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**THIS ANNOUNCEMENT IS FOR INFORMATION ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF OFFERS TO SELL ANY SECURITIES. THE TENDER OFFER IS BEING MADE ONLY PURSUANT TO THE OFFER TO PURCHASE AND ONLY IN SUCH JURISDICTIONS AS IS PERMITTED UNDER APPLICABLE LAW.**



**Paris, June 21, 2023**

### **Electricité de France Announces the Early Participation Results of its Tender Offer**

Following the announcement on June 6, 2023 of its offer to purchase for cash any and all (the “**Offer**”) of its \$1,500,000,000 Reset Perpetual Subordinated Notes which are admitted to trading on the regulated market of the Luxembourg Stock Exchange (the “**Notes**”), Electricité de France (the “**Company**”) is announcing today the early participation results of the Offer, including the principal amount of Notes validly tendered and accepted at or prior to 5:00 p.m., New York City time on June 20, 2023 (the “**Early Participation Date**”).

The terms and conditions of the Offer are described in the Offer to Purchase dated June 6, 2023 (the “**Offer to Purchase**”). Copies of the Offer to Purchase and other documentation are available (subject to offer restrictions) from Kroll Issuer Services Limited (the “**Information Agent and the Tender Agent**”) at <https://deals.is.kroll.com/edf>. Capitalized terms used in this announcement but not defined herein have the meanings given to them in the Offer to Purchase.

#### **Summary table of the early participation results of the Offer**

<u>Title of Notes</u>	<u>CUSIP/ISIN No.</u>	<u>Amount Tendered and Accepted for Purchase</u>	<u>Total Early Purchase Price<sup>(1)</sup></u>	<u>Early Participation Amount<sup>(1)</sup></u>	<u>Purchase Price<sup>(2)</sup></u>
\$1,500,000,000 Reset Perpetual Subordinated Notes	<u>CUSIP:</u> 268317AM6 (Rule 144A)/ F2893TAM8 (Reg S)	\$901,449,000	\$995.00	\$50.00	\$945.00
	<u>ISIN:</u> US268317AM62 (Rule 144A)/ USF2893TAM83 (Reg S)				

- (1) The Total Early Purchase Price payable for each Note will be a price per \$1,000 in principal amount of such Note validly tendered at or prior to the Early Participation Date and accepted for purchase by the Company, and already includes the Early Participation Amount (which is expressed as an amount per \$1,000 in principal amount of the Notes).
- (2) The Purchase Price payable for each Note will be a price per \$1,000 in principal amount of such Note validly tendered pursuant to the Offer after the Early Participation Date and at or prior to the Expiration Date and accepted for purchase by the Company.

## Early Participation Results

According to information provided by the Information Agent and Tender Agent, \$901,449,000 of the aggregate principal amount of the Notes was validly tendered at or prior to the Early Participation Date and not validly withdrawn.

All Notes validly tendered and not validly withdrawn at or prior to the Early Participation Date have been accepted for purchase.

The settlement date for the Notes validly tendered and not validly withdrawn at or prior to the Early Participation Date is expected to be June 22, 2023 (the “**Early Settlement Date**”).

For the avoidance of doubt, the Early Participation Date is not being extended and has expired as described in the Offer to Purchase. Holders of the Notes (the “**Holders**” and each, a “**Holder**”) wishing to participate in the Offer after the Early Participation Date will not receive the Early Participation Amount.

The Offer will continue until 5:00 p.m., New York City time on July 6, 2023, unless extended or earlier terminated (the “**Expiration Date**”). The Purchase Price for Notes validly tendered pursuant to the Offer after the Early Participation Date and at or prior to the Expiration Date and accepted for purchase by the Company will consist of the Total Early Purchase Price, minus the Early Participation Amount.

## Total Early Purchase Price and Early Participation Amount

The “**Total Early Purchase Price**” for the Notes accepted for purchase by the Company is \$995 per \$1,000 of principal amount of Notes validly tendered at or prior to the Early Participation Date. This amount already includes the Early Participation Amount (which is expressed as an amount per \$1,000 of principal amount of Notes) set forth in the table above.

In addition to the Total Early Purchase Price, Holders of Notes validly tendered on or prior to the Early Participation Date and accepted for purchase pursuant to the Offer will also receive accrued interest (“**Accrued Interest**”), which will be an amount (rounded to the nearest cent, with half a cent being rounded upward) equal to interest accrued and unpaid (including any outstanding arrears of interest and/or any additional interest amount) on the Notes from (and including) the immediately preceding interest payment date for the Notes (prior to the Early Settlement Date) to (but excluding) the Early Settlement Date. Accrued Interest will cease to accrue on the Early Settlement Date.<sup>1</sup>

This announcement does not contain the full terms and conditions of the Offer, which are contained in the Offer to Purchase prepared by the Company.

## Further Information

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<sup>1</sup> Holders of Notes validly tendered after the Early Participation Date and at or prior to the Expiration Date and not validly withdrawn and accepted for purchase will also be paid Accrued Interest, which will be an amount (rounded to the nearest cent, with half a cent being rounded upward) equal to interest accrued and unpaid (including any outstanding arrears of interest and/or any additional interest amount) on the Notes from (and including) the immediately preceding interest payment date for the Notes (prior to July 10, 2023, unless extended (the “**Final Settlement Date**”)) to (but excluding) the Final Settlement Date. Accrued Interest will cease to accrue on the Final Settlement Date.

Any questions about the Offer may be directed to the Dealer Managers for the Offer:

***Dealer Managers for the Offer***

**BNP Paribas**

16 boulevard des Italiens  
75009 Paris  
France

Attention: Liability Management Group

Europe: +33 1 55 77 78 94

U.S.: +1 (212) 841-3059

U.S. Toll Free: +1 (888) 210-4358

Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)

**BofA Securities Europe SA**

51 Rue La Boétie  
75008 Paris  
France

Attention: Liability Management Group

Europe: +33 1 877 01057

U.S. Toll Free: +1 (888) 292-0070

U.S.: +1 (980) 387-3907

Email: [DG.LM-EMEA@bofa.com](mailto:DG.LM-EMEA@bofa.com)

**Deutsche Bank Securities Inc.**

1 Columbus Circle  
New York, NY 10019

United States of America

Attention: Liability Management Group

Collect: (212) 250-2955

Toll-Free: (866) 627-0391

Any questions regarding procedures for accepting the Offer or requests for additional copies of the Offer to Purchase or related documents, which may be obtained free of charge, may be directed to the Information Agent and the Tender Agent for the Offer:

***Information Agent and the Tender Agent for the Offer***

**Kroll Issuer Services Limited**

The Shard

32 London Bridge Street

London SE1 9SG

United Kingdom

U.S. Toll Free Number: +1 (800) 693-0284

Tel: +44 20 7704 0880

Attention: Owen Morris

Email: [edf@is.kroll.com](mailto:edf@is.kroll.com)

Website: <https://deals.is.kroll.com/edf>

**Forward-Looking Statements**

*The Company considers portions of this announcement to be a forward-looking statement. 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 the Company 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 the Company’s control; therefore, the Company 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 Offer.*

*You are cautioned not to place any undue reliance on the forward-looking statements contained in this announcement, which speak only as at their respective dates. Neither the Company 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.*

### **Important Notice**

*This announcement must be read in conjunction with the Offer to Purchase. Neither this announcement nor the Offer to Purchase constitutes an invitation to participate in the Offer, an offer to sell or the solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale, in any jurisdiction in which, or to any person to or from whom, such offer, invitation, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction. This announcement and the Offer to Purchase contain important information which should be read carefully before any decision is made with respect to the Offer. If any Holder 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. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offer. None of the Company, the Dealer Managers, the Tender Agent and the Information Agent or any of their respective directors, employees or affiliates makes any recommendation whether Holders should tender Notes pursuant to the Offer.*

### **Offer and Distribution Restrictions**

*The distribution of this announcement and/or the Offer to Purchase in certain jurisdictions may be restricted by law. Persons in possession of this announcement and/or the Offer to Purchase are required by the Company, the Dealer Managers, the Tender Agent and the Information Agent to inform themselves about, and to observe, any such restrictions. Neither this announcement nor the Offer to Purchase constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offer will not be accepted from Holders) in any circumstances in which such offer or solicitation or acceptance is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and any Dealer Manager or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Company in such jurisdiction.*

*Each Holder participating in the Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to below and generally as set out in the section "The Offer—Procedures for Tendering Notes" of the Offer to Purchase. Any tender of Notes for purchase from a Holder that is unable to make these representations will not be accepted. Each of the Company, the Dealer Managers, the Tender Agent and the Information Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender shall not be accepted.*

**United States.** *Neither this announcement nor the Offer to Purchase constitute an offer or an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws.*

**United Kingdom.** *The communication of this announcement, the Offer to Purchase and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of Section 21 of the Financial Services and Markets Act 2000 (as amended, the “FSMA”). Accordingly, this announcement, the Offer to Purchase 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 (i) those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Promotion Order, (ii) those persons falling within Article 43(2) of the Financial Promotion Order, including existing members and creditors of the Company, (iii) those persons who are outside the United Kingdom or (iv) to other persons to whom it may lawfully be communicated under the Financial Promotion Order (such persons together being the “Relevant Persons”). This announcement and the Offer to Purchase is only available to Relevant Persons and the transactions contemplated therein will be available only to, and engaged in only with, Relevant Persons, and this announcement and the Offer to Purchase must not be relied or acted upon by persons other than Relevant Persons. Any investment activity referred to in this announcement, the Offer to Purchase or such other offer material are available only to relevant persons and will be engaged in only with Relevant Persons.*

**European Economic Area.** *This announcement is not a prospectus within the meaning of the Prospectus Regulation and does not constitute an offer to acquire securities. In any member state of the European Economic Area (a “Member State”), this announcement and 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 announcement and the Offer to Purchase have been prepared on the basis that the Offer in any Member State will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus.*

**France.** *The Offer is not being made, directly or indirectly, to the public in the Republic of France (“France”). None of this announcement, the Offer to Purchase or any other documents or offering materials relating to the Offer has been or shall be distributed to the public in France and only qualified investors (“investisseurs qualifiés”) as defined in Article 2(e) of Regulation (EU) 2017/1129 and in accordance with, Articles L. 411-1 and L. 411-2 of the French Code monétaire et financier, and applicable regulations thereunder, are eligible to participate in the Offer. None of this announcement, the Offer to Purchase and any other such offering material has been submitted for clearance to the Autorité des marchés financiers.*

**Italy.** *None of the Offer, this announcement, the Offer to Purchase, or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“CONSOB”), pursuant to applicable Italian laws and regulations. The Offer is being carried out in the Republic of Italy (“Italy”) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the “Financial Services Act”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended (the “Issuers’ Regulation”). The Offer is also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers’ Regulation. Holders or beneficial owners of the Notes located in Italy can tender the Notes through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of February 15, 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Offer.*

**Belgium.** *Neither this announcement, the Offer to Purchase nor any other documents or materials relating to the Offer have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority (Autorité des services et marchés financiers / Autoriteit voor financiële diensten en markten) and, accordingly, the Offer may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of April 1, 2007 on public takeover bids as amended or replaced from time to time. Accordingly, the Offer may not be advertised and the Offer will not be extended, and neither this announcement, the Offer to Purchase, nor any other documents or materials relating to the Offer (including any memorandum, information circular, brochure or any similar documents) have been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” in the sense of Article 2(e) of the Prospectus Regulation, acting on their own account. This announcement and the Offer to Purchase have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offer. Accordingly, the information contained in this announcement and the Offer to Purchase may not be used for any other purpose or disclosed to any other person in Belgium.*