

ELECTRICITÉ DE FRANCE

A *Société Anonyme* with a share capital of 911 085 545 euros
Registered offices: 22-30, avenue de Wagram – 75008 Paris
RCS 552 081 317 Paris

DRAFT RESOLUTIONS PRESENTED TO THE EXTRAORDINARY

GENERAL MEETING OF 20 DECEMBER 2007

FIRST RESOLUTION

The General Meeting, deciding under conditions as to quorum and majority as required of Extraordinary General Meetings, after having examined:

- the agreement for the contribution of assets by which EDF, in accordance with Law No. 2004-803 of 9 August 2004 as amended by Law No. 2006-1537 of 7 December 2006, implementing European Directive 2003/54/EC of 26 June 2003, makes a capital contribution to the company C6, entering into the legal framework of divisions and spin-offs and subject to the conditions precedent set out in said agreement, of its business as electricity distribution network operator in the metropolitan continental territory (the "Contribution Agreement"),
- the report by the board of directors to the General Meeting,
- the reports drawn up by Mr Laurent Lévesque and Mr Jean-François Plantin, *Commissaires à la scission* appointed by order of the Presiding Judge of the Paris Commercial Court,

1° hereby decides, subject to the fulfilment of the conditions precedent set out in the Contribution Agreement:

- to approve all of the terms of the Contribution Agreement and the capital contribution entering within the legal framework for divisions and spin-offs granted by EDF in favour of the company C6 which is agreed to therein; said capital contribution being for a net value of 2 700 000 000 euros, effective on its date of final completion which in the Contribution Agreement is fixed at 24:00 hours on 31 December 2007,
- to approve the allotment to EDF, as remuneration for the capital contribution, of 540,000,000 shares, fully paid-up, to be issued by the company C6 by way of capital increase for a total amount of 270 000 000 euros, issued with a total issue premium of 2 430 000 000 euros;

- 2° observes that the contribution granted by EDF to C6 and the correlative capital increase for C6 shall be effective at 24:00 hours on 31 December 2007, subject to and as a direct consequence of fulfilment of the conditions precedent stated in the Contribution Agreement;
- 3° grants all powers to the Chairman and Chief Executive of EDF, with the possibility of subdelegation, in order to:
- observe the final completion of all of the conditions precedent provided for in the Contribution Agreement and, consequently, the final completion of the contribution granted by EDF to C6;
 - proceed with any updating or correction (which, by its object or its financial implications, is not significant either for EDF or for C6) of the appendices to the Capital Contribution Agreement in accordance with the provisions of said Agreement;
 - and more generally, to reiterate, if necessary and in any and all forms, the contribution granted by EDF to C6, to draw up all confirming or reiterative deeds, including to confirm or reiterate the Contribution Agreement, as may be required, to proceed with all observations, conclusions, communications and formalities as may be required for the completion of the contribution granted by EDF to C6.
- 4° grants all powers to EDF's board of directors, with the possibility of subdelegation, in order to draw up all additional or reiterative deeds concerning the capital contribution, by EDF to C6, of the activity of electricity distribution network operator in the metropolitan continental territory.

SECOND RESOLUTION

The General Meeting, deciding under conditions as to quorum and majority as required for extraordinary general meetings, having examined the report by the board of directors, hereby decides, subject to the conditions precedent of the final completion of the contribution by EDF to C6 as provided for in the first resolution above, and the capital increase made as a result, to delete Article 18 of the Articles of Association concerning "EDF Réseau Distribution", to which the supervision of operation of the electricity distribution network was entrusted by Law No. 2004-803 of 9 August 2004 concerning the electricity and gas public service and electricity and gas companies.

As a consequence of the deletion of Article 18 of the Articles of Association, the General Meeting hereby decides to renumber the Articles as of the current Article 19, which will become Article 18, and so forth.

THIRD RESOLUTION

The General Meeting, deciding under conditions as to quorum and majority as required for extraordinary general meetings, hereby grants all powers to the Chairman of the board of directors, and to the bearer of extracts or copies of the minutes setting out its decisions, in order to proceed with all statutory formalities which may follow on from or be a consequence of the above.