

Announcement following the EDF Board of directors' meeting held on April 8, 2015

In accordance with article L.225-42-1 of the French commercial code and the recommendations of the AFEP-MEDEF corporate governance code, the Board of directors of EDF, at its meeting held on April 8, 2015, approved the following components of the Chairman and Chief Executive Officer's compensation, upon proposal from the nominations and compensation Committee:

Fixed compensation

The Board of directors decided to set at a gross amount of €450,000 the fixed annual compensation of the Chairman and Chief Executive Officer for fiscal years 2014 and 2015. The Chairman and Chief Executive Officer compensation does not include a variable portion.

With respect to fiscal year 2014, this remuneration shall be calculated from the date of appointment of Mr Jean-Bernard Lévy as Interim Chairman and Chief Executive Officer on November 23, 2014, which corresponds to a gross amount of €47,368 for 2014.

Mr Jean-Bernard Lévy shall benefit from a company car and from the social protection scheme awarded to other company's employees (health care and welfare benefits).

Severance payment

The Board of directors decided to grant the Chairman and Chief Executive Officer a severance payment in case of termination of his office as Chairman and Chief Executive Officer, which shall be subject to the following terms and conditions:

- **Triggering event of the payment:** Final grant upon decision of the Board of directors only in the event of a compulsory departure (dismissal with an exception in case of dismissal for wrongful misconduct (*faute grave ou lourde*));
- **Calculation and maximum amount:** Initial amount of the severance payment of €200,000 (gross amount) after one year of seniority computed as from the date of the first appointment, ie. November 23, 2014, increased afterwards by an amount of €60,000 (gross amount) for each additional quarter of seniority, subject to a cap set at one year of compensation;
- **Performance criteria:** The payment will only be owed if at least 80% of the budgeted Group EBIDTA is reached during 2 fiscal years out of the previous 3 fiscal years at the time of the termination of the office; if the termination of his office occurs during the second year after his appointment, the Board of directors will assess if the performance criterion is met by reference to the latest fiscal year; if the termination of his office occurs during the third year after his appointment, the assessment will be performed by reference to the previous two fiscal years.

EDF Group, one of the leaders in the European energy market, is an integrated energy company active in all areas of the business: generation, transmission, distribution, energy supply and trading. The Group is the leading electricity producer in Europe. In France, it has mainly nuclear and hydropower generation facilities where 97.6% of the electricity output is CO₂-free. EDF's transmission and distribution subsidiaries in France operate 1,285,000 km of low and medium voltage overhead and underground electricity lines and around 100,000 km of high and very high voltage networks. The Group is involved in supplying energy and services to approximately 37.8 million customers, of which 28.3 million in France. The Group generated consolidated sales of €72.9 billion in 2014, of which 45.2% outside of France. EDF is listed on the Paris Stock Exchange and is a member of the CAC 40 index.

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