

# The Ordinary Shareholders' Meeting of May 31, 2002

## Agenda

Shareholders have been called to attend an annual shareholders' meeting in accordance with the provisions of the French Commercial Code, the Decree of March 23, 1967, and the bylaws of our company for the purpose of deliberating on the following agenda:

- 1 – Reading of the management report from the Executive Board on the fiscal year ended December 31, 2001;
- 2 – Reading of the general report of the auditors on the financial statements for fiscal year 2001;
- 3 – Reading of the report of the Supervisory Board concerning the Executive Board report on the corporate accounts as well as on the consolidated accounts of fiscal year 2001;
- 4 – Reading of the special report of the auditors on the agreements governed by Articles L. 225-38 and L. 225-86 of the French Commercial Code;
5. – Approval of the corporate and consolidated accounts of the company (balance sheet, income statement, and notes for the year ended December 31, 2001);
6. – Approval of the agreements referred to in Articles L. 225-38 and L. 225-86 of the French Commercial Code;
7. – Release and discharge for the members of the Executive Board and of the Supervisory Board, as well as for the auditors;
8. – Appropriation of earnings;
9. – Setting of the directors' fees allotted to the Supervisory Board;
10. – Resignation of the statutory and alternate auditors, and appointment of the statutory and alternate auditors.
11. – Granting of powers for the execution of formalities.

## The report of the Executive Board

The notices of meeting have been properly sent and all papers and documents provided for by current regulations have been sent to you within the periods provided for by law.

### Business of the company in fiscal year 2001

During fiscal year 2001, by a decision of the Shareholders' Meeting of June 18, 2001 the company adopted the organizational form of a *société anonyme*

(joint stock company) with an Executive Board and a Supervisory Board instead of an administrative board. For this purpose, the bylaws of the company were modified to take into account this new organization and the New Economic Regulations ("NRE"). The new bylaws entered into force on June 30, 2001, the date of the publication in the *Journal Officiel* of the order approving these amendments to the bylaws. Previously the order that created the company dated December 21, 1983 had been modified by the order of April 19, 2001, published in the *Journal Officiel* on April 21, 2001.

The activity of the company was primarily characterized by the merger of Framatome SA and Biorisys, to which COGEMA had previously contributed all of its businesses, other than the operators, through a spin-off contribution.

Pursuant to the agreement on contributions from COGEMA to Biorisys, all of the direct and indirect costs pertaining to this transaction were assumed by the beneficiary entity. Thus, AREVA, the company into which Biorisys was merged, posted a charge on its accounts.

The plan for the merger was approved by the combined Shareholders' Meeting on September 3, 2001, which also approved the contributions made by Total Chimie, Total Nucleaire, the Caisse des Depots et Consignations, and Erap.

The minutes of the meeting of the board of directors of September 7, 2001 confirmed that all conditions precedent had been met as a result of the publication of the order approving the amendments to the bylaws of the company and, as a result, the final execution of the merger of Framatome SA and Biorisys into the company, as well as the corresponding capital increase of the company and the execution of the contributions by Total Chimie, Total Nucleaire, and the Caisse des Depots et Consignations of COGEMA shares to the company. Erap's contribution of COGEMA shares was confirmed by the minutes of the meeting of the board of directors of September 28, 2001 following the publication of an inter-ministerial order on that same date.

The management report on the 2001 business of the AREVA group is provided starting on page 58 of this report.

### Information on the social program

With respect to the labor aspect of the AREVA group, the main features instituted as of the end of the fiscal period were as follows:

- Employee contracts were reviewed and harmonized with an overall plan;

- The outlines for the AREVA university project were drawn up, benefiting from the participation of internal and external people depending on the subject matter.

With respect to labor relations, a certain number of meetings have been held with the representatives of the labor organizations in order to work out an agreement on methodology for the labor policy determining a certain number of topics under negotiation. Among the topics are the resources to be allotted to the labor organizations, the organization of a European group committee, and definition of the principles of mobility and reclassification. As of the end of 2001, these proposed agreements on methodology have not yet been signed by the labor organizations.

Furthermore, negotiations relating to the election of employee representatives on the Supervisory Board of AREVA have been initiated. An agreement was negotiated on March 15, 2002 with the representatives of six labor organizations. The proposed dates for the elections are May 28 and June 20, 2002.

With respect to the AREVA head office, an agreement on implementing the sole employee delegation (the "DUP") was reached on November 9, 2001. In addition, the main labor provisions concerning employees at headquarters covered by a written document were finalized.

Furthermore, an agreement on the reduction and arrangement of work schedules and an agreement on the variable timetable were negotiated with the labor organizations.

There is no doubt that the efforts made will bear fruit in the year 2002 as a result of these negotiations.

### **Comments from the Supervisory Board on the report of the Executive Board**

Fiscal year 2001 was quite obviously an exceptional fiscal year for the AREVA group, given that in September, the alliance of CEA-Industrie, COGEMA, and FRAMATOME gave birth to AREVA. The creation of AREVA, the result of a reorganization plan announced in the autumn of 2000 by the public authorities, mobilized the energies of the executives and teams of the companies of the group throughout the year without detriment to ongoing business. At the culmination of a complex process of legal and financial restructuring, their efforts led to the construction of a new, coherent entity, a world leader in its businesses, responsible for increased industrial efficiency and a

commitment to adhere to the principles of corporate governance. While work continues to streamline the structures and integration of the various companies, the Supervisory Board must stress the quality of the work already accomplished. While exceptional in organizational terms, the year 2001 was also unique in industrial terms, given that major events, which we would like to mention briefly, have characterized each business sector of the new group.

In the nuclear industry, FRAMATOME and SIEMENS have finalized the pooling of their operations through FRAMATOME ANP (66% held by AREVA), making the group the top fuel supplier worldwide and allowing it to continue developing new generations of reactors, particularly the EPR, under the best conditions. With respect to back-end, where the first reprocessing contracts are reaching completion, the agreement between EDF and COGEMA provides for the conditions for managing the spent fuels over the medium term by assuring the load of existing facilities, and it confirms the principle of reprocessing up to 2015. An important cooperation agreement was signed with JNFL to assist in the start-up of the Japanese reprocessing plant Rokkasho-Mura.

On the international scene, the role of nuclear energy has been reaffirmed, especially in the United States, due to the economic competitiveness, safety and security of this form of energy, as well as its contribution to limiting the production of greenhouse gases. In the components industry, on the other hand, the market for connectors has been impacted by a severe recession. This has affected FCI in particular, which is very established in the segments most affected, especially telecommunications. STMicroelectronics, while securing its position in relation to the competition, has also suffered the ill effects of the downturn in the semiconductor cycle. New agreements between reference French and Italian shareholders, clarifying their intentions, were signed and made public at the end of the fiscal year at the time of the partial withdrawal of some of its shareholders. As for AREVA, it has kept the interests that it held prior to the transaction.

The results of the group in 2001 to a large extent reflect the results of the individual legal and economic events just mentioned. The group has rigorously recorded the exceptional items that need to be taken into account, particularly those related to the amortization of goodwill in connectors, which explains the loss recorded.

Despite this result, the group is in a financial position to continue its investments and research and development efforts, to which it devoted 1.238 billion euros

and 377 million euros respectively in 2001, and it is able to meet its future dismantling expenses through a specific portfolio. For several years, the group has had an active policy of environmental protection and sustainable development and it will publish its first report in this regard in 2002.

The Supervisory Board has reviewed the corporate and consolidated financial statements for the fiscal year as well as the management report pertaining thereto as provided by the Executive Board. It has no comments to make on these documents. With respect to the activities of your board, it should be recalled that it was on June 18, 2001 that the company adopted the organizational form of an Executive Board and Supervisory Board.

**The composition of the Supervisory Board is currently as follows:**

• Members appointed by the Shareholders' Meeting:

Pascal Colombani	Chairman
Philippe Pontet	Vice Chairman
Euan Baird	
Philippe Braidy	
Patrick Buffet	
Thierry Desmarest	
Gaishi Hiraiwa	
Daniel Lebègue	
CEA represented by Philippe Rouvillois	

• Members appointed by decree:

Loïc Hennekinne
Philippe de Fontaine Vive
Dominique Maillard
Jeanne Seyvet

In accordance with the bylaws, three representatives elected by the employees should be appointed shortly. Government control is represented by Mr. François Muller, and Mrs. Pascale Amenc-Antoni serves as secretary.

Since it was instituted, the Supervisory Board has been regularly kept informed by the Executive Board as to the progress of the business and the activities of the company and the group. Within the context of its supervisory duties, it has been able to carry out the verifications and controls that it has deemed necessary. The Supervisory Board met four times in fiscal year 2001, and has had two meetings in the first half of 2002. In particular, it has reviewed the accounts of the first half of the year 2001 and approved the proposed budgets submitted by the Executive Board directors.

To improve its effectiveness, the Supervisory Board has created three committees, the strategic committee, audit committee, and the compensation and nominating committee. These committees operate under the responsibility of the board, and may be assisted by experts.

- The duties of the strategic committee are to inform the Supervisory Board as to the strategy of the company and its main subsidiaries, to assess the justification and consequences of the strategic decisions proposed by the Executive Board to the Supervisory Board, and to monitor the implementation thereof. It held its first meeting during the second half of 2001.
- In addition to assisting in the definition of the accounting and financial rules to be implemented within the group, the audit committee ensures the effectiveness of internal control procedures and assesses, on the basis of risk charting, risk prevention and hedging. It is also responsible for reviewing the half-year and annual accounts, proposed budgets, and multi-annual plans of the company and the group, which it has been doing in several meetings, with the assistance of the auditors, before making its proposals and comments to the Supervisory Board.
- The compensation and nominating committee proposes to the Supervisory Board the compensation, retirement and social welfare plans, and the in-kind benefits of the authorized officers of the company. At the request of the Supervisory Board, the committee also examines the background files of those under consideration to serve on the Executive Board, or to hold office as an executive of the major subsidiaries and or the Supervisory Board, and it informs the Supervisory Board of its opinions. It met on several occasions in the second half of the year 2001.

The Supervisory Board

## Special report of the Auditors concerning regulated agreements

for the year ended December 31, 2001

To the AREVA shareholders,

As the Auditors of your Company, we are presenting our report on regulated agreements.

Pursuant to Article L. 225-88 of the French Commercial Code, we have been advised of the agreements subject to prior approval by your Supervisory Board.

It is not our responsibility to search for the possible existence of other agreements, but to inform you, on the basis of the information provided to us, of the essential features and terms of those agreements about which we have been informed; nor is it our responsibility to express an opinion on their usefulness or justification. It is your responsibility, under the terms of Article 117 of the Decree of March 23, 1967, to assess the interest of these agreements for the purpose of approving them.

We have performed our work in accordance with generally accepted accounting standards in France; those standards required that we perform our work so as to verify the consistency of the information provided to us with the basic documents from which this information was derived.

### With the COGEMA company

*(Persons concerned: Mrs. Anne Lauvergeon and Mr. Pascal Colombani)*

The Board of Directors in its meeting of January 27, 2001 authorized the proposed acquisition of COGEMA shares held by Total Chimie and Total Nucléaire. Five-sixths (5/6) of the shares held by the TotalFinaElf Group were sold to your company, i.e. 512,096 COGEMA shares sold by Total Chimie to your company for 390,108,454.10 euros; 214,329 COGEMA shares sold to your company by Total Nucléaire for the amount of 163,273,204.30 euros; and 1/6th of these shares were contributed to your company by Total Chimie and Total Nucléaire respectively.

### With the COGEMA company

*(Persons concerned: Mrs. Anne Lauvergeon and Mr. Pascal Colombani)*

The Board of Directors, at its meeting on June 27, 2001, authorized the sale to your company of 4,536 Biorisys shares held by COGEMA, which was 94.9% of the capital of Biorisys at par value. The Supervisory Board authorized Mrs. Lauvergeon on July 18, 2002 to purchase 4,536 Biorisys shares held by COGEMA in the name of your company.

### With the Eramet company

*(Persons concerned: Mrs. Anne Lauvergeon and Mr. Pascal Colombani)*

On June 27, 2001, the Board of Directors authorized your company to replace COGEMA in the shareholders' agreement signed with Eramet and to assume the commitments made by COGEMA with Sorame (Société de Recherche et d'Applications Métallurgiques), CEIR (Compagnie d'Etudes Industrielles de Rouvray) and Messrs. Duval. The Supervisory Board, meeting on July 18, 2001, authorized Mrs. Lauvergeon to sign the amendment to the Eramet memorandum of June 17, 1999 to substitute your company for COGEMA.

### With STMicroelectronics

*(Persons concerned: Mr. Gérald Arbola, Mr. Philippe Pontet)*

On July 18, 2001, the Supervisory Board authorized the Executive Board to sign the shareholders' agreement between France Télécom, FT1CI, Finmeccanica and your company presented to the board, to begin the financial operation for the sale of STMicroelectronics securities that will allow France Télécom to withdraw progressively from the stake it holds in STMicroelectronics through FT1CI and STH/STH II BV, and to take every measure or give its approval to allow the completion of the measures described in the shareholders' agreement (such as the issue of convertible bonds, amendment of STH/STH II BV bylaws).

### With the FT1CI company

*(Persons concerned: Mr. Gérald Arbola, Mr. Philippe Pontet)*

The Supervisory Board authorized the Executive Board to sign the shareholders' agreement concerning FT1CI between France Télécom and your company.

### **With CEA**

*(Persons concerned: Mrs. Anne Lauvergeon,  
Mr. Philippe Braidy)*

The Supervisory Board authorized Mrs. Lauvergeon to sign the agreement between CEA and your company concerning the change of management within your company.

The re-invoicing was done on a franc for franc basis and the charge for the fiscal year totaled 189,201.12 euros. Moreover, pursuant to the Decree of March 23, 1967, we have been informed that the following agreements, which were approved in prior years, continued to be executed during the last year.

### **With Cedec**

*(Person concerned: Mr Philippe Braidy)*

The technical assistance agreement to provide accounting and legal services, as well as the cash management agreement signed with your company continued during the fiscal year and were renewed. The amount invoiced by your company for legal and accounting services during fiscal year 2001 was 9,688.14 euros.

The financial expenses paid by your company under the cash management agreement totaled 84,967.56 euros.

### **With Établissements Pierre Mengin**

Your company guaranteed the commitments of Établissements Pierre Mengin, currently in liquidation, as part of the sale of Euriso-Top to Cil (Cambridge Isotopes Laboratories, Inc.) for the amount of 609,796.07 euros. One of the terms of the sale was a guarantee of assets and liabilities that could be implemented up to the amount of the acquisition price, which was authorized by the Board of Directors on October 19, 2000.

In addition, the unremunerated shareholders' advance of 1,936,102.52 euros made to Établissements Pierre Mengin in 1989 was maintained.

### **With FRAMATOME ANP**

The agreement to guarantee assets and liabilities made by your company to FRAMATOME ANP as part of the sale of Intercontrôle continued during the year. Your company paid no sum under this guarantee.

Neuilly-sur-Seine and Paris-La-Défense,  
April 29, 2002

The Auditors

BARBIER FRINAULT & AUTRES  
Philippe Peuch-Lestrade

MAZARS & GUÉRARD  
Thierry Blanchetier                      Michel Rosse

## Resolutions

### First resolution

After a reading of the management report of the Executive Board, the report of the Supervisory Board, and a reading of the Auditor's reports and the supplementary explanations provided verbally, the Shareholders' Meeting approves, in all parts, the reports of the Board of directors and the Supervisory Board, as well as the balance sheet, income statement, and notes to the corporate and consolidated financial statements for the fiscal year ended December 31, 2001, as they have been presented. As a result, the meeting of shareholders approves the management of the administrative board, and by the Executive Board during the past fiscal year, for which an accounting has been made to the meeting, and it discharges the members of the administrative board, and the members of Executive Board and the Supervisory Board and the Auditors for the performance of their duties during the past fiscal year.

### Second resolution

After a reading of the special report of the auditors on the agreements governed by Articles L. 225-36 and L. 225-86 of the Commercial Code, the Shareholders' Meeting hereby approves all the agreements entered into or pursued in 2001.

### Third resolution

Fiscal year 2001 closed with a loss of 712,961,310.80 euros. Considering the retained earnings of 60,641,265.69 euros, a merger premium totaling 1,082,514,050.50 euros, and a contribution premium of 143,931,860.91 euros, resulting in distributable

earnings of 1,287,087,177.10 euros, the Shareholders' Meeting hereby approves the following appropriation:

- To charge the loss against retained earnings, i.e., 60,641,265.69 euros;
- And, with respect to the balance, to the merger premium, i.e. 652,320,045.11 euros;
- To charge to the legal reserve, in order to fully fund it (10 % of the capital stock) under the merger transactions carried out, the merger premium of 22,577,705.12 euros;

which results, after these appropriations, in distributable earnings of 551,548,161.18 euros.

### Fourth resolution

Given distributable earnings of 551,548,161.18 euros, the Shareholders' Meeting hereby approves the distribution of a dividend of 219,744,746.20 euros (219,744 million euros), after deduction from the merger premium, i.e.:

- To holders of investment certificates, a dividend of 6.20 euros per investment certificate existing as of the end of fiscal year 2001, which is 8,860,469.60 euros;
- To shareholders, a dividend of 6.20 euros per share existing as of the end of fiscal year 2001, which is 210,884,276.60 euros.

The net dividend per share and per investment certificate is set at 6.20 euros, plus a tax credit of 3.10 euros per share and per investment certificate, resulting in a gross dividend of 9.30 euros for each security, which will be paid on July 15, 2002.

The shareholders' meeting notes that the amount of the dividends available for distribution for the preceding three fiscal years, and the amount of the corresponding tax credits, have been as follows:

(In euros)	Net dividend	Tax Credit	Gross dividend
Fiscal year 1998	6.19	3.09	9.28
Fiscal year 1999	10.23	5.11	15.34
Fiscal year 2000	22.85	11.42	34.27

Furthermore, as a result of the merger of FRAMATOME SA and Biorisys into the company, a merger premium of 435,236,368.28 euros, i.e. 12.28 euros (excluding tax credit) per share or investment certificate was paid on December 13, 2001.

### **Fifth resolution**

The Shareholders' Meeting has set 110,000 euros as the total annual amount of directors' fees to the Supervisory Board.

This decision, applicable to the fiscal year in progress, will be maintained until otherwise decided.

### **Sixth resolution**

The Shareholders' Meeting decides to appoint RSM Salustro Reydel, 8, avenue Delcassé, Paris (75008) and Deloitte Touche Tohmatsu, 185, avenue Charles-de-Gaulle, Neuilly-sur-Seine (92) to serve as Statutory Auditors for a term of six years, which is until the end of the Shareholders' Meeting called to approve the accounts of fiscal year 2007, and Mr. Jean-Claude Reydet, 8, avenue Delcassé, Paris (75008) and BEAS, 7-9, villa Houssaye in Neuilly-sur-Seine (92) to serve as Alternate Auditor for six years, until the end of the Shareholders' Meeting called to approve the financial statements for fiscal year 2007.

### **Seventh resolution**

The Shareholders' Meeting hereby grants all powers to the bearer of an original, copy, or excerpt of these minutes for the purpose of executing all formalities for filing, publication, and recording in the Trade Register as required by current regulations.