

Notice of meeting

Ordinary and Extraordinary General Shareholders' Meeting

Tuesday, May 20, 2014

at 3:00 p.m.

TOUR AREVA,
1 Place Jean Millier
92400 Courbevoie
(FRANCE)



This is a free translation into English of the AREVA 2014 Notice of meeting, which is issued in the French language, and is provided solely for the convenience of English speaking readers.

Whilst every effort has been made to ensure that the English version is a faithful and accurate translation of the French text, only the latter is a legally valid document.



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Message from the Chairman of the Supervisory Board



Dear Shareholder,

I am delighted to invite you to the AREVA Ordinary and Extraordinary General Shareholders' Meeting to be held at 3:00 p.m. on Tuesday, May 20, 2014, Tour AREVA – 1 Place Jean Millier, Courbevoie (92400) (FRANCE).

Attended by the members of the Supervisory Board and the members of the Executive Board, the General Shareholders' Meeting is the opportunity to share information, exchange and dialogue, and for you to vote on the resolutions that will be submitted for your approval, relating particularly to approval of the 2013 financial statements and the renewal of the financial delegations.

In the following pages, you will find the agenda of the General Shareholders' Meeting and the text of the resolutions that will be submitted for your approval.

I thank you in advance for kindly examining these resolutions and assure you of my faithful regards.

Pierre Blayau
Chairman of the Supervisory Board

Agenda

■ Ordinary Resolutions

- Approval of corporate financial statements for the 2013 financial year **(1st Resolution)**
- Approval of consolidated financial statements for the 2013 financial year **(2nd Resolution)**
- Allocation of 2013 financial year results **(3rd Resolution)**
- Agreements and commitments subject to the provisions of Articles L. 225-86 *et seq.* and L. 225-90-1 of the French Commercial Code **(4th Resolution)**
- Setting of attendance fees for Supervisory Board members for 2014 **(5th Resolution)**
- Ratification of the appointment of Mr Pierre Blayau to the Supervisory Board **(6th Resolution)**
- Opinion on the items of remuneration due or allocated for the 2013 financial year to Mr Luc Oursel, Chairman and member of the Executive Board **(7th Resolution)**
- Opinion on the items of remuneration due or allocated for 2013 to Messrs. Philippe Knoche, member of the Executive Board and Chief Operating Officer, Olivier Wantz, member of the Executive Board and Senior Vice-President and Pierre Aubouin, member of the Executive Board and Senior Vice-President **(8th Resolution)**
- Authorisation to be granted to the Executive Board to trade the Company's shares **(9th Resolution)**

■ Extraordinary Resolutions

- Authority to be delegated to the Executive Board to decide on the issue of ordinary shares and/or securities giving access to the Company's capital, maintaining the preferential subscription right **(10th Resolution)**
- Authority to be delegated to the Executive Board to decide on the issue of ordinary shares and/or securities giving access to the Company's capital, removing the preferential subscription right, by a public offer **(11th Resolution)**
- Authority to be delegated to the Executive Board to decide on the issue of ordinary shares and/or securities giving access to the Company's capital, removing the preferential subscription right, by an offer under Article L. 411-2, II, of the French Financial and Monetary Code **(12th Resolution)**
- Authority to be delegated to the Executive Board to increase the number of shares to be issued in the event of an issue, with or without preferential rights for the shareholders **(13th Resolution)**
- Powers to be delegated to the Executive Board to issue, without a preferential subscription right, shares or securities giving access to the capital, within the limit of 10% of the capital, to remunerate contributions in kind granted to the Company and consisting of capital shares or securities giving access to the capital **(14th Resolution)**
- Authority to be delegated to the Executive Board to increase the share capital by capitalization of reserves, profits or premiums **(15th Resolution)**
- Authority to be delegated to the Executive Board to increase the share capital by issuing ordinary shares reserved for members of a corporate savings plan run by the Company or its Group **(16th Resolution)**
- Overall limits on issue authorisations **(17th Resolution)**

■ Powers

- Powers in order to fulfil all formalities **(18th Resolution)**.

Attending the General Meeting

Any shareholder may attend this General Shareholders' Meeting, regardless of the number of shares he or she holds.

Documenting the right to attend the Meeting

The right to attend the Meeting is documented by the registration of the shares in the name of the shareholder or of the intermediary registered on his or her behalf *on May 15, 2014* at midnight, Paris time, either in the accounts of registered shares maintained by the Company, or in the accounts of bearer shares maintained by an authorized intermediary acting as custodian.

The recording or registration of the shares in a bearer shares account maintained by an authorized intermediary shall be evidenced by an attendance certificate issued by the intermediary, attached to the mail-in ballot, the voting proxy form or the request for an admission card prepared in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to any shareholders wishing to attend the Meeting in person who did not receive an admission card by the third business day preceding the Meeting *i.e May 15, 2014* at midnight, Paris time.

Ways of attending the Meeting

The shareholder has several options for participating in the Meeting. He or she may (1) attend the Meeting in person or (2) participate remotely by giving a proxy to the Chairman or any other natural or legal person of his or her choice, or by returning the mail-in ballot.

1. Shareholders wishing to attend the Meeting in person:

- registered shareholders must request an admission card from Société Générale Service Assemblées, CS 30812, 44308 Nantes Cedex 3, France; if the admission card has not been received by the third business day preceding the Meeting, the shareholder may go directly to the desk set up for this purpose on the day of the Meeting, with proof of identity ;

- bearer shareholders must request an admission card from the authorized intermediary who manages his or her securities account

2. Shareholders unable to attend the Meeting in person:

Société Générale will have mail-in ballots or proxy ballots available for shareholders, at the request of their financial intermediary, at the following address: Services Assemblées, CS 30812, 44308 Nantes Cedex 3, France.

The requests for ballots must reach Société Générale via the shareholder's financial intermediary, at the above address no later than six days before the scheduled date of the Meeting, *i.e. May 14, 2014* at the latest.

Only duly completed ballots reaching Société Générale at the above address no later than three days before the scheduled date of the Meeting, *i.e. May 16, 2014* at midnight at the latest, accompanied by the attendance certificate delivered by the authorized intermediaries for bearer shares, will be taken into consideration.

In accordance with the provisions of article R. 225-79 of the French Commercial Code, the notification of the appointment or withdrawal of a proxy may be done electronically as follows:

- registered shareholders: shareholders must send an e-mail bearing an electronic signature that they have obtained from an authorized third-party certifier according to applicable legislation and regulations to the electronic address actionnaires@areva.com specifying their last name, first name, address and Société Générale user ID in the case of directly registered shareholders (information available in the upper left of the account statement) or their user ID with their financial intermediary in the case of indirectly registered shareholders, as well as the last name and first name of the designated or withdrawn proxy;
- bearer shareholders: shareholders must send an e-mail bearing an electronic signature that they have obtained from an authorized third-party certifier according to applicable legislation and regulations to the electronic address actionnaires@areva.com specifying their last name, first name, address and banking information, as

Attending the General Meeting

well as the last name and first name of the designated or withdrawn proxy. The shareholders must then request that the financial intermediary who manages the securities account sends written confirmation (by mail or fax) to Société Générale, Services Assemblées, CS 30812, 44308 Nantes Cedex 3, France.

To be validly taken into account, the duly completed and signed designations or withdrawals of proxies must reach Société Générale no later than:

- the day before the Meeting, i.e. *May 19, 2014* before 3:00 p.m. (Paris time), for notices sent electronically;
- three days before the Meeting, i.e. *May 16, 2014* at midnight (Paris time) for notices sent by regular mail.

Only notices of designation or withdrawal of proxies may be sent to the aforementioned electronic address; no other requests or notifications bearing on another subject may be taken into account and/or processed.

It should be noted that any shareholder who has already voted, sent a proxy or requested an admission card or an admission card:

- may no longer choose another method of attendance;
- may at any time dispose of all or part of his or her shares. If the disposal occurs before *May 15, 2014* at midnight, Paris time, the Company accordingly invalidates or modifies the mail-in ballot, proxy, admission card or attendance certificate, as the case may be. To this end, the authorized intermediary acting as custodian notifies the Company or its proxy of the disposal and sends the necessary information

Written questions

Written questions may be sent to the Executive Board in accordance with article L.225-108, paragraph 3 of the French Commercial Code no later than the fourth business day preceding the date of the General Shareholders' Meeting, i.e. *May 14, 2014* at midnight (Paris time) by registered letter with return receipt requested to: AREVA - Tour AREVA – Secrétariat Général - 1, Place Jean Millier - 92400 Courbevoie, France.

Shareholders may obtain the documents stipulated in articles R.225-81 and R.225-83 of the French Commercial Code within the time limits provided by law by sending a request to Société Générale Service Assemblées, at the above mentioned address.

Documents available to shareholders

In accordance with the applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with General Shareholders' Meeting shall be available at AREVA's head office - AREVA - Tour AREVA – Direction de la communication Financière - 1, Place Jean Millier - 92400 Courbevoie, France.

These documents may also be sent to the shareholders upon simple request to Société Générale Service Assemblées as of the publication of the notice of meeting or fifteen days before the Meeting, depending on the document in question. The documents stipulated in article R.225-73-1 of the French Commercial Code (in particular the text of the proposed resolutions presented to the General Shareholders' Meeting by the Executive Board and the reports to be presented at the General Shareholders' Meeting) will be available on the Company's website at: <http://www.aveva.com>, no later than the twenty-first day preceding the General Shareholders' Meeting, i.e. *April 29, 2014* at midnight (Paris time).

Attending the General Meeting

How to fill in the form ?

All you need to do is fill in the mail-in ballot or proxy ballot (prepared for the number of shares registered to your account) which enables to choose among four methods of attendance and mail it in the T envelope provided.

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important :** Before selecting please refer to instructions on reverse side.
Quelle que soit l'option choisie, noircir comme ceci [] la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this [] date and sign at the bottom of the form.
Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form
J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

AREVA
 1 PLACE JEAN MILLIER TOUR AREVA
 92400 COURBEVOIE

ASSEMBLEE GENERALE MIXTE
 20 MAI 2014

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY
 Identifiant - Account
 Nominatif Registered VS - Single vote
 Porteur - Bearer VD - Double vote
 Nombre d'actions / Number of shares
 Nombre de voix - Number of voting rights :

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
 Cf. au verso (2) - See reverse (2)
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance à l'EXCEPTION de ceux que je signale en noircissant comme ceci [] la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this [] for which I vote NO or I abstain.
 Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci [] la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this []

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR A : Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
 M, Mme ou Melle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne sont valables que si elles sont directement retournées à votre banque.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, Prénom, Adresse de l'associé (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf. au verso (1)
 Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

									Oui/ Yes	Non/No			Oui/ Yes	Non/No
									Abs/Abs	Abs/Abs			Abs/Abs	Abs/Abs
1	2	3	4	5	6	7	8	9	A	[]	[]	F	[]	[]
10	11	12	13	14	15	16	17	18	B	[]	[]	G	[]	[]
19	20	21	22	23	24	25	26	27	C	[]	[]	H	[]	[]
28	29	30	31	32	33	34	35	36	D	[]	[]	J	[]	[]
37	38	39	40	41	42	43	44	45	E	[]	[]	K	[]	[]

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting.
 - Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the meeting to vote on my behalf...
 - Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote NO).
 - Je donne procuration (cf. au verso 4) à M, Mme ou Melle, Raison Sociale pour voter en mon nom...
 I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, toute formule doit parvenir au plus tard :
 in order to be considered, this completed form must be returned at the latest
 sur 1ère convocation / on 1st notification
 sur 2e convocation / on 2nd notification

à la BANQUE / to the Bank 16/05/14
 à la SOCIÉTÉ / to the Company 16/05/14

Date & Signature

You wish to :

A ATTEND THE MEETING

Check the box on this document "I wish to attend the Shareholders' Meeting and request an admission card."

B GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

Check, date and sign the bottom of the form, without any other notation.

C VOTE BY POST

Blacken the box "I vote by post" and sign the form after, as appropriate, blackening the boxes of resolutions that you do not wish to support.

D BE REPRESENTED BY ANOTHER PERSON

The owner of the shares must blacken the box "I hereby appoint", mentioning the last name and first name of the proxy, then date and sign the form. In the event of joint ownership, each co-owner must sign the form.

The deadlines for receipt appear on the front of the ballot. It is not possible to send out both proxy and postal voting form.

Note : Only fully completed ballots reaching Société Générale no later than three days before the scheduled date of the Meeting i.e May 16, 2014, accompanied by the attendance certificate delivered by the authorized intermediaries for bearer shareholders, will be taken into account.

Brief presentation of AREVA's position in 2013

OVERVIEW

The AREVA group is a **global leader in power generation solutions with less carbon.**

In 2013, AREVA's consolidated revenue rose to 9.240 billion euros, with a consolidated net loss of 494 million euros. The group's backlog totaled 41.521 billion euros at December 31, 2013, down from that at December 31, 2012 (44.602 billion euros). It employs 45,340 people in the nuclear and renewable energies businesses.

AREVA's strategy is built on developing low-carbon energies by expanding its core nuclear business and its second pillar, renewable energies.

The group is one of very few suppliers capable of meeting customer requirements at every stage of the nuclear value chain, offering global solutions that protect the environment while complying with stringent safety criteria.

The group is recognized for its technological expertise in every aspect of the nuclear business, backed by 50 years of research and operating experience with proprietary processes and a range of new generation reactors to meet the energy challenges of the 21st century. This gives the group a favourable market position.

AREVA has all the resources needed to take full advantage of energy market growth. With its international presence and recognized expertise in technology, the group is ready to respond to its customers' leading challenges: to generate power safely, at a competitive cost and while limiting emissions of greenhouse gases.

There was no significant change in the group's consolidation scope in 2013. However, fundamental decisions made in the second half of 2013 concerning the wind and solar operations resulted in their accounting treatment under "discontinued operations" in the group's consolidated financial statements, in application of IFRS 5.

HIGHLIGHTS OF THE PERIOD 2013

Concerning business strategy and capital expenditures

- On January 10, AREVA announced that it had turned to Natixis to set up a liquidity contract for the AREVA shares listed with NYSE Euronext Paris.
- On January 18, AREVA signed a syndicated line of credit agreement in the amount of 1.25 billion euros for

a period of five year with 19 banks. This facility replaces the previous, unused syndicated credit line expiring in 2014.

- On June 2, AREVA launched the first employee shareholding program since the company was established; 36% of the employees in France, the United States and Germany participated in this operation and hold approximately 1% of the group's share capital at December 31, 2013.
- On August 5, AREVA announced the finalization of the sale to AVA Conseil of the 65.2% interest the group held up to then in Technoplus Industries (TPI). This transaction was part of AREVA's asset sale program conducted under the "Action 2016" plan.
- On August 29, AREVA launched a new 7-year, 500-million-euro bond issue maturing on September 4, 2020 with an annual coupon of 3.25%. In addition, the group undertook the buy-back of outstanding bonds maturing in 2016 and 2017.
- On October 17, AREVA entered into exclusive negotiations with Capgemini for the sale of Euriware's operations to Capgemini.

In the nuclear field

- On January 9, 2013, the Canadian Nuclear Safety Commission (CNSC) authorized AREVA to process very high-grade uranium ore from the Cigar Lake mine at the McClean Lake mill. The CNSC also authorized the processing plant to increase its milling capacity from 3,600 metric tons of uranium per year to 5,900 metric tons.
- On January 16, the AREVA-led consortium including Motor and Turbine Union (MTU) and Shanxi North MTU Diesel Co. (SNMD) signed a contract with China Nuclear Power Engineering Co., Ltd and the nuclear plant operator Jiangsu Nuclear Power Corporation (JNPC) to supply backup diesel generators for units 3 and 4 of the Tianwan power plant.
- On March 4, Transnuclear Ltd, a joint subsidiary of AREVA and Kobe Steel Ltd, delivered to Tepco three metal casks for the dry storage of used fuel from the common pool of the Fukushima Daiichi nuclear power plant.

Brief presentation of AREVA's position in 2013

- On March 5, AREVA's nuclear medicine subsidiary, AREVA Med, and Roche, a world leader in cancer therapy, completed the construction of their joint cancer research laboratory. The creation of this laboratory is the continuation of the global, long-term agreement signed by the two groups in July 2012.
- On March 6, AREVA completed the fabrication of the first batch of fuel assemblies for the Taishan 1 EPR™ reactor in China at its Romans plant in the Drôme department of France.
- On March 29, AREVA celebrated the start of commercial production of the Georges Besse II North uranium enrichment plant at the Tricastin site in the Drôme and Vaucluse departments of France. The North plant started production two years after the South plant, in accordance with the schedule.
- On April 15, AREVA and PEICo announced an alliance to provide and operate regional response centers for the US nuclear industry. Under this Strategic Alliance for FLEX Emergency Response (SAFER), AREVA and PEICo will supply and manage a full range of services and emergency back-up equipment.
- On April 25 in Beijing, in the presence of Mr. Xi Jinping, President of the People's Republic of China, and Mr. François Hollande, President of the French Republic, Mr. Luc Oursel signed a series of key agreements with Chinese companies CNNC and CGNPC to develop the strategic partnership between France and China in civilian nuclear power.
- On May 3 in Ankara, Japanese Prime Minister Shinzo Abe and Turkish Prime Minister Recep Tayyip Erdogan signed a major bilateral agreement confirming the choice of the ATMEA1 reactor system and opening exclusive negotiations with a group of investors and a consortium in charge of the engineering, procurement and construction of Turkey's second nuclear power plant. The consortium will be led by Mitsubishi Heavy Industries (MHI). The power plant will be built in Sinop, on the Black Sea, in northern Turkey. Work is expected to begin in 2017.
- On June 4, the government authorized EDF to load MOX fuel in another two 900 MWe reactors at the Blayais power plant in France's Gironde department, as per a decree published in the Journal officiel on May 30. MOX fuel had already been used in units 1 and 2 of the power plant and may now be used in units 3 and 4. This decision raises the number of "moxed" French reactors to 24 out of a total of 58 reactors.
- On June 7 in Tokyo, Mr. Luc Oursel signed a series of key agreements with Japan Nuclear Fuel Ltd (JNFL) and ATOX to maintain and expand the strategic partnership between France and Japan in civilian nuclear power.
- On July 8, the ATMEA1 reactor successfully passed the pre-design review led by the Canadian Nuclear Safety Commission (CNSC) of reactor vendor projects. CNSC confirmed the compliance of the reactor's general safety options and objectives with its regulatory requirements for the construction of new nuclear power plants. This assessment allows ATMEA1 to be proposed in response to requests for proposals for reactors to be built in Canada.
- On July 16, a major milestone was met in the construction of the Flamanville EPR™ reactor (FA3) with the placement of the dome over the reactor building. Coordinated by the project owner and contracting authority EDF and built by Bouygues Construction, which is in charge of civil engineering for the project, this occurred a little more than five years after the first concrete was poured for the reactor building.
- On October 7, a major component of the EPR™ reactor, the reactor vessel, was delivered to the construction site of EDF's Flamanville power plant in France's Manche department following a shipment that began in early September
- On October 21 at the Hinkley Point site, in the presence of British Prime Minister David Cameron, Luc Oursel signed a series of agreements with the heads of EDF, China National Nuclear Corporation (CNNC) and China General Nuclear Corporation (CGN) setting the terms of their partnership for the construction of two EPR™ reactors in the United Kingdom.
- On October 22, a key milestone was reached in the construction of the Comurhex II plant when the new hydrofluoric acid (HF) storage building (Building 61) started commercial operations at AREVA's Tricastin site.
- On October 23, the vessel head for the Olkiluoto 3 EPR™ reactor in Finland was successfully installed.

Brief presentation of AREVA's position in 2013

This major project milestone marked the end of heavy equipment installation for the Finnish EPR™ reactor, thus making it the first EPR™ reactor with a fully equipped vessel ready to receive its first core of fuel assemblies.

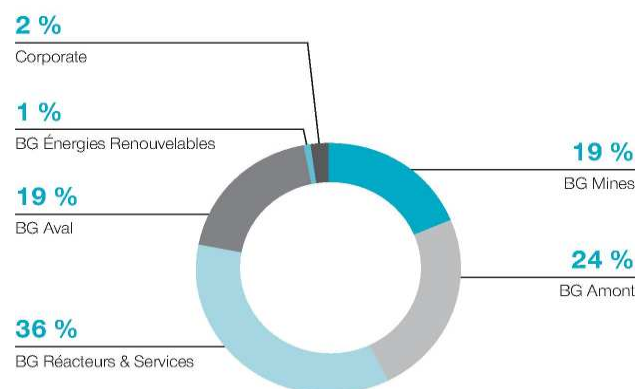
- On October 26, AREVA signed an agreement to develop uranium mines in Mongolia and to establish AREVA Mines LLC, a subsidiary of AREVA (66%) and Mon-Atom (34%), a Mongolian government-owned nuclear company. An agreement was also signed concerning the acquisition of an equity interest by Mitsubishi Corporation.
- On October 29, after examining AREVA's documentation on the EPR™ reactor's ability to withstand the crash of a large commercial aircraft, the US Nuclear Regulatory Commission (NRC) confirmed the reactor's full compliance with federal requirements. It was the first time that an assessment of this kind was not the subject of a request for supplementary review.
- On November 4, AREVA's MELOX plant began fabricating the first MOX fuel for the Borssele power plant in the Netherlands.
- On November 7, AREVA has signed a contract worth 1.25 billion euros with the Brazilian electrician Eletrobras Eletronuclear for the completion of the construction for the Angra 3 reactor, located in the state of Rio de Janeiro.
- On November 13, the first fuel core for the Taishan 1 EPR™ reactor in China was completed at Romans. This momentous project for AREVA started in 2011 with the procurement of the raw materials for the components and continued in 2012 with the fabrication of metal components (spacer grids, nozzles, etc.).
- On November 21, AREVA Med inaugurated the Maurice Tubiana laboratory in Bessines-sur-Gartempe, in the Limousin region of France. After receiving all of the administrative approvals and completing preliminary technical tests, this unique laboratory started producing lead-212 for medical purposes.
- On December 9, AREVA signed a series of key agreements with China National Nuclear Corporation (CNNC) and China General Nuclear Corporation (CGN) to develop the partnership between France and China in civilian nuclear power and renewable energies.

In the Renewable Energies fields

- On July 25, the GDF Suez – EDP Renewables consortium selected AREVA as its exclusive supplier of wind turbines for France's second request for proposals in the offshore wind segment. The tender provides for the installation of 1000 MWe of combined capacity off of Le Tréport in Normandy and the Yeu and Noirmoutier islands in the Pays-de-Loire region.
- On September 24, the installation phase for the first AREVA M5000 turbines began at the Trianel Windpark Borkum and Global Tech I offshore wind farms in the German North Sea. By 2014, these two wind farms will feature 120 wind turbines (40 at the Trianel Windpark Borkum and 80 at Global Tech I) for installed capacity of 600 MWe.
- On October 1, AREVA, Entrepose Projets (a subsidiary of Entrepose Contracting) and Fouré Lagadec signed an industrial agreement to manufacture AREVA's offshore wind turbine masts for future wind farm projects in France and in the southern United Kingdom.
- On November 5, AREVA and Kepco, South Korea's largest electric power company, signed a cooperation agreement in the renewable energies sector.
- On November 29, GDF Suez, EDP Renewables, Neoen Marine and AREVA submitted their applications to the French government for the installation and operation of 1000 MWe in offshore wind capacity off of Le Tréport in Normandy (500 MWe) and the Yeu and Noirmoutier islands in the Pays-de-Loire region (500 MWe). The estimated production of these two wind farms would supply electricity to 1.6 million people by 2021.
- On November 29, AREVA reached a major pre-commissioning milestone at its concentrated solar power plant (CSP) with the start of steam production. The Dhursar plant in the state of Rajasthan, India, uses compact linear Fresnel reflector technology (CLFR) and is the largest CSP plant in Asia. It will be operated by Reliance Power Limited. Steam production is an essential first step for the power plant's commissioning and connection to the grid.

Brief presentation of AREVA's position in 2013

AREVA REVENUE IN 2013 BY BUSINESS GROUP 2013



Source : AREVA.

The Mining Business Group represents 19% of AREVA's consolidated revenue in 2013, or 1.756 billion euros. With its presence on five continents, its operations include exploration for new deposits, mining and milling of the uranium ore, and site rehabilitation following mining operations. Today, AREVA is a global leader in uranium production with a diversified portfolio of mines in operation in Canada, Kazakhstan and Niger and under development in Africa and Canada.

The Front End Business Group represents 24% of consolidated revenue in 2013, or 2.188 billion euros; it combines the operations of uranium conversion and enrichment as well as fuel design and fabrication for two types of nuclear light water reactors. AREVA is a major player in the front end of the nuclear cycle.

The Reactors & Services Business Group represents 36% of consolidated revenue in 2013, or 3.324 billion euros. Its operations combine nuclear reactor design and construction

and the manufacture of related equipment. It also offers products and services for the operation, maintenance, modernization and performance Improvement of nuclear power plants. AREVA is one of the world's leading nuclear reactor constructors in terms of installed capacity, and a leader in heavy equipment replacement for nuclear reactors. In addition to its installed base business, AREVA is a leading player in the design and construction of next-generation reactors. The operations of the Reactors & Services Business Group also include the design and construction of nuclear reactors for research and naval propulsion, and related services.

The Back End Business Group represents 19% of AREVA's consolidated revenue in 2013, or 1.736 billion euros. It offers efficient management solutions for the back end of the nuclear cycle. AREVA offers solutions consisting primarily of the recycling of used power reactor fuel and nuclear site cleanup and value development. In particular, AREVA is number one worldwide in the treatment and recycling of used fuel. AREVA's customer base in the back end of the fuel cycle is chiefly comprised of European utilities. The group has signed agreements to transfer technology to Japan, the United States and China in connection with work to define solutions for used fuel management. The business group is also active in site and facility value development after production is discontinued.

The Renewable Energies Business Group represents 1% of AREVA's consolidated revenue in 2013, or 69 million euros, generated by two businesses: Bioenergy and Energy Storage. As provided in IFRS 5 and in view of exclusive negotiations with Gamesa for the creation of a joint venture in the offshore wind field as well as active initiatives begun in the second half of 2013 with potential partners to set up a strategic partnership in solar energy or to sell an interest in AREVA Solar, revenue from the Wind and Solar businesses is no longer included in consolidated revenue or in other consolidated data. Accordingly, 2012 data was restated to present pro forma information using the 2013 consolidation scope and income from these operations is presented on a separate line.

Brief presentation of AREVA's position in 2013

SELECTED FINANCIAL INFORMATION

Summary data

<i>(in millions d'euros except workforce)</i>	2013	2012	Change 2013/2012
RESULTS			
Reported revenue	9,240	8,886	+353
Gross margin	1,299	994	+305
<i>Percentage of reported revenue</i>	14.1%	11.2 %	+2.9 pts
Operating income	11	306	-295
<i>Percentage of reported revenue</i>	0.1%	3.4 %	-3.3 pts
Net financial income	(248)	(318)	+70
Share in net income of associates	0	11	-11
Net income from discontinued operations	(238)	(214)	-24
Net income attributable to owners of the parent	(494)	(99)	-395
Comprehensive income attributable to owners of the parent	(504)	(195)	-309
CASH FLOW			
Reported EBITDA	1,043	1,270	-227
<i>Percentage of reported revenue</i>	11.3%	14.3%	-3 pts
Restated EBITDA ⁽¹⁾	1,043	1,052	-9
<i>Percentage of reported revenue</i>	11.3%	11.8%	-9
Restated EBITDA ⁽¹⁾ excluding insurance payment received for OL3 in 2012	1,043	752	+291
<i>Percentage of reported revenue</i>	11.3%	8.5%	+2.8 pts
Change in operating WCR	543	312	+231
Net operating Capex	(1 374)	(1 741)	+367
Reported free operating cash flow before tax	204	(450)	+654
Restated free operating cash flow before tax ⁽¹⁾	204	(723)	+927
MISCELLANEOUS			
Backlog	41,521	44,602	- 3,081
Net cash (debt)	4,415	4,307	+108
Equity attributable to owners of the parent	5,082	5,556	-474
Capital employed	7,790	8,315	-6.3%
Workforce at year end	45,340	45,542	-0.4%
Dividend per share	-	-	-

⁽¹⁾ Restated for the impacts of the 2012 asset disposal plan.

Five-year financial summary of AREVA SA

<i>(in thousands of euros)</i>					
Type of indicator	2009	2010	2011	2012	2013
I - Share capital at year end					
a) Share capital	1,346,823	1,452,053	1,456,178	1,456,178	1,456,178
b) Number of common shares outstanding	34,013,593	367,828,237	383,204,852	383,204,852	383,204,852
c) Number of shares with preferred dividend rights	1,429,108	14,291,080	0	0	0
II - Operations and income for the year					
a) Revenue before tax	230,919	395,168	450,606	430,415	490,444
b) Income before tax, employee profit-sharing and amortization, depreciation and provisions (including reversals)	-107,930	1,648,375	1,246,778	310,831	-294,177
c) Income tax	72,360	39,737	34,541	63,115	100,847
d) Employee profit-sharing for the year	0	0	0	0	0
e) Income after tax, employee profit-sharing and amortization, depreciation and provisions (increases-decreases)	-138,672	1,615,734	1,182,443	241,683	-180,155
f) Net income distributed	249,730	0	0	0	0(*)
III - Earnings per share (in euros)					
a) Income after tax and employee profit-sharing, before amortization, depreciation and provisions (increases-decreases)	-5.00	4.00	3.00	0.98	-0.50
b) Income after tax, employee profit-sharing and amortization, depreciation and provisions (increases-decreases)	-4.00	4.00	3.00	0.63	-0.47
c) Dividend per share (rounded to one eurocent)	7.06	0.00	0.00	0.00	0.00
IV - Personnel					
a) Average number of salaried employees during the year	128	123	119	125	45
b) Total payroll for the year	23,269	28,496	25,243	26,994	12,724
c) Payroll taxes and other benefit expenses (social security, benefits programs, etc.)	11,231	11,119	10,431	13,543	2,762

Composition of the Supervisory Board ¹

MEMBERS COOPTED BY THE SUPERVISORY BOARD / APPOINTED BY THE SHAREHOLDERS

Pierre Blayau (age 63)

Chairman of the Supervisory Board.

Other offices held

- Director of publishing company of Canal Plus and of FIMALAC;
- Member of the Investment Committee of Arkea Capital Partenaire;
- Chairman of Harbour Conseils;
- Chairman of the Supervisory Board of European TK' Blue Agency.

Bernard Bigot (age 63)

Vice Chairman of the Supervisory Board.

General Director and Chairman of the Board of Directors of the *Commissariat à l'énergie atomique et aux énergies alternatives* (CEA).

Other offices held

- Director representing the French State, on behalf of the minister of Industry, to the Board of Directors of AREVA NC;
- Chairman of the Fondation de la Maison de la Chimie and of the Association de l'École supérieure de chimie électronique of Lyon;
- Vice Chairman of the Fondation Jean Dausset and of the Association *Laboratoires des Energies du Sud Rhônes-Alpes*;
- Member of the coordinating committee of *Alliance Nationale de Coordination de la Recherche pour l'Energie* (ANCRE);
- Chairman of l'École supérieure de Chimie électronique of Lyon (CPE).

Christophe Béhar (age 56)

Director of Nuclear Energy of the CEA.

Other offices held

- Permanent representative of the CEA to the Board of civil society *Grand équipement national de calcul intensif* (GENCI) and of AREVA TA;
- Representative of France to the Joint Research Center (European Commission) et au GEN 4 International Forum;
- Director of STMI.

Commissariat à l'énergie atomique et aux énergies alternatives (CEA),

represented by Christophe Gégout (age 36), Director of the Management Control and Information Systems Division and Chief Financial Officer of the CEA.

Other offices held by the CEA

- Director of CEA Investissement, AREVA TA, FT1CI, La Route des Lasers and Minatec Entreprise.

Other offices held by Mr. Gégout

- Chairman of the Board of Directors of CEA Investissement;
- Director of AREVA NC and AREVA Mines;
- Permanent representative of the CEA to the Board of Directors of FT1CI.

François David (age 72) ²

Honorary Chairman of Coface.

Senior Advisor to Moelis & Company.

Other offices held

- Member of the Supervisory Board of Lagardère SCA;
- Member of the Supervisory Board of Galatée Films;
- Director of Rexel;
- Director of Natixis Coficine SA;
- Member of the Board of the Order of the Legion of Honor.

Agnès Lemarchand (age 59) ²

Executive Chairman of Steetley Dolomite Ltd.

Other offices held

- Director of St Gobain;
- Director of CGG;
- Member of the Supervisory Board of SICLAE, representing Bpifrance Participations;
- Member of the Economic, Social and Environmental Board, Economic Activities Section.

Sophie Boissard (age 43) ²

Executive Vice President for Strategy and Development of SNCF.

Member of the French Council of State.

Other offices held

- Director of SANEF;
- Director of Eurostar International Limited;
- Chairman of SNCF Participations;

¹ Composition of the Supervisory Board as of March 31, 2014.

² Independent members.

Composition of the Supervisory Board ¹

- Vice President of *Union des transports publics*.

Guylaine Saucier (age 67) ²

Chartered accountant.

Other offices held

- Director of AREVA Canada Inc;
- Director of SCOR SE;
- Director of Junex Inc;
- Director of Wendel.

MEMBERS REPRESENTING THE FRENCH STATE, APPOINTED BY MINISTERIAL ORDER

Claire Cheremetinski (age 37)

High-Ranking Civil Servant, Director of shareholdings, Deputy Director of Energy Division of French State shareholding agency (*Agence des participations de l'Etat-APE*).

Other offices held

- Member of the Supervisory Board of *Electricité Réseau Distribution France* (ERDF), representing the French State;
- Member of the Supervisory Board of *La Française des Jeux*, representing the French State;
- Member of the Board of Directors of ERAMET, representing the French State.

Laurence Dubois-Destrizais (age 51)

Minister Counselor for economic and financial affairs. Head of the regional economic service for the United Kingdom and Republic of Ireland at the French Embassy in London.

Other offices held

- None

Pascal Faure (age 51)

Ingénieur Général in the Corps des Mines. Director General of Competitiveness, Industry and Services at the Ministry of the Economy, industrial Renewal and Digital.

Other offices held

- Government Commissioner to *La Poste*;
- Member of the Boards of Directors, representing the French State, of Renault, of Bpifrance Participations, of

Bpifrance Investissement, of the *Agence Nationale de la recherche*, of Mines Paris Tech.

Pierre Sellal (age 61)

Secretary General of the Quai d'Orsay (French Ministry of Foreign Affairs).

Other offices held

- Director of EDF, of *École Nationale d'Administration*, of *Institut Français*, of the *Agence Nationale des titres Sécurisés* (French national agency of secure shares), of the *Commission de Récolement des dépôts d'oeuvres d'art* (commission of verification of registered works of art) and of the *Établissement de préparation et de Réponse aux Urgences sanitaires* (institution of planning and response to health emergencies) and of France Medias Monde;
- Member of the *Comité de l'énergie atomique* (French atomic energy board);
- Member of the Board of the *Institut du monde arabe* (Arab World Institute).

MEMBERS ELECTED BY AND REPRESENTING EMPLOYEES

Jean-Michel Lang (age 52)

Expert to the head of product quality deviations service (AREVA NC).

Other offices held

- None.

Françoise Pieri (age 46)

Technical correspondent for the Integrated Management System (AREVA NC).

Other offices held

- None.

Philippe Pinson (age 57)

Senior Adviser in the Direction sales and Operations Planning of Back-end Business Group.

Other offices held

- Member of the board of Directors of AREVA NC, representing employees.

¹ Composition of the Supervisory Board as of March 31, 2014.

² Independent members.



Composition of the Supervisory Board ¹

Also attend meetings of the Supervisory Board without voting right:

- The Head of the “Atomic Energy” control mission of the general economic and financial control department, represented by Mr. Toni Cavatorta.
- Since December 15, 2011 and in application of article 1 of the decree no. 2001-1883 of that same day, the Government Commissioner in the person of Mr. Pierre-Laurent Michel, Director General of Energy and Climate.
- The secretary of the Works Council, Mr. Marcel Otterbein.
- The General Secretary, Mr. Pierre Charreton, who is also secretary to the Supervisory Board, assisted by Ms. Malak Tazi, deputy secretary to the Supervisory Board

¹ Composition of the Supervisory Board as of March 31, 2014.



Composition of the Executive Board

Luc Oursel (age 54)

President and Chief Executive Officer.

The communications Department, the Corporate Secretary, the Human Resources Department, the International and Commercial Organization, the Strategy Department, the Renewable Energies Business Group as well as the North America Region report to M. Oursel.

Philippe Knoche (age 44)

Chief Operating Officer.

The Front End Business Group, the Reactors and Services Business Group, the Back End Business Group, the Engineering and Projects Organization, the Research and Development Department, the Safety, Security and

Operations Support Department as well as the Germany and Asia-Pacific Regions report to M. Knoche.

Olivier Wantz (age 53)

Senior Executive Vice President of AREVA in charge of the Mining Business Group.

The Mining Business Group report to M. Wantz.

Pierre Aubouin (age 43)

Chief Financial Executive Officer.

The Finance Department and the Audit Department report to M. Aubouin.

Members of the Executive Board do not hold any other office in third company outside the AREVA group.

Proposed resolutions and objectives

To follow are the draft resolutions that will be submitted to you at the General Meeting. The resolutions are preceded by an introductory paragraph which explains the reasons for each of the proposed resolutions. The resolutions and the company's business progress are detailed in the Executive Board's report to the General Meeting.

Ordinary Resolutions

Approval of corporate financial statements for the 2013 financial year (Resolutions 1 and 2)

Objective:

The purpose of Resolutions 1 and 2, once you have read the reports from the Executive Board and the Auditors, is to enable you to approve the annual financial statements, which show a net loss of 180,155,045.82 Euros, and AREVA's consolidated financial statements for the year ending 31 December 2013.

The details of these statements are given in the AREVA 2013 Reference Document, published in accordance with the applicable legal and statutory provisions, and available on the Company's website (www.areva.com).

In this context, you have also been asked to discharge the members of the Executive Board and the Supervisory Board for performance of their duties for the year ending 31 December 2013.

FIRST RESOLUTION

Approval of corporate financial statements for the 2013 financial year

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having read the Executive Board's report, the comments of the Supervisory Board on this report, and on the accounts, and the Auditors' report on the annual financial statements, approves the corporate financial statements for the year ending 31 December 2013, as submitted to it, and the transactions represented in these accounts or summarised in these reports, showing a net loss of 180,155,045.82 Euros. It therefore grants full, unreserved discharge to the members of the Executive Board and the Supervisory Board for performance of their duties for the year ending 31 December 2013.

The General Meeting acknowledges the report by the Chairman of the Supervisory Board on the composition of the Supervisory Board and application of the principle of balanced representation of men and women on the Board, the conditions of preparing and organising the Supervisory Board's work, and on the internal control and risk

management procedures implemented by the Company, and the Auditors' report on this report.

Pursuant to the provisions of Article 223 *quater* of the General Taxation Code, the General Meeting approves the total amount of expenditure and charges referred to at point 4, Article 39 of the General Taxation Code, which amounts to 143,402.38 Euros during the past year, corresponding to a Corporation tax of 49,373.44 Euros.

SECOND RESOLUTION

Approval of the consolidated financial statements for the 2013 financial year

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having read the Executive Board's report, the comments of the Supervisory Board on this report, and on the consolidated financial statements, and the Auditors' report on the said financial statements, approves the consolidated financial statements for the year ending 31 December 2013, as submitted to it, and the transactions represented in these accounts or summarised in these reports.

Allocation of 2013 financial year results (Resolution 3)

Objective:

The Executive Board asks you to record the loss for the year and approve the allocation to the retained earnings account of all the financial results for the year ending 31 December 2013, corresponding to a distributable result of 3,896,176,541.70 Euros.

The Supervisory Board, at its meeting of 28 February 2013, decided that the dividend distribution rate for 2014, drawn up on the basis of the 2013 accounts, would be determined within the limit of 25% of the Group's net results, based on the consolidated accounts.

With a view to the Company's recovery and to strengthen the Company's balance sheet, the Executive Board proposes not to pay out any dividends this year.

THIRD RESOLUTION

Allocation of 2013 financial year results

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, notes that the balance sheet for the year ending 31 December

Proposed resolutions and objectives

2013 shows a net loss of 180,155,045.82 Euros and retained earnings of 4,076,331,587.52 Euros. It has decided to allocate the distributable result as follows:

• Loss for the year	180,155,045.82 Euros
• Retained earnings for the year	4,076,331,587.52 Euros
Thus a distributable result (Art. L. 232-11 of Commercial Code) of	3,896,176,541.70 Euros
Which is entirely allocated to retained earnings.	

The General Meeting acknowledges, in accordance with the law, that there has been no distribution of dividends for the last three financial years.

Regulated agreements and commitments (Resolution 4)

Objective:

The purpose of Resolution 4 is to bring to your attention that, during the financial year 2013, no new regulated agreements under Articles L. 225-86 *et seq.* of the French Commercial Code, nor any new commitments under Article L. 225-90-1 of the French Commercial Code, have been entered into.

Agreements and commitments entered into and approved during previous financial years, and continued during 2013, are also referred to in the Auditors' report.

Those are the following agreements which have not given rise to any billing or payment in 2013:

- mandate agreement under which AREVA NC entrusts to AREVA SA the management or organisation and control in its name and on its behalf, of the assets used to cover the charges of dismantling and managing radioactive waste;
- agreement signed between CEA, EDF and AREVA SA, relating to the organisation of a grouping intended to carry out, on the initiative of the General Department for Energy and Climate, a programme to audit the tools for evaluating the parties' end of cycle obligations;
- And the undertakings corresponding to the compensation or benefits due or likely to be due to certain members of the Executive Board as a result of the cessation or change in their duties. These commitments have not given rise to any payment during the financial year 2013.

FOURTH RESOLUTION

Agreements and commitments subject to the provisions of Articles L. 225-86 et seq. and L. 225-90-1 of the French Commercial Code

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having read the Auditors' special report on the agreements referred to at Articles L. 225-86 *et seq.* of the French Commercial Code, and the commitments referred to at Article L 225-90-1 of the French Commercial Code, acknowledges the conclusions of the said report, the absence of any new agreement or new commitments, and the continuance of the agreements referred to therein.

Setting of attendance fees for Supervisory Board members for 2014 (Resolution 5)

Objective:

The Executive Board asks that you approve the setting of the overall attendance allowance for Supervisory Board members for the financial year 2014 at 400,000 Euros. The amount suggested is identical to that agreed for financial years 2012 and 2013.

The Supervisory Board will decide on the distribution of this amount between its members.

FIFTH RESOLUTION

Setting of attendance fees for Supervisory Board members for 2014

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having read the Executive Board's report, hereby sets at 400,000 Euros the total amount of attendance fees allocated to the Supervisory Board for the year beginning 1 January 2014, on the understanding that the Supervisory Board will determine the distribution thereof between its members.

Ratification of the appointment of Mr Pierre Blayau to the Supervisory Board (Resolution 6)

Objective:

The Executive Board proposes that you ratify the appointment of Mr Pierre Blayau as member of the Supervisory Board, co-opted by the Supervisory Board on 24 June 2013, to replace Mr Jean-Cyril Spinetta, who resigned.

Information concerning Mr Pierre Blayau is given in the Supervisory Board's report given at Annex 1 of the AREVA 2013 Reference Document (www.areva.com).

Proposed resolutions and objectives

SIXTH RESOLUTION

Ratification of the appointment of Mr Pierre Blayau to the Supervisory Board

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, decides to ratify the appointment of Mr Pierre Blayau as member of the Supervisory Board, co-opted by the Supervisory Board on 24 June 2013, to replace Mr Jean-Cyril Spinetta. Consequently, Mr Pierre Blayau will exercise his duties until expiry of his predecessor's remaining term of office, i.e. until the ordinary general meeting called in 2016 to approve the accounts for the year ended 31 December 2015.

Opinion on the items of remuneration due or allocated for 2013 to the members of the Executive Board (Resolutions 7 and 8)

Objective:

In accordance with the recommendations of the AFEP-MEDEF Corporate Governance Code revised in June 2013 (§24.3), a code to which the Company refers pursuant to Article L. 225-68 of the French Commercial Code, the following items of remuneration due or allocated for the year ended to each member of the Executive Board are submitted for the consultative opinion of the shareholders: fixed share, variable share, exceptional remuneration, share options, performance shares (and any other long-term remuneration), payments for taking up or resigning their duties, supplementary pension scheme and benefits of all kinds.

These items of remuneration are listed in Section 15 of the AREVA Reference Document 2013 §15.1.1 (www.avea.com).

SEVENTH RESOLUTION

Opinion on the items of remuneration due or allocated for 2013 to Mr Luc Oursel, Chairman and member of the Executive Board

The General Meeting, having been consulted pursuant to recommendation §24.3 of the AFEP-MEDEF Corporate Governance Code of June 2013, the Company's reference code pursuant to Article L. 225-68 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, issues a favourable opinion on the items of remuneration due or allocated for 2013 to Mr Luc Oursel, Chairman and member of the Executive Board, as listed at Section 15 of the AREVA Reference Document 2013 §15.1.1.

EIGHTH RESOLUTION

Opinion on the items of remuneration due or allocated for 2013 to Messrs. Philippe Knoche, member of the Executive Board and Chief Operating Officer, Olivier Wantz, member of the Executive Board and Senior Vice-President and Pierre Aubouin, member of the Executive Board and Senior Vice-President

The General Meeting, having been consulted pursuant to recommendation §24.3 of the AFEP-MEDEF Corporate Governance Code of June 2013, the Company's reference code pursuant to Article L. 225-68 of the French Commercial Code, voting under the conditions of quorum and majority required for ordinary general meetings, issues a favourable opinion on the items of remuneration due or allocated for 2013 to Messrs. Philippe Knoche, member of the Executive Board and Chief Operating Officer, Olivier Wantz, member of the Executive Board and Senior Vice-President and Pierre Aubouin, member of the Executive Board and Senior Vice-President, as listed at Section 15 of the AREVA Reference Document 2013 §15.1.1.

Authorisation for the Executive Board to trade the Company's shares (Resolution 9)

Objective:

The authorisation granted to the Executive Board by the General Meeting of 7 May 2013 to trade the Company's shares expires in October 2014. The purpose of the 9th Resolution is to grant the Executive Board a new authorisation to buyback the Company's shares for the legal period of 18 months, within the limit of 10% of its own capital, for a purchase price per share which may not be higher than 40 Euros excluding charges, thus a total maximum amount of 1,532,819,400 Euros approximately.

The objectives of the share buyback programme are as follows:

- to stabilise the liquidity of AREVA shares through an investment service provider, as part of a liquidity contract in accordance with the ethics charter recognised by the Financial Markets Authority, or
- to implement any share purchase option plan by the Company under the framework of Articles L. 225-177 *et seq.* of the French Commercial Code, or any other similar plan, or
- to allocate or transfer shares to employees as part of their participation in the results of the company's expansion, or to implement any employee savings plan under the conditions set out in the law, in particular Article L. 3332-1 of the French Employment Code, or
- to freely allocate shares under the terms of Articles L.225-197-1 *et seq.* of the French Commercial Code, or

Proposed resolutions and objectives

- to retain and allot shares (by way of exchange, payment or other) as part of external growth operations, mergers, spin-offs or contributions, or
- to allot shares when exercising rights pertaining to securities that give access to the capital by reimbursement, conversion, exchange, presentation of a warrant or any other manner.

For information, on 10 January 2013, AREVA asked NATIXIS to put in place a liquidity contract for AREVA shares (Paris – Code ISIN FR0011027143) admitted for trading on the NYSE Euronext Paris, in accordance with the French Financial Markets Association (AMAFI) Ethics Charter of 8 March 2011, approved by the Financial Markets Authority by a decision of 21 March 2011. This contract is automatically renewable.

NINTH RESOLUTION

Authorisation to be granted to the Executive Board to trade the Company's shares

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having read the Executive Board's report, and in accordance with the terms of the General Regulations of the Financial Markets Authority, Articles L.225-209 *et seq.* of the French Commercial Code, and Regulation no. 2273/2003 of the European Commission of 22 December 2003:

1. authorises the Executive Board, with powers to sub-delegate, to purchase, on one or more occasions and at the times it decides, the Company's ordinary shares within the limit of a number of shares representing up to 10% of the total shares comprising the share capital on the date these purchases are made, or 5% of the total number of shares comprising the share capital if these are shares purchased by the Company with a view to retaining them or subsequently allotting them in payment or exchange as part of a merger, spin-off or contribution. The number of shares which the Company may hold at any time may not exceed 10% of the shares comprising the Company's capital on the date in question;

2. resolves that the purchase, assignment or transfer of these ordinary shares may be carried out, on one or more occasions, by any means, on the market or outside the market, including through the purchase or assignment of blocks of shares, using derivative financial instruments or by putting in place optional strategies, under the conditions set out by the market authority and in compliance with current legislation, in order to:

- allocate or assign to employees, the Company's corporate representatives and/or companies that are bound to it or will be bound to it under the applicable legislation, in particular as part of the Company's share purchase option plan, in accordance with the terms of Articles L.225-177 *et seq.* of the French Commercial Code or any similar plan, transactions to freely allocate shares as set out in Articles L.225-197-1 *et seq.* of the French Commercial Code, or setting up of any employee savings plan under the terms set out in the law, in particular Articles L.3332-1 *et seq.* of the French Employment Code; or
 - to ensure the liquidity and stabilise the market on behalf of the Company by an investment services provider acting independently under a liquidity contract in accordance with the Ethics Charter recognised by the Financial Markets Authority in line with the market practice accepted by the said authority; or
 - to retain and allot shares (by way of exchange, payment or other) as part of external growth operations, mergers, spin-offs or contributions, within the limit of 5% of the Company's capital and in line with the market practice accepted by the Financial Markets Authority, or in the case of a public offer of the Company's shares, or during the pre-offer period, in compliance with Article 231-40 of the General Regulations of the Financial Markets Authority, and during the pre-offer period or public exchange offer or a combined purchase and exchange public offer initiated by the Company in compliance with the legal and statutory provisions and in particular with Article 231-41 of the General Regulations of the Financial Markets Authority; or
 - to cover securities that give a right to allocation of Company shares, allotted due to the exercise of rights pertaining to securities by reimbursement, conversion, exchange, presentation of a warrant or any other manner, giving a right to allocation of shares by the Company; or
 - to put in place any market practice that is accepted or that is likely to be accepted by the market authorities, on the understanding that the buyback programme is also designed to enable the Company to trade for any other purpose that is authorised or likely to be authorised by the law or regulations in force.
3. resolves that the maximum purchase price per share is 40 Euros excluding charges, and the maximum number of shares purchased may not be higher than 10% of the number of shares comprising the share capital (thus, as a guide, at 31 December 2013, a maximum number of 38,320,485 shares for a cumulative purchase amount, net of charges, of 1,532,819,400 Euros).

Proposed resolutions and objectives

4. Grants full powers to the Executive Board for transactions concerning the Company's capital, in particular changes to the nominal share value, capital increase through capitalization of reserves followed by creation and free allocation of shares, division or regrouping of shares, to thereby adjust the maximum purchase price referred to above;

5. Grants full powers to the Executive Board, with the authority to sub-delegate under the conditions set out in the law and the Articles of Association, to decide and carry out this authorisation, to carry out the buyback programme, under the legal conditions and according to the terms of this Resolution, place all stock market orders, sign all documents, conclude all agreements with a view to keeping share sale and purchase registers, carry out all declarations and formalities, in particular to the Financial Markets Authority, and more generally, to do everything that may be required,

This authorisation is granted for a period of eighteen (18) months with effect from the date of this Meeting. From this day, it shall cause the lapse of any prior delegation of authority with the same purpose.

Extraordinary Resolutions

Financial delegations (Resolutions 10 to 15)

Objective:

The delegations granted by the General Meeting to the Executive Board on 10 May 2012 will expire on 10 July 2014; we therefore propose to renew them. The delegations submitted to you that receive a favourable vote shall cause to lapse, from the date of this General Meeting, the delegations granted previously with the same purpose.

The purpose of Resolutions 10 to 15 is to delegate to the Executive Board, for a term of 26 months, the authority or the power to issue, when it considers appropriate and according to the Company's financing needs, ordinary shares or securities giving access to the Company's capital.

These share issues may be carried out according to different methods, depending on the case: with or without maintaining the preferential subscription right, by issue of ordinary shares or securities giving access to the capital by means of private investment or public offer, by increasing the number of shares to be issued, through immediate or future access to the Company's shares. These share issues may remunerate contributions in kind granted to the

Company or be carried out through capitalization of reserves, profits or premiums.

With the exception of issues that may take place under the 15th Resolution, the nominal total issue maximum that may be carried out under the delegations granted to the Executive Board is set out in the 17th Resolution.

Authority to be delegated to the Executive Board to decide on the issue of ordinary shares and/or securities giving access to the Company's capital, maintaining the preferential subscription right (Resolution 10)

Objective:

Under this 10th Resolution, we ask you to grant the Executive Board authorisation to issue, maintaining the preferential subscription right, various securities that will give the Board the necessary flexibility to proceed, where necessary, with issues most appropriate to the market opportunities and the needs of the Company.

In the case of issuing securities giving future access to new shares (such as bonds with equity warrant, convertible bonds, or detachable equity warrants), your decision shall entail a waiver by the shareholders of their entitlement to subscribe to any shares that might be obtained from the securities initially issued, for which your preferential right has been maintained.

TENTH RESOLUTION

Authority to be delegated to the Executive Board to decide on the issue of ordinary shares and/or securities giving access to the Company's capital, maintaining the preferential subscription right

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having read the Executive Board's report and the Auditors' special report, and in accordance with the applicable legislative and regulatory provisions, in particular Articles L.225-127, L.225-128, L.225-129, L.225-129-2, L.225-132, L.225-133, L.225-134, L.228-91 and L.228-92 of the French Commercial Code:

1. delegates to the Executive Board, with authority to sub-delegate under the terms set out in the law, subject where necessary to prior authorisation from the Supervisory Board in accordance with Article 22.2 of the Articles of Association, authority to decide and carry out, one or more occasions, in the proportions and at the times it decides, in France or outside France, either in Euros, or in any other currency or monetary unit established by reference to several currencies, on the issue, maintaining the preferential

Proposed resolutions and objectives

subscription right, of (i) the Company's ordinary shares or (ii) securities of any kind, giving access by any means, immediately or in the future, to the Company's ordinary shares either existing or to be issued, for a fee or free of charge, specifying that subscription of the shares and other securities may be carried out in cash or by offsetting debts;

2. resolves that the securities giving access to the capital thus issued may consist of debt securities or be related to the issue of such securities, or enable issue thereof as an intermediary. They may be issued in Euros, or in another currency or monetary unit established by reference to several currencies;

3. resolves to set as follows the authorised issue amounts in the event of use of this delegation by the Executive Board:

(a) the maximum nominal amount of capital increases likely to be carried out under this delegation is fixed at 436,000,000 Euros (or its countervalue in currency or any other monetary unit established by reference to several currencies), specifying that this amount will be charged against the total maximum set out in the 17th Resolution of this Meeting; and

(b) the maximum nominal amount of the securities representing the debt securities giving access to the capital likely to be issued under this delegation is set at 436,000,000 Euros (or at the countervalue of this sum on the date of issue), specifying that (i) this amount will be charged against the total maximum set out in the 17th Resolution of this Meeting and (ii) it is independent and separate from the debt securities amount whose issue shall be decided or authorised by the Executive Board in accordance with the terms of Article L.228-40 of the French Commercial Code;

4. resolves that the issue or issues will be preferentially reserved for the shareholders, who may subscribe with irreducible rights in proportion to the number of shares held by them, and acknowledges that the Executive Board may set up a reducible right of subscription;

5. resolves that if the irreducible rights of subscription and, where appropriate, the reducible rights, have not completely absorbed the whole issue, the Executive Board may, under the powers set out in the law and in the order it considers appropriate, use the powers detailed hereafter or some of them:

- limit the issue to the amount of subscriptions under the condition that this reaches at least three-quarters of the capital increase agreed;

- freely distribute all or part of the shares whose issue has been decided but which have not yet been subscribed;
- offer to the public, in France or outside France, all or part of the unsubscribed securities;

6. resolves that issues of the Company's share purchase warrants may be carried out by subscription offer, but also by free allocation to the Company's shareholders, specifying that the Executive Board has the power to decide that fractional allotment rights will not be negotiable and the relevant shares will be sold;

7. resolves that the Executive Board may suspend exercise of the rights relating to the shares issued, for a maximum period of three months, and shall take all necessary measures in terms of the adjustments to be carried out in accordance with the legislative and regulatory provisions in force and, where necessary, the contractual stipulations, to protect the rightholders of securities giving access to the Company's share capital;

8. acknowledges that this delegation of authority automatically entails, in favour of the holders of securities giving access to the Company's share capital, waiver by the shareholders of their preferential subscription right to the shares to which these securities give a right;

9. acknowledges that pursuant to Article 2 of Decree no. 83-1116 of 21 December 1983 relating to the holding company C.E.A. (AREVA), the capital increase that will be decided by the Executive Board under this Resolution shall only become final after joint approval by the Minister for Industry and the Minister for the Economy;

The General Meeting shall give full powers to the Executive Board, with authority to sub-delegate under the terms set out in the law, in order to:

- implement this delegation of authority, and specifically to set the terms and conditions of capital increases and/or issues, set the dates and terms of issue, and the terms of the securities issued, set the dates of opening and closure of subscriptions, the price and date of possession of the shares issued, the terms of payment, terms under which the securities issued according to this Resolution will give access to the Company's capital and any other terms and conditions of carrying out the issue(s) and, with regard to debt securities, their level of seniority;
- on its own initiative, debit the capital increase charges from the premiums related thereto and deduct the necessary amounts from the said premiums to make up the legal reserve; and more generally;

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- take all necessary measures and enter into all agreements in order to successfully carry out the planned issues, take all measures and carry out all formalities necessary to the financial servicing of the shares issued under this delegation, and exercise of the rights relating thereto, record the capital increases, subsequently amend the Articles of Association, and carry out all formalities required to admit the issued shares for trading.

This authorisation is granted for a period of twenty-six (26) months with effect from the date of this Meeting. From this day, it shall cause the lapse of any prior delegation of authority with the same purpose.

Authority to be delegated to the Executive Board to decide on the issue of ordinary shares and/or securities giving access to the Company's capital, removing the preferential subscription right (Resolutions 11 and 12)

Objective:

Under the 11th Resolution, we ask you to grant the Executive Board authority to issue various securities by public offer, removing the preferential subscription right. In addition, the 12th Resolution submitted to your vote, aims to make issues to qualified investors or a limited circle of investors, in accordance with Article L. 411-2 II of the French Financial and Monetary Code. With these two authorisations, the Executive Board can then carry out, where appropriate, the issues that are best adapted to the market opportunities and the Company's needs.

ELEVENTH RESOLUTION

Authority to be delegated to the Executive Board to decide on the issue of ordinary shares and/or securities giving access to the Company's capital, removing the preferential subscription right, by a public offer

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having read the Executive Board's report and the Auditors' special report, in accordance with Articles L.225-129 et seq. of the French Commercial Code, in particular Articles L.225-129-2, L.225-135 and L.225-136, and the terms of Articles L. 228-91 et seq. of the said Code, having noted that the share capital has been fully paid up:

1. delegates to the Executive Board, with authority to sub-delegate under the terms set out in the law, subject where necessary to prior authorisation from the Supervisory Board in accordance with Article 22.2 of the Articles of Association, authority to decide and issue, on one or more occasions, in the proportions and at the times it decides, in France or

outside France, either in Euros, or in any other currency or monetary unit established by reference to several currencies, by a public offer removing the preferential subscription right, (i) the Company's ordinary shares or (ii) securities of any kind, giving access by any means, immediately or in the future, to the Company's ordinary shares either existing or to be issued, for a fee or free of charge, specifying that subscription of the shares and other securities may be carried out in cash or by offsetting debts;

2. resolves that the securities giving access to the capital thus issued may consist of debt securities or be related to the issue of such securities, or enable issue thereof as an intermediary. They may be issued in Euros, or in another currency or monetary unit established by reference to several currencies;

3. resolves to set as follows the authorised amounts should the Executive Board decide to use this delegation:

(a) the maximum nominal amount of capital increases likely to be carried out immediately or in the future under this delegation is fixed at 145,000,000 Euros (or its countervalue in currency or any other monetary unit established by reference to several currencies), specifying that this amount will be charged against the total maximum set out in the 17th Resolution of this Meeting; and

(b) the maximum principal amount of the securities representing the debt securities giving access to the capital likely to be issued under this delegation is set at 145,000,000 Euros (or at the countervalue of this sum on the date of issue in any other currency or any other monetary unit established by reference to several currencies), specifying that (i) this amount will be charged against the total maximum set out in the 17th Resolution of this Meeting and (ii) it is independent and separate from the amount of debt securities whose issue shall be decided or authorised by the Executive Board in accordance with the terms of Article L.228-40 of the French Commercial Code;

4. resolves to remove the shareholders' preferential right to the shares and securities issued under this delegation, allowing the Executive Board, under Articles L. 225-135 paragraph 5 and R. 225-131 of the French Commercial Code, the power to grant the shareholders a priority subscription deadline not giving rise to the creation of negotiable rights, which must be exercised in proportion to the number of shares held by each shareholder;

5. resolves that if the subscriptions, including where appropriate those by the shareholders, have not completely absorbed the whole issue, the Executive Board may, under the conditions set out in the law and in the order it considers appropriate, use one or other of the following powers:

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- limit the issue to the amount of subscriptions under the condition that this reaches at least three-quarters of the capital increase agreed;
- freely distribute all or part of the shares or securities giving access to the capital, whose issue has been decided but which have not yet been subscribed;

6. acknowledges that this delegation of authority automatically entails, in favour of the holders of securities giving access to the Company's share capital, waiver by the shareholders of their preferential subscription right to the shares to which these securities give a right;

7. resolves that the Executive Board may suspend exercise of the rights relating to the shares issued, for a maximum period of three months, and shall take all necessary measures in terms of the adjustments to be carried out in accordance with the legislative and regulatory provisions in force and, where necessary, the contractual stipulations, to protect the right holders of securities giving access to the Company's share capital;

8. resolves that the issue price for the shares or securities giving access to the capital will be at least equal to the minimum authorised by the legislative and statutory terms in force on the date of issue (i.e., as a guide, on the date of this Meeting, a price at least equal to the weighted average of the prices over the last three trading sessions prior to setting the price, possibly reduced by a maximum discount of 5%);

9. acknowledges that pursuant to Article 2 of Decree no. 83-1116 of 21 December 1983 relating to the holding company C.E.A. (AREVA), the capital increase that will be decided by the Executive Board under this Resolution shall only become final after joint approval by the Minister for Industry and the Minister for the Economy;

The General Meeting shall give full powers to the Executive Board, with authority to sub-delegate under the terms set out in the law, in order to:

- implement this delegation of authority, and specifically to set the terms and conditions of capital increases and/or issues, set the dates and terms of issue, and the terms of the securities issued, set the dates of opening and closure of subscriptions, the price and date of possession of the shares issued, the terms of payment, terms under which the securities issued according to this Resolution will give access to the Company's capital and any other terms and conditions of carrying out the issue(s) and, with regard to debt securities, their level of seniority;

- on its own initiative, debit the capital increase charges from the premiums related thereto and deduct the necessary amounts from the said premiums to make up the legal reserve; and more generally;
- take all necessary measures and enter into all agreements in order to successfully complete the planned issues, take all measures and carry out all formalities necessary to the financial servicing of the shares issued under this delegation, and exercise of the rights relating thereto, record the capital increases, subsequently amend the Articles of Association, and carry out all formalities required to admit the issued shares for trading.

This authorisation is granted for a period of twenty-six (26) months with effect from the date of this Meeting. From this day, it shall cause the lapse of any prior delegation of authority with the same purpose.

TWELTH RESOLUTION

Authority to be delegated to the Executive Board to decide on the issue of ordinary shares and/or securities giving access to the Company's capital, removing the preferential subscription right, by an offer under Article L. 411-2, II, of the French Financial and Monetary Code

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having read the Executive Board's report and the Auditors' special report, in accordance with Articles L.225-129 *et seq.* of the French Commercial Code, in particular Articles L.225-129-2, L.225-135 and L.225-136, and the terms of Articles L. 228-91 *et seq.* of the said Code, and the terms of Article L. 411-2, II of the French Financial and Monetary Code:

1. delegates to the Executive Board, with authority to sub-delegate under the terms set out in the law, subject where necessary to prior authorisation from the Supervisory Board in accordance with Article 22.2 of the Articles of Association, authority to decide and issue, removing the preferential subscription right, within the limits fixed below, on one or more occasions, in the proportions and at the times it decides, in France or outside France, either in Euros, or in any other currency or monetary unit established by reference to several currencies, by private placement meeting the terms of Article L. 411-2, II of the French Financial and Monetary Code (i) the Company's ordinary shares or (ii) securities of any kind, giving access by any means, immediately or in the future, to the Company's ordinary shares either existing or to be issued, for a fee or free of charge, specifying that subscription of the shares and other securities may be carried out in cash or by offsetting debts;

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2. resolves that the securities giving access to the capital thus issued may consist of debt securities or be related to the issue of such securities, or enable issue thereof as an intermediary. They may be issued in Euros, or in another currency or monetary unit established by reference to several currencies;

3. resolves to set the authorised amounts as follows, should the Executive Board decide to use this delegation:

(a) the maximum nominal amount of capital increases likely to be carried out immediately or in the future under this delegation is fixed at 145,000,000 Euros (or its countervalue in currency or any other monetary unit established by reference to several currencies), specifying that this amount will be charged against the total maximum set out in the 17th Resolution of this Meeting; and

(b) the maximum principal amount of the securities representing the debt securities giving access to the capital likely to be issued under this delegation is set at 145,000,000 Euros (or at the countervalue of this sum on the date of issue in any other currency or any other monetary unit established by reference to several currencies), specifying that (i) this amount will be charged against the total maximum set out in the 17th Resolution of this Meeting and (ii) it is independent and separate from the amount of debt securities whose issue shall be decided or authorised by the Executive Board in accordance with the terms of Article L.228-40 of the French Commercial Code;

4. resolves to remove the shareholders' preferential right to the shares and securities issued under this delegation;

5. resolves that if the subscriptions do not absorb the whole issue, the Executive Board may limit the capital increase to the amount of subscriptions, under the condition that this reaches at least three-quarters of the capital increase decided;

6. acknowledges that this delegation of authority automatically entails, in favour of the holders of securities giving access to the Company's share capital, waiver by the shareholders of their preferential subscription right to the shares to which these securities give a right;

7. resolves that the issue price for the shares or securities giving access to the capital will be at least equal to the minimum authorised by the legislative and statutory terms in force on the date of issue (i.e., as a guide, on the date of this Meeting, a price at least equal to the weighted average of the prices over the last three trading sessions prior to setting the price, possibly reduced by a maximum discount of 5%);

8. resolves that the Executive Board may suspend exercise of the rights relating to the shares issued, for a maximum period of three months, and shall take all necessary measures in terms of the adjustments to be carried out in accordance with the legislative and regulatory provisions in force and, where necessary, the contractual stipulations, to protect the holders of rights over securities giving access to the Company's share capital;

9. acknowledges that pursuant to Article 2 of Decree no. 83-1116 of 21 December 1983 relating to the holding company C.E.A. (AREVA), the capital increase that will be decided by the Executive Board under this Resolution shall only become final after joint approval by the Minister for Industry and the Minister for the Economy;

The General Meeting shall give full powers to the Executive Board, with authority to sub-delegate under the terms set out in the law, in order to:

- implement this delegation of authority, and specifically to set the terms and conditions of capital increases and/or issues, set the dates and terms of issue, and the terms of the securities issued, set the dates of opening and closure of subscriptions, the price and date of possession of the shares issued, the terms of payment, terms under which the securities issued according to this resolution will give access to the Company's capital and any other terms and conditions of carrying out the issue(s) and, with regard to debt securities, their level of seniority;
- on its own initiative, debit the capital increase charges from the premiums related thereto and deduct the necessary amounts from the said premiums to make up the legal reserve; and more generally;
- take all necessary measures and enter into all agreements in order to successfully complete the planned issues, take all measures and carry out all formalities necessary to the financial servicing of the shares issued under this delegation, and exercise of the rights relating thereto, record the capital increases, subsequently amend the Articles of Association, and carry out all formalities required to admit the issued shares for trading.

This authorisation is granted for a period of twenty-six (26) months with effect from the date of this Meeting. From this day, it shall cause the lapse of any prior delegation of authority with the same purpose.

Proposed resolutions and objectives

Authority to be delegated to the Executive Board to increase the number of shares to be issued in the event of an issue, with or without preferential rights for the shareholders (Resolution 13)

Objective:

Under this 13th Resolution, you are asked to grant the Executive Board authority to increase the number of ordinary shares or securities giving access to the capital, to be issued under a capital increase with or without preferential subscription rights, at the same price as that used for the original issue, within the timescales and limits set out in the legislation applicable on the day of the issue (to date, within thirty days of closure of the subscription and within a limit of 15% of the original issue). This delegation of authority will enable the Board to take advantage, where appropriate, of a demand exceeding the offer originally proposed.

THIRTEENTH RESOLUTION

Authority to be delegated to the Executive Board to increase the number of shares to be issued in the event of an issue, with or without preferential rights for the shareholders

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having read the Executive Board's report and the Auditors' special report, in accordance with the terms of Articles L.225-135-1 and R.225-118 of the French Commercial Code, and subject to adoption of the 10th, 11th and 12th Resolutions:

1. delegates to the Executive Board, with authority to sub-delegate under the terms set out in the law, subject where necessary to prior authorisation from the Supervisory Board in accordance with Article 22.2 of the Articles of Association, authority to decide to increase the number of ordinary shares of securities giving access to the capital to be issued, in the event of issuing shares with or without a preferential subscription right decided by the Executive Board under the 10th, 11th and 12th Resolutions of this Meeting, at the same price as that used for the original issue, within the timescales and limits set out in the legislation applicable on the day of the issue (to date, within thirty days of closure of the subscription and within a limit of 15% of the original issue), specifically in order to grant an over-allocation option in accordance with market practice;

2. resolves that the nominal amount of the capital increases decided under this Resolution will be charged against the maximum amount set out in the Resolution under which the

original issue is decided, and within the limit of the total maximum amount set out in the 17th Resolution hereafter;

3. acknowledges that pursuant to Article 2 of Decree no. 83-1116 of 21 December 1983 relating to the holding company C.E.A. (AREVA), the capital increase that will be decided by the Executive Board under this Resolution shall only become final after joint approval by the Minister for Industry and the Minister for the Economy.

This authorisation is granted for a period of twenty-six (26) months with effect from the date of this Meeting. From this day, it shall cause the lapse of any prior delegation of authority with the same purpose.

Powers to be delegated to the Executive Board to issue, without a preferential subscription right, shares or securities giving access to the capital, within the limit of 10% of the capital, in order to remunerate contributions in kind granted to the Company and consisting of capital shares or securities giving access to the capital (Resolution 14)

Objective:

Under the 14th Resolution, we ask you to grant the Executive Board power to issue ordinary shares and/or securities giving access to the capital in order to remunerate, where appropriate, contributions in kind granted to the Company and consisting of capital shares or securities giving access to the capital.

FOURTEENTH RESOLUTION

Powers to be delegated to the Executive Board to increase the share capital by issuing ordinary shares and/or securities giving access to the capital, in order to remunerate contributions in kind granted to the Company and consisting of capital shares or securities giving access to the capital

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having read the Executive Board's report and the Auditors' special report, in accordance with the terms of Articles L.225-129 *et seq.* of the French Commercial Code, in particular Article L.225-147, paragraph 6 of the said Code:

1. delegates to the Executive Board, with authority to sub-delegate under the terms set out in the law, subject where necessary to prior authorisation from the Supervisory Board in accordance with Article 22.2 of the Articles of Association, the necessary powers to issue, upon a report from the independent valuation agent, on one or more occasions, ordinary shares and/or securities giving access to the

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capital in order to remunerate contributions in kind granted to the Company and consisting of capital shares or securities giving access to the capital of other companies, when the terms of Article L.225-148 of the French Commercial Code are not applicable;

2. resolves to set the nominal maximum amount of capital increases that may be carried out under this delegation at 145,000,000 Euros (or the countervalue on the date of issue of this amount in any other currency or any other monetary unit established by reference to several currencies), specifying that the nominal amount of capital increases carried out under this framework shall be charged against the total maximum of share capital increases set out in the 17th Resolution of this Meeting;

3. resolves, insofar as necessary, to remove in favour of the holders of the shares or securities that are the subject of the contributions in kind, the shareholders' preferential subscription right to the shares and securities issued, and acknowledges that this delegation includes a waiver by the shareholders of their preferential subscription right to the Company's ordinary shares to which the securities issued pursuant to this delegation may give a right;

4. acknowledges that pursuant to Article 2 of Decree no. 83-1116 of 21 December 1983 relating to the holding company C.E.A. (AREVA), the capital increase that will be decided by the Executive Board under this Resolution shall only become final after joint approval by the Minister for Industry and the Minister for the Economy;

The General Meeting gives full powers to the Executive Board, with the authority to sub-delegate under the conditions set out in the law, to implement this delegation of authority and to determine the type and number of securities to be created, their characteristics and methods of issue, to decide on the Auditor or Auditors' report, to approve the valuation of the contributions and in regard to the said contributions, to record their existence, decide on capital increases to remunerate the contributions, charge the capital increase costs to the contribution premiums and deduct from these premiums the necessary sums for the legal reserve, take the necessary measures in order to protect the rights of the holders of securities in accordance with the legal and statutory provisions, and more generally to take all necessary measures and conclude all agreements to successfully complete the planned issues, record the capital increases, carry out the relevant amendments to the Articles of Association, and carry out all formalities required to admit the shares issued to trading.

This authorisation is granted for a period of twenty-six (26) months with effect from the date of this Meeting. From this day, it shall cause the lapse of any prior delegation of authority with the same purpose.

Delegation of authority to be given to the Management Board to increase share capital by capitalization of reserves, profits or premiums (Resolution 15)

Objective:

Under the 15th Resolution, we ask you to grant the Executive Board authorisation to increase the share capital by capitalization of reserves, profits or premiums.

FIFTEENTH RESOLUTION

Authority to be delegated to the Executive Board to increase the share capital by capitalization of reserves, profits or premiums

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having read the Executive Board's report, in accordance with Articles L.225-129, L.225-129-2 and L.225-130 of the French Commercial Code:

1. delegates to the Executive Board, with authority to sub-delegate under the terms set out in the law, subject where necessary to prior authorisation from the Supervisory Board in accordance with Article 22.2 of the Articles of Association, authority to increase the share capital, on one or more occasions, in the proportions and at the times it decides, by successive or simultaneous capitalization of reserves, profits or premiums, or other sums whose capitalization is possible under the law and the Articles of Association, in the form of allocation of free shares to the shareholders or an increase in the nominal value of the existing shares, or by joint use of both procedures;

2. resolves that the maximum nominal amount for the capital increases likely to be carried out hereunder will be equal to the total amount of sums that may be capitalised and will be added to the total maximum set out in the 17th Resolution of this Meeting;

3. resolves, in the case of distribution of free shares, fractional rights will not be negotiable or transferable, and that the relevant shares will be sold, and the sums from the sale will be allocated to the rightholders under the conditions set out in the law;

4. acknowledges that pursuant to Article 2 of Decree no. 83-1116 of 21 December 1983 relating to the holding company C.E.A. (AREVA), the capital increase that will be decided by

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the Executive Board under this Resolution shall only become final after joint approval by the Minister for Industry and the Minister for the Economy;

The General Meeting shall give full powers to the Executive Board, with authority to sub-delegate under the conditions set out in the law, to implement this delegation of authority, take all measures and decisions, carry out all necessary adjustments designed to take into account the impact of transactions on the Company's capital, on its own initiative charge the costs of capital increases against one or more available reserve items and, if it considers appropriate, deduct from this amount the necessary sums for the legal reserve and carry out all formalities required to successfully implement each capital increase, record its existence and amend the Articles of Association in consequence, and carry out all formalities required to admit the shares issued under this delegation for trading.

This authorisation is granted for a period of twenty-six (26) months with effect from the date of this Meeting. From this day, it shall cause the lapse of any prior delegation of authority with the same purpose.

Authority to be granted to the Executive Board to increase the Company's capital, removing the preferential subscription right, by issuing ordinary shares reserved for members of a corporate savings plan run by the Company or its Group (Resolution 16)

Objective:

In accordance with the law, the authority granted to the Executive Board for the purposes of increasing the share capital includes the legal obligation to present to the General Meeting a draft resolution enabling a possible capital increase reserved for employees. It is therefore proposed in this 16th Resolution to grant the Executive Board authority to increase the Company's share capital by issuing ordinary shares reserved for members of a corporate savings plan run by the Company or its Group, under the conditions of Article 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code. The maximum nominal amount of capital increases likely to be made pursuant to this Resolution is set at 14,000,000 Euros and will be charged against the maximum set out in the 17th Resolution.

This authorisation is granted to the Executive Board for a period of eighteen (18) months with effect from the date of this Meeting.

SIXTEENTH RESOLUTION

Authority to be delegated to the Executive Board to increase the share capital by issuing ordinary shares reserved for members of a corporate savings plan run by the Company or its Group

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having read the Executive Board's report and the Auditors' special report, in accordance with the terms of Articles L.225-129-2, L. 225-129-6 and L. 225-138 I and II and L. 225-138-1 of the French Commercial Code, and the terms of Articles L. 3332-18 *et seq.* of the French Employment Code:

1. delegates to the Executive Board, with authority to sub-delegate under the conditions set out in the law, authority to increase the Company's share capital, on one or more occasions, in the proportions and at the times it decides, by issuing ordinary shares, reserved for corporate representatives, employees and former employees belonging to a Group savings plan or any other company savings plan owned by the Company, and where necessary by French or foreign companies bound to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code, or by free allocation of the Company's ordinary shares existing or to be issued, in particular by capitalization of reserves, profits or premiums, within the legal and statutory limits;
2. resolves to set the maximum nominal amount of capital increases likely to be carried out under this Resolution at 14,000,000 Euros, specifying that this maximum will be charged against the total maximum set in the 17th Resolution of this Meeting;
3. resolves that if the subscriptions have not fully absorbed the share issue, the capital increase will only be carried out up to the amount of shares subscribed;
4. resolves to remove the preferential subscription right for holders of ordinary shares, in favour of the said members of the company savings plan, for the ordinary shares, where appropriate, allocated free of charge under this Resolution;
5. resolves that the ordinary share price will be determined in accordance with the terms of Article L.3332-19 of the French Employment Code, by reference to the average trading prices for ordinary shares over the last twenty

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trading sessions prior to the date of the decision fixing the subscription opening date;

6. It is hereby specified that the maximum discount determined under Article L.3332-19 of the French Employment Code, by reference to the average trading prices during the last twenty trading sessions, may not exceed 20% or 30% depending on whether the shares subscribed, directly or indirectly, correspond to assets whose lock-up period is less than ten years or higher than or equal to ten years. However, the Meeting expressly authorises the Executive Board to remove or reduce the above-mentioned discount, should it consider necessary, to take into account *inter alia* the legal, accounting, tax and social security systems applicable locally.
7. authorises the Executive Board to freely allocate the Company's ordinary shares in existence or to be issued, by way of employer's contribution or, where appropriate, the discount, provided that the financial countervalue, valued at the subscription price, does not exceed the legal or statutory limits;
8. acknowledges that pursuant to Article 2 of Decree no. 83-1116 of 21 December 1983 relating to the holding company C.E.A. (AREVA), the capital increase(s) pursuant to this Resolution shall only become final after joint approval by the Minister for Industry and the Minister for the Economy;

The General Meeting grants full powers to the Executive Board, with authority to sub-delegate, to implement this Resolution and in particular to:

- set the terms and conditions of the transaction and set the dates and methods of the issues and the free allocations of ordinary shares that will be carried out under this delegation;
- set the subscription opening and closure dates, the dates of possession and the form in which the Company's shares will be paid up;
- agree deadlines for paying up ordinary shares;
- determine whether the issues may be made directly to the beneficiaries or through the medium of collective organisations;
- stipulate in the legal conditions the list of companies or groupings in which the employees or former employees may subscribe ordinary shares, individually or via a mutual investment fund and, where appropriate, receive the freely allocated ordinary shares;
- set the length of service conditions which the beneficiaries of the ordinary shares for each free allocation must meet;

- determine, where appropriate, the terms and conditions of the free allocations;
- record the capital increases up to the amount of the Company's ordinary shares that are actually subscribed;
- determine, where appropriate, the sums to be capitalized within the limit fixed above, and the equity item or items from which they will be deducted;
- enter into all agreements, fulfil all transactions and formalities related to the share capital increases, directly or through a representative, and make the relevant amendments to the Articles of Association;
- more generally, take all measures necessary to carry out the issues and, where appropriate, to suspend them, and at its own decision and if it considers appropriate, charge the costs of the capital increases to the premium amounts relating to these increases, and deduct from this amount the necessary sums to bring the legal reserve up to one-tenth of the new capital after each increase.

This authorisation is granted to the Executive Board for a period of eighteen (18) months with effect from the date of this Meeting.

Overall limits on issue authorisations (Resolution 17)

Objective:

The Executive Board asks you to set at 595,000,000 Euros the nominal maximum issue amount for ordinary shares and/or securities giving access to the Company's share capital, which may be carried out under the delegations referred to above. This maximum applies to all these resolutions, with the exception of the 15th Resolution, specifying that:

- the total nominal issue maximum with maintenance of the preferential subscription right which may be carried out under the delegations granted to the Executive Board is fixed at 436,000,000 Euros;
- the total nominal issue maximum with removal of the preferential subscription right which may be carried out under the delegations granted to the Executive Board is fixed at 145,000,000 Euros; and
- the nominal maximum of capital increase reserved for members of a company savings plan belonging to the Company or its Group which may be carried out under the delegation granted to the Executive Board is fixed at 14,000,000 Euros.

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SEVENTEENTH RESOLUTION

Overall limits on issue authorisations

read the Executive Board's report and the Auditors' special report, resolves to fix at 595,000,000 Euros the nominal maximum total amount of issues of ordinary shares and/or securities giving access to the Company's share capital, which may be carried out under the delegations granted to the Executive Board by the 10th, 11th, 12th, 13th, 14th and 16th Resolutions of this Meetings, specifying that:

- added to this maximum, where appropriate, will be the maximum nominal amount of capital increases through capitalization of premiums, reserves and profits or other sums for which capitalization is possible, carried out under the 15th Resolution of this Meeting;
- within this maximum (i) the total nominal issue maximum with maintenance of the preferential subscription right which may be carried out under the delegations granted to the Executive Board in the 10th Resolution is fixed at 436,000,000 Euros, (ii) the total nominal issue maximum with removal of the preferential subscription right which may be carried out under the delegations granted to the Executive Board in the 11th, 12th and 14th Resolutions is fixed at 145,000,000 Euros, and (iii) the nominal maximum of issue reserved for members of a company savings plan belonging to the Company or its Group under the delegation granted

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having to the Executive Board in the 16th Resolution is fixed at 14,000,000 Euros.

Powers to fulfil formalities (Resolution 18)

Objective:

The 18th Resolution is a standard resolution which enables the publication and filing formalities required by the law to be performed after the Meeting.

EIGHTEENTH RESOLUTION

Powers in order to fulfil all formalities

The General Meeting, voting under the conditions of quorum and majority required for ordinary and extraordinary general meetings, grants all powers to the bearer of the original, an extract or a copy of the record of this Meeting, in order to fulfil all the formalities of publication, filing and any other necessary formalities, and generally do everything that may be required.

Authorizations granted by the General Shareholders' Meeting to the Executive Board

Description	Date of authorization	Period of validity of the authorization/ expiration date	Maximum amount	Amount used at Dec. 31, 2013
Increase of the share capital by issuing common shares or securities providing access to share capital, with the preemptive subscription right maintained for the shareholders	GSM May 10, 2012 (13th resolution)	26 months July 10, 2014	€290,000,000	Nil
Emission of common shares or securities providing access to the company's share capital, with cancellation of the preemptive subscription right, through a public offer	GSM May 10, 2012 (14th resolution)	26 months July 10, 2014	€290,000,000	Nil
Emission of common shares or securities providing access to the company's share capital, with cancellation of the preemptive subscription right of the shareholders, through a private placement as provided in article L.411-2 II of the French Monetary and Financial Code	GSM May 10, 2012 (15th resolution)	26 months July 10, 2014	€290,000,000	Nil
Authorization for the purpose of increasing the number of shares to be issued in the event of a capital increase, with or without preemptive subscription right	GSM May 10, 2012 (16th resolution)	26 months July 10, 2014	€290,000,000	Nil
Determination of the issue price in accordance with the terms set by the Shareholders in the event of an issue of shares or securities of any kind giving access to the share capital immediately or eventually, with cancellation of the preemptive subscription right, for up to 10% of the share capital	GSM May 10, 2012 (17th resolution)	26 months July 10, 2014	NA	Nil
Emission of common shares as compensation for contributions in kind to the company, in the form of shares of equity or securities providing access to share capital	GSM May 10, 2012 (18th resolution)	26 months July 10, 2014	10% of the company's share capital on the date of the Executive Board's decision, within the limit of €290,000,000	Nil
Capital increase by capitalization of reserves, retained earnings and/or premiums	GSM May 10, 2012 (19th resolution)	26 months July 10, 2014	Global amount eligible for capitalization	Nil



Document request form

To be taken into account, this request must be returned to Société Générale (see address below).

Société Générale
Service Assemblées
CS 30812
44308 Nantes Cedex 03

I the undersigned,

Last name (or corporate name) :

First and middle names (or form of company):

Place of residence (or corporate office):

Owner* of AREVA shares,

Request the mailing** of the information stipulated in articles R.225-81 and R.225-83 of the French Commercial Code (in particular the corporate and consolidated financial statements and the Executive Board's management report), other than those contained in this brochure.

In, on

(signature)

* Bearer shareholders must attach to their request for the mailing of documents and information a certificate of registration of their securities in the accounts maintained by the authorized financial intermediary documenting their shareholder status as of the date of their request.

** In accordance with article R.225-88 of the French Commercial Code, holders of registered shares may receive by mail from the Company the documents and information stipulated in articles R. 225-83 of the French Commercial Code on the occasion of each future General Shareholders' Meeting of Shareholders. To benefit from this option, check this box

The shareholder relations department is at your disposal for any questions you may have about the Group:

- By telephone: 0810 699 756
(cost of a local call in France from a regular telephone line)

- By mail:

AREVA - Shareholder Relations Department
Financial Communications Department
TOUR AREVA - 1 Place Jean Millier – 92400 COURBEVOIE

- By e-mail: actionnaires@areva.com
- Website, shareholders pages: www.areva.com

AREVA is a world leader in nuclear power. The group's offer to utilities covers every stage of the nuclear fuel cycle, reactor design and construction, and operating services. Its expertise and uncompromising dedication to safety make it a leading industry player.

AREVA also invests in renewable energies to develop, via partnerships, high technology solutions.

Through the complementary nature of nuclear and renewables, AREVA's 45,000 employees contribute to building tomorrow's energy model: supplying the greatest number of people with energy that is safer and with less CO₂.

www.aveva.com



French business corporation with an Executive Board and a Supervisory Board

With a capital of € 1,456,178,437.60

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