducted from, the Ceiling for capital increases set forth in the 8<sup>th</sup> resolution proposed at this Shareholders' Meeting on the one hand, and the ceiling for capital increases set forth in the 9<sup>th</sup> resolution proposed at this Shareholders' Meeting on the other hand, and (ii) these ceilings do not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The securities giving access to the share capital of the Company or of a Subsidiary issued in this manner may consist of debt instruments or be associated with the issuance of such instruments, or allow their issuance as intermediary securities.

Debt instruments issued under this delegation of authority may take the form of subordinated or unsubordinated securities, perpetual or otherwise, issued in Euros or other currencies.

The total nominal value of all debt instruments issued under this resolution shall not exceed, and shall be deducted from, the ceiling for debt securities set forth in the 10<sup>th</sup> paragraph of the 8<sup>th</sup> resolution proposed at this Shareholders' Meeting.

The Shareholders' Meeting decides to eliminate the shareholders' preferential subscription rights with respect to the shares and securities to be issued, based on this resolution.

If the subscriptions do not absorb the entire issue of securities, the Board of Directors may limit the issue to the amount of subscriptions received, provided this amount is at least three quarters of the planned issue.

The Shareholders' Meeting notes that, to the benefit of holders of the securities giving access to the Company's capital issued under this resolution, this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription rights with respect to the shares to which those newly-issued securities give right.

The Shareholders' Meeting decides that:

- the issue price of shares issued directly shall be at least equal to the minimum price provided for by the applicable regulatory provisions (to date, the weighted average of the opening price of the Company's shares for the 3 trading sessions of the Euronext Paris market preceding the date at which the subscription price for the capital increase is set, less a discount of a maximum of 5%) after correction if necessary due to differences in the shares' delivery dates;
- the issue price of securities giving access to the capital shall be such that the sum immediately received by the Company, plus any further sum likely to be received if applicable, is no less than the minimum subscription price defined in the previous paragraph for each share issued as a result of issuance of these securities.

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the characteristics of the securities to be created by the Company, to set the date of holding, which may be retroactive, of the securities to be issued and, if applicable, the conditions of their redemption, to suspend, if applicable, the exercise of the right to shares allocation attached to the Company's securities according to the applicable regulations, to perform any adjustments designed to take into account the impact of transactions on the capital of the Company, to set the modalities according to which the rights of holders of securities giving access at a later date to the share capital of the Company shall be secured, to modify the modalities of the securities to be issued under this resolution during the lifetime of such securities in compliance with the applicable formalities, to perform all necessary deductions on the issuance premium(s) and more generally to take all appropriate actions to complete the issuances and to solicit the admission to trading of the securities to be issued under this resolution.

The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 11

### **AUTHORIZATION FOR 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 RIGHTS FOR SHAREHOLDERS**

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with article L. 225-135-1 of the French Commercial Code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of 24 May 2012 in its 9<sup>th</sup> resolution;
- authorizes the Board of Directors to decide, within the periods and limits prescribed by the law and regulations applicable on the date of the issue (currently, within 30 days after subscription is closed, up to a limit of 15% of the initial issue and at the same price as the initial issue), to increase the number of shares to be issued for each of the issuances undertaken in application of the 8<sup>th</sup>, 9<sup>th</sup> and 10<sup>th</sup> resolutions proposed to this Shareholders' Meeting subject to respect of the ceiling(s) defined in the resolution under which the issue is undertaken.

The authorization given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 12

### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY CAPITALIZATION OF RESERVES, PROFITS, PREMIUMS OR OTHER AMOUNTS ELIGIBLE FOR CAPITALIZATION**

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, in accordance with articles L. 225-129 to L. 225-129-6 and L. 225-130 of the French Commercial Code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of 24 May 2012 in its 10<sup>th</sup> resolution;
- delegates its authority to the Board of Directors to increase the capital, in one or more action(s), by capitalization of reserves, profits, premiums or other amounts eligible for capitalization,

in the form of attribution of free shares or an increase in the nominal value of existing shares, or in a combination of the two.

It is emphasized that transactions undertaken under this resolution may be combined with capital increases in cash carried out under the preceding resolutions.

The total nominal value of the capital increase, immediately or at a later date, undertaken under this resolution shall not exceed €1,000,000,000. It is emphasized that (i) this ceiling is separate from and independent of the ceilings for capital increases resulting from issues of shares or securities authorized by the 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> resolutions proposed at this Shareholders' Meeting, and (ii) this ceiling does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The Board of Directors may decide that fractional subscription rights will be non negotiable and non transferrable and that the corresponding securities will be sold; the proceeds of such sale will be allocated to holders of the rights within the period defined by the regulations.

The Board of Directors shall have all powers to determine, in particular, the characteristics and conditions of the authorized transactions and in particular to set the amount and nature of the reserves and premiums to be incorporated in the share capital, to set the number of new shares to be issued or the amount by which the nominal value of the existing shares will be increased, to set the date of holding, which may be retroactive, of the securities to be issued or the date at which the increase in the nominal value of the existing shares will be effective, and more generally to take all appropriate actions to complete the issuances and to solicit the admission to trading of the securities to be issued under this resolution.

The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 13

### **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL AS A RESULT OF A PUBLIC EXCHANGE OFFER INSTIGATED BY THE COMPANY**

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with articles L. 225-129-2, L. 225-148 and L. 228-91 to L. 228-97 of the French Commercial Code,

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of 24 May 2012 in its 11<sup>th</sup> resolution ;
- delegates its authority to the Board of Directors to decide to issue shares in the Company or securities giving access to shares in the Company already issued or to be issued, in exchange for securities tendered to a public offer which includes an exchange component (as a principal or subsidiary) instigated by the Company in or outside France, in accordance with local rules, in respect of shares in a company whose shares are admitted to trading on a regulated market as concerned by article L. 225-148 mentioned above, and decides, to the benefit of bearers of the newly-issued securities, to eliminate, if necessary, the shareholders' preferential subscription rights for those shares and securities.

The Shareholders' Meeting notes that this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription rights to shares associated with any securities to be issued under this delegation of authority.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €45,000,000.

It is emphasized that (i) the total nominal value of all capital increases undertaken immediately or at a later date under this resolution shall not exceed, and shall be deducted from, the Ceiling for capital increases set forth in the 8<sup>th</sup> resolution proposed at this Shareholders' Meeting on the one hand, and the ceiling for capital increases set forth in the 9<sup>th</sup> resolution proposed at this Shareholders' Meeting on the other hand, and (ii) these ceilings do not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The total nominal value of the debt instruments issued under this resolution shall not exceed, and shall be deducted from, the ceiling for debt instruments defined in the 10<sup>th</sup> paragraph of the 8<sup>th</sup> resolution proposed at the present Meeting.

The Board of Directors shall have all powers to implement this authorization, and in particular to carry out the public offers concerned by this resolution, set the exchange ratio and the amount of cash payment if applicable, set the dates and issue conditions, particularly the price and the date of holding, of shares or where relevant securities giving access to shares in the Company and, where necessary, amend the characteristics of the securities issued under this resolution during the lifetime of the securities concerned in compliance with the applicable formalities, register in

the "Contribution premium" in the balance sheet liabilities, relative to the rights of all shareholders, the difference between the issue price and nominal price of the new shares, and if necessary deduct from this contribution premium account all expenses incurred in connection for the purpose of the authorized operation, and in general take all appropriate action and enter into any and all agreements and to solicit the admission to trading of the securities to be issued under this resolution.

The delegation of authority given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 14

### **AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN RETURN FOR CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY**

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with article L. 225-147 and articles L. 228-91 to L. 228-97 of the French Commercial Code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of 24 May 2012 in its 12<sup>th</sup> resolution, and
- authorizes the Board of Directors to increase the capital by a maximum of 10% of the existing capital at the date of the issuance, in view of the report of Independent Auditor(s), in remuneration of contributions in kind made to the Company, in the form of shares or securities giving access to the capital when the provisions of article L. 225-148 of the French Commercial Code do not apply.

Under this authorization, the Board of Directors will decide after having reviewed the report of the Independent Auditor(s), in accordance with article L. 225-147 of the French Commercial Code.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €45,000,000 on the one hand, and the legal ceiling (at the date of the present Meeting, 10% of the share capital), on the other hand.

It is emphasized that (i) the total nominal value of all capital increases undertaken immediately or at a later date under this



resolution shall not exceed, and shall be deducted from, the Ceiling for capital increases set forth in the 8<sup>th</sup> resolution proposed at this Shareholders' Meeting on the one hand, and the ceiling for capital increases set forth in the 9<sup>th</sup> resolution proposed at this Shareholders' Meeting on the other hand, and (ii) these ceilings do not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The total nominal value of all debt instruments issued under this resolution shall not exceed, and shall be deducted from, the ceiling for debt securities defined in the 10<sup>th</sup> paragraph of the 8<sup>th</sup> resolution proposed at this Shareholders' Meeting.

The Shareholders' Meeting decides, where necessary, to the benefit of holders of the shares or securities issued in exchange for the contribution in kind, to eliminate the shareholders' preferential subscription rights to the shares and securities issued in this way, and records the fact that this delegation of authority automatically entails a waiver by the shareholders of their preferential subscription rights to the shares associated with any securities to be issued under this delegation of authority.

The Board of Directors shall have all powers to implement this authorization, and in particular to determine the terms and conditions of the authorized transactions, including valuing the contribution and where relevant granting special benefits and acknowledging execution of the capital increase and amending the bylaws accordingly and to solicit the admission to trading of the securities to be issued under this resolution.

The delegation of authority to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 15

### **DELEGATION OF POWER TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL TO THE BENEFIT OF MEMBERS OF SAVINGS PLANS WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS**

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors

and the report of the Statutory Auditors, in accordance with article L. 225-129-6 and L. 225-138-1 of the French Commercial Code and articles L. 3332-18 and following of the French Labor Code:

- terminates, with immediate effect, the unused portion of the delegation of power given by the Combined Shareholders' Meeting of 24 May 2012 in its 13<sup>th</sup> resolution;
- delegates to the Board of Directors full powers in order to increase the capital of the Company, in one or several issuances, by an issue of shares or securities giving access to the shares in the Company already issued or yet to be issued, reserved for members of one or more company savings plan(s) (or other plan for which article L. 3332-18 of the French Labor Code would allow a capital increase in similar conditions) at the level of the Company or the EDF Group, established by the Company or other French or foreign companies consolidated in the accounts of the Company according to articles L. 3344-1 and L. 3344-2 of the French Labor Code.

The total nominal value of the capital increase, immediately or at a later date, resulting from all issues undertaken under this resolution shall not exceed €10,000,000. This limit does not include shares in the Company that may be issued in connection with adjustments to preserve the rights of holders of securities giving access to the capital of the Company.

The Shareholders' Meeting fixes the discount at 20% relative to the average opening price of the Company's share over the 20 trading sessions of the Euronext Paris market preceding the date of the decision fixing the opening date for subscriptions. However, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or eliminate this reduction if it deems such action appropriate, in view of factors such as locally applicable legal, accounting, tax or social systems.

The Board of Directors may, within the limits prescribed by the law and regulations applicable, attribute for no consideration shares already issued or to be issued, or other securities giving access to the Company's capital already issued or to be issued, in conformance with the company's additional contribution for employees, or if need be with the reduction.

The Shareholders' Meeting decides, to the benefit of the beneficiaries mentioned above, to eliminate the shareholders' preferential subscription rights concerning the shares and securities



giving access to shares to be issued under this resolution, and to waive all rights to shares or other securities attributed for no consideration in application of this delegation of power.

The Board of Directors shall have all powers to implement this resolution, and in particular to determine the scope, the terms and conditions of transactions and set the dates and conditions of the issues to be made under this authorization, set the opening and closing dates for subscriptions, the dates of holding, the methods for payment of the shares and other securities giving access to the Company's capital, decide that subscriptions may be carried out directly by the beneficiaries, members of a company savings plan (or assimilated plan) or by the intermediary of mutual funds of the company or other structures or entities permitted by the applicable regulations, grant extensions for settlement of the shares and, where relevant, other securities giving access to the Company's capital, and apply for admission to trading for the newly issued securities in any place it wishes.

The delegation of power given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 16

### **AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF TREASURY SHARES**

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, in accordance with article L. 225-209 of the French Commercial Code:

- terminates, with immediate effect, the unused portion of the delegation of authority given by the Combined Shareholders' Meeting of 24 May 2012 in its 14<sup>th</sup> resolution;
- authorizes the Board of Directors to reduce the capital by cancellation of all or some of the shares purchased under the Company's own share repurchase programme, by up to 10% of the existing capital in 24-month period. This 10% limit applies to the amount of the Company's capital, adjusted if necessary to take into account transactions affecting the share capital after the date of this meeting;

- authorizes the Board of Directors to allocate the difference between the repurchase value and nominal value of cancelled shares to the available premiums and reserves;

- grants all powers to this end to the Board of Directors, with the possibility of subdelegation as permitted by the law and regulations applicable, to set the terms and conditions and amend the Company's bylaws accordingly, and more generally to take all necessary action.

The authorization given to the Board of Directors under this resolution is valid for a duration of 26 months from the date of this meeting.

## RESOLUTION 17

### **AMENDMENT OF ARTICLE 10 OF THE BYLAWS**

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for Extraordinary General Meetings, after having taken note of the Board of Directors' report, decided to add a 3<sup>rd</sup> paragraph to article 10 of the Company's articles of association (Transfer and transmission of shares), as follows:

*"The rules governing the legal thresholds for calculating the thresholds to be declared under this article and determining the information to be provided in respect of such declarations shall be applied."*

The rest of the article remains unchanged.

## ORDINARY AND EXTRAORDINARY RESOLUTION

## RESOLUTION 18

### **POWERS FOR COMPLETION OF FORMALITIES**

The Shareholders' Meeting grants all powers to the bearer of an original, a copy or an extract of the minutes of this meeting to carry out all legal and administrative formalities, and file and register all information required by the laws in force.



# INFORMATION ON THE DIVIDEND

EDF's dividend payout policy is clear and intelligible, and designed to foster shareholders' loyalty.

## DIVIDEND POLICY

Since 2011 EDF has committed itself to a payout ratio of between 55% and 65% of recurring net income. In 2013 the dividend per share was stable compared with 2012 and represented a 56,5% payout ratio in line with the objective. For 2014 the Group announced a payout ratio between 55% and 65% applied on a net income excluding non-recurring items adjusted for interest payments on hybrid bonds booked as equity.

	2011	2012 <sup>(1)</sup>	2013 <sup>(2)</sup>
Group recurring net income (in millions of euros)	3,520	4,216	4,117
Dividend per share (in euros)	1.15	1.25	1.25
Payout ratio (as percentage of recurring net income)	60	55	56.5

For these three financial years, moreover, an interim dividend of €0.57 was paid in December.

## 2014, YEAR OF THE FIRST LOYALTY DIVIDEND PAYMENT

The first EDF loyalty dividend is distributed in 2014 to shareholders whose registered shares were registered before 31 December 2011.

The increase applies to the entire dividend of €1.25<sup>2</sup>, i.e., for 2013 financial year, a bonus of €0.125 per share. An interim dividend of €0.57 was paid on 17 December 2013, so the balance remaining to be paid stands at €0.68, to which is added the €0.125 bonus.

The loyalty dividend is paid at the same time as the regular dividend (on 6 June 2014), provided that you still own your shares the day before the detachment date, i.e. on 2 June 2014.

To identify the shares entitled to the loyalty bonus, look up their ISIN codes (International Securities Identification Number):

- ➔ FR0011356237: your shares will be entitled to the loyalty bonus in 2015;
- ➔ FR0011635507: your shares will be entitled to the loyalty bonus in 2016.

Two permanent ISIN codes are also available:

- ➔ FR0011635515: this code indicates that your shares are already entitled to the loyalty bonus;
- ➔ FR0010242511: this is the trading code; your bearer or registered shares acquired during the current year are recorded under this stock code.

<sup>1</sup> Each shareholder has been offered the opportunity of opting for payment of a €0.10 per share fraction of the final dividend in new EDF shares  
<sup>2</sup> See draft resolution 3 on page 22.



# HOW TO ATTEND THE SHAREHOLDERS' MEETING?

If you have a problem, ring the toll-free number 0 800 85 85 85 from France or phone +33 1 40 14 32 57 from outside France.

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 by the third working day before the Shareholders' Meeting, i.e. **Monday 12 May 2014 at 0.00 am** (Paris time).

## TO PROVE YOUR STATUS OF SHAREHOLDER

### IF YOUR SHARES ARE REGISTERED SHARES

You must be recorded on the register (issuer-managed or bank-managed) of EDF's custody account manager, BNP Paribas Securities Services, no later than three trading days before the date of the Shareholders' Meeting at 0.00 am (Paris time), i.e. Monday 12 May 2014 at 0.00 am.

### IF YOUR SHARES ARE BEARER SHARES

You must have an attendance certificate (certificate of ownership of your securities) established by the financial intermediary which manages your securities account. To be accepted, this certificate shall be dated no later than 12 May 2014 and reach BNP Paribas Securities Services (Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 PANTIN Cedex) no later than Monday 12 May 2014.

## YOUR ATTENDANCE AT THE SHAREHOLDERS' MEETING

You have four possibilities to exercise your rights as shareholders:

- **Attend the Shareholders' Meeting personally** with your admission card<sup>1</sup>
- **Vote remotely**
- **Give a proxy to the Chairman of the Shareholders' Meeting**
- **Give a proxy to any other person**

<sup>1</sup> On the day of the meeting, every shareholder will have to provide evidence of their status and their identity.



YOUR RIGHTS BY INTERNET

# YOU CHOOSE TO EXERCISE YOUR RIGHTS BY INTERNET

A little gesture for a grand cause: you save time and make a gesture for the environment. The possibility of taking part by internet will be suspended the day before the Shareholders' Meeting, i.e. on **Wednesday 14 May at 3.00 pm** (Paris time).

Whatever the method of ownership of your shares, you can:

- **Attend the Shareholders' Meeting personally**  
*You print your admission card to the Shareholders' Meeting yourself by downloading it directly on your computer.*
- **Vote remotely**
- **Give a proxy to the Chairman of the Shareholders' Meeting**
- **Give a proxy to any other person**

## FOR YOUR ISSUER-MANAGED REGISTERED SHARES

- Log on to the Planetshares website (<https://planetshares.bnpparibas.com>) using the ID number and password that you normally use to view your account.
- Click on the "Attend the Shareholders' Meeting" 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:
  - > No password: click in the top right-hand on "First login?" and follow the instructions.
  - > No longer any password: click on "Forgotten password?" and follow the instructions.
- With the ID and password, go to the "Attend the Shareholders' Meeting" area and follow the instructions. You will be directed to VOTACCESS to print your admission card, vote or give a proxy.

## FOR YOUR BEARER SHARES

- You can use VOTACCESS if your financial intermediary offers you this service.
- Log on to the "stock market" portal of your financial intermediary and follow the instructions to access VOTACCESS 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 **18 April to 14 May 2014 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.



# YOU CHOOSE TO EXERCISE 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 an attendance certificate with it.

**To receive your admission card<sup>1</sup>**  
in order to attend the meeting personally, tick box A.

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

**To give a proxy**  
to another person, tick the box and indicate the name and address of the proxy.

**To vote by post,**  
tick the box.

**IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.**

**QUELLE QUE SOIT L'OPTION CHOISIE, NOTER COMME CI-DESSOUS LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM.**

**A.** Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholders' meeting and request an admission card : date and sign at the bottom of the form.  
**B.** J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

**ASSEMBLÉE GÉNÉRALE MIXTE DES ACTIONNAIRES**  
convocquée pour le jeudi 15 mai 2014, à 10h 00, au Carrousel du Louvre, 99 rue de Rivoli, 75001 PARIS  
**COMBINED GENERAL MEETING FOR THE SHAREHOLDERS**  
to be held on Thursday May 15, 2014 at 10:00 a.m., at Carrousel du Louvre, 99 rue de Rivoli, 75001 PARIS

**CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only**

Identifiant / Account:  Normatif / Registered / Single vote  Site simple  
Nombres / Number of shares:  Site double / Double vote  Porteur / Bearer  
Nombre de voix / Number of voting rights

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'exception de ceux que je signale en notifiant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.  
I vote YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en notifiant comme ceci ■ la case correspondante à mon choix.  
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

1	2	3	4	5	6	7	8	9	Oui / Yes	Non/No	Oui / Yes	Non/No
10	11	12	13	14	15	16	17	18	A	F		
19	20	21	22	23	24	25	26	27	B	G		
28	29	30	31	32	33	34	35	36	C	H		
37	38	39	40	41	42	43	44	45	D	J		
									E	K		

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso recto (3)  
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
See reverse (3)

**JE DONNE POUVOIR A :** Cf. au verso recto (4)  
I HEREBY APPOINT see reverse (4)  
M., Mme ou Mlle, Raison Sociale / M, Mrs or Miss, Corporate Name  
Adresse / Address

**ATTENTION :** S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées 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 (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)  
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)  
Cf. au verso recto (1) - See reverse (1)

Pour être prise en considération, toute formule doit parvenir au plus tard :  
in order for be considered, the completed form must be received at the latest:  
sur 1<sup>ère</sup> convocation / on 1st notification 15 mai 2014 / May 15<sup>th</sup> 2014  
sur 2<sup>ème</sup> convocation / on 2nd notification

Date & Signature

1/10 - BNP PARIBAS SECURITIES SERVICES, CTS Assemblées, Grands Miroirs de Paris - 92161 PRANTIN Cedex

**To be accepted,**  
your form must reach BNP Paribas Securities Services  
no later than 12 May 2014.

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

<sup>1</sup> If you have not received your admission card by post on the third working day before the day of the Shareholders' Meeting, i.e. Monday 12 May 2014:  
> if you own registered shares, you can present yourself directly at the Shareholders' Meeting (with evidence of identity);  
> if you own bearer shares, you must ask your financial intermediary for an attendance certificate and present it on the day of the Shareholders' Meeting, together with evidence of identity.



REQUESTING INFORMATION

# 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 Law 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.

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 8,

or by electronic mail to the following address [questions@edf.fr](mailto:questions@edf.fr), at the latest on the fourth working day before the date of the Shareholders' Meeting, i.e. 9 May 2014.

In accordance with article R. 225-84 of the French Commercial Law 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 COMBINED SHAREHOLDERS' MEETING

Help us reduce CO<sub>2</sub> emissions by using less printed documents.

Documents are available for consulting and downloading 21 days prior to the Shareholders' Meeting on our website <http://shareholders.edf.com> (click on: Shareholders, then on: Shareholders' Meeting).

However, if you wish to receive these documents by mail, please return the form below completed and signed to:

**BNP PARIBAS Securities Services**  
**CTS Assemblées générales**  
**Les Grands Moulins de Pantin**  
**9, rue du Débarcadère**  
**93761 PANTIN Cedex**

## COMBINED SHAREHOLDERS' MEETING OF 15 MAY 2014

I, undersigned, (Mr/Mrs) Last name: ..... First name: .....

Company<sup>1</sup>: .....

Address: .....

Zip code: ..... City: .....

**Hereby request EDF to send me by postal mail the following documents and information (please check appropriate box):**

- EDF Group financial statements.
- Report of the Board of Directors and Chairman's Report on corporate governance, internal control and risk management procedures.
- Other documents and information stipulated in article R. 225-83 of the French Commercial Code.

Signed at ....., on ..... 2014.

Shareholder's signature

Note: 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 EDF - Shareholders' Relations Department - 22-30, avenue de Wagram - 75008 Paris..

<sup>1</sup> For legal entities: please mention the exact corporate name.



# YOU ARE COMING TO ATTEND THE SHAREHOLDERS' MEETING

**At 10.00 am on 15 May 2014**

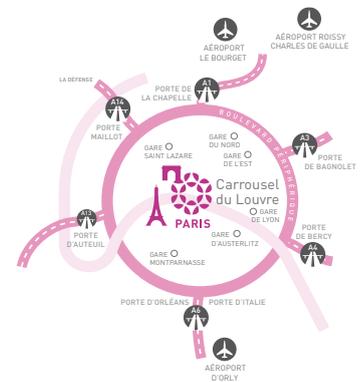
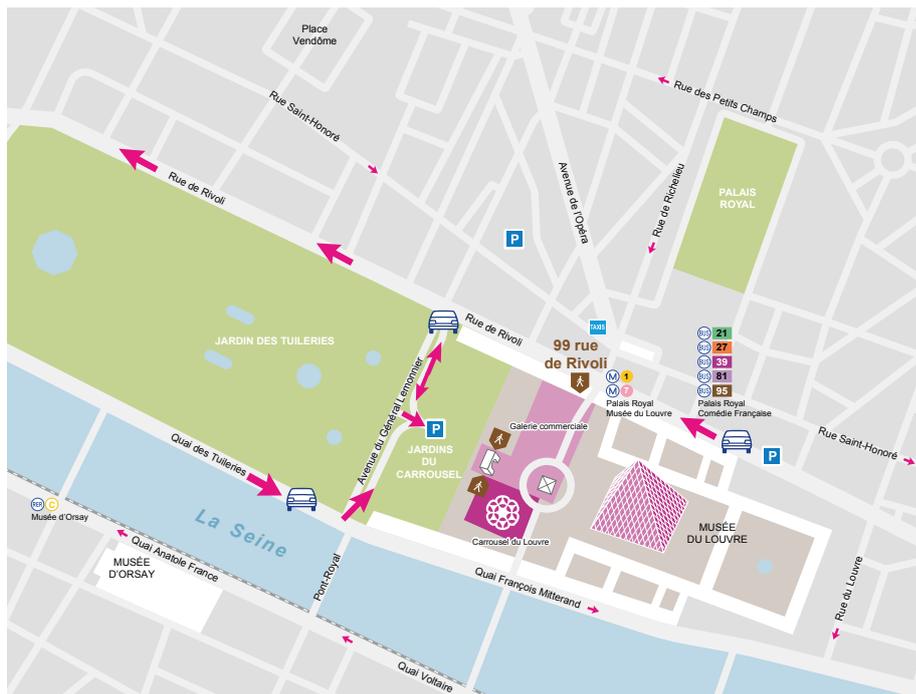
Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris

## PRACTICAL INFORMATION

- **On foot:** access via the Carrousel du Louvre shopping mall situated 99 rue de Rivoli, or through the jardin du Carrousel (garden)
- **By bus:** lines **21 27 39 81 95** Palais Royal station
- **By metro:**
  - **M 1** Palais Royal-Musée du Louvre station, take the Carrousel du Louvre - Musée du Louvre exit
  - **M 7** Pyramides or Pont Neuf station

*NB: the Palais Royal-Musée du Louvre station on line 7 is closed from 4 May to 27 July 2014.*
- **By car:** access to the Carrousel du Louvre is via:
  - the tunnel on avenue du Général Lemonnier;
  - Quai des Tuileries from Place de la Concorde;
  - Rue de Rivoli;
  - coming from Pont-Royal on the left bank.

The car park is open from 7.00 am to 11.00 pm for entry, and 24/24 for exit.



# HOW TO CONTACT US

FOR ANY  
INFORMATION  
ON THE GROUP,  
THE SHAREHOLDERS '   
RELATIONS  
DEPARTMENT  
REMAINS AT  
YOUR DISPOSAL

- By phone  
+33 1 40 42 48 00,  
from Monday to Friday, 9 am to 6 pm
- By post  
EDF - Service Relation actionnaires  
22-30, avenue de Wagram  
75008 Paris
- By e-mail  
[actionnaires@edf.fr](mailto:actionnaires@edf.fr)
- By internet  
<http://actionnaires.edf.com>

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

SA share capital €930,004,234  
552081317 RCS Paris

[www.edf.com](http://www.edf.com)

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The Annual Report will be published  
on 15 May 2014 at:

[rapportannuel2013.edf.com](http://rapportannuel2013.edf.com)

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