



# Nominations within the Board of Directors - Board of Directors composition - Proposal of Bernard Fontana as Chairman and Chief Executive Officer of EDF and appointment of the latter as interim Chief Executive Officer - Distribution of dividends in the form of a share premium

## Nominations within the Board of Directors and distribution of share premium

The annual Ordinary General Meeting of EDF on 5 May 2025, upon the proposal of the Board of Directors, decided:

- The appointment of Mr. Bernard Fontana as Director, replacing Mr. Luc Rémont, for a term of 4 years ending at the conclusion of the General Meeting ruling on the accounts for the fiscal year ending 31 December 2028;
- The renewal of Mrs. Nathalie Collin as Director for a term of 4 years ending at the conclusion of the General Meeting ruling on the accounts for the fiscal year ending 31 December 2028;
- The renewal of Mrs. Delphine Gény-Stephann as Director for a term of 4 years ending at the conclusion of the General Meeting ruling on the accounts for the fiscal year ending 31 December 2028;
- The appointment, upon the proposal of the State, of Mrs. Valérie Bros, effective on 5 June 2025, as Director, replacing Mrs. Marie-Christine Lepetit, for a term of 4 years ending at the conclusion of the General Meeting ruling on the accounts for the fiscal year ending 31 December 2028;
- The appointment, upon the proposal of the State, of Mrs. Catherine Lagneau as Director, replacing Mrs. Michèle Rousseau, for a term of 4 years ending at the conclusion of the General Meeting ruling on the accounts for the fiscal year ending 31 December 2028;
- The distribution to the French State, the sole shareholder of EDF, of a total amount of 2,000,000,000 euros, taken from the "capital-related premiums" item.

## Board of Directors composition on 5 May 2025

Bruno Crémel having announced his resignation from his position as a Director with effect from today, the Board of Directors is therefore composed of 16 members, including 40% of Directors qualified as independent (excluding Directors representing employees) and a feminisation rate of 50%.

## Proposal of the Board of Directors to appoint Bernard Fontana as Chairman and Chief Executive Officer of EDF and appointment of the latter as interim Chief Executive Officer

In accordance with Article 19 of Ordinance No. 2014-948 dated 20 August 2014, and Article 13 of the Constitution, the Board of Directors, after noting the favorable opinion issued by the competent committees of the National Assembly and the Senate on 30 April 2025, decided to propose to the President of the French Republic the appointment of Bernard Fontana as Chairman and Chief Executive Officer of EDF. Pending this appointment, Mr. Bernard Fontana has been designated by the State as interim Chairman and Chief Executive Officer of EDF in accordance with Article 21 of Ordinance No. 2014-948 dated 20 August 2014.

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Bernard Fontana holds a degree in engineering from the Ecole Polytechnique and the Ecole Nationale Supérieure des Techniques Avancées in Paris. He began his career in the chemicals (SNPE), steel (ArecelorMittal and APERAM) and construction materials sectors (Holcim). He was CEO of APERAM before being appointed CEO of Holcim on 1 February 2012. On 1 September 2015, Bernard Fontana has been appointed Deputy Chief Executive Officer of AREVA NP. He was appointed Chairman of the Executive Board and CEO of Framatome (formerly AREVA NP) on 1 July 2016. He is also a Board member at Thales, SSAB, and at GIFEN Services after serving as Chairman and CEO for 4 years, and has been a member of the Council of the French Nuclear Energy Industry Group GIFEN since its creation in 2018. He is a member of the High Committee for Transparency and Information on Nuclear Safety in France. On 1 April 2024, Bernard Fontana was appointed Group Executive Vice-President in charge of the Industry and Services Division of EDF. Since October 2024, Bernard Fontana is Chairman of Arabelle Solutions.

The Board warmly thanks Mr. Luc Rémont for his commitment over the past two and a half years as Chairman and Chief Executive Officer of EDF. During his mandate, Mr. Luc Rémont contributed to the recovery of nuclear production and the financial situation of the Group. He also initiated a profound transformation of the company through the "Ambitions 2035" project to support the acceleration of the electric revolution and the electrification of uses.

The Board also acknowledges the commitment of Mrs. Marie-Christine Lepetit, Mrs. Michèle Rousseau, and Mr. Bruno Crémel, who have supported the company over the past few years, and thanks them for their decisive contributions.

The biographies of all members of the Board of Directors can be found at: <https://www.edf.fr/groupe-edf/edf-en-bref/gouvernance/conseil-dadministration>.

#### About EDF

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 an output of 520TWh 94% decarbonised and a carbon intensity of 30gCO<sub>2</sub>/kWh, 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 41.5 million customers<sup>(1)</sup> and generated consolidated sales of €118.7 billion in 2024.

(1) The customer portfolio consists of electricity, gas and recurring service contracts