

# SHAREHOLDERS' COMBINED MEETING OF 21 NOVEMBER 2014

## ADDENDUM TO THE CONVENING BROCHURE

(Free translation for information purposes only)

### MODIFICATIONS AND ADDITION TO THE REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

Given the modifications decided by the Board of Directors of 29 October 2014 regarding the resolution 2 and the resolutions 5 to 15 which will be submitted to the Shareholders' Meeting, the report of the Board of Directors on the draft resolutions is modified as follows:

#### REGARDING THE SECOND RESOLUTION - MODIFICATION OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION

The last paragraph is modified as follows:

*"The resolution which is proposed to you also provides for a shortening of the term of office 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 ; and that the term of office of the Directors appointed by your Meeting 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 2018."*

#### REGARDING RESOLUTIONS 5 TO 15 – APPOINTMENT AND REAPPOINTMENT OF DIRECTORS

The 7<sup>th</sup> paragraph is suppressed and the 6<sup>th</sup> paragraph is modified as follows:

*"Accordingly, we therefore propose to you to reappoint Mrs Marie-Christine LEPETIT et Mrs Colette LEWINER and Messrs Olivier APPERT, Philippe CROUZET, Bruno LAFONT, Bruno LECHEVIN and Christian MASSET as Directors and to appoint Mrs Laurence PARISOT et Messrs Gérard MAGNIN, Jean-Bernard LEVY 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 that shall end, in accordance with the amendment of Article 13 of the Articles of association which is proposed to you in the second resolution, at the end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2018."*

In addition, given the inscription of a draft resolution requested by a shareholder, the report of the Board of Directors on the draft resolutions is supplemented as follows:

#### RESOLUTION A

##### ATTENDANCE FEES ALLOCATED TO THE BOARD OF DIRECTORS – RESOLUTION PROPOSED BY THE "EDF SHARES" FCP SUPERVISORY BOARD AND REVIEWED BY THE BOARD OF DIRECTORS OF EDF DURING ITS MEETING OF 29 OCTOBER 2014 DURING WHICH IT WAS DISAPPROVED

*The "EDF Shares" FCP Supervisory Board requested the inclusion in the agenda of an additional resolution in order to reduce the annual amount of attendance fees allocated to the Board and to fix this amount at €100,000 for the fiscal year 2014 and subsequent years, until a new decision of the Shareholders' Meeting.*

*"EDF Shares" FCP Supervisory Board's explanatory statement: "The 2013 Reference Document indicates that the variable portion linked to the Directors' attendance amounts to €100,000 and that a similar fixed portion was dedicated to them. On the one hand, the proposal aims to halve the total remuneration and to restrict it to the attending Directors. On the other hand, only independent Directors would be entitled to receive such fees, whilst the Directors representing the French State would remain in their role as before."*

*This draft resolution has been reviewed by the Board of Directors of EDF during its meeting of 29 October 2014 during which it was disapproved.*

## MODIFICATIONS AND ADDITION TO THE DRAFT RESOLUTIONS

Given the modifications decided by the Board of Directors of 29 October 2014, the text of the second resolution submitted to the Shareholders' Meeting is now as follows:

### 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, and the term of office of the Directors appointed by the Shareholders' Meeting of 21 November 2014 shall end of the Ordinary General Meeting of the shareholders called to approve the financial statements of the year ended on 31 December 2018.*

*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."*

Given the modifications decided by the Board of Directors of 29 October 2014, the text of resolutions 5 to 15 submitted to the Shareholders' Meeting is now as follows:

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

## 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, 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 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 2018.*

And last, after the resolution 16, the following resolution is inserted:

## RESOLUTION A

### **ATTENDANCE FEES ALLOCATED TO THE BOARD OF DIRECTORS – RESOLUTION PROPOSED BY THE “EDF SHARES” FCP SUPERVISORY BOARD AND REVIEWED BY THE BOARD OF DIRECTORS OF EDF DURING ITS MEETING OF 29 OCTOBER 2014 DURING WHICH IT WAS DISAPPROVED**

*The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, decides to set at €100,000 the amount of the attendance fees allocated to the members of the Board of Directors for the fiscal year 2014 and subsequent years until a new decision has been taken by the Shareholders' Meeting.*