



SHAREHOLDERS' COMBINED MEETING



**30 MAY 2013
AT 02:30 PM**

**PALAIS DES CONGRÈS
2 PLACE DE LA PORTE MAILLOT
75017 PARIS**



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CHAIRMAN'S WORD



**IT IS MY PLEASURE
TO INVITE YOU
TO ATTEND THE
EDF ANNUAL
SHAREHOLDERS'
COMBINED MEETING
CONVENED AT
02:30 PM ON
THURSDAY 30 MAY
2013 AT THE PALAIS
DES CONGRÈS, PORTE
MAILLOT, IN PARIS**



DEAR MADAM, DEAR SIR, DEAR SHAREHOLDERS,

EDF's results were up in 2012, underscoring a third consecutive year of progress during which the Group delivered on its commitments. The Group has invested nearly €12 billion across all its businesses as part of its resolute commitment to rising to the challenges that lie ahead, while continuing to improve the Company's financial structure. These investments will enable the Group to respond to industrial issues and ensure the long-term sustainability of the EDF industrial model, a model that has once again proven its relevance.

After ramping up its equity stake in EDF Énergies Nouvelles to 100% in 2011, the Group continued its strategic developments in 2012, with a view to improving its growth profile. As such, EDF took exclusive control of Edison, Italy's number two energy operator, thereby bolstering the Group's gas strategy and consolidating its position as a major player in Italy.

Our Shareholders' Meeting will give you the opportunity to hear about this strategy in details. I shall also discuss the Group's outlook in the current global context. My wish is for our Shareholders' Meeting to be the perfect occasion for dialogue and exchanges with you, and I warmly encourage you to attend.

For those unable to travel, the entire Annual Shareholders' Meeting will be webcast live on the edf.com website. You may also vote via internet. In addition, by opting for the e-invitation to future Shareholders' Meetings, you can contribute to environmental protection and participate in EDF's sustainability efforts.

I look forward to seeing you on May 30. Thank you for your trust and support to EDF.

Henri Proglio
EDF Chairman & CEO

FINANCIAL INDICATORS

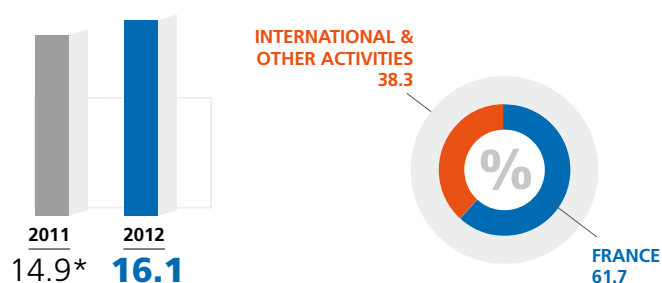
SALES in €bn

+5.8%**



EBITDA in €bn

+4.6%**

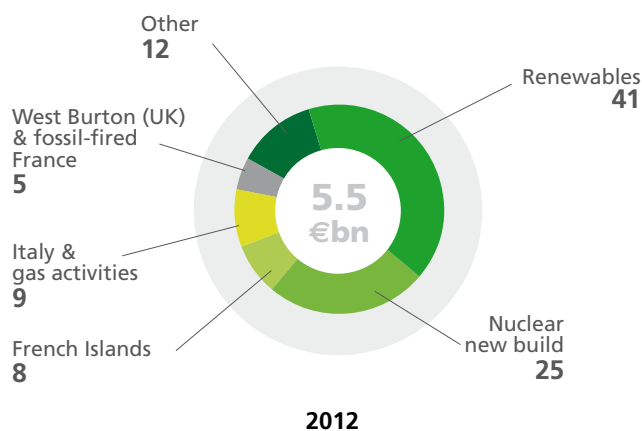
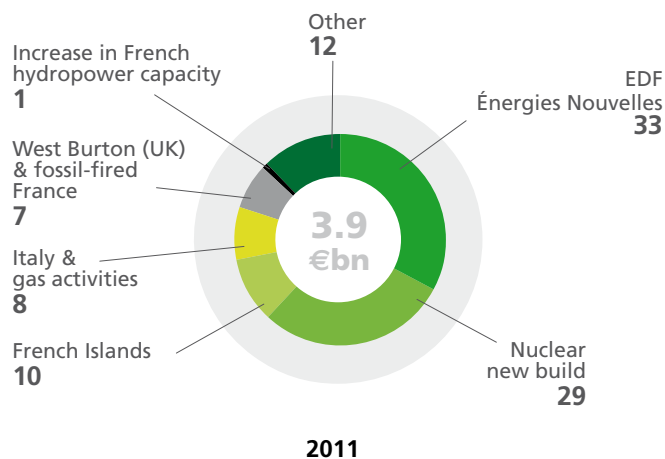


The **EBITDA** is up 6% due to the strong performance from France (organic growth of 8%), from Italy with arbitrations obtained on Edison's gas supply contracts (organic growth of 23.1%) and, to a lesser extent, from the 'Other activities' segment reflecting the strong growth of EDF Énergies Nouvelles.

* Data adjusted for the impact of option IAS 19.

** Organic growth on a comparable consolidation and exchange rate basis.

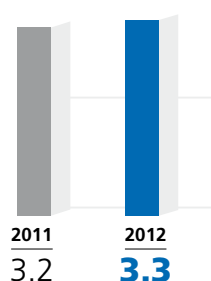
GROSS OPERATIONAL INVESTMENTS FOR DEVELOPMENT in %



NET INCOME - GROUP SHARE

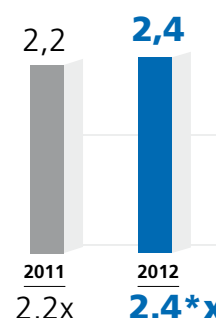
in €bn

+5.3%



Net income – Group share stands at €3,316 million, up 5.3% compared with 2011 restated. Non-recurring items after tax in 2012 have an unfavourable impact on net income – Group share for €900 million (notably, impairments on Alpiq, Switzerland and CENG, United States).

NET FINANCIAL DEBT / EBITDA

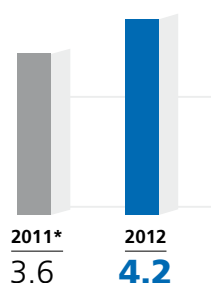


* Pro forma after appropriation of the credit for the CSPE tax on electricity bills to dedicated assets on 13 February and retirement of €2.4bn in assets allowing 100% coverage of the nuclear liabilities of EDF eligible for dedicated assets.

NET INCOME EXCLUDING NON-RECURRING ITEMS

in €bn

+16.9%

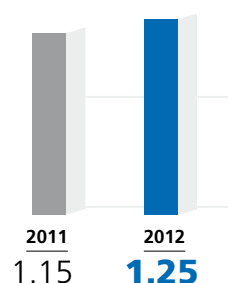


The Group's net income excluding non-recurring items reaches €4,216 million, up 16.9%, compared with 2011 restated. It includes financial income of €29 million due to the recognition of financing costs from the cumulative CSPE** receivable at end-2012.

DIVIDEND

in €

+9%



* Data adjusted for the impact of option IAS 19.

** CSPE : Contribution au Service Public de l'Électricité (public service tax).

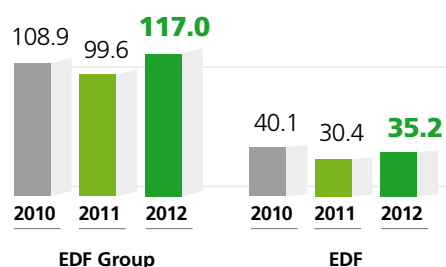
SUSTAINABLE DEVELOPMENT INDICATORS

The information on the reporting scope is available in the '2012 Sustainable development indicators' brochure.

ENVIRONMENT INDICATORS

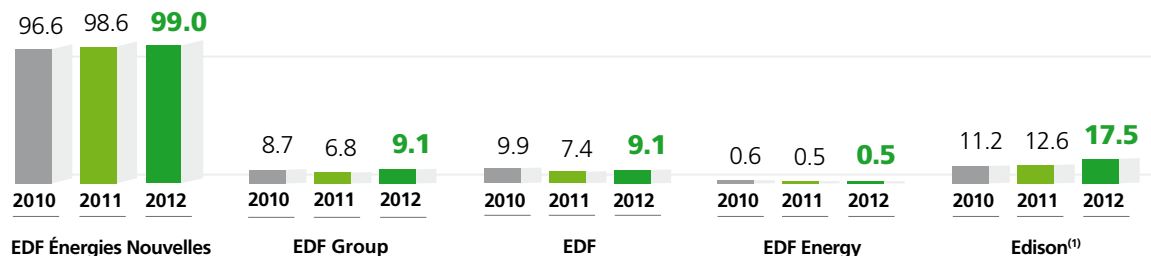
2012 CO₂ EMISSIONS DUE TO ELECTRICITY AND HEAT GENERATION (g/kWh)

The increase of specific CO₂ emissions (+18%) and absolute emissions (13%) are explained at both Group and France levels by a higher thermal generation and the decline in nuclear generation.



SHARE OF ELECTRICITY AND HEAT GENERATED FROM RENEWABLE ENERGY SOURCES (IN %)

Note : hydro generation includes the energy produced by pumped storage power plants.



(1) In 2012, Edison data (excluding Edipower) are fully consolidated.

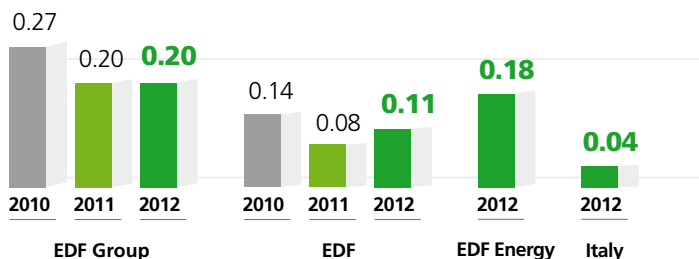
In 2012, the proportion of electricity and heat generated from renewable sources within the Group increased by 2.3 points mainly due to the significant rise in hydro-electric generation in France (up 23% on 2011, a year of low hydraulicity).

ACIDIFICATION : SO₂ EMISSIONS FROM ELECTRICITY AND HEAT GENERATION (g/kWh)

The Group retains its SO₂ specific emissions at the level reached in 2011 whose strong decrease was due to the commissioning in 2011 of a desulfurisation system at the Laibin, China, coal-fired plant.

The decrease of absolute emissions at Group level (-2% and 137.8 kilotons) is due mainly to the deep decrease of the emissions of Dalkia which adopted the Group's calculation methods (conversion factor).

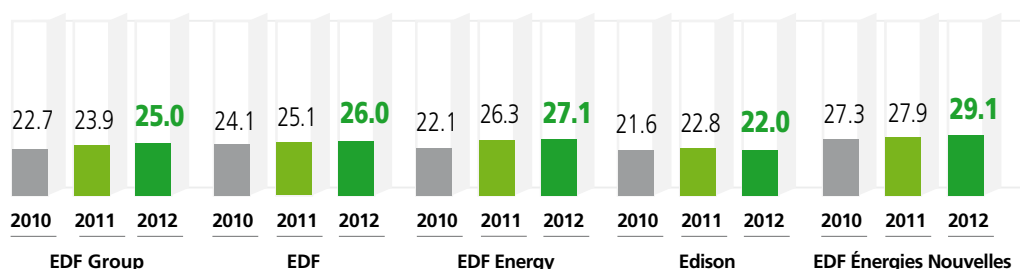
In continental France, the sharp increase of specific SO₂ emissions (+37% compared with 2011) is the automatic consequence of the increase of thermal generation.



SOCIAL INDICATORS

PERCENTAGE OF WOMEN AT MANAGERIAL LEVEL

The percentage of women at managerial level continued to increase in 2012 both in France and across the Group. Currently women hold one in four executive positions within the EDF Group.



NUMBER OF HANDICAPPED EMPLOYEES

EDF engages in voluntary initiatives with the objective to welcome every year people with disabilities : nearly 80 young people on work-study programmes have joined EDF or ERDF in 2012 and 190 employees have been recruited by EDF and ERDF.

Globally the number of disabled employees who joined the Group has increased.

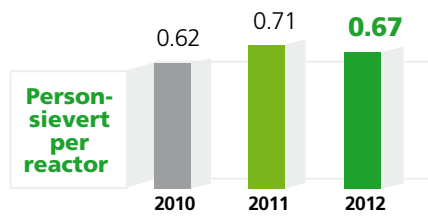
| | 2010 | 2011 | 2012 |
|-----------|-------|-------|-------|
| EDF Group | 3,078 | 4,601 | 4,519 |
| EDF | 1,558 | 1,698 | 1,842 |

SAFETY INDICATORS: DOSIMETRY

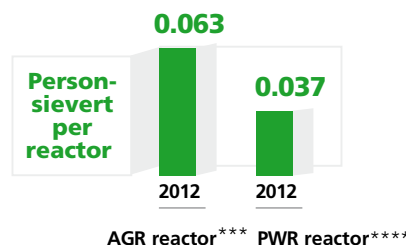
By mobilizing all local actors, EDF has achieved ongoing improvement in the protection of personnel against ionizing radiation.

Average collective dose*

EDF**



EDF ENERGY



The average annual collective dose for all site workers, whether employees of EDF or contractors, was halved in less than 10 years, and is thus comparable to the average values recorded by operators of plants using the same technology (pressurized water reactors).

The decrease seen in 2012 must be considered in relation to a smaller volume of maintenance activities than in 2011.

EDF is actively continuing the ALARA (As Low as Reasonably Achievable) approach to control the collective dose, in anticipation of major refits and the resulting volumes of work.

EDF is continuing its efforts to bring individual doses from exposure to radiation below the regulatory limit. In 2012, the number of site workers (EDF and subcontractors' employees) registering an individual dose over a rolling 12-month period above 16 mSv but below 20 mSv (the legal annual wholebody limit) was never more than 2 (compared to 10 in 2009, 3 in 2010, 2 in 2011), and none of the siteworkers in question registered higher than 18mSv.

The remarkable 2012 result of the PWR fleet of reactors is largely due to the lack of refueling and maintenance outage at the Sizewell, United Kingdom, site.

The performance of EDF Energy sites in radiological protection and particularly in terms of reducing exposure to radiation continues to improve, mainly due to optimized management of maintenance and repair.

* Average annual dose for all site workers, whether employees of EDF or employees of external companies.

** EDF employees and contractors.

*** AGR (Advanced Gas cooled Reactor): nuclear reactors operated in the United Kingdom.

**** PWR (Pressurised Water Reactor): most operated type of reactors worldwide.

OVERVIEW OF THE GROUP'S ACTIVITY

2012 OVERVIEW

EDF ONCE AGAIN KEEPS ITS COMMITMENTS

In the difficult context of a gloomy economic and energy environment, EDF group kept its commitments for the third year running. EDF posted 4.6% organic growth in EBITDA to €16.1 billion, has a net debt/EBITDA ratio of 2.4 x* and proposes paying a dividend of €1.25 per share at its next General Meeting, thus meeting all the objectives the Group had set itself.

A GOOD OPERATING PERFORMANCE THANKS TO A DIVERSIFIED PRODUCTION MIX

EDF posted an overall 2.3% increase in electricity production to 643 TWh in 2012, thus profiting fully from its diversified energy and geographic profile. The year was marked by the decline in French nuclear power production by 3.8% to 405 TWh because of the extension of shutdowns for power station maintenance due to unplanned technical events and additional inspections and works.

However, this decline was partly offset by hydroelectric power production, which increased by 28.7% after an historically dry spell the previous year.

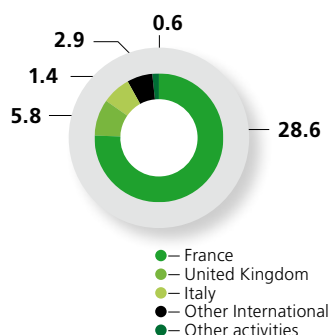
Finally, in the United Kingdom the Group posted the best nuclear power production of these last seven years, reaching 60 TWh, up 7.5% from 2011.

In renewable energies, EDF, via its EDF Énergies Nouvelles subsidiary, had a record year with the commissioning of more than 1,550 MW of wind-power and solar capacity, thus enabling it to achieve its objective of 4,200 MW of net installed capacity at the end of 2012.

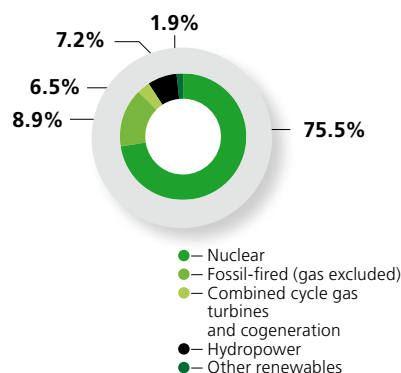
In order to maintain and develop a high-quality industrial tool, the Group invested €11.8 billion in 2012, which represents a 12% increase from the previous year.

In accordance with the Group's requirements regarding the safety of its power stations, EDF continued its nuclear maintenance investments in France, which once again were up sharply by 32% compared with 2011. EDF also continued

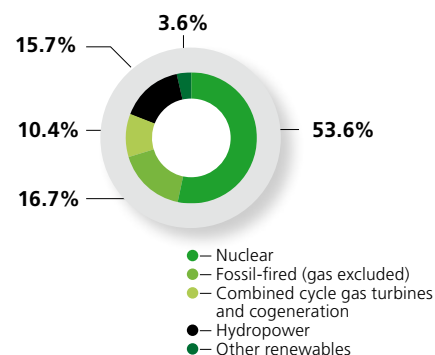
CLIENTS: 39.3 MILLIONS



GENERATION: 642,6 TWh



139,5 GWe INSTALLED



* Pro forma after appropriation of the credit for the CSPE tax on electricity bills to dedicated assets on 13 February 2013 and retirement of €2.4 bn in assets allowing 100% coverage of the nuclear liabilities of EDF eligible for dedicated assets.

its efforts to modernize and expand its networks, with a 13% increase in CAPEX to €3 billion.

A DECISIVE AND FORMATIVE YEAR FOR THE FUTURE OF EDF

EDF carried out formative operations from both a financial viewpoint and an operational viewpoint.

The improvement in the Group's capital structure as part of the industrial project has been a focus of management concern for the past three years. Accordingly, the resolution of the "CSPE" (public service tax) deficit was one of its priorities in 2012. It is therefore a significant breakthrough that was achieved with the conclusion in early 2013 of agreements concerning, on the one hand, the repayment by the government of the credit of €4.9 billion accumulated at the end of 2012 and, on the other hand, its allocation to dedicated assets. These transactions also permitted EDF to subtract €2.4 billion from the asset portfolio, allowing net debt to be reduced by the same amount.

Again as part of its active balance sheet management, in early January 2013 EDF issued hybrid debt in three currencies (the euro, the pound sterling and the US dollar). This operation was a great success with investors. It was four times over-subscribed and enabled EDF to raise the equivalent of €6.2 billion. This instrument, especially suitable for the Group's long-term investment profile, will enable it to strengthen its capital structure.

From an operational viewpoint, EDF finalized a major transaction with the takeover of the No. 2 Italian energy producer Edison, for which the year was marked by successful arbitrages on gas supply contracts in Libya and Qatar.

Moreover, in accordance with the Group's priorities in terms of employment and skills development, more than 6,000 recruitments were made in 2012, including more than 2,000 job creations.

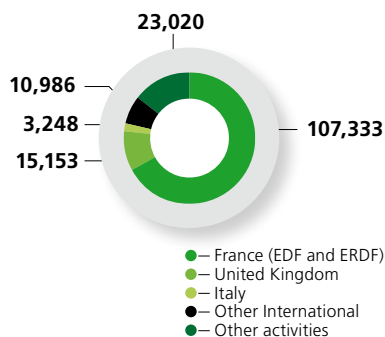
MAJOR INTERNATIONAL BREAKTHROUGHS

In the United Kingdom, EDF Energy announced the extension of the operating life of two of its nuclear power stations, Hunterston B and Hinkley Point B, by an extra seven years. The stations will accordingly remain operational until 2023.

Moreover, within the framework of the new nuclear investment decision, EDF Energy passed through major stages on its Hinkley Point C project located in the Somerset region. The British nuclear safety authority certified the EDF organization to build and operate the facility and, at the end of the year, certified the design of the EPR nuclear reactor, having considered that it met the essential safety and environmental impact criteria.

In China, construction of the two EPRs made significant progress, with, in particular, the installation of the dome of the Unit 2 reactor building less than one year after installing the dome of the first reactor.

EMPLOYEES: 159,740



INCREASE IN FINANCIAL RESULTS

| <i>(in millions of euros)</i> | 2011 ⁽¹⁾ | 2012 | Evolution | Organic change |
|--|---------------------|---------------------------|-----------|---------------------|
| Sales | 65,307 | 72,729 | 11.4% | 5.8% ⁽²⁾ |
| EBITDA | 14,939 | 16,084 | 7.7% | 4.6% ⁽²⁾ |
| Net income – Group share | 3,148 | 3,316 | 5.3% | |
| Net income excluding non-recurring items | 3,607 | 4,216 | 16.9% | |
| | 31/12/2011 | 31/12/2012 ⁽³⁾ | | |
| Net financial debt (€Bn) | 33.3 | 39.2 | | |
| Net financial debt / EBITDA | 2.2 | 2.4 | | |

(1) Data adjusted for the impact of option IAS 19 (SoRIE method).

(2) Organic growth on a comparable consolidation and exchange rate basis.

(3) Pro forma after appropriation of the credit for the CSPE tax on electricity bills to dedicated assets on 13 February 2013 and retirement of €2.4 bn in assets allowing 100% coverage of the nuclear liabilities of EDF eligible for dedicated assets.

Revenues posted 5.8% organic growth to €72,729 million.

EBITDA stood at €6,084 million, a 4.6% organic increase relative to 2011 thanks to good performances in France, Italy and, to a lesser extent, the “Other businesses” segment.

In detail*:

- France saw an 8% increase in its EBITDA thanks to the good performance of regulated activities, which profited from a volume effect related to the climate and from the increase in the transport proportion of tariffs, but also due to good control of operating costs, which increased by only 3.1%.
- In the United Kingdom, EBITDA declined slightly, by 1.5% from 2011, due to the end of the positive effect of the revaluation at fair market value of the acquisition of British

Energy. Adjusted for this item, organic growth was 7.5%, reflecting in particular the good performance of the existing nuclear and thermal power facilities.

- Italy grew 23.1% mainly thanks to the favourable outcome of the arbitrating of Edison's long-term gas supply contracts, which led to an increase in EBITDA for the region by €680 million.
- The “Other International” segment declined 19.5% due to the negative impact of economic and regulatory conditions, especially in Belgium, Poland and the United States.
- Finally, the “Other businesses” segment posted 4.7% growth notably thanks to the good performance of EDF Énergies Nouvelles (+20.6%), which had a record year for commissioning and favourable weather conditions.

* The Ebitda growth percentages mentioned for the areas/sectors of activity are expressed in terms of organic growth.

Net profit on ordinary activities rose 16.9% to €4,216 million. It includes financial income of €629 million corresponding to the recognition of the cumulative carrying costs of the "CSPE" credit at end-2012.

Attributable net profit amounted to €3,316 million, up 5.3% from the previous year.

Net long-term debt stood at €39.2 billion in pro-forma data, corresponding to a net debt/EBITDA ratio of 2.4x, below the maximum limit of 2.5x that it had set itself.

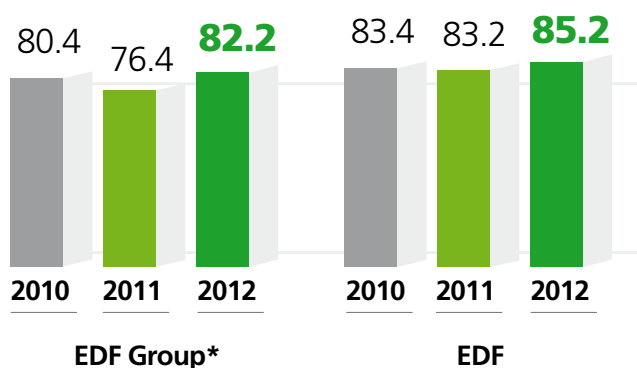
DIVIDEND

The EDF Board of Directors meeting of 13 February 2013 decided to propose to the Annual General Meeting of 30 May 2013 the payment of a total dividend of €1.25 per share for financial year 2012, corresponding to a 55% payout ratio (dividend relative to net profit on ordinary activities), in accordance with the announced objective of 55% to 65%.

Allowing for the interim dividend of €0.57 per share paid in December 2012, the balance of the dividend remaining to be paid is €0.68 per share. Subject to approval by the General Meeting, each shareholder will be offered the possibility of opting for payment in new EDF shares for a proportion of €0.10 per share on the balance of the dividend remaining to be distributed.

The French state, majority shareholder in EDF with an 84.4% stake, agreed on 14 February 2013 to vote in favour of this resolution and to exercise its option for the payment in shares of the proportion of the balance of the 2012 dividend payable in shares.

PERCENTAGE OF EMPLOYEES TRAINED DURING THE YEAR



* 2011: ESTAG excluded. 2010: ESTAG and EnBW excluded.

FIVE-YEAR SUMMARY OF EDF RESULTS

(EDF SA SUMMARY CORPORATE FINANCIAL STATEMENTS)

| | 2012 | 2011 | 2010 | 2009 | 2008 |
|---|---------------|----------------------|----------------------|----------------------|----------------------|
| CAPITAL AT YEAR-END | | | | | |
| Capital (in millions of euros) | 924 | 924 | 924 | 924 | 911 |
| Capital contributions (in millions of euros) | | | | | |
| Number of ordinary shares in existence | 1,848,866,662 | 1,848,866,662 | 1,848,866,662 | 1,848,866,662 | 1,822,171,090 |
| 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 | | | | | |
| OPERATIONS AND RESULTS OF THE YEAR (IN MILLIONS OF EUROS) | | | | | |
| Sales excluding taxes | 44,106 | 41,950 | 40,906 | 38,895 | 39,003 |
| Earnings before taxes, employee profit sharing, depreciation and provisions | 7,978 | 5,417 | 4,906 | 4,531 | 3,842 |
| Income taxes | 460 | 356 | 660 | 402 | (346) |
| Employee profit share for the year | | | | | |
| Earnings after taxes, employee profit sharing, depreciation and provisions | 3,566 | 1,118 | 1,492 | 4,580 | 867 |
| Earnings distributed | | 2,125 ⁽¹⁾ | 2,122 ⁽¹⁾ | 2,111 ⁽¹⁾ | 2,328 ⁽¹⁾ |
| Interim dividend distributed | 1,053 | 1,053 | 1,054 | 1,002 | 1,164 |
| EARNINGS PER SHARE (€/ACTION) | | | | | |
| Earnings after taxes and employee profit sharing, before depreciation and provisions | 4.07 | 2.74 | 2.30 | 2.23 | 2.30 |
| Earnings after taxes, employee profit sharing, depreciation and provisions | 1.93 | 0.60 | 0.81 | 2.48 | 0.48 |
| Dividend per share | | 1.15 ⁽¹⁾ | 1.15 ⁽¹⁾ | 1.15 ⁽¹⁾ | 1.28 ⁽¹⁾ |
| Interim dividend per share | 0.57 | 0.57 | 0.57 | 0.55 | 0.64 |
| PERSONNEL | | | | | |
| Average number of employees over the year | 64,303 | 62,479 | 60,380 | 59,837 | 59,131 |
| Total payroll expense for the year (in millions of euros) | 3,687 | 3,600 | 3,377 | 3,265 | 3,178 |
| Amounts paid for employee benefits and similar (social security, company benefit schemes, etc) (in millions of euros) | 2,551 | 2,161 | 2,125 | 2,025 | 1,917 |

(1) Including the interim dividend paid out.

CORPORATE GOVERNANCE



CORPORATE GOVERNANCE

EDF adheres to the consolidated AFEP-MEDEF Code revised in April 2010, which is the corporate governance code to which the Company will refer following article L.225-37 of the Commercial Code, subject to the specific laws and regulations applicable.

BOARD OF DIRECTORS

In compliance with article 6 of 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.

Directors met 9 times with an average attendance rate of 89.5%. The committees held a total of 27 preparatory meetings.

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.

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 Chair of each committee is appointed by the Board upon proposal from the relevant committee.

THE FIVE 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.

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 of Directors 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, the General Inspectorate's report on the regulated market.

It also conducts every year an assessment of the Board's operation, and oversees a formal assessment of the proceedings by the Board and the committees conducted every three years by an independent firm. Based on the findings from these assessments, the Ethics Committee then submits proposals designed to improve the operation and efficiency of the Board.

APPOINTMENT 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 (including the performance targets for the variable portion, and its assessment of the CEO's performance against the performance criteria) and any ancillary compensation paid to him. It also submits this opinion to the Board for deliberation and determination of this compensation level.

MEMBERSHIP OF THE BOARD OF DIRECTORS

AS OF 15 MARCH 2013

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
General Manager of Assistance
Publique – Hôpitaux de Paris



Michael JAY
Crossbench member
of the British House of Lords



Bruno LAFONT
Chairman and CEO of Lafarge



Pierre MARIANI
Member of the Board of Directors
of Dexia Asset Management
Managing Director and Chief Executive
Officer of Pierre Mariani Consulting

EMPLOYEE REPRESENTATIVES



Christine CHABAUTY
Sponsored by the CGT union



Alexandre GRILLAT
sponsored by the CFE-CGC union



Philippe MAÏSSA
sponsored by the CGT union



PERSONS ATTENDING THE BOARD OF DIRECTORS IN A CONSULTATIVE CAPACITY

- **Pierre-Marie ABADIE**, Government commissioner, Director of Energy at the General division for Energy and Climate for the French Minister of Ecology, Sustainable Development and Energy
- **Bruno ROSSI**, Chief of State Economic and Financial Control Mission
- **Marie-Christine NADEAU**, Secretary of the Central Works Council

FRENCH STATE REPRESENTATIVES APPOINTED BY DECREE



David AZEMA

Equity investments Commissioner at the French Ministry of the Economy and Finance and the Ministry of Productive Recovery



Julien DUBERTRET

Director of the National Budget for the Ministry of the Budget, Public Accounts and State reform



Yannick d'ESCATHA

Chairman of the government space policy agency Centre National d'Etudes Spatiales (CNES)



Marie-Christine LEPETIT

Head of the General Finance Inspectorate at the Ministry of the Economy and Finance



François LOOS

Vice-Chairman of the Regional Council of Alsace



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 2012.
- Approval of the reports and consolidated financial statements for the year ended on 31 December 2012.
- Allocation of the net income for the year ended on 31 December 2012 and determination of the dividend amount.
- Option for the payment of a portion of the dividend in shares.
- 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.
- Authorization granted to the Board of Directors to carry out transactions on the Company's shares.

EXTRAORDINARY MEETING AGENDA

- Amendment of the bylaws.
- Amendment of the articles of association - Resolution proposed by the "EDF Shares" FCPE Supervisory Board and reviewed by the Board of Directors of EDF during its meeting of 3 April 2013 during which it was approved.

ORDINARY AND EXTRAORDINARY MEETING AGENDA

- Powers for completion of formalities.

REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

In addition to the ordinary resolutions submitted to you, we request you to decide on the extraordinary resolutions on the update of the Company's articles of association in order to reflect the codification in the French Energy Code of some provisions applicable to the Company, and on the update of the articles of association proposed by the Supervisory Board of the "EDF Shares" FCPE.

ORDINARY RESOLUTIONS

RESOLUTIONS 1 & 2

APPROVAL OF REPORTS AND OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2012

These two resolutions request your approval of EDF's annual financial statements which emphasizes a profit of €3,566,370,904.14 and the EDF group's consolidated financial statements, as set up by Board of Directors during its meeting held on 13 February 2013.

It is specified that the overall sum of expenses and charges concerned by article 223 quater of the French Tax Code is €2,051,289 for the 2012 financial year and that the related tax amounts to €740,515.

RESOLUTION 3

ALLOCATION OF THE NET INCOME FOR THE YEAR ENDED ON 31 DECEMBER 2012, AND DETERMINATION OF THE DIVIDEND AMOUNT

It is proposed to the Shareholders' Meeting to attribute to the shareholders, as dividend, the sum of €1.25 per share and to allocate the balance of the distributable profit to the retained earnings account. Taking into account the interim dividend of €0.57 per share for the 2012 financial year distributed on 17 December 2012, the balance of the dividend to be distributed amounts to €0.68 per share.

The total amount of the dividend, including the amount of the interim dividend, represents a maximum of €2,311,083,327.50 on the basis of the number of shares composing the share capital on 31 December 2012, it being specified that the shares that would be

held by the Company at the date of payment of the dividend will not confer rights to the dividend.

The dividend would be paid out on 8 July 2013. The ex-date would be 6 June 2013.

RESOLUTION 4

OPTION FOR THE PAYMENT IN SHARES OF A PORTION OF THE DIVIDEND

It is proposed to offer to each shareholder the possibility of choosing payment in new Company shares for a portion of the balance of dividend that remains to be distributed for the financial year ended on 31 December 2012, i.e.:

- €0.58 per share payable in cash only; and
- €0.10 per share payable in cash or in new shares.

The option for payment of the dividend in shares strengthens the Company's equity while maintaining its cash resources. Shareholders who opt for the reinvestment of their dividend in the Company support EDF future investments and industrial projects that will contribute to earning growth in the coming years.

For shareholders who choose for payment in shares, new shares would be issued at a price equal to 90% of the average of the opening market price of the EDF shares listed on the Euronext Paris regulated market over the 20 trading days prior to the date of the Shareholders' Meeting, less the amount of the 2012 remaining dividend to be paid, rounded up to the next highest euro cent.

The ordinary new shares issued as payment would confer the same rights as the existing shares and would be issued with immediate dividend rights, i.e. they would grant entitlement to all dividends paid out as from their date of issue.

If the amount for which the option is exercised does not correspond to a whole number of shares, shareholders would receive the nearest lowest number of whole shares, plus cash compensation for the difference.

Shareholders could opt for payment of dividend in cash or in new shares between 6 June 2013 and 26 June 2013 inclusive. Shareholders who have not exercised their option by 26 June 2013 would receive the full balance of the dividend in cash.

For the shareholders who opted for payment of dividend in cash, the balance of the dividend would be paid out on 8 July 2013. For the shareholders who opted for payment in shares, payment would be made through delivery of the shares on the same date.





RESOLUTION 5

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 2013 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 to shareholders 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 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 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.

RESOLUTION 6

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 2012 financial year.

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 24 May 2012 and to authorize the Board of Directors to set up a new repurchase program of its own shares by the Company, over a eighteen 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 €60 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 euros over the period.

Under this authorisation, the renewal of which is submitted annually, the Company granted to a new investment service provider the implementation of its liquidity agreement since 25 July 2012. This liquidity agreement complies with the AMAFI ethics chart as approved by the French financial market authority.

EXTRAORDINARY RESOLUTIONS

RESOLUTION 8

AMENDMENT OF THE BYLAWS

It is proposed to the Shareholders' Meeting to modify articles 1, 2 and 6 of EDF's articles of association as a result of the French laws no. 46-628 of 8 April 1946, no. 2000-108 of 10 February 2000 and no. 2004-803 of 9 August 2004 being incorporated into the French Energy Code, in order to replace references to the said laws or to articles of the said laws in the Company's articles of association by a reference to the French Energy Code or to the corresponding articles of the French Energy Code.

RESOLUTION 9

AMENDMENT OF THE ARTICLES OF ASSOCIATION PROPOSED BY THE SUPERVISORY BOARD OF THE "EDF SHARES" FCPE

The «EDF Shares» FCPE Supervisory Board requested the inclusion on the Shareholders Meeting's agenda of a resolution to amend Article 16 of the EDF articles of association (Powers of the Board of Directors) to provide that any Board of Directors committees established by the Board, with the Board determining the composition and duties thereof, shall include at least one director representing employees.

This draft resolution was reviewed by the Board of Directors of EDF during its meeting of 3 April 2013 during which it was approved.

ORDINARY AND EXTRAORDINARY RESOLUTION

RESOLUTION 10

POWERS FOR COMPLETION OF THE FORMALITIES

DRAFT RESOLUTIONS



DRAFT RESOLUTIONS

ORDINARY RESOLUTIONS

RESOLUTION 1

APPROVAL OF THE REPORTS AND ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2012

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 2012, 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 €3,566,370,904.14.

The Shareholder's Meeting notes that the overall sum of expenses and charges concerned by article 223 quater of the French Tax Code is €2,051,289 for the 2012 financial year and that the related tax amount is €740,515.

RESOLUTION 2

APPROVAL OF THE REPORTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2012

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 2012, comprising the consolidated balance sheet, the consolidated income statement and the notes, as presented, and the transactions reflected in these financial statements and summarized in these reports.

RESOLUTION 3

ALLOCATION OF THE NET INCOME FOR THE YEAR ENDED ON 31 DECEMBER 2012 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 2012 financial year totals €3,566,370,904.14. Taking into account the positive amount of retained earnings of €3,713,180,822.16, the distributable profit, before deduction of the interim dividend that was paid out on 17 December 2012, totals €7,279,551,726.30.

The Shareholders' Meeting decides to set the dividend for the 2012 financial year at €1.25 per share. Given that an interim dividend of €0.57 per share was paid out on 17 December 2012, the balance of the dividend to be distributed for the 2012 financial year amounts to €0.68 per share.

Consequently, the distributable profit is allocated as follows:

| | (in euros) |
|---|-------------------------|
| Profit for the financial year ended 31 December 2012 | 3,566,370,904.14 |
| Retained earnings (before deduction of the 2012 interim dividend) | 3,713,180,822.16 |
| Total distributable profit | 7,279,551,726.30 |
| Total dividend for the financial year ended 31 December 2012* | 2,311,083,327.50 |
| Interim dividend paid out on 17 December 2012 to be deducted from the 2012 dividend (i.e. €0.57 per share)** | 1,052,601,974.10 |
| Balance of the dividend to be distributed for the financial year ended 31 December 2012* (i.e. €0.68 per share) | 1,257,229,330.16 |

* On the basis of the number of shares constituting the share capital on 31 December 2012, i.e. 1,848,866,662 shares.

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



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 (after deduction of the dividend for the financial year ended on 31 December 2012) will be allocated to the “retained earnings” account.

The ex-date for the dividend is 6 June 2013 and the balance of the dividend to be distributed will be paid out on 8 July 2013.

The Shareholders’ Meeting grants full powers to the Board of Directors to determine, in particular in light of the number of shares held by the Company at the date of payment, the total amount of the dividend and, consequently, the amount of the balance of distributable profits allocated to the “retained earnings” account.

In the event the dividend is paid to individuals who have their tax residence in France, the total dividend is eligible for the special 40% tax allowance provided for by paragraph 3-2° of article 158 of the French Tax Code. In addition, under article 117 quater of the French Tax Code, dividends and assimilated income received as from 2013 by individuals who have their tax domicile in France are subject to mandatory withholding tax of 21%, which does not grant final discharge but is deemed an advance payment of income tax. Under article 242 quater of this Code, taxpayers who are members of a fiscal household for which the reference taxable income for the penultimate year prior to the payment of the incomes does not exceed a specified threshold may apply for exemption from this withholding in accordance with the terms and timeframes specified by the said same article.

The Shareholders’ Meeting acknowledges that the dividends distributed in the past three years were as follows:

RESOLUTION 4

OPTION FOR THE PAYMENT OF A PORTION OF THE DIVIDEND IN SHARES

The Shareholders’ Meeting, having reviewed the report of the Board of Directors and noted that the capital is paid up in full, decides, in accordance with article L. 232-18 of the French Commercial Code and article 25 of the Company’s bylaws, to offer each shareholder the possibility of choosing payment in new Company shares for a portion of €0.10 of the balance of €0.68 per share of the dividend that remains to be distributed for the financial year ended on 31 December 2012.

Each shareholder may choose either method of payment, however this choice will apply identically to all the shares held.

For shareholders who opt for payment in shares, the new shares will be issued at a price equal to 90% of the average of the opening prices of the EDF shares listed on the Euronext Paris regulated market over the 20 trading days prior to the date of the Shareholders’ Meeting, less the amount of the 2012 remaining dividend to be paid, rounded up to the next highest euro cent.

The ordinary new shares issued as payment will confer 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 issue.

Shareholders may exercise this option between 6 June 2013 and 26 June 2013 inclusive, by sending their request to the authorized financial intermediaries or, for shareholders registered in the accounts of directly registered shares held

| FINANCIAL YEAR | NUMBER OF SHARES | DIVIDEND PER SHARE (IN EUROS) | TOTAL DIVIDENDS DISTRIBUTED ⁽¹⁾ (IN EUROS) | PORTION OF THE DIVIDEND ELIGIBLE FOR THE TAX ALLOWANCE ⁽²⁾ |
|----------------|------------------|-------------------------------|---|---|
| 2009 | 1,848,866,662 | 1.15 | 2,111,146,365.85 | 100% |
| 2010 | 1,848,866,662 | 1.15 | 2,122,291,972.68 | 100% |
| 2011 | 1,848,866,662 | 1.15 | 2,124,757,978.20 | 100% |

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

by the Company, to its agent (BNP Paribas Securities Services - Service OST - 9, rue du Débarcadère - 93761 Pantin Cedex). Shareholders who do not exercise their option by 26 June 2013 will receive the full balance of the dividend in cash.

Shareholders who have not opted for payment in shares will receive the balance of the dividend on 8 July 2013. For shareholders who opted for payment in shares, payment will be made through delivery of the shares on the same date.

If the amount for which the option is exercised does not correspond to a whole number of shares, shareholders will receive the nearest lowest number of whole shares, plus cash compensation for the difference.

The Shareholders' Meeting grants full authority 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, in order to implement the payment of a portion of the dividend in new shares, to specify the terms and conditions of application and performance, to acknowledge the number of new shares issued pursuant to this resolution and to make all requisite amendments to the bylaws concerning the share capital and the number of shares that make up the share capital and, more generally, to take all useful or necessary steps.

RESOLUTION 5

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 2013 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 three months.

The issue price of the new shares will be equal to the average of opening market prices of Company shares on Euronext Paris's 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 the nearest lowest number of whole shares, plus cash compensation for the difference.

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 6

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 2012 financial year.



RESOLUTION 7

AUTHORIZATION GRANTED TO 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 24 May 2012 in the fifth 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 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 14th resolution adopted by the Shareholders' Meeting of 24 May 2012.

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 program may not exceed 10% of shares which constitute the share capital as of the day of this Shareholders' Meeting, it being specified that 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;
- 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 program shall be 2 billion euros.

The purchase price shall not exceed €60 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 maximum 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

AMENDMENT OF THE BYLAWS

The Shareholders' Meeting, deliberating in compliance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report, decides, as a result of French Laws no. 46-628 of 8 April 1946, no. 2000-108 of 10 February 2000 and no. 2004-803 of 9 April 2004 being incorporated into the French Energy Code, to replace the references to said laws (or to the articles of said laws) in the Company's bylaws by a reference to the French Energy Code (or to the corresponding article of the French Energy Code). Consequently:

- the wording of article 1 (Form) of the Company's bylaws will now read as follows:

"Électricité de France (EDF) is a public limited company governed by the laws and regulations applicable to commercial companies, and more especially the Commercial Code, insofar as it is not overridden by more specific provisions such as the Energy Code, Law no. 83-675 of 26 July 1983, and by these articles of association."

- the wording of paragraph 3 of article 2 (Corporate Purpose) of the Company's bylaws will now read as follows:

"Ensure the public service missions assigned to EDF by the laws and regulations, especially the Energy Code and article L. 2224-31 of the Code général des collectivités territoriales as well as by the concession agreements, and in particular the assignments for the development and operation of the public electricity networks and the assignments for the supply of electricity at regulated prices, the supply of electricity, in the event of emergency, to producers and to customers suffering from unforeseen failures in supplies and the supply of electricity to eligible customers who are unable to find a supplier, contributing to ensure the balanced development

of the electricity supply by the achievement of the targets defined by the pluri-annual programme of investments in generation decided by the minister in charge of energy."

- the wording of paragraph 2 of article 6 (Share Capital) of the Company's bylaws will now read as follows:

"Pursuant to the provisions of article L. 111-67 of the Energy Code, the French State should, at all times, hold more than 70% of the Company's capital."

RESOLUTION 9

AMENDMENT OF THE ARTICLES OF ASSOCIATION - RESOLUTION PROPOSED BY THE «EDF SHARES» FCPE SUPERVISORY BOARD AND REVIEWED BY THE BOARD OF DIRECTORS OF EDF DURING ITS MEETING OF 3 APRIL 2013 DURING WHICH IT WAS APPROVED

The text of the second paragraph of Article 16 of the articles of association is amended as follows:

"The Board of Directors may decide to establish specialised consultative committees from among its members, in particular an audit committee, a strategy committee, and a compensation committee. It determines the duties of said committees along with their composition, which must provide for at least one employee director. The committees report to the Board with regard to the performance of their assignments."

ORDINARY AND EXTRAORDINARY RESOLUTION

RESOLUTION 10

POWERS FOR COMPLETION OF THE 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 DIVIDEND

INFORMATION ON DIVIDEND

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

DIVIDEND POLICY

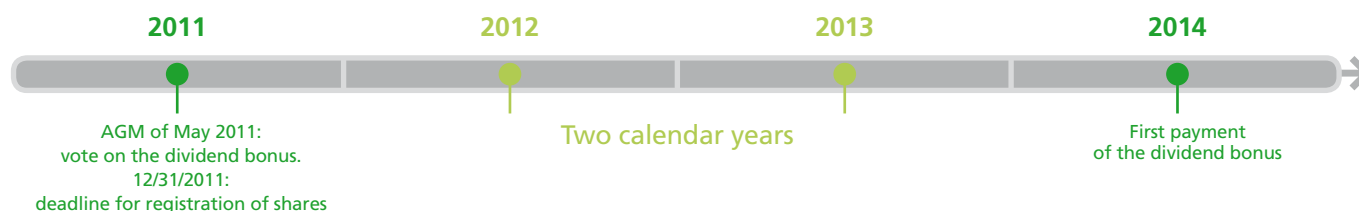
Since 2011, EDF has committed to a payout ratio of between 55% and 65% of its consolidated net income (excluding non-recurring items). In 2012, the dividend per share increases by 9% compared to 2011, in line with the low end of the target.

| | 2010 | 2011 | 2012 |
|--|---------|---------|---------|
| Consolidated net income excl. non-recurring items | €3,961m | €3,520m | €4,216m |
| Dividend per Share | €1.15 | €1.15 | €1.25 |
| Dividend payout ratio (in % of net current income) | 53.7% | 60% | 55% |

An interim dividend of €0.57 was paid in December of each of these three fiscal years.

DIVIDEND BONUS

In 2011, the Annual General Meeting adopted a measure intended to develop shareholders' loyalty and promote registered shares. EDF bylaws were amended to authorize the payment of a "loyalty dividend bonus" of 10% to shareholders holding their shares in registered form (pure or administered) for at least 2 consecutive calendar years. The first "loyalty bonus" of 10% will be awarded in 2014 and following years, for shares registered at the latest by 31 December 2011.



Shares registered in 2013 will be entitled to the first loyalty bonus payment following the AGM of 2016 and subsequent years, provided they are held for at least 2 consecutive calendar years.

For further information, shareholders are invited to visit the Shareholders section at edf.com.

PAYMENT IN CASH OR IN SHARES

In 2013, EDF shareholders can opt to receive all or part of their dividend in shares in lieu of a cash payment. Subject to approval at the Shareholders' Meeting, each shareholder will be offered to opt for a payment in new EDF shares for a portion of €0.10 per share on the 2012 remaining dividend to be paid, i.e. €0.68.

Shareholders may exercise this option between 6 June and 26 June 2013 inclusive. Shareholders who do not exercise their option by 26 June 2013 will receive the full balance of the dividend in cash. The balance of the dividend will be paid on 8 July 2013 regardless of the payment method.

Details of this transaction are shown in Resolution No.4 (page 17) and in the text of the draft Resolution on pages 20 and 21 of this Brochure.

AUTHORISATIONS TO ISSUE SHARES

The following table summarizes the authorisations to increase or reduce the capital in force at 31 December 2012 granted to the Board of Directors by EDF's shareholders at their General Meetings of 24 May 2012 and details of their utilisation at the same date:

| SECURITIES CONCERNED / TYPE OF EMISSION | DURATION ⁽¹⁾ OF THE AUTHORISATION AND EXPIRY DATE | MAXIMUM TOTAL NOMINAL VALUE OF THE CAPITAL INCREASE (IN MILLIONS OF EUROS) | UTILISATION OF AUTHORISATIONS (IN MILLIONS OF EUROS) |
|--|---|--|--|
| Delegation of authority to the Board to increase the capital, maintaining the shareholders' preferential subscription right <i>Capital increase comprising all types of securities</i> | 26 months 24 July 2014 | 45 ⁽²⁾ | none |
| Delegation of authority to the Board to increase the capital, with no preferential subscription rights for shareholders <i>Capital increase comprising all types of securities</i> | 26 months 24 July 2014 | 45 ⁽²⁾ | none |
| Delegation of authority to the Board to make private placement offering ⁽³⁾ with no preferential subscription rights for shareholders <i>Capital increase comprising all types of securities</i> | 26 months 24 July 2014 | 45 ⁽²⁾ | none |
| Authorisation to the Board to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights <i>Capital increase comprising all types of securities</i> | 26 months 24 July 2014 | 15% of the initial issue | none |
| Delegation of authority to the Board to increase the capital by capitalisation of reserves, profits, premiums or other amounts eligible for capitalisation | 26 months 24 July 2014 | 1,000 | none |
| Delegation of authority to the Board to increase the capital as a result of an exchange offer instigated by EDF | 26 months 24 July 2014 | 45 ⁽²⁾ | none |
| Authorisation to the Board to increase the capital in return for contributions in kind ⁽⁴⁾ | 26 months 24 July 2014 | 10% of the Company's share capital up to a maximum of 45 ⁽²⁾ | none |
| Delegation of authority to the Board to increase the capital to the benefit of members of an EDF group savings plan <i>Offerings reserved for employees</i> | 26 months 24 July 2014 | 10 | none |
| Authorisation to the Board to reduce the capital by cancelling treasury shares | 26 months 24 July 2014 | 10% of the capital per 24-month period | none |

(1) From 24 May 2012, date of the Shareholders' Meeting.

(2) The nominal €45 million overall limit for the capital increases applies to all capital increases except for capital increases by capitalisation of reserves, premiums, profits, or other amounts eligible for capitalisation, and capital increases reserved for members of a savings plan.

(3) Offerings covered by article L.411-2 II of the Monetary and Financial Code intended solely for people supplying portfolio management and investment services to third parties or for qualified investors, or for a small circle of investors acting on their own behalf.

(4) Article L. 225-147 of the Commercial Code.



HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

ADMINISTERED OR REGISTERED SHAREHOLDERS

BEARER SHAREHOLDERS

From 20 shares, take advantage of VOTACCESS, the Internet voting service.

TO ATTEND THE MEETING

Get an entry card and present it along with your ID at the entrance

- | | |
|--|---|
| <ul style="list-style-type: none">■ Tick box A of the attached form.■ Sign and date at the bottom.■ Return it to BNP Paribas Securities Services⁽¹⁾ in the postage paid envelope provided (it must be received by BNP Paribas Securities Services no later than 27 May 2013).■ The entry card will be mailed to you. | <ul style="list-style-type: none">■ Contact your bank today to obtain your entry card.■ Your bank will send your request, along with a certificate of participation, to BNP Paribas Securities Services⁽¹⁾.■ If the request is received before 27 May 2013, you will receive your card by mail.■ If your request is received after 27 May 2013, your card will be held for you at the 'Shareholders without document' desk on the day of the Meeting. |
|--|---|

TO VOTE BY MAIL OR BY PROXY

The deadline for sending votes is 27 May 2013

- | | |
|---|--|
| <ul style="list-style-type: none">■ Tick box of your choice on the attached form.■ Sign and date at the bottom and return it to BNP Paribas Securities Services⁽¹⁾ in the postage paid envelope provided. | <ul style="list-style-type: none">■ Tick box of your choice on the attached form.■ Return the duly filled out and signed form to your bank.■ Your bank will send the ballot to BNP Paribas Securities Services⁽¹⁾, along with a certificate of participation. |
|---|--|

TO VOTE OVER THE INTERNET

Voting takes place from 19 April to 3:00 pm on 29 May

- | | |
|--|--|
| <ul style="list-style-type: none">■ Visit the Planetshares website (https://planetshares.bnpparibas.com), then choose "English" then enter your login identifier and password.■ Select "My shareholder space", then "My General Meetings" to reach VOTACCESS, the Internet voting system. | <ul style="list-style-type: none">■ Connect to your online securities service on your bank's website.■ Click on the "AG" icon that appears on the EDF line of securities (providing you own at least 20 shares and your bank has joined the VOTACCESS network).■ Reach the VOTACCESS website and cast your vote. |
|--|--|

(1) BNP Paribas Securities Services, CTS Émetteurs – Assemblées, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 PANTIN Cedex, FRANCE.

HOW TO OPT FOR THE E-CONVOCATION

A SMALL STEP FOR A GREAT CAUSE

Already 24,000 registered shareholders have opted for the electronic notice to convene the General Meetings of Shareholders. With less paper used, this initiative is fully in line with our corporate strategy of CO₂ emission reduction. It is now open to you, too.

WHY OPT FOR THE E-INVITATION?

Opting for the e-invitation also means opting for time savings. The printing and mailing of invitations can take up to one week, while e-mails are virtually instantaneous. You will thus have more time to familiarise yourself with the documentation and request your entry card.

If you do not attend the Shareholders' Meeting in person but nevertheless wish to vote, you will also find it faster and easier to vote via Internet.

Last but not least, this is an environmentally friendly option since it reduces the volume of paper forwarded by postal mail (around 16 metric tons!).

BECOME AN ACTIVE AGENT OF CHANGE BY OPTING FOR THE E-INVITATION.

1) If you are a registered shareholder, visit the Planetshares website (<https://planetshares.bnpparibas.com>) with your logon identifier and password. On "My personal information" page click on "My subscriptions" menu item. You can now subscribe to the electronic convocation service.

2) If you are a bearer shareholder, just fill out and return the attached reply coupon in the prepaid pre-addressed T-envelope before the end of June 2013.

Note: if you also wish to vote by mail or by proxy at the next Shareholders' Meeting, please use the same T-envelope but return it by 27 May 2013.

USING THE REPLY COUPON PLEASE WRITE CLEARLY YOUR NAME AND ADDRESS IN ORDER TO HAVE YOUR REQUEST PROCESSED CORRECTLY.

It may happen that having previously opted for the e-invitation you are still receiving the paper invitation. This is because your request has not been processed correctly. You are invited to submit your request again using the reply coupon.

**With the e-invitation,
you too can become an agent
of change and get actively involved
in our sustainability approach.**



HOW TO VOTE VIA INTERNET

HOW TO VOTE VIA INTERNET

MAKE YOUR VOICE HEARD VIA INTERNET

Among the hundreds of thousands of EDF shareholders, very few of you attend Shareholders' Meetings or vote by mail. In a concern to facilitate everyone's participation, EDF provides a webcast of the proceedings on its website **edf.com** and arranges for a web-based ballot system. Take advantage of it and make your voice heard as more than 3,000 shareholders did last year.

VOTING VIA INTERNET IS REALLY EASY:

from 19 April to 3:00 pm on 29 May visit

<https://planetshares.bnpparibas.com>

- Use your logon identifier and your password to connect to the Planetshares website.
- Select "My shareholder space", then "My General Meetings" to reach VOTACCESS, the Internet voting system.

BEARER SHAREHOLDERS ARE INVITED TO USE THE ONLINE VOTACCESS SERVICE :

**EDF offers this service to shareholders owing 20 shares
and more**

Providing your bank has joined the VOTACCESS network, you may use this service to cast your vote via Internet. The online service is available from 19 April to 3:00 pm on 29 May.

- Connect to your online securities service on your bank's website.
- Click on the "AG" icon that appears on the EDF line of securities (providing you own at least 20 shares and your bank has joined the VOTACCESS network).
- Reach the VOTACCESS website and cast your vote.

So don't hesitate, cast your vote via Internet!



HOW TO VOTE BY MAIL

HOW TO VOTE BY MAIL

HOW TO FIL IN THE BALOT / PROXY CARD

Check off box A to receive your admission card
to attend the Shareholders' Meeting in person.

To give a proxy
to the Chairman.

To give a proxy
to another person.

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

II ☐ **QUELLE QUE SOIT L'OPTION CHOISIE, NOIRCIER COMME CECI ■ 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 shareholder's 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.

EDF

Société anonyme au Capital de €924 433 331
Siège social : 22-30, avenue de Wagram
75008 PARIS - 552 081 317 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
convoquée pour le jeudi 30 mai 2013, à 14h 30,
au Palais des Congrès, 2 Place de la Porte Maillot, 75017 PARIS

COMBINED GENERAL MEETING
to be held on Thursday, May 30, 2013 at 2:30 p.m.,
at Palais des Congrès, 2 Place de la Porte Maillot, 75017 PARIS

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

Identifiant / Account

Nombre d'actions / Number of shares

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix / Number of voting rights

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant 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 Directoire ou la Gérance, je vote en noirissant comme ceci ■ la case correspondant 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 ■.

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

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

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valables 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 renvoi (1) - See reverse (1)

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

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting

- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf...

- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO).....

- Je donne procuration (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale..... pour voter en mon nom / I appoint (see reverse 4) Mr, Mrs or Miss, Corporate Name to vote on my behalf

III Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest

sur 1^{ère} convocation / on 1st notification
27 mai 2013 / May, 27th 2013

sur 2^{ème} convocation / on 2nd notification

à / to BNP PARIBAS SECURITIES SERVICES, CTS Assemblées, Grands Moulins de Pantin - 93761 PANTIN Cedex

Date & Signature

In order to be processed,
your ballot / proxy card must be sent
to BNP Paribas Securities Services
no later than 27 May 2013.

Check off this box
to vote by mail.

Regardless of how you vote,
you must date and sign the bottom of this card.



DOCUMENTS AVAILABLE ON REQUEST

DOCUMENTS AVAILABLE ON REQUEST

- Let us use less printed matter and reduce CO₂ emissions.
- Documents are available for reading and downloading 21 days prior to the meeting on our website <http://shareholders.edf.com> (click on: Shareholders, then on: General Shareholders' Meeting).
- However, if you wish to receive these documents by mail, please return this completed and signed form to
CTS Assemblées générales
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 PANTIN Cedex



COMBINED ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 30 MAY 2013

I, undersigned

Last name (Mr / Mrs):

First name:

Address:

Zip code: City:

Request that EDF send to me the following documents and information (box to check):

- ☐ EDF group financial statements.
- ☐ Reports of the Board of Directors and the Chairman of the Board of Directors on internal control procedures.
- ☐ Other documents and information stipulated in Article R.225-83 of the French Commercial Code.

Signed at, on 2013.

Shareholder's signature

HOW TO CONTACT US

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

■ By phone
+33 800 00 0800,
from Monday to Friday, 9 am to 6 pm

■ By post
EDF - Service Relations Actionnaires
22-30, avenue de Wagram
75008 Paris

■ By e-mail
actionnaires@edf.fr

■ By Internet
<http://actionnaires.edf.com>

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

SA capital stock €924,433,331
552081317 RCS Paris

www.edf.com

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