



SHAREHOLDERS' COMBINED MEETING

CONVENING BROCHURE



**21 NOVEMBER 2014
AT 2:30 PM**

SALLE PLEYEL
252 RUE DU FAUBOURG SAINT-HONORÉ
75008 PARIS



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CHAIRMAN'S INVITATION

DEAR MADAM, DEAR SIR, DEAR SHAREHOLDER,

It is my pleasure to invite you to attend the EDF Shareholders' Combined Meeting convened at 2:30 pm on Friday 21 November 2014 at the Salle Pleyel in Paris.

This Meeting has been convened to vote on the appointment of eleven members of the Board of Directors, for a term of four years.

You will also be invited to consider various amendments to your Company's Articles of Association, the purpose of which is principally to reflect recent changes in laws and regulations.

You will hence be able to vote on the draft resolutions that are proposed to you. It is of high importance to EDF that you take part in this Meeting. Several options are available to do so: you can either attend the Shareholders' Meeting in person, vote by mail, give your proxy to the Chairman of the Meeting or to any other person of your choice. You can also vote via internet prior to the General Meeting.

Respectfully yours.

Henri Proglio
EDF Chairman & CEO

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 voted at the General Meeting which was 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 2012. The Group benefited from the decline in the number of unplanned outages but was penalised 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 were 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.

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.

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 2028¹. 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 by the end of 2014.

In the United States, EDF and Exelon signed on 29 July 2013 an agreement concerning CENG², which operates 5 nuclear reactors. Under the terms of this agreement, subject to the approval of the Nuclear Regulatory Commission (NRC), EDF delegates operational management of these reactors to Exelon.

¹ Final decision subject to obtaining the necessary permits.

² Entity owned 49.99% by EDF and 50.01% by Exelon.

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.

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.

2013 FINANCIAL RESULTS

<i>(in millions of euros)</i>	2012 ⁽¹⁾	2013	Evolution	Organic change ⁽²⁾
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 ⁽³⁾	31/12/2013 ⁽⁴⁾		
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 €75.6 billion, representing 2.9% organic growth.

EBITDA posted 5.5% organic growth from 2012, to €16.8 billion, thanks to the good performance mainly in France, but also in the United Kingdom.

In detail¹:

- 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.

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



■ 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 activities 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 €3.5 billion, 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 €4.1 billion in 2013 compared with €4.2 billion 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.

HALF-YEAR 2014 OVERVIEW

A FIRST HALF-YEAR MARKED BY THE CONCLUSION OF MAJOR AGREEMENTS

In France, on 25 July 2014, EDF and Veolia Environnement announced the finalisation of the agreement on their joint subsidiary Dalkia, following the approval received from the relevant competition authorities. Under this transaction, all of Dalkia Group’s activities in France (including Citelum) will join the scope of EDF Group’s energy services activities. The deal will provide the Group with new development prospects in the area of energy services, in France and abroad, as the Group gains the expertise and critical mass to meet the new needs of its customers in this area.

In the United States, following approval by the Nuclear Regulatory Commission (NRC), on 1 April 2014 EDF finalised the transaction set out in the agreement signed with Exelon on 29 July 2013 regarding CENG. As stipulated in the agreement, EDF received payment of a special dividend of \$400 million (€290 million) financed by Exelon. This transaction will help the company reduce its net financial debt. EDF was also granted an option to sell its holding in CENG to Exelon at market value, exercisable between January 2016 and June 2022.

In China, on 18 April 2014 EDF and its partner China Datang Corporation, a power generation company, signed an agreement whereby EDF will acquire 49% of Datang International Fuzhou

Power Generation Company Ltd. This joint venture will construct and operate an ultra-supercritical coal-fired power plant consisting of two 1,000 MW units. Construction recently began on site in Fuzhou, Jiangxi province, in southeast China. With commissioning scheduled for 2016, Fuzhou will be the first ultra-supercritical coal-fired power plant operated by EDF.

In the United Kingdom, on 16 April 2014, the West Burton Combined Cycle Gas Turbine Power Station and the Teesside Offshore Wind Farm were both officially opened by UK Energy Minister Michael Fallon MP and the Chairman and CEO of EDF Group, Henri Proglio. The Teesside Offshore Wind Farm consists of 27 turbines with a total installed capacity of 62 MW, enough to power 40,000 homes. The power station at West Burton is EDF Group’s largest single capital investment project in the UK so far and has a capacity of 1,300 MW, enough electricity to supply 1.5 million homes.

In Brazil, on 11 April 2014, EDF Group finalised the acquisition of the 10% stake owned by Petróleo Brasileiro S.A. (Petrobras) in the Norte Fluminense S.A. (NTF) fossil-fired power plant via its EDF International subsidiary, raising its ownership of the company to 100%. The transaction was approved by the Brazilian anti-trust authorities and by ANEEL, Brazil’s energy regulation agency.

HALF-YEAR 2014 FINANCIAL RESULTS

<i>(in millions of euros)</i>	H1 2013 restated ⁽¹⁾	H1 2014	Change vs. 2013 restated	Organic change ⁽²⁾
Sales	37,552	36,125	-3.8%	-4.2%
EBITDA	9,316	9,608	+3.1%	+2.8%
Net income – Group share	2,877	3,117	+8.3%	
Net income excluding non-recurring items	3,068	3,153	+2.8%	
	31/12/2013 ⁽¹⁾	30/06/2014		
Net financial debt <i>(in billions of euros)</i>	33.4	30.6		
Net financial debt/EBITDA	2.1	1.9		

(1) Data restated for the impact of IFRS 10 and 11.

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

(3) The ratio, at 30 June 2014, was calculated on the basis of aggregate EBITDA in the second half of 2013 and the first half of 2014, with the numerator and denominator at constant scope.

The Group continued to record solid results in the first half-year of 2014, driven by good operating performance and lower operating expenses.

EBITDA reached €9.6 billion, rising 2.8% in organic terms compared with the first half of 2013 despite lower sales, which were affected by unfavourable weather conditions in the first quarter.

This growth was driven, in particular, by France (organic increase of 5.9%), which was lifted, notably, by increased nuclear output and the commissioning of new production units in French electricity islands activities. Growth was also driven by EBITDA in the United Kingdom, which was up 9.3% in organic terms, on the back of good performance from the nuclear fleet. Lastly, ongoing efforts to control operating costs, which were down in organic terms by 0.8% compared with 2013, contributed to the increase in Group EBITDA.

Excluding the impact of gas contracts renegotiations, EBITDA in Italy recorded organic growth of 30.4%. However, when including the highly favourable impact in the first half of 2013 of the arbitration rulings and renegotiations of Edison's gas contracts, which had no equivalent in 2014, EBITDA was down 31.2% in organic terms. The "Other International" segment, with EBITDA down 17.8% in organic terms, continues to be penalised by unfavourable

economic and regulatory conditions in Belgium and Poland. EBITDA from the "Other activities" segment, which recorded an organic increase of 6.8%, reflected the good operating performance of EDF Énergies Nouvelles.

Net income - Group share rose to €3.1 billion, up 8.3% under the effect, notably, of a 19.2% improvement in financial income, which benefited from the good performance of the financial portfolio of dedicated assets. After restating for non-recurring items (-€36 million vs. -€191 million in the first half of 2013), net income excluding non-recurring items was up 2.8% to €3.2 billion.

Net financial debt stands at €30.6 billion, €2.8 billion lower than at 31 December 2013.

With the new issue in January 2014, the hybrid programme¹ reached a total amount of €10.1 billion, which is close to the amount of capital used by the Group's industrial projects that have long lead times and do not yet contribute to EBITDA. The net financial debt/EBITDA ratio stood at 1.9x at 30 June 2014, which improved compared with 31 December 2013, and is below the 2-2.5x range the Group had been targeting. The Group continues the strengthening of its financial structure.

¹ In compliance with IAS 32 «Financial instruments– Presentation», hybrid borrowings issued in January 2013 and January 2014 were booked as equity.



MEETING AGENDA

EXTRAORDINARY MEETING AGENDA

- Update of the articles of association.
- Modification of Article 13 of the articles of association.
- Modification of Article 15 of the articles of association.
- Modification of Articles 24 and 25 of the articles of association.

ORDINARY MEETING AGENDA

- Reappointment of a Director.
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- Attendance fees allocated to the Board of Directors.

ORDINARY AND EXTRAORDINARY MEETING AGENDA

- Powers for the performance of formalities.



REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Dear Shareholders,

We have convened you as a Shareholders' Combined Meeting in order to submit to you various amendments to the articles of association of your company ("EDF" or the "Company"), the purpose of which is principally to reflect recent changes in laws and regulations, as well as our proposals for appointments of members of EDF's Board of Directors.

EXTRAORDINARY RESOLUTIONS

RESOLUTION 1

UPDATE OF THE ARTICLES OF ASSOCIATION

The purpose of the amendments proposed to you is to update the Articles of association to reflect changes made to laws and regulations resulting, notably, from French Ordinance No. 2014-948 of 20 August 2014 regarding governance and transactions involving the share capital of public sector companies and from French Ordinance No. 2014-863 of 31 July 2014 regarding company law¹.

These technical amendments concern Articles 1 ("Form"), 14 ("Chairing of the Board of Directors and General management"), 16 ("Powers of the Board of Directors"), 18 ("Regulated agreements") and 20 ("Shareholders' Meetings").

RESOLUTION 2

MODIFICATION OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION

The purpose of the second resolution that is proposed to you is to amend Article 13 ("Board of Directors") of the Articles of association to reflect the new rules concerning the composition of the Board of Directors of your Company, in accordance with the aforementioned French Ordinance No. 2014-948 of 20 August 2014, that your Board of Directors has decided to implement as from the date of this Shareholders' Meeting.

Pursuant to these new provisions, your Company will be administered by a Board of Directors comprised of three to eighteen members in accordance with section II of the French Ordinance.

The Board of Directors will include a representative of the French State, appointed pursuant to the provisions of Article 4 of the French Ordinance of 20 August 2014. It will also include members appointed by the Shareholders' Meeting in accordance with the provisions of Article L. 225-18 of the French Commercial Code, and upon proposal by the French State pursuant to the provisions of Article 6 of the French Ordinance; finally one-third shall be comprised of employee representatives elected in accordance with the provisions of the Law of 26 July 1983 concerning the democratisation of the public sector.

The resolution which is proposed to you also provides for a shortening of the term of the offices of the Directors to four years, in line with market practices (compared to a term of five years currently provided for in the Articles of association). By way of exception, it is proposed to set at five years the term of the first office of the Directors representing the employees, which will come into force after this Shareholders' Meeting.

RESOLUTION 3

MODIFICATION OF ARTICLE 15 OF THE ARTICLES OF ASSOCIATION

The purpose of the third resolution submitted to you is to amend Article 15 ("Deliberations of the Board of Directors") of the Articles of association to provide that the Board of Directors can be convened by the majority of its members, or, if it has not met for more than two months, it can be convened if at least one-third of its members ask the Chairman to convene a Board meeting to cover a specified agenda.

¹ You may find the text of the French Ordinances on the internet website <http://actionnaires.edf.com> or ag2014.edf.com.



RESOLUTION 4

MODIFICATION OF ARTICLES 24 AND 25 OF THE ARTICLES OF ASSOCIATION

It is proposed to the Shareholders' Meeting to reorganise Articles 24 and 25 of EDF's Articles of association to clearly distinguish what relates to the allocation of the Company's net income (Article 24 – "*Allocation of financial results*") on the one hand, and the conditions for the payment of distributions to the shareholders (Article 25 – "*Payment of dividends*", the heading of which shall become "*Distribution payment conditions*"), on the other.

It is also proposed to you, in the fourth resolution, to insert in the Articles of association a new provision in Article 25 ("*Distribution payment conditions*"), the purpose of which is to entitle the Shareholders' Meeting to decide to make a distribution to the shareholders via the handing over of assets of the Company, for example, via the handing over of shares held in a portfolio by EDF. This right would be added to the right already held by shareholders to benefit from the right to be paid in EDF shares as regards the dividend and the interim dividend.

The conditions for the payment of distributions, if any, decided by the Shareholders' Meeting would therefore be defined on a case-by-case basis by the Shareholders' Meeting deciding on the distribution.

ORDINARY RESOLUTIONS

RESOLUTIONS 5 TO 15

APPOINTMENT AND REAPPOINTMENT OF DIRECTORS

The terms of office of all of the members of your Board of Directors will expire on 22 November 2014; it is therefore necessary to vote on the appointment and/or reappointment of the Directors.

Moreover, the aforementioned French Ordinance of 20 August 2014 modifies the rules applicable to the composition of the governing bodies of companies all or part of the share capital of which is held by the French State. Pursuant to these new rules, your Company will be administered by a Board of Directors comprised of three to eighteen members, in accordance with the provisions of section II of the French Ordinance.

The Board of Directors of your Company will include a Representative of the French State appointed pursuant to the provisions of Article 4 of the French Ordinance of 20 August 2014. It will also include members appointed by the Shareholders' Meeting in accordance with the provisions of Article L. 225-18 of the Commercial Code, and upon proposal by the French State in accordance with the provisions of Article 6 of the French Ordinance. One-third shall be employee representatives elected in accordance with the provisions of chapter 2 of section II of the Law of 26 July 1983.

Pursuant to these provisions, it is proposed to you, in resolutions numbered 5 to 15, to appoint or reappoint a total number of eleven Directors.

Mr. TURRINI, Commissioner for the French State Shareholding Agency, is appointed as Representative of the French State at the Board. The six Directors representing the employees have been elected in accordance with the provisions of section II of the Law of 26 July 1983.

Accordingly, we therefore propose to you to reappoint Mrs Marie-Christine LEPETIT and Mrs Colette LEWINER and Messrs Olivier APPERT, Philippe CROUZET, Bruno LAFONT, Bruno LÉCHEVIN and Christian MASSET as Directors and to appoint Mrs. Laurence PARISOT and Messrs Gérard MAGNIN, Jean-Bernard LÉVY and Philippe VARIN as Directors, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, and for a term of four years, in accordance with the amendment of Article 13 of the Articles of association which is proposed to you in the second resolution.

The offices shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

You will find below a short curriculum vitae of the persons whose reappointment is submitted to you:



Olivier APPERT

Born on 9 April 1949 in Paris (France), Olivier Appert is an alumnus of the *École Polytechnique* and of the *École des Mines*. He began his career at the *Service des Mines* in Lyon. After working in a number of different roles at the Ministry of Industry and within the Prime Minister's cabinet, he was appointed as Deputy Director of the Minister of Industry's staff from 1984 to 1986. In 1987, he was appointed Head of Strategy at *Télécommunications Radioélectriques et Téléphoniques (TRT)*. Nominated in 1989 Director of Hydrocarbons at the Ministry of Industry, Olivier Appert joined in 1994 the management team of the IFP, where he was put in charge of research and development. In 1998, he became CEO of Isis, a technology holding company, whose majority shareholder was IFP. In 1999, he became the Head of Long-term Cooperation and Energy Policy Analysis at the International Energy Agency (IEA). Since 2003, he has been Chairman and CEO of IFP, which became IFP Energies Nouvelles (IFPEN) in July 2010. He has also been a Director of Technip and CGG since 2003, Chairman of the French Energy Council and member of the Academy of Technologies since 2013. He has been a Director at EDF since June 2013.



Philippe CROUZET

Born on 18 October 1956 in Neuilly-sur-Seine (France), Philippe Crouzet is a graduate of the *Institut d'études politiques* (IEP – Institute of Political Studies) in Paris and alumnus of the *École nationale d'administration (ENA)*. A former counsel (*Maître des requêtes*) to the *Conseil d'État*, he then spent most of his career at Saint-Gobain, which he joined in 1986. He then held posts as Director of Corporate Planning, Vice President of *Papeteries de Condat*, General Delegate for Spain and Portugal and Director of the Industrial Ceramics Division. From 2000 to 2004, he was the Senior Vice President in charge of Finance, Purchasing and Information Systems. He then became Executive Vice President of the Group in charge of the Building Distribution Sector, before moving to Vallourec, the world leader in the field of steel tubing for the energy markets. Member of Vallourec's Supervisory Board since April 2008, he becomes Chairman of the group's Management Board in April 2009. He is also Vice President of the *Institut de l'entreprise* and a Director of the *Théâtre national de l'Opéra-Comique* and the *Théâtre de la Ville* (Paris). He has been a Director of EDF since November 2009.



Bruno LAFONT

Born on 8 June 1956 in Boulogne-Billancourt (France), Bruno Lafont is a graduate of the *École des Hautes Études Commerciales (HEC)* and alumnus of the *École nationale d'administration (ENA)*. He began his career at the Lafarge group in 1983, working in several positions in the Finance and International Development departments. In 1995, he was appointed the group's Executive Vice President for Finance and joined the Executive Committee. In 1998, he became President of the Gypsum Division. In 2003, he was appointed the group's Chief Operating Officer and became a Director in 2005. After having been appointed CEO in 2006, he then became Lafarge's Chairman and Chief Executive Officer in 2007. He has been a Director of ArcelorMittal since 2011. He has been a member of the World Business Council of Sustainable Development (WBCSD) since November 2013, Chairman of the MEDEF's Sustainable Development Commission since January 2014. He has been a Director of EDF since May 2008.



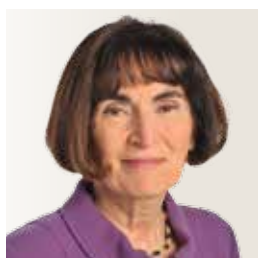
Bruno LÉCHEVIN

Born on 27 January 1952 in Sallaumines (France), Bruno LécHevin has a postgraduate degree from the *Institut d'études politiques* (IEP – Institute of Political Studies) in Paris. He began his career at EDF before taking on a number of different trade union roles. He was the Federal Secretary of the CFDT (French Democratic Confederation of Labour) Gas-Electricity Federation between 1983 and 1988, became their General Secretary in 1988 and was a member of the national bureau of the CFDT from 1988 until 1997 before becoming Federal Secretary of the Chemicals-Energy Federation (1997-1999). Alongside these roles, he was a member of the High Council for the Public Sector between 1992 and 1999. In 2000, he was appointed commissioner for the Commission for Energy Regulation (CRE) for two years, after which his mandate was renewed for six years. Whilst holding the post of General Delegate to the National Energy Mediator between March 2008 and March 2013, he simultaneously worked as Special Advisor to the President of the CRE. Bruno LécHevin is also Vice President and founder member of *Électriciens sans frontières*, an organisation involved in improving access to energy and water in developing countries. His main areas of interest are the energy markets, regulation, energy efficiency and the protection of energy consumers. Appointed Director to the Board of Directors of the Environment and Energy Management Agency (ADEME) in February 2013, he becomes Chairman in March 2013. He has been a Director of EDF since May 2013.



Marie-Christine LEPETIT

Born on 27 August 1961 in Morlaix (France), Marie-Christine Lepetit is an alumnus of the *École Polytechnique* and of the *École nationale d'administration (ENA)*. In 1987, she joined the Inspectorate General of Finance where she held auditing and consultancy positions. Then in 1991, she was recruited by Jean Lemierre to the Directorate General for Tax to introduce management control there. She was responsible for review projects at the tax legislation department in January 1995, before joining the office of the Prime Minister, Alain Juppé, as a technical Advisor on tax matters and macroeconomic studies, and then on taxation and SMEs from 1995 to 1997. She continued her career at the Directorate General for Tax to improve the quality of service (pre-filled tax returns, remote procedures, certification). She was appointed Director of Tax Law at the Ministry of the Economy and Finance in 2004 and was therefore in charge of implementing tax reforms between 2004 and 2012. At the same time, she co-chaired the working group on reforms to the funding of social welfare in 2006, and co-signed the report by the conference of experts on the energy climate contribution chaired by Michel Rocard. She also sat on the Local Authorities Reform Committee chaired by Edouard Balladur as Associate Director and was a member of the Public Life Renewal and Ethics Committee chaired by Lionel Jospin. She has been Head of the Inspectorate General of Finance at the Ministry of the Economy, Industry and Digital Data and the Ministry of Finance and Public Accounts since March 2012. She has also been a member of the Board of Directors of the Fondation Nationale des Sciences Politiques since 2013. She has been a Director of EDF since May 2012.



Colette LEWINER

Born on 19 September 1945 in Cairo (Egypt), Colette Lewiner is an alumnus of the *École Normale Supérieure*, and holds the rank of “agrégée” teacher in physics, as well as a PhD in science. In 1979, she joined *Électricité de France*, and she set up, in 1989, the Development and Commercial Strategy Division, becoming EDF’s first female Executive Vice President. From 1992 to 1998, she was Chairman and CEO of SGN, a nuclear engineering company and subsidiary of AREVA. In 1998, she joined Capgemini to set up and then manage until June 2012 the Global Energy and Utilities sector. Since July 2012, she has been an energy Advisor and manager at Cowin. She has also been a non-executive chairwoman of TDF (SAS) since 2010, member of the Academy of Technology and member of the Strategic Research Committee, reporting directly to the French Prime Minister since 2013. She is a Director of the Bouygues group and of the companies Eurotunnel, Nexans, TGS Nopec (Norway) and Crompton Greaves (India). She has been a Director of EDF since May 2014.



Christian MASSET

Born on 23 January 1957 in Sète (France), Christian Masset is a graduate of the *Institut d’études politiques* (IEP – Institute of Political Studies) in Paris as well as the *École supérieure des sciences économiques et commerciales* (ESSEC). Alumnus of the *École nationale d’administration* (ENA), he began his career in the Political Affairs Division of the Ministry of Foreign Affairs in 1984. In 1987, he became First Secretary at the French Embassy in London, before joining the Economic Affairs Division of the Ministry of Foreign Affairs in Paris in 1989. From 1991 to 1994, he was First Counsellor at the French Embassy in Pretoria, then from 1994 to 1997, he worked as Counsellor to France’s Permanent Representation to the European Union. From 1997 until 1999, he worked as Technical Advisor to the office of the Ministry of Foreign Affairs. Minister Counsellor to the French Embassy in Rome between 1999 and 2002, he was the Deputy Permanent Representative of France to the European Union between 2002 and 2007, and was then appointed Director of Economic and Financial Affairs at the Ministry of Foreign Affairs. In 2009, he was appointed Director of the General Directorate for Global Affairs, Development and Partnerships. In this position, he also took on the role of Chairman of the Board of the Agency for French Teaching Abroad, as well as of the public interest group, France Cooperation International. He was also a member of the Strategic Advisory Board of the French Institute. Between January 2012 and July 2014, he was France’s Ambassador to Japan. Since 1 August 2014, Christian Masset has been the Secretary General of the Ministry of Foreign Affairs and International Development. He has been a Director of EDF since 26 September 2014.



Please find below the brief curriculum vitae of the persons whose appointment is subject to your vote:



Jean-Bernard LÉVY

Born on 18 March 1955 in Suresnes (France), Jean-Bernard Lévy is a graduate of the *École Polytechnique* and Telecom ParisTech. He began his career at *France Télécom* in 1979 as an engineer in the Angers Division until 1982, then in the Group's Personnel Department. In 1986, he was appointed Advisor to Gérard Longuet, the Deputy Minister for Postal and Telecommunication Services. Between 1988 and 1993, Jean-Bernard Lévy was in charge of Communication Satellites at Matra Espace, which then became Matra Marconi Space in 1990. From 1993 until 1994, he was Chief of Staff for Gérard Longuet, Minister for Industry, Postal Services & Telecommunications and Foreign Trade. In 1995, he was appointed Chairman and Chief Executive Officer of Matra Communication. In 1998, he joined Oddo et Cie as Chief Executive Officer and then Managing Partner. In the summer of 2002, Jean-Bernard Lévy was appointed CEO of Vivendi before becoming Chairman of its Management Board in April 2005, a role which he held until June 2012. He was appointed Chairman and Chief Executive Office of Thales on 20 December 2012. He is also a Director of Vinci, Société Générale, DCNS and the Institut Pasteur, Chairman of the Board of the *Institut Mines-Télécom*, Vice-Chairman of the French Aerospace and Space Industries Association (GIFAS) and a member of the advisory board of A.T. Kearney Paris.



Gérard MAGNIN

Born on 14 February 1951 in Héricourt (France), Gérard Magnin graduated with a degree in Economics from the University of Besançon, has a degree in Electrical Engineering from the University of Belfort and a postgraduate diploma (D.E.S.) in Economics from the University of Lyon II. After teaching economics and social science for eight years, he was Regional Director at the ADEME (Environment and Energy Management Agency) for the Franche-Comté region between 1985 and 1994. In 1990, Gérard Magnin founded the European network of Energy Cities, serving as its Executive Director from 1994 until June 2014. He is also a member of the Franche-Comté Economic, Social and Environmental Council.



Laurence PARISOT

Born on 31 August 1959 in Luxeuil-les-Bains (France), Laurence Parisot earned a degree in public law at the University of Nancy II, graduated from the *Institut d'études politiques* (IEP – Institute of Political Studies) in Paris and has a DEA (equivalent to an M.Phil) in Politics from the Institute of Political Science. She began her professional career in 1983 as Assistant to Alain Lancelot, President of the CEVIPOF (Centre for French Political Research). In 1985, she joined the Louis Harris Polling Institute as a research manager, before becoming its Managing Director in 1986. In 1990, she moved to the IFOP polling and market research institute and was appointed as Chief Executive. She is now Vice-Chairman of the IFOP Group's Executive Board. In 2005, she was elected President of the MEDEF (French Employers' Union) and was re-elected in 2010. She is a Director of BNP Paribas and COFACE and also a member of the Supervisory Board at Fives and Michelin. Laurence Parisot is a member of the Economic, Social and Environmental Council and chairs Fondapol's Scientific Council.



Philippe VARIN

Born on 8 August 1952 in Reims (France), Philippe Varin is an alumnus of the *École Polytechnique* and the *École des Mines* in Paris. He joined the Pêchiney Group in 1978 as a researcher before taking on a number of different management roles within the Group (management control, strategy, project management). He was appointed Vice President of the Rhenalu Division in 1995 and then Senior Executive Vice President of the aluminium sector and a member of the Group's Executive Committee in 1999. In 2003, he joined the Anglo-Dutch steel group, Corus, as Chief Executive Officer. He was President of the European Steel Association (Eurofer) from 2006 until 2008. Appointed as Chairman of the Board of PSA Peugeot Citroën in June 2009 he then left the Group in June 2014. He is currently a Director of Saint-Gobain, President of *Cercle de l'Industrie* and a Special Representative for the Minister for Foreign Affairs and International Development for countries in the ASEAN (Association of Southeast Asian Nations).

RESOLUTION 16

ATTENDANCE FEES ALLOCATED TO THE BOARD OF DIRECTORS

Taking into account the future composition of the Board of Directors submitted to you for approval and the new rules resulting from French Ordinance No. 2014-948 of 20 August 2014, it is proposed to increase the annual amount of attendance fees allocated to the Board to €226,000 for the fiscal year 2014 and to set at €440,000 this amount of attendance fees allocated to the Board for the fiscal year 2015 and subsequent years.

The proposed increase reflects the increase of the number of Directors who will receive attendance fees, excluding employee representatives who are not remunerated for the performance of their duties as Director pursuant to the law, and to the working programme of the Board of Directors and its committees.

Please find here below a short curriculum vitae of the person who is appointed as Representative of the French State.



Régis TURRINI

Born on 14 March 1959 in Paris (France), Régis Turrini is a lawyer at the Paris bar, a graduate of the faculties of Literature and Law at the *Institut d'études politiques* (IEP – Institute of Political Studies) in Paris, and an alumnus of the *École nationale d'administration* (ENA). He began his career as Counsellor at the French Administrative Court and the Administrative Court of Appeal, before joining Cleary Gottlieb Steen & Hamilton (1989-1992) then Jeantet & Associés (1992-1995), as a corporate lawyer. In 1995, he joined *Arjil & Associés Banque* (Lagardère Group) as Executive Director, then Managing Director, and finally, in 2000, Managing Partner. Régis Turrini joined Vivendi in January 2003 as Director of Mergers, Acquisitions and Disposals and as Member of the General Management Committee. He has been Commissioner to the Agency for State Holdings at the Ministry for the Economy, Industry and Digital Data and the Ministry for Finance and Public Accounts since 1 September 2014. He has also been a Director of the BPI-Groupe since 4 September 2014, of Renault since 5 September 2014 and Thales since 18 September 2014. He has been a Director of EDF since 15 September 2014.

ORDINARY AND EXTRAORDINARY RESOLUTION

RESOLUTION 17

POWERS FOR THE PERFORMANCE OF THE FORMALITIES

We invite you to vote on the text of the resolutions that we are submitting to you.

The Board of Directors.

PRESENTATION OF THE DIRECTORS ELECTED BY EMPLOYEES IN MAY 2014



Christine CHABAUTY

Born on 19 July 1971 in Maisons-Laffitte (France), Christine Chabauty is a graduate in law. She gained professional experience in a legal environment and in 2000 joined EDF's Sales and Marketing Division as commercial attaché to the Key Accounts Department. She now works for the Key Accounts Department's Marketing Unit. Since December 2008, she has also served as a member of an elected business court (*conseiller prud'homal*). Sponsored by the CGT union, re-elected in May 2014, she has been a Director of EDF since November 2009.



Jacky CHORIN

Born on 22 April 1959 in Caudebec-en-Caux (France), Jacky Chorin is a graduate of the *Institut d'études politiques* (IEP – Institute of Political Studies) in Paris and doctor in law. He began his career at EDF as a lawyer at the Central Services of the Equipment Department in 1983. He is currently project manager attached to the Human Resources Manager of the Generation and Engineering Division of EDF. He has been a member of the *Conseil Économique, Social et Environnemental* (Economic Social and Environmental Council) since 2010 and of the Energy High Council since 2012, he is also a member of the National Ecological Transition Council. Sponsored by the FO Union, Director of EDF from November 2004 to November 2009, he was re-elected in May 2014.



Marie-Hélène MEYLING

Born on 30 October 1960 in Fontainebleau (France), Marie-Hélène Meyling is a graduate in communication (Université Paris V). She joined EDF in 1982 where she has successively held a range of communication positions. She then focused on activities relating to the opening of the electricity market as well as support to renewable energy. She sat from 2008 to 2011 at the EDF Central Works Council. She is currently senior engineer at the EDF Upstream/Downstream Optimisation and Trading Division. In November 2012, Marie-Hélène Meyling obtained also the Company Director Certificate jointly issued by the *Institut d'études politiques* (IEP – Institute of Political Studies) in Paris and the *Institut Français des Administrateurs* (French Institute of Directors). Sponsored by the CFDT union, re-elected in May 2014, she has been a Director of EDF since September 2011.



Jean-Paul RIGNAC

Born on 13 May 1962 in Rodez (France), Jean-Paul Rignac is the holder of a doctorate in energy from the *Institut National Polytechnique* in Toulouse. He served as Secretary of the EDF Research and Development's joint generation committee for five years. Since March 1991, he has been a research engineer at EDF's Research and Development Division (Renardières Centre), and currently works on energy efficiency in industrial buildings. Sponsored by the CGT union, re-elected in May 2014, he has been a Director of EDF since November 2007.



Christian TAXIL

Born on 5 April 1975 in Chaumont (France), Christian Taxil is a graduate of the *École des Mines* (Higher School of Engineering) in Douai. He began his career in 1999 at EDF Gaz de France Distribution as a customer relationship manager in charge of local authorities and concessions. From 2004 to 2008 he was in charge of the social dialogue in the management team of the *Fédération CFE-CGC Énergie* union focusing on the statutory regulations for companies in the electricity and gas sector. In 2008 he joined EDF's Audit Division, before he was elected, from June 2009 to September 2014, as General Secretary of the *Fédération CFE-CGC Énergie* union. Sponsored by the CFE-CGC union, he was elected in May 2014.



Maxime VILLOTA

Born on 25 November 1959 in Joeuf (France), Maxime Villota joined EDF in 1981. He began his career at the Dampierre-en-Burly nuclear power plant, before joining the Tricastin nuclear power plant in 1987, where he is currently purchasing policy coordinator. He is a member of the *Fédération CGT Mines Énergie* union. Sponsored by the CGT union, re-elected in May 2014, he has been a Director of EDF since December 2006.

DRAFT RESOLUTIONS

EXTRAORDINARY RESOLUTIONS

RESOLUTION 1

UPDATE OF THE ARTICLES OF ASSOCIATION

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, after having reviewed the Board of Directors' report, decides, as a result of the adoption of French Ordinance No. 2014-948 of 20 August 2014 regarding governance and transactions involving the share capital of public sector companies and No. 2014-863 of 31 July 2014 regarding company law, to amend Articles 1, 14, 16, 18 and 20 of the Company's articles of association. Accordingly:

- the text of Article 1 ("Form") of the articles of association shall henceforth be worded as follows:

"Électricité de France (EDF) is a public limited company [société anonyme] 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, the French Ordinance No. 2014-948 of 20 August 2014, Law No. 83-675 of 26 July 1983, and by these articles of association."

- the text of the first paragraph of Article 14 ("Chairing of the Board of Directors and General management") of the articles of association shall henceforth be worded as follows:

"In accordance with Article 19 of the aforementioned French Ordinance of 20 August 2014, the Chairman of the Company's Board of Directors is selected by the Board among the Directors and appointed by decree. The period during which he exercises his duties shall not exceed his term as Director. His term can be renewed following the same procedure as the one pursuant to which he was appointed. He may also be removed from office by decree. The Chairman cannot be more than 68 years old. When he has exceeded such age, it shall be considered that he has resigned."

- the text of the first paragraph of Article 16 ("Powers of the Board of Directors") of the articles of association shall henceforth be worded as follows:

"The Board of Directors determines the orientations of the Company's activity and supervises their implementation. Subject to powers expressly granted to Shareholders' Meetings and within the limit 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 text of Article 18 ("Regulated agreements") of the articles of association shall henceforth be worded as follows:

"All agreements entered into directly, or through an intermediary, between the Company and its Chief Executive Officer, one of its Deputy Chief Executive Officers, one of its Directors, one of its shareholders holding more than 10% of the voting rights or in the case of an entity shareholder, its controlling company in the sense of Article L. 233-3 of the French Commercial Code, whether directly or through an intermediary, must be subject to the prior authorization of the Board of Directors."

The same applies to agreements in which one of the persons mentioned in the preceding paragraph have an indirect interest, as well as agreements which take place between the Company and an entity, if the Chief Executive Officer, one of the Deputy Chief Executive Officers or one of the Directors of the Company is the owner, general partner, manager, Director, member of the Supervisory Board or, generally, an Executive Officer of such entity."

The prior authorization of the Board of Directors is motivated by giving reasons indicating the interest of the agreement for the Company, in particular, by specifying the financial conditions attached to it."

The provisions of the above paragraphs are not applicable to agreements concerning standard arm's length transactions or to agreements entered into between two companies, one of which holds, directly or indirectly, all of the share capital of the other, if applicable, less the minimum number of shares required to satisfy the requirements of Article 1832 of the French Civil Code, or Articles L. 225-1 and L. 226-1 of the French Commercial Code."

- The text of the first two paragraphs of Article 20 ("Shareholders' Meetings") of the articles of association shall henceforth be worded as follows:

"1. Shareholders' Meetings consist of all the shareholders whose shares are fully paid up and for which the right to attend Shareholders' Meetings is justified by the registration of the shares to an account in their name or, for shareholders who are not French residents, in the name of the intermediary in whose name the shares are recorded, in the conditions and within the time limits stipulated by the French Commercial Code."

The registration of the shares must be done either in the Company's nominal share register, or in the bearers' securities accounts held by an authorized intermediary."

RESOLUTION 2

MODIFICATION OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, after having reviewed the Board of Directors' report and following the adoption of French Ordinance No. 2014-948 of 20 August 2014 concerning governance and transactions involving the share capital of public sector companies, decides to amend Article 13 ("Board of Directors") of the Company's articles of association, which shall henceforth be worded as follows:

"Article 13 – Board of Directors

I. - The company is administered by a Board of Directors comprised of three to eighteen members, in accordance with the provisions of section II of French Ordinance No. 2014-948 of 20 August 2014.

The Board of Directors includes members appointed by the Shareholders' Meeting, if applicable in accordance with Article 6 II of the aforementioned Ordinance, a Representative of the French State and one-third of its members are employee representatives elected in accordance with the provisions of chapter 2 of section II of the Law of 26 July 1983.

II. - The Board appoints a secretary who may be chosen outside its members.

The Chairman and Chief Executive Officer is bound to communicate to each Director all the documents and information necessary for the accomplishment of his assignment.

III. - The term of office of the members of the Board of Directors is four years.

By way of exception, the first term of office of the Directors representing employees that will come into force after the Shareholders' Meeting of 21 November 2014 shall be five years.

IV. - In the event of a vacancy due to the death or resignation of one or more members appointed by the Shareholders' Meeting, the Board of Directors can appoint temporary replacements in the conditions defined by Article L. 225-24 of the French Commercial Code. The appointed Director will exercise his functions for the remaining term of the office of the Director he replaced.

V. - The Shareholders' Meeting fixes the amount of the attendance fees, allotted, if applicable, to the Directors. The office of Directors representative of the employees is free.

The expenses incurred by the Directors for the exercise of their office are reimbursed by the Company on presentation of supporting documents.

The representatives of employees are allowed a certain number of hours to fulfil their duties equal to half of the legal number of working hours.

VI. - Directors appointed by the Shareholders' Meeting may be dismissed by the Shareholders' Meeting.

VII. - On the initiative of the Chairman and Chief Executive Director, the Board of Directors may, if it deems it necessary and depending on the agenda, invite members of the Company or personalities from outside the Company, to attend meetings of the Board of Directors without right to vote.

The secretary to the works council, or the organisation standing in for it, is present at meetings of the Board of Directors without right to vote.

VIII. - The persons invited to be present at the deliberations of the Board of Directors should observe the same obligations of discretion as the Directors."

RESOLUTION 3

MODIFICATION OF ARTICLE 15 OF THE ARTICLES OF ASSOCIATION

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, after having reviewed the Board of Directors' report and following the adoption of French Ordinance No. 2014-948 of 20 August 2014 concerning governance and transactions involving the share capital of public sector companies, decides to amend the first paragraph of Article 15 ("Deliberations of the Board of Directors") of the Company's articles of association, which shall henceforth be worded as follows:

"1. The Board of Directors meets as often as the interests of the Company require and is convened by its Chairman in compliance with the provisions laid down by the laws and regulations. By way of a derogation from paragraph 2 of Article 12 of French Ordinance No. 2014-948 of 20 August 2014, the majority of the members of the Board of Directors can convene the Board, in which case said members must indicate the agenda. If the Board has not met for more than two months, at least one-third of the members of the Board of Directors can ask the Chairman to convene a meeting to cover a specified agenda."



RESOLUTION 4

MODIFICATION OF ARTICLES 24 AND 25 OF THE ARTICLES OF ASSOCIATION

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, after having reviewed the Board of Directors' report, decides to amend Articles 24 ("Allocation of financial results") and 25 ("Payment of dividends", the heading of which shall become, after modification, "Distribution payment conditions") of the Company's articles of association, which shall henceforth be worded as follows:

"Article 24 – Allocation of financial results

1. *The profit and loss account which recapitulates the income and expenses for the financial year underlines by difference, after deduction of the amortization and depreciations, the profit or loss for the financial year.*

Out of the profit for the financial year less any previous losses, if any, at least 5% is deducted for the legal reserve fund. This deduction is no longer compulsory once the reserve has reached one tenth of the share capital; it starts again if, for any reason, the legal reserve falls below this tenth.

The distributable profit is composed of the profit of the financial year, less the previous losses and the amounts to be entered in the reserves in application of the law or bylaws and increased by the profits carried forward from prior years. The Shareholders' Meeting shall withhold any amounts from this profit it deems appropriate either to allocate to any optional reserve funds or to carry it forward.

In addition, the Shareholders' Meeting may decide to distribute part of the distributable reserves; in such event, the decision shall state expressly the reserve items from which the distribution has been made. However, dividends shall be paid first from the financial year's distributable profit.

Except in case of share capital reduction, no distribution may be made to shareholders where the equity are or may become, further to such distribution, less than the amount of capital increased by the reserves which are non-distributable as per applicable laws and articles of association. The difference of revaluation is not distributable, it may be incorporated in all or in part into the share capital.

Losses, if any, are entered into a special account to be deducted from the profits of later financial years until they have been absorbed or to be discharged by means of a reduction of the share capital.

2. *Any shareholder who, at the end of the financial year, has held registered shares for at least two years and still holds them at the date of payment of the dividend in respect of this financial year, shall receive in respect of such shares a bonus equal to 10% of the dividend paid for the other shares, including for any dividend which is paid in shares. Where applicable, the increased dividend will be rounded down to the nearest cent.*

Similarly, any shareholder who, at the end of the financial year, has held such registered shares for at least two years and still holds them at the issuance date of a share capital increase by way of capitalization of reserves, profits or premiums, shall receive additional bonus shares equal to 10% of the number distributed, rounded down to the nearest whole number in case of fractions.

The number of shares giving entitlement to such bonuses may not exceed 0.5% of the share capital per shareholder as at the end of the relevant financial year.

Article 25 – Distribution payment conditions

The Shareholders' Meeting is entitled to give, in accordance with applicable legal conditions, to each shareholder, for all or part of the allocated dividend, a right to choose between payment in cash and payment in shares.

When a balance sheet drawn up during or at the end of the fiscal year and certified by the Statutory Auditor reveals that the Company has made a profit after deduction of amortization and depreciation and deduction, if any, of previous losses and amounts to be allocated to the reserves pursuant to the law or to the articles of association and taking into account the profit carry-forward since the end of last fiscal year, interim dividends may be distributed, in accordance with applicable legal conditions, prior to the approval of the financial statements for the then current fiscal year. Subject to prior authorization by the Shareholders' Meeting, the Board of Directors can propose to the shareholders, as regards all or part of the interim dividend, a choice between payment in cash or in shares. The amount of these interim dividends cannot exceed the amount of the thus defined profit.

In addition, the Shareholders' Meeting can decide to pay any dividend, interim dividend, reserve or premium distributed or any reduction of the share capital, via the handing over of the Company's assets, including financial assets.

The conditions for the payment of the distributions approved by the Shareholders' Meeting, as well as the entitlement dates of the shares distributed, are determined by it, or else, by the Board of Directors, in the conditions defined by law. If the amount of the distributions, other than in cash, to which the shareholder is entitled does not

correspond to a whole number of shares, the latter can receive the number of shares immediately below this number, supplemented by a balancing cash adjustment, or if the Shareholders' Meeting has so requested, the number of shares just above this number, in which case the difference shall be paid in cash.

The dividends must be paid, in cash or in shares, within at most nine months after the end of the year, unless this time limit is extended by a court decision. Dividends which have not been claimed within five years of their payment are time-barred."

ORDINARY RESOLUTIONS

RESOLUTION 5

REAPPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to reappoint Mr Olivier Appert as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 6

REAPPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to reappoint Mr Philippe Crouzet as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 7

REAPPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to reappoint Mr Bruno Lafont as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 8

REAPPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to reappoint Mr Bruno Léchevin as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 9

REAPPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to reappoint Mrs Marie-Christine Lepetit as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.



RESOLUTION 10

REAPPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to reappoint Mrs Colette Lewiner as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 11

REAPPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to reappoint Mr Christian Masset as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 12

APPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to appoint Mr Jean-Bernard Lévy as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 13

APPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to appoint Mr Gérard Magnin as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 14

APPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to appoint Mrs Laurence Parisot as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 15

APPOINTMENT OF A DIRECTOR

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and after having approved in the terms of the second resolution the amendment of Article 13 of the articles of association shortening the term of office of the Directors to four years, decides to appoint Mr Philippe Varin as Director, with effect on the date of the first meeting of the Board of Directors held after 22 November 2014, for a term of four years which shall end at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2017.

RESOLUTION 16

ATTENDANCE FEES ALLOCATED TO THE BOARD OF DIRECTORS

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, after having reviewed the Board of Directors' report, decides to set at €226,000 the amount of the attendance fees allocated to the members of the Board of Directors for the fiscal year 2014, and to set at €440,000 this amount for the fiscal year 2015 and subsequent years until a new decision has been taken by the Shareholders' Meeting.

ORDINARY AND EXTRAORDINARY RESOLUTION

RESOLUTION 17

POWERS FOR THE PERFORMANCE OF FORMALITIES

The Shareholders' Meeting grants full power to the bearer of an original, a copy or an extract of the minutes of this meeting in order to perform all legal and administrative formalities and to make any filings and engage in any publicity required by laws in force.





HOW TO ATTEND THE SHAREHOLDERS' MEETING?

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 trading day before the Shareholders' Meeting, i.e. **Tuesday 18 November 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. Tuesday 18 November 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 18 November 2014 and reach BNP Paribas Securities Services (Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex) no later than Tuesday 18 November 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 card¹
- **Vote remotely**
- **Give a proxy to the Chairman of the Shareholders' Meeting**
- **Give a proxy to any other person**

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



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 **Thursday 20 November 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 5 to 20 November 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.



YOUR RIGHTS BY POST

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 card¹
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.

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 / WHOEVER 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 vendredi 21 novembre 2014, à 14h30,
Salle Pleyel, au 252, rue du Faubourg Saint-Honoré, 75008 PARIS

COMBINED GENERAL MEETING FOR THE SHAREHOLDERS
to be held on Friday, November 21, 2014 at 2:30 p.m.
Salle Pleyel, at 252, rue du Faubourg Saint-Honoré, 75008 PARIS

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

Identifiant / Account	Statut
Normatif / Registered	Vote simple / Single vote
Nombre d'actions / Number of shares	Statut 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.

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 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 ■

1	2	3	4	5	6	7	8	9	Oui / Non/No Yes / Abstain/Yes	F
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)

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

- Je donne pouvoir au Président de l'AG 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 recto 4) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse 4) M., Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :

18 novembre 2014 / November 18th 2014

sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

Date & Signature

To vote by post,
tick the box.

To be accepted,
your form must reach BNP Paribas Securities Services
no later than 18 November 2014.

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

¹ If you have not received your admission card by post on the third working day before the day of the Shareholders' Meeting, i.e. Tuesday 18 November 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

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 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 08,

or by electronic mail to the following address questions@edf.fr, at the latest on the fourth working day before the date of the Shareholders' Meeting, i.e. 17 November 2014.

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

Documents may be seen or downloaded on the internet website <http://shareholders.edf.com> or ag2014.edf.com.

Help us reduce CO₂ 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) or ag2014.edf.com.

However, if you wish to receive hard copies of 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

SHAREHOLDERS' COMBINED MEETING OF 21 NOVEMBER 2014

I, the undersigned, Last name: First name:

Company¹:

Address:

Zip code: City:

Holder of: registered shares and/or of: bearer shares recorded at/held in an account at²

Hereby request the documents and information specified in article R. 225-83 of the French Commercial Code relating to the General Meeting convened on the 21 November 2014

By e-mail at the following address By mail at the above address

Signed at, on 2014. Signature

Note: we would also like to inform you that, 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 BNP Paribas Securities Services - CTS Assemblées générales - Les Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex.

¹ For legal entities: please mention the exact corporate name. ² Precise details of the bank or the financial intermediary which manages your securities account.

HOW TO CONTACT US

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

■ By phone

From France: **0 800 00 0800**

*(from Monday to Friday, 9am to 6pm,
free from a landline number)*

From abroad: **+33 1 40 42 48 00**

■ By e-mail

actionnaires@edf.fr

■ By post

EDF – Service Relation actionnaires
22-30 avenue de Wagram
75382 Paris Cedex 08

■ Website

<http://shareholders.edf.com>

 **@EDFofficiel #EDFAG2014**

EDF

22-30 avenue de Wagram
75382 Paris Cedex 08

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

www.edf.com

Design and production: SEITOSEI.

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YOU ARE COMING TO ATTEND THE SHAREHOLDERS' MEETING

At 2:30 pm on 21 November 2014

Salle Pleyel, 252 rue du faubourg Saint-Honoré, 75008 Paris

PRACTICAL INFORMATION

By bus:

■ Lines **43 93** : Hoche Saint-Honoré stop (in front of Salle Pleyel)

■ Lines **30 31** : Place des Ternes stop

By metro or RER:

■ **M 2** : Ternes station

■ Lines **M 1 6** **RER A** : Charles de Gaulle-Étoile station,
Take Avenue Hoche exit or Avenue de Wagram exit

Car park access:

■ Car park Hoche: opposite 18 avenue Hoche (P1)

■ Car park Étoile Wagram: 22 bis avenue de Wagram (P2)

Car parks are open 24/7.

