



EDF announces the final results of its tender offer for two series of outstanding hybrid notes

EDF announces the final results of its offers launched on 10 September 2024 (together, the “**Offer to Purchase**”) to purchase (i) its €1,000,000,000 reset perpetual subordinated notes with a first redemption at the option of EDF on 22 January 2026 (ISIN : FR0011697028) and (ii) its £1,250,000,000 reset perpetual subordinated notes with a first redemption at the option of EDF on 29 January 2026 (ISIN: FR0011401728), which are admitted to trading on the regulated market of Euronext Paris (together, the “**Targeted Notes**”).

Summary table of the results of the Offer to Purchase

<u>Targeted Notes</u>	<u>ISIN</u>	<u>Principal amount of the Notes validly Tendered pursuant to the Offer to Purchase</u>	<u>Series Acceptance Amount</u>	<u>Reduction factor</u>	<u>Tender Price</u>	<u>Principal Amount Outstanding immediately following the settlement date</u>
€1,000,000,000 Reset Perpetual Subordinated Notes	FR0011697028	€525,000,000	€498,700,000	92%	101.250%	€501,300,000
£1,250,000,000 Reset Perpetual Subordinated Notes	FR0011401728	£621,300,000	£621,300,000	None	100.000%	£628,700,000

The settlement date for the Targeted Notes tendered and accepted for purchase by EDF is expected to occur on 20 September 2024.

Only print this press release if you need to.

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Forward-Looking Statements

EDF considers portions of this press release and the Offer to Purchase to be forward-looking statements. Forward-looking statements can be identified typically by the use of forward-looking terminology such as “believes”, “expects”, “may”, “will”, “could”, “should”, “intends”, “estimates”, “plans”, “assumes”, “predicts” or “anticipates”, as well as the negatives of such words and other words of similar meaning in connection with discussions of future operating or financial performance or of strategy that involve risks and uncertainties. Although EDF believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions at the time made, these assumptions are inherently uncertain and involve a number of risks and uncertainties that are beyond EDF’s control; therefore, EDF can give no assurance that such expectations will be achieved. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements as a result of risks and uncertainties, including, without limitation, possible changes in the timing and consummation of the transactions described therein.

You are cautioned not to place any undue reliance on the forward-looking statements contained in this press release or Offer to Purchase, which speak only as at their respective dates. Neither EDF nor any of its affiliates undertakes any obligation publicly to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by any applicable laws and regulations.

Disclaimers

This press release does not constitute an invitation to participate in the Offer to Purchase in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this press release in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such restrictions.

This press release must be read in conjunction with the entitled *Tender Offer Memorandum* dated 10 September 2024, specifying in particular the restrictions relating to the Offer to Purchase. Tenders of Targeted Notes for purchase in the Offer to Purchase will not be accepted from qualifying holders in any circumstances in which such offer or solicitation is unlawful. EDF does not make any recommendation as to whether or not qualifying holders should participate in the Offer to Purchase. This press release and the *Tender Offer Memorandum* contain important information which should be read carefully before any decision is made with respect to the Offer to Purchase. If any holder of the Targeted Notes is in any doubt as to the contents of the Offer to Purchase, or the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

Neither this press release nor the *Tender Offer Memorandum* constitute an offer to sell or the solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale, or an invitation to participate in the Offer to Purchase in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction. The Targeted Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States of America absent registration under, or pursuant to an applicable exemption from, the registration requirements of the U.S. Securities Act of 1933, as amended and in compliance with any relevant state securities laws. There will be no public offer of the Targeted Notes in the United States, or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws.

This press release, the *Tender Offer Memorandum* and any other documents or materials relating to the Offer to Purchase have not been approved by an authorized person for the purposes of section 21(1) of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, this press release, the *Tender Offer Memorandum* and such documents and/or materials are not being distributed to, and must not be passed on to, persons in the United Kingdom other than persons who are “qualified investors” within the meaning of Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, and who are also (i) investment professionals falling within Article 19(5) of the FSMA (Financial Promotion) Order 2005, as amended (the “Order”), or (ii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as “Relevant Persons”) and must not be acted on or relied on by persons who are not Relevant Persons. This press release, any investment activity referred to in this press release, the *Tender Offer Memorandum* and any other documents or materials relating to the Offer to Purchase are available only to Relevant Persons and will be engaged in only with Relevant Persons.

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In any member state of the European Economic Area (a “Member State”), this press release, the *Tender Offer Memorandum* and any other documents or materials relating to the Offer to Purchase are only addressed to and is only directed at qualified investors in that Member State within the meaning of Article 2(e) of Regulation (EU) 2017/1129, together with any applicable implementing measures in any Member State, the “Prospectus Regulation”. This press release, the *Tender Offer Memorandum* and any other documents or materials relating to the Offer to Purchase have been prepared on the basis that the Offer to Purchase in any Member State will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus.

The EDF Group is a key player in the energy transition, as an integrated energy operator engaged in all aspects of the energy business: power generation, distribution, trading, energy sales and energy services. The Group is a world leader in low-carbon energy, with a low carbon output of 434TWh ⁽¹⁾, a diverse generation mix based mainly on nuclear and renewable energy (including hydropower). It is also investing in new technologies to support the energy transition. EDF's *raison d'être* is *to build a net zero energy future with electricity and innovative solutions and services, to help save the planet and drive well-being and economic development*. The Group supplies energy and services to approximately 40.9 million customers ⁽²⁾ and generated consolidated sales of €139.7 billion in 2023.

(1) See [EDF's 2024 URD sections 1.2.3, 1.3.2 and 3.1](#)

(2) Customers are counted per delivery site. A customer may have two delivery points.

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