

AREVA

Société Anonyme with a Board of Directors and with share capital of Euro 1,456,178,437.60

Registered office: 1 Place Jean Millier, Tour Areva - 92400 Courbevoie

712 054 923 R.C.S. Nanterre

(hereafter, the **Company**)

NOTICE OF MEETING FOR HOLDERS OF NOTES (*OBLIGATIONS*) ISSUED BY AREVA

The Board of Directors has decided to convene the holders of the notes (*obligations*) listed below to general meetings (each a **Meeting**, and together the **Meetings**), at the offices of Allen & Overy LLP - 52 avenue Hoche - 75008 Paris - France, on 19 September 2016 on first convening and if no quorum is reached, on 7 October 2016 on second convening, both at the same times:

ISIN code	Title	Time (in Paris)
FR0011791391	Notes issued on 20 March 2014 due 20 March 2023 at a rate of 3.125% for an aggregate amount of EUR 750,000,000 of which EUR 750,000,000 are currently outstanding (the 2023 Notes)	9.00 a.m.
FR0011560986	Notes issued on 4 September 2013 due 4 September 2020 at a rate of 3.25% for an aggregate amount of EUR 500,000,000 of which EUR 500,000,000 are currently outstanding (the 2020 Notes)	9.30 a.m.
FR0011227339	Notes issued on 4 April 2012 due 21 March 2022 indexed to the CNO-TEC10 for an aggregate amount of EUR 200,000,000 of which EUR 200,000,000 are currently outstanding (the Legal Series)	10.00 a.m.
FR0011125442	Notes issued in two tranches on 5 October 2011 and 14 March 2012 due 5 October 2017 at a rate of 4.625% for an aggregate amount of EUR 900,000,000 of which EUR 800,000,000 are currently outstanding (the 2017 Notes)	10.30 a.m.
FR0010941690	Notes issued on 22 September 2010 due 22 March 2021 at a rate of 3.5% for an aggregate amount of EUR 750,000,000 of which EUR 750,000,000 are currently outstanding (the 2021 Notes)	11.00 a.m.
FR0010817452	Notes issued on 6 November 2009 due 6 November 2019 at a rate of 4.375% for an aggregate amount of EUR 750,000,000 of which EUR 750,000,000 are currently outstanding (the 2019 Notes)	11.30 a.m.
FR0010804500	Notes issued on 23 September 2009 due 23 September 2024 at a rate of 4.875% for an aggregate amount of EUR 1,000,000,000 of which EUR 1,000,000,000 are currently outstanding (the 2024 Notes , and together with the 2023 Notes , the 2020 Notes , the 2017 Notes , the 2021 Notes and the 2019 Notes , the Contractual Series)	12.00 p.m.

Each of the above series representing **Notes** of the Company.

The Board of Directors has agreed that the following agenda shall be presented for approval at the Meetings:

AGENDA

1. Approval of the proposed partial transfer of assets by the Company to New AREVA Holding of all of the assets, rights and obligations relating to Mining, Enrichment/Chemistry and Back End activities (*Mines, Enrichissement/Chimie et Aval*) (the **Transfer**) and as a result:

Acceptance of the benefit of the temporary irrevocable guarantee in the form of a joint and several guarantee (*cautionnement solidaire*) to be granted by the Company for the benefit of the holders of Notes; and

Amendment of the terms and conditions of the Notes - Undertaking by New AREVA Holding to publish IFRS-compliant consolidated half-year financial statements from the half-year period ending 30 June 2017;

2. Filing at the Company's registered office of the attendance sheet, the relevant powers of represented noteholders and the minutes of the Meeting; and
3. Powers to carry out formalities.

VOTING PROCEDURES AND CONSENT FEE

The Board of Directors has authorised the payment of a consent fee (the **Consent Fee**) to all holders of Notes provided the following two conditions are met: (i) the Transfer is approved at all Meetings and by the sole holder of the JPY 8,000,000,000 1.1560 per cent. Notes due September 2018 (ISIN FR0011566280) (this inter-conditionality being waivable by the Issuer) and (ii) the Transfer is approved by the extraordinary shareholders' general meeting of the Company. This Consent Fee shall be equal to 0.25% of the nominal amount of each Note.

Subject to these conditions, the Consent Fee shall be paid by the Company three business days following the approval of the Transfer by the extraordinary shareholders' general meeting of the Company and shall be made via the paying agent for each Note.

Any holder of Notes may attend, or be represented at, the Meeting of the relevant series in accordance with the legal and regulatory requirements. In accordance with Article R. 228-71 of the French *Code de commerce*, to take part in the relevant Meeting, holders of Notes shall be required to register their Notes in an account by sending, to the centralising agent for the transaction BNP Paribas Securities Services CTS Attention: CTS - *Assemblées*, Les Grand Moulins de Pantin, 9, rue du Débarcadère, 93500 Pantin, France, a registration certificate issued by the authorised intermediary account holder, dated no later than the day of the relevant Meeting for holders of Notes from the Legal Series and three business days prior to the relevant Meeting (i.e. 14 September 2016) at 12.00 a.m. (midnight), Paris time for holders of Notes from the Contractual Series.

Single voting forms shall be issued to holders of Notes who send their request to BNP Paribas Securities Services, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93500 Pantin, France (Email : PARIS_BP2S_CTS_GENERAL_MEETING@bnpparibas.com, Fax: +33 1 40 14 58 90).

Single voting forms with account registration certificates shall be submitted to the centralising agent BNP Paribas Securities Services Attention: CTS - *Assemblées*, Les Grands Moulins de Pantin, 9, rue du

Débarcadère, 93500 Pantin, France (Email : PARIS_BP2S_CTS_GENERAL_MEETING@bnpparibas.com, Fax: +33 1 40 14 58 90) no later than three days prior to the date of the relevant Meeting, i.e. 16 September 2016 (final reception date).

The following documents are available for consultation by holders of Notes at the registered office of the Company and at the offices of the centralising agent for the transaction:

- the report of the Board of Directors;
- the draft resolutions;
- the partial transfer agreement established by private deed (*acte sous seing privé*) dated 30 August 2016 between the Company and New AREVA Holding, *Société par Actions Simplifiée* (to be converted into a *Société Anonyme* as specified therein) with share capital of Euro 247,500,000 having its registered office at Tour AREVA 1 Place Jean Millier 92400 Courbevoie, registered on the Nanterre trade and companies register under number 330 956 871 RCS Nanterre (the **Beneficiary Company**) by which the Company transfers to the Beneficiary Company, under the demerger (*scission*) regime, and subject to meeting the conditions precedent stipulated in Article 9 of such agreement, all of the assets, rights and obligations relating to the Mining, Enrichment/Chemistry and Back End activities (*Mines, Enrichissement/Chimie et Aval*), as defined in the partial transfer agreement approved by the Board of Directors of the Company on 29 August 2016;
- the Consent Solicitation Memorandum;
- the draft temporary irrevocable guarantee in the form of a joint and several guarantee (*cautionnement solidaire*) to be granted by the Company for the benefit of the holders of Notes;
- the Base Prospectus, the supplement(s) to the Base Prospectus, as applicable, and the Final Terms relating to the Notes; and
- the voting documents.

The Board of Directors