

This press release does not constitute an offer to acquire securities

PRESS RELEASE DATED NOVEMBER 23, 2022

SIMPLIFIED TENDER OFFER

for the shares and bonds convertible into and/or exchangeable for new and/or existing
EDF shares (“OCEANES”)

of the company



initiated by

the FRENCH STATE

presented by



Presenting Bank



Presenting Bank and Guarantor

**PRESS RELEASE RELATED TO THE AVAILABILITY OF THE OFFER
DOCUMENT AND OF THE INFORMATION RELATING IN PARTICULAR
TO THE LEGAL, FINANCIAL AND ACCOUNTING CHARACTERISTICS
OF THE FRENCH STATE**

TERMS OF THE OFFER:

EUR 12.00 per share of EDF
EUR 15.52 per OCEANE of EDF

OFFER PERIOD:

21 trading days



This press release was prepared by the French State and made available to the public pursuant to Article 231-27 1° and 2° and 231-28 of the AMF's General Regulation.

IMPORTANT NOTICE

In the event that the number of shares not tendered to the Offer by the minority shareholders of EDF (excluding treasury shares held by the Company) does not represent more than 10% of the share capital and voting rights of EDF following the Offer, the French State intends to implement, at the latest within three (3) months following the closing of the Offer, in accordance with Articles L. 433-4 II of the French Monetary and Financial Code and 237-1 *et seq.* of the AMF's General Regulation, a squeeze-out procedure in order to transfer the EDF shares not tendered to the Offer (excluding treasury shares held by the Company) in exchange for compensation equal to the Offer Price per Share (*i.e.* EUR 12.00 per EDF share).

In addition, in the event that the number of shares not tendered to the Offer by the minority shareholders of EDF (excluding treasury shares held by the Company) and the number of shares that may be issued following the conversion of the OCEANEs not tendered in the Offer do not represent more than 10% of the sum of existing EDF shares and EDF shares that may be issued as a result of the conversion of the OCEANEs following the Offer, the French State also intends to implement, at the latest within three (3) months following the closing of the Offer, in accordance with Articles L. 433-4 III of the French Monetary and Financial Code and 237-1 *et seq.* of the AMF's General Regulation, a squeeze-out procedure in order to transfer the OCEANEs not tendered to the Offer in exchange for compensation equal to the Offer Price per OCEANE (*i.e.* EUR 15.52 per EDF OCEANE).

Pursuant to Article L. 621-8 of the French Monetary and Financial Code and Article 231-23 of the AMF's General Regulation, the AMF has, pursuant to its clearance decision dated November 22, 2022, granted *visa* no. 22-464 dated November 22, 2022 to the offer document prepared by the French State related to the simplified tender offer for EDF's shares and OCEANEs (the "Offer").

Information relating in particular to the legal, financial and accounting characteristics of the French State, which supplements the offer document prepared by the French State, was filed with the AMF on November 22, 2022 and made available to the public on November 23, 2022 pursuant to Article 231-28 I of the AMF's General Regulation.

Such information, as well as the French State's offer document are available on the websites of the AMF (www.amf-france.org), the *Agence des participations de l'Etat* (<https://www.economie.gouv.fr/Agence-participations-etat>) and the Company (www.edf.fr/finance) and may be obtained free of charge from:

**Ministère de l'Economie, des Finances
et de la Souveraineté industrielle et
numérique**

Agence des participations de l'Etat,
Attn: Secrétaire général
139, rue de Bercy (bâtiment Colbert)
75572 Paris cedex 12

Société Générale
GLBA/IBD/ECM/SEG
75886 Paris Cedex 18

**Goldman Sachs Bank
Europe SE (Paris Branch)**
85 avenue Marceau
75116 Paris

Prior to the opening of the Offer, the AMF will publish a notice of opening and timetable, and Euronext Paris will publish a notice announcing the terms and timetable of the Offer.

This press release has been prepared for informational purposes only and does not constitute an offer to acquire securities. The distribution of this press release, the tender offer and acceptance of the tender offer may be subject to legal restrictions in certain jurisdictions. Persons coming into possession of this press release must inform themselves of the applicable legal restrictions and comply with them. The French State will not be liable for the violation of applicable legal restrictions by any person.