





Running a European Group

Composition of the Executive Committee as at March 31, 2008

- 1 - **Pierre Gadonneix**
Chairman and CEO
- 2 - **Daniel Camus**
Chief Financial Officer
- 3 - **Yann Laroche**
Chief Human Resources and Communications Officer
- 4 - **Jean-Louis Mathias**
Chief Operating Officer, Integration and Deregulated Operations in France
- 5 - **Jean-Pierre Benqué**
Senior Executive Vice President, Customers
- 6 - **Bernard Dupraz**
Senior Executive Vice President, Generation and Engineering
- 7 - **Dominique Lagarde**
Senior Executive Vice President, Strategy and Coordination
- 8 - **Marianne Laigneau**
General Secretary and Chief Legal Officer
- 9 - **Bruno Lescoeur**
Senior Executive Vice President, International Industrial and Public Affairs
- 10 - **Umberto Quadrino**
Edison, CEO
- 11 - **Vincent de Rivaz**
EDF Energy, President of the Executive Board
- 12 - **Hans-Peter Villis**
EnBW, President of the Executive Board
- 13 - **Gérard Wolf**
Senior Executive Vice President, Subsidiaries and International Development

Executive Committee

An Executive Committee which reflects the Group

The Chairman of the Board of Directors who is also Chairman and Chief Executive Officer, presides over the Group. First appointed Chairman of the Board of EDF by decree on November 24, 2004, Pierre Gadonneix's term of office was renewed following the Shareholders' Meeting of February 14, 2006. He is supported by a small steering committee, the Top 4, and by the Group's Executive Committee.

As of 2006, the Top 4, a decision-making body, comprises the Chairman and CEO and the three Chief Officers.

The Executive Committee, a cross-disciplinary strategic and consultative body, comprises the members of the Top 4, the Senior Executive Vice Presidents and the Corporate Secretary of EDF SA, the CEO's of EDF Energy, EnBW and Edison. Its composition reflects the need to give equal treatment to all the Group's strategic priorities. A limited number of specific decision-making committees support the Executive Committee's activity. There are, in addition, a number of ad hoc committees or boards which are responsible for groupwide strategic issues.

Monitoring, safety and coherence bodies

A number of critical functions report directly to the Executive Committee such as Corporate Audit, Corporate Risk Management¹ and the Senior Vice President, Nuclear Safety and Radioprotection, who submits an annual report to the CEO.

The Board of Directors

The EDF Board of Directors determines the orientations of the Group's activities and oversees their implementation. It defines the major strategic, economic, financial or technological objectives. It addresses, in its deliberations, all other matters affecting the Group and relevant to its proper functioning. In 2007, it reviewed matters relating to the Group's normal activities and the year's major projects: the distribution subsidiary, the ordering of the Flamanville 3 nuclear reactor steam supply system, the international nuclear strategy (including the signing of a partnership with Constellation in the United States), and the strengthening and renewal of EDF's fossil-fired fleet in France.

Pursuant to the French law of July 26, 1983 on the democratization of public service, the French State holding less than 90% of EDF's share capital, the Group's Board of Directors comprises 18 members, of which one third represent the French State, one third represent the employees and one third are appointed by the Shareholders' Meeting on proposal by the Board of Directors.

The Audit Committee



1. See *Document de référence*.

In connection with the expiry of the Chief Officers' mandate on May 20, 2008, EDF's Boards of Directors appointed, as proposed by the Chief Executive Officer, Daniel Camus, Dominique Lagarde and Jean-Louis Mathias as Chief Officers, effective following the Shareholders' Meeting to be held on May 20, 2008. Dominique Lagarde becomes Chief HR and Communications Officer.

On April 8, 2008, EDF announced its new Executive Committee, effective May 20, 2008,

with the appointment of Philippe Huet, Senior Executive Vice President, Strategy and Coordination and Anne Le Lorier, Senior Executive Vice President, Corporate Finance, Finance and Treasury. Jean-Pierre Benqué, Senior Executive Vice President, assumes responsibility for North American operations and remains, temporarily, in charge of the Customer Branch. Bruno Lescoeur, Senior Executive Vice President, assumes responsibility for gas activities.

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- 1 : MÉDIATHÈQUE EDF – ALDO SPERBER
- 2 : MÉDIATHÈQUE EDF – ALEXANDRE SARGOS
- 3 : MÉDIATHÈQUE EDF – PHILIPPE BRAULT
- 4-5-6-12 : MÉDIATHÈQUE EDF – STÉPHANE LAVOUÉ
- 7-8-9-10-13 : MÉDIATHÈQUE EDF – LIONEL CHARRIER
- 11 : DR

GOVERNANCE

MÉDIATHÈQUE EDF – SOPHIE BRANDSTROM



MÉDIATHÈQUE EDF – SOPHIE BRANDSTROM



MÉDIATHÈQUE EDF – GILLES LARVOR



In order to carry out its duties, the Board of Directors has a number of committees comprised of Board directors.



comprised of five members, comments on the company's financial situation, the medium-term plan and the budget, the draft financial statements prepared by the Finance Division (EDF parent company and consolidated financial statements), the monitoring of risks, internal audit and control, as well as the choice of Statutory Auditors. In 2007, the Committee also reviewed matters such as the distribution subsidiary, the insurance strategy and the centralization of the EDF Group's long-term financing.

The Committee for Monitoring Nuclear Commitments

It is responsible for monitoring the development of nuclear provisions, commenting on the governance of dedicated assets, on the rules for matching assets and liabilities and on strategic allocation, as well as verifying the compliance of the management of the dedicated assets constituted by EDF.

The Strategy Committee,

comprised of seven members, comments on the company's major strategic orientations. In 2007, it notably reviewed EDF's investment strategy with respect to generation assets in France, the strategy for international nuclear development and the updating of the Group's strategic reference framework.

The Ethics Committee,

comprised of six members, monitors that ethical considerations are taken into account in the Board of Directors' work and in the management of EDF. It reviews the annual report excluding the financial statements, the activity reports from the Ethics and Compliance Advisor as well as the reports from the Mediator and the Senior Vice President, Nuclear Safety and Radioprotection. In 2007, it examined the communications strategy and the new EDF ethical reference framework. It continued its review of the policy on partnership with nuclear service providers and oversaw

the implementation of a code of conduct for the distributor. Finally, it produced the annual report on the functioning of the Board of Directors, for which it is responsible.

The Appointments and Remuneration Committee,

comprised of three members, comments on the compensation of the CEO and Chief Officers. It also comments to the Board on the amount and allotment of Board directors' fees as well as on the compensation terms of the main executives. Finally, it provides the Board of Directors with a list of proposed Board directors for appointment by the Shareholders' Meeting.





COMPOSITION OF THE EDF BOARD OF DIRECTORS AS AT MARCH 31, 2008

Pierre Gadonneix

Board director appointed by the General Shareholders' Meeting
Chairman and CEO



MÉDIATHÈQUE EDF – SAMUEL BOLLENDORF

FRENCH STATE REPRESENTATIVES

Pierre-Marie Abadie

replacing François Jacq as of August 2007. Director for Energy Demand and Energy Markets at the French Department for Energy and Raw Materials (*Direction Générale de l'Energie et des Matières Premières - DGEMP*) at the French Ministry of Ecology, Energy, Sustainable Development and Land Use.

André Aurengo

University professor – hospital practitioner, Head of the Nuclear Medicine Department at the Pitié-Salpêtrière hospital

Bruno Bézard

Director General of the French State Holdings Agency at the French Ministry of the Economy, Finance and Employment (*Ministère de l'économie, des finances et de l'emploi*)

Gérard Errera

replacing Philippe Faure, as of December 2007. General Secretary at the French Ministry of Foreign and European Affairs (*Ministère des affaires étrangères et européennes*)

Yannick d'Escatha

Chairman of the French Space Research Center (*Centre National d'Etudes Spatiales - CNES*)

Philippe Josse

Director of the Budget at the French Ministry of the Budget, Public Accounts and the Civil Service.

ELECTED BY THE GENERAL SHAREHOLDERS' MEETING

Frank E. Dangeard
Chairman and Chief Executive Officer of Thomson until April 9, 2008.

Daniel Foundoulis

Member of the Executive Committee of the National Consumers' Council and member of the European Commission Consumer Committee in Brussels

Claude Moreau

Chairman of the Interministerial Commission on clean, energy-efficient vehicles (*Véhicules Propres et économes en énergies*) between 2004 and 2007

Henri Proglio

Chairman and Chief Executive Officer of Veolia Environnement

Louis Schweitzer

Chairman of the Renault Board of Directors, Chairman of HALDE, the French equal opportunities commission

EMPLOYEE REPRESENTATIVES

Jacky Chorin

sponsored by the general confederation of labor-workers' force (CGT-FO Union)

Marie-Catherine Daguette

sponsored by the CGT

Alexandre Grillat

sponsored by the French confederation of management – general confederation of executives (CFE-CGC)

Philippe Pesteil

sponsored by the French democratic confederation of labor (CFDT)

Jean-Paul Rignac

replacing Laurence Hoeffling as of November 2007, sponsored by the CGT

Maxime Villota

sponsored by the CGT

Board meetings are also attended by Head of the French Government's Economic and Financial Control Commission as well as by the Secretary of the Works Council, none of whom have voting rights.



MÉDIATHÈQUE EDF – JULIEN DANIEL



EDF's success is founded on its ability to bring together all the Group's components while fully respecting their individual governance rules."

Marianne Laigneau, General Secretary and Chief Legal Officer