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| <b>Form 5500</b><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                | <b>2015</b>                                   |
|                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                |
| For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u> |                                                                                                                                                                                                                                                                                                                                                |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____ |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).                                                                                                      |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....                                  | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                       |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                                                                                                                      |

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| <b>Part II</b>                                                                                                                                                                                                                                                                                                                                                           | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                         |
| <b>1a</b> Name of plan<br><u>THE AREVA 401(K) RETIREMENT PLAN</u>                                                                                                                                                                                                                                                                                                        | <b>1b</b> Three-digit plan number (PN) ▶ <u>001</u><br><b>1c</b> Effective date of plan<br><u>04/01/1992</u>                                                                                           |
| <b>2a</b> Plan sponsor's name (employer, if for a single-employer plan)<br>Mailing address (include room, apt., suite no. and street, or P.O. Box)<br>City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)<br><u>AREVA, INC.</u><br><br><u>3315 OLD FOREST ROAD P.O. BOX 10935</u><br><u>LYNCHBURG, VA 24506-0935</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>54-1536465</u><br><b>2c</b> Plan Sponsor's telephone number<br><u>434-832-2541</u><br><b>2d</b> Business code (see instructions)<br><u>541330</u> |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                                                                                                 |                                                          |                   |                                                              |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                | <u>Filed with authorized/valid electronic signature.</u> | <u>10/14/2016</u> | <u>ALLEN LATTY</u>                                           |
|                                                                                                 | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                | <u>Filed with authorized/valid electronic signature.</u> | <u>10/14/2016</u> | <u>ALLEN LATTY</u>                                           |
|                                                                                                 | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                |                                                          |                   |                                                              |
|                                                                                                 | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address (include room or suite number) |                                                          |                   | Preparer's telephone number                                  |
|                                                                                                 |                                                          |                   |                                                              |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                                                                                                                                                                   | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div>                                                                                                                                                                                                                                                                                                                                             |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    | <b>5</b> 6288                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year.....                                                                                                                                                                                                                                                                                                                                     | <b>6a(1)</b> 4521                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                                                                                                                                                                                                                                          | <b>6a(2)</b> 3648                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                         | <b>6b</b> 77                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                          | <b>6c</b> 1445                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                | <b>6d</b> 5170                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                                  | <b>6e</b> 23                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    | <b>6f</b> 5193                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            | <b>6g</b> 5132                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                | <b>6h</b> 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                       | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 2K 2S 2T 3F 3H                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                 |                                                                                   |
|-----------------|-----------------------------------------------------------------------------------|
| <b>Part III</b> | <b>Form M-1 Compliance Information (to be completed by welfare benefit plans)</b> |
|-----------------|-----------------------------------------------------------------------------------|

**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

**11c** Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2015                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015 |                                                      |     |
| A Name of plan<br>THE AREVA 401(K) RETIREMENT PLAN                                         | B Three-digit plan number (PN) ▶                     | 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>AREVA, INC.                      | D Employer Identification Number (EIN)<br>54-1536465 |     |

|        |                                                 |
|--------|-------------------------------------------------|
| Part I | Service Provider Information (see instructions) |
|--------|-------------------------------------------------|

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| THE VANGUARD GROUP, INC.                                                                                   |
| 23-1945930                                                                                                 |

|                                                                                                           |
|-----------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|-----------------------------------------------------------------------------------------------------------|

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
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|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
| (b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

| (b)<br>Service Code(s)  | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 16 25 26<br>37 38 52 | NONE                                                                                              | 360345                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

CAPFINANCIAL PARTNERS, LLC

26-0058143

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16                     | NONE                                                                                              | 13361                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2                                                             | (b) Service Codes<br>(see instructions)                                                                                                                                        | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| THE VANGUARD GROUP, INC.                                                                                            | 99                                                                                                                                                                             | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation<br><br>ARTISAN PARTNERS FUNDS<br><br>30-0551775 | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.<br><br>7BPS |                                           |
| (a) Enter service provider name as it appears on line 2                                                             | (b) Service Codes<br>(see instructions)                                                                                                                                        | (c) Enter amount of indirect compensation |
|                                                                                                                     |                                                                                                                                                                                |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation                                                 | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.             |                                           |
|                                                                                                                     |                                                                                                                                                                                |                                           |
| (a) Enter service provider name as it appears on line 2                                                             | (b) Service Codes<br>(see instructions)                                                                                                                                        | (c) Enter amount of indirect compensation |
|                                                                                                                     |                                                                                                                                                                                |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation                                                 | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.             |                                           |
|                                                                                                                     |                                                                                                                                                                                |                                           |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |

**Part III** **Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><hr/> <b>2015</b><br><br><hr/> <b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

|                                                                                            |                                                                    |            |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>THE AREVA 401(K) RETIREMENT PLAN</u>                           | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <u>001</u> |
|                                                                                            |                                                                    |            |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>AREVA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>54-1536465</u> |            |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                           |                               |                                                                                                                      |  |
|-------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD RETIREMENT SAVING TRUST II</u> |                               |                                                                                                                      |  |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                      |  |
| <b>c</b> EIN-PN <u>23-2186884-023</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>142647862</u> |  |
|                                                                                           |                               |                                                                                                                      |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RETIR 2010 TRUST II</u> |                               |                                                                                                                      |  |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                      |  |
| <b>c</b> EIN-PN <u>90-6083954-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12848942</u>  |  |
|                                                                                           |                               |                                                                                                                      |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2015 TRUST II</u>   |                               |                                                                                                                      |  |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                      |  |
| <b>c</b> EIN-PN <u>90-6083984-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>22459142</u>  |  |
|                                                                                           |                               |                                                                                                                      |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2020 TRUST II</u>   |                               |                                                                                                                      |  |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                      |  |
| <b>c</b> EIN-PN <u>90-6083982-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>52775982</u>  |  |
|                                                                                           |                               |                                                                                                                      |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2025 TRUST II</u>   |                               |                                                                                                                      |  |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                      |  |
| <b>c</b> EIN-PN <u>90-6083980-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>28230831</u>  |  |
|                                                                                           |                               |                                                                                                                      |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET 2030 TRUST II</u>       |                               |                                                                                                                      |  |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                      |  |
| <b>c</b> EIN-PN <u>90-6083978-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>35930788</u>  |  |
|                                                                                           |                               |                                                                                                                      |  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2035 TRUST II</u>   |                               |                                                                                                                      |  |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                      |  |
| <b>c</b> EIN-PN <u>90-6083976-001</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>17536037</u>  |  |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2040 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                              |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 90-6083974-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21339262 |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2045 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                              |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 90-6083972-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15071838 |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2050 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                              |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 90-6083970-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12799971 |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2055 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                             |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 27-6715091-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2507670 |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET 2060 TRUST II**b** Name of sponsor of entity listed in (a): CVANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                            |
|--------------------------------|------------------------|------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 45-3799419-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 730685 |
|--------------------------------|------------------------|------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET INCOME TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

|                                |                        |                                                                                                              |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 90-6083967-001 | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11257566 |
|--------------------------------|------------------------|--------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2015</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>THE AREVA 401(K) RETIREMENT PLAN</u>                                                                                                                                                                                                         | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <u>001</u>                                                                                               |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>AREVA, INC.</u>                                                                                                                                                                                      | <b>D</b> Employer Identification Number (EIN)<br><u>54-1536465</u>                                                                                                                                                                                                           |                                                                                                          |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                              |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                                                                                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                              |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                       | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions .....                                                           | <b>1b(1)</b>    | 492056                | 524780          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions .....                                                        | <b>1b(2)</b>    | 7071                  | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                       |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                     |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans .....                                                                | <b>1c(8)</b>    | 11609167              | 11591578        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 141776451             | 376136576       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 875098852             | 619308435       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 1028983597            | 1007561369      |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |            |            |
|-----------------------------------------------------------|-----------|------------|------------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 1028983597 | 1007561369 |
|-----------------------------------------------------------|-----------|------------|------------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income****a Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 27261846   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 32785843   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 3461891    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 63509580  |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |        |        |
|------------------------------------------------------------------------------------------------------|-----------------|--------|--------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |        |        |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |        |        |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |        |        |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |        |        |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 483533 |        |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |        |        |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |        | 483533 |

|                                                                                           |                 |          |          |
|-------------------------------------------------------------------------------------------|-----------------|----------|----------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |          |          |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |          |          |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 31164218 |          |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |          | 31164218 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                    |                 |  |   |
|----------------------------------------------------------------------------------------------------|-----------------|--|---|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                 | <b>2b(5)(A)</b> |  |   |
| <b>(B)</b> Other .....                                                                             | <b>2b(5)(B)</b> |  |   |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |  | 0 |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            | -7819650  |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | 2b(8)  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | 2b(10) |            | -21723643 |
| c Other income .....                                                                            | 2c     |            | 27422     |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 65641460  |

**Expenses****e** Benefit payment and payments to provide benefits:

|                                                                                      |       |          |          |
|--------------------------------------------------------------------------------------|-------|----------|----------|
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 86475415 |          |
| (2) To insurance carriers for the provision of benefits .....                        | 2e(2) |          |          |
| (3) Other .....                                                                      | 2e(3) | 16343    |          |
| (4) Total benefit payments. Add lines 2e(1) through (3) .....                        | 2e(4) |          | 86491758 |
| f Corrective distributions (see instructions) .....                                  | 2f    |          | 92734    |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |          | 118700   |
| h Interest expense .....                                                             | 2h    |          |          |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) |          |          |
| (2) Contract administrator fees .....                                                | 2i(2) |          |          |
| (3) Investment advisory and management fees .....                                    | 2i(3) |          |          |
| (4) Other .....                                                                      | 2i(4) | 360496   |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |          | 360496   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |          | 87063688 |

**Net Income and Reconciliation**

|                                                          |       |  |           |
|----------------------------------------------------------|-------|--|-----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | -21422228 |
| l Transfers of assets:                                   |       |  |           |
| (1) To this plan .....                                   | 2l(1) |  |           |
| (2) From this plan .....                                 | 2l(2) |  |           |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CHERRY BEKAERT LLP

(2) EIN: 56-0574444

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

|                                                                                                                                                                                                                                                                                                                  | Yes | No | N/A | Amount |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|-----|--------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) .....                 |     | X  |     |        |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) ..... |     | X  |     |        |

|                                                                                                                                                                                                                         | Yes | No | N/A | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)                                          |     | X  |     |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)                               |     | X  |     |          |
| <b>e</b> Was this plan covered by a fidelity bond?                                                                                                                                                                      | X   |    |     | 10000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?                                                                                       |     | X  |     |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?                                                    |     | X  |     |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?                                          |     | X  |     |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)                                                                | X   |    |     |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) |     | X  |     |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?                                                           |     | X  |     |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?                                                                                                                                            |     | X  |     |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)                                                                                                  |     | X  |     |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.                                     |     |    |     |          |
| <b>o</b> Did the plan trust incur unrelated business taxable income?                                                                                                                                                    |     |    |     |          |
| <b>p</b> Were in-service distributions made during the plan year?                                                                                                                                                       |     |    |     |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information

|                                        |                                                     |
|----------------------------------------|-----------------------------------------------------|
| <b>6a</b> Name of trust                | <b>6b</b> Trust's EIN                               |
| <b>6c</b> Name of trustee or custodian | <b>6d</b> Trustee's or custodian's telephone number |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2015</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

|                                                                                     |                                                                    |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>THE AREVA 401(K) RETIREMENT PLAN</u>                    | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>AREVA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>54-1536465</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>23-2186884</u> |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                             |                                                                                                                         |                             |                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....                                                                                                                                                        | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                        |                                                                                                                         |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____                                            | If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                              | <b>6a</b>                                                                                                               |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                  | <b>6b</b>                                                                                                               |                             |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                             | <b>6c</b>                                                                                                               |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                               |                                                                                                                         |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                          | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                             |                                   |                                   |                               |                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. .... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2015  
v. 150123

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

|           |                                                                                                                                                                                                                                                      |            |  |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>14</b> | Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:                                                                                                                    |            |  |
|           | <b>a</b> The current year .....                                                                                                                                                                                                                      | <b>14a</b> |  |
|           | <b>b</b> The plan year immediately preceding the current plan year .....                                                                                                                                                                             | <b>14b</b> |  |
|           | <b>c</b> The second preceding plan year .....                                                                                                                                                                                                        | <b>14c</b> |  |
| <b>15</b> | Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:                                                                         |            |  |
|           | <b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....                                                                                                                                                | <b>15a</b> |  |
|           | <b>b</b> The corresponding number for the second preceding plan year .....                                                                                                                                                                           | <b>15b</b> |  |
| <b>16</b> | Information with respect to any employers who withdrew from the plan during the preceding plan year:                                                                                                                                                 |            |  |
|           | <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                                                                                                             | <b>16a</b> |  |
|           | <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers .....                                                                               | <b>16b</b> |  |
| <b>17</b> | If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... <input type="checkbox"/> |            |  |

|                |                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------|
| <b>Part VI</b> | <b>Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans</b> |
|----------------|---------------------------------------------------------------------------------------------------|

|           |                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>18</b> | If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ..... <input type="checkbox"/> |
| <b>19</b> | If the total number of participants is 1,000 or more, complete lines (a) through (c)                                                                                                                                                                                                                                                                                                                  |
|           | <b>a</b> Enter the percentage of plan assets held as:<br>Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%                                                                                                                                                                                                                                        |
|           | <b>b</b> Provide the average duration of the combined investment-grade and high-yield debt:<br><input type="checkbox"/> 0-3 years <input type="checkbox"/> 3-6 years <input type="checkbox"/> 6-9 years <input type="checkbox"/> 9-12 years <input type="checkbox"/> 12-15 years <input type="checkbox"/> 15-18 years <input type="checkbox"/> 18-21 years <input type="checkbox"/> 21 years or more  |
|           | <b>c</b> What duration measure was used to calculate line 19(b)?<br><input type="checkbox"/> Effective duration <input type="checkbox"/> Macaulay duration <input type="checkbox"/> Modified duration <input type="checkbox"/> Other (specify): _____                                                                                                                                                 |

|                 |                                 |
|-----------------|---------------------------------|
| <b>Part VII</b> | <b>IRS Compliance Questions</b> |
|-----------------|---------------------------------|

|                                                                                                                                                                                                                                                                                |                                                          |                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
| <b>20a</b> Is the plan a 401(k) plan? .....                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No                              |
| <b>20b</b> If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)? .....                                                              | <input type="checkbox"/> Design-based safe harbor method | <input type="checkbox"/> ADP/ACP test                    |
| <b>20c</b> If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))? .....                   | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No                              |
| <b>21a</b> Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b): .....                                                                                                                                              | <input type="checkbox"/> Ratio percentage test           | <input type="checkbox"/> Average benefit test            |
| <b>21b</b> Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? .....                                                                           | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No                              |
| <b>22a</b> Has the plan been timely amended for all required tax law changes? .....                                                                                                                                                                                            | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No <input type="checkbox"/> N/A |
| <b>22b</b> Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).                                                                            |                                                          |                                                          |
| <b>22c</b> If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____. |                                                          |                                                          |
| <b>22d</b> If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.                                                                           |                                                          |                                                          |
| <b>23</b> Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)? .....                               | <input type="checkbox"/> Yes                             | <input type="checkbox"/> No                              |

# **AREVA 401(K) RETIREMENT PLAN**

## **FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE**

***As of December 31, 2015 and 2014 and  
for the Year Ended December 31, 2015***

***And Report of Independent Auditor***

**AREVA 401(K) RETIREMENT PLAN**  
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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

## **Report of Independent Auditor**

U.S. Compensation & Benefits Committee of AREVA Inc.  
AREVA 401(k) Retirement Plan  
Lynchburg, Virginia

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of AREVA 401(k) Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

### **Disclaimer of Opinion**

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

### **Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2015, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "Cheryl Bekart LLP". The signature is written in a cursive, flowing style.

Lynchburg, Virginia  
October 13, 2016

**AREVA 401(K) RETIREMENT PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

*DECEMBER 31, 2015 AND 2014*

|                                    | <b>2015</b>                    | <b>2014</b>                    |
|------------------------------------|--------------------------------|--------------------------------|
| <b>ASSETS</b>                      |                                |                                |
| Investments at fair value:         |                                |                                |
| Money market fund                  | \$ 30,748                      | \$ 116,059                     |
| Mutual funds                       | 619,277,687                    | 874,982,793                    |
| Common/collective trusts           | 376,136,576                    | 137,553,930                    |
| Total investments at fair value    | <u>995,445,011</u>             | <u>1,012,652,782</u>           |
| Receivables:                       |                                |                                |
| Notes receivable from participants | 11,948,544                     | 11,879,038                     |
| Participant contributions          | -                              | 7,071                          |
| Plan Sponsor contributions         | 524,780                        | 492,056                        |
| Total receivables                  | <u>12,473,324</u>              | <u>12,378,165</u>              |
| Net assets available for benefits  | <u><u>\$ 1,007,918,335</u></u> | <u><u>\$ 1,025,030,947</u></u> |

**AREVA 401(K) RETIREMENT PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS***YEAR ENDED DECEMBER 31, 2015*

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**Additions to net assets attributed to:****Investment income (loss):**

|                                               |                  |
|-----------------------------------------------|------------------|
| Interest and dividend income                  | \$ 34,037,738    |
| Net depreciation in fair value of investments | (28,194,292)     |
| Other income                                  | 27,422           |
| Net investment income                         | <u>5,870,868</u> |

|                                                       |                |
|-------------------------------------------------------|----------------|
| Interest income on notes receivable from participants | <u>483,533</u> |
|-------------------------------------------------------|----------------|

**Contributions:**

|                            |                   |
|----------------------------|-------------------|
| Participant contributions  | 32,785,843        |
| Plan Sponsor contributions | 27,261,846        |
| Rollover contributions     | <u>3,461,891</u>  |
| Total contributions        | <u>63,509,580</u> |
| Total additions            | <u>69,863,981</u> |

**Deductions from net assets attributed to:**

|                               |                   |
|-------------------------------|-------------------|
| Benefits paid to participants | 86,616,097        |
| Administrative expenses       | <u>360,496</u>    |
| Total deductions              | <u>86,976,593</u> |

|                                                      |                                |
|------------------------------------------------------|--------------------------------|
| Net decrease                                         | (17,112,612)                   |
| Net assets available for benefits, beginning of year | <u>1,025,030,947</u>           |
| Net assets available for benefits, end of year       | <u><u>\$ 1,007,918,335</u></u> |

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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### Note 1—Description of the Plan

The following description of AREVA 401(k) Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

*General* – The Plan is a defined contribution plan, which was established effective April 1, 1992, to provide retirement benefits for eligible employees. Substantially all employees of the affiliates listed below are eligible to participate in the Plan except those employees who are not citizens of the United States, with the exception of certain expatriates who participate at the administrator’s discretion. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On January 10, 2011, the U.S. Compensation & Benefits Committee of AREVA Inc. (the “Plan Sponsor”) resolved to merge the assets of the AREVA USA Group Savings Plan (the “NC Plan”) and the 401(k) Retirement Plan of AREVA (the “NP Plan”). The Plan is a continuation of the NP Plan and the NC Plan was terminated as of March 31, 2011, and its assets were transferred into the Plan. Effective April 1, 2011, the Plan Document was amended to reflect this merger and a new trustee of the Plan was appointed. Upon amendment, the Plan name was changed to the AREVA 401(k) Retirement Plan.

The following companies (collectively referred to herein as the “Employers”) are parties to the Plan:

|                            |                           |
|----------------------------|---------------------------|
| AREVA Inc.                 | AREVA Solar, Inc.         |
| AREVA Federal Services LLC | Canberra Industries, Inc. |
| AREVA Med LLC              |                           |

On December 17, 2012, Canberra Dover, Inc. merged into Canberra Industries, Inc.

Effective January 1, 2014, Transnuclear, Inc. merged into AREVA NC Inc. and AREVA NC Inc. merged into AREVA NP Inc. Also effective January 1, 2014, AREVA NP Inc. changed its legal name to AREVA Inc.

*Plan Administration* – The U.S. Compensation & Benefits Committee of AREVA Inc. is the Plan administrator. All assets of the Plan are held by the trustee, Vanguard Fiduciary Trust Company (“Vanguard”).

*Eligibility* – Only persons classified as eligible employees may actively participate in the Plan. Eligible employees are all common-law employees other than (a) union employees whose collective bargaining unit has not bargained for participation in the Plan; (b) leased employees; (c) non-resident aliens with no U.S. source income; or (d) temporary resident aliens employed in the U.S. for less than sixty months.

Eligible employees will become a participant as soon as administratively possible after completing the enrollment process. A covered participant is any participant who is an eligible employee.

*Automatic Enrollment* – Employees who are eligible to participate in the Plan are automatically enrolled in the Plan and deemed to have elected a deferral rate of 3% of their annual compensation on a pre-tax basis unless they affirmatively elect not to participate or elect a different deferral rate.

*Contributions* – Eligible employees may make before-tax, Roth, or after-tax contributions to the Plan in whole percentages from 1% to 50% of the participant’s compensation subject to certain limitations included in the Internal Revenue Code (“IRC”). Qualified distributions from other qualified retirement plans can also be contributed to the Plan and retained as a rollover contribution.

## AREVA 401(K) RETIREMENT PLAN

### NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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#### Note 1—Description of the Plan (continued)

*Plan Sponsor Contributions* – For all participating employers, the Plan provides for a Plan Sponsor matching contribution equal to 100% of the first 5% of each participant's compensation contributed during the Plan year. At the end of the Plan year, the Plan Sponsor makes a matching contribution, if required, to "true-up" the Safe Harbor matching contribution so that it reflects the percentages described above for the entire Plan year.

The Plan Sponsor shall also make a retirement contribution to the Plan on behalf of each covered participant other than excluded hourly employees in the amount of 3% of the compensation of each participant.

The Plan Sponsor will also make a Retirement Transition Contribution on behalf of a limited group of participants (other than participants paid on a bi-weekly basis) who are affected by the freeze in benefit accrual under the Pension Equity Plan. The Retirement Transition Contribution is:

- 1% of Compensation for participants who: 1) were employed on December 31, 2004 in a class of employees eligible to participate in the PEP, 2) are at least age 45 but who have not yet reached age 50 as of December 31, 2007, and 3) have been continuously employed in a class of employees eligible to participate in the PEP since December 31, 2004, or
- 2% of Compensation for participants who: 1) were employed on December 31, 2004 in a class of employees eligible to participate in the PEP, 2) are at least age 50 as of December 31, 2007, and 3) have been continuously employed in a class of employees eligible to participate in the PEP since December 31, 2004.

The Retirement Transition Contributions are contributed on a per payroll basis.

*Participant Accounts* – Each participant's account is credited with the participant's contributions and allocations of (a) the Plan Sponsor's contributions and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

*Participant Investment Options* – Under the Plan, the participant may direct the investment of both the Employer and his/her contributions. Participants may change their investment options daily.

*Notes Receivable from Participants* – Participants may borrow from their fund accounts a minimum of \$1,000 and up to a maximum of \$50,000. Total notes outstanding may not exceed 50% of a participant's vested account balance. Repayment terms for the notes are for a maximum of five years, unless the purpose of the note is for the purchase of a primary residence, in which case the term cannot exceed fifteen years with the note balance amortized in equal installments over the life of the note. The notes are secured by the participant's vested account balance. The interest rate will be determined on the last business day preceding the date of the loan. For all new loans initiated on or after January 1, 2010, the interest rate will be the current prime rate as published by the Wall Street Journal plus 1%. For all loans initiated before January 1, 2010, the interest rate is based on the prime rate. Principal and interest are paid ratably through payroll deductions.

*Payment of Benefits* – On termination of service due to death, disability, normal retirement, or other reasons, a participant, or his or her beneficiary, may receive the value of the vested interest in the participant's account as a lump sum distribution or have it rolled into another qualified benefit plan.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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### Note 1—Description of the Plan (continued)

*Vesting* – Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Effective January 1, 2005, all participants of the former NP Plan shall have a non-forfeitable right to 100% of his or her account balance in the Plan without regard to length of service. For participants of the former NP Plan, prior to January 1, 2012, vesting in the Plan Sponsor contributions portion of their accounts plus earnings thereon was based upon employment date and length of service. Effective January 1, 2012, the Plan adopted the vesting criteria outlined for the former NP Plan for all participating Employers in the restated Plan Document.

*Forfeitures* – Forfeited nonvested accounts are used to reduce future Plan Sponsor matching contributions. Forfeited Plan Sponsor contributions used to reduce Plan Sponsor contributions, including accumulated earnings were \$326,000 and \$684 for the years ended December 31, 2015 and 2014, respectively. The balance of forfeited Plan Sponsor contributions available to be used to reduce future Plan Sponsor contributions as of December 31, 2015 and 2014, were \$31,404 and \$117,138, respectively.

### Note 2—Summary of significant accounting policies

*Basis of Accounting* – The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

*Investment Income Recognition* – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment income, as shown in the financial statements, includes interest, dividends, and the net realized and unrealized appreciation and depreciation.

*Estimates* – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results may differ from those estimates.

*Payment of Benefits* – Benefit payments to participants are recorded upon distribution.

*Notes Receivable from Participants* – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan Document.

*Recent Accounting Pronouncements* – In May 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-07, *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (or its Equivalent)*. ASU 2015-07 removes the requirement to categorize within the fair value hierarchy investments for which fair values are estimated using the net asset value (“NAV”) practical expedient provided by Accounting Standards Codification (“ASC”) 820, Fair Value Measurement. Disclosures about investments in certain entities that calculate NAV per share are limited under ASU 2015-07 to those investments for which the entity has elected to estimate the fair value using the NAV practical expedient. ASU 2015-07 requires retrospective application and is effective for years beginning after December 15, 2016. As permitted, the Plan has elected early adoption and has applied the ASU retrospectively for all periods presented. Accordingly, investments measured using the NAV practical expedient have been removed from the prior period disclosure of the fair value hierarchy.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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### **Note 2—Summary of significant accounting policies (continued)**

In July 2015, FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part I Fully Benefit-Responsive Investment Contracts, Part II Plan Investment Disclosures, and Part III Measurement Date Practical Expedient*. This three-part standard simplifies plan reporting with respect to fully benefit-responsive investments contracts and plan investment disclosures. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Part I also clarifies that indirect investments in fully benefit-responsive investment contracts through investment companies are not within the scope of the guidance on fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to this plan. Parts I and II are effective for years beginning after December 15, 2015, and should be applied retrospectively, with early adoption permitted. As permitted, the Plan has elected early adoption of Parts I and II and has applied the ASU retrospectively for all periods presented.

As a result of the adoption of this guidance and its retrospective application, the common/collective trust which was previously presented at fair value of \$141,776,451, is now presented at NAV of \$137,553,930 in the statement of net assets available for benefits at December 31, 2014. In addition, the related previously reported adjustment from fair value to contract value of \$4,222,521 at December 31, 2014 has been removed. Furthermore, the Plan has eliminated its historical disclosure of individual investments which comprise 5% or more of total net assets available for benefits, as well as the net appreciation or depreciation of fair values by type.

### **Note 3—Information prepared and certified by the trustee**

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard Fiduciary Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments, including the common/collective trusts and mutual funds, and notes receivable from participants reflected in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014 and the Schedule of Assets (Held at End of Year) as of December 31, 2015, and the related investment activity and interest income on notes receivable from participants reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2015.

### **Note 4—Fair value measurements**

GAAP defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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### Note 4—Fair value measurements (continued)

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

*Money market fund* – This investment is a public investment vehicle valued using the NAV provided by the administrator of the fund. The NAV is valued at \$1 from a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

*Mutual funds* – These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

*Common/collective trusts* – These investments, which include the Vanguard Retirement Savings Trust II and certain Vanguard Target Retirement Trusts, are valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding. The Vanguard Retirement Savings Trust II solely invests in the Vanguard Retirement Savings Master Trust which is composed primarily of fully benefit-responsive investment contracts. The Vanguard Target Retirement Trusts invest in Vanguard mutual funds which are valued based on quoted market prices as substantially all of these underlying investments have active markets. The NAV is used as the practical expedient to estimate fair value and the trusts are, therefore, excluded from classification in the fair value hierarchy. This practical expedient would not be used if it is determined to be probable that the trusts will sell the investments for an amount different from the reported NAVs. These investments have no unfunded commitments and redeem daily with no significant redemption restrictions as of December 31, 2015 and 2014.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

### Note 4—Fair value measurements (continued)

Below are the Plan's investments carried at fair value on a recurring basis by the fair value hierarchy levels described above.

| December 31, 2015                                              |                                              |                                   |                                     |                       |
|----------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------------|-----------------------|
|                                                                | Markets for<br>Identical Assets<br>(Level 1) | Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) | Total<br>Fair Value   |
| Money market fund                                              | \$ 30,748                                    | \$ -                              | \$ -                                | \$ 30,748             |
| Mutual funds                                                   | 619,277,687                                  | -                                 | -                                   | 619,277,687           |
| Total investments in fair value hierarchy                      | <u>\$ 619,308,435</u>                        | <u>\$ -</u>                       | <u>\$ -</u>                         | 619,308,435           |
| Common/collective trusts,<br>at net asset value <sup>(a)</sup> |                                              |                                   |                                     | <u>376,136,576</u>    |
| Total investments at fair value                                |                                              |                                   |                                     | <u>\$ 995,445,011</u> |

| December 31, 2014                                              |                                              |                                   |                                     |                         |
|----------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------------|-------------------------|
|                                                                | Markets for<br>Identical Assets<br>(Level 1) | Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) | Total<br>Fair Value     |
| Money market fund                                              | \$ 116,059                                   | \$ -                              | \$ -                                | \$ 116,059              |
| Mutual funds                                                   | 874,982,793                                  | -                                 | -                                   | 874,982,793             |
| Total investments in fair value hierarchy                      | <u>\$ 875,098,852</u>                        | <u>\$ -</u>                       | <u>\$ -</u>                         | 875,098,852             |
| Common/collective trusts,<br>at net asset value <sup>(a)</sup> |                                              |                                   |                                     | <u>137,553,930</u>      |
| Total investments at fair value                                |                                              |                                   |                                     | <u>\$ 1,012,652,782</u> |

- (a) In accordance with FASB ASC Subtopic 820-10, certain investments that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of plan net assets available for benefits.

### Note 5—Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants will become 100% vested in their accounts.

# **AREVA 401(K) RETIREMENT PLAN**

## **NOTES TO THE FINANCIAL STATEMENTS**

*DECEMBER 31, 2015 AND 2014*

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### **Note 6—Income tax status**

The Internal Revenue Service (“IRS”) has determined and informed the Plan Sponsor by letter dated May 20, 2014, that the Plan is a qualified plan under Section 401(a) of the IRC and is, therefore, not subject to tax under present income tax laws.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

### **Note 7—Administrative expenses**

Investment manager fees, broker commissions, and consulting fees are paid out of Plan assets and recorded as reductions in participant allocations. All other administrative expenses and accounting fees are paid by the Plan Sponsor.

### **Note 8—Party-in-interest transactions**

The Plan’s investments are units of a money market fund, mutual funds, and common/collective trusts managed by Vanguard. Related administrative fees are dependent on a fee schedule based on the market value of assets. Vanguard is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. In addition, notes receivable from participants are considered to be party-in-interest transactions because they are transacted with Plan participants.

### **Note 9—Risks and uncertainties**

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

### **Note 10—Subsequent Events**

Management of the Plan has evaluated subsequent events through October 13, 2016, which is the date the financial statements were available to be issued. Effective June 30, 2016, AREVA Inc. sold Canberra Industries, Inc. (“Canberra”) to Mirion Technologies, Inc. As a result of the sale, Canberra participants in the Plan were terminated and eligible to take a distribution. MassMutual Life Insurance, the record-keeper for Mirion Technologies (Conax Nuclear) Union 401(k) Plan, offered Canberra participants the opportunity to rollover their account balance via Direct Aggregate Rollover Out (“DARO”). To facilitate the DARO, Vanguard Fiduciary Trust Company, with the consent of AREVA Inc., coordinated the transfer of participant records and assets with MassMutual Life Insurance to the Mirion Technologies (Conax Nuclear) Union 401(k) Plan. As of October 13, 2016, a total of \$894,636 has been transferred out of the Plan. No other transactions requiring disclosure have occurred through October 13, 2016.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

### Note 11—Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for Plan benefits per the financial statements to the Form 5500 as of December 31:

|                                                                                                | <u>2015</u>             | <u>2014</u>             |
|------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Net assets available for benefits per financial statements                                     | \$ 1,007,918,335        | \$ 1,025,030,947        |
| Deemed distribution loans                                                                      | (356,966)               | (269,871)               |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <u>-</u>                | <u>4,222,521</u>        |
| Net assets available for benefits per Form 5500                                                | <u>\$ 1,007,561,369</u> | <u>\$ 1,028,983,597</u> |

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2015:

|                                                                                                                     |                        |
|---------------------------------------------------------------------------------------------------------------------|------------------------|
| Change in net assets available for benefits per the financial statements                                            | \$ (17,112,612)        |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2014 | (4,222,521)            |
| Deemed distribution loans                                                                                           | <u>(87,095)</u>        |
| Change in net assets available for benefits per Form 5500                                                           | <u>\$ (21,422,228)</u> |

## **SUPPLEMENTAL SCHEDULE**

**AREVA 401(K) RETIREMENT PLAN**  
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**FORM 5500, SCHEDULE H, PART IV, LINE 4i**  
**EIN: 54-1536465, PLAN NUMBER: 001**

DECEMBER 31, 2015

| (a)<br>Party-<br>in-<br>Interest | (b)<br>Identity of Issue,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current Value |
|----------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------|----------------------|
|                                  | <b>Money market fund</b>                                           |                                                                                                                    |             |                      |
| *                                | Vanguard                                                           | Vanguard Prime Money Market                                                                                        | **          | \$ 30,748            |
|                                  | <b>Mutual funds</b>                                                |                                                                                                                    |             |                      |
|                                  | Artisan Funds                                                      | Artisan Mid Cap Fund                                                                                               | **          | 40,463,568           |
|                                  | Harbor Funds                                                       | Harbor Capital Appreciation Fund                                                                                   | **          | 68,930,376           |
|                                  | Invesco                                                            | Invesco Small Cap Discovery Fund                                                                                   | **          | 16,606,570           |
|                                  | JP Morgan                                                          | JP Morgan Mid Cap Value                                                                                            | **          | 28,159,812           |
|                                  | Metropolitan West                                                  | Metropolitan West Total Return Bond Fund                                                                           | **          | 49,381,208           |
| *                                | Vanguard                                                           | Vanguard Developing Markets Institutional Shares                                                                   | **          | 21,578,111           |
| *                                | Vanguard                                                           | Vanguard Institutional Index Fund                                                                                  | **          | 120,934,524          |
| *                                | Vanguard                                                           | Vanguard International Growth Fund Admiral Shares                                                                  | **          | 41,629,069           |
| *                                | Vanguard                                                           | Vanguard International Value Fund                                                                                  | **          | 8,694,042            |
| *                                | Vanguard                                                           | Vanguard Mid-Cap Index Institutional Shares                                                                        | **          | 33,485,530           |
| *                                | Vanguard                                                           | Vanguard REIT Index Fund Institutional Shares                                                                      | **          | 17,421,225           |
| *                                | Vanguard                                                           | Vanguard Small-Cap Index Fund Institutional Shares                                                                 | **          | 14,695,004           |
| *                                | Vanguard                                                           | Vanguard Total Bond Market Index Inst Shares                                                                       | **          | 40,641,390           |
| *                                | Vanguard                                                           | Vanguard Wellington Fund Admiral Shares                                                                            | **          | 37,188,651           |
| *                                | Vanguard                                                           | Vanguard Windsor II Fund Admiral Shares                                                                            | **          | 40,059,806           |
|                                  | Victory Portfolios                                                 | Victory Small Co Opportunity Fund; I Shares                                                                        | **          | 39,408,801           |
|                                  | Total mutual funds                                                 |                                                                                                                    |             | 619,277,687          |
|                                  | <b>Common/collective trusts</b>                                    |                                                                                                                    |             |                      |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2010 Trust II                                                                           | **          | 12,848,942           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2015 Trust II                                                                           | **          | 22,459,142           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2020 Trust II                                                                           | **          | 52,775,982           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2025 Trust II                                                                           | **          | 28,230,831           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2030 Trust II                                                                           | **          | 35,930,788           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2035 Trust II                                                                           | **          | 17,536,037           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2040 Trust II                                                                           | **          | 21,339,262           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2045 Trust II                                                                           | **          | 15,071,838           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2050 Trust II                                                                           | **          | 12,799,971           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2055 Trust II                                                                           | **          | 2,507,670            |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2060 Trust II                                                                           | **          | 730,685              |
| *                                | Vanguard                                                           | Vanguard Target Retirement Income Trust II                                                                         | **          | 11,257,566           |
| *                                | Vanguard                                                           | Retirement Savings Trust II                                                                                        | **          | 142,647,862          |
|                                  | Total common/collective trusts                                     |                                                                                                                    |             | 376,136,576          |

**AREVA 401(K) RETIREMENT PLAN****SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

FORM 5500, SCHEDULE H, PART IV, LINE 4i

EIN: 54-1536465, PLAN NUMBER: 001

*DECEMBER 31, 2015*

| (a)<br>Party-<br>in-<br>Interest | (b)<br>Identity of Issue,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current Value    |
|----------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|                                  | <b>Other</b>                                                       |                                                                                                                    |             |                         |
| *                                | Participant loans                                                  | 3.25% - 10.25%                                                                                                     | -           | 11,948,544              |
|                                  | Total assets held at end of year                                   |                                                                                                                    |             | <u>\$ 1,007,393,555</u> |

\* Represents a party-in-interest.

\*\* Cost omitted for participant-directed investments.

The above information has been certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate.

# **AREVA 401(K) RETIREMENT PLAN**

## **FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE**

***As of December 31, 2015 and 2014 and  
for the Year Ended December 31, 2015***

***And Report of Independent Auditor***

**AREVA 401(K) RETIREMENT PLAN**  
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**SUPPLEMENTAL SCHEDULE**

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

## **Report of Independent Auditor**

U.S. Compensation & Benefits Committee of AREVA Inc.  
AREVA 401(k) Retirement Plan  
Lynchburg, Virginia

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of AREVA 401(k) Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

### **Disclaimer of Opinion**

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

### **Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2015, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "Cheryl Bekart LLP". The signature is written in a cursive, flowing style.

Lynchburg, Virginia  
October 13, 2016

**AREVA 401(K) RETIREMENT PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

*DECEMBER 31, 2015 AND 2014*

|                                    | <b>2015</b>                    | <b>2014</b>                    |
|------------------------------------|--------------------------------|--------------------------------|
| <b>ASSETS</b>                      |                                |                                |
| Investments at fair value:         |                                |                                |
| Money market fund                  | \$ 30,748                      | \$ 116,059                     |
| Mutual funds                       | 619,277,687                    | 874,982,793                    |
| Common/collective trusts           | 376,136,576                    | 137,553,930                    |
| Total investments at fair value    | <u>995,445,011</u>             | <u>1,012,652,782</u>           |
| Receivables:                       |                                |                                |
| Notes receivable from participants | 11,948,544                     | 11,879,038                     |
| Participant contributions          | -                              | 7,071                          |
| Plan Sponsor contributions         | 524,780                        | 492,056                        |
| Total receivables                  | <u>12,473,324</u>              | <u>12,378,165</u>              |
| Net assets available for benefits  | <u><u>\$ 1,007,918,335</u></u> | <u><u>\$ 1,025,030,947</u></u> |

**AREVA 401(K) RETIREMENT PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS***YEAR ENDED DECEMBER 31, 2015*

---

**Additions to net assets attributed to:****Investment income (loss):**

|                                               |               |
|-----------------------------------------------|---------------|
| Interest and dividend income                  | \$ 34,037,738 |
| Net depreciation in fair value of investments | (28,194,292)  |
| Other income                                  | 27,422        |
|                                               | <hr/>         |
| Net investment income                         | 5,870,868     |

|                                                       |               |
|-------------------------------------------------------|---------------|
| Interest income on notes receivable from participants | <hr/> 483,533 |
|-------------------------------------------------------|---------------|

**Contributions:**

|                            |            |
|----------------------------|------------|
| Participant contributions  | 32,785,843 |
| Plan Sponsor contributions | 27,261,846 |
| Rollover contributions     | 3,461,891  |
|                            | <hr/>      |
| Total contributions        | 63,509,580 |
|                            | <hr/>      |
| Total additions            | 69,863,981 |

**Deductions from net assets attributed to:**

|                               |            |
|-------------------------------|------------|
| Benefits paid to participants | 86,616,097 |
| Administrative expenses       | 360,496    |
|                               | <hr/>      |
| Total deductions              | 86,976,593 |

|              |              |
|--------------|--------------|
| Net decrease | (17,112,612) |
|--------------|--------------|

|                                                      |                     |
|------------------------------------------------------|---------------------|
| Net assets available for benefits, beginning of year | <hr/> 1,025,030,947 |
|------------------------------------------------------|---------------------|

|                                                |                              |
|------------------------------------------------|------------------------------|
| Net assets available for benefits, end of year | <hr/> <hr/> \$ 1,007,918,335 |
|------------------------------------------------|------------------------------|

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

---

### Note 1—Description of the Plan

The following description of AREVA 401(k) Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

*General* – The Plan is a defined contribution plan, which was established effective April 1, 1992, to provide retirement benefits for eligible employees. Substantially all employees of the affiliates listed below are eligible to participate in the Plan except those employees who are not citizens of the United States, with the exception of certain expatriates who participate at the administrator’s discretion. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On January 10, 2011, the U.S. Compensation & Benefits Committee of AREVA Inc. (the “Plan Sponsor”) resolved to merge the assets of the AREVA USA Group Savings Plan (the “NC Plan”) and the 401(k) Retirement Plan of AREVA (the “NP Plan”). The Plan is a continuation of the NP Plan and the NC Plan was terminated as of March 31, 2011, and its assets were transferred into the Plan. Effective April 1, 2011, the Plan Document was amended to reflect this merger and a new trustee of the Plan was appointed. Upon amendment, the Plan name was changed to the AREVA 401(k) Retirement Plan.

The following companies (collectively referred to herein as the “Employers”) are parties to the Plan:

|                            |                           |
|----------------------------|---------------------------|
| AREVA Inc.                 | AREVA Solar, Inc.         |
| AREVA Federal Services LLC | Canberra Industries, Inc. |
| AREVA Med LLC              |                           |

On December 17, 2012, Canberra Dover, Inc. merged into Canberra Industries, Inc.

Effective January 1, 2014, Transnuclear, Inc. merged into AREVA NC Inc. and AREVA NC Inc. merged into AREVA NP Inc. Also effective January 1, 2014, AREVA NP Inc. changed its legal name to AREVA Inc.

*Plan Administration* – The U.S. Compensation & Benefits Committee of AREVA Inc. is the Plan administrator. All assets of the Plan are held by the trustee, Vanguard Fiduciary Trust Company (“Vanguard”).

*Eligibility* – Only persons classified as eligible employees may actively participate in the Plan. Eligible employees are all common-law employees other than (a) union employees whose collective bargaining unit has not bargained for participation in the Plan; (b) leased employees; (c) non-resident aliens with no U.S. source income; or (d) temporary resident aliens employed in the U.S. for less than sixty months.

Eligible employees will become a participant as soon as administratively possible after completing the enrollment process. A covered participant is any participant who is an eligible employee.

*Automatic Enrollment* – Employees who are eligible to participate in the Plan are automatically enrolled in the Plan and deemed to have elected a deferral rate of 3% of their annual compensation on a pre-tax basis unless they affirmatively elect not to participate or elect a different deferral rate.

*Contributions* – Eligible employees may make before-tax, Roth, or after-tax contributions to the Plan in whole percentages from 1% to 50% of the participant’s compensation subject to certain limitations included in the Internal Revenue Code (“IRC”). Qualified distributions from other qualified retirement plans can also be contributed to the Plan and retained as a rollover contribution.

## AREVA 401(K) RETIREMENT PLAN

### NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

---

#### Note 1—Description of the Plan (continued)

*Plan Sponsor Contributions* – For all participating employers, the Plan provides for a Plan Sponsor matching contribution equal to 100% of the first 5% of each participant's compensation contributed during the Plan year. At the end of the Plan year, the Plan Sponsor makes a matching contribution, if required, to "true-up" the Safe Harbor matching contribution so that it reflects the percentages described above for the entire Plan year.

The Plan Sponsor shall also make a retirement contribution to the Plan on behalf of each covered participant other than excluded hourly employees in the amount of 3% of the compensation of each participant.

The Plan Sponsor will also make a Retirement Transition Contribution on behalf of a limited group of participants (other than participants paid on a bi-weekly basis) who are affected by the freeze in benefit accrual under the Pension Equity Plan. The Retirement Transition Contribution is:

- 1% of Compensation for participants who: 1) were employed on December 31, 2004 in a class of employees eligible to participate in the PEP, 2) are at least age 45 but who have not yet reached age 50 as of December 31, 2007, and 3) have been continuously employed in a class of employees eligible to participate in the PEP since December 31, 2004, or
- 2% of Compensation for participants who: 1) were employed on December 31, 2004 in a class of employees eligible to participate in the PEP, 2) are at least age 50 as of December 31, 2007, and 3) have been continuously employed in a class of employees eligible to participate in the PEP since December 31, 2004.

The Retirement Transition Contributions are contributed on a per payroll basis.

*Participant Accounts* – Each participant's account is credited with the participant's contributions and allocations of (a) the Plan Sponsor's contributions and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

*Participant Investment Options* – Under the Plan, the participant may direct the investment of both the Employer and his/her contributions. Participants may change their investment options daily.

*Notes Receivable from Participants* – Participants may borrow from their fund accounts a minimum of \$1,000 and up to a maximum of \$50,000. Total notes outstanding may not exceed 50% of a participant's vested account balance. Repayment terms for the notes are for a maximum of five years, unless the purpose of the note is for the purchase of a primary residence, in which case the term cannot exceed fifteen years with the note balance amortized in equal installments over the life of the note. The notes are secured by the participant's vested account balance. The interest rate will be determined on the last business day preceding the date of the loan. For all new loans initiated on or after January 1, 2010, the interest rate will be the current prime rate as published by the Wall Street Journal plus 1%. For all loans initiated before January 1, 2010, the interest rate is based on the prime rate. Principal and interest are paid ratably through payroll deductions.

*Payment of Benefits* – On termination of service due to death, disability, normal retirement, or other reasons, a participant, or his or her beneficiary, may receive the value of the vested interest in the participant's account as a lump sum distribution or have it rolled into another qualified benefit plan.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

---

### Note 1—Description of the Plan (continued)

*Vesting* – Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Effective January 1, 2005, all participants of the former NP Plan shall have a non-forfeitable right to 100% of his or her account balance in the Plan without regard to length of service. For participants of the former NP Plan, prior to January 1, 2012, vesting in the Plan Sponsor contributions portion of their accounts plus earnings thereon was based upon employment date and length of service. Effective January 1, 2012, the Plan adopted the vesting criteria outlined for the former NP Plan for all participating Employers in the restated Plan Document.

*Forfeitures* – Forfeited nonvested accounts are used to reduce future Plan Sponsor matching contributions. Forfeited Plan Sponsor contributions used to reduce Plan Sponsor contributions, including accumulated earnings were \$326,000 and \$684 for the years ended December 31, 2015 and 2014, respectively. The balance of forfeited Plan Sponsor contributions available to be used to reduce future Plan Sponsor contributions as of December 31, 2015 and 2014, were \$31,404 and \$117,138, respectively.

### Note 2—Summary of significant accounting policies

*Basis of Accounting* – The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

*Investment Income Recognition* – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment income, as shown in the financial statements, includes interest, dividends, and the net realized and unrealized appreciation and depreciation.

*Estimates* – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results may differ from those estimates.

*Payment of Benefits* – Benefit payments to participants are recorded upon distribution.

*Notes Receivable from Participants* – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan Document.

*Recent Accounting Pronouncements* – In May 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-07, *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (or its Equivalent)*. ASU 2015-07 removes the requirement to categorize within the fair value hierarchy investments for which fair values are estimated using the net asset value (“NAV”) practical expedient provided by Accounting Standards Codification (“ASC”) 820, Fair Value Measurement. Disclosures about investments in certain entities that calculate NAV per share are limited under ASU 2015-07 to those investments for which the entity has elected to estimate the fair value using the NAV practical expedient. ASU 2015-07 requires retrospective application and is effective for years beginning after December 15, 2016. As permitted, the Plan has elected early adoption and has applied the ASU retrospectively for all periods presented. Accordingly, investments measured using the NAV practical expedient have been removed from the prior period disclosure of the fair value hierarchy.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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### **Note 2—Summary of significant accounting policies (continued)**

In July 2015, FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part I Fully Benefit-Responsive Investment Contracts, Part II Plan Investment Disclosures, and Part III Measurement Date Practical Expedient*. This three-part standard simplifies plan reporting with respect to fully benefit-responsive investments contracts and plan investment disclosures. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Part I also clarifies that indirect investments in fully benefit-responsive investment contracts through investment companies are not within the scope of the guidance on fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to this plan. Parts I and II are effective for years beginning after December 15, 2015, and should be applied retrospectively, with early adoption permitted. As permitted, the Plan has elected early adoption of Parts I and II and has applied the ASU retrospectively for all periods presented.

As a result of the adoption of this guidance and its retrospective application, the common/collective trust which was previously presented at fair value of \$141,776,451, is now presented at NAV of \$137,553,930 in the statement of net assets available for benefits at December 31, 2014. In addition, the related previously reported adjustment from fair value to contract value of \$4,222,521 at December 31, 2014 has been removed. Furthermore, the Plan has eliminated its historical disclosure of individual investments which comprise 5% or more of total net assets available for benefits, as well as the net appreciation or depreciation of fair values by type.

### **Note 3—Information prepared and certified by the trustee**

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard Fiduciary Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments, including the common/collective trusts and mutual funds, and notes receivable from participants reflected in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014 and the Schedule of Assets (Held at End of Year) as of December 31, 2015, and the related investment activity and interest income on notes receivable from participants reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2015.

### **Note 4—Fair value measurements**

GAAP defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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### Note 4—Fair value measurements (continued)

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

*Money market fund* – This investment is a public investment vehicle valued using the NAV provided by the administrator of the fund. The NAV is valued at \$1 from a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

*Mutual funds* – These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

*Common/collective trusts* – These investments, which include the Vanguard Retirement Savings Trust II and certain Vanguard Target Retirement Trusts, are valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding. The Vanguard Retirement Savings Trust II solely invests in the Vanguard Retirement Savings Master Trust which is composed primarily of fully benefit-responsive investment contracts. The Vanguard Target Retirement Trusts invest in Vanguard mutual funds which are valued based on quoted market prices as substantially all of these underlying investments have active markets. The NAV is used as the practical expedient to estimate fair value and the trusts are, therefore, excluded from classification in the fair value hierarchy. This practical expedient would not be used if it is determined to be probable that the trusts will sell the investments for an amount different from the reported NAVs. These investments have no unfunded commitments and redeem daily with no significant redemption restrictions as of December 31, 2015 and 2014.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

### Note 4—Fair value measurements (continued)

Below are the Plan's investments carried at fair value on a recurring basis by the fair value hierarchy levels described above.

| December 31, 2015                                              |                                              |                                   |                                     |                       |
|----------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------------|-----------------------|
|                                                                | Markets for<br>Identical Assets<br>(Level 1) | Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) | Total<br>Fair Value   |
| Money market fund                                              | \$ 30,748                                    | \$ -                              | \$ -                                | \$ 30,748             |
| Mutual funds                                                   | 619,277,687                                  | -                                 | -                                   | 619,277,687           |
| Total investments in fair value hierarchy                      | <u>\$ 619,308,435</u>                        | <u>\$ -</u>                       | <u>\$ -</u>                         | 619,308,435           |
| Common/collective trusts,<br>at net asset value <sup>(a)</sup> |                                              |                                   |                                     | <u>376,136,576</u>    |
| Total investments at fair value                                |                                              |                                   |                                     | <u>\$ 995,445,011</u> |

| December 31, 2014                                              |                                              |                                   |                                     |                         |
|----------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------------|-------------------------|
|                                                                | Markets for<br>Identical Assets<br>(Level 1) | Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) | Total<br>Fair Value     |
| Money market fund                                              | \$ 116,059                                   | \$ -                              | \$ -                                | \$ 116,059              |
| Mutual funds                                                   | 874,982,793                                  | -                                 | -                                   | 874,982,793             |
| Total investments in fair value hierarchy                      | <u>\$ 875,098,852</u>                        | <u>\$ -</u>                       | <u>\$ -</u>                         | 875,098,852             |
| Common/collective trusts,<br>at net asset value <sup>(a)</sup> |                                              |                                   |                                     | <u>137,553,930</u>      |
| Total investments at fair value                                |                                              |                                   |                                     | <u>\$ 1,012,652,782</u> |

- (a) In accordance with FASB ASC Subtopic 820-10, certain investments that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of plan net assets available for benefits.

### Note 5—Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants will become 100% vested in their accounts.

# **AREVA 401(K) RETIREMENT PLAN**

## **NOTES TO THE FINANCIAL STATEMENTS**

*DECEMBER 31, 2015 AND 2014*

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### **Note 6—Income tax status**

The Internal Revenue Service (“IRS”) has determined and informed the Plan Sponsor by letter dated May 20, 2014, that the Plan is a qualified plan under Section 401(a) of the IRC and is, therefore, not subject to tax under present income tax laws.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

### **Note 7—Administrative expenses**

Investment manager fees, broker commissions, and consulting fees are paid out of Plan assets and recorded as reductions in participant allocations. All other administrative expenses and accounting fees are paid by the Plan Sponsor.

### **Note 8—Party-in-interest transactions**

The Plan’s investments are units of a money market fund, mutual funds, and common/collective trusts managed by Vanguard. Related administrative fees are dependent on a fee schedule based on the market value of assets. Vanguard is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. In addition, notes receivable from participants are considered to be party-in-interest transactions because they are transacted with Plan participants.

### **Note 9—Risks and uncertainties**

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

### **Note 10—Subsequent Events**

Management of the Plan has evaluated subsequent events through October 13, 2016, which is the date the financial statements were available to be issued. Effective June 30, 2016, AREVA Inc. sold Canberra Industries, Inc. (“Canberra”) to Mirion Technologies, Inc. As a result of the sale, Canberra participants in the Plan were terminated and eligible to take a distribution. MassMutual Life Insurance, the record-keeper for Mirion Technologies (Conax Nuclear) Union 401(k) Plan, offered Canberra participants the opportunity to rollover their account balance via Direct Aggregate Rollover Out (“DARO”). To facilitate the DARO, Vanguard Fiduciary Trust Company, with the consent of AREVA Inc., coordinated the transfer of participant records and assets with MassMutual Life Insurance to the Mirion Technologies (Conax Nuclear) Union 401(k) Plan. As of October 13, 2016, a total of \$894,636 has been transferred out of the Plan. No other transactions requiring disclosure have occurred through October 13, 2016.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

### Note 11—Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for Plan benefits per the financial statements to the Form 5500 as of December 31:

|                                                                                                | <u>2015</u>             | <u>2014</u>             |
|------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Net assets available for benefits per financial statements                                     | \$ 1,007,918,335        | \$ 1,025,030,947        |
| Deemed distribution loans                                                                      | (356,966)               | (269,871)               |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <u>-</u>                | <u>4,222,521</u>        |
| Net assets available for benefits per Form 5500                                                | <u>\$ 1,007,561,369</u> | <u>\$ 1,028,983,597</u> |

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2015:

|                                                                                                                     |                        |
|---------------------------------------------------------------------------------------------------------------------|------------------------|
| Change in net assets available for benefits per the financial statements                                            | \$ (17,112,612)        |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2014 | (4,222,521)            |
| Deemed distribution loans                                                                                           | <u>(87,095)</u>        |
| Change in net assets available for benefits per Form 5500                                                           | <u>\$ (21,422,228)</u> |

## **SUPPLEMENTAL SCHEDULE**

**AREVA 401(K) RETIREMENT PLAN**  
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**FORM 5500, SCHEDULE H, PART IV, LINE 4i**  
**EIN: 54-1536465, PLAN NUMBER: 001**

DECEMBER 31, 2015

| (a)<br>Party-<br>in-<br>Interest | (b)<br>Identity of Issue,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current Value |
|----------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------|----------------------|
|                                  | <b>Money market fund</b>                                           |                                                                                                                    |             |                      |
| *                                | Vanguard                                                           | Vanguard Prime Money Market                                                                                        | **          | \$ 30,748            |
|                                  | <b>Mutual funds</b>                                                |                                                                                                                    |             |                      |
|                                  | Artisan Funds                                                      | Artisan Mid Cap Fund                                                                                               | **          | 40,463,568           |
|                                  | Harbor Funds                                                       | Harbor Capital Appreciation Fund                                                                                   | **          | 68,930,376           |
|                                  | Invesco                                                            | Invesco Small Cap Discovery Fund                                                                                   | **          | 16,606,570           |
|                                  | JP Morgan                                                          | JP Morgan Mid Cap Value                                                                                            | **          | 28,159,812           |
|                                  | Metropolitan West                                                  | Metropolitan West Total Return Bond Fund                                                                           | **          | 49,381,208           |
| *                                | Vanguard                                                           | Vanguard Developing Markets Institutional Shares                                                                   | **          | 21,578,111           |
| *                                | Vanguard                                                           | Vanguard Institutional Index Fund                                                                                  | **          | 120,934,524          |
| *                                | Vanguard                                                           | Vanguard International Growth Fund Admiral Shares                                                                  | **          | 41,629,069           |
| *                                | Vanguard                                                           | Vanguard International Value Fund                                                                                  | **          | 8,694,042            |
| *                                | Vanguard                                                           | Vanguard Mid-Cap Index Institutional Shares                                                                        | **          | 33,485,530           |
| *                                | Vanguard                                                           | Vanguard REIT Index Fund Institutional Shares                                                                      | **          | 17,421,225           |
| *                                | Vanguard                                                           | Vanguard Small-Cap Index Fund Institutional Shares                                                                 | **          | 14,695,004           |
| *                                | Vanguard                                                           | Vanguard Total Bond Market Index Inst Shares                                                                       | **          | 40,641,390           |
| *                                | Vanguard                                                           | Vanguard Wellington Fund Admiral Shares                                                                            | **          | 37,188,651           |
| *                                | Vanguard                                                           | Vanguard Windsor II Fund Admiral Shares                                                                            | **          | 40,059,806           |
|                                  | Victory Portfolios                                                 | Victory Small Co Opportunity Fund; I Shares                                                                        | **          | 39,408,801           |
|                                  | Total mutual funds                                                 |                                                                                                                    |             | 619,277,687          |
|                                  | <b>Common/collective trusts</b>                                    |                                                                                                                    |             |                      |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2010 Trust II                                                                           | **          | 12,848,942           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2015 Trust II                                                                           | **          | 22,459,142           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2020 Trust II                                                                           | **          | 52,775,982           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2025 Trust II                                                                           | **          | 28,230,831           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2030 Trust II                                                                           | **          | 35,930,788           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2035 Trust II                                                                           | **          | 17,536,037           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2040 Trust II                                                                           | **          | 21,339,262           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2045 Trust II                                                                           | **          | 15,071,838           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2050 Trust II                                                                           | **          | 12,799,971           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2055 Trust II                                                                           | **          | 2,507,670            |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2060 Trust II                                                                           | **          | 730,685              |
| *                                | Vanguard                                                           | Vanguard Target Retirement Income Trust II                                                                         | **          | 11,257,566           |
| *                                | Vanguard                                                           | Retirement Savings Trust II                                                                                        | **          | 142,647,862          |
|                                  | Total common/collective trusts                                     |                                                                                                                    |             | 376,136,576          |

**AREVA 401(K) RETIREMENT PLAN****SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

FORM 5500, SCHEDULE H, PART IV, LINE 4i

EIN: 54-1536465, PLAN NUMBER: 001

*DECEMBER 31, 2015*

| (a)<br>Party-<br>in-<br>Interest | (b)<br>Identity of Issue,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current Value    |
|----------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|                                  | <b>Other</b>                                                       |                                                                                                                    |             |                         |
| *                                | Participant loans                                                  | 3.25% - 10.25%                                                                                                     | -           | 11,948,544              |
|                                  | Total assets held at end of year                                   |                                                                                                                    |             | <u>\$ 1,007,393,555</u> |

\* Represents a party-in-interest.

\*\* Cost omitted for participant-directed investments.

The above information has been certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate.

# **AREVA 401(K) RETIREMENT PLAN**

## **FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE**

***As of December 31, 2015 and 2014 and  
for the Year Ended December 31, 2015***

***And Report of Independent Auditor***

**AREVA 401(K) RETIREMENT PLAN**  
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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

## **Report of Independent Auditor**

U.S. Compensation & Benefits Committee of AREVA Inc.  
AREVA 401(k) Retirement Plan  
Lynchburg, Virginia

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of AREVA 401(k) Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### **Basis for Disclaimer of Opinion**

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2015 and 2014, and for the year ended December 31, 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

### **Disclaimer of Opinion**

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

### **Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2015, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A handwritten signature in black ink that reads "Cheryl Bekart LLP". The signature is written in a cursive, flowing style.

Lynchburg, Virginia  
October 13, 2016

**AREVA 401(K) RETIREMENT PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

*DECEMBER 31, 2015 AND 2014*

|                                    | <b>2015</b>                    | <b>2014</b>                    |
|------------------------------------|--------------------------------|--------------------------------|
| <b>ASSETS</b>                      |                                |                                |
| Investments at fair value:         |                                |                                |
| Money market fund                  | \$ 30,748                      | \$ 116,059                     |
| Mutual funds                       | 619,277,687                    | 874,982,793                    |
| Common/collective trusts           | 376,136,576                    | 137,553,930                    |
| Total investments at fair value    | <u>995,445,011</u>             | <u>1,012,652,782</u>           |
| Receivables:                       |                                |                                |
| Notes receivable from participants | 11,948,544                     | 11,879,038                     |
| Participant contributions          | -                              | 7,071                          |
| Plan Sponsor contributions         | 524,780                        | 492,056                        |
| Total receivables                  | <u>12,473,324</u>              | <u>12,378,165</u>              |
| Net assets available for benefits  | <u><u>\$ 1,007,918,335</u></u> | <u><u>\$ 1,025,030,947</u></u> |

**AREVA 401(K) RETIREMENT PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS***YEAR ENDED DECEMBER 31, 2015*

---

**Additions to net assets attributed to:****Investment income (loss):**

|                                               |               |
|-----------------------------------------------|---------------|
| Interest and dividend income                  | \$ 34,037,738 |
| Net depreciation in fair value of investments | (28,194,292)  |
| Other income                                  | 27,422        |
|                                               | <hr/>         |
| Net investment income                         | 5,870,868     |

|                                                       |               |
|-------------------------------------------------------|---------------|
| Interest income on notes receivable from participants | <hr/> 483,533 |
|-------------------------------------------------------|---------------|

**Contributions:**

|                            |            |
|----------------------------|------------|
| Participant contributions  | 32,785,843 |
| Plan Sponsor contributions | 27,261,846 |
| Rollover contributions     | 3,461,891  |
|                            | <hr/>      |
| Total contributions        | 63,509,580 |
|                            | <hr/>      |
| Total additions            | 69,863,981 |

**Deductions from net assets attributed to:**

|                               |            |
|-------------------------------|------------|
| Benefits paid to participants | 86,616,097 |
| Administrative expenses       | 360,496    |
|                               | <hr/>      |
| Total deductions              | 86,976,593 |

|              |              |
|--------------|--------------|
| Net decrease | (17,112,612) |
|--------------|--------------|

|                                                      |                     |
|------------------------------------------------------|---------------------|
| Net assets available for benefits, beginning of year | <hr/> 1,025,030,947 |
|------------------------------------------------------|---------------------|

|                                                |                              |
|------------------------------------------------|------------------------------|
| Net assets available for benefits, end of year | <hr/> <hr/> \$ 1,007,918,335 |
|------------------------------------------------|------------------------------|

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

---

### Note 1—Description of the Plan

The following description of AREVA 401(k) Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

*General* – The Plan is a defined contribution plan, which was established effective April 1, 1992, to provide retirement benefits for eligible employees. Substantially all employees of the affiliates listed below are eligible to participate in the Plan except those employees who are not citizens of the United States, with the exception of certain expatriates who participate at the administrator’s discretion. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On January 10, 2011, the U.S. Compensation & Benefits Committee of AREVA Inc. (the “Plan Sponsor”) resolved to merge the assets of the AREVA USA Group Savings Plan (the “NC Plan”) and the 401(k) Retirement Plan of AREVA (the “NP Plan”). The Plan is a continuation of the NP Plan and the NC Plan was terminated as of March 31, 2011, and its assets were transferred into the Plan. Effective April 1, 2011, the Plan Document was amended to reflect this merger and a new trustee of the Plan was appointed. Upon amendment, the Plan name was changed to the AREVA 401(k) Retirement Plan.

The following companies (collectively referred to herein as the “Employers”) are parties to the Plan:

|                            |                           |
|----------------------------|---------------------------|
| AREVA Inc.                 | AREVA Solar, Inc.         |
| AREVA Federal Services LLC | Canberra Industries, Inc. |
| AREVA Med LLC              |                           |

On December 17, 2012, Canberra Dover, Inc. merged into Canberra Industries, Inc.

Effective January 1, 2014, Transnuclear, Inc. merged into AREVA NC Inc. and AREVA NC Inc. merged into AREVA NP Inc. Also effective January 1, 2014, AREVA NP Inc. changed its legal name to AREVA Inc.

*Plan Administration* – The U.S. Compensation & Benefits Committee of AREVA Inc. is the Plan administrator. All assets of the Plan are held by the trustee, Vanguard Fiduciary Trust Company (“Vanguard”).

*Eligibility* – Only persons classified as eligible employees may actively participate in the Plan. Eligible employees are all common-law employees other than (a) union employees whose collective bargaining unit has not bargained for participation in the Plan; (b) leased employees; (c) non-resident aliens with no U.S. source income; or (d) temporary resident aliens employed in the U.S. for less than sixty months.

Eligible employees will become a participant as soon as administratively possible after completing the enrollment process. A covered participant is any participant who is an eligible employee.

*Automatic Enrollment* – Employees who are eligible to participate in the Plan are automatically enrolled in the Plan and deemed to have elected a deferral rate of 3% of their annual compensation on a pre-tax basis unless they affirmatively elect not to participate or elect a different deferral rate.

*Contributions* – Eligible employees may make before-tax, Roth, or after-tax contributions to the Plan in whole percentages from 1% to 50% of the participant’s compensation subject to certain limitations included in the Internal Revenue Code (“IRC”). Qualified distributions from other qualified retirement plans can also be contributed to the Plan and retained as a rollover contribution.

## AREVA 401(K) RETIREMENT PLAN

### NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

---

#### Note 1—Description of the Plan (continued)

*Plan Sponsor Contributions* – For all participating employers, the Plan provides for a Plan Sponsor matching contribution equal to 100% of the first 5% of each participant's compensation contributed during the Plan year. At the end of the Plan year, the Plan Sponsor makes a matching contribution, if required, to "true-up" the Safe Harbor matching contribution so that it reflects the percentages described above for the entire Plan year.

The Plan Sponsor shall also make a retirement contribution to the Plan on behalf of each covered participant other than excluded hourly employees in the amount of 3% of the compensation of each participant.

The Plan Sponsor will also make a Retirement Transition Contribution on behalf of a limited group of participants (other than participants paid on a bi-weekly basis) who are affected by the freeze in benefit accrual under the Pension Equity Plan. The Retirement Transition Contribution is:

- 1% of Compensation for participants who: 1) were employed on December 31, 2004 in a class of employees eligible to participate in the PEP, 2) are at least age 45 but who have not yet reached age 50 as of December 31, 2007, and 3) have been continuously employed in a class of employees eligible to participate in the PEP since December 31, 2004, or
- 2% of Compensation for participants who: 1) were employed on December 31, 2004 in a class of employees eligible to participate in the PEP, 2) are at least age 50 as of December 31, 2007, and 3) have been continuously employed in a class of employees eligible to participate in the PEP since December 31, 2004.

The Retirement Transition Contributions are contributed on a per payroll basis.

*Participant Accounts* – Each participant's account is credited with the participant's contributions and allocations of (a) the Plan Sponsor's contributions and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

*Participant Investment Options* – Under the Plan, the participant may direct the investment of both the Employer and his/her contributions. Participants may change their investment options daily.

*Notes Receivable from Participants* – Participants may borrow from their fund accounts a minimum of \$1,000 and up to a maximum of \$50,000. Total notes outstanding may not exceed 50% of a participant's vested account balance. Repayment terms for the notes are for a maximum of five years, unless the purpose of the note is for the purchase of a primary residence, in which case the term cannot exceed fifteen years with the note balance amortized in equal installments over the life of the note. The notes are secured by the participant's vested account balance. The interest rate will be determined on the last business day preceding the date of the loan. For all new loans initiated on or after January 1, 2010, the interest rate will be the current prime rate as published by the Wall Street Journal plus 1%. For all loans initiated before January 1, 2010, the interest rate is based on the prime rate. Principal and interest are paid ratably through payroll deductions.

*Payment of Benefits* – On termination of service due to death, disability, normal retirement, or other reasons, a participant, or his or her beneficiary, may receive the value of the vested interest in the participant's account as a lump sum distribution or have it rolled into another qualified benefit plan.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

---

### Note 1—Description of the Plan (continued)

*Vesting* – Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Effective January 1, 2005, all participants of the former NP Plan shall have a non-forfeitable right to 100% of his or her account balance in the Plan without regard to length of service. For participants of the former NP Plan, prior to January 1, 2012, vesting in the Plan Sponsor contributions portion of their accounts plus earnings thereon was based upon employment date and length of service. Effective January 1, 2012, the Plan adopted the vesting criteria outlined for the former NP Plan for all participating Employers in the restated Plan Document.

*Forfeitures* – Forfeited nonvested accounts are used to reduce future Plan Sponsor matching contributions. Forfeited Plan Sponsor contributions used to reduce Plan Sponsor contributions, including accumulated earnings were \$326,000 and \$684 for the years ended December 31, 2015 and 2014, respectively. The balance of forfeited Plan Sponsor contributions available to be used to reduce future Plan Sponsor contributions as of December 31, 2015 and 2014, were \$31,404 and \$117,138, respectively.

### Note 2—Summary of significant accounting policies

*Basis of Accounting* – The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

*Investment Income Recognition* – Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investment income, as shown in the financial statements, includes interest, dividends, and the net realized and unrealized appreciation and depreciation.

*Estimates* – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results may differ from those estimates.

*Payment of Benefits* – Benefit payments to participants are recorded upon distribution.

*Notes Receivable from Participants* – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan Document.

*Recent Accounting Pronouncements* – In May 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-07, *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (or its Equivalent)*. ASU 2015-07 removes the requirement to categorize within the fair value hierarchy investments for which fair values are estimated using the net asset value (“NAV”) practical expedient provided by Accounting Standards Codification (“ASC”) 820, Fair Value Measurement. Disclosures about investments in certain entities that calculate NAV per share are limited under ASU 2015-07 to those investments for which the entity has elected to estimate the fair value using the NAV practical expedient. ASU 2015-07 requires retrospective application and is effective for years beginning after December 15, 2016. As permitted, the Plan has elected early adoption and has applied the ASU retrospectively for all periods presented. Accordingly, investments measured using the NAV practical expedient have been removed from the prior period disclosure of the fair value hierarchy.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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### **Note 2—Summary of significant accounting policies (continued)**

In July 2015, FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part I Fully Benefit-Responsive Investment Contracts, Part II Plan Investment Disclosures, and Part III Measurement Date Practical Expedient*. This three-part standard simplifies plan reporting with respect to fully benefit-responsive investments contracts and plan investment disclosures. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Part I also clarifies that indirect investments in fully benefit-responsive investment contracts through investment companies are not within the scope of the guidance on fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to this plan. Parts I and II are effective for years beginning after December 15, 2015, and should be applied retrospectively, with early adoption permitted. As permitted, the Plan has elected early adoption of Parts I and II and has applied the ASU retrospectively for all periods presented.

As a result of the adoption of this guidance and its retrospective application, the common/collective trust which was previously presented at fair value of \$141,776,451, is now presented at NAV of \$137,553,930 in the statement of net assets available for benefits at December 31, 2014. In addition, the related previously reported adjustment from fair value to contract value of \$4,222,521 at December 31, 2014 has been removed. Furthermore, the Plan has eliminated its historical disclosure of individual investments which comprise 5% or more of total net assets available for benefits, as well as the net appreciation or depreciation of fair values by type.

### **Note 3—Information prepared and certified by the trustee**

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Vanguard Fiduciary Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments, including the common/collective trusts and mutual funds, and notes receivable from participants reflected in the accompanying statements of net assets available for benefits as of December 31, 2015 and 2014 and the Schedule of Assets (Held at End of Year) as of December 31, 2015, and the related investment activity and interest income on notes receivable from participants reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2015.

### **Note 4—Fair value measurements**

GAAP defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

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### Note 4—Fair value measurements (continued)

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

*Money market fund* – This investment is a public investment vehicle valued using the NAV provided by the administrator of the fund. The NAV is valued at \$1 from a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

*Mutual funds* – These investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

*Common/collective trusts* – These investments, which include the Vanguard Retirement Savings Trust II and certain Vanguard Target Retirement Trusts, are valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding. The Vanguard Retirement Savings Trust II solely invests in the Vanguard Retirement Savings Master Trust which is composed primarily of fully benefit-responsive investment contracts. The Vanguard Target Retirement Trusts invest in Vanguard mutual funds which are valued based on quoted market prices as substantially all of these underlying investments have active markets. The NAV is used as the practical expedient to estimate fair value and the trusts are, therefore, excluded from classification in the fair value hierarchy. This practical expedient would not be used if it is determined to be probable that the trusts will sell the investments for an amount different from the reported NAVs. These investments have no unfunded commitments and redeem daily with no significant redemption restrictions as of December 31, 2015 and 2014.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

### Note 4—Fair value measurements (continued)

Below are the Plan's investments carried at fair value on a recurring basis by the fair value hierarchy levels described above.

|                                                                | December 31, 2015                            |                                   |                                     |                       |
|----------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------------|-----------------------|
|                                                                | Markets for<br>Identical Assets<br>(Level 1) | Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) | Total<br>Fair Value   |
| Money market fund                                              | \$ 30,748                                    | \$ -                              | \$ -                                | \$ 30,748             |
| Mutual funds                                                   | 619,277,687                                  | -                                 | -                                   | 619,277,687           |
| Total investments in fair value hierarchy                      | <u>\$ 619,308,435</u>                        | <u>\$ -</u>                       | <u>\$ -</u>                         | 619,308,435           |
| Common/collective trusts,<br>at net asset value <sup>(a)</sup> |                                              |                                   |                                     | <u>376,136,576</u>    |
| Total investments at fair value                                |                                              |                                   |                                     | <u>\$ 995,445,011</u> |

|                                                                | December 31, 2014                            |                                   |                                     |                         |
|----------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------------|-------------------------|
|                                                                | Markets for<br>Identical Assets<br>(Level 1) | Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) | Total<br>Fair Value     |
| Money market fund                                              | \$ 116,059                                   | \$ -                              | \$ -                                | \$ 116,059              |
| Mutual funds                                                   | 874,982,793                                  | -                                 | -                                   | 874,982,793             |
| Total investments in fair value hierarchy                      | <u>\$ 875,098,852</u>                        | <u>\$ -</u>                       | <u>\$ -</u>                         | 875,098,852             |
| Common/collective trusts,<br>at net asset value <sup>(a)</sup> |                                              |                                   |                                     | <u>137,553,930</u>      |
| Total investments at fair value                                |                                              |                                   |                                     | <u>\$ 1,012,652,782</u> |

- (a) In accordance with FASB ASC Subtopic 820-10, certain investments that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of plan net assets available for benefits.

### Note 5—Plan termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants will become 100% vested in their accounts.

# **AREVA 401(K) RETIREMENT PLAN**

## **NOTES TO THE FINANCIAL STATEMENTS**

*DECEMBER 31, 2015 AND 2014*

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### **Note 6—Income tax status**

The Internal Revenue Service (“IRS”) has determined and informed the Plan Sponsor by letter dated May 20, 2014, that the Plan is a qualified plan under Section 401(a) of the IRC and is, therefore, not subject to tax under present income tax laws.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015 and 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

### **Note 7—Administrative expenses**

Investment manager fees, broker commissions, and consulting fees are paid out of Plan assets and recorded as reductions in participant allocations. All other administrative expenses and accounting fees are paid by the Plan Sponsor.

### **Note 8—Party-in-interest transactions**

The Plan’s investments are units of a money market fund, mutual funds, and common/collective trusts managed by Vanguard. Related administrative fees are dependent on a fee schedule based on the market value of assets. Vanguard is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. In addition, notes receivable from participants are considered to be party-in-interest transactions because they are transacted with Plan participants.

### **Note 9—Risks and uncertainties**

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

### **Note 10—Subsequent Events**

Management of the Plan has evaluated subsequent events through October 13, 2016, which is the date the financial statements were available to be issued. Effective June 30, 2016, AREVA Inc. sold Canberra Industries, Inc. (“Canberra”) to Mirion Technologies, Inc. As a result of the sale, Canberra participants in the Plan were terminated and eligible to take a distribution. MassMutual Life Insurance, the record-keeper for Mirion Technologies (Conax Nuclear) Union 401(k) Plan, offered Canberra participants the opportunity to rollover their account balance via Direct Aggregate Rollover Out (“DARO”). To facilitate the DARO, Vanguard Fiduciary Trust Company, with the consent of AREVA Inc., coordinated the transfer of participant records and assets with MassMutual Life Insurance to the Mirion Technologies (Conax Nuclear) Union 401(k) Plan. As of October 13, 2016, a total of \$894,636 has been transferred out of the Plan. No other transactions requiring disclosure have occurred through October 13, 2016.

# AREVA 401(K) RETIREMENT PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

### Note 11—Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for Plan benefits per the financial statements to the Form 5500 as of December 31:

|                                                                                                | <u>2015</u>             | <u>2014</u>             |
|------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Net assets available for benefits per financial statements                                     | \$ 1,007,918,335        | \$ 1,025,030,947        |
| Deemed distribution loans                                                                      | (356,966)               | (269,871)               |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <u>-</u>                | <u>4,222,521</u>        |
| Net assets available for benefits per Form 5500                                                | <u>\$ 1,007,561,369</u> | <u>\$ 1,028,983,597</u> |

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2015:

|                                                                                                                     |                        |
|---------------------------------------------------------------------------------------------------------------------|------------------------|
| Change in net assets available for benefits per the financial statements                                            | \$ (17,112,612)        |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2014 | (4,222,521)            |
| Deemed distribution loans                                                                                           | <u>(87,095)</u>        |
| Change in net assets available for benefits per Form 5500                                                           | <u>\$ (21,422,228)</u> |

## **SUPPLEMENTAL SCHEDULE**

**AREVA 401(K) RETIREMENT PLAN**  
**SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**FORM 5500, SCHEDULE H, PART IV, LINE 4i**  
**EIN: 54-1536465, PLAN NUMBER: 001**

DECEMBER 31, 2015

| (a)<br>Party-<br>in-<br>Interest | (b)<br>Identity of Issue,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current Value |
|----------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------|----------------------|
| <b>Money market fund</b>         |                                                                    |                                                                                                                    |             |                      |
| *                                | Vanguard                                                           | Vanguard Prime Money Market                                                                                        | **          | \$ 30,748            |
| <b>Mutual funds</b>              |                                                                    |                                                                                                                    |             |                      |
|                                  | Artisan Funds                                                      | Artisan Mid Cap Fund                                                                                               | **          | 40,463,568           |
|                                  | Harbor Funds                                                       | Harbor Capital Appreciation Fund                                                                                   | **          | 68,930,376           |
|                                  | Invesco                                                            | Invesco Small Cap Discovery Fund                                                                                   | **          | 16,606,570           |
|                                  | JP Morgan                                                          | JP Morgan Mid Cap Value                                                                                            | **          | 28,159,812           |
|                                  | Metropolitan West                                                  | Metropolitan West Total Return Bond Fund                                                                           | **          | 49,381,208           |
| *                                | Vanguard                                                           | Vanguard Developing Markets Institutional Shares                                                                   | **          | 21,578,111           |
| *                                | Vanguard                                                           | Vanguard Institutional Index Fund                                                                                  | **          | 120,934,524          |
| *                                | Vanguard                                                           | Vanguard International Growth Fund Admiral Shares                                                                  | **          | 41,629,069           |
| *                                | Vanguard                                                           | Vanguard International Value Fund                                                                                  | **          | 8,694,042            |
| *                                | Vanguard                                                           | Vanguard Mid-Cap Index Institutional Shares                                                                        | **          | 33,485,530           |
| *                                | Vanguard                                                           | Vanguard REIT Index Fund Institutional Shares                                                                      | **          | 17,421,225           |
| *                                | Vanguard                                                           | Vanguard Small-Cap Index Fund Institutional Shares                                                                 | **          | 14,695,004           |
| *                                | Vanguard                                                           | Vanguard Total Bond Market Index Inst Shares                                                                       | **          | 40,641,390           |
| *                                | Vanguard                                                           | Vanguard Wellington Fund Admiral Shares                                                                            | **          | 37,188,651           |
| *                                | Vanguard                                                           | Vanguard Windsor II Fund Admiral Shares                                                                            | **          | 40,059,806           |
|                                  | Victory Portfolios                                                 | Victory Small Co Opportunity Fund; I Shares                                                                        | **          | 39,408,801           |
| Total mutual funds               |                                                                    |                                                                                                                    |             | 619,277,687          |
| <b>Common/collective trusts</b>  |                                                                    |                                                                                                                    |             |                      |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2010 Trust II                                                                           | **          | 12,848,942           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2015 Trust II                                                                           | **          | 22,459,142           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2020 Trust II                                                                           | **          | 52,775,982           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2025 Trust II                                                                           | **          | 28,230,831           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2030 Trust II                                                                           | **          | 35,930,788           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2035 Trust II                                                                           | **          | 17,536,037           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2040 Trust II                                                                           | **          | 21,339,262           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2045 Trust II                                                                           | **          | 15,071,838           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2050 Trust II                                                                           | **          | 12,799,971           |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2055 Trust II                                                                           | **          | 2,507,670            |
| *                                | Vanguard                                                           | Vanguard Target Retirement 2060 Trust II                                                                           | **          | 730,685              |
| *                                | Vanguard                                                           | Vanguard Target Retirement Income Trust II                                                                         | **          | 11,257,566           |
| *                                | Vanguard                                                           | Retirement Savings Trust II                                                                                        | **          | 142,647,862          |
| Total common/collective trusts   |                                                                    |                                                                                                                    |             | 376,136,576          |

**AREVA 401(K) RETIREMENT PLAN****SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**

FORM 5500, SCHEDULE H, PART IV, LINE 4i

EIN: 54-1536465, PLAN NUMBER: 001

*DECEMBER 31, 2015*

| (a)<br>Party-<br>in-<br>Interest | (b)<br>Identity of Issue,<br>Borrower, Lessor,<br>or Similar Party | (c)<br>Description of Investment Including<br>Maturity Date, Rate of Interest<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current Value    |
|----------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
|                                  | <b>Other</b>                                                       |                                                                                                                    |             |                         |
| *                                | Participant loans                                                  | 3.25% - 10.25%                                                                                                     | -           | 11,948,544              |
|                                  | Total assets held at end of year                                   |                                                                                                                    |             | <u>\$ 1,007,393,555</u> |

\* Represents a party-in-interest.

\*\* Cost omitted for participant-directed investments.

The above information has been certified by Vanguard Fiduciary Trust Company, the trustee, as complete and accurate.