

**FORM OF TRANSFER CERTIFICATE FOR TRANSFER FROM
REGULATION S GLOBAL NOTE TO RULE 144A GLOBAL NOTE**

Citibank, N.A., London Branch, as Transfer Agent and Registrar
Citigroup Centre, Canary Wharf, London, E14 5LB
Attention: Agency & Trust

Re: EDF S.A. [●]-Year [●]% Fixed Rate Notes due [●]

Reference is hereby made to the Fiscal Agency Agreement, dated as of May 23, 2023 (the “**Agreement**”) between EDF S.A. (the “**Issuer**”) and Citibank, N.A., London Branch as Fiscal Agent, Transfer Agent and Registrar, relating to the [●]-Year Fixed Rate Notes due [●] (the “**Notes**”) which constitute unsecured general obligations of the Issuer. Capitalized terms used but not defined herein shall have the meanings given to them in the Agreement.

This letter relates to _____ principal amount of Notes which are evidenced by one or more Regulation S Global Notes (CUSIP/ISIN No. [●]) sold in reliance on Regulation S under the U S Securities Act of 1933, as amended (the “**Securities Act**”), held by a nominee of DTC for the benefit of direct and indirect participants in DTC including [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer of such beneficial interest in Notes to [insert name of transferee] (the “**Transferee**”) that will take delivery thereof in the form of an equal principal amount of Notes evidenced by one or more Rule 144A Global Notes (CUSIP No. [●]) sold in reliance on Rule 144A under the Securities Act.

In connection with such request, and in respect of such Notes, (1) in the case of a transfer only, the Transferor does hereby certify that such Notes are being transferred in accordance with Rule 144A under the Securities Act to a transferee that the Transferor reasonably believes is purchasing the Notes for its own account or an account with respect to which the transferee exercises sole investment discretion and the transferee and any such account is a “qualified institutional buyer” within the meaning of Rule 144A, in each case in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction, and (2) in the case of an exchange only, the Transferor (x) acquired such beneficial interest in a transaction pursuant to and in accordance with Rule 144A under the Securities Act and (y) is, or was acting for the account of, a “qualified institutional buyer”.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

You and the Issuer are entitled to rely on this certificate and are irrevocably authorized to produce this certificate or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

Dated: _____

[Name of Transferor]

By: _____

Name:

Title:

Telephone No.:

Please print name and address (including postal code): _____

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Attention: Agency & Trust

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This letter relates to _____ principal amount of Notes which are evidenced by one or more Rule 144A Global Notes (CUSIP No. [●]) sold in reliance on Rule 144A under the U S Securities Act of 1933, as amended (the “**Securities Act**”), held by a nominee of DTC for the benefit of direct and indirect participants in DTC including [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer of such beneficial interest in Notes to [insert name of transferee] (the “**Transferee**”) that will take delivery thereof in the form of an equal principal amount of Notes evidenced by one or more Regulation S Global Notes (CUSIP/ISIN No. [●]) sold in reliance on Regulation S under the Securities Act.

In connection with such request and in respect of such Notes the Transferee does hereby represent and agree:

1. It is purchasing the Notes for its own account or an account with respect to which it exercises sole investment discretion and it and any such account is a foreign purchaser that is outside the United States (or a foreign purchaser that is a dealer or other fiduciary).
2. It acknowledges that the Notes have not been registered under the Securities Act, or with any securities regulatory authority of any jurisdiction, and may not be offered or sold within the United States except as set forth below.
3. It understands and agrees that the Notes being transferred were initially offered in the United States to a “qualified institutional buyer” (“**QIB**”) as defined in Rule 144A under the Securities Act and are represented by one or more Rule 144A Global Notes, and that the Notes are being transferred outside the United States in reliance on Regulation S under the Securities Act and will be represented by one or more global Notes.
4. It shall not resell or otherwise transfer any of such Notes except (A) to the Issuer, (B) within the United States to a QIB in a transaction complying with Rule 144A under the Securities Act, (C) pursuant to the exemption from registration provided by Rule 144 under the Securities Act (if available), or (D) pursuant to an effective registration statement under the Securities Act.
5. It agrees that it will give to each person to whom it transfers any of such Notes notice of any restrictions on transfer of such Notes.

6. It acknowledges that prior to any proposed transfer of Notes (other than pursuant to an effective registration statement) the holder of such Notes may be required to provide certifications relating to the manner of such transfer as provided in the Agreement.

7. It acknowledges that the Registrar and Transfer Agent for the Notes will not be required to accept for registration transfer of any Notes acquired by it, except upon presentation of evidence satisfactory to the Registrar and Transfer Agent that the restrictions set forth herein have been complied with.

8. It acknowledges that the Issuer and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that if any of the acknowledgements, representations or agreements deemed to have been made by its purchase of the Notes are no longer accurate, it shall promptly notify the Issuer. If it is acquiring the Notes as a fiduciary or agent for one or more investor accounts, it represents that it has sole investment discretion with respect to each such account and it has full power to make the foregoing acknowledgements, representations, and agreements on behalf of each account.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer of the Notes being transferred.

[insert Name of Transferee]

By: _____
Name:
Title:

Dated: _____

c.c. EDF S.A.