

Notice of meeting

Ordinary and Extraordinary General Shareholders' Meeting

Thursday, May 21, 2015

at 3:00 p.m.

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



This is a free translation into English of the AREVA 2015 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 Board of Directors



Dear Madam, Dear Sir, Dear Shareholder,

I am pleased to invite you to the AREVA Ordinary and Extraordinary General Shareholders' Meeting to be held at 3:00 p.m. on Thursday, May 21, 2015, Tour AREVA – 1 Place Jean Millier, Courbevoie (92400) (FRANCE).

Attended by the members of the Board of Directors, the Shareholders' Meeting provides an ideal opportunity to share information and dialogue. This is a special opportunity to present the company's results and outlook as well as answer the questions you may wish to ask.

You will find hereafter, all the information and guidance needed for you to participate in the Meeting. If you cannot attend this meeting, you have the possibility of voting by post, or giving your vote to a proxy, which can be the Chairman of the Shareholders' Meeting or a person of your choice.

In the following pages, you will find the agenda of the Shareholders' Meeting and the text of the resolutions.

I thank you for your trust and for the attention you will pay to the draft resolutions submitted to your approval.

Please accept, Madam, Sir, Shareholder, the assurance of my highest consideration.

Philippe Varin
Chairman of the Board of Directors

Agenda

■ Ordinary Resolutions

- Approval of the financial statements for the fiscal year ended on December 31, 2014 (1st Resolution)
- Approval of consolidated financial statements for the fiscal year ended on December 31, 2014 (2nd Resolution)
- Allocation of 2014 financial year results (3rd Resolution)
- Approval of agreement subject to the provisions of Articles L. 225-86 et seq. of the French Commercial Code (4th Resolution)
- Approval of agreement subject to the provisions of Articles L. 225-86 et seq. of the French Commercial Code (5th Resolution)
- Agreements subject to the provisions of Articles L. 225-38 et seq. and L 225-42 of the French Commercial Code (6th Resolution)
- Approval of commitments subject to the provisions of Articles L. 225-42-1 of the French Commercial Code granted to Mr. Philippe Knoche in the event of termination of his function as Chief Executive Officer (7th Resolution)
- Ratification of the appointment by cooptation of Mr Daniel Verwaerde as Director (8th Resolution)
- Opinion on the items of remuneration on the components of the compensation of Mr Luc Oursel, Chairman and member of the Executive Board, until December 3, 2014 (9th Resolution)
- Opinion on the items of remuneration on the components of the compensation of Messrs. Philippe Knoche, member of the Executive Board and Chief Operating Officer then CEO, Olivier Wantz, member of the Executive Board and Senior Vice-President and Pierre Aubouin, member of the Executive Board and Senior Vice-President until January 8, 2015 (10th Resolution)

■ Extraordinary Resolutions

- Modification of the conditions concerning participation at Shareholders' Meetings; amendment of article 29 of the Articles of association (11th Resolution)

■ Powers

- Powers in order to fulfil all formalities (12th Resolution)

Attending the Shareholders' Meeting

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

Documenting the right to attend the Shareholders' Meeting

In accordance with the provisions of article R. 225-85 of the French Commercial Code, the right to attend the Shareholders' 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 the second trading day before the Shareholders' Meeting *i.e.* May 19, 2015 at 0:00 am, 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 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 Shareholders' Meeting in person who did not receive an admission card by the third business day preceding the Shareholders' Meeting.

Ways of attending the Shareholders' Meeting

The shareholder has several options for participating in the Shareholders' Meeting. He or she may (1) attend the Shareholders' 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. Shareholder wishing to attend the Shareholders' Meeting in person:

- **registered shareholder** automatically receive a notice to attend the Shareholders' Meeting which will notably

include a form allowing the shareholder to attend the meeting, to be represented at it, or to exercise a postal vote, which he or she must complete, stating that he or she wishes to attend the Shareholders' Meeting, and then return it signed, using the prepaid envelope attached or, the shareholder may go directly to the desk set up for this purpose on the day of the Shareholders' Meeting, with proof of identity;

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

2. Shareholder unable to attend the Shareholders' Meeting in person:

A shareholder unable to attend the Shareholders' Meeting may cast his vote by correspondence or by sending a proxy form to the Chairman of the Shareholders' Meeting, or sending a proxy form to any other person.

- **registered shareholder** must send the unique voting form attached to the convening notice using the prepaid envelope attached;
- **bearer shareholder** requests the unique voting form to the custodian of your shares. All forms, attached with the certificate of participation issued by the custodian of your shares, shall be sent to the following address: *Société Générale - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3.*

In order to be valid, postal voting forms must be received by to the *Société Générale - Service des Assemblées* before May 18, 2015.

The provisions of article R. 225-79 of the French Commercial Code provide for the notification of the appointment or withdrawal of a proxy via email:

- **registered shareholder** must send an e-mail to the following address: actionnaires@areva.com with electronic signature, stating his or her name, first name, address and the registered account number as well as the name and first name of the proxy.

Attending the Shareholders' Meeting

- **bearer shareholder** must send an e-mail to the following address: actionnaires@areva.com with electronic signature, stating his or her name, first name, address and bank details as well as the name and first name of the proxy. A written confirmation shall be sent by the custodian of your shares to the *Société Générale - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3*.

Confirmations for the notification of the appointment or withdrawal of a proxy shall be received the notification of the appointment or withdrawal of a proxy on May 20, 2015 before 3.00 pm (Paris time).

It should be noted that any shareholder who has already voted, sent a proxy or requested an admission card may no longer choose another method of attendance.

Nevertheless, shareholder may at any time dispose of all or part of his or her shares.

If the disposal occurs before the second trading day before the Shareholders' Meeting *i.e. May 19, 2015 at 0:00 am*, 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. If the disposal occurs after the second trading day before the Shareholders' Meeting *i.e. May 19, 2015 at 0:00 am*, Paris time, it shall not be taken into consideration.

Written questions

In accordance with article L. 225-108 of the French Commercial Code, written questions shall be sent to the Board of Directors, at the latest on the fourth day prior to the Shareholders' Meeting, *i.e. May 15, 2015 at 00:00* (Paris time), by registered letter with an acknowledgement of receipt at the following address: AREVA, *Secrétariat Général, TOUR AREVA, 1 Place Jean Millier, 92400 COURBEVOIE* or by sending an e-mail to the following e-mail address : legal.assgen.aveva@areva.com.

In accordance with article R. 225-84 of the French Commercial Code, written questions has to be sent together with a certificate of account registration.

The Board of Directors will answer to the written questions during the Shareholders' Meeting or, the answer will be given on the Company website. A common response can be provide to questions having the same content.

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 Shareholders' Meeting shall be available at AREVA's head office - AREVA - *Tour AREVA – Direction de la communication Financière - 1, Place Jean Millier - 92400 Courbevoie, France*.

The documents stipulated in article R. 225-73-1 of the French Commercial Code will be available on the Company's website at: <http://www.areva.com> (Shareholders' Meeting section), no later than the twenty-first day preceding the Shareholders' Meeting.

Attending the Shareholders' 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:

ATTEND THE MEETING
Tick box A.

TO GIVE A PROXY TO ANOTHER PERSON
Tick the box and indicates the name and address of the proxy

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.

A. 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.

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

AREVA
1 PLACE JEAN MILLIER - TOUR AREVA
92400 COURBEVOIE
AU CAPITAL DE EUR 1 456 178 437,60
712 054 923 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE
du jeudi 21 mai 2015 à 15 heures
Tour AREVA
1 place Jean Millier
92400 COURBEVOIE

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote **NON** ou je m'abstiens.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci la case correspondant à mon choix.

									Oui / Yes	Non/No										Oui / Yes	Non/No
									Abst/Abs	Abst/Abs										Abst/Abs	Abst/Abs
1	2	3	4	5	6	7	8	9	A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>							
10	11	12	13	14	15	16	17	18	B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>							
19	20	21	22	23	24	25	26	27	C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>							
28	29	30	31	32	33	34	35	36	D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>							
37	38	39	40	41	42	43	44	45	E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<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'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.....

Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote NO)

Je donne procuration [cf. au verso renvoi (4)] à M., Mme 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:

à la banque / to the bank 18/05/2015
à la société / to the company 18/05/2015

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLEE GENERALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)

M. Mme 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 seront valides 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

TO VOTE BY POST
Tick the box.

TO GIVE A PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING
Tick the box.

Note : Only duly completed ballots reaching *Société Générale* no later than three days before the scheduled date of the Meeting *i.e* May 18, 2015, 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 2014

OVERVIEW

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

In 2014, AREVA had consolidated revenue of 8.336 billion euros. The group had 46.866 billion euros in backlog at December 31, 2014, representing 5.6 years of revenue, providing good visibility for the group. It employs 41,847 people.

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

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

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

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

In 2014, the group continued to reorganize part of its Renewables operations. Consequently, the Wind Energy, Solar Energy and Energy Storage businesses are consolidated under "Discontinued operations", in application of IFRS 5.

The disposals of Euriware, the Duisburg fuel cladding manufacturing plant, AREVA TA's Command and Control for Transportation business and Aerospace Assembly Lines business, the electrical panels business in Brazil, and the land-based wind turbine business resulted in their treatment as "discontinued operations" in the consolidated financial statements.

HIGHLIGHTS OF THE PERIOD 2014

Concerning business strategy and capital expenditures

- On January 20, AREVA and Gamesa announced that they had begun exclusive negotiations to create a 50/50 joint venture in the off shore wind field.
- On March 3, an additional 1 million euros were contributed to the share liquidity agreement between AREVA and Natixis.
- On March 12, AREVA priced and launched a 750-million-euro bond issue with an annual coupon of 3.125% maturing in 9 years, on March 20, 2023.
- On April 1, Advanced Nuclear Fuels GmbH, an AREVA subsidiary, sold its fuel cladding production plant in Duisburg, Germany.
- On April 17, after the Czech utility CEZ announced the cancellation of a tender from which the group had been unjustly excluded in 2012, AREVA announced the withdrawal of the appeal that had been filed with the Regional Tribunal Court of Brno. This allows the relationship with CEZ to return to normal.
- On May 7, AREVA and Capgemini signed agreements involving a commercial partnership in the form of a major IS outsourcing and systems integration contract in the amount of 1 billion euros over a period of 10 years, and the acquisition of Euriware and its subsidiaries by the Capgemini group.
- On May 23, AREVA, Smart Energies (via its subsidiary CETH 2) and Ademe announced the creation of the AREVA H2Gen joint venture, which will manufacture proton exchange membrane electrolyzers.
- On June 30, AREVA finalized financing arrangements for Société d'Enrichissement du Tricastin (SET), which owns and operates the Georges Besse II enrichment plant. A 10-year loan in the amount of 650 million euros was established with a group of 10 international banks.
- On July 7, AREVA and Gamesa signed binding agreements to create a 50/50 joint venture in the field of off shore wind.

Brief presentation of AREVA's position in 2014

- On August 1, on the occasion of the publication of its half-year results, AREVA announced the decision to discontinue the Solar Energy business upon the completion of current construction projects, unless it receives a full takeover bid in the short term.
- On October 7, AREVA announced new measures to strengthen its balance sheet and manage its debt. These measures include a 200-million-euro reduction in cumulative capital spending for the 2015-2016 period, the sale of non-strategic operations or minority interests in projects for a minimum amount of 450 million euros by the end of 2016 and, depending on market conditions, a hybrid bond issue.
- On October 27, as part of the International Chamber of Commerce arbitration procedure concerning the construction of the OL3 nuclear power plant, the AREVA-Siemens consortium announced on October 23 that it had adjusted the amount of its claim against its Finnish customer TVO to reflect updated cost estimates and interest accrued to date.
- On October 31, Alstom acquired AREVA TA's Command & Control for Transportation (CCT) business, which includes the design and implementation of signalling solutions for tram and metro systems, an onboard electronic safety system and radio communications technology.
- On November 18, in the framework of planning and forecasting activities performed regularly by the Executive Board, AREVA announced that it was suspending its financial outlook for the years 2015 and 2016, pending the conclusion of these activities.
- On December 1, AREVA TA closed the sale of its Aerospace Integration business to AIP Aerospace.
- On November 26, the Supervisory Board has convened a General Shareholder Assembly to be held on January 8, 2015 in order to submit a new governance structure for their approval. It has also approved the nomination of Philippe Varin to replace Christophe Béhar, who has resigned.
- On December 3, Luc Oursel passed away.
- On January 8, 2015, AREVA SA's Extraordinary General Meeting of Shareholders decided to transform the company's governance from that of a corporation with a Supervisory Board and an Executive Board into a corporation with a Board of Directors. On that same day, the newly appointed Board of Directors decided to split the positions of Chairman of the Board and Chief executive Officer. Mr. Philippe Varin was appointed Chairman of the Board of Directors and Mr. Philippe Knoche was appointed CEO of AREVA.

In the nuclear field

- On January 24, installation of the EPR reactor vessel was completed at the Flamanville 3 construction site.
- On February 3, the Comurhex II facilities were placed in full service at Malvézi.
- On February 12, the success of the leak tightness test of the EPR containment building at Olkiluoto 3 was confirmed.
- On February 12, AREVA announced that it had decided to site its second lead-212 production unit in the town of Caen la Mer, France. The new AREVA Med production unit in Lower Normandy, whose construction will be confirmed upon the conclusion of important ongoing scientific programs, will add its industrial production capacity to that of the Maurice Tubiana Laboratory in Bessines, in the Haute-Vienne department.
- On March 13, a first batch of uranium ore produced by the Cigar Lake mine operated by Cameco in the Canadian province of Saskatchewan was shipped to AREVA's McClean Lake mill.
- On March 26, during the visit to France of President Xi Jinping of the People's Republic of China, AREVA signed a series of agreements with its Chinese partner CNNC.

Concerning governance

- On May 20, during the Annual General Meeting of Shareholders, the group announced that it was launching a project to modify its governance.
- On October 20, Luc Oursel announced that he was no longer able to maintain his responsibilities as Chief Executive Officer of AREVA. Some days later, the Supervisory Board has decided to bestow Philippe Knoche the same powers as those of the Chairman of the Executive Board.

Brief presentation of AREVA's position in 2014

- On April 1, testing of the instrumentation and control system for the Olkiluoto 3 EPR reactor began at AREVA's Erlangen site in Germany.
- On April 11, AREVA was pleased to learn that STUK, the nuclear safety authority of Finland, had validated the general layout of the OL3 EPR's instrumentation and control system.
- On April 14, AREVA has been awarded a contract by Korea Hydro & Nuclear Power (KHNP), subsidiary of the Korea Electric Power Corporation (KEPCO), for the supply and the replacement of six stators for the Kori Nuclear Power Plant Units 3 and 4.
- On May 5, during the visit to France of Prime Minister Shinzo Abe of Japan, AREVA and Atox announced the creation of the Anadec joint venture, which will supply dismantling solutions and services to Fukushima and other Japanese power plants to be shut down.
- On May 26, in Niamey, AREVA and the State of Niger signed an agreement renewing their strategic partnership.
- On May 28, Vattenfall selected AREVA to supply fuel assemblies to four of its seven reactors in Sweden. The contract for four years' supply covers the period 2016-2020 and includes services associated with the fuel supply.
- On June 5, initial commissioning tests began in the control room of the Flamanville 3 EPR reactor under construction.
- On June 10, AREVA has been selected by the operator of the Kozloduy Nuclear Power Plant (KNPP) to provide services for the safety instrumentation and control (I&C) and electrical systems for Kozloduy units 5 and 6.
- On June 20, Prime Minister Manuel Valls of France visited AREVA's Creusot Forge site, which specializes in the manufacture of large forgings and castings, and inaugurated the site's new 9,000-metric-ton hydraulic press.
- On June 26, at the Maurice Tubiana Laboratory, AREVA Med produced the first batch of lead-212 used in cancer treatment.
- On June 30, the Borssele nuclear power plant in the Netherlands started generating electricity from MOX fuel supplied by AREVA.
- On July 11, testing of the safety instrumentation and control system for the Olkiluoto 3 EPR reactor began at AREVA's Erlangen site in Germany.
- On July 15, the French nuclear safety authority ASN renewed the operating license of AREVA's MELOX plant after completion of the 10-year safety review.
- On July 15, AREVA announced the creation of a steering committee with six American utilities for the deployment in the United States of GAIA, AREVA next-generation nuclear fuel.
- On August 26, AREVA has signed a series of contracts to provide nuclear fuel fabrication, outage services and used fuel management solutions to a major U.S. nuclear utility. These contracts represent a global investment of more than \$100 million.
- On September 1, in Finland, the AREVA-Siemens consortium submitted an updated schedule for the Olkiluoto 3 EPR reactor project to its customer TVO. The schedule calls for the completion of construction in mid-2016, followed by a testing phase and connection of the power plant to the grid in 2018.
- On September 6, AREVA signed a contract with South-African utility Eskom to replace steam generators at the Koeberg nuclear power plant.
- On September 10, Xcel Energy and AREVA have extended a nuclear fuel and services contract to supply the Monticello nuclear power plant in Minnesota. Covering the period 2017-2029, this contract includes the supply of natural uranium, conversion and enrichment services, as well as the fabrication and delivery of fuel assemblies.
- On September 11, AREVA has been awarded a contract by the U.S. utility Tennessee Valley Authority (TVA) to supply nuclear fuel to the three boiling water reactors at the Browns Ferry Nuclear plant in Alabama.
- On September 15, AREVA has been selected by the utility RWE to supply fuel assemblies to the Emsland nuclear power plant.
- On September 17, in Haiyan, China, AREVA inaugurated its wholly owned subsidiary AREVA China Nuclear Services (ACNS), which is dedicated to supplying products and services for the maintenance of Chinese reactors already in service.

Brief presentation of AREVA's position in 2014

- On October 2, AREVA and EDF signed a groundbreaking framework agreement for the future operation of the French nuclear reactor fleet. The agreement calls for the design and fabrication of fuel for EDF nuclear reactors in France from 2015 to 2021.
- On October 8, the McClean Lake mill operated by AREVA in Canada started to process uranium ore from the Cigar Lake mine, located 70 kilometers from the mill.
- On October 8, the European Commission approved the Hinkley Point C project of construction of two EPR reactors in the United Kingdom.
- On October 14, the governments of France and South Africa signed an intergovernmental cooperation agreement for the development of civilian nuclear power.
- On October 30, the reactor vessel for the Taishan 2 EPR reactor was installed in the reactor building.
- On November 5, AREVA announced that it had provided EDF with the documentation to support the operating license application concerning the Flamanville 3 EPR reactor, which corresponds to the documentation submitted to ASN to demonstrate the safety of the reactor's operations.
- On November 13, AREVA has been selected by the Finnish utility Teollisuuden Voima (TVO) to supply fuel assemblies to the nuclear reactors in operation at the Olkiluoto nuclear power plant. From 2016 to 2019, AREVA will deliver a total of four reloads of its ATRIUM™ fuel design.
- On November 24, the Corys joint venture between AREVA and EDF commissioned the full-scale simulator for the Taishan power plant. The simulator will be used to train the future operators of the two EPR units under construction.
- On December 3, AREVA announced that its division AREVA TN has recently been awarded two major contracts with a combined value of more than \$70 million for the supply of used nuclear fuel storage solutions.

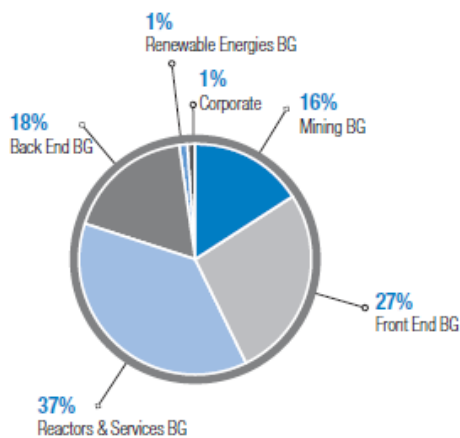
In the Renewable Energies fields

- On January 31, AREVA inaugurated the Bio Golden Raand biomass power plant built in partnership with the Dutch civil engineering company Ballast Nedam Industriebouw and the Finnish company and boiler supplier Metso Power Oy.
- On February 6, AREVA and Schneider Electric signed a strategic partnership agreement to develop energy storage and energy management solutions based on hydrogen production and fuel cells.
- On February 20, AREVA announced the successful installation of 20 of the 40 turbines in the German wind farm of Trianel Borkum in the North Sea. Installation of AREVA's 5-MW M5000 turbines had begun in September 2013. The Trianel Borkum wind farm covers an area of 56 km² some 45 kilometers off the coast of Germany.
- On March 12, AREVA selected Schneider Electric as a preferred supplier of electrical equipment for its off shore wind turbines, in particular for its fleet of 100 5-MW wind turbines in the bay of Saint-Brieuc and for ongoing bids for the Dieppe Le Tréport and Yeu-Noirmoutier projects in France.
- On May 7, after a national call for bids, the French Government selected the grouping formed by GDF Suez, EDP Renewables, Neoen Marine and AREVA for the installation and operation of off shore wind farms near Le Tréport, Normandy (500 MW) and the Yeu and Noirmoutier islands in the Pays-de-Loire region (500 MW).
- On June 5, the 40 AREVA M5000 5-MW wind turbines were successfully installed at the Trianel Borkum wind farm in the German North Sea.
- On August 29, the 80 AREVA M5000-116 5-MW wind turbines were successfully installed at the Global Tech I off shore wind farm in Germany.
- On October 2, AREVA and Schneider Electric signed an R&D agreement to develop a new energy storage solution using continuous flow battery technology.
- On October 14, AREVA has signed a contract with Brazilian utility BOLT Energias for the construction of the Campo Grande biomass power plant in the state of Bahia.

Brief presentation of AREVA's position in 2014

- On November 14, the Reliance project's concentrated solar power plant in Rajasthan, India was connected to the grid.

AREVA REVENUE IN 2014 BY BUSINESS GROUP



Source: AREVA

The Mining Business Group represented 16% of AREVA's consolidated revenue in 2014, or 1.297 billion euros. With its presence on five continents, its operations include exploration for new deposits, mining and milling of the uranium ore, and site rehabilitation following mining operations. Today, AREVA is a global leader in uranium production with a diversified portfolio of mines in operation (Canada, Kazakhstan and Niger) and projects under development or in the exploration phase (Africa, Canada and Mongolia).

The Front End Business Group represented 27% of consolidated revenue in 2014, or 2.235 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 represented 37% of consolidated revenue in 2014, or 3.119 billion euros. Its operations combine nuclear reactor design and construction and the manufacture of related equipment. It also offers products and services for the operation, maintenance, modernization and performance improvement of nuclear power plants. AREVA is one of the world's

leading nuclear reactor constructors in terms of installed capacity, and a leader in heavy equipment replacement for nuclear reactors. In addition to its installed base business, AREVA is a leading player in the design and construction of next-generation reactors. The operations of the Reactors & Services Business Group also include the design and construction of nuclear reactors for research and naval propulsion, and related services.

The Back End Business Group represented 18% of AREVA's consolidated revenue in 2014, or 1.531 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 represented 1% of AREVA's consolidated revenue in 2014, or 52 million euros, generated by the Bioenergy activity. In application of IFRS 5, and in view of the creation of the AREVA H2Gen joint venture with Smart Energies and Ademe in the energy storage field. Accordingly, 2013 data was restated to present pro forma information using the 2014 consolidation scope, and income from these operations is presented on a separate line. The Energy Storage activity is no longer included in consolidated revenue or in other consolidated data. Since 2013, the Wind Energy and Solar Energy activities are no longer included in them either.

Brief presentation of AREVA's position in 2014

SELECTED FINANCIAL INFORMATION

Summary data

<i>(in millions of euros, except workforce)</i>	2014	2013 ⁽²⁾	Change 2014/2013
Income			
Reported revenue	8,336	9,062	-725
Gross margin	(390)	1,227	-1,617
<i>Percentage of reported revenue</i>	<i>ns</i>	<i>13.5%</i>	<i>ns</i>
Operating income	(2,645)	34	-2,679
Net financial income	(397)	(248)	-149
Share in net income of joint ventures and associates	(154)	(13)	-141
Net income from discontinued operations	(648)	(256)	-392
Consolidated net income	(4,834)	(494)	-4,340
Comprehensive income attributable to equity owners of the parent	(5,155)	(562)	-4,593
Cash flow			
Reported EBITDA	711	991	-280
<i>Percentage of reported revenue</i>	<i>8.5%</i>	<i>10.9%</i>	<i>-2.4 pts.</i>
Restated EBITDA ⁽¹⁾	735	991	-257
<i>Percentage of reported revenue</i>	<i>8.8%</i>	<i>10.9%</i>	<i>-2.1 pts.</i>
Change in operating working capital requirement	43	552	-508
Net operating Capex	(1,160)	(1,371)	+211
Reported free operating cash flow before tax	(403)	165	-568
Restated free operating cash flow before tax ⁽¹⁾	(372)	165	-537
Miscellaneous			
Backlog	46,866	41,440	+5,426
Net cash (debt)	(5,809)	(4,468)	-1,340
Equity attributable to owners of the parent	(673)	4,574	-5,247
Capital employed	5,564	7,657	-27.3%
Workforce at year end	41,847	44,743	-6.5%
Dividend per share	-	-	-

⁽¹⁾ Restated for the impacts of 2014 asset disposals.

⁽²⁾ In application of IFRS 5 and IFRS 11, the financial statements at December 31, 2013 were restated to present pro forma data at comparable consolidation scope at December 31, 2014.



Current composition of the Board of Directors

On January 8, 2015, the Shareholders of AREVA decided to change the form of governance from that of a Supervisory Board and an Executive Board to that of a single Board of Directors.

You will find, hereunder, the current membership of the Board of Directors.

Chairman of the Board of Directors

- Mr. Philippe Varin

Vice Chairman of the Board of Directors

- Mr. Daniel Verwaerde

Chief Executive Officer

- Mr. Philippe Knoche

Members appointed by the Shareholders' Meeting

- Ms. Sophie Boissard
- Mr. Claude Imauven
- Mr. Christian Masset (on a proposal of the French State)
- Mr. Denis Maurin (on a proposal of the French State)
- Ms. Pascale Sourisse

Members representing the French State

- Mr. Alexis Zajdenweber

Members elected by and representing employees

- Mr. Jean-Michel Lang
- Ms. Odile Matte
- Ms. Françoise Pieri

Also attend meetings of the Board of Directors without voting right:

- The Head of the “Atomic Energy” control mission of the general economic and financial control department, represented by Mr. Christian Bodin.
- 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 Board of Directors, assisted by Ms. Malak Tazi, deputy secretary to the Board of Directors.
- The censors: the CEA (represented by Mr. Christophe Gégout) and Mr. Pascal Faure.

Corporate Management

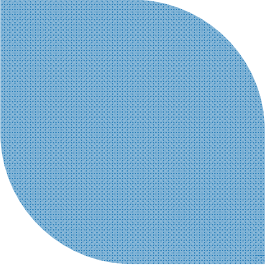
During the Board of Directors of January 8, 2015, Philippe Knoche was appointed as Chief Executive Officer.

Following his nomination, Philippe Knoche has appointed a condensed team, the Executive Committee (Excom), placing operations at the center of the group's executive leadership.

CORPORATE MANAGEMENT

EXECUTIVE COMMITTEE (EXCOM)

Philippe Knoche	Chief Executive Officer
Rémy Autebert	Senior EXECUTIVE Vice President, Asia Region, and Executive Director for reorganization of the international commercial function
Eric Chassard	Senior Executive Vice President, Engineering & Projects
Anne-Marie Choho	Senior Executive Vice President, Operations Support
Guillaume Dureau	Senior Executive Vice President, Back End Business Group
Stéphane Lhopiteau	Chief Financial Officer
François Nogué	Senior Executive Vice President, Human Resources
Philippe Samama	Senior Executive Vice President, Reactors & Services Business Group
Olivier Wantz	Senior Executive Vice President, Mining and Front End Business Groups
Magali Smets	Secretary of the Executive Committee



Information about the director whose ratification of the co-opting is submitted to the Shareholders' Meeting

Mr. Daniel Verwaerde

During this Shareholders' Meeting, you will be asked to vote in Resolution 8 on the ratification of the appointment by cooptation of Mr Daniel Verwaerde as member of the Board of Directors, co-opted by the Board of Directors on February 2, 2014, to replace Mr Bernard Bigot, who resigned.

Daniel Verwaerde was born in 1954. He studied mathematics, physics, modelisation and computer science in France. He was graduated from the French university "Ecole Centrale de Paris" in 1977, with a specialty in "Applied Mathematics and Computer Science". He was auditor of the 32nd session of the Centre for Higher Armament Studies (CHEAr).

Daniel Verwaerde joined CEA, the French Alternative Energies and Atomic Energy Commission, in 1978. During ten years, he developed and implemented new numerical methods and computer applications dealing with transport of charged particles, neutrons and photons.

In 1991, he was called to head the CEA Department for simulation and Computer Science, whose mission was to develop computer studies and to run the CEA "super computers" for military applications.

In 1996, after the French President decision to stop nuclear testing and to switch to simulation, Daniel Verwaerde became the first director for the French Simulation program. This program involves both basic physics and computer science, but also the construction of big experimental facilities as the "Laser Megajoule". Concurrently, from 1998, the High Commissioner for Atomic Energy asked him to extend his work to include the development of simulation in major CEA research programs.

From year 2000 to year 2004, he was appointed director for CEA-Ile de France Center for military applications, which

gathers, in particular, the CEA teams in charge of computer and environmental sciences. During that period, he designed the Ter@tec campus concept, devoted to promote high-performance digital computing in research and industry.

In 2004, Daniel Verwaerde took the responsibility for French nuclear deterrence programs at CEA. During this period, he was responsible for the French nuclear weapon programs and the simulation program, in particular acting as project manager of "Laser Megajoule".

In April 2007, he was appointed Director for Military Applications. This direction of CEA is in charge of nuclear weapon, nuclear propulsion for submarines and aircraft carriers, strategic material supply and counter-proliferation programs.

On 28 January 2015, Daniel Verwaerde was appointed Administrator General of CEA.

Since 1981, Daniel Verwaerde has been teaching "applied mathematics" in Ecole Centrale Paris. In 1991, he became professor responsible for numerical analysis and computer science.

Daniel Verwaerde is a *Chevalier* in the *Ordre national du Mérite* and *Officier* in the *Ordre national de la Légion d'Honneur*.

Daniel Verwaerde also holds the following position:

- Administrateur général du CEA

During the last five years, he also held the following position:

- Administrateur de SODERN

Proposed resolutions and objectives

To follow are the draft resolutions that will be submitted to you at the Shareholders' Meeting.

The resolutions are preceded by an introductory paragraph which explains the reasons for each of the proposed resolutions. The resolutions are detailed in the Board of Directors' report to the Shareholders' Meeting which is available on the Company's website.

Ordinary Resolutions

Approval of corporate financial statements for the fiscal year ended on December 31, 2014 (Resolutions 1 and 2)

Objective:

It is proposed that you approve, once you have read the reports from the Board of Directors and the Auditors, the financial statements, showing a net loss of 5 309 351 289,30 euros, and AREVA's consolidated financial statements for the fiscal year ending on December 31, 2014.

The details of these statements are given in the AREVA 2014 Reference Document, published in accordance with the applicable legal and statutory provisions, and available on the Company's website (www.areva.com).

FIRST RESOLUTION

Approval of financial statements for the fiscal year ended on December 31, 2014

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having read the Board of Directors' report, and the Auditors' report on the financial statements, approves the financial statements for the fiscal year ending on December 31, 2014, as submitted to it, and the transactions represented in these accounts or summarised in these reports, showing a net loss of 5,309,351,289.30 euros.

The Shareholders' Meeting acknowledges the report by the Chairman of the Board of Directors on the composition of the Board and application of the principle of balanced representation of men and women on the Board, the conditions of preparing and organising the Board's work, and on the internal control and risk management procedures put in place by the Company, and the Auditors' report on this report.

Pursuant to Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting expressly approves the total amount of expenditure and charges referred to at point 4, Article 39 of the General Taxation Code, which amounts to 56,703.54 Euros during the past year, corresponding to a Corporation tax of 19,523.03 Euros.

SECOND RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended on December 31, 2014

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having read the Board of Directors' report and the Auditors' report on the said financial statements, approves the consolidated financial statements for the fiscal year ending on December 31, 2014, as submitted to it, and the transactions represented in these accounts or summarised in these reports.

Allocation of 2014 financial year results (Resolution 3)

Objective:

The Board of Directors proposes to allocate the loss for the fiscal year ending on December 31, 2014 to retained earnings.

THIRD RESOLUTION

Allocation of 2014 financial year results

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings, resolves to allocate the loss for the year ended on December 31, 2014, amounting 5,309,351,289.30 euros, to retained earnings, which would be decreased from 3,896,176,541.70 euros to (1,413,174,747.60) euros.

The Shareholders' Meeting acknowledges, in accordance with the law, that no dividends have been distributed in the three previous fiscal years.

Approval of regulated agreements (Resolutions 4, 5 and 6)

Objective:

The purpose of resolutions 4 and 5, is for you to approve the new regulated agreements authorized by the Supervisory Board in 2014. The resolution 6 is about regulated agreements reviewed by the Board of Directors on April 29, 2015.

1/ For the purpose of financing a subsidiary of AREVA, *Société d'Enrichissement du Tricastin (SET)*, which owns and operates the Georges Besse II enrichment plant, the Supervisory Board of AREVA SA, as its meeting on

Proposed resolutions and objectives

February 26, 2014, authorized the signature by AREVA SA of a subordination agreement.

This subordination agreement aims, notably, to subordinate the rights of AREVA SA, of AREVA NC and SET Holding against SET under any shareholders funding agreement, to the right of lending banks of SET, until the amount due to them has been entirely reimbursed.

This convention was signed on June 13, 2014.

It is proposed to approve this convention.

2/ As its meeting on November 26, 2014, the Supervisory Board of AREVA SA, authorized the signature of a letter to formalize the engagement of the Company to support its subsidiary AREVA TA, in case of this one would not be able to assume its significant loss. This convention was signed on November 26, 2014.

It is proposed to approve this convention.

3/ On February 26, 2015, the managing Director of CEA and General Manager of AREVA SA signed an agreement for the drafting and implementation of the conditions for the final settlement of the situation of the RJH, on the basis of their current shared vision of what is still to be done, the schedule upon completion and the related resources needed to finalize the project for the construction of this reactor with the aim of loading the first core in October 2019.

As it was imperative to reflect the risks associated with the RJH project in the accounts as at December 31, 2014, it was necessary to urgently sign said agreement on February 26, 2015 once an agreement had been reached between CEA and AREVA SA. It was not possible to convene a meeting of the Board of Directors within the time available and in satisfactory conditions of quorum before the signature.

It is proposed to ratify this convention, in accordance with article L. 225-42 of the French Commercial Code.

As its meeting on April 29, 2015, the Board of Directors of AREVA SA, authorized the signature of a tripartite memorandum of understanding between CEA, AREVA SA and AREVA TA for the final settlement of the situation of the RJH, based on reciprocal concessions satisfying the following guidelines:

- An additional financial contribution by AREVA SA supplementing the existing arrangement of the bilateral agreement for the financing of the RJH dated 22 December 2006,

- In accordance with the existing contractual framework (project management contracts and FRN), CEA and AREVA TA bearing the costs and risks relating to the agreements and contracts for which they are respectively responsible,

- The elimination of the financial and technical risks of the project for the future, based on a different method of management, with an integrated team, minimizing any potential disagreement over responsibilities, with stronger common governance a financial incentives, all part of an approach to project management based on objective costs.

It is proposed to approve this convention.

FOURTH RESOLUTION

Agreement subject to the provisions of Articles L. 225-86 et seq. of the French Commercial Code

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having read the Auditors' special report on the agreements and commitments referred to at Articles L. 225-86 et seq. of the French Commercial Code, approves the subordination agreement aims, notably, to subordinate the rights of AREVA SA, of AREVA NC and SET Holding against SET under any shareholders funding agreement, to the right of lending banks of SET, until the amount due to them has been entirely reimbursed, authorized by the Supervisory Board on February 26, 2014.

FIFTH RESOLUTION

Agreement subject to the provisions of Articles L. 225-86 et seq. of the French Commercial Code

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having read the Auditors' special report on the agreements and commitments referred to at Articles L. 225-86 et seq. of the French Commercial Code, approves the convention formalizing the engagement of the Company to support its subsidiary AREVA TA, in case of this one would not be able to assume its significant loss, authorized by the Supervisory Board on November 26, 2014.

SIXTH RESOLUTION

Agreements subject to the provisions of Articles L. 225-38 et seq. and L. 225-42 of the French Commercial Code

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having read the Auditors' special report and

Proposed resolutions and objectives

supplementary special report on the agreements and commitments:

- Ratifies, accordingly to Article L. 225-42 of the French Commercial Code, the agreement signed between the managing Director of CEA and General Manager of AREVA SA for the drafting and implementation of the conditions for the final settlement of the situation of the RJH, and
- Approves, accordingly to Article L. 225-38 of the French Commercial Code, the tripartite memorandum of understanding between CEA, AREVA SA and AREVA TA for the final settlement of the situation of the RJH authorized by the Board of Directors on April 29, 2015.

Approval of commitments (Resolution 7)

Objective:

It is proposed, in resolution 7, that you approve the commitments authorized by the Board of Directors as its meeting on April 29, 2015, on the proposal of the Appointments and Compensation Committee, in favour of Mr Philippe Knoche as CEO since January 8, 2015, related to elements of his compensation and benefits that may due as a result of the termination of, or a change in, his function, or after the termination of his function.

The Board of Directors adopted the following rules:

Mr Philippe Knoche may have the benefit of severance pay in the maximum amount of twice the cumulative total of his annual compensation on the date of termination of his duties.

Mr Philippe Knoche is not entitled to severance pay in the following circumstances: (i) if he elects to retire, or is required to do so, for any reason shortly after the end of his term, or (ii) if he is appointed to another function within the AREVA group.

The aforesaid severance payment shall be made only if Mr Philippe Knoche is dismissed such as in the event of a change in control or strategy, being specified that it shall not be made in the event of dismissal for just cause.

The severance payment shall be subject to performance conditions, according to the following:

- Severance compensation will be paid automatically if the rate of achievement of quantitative and qualitative objectives was more than 60% on average for the periods ended the two previous years,
- If the rate of achievement of quantitative and qualitative objectives was less than 60% on average for the periods ended the two previous years, the Board of Directors will

assess the performance based on circumstances impacting the company's business during the year currently ended.

The Board of Directors may decide to grant severance pay to Mr Philippe Knoche in consideration for an agreement not to compete. The Board of Directors will determine the amount of the non-compete payment in accordance with industry practices and may decide to offset the payment against severance pay as provided above.

Mr Philippe Knoche may have the benefit of:

- An unemployment insurance plan sponsored by MEDEF and underwritten by *Garantie Sociale des Chefs et Dirigeants d'Entreprise* (GSC). Premiums for this insurance are paid 65% by AREVA and 35% by the beneficiary,
- Supplemental retirement programs applicable to company employees.

All severance payments shall first be approved by the Board of Directors in accordance with article L. 225-42-1 of the French Commercial Code and approved by the minister of the Economy in application of the above-mentioned decree no. 53-707 of August 9, 1953.

Information concerning the commitments authorized in favour of Mr. Philippe Knoche is available on the Company's website and in the Board of Directors' report.

It is proposed to approve this commitment.

SEVENTH RESOLUTION

Approval of commitments subject to the provisions of Articles L. 225-42-1 of the French Commercial Code granted to Mr. Philippe Knoche in the event of termination of his function as Chief Executive Officer

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings, having read the Auditors' special report and supplementary special report on the agreements and the commitments referred to in Article L. 225-42-1 of the French Commercial Code, approves the commitments entered into by the Company in favor of Mr. Philippe Knoche as a result of the termination of, or a change in, his function, or after the termination of his function, authorized by the Board of Directors on April 29, 2015.

Ratification of the appointment by cooptation of Mr Daniel Verwaerde as Director (Resolution 8)

Objective:

Proposed resolutions and objectives

The Board of Directors proposes that you ratify the appointment by cooptation of Mr Daniel Verwaerde as member of the Board of Directors, co-opted by the Board of Directors on February 2, 2015, to replace Mr Bernard Bigot, who resigned.

Information concerning Mr Daniel Verwaerde is given in the Board of Directors' report and on page 16 of this notice of meeting.

EIGHTH RESOLUTION

Ratification of the appointment by cooptation of Mr Daniel Verwaerde as Director

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings, ratifies the appointment by cooptation of Mr Daniel Verwaerde as member of the Board of Directors, by the Board of Directors on February 2, 2015, in replacement of Mr Bernard Bigot for the remainder of his term of office, i.e., until the end of the Shareholders' Meeting that will be called to approve the financial statements for the fiscal year ending on December 31, 2018.

Opinion on the components of the compensation for the fiscal year ended on December 31, 2014 to the members of the Executive Board (Resolutions 9 and 10)

Objective:

In accordance with the recommendations of the AFEP-MEDEF Corporate Governance Code of June 2013 (§24.3), a code to which the Company refers pursuant to Article L. 225-37 of the French Commercial Code, the components of the compensation due or awarded for the fiscal year ended on December 31, 2014 to each member of the Executive Board are submitted for the consultative opinion of the shareholders: fixed share, variable share, exceptional remuneration, share options, performance shares (and any other long-term remuneration), payments for taking up or resigning their duties, supplementary pension scheme and benefits of all kinds.

These items of remuneration are listed in Section 15 of the AREVA Reference Document 2014 §15.1.1 (www.areva.com) and annexed to the Board of Directors' report.

NINTH RESOLUTION

Opinion on the components of the compensation for the fiscal year ended on December 31, 2014, of Mr Luc Oursel, Chairman and member of the Executive Board until December 3, 2014

Pursuant to the quorum and majority requirements of ordinary Shareholders' Meetings, the Shareholders' Meeting, consulted in accordance with the recommendations of the AFEP-MEDEF Corporate governance Code for Listed Companies, the code to which the Company refers pursuant to Article L. 225.37 of the French Commercial Code, having considered the presentation on the components of the compensation due or awarded to Mr Luc Oursel, Chairman and member of the Executive Board until December 3, 2014, for the fiscal year ended on December 31, 2014 included in the report of the Board of Directors issues a favorable opinion on the said components, as listed at Section 15 of the AREVA Reference Document 2014 §15.1.1.

TENTH RESOLUTION

Opinion on the components of the compensation for the fiscal year ended on December 31, 2014, of Messrs. Philippe Knoche, member of the Executive Board and Chief Operating Officer then CEO, Olivier Wantz, member of the Executive Board and Senior Vice-President and Pierre Aubouin, member of the Executive Board and Senior Vice-President until January 8, 2015

Pursuant to the quorum and majority requirements of ordinary Shareholders' Meetings, the Shareholders' Meeting, consulted in accordance with the recommendations of the AFEP-MEDEF Corporate governance Code for Listed Companies, the code to which the Company refers pursuant to Article L. 225.37 of the French Commercial Code, having considered the presentation on the components of the compensation due or awarded to Messrs. Philippe Knoche, member of the Executive Board and Chief Operating Officer then CEO, Olivier Wantz, member of the Executive Board and Senior Vice-President and Pierre Aubouin, member of the Executive Board and Senior Vice-President until January 8, 2015, for the fiscal year ended on December 31, 2014 included in the report of the Board of Directors issues a favorable opinion on the said components, as listed at Section 15 of the AREVA Reference Document 2014 §15.1.1.

Proposed resolutions and objectives

Extraordinary Resolutions

Modification of the conditions concerning participation at Shareholders Meetings; amendment of article 29 of the Articles of association (Resolution 11)

Objective :

Resolution 11 aims at ensuring compliance of the article 29 of the Article of association with the provisions of Article R. 225-85 of the French Commercial Code as amended by Decree No. 2014-1466 of December 8, 2014 setting that any person whose shares are registered in their name or in the name of a proxy, by midnight, Paris time, on the second business day prior the Shareholders' Meeting, may attend the Shareholders' Meeting.

Previously, the list of persons entitled to attend the Shareholders' Meeting was determined on the third business day prior to the Meeting.

The shareholders are therefore asked to align the wording of article 29 of the Articles of association with this new regulation.

ELEVENTH RESOLUTION

Modification of the conditions concerning participation at Shareholders Meetings; amendment of article 29 of the Articles of association

The Shareholders' Meeting, voting under the conditions of quorum and majority required for extraordinary Shareholders' Meetings, decides, accordingly to article R. 225-85 of the French Commercial Code, to set the record date at the second business day preceding the meeting.

Consequently, the Shareholders' Meeting decides to amend article 29 "Admission to general meetings - share ownership" of the Company's Articles of association as follows:

"1. Any shareholder may attend General Meetings, in person or by proxy, as provided by law, by offering proof of identity and share ownership, either by registering the shares with the Company at least two days prior to the General Meeting or, in the case of bearer shares, by providing a statement issued by the custodian confirming that the shares have been recorded in the register of bearer shares.

(...)"

The rest of article 29 is not amended.

Powers to carry-out formalities (Resolution 12)

Objective:

Resolution 12 is usual and aims at granting all necessary powers to carry out the formalities with respect to the resolutions adopted by the Shareholders' Meeting.

TWELFTH RESOLUTION

Powers in order to fulfil all formalities

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

Use of competence and powers granted to the Executive Board by the Shareholders for capital increases during 2014 and now void

The following table summarizes the delegations of competence and powers to increase the share capital granted by the Shareholders Meeting to the Executive Board, and which became null and void since January 8, 2015.

None of the delegations of competence and powers granted to the Executive Board by Shareholders' Meeting which were in effect in 2014. were used.

Type of authorization	Date of authorization	Period of validity of the authorization/ Maturity	Maximum amount	Amount issued at December 31, 2014
Increase of the share capital by issuing ordinary shares or securities providing access to share capital, with the preemptive subscription right maintained for the shareholders	AGM May 20, 2014 (10 th resolution)	26 months July 20, 2016	436,000,000 euros	None.
Emission of ordinary shares or securities providing access to the company's share capital, with cancellation of the preemptive subscription right, through a public offer	AGM May 20, 2014 (11 th resolution)	26 months July 20, 2016	145,000,000 euros	None.
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 20, 2014 (12 th resolution)	26 months July 20, 2016	145,000,000 euros	None.
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 20, 2014 (13 th resolution)	26 months July 20, 2016	Up to the limit of 15% of the issue	None.
Emission of ordinary 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 20, 2014 (14 th resolution)	26 months July 20, 2016	145,000,000 euros	None.
Capital increase by capitalization of reserves, retained earnings and/or premiums	AGM May 20, 2014 (15 th resolution)	26 months July 20, 2016	Total amount eligible for capitalization	None.
Total nominal cap on immediate or future increases that may be carried out by virtue of the delegations conferred on the Executive Board by the 10 th , 11 th , 12 th , 13 th and 14 th resolutions	AGM May 20, 2014 (17 th resolution)		595,000,000 euros	None.

Delegations of competence and powers granted to the Board of Directors by the Shareholders on January 8, 2015 for capital increases currently in force

Delegations of competence and powers granted to the Board of Directors by the Shareholders' Meeting held on January 8, 2015 for capital increases, and currently in force, are summarized below:

Type of authorization	Date of authorization	Maturity	Maximum amount
Issue of ordinary shares and/or securities that are equity securities giving access to other equity securities or conferring a right to the allocation of debt instruments, and/or securities giving access to equity securities to be issued, with the preemptive subscription right maintained	AGM January 8, 2015 (14 th resolution)	26 months March 8, 2017	436,000,000 euros
Issue of ordinary shares and/or securities that are equity securities giving access to other equity securities or conferring a right to the allocation of debt instruments, and/or securities giving access to equity securities to be issued, with the preemptive subscription right withdrawn, by a public offer	AGM January 8, 2015 (15 th resolution)	26 months March 8, 2017	145,000,000 euros
Issue of ordinary shares and/or securities that are equity securities giving access to other equity securities or conferring a right to the allocation of debt instruments, and/or securities giving access to equity securities to be issued, with the preemptive subscription right withdrawn, by an offer pursuant to part II of article L. 411-2 of the French Monetary and Financial Code	AGM January 8, 2015 (16 th resolution)	26 months March 8, 2017	145,000,000 euros
Authorization to increase the number of shares to be issued in the event of a share issue with or without preemptive subscription right of the shareholders	AGM January 8, 2015 (17 th resolution)	26 months March 8, 2017	Within the limit of 15% of the initial share issue
Issue, without preemptive subscription right, of shares and/or securities giving access to share capital to remunerate contributions in kind granted to the Company consisting of equity securities or securities giving access to share capital	AGM January 8, 2015 (18 th resolution)	26 months March 8, 2017	145,000,000 euros
Capital increase by capitalization of reserves, retained earnings or premiums	AGM January 8, 2015 (19 th resolution)	26 months March 8, 2017	Total amount eligible for capitalization
Total nominal cap on issues of ordinary shares and/or securities giving access to the Company's share capital that may be carried out by virtue of the delegations conferred on the Board of Directors by the 14 th , 15 th , 16 th , 17 th and 18 th resolutions	AGM January 8, 2015 (21 st resolution)	-	595,000,000 euros





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 Board of Directors' management report), other than those contained in this brochure.

In, on

(signature)

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

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

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

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

- By mail:

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

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

AREVA supplies high added-value products and services to support the operation of the global nuclear fleet.

The company is present throughout the entire nuclear cycle, from uranium mining to used fuel recycling, including nuclear reactor design and operating services.

AREVA is recognized by utilities around the world for its expertise, its skills in cutting-edge technologies and its dedication to the highest level of safety.

Through partnerships, the company is active in the renewable energy sector.

AREVA's 44,000 employees are helping build tomorrow's energy model: supplying ever safer, cleaner and more economical energy to the greatest number of people.

www.aveva.com



French business corporation with a Board of Directors
With a capital of €1,456,176,437.60
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