



## OCEANE due 2024: reopening of the simplified public tender offer filed by the French State and adjustment of the conversion / exchange ratio

**Notice to holders of the €2,399,999,989.27 bonds convertible into new shares and/or exchangeable for existing shares (OCEANE) due 2024 of Électricité de France (ISIN FR0013534518) (the “Bonds”)**

*Capitalized terms used but not otherwise defined in this notice shall have the meaning given to them in the terms and conditions of the Bonds (the “Conditions”).*

Holders of the Bonds are hereby notified that, on 2 May 2023, the French Financial Markets Authority (the “AMF”) announced the reopening of the simplified public tender offer (the “Offer”) filed by the French State for the EDF shares and the Bonds from 4 May 2023 to 17 May 2023 (included), following the decision rendered on 2 May 2023 by the Paris Court of Appeal confirming the AMF’s clearance decision<sup>1</sup>.

Subsequently, pursuant to Condition 2.6.3 (*Public offers*) of the Conditions and to EDF’s notice to holders of the Bonds dated 8 February 2023<sup>2</sup> :

- the Conversion/Exchange Ratio will be temporarily adjusted to 1,2890 Share per OCEANE during the Adjustment Period in case of a Public Offer, said Conversion/Exchange Ratio being calculated by reference to the initial opening date of the Offer, being 24 November 2022; and
- such Adjustment Period in case of a Public Offer will be in force from 4 May 2023 (being the first day on which the Shares may be tendered to the reopened Offer) until 13 June 2023 (included), being the date that is 15 Business Days after the date of publication by the AMF of the notice of result of the reopened Offer.

The attention of the holders of the Bonds is drawn to the fact that, subsequently to the reopened Offer period, the French State will request the implementation of a squeeze-out procedure on the Shares and the Bonds, since the legal and regulatory conditions for such implementation will be met<sup>3</sup>.

In accordance with Condition 2.4 (*Terms of exercise of Conversion/Exchange Right*), the Request Date (being the date on which any request to exercise any Conversion/Exchange Right shall be deemed to have been made in accordance with the Conditions) shall be the day on which the last of conditions (a) and (b) below shall have been satisfied (provided that if any such condition is satisfied on a day which is not a Business Day, or after 5:00 p.m. (Paris time) on a Business Day, it shall be deemed to have been satisfied instead on the following Business Day):

- (a) the Centralising Agent having received the exercise request transmitted by the Account Holder holding the Bonds in a securities account;
- (b) the corresponding Bonds having been transferred to the Centralising Agent by the relevant Account Holder.

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<sup>1</sup> See press release dated 26 January 2023.

<sup>2</sup> See press release dated 8 February 2023.

<sup>3</sup> See press release dated 8 February 2023.

Any Bondholder that wishes to exercise its Conversion/Exchange Right pursuant to the Conversion/Exchange Ratio applicable during the Adjustment Period in case of a Public Offer will therefore have to ensure that the Request Date for the relevant exercise request falls no earlier than the first day of the Adjustment Period in case of a Public Offer (being 4 May 2023, corresponding to the first day on which the Shares may be tendered to the reopened Offer) and no later than the last day of the Adjustment Period in case of a Public Offer (being 13 June 2023 based on a publication of result of the reopened Offer by the AMF on 22 May 2023).

Pursuant to Condition 2.6.3 (*Public offers*), in the event of the exercise of the Conversion/Exchange Right during the Adjustment Period in case of a Public Offer, the Exercise Date will be deemed to be the Request Date and the corresponding Shares will be delivered within a maximum of 3 Business Days of the Exercise Date.

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#### 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 <sup>(1)</sup>, of whom 30.3 million in France <sup>(2)</sup>. It generated consolidated sales of €143.5 billion in 2022. EDF is listed on the Paris Stock Exchange.

*(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.*

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