

Notice of meeting

Ordinary and Extraordinary General Shareholders' Meeting

Tuesday, May 7, 2013
at 3:30 p.m.
Salle Wagram,
39-41 avenue Wagram
75017 PARIS
(FRANCE)



This is a free translation into English of the AREVA 2013 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 3:30 p.m. on Tuesday, May 7, 2013, Salle Wagram, 39-41, avenue Wagram, 75017, Paris (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 2012 financial statements.

In the following pages, you will find practical information on how to participate in this General Shareholders' Meeting, the agenda, 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.

Jean-Cyril SPINETTA
Chairman of the Supervisory Board

Agenda

■ Ordinary resolutions

- Approval of the company financial statements for the year ended December 31, 2012 (1st resolution).
- Approval of the consolidated financial statements for the year ended December 31, 2012 (2nd resolution).
- Allocation of net income for the year ended December 31, 2012 (3rd resolution).
- Approval of agreements and commitments subject to the provisions of articles L. 225-86 and L. 225-90-1 of the French Commercial Code (4th, 5th and 6th resolutions).
- Setting of fees allocated to the members of Supervisory Board for 2013 (7th resolution).
- Authorization given to the Executive Board to conclude transactions involving the Company's shares (8th resolution).
- Renewal of the term of office as member of the Supervisory Board of Mr. François DAVID (9th resolution).
- Appointment of Ernst & Young Audit as Statutory Auditor and of Auditex as Substitute Auditor (10th resolution).

- Renewal of the term of office of Mazars as Statutory Auditor and appointment of Mr. Hervé HELIAS as Substitute Auditor (11th resolution).

■ Extraordinary Resolution

- Transfer of the head office and subsequent modification of article 4 of the articles of association (12th resolution).

■ Powers

- Powers for legal formalities (13th 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 2, 2013* 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 2, 2013* 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 1, 2013* 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 4, 2013* 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 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

Attending the General Meeting

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 6, 2013* before 3:00 p.m. (Paris time), for notices sent electronically;
- three days before the Meeting, i.e. *May 4, 2013* 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 2, 2013* 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. *April 30, 2013* at midnight (Paris time) by registered letter with return receipt requested to: AREVA, Secrétariat Général, 33, rue La Fayette, 75009 Paris or Tour AREVA - 1, place Jean Millier - 92400 Courbevoie.

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 - Services Relations Actionnaires, 33 rue La Fayette, 75009 Paris, 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 16, 2013* 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
 33 RUE LA FAYETTE
 75009 PARIS

**ASSEMBLEE GENERALE MIXTE
 DU 07 MAI 2013**

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY
 Identifiant - Account
 Nominatif Registered VS - Single vote
 Nombre d'actions Number of shares VD - Double vote
 Porteur - Bearer
 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 Directeur 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'abtiens.
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 Directeur 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 .

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

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'abtiens (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. Mlle ou Mlle, 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* 04/05/13
 à la SOCIÉTÉ / *to the Company* 04/05/13

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)
 M. Mlle ou Mlle, 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'actionnaire (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)

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.

Note: Only duly completed ballots reaching Société Générale no later than three days before the scheduled date of the Meeting i.e May 4, 2013, 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 2012

OVERVIEW

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

In 2012, AREVA's consolidated revenue rose to 9.342 billion euros, with a consolidated net loss of 99 million euros. The group had 45.369 billion euros in backlog at December 31, 2012, i.e. stable in relation to that at December 31, 2011 (45.558 billion euros), demonstrating the resilience of AREVA's business model. It employs 46,513 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 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. These assets put the group in a favorable position, particularly in next-generation reactors and the back end of the fuel cycle

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.

The group's Action 2016 strategic action plan announced in December 2011 is founded on our commitment to nuclear safety, industrial safety and transparency, and relies on key strategic decisions:

- marketing priority given to value creation, which includes solutions for the installed base (integrated offers in the front end of the cycle, safety upgrades necessary in the post-Fukushima environment, upgrades and operation extension of existing reactors worldwide, and used fuel management solutions) and the construction of new reactors meeting the most demanding criteria for nuclear and industrial safety;
- selectivity in capital spending, which means focusing operating Capex through 2016 on nuclear safety, industrial safety and maintenance, and completing capital projects already launched, with several capital projects suspended due to market uncertainties;
- strengthening our balance sheet by improving performance, maintaining an appropriate level of liquidity and implementing an asset sales program amounting to more than 1.2 billion euros.
- From now to 2015, performance improvement is underpinned by five pillars: nuclear and industrial safety, economic competitiveness, operations and customers, technologies and human resources.

This plan covers all of the group's operations

Brief presentation of AREVA's position in 2012

HIGHLIGHTS OF THE PERIOD 2012

Concerning business strategy and capital expenditures

- On January 30, AREVA announced the sale of its 20% stake in Sofradir, focuses on the infrared detector business for military, space, and commercial applications.
- On March 8, AREVA launched and announced the terms of a 400-million-euro bond issue by increasing the issue maturing on October 5, 2017 with an annual coupon of 4.625%.
- On March 16, AREVA and the Fonds stratégique d'investissement (FSI) signed a contract for the sale to FSI of AREVA's equity interest in Eramet, representing approximately 26% of that company's share capital. This agreement followed the announced on December 27, 2011 of the start of exclusive negotiations with FSI for this transaction and the press release of March 1, 2012 announcing the sales price, i.e. 776 million euros. The transaction closed on May 16.
- On June 11, AREVA closed the sale of its 27.94% equity interest in the Millennium mining project to Cameco Corporation for 150 million Canadian dollars (about 115 million euros) following the signature of a sales agreement on March 2, 2012.
- On August 28, in response to the public offer launched by Weather Investments II to acquire all of the shares of La Mancha Resources Inc., AREVA announced the contribution of its entire interest of about 63% in La Mancha for a price of about 315 million Canadian dollars.
- On October 22, AREVA and Astorg Partners, a French venture capital firm, began exclusive negotiations in order to sale of AREVA's nuclear measurement company Canberra. The agreement for sale has been signed on March, 29, 2013.

In the nuclear field

- On February 9, ATMEA received the final report and the conclusions of the French nuclear safety authority (ASN) after review of the safety objectives and options for the ATMEA1 reactor. ASN indicated that the reactor's safety objectives and options are consistent with French regulations, as is the consideration given to internal and external hazards. In addition, ATMEA's assessment of the Fukushima accident, demonstrating that the ATMEA1 reactor's safety options are such that no design changes are needed at this time, was favourably received by ASN.
- On February 10, to secure the supply chain and competitiveness of the French nuclear power program, EDF and AREVA agreed on the principles of a long-term partnership for natural uranium supply over the 2014-2030 period.
- AREVA crossed a major threshold for the construction of EPR™ reactors in the United Kingdom by signing new agreements during the United Kingdom-France summit in Paris on February 17, 2012. AREVA and Rolls Royce signed a memorandum of understanding designed to expand their cooperation, which covers the manufacturing of components for new nuclear power plants and for other nuclear projects in the UK and elsewhere. Also, AREVA and EDF signed a memorandum of agreement for the delivery of Nuclear Steam Supply Systems and Instrumentation & Control systems for the Hinkley Point C project in the United Kingdom
- On April 17, AREVA announced the arrival at the site of the Taishan EPR™ power plant in China of the first two steam generators and the pressurizer for unit 1.
- On April 18, the French Nuclear Safety Authority (ASN) has told EDF that it was to remove its reservations with regard to the architecture of the digital Instrumentation and Control (I&C) system of the Flamanville 3 EPR™ reactor. With regard to its certification, the ASN requested additional information about its architecture. As a consequence, our group put forward adjustments to improve the system's robustness.
- On April 27, AREVA was selected as a member of the team tasked by the US Department of Energy (DOE) to manage and operate the Waste Isolation Pilot Plant (WIPP) disposal site near Carlsbad, New Mexico.
- On May 2, the Jordan Atomic Energy Commission (JAEC) concluded a thorough, two-year assessment aimed at

Brief presentation of AREVA's position in 2012

selecting one of three technologies competing for the construction of the first nuclear reactor in Jordan. The assessment found that the ATMEA1 technology developed by the Franco-Japanese team of AREVA, Mitsubishi Heavy Industries (MHI) and their ATMEA joint venture meets Jordan's technical and financial requirements.

- On May 15, AREVA and Mitsubishi Corporation, through their respective subsidiaries Afmeco Mining and Exploration Pty Ltd (AFMEX) and Mitsubishi Development Pty Ltd (MDP), decided to join forces as part of a uranium exploration program in Australia.
- On June 5, a key milestone was reached in the construction of the Taishan EPR™ reactor in China coordinated by the EDF, CGNPC and AREVA teams with the introduction of the reactor vessel into the unit 1 reactor building, followed by its final installation in the reactor pit.
- On June 7, after 33 years of uninterrupted service, Eurodif's Georges Besse enrichment plant operated by AREVA at the Tricastin site in the Drôme department of France ceased production permanently at the conclusion of the shut-down process initiated on May 14, 2012.
- On June 28, AREVA submitted to the French nuclear safety authority ASN its technical and organizational proposals for strengthening the nuclear safety of its sites in the event of extreme situations. Following the nuclear accident at the Fukushima-Daiichi nuclear power plant, ASN had launched a process of supplemental safety assessments (SSA) involving the nuclear operators in France, including AREVA, to confirm the robustness of existing facilities and the emergency management procedures to be deployed in the event of an event as serious as those witnessed in Japan.
- On July 5, the International Court of Arbitration of the International Chamber of Commerce (ICC) constituted to adjudicate the dispute between the AREVA-Siemens Consortium and its customer, the Finnish operator TVO, in connection with the construction of the EPR™ nuclear reactor of the Olkiluoto 3 (OL3) power plant in Finland, rendered a partial verdict enjoining TVO to release 100 million euros due to the AREVA-Siemens Consortium and retained in contravention of the contractual provisions.
- On July 12, the Argentine national utility Nucleoeléctrica Argentina (NA-SA) informed ATMEA of its decision to pre-qualify the ATMEA1 technology for the upcoming call for bids to be issued for the construction of the country's fourth nuclear power plant.
- On July 18, AREVA and Rosatom signed a memorandum of understanding officially establishing working groups to study the terms for strengthened cooperation in the field of nuclear power between the two groups.
- On July 27, Roche and AREVA's subsidiary AREVA Med announced a strategic partnership to create an advanced alpha radio-immunotherapy platform to target and destroy cancerous cells. The alliance will focus primarily on the treatment of cancers for which medical requirements are still far from being satisfied.
- On September 12, the construction of the two Taishan EPR™ reactors in China entered a new stage of development. Less than a year after the placement of the dome on the unit 1 reactor building, the plant owner and future site operator, Taishan Nuclear Power Joint Venture Company (TNPJVC), held 30% by EDF and 70% by its Chinese utility partner CGNPC, successfully installed the dome on the unit 2 reactor building.
- On October 29, AREVA contested the notification by CEZ of its exclusion from the Temelin 3 and 4 projects, considering CEZ's decision to be without grounds, and decided to appeal the decision and request the suspension of the bidding process.
- On December 13, the UK's official nuclear regulators approved the design of the EPR™ reactor for use in the UK. Our EPR™ reactor is thus the first and only generation III reactor design to have been awarded this certification in the UK. After the Hinkley Point site was licensed, the certification of the reactor was the last regulatory step to clear before the EPR™ reactor can be built in the UK. EDF Energy plans to build 2 EPR™ reactors at Hinkley Point.
- AREVA's new Georges Besse II enrichment plant inaugurated in December 2010 reached a new milestone at the end of 2012 by surpassing 2.5 million SWU (separative work units) per year of installed production capacity, as per the initial schedule.

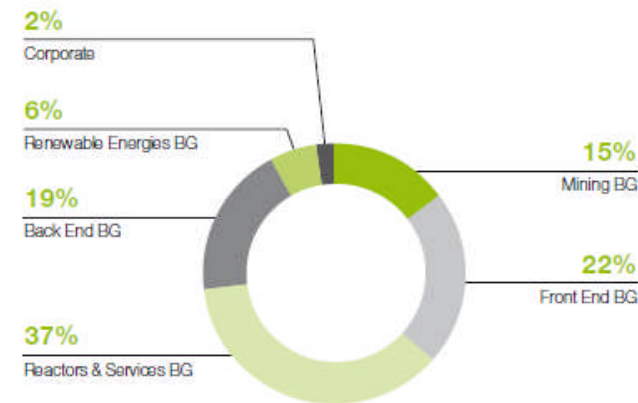
Brief presentation of AREVA's position in 2012

In the Renewable Energies fields

- On March 14, AREVA announced the delivery of twenty of the forty M5000 turbines earmarked for the Borkum offshore wind farm in the German North Sea. The farm is located 45 km off the north shore of Borkum Island, not far from the Alpha Ventus wind farm, where M5000 wind turbines from AREVA have been in service since 2009. The DOTI consortium formed by EWE, E.On and Vattenfall announced that power generation had exceeded forecasts for the farm in 2011.
- On April 6, after a call for bid for offshore wind projects in France, the government chose the consortium led by Iberdrola and EOLE-RES to develop the Saint-Brieuc field in Brittany, where competition was the strongest with three competing technologies. AREVA will build one hundred 5 MW wind turbines for this field, slated for commissioning from 2017 to 2019, which will supply electricity for the equivalent of a city of 650,000 inhabitants.
- On April 24, AREVA signed a memorandum of understanding with project management leader Technip to collaborate on the use of concentrated solar power (CSP) solutions for the oil and gas industry.
- On July 19, AREVA chose the Beaumont-Hague site for its concentrated solar power (CSP) test center, thus renewing its commitment to spearheading the development of industrial know-how in France. This unique project will be developed in the Beaumont-Hague Research Hall (HRB), where more than 80 of the group's research scientists are already working, with more than 3,000 m² of pilot facilities.
- On July 23, the AREVA group announced the acquisition of a technology used to produce biocoal. This technology is based on the Thermya torrefaction process and is without equivalent in the world. Its commercial deployment has already begun. The biofuel it produces from biomass is capable of replacing fossil coal used to produce thermal energy and electricity.
- On November 19, during the visit to Paris of Scottish Prime Minister Alex Salmond, the AREVA group and Scottish Enterprise signed a memorandum of understanding to develop an industrial site to manufacture wind turbines in Eastern Scotland.
- On December 19, Iberdrola, the world's largest producer of renewable energy, chose AREVA's offshore wind technology again for the Wikingier project, which will be developed 35 km off the German coastline in the Baltic Sea.

Brief presentation of AREVA's position in 2012

AREVA REVENUE IN 2012 BY BUSINESS GROUP



Source: AREVA.

The Mining Business Group represents 15% of AREVA's consolidated revenue in 2012, or 1.360 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 **one of the global leaders 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 22% of consolidated revenue in 2012, or 2.049 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 **one of the world's major players in the front end of the nuclear cycle**.

The Reactors & Services Business Group represents 37% of consolidated revenue in 2012, or 3.452 billion euros. It combines operations in nuclear reactor design and construction as well as in the products and services needed for nuclear power plant maintenance, operation, modernization and improvement. 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 2012, or 1.732 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 6% of AREVA's consolidated revenue in 2012, or 572 million euros. It operates in four areas: wind power, solar power, bioenergy, and energy storage. Like nuclear power, renewable energies are an essential component of tomorrow's energy mix and are integral to the low-carbon solutions for power generation offered by AREVA.

AREVA plans to intensify its development in this segment and to reap numerous synergies in both businesses, both commercially and technologically.

The dual offering of nuclear projects and renewable energy projects also allows AREVA to maintain a continuous presence in several countries

Brief presentation of AREVA's position in 2012

Selected financial Information

Summary date

<i>(in millions of euros)</i>	2012	2011*	2012/2011 change
RESULTS			
Reported revenue	9,342	8,872	+5.3%
Gross margin	942	891	+5.7%
<i>Percentage of reported revenue</i>	10.1%	10.0 %	+0.0 pt
EBITDA	1,225	1,069	+14.6%
<i>Percentage of reported revenue</i>	13.1%	12.0%	+1.1pt
Operating income	118	(1,866)	+1,984
<i>Percentage of reported revenue</i>	1.3%	(21.0) %	+22.3pts
Net financial income	(324)	(555)	+231
Share in net income of associates	11	62	-51
Net income from discontinued operations	-	(2)	+2
Net income attributable to owners of the parent	(99)	(2,503)	+2,404
<i>Percentage of reported revenue</i>	(1.1)%	(28.2)%	+27.1pts
Comprehensive income attributable to equity owners of the parent	(217)	(2,817)	+2,600
CASH FLOW			
Free operating cash low before tax	(581)	(2,397)	+1,816
Net cash from operating activities	713	904	-191
Net cash used in investing activities	(1,139)	(821)	-318
Net cash from financial activities	(167)	(999)	+832
<i>Including dividend paid</i>	(112)	(51)	-119.6%
Net cash from discontinued operations	-	4	-4
Increase (decrease) in net cash	(784)	(891)	+107
MISCELLANEOUS			
Backlog	45,369	45,558	-0.4%
Net cash (debt)	(3,948)	(3,548)	-11.3%
Equity attributable to owners of the parent	5,174	5,448	-5.0%
Capital employed	8,315	8,117	+2.4%
Workforce at year end	46,513	47,541	-2.2%
Dividend per share	-	-	-

(*) Since the group opted for adoption of the amended IAS 19 standard on January 1, 2012, the financial statements for the year ended December 31, 2011 were restated in accordance with the new standards for purposes of comparison. The impact of the restatement is explained in Note 37 to the consolidated financial statements of the AREVA Reference Document 2012 available on the Company's website (www.aveva.com).

Five-year financial summary of AREVA S.A.

<i>(thousands of euros)</i>					
Type of indicator	2008	2009	2010	2011	2012
I - Share capital at year end					
a) Share capital	1,346,823	1,346,823	1,452,053	1,456,178	1,456,178
b) Number of common shares outstanding	34,013,593	34,013,593	367,828,237	383,204,852	383,204,852
c) Number of shares with preferred dividend rights	1,429,108	1,429,108	14,291,080	0	0
II - Operations and income for the year					
a) Revenue before tax	174,309	230,919	395,168	450,606	430,415
b) Income before tax, employee profit-sharing and amortization, depreciation and provisions (increases-decreases)	1,026,182	-107,930	1,648,375	1,246,778	310,831
c) Income tax	53,518	72,360	39,737	34,541	63,115
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)	1,036,002	-138,672	1,615,734	1,182,443	241,683
f) Net income distributed	249,871	249,730	0	0	0(*)
III - Earnings per share (in euros)					
a) Income after tax and employee profit-sharing, before amortization, depreciation and provisions (increases-decreases)	30.00	-5.00	4.00	3.00	0.98
b) Income after tax, employee profit-sharing and amortization, depreciation and provisions (increases-decreases)	29.00	-4.00	4.00	3.00	0.63
c) Dividend per share (rounded to one eurocent)	7.05	7.06	0.00	0.00	0.00
IV - Personnel					
a) Average number of salaried employees during the year	128	128	123	119	125
b) Total payroll for the year	17,792	23,269	28,496	25,243	26,994
c) Payroll taxes and other benefit expense (social security, benefits programs, etc.)	8,939	11,231	11,119	10,431	13,543

(*) Preliminary data pending approval by the Annual General Meeting of Shareholders.

Composition of the Supervisory Board

MEMBERS APPOINTED BY THE SHAREHOLDERS

Jean-Cyril Spinetta (age 69)*

Chairman of the Supervisory Board
Chief Executive Officer of Air France-KLM

Other offices held

- Director of Alcatel Lucent;
- Director of Saint Gobain;
- Director of Alitalia CAI (Italy);
- Member of the Advisory Board of Paris Europlace;
- Member of the Board of Governors of the International Air Transport Association (IATA) (Canada).

Bernard Bigot (age 62)

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;
- Vice Chairman of the Fondation Jean Dausset – CEPH;
- Chairman of the coordinating committee of Alliance Nationale de Coordination de la Recherche pour l'Énergie (ANCRE);
- Chairman of l'École Supérieure de Chimie Electronique of Lyon (CPE).

Christophe Béhar (age 55)

Nuclear Energy Director of the CEA.

Other offices held

- Permanent representative of the CEA to the Boards of 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 (subsidiary of AREVA).

Commissariat à l'énergie atomique et aux énergies alternatives (CEA), represented by Christophe Gégout (age 35), Director of the Management and Information Systems Branch 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 and Director of CEA Investissement;
- Permanent representative of the CEA to the Board of Directors of FT1CI;
- Director of AREVA Mines.

François David (age 71)*

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 Rexel;
- Director of Vinci;
- Director of Natixis Coficine SA;
- Member of the Board of the Order of the Legion of Honor.

Sophie Boissard (age 42) *

Executive Vice President for Strategy and Development of SNCF

Other offices held

- Director of GIAT Industries;
- Director of Sanef;
- Director of Eurostar International Limited;
- Chairman of SNCF Participations;
- Director of AREP until June 2012;
- Chairman and Chief Executive Officer of A2C until June 2012.

Agnès Lemarchand (age 58)*

Executive Chairman of Steetley Dolomite Ltd

Other offices held

- Member of the Supervisory Board of Mersen;
- Member of the Supervisory Board of SICLAE, representing the *Fonds Stratégique d'Investissement* (FSI);
- Member of the Boards of Directors of St Gobain;
- Member of the Board of Directors of CGG Veritas;
- Member of the Economic, Social and Environmental Board, Economic Activities Section.

* Independent members

Composition of the Supervisory Board

Guylaine Saucier (age 66)*

Director of companies
Chartered accountant

Other offices held

- Director of the Bank of Montreal and of Wendel;
- Director of AREVA Canada Inc;
- Director of SCOR SE.

MEMBERS REPRESENTING THE FRENCH STATE, APPOINTED BY MINISTERIAL ORDER

David Azema (age 52)

Commissioner for Participations de l'État.

Other offices held

- Member of the Boards of Directors of Air France-KLM, EDF, Renault and Fonds stratégique d'investissement, representing the French State.

Marion Guillou (age 58)

Chairman of Agreenium

Other offices held:

- Chairman of Agreenium;
- Chairman of the Board of Directors of École Polytechnique;
- Chairman of JPI FACCE;
- Director of Imerys, Apave, Veolia and CGIAR Consortium.

Pierre Sellal (age 60)

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

Other offices held

- Director of EDF, of École Nationale d'Administration, of Audiovisuel Extérieur de la France (Audiovisual Outside France), of Cultures France, 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);

- 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).

Luc Rousseau (age 55)

Representative of the French State until 29, January 2013. Vice Chairman of the General Council for the Economy, Industry, Energy and Technologies.

Other offices held

- Member of the Comité de l'énergie atomique (French atomic energy board);
- Government Commissioner to La Poste and FT1CI;
- Representative of the French State to the Board of Directors of Universcience;
- Representative of the French State to the Board of Directors of AFII;
- Director of ANR;
- Director of the Fonds stratégique d'investissement;
- Director of Renault.

It is specified that **Pascal Faure (age 50)** was appointed member of the Supervisory Board as a representative of the French State by ministerial order of January 29, 2013 (published in the Journal Officiel on February 6, 2013), replacing Mr. Luc Rousseau until the end of his term. Pascal Faure is Director General of Competitiveness, Industry and Services at the Ministry of the Industrial Renewal.

MEMBERS ELECTED BY AND REPRESENTING EMPLOYEES

Françoise Pieri (age 45)

Technical specialist for the Integrated Management System (Socatri).

Other offices held

- None.

Jean-Michel Lang (age 50)

Quality expert to the head of product quality for MELOX products.

Other offices held

- Director of MELOX, representing employees.

* *Independant member*

Composition of the Supervisory Board

Philippe Pinson (age 56)

Department head in the Marketing and Sales Department of AREVA NC's Recycling Business Unit.

Other offices held

- Director of AREVA NC, representing employees.

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. Claire Terrazas, deputy secretary to the Supervisory Board.



Composition of the Executive Board

Luc Oursel (age 53)

President and Chief Executive Officer

Mr. Oursel is in charge of the Renewable Energies Business Group and the functional departments of Marketing and Sales, Communications, Executives Career and Organization, Human Resources, General Counsel, and Strategy, Mergers and Acquisitions.

Philippe Knoche (age 43)

Chief Operating Officer

Mr. Knoche is in charge of the Front End, Reactors & Services and Back End Business Groups, the Engineering & Projects Organization, and Research & Innovation report to him.

Olivier Wantz (age 52)

Senior Executive Vice President, Mining Business Group since March 31, 2012.

Mr. Wantz is in charge of the Mining Business Group. Previously Senior Executive Vice President, Operations Support, to which the Departments of Purchasing, Sustainable Development and Continuous Improvement, Process Optimization and Cost Reduction, Protection, Quality, Performance, Information Services and Systems and Safety-Health-Security-Environment reported.

Pierre Aubouin (age 42)

Chief Financial Executive Officer.

The Audit and the M&A Department are hierarchically linked to him.

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

Proposed resolutions and objectives

Hereafter are presented the resolutions that will be submitted for your approval during this General Shareholders' Meeting. You will find a paragraph preceding each resolution, in order to explain and describe the objective of them. Objectives together with brief presentation of AREVA's position in 2012 constitute the Executive Board report to the General Shareholders' Meeting.

Ordinary Resolutions

FIRST AND SECOND RESOLUTIONS

Approval of the financial statements for 2012

Objective:

The two first resolutions submit for shareholders' approval the company financial statements, showing earnings of € 241 683 107,65, and consolidated financial statements of AREVA, for the year ended December 31, 2012.

You will find the detail of these financial statements in the 2012 Reference Document, available on the Company's website (www.aveva.com)

Approval of the company financial statements for the year ended December 31, 2012 (Resolution 1)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary general meetings, after reviewing the Executive Board's management report, the observations of the Supervisory Board on this report, and the general report submitted by the Statutory Auditors on the company financial statements, approve the company financial statements for the year ended December 31, 2012 as presented to them, as well as the operations reflected in these financial statements or summarized in these reports, showing net income of € 241 683 107,65.

In accordance with article 223 quater of the French Tax Code, the Shareholders approve the expenses and charges as defined in article 39-4 of the French Tax Code which total amount is € 243 071,82 for the year ended, corresponding to an income tax expense of € 83 689,63.

Approval of the consolidated financial statements for the year ended December 31, 2012 (Resolution 2)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary general meetings, after reviewing the Executive Board's management report, the observations of the Supervisory Board on this report and on the consolidated financial statements, and the Statutory Auditors' report on those statements, approve the consolidated financial statements for the year ended December 31, 2012 as presented to them, as well as the operations reflected in these financial statements or summarized in these reports.

THIRD RESOLUTION

Allocation of net income for 2012

Objective:

The Supervisory Board in 2009, approved the following AREVA dividend policy, for a period of 3 years from 2010 financial statements: the dividend distribution rate will be 25% of the Group share net income as it appears in the consolidated financial statements.

Regarding the dividend policy and in light of the net loss recorded for the year ended 31, December 2012, the third resolution proposes not to pay a dividend, and to fully allocate the corporate financial statements to retained earnings.

During its meeting of February 28, 2013, the Supervisory Board approved the dividend allocation rate within the limit of 25% of the net income attributable to Group share net income as that appears in the 2013 consolidated financial statements. Dividend allocation will be submitted to the 2014 General Shareholders' Meeting.

Allocation of net income for the year ended December 31, 2012 (Resolution 3)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary general meetings, note that the balance sheet for the year ended December 31, 2012 shows net income of € 241 683 107,65 and retained earnings of € 3 834 648 479,87 and decide to allocate distributable earnings as follows:

• Net income for the year	€ 241 683 107,65
• Retained earnings for the year	€ 3 834 648 479,87
i.e. distributable earnings (article L. 232-11 of the French Commercial Code) of	€ 4 076 331 587,52
Which is fully allocated to retained earnings.	

Proposed resolutions and objectives

As provided by law, the Shareholders note the dividends distributed in respect of the three previous fiscal years as follows:

	Number of shares receiving distributions	Net dividend per share (in euros)	Dividend distributed (in thousands of euros)
2009	33,937,633 shares 1,429,108 IC (*)	7,06	249 705
2010	-	-	-
2011	-	-	-

(*) Total of 1,429,108 investment certificates (IC) and 34,013,593 shares, minus the number of treasury shares held by the Company at the date of payment of the dividend.

FOURTH AND FIFTH RESOLUTIONS

Related-party commitments

Objective:

The 4th and the 5th resolutions submit for your approval the related-party commitments made by AREVA, corresponding to indemnities or benefits due or may become due to Mr. Luc Oursel, President and Chief Executive Officer, and Mr. Philippe Knoche, Chief Operating Officer, as a result of a termination or change in their duties.

Commitments made by AREVA and approved by the General Shareholders' Meeting on May 10, 2012, notably took into account the variable part of their remuneration.

Pursuant to the decree of July 26, 2012 relating to the State control on managers of public companies remuneration, Mr. Luc Oursel and Mr. Philippe Knoche, will not receive variable part of their remuneration anymore.

Therefore, indemnity of benefits due or may be due in connection with the end or the modification of his duties was revised.

For the record, Mr. Luc Oursel and Mr. Philippe Knoche do not have employment contracts.

The amount of termination benefits will be equal to twice the amount of their annual remuneration as of the date on which their duties terminate.

The above-mentioned termination benefits will be subject to performance conditions in accordance with the following terms and conditions:

a) If the average achievement rate of the quantitative and qualitative objectives for the last two fiscal years equals or exceeds 60%, termination benefits will be paid automatically;
b) If the average achievement rate for the quantitative and qualitative objectives for the last two fiscal years is less than 60%, the Supervisory Board will assess the performance of the officer with regard to the circumstances that have affected business activity for the fiscal years then ended.

Any payment with respect to termination benefits or on non-competition indemnity must be approved by the Minister of the Economy pursuant to Decree of August 9, 1953 relating to State control on national companies, amended in July 26, 2012.

Company officer remuneration and commitments made by AREVA are described in the 2012 Reference Document and in the special report of the Statutory Auditors (www.aveva.com)

Related-party commitments (Resolution 4)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary general meetings, after reviewing the Statutory Auditors' special report on related-party agreements and commitments defined in article L. 225-90-1 of the French Commercial Code, approve the commitments made by AREVA corresponding to the closure compensation or benefits due or that may become due to Mr. Luc Oursel in connection with the end or the modification of his duties, as described in the Statutory Auditors' special report.

Related-party commitments (Resolution 5)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary general meetings, after reviewing the Statutory Auditors' special report on related-party agreements and commitments defined in article L.225-90-1 of the French Commercial Code, approve the commitments made by AREVA corresponding to the closure compensation or benefits due or that may become due to Mr. Philippe KNOCHE in connection with the end or the modification of his duties, as described in the Statutory Auditors' special report.

Proposed resolutions and objectives

SIXTH RESOLUTION

Related-party agreements

Objective:

The 6th resolution relates to the ratification of the “related-party agreement” approved by the Supervisory Board.

The purpose of this agreement was for AREVA to divest its entire shareholding in ERAMET to the Fonds Stratégique d'Investissement (FSI).

This agreement is a “related-party agreement” because it was signed by common officers in AREVA and FSI.

Furthermore, la Caisse des dépôts and French state are FSI's shareholders for 51% and 49%, as well as AREVA's shareholders for 3.32% and 14, 33%.

Therefore and in accordance with the law, Members representing the French State in the Supervisory Board did not take part in the authorization vote.

For the record, in the framework of the 2012 ERAMET share purchase operation, General Shareholders' Meeting of May 10, 2012 had approved the share purchase agreement and the share purchase commitments concluded between the FSI and AREVA.

The related-party agreement submitted to approval is described in the special report of the Statutory Auditors (www.aveva.com).

Related-party agreement (Resolution 6)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary general meetings, after reviewing the Statutory Auditors' special report on related-party agreements and commitments defined in article L. 225-86 of the French Commercial Code, approve the agreement whereby AREVA divest its entire shareholding in Eramet to the Fonds Stratégique d'Investissement (FSI), as described in the Statutory Auditors' special report.

SEVENTH RESOLUTION

Setting of fees allocated to the members of Supervisory Board for 2013

Objective:

The Executive Board proposes the total amount of the fees allocated to the members of Supervisory Board at €400 000 for the current year .

This amount is the same that for the year 2012, which represents a 20% reduction compared with previous years.

This amount must be approved by the Minister of the Economy, pursuant to Decree of August 9, 1953 relating to State control on national companies, amended in July 26, 2012.

Setting of fees allocated to the members of Supervisory Board for 2013 (Resolution 7)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary general meetings, after reviewing the Executive Board's report, set the total amount of the fees allocated to the members of Supervisory Board at 400 000 Euros for the current year.

EIGHTH RESOLUTION

Authorization to the Executive Board to buy back shares

Objective:

The 8th resolution allows the Company to buy its own shares within the limits set by the shareholders and by law. This authorization has the same purpose as the authorization approved by the General Shareholders' Meeting of May 10, 2012 and that come to an end on October 2013.

Thus, it is proposed to grant a new authorization to the Executive Board to buy back shares of the Company for a period of 18 months according to law and within the limit of 10% of its share capital.

The maximum purchase price per share is set at maximum of € 40, excluding transactions costs, for global amount of € 1 350 million.

The buy back program would have the following features:

- (i) maintain a liquidity market in the Company's shares through an investment service provider in the framework of a liquidity agreement that complies with the professional charter recognized by the Autorité des marchés financiers; or
- (ii) implementation of share purchase option plans of the Company, in accordance with the provisions of articles L.225-177 et seq. of the French Commercial Code, or any similar plan; or
- (iii) implementation of any employee savings-investment plan as provided by law, in particular articles L.3332-1 et seq. of the French Labour Code; or
- (iv) free allotment of shares, as provided in articles L.225-197-1 et seq. of the French Commercial Code; or
- (v) the delivery of shares (in exchange, for payment or otherwise) in connection with an acquisition, merger, spin-off or contribution; or

Proposed resolutions and objectives

(vi) *exercising rights attached to securities giving the right to the allotment of the Company's shares, either upon redemption, conversion, exchange, or presentation of a warrant or in any other manner.*

For the record, pursuant to the authorization of the General Shareholders' Meeting of May 10, 2012:

- AREVA purchased the shares held by CACIB on September 2012, i.e. 3,398,240 shares. The purchase price was € 13.42 per share.

- On January 10, 2013, AREVA has signed a liquidity agreement with an investment service provider, pursuant the ethics charter recognized by the Autorité des marchés financiers.

It is reminded that as of December 31, 2012, the Company holds 1.20% of its share capital, i.e. 4,603,490 shares.

Authorisation to be given to the Executive Board for the purpose of purchasing shares in the capital of the Company (Resolution 8)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary general meetings, after reviewing the Executive Board's report and in accordance with the general regulations of the *Autorité des marchés financiers*, of articles L.225-209 *et seq.* of the French Commercial Code and European Commission Regulation no. 2273/2003 of 22 December 2003:

- Authorize the Executive Board, with the power to delegate, to purchase, in one or more transactions and at the times it shall deem appropriate, common shares of the Company within the limit of a number of shares representing 10% of the total number of shares forming the Company's share capital on the date of these purchases, or 5% of the total number of shares forming the share capital if it involves shares acquired by the Company for purposes of holding them and transferring them subsequently as payment or in exchange in connection with a corporate merger, spinoff or asset contribution.

The number of shares that the Company might hold at any time may not exceed 10% of the shares composing the Company's share capital on the date considered.

- Decide that the acquisition, disposal or transfer of these common shares may be carried out, in one or more transactions, by all means, on market or off market, including the acquisition or disposal of blocks, the use of derivative instruments or the establishment of option strategies, under the conditions provided by the market

authority and in compliance with applicable regulations, in particular to:

- (I) maintain a liquidity market in the Company's shares through an investment service provider acting independently in the framework of a liquidity agreement that complies with the professional charter recognized by the *Autorité des marchés financiers*; or
- (II) allot or sell the shares to employees or former employees, to officers or former officers of the Company and/or related companies, or companies that will become related to the Company under the conditions and according to the terms provided by applicable regulations, in particular in the framework of share purchase option plans of the Company, in accordance with the provisions of articles L.225-177 *et seq.* of the French Commercial Code, or any similar plan, free allotment of shares, as provided in articles L.225-197-1 *et seq.* of the French Commercial Code, or to implement any employee savings-investment plan as provided by law, in particular articles L.3332-1 *et seq.* of the French Labour Code; or
- (III) hold the shares and transfer them subsequently (in exchange, for payment or otherwise) in connection with an acquisition, merger, spin-off or contribution, in the limit of 5% of the Company's share capital and in compliance with market practices permitted by the *Autorité des marchés financiers*, or in the event of a takeover bid on the Company's securities or during the pre-offer period in compliance with article 231-40 of the general regulations of the *Autorité des marchés financiers* and during the pre-offer period and the validity period of a public exchange or public cash and exchange offer initiated by the Company in compliance with legal and regulatory requirements, and in particular article 231-41 of the general regulations of the *Autorité des marchés financiers*; or
- (IV) hedge securities giving the right to obtain shares of the Company by exercising rights attached to securities giving the right to the allotment of the Company's shares, either upon redemption, conversion, exchange, or presentation of a warrant or in any other manner; or
- (V) implement any market practice authorized currently or subsequently by market authorities; given that this 'buy-back' program would also be intended to allow the Company to pursue any other goal authorized currently or that may be authorized subsequently by applicable laws or regulations;

Proposed resolutions and objectives

- Decide that the maximum purchase price per share is set at € 40, excluding transactions costs, and that the maximum number of shares purchased may not exceed 10% of the total number of shares forming the Company's share capital (namely on an indicative basis on 31 December 2012 a maximum number of 33,716,995 shares for an aggregate amount of such purchases after expenses of € 1,348,679,808)
- Grant full powers to the Executive Board to adjust the aforementioned maximum purchase price in the event of certain transactions on the Company's share capital, in particular modification of the par value of the share, capital increase by incorporation of reserves followed by the issuance and free allotment of shares, or a stock split or a reverse split of securities;
- Grant full powers to the Executive Board, with the power to sub-delegate under the conditions provided by law, to decide and to implement this authorization, to carry out the 'buy-back' program, in compliance with the law and within the terms of this resolution, to place all orders on the stock market, to sign all documents, to conclude all agreements in view of updating the share registers, to carry out all legal formalities and file all documents, in particular with the *Autorité des marchés financiers* and, more generally, to do all that is necessary.

This authority is granted for a period of 18 months as from the date of this General Meeting. It voids, as of that date, the authority granted to the Executive Board for the same purpose by the ordinary and extraordinary General Meeting of Shareholders of May 10, 2012 (11th resolution).

NINTH RESOLUTION

Renewal of term of office of a member of the Supervisory Board

Objective:

It is proposed in the 9th resolution, to renew term of office as member of the Supervisory Board of Mr. Francois David, which is to expire at the end of this General Shareholders' meeting, to still benefit from his Officer and Director expertise and experience.

Mr. François David was appointed to the Supervisory Board by the Shareholders' General Meeting on April 17, 2008 for a period of 5 years. He is also President of the AREVA Compensation and Nominating Committee.

He is an independent member of the Supervisory Board, with respect to the governance code of AFEP/MEDEF.

Mr. François David (age 71) is a graduate of Institut d'Etudes Politiques of Paris and École nationale d'administration.

He was chairman of the board of Compagnie Française d'assurance pour le commerce extérieur (COFACE).

He is now Honorary Chairman of Coface and Senior Advisor to Moelis & Company.

Other offices held:

- Member of the Supervisory Board of Lagardère SCA

- Member of Supervisory Board of Rexel;

- Director of Vinci;

- Director of Natixis Coficine SA;

- Member of the Board of the Order of the Legion of Honor.

Pursuant to the article of association, this renewal would be for a period of five years that will expire at the end of the General Shareholders' meeting convened in 2018 to approve the financial statements for the year ending December 31, 2017

Renewal of the term of office as member of the Supervisory Board of Mr. François DAVID (Resolution 9)

The Shareholders, pursuant to the quorum and majority requirements applicable to Ordinary General Meetings, after reviewing the Executive Board's report, noting that the term of office of Mr. François DAVID, member of the Supervisory Board is to expire, decide to renew his term of office as member of the Supervisory Board for a period of five years, that will expire at the end of the General Meeting of shareholders convened in 2018 to approve the financial statements for the year ending December 31, 2017.

TENTH AND ELEVENTH RESOLUTIONS

Term of office of the auditors

Objective:

Term of office of Statutory Auditor Deloitte & Associés and Mazars and of Substitute Auditor, Beas and M. Hervé HÉLIAS are to expire at the end of this General Shareholders' Meeting.

It is proposed in the 10th and 11th resolutions to appoint new college auditors as following:

- Appointment of Ernst & Young Audit as Statutory Auditor and of Auditex as Substitute Auditor for a period of six fiscal years, that will expire at the end of the General Meeting of Shareholders convened in 2019 to approve the financial statements for the year ending December 31, 2018 (resolution 10)

Proposed resolutions and objectives

- Renewal of the term of office of Mazars as Statutory Auditor and appointment of Mr. Hervé HÉLIAS as Substitute Auditor for a period of six fiscal years, that will expire at the end of the General Meeting of Shareholders convened in 2019 to approve the financial statements for the year ending December 31, 2018 (resolution 11)

According to law, new individual signatories' auditors will be nominated.

For the record, fees charged by Deloitte&Associés and Mazars as well as their network, for AREVA group financial auditing for the fiscal year 2012 are as following:

- *Deloitte et Associés : € 3 543 000*
- *Mazars : € 2 871 000*

The proposal of the new statutory auditors college is the result of the selecting process conducted by the Audit Committee of the Supervisory Board.

Appointment of Ernst & Young Audit as Statutory Auditor and of Auditex as Substitute Auditor (Resolution 10)

The Shareholders, pursuant to the quorum and majority requirements applicable to Ordinary General Meetings, after reviewing the Executive Board's report, noting that the term of office of Deloitte & Associés as Statutory Auditor, and of Beas as Substitute Auditor are to expire, decide to appoint Ernst and Young Audit as Statutory Auditor and Auditex as Substitute Auditor for a period of six fiscal years, that will expire at the end of the General Meeting of Shareholders convened in 2019 to approve the financial statements for the year ending December 31, 2018.

Renewal of the term of office of Mazars as Statutory Auditor and appointment of Mr. Hervé HÉLIAS as Substitute Auditor (Resolution 11)

The Shareholders, pursuant to the quorum and majority requirements applicable to Ordinary General Meetings, after reviewing the Executive Board's report, noting that the term of office of Mazars as Statutory Auditor and of M. Max Dusart as Substitute Auditor are to expire, decide to renew Mazars as Statutory Auditor and to appoint Mr. Hervé HÉLIAS as Substitute Auditor for a period of six fiscal years, that will expire at the end of the General Meeting of Shareholders convened in 2019 to approve the financial statements for the year ending December 31, 2018.

Extraordinary Resolutions

TWELFTH RESOLUTION

Transfer of the head office

Objective:

In this resolution, it is proposed to transfer the head office to the Tour AREVA in La Défense, in order to gather management team together. As a result, it is proposed to modify the articles of association accordingly.

This moving would be made in order to improve performance of the group, by facilitating synergies and information flow, and is also a good management decision to reduce running costs.

Transfer of the head office and subsequent amendment of article 4 of the articles of association (Resolution 12)

The Shareholders, pursuant to the quorum and majority requirements applicable to Extraordinary General Meetings, after reviewing the Executive Board's report, decide to transfer the head office to the following address: Tour AREVA - 1, Place Jean Millier - 92400 Courbevoie, and to amend accordingly article 4 (head office) of the Company's articles of association as follows:

Former wording

"ARTICLE 4 – HEAD OFFICE

The head office is located at: 33 rue de La Fayette, 75009, Paris.

It may be transferred to any other location within the same city, or within a neighbouring department, if so decided by the Supervisory Board, subject to ratification by the next Ordinary General Meeting. It may also be relocated to any other place, except overseas, in accordance with a resolution of the Extraordinary General Meeting."

New wording

"ARTICLE 4 – HEAD OFFICE

The head office is located at: TOUR AREVA - 1, Place Jean Millier - 92400 Courbevoie.

It may be transferred to any other location within the same city, or within a neighbouring department, if so decided by the Supervisory Board, subject to ratification by the next Ordinary General Meeting. It may also be relocated to any

Proposed resolutions and objectives

other place, except abroad, in accordance with a resolution of the Extraordinary General Meeting.”

- Acknowledge that in application of article 2 of the decree no. 83-1116 of December 21, 1983 related to the Société des Participations du C.E.A. (AREVA), the amendments to the articles of association, subject of this resolution shall become effective only after their approval by decree.

THIRTEEN RESOLUTION

Powers for legal formalities

Objective:

Resolution 13 is a standard resolution in order to complete the legal notice and filing formalities after the holding of the General Shareholders' Meeting.

Powers for legal formalities (Resolution 13)

The Shareholders, pursuant to the quorum and majority requirements applicable to ordinary and extraordinary general meetings, grant full powers to the bearer of the original, an extract or a copy of the minutes of this General Shareholders' Meeting in order to complete any notice, filing and other formalities incumbent upon them, and generally to do all that is necessary.

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, 2012
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	AGM 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	AGM 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	AGM 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	AGM 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	AGM 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	AGM 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	AGM 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
33, rue La Fayette - 75009 PARIS
- By e-mail: actionnaires@areva.com
- Website, shareholders pages: www.areva.com

AREVA supplies solutions for power generation with less carbon. Its expertise and unwavering insistence on safety, security, transparency and ethics are setting the standard, and its responsible development is anchored in a process of continuous improvement.

Ranked first in the global nuclear power industry, AREVA's unique integrated offering to utilities covers every stage of the fuel cycle, nuclear reactor design and construction, and related services. The group is also expanding its operations to renewable energies – wind, solar, bioenergy, energy storage – to be one of the leaders in this sector worldwide.

With these two major offers, AREVA's 47,000 employees are helping to supply ever safer, cleaner and more economical energy to the greatest number of people.

www.aveva.com



French business corporation with an Executive Board and a Supervisory Board

With a capital of € 1,456,178,437.60

Head office: 33 rue La Fayette - 75009 Paris - France

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