

## S.172 Directors Duties Statement

EDF Energy (UK) Limited  
(2022)



Statement approved by the Board of Directors on 26 July 2023 as part of the Company's Annual Report & Financial Statements (2022) and signed on its behalf by Rob Guyler, Director, on 26 July 2023.

The Directors are fully aware of their responsibilities to promote the success of the company in accordance with Section 172 of the Companies Act 2006. Further details on how the Directors' duties are discharged and the oversight of these duties are included in the Directors Report.

The principal activity of the Company is to be the holding company for the *Électricité de France SA's (EDF SA)* interest in power generation and supply in the United Kingdom (UK) with the Company being the top UK holding company of the EDF Energy Group, which consists of the Company and its subsidiaries (the **Group**).

The Company is non-trading, has no employees, customers or suppliers with its' primary role being to act as the financing vehicle for the Group; working with its shareholder, EDF International SAS, and EDF SA to ensure the Group has sufficient funding available to it to fund the activities and pipeline projects and transactions of each business unit. As a result of this, the breadth of stakeholders and other considerations that would often apply to decision making for those operational companies within the Group have generally not applied to the decisions made by the Directors of the Company. The Board is made up of four Director's, each with expertise in Finance. There was a change in Board composition during 2022 with one new director appointed to replace an outgoing director who resigned following appointment to a new role within the EDF SA Group.

The Directors primarily consider the impact of the Company's activities on its shareholder, its subsidiaries and the EDF Energy (**EDF UK**) businesses as a whole with regard to performing their duties on matters set out under Section 172 of the Companies Act 2006.

The main governance oversight board of the Group is EDF Energy Holdings Limited, the Company's direct subsidiary, which frequently meets to discuss matters which are of strategic importance for the Group. For more information on these matters please consider the comprehensive s.172 Directors Duties Statement as detailed in the Consolidated Annual Report & Financial Statements (2022) of EDF Energy Holdings Limited.

### Impact on Principal Decisions

The key decisions taken by the Board during 2022 related to the provision of funding to the Group which included various corporate financing matters including the ongoing funding of the Hinkley Point C project and the approval of the annual report. These decisions were in line with the strategic goals of both the Company and its shareholder.

The Company purpose and strategy is set out in the Strategic Report and published on the EDF UK website. The purpose is summarised as helping Britain to achieve Net Zero. The purpose and strategy are guided by: i) feedback from stakeholder engagement; ii) consideration of the long-term impact of strategic decisions on the long-term objectives of the Company and the wider Group; and iii) the environmental impact of those decisions.

The Company continues to support the corporate governance practices of its parent company, EDF SA Group (a listed company on the Euronext Paris), with its compliance obligations under the French Afep-Medef Code. The purpose is a UK articulation of the EDF SA Group **Raison d'être**. It underpins strategy setting and decision making by the Board and ensures activity within the Company is compatible with achieving these objectives in order to promote long term success.

To ensure strong corporate governance practices are maintained, the Group acts in accordance with multiple overarching internal policies that are tested on an annual basis to satisfy the French Securities Markets Authority (**Autorité des Marchés**) Listing Requirements.

The Company and its Directors actively engage with its shareholder, EDF SA and the Company's subsidiaries along with their respective teams to ensure appropriate funding is available as and when required to support ongoing projects within the UK and to promote the long-term success and prosperity of the Company and the Group as a whole.

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