

Shareholders'

ordinary and extraordinary General Meeting



Shareholders, ladies and gentlemen,

It is my pleasure to invite you to attend the EDF Shareholders' Mixed General Meeting, which will be held at 4:30 pm on Thursday May 24, 2007 at the Palais des Congrès in Paris.

In 2006, EDF's positive operating and financial results have met our forecasts. Highlights of the year included stepped-up investment, particularly in France, against a backdrop of high energy prices across Europe and a moderate rise in French rates.

On the basis of these results, the Board of Directors has recommended a dividend of €1.16 per share, up 47%.

Your presence at the Meeting, or your mail-in ballot for the resolutions proposed to you, is an opportunity for you to express your opinions and to participate in making major decisions for your company. That's why I consider this moment of privileged exchange so important and I encourage you to participate in person. If you wish, you may also delegate your voting powers by proxy to the Chairman of the Meeting or to any other shareholder of your choice.

This year, we hope our Shareholders' Meeting will also set an example for environmental protection. In particular, we would like to reduce our CO₂ (carbon dioxide) emissions, in keeping with our commitment to sustainable development. You certainly will be surprised as I was to learn that preparing for a Shareholders' Meeting like this one generates a significant volume of CO₂ – around 60 tons. And so today, in order to reduce our CO₂ emission volume, we are sending you this six page summary document, which provides the Meeting's agenda and a summary of the resolutions to be presented, instead of our 30 page long "The Shareholders' Meeting Guide," a big consumer in terms of both paper and transport. The Shareholders' Meeting Guide and all documentation are of course available on our website, www.actionnaires.edf.com, or by simple request, using the form joint with the summary document.

I thank you in advance for participating in our efforts to reduce CO₂ emissions, and I look forward to seeing you on **May 24."**

Pierre Gadonneix

Chairman and CEO of EDF



Take part in the Shareholders' Meeting on May 24, 2007

A privileged time for:



Group strategy and outlook, in particular with the market's complete opening to individual customers on July 1, 2007



Presentation of 2006 results



Dialogue directly with the Chairman of EDF and the Executive Vice Presidents



Vote on the resolutions

Warning: This presentation is provided for the sole purpose of assisting the shareholders in understanding the resolutions to be voted upon, by summarizing the text of the resolutions submitted to the Meeting. It shall in no case be deemed to replace the draft resolutions and may not be opposable against the text of such draft resolutions.

ORDINARY RESOLUTIONS

- Reports of the Board of Directors and Statutory Auditors;
- Approval of the financial statements and consolidated financial statements; application of the result; agreements governed by article L. 225-38 of the French Commercial Code; Directors' fees;
- Authorization to be given to the Board of Directors to engage in transactions over the Company's own shares.

EXTRAORDINARY RESOLUTIONS

- Delegation of authority to the Board of Directors to increase the share capital (with or without shareholders' pre-emptive rights);
- Delegation of authority to the Board of Directors to increase the number of securities issued through a share capital increase with or without shareholders' pre-emptive rights;
- Delegation of authority to the Board of Directors to increase share capital in the following cases: through the incorporation of reserves, etc.; for the purposes of repaying an exchange offer initiated by the Company; in return for contributions in kind; to the benefit of the subscribers of a savings plan;
- Delegation of authority to the Board of Directors to carry out a free grant of shares of the Company's ordinary shares;
- Delegation of authority to the Board of Directors to reduce the share capital;
- Amendment to the bylaws.

Ordinary resolutions

Resolutions No. 1 and no. 2

(Approval of the financial statements and consolidated financial statements for the fiscal year ending December 31, 2006)

These two resolutions bring to the approval of the shareholders the financial statements of EDF S.A. and the consolidated financial statements of the EDF group, as closed by the Board of Directors in its session of February 20, 2006.

Resolution No. 3

(Application of the result of the fiscal year ending December 31, 2006 and distribution of dividends)

It is proposed that the Shareholders' Meeting decide to pay the shareholders a dividend of 2,113,718,464.40 euros, or 1.16 euros per share, and to apply the remaining available profits to the item "balance brought forward" (rapport à nouveau).

Resolutions No. 4 and no. 5

Agreements governed by article L. 225-38 of the French commercial code

It is proposed that the Shareholders' Meeting, after having acknowledged the Statutory Auditors' special report on the agreements governed by article L. 225-38 of the French commercial code, approve:

– Firstly, the memorandum of understanding entered into between the French State, BNP Paribas Securities Services and the Company relating to the offer to sell EDF shares by the French State to employees and former employees of the companies of EDF Group

– Secondly, the agreements related to the sale of the Egyptian assets, entered into by EDF International and the Company

Resolution No. 6

(Directors' fees awarded to the Board of Directors)

This resolution proposes to set the overall amount of directors' fees awarded to the members of the Board of Directors at 174,000 euros for the fiscal year 2007.

Resolution N° 7

(Delegation of authority given to the Board of Directors to engage transactions over the Company's shares)

It is proposed, in this seventh resolution, that the shareholders replace the previous delegation of authority and thus authorize the Board of Directors to set up a program aiming at repurchasing Company's shares over a period of eighteen months, within the limit of 10% of the share capital, in accordance with the maximum set by law. The maximum purchase price is set at 90 euros per share, with a maximum cumulative purchase of 10% of the capital over the period and a maximum number of shares that shall not exceed 10% of the capital at any time, or 5% of the capital in the event of merger, spin-off, or contribution. The maximum amount of funds allocated to the repurchase program will be 2 billion euros over the period.

Extraordinary resolutions

Resolutions No. 8 and no. 9

(Delegation of authority to the Board of Directors to increase the share capital by maintaining or suppressing shareholders' pre-emptive rights)

It is proposed that the Shareholders' Meeting delegate all powers to the Board of Directors for a period of 26 months to increase the share capital, (by maintaining the shareholders' pre-emptive rights in the 8th resolution, and by suppressing their pre-emptive rights in the 9th resolution) by issuing Company shares, options to acquire Company

shares, or securities convertible into debt securities issued by the Company. The total par value amount of the share capital increase operations to be carried out as a result of the present delegation of authority may not exceed 45,000,000 euros, or the issuance of 90,000,000 shares of a par value of 0.50 euros. The total value of the securities convertible into debt securities issued by the Company may not exceed 4,500,000,000 euros.

Resolution No. 10

(Delegation of authority to the Board of Directors to increase the number of securities issued through a share capital increase with or without shareholders' pre-emptive rights)

This delegation would allow the Board of Directors, for a period of 26 months, to increase the number of securities issued for each of the issuances carried out under Resolutions No. 8 and 9 hereinabove, for the price settled for the initial issuance, within thirty days of the closing of the subscription, limited to 15% of the initial issuance.

Resolution No. 11

(Delegation of authority to the Board of Directors to increase the share capital through the incorporation of reserves, profits, premiums and any other amounts that could be incorporated into capital)

It is proposed that the Shareholders' Meeting delegate all powers to the Board of Directors for a period of 26 months to increase the share capital through the incorporation of reserves, profits, premiums and any other amounts that could be incorporated into capital, followed by the creation and free grant of shares or an increase of the par value of the existing shares, or by combining both.

The total par value amount of the share capital increase operations to be carried out as a result of the present delegation of authority may not exceed 1,000,000,000 euros, or the issuance of 2,000,000,000 shares of a par value of 0.50 euros.

Resolution No. 12

(Delegation of authority to the Board of Directors to increase the share capital for the purposes of repaying an exchange offer initiated by the Company)

It is proposed that the Shareholders' Meeting vest the Board of Directors with the power to carry out, for a period of 26 months, the issuance of Company shares or options to acquire Company shares, in repayment for the securities tendered in the event of an exchange offer initiated by the Company for the securities of another company.

The total par value amount of the share capital increase operations to be carried out as a result of the present delegation of authority may not exceed 45,000,000 euros, or the issuance of 90,000,000 shares of a par value of 0.50 euros.

Resolution No. 13

(Delegation of powers to the Board of Directors to increase share capital in return for contributions in kind made in favor of the company)

This delegation would allow the Board of Directors, for a period of 26 months, to increase the share capital, within the limit of 10% of the share capital, by issuing Company shares or options to acquire Company shares in return for contributions in kind made in favor of the Company in the form of shares or options.

Resolution No. 14

(Delegation of powers to the Board of Directors to increase share capital to the benefit of the subscribers of a savings plan)

It is proposed that the Shareholders' Meeting authorize the Board of Directors, for a period of 26 months, to increase the share capital to the benefit of the participants in the Company's or any other French or foreign related companies' savings plan. The total par value amount of the share capital increase operations to be carried out as a result of the present delegation of authority may not exceed 10,000,000 euros, or the issuance of 20,000,000 shares of a par value of 0.50 euros.

Resolution No. 15

(Delegation of authority to the Board of Directors to carry out a free grant of shares of the Company's ordinary shares)

This delegation would allow the Board of Directors, for a period of 12 months, to carry out a free grant of the Company's ordinary existing or to be issued shares, to the benefit of the Company's employees or directors and those of other related companies, within the limit of 0.2% of the share capital.

Resolution No. 16

(Delegation of authority to the Board of Directors to reduce the share capital following the acquisition by the Company of its own shares)

The Shareholders' Meeting grants all powers to the Board of Directors for a period of 18 months to reduce the share capital by canceling, once or several times, all or part of the shares held by the Company pursuant to a share repurchase program, within a limit of 10% of the share capital over periods of 24 months.

Resolution No. 17

(Amendment to the Article 21 of the Company's bylaws for the purpose of compliance with the provisions of decree No.2006-1566 of December 11, 2006)

The Shareholders' Meeting is requested to amend article 21 of the Company's bylaws – Shareholders' Meetings, in order for such article to comply with the provisions of decree No. 2006-1566 of December 11, 2006.

Resolution No. 18

(Powers to accomplish formalities).

These documents are available at actionnaires.edf.com

If you would like to receive them by postal mail, however, simply fill out this form, sign it, and send it to:

EDF – Service Relations Actionnaires – 22-30, avenue de Wagram – 75008 Paris

May 24, 2007 Shareholders' Meeting

The undersigned Mr. Mrs

Last name: First name:

Address:

Postal code:..... City :

Request that the following documents and information regarding the ordinary and extraordinary Shareholders' General Meeting be sent to me: (tick the box(es) next to the desired documents)

EDF Group financial statements

Reports of the Board of Directors and the Chairman of the Board

The other documents and information regarded by article 135 of the March 23, 1967 Decree

At....., on 2007.

Signature

Why reduce CO₂ emissions, and how is EDF taking part?

Global warming is a major environmental challenge for the whole planet. In large part, it is caused by the greenhouse gases produced by human activity, which then become concentrated in the upper strata of our atmosphere, preventing a portion of the sun's rays from bouncing back out into space. If we want to limit our impact on the climate, we must limit our greenhouse gas emissions, and above all our CO₂ (carbon dioxide) emissions.

In Europe, EDF's kWh production emits the least CO₂ of the seven major electricity suppliers, in particular thanks to its nuclear and hydroelectric power plants. While its emissions are lower than those of its competitors, EDF nevertheless does emit CO₂, and has initiated a number of actions in order to play its part in the fight against global warming:

- maintain production facilities with low CO₂ emissions, particularly by developing renewable and nuclear energy wherever possible, while following evolutions in consumption,
- focus on its research and development activities for technologies with little to no greenhouse gas emissions,
- encourage customers and personnel to moderate their energy demand, and promote the same in Group facilities,
- help raise awareness and educate people about these issues, for example, through partnerships with organizations like the Nicolas Hulot Foundation.

CO₂ emissions reduction efforts are also about everyday gestures that concern each and every one of us, in everything we do. Thus, even the organization of a Shareholders' General meeting can go hand in hand with efforts to limit CO₂ emissions – an effort we share with you, our shareholders.

How to participate in an ordinary and extraordinary Shareholders' Meeting

The EDF ordinary and extraordinary Shareholders' Meeting will be held on Thursday, May 24, 2007 at 4:30 pm at the Palais des Congrès de Paris at 2 place de la Porte Maillot 75017, Paris.

TO PARTICIPATE IN THE MEETING IN PERSON:

ADMINISTERED OR REGISTERED SHAREHOLDERS

Tick box A of the attached form, sign and date at the bottom and return it to BNP Paribas Securities Services* in the postage-paid envelope provided (it must be received by BNP Paribas Securities Services* no later than May 21, 2007). BNP Paribas Securities Services* will mail you your entry card, to be presented along with your ID on the day of the Shareholders' Meeting.

BEARER SHAREHOLDERS

Contact your financial intermediary as quickly as possible to obtain your entry card. They will send your request, along with a certificate of participation to BNP Paribas Securities Services*. If the request is received before May 21, 2007, you will receive your card by mail. On the day of the Shareholders' Meeting, come prepared with this card and your ID. If your request is received by BNP Paribas Securities Services* after May 21, 2007, your card will be held for you at the "shareholders without documents" desk on the day of the Meeting.

TO VOTE BY MAIL OR BY PROXY:

The deadline for sending votes to BNP Paribas Securities Services* is May 21, 2007.

ADMINISTERED OR REGISTERED SHAREHOLDERS

Tick box B of the attached form, fill it out, sign, and date it, and return it to BNP Paribas Securities Services*, in the postage-paid envelope provided.

BEARER SHAREHOLDERS

Contact your financial intermediary as quickly as possible to obtain a ballot. Your financial intermediary will communicate your request to BNP Paribas Securities Services*, which will then mail you the ballot. When you have returned the duly filled out and signed ballot to your financial intermediary, they will send it to BNP Paribas Securities Services*, along with a certificate of participation.

TO VOTE OVER THE INTERNET:

This year, EDF is offering its shareholders the possibility of voting by internet before the Shareholders' ordinary and extraordinary General Meeting. You can vote by internet until 3:00 pm on May 23 on the Meeting's website: <http://gisproxy.bnpparibas.com>

ADMINISTERED OR REGISTERED SHAREHOLDERS

Use your ID number and GISNOMI password to log in.

BEARER SHAREHOLDERS

Ask your financial intermediary for a certificate of participation, and provide your email address. Your financial intermediary will send this certificate to BNP Paribas Securities Services*, which will send an ID to your email address that will allow you to log in to the voting site.

ADMINISTERED OR REGISTERED SHAREHOLDERS

If you are an administered or registered shareholder, your ID number, which gives you access the secure website, appears on your ballot. When you enter this number on the site's login page, you will be asked for your postal code. Once you have entered it, your password will be sent to you via secure mailing.

*** BNP Paribas Securities Services, GCT Service aux Emetteurs, Assemblées Immeuble Tolbiac 75450 Paris Cedex 09 France**

FOR YOUR INFORMATION:

- by internet, on the EDF Group's dedicated shareholders' website: www.actionnaires.edf.com

- by post: EDF - Service Relations Actionnaires
22-30 avenue de Wagram 75008 Paris France

- by telephone, 0800 00 0800 – from 9:00 am to 6:00 pm, Monday through Friday

For information about the EDF Group, see our website at www.edf.com

