

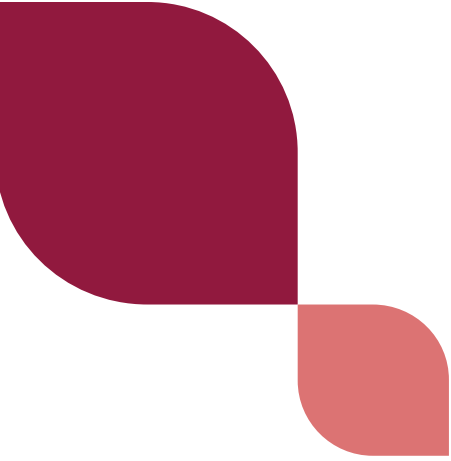
Notice of meeting

Ordinary General Shareholders' Meeting

Thursday, May 18, 2017
at 11:00 a.m.
TOUR AREVA,
Grand Auditorium
1 Place Jean Millier
92400 Courbevoie
(FRANCE)

This document a free translation into English of the AREVA 2017 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 18, 2017, Tour AREVA, Grand auditorium – 1 Place Jean Millier, 9240 Courbevoie, 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.

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

You will find hereafter all relevant information in connection with this meeting, as well as guidance to attend the meeting. If you cannot attend this meeting personally, you will nevertheless have the option of voting by correspondence or by granting a proxy to the Chairman of the Meeting or to any other person of your choice.

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

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 corporate financial statements of the financial year ended December 31, 2016 (1st resolution)
- Approval of the consolidated financial statements of the financial year ended December 31, 2016 (2nd resolution)
- Appropriation of the result of the financial year ended December 31, 2016 (3rd resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to amendment 1 to the bilateral agreement between AREVA SA and the CEA dated May 20, 2016 (4th resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the memorandum of understanding with EDF concerning the sale of AREVA NP's operations dated July 28, 2016 (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 contract to sell New NP to EDF dated November 15, 2016 (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 guarantee given by AREVA SA to EDF dated November 15, 2016 (7th resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the sale by AREVA SA of the shares of AREVA TA dated December 15, 2016 (8th resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the end of financial support mechanism of AREVA SA in favor of its subsidiary AREVA TA dated December 16, 2016 (9th resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the assignment of a receivable held by AREVA SA from the 01dB Italia company in favor of its subsidiary AREVA TA dated December 16, 2016 (10th 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 20, 2016 ((11th resolution)
- Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the advance from the current account between the French State and AREVA SA dated February 3, 2017(12th resolution)
- Opinion on the items of compensation due or allocated for financial year 2016 to Mr. Philippe Varin as Chairman of the Board of Directors (13th resolution)
- Opinion on the items of compensation due or allocated for financial year 2016 to Mr. Philippe Knoche as Chief Executive Officer (14th resolution)
- Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional components of total compensation and benefits of any kind attributable to the Chairman of the Board of Directors (15th resolution)
- Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional components of total compensation and benefits of any kind attributable to the Chief Executive Officer (16th resolution)
- Appointment of a new director – Mrs. Marie-Solange Tissier (17th resolution)
- Appointment of a new director – Mrs. Florence Touïtoudurand (18th resolution)
- Authorization to be given to the Board of Directors to trade in the company's shares (19th resolution)
- Powers to carry out formalities (20th 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 16, 2017 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 16, 2017 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 three 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 (article L. 225-106 of the French Commercial Code); 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 and executed 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 form duly completed must be received by *Société Générale - Service des Assemblées* three days before the Shareholders' Meeting at the latest, i.e. May 15, 2017.

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 15, 2017.

Any shareholder who has already voted by correspondence, appointed a proxy or requested an admission card or a certificate 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 16, 2017 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 16, 2017 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, 2017 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 under the conditions described above during the Shareholders' Meeting.

How to attend 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 will be available at AREVA's head office - *AREVA - Tour 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 : 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

ASSEMBLÉE GÉNÉRALE ORDINAIRE du jeudi 18 mai 2017 à 11h00

Au siège social
 Tour AREVA
 1 place Jean Millier
 92400 COURBEVOIE

AU CAPITAL DE € 95 801 213
 712 054 923 RCS NANTERRE

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

Identifiant - Account
 Nominatif / Registered
 Porteur / Bearer
 Vote simple / Single vote
 Vote double / Double vote
 Nombre d'actions / Number of shares
 Nombre de voix - Number of voting rights

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

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

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

	Oui / Yes	Non/No	Abst/Abs		Oui / Yes	Non/No	Abst/Abs	
1	[]	[]	[]	A	[]	[]	F	[]
2	[]	[]	[]	B	[]	[]	G	[]
3	[]	[]	[]	C	[]	[]	H	[]
4	[]	[]	[]	D	[]	[]	J	[]
5	[]	[]	[]	E	[]	[]	K	[]
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42	[]	[]	[]					
43	[]	[]	[]					
44	[]	[]	[]					
45	[]	[]	[]					

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 (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). 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 15, 2017*, 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 2016

■ Highlights of the period

To restore its competitiveness and reestablish its financial position, the Group implemented a restructuring plan (the "Restructuring Plan"), consistent with the 2016-2020 roadmap presented to the market on June 15, 2016.

The Restructuring Plan includes the following three main sections:

- Conversion of the nuclear fuel cycle operations (including the Mining, Front End and Back End operations) into subsidiaries within the NewCo¹ entity, a wholly owned subsidiary of AREVA SA;
- Capital increases of AREVA and NewCo in the total amount of 5 billion euros; and
- Asset sales in order to refocus on the nuclear fuel cycle operations and to improve its financial situation with the proceeds from disposals.

At the end of the implementation of the Restructuring Plan, and subject to its execution, AREVA SA's main mission will be to complete the Olkiluoto 3 EPR reactor project ("OL3") in Finland with the necessary resources, in compliance with its contractual obligations. Another objective of AREVA SA will be to close out the remaining renewable energy projects; it will keep the responsibility associated with outstanding component contracts and potentially with non-outstanding component contracts for which serious anomalies might be identified and unresolved by the completion of the sale of New NP². Lastly, AREVA SA will assume responsibility for the repayment of bank borrowings (bilateral lines of credit and RCF) in 2017 and 2018.

¹ NewCo: temporary name of the entity which combines all of the operations of AREVA related to the nuclear fuel cycle, whose legal name is New AREVA Holding.

² New NP combines the operations of AREVA NP, excluding the OL3 contract and the means necessary for its completion, and, as applicable, certain component contracts affected by serious anomalies which might be identified in connection with the quality audit in progress.

Implementation of the Group's strategic roadmap and Restructuring Plan

SUBSIDIARIZATION OF THE NUCLEAR FUEL CYCLE OPERATIONS IN NEWCO

The final completion of the Contribution of AREVA SA to NewCo by means of a partial contribution of assets of, (i) all assets and liabilities related to its nuclear fuel cycle operations, as well as (ii) of all bond debt maturing as from 2017, and (iii) of associated corporate departments, occurred on November 10, 2016, giving rise to a capital increase for NewCo in the amount of 44,580,555 euros.

CAPITAL INCREASES OF AREVA AND NEWCO IN THE TOTAL AMOUNT OF 5 BILLION EUROS

European Commission consent for the Restructuring Plan

On April 29, 2016, the French authorities notified the European Commission of a restructuring aid measure which they plan to grant to the group pursuant to the guidelines on "aid for rescuing and restructuring non-financial undertakings in difficulty". This notice is based on the Restructuring Plan, which aims to restore the group's long-term viability and competitiveness.

On January 10, 2017, at the end of the review of the matter by the European Commission, the latter authorized the French State's participation in the capital increases of AREVA and of NewCo, finding in particular that (i) the planned aid measures enable the group's return to long-term viability, (ii) the group is contributing significantly to the costs of its restructuring and (iii) the compensatory measures proposed by the group are sufficient and adequate.

The European Commission's authorization is conditioned on the fulfillment of the following two preconditions:

- The findings of the Autorité de sûreté nucléaire ("ASN") on the results of the demonstration program concerning the problem of carbon segregation identified in parts of the EPR reactor vessel of the Flamanville 3 project, without calling into question the suitability for service of the vessel parts due to that segregation or, alternatively, a decision by EDF, duly notified to the

Brief presentation of AREVA's position in 2016

group in view of the sale of New NP, to waive the condition precedent related to the EPR reactor of the Flamanville 3 project as concerns the carbon segregation identified in parts of that reactor's vessel; and

- The European Commission's authorization of the merger between EDF and New NP.

Moreover, the European Commission's authorization is accompanied by a certain number of commitments on the part of the group until the end of its restructuring plan, i.e. the end of 2019. In particular, it covers the obligation not to proceed with acquisitions of interests in companies which it does not already control (with the exception of (i) a certain number of already identified projects and (ii) after the European Commission's authorization of projects which would be necessary to its return to viability), and the obligation to withdraw completely from the reactor and fuel assembly operations. By that date, neither AREVA nor NewCo will have therefore a capitalistic relationship with New NP.

On January 10, 2017, the European Commission also authorized rescue aid in the form of two advances from the shareholder current account of the French State, one for AREVA in the amount of 2 billion euros and the other for NewCo in the amount of 1.3 billion euros, to enable the group to meet its financial obligations until the effective completion of the AREVA and NewCo capital increases.

These advances from the shareholder current account, to be credited to the amount of the above-mentioned capital increases reserved for the French State, will be reimbursed by converting the State's receivable into capital within the framework of those capital increases, subject to the fulfillment of the two preconditions described above.

Capital increase of AREVA SA

Within the framework of the group's Restructuring Plan aimed at restoring its competitiveness and reestablishing its financial position, AREVA plans to carry out a capital increase reserved for the French State with cancellation of the shareholders' preemptive subscription right (the "Reserved Capital Increase"). In its meeting of December 15, 2016, AREVA's Board of Directors approved the principle of the Reserved Capital Increase and convened a

General Meeting of Shareholders on February 3, 2017 for the purpose of authorizing the Reserved Capital Increase. AREVA's Board of Directors met again on January 11, 2017 to set the main terms and conditions of the Reserved Capital Increase, including the subscription price.

The proposed Reserved Capital Increase was approved by the Combined General Meeting of Shareholders held on February 3, 2017, with a view to carrying it out upon the fulfillment of the conditions accompanying the European Commission's authorization, in conformance with European regulations relative to State aid.

The total amount of the Reserved Capital Increase, including the share premium, will be 2 billion euros, corresponding to the sum of the 444,444,444 new shares issued multiplied by the subscription price per new share of 4.50 euros.

The purpose of the Reserved Capital Increase, as a supplement to the income from asset sales in progress, is to enable AREVA to meet its cash requirements and in particular to undertake the successful completion of the OL3 project.

The French State confirmed its commitments to participating in the Reserved Capital Increase at the level of 2 billion euros.

Capital increase of NewCo

The capital increase of NewCo in the total amount of 3 billion euros is to be subscribed by the French State and strategic investors.

The objective of this capital increase is to enable NewCo to meet its financial obligations and to develop, before being in a position in the medium term to refinance on the markets. The French State confirmed its commitments to participating in the Capital Increase at the maximum level of 2.5 billion euros, alongside strategic investors.

The proposed NewCo capital increase was submitted for approval to the General Meeting of NewCo Shareholders held on February 3, 2017. The completion of this capital increase is subject notably to the fulfillment of the conditions accompanying the European Commission's authorization of January 10, 2017.

Brief presentation of AREVA's position in 2016

Following this capital increase, and subject to its completion, AREVA would hold a minority interest in NewCo of approximately 40% of the capital and voting rights, leading to the loss of AREVA's control of NewCo.

Commitments from strategic investors to participate in the NewCo capital increase

The industrial groups Mitsubishi Heavy Industries (MHI) and Japan Nuclear Fuel Limited (JNFL), that had expressed interest in participating in the NewCo capital increase, formulated offers to that effect on December 15, 2016.

They have committed to participating in the NewCo capital increase at the level of 500 million euros, corresponding to a 10% target interest, and will thus become NewCo shareholders alongside the French State and the company, subject the completion of the above-mentioned capital increase and the completion of the preconditions included in the memorandum of understanding signed with AREVA, NewCo and the French State.

The memorandum of understanding and the shareholders' agreement concerning NewCo signed by JNFL, MHI, the Commissariat of State shareholding and AREVA entered into effect on March 21, 2017.

Public buyout offer for AREVA SA shares

Considering the loss of control of NewCo resulting from its capital increase, and in accordance with the provisions of article 236-6 of the AMF's general regulations, the French State announced its intention of filing a public buyout offer, followed as applicable by a mandatory squeeze-out. The price of this public buyout offer would be identical to the issue price of the Reserved Capital Increase, i.e. 4.50 euros per share, on the condition that no significant event occurs between now and the launch of the public buyout offer which might lead to a change of price, upwards or downwards.

The proposed public buyout offer remains subject to AMF's Conformity Decision.

ASSET SALES

OL3 contract maintained in consolidation scope of continuing operations

Discussions were entered into with TVO in early 2016, mainly with the objective of getting TVO's consent for the transfer of the contract for the project to construct the Olkiluoto 3 power plant ("OL3") to AREVA SA and for the signature of a comprehensive settlement ending the arbitration between TVO and the AREVA-Siemens consortium. These negotiations did not lead to an agreement and were suspended during the first half of 2016.

In the absence of an agreement with TVO, the OL3 contract (currently held by AREVA NP) was not transferred to AREVA SA, and it was thus kept within the AREVA NP consolidation scope.

Following the sale of its operations to EDF (previously transferred to New NP), AREVA NP will be kept within the AREVA consolidation scope and will keep all of the resources needed to complete the OL3 project, in compliance with its contractual obligations.

Plan to sell AREVA NP's operations

Following the memorandum of understanding signed on July 28, 2016, AREVA, AREVA NP and EDF signed a share purchase agreement on November 15, 2016 which sets the terms and conditions for the sale of an interest giving EDF exclusive control of an entity tentatively called "New NP", a wholly owned subsidiary of AREVA NP, which will combine the industrial operations of the design and supply of nuclear reactors and equipment, fuel assemblies and services to the installed base of the group.

The selling price for 100% of the capital of New NP was set at 2.5 billion euros, excluding any price adjustments and/or supplements.

The contracts related to the OL3 project and the means needed to complete the project, along with the responsibility attached to outstanding contracts related to parts forged at the Creusot plant and possibly to contracts not outstanding but for which serious anomalies might be identified and not yet resolved by the closing of the New NP sale, will be kept within AREVA NP and will thus remain within the group's consolidation scope.

The contractual obligations which would be chargeable to New NP in the event of the discovery of anomalies resulting

Brief presentation of AREVA's position in 2016

from a failure in the quality control of equipment manufacturing at the Creusot plant and, possibly, at the Saint-Marcel and Jeumont plants will continue to be guaranteed by AREVA.

The sale of New NP is expected to close by the end of 2017, subject in particular to the receipt of favorable findings from the French nuclear safety authority ASN on the subject of the results of tests of the primary cooling system of the Flamanville 3 reactor; the completion and the satisfactory conclusion of quality audits at the Creusot, Saint-Marcel and Jeumont plants; and the approval of the competent authorities which regulate business mergers and nuclear safety. Furthermore, the closing of the transaction is conditioned on the transfer of AREVA NP's operations, excluding the OL3 contract and certain component contracts, to the New NP entity.

Sale of Canberra

AREVA and the Mirion Technologies group announced on July 1, 2016 the completion of the sale of Canberra.

Sale of Adwen

On September 14, AREVA exercised the option to sell to Gamesa its interest in Adwen. The sale closed on January 5, 2017.

Sale of Elta

On November 30, AREVA TA and AREVA SA sold to ECA Group all of their respective interests in Elta.

Sale of AREVA TA

On December 15, 2016, AREVA signed a share purchase agreement for all of its shares in AREVA TA to a consortium of buyers composed of the Agence des participations de l'État, the Commissariat à l'énergie atomique et aux énergies alternatives, and DCNS. EDF, which already owns 9% of the capital, will remain a shareholder.

AREVA carried out the sale of its majority interest in AREVA TA on March 19, 2017.

Voluntary Departure Plan and adaptation of the group's workforce

In July 2015, as part of its performance plan, the group had announced its intention of reducing its international workforce by 6,000 people by the end of 2017 in relation to December 31, 2014.

In France, voluntary departure plans were launched in early April 2016 for AREVA Mines, AREVA NC, AREVA NP, AREVA Business Support, SET and Eurodif Production, with the goal of 3,400 job cuts over the 2016-2017 period. The voluntary period of these departure plans ended in late November 2016.

At the end of 2016, a total of 3,042 departures had been recorded (including those to come) within the scope of the above-mentioned six companies, 2,046 of which were within the framework of the voluntary departure plans and 996 of which were outside those plans (non-VDP retirement, dismissals, resignations, etc.).

The performance plan also contains an international component. In Niger (at the mining sites), in Germany (closure of the Offenbach site) and in the United States, the job cuts concerned close to 2,000 employees as of the end of 2016.

At December 31, 2016, the AREVA group (consolidation scope) had a global workforce of 36,241 employees, compared with 41,847 employees at December 31, 2014.

Status of component manufacturing

- The test program, conducted on vessel closure heads and bottom heads analogous to those of the Flamanville 3 EPR reactor, ended on December 7, 2016. The toughness properties measured in the sacrificial parts meet the requirements of ASN's follow-up letter issued in December 2015. The final report was sent to the nuclear safety authority ASN on December 16, 2016, which will review it jointly with the IRSN. The review schedule anticipates this instruction to end with an opinion from the ESPN Standing Group, expected in June 2017.
- The quality audit of the Creusot plant launched at the end of 2015 continued in 2016. In connection with the

Brief presentation of AREVA's position in 2016

audit, all of the quality processes were reviewed and improvement measures are being taken.

- The quality audit was supplemented by an exhaustive analysis of a category of forged part manufacturing files (marked files). The deviations identified are being dealt with in coordination with the customers and the safety authorities concerned. Additional analyses and tests are in progress, in particular on two equipment items relating to the reactors of Fessenheim 2 and Gravelines 5.
- A more extensive analysis of the manufacturing files (unmarked files) is in progress and concerns more than 6,000 files. In this regard, an anomaly on a steam generator delivered to the Flamanville 3 site was subjected to characterization.
- Since May 2016, the analyses have been extended to the Saint-Marcel and Jeumont sites as well.
- In addition, following the deficiencies discovered in April 2015 concerning tensile test protocols at the Creusot laboratory, systematic verification was undertaken to justify the parts concerned through analyses or by retesting on test specimens. Deviations for the identified anomalies are being dealt with in coordination with the customers.

Liquidity position and 12-month liquidity for the period in progress

At December 31, 2016, AREVA's short-term borrowings amounted to 831 million euros, consisting mainly of bilateral lines of credit maturing over the course of 2017. In addition, AREVA guarantees NewCo's borrowings (bond debt and financing of the Georges Besse II industrial asset in the total amount of 5.5 billion euros) until the execution of the NewCo capital increase, planned in 2017.

To meet those commitments and ensure the continuity of operations in 2017, the main sources of financing in 2017 are spread out as follows:

- On January 10, 2017, the European Commission authorized rescue aid in the form of two advances from the shareholder current account of the French State, one for AREVA in the amount of 2 billion euros and the other for NewCo in the amount of 1.3 billion euros. These advances from the shareholder current account,

to be credited to the capital increases planned in 2017, bridge the gap with the latter;

- The purpose of said capital increases and the income expected from asset disposals in 2017 (AREVA TA, Adwen and New NP) is to strengthen the financial structure of AREVA and NewCo and enable them to meet their liquidity requirements with regard to their obligations in 2017 and beyond, subject to, as concerns AREVA and 2017, the sale of New NP no later than the fourth quarter;
- If the sale of New NP were to occur late in the year, AREVA SA has secured and accepted a commitment from its banking partners for "senior secured" interim financing of 300 million euros, which should be signed in the near future and will have a maturity date of January 8, 2018. Draws on this financing are conditioned on the French State's subscription to the AREVA and NewCo capital increases. In view of the milestones already met and the work remaining to be accomplished in connection with the process of selling New NP, AREVA has not identified items likely to compromise the completion of the New NP sale before the end of 2017. Moreover, AREVA is maintaining tight control of the sales process and of the fulfillment of the conditions precedent stipulated in the share purchase agreement.

Taken together, these items will ensure the continuity of operations for the 2017 financial year.

Beyond 2017, the last significant maturity of AREVA's debt consists of the redemption of the syndicated line of credit of 1.25 billion euros in January 2018. Although it is not presently expected that the sale of New NP will be delayed to 2018, alternative solutions are being examined in addition to the internal optimization measures already identified (monetization of receivables, factoring, etc.), with a view to being able to ensure AREVA's financing until the receipt of the income from the sale of New NP, if it were to be delayed to 2018.

■ For more information

The key events occurred within the framework of the conduct of the Company's affairs in 2016 as well as events subsequent to year-end closing for 2016 are described in the Company's 2016 Reference Document filed with the AMF on April 11, 2017 and available on the website www.areva.com.

Brief presentation of AREVA's position in 2016

Selected financial information

Summary of key data

In view of the adoption of IFRS 5, the data reported for revenue, operating income, EBITDA, operating cash flow and net debt concern the continuing operations exclusively, i.e. mainly the OL3 project, bioenergy operations in the process of being sold, and AREVA SA funding.

<i>(in millions of euros, except workforce)</i>	2016	2015*	Change 2016/2015
Income			
Reported revenue	10	33	-23
Gross margin	(408)	(917)	+509
<i>Percentage of reported revenue</i>	<i>n.s.</i>	<i>n.s.</i>	<i>n.s.</i>
Operating income	(442)	(1,87)	+845
Net financial income	(68)	(46)	-22
Share in net income of joint ventures and associates	(14)	(26)	-12
Net income from operations sold, discontinued or held for sale	(365)	(770)	+405
Net income attributable to the owners of the parent	(665)	(2,038)	+1,373
Comprehensive income	(809)	(1,905)	+1,096
Comprehensive income attributable to equity owners of the parent	(753)	(1,825)	+1,072
Cash flow			
EBITDA	(684)	(630)	54
<i>Percentage of reported revenue</i>	<i>n.s.</i>	<i>n.s.</i>	<i>n.s.</i>
Change in operating working capital requirement	95	166	-71
Net operating Capex	(7)	(12)	+5
Operating cash flow	(590)	(475)	-115
Miscellaneous			
Net cash (debt)	(1,473)	(6,323)	+4,850
Equity attributable to owners of the parent	(3,417)	(2,516)	-901
Workforce (end of period, including operations held for sale)	36,241	39,761	-8.9%
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	2012	2013	2014	2015	2016
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	430,415	490,444	487,137	452,145	416,672
b) Income before tax, employee profit-sharing and amortization, depreciation and provisions (including reversals)	310,831	-294,177	-230,703	-208,647	-275,382
c) Income tax	63,115	100,847	72,496	89,319	128,268
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)	241,683	-180,155	-5,309,351	-2,831,938	69,709
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)	0.98	-0.50	-0.41	-0.31	-0.38
b) Income after tax, employee profit-sharing and amortization, depreciation and provisions (increases-decreases)	0.63	-0.47	-13.86	-7.39	-0.18
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	125	45	33	28	11
b) Total payroll for the year	26,994	12,724	10,925	10,110	6,613
c) Payroll taxes and other benefit expenses (social security, benefits programs, etc.)	13,543	2,762	4,606	4,329	1,746

The Board of Directors and its Committees

The Board of Directors (as of April 30, 2017)

■ 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

- Mr. Claude Imauven
- Mr. Christian Masset (on proposal of the French State)
- Ms. Marie-Hélène Sartorius
- Ms. Pascale Sourisse

■ Member representing the French State

- Mr. Alexis Zajdenweber

■ Members elected by and representing employees

- Mr. Gilbert Cazenobe*
- Mr. Jean-Michel Lang
- 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. 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 Ms. Beatrice Mathieu.
- 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, Ms. Malak Tazi.

The Committees (as of April 30, 2017)

The Board of Directors has created 5 Committees:

■ Audit and Ethics Committee

- Ms. Marie-Hélène Sartorius (Chairman)
- Ms. Françoise Pieri
- Ms. Pascale Sourisse
- Mr. Alexis Zajdenweber

■ Strategy and Investments Committee

- Mr. Philippe Varin (Chairman)**
- Mr. Gilbert Cazenobe
- Mr. Claude Imauven**
- Mr. Christian Masset
- Mr. Daniel Verwaerde**
- Mr. Alexis Zajdenweber **

■ Appointment and Compensation Committee

- Mr. Claude Imauven (Chairman)
- Mr. Jean-Michel Lang
- Ms. Marie-Hélène Sartorius
- Mr. Alexis Zajdenweber

■ End-of-Lifecycle Obligations Monitoring Committee

- Mr. Claude Imauven (Chairman)
- Mr. Jean-Michel Lang
- Mr. Daniel Verwaerde
- Mr. Alexis Zajdenweber

■ Ad hoc Committee

- Mr. Claude Imauven (Chairman)
- Ms. Marie-Hélène Sartorius
- Ms. Pascale Sourisse
- Mr. Daniel Verwaerde

* As from the final sale of AREVA TA on March 29, 2017, Mrs. Odile Matte has been replaced as director representing company personnel and as director of the Strategy and Investments Committee by Mr. Gilbert Cazenobe, listed second on the ballot for the same labor union during elections of employee representatives.

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

The Executive Committees (EXCOM)

As of 30 April 2017, the Executive Committee of New AREVA is composed as follows:

CORPORATE MANAGEMENT
Philippe Knoche

EXECUTIVE COMMITTEE (EXCOM)

Stéphane Lhopiteau	Chief Legal and Financial Officer
François Nogué	Senior Executive Vice President of Human Resources and Communications
Guillaume Dureau	Senior Executive Vice President, Customers, Strategy, Innovation and R&D
Eric Chassard	Senior Executive Vice President of the AREVA Projects BU and Director of Performance
Jacques Peythieu	Senior Executive Vice President of the Mining BU
Antoine Troesh	Senior Executive Vice President of the Chemistry/Enrichment BU
Pascal Aubret	Senior Executive Vice President of the Recycling BU
Alain Vandercruyssen	Senior Executive Vice President of the Dismantling and Services BU
Frédéric de Agostini	Senior Executive Vice President of the Logistics BU
Christian Barandas	Special Advisor to the Chief Executive Officer

The Executive Committees (EXCOM)

As of 30 April 2017, the Executive Committee of New AREVA NP is composed as follows:

CORPORATE MANAGEMENT

Bernard Fontana

EXECUTIVE COMMITTEE (EXCOM)

Philippe Braidy	Chief Operating Officer
David Emond	Senior Executive Vice President of the Components BU
Lionel Gaiffe	Senior Executive Vice President of the Fuel BU
Frédéric Lelièvre	Senior Executive Vice President of Sales, Regional Platforms, and Instrumentation and Control Systems
Nicolas Maes	Senior Executive Vice President of the Installed Base BU
Alexis Marincic	Senior Executive Vice President of the Technical and Engineering BU
Jean-Bernard Ville	Senior Executive Vice President of the Large Projects BU
Yves Merel	Senior Executive Vice President of Operational Excellence

Explanatory statement and text of resolutions

Approval of the corporate and consolidated financial statements for the financial year ended December 31, 2016 (1st and 2nd resolutions)

After reviewing the reports of the Board of Directors and the Statutory Auditors, you are invited to approve the corporate financial statements (1st resolution), which show a net profit of 69,709,047.23 euros and the consolidated financial statements (2nd resolution), which show a net attributable loss of 665 million euros for the financial year ended December 31, 2016, as well as the transactions reflected in those financial statements or summarized in those reports.

The financial statements have been prepared in accordance with the French legal and regulatory provisions for the annual corporate financial statements and French legal and regulatory provisions and the International Financial Reporting Standards (IFRS) for the consolidated financial statements.

FIRST RESOLUTION

Approval of the corporate financial statements of the financial year ended December 31, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the Board of Directors' management report and the report on the annual financial statements of the statutory auditors, approve the corporate financial statements of the financial year ended December 31, 2016, as presented to them, showing a net profit in the amount of 69,709,047.23 euros, as well as the transactions reflected in those 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 recognized by the company and mentioned in article 39-4 of said Code in the total amount of 28,631 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, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the Board of Directors' management report and the report on the annual financial statements of the statutory auditors, approve the consolidated financial statements of the financial year ended December 31, 2016, as presented to them, showing a net loss attributable to

owners of the group in the amount of 665 million euros, as well as the transactions reflected in those financial statements or summarized in those reports.

Advisory opinion on the AREVA Group's disposal plan Appropriation of the result of the financial year ended December 31, 2016 (3rd resolution)

The purpose of the 3rd resolution is to appropriate the net profit of the financial year 2016.

It is proposed that all net profit for the financial year ended December 31, 2016 amounting to 69,709,047.23 euros be allocated to the "Retained earnings" account, which would increase the latter from (2,968,735,104.28) euros (after taking into account the capital decrease carried out on February 3, 2017 by debiting the "Retained earnings" account) to (2,899,026,057.05) euros.

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

THIRD RESOLUTION

Appropriation of the result of the financial year ended December 31, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, decide to appropriate the full amount of the net profit of the financial year ended December 31, 2016, amounting to 69,709,047.23 euros, to "Retained earnings", which will be brought from the amount of (2,968,735,104.28) euros (after taking into account the capital reduction which occurred on February 3, 2017 by charging the "Retained earnings" account) to the amount of (2,899,026,057.05) euros.

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

Related-party agreements (4th to 12th resolutions)

The purpose of resolutions 4 to 12 is to approve the related-party agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code (*Code de commerce*).

For further details, please refer to the Statutory Auditors' special report on related-party agreements and commitments in the AREVA 2016 Reference Document (Appendix 2).

Explanatory statement and text of resolutions

You are invited to approve the authorized related-party agreements entered into during financial year 2016 and in January 2017.

a) An agreement authorized during the Board of Directors meeting of April 28, 2016 (Amendment No. 1 to the Bilateral Agreement of December 22, 2006 with the French Alternative Energies and Atomic Energy Commission (CEA) (4th resolution)

At its meeting of April 28, 2016, the Board of Directors authorized the signing of Amendment No. 1 (reflecting the provisions of Article 2.3 of the Tripartite Protocol) to the bilateral agreement concluded with the French Alternative Energies and Atomic Energy Commission (CEA) on December 22, 2006 (the "**Bilateral Agreement**"). Said Amendment was executed by AREVA SA and the French Alternative Energies and Atomic Energy Commission (CEA) on May 20, 2016.

The purpose of the Bilateral Agreement is to clarify the parties' general and financial R&D commitments and the implementation of the JHR Project (as defined below), as well as the specific terms and conditions of AREVA's contribution to this project.

In this Tripartite Protocol, executed with AREVA TA and the CEA, AREVA SA confirmed its participation in the financing of the JHR Project by committing to pay an additional financial contribution of 29 million euros (excluding taxes) based on the economic conditions prevailing in 2013, to be added to AREVA SA's financial contribution of 50 million euros (excluding taxes) based on the economic conditions prevailing in 2005.

b) An agreement authorized during the Board of Directors meeting of July 28, 2016 (Memorandum of Understanding with EDF concerning) (5th resolution)

During its meeting of July 28, 2016, the Board of Directors authorized the signing of a memorandum of understanding formalising the progress of discussions with EDF and confirming the sale of AREVA NP's business activities (excluding certain contracts, among which the "OL3" contract) for an approximate price of 2.5 billion euros (100% of the equity value), both groups intending to execute binding agreements by the end of November 2016. This memorandum was executed by AREVA SA and EDF on July 28, 2016.

AREVA NP's industrial activities revolving around the design and supply of nuclear reactors and equipment and fuel assembly, shall be transferred to a subsidiary wholly-owned by AREVA NP and temporarily named "New NP," to be sold to EDF and to strategic investors.

c) Two agreements authorized during the Board of Directors meeting of November 10, 2016 (Agreement relating to the sale of New NP to EDF and guarantee given by AREVA SA to EDF) (6th and 7th resolutions)

At its meeting of November 10, 2016, the Board of Directors authorized the signing of the agreement setting out the terms of the sale of a stake conferring to EDF sole control of New NP, a wholly owned subsidiary of AREVA NP, which will consolidate the activities described above.

Having taken note of the commitments and obligations granted by AREVA NP within the share purchase agreement, the Board of Directors authorized, at the same meeting of November 10, 2016, AREVA SA to guarantee the performance by AREVA NP of said commitments and obligations.

d) An agreement authorized during the Board of Directors meeting of December 6, 2016 (Agreement relating to the sale of AREVA TA shares) (8th resolution)

At its meeting of December 6, 2016, the Board of Directors authorized, upon the recommendation of the AREVA TA Working Group, the signing of the agreement setting out the terms of the sale by AREVA SA of all the shares it holds in AREVA TA (corresponding to 83.56% of the share capital before prior transactions), a company specialising in the design, construction, commissioning and maintenance of compact nuclear reactors for naval propulsion and nuclear research facilities, to a consortium of purchasers composed of the French State Holdings Agency (APE, 50.32% of the capital), the French Alternative Energies and Atomic Energy Commission (CEA, 20.32% of the capital) and DCNS (20.32% of the capital) for a price based on a maximum valuation of 559 million euros, representing 100% of shareholders' equity.

The share purchase agreement was executed on December 15, 2016. The actual transfer took place on March 29, 2017.

e) Three agreements authorized during the Board of Directors meeting of December 15, 2016 (End of the financial support mechanism, assignment of a

Explanatory statement and text of resolutions

receivable and debt write-off) (9th, 10th and 11th resolutions)

(i) End of the financial support mechanism granted by AREVA SA to AREVA TA (9th resolution)

During its meeting of December 15, 2016, the Board of Directors authorized the early termination of the financial support mechanism granted by AREVA SA to AREVA TA, subject to the condition precedent that the disposal of AREVA TA by AREVA SA be carried out in full, described in AREVA SA's letters dated November 26, 2014 and July 2, 2015.

The letter terminating the financial support mechanism was signed by AREVA SA and AREVA TA on December 16, 2016. It came into force on March 29, 2017 at the time of the effective transfer of AREVA TA.

(ii) Assignment by AREVA SA to AREVA TA of a receivable (10th resolution)

During its meeting of December 15, 2016, the Board of Directors also authorized the signature of the instrument assigning the receivable held by AREVA SA on 01dB Italia in an amount of 626,187.75 euros as at October 31, 2016 between AREVA SA and AREVA TA for the symbolic price of one euro.

Given the low probability of recovering the receivables held by 01dB Italia from its customers, this receivable was fully written down in November 2016.

The instrument assigning the receivable was signed by AREVA SA and AREVA TA on December 16, 2016.

(iii) Debt waiver (11th resolution)

In connection with the above-mentioned financial support mechanism, during its meeting of December 15, 2016, the Board of Directors authorized the signature of the debt write-off agreement concluded in December 2016 between AREVA TA and AREVA SA in an amount of 14 million euros (without a promise to repay in case of improved circumstances).

The debt write-off agreement was signed by AREVA SA and AREVA TA on December 20, 2016.

f) An agreement authorized during the Board of Directors meeting of February 3, 2017 (Advance on current account between the French State and AREVA SA) (12th resolution)

As the European Commission authorized the French State's rescue aid on January 10, 2017, the Board of Directors, at its meeting on February 3, 2017, authorized the signing of the advance on the current account between the French State and AREVA SA in the amount of 1,999,999,998 euros to cover the Group's general requirements and repay the financial debt pending the completion of AREVA SA's share capital increase.

The current account advance agreement was executed by the French State and AREVA SA on February 3, 2017.

FOURTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to amendment 1 to the bilateral agreement between AREVA SA and the CEA dated May 20, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve amendment no. 1 to the bilateral agreement signed between AREVA SA and the CEA on December 22, 2006, authorized by the Board of Directors on April 28, 2016 and signed on May 20, 2016.

FIFTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the memorandum of understanding with EDF concerning the sale of AREVA NP's operations dated July 28, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve the memorandum of understanding signed between AREVA SA and EDF concerning the sale of AREVA NP's

Explanatory statement and text of resolutions

operations, authorized by the Board of Directors on July 28, 2016 and signed 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 contract to sell New NP to EDF dated November 15, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve the New NP share purchase agreement signed between AREVA SA and EDF, authorized by the Board of Directors on November 10, 2016 and signed on November 15, 2016.

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 guarantee given by AREVA SA to EDF dated November 15, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve the guarantee given by AREVA SA to EDF as regards the execution by AREVA NP of its obligations and commitments under the share purchase agreement approved in the framework of the previous resolution, authorized by the Board of Directors on November 10, 2016 and signed on November 15, 2016.

EIGHTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the sale by AREVA SA of the shares of AREVA TA dated December 15, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve

the contract to sell AREVA SA's shares in AREVA TA to a consortium of buyers composed of the French State, the CEA and DCNS, authorized by the Board of Directors on December 6, 2016 and signed on December 15, 2016.

NINTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the end of financial support mechanism of AREVA SA in favor of its subsidiary AREVA TA dated December 16, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve, following the authorization of the Board of Directors of December 15, 2016, the debt forgiveness agreement granted on December 20, 2016 by AREVA SA in favor of its subsidiary AREVA TA in the amount of 14 million euros.

TENTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the assignment of a receivable held by AREVA SA from the 01dB Italia company in favor of its subsidiary AREVA TA dated December 16, 2016

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve the assignment of the receivable held by AREVA SA on 01dB Italia in favor of its subsidiary AREVA TA in the symbolic amount of one euro, authorized by the Board of Directors on December 15, 2016 and signed on December 16, 2016.

ELEVENTH 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 20, 2016

Explanatory statement and text of resolutions

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve the debt forgiveness agreement authorized by the Board of Directors on December 15, 2016 and granted on December 20, 2016 by AREVA SA in favor of its subsidiary AREVA TA in the amount of 14 million euros.

TWELFTH RESOLUTION

Approval of an agreement subject to the provisions of articles L. 225-38 et seq. of the French Commercial Code relating to the advance from the current account between the French State and AREVA SA dated February 3, 2017

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the report of the Board of Directors and the special report of the statutory auditors on regulated agreements and commitments mentioned in article L. 225-38 of the French Commercial Code, approve the agreement for an advance from the current account signed between the French State and AREVA SA in the amount of 1,999,999,998 euros, authorized by the Board of Directors on February 3, 2017 and signed the same day.

Opinion on the items of compensation due or allocated for financial year 2016 to Mr. Philippe Varin as Chairman of the Board of Directors and to Mr. Philippe Knoche as Chief Executive Officer (13th and 14th resolutions)

In accordance with the recommendation of paragraph 26 of the revised Afep-Medef Code of Corporate Governance of November 2016, which constitutes the code of reference of the company pursuant to article L. 225-37 of the French Commercial Code, the shareholders are asked to approve the items of compensation due or allocated for financial year 2016 to Mr. Philippe Varin, Chairman of the Board of Directors (13th resolution) and Mr. Philippe Knoche, Chief Executive Officer (14th resolution).

The items of Mr Philippe Varin's compensation and Mr Philippe Knoche's compensation put to your vote are presented respectively in Chapter 15, § 15.1.2.1 and § 15.1.1 of the 2016 Reference Document and in Appendix 1 of the Board of Directors' report.

THIRTEENTH RESOLUTION

Opinion on the items of compensation due or allocated for financial year 2016 to Mr. Philippe Varin as Chairman of the Board of Directors

The Shareholders, consulted in accordance with the recommendation of paragraph 26 of the revised Afep-Medef Code of Corporate Governance of November 2016, which constitutes the code of reference of the company pursuant to article L. 225-37 of the French Commercial Code, deliberating under the conditions for quorum and majority required for ordinary general meetings, issue a favorable opinion on the items of compensation due or allocated for financial year 2016 to Mr. Philippe Varin as Chairman of the Board of Directors, as they appear in Section 15 of the 2016 Reference Document, paragraph 15.1.2.1., and in the report of the Board of Directors.

FOURTEENTH RESOLUTION

Opinion on the items of compensation due or allocated for financial year 2016 to Mr. Philippe Knoche as Chief Executive Officer

The Shareholders, consulted in accordance with the recommendation of paragraph 26 of the revised Afep-Medef Code of Corporate Governance of November 2016, which constitutes the code of reference of the company pursuant to article L. 225-37 of the French Commercial Code, deliberating under the conditions for quorum and majority required for ordinary general meetings, issue a favorable opinion on the items of compensation due or allocated for financial year 2016 to Mr. Philippe Knoche, Chief Executive Officer, as they appear in Section 15 of the 2016 Reference Document, paragraph 15.1.1., and in the report of the Board of Directors.

Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional components of total compensation and benefits of any kind attributable to the Chairman of the Board of Directors and the Chief Executive Officer (15th and 16th resolutions)

The Article L. 225-37-2 of the French Commercial Code, resulting from Act 2016-1691 of December 9, 2016, known as the "Sapin 2 Act", provides an *ex-ante* vote on the compensation policy applicable for financial year 2017 to

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the the Chairman of the Board of Directors and the Chief Executive Officer.

It is proposed to approve the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items composing the total compensation and benefits of any kind attributable to the Chairman of the Board of Directors (15th resolution) and the Chief Executive Officer (16th resolution) due to the exercise of their duties under their term of office, representing the compensation policy applicable to them for financial year 2017.

These principles and criteria were adopted by the Board of Directors upon the recommendation of the Appointments and Compensation Committee on February 28, 2017 and are set out in the Chapter 15, § 15.1.2.6 of the 2016 Reference Document and attached as Appendix 2 to the Board of Directors' report.

FIFTEENTH RESOLUTION

Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional components of total compensation and benefits of any kind attributable to the Chairman of the Board of Directors

The Shareholders, consulted pursuant to article L. 225-37-2 of the French Commercial Code, deliberating under the conditions of quorum and majority required for ordinary general meetings, having perused the report of the Board of Directors on the items of the compensation policy of the Chairman of the Board of Directors, approve the principles and criteria of the determination, distribution and allocation of fixed, variable and exceptional items composing the total compensation and the benefits of any kind attributable to the Chairman of the Board of Directors, as listed in the above-mentioned report.

SIXTEENTH RESOLUTION

Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional components of total compensation and benefits of any kind attributable to the Chief Executive Officer

The Shareholders, consulted pursuant to article L. 225-37-2 of the French Commercial Code, deliberating under the conditions of quorum and majority required for ordinary

general meetings, having perused the report of the Board of Directors on the items of the compensation policy of the Chief Executive Officer, approve the principles and criteria of the determination, distribution and allocation of fixed, variable and exceptional items composing the total compensation and the benefits of any kind attributable to the Chief Executive Officer, as listed in the above-mentioned report.

Appointment of two new directors (17th and 18th resolutions)

As part of the 17th and 18^h resolutions, the General Meeting is asked to appoint two new directors proposed by the French State under Order No. 2014-948 of August 20, 2014 for a duration of four years, i.e. until the end of the general meeting convened to approve the financial statements for the financial year ending December 31, 2020: Ms Marie-Solange Tissier (17th resolution) and Ms Florence Touïtou-Durand (18th resolution).

Biographical information on these two nominees can be found in Appendix 3 to the Board of Directors' report.

SEVENTEENTH RESOLUTION

Appointment of a new director – Mrs. Marie-Solange Tissier

The Shareholders, deliberating under the conditions of quorum and majority of ordinary general meetings, appoint Mrs. Marie-Solange Tissier as director recommended by the French State, for a duration of four years, i.e. until the end of the general meeting convened to approve the financial statements for the financial year ending December 31, 2020.

EIGHTEENTH RESOLUTION

Appointment of a new director – Mrs. Florence Touïtou-Durand

The Shareholders, deliberating under the conditions of quorum and majority of ordinary general meetings, appoint Mrs. Florence Touïtou-Durand as director recommended by the French State, for a duration of four years, i.e. until the end of the general meeting convened to approve the financial statements for the financial year ending December 31, 2020.

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Authorization to be given to the Board of Directors to trade in the company's shares (19th resolution)

You are asked to authorise the Board of Directors to buy back the Company's own shares under the following conditions.

The purchase price per share may not exceed 10 euros excluding acquisition costs.

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 383,204,850 euros (excluding expenses).

The objectives of the buyback programme are as follows:

- providing liquidity and liquidity services for the company's share by an investment services provider acting independently under a liquidity contract which complies with the Code of Ethics recognized by the *Autorité des marchés financiers*, or
- implementing any stock option plan of the Company in accordance with the provisions of Articles L.225-177 et seq. of the French Commercial Code or any similar plan, or
- attributing or selling shares to employees in return for their participation in the proceeds of the company's expansion or the implementing of any employee savings plan under the conditions provided by law, in particular Article L.3332-1 of the French Labour Code (*Code du travail*), or
- allocating bonus shares pursuant to the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, or
- retaining shares in order to subsequently deliver them or acquiring actions in order to deliver them (in connection with exchanges, payment or other) as part of any external growth operations, merger, demerger or contribution transactions, or
- delivering shares in connection with the exercise of rights attached to securities giving access to the share capital by redemption, conversion, exchange, presentation of a warrant or in any other manner.

This authority would be granted for a period of eighteen (18) months as from the date of this General Meeting.

NINETEENTH RESOLUTION

Authorization to be given to the Board of Directors to trade in the company's shares

The Shareholders, deliberating under the conditions for quorum and majority required for ordinary general meetings, having perused the report of the Board of Directors and in accordance with the provisions of articles L. 225-209 *et seq.* of the French Commercial Code, of the European Commission Regulation no. 596/2014 on market abuse dated April 16, 2014, and of the General Regulations of the *Autorité des marchés financiers*:

1. authorize the Board of Directors, with the power to sub-delegate authority as provided by law, to buy or cause to buy, in one or more transactions and at the times that it shall set, 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 that these purchases are made, or 5% of the total number of shares forming the share capital if the shares are acquired by the company to be held and subsequently transferred in payment or in exchange in connection with an external growth transaction. The number of shares that the company shall hold at any time may not exceed 10% of the shares composing the company's capital on the date considered. In the event of a public offer on the shares of the company, the company's execution of the program to buy back its own shares will be carried out in compliance with article 231–40 of the General Regulations of the *Autorité des marchés financiers*, and during the pre-offer or public offer initiated by the company if that offer comprises in whole or in part the delivery of the company's securities, in compliance with applicable legal and regulatory provisions, and in particular the provisions of article 231–41 of the General Regulations of the *Autorité des marchés financiers*;

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, takeover bid, the use of derivatives or the establishment of option strategies, in particular to:

- grant or sell them 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

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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

- provide liquidity and liquidity services for the company's share by an investment services provider acting independently under a liquidity contract which 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 or deliver them later (for exchange, payment or other) in the framework of possible external growth transactions, within the limit of 5% of the company's capital, or
- deliver them in connection with the hedging of securities giving the right to the allocation of shares of the company when exercising the rights attached to securities giving the right to the allocation 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 purchase price per share is set at 10 euros excluding acquisition costs.

The maximum number of shares which the company may acquire by virtue of this authorization may not exceed 10% of the number of shares composing the company's share capital. In accordance with the provisions of article L. 225-209 of the French Commercial Code, the number of shares used to calculate the 10% limit corresponds to the number of shares purchased after deduction of the number of shares sold during the authorization period, in particular when the shares are bought back in favor of the share's liquidity under conditions defined by applicable regulations.

Without taking into account the shares already held, that 10% limit of the share capital corresponded to 38,320,485 shares of the company at February 3, 2017 with

a par value of 0.25 euros per share. The total amount that the company could devote to the buyback of its own shares may not exceed 383,204,850 shares (excluding expenses), it being understood that in the event of a transaction on the company's capital, this amount will be adjusted accordingly;

4. give full authority 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 full authority to the Board of Directors, with the power to sub-delegate as provided by law, to decide on and implement this authority, to carry out the buyback program as provided by law and according to 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 accomplish all formalities and make all statements, in particular with the *Autorité des marchés financiers* and, more generally, to do all that is necessary.

This authority is granted for a period of eighteen (18) months as from the date of this General Meeting. It invalidates as from this day any previous delegation of authority having the same purpose.

Powers to carry out formalities (20th resolution)

The 20th 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.

TWENTIETH RESOLUTION

Powers to carry out formalities

The Shareholders, deliberating under the conditions of quorum and majority required for ordinary Shareholders' Meetings, grants full authority to the bearer of the original, a copy or an excerpt of the minutes of this General Meeting for the purpose of accomplishing all publication, filing and other necessary formalities, and generally to do all things necessary.

Biographical information on directors whose appointment is submitted to the Shareholders' Meeting

Ms Marie-Solange Tissier



Born on 6 April 1955 in the 15th arrondissement of Paris (France), Ms Marie-Solange Tissier is a graduate of the École polytechnique and the École des mines de Paris.

She headed the environmental division within the Interdepartmental Directorate for Lorraine Industry from 1979 to 1982. After acting as deputy head of the service of the General Council of Mines from 1982, she joined the office of the French Secretary of State in charge of energy in 1984 as a technical advisor. In 1986, she was appointed Head of the Nuclear Service in the Directorate-General for Energy and Raw Materials. In 1998, she joined the office of the French Minister for Industry and Regional Development as a technical advisor.

Since 1989, Ms Marie-Solange Tissier has headed the service of the General Council of Mines, which in 2009 became the service of the General Council for the Economy, Industry, Energy and Technology within the French Ministry of Economy and Finance. She will be President of the Regulation and Ressources section from May 9, 2017.

Ms Marie-Solange Tissier is also Deputy Director of the Ecole des Mines de Paris.

First name, surname, age, office or position held in the Company*	Offices/Main position held outside the Company	Expired offices held outside the Company during the last five years
<ul style="list-style-type: none"> • 62 years of age • Director 	<ul style="list-style-type: none"> • Director of IFP Energies Nouvelles • Member of the RTE Supervisory Board (office expires on 01.04.2017) • President of the Regulation and Ressources section of the Economy and Industry General Counsel, Ministry of Economy, Industry and Digital (from 09.05.2017) 	<ul style="list-style-type: none"> • Not applicable

Biographical information on directors whose appointment is submitted to the Shareholders' Meeting

Ms Florence Touïtou-Durand



Born on 18 November 1972 in Cannes (France), Ms Florence Touïtou-Durand graduated from Lille II University where she received a Master's Degree in National Defence and European Security.

In 1999, she joined the French Atomic Energy Commission (CEA) as a legal advisor in nuclear and environmental law. In 2004, she was appointed as head of the nuclear and environmental law division and thereafter, in 2008, as Chief Legal Officer.

Since 2013, she has been general counsel for the French Atomic Energy Commission (CEA).

Ms Florence Touïtou-Durand is Vice-Chair of the Nuclear Law Committee of the OECD Nuclear Energy Agency (NEA) and member of the Bureau.

Ms Florence Touïtou-Durand is a lecturer at the National Institute of Nuclear Science and Technology (INSTN).

First name, surname, age, office or position held in the Company*	Offices/Main position held outside the Company	Expired offices held outside the Company during the last five years
<ul style="list-style-type: none">• 44 years of age• Director	<ul style="list-style-type: none">• Director of the company Co-courtage nucléaire	Not applicable

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

Components of the compensation due in respect of fiscal year 2016 and/or paid in 2016 to Mr Philippe Knoche, Chief Executive Officer, submitted for the shareholders' opinion

Components of the compensation due/attributed and paid in 2016	Amounts put to the vote	Presentation
Fixed compensation	<p>Amounts due: €420,000</p> <p>Amounts paid: €418,589¹</p>	<p>Pursuant to Decree No. 2012/915 of 26 July 2012 on State control of compensation of heads of state-owned companies, the annual gross salary ceiling² is €450,000.</p> <p>The amount due includes the compensation awarded for the fiscal year, irrespective of the payment date.</p> <p>The amount paid includes all compensation paid during the fiscal year, including for the previous fiscal year.</p>
Annual variable compensation	N/A	Mr Philippe Knoche did not receive any annual variable compensation.
Deferred variable compensation	N/A	Mr Philippe Knoche did not receive any deferred variable compensation.
Multi-year variable compensation	N/A	Mr Philippe Knoche did not receive any multi-year variable compensation.
Exceptional compensation	<p>Amounts due: €30,000</p> <p>Amounts paid: N/A</p>	<p>On 28 February 2017, the Board of Directors decided, on the recommendation of the Appointments and Compensation Committee, to grant Mr. Philippe Knoche exceptional compensation based on the results obtained in 2016, in particular as regards the:</p> <ul style="list-style-type: none"> - management of the restructuring of the Group and the implementation of the various conditions necessary for the Group's recapitalisation; - management of the operations and continued financial recovery. <p>This exceptional remuneration was authorised by ministerial decision of 15 March 2017.</p>

¹ A surplus of €976 for fiscal year 2014 and €435 for fiscal year 2015 has been adjusted.

² Not including benefits in kind and severance payments.

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

Allocation of stock options and / or performance shares	N/A	AREVA does not have a system for the allocation of performance shares or stock options, either for executives or employees.
Attendance fees	N/A	Mr Philippe Knoche did not receive attendance fees for his term of office on the Board of Directors during the 2016 fiscal year.
Benefits of any kind	Amounts due: €4,416 Amounts paid: €4,416	M. Philippe Knoche had the use of a company car.
Severance pay	Amounts due N/A	<p>On the recommendation of the Appointments and Compensation Committee on 23 April 2015, the Board of Directors, meeting on 29 April 2015, decided that Mr. Philippe Knoche may be granted severance pay of up to twice the aggregate amount of his annual compensation on the date he leaves his position.</p> <p>Mr Philippe Knoche shall not be able to claim severance pay if he (i) wishes to assert his right to retirement in the near future after the end of his term of office, for whatever reason, even if he is compelled to do so, or (ii) holds another position within the group</p> <p>The above severance pay shall only be paid in the event of the dismissal of Mr Philippe Knoche, in particular in the event of a change of control or strategy, it being specified that said severance pay shall not be paid if the dismissal was for just cause.</p> <p>This severance pay shall be subject to performance conditions, as follows:</p> <ul style="list-style-type: none"> - If, for the last two completed fiscal years, the average rate of achievement of the quantitative and qualitative targets is 60% or more, the severance pay shall be paid automatically, - If, for the last two completed fiscal years, the average rate of achievement of the quantitative and qualitative targets is less than 60%, the Board of Directors shall assess the performance of the individual concerned in the light of the circumstances that affected the company's performance over the completed fiscal year. <p>The Board of Directors, meeting on 24 February 2016, on the recommendation of the Appointments and Remuneration Committee dated 16 February 2016, set the objectives for the year 2016 as follows:</p> <ul style="list-style-type: none"> - 60% of quantitative targets to be achieved, which are based on net cash flow, operating profit, progress of the performance plan, business targets and Health-Safety-Security targets; - 40% of qualitative objectives relating to the group's transition and the New AREVA strategic roadmap, the compliance action plan and operational excellence. <p>The principle of severance pay was authorised by a ministerial decision on 18 May 2015 and approved by the Combined General Meeting of 21 May 2015 (Resolution No. 7).</p> <p>Any payment in respect of severance pay must first be authorised 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 Decree No. 53-707 of 9 August 1953 referred to above.</p>

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

Non-competition indemnity	Amounts due N/A	<p>The Board of Directors may decide to grant Mr Philippe Knoche compensation in return for a non-compete clause. The amount of this compensation shall be offset against the amount of any severance pay paid to Mr Philippe Knoche under the above conditions. If no severance pay is paid, the amount of the compensation to be paid in return for a non-compete clause shall be determined by the Board of Directors in accordance with usual practice.</p> <p>Any payment in respect of the non-competition indemnity must first be authorised 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 Decree No. 53-707 of 9 August 1953 referred to above.</p>
Supplementary pension scheme	N/A	<p>The Company has not entered into any supplementary defined-benefit pension scheme for the benefit of the Chief Executive Officer. The latter benefits from the supplementary pension schemes applicable to the Company's executive employees.</p>

ADDITIONAL INFORMATION

An unemployment insurance scheme put in place by Medef has been taken out for the Chief Executive Officer from the Garantie Sociale des Chefs et Dirigeants d'Entreprise (Unemployment Insurance for Corporate Directors). Membership in this scheme allows the executive director to receive 12 months of guaranteed benefits, with a level of compensation representing 70% of the A and B tranches of the income and 55% of the C tranche of the net professional tax income received for the calendar year preceding membership in the scheme. 70% of the contributions to this insurance are to be paid by AREVA and 30% by the executive director beneficiary of the scheme.

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

Components of the compensation due in respect of fiscal year 2016 and/or paid in 2016 to Mr Philippe Varin, Chairman of the Board of Directors, submitted for the shareholders' opinion

Components of the compensation due/attributed and paid in 2016	Amounts put to the vote	Presentation
Fixed compensation	Amounts due: €120,000 Amounts paid: €120,000	<p>Pursuant to Decree No. 2012/915 of 26 July 2012 on State control of compensation of heads of state-owned companies, the annual gross salary ceiling¹ is €450,000.</p> <p>The amount due includes the compensation awarded for the fiscal year, irrespective of the payment date.</p> <p>The amount paid includes all compensation paid during the fiscal year, including for the previous fiscal year.</p>
Annual variable compensation	N/A	Mr Philippe Varin did not receive any annual variable compensation.
Deferred variable compensation	N/A	Mr Philippe Varin did not receive any deferred variable compensation.
Multi-year variable compensation	N/A	Mr Philippe Varin did not receive any multi-year variable compensation.
Exceptional compensation	N/A	Mr Philippe Varin did not receive any exceptional compensation.
Allocation of stock options and / or performance shares	N/A	AREVA does not have a system for the allocation of performance shares or stock options, either for executives or employees.
Attendance fees	N/A	Mr Philippe Varin did not receive attendance fees for his term of office on the Board of Directors during the 2016 fiscal year.
Benefits of any kind	N/A	Mr Philippe Varin does not receive any benefits of any kind.
Severance pay	N/A	Mr Philippe Varin is not entitled to any severance pay.
Non-competition indemnity	N/A	Mr Philippe Varin is not entitled to any non-competition indemnity.
Supplementary pension scheme	N/A	Mr Philippe Varin does not benefit from a supplementary pension plan.

¹ Not including benefits in kind and severance payments.

Delegation of competence and power granted to the Board of Directors

DELEGATIONS OF COMPETENCE AND AUTHORITY TO THE BOARD OF DIRECTORS BY THE SHAREHOLDERS

The table hereunder summarizes the delegations of competence and authority granted to the Board of Directors by the Shareholders on 8 January 2015 regarding capital increases, which expired on March 8, 2017.

Type of authorization	Date of authorization	Term/Expiration	Maximum amount	Amount used as of December 31, 2016
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 Expired 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 Expired 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 Expired 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 Expired 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 Expired 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 Expired 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 , 18 th and 20 th resolutions	AGM January 8, 2015 (21 st resolution)		595,000,000 euros	Nil

The table hereunder summarizes the delegation of authority granted to the Board of Directors by the Shareholders on February 3, 2017.

Type of authorization	Date of authorization	Term/Expiration	Maximum amount	Amount used
Authorization of a capital increase in the amount of 1,999,999,998 euros (including issuing premium) by means of an ordinary share issue reserved for the French State	AGM February 3, 2017 (4 th resolution)	18 months August 3, 2017	1,999,999,998 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 statutory auditors' reports), 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 36,000 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



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