

October 28th, 2005

No. 2005-4170

EDF

- Listing on EDF shares on Eurolist by Euronext.
- Distribution of shares as part of a Guaranteed Institutional Offer and an open-price offer (OPO).
- Centralisation on November 18th, 2005.
- Trading on the NSC system from November 21st, 2005 onwards
- Admission of the shares to SRD on November 21st, 2005.

(Eurolist by Euronext- compartment A - SRD)

I - ADMISSION ON EUROLIST BY EURONEXT

In a press communiqué dated October 28th, 2005, the Minister of Economy, Finance and Industry informed the State intention to proceed with a minority opening of EDF Company's capital (the "Company").

The Company's capital will be opened through capital increase in the framework of a Guaranteed Global Placement and an Open Price Offer and by the transfer of State's existing shares in the framework of an Offer Reserved for Employees.

- Capital increase

The State has announced that:

-after the capital opening (OPO and the Guaranteed Global Placement (including the Overallocation Option) and the Offer Reserved for Employees) it will own at least 85% of the Company's capital.

-the maximum amount of the capital increases (OPO and the Guaranteed Global Placement (including the Overallocation Option)) will be 7 billion euros.

On October 28th, 2005, the Company's Board of Directors, acting under delegation of the general meeting dated October 10th, 2005 decided the principle of increasing the share capital with suppression of preferential subscription rights in a Public Offer of Securities for the Guaranteed Global Placement and the OPO.

On October 27th, 2005 Minister of Economy, Finance and Industry fixed, in a ministerial order, the method of transfer to the public of a part of EDF 's capital:

Number of New Shares issued by the company in the Offer framework:

A maximum of 206,600,000 New Shares will be proposed to the public in the Offer framework (before the Over-allocation option). This number of shares could be reduced of a maximum of 30,728,895 shares so that the profit of the capital increases shall not exceed 7 billion euros.

Over-allocation Option

The Company will issue subscription option bonds enabling the underwriting establishments of the Guaranteed Global Placement the purchase and subscription, at the Guaranteed Global Placement price, of a maximum number of 30,990,000 Additional Shares, (representing a maximum of 15% of the News Shares proposed in the Offer framework) to cover possible overallocations, thereby making the stabilisation operations easier (the "**Overallocation Option**").

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These bonds will give right to subscribe one share per bond and will be issued at € 0.01 per bond. They should be exercised, in one go, at any time, in all or in part, by CALYON acting in its own name and on account of underwriting establishments of the Guaranteed Global Placement according to the indicative timetable, until December 16th, 2005 inclusive at the latest.

- Transfer by State

The State, which as of date holds all the shares of the Company, will proceed with the transfer of 36,458,824 existing shares "the Transferred Shares", as part of an offer reserved for employees ("Offer Reserved for Employees") "ORE" (should the Overallocation Option be exercised, a maximum of 41,927,648 Transferred Shares) representing 2.24 % of the capital and the voting rights of the Company (2.58% should the Overallocation Option be exercised) before the capital increase.

After settlement-delivery of the Guaranteed Global Placement, Open Price Offer and Offer Reserved for Employees, the State will continue to hold, in accordance with law no. 2004-803 dated 9 August 2004, more than 70% of the Company's capital and voting rights, including the full exercise of the Overallocation Option.

- Listing on Eurolist by Euronext

In accordance with article 6 201 of Eurolist Rule Book, Euronext Paris has decided to list the 1 625 800 000 existing shares of € 0.5 par value, on Eurolist by Euronext (the "Existing Shares"), comprising the current capital of the Company, and a maximum of 206,600,000 New Shares arising from the Offer and a maximum of 30,990,000 Additional New Shares from the possible exercise of Over-allocation Option, which will make the stabilisation operations easier.

The legal notice will be published Bulletin des Annonces Obligatoires (BALO) of November 2nd, 2005.

The prospectus, comprising the base document registered on July 13th, 2005 by the Autorité des marchés financiers under I.05-107, its actualisation registered on September 23rd, 2005 under n° D.05-1005-A01 and the operation note approved on October 28th, 2005 under 05-742 (with a summary of the prospectus), is available on request and without charge at the Company, 22-30 avenue de Wagram 75008 Paris, on its Internet site (www.edf.fr), at the introducing financial institutions, as well as on the Internet site of Autorité des marchés financiers (www.amf-France.org).

II - DISTRIBUTION UNDER GUARANTEED GLOBAL PLACEMENT AND AN OPEN PRICE OFFER (OPO)

In accordance with articles P 1.2.3 to P 1.2.6 and P 1.2.13 to P 1.2.16 of Book II, the distribution of shares will be done in part under Guaranteed Global Placement and in part under OPO.

The opening of the Company's capital includes:

-an OPO of New Shares, in France, led by a syndicate of financial bodies

-a Guaranteed Global Placement of New Shares led by a syndicate of financial bodies with institutional investors in France and outside France, (and to the Public in Japan) the "Guaranteed Global Placement" and collectively with the OPO, the "Offer" comprising:

- A public placement in France
- A private international placement, in some countries, including in United States of America,
- A public Offer in Japan under « Public Offering Without Listing » framework.
- An Offer Reserved for Employees "ORE"

A specific prospectus for the ORE, approved on October 28th, 2005 under 05-743 is available on request and without charge at the Company, 22-30 avenue de Wagram 75008 Paris, on its Internet site (www.edf.fr), at the introducing financial institutions, as well as on the Internet site of Autorité des marchés financiers (www.amf-France.org).

The Company, plans to allocate around between 30% and 70% of the total number of offered shares under the Offer to the OPO, before exercising the Overallocation Option.

In any event, in accordance with the regulatory provisions, at least 10% of the total number of offered shares under the Offer, before exercising the Over Allocation Option will be allocated to the OPO, subject to demand.

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The Company will issue subscription option bonds enabling the underwriting establishments of the Guaranteed Global Placement the purchase and subscription, at the Guaranteed Global Placement price, of a maximum number of 30,990,000 Additional Shares, (representing a maximum of 15% of the News Shares proposed in the Offer framework) to cover possible overallocations, thereby making the stabilisation operations easier (the "**Overallocation Option**").

These bonds will give right to subscribe one share per bond and will be issued at € 0.01 per bond. They should be exercised, in one go, at any time, in all or in part, by CALYON acting in its own name and on account of underwriting establishments of the Guaranteed Global Placement according to the indicative timetable, until December 16th, 2005 inclusive at the latest.

III – TIMETABLE OF OPERATIONS

The following timetable is liable to modifications. In case the timetable is modified, the new timetable will be announced to the public through a Euronext Paris SA notice and a press release published by the Company in at least two nationally circulated financial newspapers.

October 28 th , 2005	Opening of Guaranteed Global Placement
	Opening reservation period for OPO
	Opening of Offer Reserved for Employees
November 15 th , 2005 5 pm Paris time	Closure of the reservation period of the OPO for reservations deposited at the counters of authorised intermediaries
November 15 th , 2005 11.59 pm Paris time	Closure of the reservation period of the OPO for reservations made on the Internet
November 16 th , 2005	Opening of the Open Price Offer
November 17 th , 2005	Closure of Guaranteed Global Placement* (5 pm – Paris time)
	Closure of OPO (5 pm – Paris time)
	Closure of Offer Reserved for Employees (11.59 pm – Paris time)
November 18 th , 2005	Notice of the Commission des participations et des transferts
	Fixing the prices for Guaranteed Global Placement, Open Price Offer and the Offer Reserved for Employees
	First trade of Existing Shares and New Shares on Eurolist by Euronext
	The Minister of Economy, Finance and Industry distributes a press release detailing the conditions for opening up the Company's capital
	Company distributes a press release announcing the final conditions of the introduction operation on Eurolist by Euronext, mainly, the prices for Guaranteed Global Placement, Open Price Offer and the Offer Reserved for Employees
	Publication of the OPO results in a Euronext Paris SA notice
November 21 st , 2005	Trading starts for the Existing Shares and New Shares on Eurolist by Euronext
November 24 th , 2005	Settlement delivery of the Guaranteed Global Placement and OPO
December 16 th , 2005	Last date for exercising the Over Allocation Option

- *which may be closed in advance, without prior information.*

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IV- OFFER RESERVED FOR EMPLOYEES

The offer conditions for employees are given in the information document available to the beneficiaries of this offer by the Company as well as in the operation note signed by the Autorité des marchés financiers on October 27th, 2005 under n°05-743. A notice will be published by Euronext Paris SA on listing of these shares.

V - PRICE FIXING TERMS

The unit subscription price of the shares offered under Guaranteed Global Placement (the "**Guaranteed Global Placement Price**") will be determined by the Minister of Economy, Finance and Industry following article 3 of the law 86-912 dated August 6th, 1986.

The unit subscription price of the shares offered under OPO (the "**OPO Price**") will enjoy a reduction of € 1 with respect to the Guaranteed Global Placement Price.

The Guaranteed Global Placement Price could be between **€ 29.50 and € 34.1** and the OPO Price could therefore be between **€ 28.5 and € 33.1 THIS INFORMATION IS STRICTLY INDICATIVE AND HAS NO BEARING ON THE FINAL PRICE OF THE GUARANTEED GLOBAL PLACEMENT AND THE OPEN PRICE OFFER THAT MAY BE FIXED OUTSIDE THIS RANGE.**

The Guaranteed Global Placement Price and the OPO Price may be fixed on November 18th, 2005, given that this date could be postponed if the market conditions and the results of the order book construction do not allow satisfactory setting of the Guaranteed Global Placement Price and the OPO Price. In this case, the new closure date for the Guaranteed Global Placement and OPO and the new planned date for determining the Guaranteed Global Placement Price and the OPO Price will be given in a Euronext Paris SA notice and a press release latest by the date prior to the initial closing date of the Guaranteed Global Placement and the OPO and published in at least two nationally circulated financial dailies (without prejudice to the provisions concerning the modification of the closing date of the Guaranteed Global Placement and OPO in case of modification in price ranges, in case the Guaranteed Global Placement Price and the Open Price Offer Price are fixed outside their respective price ranges, or in case of modification in number of shares offered under the Offer). The reservations and orders issued under the OPO before the publication of the above mentioned communiqué will apply unless expressly revoked before the new Open Price Offer closure date (inclusive).

The Guaranteed Global Placement Price and the Open Price Offer Price will be given in a notice published by Euronext Paris SA and informed to the public through a press release distributed by the Minister of Economy, Finance and Industry and followed by a Company press release on November 18th, 2005.

In case of modification of indicative price ranges, in case the Guaranteed Global Placement Price and the Open Price Offer Price are fixed outside their respective price ranges, or in case of modification in number of shares offered under the Offer, the public will be informed about the new terms through a notice distributed by Euronext Paris SA and a press release published by the Company in at least two nationally circulated financial dailies. The OPO closure will be postponed and a new OPO subscription period will therefore be opened for at least two trading days between the press release distribution date and the new OPO closure date. The reservations and orders issued under the OPO before the publication of the above mentioned communiqué will apply unless expressly revoked before the new Open Price Offer closure date inclusive.

New irrevocable orders can be issued up to the possibly postponed Offer closure date inclusive (should the Guaranteed Global Placement closure and the OPO closure be postponed, these orders could be expressly revoked before the new Open Price Offer closure date).

The above mentioned notice and communiqué will also mention the new OPO calendar with the new closure date and the new date planned for price fixing and the date for the settlement delivery.

Should it be impossible to fix the price of the Guaranteed Global Placement and of the Open Price Offer at a level compatible with the minimum price determined by the Commission des participations et des transferts in the conditions stated in paragraph 2.3.1.4, the Offer would be ended and the orders would be null and void.

The Guaranteed Global Placement and OPO are not subject to any registration or stamp fees.

VI – UNDERWRITING

The State (Agency for participation of the State of the Ministry of Economy, Finance and Industry) and the Company should conclude (i) an underwriting agreement for Guaranteed Global Placement with a group of establishments led by ABM AMRO Rothschild GIE, BNP Paribas, CALYON and Morgan Stanley & Co International Limited.

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The State (Agency for participation of the State of the Ministry of Economy, Finance and Industry) and the Company should conclude (i) an underwriting agreement for Open Price Offer with a group of establishments led by CALYON and BNP Paribas.

These two underwriting agreements will hold good for all the New Shares that are the subject of the Offer.

These guarantees covering the New Shares part of the Guaranteed Global Placement and the OPO will constitute an underwriting agreement in the meaning of the article L 225-145 of the Code de Commerce.

The underwriting agreement will be signed latest by the Guaranteed Global Placement Price and Open Price Offer Price fixing date, that is November 18th, 2005.

The underwriting agreements could be cancelled at any time up to the settlement/delivery date (that is, according to the scheduled timetable, November 24th, 2005) through a decision taken by the leaders on behalf of the underwriting bodies (which will be applicable to all the underwriting bodies), after consultation with the participation Agency of State for the Ministry of Economy, Finance and Industry, and the Company, mainly (i) if some events occur outside the Offer and render the settlement or delivery of the New Shares impossible or compromise it seriously and concerning the underwriting agreement of the Guaranteed Global Placement, (ii) if the declarations and guarantees that are in place and given by the Company or the State in the underwriting agreement prove to be inexact or are not respected, or some of the commitments of the Company or the State stipulated in the underwriting agreement are not respected or if any of the other conditions that need to be fulfilled before settlement-delivery are not fulfilled on the settlement-delivery date, without it being renounced.

It is specified that the underwriting agreement concerning the Guaranteed Global Placement shall be legally cancelled if the underwriting agreement concerning the Open Price Offer is cancelled in accordance to its stipulations and vice versa.

If the underwriting agreements of the Guaranteed Global Placement and the Open Price Offer are cancelled in accordance with their terms, the reservations, subscription orders, Guaranteed Global Placement, Open Price Offer and the Offer Reserved for Employees will be annulled retroactively.

The cancellation of the underwriting agreement will appear in a Euronext Paris notice and in a Company press release.

Stabilisation within the settlement provisions (EC) 2273/03 of the European Commission dated 22 December 2003 concerning terms of application of the 2003/06/EC directive of the European Parliament and the Board dated 28 January 2003 about insider trading and market manipulations (Breach of market directive).

From November 21st, 2005 to December 16th, 2005 (see the Operation Note)

VII- GUARANTEED GLOBAL PLACEMENT CHARACTERISTICS

See operation note signed by the Autorité des marchés financiers approved on October 27th, 2005 under number 05-742.

VIII – CHARACTERISTICS OF THE OPO

The final Open Price Offer conditions will appear in a Minister of Economy, Finance and Industry 's press release followed by a Company's press release and in a Euronext Paris SA notice. If the Guaranteed Global Placement Price and Open Price Offer Price fixing date and/or indicative new price range fixing date is postponed, or if the Open Price Offer Price lies outside the indicative price range or in case the number of shares offered under the Offer is modified, the above mentioned process will be followed (see paragraph V, Price fixing terms). In case any of the other previously decided terms for the Open Price Offer are modified that are not given in the operation note, an addendum to the operation note will be submitted for the signature of the Autorité des marchés financiers. It is given that the orders issued under the Open Price Offer will be nullified if the Autorité des marchés financiers does not sign the addendum.

1- Number of shares offered, duration of OPO and subscription price.

Duration of the OPO: from November 16th, 2005 to November 17th, 2005 at 5 pm.

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The OPO will be preceded by a reservation period from October 28th, 2005 to November 15th, 2005, 5 pm, for reservation deposited at the counters of authorised intermediaries and from October 28th, 2005 to November 15th, 2005, 11.59 pm, for reservations made through the Internet.

Subscription price: the Open Price Offer Price will be less than € 1 at the Guaranteed Global Placement Price. As an indication, the OPO Price could be between € 28.5 and € 33.1.

2 - Reservation of Shares

(a) Persons authorized to issue reservation under the OPO

The physical persons holding French nationality or residents of France or of one of the States belonging to the European Economic Space (as defined later) authorised, under the Open Price Offer, to issue preferential orders, called "orders A", may reserve shares, from October 28th, 2005 until November 15th, 2005, 5 pm, for reservation deposited at the counters of authorised intermediaries and up to November 15th, 2005, 11.59 pm, for reservations made on the Internet, under the conditions given in (b) below.

(b) Subscription mandates:

The physical persons authorised to issue reservations have the possibility from October 28th, 2005 onwards, to send their reservations, under subscription mandates, to the counters of any credit establishment, la Poste, les caisses d'épargne or any other authorized intermediary in France up to November 15th, 2005, 5 pm, or by Internet in accordance with the terms given by them, up to November 15th, 2005, 11.59 pm. The preferential subscription orders executed under the subscription mandates sent under reservations may, limited to the first R1 priority up to an amount of €5,000, be filled, either in entirety, or at least two times better than the orders transmitted from the opening of the Open Price Offer under the A1 orders described below. Beyond this amount, the subscription orders executed under the subscription mandates will give right to additional subscription preference R2 (see section 2.3.3.8 – "Results of the Open Price Offer paragraph (i)).

The same person can only transmit one reservation (in addition to those that he could send as the legal representative of minors) and this reservation should be sent only to one intermediary. The use of this reservation excludes the concerned persons from the possibility of transmitting an A order for an Open Price Offer as described below. The person can only transmit another reservation or Order A for the Open Price Offer if he has revoked his reservations under the conditions described below.

Each member of the same tax household may send in one reservation. A minor's reservation can be made by his legal representative. Each of these reservations will profit from the advantages normally attached with it. In case of reduction, this will be separately applicable to reservations for each of the family members.

The reservation should be for a minimum amount of €200 and should be a whole multiple of €100. Else, the reservation will be rounded off to a lower whole multiple of €100. The same order placer may not issue a reservation for an amount equivalent to a number of securities greater than 20% of the total number of securities offered under the Open Price Offer.

The subscription mandates can be revoked by the signatories at their authorised intermediaries at any time up to November 15th, 2005, 5 pm for reservations deposited at the counters of the said intermediary, and up to November 15th, 2005, 11.59 pm for reservations made through the Internet, in accordance with the terms given by these intermediaries.

The authorised intermediaries will transmit the reservations to Euronext Paris SA in accordance with the timetable and the terms specified in Euronext Paris SA notice.

The terms of the subscription mandates that may be used by the above mentioned establishments are appended to this operation note. Such reservations will be considered null and void if the press release indicating the final terms of the Guaranteed Global Placement and Open Price Offer is not published.

3 – Subscription orders

(a) **Persons authorized to issue orders under the OPO**

Persons authorized to issue orders under the Open Price Offer are physical persons holding French nationality or residents of France or nationals of one of the States party to the agreement or protocol of the European Economic

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Space (member states of the European Union, Iceland, Norway and Liechtenstein, hereafter called the "States belonging to EEE") or the French legal entities or nationals of one of the States party to the EEE agreement who are not, according to the Article L. 233-3 of the Code de commerce, under the control of entities or persons that are nationals of States other than the States belonging to EEE.

Other persons should inform themselves about the local placement restrictions as given in the operation note signed by the Autorité des marchés financiers.

The physical persons, legal entities and common placement funds not having accounts in France that enable them to subscribe to shares under the Open Price Offer should open accounts for this purpose with an authorised intermediary while placing their orders.

(b) Categories of orders that may be issued under the OPO

As a reminder, the orders outlined below will be considered null and void if the press release indicating the final terms of the Underwritten Global Placement and Open Price Offer is not published.

Three categories of subscription orders may be issued under the Open Price Offer. The minimum subscription threshold and the subscription preference are given in euros.

It is stated that, for whichever order category:

- each order should be for a minimum amount of €200 and should be a whole multiple of €100; else, the order will be rounded off to a lower whole multiple of €100;
 - The same order placer may not issue an order for a number of securities greater than 20% of the total number of securities offered under the Open Price Offer;
 - the orders may be allotted after reduction in accordance with the terms given in paragraph 4 below.

Orders A

These are preferential subscription orders issued by physical persons holding French nationality or residents or of one of the States belonging to EEE.

The person of foreign nationality having his principle establishment in France at the time when the Open Price Offer opens is considered as a resident of France.

The same person has right to issue only one A category order for himself (therefore except the orders deposited on account of minors by their legal representatives). This A category order should be given to a single financial intermediary and be signed by the order placer or his representative.

The A category order should be for a minimum amount of € 200. The order A may be issued with no upper limit.

The A order gives a subscription preference (A1) up to an amount of € 5,000. Beyond this limit, the Order A gives right to an additional subscription preference (A2) for the part of the order exceeding € 5,000.

Orders B

These are non-preferential subscription orders issued by physical persons holding French nationality or residents or of one of the States belonging to EEE.

The same physical person can issue several B orders and distribute them between several intermediaries. An investment club is only authorised to issue Orders B.

The B category order should be for a minimum amount of €200. The order B may be with no upper limit. It may not be filled or may be filled with reduction based on a rate specific to Orders B, non-preferential orders.

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Orders C

These are non preferential subscription orders issued by legal French entities or by nationals of one of the States belonging to EEE, which are not, according to the Article L. 233-3 of the Code de commerce, under the control of entities or nationals of States not belonging to EEE.

The common placement funds are treated as legal entities and as such are authorised to only issue C category orders.

The same legal entity has right to issue only one C category order. The C Order should be given to a single financial intermediary.

The C category order should be for a minimum amount of €200. The order C may be with no upper limit. It may not be filled or may be filled with reduction based on a specific rate if the demand from physical persons so permits (Orders A and B).

Custody charges

The shares subscribed from reservations and A orders in the OPO will be right-free of safe custody from the holder of shares for a period of 18 months starting the day of settlement/delivery of OPO, according to the scheduled timetable, that is, November 24th, 2005.

The ISIN code FR001025161 was allocated to these shares.

Reception, transmission of mandates and orders, irrevocability

The reservations and orders under the Open Price Offer should be placed in writing, either during the reservation period (from October 28th, 2005 to November 15th, 2005, up to 5 pm, for reservations deposited at the counters of any credit establishment, the Poste, the caisses d'épargne or any other authorized intermediary in France and up to November 15th, 2005, up to 23.59 pm, for reservations made through Internet in accordance with the terms given by these authorised intermediaries), by using a reservation as a subscription mandate, or with regards to Orders A, B and C, during the Open Price Offer duration (from November 16th, 2005 to November 17th, 2005 at 5 pm inclusive), by using a form available by any credit establishment, the Poste, caisses d'épargne or any other authorized intermediary in France (the reservation templates and subscription orders are appended to the operation note).

Each mandate or buy order should be signed by the order placer (including in case of a servicing agreement) or his representative.

In the latter case, the manager should:

- either have a mandate foreseeing stipulations specific to terms to which his client is committed to, as part of the operations where each investor is only authorised to pass a single order, not to pass orders without having asked and obtained a written confirmation from the manager, that he has not passed a purchase order covering the same shares as part of the management mandate;
- or implement any other reasonable measures aimed at foreseeing multiple orders (for example client information by the manager that he has passed an order on his behalf and that as a consequence, the client cannot directly pass an order of the same type without informing in writing, before operation closure, of his decision so that the manager can cancel the corresponding order).

Each member of a tax household may send in one order. A minor's order can be made by his legal representative. Each of these orders will profit from the advantages normally attached with it. In case of reduction, this will be separately applicable to orders for each member of a tax household.

The order placers may request their intermediaries to regroup all the shares subscribed to in the name of the members of the same fiscal household and especially those subscribed to in the name of minor children under a single account, the account holder is therefore the owner of the securities. This possibility also concerns the PEA accounts.

The authorised intermediaries will transmit the orders to Euronext Paris in accordance with the timetable and the terms specified in paragraph IX hereunder.

It is stated that a reservation can be revoked by the signatory at any time up to 5 pm on November 15th, 2005 for reservations deposited at the counters of authorised intermediaries, and up to November 15th, 2005, 11.59 pm for

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orders passed through the Internet, in accordance with the terms given by it and that the orders passed under the Open Price Offer are irrevocable even in case of reduction.

In case a new indicative price range is fixed for Open Price Offer, as in the case of fixing of Open Price Offer Price outside the indicative price range indicated in the operation note, or in case of modification in number of shares offered under the Offer, the reservations made during the reservation period and the orders issued under the Open Price Offer before the publication of the press release concerning the new terms will stay valid unless revoked by the order placers at the reservation or order receiving establishments as the case may be. However, new irrevocable orders may be issued during the new offer period.

4 – Result of the OPO

The results of the Open Price Offer will be announced through a Euronext Paris SA notice and in the Minister of Economy, Finance and Industry and the Company press releases, published on November 18th, 2005 which will specify the possible reductions applicable to the orders A, B and C.

Reservations and Orders A

The reservations and Orders A that are not under reservations, will be fully filled if the demand so allows.

A 100% reduction rate may be applicable to orders B and C to fill the A reservations and orders.

It is in this sense that the Reservations and Orders A are preferential subscription orders.

Wherein the number of securities offered is insufficient to cover the demands under reservations and Orders A, these demands may be reduced as follows:

- The fraction of reservations corresponding to the securities under purchase preference R1 can be filled, either in entirety, or at least two times better than the orders A1 transmitted from the opening of the Open Price Offer;
- The fraction of orders A corresponding to the securities under purchase preference A1 and the fraction of reservations and orders A corresponding to the securities under purchase preference R2 and A2 will be reduced under the conditions that will be specified in the results notice published by Euronext Paris.

If a reduction has to be done in the above circumstances:

- for each fraction of reservations R1 and orders A respectively corresponding to the securities under purchase preference A1, a minimal quantity of shares will be allotted which will be announced in a press release published by the Minister of Economy, Finance and Industry and followed by a Company press release and in the Euronext Paris SA results notice latest two days after the closure of the Open Price Offer;
- Above this minimum of shares and depending of the number of shares left, each demand of R1 and A1 may be served proportionally to its amount in conditions announced in a press release published by the Minister of Economy, Finance and Industry and followed by a Company press release and in the Euronext Paris SA results notice.

If, the application of reduction terms results in a non-whole number of shares, this number will be rounded off to the immediately lower whole number, the fractional shares will later be allocated according to market uses.

Orders B

They may be filled in their entirety or with reduction if the demand for A orders so allows.

If, the application of reduction terms results in a non-whole number of shares, this number will be rounded off to the immediately lower whole number, the fractional shares will later be allocated according to market uses.

Orders C

They may be filled in their entirety or with reduction if the demand for physical persons (orders A and B) so allows.

If, the application of reduction terms results in a non-whole number of shares, this number will be rounded off to the immediately lower whole number, the fractional shares will later be allocated according to market uses.

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Settlement by the subscribers and delivery of securities

With respects to article 332-6 of the Règlement general de l'AMF, the shares will be registered in the books as soon as possible after the Offer result notice published by Euronext Paris, that is to say, according to the indicative timetable on November 18th, 2005 and at the latest on November 24th, 2005.

IX - RECEPTION AND TRANSMISSION OF ORDERS TO EURONEXT PARIS (OPO)

Euroclear France affiliate financial intermediaries will fax Euronext Paris SA a summary of orders deposited with them. The summary is to be faxed, on +33 (0) 1-49-27-16-00, on November 18th, 2005 by 10 am at the latest, using the template reproduced in the appendix (tel. 33/0(1)-49-27-16-01 or 49-27-10-42).

Intermediaries must check that they receive an acknowledgement by fax from Euronext Paris.

Result of the offer

On November 18th, 2005, Euronext Paris SA will centralise orders made within the OPO. Given these orders, the price and conditions of the supply of order categories will be fix.

The outcome of the offer will be published on the evening of November 18th, 2005 according to the timetable.

Settlement/delivery of shares

The financial intermediaries depositories of reservations and subscription orders will inform CALYON (Euroclear affiliate n°4112)

- the number of shares placed by their clients;
- the total cash payment.

The intermediaries shall then be responsible for paying to CALYON the amount they have received in cash in settlement of the executed buy orders.

Settlement/delivery schedule:

- November 18th, 2005 evening or November 21st, 2005 before opening of trading at the latest, Euronext Paris informs intermediaries of the number of shares allotted to them per order class;
- November 21st, 2005, intermediaries calculate how many shares should be allotted to each order and the amount due in cash from each order placer;
- November 24th, 2005, settlement and delivery of EDF shares by CALYON (Euroclear affiliate 4112);
The delivery of shares and settlements between intermediaries and CALYON must be effected via Slab/Relit +. All the SLAB instructions should be introduced in the system latest by November 23rd, 2005, noon . The trading date on the instruction will be November 21st, 2005.

X- QUOTATION OF EDF SHARES

1- Trading and eligibility at SRD

Trading on the NSC system from November 21st, 2005 onwards on Eurolist by Euronext – section A – of 1,625,800,000 existing EDF shares, of 0.5 euro par value and of a maximum of 206,600,000 New Shares arising from the Placement and the OPO and of a maximum of 30,990,000 Additional New Shares issued to cover the Over Allocation Option , dividend eligibility date 1 January 2005, of 0.5 euro par value each arising from capital increase under the Offer.

EDF shares will be SRD eligible from November 21st, 2005.

2 - Trading conditions

As a result of the heavy trading expected in the first few days of trading, EURONEXT Paris has taken a number of steps to facilitate the start of trading on the NSC trading system. Traders and resellers should take note of the following:

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- Listing group: continuous.
- Value group: **05**
- Mnemonic: **EDF**
- ISIN and Euronext Paris code: FR0010242511 - ordinary shares
- Trading name: "**EDF**"
- Borrowers and lenders Code: November 2005 QS0011019427- December 2005 QS0011019435
- Heading: November 2005 EDFX5 – December EDFZ5
- Borrowers and lenders Mnemonic November 2005 EDF NOV5 - December EDF DEC5

Trading operations on EDF shares listed on the Relit Stock Exchange network as of November 21st, 2005.

Trading in the shares on NSC system will commence on November 21st, 2005. Detailed pre-opening, opening and closing times will be described later for November 21st, 2005 and later days.

The reference share price shall be the same as the open price offering (OPO) announced in the results notice. Static thresholds shall in principle be fixed at 20% of the reference share price. If the opening price breaks through the thresholds, Euronext Paris shall either move the thresholds or suspend trading in the share. It will announce the quotation details (new thresholds, schedules etc.). After an opening price has been established, trading shall according to continuous rules.

The dynamic thresholds are set at 5% for the entire November 21st, 2005 session. From November 22nd, 2005, the standard continuous rules on thresholds and on the length of suspension of trading shall again be applied to trading in the share.

4 - Technical notes

- Heading in Euronext Paris Bulletin: EDF shares will be included with French shares on the daily list of Euronext Paris SA with the designation EDF – Eurolist by Euronext – SRD.
- Listing establishments: CALYON, Morgan Stanley & Co Limited, ABN AMRO Rothschild, BNP Paribas
- Financial service: Financial service of shares will be handled by BNP PARIBAS Securities Services (affiliate Euroclear France 30)
- FTSE Classification: 720-Electricity
- ICB Classification : 7535 Electricity

The prospectus approved by the Autorité des marchés financiers (AMF), on October 27th, 2005, under no. 05-742 comprises a base document registered by the AMF on July 13th, 2005 under no. I.05 107, its actualisation registered on September 23rd, 2005 under D.05-1005-A01 and an operation note (with a prospectus summary).

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Template deposit to be used by Euroclear France affiliate intermediaries

Document to be sent to EURONEXT PARIS
by **fax** to no. **01 49 27 16 00** (Tel: 01 49 27 16 01) the OPO centralisation day

November 17th, 2005 after 6 pm at the earliest
and on November 18th, 2005 before 10 am latest

OPO EDF

Security holding establishment: EUROCLEAR France affiliate no.....
Fax no. (where the reply to orders is to be sent):
Name of person responsible:
Telephone no:

Reservations and Order Sections	Number of Orders			Amount requested in euros		
	Total	Of which France	Of which EEE (outside France)	Total	Of which France	Of which EEE (outside France)
Reservations	_____	_____	_____	_____	_____	_____
Orders						
"A" priority	_____	_____	_____	_____	_____	_____
"B" non-priority	_____	_____	_____	_____	_____	_____
"C" non-priority	_____	_____	_____	_____	_____	_____

		Number of Orders	Number of orders Amount requested in euros
<u>Breakdown of the reservation</u>			
. Reservation portion between: 200 euros and 5,000 euros inclusive	R1	_____	_____
. Portion of the reservation above 5,000 euros	R2	_____	_____
<u>Breakdown of An Order</u>			
. Order portion between 200 euros and 5,000 euros inclusive	A1	_____	_____
. Order portion above 5,000 euros	A2	_____	_____

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Document to be sent to EURONEXT PARIS
by **fax** to no. **01 49 27 16 00** (Tel: 01 49 27 16 01) the OPO centralisation day

**between November 17th, 2005 after 6 pm earliest
and on November 18th, 2005 before 10 am latest**

OPO EDF

Security holding establishment: Euroclear France affiliate no.....

Fax no. (where the reply to orders is to be sent):

Name of person responsible: Telephone no:

Reservations breakdown of the priority portion (R1)

Amount	Number of Reservations	Amount	Number of Reservations
200 €		2 600 €	
300 €		2 700 €	
400 €		2 800 €	
500 €		2 900 €	
600 €		3 000 €	
700 €		3 100 €	
800 €		3 200 €	
900 €		3 300 €	
1 000 €		3 400 €	
1 100 €		3 500 €	
1 200 €		3 600 €	
1 300 €		3 700 €	
1 400 €		3 800 €	
1 500 €		3 900 €	
1 600 €		4 000 €	
1 700 €		4 100 €	
1 800 €		4 200 €	
1 900 €		4 300 €	
2 000 €		4 400 €	
2 100 €		4 500 €	
2 200 €		4 600 €	
2 300 €		4 700 €	
2 400 €		4 800 €	
2 500 €		4 900 €	
		5 000 €	
		TOTAL *	

(*) Number of R1 Reservations = Number of Reservations

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Template deposit to be used by Euroclear France affiliate intermediaries

Document to be sent to EURONEXT PARIS
by **fax** to no. **01 49 27 16 00** (Tel: 01 49 27 16 01) the OPO centralisation day

between November 17th, 2005 after 6 pm earliest
and on November 19th, 2005 before 10 am latest

OPO EDF

Security holding establishment: Euroclear France affiliate no.....

Fax no. (where the reply to orders is to be sent):

Name of person responsible: Telephone no:

Breakdown of A1 Orders

Amount	Number of Orders	Amount	Number of Orders
200 €		2 600 €	
300 €		2 700 €	
400 €		2 800 €	
500 €		2 900 €	
600 €		3 000 €	
700 €		3 100 €	
800 €		3 200 €	
900 €		3 300 €	
1 000 €		3 400 €	
1 100 €		3 500 €	
1 200 €		3 600 €	
1 300 €		3 700 €	
1 400 €		3 800 €	
1 500 €		3 900 €	
1 600 €		4 000 €	
1 700 €		4 100 €	
1 800 €		4 200 €	
1 900 €		4 300 €	
2 000 €		4 400 €	
2 100 €		4 500 €	
2 200 €		4 600 €	
2 300 €		4 700 €	
2 400 €		4 800 €	
2 500 €		4 900 €	
		5 000 €	
		TOTAL *	

(*) Number of A1 orders= Number of A Orders

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