

Ordinary and extraordinary  
**Shareholder's** General  
Meeting, on May 24<sup>th</sup>, 2007

Text of the resolutions  
and summary  
of the Group's activity



## Ordinary resolutions

### FIRST RESOLUTION

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report, as well as the Statutory Auditors' report, gives its approval to the financial statements for the fiscal year ending December 31, 2006, which include the balance sheet, the income statement and the notes to the financial statements, as presented to the shareholders, as well as the transactions reflected in the financial statements and summarized in the abovementioned reports. The shareholders determine that the benefit for the present fiscal year amounts to 6,055,475,824.17 euros.

It is stated that the expenses mentioned in article 223 quater of French taxation code amount to 1,025,769 euros.

### SECOND RESOLUTION

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report, as well as the Statutory Auditors' report, gives its approval to the consolidated financial statements for the fiscal year ending December 31, 2006, which include the balance sheet, the income statement and the notes to the financial statements, as presented to the shareholders, as well as the transactions reflected in the financial statements and summarized in the abovementioned reports.

### THIRD RESOLUTION

*(Application of the result of the fiscal year ending December 31, 2006, as shown in the financial statements, and distribution of dividends)*

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report, as well as the Statutory Auditors' report on the financial statements:

(i) notes that the profits available for distribution amount to 6,345,829,116.95 euros and decides to allow the payment of a dividend of 1.16 euros per share; and

(ii) decides to apply the remaining available profits to the item "balance brought forward" (report à nouveau).

The dividend shall be paid within thirty days following the present Shareholders' Meeting.

It is stated that, pursuant to article 158, 3, 2° of the French taxation code, the dividend proposed is eligible to the 40% reduction to which individuals domiciled in France and subject to the income tax are entitled, subject to the limits and conditions provided by law.

The dividend will therefore amount to a maximum of 2,113,718,464.40 euros, excluding the shares that would be owned by the Company at the time of its payment.

In the event the Company should own its own shares at the time the dividend is paid, the amount of the dividend corresponding to such shares will be applied to the item "balance brought forward" (report à nouveau).

### FOURTH RESOLUTION

*(Agreement governed by article L. 225-38 of the French commercial code)*

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having acknowledged the Statutory Auditors' report on the agreements governed by article L. 225-38 of the French commercial code, acknowledges the conclusions of the report and approves 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, as authorized by the Board of Directors during its January 24, 2006 meeting.

### FIFTH RESOLUTION

*(Agreement governed by article L. 225-38 of the French commercial code)*

*The dividends paid (third resolution) in respect with the three preceding fiscal years are shown in the table hereafter:*

| Fiscal year | Number of shares | Dividend per share | Total dividend distributed (excluding repurchased shares) |
|-------------|------------------|--------------------|---|
| 2003        | -                | N.A.               | 321,311,000 €   |
| 2004        | 1,625,800,000    | 0.23 €             | 373,934,000 € <sup>(1)</sup>                              |
| 2005        | 1,822,171,090    | 0.79 €             | 1,439,170,388.51 € <sup>(2)</sup>                         |

<sup>(1)</sup> 100% of the dividend distributed in connection with fiscal year 2004 is eligible for the 50% reduction mentioned in article 158, 3, 2° of the French taxation code.

<sup>(2)</sup> 100% of the dividend distributed in connection with fiscal year 2005 is eligible for the 40% reduction mentioned in article 158, 3, 2° of the French taxation code.

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having acknowledged the Statutory Auditors' report on the agreements governed by article L. 225-38 of the French commercial code, acknowledges the conclusions of this report and approves the agreements related to the sale of the Egyptian assets, entered into by EDF International and the Company, as authorized by the Board of Directors during its February 22, 2006 meeting.

#### **SIXTH RESOLUTION**

##### *(Directors' fees awarded to the Board of Directors)*

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report, determines that the amount of directors' fees awarded to the members of the Board of Directors for the present and the following fiscal years, will be of 174,000 euros, unless otherwise determined by a future shareholders' meeting.

#### **SEVENTH RESOLUTION**

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report and in accordance with the provisions of articles L. 225-209 seq of the French commercial code,

■ **decides to terminate immediately, the unused portion of the delegation of authority to buy the Company's shares given by the shareholders' meeting held on June 9, 2006 in its sixth resolution;**

■ **authorizes the Board of Directors to buy Company's shares in order to:**

- grant such shares in the event of the exercise of convertible debt securities that should give access through any means, immediately or in the future, to Company's shares, as well as to carry out hedging transactions resulting from EDF's (or one of its subsidiaries) obligations in relation to such securities, in accordance with the conditions defined by stock exchange market authorities at the time the Board of Directors, or by any person having received an authority delegation from the Board decides to do so, makes the decision;
- hold the shares to be able to give them in exchange or in payment in the event of future external growth transactions;
- assure the liquidity of EDF's shares through a financial intermediary by entering into a liquidity agreement that complies to the ethics chart recognized by the French regulator ("Autorité des Marchés Financiers");
- grant such shares to the employees of EDF group, in particular in connection with any free grant of shares or share purchase plan for the benefit of the employees, subject to compliance to the conditions provided by law, namely, by articles L. 225-197-1 seq of the French commercial code or articles L. 443-1 seq of the French labor code, as well as to carry out related hedging transactions, in accordance with the conditions defined by Stock exchange market authorities at the time Board of Directors, or any person having received an authority delegation from the Board, makes the decision;
- reduce the Company's share capital by canceling in whole or in part, the repurchased Company's securities, subject to the approval by the Shareholders' Meeting of resolution sixteen hereunder.

**The repurchase of Company's shares is subject to the following limits:**

- the number of shares purchased by the Company until the

expiration of the repurchase program cannot exceed 10% of the all the shares of the share capital at the time of the present Shareholders' meeting; and

- the number of repurchased shares owned by the Company at any time may not exceed 10% of all the shares of the share capital at such time.

The acquisition or the transfer of such shares can be effected through any means, in particular through a regulated exchange or in an over-the-counter market, including through the purchase or the sale of blocks of shares, the use of derivatives or options, or by carrying out optional strategies, subject to the terms and conditions, namely relating to volume and price, provided by the regulations in force at the time of the contemplated transactions, the conditions defined by Stock exchange market authorities and at the time the Board of Directors, or any person having received an authority delegation from the Board, makes the decision.

The number of shares that can be acquired or transferred by block trade through the repurchase program is not limited.

Decides that the maximum amount of funds allocated to the repurchase program will be 2 billion euros.

The purchase price of the shares acquired pursuant to the repurchase program cannot exceed 90 euros per share.

The Board of Directors may nevertheless adjust the purchase price mentioned above in the event of an incorporation of premiums, reserves or profits, leading to either an increase in the par value of the shares, or to the creation and issue of bonuses, as well as in the event of a division of the par value or of a consolidation of shares or any other transaction relating to equity in order to take into account the impact of these transactions on the par value of the shares.

Decides that the present delegation of authority is granted for a period of no more than 18 months, starting from the present Shareholders' Meeting. This delegation can be used during a take over bid, within the limits of the applicable regulations.

The number of the shares acquired by the Company for the purpose of keeping them or granting them in payment or in exchange in the event of merger, spin-off or contribution cannot exceed 5% of its share capital.

**Decides that the Board of Directors will have full power, with the authority to delegate, to implement the present delegation of authority to the following purposes:**

- Order any purchase or sale of securities on the regulated market or outside the regulated market;
- Apply or reapply the purchased shares to the different purposes pursued under the applicable laws and regulations;
- Enter into any agreement related to, in particular, the holding of the shareholders' register;
- Carry out all declarations and formalities before the Autorité des Marchés Financiers and any other authority; and
- Accomplish all formalities and in general, take all necessary action.

The Board of Directors shall annually inform the shareholders' meeting of the transactions carried out under the present resolution.

## Extraordinary resolutions

### EIGHTH RESOLUTION

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report and the special report prepared by the Statutory Auditors pursuant to articles L. 225-129 to L. 225-129-6 and L. 228-91 to L. 228-97 of the French commercial code:

Decides to immediately terminate the unused portion of the delegation of authority given by the extraordinary shareholders' meeting held on October 10, 2005 in its second resolution;

Empowers the Board of Directors to decide to issue, once or in several times, when and in the amount it considers appropriate, in France or abroad, and by maintaining shareholders' pre-emptive rights, (i) Company shares, (ii) securities giving access through any means, immediately or in the future to Company's issued shares or to shares of the Company to be issued, (iii) securities giving access through any means, directly or indirectly, to existing or to be issued shares of any corporation controlled directly or indirectly by the Company (the "Subsidiary") in return for consideration of payment in cash or a set-off of claims against debts.

This authorization does not apply to the issue of preferred shares or of options to acquire preferred shares.

Also empowers the Board of Directors to decide to issue securities convertible into debt securities issued by the Company.

Decides that the total amount of the share capital increase operations to be carried out immediately or in the future, as a result of the present delegation of authority, may lead to the issuance of 90 million shares, on the basis of the present par value of Company's shares which is 0.5 euro, without exceeding the amount of 45 million euros (the "Upper Limit").

It is specified that (i) the Upper Limit is common for all share capital increase operations that could be carried out, immediately or in the future, pursuant to the 9th, 10th, 12th and 13th resolutions submitted to the present Shareholders' Meeting and their amount will consequently reduce the amount available under the Upper Limit, (ii) the Upper Limit does not include the Company shares that could be issued in accordance with adjustments resulting from the applicable legal and regulatory provisions or from contract provisions, in order to protect the rights of holders of securities giving access to the Company's share capital.

Decides that the options issued according to the paragraph above could consist of debt securities, be linked with the issuance of such securities or allow the issuance as intermediary securities.

The debt securities issued pursuant to the present delegation of authority could consist of subordinated or non subordinated bonds, limited in time or not, and they could be issued in euros, foreign

currencies or any other currency unit referring to several foreign currencies. The par value of the issued indebtedness securities cannot exceed 4,500,000,000 euros or its exchange value at the time of the issuance, being specified that (i) this amount does not include any eventual reimbursement premiums established above the par value, (ii) this amount is common with the aggregate indebtedness securities that could be issued pursuant to the 9th, 10th, 12th and 13th resolutions submitted to the present Shareholders' Meeting. Indebtedness could be supported by a fixed or floating interest rate, or with capitalization of interest, and lead to a repayment, with or without premium, or a redemption, and securities could be repurchased on a regulated market or through a tender or exchange offer by the Company.

Decides that the issuance of Company stock purchase warrants could be carried out through a subscription offer, but also be freely granted to holders of the Company's shares, and the Board of Directors is entitled to decide that the rights to acquire such shares that would give rise to fractional shares will not be granted and that the aggregate amount of fractional shares will be sold.

Authorizes the Board of Directors to take all necessary measures in order to protect the rights of the option holders to the Company's share capital, at the time of a share capital increase.

Decides that, under the terms and conditions provided by law, the shareholders could avail themselves of their irreducible pre-emptive rights. In addition, the Board of Directors will have the power to offer the shareholders the option to subscribe for a greater number of securities having reducible rights than those irreducibly subscribed, pro rata to their subscription rights and, in any case, within the limits of the shareholders' requests.

Nevertheless, if not all of the securities are subscribed, having either irreducible or reducible pre-emptive rights, as the case may be, are subscribed the Board of Directors could employ one or more of the following measures:

- limit the issuance to the amount of shares subscribed, subject to the subscription of at least three quarters of the amount of the issuance decided;
- freely distribute the securities that were not subscribed under irreducible or reducible pre-emptive rights, as the case may be;
- tender to the public the whole or a part of the securities that were not subscribed.

Acknowledges that the present delegation of authority carries ipso jure the right for the option holders issued under the present resolution to obtain the suppression of the shareholders' pre-emptive rights over the shares that can be acquired pursuant to exercise of such options.

Decides that the amount in cash due to the Company in exchange of each share issued under the present delegation of authority will be at least the par value amount of such shares at the time of their issuance.

Decides to empower the Board of Directors, with the authority to

subdelegate under the conditions provided by laws and regulations, to take all required action in order to implement the present delegation, and namely to:

- fix the date and conditions of issuance, as well as the kind and the characteristics of the securities issued;
- determine the issuance price and conditions;
- settle the amounts to be paid in euros, in foreign currency or in any currency unit referring to several foreign currencies, as the case may be, and in accordance with the laws and regulations in force;
- determine the date of entering into possession, with or without retroactivity, of the issued securities and, as the case may be, the terms and conditions of their repurchase;
- interrupt, if necessary, the exercise of the free grant of shares rights attached to the existing securities for a period of no more than three months;
- determine the conditions under which the rights of the option holders will be protected, in accordance with the applicable legal and regulatory provisions or, as the case may be, with other adjustment cases resulting from contract provisions;
- carry out, as the case may be, any cost application over the share premium and in particular, those resulting from expenses related to the issuance;
- globally take all useful action and enter into any agreement to effectuate the contemplated issuance, acknowledge the share capital increase or increases carried out under the present delegation and amend the bylaws accordingly.

The delegation of authority granted to the Board of Directors under the present resolution is valid for a period of 26 months starting from the date of the present Shareholders' Meeting.

#### **NINTH RESOLUTION**

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report and the special report prepared by the Statutory Auditors pursuant to articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136 and L. 228-91 to L. 228-97 of the French commercial code:

Decides to immediately terminate the unused portion of the delegation of authority given by the extraordinary shareholders' meeting held on October 10, 2005 in its third resolution;

Empowers the Board of Directors to decide to issue, once or in several times, when and to the amount it considers appropriate, in France or abroad, by suppressing shareholders' pre-emptive rights and carrying out a public issue, (i) Company shares, (ii) securities giving access through any means, immediately or in the future to Company's issued shares or to shares of the Company to be issued, (iii) securities giving access through any means, directly or indirectly, to existing or to be issued shares of any corporation controlled directly or indirectly by the Company (the "Subsidiary") in return for consideration of payment in cash or a set-off of claims against debts.

Empowers the Board of Directors to decide to issue, following or as a result of the issue by a Subsidiary of securities giving access immediately or in the future, to the Company's shares.

This authorization does not apply to the issue of preferred shares or securities giving access immediately or in the future, to preferred shares.

Also empowers the Board of Directors to decide to issue securities convertible into debt securities issued by the Company.

Decides that the total amount of the share capital increase operations to be carried out immediately or in the future, as a result of the present delegation of authority, may lead to the issue of 90 million shares, on the basis of the present par value of Company's shares which is 0.5 euro, without exceeding the amount of 45 million euros (the "Upper Limit").

It is specified that (i) the Upper Limit is common for all share capital increase operations that could be carried out, immediately or in the future, pursuant to the 8th, 10th, 12th and 13th resolutions submitted to the present Shareholders' Meeting and their amount will consequently reduce the amount available under the Upper Limit, (ii) the Upper Limit does not include the Company shares that could be issued in accordance with adjustments resulting from the applicable legal and regulatory provisions or from contract provisions, in order to protect the rights of option holders.

Decides that the securities issued according to the paragraph above could consist of debt securities, be linked with the issuance of such securities or allow the issuance of intermediary securities.

The debt securities issued pursuant to the present delegation of authority could consist of subordinated or non subordinated bonds, limited in time or not, and they could be issued in euros, foreign currencies or any other currency unit referring to several foreign currencies. The par value of the issued indebtedness securities cannot exceed 4,500,000,000 euros or its exchange value at the time of the issuance, being specified that (i) this amount does not include any eventual reimbursement premiums established above the par value, (ii) this amount is common with the aggregate indebtedness securities that could be issued pursuant to the 8th, 10th, 12th and 13th resolutions submitted to the present Shareholders' Meeting. Indebtedness could be supported by a fixed or floating interest rate or capitalization of interest, and lead to a repayment, with or without premium, or a redemption, and securities could be repurchased in a regulated market or through a tender or exchange offer by the Company.

Suppresses the shareholders' pre-emptive rights for the shares and other securities that could be issued under the present resolution. Nevertheless, the Board of Directors could, as provided by article L. 225-135, 2° of the French commercial code, offer such shareholders, for a period of time and under certain terms and conditions in accordance with applicable laws and regulations, for the whole or part of the issue, a priority subscription period. This priority of subscription does not create any negotiable rights and should be exercised pro rata the number of shares held by each shareholder and could eventually be completed through a reducible subscription. It is stated that the issued securities that are not so subscribed will be offered to the public in France or abroad.

Acknowledges that the present delegation of authority carries ipso jure the right for the option holders issued under the present

resolution to obtain the suppression of the shareholders' pre-emptive rights over the shares that can be acquired and giving access to the share capital of the Company pursuant to exercise of such options.

Decides that, in accordance with article L. 225-136 of the French commercial code, and for the events other than those governed by articles L. 225-147, 6° and L. 225-148 of the French commercial code:

- the issuance price of the shares will amount at least to the weighted average of the first stock market prices over the last three trading sessions on Paris Euronext's Eurolist preceding the determination of the subscription price, subject to a possible discount of a maximum of 5%, after the rectification of the average, in the event of differences between possession dates;
- the issuance price of the options will reach such an amount so that the sum immediately received by the Company, increased, as the case may be, by the exercise price that will later be received by it, for each share issued pursuant to such options, amounts to a minimum of the purchase price as calculated in the paragraph above.

Decides to empower the Board of Directors, with the authority to subdelegate under the conditions provided by laws and regulations, to take all required action in order to implement the present delegation, and namely to:

- fix the date and conditions of issuance, as well as the kind and the characteristics of the securities issued;
- determine the issuance price and conditions;
- fix the amounts to be paid in euros, in foreign currency or in any currency unit referring to several foreign currencies, as the case may be, and in accordance with the laws and regulations in force;
- determine the date of entering into possession, with or without retroactivity, of the issued securities and, as the case may be, the terms and conditions of their repurchase;
- interrupt, if necessary, the exercise of the free grant of shares rights attached to the existing securities for a period of at most three months;
- determine the conditions under which the rights of the option holders will be protected, in accordance with the applicable legal and regulatory provisions or with other adjustment cases resulting from contract provisions;
- carry out, as the case may be, any cost application over the share premium and in particular, those resulting from expenses related to the issuance;
- globally take all useful action and enter into any agreement to effectuate the contemplated issuance, acknowledge the share capital increase or increases carried out under the present delegation and amend the bylaws accordingly.

The delegation of authority granted to the Board of Directors under the present resolution is valid for a period of 26 months starting from the date of the present Shareholders' Meeting.

### **TENTH RESOLUTION**

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

The Shareholders' Meeting, acting in accordance with the quorum

and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report and the special report prepared by the Statutory Auditors pursuant to article L. 225 135-1 of the French commercial code:

Decides to immediately terminate the unused portion of the delegation of authority given by the extraordinary shareholders' meeting held on October 10, 2005 in its fourth resolution;

Authorizes the Board of Directors to decide to increase the number of the securities issued, with or without shareholders' pre-emptive rights, for each issuance carried out under the 8th and 9th resolutions submitted to the present Shareholders' Meeting, within thirty days of the closing of the subscription period, limited to 15% of the initial issuance and for the price settled for the initial issuance.

Decides that the par value amount of the share capital increases that could be carried out under the present delegation of authority will accordingly reduce the par value Upper Limit of 45 million euros, which is common for all share capital increase operations carried out under the provisions of the 8th, 9th, 12th and 13th resolutions submitted to the present Shareholders' Meeting.

The Board of Directors may, under the conditions applicable pursuant to laws and regulations, subdelegate the powers that are granted to it under the present resolution.

The delegation of authority granted to the Board of Directors under the present resolution is valid for a period of 26 months starting from the date of the present Shareholders' Meeting.

### **ELEVENTH RESOLUTION**

*(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)*

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report pursuant to articles L. 225-129 to L. 225-129-6 and L. 225-130 of the French commercial code:

Decides to immediately terminate the unused portion of the delegation of authority given by the extraordinary shareholders' meeting held on October 10, 2005 in its fifth resolution; and

Decides to empower the Board of Directors to increase the share capital, once or several times, when and in an amount determined by it, through either the incorporation of reserves, profits, premiums and any other amounts that could be incorporated into capital, or by combining with a share capital increase carried out under one the resolutions above, through a free grant of shares or an increase of the par value of the existing shares, or even by combining both.

Decides that the aggregate of the share capital increase operations that could be carried out under the present resolution may lead to the issuance of 2 billion shares, on the basis of a par value of 0.5 euro per share, the total par value amount of the share capital increase operations being of at most 1 billion euros. It is specified

that this upper limit is settled independently and without connection to the Upper Limits determined for share capital increase operations resulting from the issue of shares or other securities under the 8th, 9th, 10th, 12th, 13th and 14th resolutions submitted to the present Shareholders' Meeting. In addition, this upper limit does not take into account Company's shares that could be issued in the event of adjustment operations carried out in compliance with the applicable laws and regulations, or with contract provisions providing for other cases of adjustment, in order to protect the rights of holders of securities giving access to the Company's share capital.

Decides to empower the Board of Directors, with the authority to subdelegate under the conditions provided by laws and regulations, to take all required action in order to implement the present delegation, and namely to:

- determine the terms and conditions of the operations authorized under the present delegation including, in particular, the amount and the nature of the reserves and premiums to be incorporated, the number of new shares to be issued in euros or the increase in the par value of the existing shares, settle the date, which may be retroactive, from which it can be entered into possession of the new shares or from which the increase in the par value will become effective, and carry out, if necessary, any cost application over the share premium and in particular, those resulting from expenses related to the issue;
- decide that the stock grant rights that constitute fractional shares will not be granted and that the aggregate number of fractional shares will be sold; the sales price of such fractional shares will be paid to the right owners within 30 days of the register in their shareholders' record of the whole shares granted;
- take all necessary action in order to protect the rights of option holders existing at the time of a share capital increase;
- globally take all necessary action and accomplish all the required formalities in order to effectuate the issuance or issuances contemplated under the present delegation and amend the bylaws accordingly.

The delegation of authority granted to the Board of Directors under the present resolution is valid for a period of 26 months starting from the date of the present Shareholders' Meeting.

#### **TWELFTH RESOLUTION**

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report and the special report prepared by the Statutory Auditors pursuant to articles L. 225-129-2, L. 225-148 and L. 228-92 of the French commercial code,

And subject to the approval of the 9th resolution submitted to the present Shareholders' Meeting,

Decides to immediately terminate the unused portion of the delegation of authority given by the extraordinary shareholders' meeting held on October 10, 2005 in its sixth resolution;

Decides to empower the Board of Directors to carry out, for a period

of at most 26 months starting from the date of the present Shareholders' Meeting and under the provisions of the 9th resolution, the issuance of the Company's shares or options to acquire through any means, immediately or in the future, the Company's existing or to be issued shares, in repayment for the securities tendered in the event of an exchange offer initiated by the Company for the securities of another company listed in one of the regulated markets mentioned by article L. 225-148, in France or abroad, in accordance with the locally applicable rules; and decides, to the extent necessary, to suppress shareholders' pre-emptive rights over such shares and securities, to the benefit of the holders of the tendered securities.

Acknowledges that the present delegation of authority implies that the shareholders renounce their pre-emptive rights concerning the shares to which the securities issued under the present delegation may give access.

Decides that the aggregate of the share capital increase operations that could be carried out under the present resolution may lead to the issue of 90 million shares, on the basis of a par value of 0.5 euro per share, the total par value amount of the share capital increase operations being no more than 45 million euros (the "Upper Limit"). It is specified that (i) the Upper Limit is common for all share capital increase operations that could be carried out, immediately or in the future, pursuant to the 8th, 9th, 10th and 13th resolutions submitted to the present Shareholders' Meeting and their amount will consequently reduce the Upper Limit, (ii) the Upper Limit does not include the Company shares that could be issued in accordance with adjustments resulting from the applicable legal and regulatory provisions or from contract provisions, in order to protect the rights of holders of securities giving access to the Company's share capital.

Decides to empower the Board of Directors, with the authority to subdelegate under the conditions provided by laws and regulations, to take all required action in order to implement the present delegation, and namely to:

- carry out the exchange offers mentioned by the present resolution;
- fix the exchange ratio, as well as, as the case may be, the amount of the equalization payment in cash to be paid;
- determine the number of tendered securities;
- determine the dates, conditions, in particular, the issuance price and date of entering into possession, of the issued shares or options;
- to register the difference between the share premium of the newly issued shares and their par value in the balance sheet liability item "Share premium";
- carry out, if necessary, any cost application over the "Share Premium" and in particular, those resulting from expenses related to the issuance;
- globally take all useful action and enter into any agreement to effectuate the contemplated issuances, acknowledge the share capital increase or increases carried out under the present delegation and amend the bylaws accordingly.

#### **THIRTEENTH RESOLUTION**

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report pursuant to article L. 225-147 of the French commercial code:

Decides to immediately terminate the unused portion of the delegation of authority given by the extraordinary shareholders' meeting held on October 10, 2005 in its seventh resolution;

Decides to empower the Board of Directors, to increase the share capital, on the basis of the report of the auditors designated to assess the value of the contribution in kind, up to the limit of 10% of the share capital at the time of the present Shareholders' Meeting, by issuing shares or options in return for contributions in kind made in favor of the Company, subject to the inapplicability of the provisions of article L. 225-148 of the French commercial code.

Decides that the aggregate amount of the capital increase operations which could be carried out under the present delegation of authority will be subject to the aggregate share capital increase Upper Limit of 45 million euros, as determined in the 9th resolution of the present Shareholders' Meeting and which is common for all share capital increase operations which can be carried out immediately or in the future, under the 8th, 9th, 10th and 12th resolutions submitted to the present Shareholders' Meeting.

Decides, to the extent necessary, to suppress shareholders' pre-emptive rights over the issued shares and securities, to the benefit of the holders of the shares and securities constituting the contribution in kind.

Acknowledges that the present delegation of authority implies that the shareholders renounce their pre-emptive rights concerning the shares to which the securities issued under the present delegation may give access.

Decides to empower the Board of Directors, with the authority to subdelegate under the conditions provided by laws and regulations, to take all required action in order to implement the present delegation, and namely to:

- discuss and reach a decision concerning the report of the auditors designated to assess the value of the contribution in kind;
- determine the terms and conditions of the authorized operations, in particular, the evaluation of the contribution in kind, as well as the attribution special benefits;
- fix the number of securities to be issued to remunerate the contribution in kind and the time of the entrance into possession;
- carry out, if necessary, any cost application over the share premium and in particular, those resulting from expenses related to the issuance;
- acknowledge the increase of share capital and amend the bylaws accordingly; and
- globally take all useful action and enter into any agreement to effectuate the contemplated issuances, obtain the listing of the issued securities and carry out all publicity formalities.

The delegation of authority granted to the Board of Directors under the present resolution is valid for a period of 26 months starting from the date of the present Shareholders' Meeting.

### FOURTEENTH RESOLUTION

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report and the special report prepared by the Statutory Auditors pursuant to articles L. 443 1 seq of the French labor code and L. 225-138-1 of the French commercial code and in accordance with article L. 225-129-6 of the French commercial code:

Decides to immediately terminate the unused portion delegation of authority given by the extraordinary shareholders' meeting held on October 10, 2005 in its eighth resolution;

Decides to empower the Board of Directors to increase the share capital, once or several times, when and in an amount determined by it, in France or abroad, through the issuance of Company's shares or options, by all means, to existing or to be issued Company shares, the subscription of which will be reserved to the participants in the Company's or any other French or foreign related companies' savings plan, under the terms and conditions provided for in articles L. 225-180 of the French commercial code and L. 444-3 of the French labor code.

Decides that the aggregate of the share capital increase operations that could be carried out, immediately or in the future, under the present delegation of authority may lead to the issuance of 20 million shares, on the basis of a par value of 0.5 euro per share, the total par value amount of the share capital increase operations being of at most 10 million euros (the "Upper Limit"). It is specified that this Upper Limit is settled independently and without connection to the upper limits determined for share capital increase operations resulting from the issuance of shares or other securities under the 8th, 9th, 10th, 11th, 12th and 13th resolutions submitted to the present Shareholders' Meeting. Also, this Upper Limit does not take into account Company's shares that could be issued in the event of adjustment operations carried out in compliance with the applicable laws and regulations, or with contract provisions providing for other cases of adjustment, in order to protect the rights of holders of options giving access to the share capital of the Company.

Fixes, in accordance with article L. 443-5 of the French labor code, a discount of 20% of the average of the first stock market prices over the last twenty trading sessions on Paris Euronext's Eurolist, preceding the day of the decision concerning the time of opening of the subscriptions. However, this Shareholders' Meeting expressly authorizes the Board of Directors to reduce or suppress the abovementioned discount, if adequate and within the limits of the applicable laws and regulations, in order to take into account, amongst others, the legal, accounting, fiscal and social regulations locally applicable.

Decides, pursuant to article L. 443-5 of the French labor code, that the Board of Director is entitled to carry out free grants of existing or to be issued shares or options to acquire the Company's share capital issued or to be issued, in connection with the employer subvention or eventually with the discount mentioned above, subject to their cash counter-party not exceeding the limits provided for in

articles L. 443-5 and L. 443-7 of the French labor code.

Decides to suppress shareholders' pre-emptive rights concerning shares or options to be issued under the present resolution, as well as the securities they will give access to, to the benefit of the participants in the abovementioned company savings plans.

Decides that the characteristics of the options to be issued will be determined by the Board of Directors, in accordance with the applicable laws and regulations.

Decides to empower the Board of Directors, with authority to subdelegate under the conditions provided by laws and regulations, to take all required action in order to implement the present delegation, and namely to:

- determine the scope and the terms and conditions of the authorized operations and settle the date and the conditions of the issuances that will be carried out under the present delegation of authority;
- fix the dates for the opening and the closing of the subscription periods, for the entrance into possession, as well as the paying up terms and conditions of shares and options;
- consent on further delays to the paying up of the shares and options and request the listing of such shares where appropriate;
- acknowledge the completion of the share capital increase operations to the amount of the shares that were subscribed;
- perform, in person or by proxy, all required actions and formalities in connection with the share capital increase; and
- carry out any cost application over the share premium and in particular, those resulting from expenses related to the share capital increase.

The delegation of authority granted to the Board of Directors under the present resolution is valid for a period of 26 months starting from the date of the present Shareholders' Meeting.

#### **FIFTEENTH RESOLUTION**

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

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report and the special report prepared by the Statutory Auditors:

Decides, in accordance with articles L. 225-197-1 seq of the French commercial code, to empower the Board of Directors to carry out, once or several times, under the terms and conditions defined by it and within the limits of the present delegation of authority, a free grant of Company's ordinary existing or to be issued shares pursuant to the laws and regulations in force and under the terms and conditions stated hereunder.

The beneficiaries of such grants are the Company's employees or directors (as defined in article L. 225 197-1, II, 1° of the French commercial code), or certain categories of employees or directors, and those of other related companies and entities pursuant to article L. 225-197-2 of the French commercial code.

The delegation of authority granted under the present resolution is

valid for a period of 12 months starting from the date of the present Shareholders' Meeting.

The aggregate number of ordinary shares granted under the present resolution cannot represent more than 0.2% of the Company's share capital at the date of the present Shareholders' Meeting.

Decides that the shares shall be granted during a minimum period of 4 years for all or part of the shares granted to the Board of Directors and for a minimum period of 2 years for the remaining shares granted by the Board of Directors; in the case of a disability complying with the conditions provided by law, suffered by the beneficiary, the final grant of shares could occur before the end of such grant period.

Decides that the granted shares must be retained for a period of at least 2 years, except for shares for which the period during which the shares can be granted lasts at least 4 years, for which the retention obligation is suppressed.

Existing shares that may be granted under the present resolution must be acquired by the Company, either under the provisions of article L.225-208 of the French commercial code, or under a share repurchase program authorized by the 7th resolution submitted to the present Shareholders' Meeting or any future applicable repurchase program.

Acknowledges and decides that, to the extent necessary, the present delegation of authority implies that shareholders shall renounce, to the benefit of the beneficiaries of the free grants of shares, the following rights:

- their pre-emptive rights relating to the ordinary shares that will be issued from time to time under the grant of shares;
- any right they may have over the ordinary shares granted under the present delegation of authority; and
- any right they may have over the amount of reserves and premiums, for which shall be carried out the cost application of the new issued shares.

Decides to empower the Board of Directors to take the following actions, within the limits mentioned above:

- determine the identity of the beneficiaries, the number of ordinary shares granted to each beneficiary, the methods of the free grant of ordinary shares and in particular, the period during which shares can be granted, as well as the retention period of such granted shares;
- fix the terms and, as the case may be, the conditions of the free grant of ordinary shares;
- determine the dates on which such shares shall be granted under the legal requirements;
- decide one or several share capital increase operations in order to issue shares to be freely granted by the Company;
- reach a decision as for what concerns Company's directors, pursuant the last paragraph of article L. 225-197-1, II of the French commercial code;
- determine the date of entrance into possession, even if retroactive, of the newly issued ordinary shares;
- decide under what terms and conditions the number of granted shares can be adjusted; and
- globally, with the authority to subdelegate under the legal

requirements, enter into any agreement, draft all required documents, accomplish all formalities and file all documents with any authority and take all necessary action.

The Board of Directors will annually inform the shareholders' meeting of the free grants of shares carried out under the present resolution, in accordance with article L. 225-197-4 of the French commercial code.

### **SIXTEENTH RESOLUTION**

*(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, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report and the special report prepared by the Statutory Auditors pursuant to article L. 225 209 of the French commercial code and subject to the approval of the 8th resolution submitted to the present Shareholders' Meeting,

Decides to immediately terminate the unused portion of the delegation of authority given by the extraordinary shareholders' meeting held on October 10, 2005 in its tenth resolution;

Decides to empower the Board of Directors to reduce the share capital, once or several times, by canceling all or a part of the previously repurchased shares pursuant to a Company shares repurchase program, within a limit of 10% of the share capital over periods of 24 months; such 10% restriction applies to the amount of the Company's share capital as adjusted to take into account share capital operations carried out after the present Shareholders' Meeting.

Decides to empower the Board of Directors to carry out a cost application over the reserves and premiums available of the difference between the repurchase price and the par value of the repurchased shares.

Decides to empower the Board of Directors, with a possibility of giving power to a third person under the conditions provided by laws and regulations, to determine the terms and conditions of the abovementioned operations, amend the bylaws accordingly and globally, take all required action.

The delegation of authority granted to the Board of Directors under the present resolution is valid for a period of 18 months starting from the date of the present Shareholders' Meeting.

### **SEVENTEENTH RESOLUTION**

*(Amendment of Article 21 of the Company's bylaws for the purpose of compliance with the provisions of decree n°2006-1566 of December 11, 2006)*

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after having acknowledged the Board of Directors' report, decides to amend article 21 of the Company's bylaws in order for such article to comply with decree n°2006-1566 of December 11, 2006.

Article 21 is amended as follows:

### **"Article 21 – Shareholders' meetings**

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 their registered financial intermediary, at 00:00 (Paris time) of the third business day before the date of the meeting.

The registration of the shares within the three-day period mentioned above must be done either in the Company's nominal share register, or in the bearers' securities accounts held by an authorized intermediary.

Access to the shareholders' meetings is open to its members upon simple production of documentation confirming their status and identity. The Board of Directors may, should it see fit, produce and distribute to shareholders personal admission cards and require these cards to be presented.

Any shareholder may be represented by his or her spouse or another shareholder at a shareholders' meeting. The owners of shares legitimately registered in the name of an intermediary in accordance with the conditions provided for in article L. 228-1 of the French Commercial Code may be represented in accordance with the conditions provided for in such article by a registered intermediary.

A shareholder may also vote by correspondence. Once the shareholder has voted by correspondence or by power of attorney sent to the Company, he will no longer be able to choose any other method of participation at the shareholders' meeting. The Company must receive the ballot at least three days before the meeting, with the exception of electronic ballots, which must be received by the Company no later than 3 P.M. Paris time on the day before the meeting is held.

Powers of attorney, correspondence voting forms and shareholding certificates of presence may be prepared in electronic form and duly signed in accordance with the legislative and regulatory conditions applicable in France.

If the Board of Directors so indicates at the time the shareholders' meeting is announced, electronic filling and signature of the forms can be done directly on the website created by the Company by using a system secured with an identification code and a password, pursuant to the provisions stated at the first sentence of the second paragraph of article 1316-4 of the French civil code, or any other system which complies with the specifications of the first sentence of the second paragraph of article 1316-4 of the French civil code.

The power of attorney or the vote stated through such electronic system before the shareholders' meeting, as well as the reception acknowledgement provided, are deemed irrevocable and opposable to all. Exception is made if the shareholders' shares are sold before 00:00 (Paris time) of the third business day before the meeting, in which case the Company will invalidate or accordingly modify the power of attorney or the vote expressed before the meeting through

the electronic system set up by the Board of Directors.

2. Shareholders' meetings are called by the Board of Directors or, by default, by the auditors or by any authorized person. They shall be held at the registered head office or any other place indicated in the notice. They may take place by video conference or by means of telecommunication allowing for the identification of the shareholders, the nature and conditions of which are determined by Articles 145 2 to 145-4 of the French Decree of March 23, 1967. In such cases, shareholders attending the meeting by such means are deemed to be present for the calculation of the quorum and majority in accordance with legal requirements.

Except when provided differently by law, shareholders are notified fifteen days before the contemplated date for the meeting but such notice period may be shortened to six days for shareholders' meetings held after a second notice and extended meetings.

3. The meeting's agenda is stated in the notification and is drafted by the author of such notification.

The meeting can only discuss matters included in the agenda.

One or several shareholders holding at least the share capital required by law, the works council, or any shareholders' association that complies with the legal requirements and acting under the terms and conditions provided by law, may request that draft resolutions to be added to the agenda.

For each meeting an attendance sheet is prepared in accordance with the legal requirements.

The Chairman and Chief Executive Officer presides over the meeting, or if he is absent, a director empowered to do so by the Board of Directors will so preside. The shareholders' meeting can appoint a president if both the Chairman and the appointed director are absent.

Two members of the shareholders' meeting who hold, for themselves or as proxies; the largest number of individual votes, will be appointed as scrutineers if they are present and they accept.

The meeting's officers will appoint a secretary, who can be someone who is not a shareholder.

The meeting's officers are responsible for checking, certifying and signing the attendance sheet, settling the incidents which could occur during the meeting, resolving meeting's incidents, controlling the votes issued and drafting the minutes.

The minutes are drafted and the excerpts of the decisions are issued and certified according to law.

An ordinary shareholders' meeting is held to make all decisions that will not amend the bylaws. It is held at least once a year, within six months following the closing of each fiscal year, or in the case of adjournment, within the period of time determined by a court ruling, to discuss and approve the annual financial statements.

The ordinary shareholders' meeting cannot make any valid decisions

unless the present or represented shareholders and those having voted by correspondence hold at least a one-fifth of the shares with voting rights. If the meeting is convened for the second time, there are no quorum requirements. Decisions are made by the majority of the individual votes expressed by shareholders present, represented or having voted by correspondence.

4. An extraordinary shareholders' meeting is authorized solely to amend the bylaws. However, amendments to the bylaws cannot increase shareholders' obligations towards the Company, except concerning operations resulting from a regular consolidation of shares.

Subject to the special legal provisions applicable to share capital increase operations carried out by incorporating reserves, profits or share premiums into the capital, it cannot make any valid decisions unless the present or represented shareholders and those having voted by correspondence hold at least a quarter, when convened for the first time, or one-fifth, when convened for the second time, of the shares with voting rights. If for the second meeting, such quorum requirement is not met, the shareholders' meeting can be adjourned for a period of up to two months from the date when it was previously convened.

Subject to the provisions mentioned above, decisions are taken by the majority of two-thirds of the individual votes expressed by shareholders present, represented or having voted by correspondence."

#### **EIGHTEENTH RESOLUTION** *(Powers to accomplish formalities)*

All powers are given to the bearer of an original, a copy or an extract of the minutes of this Shareholders' Meeting to carry out all legal or administrative formalities and all filings and any publications provided by the legislation in force.

## SUMMARY OF THE GROUP'S ACTIVITY

### Year 2006

The figures presented in this chapter are taken from the EDF Group's consolidated financial statements at December 31, 2006.

### Key figures

| In millions of euros   | 2006   | 2005   | Change en % |
|--|--------|--------|-------------|
| Sales  | 58,932 | 51,047 | 15.4        |
| Operating profit before depreciation and amortization (EBITDA) | 13,930 | 12,906 | 7.9         |
| Operating profit (EBIT)  | 9,356  | 7,993  | 17.1        |
| Net income   | 5,605  | 3,230  | 73.5        |
| Operating cash flow <sup>1</sup>                               | 11,165 | 9,477  | 17.8        |

  

| In millions of euros | 31/12/2006 | 31/12/2005 | Change en % |
|----------------------|------------|------------|-------------|
| Net indebtedness     | 14,932     | 18,592     | (19.7)      |
| Equity, Group share  | 23,309     | 19,313     | 20.7        |

### Consolidated sales register organic growth of 11.0%

**Consolidated sales** reached €58,932 million in 2006, an increase of 15.4% (€7,885 million) from 2005, with particularly strong growth in Europe excluding France. This progression includes the effects of changes in the scope of consolidation (€2,129 million, primarily due to consolidation of Edison over the full year in 2006 after only one quarter in 2005), and relatively marginal foreign exchange effects (€122 million) mainly concerning the rise in the Brazilian real. Organic growth in sales was 11.0%, driven principally by business in Europe excluding France.

Sales growth **in France** (6.4%) reflects market price and tariff rises (60%) and volume increases (40%) (natural gas sales and electricity volumes sold). The 1.7% rise in regulated electricity sales tariffs that took effect from August 15, 2006 had a limited impact on the increase in sales. France contributed 54.2% of the Group's consolidated sales in 2006 compared to 58.8% in 2005.

**In Europe excluding France** (the United Kingdom, Germany, Italy and Rest of Europe segments), sales growth reached 37.1% (19.7% in organic growth). The major factors in the organic sales growth were price and tariff rises, together with sales volume rises in the United Kingdom and Germany and above all in Italy. In 2006, sales registered by Europe excluding France represented 42.2% of total consolidated sales, against 35.6% in 2005.

### EBITDA registers organic growth of 5.3%

**Consolidated EBITDA** for 2006 increased by 7.9% (€1,024 million) to reach €13,930 million. The impact of changes in the scope of consolidation was €310 million, primarily relating to consolidation of Edison over a full year in 2006 (impact of €632 million). This more than offset the negative scope changes resulting from deconsolidation of Light in the second half of

2006, accounting for Edenor under the equity method from August 2005 and the sales of ASA and two Egyptian power plants in March 2006, as well as the negligible impact of exchange rate fluctuations (€26 million). Organic growth in consolidated EBITDA was 5.3%, mainly driven by the Rest of Europe and Germany.

EBITDA includes a €470 million provision to cover compensation to competitors relating to implementation of the transition tariff introduced by the Energy Law of December 7, 2006. Without this expense, EBITDA would have amounted to €14,400 million.

**In France**, EBITDA rose by 4.1%, and includes recognition of the €470 million provision in 2006 mentioned above. France contributed 63.8% of Group EBITDA in 2006, compared to 66.2% in 2005.

**In Europe (excluding France)**, growth in EBITDA was 23.0% and organic growth was 7.9%. The organic growth concerned the Rest of Europe (22.6%), boosted by EDF Trading (which accounted for almost all of this growth), and to a lesser degree by business in Germany (7.2%). Europe excluding France contributed 32.7% of Group EBITDA in 2006 against 28.7% in 2005.

### EBIT rises by 17.1%

**The Group's EBIT** was €9,356 million in 2006, 17.1% higher than in 2005. This increase, which is much higher than EBITDA growth, relates to recovery of impairment losses following the sale of Light (€624 million), the discontinuation in France of the exceptional additional pension benefit (€328 million) and capital gains on the sale of ASA and Egyptian power plants (€345 million). However, the growth was limited by recognition of goodwill impairment in the consolidated financial statements, in connection with distribution activities in Germany (negative impact of €318 million on Group EBIT) following the regulator's decision to reduce tariffs, and smaller scale impairments recorded by several Group entities.

**The net income** was €5,605 million, an increase of 73.5% from 2005 (€2,375 million), mostly attributable to the increase in EBITDA and favourable developments in the financial result and income taxes in 2006, as well as the positive change in non-recurring events.

**Net income excluding non-recurring items<sup>4</sup>** was €4,227 million, €1,357 million (47.3%) higher than in 2005.

### Improved financial structure: 19.7% reduction in net indebtedness

**Operating cash flow**, at €11,165 million, was 17.8% (€1,688 million) higher than for 2005. This increase primarily results from growth in EBITDA and, to a lesser extent, to lower financial expenses.

**The Group's net indebtedness<sup>5</sup>** amounted to €14,932 million at December 31, 2006, €3,660 million lower than at December 31, 2005 (€18,592 million).

This reduction was largely achieved by the free cash flow generated (€6,683 million) by the net proceeds of company

disposals, totaling €1,736 million (cash received and deconsolidation of the net indebtedness of companies sold), investments in dedicated assets (€2,845 million), the final payment in connection with Marcoule (€551 million) and dividends paid to shareholders and minority interests (€1,532 million).

#### **Increase in equity (Group share)**

Equity amounted to €23,309 million at December 31, 2006, compared to €19,313 million at December 31, 2005. The main factors in this change are the net income for the year (€5,605 million) and the dividends paid out (€1,439 million), with the

balance mainly comprising changes in the fair value of available-for-sale financial assets and hedging instruments, and the impact of acquisitions and disposals.

#### **Improvement of the net debt/equity ratio**

The improvement in financial structure led to a change in the financial debt/ (financial debt + equity) ratio, from 48% at December 31, 2005 to 38% at December 31, 2006.

<sup>1</sup> EDF uses Operating cash flow as an indicator to assess the Group's capacity to generate free cash flow. Operating cash flow is equivalent to net cash flow from operating activities excluding changes in working capital, less net financial expenses disbursed and income taxes paid, adjusted for the impact of non-recurring tax effect items (€1,410 million in 2005, including €1,146 million reimbursed by the French Treasury in 2005 for excess income tax installments paid in 2004, and €527 million in 2006 mainly resulting from the effects of the legal restructuring of Light before its sale).

<sup>2</sup> "Organic" growth is growth that does not incorporate the positive or negative effects of changes in the scope of consolidation (acquisitions or disposals of subsidiaries), or in exchange rates or accounting methods.

<sup>3</sup> For France, organic growth is equal to nominal growth.

<sup>4</sup> Net income excluding non-recurring items. Non-recurring items, net of taxes, in 2006: €1,378 million: Light €1,172 million (reversal of impairment losses on Light and the tax impact of the legal reorganization of the Light Group); impairment recorded by EDF on the goodwill of EnBW (€318 million); other impairments (€172

million); reversal in France of the provision for the exceptional additional pension benefit due to discontinuation of the system (€215 million); capital gains on disposals and other items (€481 million). Non-recurring items in 2005: €360 million (Edison and Edenor).

<sup>5</sup> Net indebtedness comprises total loans and financial liabilities, less cash and cash equivalents and liquid assets. Liquid assets are financial assets comprising funds and interest rate instruments with initial maturity of over three months, that are readily convertible into cash regardless of their maturity and are managed according to a liquidity-oriented policy.

<sup>6</sup> Free cash flow is the Operating cash flow after non-recurring items, the impact of changes in working capital and operating investments (Capex).

<sup>7</sup> Assets intended to cover long-term commitments for nuclear plant decommissioning and end of nuclear fuel cycle.

<sup>8</sup> After the first application of IFRIC4

## FIVE-YEAR SUMMARY OF EDF RESULTS

### Financial results of EDF SA over the last five financial years

|   | 2006          | 2005          | 2004          | 2003    | 2002    |
|---|---------------|---------------|---------------|---------|---------|
| <b>Capital at year-end</b>  |               |               |               |         |         |
| Capital (M€)  | 911           | 911           | 8,129         | 395     | 395     |
| Capital contributions (M€)  |               | -             | -             | 7,734   | 7,734   |
| Number of ordinary shares in existence  | 1,822,171,090 | 1,822,171,090 | 1,625,800,000 | -       | -       |
| Number of priority dividend shares (with no voting rights) in existence                             |               |               | -             | -       | -       |
| Maximum number of future shares to be created   |               |               | -             | -       | -       |
| By conversion of bonds  |               |               | -             | -       | -       |
| By exercise of subscription rights  |               |               | -             | -       | -       |
| <b>Operations and results of the year (M€)</b>  |               |               |               |         |         |
| Sales excluding taxes   | 32,891        | 30,849        | 30,210        | 29,034  | 28,895  |
| Earnings before taxes, employee profit sharing, depreciation and provisions                         | 10,269        | 5,160         | 7,397         | 7,086   | 12,738  |
| Income taxes  | 1,176         | 381           | 706           | 1,394   | 1,027   |
| Employee profit share for the year  |               | -             | -             | -       | -       |
| Earnings after taxes, employee profit sharing, depreciation and provisions                          | 6,055         | 3,532         | 902           | 469     | (1,075) |
| Earnings distributed  | 2,114 (*)     | 1,439         | 374           | 321     | 208     |
| <b>Earnings per share (€/share)</b>   |               |               |               |         |         |
| Earnings after taxes and employee profit sharing, but before depreciation and provisions            | 4.99          | 2.62          | 4.12          | -       | -       |
| Earnings after taxes, employee profit sharing, depreciation and provisions                          | 3.32          | 1.94          | 0.55          | -       | -       |
| Dividend per share  | 1.16 (*)      | 0.79          | 0.23          | -       | -       |
| <b>Personnel</b>  |               |               |               |         |         |
| Average number of employees over the year   | 96,856        | 98,580        | 106,718       | 107,761 | 110,806 |
| Total payroll expense for the year (M€)   | 4,278         | 4,125         | 4,291         | 4,135   | 4,094   |
| Amounts paid for employee benefits and similar (social security, company benefit schemes, etc) (M€) | 2,420         | 2,827         | 3,342         | 3,224   | 3,128   |

(\*) Pending on Shareholders' Meeting of May 24, 2007 decision.

**FOR ANY INFORMATION ON THE GROUP,  
THE SHAREHOLDERS RELATIONS SERVICE  
IS AVAILABLE:**

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