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.areva.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 its 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.areva.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.areva.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 (11^{th} resolution).

NINTH RESOLUTION

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

__Objective:__

It is proposed in the 9^{th} 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 Francaise 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 10^{th} and 11^{th} 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&Associes and Mazars as well as their network, for AREVA group financial auditoring 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 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.