



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS PRESS RELEASE.

THIS PRESS RELEASE 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.

EDF announces the early participation results of its tender offer on outstanding US dollar-denominated hybrid notes

EDF announces the early participation results of the Offer Following the launch on 6 June 2023⁽¹⁾ 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").

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⁽¹⁾</u>	<u>Early Participation Amount⁽¹⁾</u>	<u>Purchase Price⁽²⁾</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 (the "Total Early Purchase Price") will be a price per \$1,000 in principal amount of such Note validly tendered at or prior to 5:00 p.m., New York City time on 20 June 2023 (the "Early Participation Date") and accepted for purchase by EDF, and already includes the early participation amount (the "Early Participation Amount") expressed as an amount per \$1,000 in principal amount of the Notes.

¹ See EDF press release dated 6 June 2023.

⁽²⁾ The purchase price payable for each Note (the "Purchase Price") 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 of the Offer (which is expected at 5:00 p.m., New York City time on 6 July 2023, the Expiration Date) and accepted for purchase by EDF.

For the avoidance of doubt, the Early Participation Date has expired at 5:00 p.m., New York City time, on June 20, 2023, and is not being extended. The settlement date for the Notes validly tendered and not validly withdrawn at or prior to the Early Participation Date is expected to be 22 June 2023.

The Offer will continue until 5:00 p.m., New York City time on 6 July 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 EDF will consist of the Purchase Price. Holders of the Notes wishing to participate in the Offer after the Early Participation Date will not receive the Early Participation Amount.

This press release does not contain the full terms and conditions of the Offer, which are described in the Offer to Purchase dated 6 June 2023 prepared by EDF (the "Offer to Purchase").

Forward-Looking Statements

EDF considers portions of this press release 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 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, 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 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 Offer to Purchase. Tenders of Notes for purchase in the Offer 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. This press release 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 of the 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 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.

This press release, the Offer to Purchase and any other documents or materials relating to the Offer 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 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 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 Offer to Purchase and any other documents or materials relating to the Offer are available only to Relevant Persons and will be engaged in only with Relevant Persons.

In any member state of the European Economic Area (a “Member State”), this press release, the Offer to Purchase and any other documents or materials relating to the Offer 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 Offer to Purchase and any other documents or materials relating to the Offer 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.

This press release is certified. Check its authenticity on medias.edf.com

About EDF

As a major player in energy transition, the EDF Group is an integrated energy company active in all businesses: generation, transmission, distribution, energy trading, energy sales and energy services. EDF group is a world leader in low-carbon energy, having developed a diverse production mix based mainly on nuclear and renewable energy (including hydropower). It is also investing in new technologies to support 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 is involved in supplying energy and services to approximately 40.3 million customers ⁽¹⁾, of whom 30.3 million in France ⁽²⁾. It generated consolidated sales of €143.5 billion in 2022.

(1) Customers are counted per delivery site. A customer can have two delivery points: one for electricity and another one for gas.

(2) Including ÉS (Électricité de Strasbourg) and SEI.