

Notice of meeting

Ordinary General Shareholders' Meeting

Thursday, May 19, 2016

at 11:00 a.m.

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



This is a free translation into English of the AREVA 2016 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 General Shareholders' Meeting to be held at 11:00 a.m. on Thursday, May 19, 2016, 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 annual financial statements for the financial year ending December 31, 2015 (1st resolution)
- Approval of the consolidated financial statements for the financial year ending December 31, 2015 (2nd resolution)
- Allocation of the result of the financial year ending 31 December 2015 (3rd resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to an equity and industrial partnership between EDF SA and AREVA SA (4th resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to an amendment to the letter of support from AREVA SA in favor of its subsidiary AREVA TA dated July 2, 2015 (5th resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the debt forgiveness by AREVA SA in favor of its subsidiary AREVA TA dated July 2, 2015 (6th resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the debt forgiveness by AREVA SA in favor of its subsidiary AREVA TA dated December 17, 2015 (7th resolution)
- Advisory opinion on the compensation due or allocated for the financial year 2015 to Mr. Philippe Knoche as a member of the Executive Board and Deputy Chief Executive Officer until January 8, 2015 (8th resolution)
- Advisory opinion on the compensation due or allocated for the financial year 2015 to Messrs. Olivier Wantz and Pierre Aubouin as members of the Executive Board and Senior Executive Vice Presidents until January 8, 2015 (9th resolution)
- Advisory opinion on the compensation due or allocated for the financial year 2015 to Mr. Philippe Varin as Chairman of the Board of Directors as from January 8, 2015 (10th resolution)
- Advisory opinion on the compensation due or allocated for the financial year 2015 to Mr. Philippe Knoche as Chief Executive Officer as from January 8, 2015 (11th resolution)
- Authorization for the Board of Directors to carry out transactions on the company's shares (12th resolution)
- Powers in order to fulfil all formalities (13th resolution)

How to attend 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 evidenced 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 17, 2016 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 may also be issued to any shareholders wishing to attend the Shareholders' Meeting in person who did not receive an admission card by the second business day preceding the Shareholders' Meeting, *i.e.* May 17, 2016 at 0:00 am, Paris time. Only the shareholders satisfying on such date the conditions set forth in article R. 225-85 of the French Commercial Code shall be allowed to attend the Shareholders' Meeting.

How to attend the Shareholders' Meeting

To participate in the meeting, the shareholders may decide between the following options:

- attend the Shareholders' Meeting in person by requesting an admission card;
- participate remotely by giving a proxy to the Chairman or any other natural or legal person of his or her choice; or
- return the mail-in ballot.

1. Shareholders wishing to attend the Shareholders' Meeting in person:

The shareholders wishing to attend the Shareholders' Meeting in person may request an admission card in the following conditions:

- **registered shareholders** automatically receive a convening notice which notably includes a voting proxy form. He or she must complete such voting proxy form, stating that he or she wishes to attend the Shareholders' Meeting and receive an admission card, and then return the voting proxy form signed, using the prepaid envelope attached. 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 shareholders** must request an admission card from the authorized intermediary who manages his or her securities account.

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

A shareholder unable to attend the Shareholders' Meeting may cast his vote by correspondence, by sending a proxy form to the Chairman of the Shareholders' Meeting, or by being represented at the Shareholders' Meeting by any legal or natural person of his/her choice in the conditions set forth by applicable laws and regulations:

2.1 Voting by using the voting proxy form

- **registered shareholders** must send the completed voting form attached to the convening notice using the prepaid envelope attached;
- **bearer shareholders** must request the voting form from the authorized intermediary who manages his or her securities account. Such request must be received by the authorized intermediary six days before the date of the Shareholders' Meeting at the latest. The completed form, together with the certificate of participation issued by the authorized intermediary must be sent to the following address: *Société Générale - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3.*

How to attend the Shareholders' Meeting

In order to be valid, the voting forms must be received by *Société Générale - Service des Assemblées* three days before the Shareholders' Meeting at the latest, i.e. May 16, 2016.

There will be no provision for voting by means of telecommunication at this Shareholders' Meeting and therefore no website as provided by article R. 225-61 of the French Commercial Code will be created to this end.

2.2 Appointment/dismissal of a proxy

The shareholder having elected to be represented by the proxy of his/her choice may notify such appointment or dismiss the proxy in the following conditions:

- **by regular mail** sent either directly as regards the registered shareholders, or by the authorized intermediary as regards the bearer shareholders, to *Société Générale - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3*, or
- **by email**, in accordance with article R. 225-79 of the French Commercial Code, to the following address: actionnaires@areva.com, bearing an electronic signature obtained from a trusted third-party certifier in accordance with applicable laws and regulations and stating the names, first names and addresses of the shareholder and the proxy. For the bearer shareholders, the notification must be sent together with the certificate of participation issued by the authorized intermediary.

In order for the notifications of appointment or dismissal of proxies sent by electronic media to be valid, confirmations for the appointment or dismissal must be received by *Société Générale - Service des Assemblées* the day before the Shareholders' Meeting at the latest at 11:00 am, Paris time. The notifications sent by registered mail only must be received at the latest three days before the Shareholders' Meeting, i.e. May 16, 2016.

Any shareholder who has already voted, appointed a proxy or requested an admission card may no longer choose another method of attendance.

However, such shareholder may at any time transfer all or part of his or her shares.

If the transfers occurs before the second trading day before the Shareholders' Meeting i.e. *May 17, 2016* at 0:00 am, Paris time, the Company shall accordingly cancel or modify the mail-in ballot, proxy, admission card or attendance certificate, as the case may be. To this end, the authorized intermediary shall notify the Company or its proxy of the transfer and shall provide all the necessary information. No transfer of shares or any other transaction completed after *May 17, 2016* at 00:00am, Paris time, by any means whatsoever, shall be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

Written questions

In accordance with article L. 225-108 of the French Commercial Code, written questions may be sent to the Board of Directors, at the latest on the fourth business day prior to the Shareholders' Meeting, i.e. *May 12, 2016* at 00:00 am (Paris time), by registered letter with an acknowledgement of receipt to the following address: *AREVA, Direction Juridique Gouvernance, Sociétés, Bourse & Finance, TOUR AREVA, 1 Place Jean Millier, 92400 Courbevoie* or by sending an e-mail to the following e-mail address : legal.assgen.areva@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 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.

A single answer may be provided to the questions having the same content. An answer to a written question shall be deemed answered if it has been posted on the Company's website on the section dedicated to questions and answers. The Board of Directors will answer to the written questions not previously answered during the Shareholders' Meeting.

Documents available to the 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*

How to attend the Shareholders' Meeting



*AREVA – Direction de la communication Financière -
1, Place Jean Millier - 92400 Courbevoie, France.*

The documents and information provided in article R. 225-73-1 of the French Commercial Code (notably the

resolutions proposed to the Shareholders' Meeting by the Board of Directors and the reports that will be presented during the Shareholders' Meeting) are available on the Company's website at: <http://www.aveva.com> (Shareholders' Meeting section).

How to attend the Shareholders' Meeting

How to fill in the form?

All you need to do is to fill in the mail-in ballot or proxy ballot (prepared for the number of shares registered to your account) which enables to choose among three methods of attendance:

1. Attend the Shareholders' Meeting in person
2. Give a proxy to the Chairman (2a) or to any legal or natural person of your choice (2b)
3. Vote by post

1. TO ATTEND THE MEETING

Tick box A.

2b 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 à 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 € 1 456 178 437,60
 712 054 923 RCS NANTERRE

ASSEMBLÉE GÉNÉRALE ORDINAIRE
du jeudi 19 mai 2016 à 11h00
 Au siège social
 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

Nombre de voix - Number of voting rights

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

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

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote **NON** ou je m'abstiens.
 I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote **NO** or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

	Oui / Yes	Non/No	Abst/Abs		Oui / Yes	Non/No	Abst/Abs
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JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR 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)

Make sure to date and sign the form

Date & Signature

3. TO VOTE BY POST

Tick the box.

2a TO GIVE A PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING

Tick the box.

Note : Only duly completed ballots reaching Société Générale - Service des Assemblées, CS 30812, 44308 NANTES Cedex 3 no later than three days before the scheduled date of the Meeting i.e **May 16, 2016**, together with the attendance certificate delivered by the authorized intermediaries for bearer shareholders, will be taken into account.

Brief presentation of AREVA's position in 2015

■ Strategy and change in the group's consolidation scope

AREVA conducts its operations in the energy market, where global demand is propelled by the combined effects of demographic dynamism – particularly in emerging countries – and long-term economic growth leading to access to energy for as many people as possible. Against that backdrop, nuclear power has several advantages to secure its position in the global energy mix: it is one of the few energies to limit carbon dioxide emissions, avoid the ups and downs of fossil energy markets, and meet demand for base load electricity.

To optimize the opportunities for synergy available in the French nuclear industry, AREVA's operating footprint is destined to change significantly:

- EDF will acquire a majority interest in AREVA NP, whose operations include the design, construction, servicing of and upgrades to nuclear steam supply systems as well as the design and fabrication of nuclear fuel;
- the operations of the new AREVA will be refocused on the fuel cycle.

In its new scope of consolidation, AREVA has recognized technology expertise across the entire nuclear fuel cycle anchored in 40 years of research, operating experience and proprietary processes, enabling it to meet the challenges of nuclear power plant operators. It offers high value-added technologies and services in uranium mining, chemistry and enrichment, used fuel recycling, logistics, fuel cycle engineering and dismantling.

As a consequence of the above described strategic changes, the operations of AREVA NP (excluding the OL3 contract), Nuclear Measurements, and Propulsion and Research Reactors are treated as "operations sold, discontinued or held for sale" in the consolidated financial statements, pursuant to the IFRS 5 accounting rule. The Solar Energy operation is also recorded according to IFRS 5, the group having continued to restructure its Renewables operations in 2015.

In 2015, AREVA had reported revenue of 4,199 million euros whereas at December 31, 2015, the group had 29 billion euros in backlog representing 7 years of revenue,

providing good visibility for the group. AREVA as a whole had employed 39,761 people at the end of 2015.

■ Highlights of the 2015 period

Concerning business strategy and capital expenditures

- On March 4, during the publication of the group's financial results for 2014 showing a net loss of 4.8 billion euros and negative equity, AREVA announced:
 - the development of a strategic road map with three objectives: refocus on core nuclear processes, redefine the partnership with EDF and reinforce the development of the group's presence in China;
 - the implementation of a competitiveness plan targeting 1 billion euros in savings by 2017;
 - the establishment of dialogue between management and employees;
 - the preparation of a financing plan for 2015-2017 by the time the half-year financial statements are published.
- On March 9, AREVA and Gamesa signed final agreements and closed the deal to create Adwen, a joint venture in the field of offshore wind.
- On April 14, following the AREVA GmbH Supervisory Board meeting, AREVA announced that it was opening discussions between management and labor on a plan to transfer operations from the Offenbach site (700 employees) to the Erlangen and Karlstein sites by mid-2016.
- On May 7, AREVA announced the opening of negotiations with the labor unions on the social components of its competitiveness plan. The group is aiming for a reduction of its payroll expenses of some 15% in France and 18% for the group as a whole.
- On June 3, the President of the French Republic announced a series of guidance for the redefinition of the French nuclear industry, including the following points in particular:
 - subject to the signature of a global strategic partnership agreement with AREVA, EDF would become the majority shareholder of the joint AREVA NP subsidiary, which brings together the industrial operations of reactor construction, fuel assembly and services to the installed base. AREVA

Brief presentation of AREVA's position in 2015

will retain a strategic interest in the company through a shareholders' agreement;

- this plan should also allow discussions between EDF and AREVA aimed at reducing the risks of large projects in progress carried out by AREVA NP, in the interests of all participants in the French nuclear industry;
 - combining of the design, project management and marketing operations for new reactors of EDF and AREVA in a specialized company;
 - a capital increase in which the French State will participate.
- On June 29, AREVA announced that it had begun the process of selling its Canberra subsidiary, which specializes in nuclear measurement systems and instrumentation.
 - On July 30, during the publication of its half-year 2015 results, AREVA confirmed financing requirements of approximately 7 billion euros for the 2015-2017 period which could be covered by several internal sources of financing, the implementation of a program of asset sales, and additional measures to strengthen liquidity and equity. Moreover, in addition to the measures in the financing plan, the group announced the need for a significant capital increase to give AREVA a financial profile enabling it to refinance all of the company's medium-term requirements.
 - On October 19, AREVA announced the signature of a proposed agreement on employment by the CFDT, CFE-CGE, FO and UNSA-SPAEN labor unions.
 - On October 20, AREVA announced the presentation by management of documents describing the reorganization plans for the new AREVA and AREVA NP, together with their impacts on employment, to the Works Committees and Central Works Committees.
 - On November 2, AREVA and its Chinese partner CNNC signed a memorandum of understanding in Beijing on possible cooperation involving an equity component and an industrial component.
 - On December 24, AREVA announced that, following analysis of offers to acquire its subsidiary Canberra, the AREVA Board of Directors had selected the one of Mirion-Charterhouse.

Concerning governance

- On January 8, AREVA SA's Extraordinary General Meeting of Shareholders decided to transform the

company's governance, composed of a corporation with a Supervisory Board and an Executive Board, into a single structure 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.

- On February 2, Mr. Daniel Verwaerde was coopted member and Vice Chairman of the Board of Directors, replacing Mr. Bernard Bigot, who had been appointed to that function on January 8, 2015.
- On May 21, during the AREVA SA Annual General Meeting, the Shareholders ratified the cooptation of Mr. Daniel Verwaerde as director.

In the nuclear field

- On January 30, during the visit to China of Manuel Valls, Prime Minister of France, AREVA and CNNC signed a memorandum of understanding to establish a joint venture in nuclear logistics and transportation.
- On February 18, AREVA announced the suspension of the design certification process for the US EPR reactor.
- On April 7, AREVA and EDF informed the nuclear safety authority ASN (Autorité de sûreté nucléaire) of a new testing campaign starting in April 2015 for qualification of the Flamanville EPR vessel closure head and bottom head. This campaign follows chemical and mechanical tests carried out on a representative piece of the closure and bottom heads.
- On April 10, on the occasion of the visit to France of Narendra Modi, Prime Minister of India, AREVA signed two industrial agreements with Indian partners, signaling progress on the Jaitapur EPR project.
- On April 21, AREVA announced the continuation of its quality analyses at the Creusot forge.
- On May 27, the application of the agreement on the main financial terms of the treatment and recycling contract for the 2013-2020 period signed in June 2014 between AREVA and EDF was reached for the years 2013-2015. Discussions concerning an agreement for the 2016-2023 period ended in December 2015 and the contract was formally signed on February 5, 2016 following approval by the governing bodies of each group.
- On June 26, AREVA announced that it had decided to temporarily reduce its activities at the Angra 3 nuclear

Brief presentation of AREVA's position in 2015

reactor of ETN in Brazil. This temporary reduction is due to a delay in the financing of the remainder of the activities to be carried out to complete the project. As soon as ETN has firmed up a long-term financing solution, AREVA will resume all of its project-related activities.

- On June 30, on the occasion of the visit to France of the Prime Minister of China, AREVA signed three agreements with CNNC, CGN and EDF pursuant to the joint statement of the Prime Ministers of France and China on increasing Franco-Chinese cooperation on civilian nuclear energy.
- On December 15, AREVA presented its quality improvement plan for its equipment manufacturing plants to the College of the Nuclear Safety Authority during a hearing.

AREVA's reported 2015 revenue by Business Group

The Mining Business Group reported a revenue of 1,447 million euros in 2015, representing 34% of AREVA's reported revenue. Present on five continents, this Business Group's operations include exploration for new deposits, mining and milling of the uranium ore, and site rehabilitation following mining operations. Today, AREVA is a leader in uranium production with a diversified portfolio of operating mines (Canada, Kazakhstan and Niger) and projects under development or in the exploration phase (Africa, Canada and Mongolia).

The Front End Business Group represents 26% of revenue reported for 2015, or 1,097 million euros. It combines the uranium chemistry and enrichment operations. The nearly completely renewed facilities, Comurhex II conversion plant and Georges Besse II enrichment plant, position AREVA as a major player in the front end of the nuclear cycle.

The light water reactor fuel assembly design and fabrication operations (excluding MOX fuel), which were previous part of the Front End Business Group, are part of the operations held for sale in connection with the sale of AREVA NP.

The Reactors & Services Business Group is part of the operations held for sale:

- the sale of AREVA NP's Large Projects, Installed Base, Manufacturing, and Products & Technology operations; and

- other asset disposals concerning the Propulsion & Research Reactors and Nuclear Measurements operations.

Accordingly, this Business Group is no longer presented in business segment information.

The Back End Business Group represents 38% of AREVA's revenue reported for 2015, or 1,593 million euros. It offers effective management solutions for the back end of the nuclear cycle. AREVA's solutions consist primarily of used reactor fuel treatment to recover reusable materials, and of nuclear site cleanup and value development. The Back End Business Group's technology and industrial lead have enabled it to be a major player in markets for the back end of the nuclear cycle and to comply with the highest standards for nuclear and occupational safety. 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 used fuel management solutions. The business group is also active in site and facility value development after production has been discontinued.

The Renewable Energies Business Group is no longer presented in business segment information, and in fact three of its operations – Wind Energy, Solar Energy and Energy Storage – no longer contribute to consolidated results, and the Bioenergy operations are now part of the Corporate and other operations described hereunder.

The group's Corporate and other operations represents 1% of AREVA's revenue reported for 2015, or 62 million euros. This function includes the bioenergy business, which supplies turnkey design, construction and commissioning services to customers for biomass power plants.

Brief presentation of AREVA's position in 2015

Selected financial information

Summary data

<i>(in millions of euros, except workforce)</i>	2015	2014*	Change 2015/2014
Income			
Reported revenue	4,199	3,954	+246
Gross margin	(288)	(579)	+291
<i>Percentage of reported revenue</i>	<i>ns</i>	<i>Ns</i>	<i>ns</i>
Operating income	(1,388)	(2,115)	+727
Net financial income	(313)	(299)	-14
Share in net income of joint ventures and associates	(21)	(14)	-7
Net income from discontinued operations	(190)	(1,678)	+1,488
Consolidated net income	(2,038)	(4,833)	+2,795
Comprehensive income attributable to equity owners of the parent	(1,825)	(5,155)	+3,300
Cash flow			
EBITDA	685	471	+214
<i>Percentage of reported revenue</i>	<i>16.3%</i>	<i>11.9%</i>	<i>+4.4 pts</i>
Change in operating working capital requirement	246	(76)	+322
Net operating Capex	(631)	(991)	+359
Operating cash flow	297	(579)	+876
Miscellaneous			
Backlog	28,990	32,103	-3,113
Net cash (debt)	(6,323)	(5,809)	-514
Equity attributable to owners of the parent	(2,516)	(691)	-1,825
Workforce (end of period, including operations held for sale)	39,761	41,847	-5.5%
Dividend per share	-	-	-

(*) Adjusted for adoption of IFRS 5.

Five-year financial summary of AREVA SA

<i>(in thousands of euros)</i>					
Type of indicator	2011	2012	2013	2014	2015
I - Share capital at year end					
a) Share capital	1,456,178	1,456,178	1,456,178	1,456,178	1,456,178
b) Number of common shares outstanding	383,204,852	383,204,852	383,204,852	383,204,852	383,204,852
c) Number of shares with preferred dividend rights	0	0	0	0	0
II - Operations and income for the year					
a) Revenue before tax	450,606	430,415	490,444	487,137	452,145
b) Income before tax, employee profit-sharing and amortization, depreciation and provisions (including reversals)	1,246,778	310,831	-294,177	-230,703	-208,647
c) Income tax	34,541	63,115	100,847	72,496	89,319
d) Employee profit-sharing for the year	0	0	0	0	0
e) Income after tax, employee profit-sharing and amortization, depreciation and provisions (increases-decreases)	1,182,443	241,683	-180,155	-5,309,351	-2,831,938
f) Net income distributed	0	0	0	0	0(*)
III - Earnings per share (in euros)					
a) Income after tax and employee profit-sharing, before amortization, depreciation and provisions (increases-decreases)	3.00	0.98	-0.50	-0.41	-0.31
b) Income after tax, employee profit-sharing and amortization, depreciation and provisions (increases-decreases)	3.00	0.63	-0.47	-13.86	-7.39
c) Dividend per share (rounded to one eurocent)	0.00	0.00	0.00	0.00	0.00
IV - Personnel					
a) Average number of salaried employees during the year	119	125	45	33	28
b) Total payroll for the year	25,243	26,994	12,724	10,925	10,110
c) Payroll taxes and other benefit expenses (social security, benefits programs, etc.)	10,431	13,543	2,762	4,606	4,329

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

The Board of Directors and its Committees

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

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

Member representing the French State

- Mr. Alexis Zajdenweber

Members elected by and representing employees

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

The following persons also attend meetings of the Board of Directors without voting right:

- The censors: the CEA (represented by Mr. Christophe Gégout) and Mr. Pascal Faure.
- The Government Commissioner in the person of Mr. Pierre-Laurent Michel, Director General of Energy and Climate.
- The Head of the “Atomic Energy” control mission of the general economic and financial control department, represented by Mr. Christian Bodin.
- The secretary of the Works Council Mr. Marcel Otterbein.
- The statutory auditors: Mazars, represented by Messrs. Cédric Haaser and Jean-Louis Simon, and Ernst & Young Audit, represented by Aymeric de la Morandière and Jean Bouquot.
- The secretary of the Board of Directors Mrs. Malak Tazi.

The Committees

The Board of Directors has created 5 Committees:

Audit and Ethics Committee

- Ms. Sophie Boissard (Chairman)
- Mr. Denis Morin
- Ms. Françoise Pieri
- Ms. Pascale Sourisse
- Mr. Alexis Zajdenweber

Strategy and Investments Committee

- Mr. Philippe Varin (Chairman)*
- Mr. Claude Imauven*
- Mr. Christian Masset
- Ms. Odile Matte
- Mr. Daniel Verwaerde*
- Mr. Alexis Zajdenweber *

Appointment and Compensation Committee

- Mr. Claude Imauven (Chairman)
- Ms. Sophie Boissard
- Mr. Jean-Michel Lang
- Mr. Alexis Zajdenweber

End-of-Lifecycle Obligations Monitoring Committee

- Ms. Pascale Sourisse (Chairman)
- Mr. Jean-Michel Lang
- Mr. Daniel Verwaerde
- Mr. Alexis Zajdenweber

Ad hoc Committee

- Ms. Pascale Sourisse (Chairman)
- Ms. Sophie Boissard
- Mr. Claude Imauven
- Mr. Daniel Verwaerde

* Members of the select Committee in charge of examining major commercial proposals

The Executive Committee (EXCOM)

As of 25 February 2016, the Executive Committee is composed as follows:

CORPORATE MANAGEMENT
Philippe Knoche

EXECUTIVE COMMITTEE (EXCOM)

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 and Responsible for the company's transformation project
Guillaume Dureau	Senior Executive Vice President, Back End Business Group
Bernard Fontana	Chief Operating Officer of AREVA NP and Senior Executive Vice President, Reactors & Services Business Group
Stéphane Lhopiteau	Chief Financial Officer
François Nogué	Senior Executive Vice President, Human Resources
Olivier Wantz	Senior Executive Vice President, Mining and Front End Business Groups
Magali Smets	Secretary of the Executive Committee

Explanatory statement and text of resolutions

Approval of the annual and consolidated financial statements for the financial year ending 31 December 2015 (1st and 2nd resolutions)

It is proposed, after you have reviewed the reports of the Board of Directors and of the statutory auditors, that you approve the annual financial statements (1st resolution) which show a net loss amounting to 2,915,937,581.28 euros and the consolidated financial statements (2nd resolution) which show a net loss for the Group's share amounting to 2,038 million euros for the financial year ending 31 December 2015.

The financial statements have been drawn up in accordance with French legal and regulatory provisions as regards the annual financial statements and with French legal and regulatory provisions and International Financial Reporting Standards as regards the consolidated financial statements.

FIRST RESOLUTION

Approval of the annual financial statements of the financial year ended December 31, 2015

The Shareholders, having fulfilled the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' management report and the report on the annual financial statements of the statutory auditors, approve the annual financial statements for the financial year ended December 31, 2015, as presented to them, showing a net loss in the amount of 2,915,937,581.28 euros, and also approve the transactions reflected in the said annual financial statements or summarized in those reports.

Pursuant to the provisions of article 223 *quater* of the French Tax Code, the Shareholders approve the expenses and charges recorded by the company and provided in article 39-4 of said Code in the total amount of 81,068 euros, which reduced the loss carry-over proportionately in view of the tax loss.

SECOND RESOLUTION

Approval of the consolidated financial statements of the financial year ended December 31, 2015

The Shareholders, having fulfilled the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' management report and the report of the statutory auditors on the consolidated

financial statements, approve the consolidated financial statements for the financial year ended December 31, 2015, as presented to them, showing a net loss in the amount of 2,038 million euros, and also approve the transactions reflected in the said financial statements or summarized in those reports.

Allocation of the result of the financial year ending 31 December 2015 (3rd resolution)

The purpose of the 3rd resolution is to allocate the result of the financial year 2015.

It is proposed that you decide to allocate all of the net loss for the financial year ending 31 December 2015, amounting to 2,915,937,581.28 euros, to the "Retained earnings" account, which would be brought from the amount of (1,413,174,747.60) euros to the amount of (4,329,112,328.88) euros.

It is specified that the Company has not distributed any dividends for the last three financial years.

THIRD RESOLUTION

Allocation of the result of the financial year ended December 31, 2015

The Shareholders, having fulfilled the quorum and majority requirements for ordinary general meetings, decide to allocate the full amount of the net loss for the financial year ended December 31, 2015, amounting to 2,915,937,581.28 euros, to the "Retained earnings" account, which will be brought from the amount of (1,413,174,747.60) euros to the amount of (4,329,112,328.88) euros.

The Shareholders acknowledge, in accordance with applicable law, that there has been no dividend distribution for the three previous financial years.

Regulated agreements (4th to 7th resolutions)

The purpose of the 4th, 5th, 6th and 7th resolutions is to approve the agreements governed by the provisions of Articles L. 225-38 et seq. of the French Commercial Code.

For further details on this matter, please refer to the special report of the statutory auditors on regulated agreements and undertakings incorporated in AREVA's 2015 reference document.

Explanatory statement and text of resolutions

It is proposed that you approve four regulated agreements authorised during the 2015 financial year:

a) One agreement authorised during the Board of Directors' meeting of July 29, 2015 (*Framework agreement with EDF*)

During its meeting of July 29, 2015, the Board of Directors authorised the conclusion of a framework agreement between EDF SA and AREVA SA, executed the following day. This framework agreement summarises and formalises the state of progress of the discussions and mutual understanding between EDF SA and AREVA SA on the steps required to achieve a partnership relating, on the one hand, to the transfer of 75% of the share capital of AREVA NP to EDF SA and, on the other hand, to the planned creation of a dedicated joint entity for the design, project management and marketing of new reactors.

This framework agreement is an essential feature of AREVA SA's strategic roadmap.

Messrs Christian Masset and Philippe Varin, and the State represented by Alexis Zajdenweber (which are directors of both companies) did not take part in the voting.

It is proposed that you approve this agreement.

b) Three agreements authorised during the Board of Directors' meetings of July 2, July 28 and December 17, 2015 (*Support from the Company to its subsidiary AREVA TA*)

In a letter dated November 26, 2014, in the group's interest and particularly in the light of the strategic nature of the business of its subsidiary AREVA TA, AREVA SA undertook to provide financial support to AREVA TA, up to a maximum amount of 200 million euros, in the event that AREVA TA would not be able to face substantial additional financial losses (in excess of a fixed threshold of 50 million euros) in relation to the projects currently underway. This undertaking, authorised by the Supervisory Board on November 26, 2014, was approved by the General Meeting of May 21, 2015 in accordance with the provisions of Articles L 225-38 et seq. of the French Commercial Code.

This undertaking was to be implemented through a shareholder current account contribution followed by a debt forgiveness for an amount corresponding to the losses recorded by AREVA SA as a result of its direct and indirect interest in AREVA TA (i.e. 83.56%), it being specified that the contract providing for the debt forgiveness was to include a financial recovery clause in relation to the projects giving rise to the above-mentioned financial losses.

Subsequently, as a result of its financial situation imposing a limited use of its own equity, AREVA SA wished to limit the financial impact of such support mechanism on its equity.

By amendment letter dated July 2, 2015, it was therefore intended to spread over time the implementation of the support mechanism, depending on the financial progress of the RJH project, and not to systematically make each debt forgiveness subject to AREVA TA's undertaking to submit to the general meeting of its shareholders a share capital increase for an amount corresponding to the debt forgiveness in the two years following the granting of such debt forgiveness.

This amendment letter was authorised during the Board of Directors' meeting of July 2, 2015. Mrs Odile Matte (who is a director of both companies) did not take part in the voting.

Under the terms of these letters, the terms and conditions of the financial support mechanism for the 2015 financial year were as follows:

- In July 2015, following the authorization of its Board of Directors of July 2, 2015, AREVA SA made an initial shareholder current account contribution to AREVA TA followed by a debt forgiveness on July 28, 2015 for an amount of 49 million euros corresponding to the amount of the loss incurred for the 2014 financial year in respect of AREVA SA's direct and indirect interest in AREVA TA. Such debt forgiveness must be followed by a share capital increase of AREVA TA to the benefit of AREVA SA for the amount of the debt forgiveness by no later than December 31, 2017.

Mrs Odile Matte, who is a director of both companies, did not take part in the voting.

- In December 2015, following the authorization of its Board of Directors of December 17, 2015, AREVA SA made an additional shareholder current account contribution to AREVA TA followed by another debt forgiveness on December 18, 2015 for an amount of 17.175 million euros corresponding to the amount of the loss incurred in relation to the RJH project during the 2015 financial year in respect of AREVA SA's direct and indirect interest in AREVA TA. This debt forgiveness will not be followed by a share capital increase to the benefit of AREVA SA.

Mrs Odile Matte and Mr Philippe Knoche (who is AREVA SA's representative on AREVA TA's Board of Directors), directors of both companies, did not take part in the voting.

Explanatory statement and text of resolutions

In accordance with the terms of the above-mentioned letters, the debt forgiveness agreements provide for a financial recovery clause covering the projects giving rise to the relevant financial losses. The financial recovery corresponds to a reduction in the loss on completion or the restoration of profit margins for those projects before their completion.

It is proposed that you approve the amendment letter of July 2, 2015 and the two debt forgiveness agreements.

FOURTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to an equity and industrial partnership between EDF SA and AREVA SA dated July 30, 2015

The Shareholders, having fulfilled the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors on agreements governed by article L. 225-38 of the French Commercial Code, approve the framework agreement between EDF SA and AREVA SA relating to an equity and industrial partnership authorized by the Board of Directors on July 29, 2015 and executed on the following day.

FIFTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to an amendment to the letter of support from AREVA SA in favor of its subsidiary AREVA TA dated July 2, 2015

The Shareholders, having fulfilled the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors on governed by article L. 225-38 of the French Commercial Code, approve the amendment letter to the debt forgiveness agreement of AREVA SA in favor of its subsidiary AREVA TA, authorized by the Board of Directors on July 2, 2015 and executed on the same day.

SIXTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the debt forgiveness of AREVA SA in favor of its subsidiary AREVA TA dated July 2, 2015

The Shareholders, having fulfilled the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors on agreements governed by article L. 225-38 of the French Commercial Code, approve, following the authorization of

the Board of Directors of July 2, 2015, the debt forgiveness carried out on July 28, 2015 by AREVA SA in favor of its subsidiary AREVA TA in the amount of 49 million euros.

SEVENTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the debt forgiveness of AREVA SA in favor of its subsidiary AREVA TA dated December 17, 2015

The Shareholders, having fulfilled the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors on agreements governed by article L. 225-38 of the French Commercial Code, approve, following the authorization of the Board of Directors of December 17, 2015, the debt forgiveness carried out on December 18, 2015 by AREVA SA in favor of its subsidiary AREVA TA in the amount of 17.175 million euros.

Advisory opinions on the compensation due or allocated for the financial year 2015 to Mr Philippe Knoche as member of the Executive Board and Deputy Chief Executive Officer until January 8, 2015 and to Messrs Olivier Wantz and Pierre Aubouin as members of the Executive Board and Senior Executive Vice Presidents until January 8, 2015 (8th and 9th resolutions)

In accordance with the recommendations of the AFEP-MEDEF Code of Corporate Governance of November 2015 (§24.3), being the code to which the Company refers pursuant to Article L.225-37 of the French Commercial Code, it is proposed that shareholders issue a favourable opinion on the elements of compensation due or allocated for the financial year 2015 to each of the Company's Executive Board members until the change of governance on January 8, 2015.

The presentation of the elements of compensation of Messrs Philippe Knoche, Olivier Wantz and Pierre Aubouin, submitted to your vote, is described in Chapter 15 of the 2015 reference document, §15.1.1.2 and §15.1.3.1 and in Appendix 1 of this document.

EIGHTH RESOLUTION

Advisory opinion on the compensation due or allocated for the financial year 2015 to Mr. Philippe Knoche as a member of the Executive Board and Deputy Chief Executive Officer until January 8, 2015

Explanatory statement and text of resolutions

The Shareholders, consulted in accordance with the recommendation of paragraph 24.3 of the Afep-Medef Code of Corporate Governance of November 2015, being the code to which the company refers pursuant to article L. 225-37 of the French Commercial Code, having fulfilled the quorum and majority requirements for ordinary general meetings, issue a favorable opinion on the elements of compensation due or allocated for the financial year 2015 to Mr. Philippe Knoche, member of the Executive Board and Deputy Chief Executive Officer until January 8, 2015, as described in Section 15 of the 2015 Reference Document, paragraph 15.1, and in the report of the Board of Directors.

NINTH RESOLUTION

Advisory opinion on the compensation due or allocated for the financial year 2015 to Messrs. Olivier Wantz and Pierre Aubouin as members of the Executive Board and Senior Executive Vice Presidents until January 8, 2015

The Shareholders, consulted in accordance with the recommendation of paragraph 24.3 of the Afep-Medef Code of Corporate Governance of November 2015, being the code to which the company refers pursuant to article L. 225-37 of the French Commercial Code, having fulfilled the quorum and majority requirements for ordinary general meetings, issue a favorable opinion on the elements of compensation due or allocated for the financial year 2015 to Messrs. Olivier Wantz and Pierre Aubouin as members of the Executive Board and Senior Executive Vice Presidents until January 8, 2015, as described in Section 15 of the 2015 Reference Document, paragraph 15.1, and in the report of the Board of Directors.

Advisory opinions on the compensation due or allocated for the financial year 2015 to Messrs Philippe Varin and Philippe Knoche, respectively as Chairman of the Board of Directors and Chief Executive Officer from 8 January 2015 (10th and 11th resolutions)

In accordance with the recommendations of the AFEP-MEDEF Code of Corporate Governance of November 2015 (§24.3), being the code to which the Company refers pursuant to Article L.225-37 of the French Commercial Code, it is proposed that shareholders issue a favourable opinion on the compensation due or allocated for the financial year 2015 to the Chairman of the Board of Directors and the Managing Director from January 8, 2015.

The presentation of the elements of compensation of Mr Philippe Varin, submitted to your vote, is described in

Chapter 15 of the 2015 reference document, §15.1.4.1 and in Appendix 1 of this document.

The presentation of the elements of compensation of Mr Philippe Knoche, submitted to your vote, is described in Chapter 15 of the 2015 reference document, §15.1.3 and in Appendix 1 of this document.

TENTH RESOLUTION

Advisory opinion on the compensation due or allocated for the financial year 2015 to Mr. Philippe Varin as Chairman of the Board of Directors as from January 8, 2015

The Shareholders, consulted in accordance with the recommendation of paragraph 24.3 of the Afep-Medef Code of Corporate Governance of November 2015, being the code to which the company refers pursuant to article L. 225-37 of the French Commercial Code, having fulfilled the quorum and majority requirements for ordinary general meetings, issue a favorable opinion on the elements of compensation due or allocated for the financial year 2015 to Mr. Philippe Varin as Chairman of the Board of Directors as from January 8, 2015, as described in Section 15 of the 2015 Reference Document, paragraph 15.1, and in the report of the Board of Directors.

ELEVENTH RESOLUTION

Advisory opinion on the compensation due or allocated for the financial year 2015 to Mr. Philippe Knoche as Chief Executive Officer as from January 8, 2015

The Shareholders, consulted in accordance with the recommendation of paragraph 24.3 of the Afep-Medef Code of Corporate Governance of November 2015, being the code to which the company refers pursuant to article L. 225-37 of the French Commercial Code, having fulfilled the quorum and majority requirements for ordinary general meetings, issue a favorable opinion on the elements of compensation due or allocated for the financial year 2015 to Mr. Philippe Knoche as Chief Executive Officer as from January 8, 2015, as described in Section 15 of the 2015 Reference Document, paragraph 15.1, and in the report of the Board of Directors.

Authorisation for the Board of Directors to carry out transactions on the Company's shares (12th resolution)

It is proposed that you authorise the Board of Directors to buy back Company's own shares in accordance with the following conditions:

Explanatory statement and text of resolutions

The authorisation for the Board of Directors to buyback Company's shares would be granted for the legal period of 18 months, up to a limit of 10% of the Company's share capital and for a maximum amount of 1,532,819,400 euros.

The purchase price per share could not exceed 40 euros excluding acquisition costs.

The objectives of the buyback programme are as follows:

- stimulating the liquidity of the AREVA share through an investment services provider under a liquidity agreement in accordance with the code of ethics recognized by the French Financial Markets Authority, or
- implementation of any of the Company's share purchase option plans under the provisions of Articles L.225-177 et seq. of the French Commercial Code or of any similar plans, or
- allocation or transfer of shares to employees in connection with the company's profit-sharing or implementation of any employee savings plan in accordance with the conditions provided by law, particularly Article L.3332-1 of the French Labour Code, or
- free allocation of shares under Articles L.225-197-1 et seq. of the French Commercial Code, or
- retention and delivery of shares (by way of exchange, payment or other) in respect of external growth, merger, demerger or contribution transactions, or
- delivery of shares when exercising rights attached to securities giving access to capital by redemption, conversion, exchange, presentation of a warrant or in any other manner.

This authorisation would be granted for the legal period of 18 months from this General Meeting.

TWELFTH RESOLUTION

Authorization for the Board of Directors to carry out transactions on the company's shares

The Shareholders, having fulfilled the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and in accordance with the provisions of the general regulation of the Autorité des marchés financiers, of articles L. 225-209 et seq. of the French Commercial Code and of the European

Commission Regulation no. 2273/2003 of December 22, 2003:

1. authorize the Board of Directors, with the power to sub-delegate authority as provided by law, to purchase or cause to be purchased, in one or more transactions and at the times that it shall determine, ordinary shares of the company within the limit of a number of shares representing up to 10% of the total number of shares forming the share capital on the date on which such acquisitions are completed, or 5% of the total number of shares forming the share capital if the shares are acquired by the company in order to be held and subsequently transferred in payment or in exchange in connection with a merger, spinoff or contribution. The number of shares that the company will hold at any time may not exceed 10% of the total number of shares forming the company's share capital on the relevant date;

2. decide that the acquisition, sale or transfer of these ordinary shares may be carried out, in one or more transactions, by any means, on market or off market, including the acquisition or sale of blocks of shares, takeover bid, the use of derivatives or the establishment of option strategies, as provided by the market authority and in compliance with applicable regulations, in particular to:

- grant or sell the acquired shares to employees, officers of the company and/or related companies or that will become related as provided by applicable regulations, in particular in the framework of stock option purchase 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 of free share grant transactions, as provided in articles L. 225-197-1 et seq. of the French Commercial Code, or implementation of any employee savings plan as provided by law, in particular articles L. 3332-1 et seq. of the French Labor Code; or
- ensure liquidity and liquidity services for the company's share by an investment service provider acting independently under a liquidity agreement that complies with the Code of Ethics recognized by the Autorité des marchés financiers in compliance with the market practice accepted by that authority; or
- hold them and deliver them at a later date (for exchange, payment or other) in connection with transactions for external growth, merger, spinoff or

Explanatory statement and text of resolutions

contribution, within the limit of 5% of the total number of shares forming the company's share capital and in compliance with market practices accepted by the Autorité des marchés financiers, or in the event of a takeover bid on the company's securities, or during the pre-bid period, in compliance with article 231-40 of the general regulation of the Autorité des marchés financiers, and in the pre-bid or public exchange offer or mixed public takeover and exchange offer period initiated by the company in compliance with legal and regulatory provisions, and in particular the provisions of article 231-41 of the general regulation of the Autorité des marchés financiers; or

- hedge securities giving the right to the grant of shares of the company by delivering shares when exercising rights attached to securities giving the right to the grant of the company's shares by redemption, conversion, exchange, presentation of a warrant or in any other manner; or
- implement any market practice that is accepted or may be accepted by the market authorities, it being understood that the buyback program is also intended to enable the company to work towards any other end authorized under the law or applicable regulations or that may become so.

3. decide that the maximum price per share shall be 40 euros excluding acquisition expenses and the maximum number of shares acquired shall not exceed 10% of the number of shares composing the share capital (i.e., for information only, a maximum of 38,320,485 shares as at December 31, 2015 (excluding shares already held by the company), for an aggregate acquisition price net of expenses of 1,532,819,400 euros);

4. grant all powers to the Board of Directors in the event of trading in 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 grant of equity securities, or a stock split or a reverse split of securities, to adjust the above-mentioned maximum purchase price accordingly;

5. grant all powers to the Board of Directors, with the power to sub-delegate as provided by law, to decide on and implement this authorization, to carry out the buyback program as provided by law and in accordance with the terms of this resolution, to place all orders on the stock market, to sign all documents, to conclude all agreements for the keeping of registers of share purchases and sales, to carry out all formalities and make all statements, in particular with the Autorité des marchés financiers and, more generally, to do all that is necessary.

This authorization is granted for a period of eighteen (18) months as from the date of this General Meeting. this authorization replaces as from this date any prior authorization having the same purpose.

Powers to carry out formalities (13th resolution)

The 13th resolution is a standard resolution, the purpose of which is to give the necessary powers to carry out the notification and filing formalities inherent to the resolutions adopted by this General Meeting.

THIRTEENTH RESOLUTION

Powers to carry out formalities

The Shareholders, having fulfilled the quorum and majority requirements for ordinary and extraordinary general meetings, grant all powers to the holder of the original, a copy or an excerpt of the minutes of this General Meeting for the purpose of carrying out all publication, filing and other necessary formalities, and generally do all things necessary.

Appendix 1 - Elements of compensation submitted to the shareholders' advisory vote

Elements of compensation due and/or paid or allocated for the financial year 2015 to Mr Philippe Knoche as member of the Executive Board, Deputy Chief Executive Officer and then Chief Executive Officer, submitted to the shareholders' advisory vote

Elements of compensation due or allocated for the financial year 2015	Amounts submitted to the shareholders' advisory opinion	Presentation
Fixed compensation	<p>Amounts due : € 417,060</p> <p>1st Jan. to 8 Jan. : € 9,478</p> <p>9 Jan. to 31 Dec. : € 407,582</p> <p>Amounts paid : € 417,060</p> <p>1st Jan. to 8 Jan. : € 9,478</p> <p>9 Jan. to 31 Dec. : € 407,582</p>	<p>In accordance with decree N°2012/915 of 26 July 2012 on State control of compensation of directors and executives of public sector companies, the cap of the gross annual compensation is 450,000 Euros.</p> <p>The amounts due include all the compensation allocated during the relevant financial year, regardless of the date of payment.</p> <p>The amounts paid include all the compensation paid during the relevant financial year, including any compensation due for the previous financial year, if applicable.</p>
Annual variable compensation	N.A.	Since 1 st October 2012, Mr. Philippe Knoche has not received any annual variable compensation.
Deferred variable compensation	N.A.	Mr. Philippe Knoche has not received any deferred variable compensation.
Multiannual variable compensation	N.A.	Mr. Philippe Knoche has not received any multiannual variable compensation.
Exceptional compensation	N.A.	Mr. Philippe Knoche has not received any exceptional compensation.
Stock-options or performance shares	N.A.	AREVA does not have any system for performance-based share allotments, or any share option or stock purchase plan, either for employees or for officers.
Attendance fees	N.A.	Mr. Philippe Knoche has not received any attendance fees for its service as director during the financial year 2015.

Appendix 1 - Elements of compensation submitted to the shareholders' advisory vote

<p>Non-cash benefits</p>	<p>Amounts due : € 2,940</p> <p>1st Jan. to 8 Jan. : € 368</p> <p>9 Jan.to 31 Dec. : € 2,572</p> <p>Amounts paid : € 3,375¹</p> <p>1st Jan. to 8 Jan. : € 368</p> <p>9 Jan.to 31 Dec.: € 3,007</p>	<p>Mr. Philippe Knoche benefits from the use of a company vehicle.</p>
<p>Severance payments</p>	<p>Amounts due N.A.</p>	<p>On the recommendation of the Appointment and Compensation Committee dated April 23, 2015, the Board of Directors decided at its meeting of April 29, 2015 that Mr. Philippe Knoche is entitled to a severance payment in a maximum amount equal to twice the cumulative amount of his annual compensation on the day his duties terminate.</p> <p>If Mr. Philippe Knoche (i) wishes to exercise his right to retire shortly after the end of his term, regardless of the reason, even if constrained to do so, or (ii) occupies another function within the group, he shall not be entitled to a severance payment.</p> <p>The above-mentioned severance payment would be paid only in the event of the dismissal of Mr. Philippe Knoche, except in the event of dismissal for just cause, in particular in the event of a change of control or strategy, and will be subject to performance conditions as follows:</p> <ul style="list-style-type: none"> - the severance payment will be automatically made if the rate of achievement of quantitative and qualitative objectives was more than 60% on average for the two previous financial years; - if the rate of achievement of quantitative and qualitative objectives was less than 60% on average for the two previous financial years, the Board of Directors will assess the performance of the party concerned with regard to circumstances which affected the company's business during the financial year. <p>Meeting on May 21, 2015, the Board of Directors, on the recommendation of the Appointment and Compensation Committee meeting on that same day, decided on said objectives for 2015 as follows:</p> <ul style="list-style-type: none"> - 60% are quantitative objectives to be met, which are a function of net cash flow, the competitiveness plan, the Olkiluoto 3 EPR reactor and Safety-Health-Security objectives; - 40% are qualitative objectives to be met concerning the financing plan, to relations with EDF and to the Flamanville EPR reactor.

¹ Change of the company vehicle. The difference has been duly recorded.

Appendix 1 - Elements of compensation submitted to the shareholders' advisory vote

		<p>The principle of the severance payment, subject to the achievement of the performance criteria, was authorized by ministerial decision on May 19, 2015 and approved by the Combined General Meeting of shareholders of May 21, 2015.</p> <p>All severance payments shall first be approved by the Board of Directors in accordance with article L. 225-42-1, paragraph 5 of the French Commercial Code and approved by the Minister of the Economy in accordance with the above-mentioned decree no. 53-707 of August 9, 1953.</p>
Non-compete payments	Amounts due N.A.	<p>The Board of Directors may decide to grant to Mr. Philippe Knoche a payment in return for a non-competition clause. The amount of that payment shall be deducted from the amount of the severance payment made, if any, to Mr. Philippe Knoche under the above conditions. In the absence of a severance payment, the amount of the payment due in return for a non-competition clause shall be set by the Board of Directors in accordance with common practices.</p> <p>Any non-competition payment must first be approved by the Board of Directors in accordance with article L. 225-42-1, paragraph 5 of the French Commercial Code and approved by the Minister of the Economy in accordance with the above-mentioned decree no. 53-707 of August 9, 1953.</p>
Pensions and retirement benefits	N.A.	<p>The company did not subscribe to any supplemental retirement plan with defined benefits for the Chief Executive Officer. He participates in the supplemental retirement plans applicable to the company's executive employees.</p>

Appendix 1 - Elements of compensation submitted to the shareholders' advisory vote



Elements of compensation due and/or paid or allocated for the financial year 2015 to Mr Olivier Wantz as member of the Executive Board and Senior Executive Vice President until 8 January 2015, submitted to the shareholders' advisory vote

Elements of compensation due or allocated for the financial year 2015	Amounts submitted to the shareholders' advisory opinion	Presentation
Fixed compensation	Amounts due: € 8,053 Amounts paid: € 8,053	<p>In accordance with decree N°2012/915 of 26 July 2012 on State control of compensation of directors and executives of public sector companies, the cap of the gross annual compensation is 450,000 Euros.</p> <p>The amounts due include all the compensation allocated during the relevant financial year, regardless of the date of payment.</p> <p>The amounts paid include all the compensation paid during the relevant financial year, including any compensation due for the previous financial year, if applicable.</p>
Annual variable compensation	Amounts due NA ¹	Mr. Olivier Wantz has not received any annual variable compensation.
Deferred variable compensation	N.A.	Mr. Olivier Wantz has not received any deferred variable compensation.
Multiannual variable compensation	N.A.	Mr. Olivier Wantz has not received any multiannual variable compensation.
Exceptional compensation	N.A.	Mr. Olivier Wantz has not received any exceptional compensation.
Stock-options or performance shares	N.A.	AREVA does not have any system for performance-based share allotments, or any share option or stock purchase plan, either for employees or for officers.
Attendance fees	N.A.	Mr. Olivier Wantz has not received any attendance fees.
Non-cash benefits	€ 471	Mr. Olivier Wantz benefits from the use of a company vehicle.
Severance payments	N.A.	Mr. Olivier Wantz elected to have his employment contract suspended during its term as member of the Executive Board and therefore did not benefit from any severance payments.
Non-compete payments	N.A.	No non-competition payments were made to the members of the Executive Board.
Pensions and retirement benefits	N.A.	The company did not subscribe to any supplemental retirement plan with defined benefits for the members of the Executive Board. They participated in the supplemental retirement plans applicable to the company's executive employees.

¹ With regard to the company's financial situation, no variable component was paid for 2014.

Appendix 1 - Elements of compensation submitted to the shareholders' advisory vote

Elements of compensation due and/or paid or allocated for the financial year 2015 to Mr. Pierre Aubouin as member of the Executive Board and Senior Executive Vice President until 8 January 2015, submitted to the shareholders' advisory vote

Elements of compensation due or allocated for the financial year 2015	Amounts submitted to the shareholders' advisory opinion	Presentation
Fixed compensation	Amounts due: € 6,743 Amounts paid: € 6,743	<p>In accordance with decree N°2012/915 of 26 July 2012 on State control of compensation of directors and executives of public sector companies, the cap of the gross annual compensation is 450,000 Euros.</p> <p>The amounts due include all the compensation allocated during the relevant financial year, regardless of the date of payment.</p> <p>The amounts paid include all the compensation paid during the relevant financial year, including any compensation due for the previous financial year, if applicable.</p>
Annual variable compensation	Amounts due NA ¹	Mr. Pierre Aubouin has not received any annual variable compensation.
Deferred variable compensation	N.A.	Mr. Pierre Aubouin has not received any deferred variable compensation.
Multiannual variable compensation	N.A.	Mr. Pierre Aubouin has not received any multiannual variable compensation.
Exceptional compensation	N.A.	Mr. Pierre Aubouin has not received any exceptional compensation.
Stock-options or performance shares	N.A.	AREVA does not have any system for performance-based share allotments, or any share option or stock purchase plan, either for employees or for officers.
Attendance fees	N.A.	Mr. Pierre Aubouin has not received any attendance fees.
Non-cash benefits	€ 300	Mr. Pierre Aubouin benefits from the use of a company vehicle.
Severance payments	Amounts due N.A.	<p>Mr. Pierre Aubouin was entitled to a severance payment for his position as member of the Executive Board, in a maximum amount equal to twice the total of his most recent fixed annual compensation at the date of termination of his duties, plus the average variable annual compensation in respect of the last three financial years.</p> <p>This severance payment would have only been paid in case of the dismissal of Mr. Pierre Aubouin as member of the Executive Board (except in the event of dismissal for just cause), in particular in cases of change of control or strategy, and would have been subject to performance conditions as follows:</p> <ul style="list-style-type: none"> - if Mr. Pierre Aubouin had received 70% or more of the maximum variable compensation due in respect of two of the last three financial years (such variable compensation be based on both quantitative and qualitative objectives), the severance compensation would have been automatically paid; - if Mr. Pierre Aubouin had received less than 60% of the maximum variable compensation due in respect of two of the last three financial years, the severance compensation would not have

Appendix 1 - Elements of compensation submitted to the shareholders' advisory vote

		<p>been paid;</p> <ul style="list-style-type: none"> - if Mr. Pierre Aubouin had received less than 70% of the maximum variable compensation due in respect of two of the last three financial years, but such percentage had been between 60% and 70% for at least one financial year, the decision to pay all or part of the severance compensation would have been made by the Supervisory Board. <p>In the event that the dismissal or the forced departure of Mr. Pierre Aubouin would have taken place before the end of a period of three years following its appointment, the payment of a severance compensation would have been subject to performance conditions as follows:</p> <ul style="list-style-type: none"> - if the average variable compensation during his term (pro-rated in respect of the uncompleted years) had been more than 70% of the maximum variable compensation, the severance compensation would have been paid; - if the average variable compensation during his term (pro-rated in respect of the uncompleted years) had been less than 60% of the maximum variable compensation, the severance compensation would not have been paid; - if the average variable compensation during his term (pro-rated in respect of the uncompleted years) had been between 60% and 70% of the maximum variable compensation, the decision to pay all or part of the severance compensation would have been made by the Supervisory Board, without any automatic entitlement to this indemnity. <p>Any severance payment should have been first approved by the Supervisory Board in accordance with article L. 225-90-1, paragraph 5 of the French Commercial Code and approved by the Minister of the Economy in accordance with the above-mentioned decree no. 53-707 of August 9, 1953.</p> <p>Such decision was taken during the meeting of the Supervisory Board of 21 October 2011 and approved by the General Meeting of shareholders of 10 May 2012 as part of the regulated agreements and undertakings (8th decision).</p>
Non-compete payments	N.A.	No non-competition payments were made to the members of the Executive Board.
Pensions and retirement benefits	N.A.	The company did not subscribe to any supplemental retirement plan with defined benefits for the members of the Executive Board. They participated in the supplemental retirement plans applicable to the company's executive employees.

¹ With regard to the company's financial situation, no variable component was paid for 2014.

Appendix 1 - Elements of compensation submitted to the shareholders' advisory vote

Elements of compensation due and/or paid or allocated for the financial year 2015 to Mr. Philippe Varin as Chairman of the Board of Directors from 8 January 2015, submitted to the shareholders' advisory vote

Elements of compensation due or allocated for the financial year 2015	Amounts submitted to the shareholders' advisory opinion	Presentation
Fixed compensation	Amounts due: € 120,000 Amounts paid: € 120,000	<p>In accordance with decree N°2012/915 of 26 July 2012 on State control of compensation of directors and executives of public sector companies, the cap of the gross annual compensation is 450,000 Euros.</p> <p>The amounts due include all the compensation allocated during the relevant financial year, regardless of the date of payment.</p> <p>The amounts paid include all the compensation paid during the relevant financial year, including any compensation due for the previous financial year, if applicable.</p>
Annual variable compensation	N.A.	Mr. Philippe Varin has not received any annual variable compensation.
Deferred variable compensation	N.A.	Mr. Philippe Varin has not received any deferred variable compensation.
Multiannual variable compensation	N.A.	Mr. Philippe Varin has not received any multiannual variable compensation.
Exceptional compensation	N.A.	Mr. Philippe Varin has not received any exceptional compensation.
Stock-options or performance shares	N.A.	AREVA does not have any system for performance-based share allotments, or any share option or stock purchase plan, either for employees or for officers.
Attendance fees	N.A.	Mr. Philippe Varin has not received any attendance fees for its service as Chairman of the Board of Directors during the financial year 2015.
Non-cash benefits	N.A.	Mr. Philippe Varin has not received any non-cash benefits.
Severance payments	N.A.	Mr. Philippe Varin is not entitled to any severance payments.
Non-compete payments	N.A.	Mr. Philippe Varin is not entitled to non-compete payments.
Pensions and retirement benefits	N.A.	The company did not subscribe to any supplemental retirement plan for Mr. Philippe Varin.

ADDITIONAL INFORMATION RELATING TO FINANCIAL YEAR 2015

The company subscribed to an unemployment insurance plan sponsored by Medef and underwritten by *Garantie sociale des chefs et dirigeants d'entreprise* (GSC) in favor of the Chief Executive Officer. Membership guarantees 12 months of severance payments to the officers, with a payment level of 70% of net revenue from employment received for the calendar year preceding the membership in the case of tax brackets A and B, and 55% for tax bracket C. Premiums for this insurance are paid 70% by AREVA and 30% by the beneficiary.

Delegations of competence and powers granted to the Board of Directors

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

No new delegation of competence and powers to the Board of Directors is submitted to the Shareholders' Meeting of May 19, 2016.

Type of authorization	Date of authorization	Maturity	Maximum amount	Amount used as of December 31, 2015
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	Nil
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	Nil
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	Nil
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	Nil
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	Nil
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	Nil
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	Nil



Document request form

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

Société Générale
Service Assemblées
CS 30812
44308 Nantes Cedex 03

I the undersigned,

Last name (or corporate name) :

First and middle names (or form of company):

Place of residence (or corporate office):

Owner* of AREVA shares,

Request the mailing** of the information stipulated in articles R.225-81 and R.225-83 of the French Commercial Code (in particular the corporate and consolidated financial statements and the 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.

AREVA's 40,000 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



AREVA – ADC 05 2016 – GB

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