



# GOVERNANCE ROADSHOWS

Jean-Pierre Clamadieu, Chairman



Feb 2023

# AGENDA

- 01 Strategy & Finance**
- 02 ESG**
- 03 Executive management compensation**
- 04 Board of Directors**
- 05 Draft simplified agenda of April 26<sup>th</sup>, 2023 AGM**
- 06 Additional material**

01

# Strategy & Finance

# STRONG 2022 RESULTS, DESPITE CHALLENGING ENVIRONMENT

- **Securing gas flows** via diversification, networks operating at records levels and progress in renewable gases in France
- **Helping mitigate the crisis impact**
- **Managing nuclear phase-out and potential extension of 2 reactors in Belgium**
- **Sharp rise in EBIT** mainly driven by GEMS, Thermal and Renewables
- **Guidance achieved** with NRlgs at €5.2bn
- **CFFO improvement**, up €1.6bn
- **Strong liquidity**: €20.9bn, incl. €15.7bn of cash

## EBIT

€9.0bn

Up 43% organically

## NRlgs

€5.2bn

Up 78%

## PROPOSED DIVIDEND

€1.40

€0.85 in 2021

## GROWTH CAPEX<sup>1</sup>

€5.5bn

o/w 58% in Renewables

1. Net of sell down, US tax equity proceeds and including net debt acquired

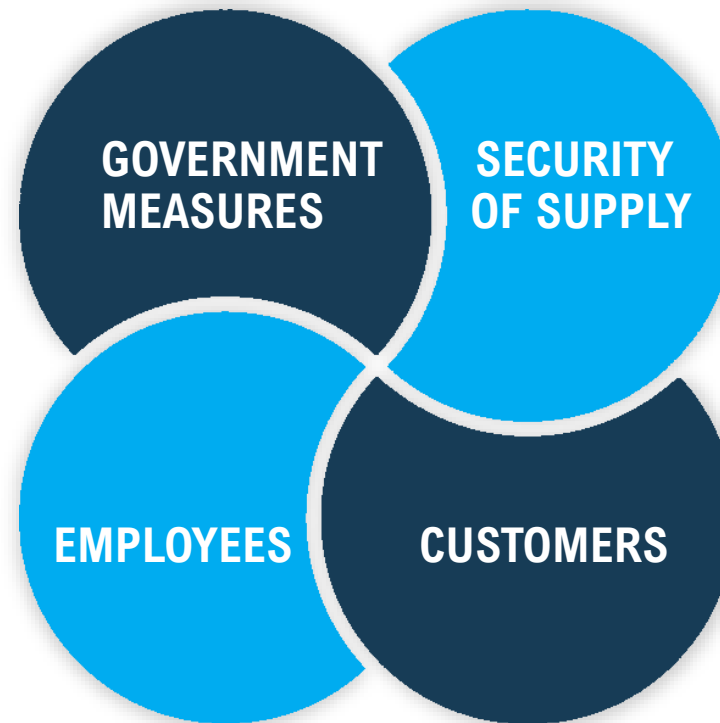
# HELPING MITIGATE THE CRISIS IMPACT

Inframarginal rent  
cap & exceptional  
contributions

**€0.9**bn

Profit-sharing  
mechanism

**€1.1**bn



Security of supply

**€1.8**bn<sup>1</sup>

Employee support

**€0.6**bn<sup>2</sup>

Tariff shield

**€1.0**bn<sup>3</sup>

Vulnerable  
customers and SMEs

**€0.15**bn<sup>4</sup>

<sup>1</sup> WCR support impact in 2022: gas stock & purchases

<sup>2</sup> Including an exceptional bonus of €1,500 for each employee, "Prime pouvoir d'achat" in France, global employee share ownership "Link 2022" and others existing benefits

<sup>3</sup> WCR support: tariff shield in France, price cap in Romania & Chile; social tariff in Belgium. Impact in 2022. Net of sale of receivable impact in France

<sup>4</sup> €90m of pledged support to vulnerable French customers and €60m for fund to support SMEs in France

# 2021 STRATEGIC TARGETS: ON TRACK

|                                                             | Target Strategic Update 2021                                                                                                                   | 2022 achievements                                                                          |
|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>Business mix</b><br>simpler, integrated,<br>more focused | <b>&lt; 30 countries</b> by 2023<br>Geographic footprint<br><br><b>At least €11bn</b> by 2023<br>Disposals                                     | <b>31 countries</b> in 2022<br><br><b>€10.9bn</b><br>Disposals <sup>2</sup> over 2021-22   |
| <b>Step up renewables growth</b>                            | <b>3 to 4 to 6 GW</b><br>Average annual growth <sup>1</sup><br><br><b>50 GW</b> in 2025 / <b>80 GW</b> in 2030<br>Installed renewable capacity | <b>3.9 GW</b><br>Additions in 2022<br><br><b>38 GW</b><br>Total renewable capacity in 2022 |
| <b>Capital allocation</b><br>more efficient,<br>disciplined | <b>€15-16bn</b> over 2021-23<br>Growth Capex<br><br><b>&lt; 4.0x</b> over the long term<br>Economic net debt / EBITDA                          | <b>€9.8bn</b><br>Growth Capex in 2021-22<br><br><b>2.8x</b><br>Economic net debt / EBITDA  |
| <b>Organisation and performance culture</b>                 | <b>4 GBUs</b> in 2021<br><br><b>€600m</b> over 2021-23<br>Performance plan                                                                     | <b>4 GBUs</b><br><br><b>€0.5bn</b><br>Net EBIT contribution in 2021-22<br>On track         |

1. 3GW: 2019-2021, 4GW: 2022-2025, 6W: 2026-2030

2. Closed or signed

# REFOCUS REALIZED, STEPPING UP THE GROWTH

**Simpler, Industrial,**  
a leading role in  
faster energy transition



**NETWORKS**

**RENEWABLES**

**ENERGY  
SOLUTIONS**

**FLEX GEN  
& RETAIL**

Disposal  
program



**complete**

Countries  
of operation



**reduced**



## RAMP-UP

### Growth

**Growing renewables  
capacity**

Gaining traction in  
**renewable gases**

**Decarbonization  
solutions** for our clients

### Secure & Flexible

**Networks** supporting  
**security of supply**

**Critical role of flexible  
assets** in the energy  
transition: gas, batteries,  
pumped storage

**Supported by our integrated business model**

# GAS HAS A KEY ROLE TO PLAY IN THE ENERGY TRANSITION

No single technology can be the solution to delivering a secure and affordable energy transition,  
**gas has a key role to play.**

The transition is  
**unachievable** without gas

**In France,**  
replacing gas by electricity would mean adding:

**150 GW<sup>1</sup>**

equivalent to  
**90 nuclear reactors**

**x2**

of  
**transmission lines**

Strong **tailwinds**  
for gas decarbonization

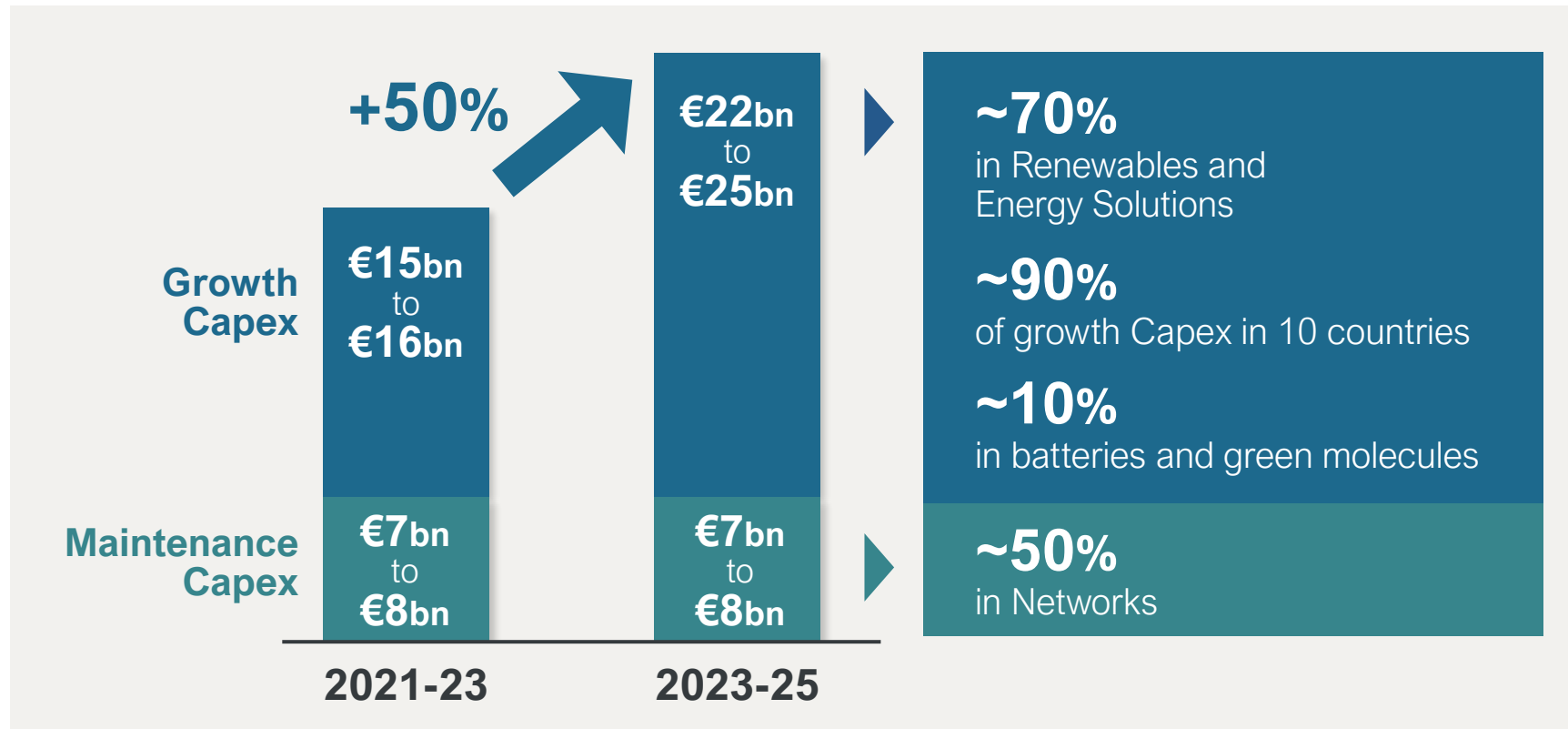
**Supporting mechanisms through ...**

- Repower EU: **380 TWh** of biomethane in 2030, ambition **doubled** since last year
- **€25bn** of investments at EU level in hydrogen by 2030 ... and urgent need from industry

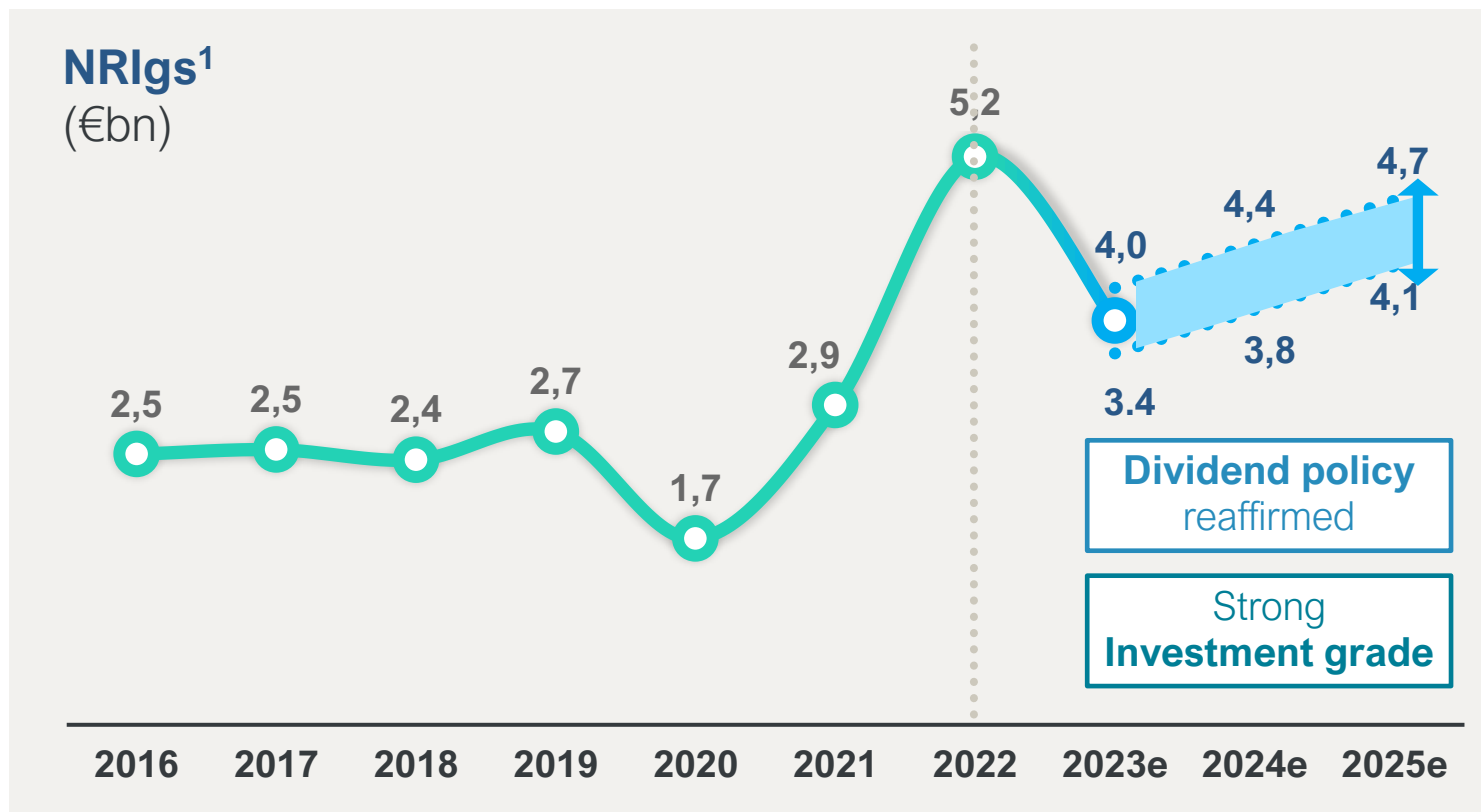
**The alliance of molecules and electrons**

1. If we were to meet peak demand on a cold day with electrical solutions only

# GROWTH CAPEX 2023-25 UP BY +50% VERSUS LAST 2021-23 PLAN



# 2023-25 FINANCIAL OUTLOOK



## Shareholder returns

**Dividend policy** reaffirmed for 2023-25

Payout: **65-75%**

based on NRIGs (total Group, including nuclear)

Floor maintained at €0.65

## Credit rating

Strong **Investment grade**

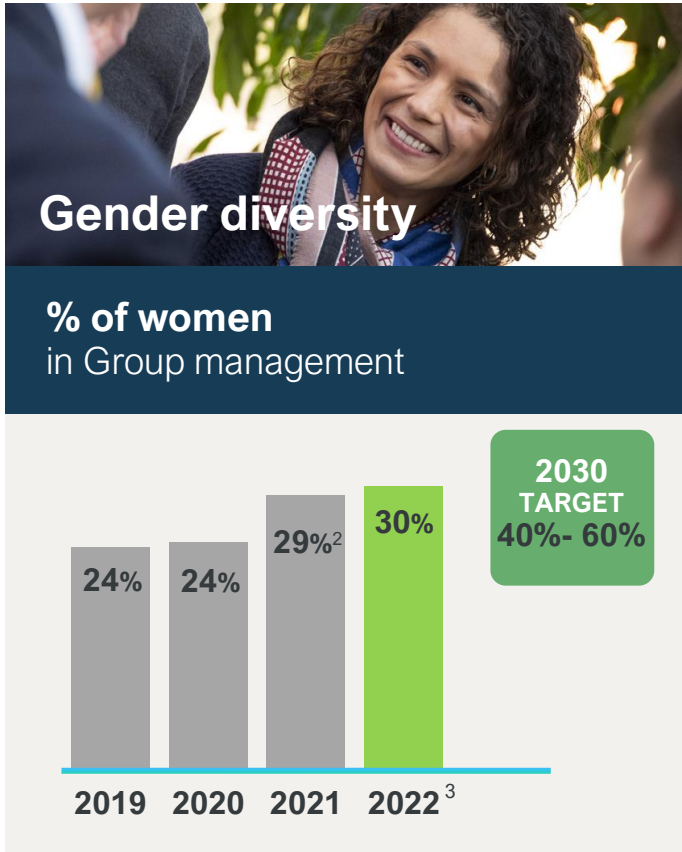
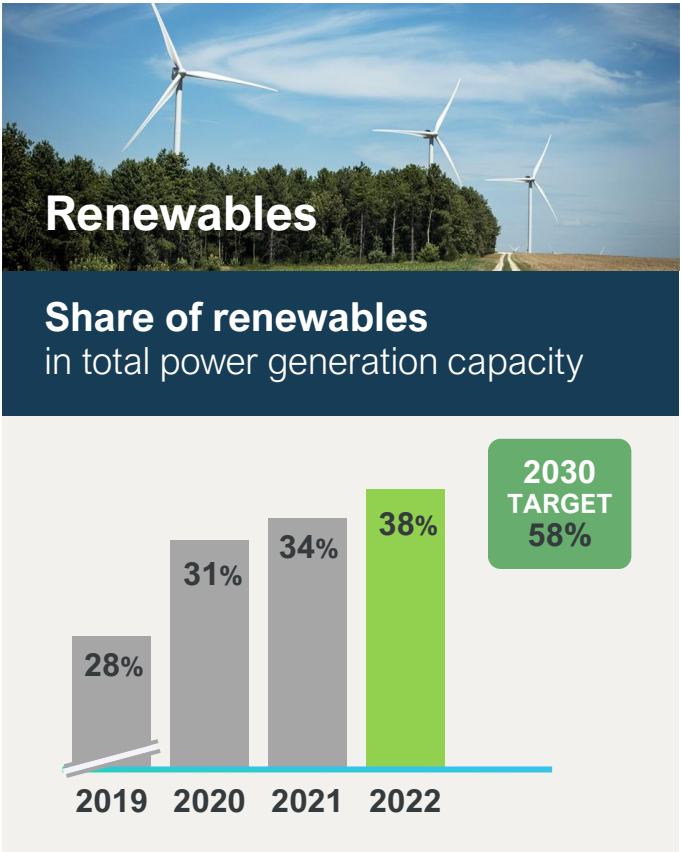
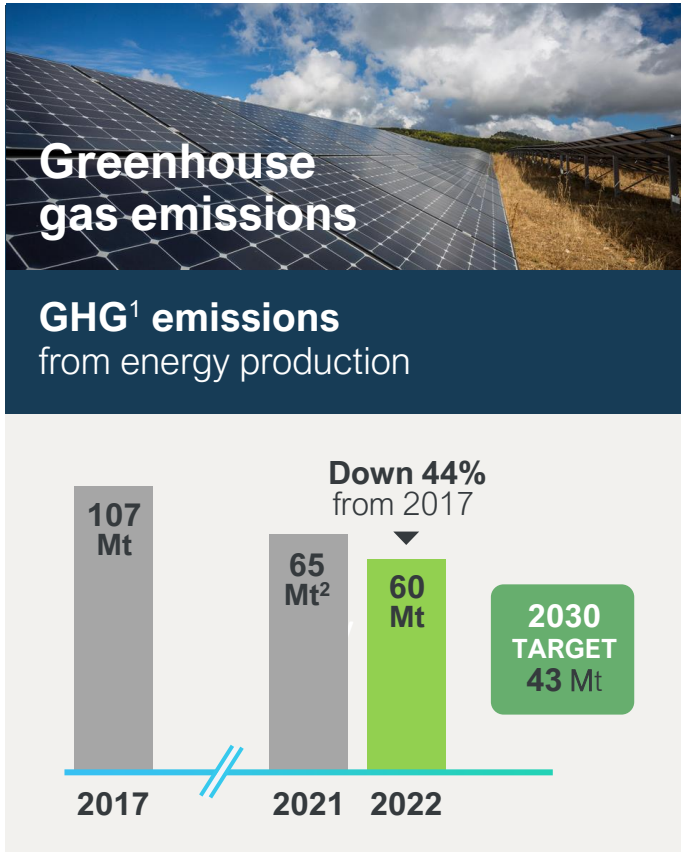
Economic net debt/EBITDA ceiling  
at 4.0x

1. NRIGs on continuing activities

# 02

# ESG

# PROGRESS ON ESG IN 2022

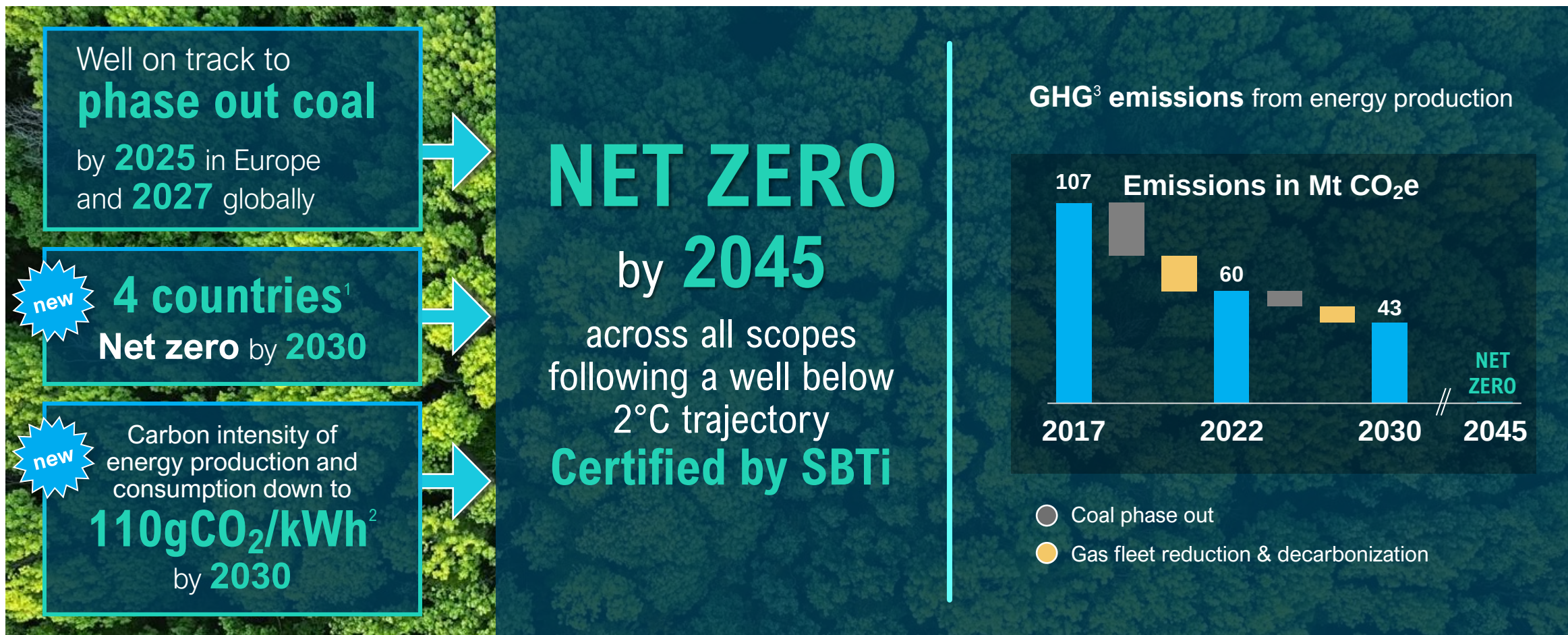


1. Greenhouse gases, Scope1 and 3 (MtCO<sub>2</sub> eq)  
2. Restated figures excluding EQUANS  
3. 2022 Group management stands for 29 340 people

### Improved ESG ratings



# PAVING THE WAY TO ACHIEVE OUR NET ZERO TARGET BY 2045



1. Among which Brazil 2. Scope 1 and 2 3. Greenhouse gases, Scope1 and 3

# A 2030 TRAJECTORY CLEARLY DEFINED

- ✓ **Reduce GHG emissions linked to energy production** to a maximum of **43 Mt CO<sub>2</sub> eq.** in 2030 (compared to 107 Mt CO<sub>2</sub> eq. in 2017)
- ✓ **Reduce GHG emissions linked to sold products** to a maximum of **52 Mt CO<sub>2</sub> eq.** in 2030 (compared to 79 Mt CO<sub>2</sub> eq. in 2017)
- ✓ **Reduce carbon intensity of energy production** (scope 1) and energy consumption (scope 2) by **66%** between 2017 and 2030 to reach **110gCO<sub>2</sub>/KWh** in 2030
- ✓ **Reduce carbon intensity related to energy sales** by **56%** between 2017 and 2030

## Decarbonization objectives embarking employees, clients, suppliers

- ✓ **Reach Net-zero carbon by 2030** on the emissions related to the ways of working
- ✓ Have **100% of the TOP 250 preferred suppliers** (excluding energy purchase) certified or aligned SBT by 2030
- ✓ Support customers in avoiding **45 mt of CO<sub>2</sub> eq.** emissions by 2030

## A GOVERNANCE ADAPTED TO DELIVER CLIMATE COMMITMENTS

- ✓ CO<sub>2</sub> Medium term Plan (MTP) aligned with financial MTP
- ✓ CO<sub>2</sub> Budget allocated to all activities
- ✓ A dedicated governance process for climate assessment of new investments :
  - Analysis of carbon prices impact on new investment and long-term energy prices forecasts
  - Bi-monthly reporting to ExCom on GHG emissions budget for new investments

# INTEGRATING NATURE IN GROUP'S STRATEGY



## BIODIVERSITY

Engaged in the **act4nature** international initiative

Deployment of our **label TED** to preserve biodiversity around each renewable project



## FRESH WATER & OCEAN

Signatory of the **UN ocean principles**

**Reduction by 70%** of the ratio “freshwater consumption to energy produced” between 2019 and 2030

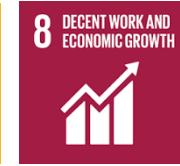


## FOREST / BIOMASS

Favor local supply chains for biomass

**100%** of sourced biomass traceable in alignment with EU taxonomy by 2023

# ENGIE IS COMMITTED TO IMPLEMENT A JUST TRANSITION



The Energy transition is not only a technical transition, it changes the whole society  
**There will be no transition without putting human at the center**

## Our Just Transition commitments towards :

- **Our clients:** Providing affordable energy
  - assistance to clients significantly disadvantaged due to increasing cost of living in 2022
  - Support small & medium companies during the energy crisis (dedicated support fund for companies facing difficulties)
- **The communities** where we operate :
  - Building territorial projects
  - Preservation of natural resources and neighboring communities
- **Our employees**
  - Common core of guarantees for all workers
  - re-training and development
  - Support employees during site closures
- **Our suppliers:** contributing to competitive and sustainable local supply chains



# 03

## Executive management compensation

# 2022 COMPENSATION OF CATHERINE MACGREGOR, CEO (EX POST)

|                    |                                                                                      |        |                   |                         |  |
|--------------------|--------------------------------------------------------------------------------------|--------|-------------------|-------------------------|--|
| Fixed Salary       | 1,000,000€ for 1 year                                                                |        | >                 | 1,000,000€              |  |
| Annual Variable    |                                                                                      | Weight | Achievement       |                         |  |
|                    | NRIGs                                                                                | 25%    | 140%              |                         |  |
|                    | EBIT                                                                                 | 25%    | 140%              |                         |  |
|                    | FCF                                                                                  | 25%    | 113.3%            |                         |  |
|                    | Economic Net Debt                                                                    | 25%    | 54.5%             |                         |  |
|                    | Financial Criteria                                                                   | 65%    | 112%              |                         |  |
|                    | Organization & commitment                                                            | 35%    | 130%              |                         |  |
|                    | Strategy                                                                             | 35%    | 130%              |                         |  |
|                    | Safety performance                                                                   | 7.5%   | 100%              |                         |  |
|                    | Reduction of CO <sub>2</sub> emissions                                               | 7.5%   | 140%              |                         |  |
|                    | Female managers hired                                                                | 7.5%   | 0%                |                         |  |
|                    | Group's ESG rating                                                                   | 7.5%   | 100%              |                         |  |
|                    | Non-financial Criteria                                                               | 35%    | 116.5%            |                         |  |
|                    |                                                                                      |        | TARGET            | 1,000,000€              |  |
|                    |                                                                                      |        | TOTAL ACHIEVEMENT | 113.6%                  |  |
|                    |                                                                                      |        | ↓                 |                         |  |
|                    |                                                                                      |        | ANNUAL VARIABLE   | 1,136,000€              |  |
|                    |                                                                                      |        | >                 | 1,136,000€              |  |
| Performance Shares | 120,000 performance shares<br>Will be vested in 2025 if performance criteria are met |        | >                 | 1,054,800€ <sup>1</sup> |  |

<sup>1</sup> The performance shares have been valued €8.79 per share for the 2022 award.

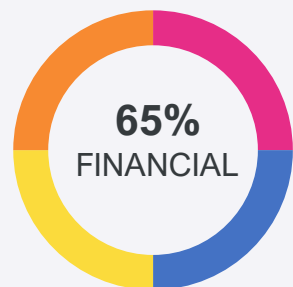
# 2023 CEO COMPENSATION POLICY (EX ANTE)

**Fixed salary** 1,000,000€

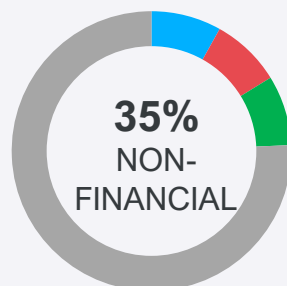
## Annual variable

Target: **100% of the fixed salary** (Maximum: 140%)

- **25%** NRIGs
- **25%** EBIT
- **25%** Economic Net Debt
- **25%** Free Cash Flow



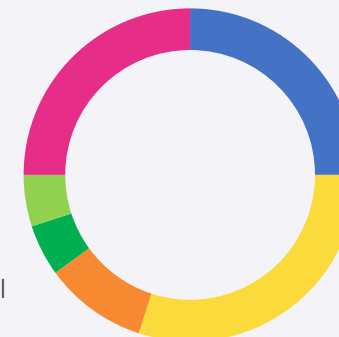
- **10%** CO<sub>2</sub> emissions
- **10%** Significant increase in safety performance
- **10%** Female managers hired
- **35%** 2023 Group priorities (Safety, Energy transition, Employee Commitment, Supply Chain)
- **35%** Strategy



## Long term incentive 120,000 performance shares

- **25%** NRIGs
- **25%** Total Shareholder Return
- **30%** ROCE
- **10%** CO<sub>2</sub> emissions
- **5%** Women in management positions
- **5%** Renewable energy

20%  
non-financial  
criteria



## Complementary pension plan

Annual employer contribution equal to 25% of the sum of the fixed salary and paid annual variable

## Non-Compete Agreement 1 year

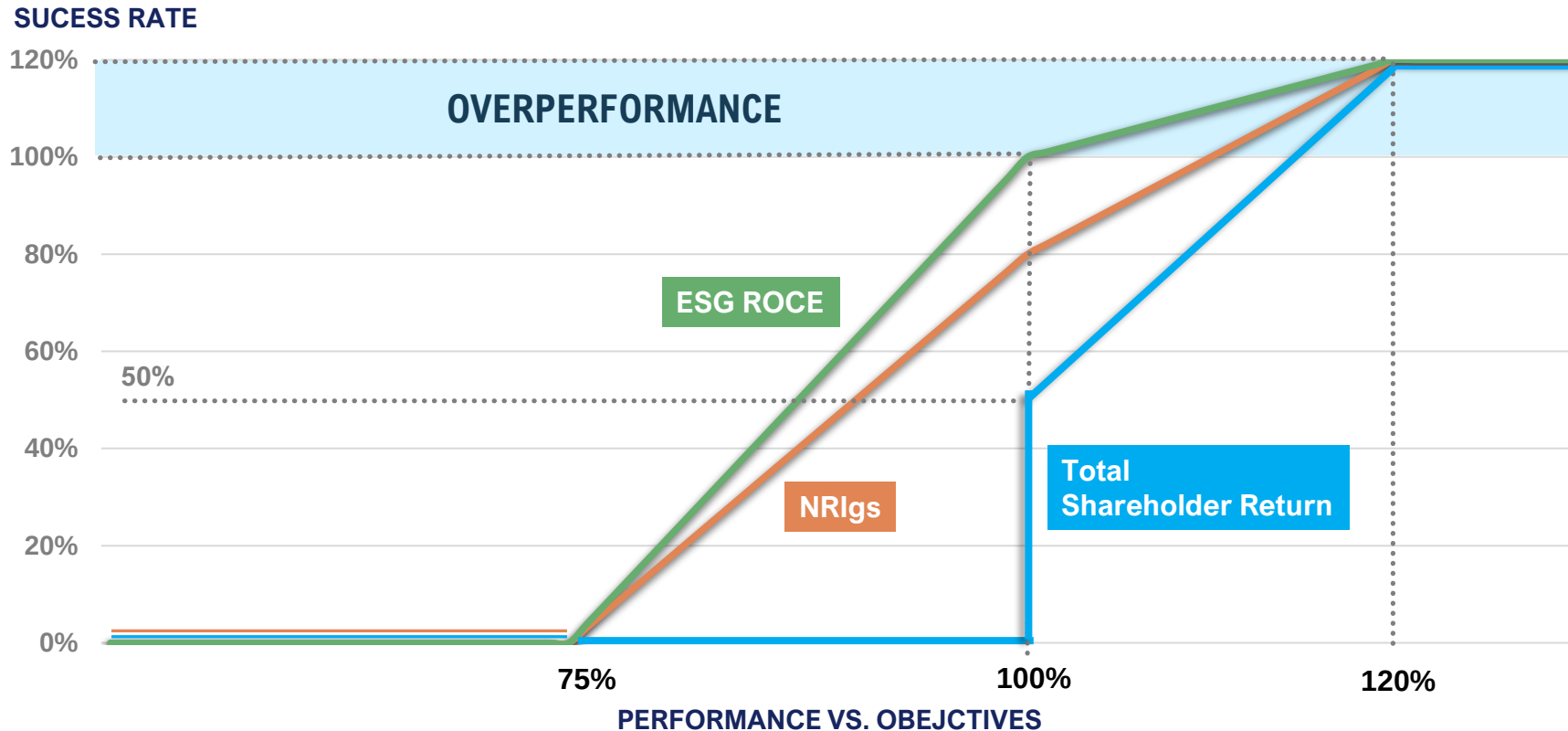
Severance payment and non-compete Agreement may not combined exceed 2 years of compensation<sup>1</sup>

## Severance payment<sup>1</sup>

Up to 2 years of compensation if the performance criteria linked to the annual variable compensation of the 2 previous years have been met by at least 90%, on average

1. As per AFEP-MEDEF code

# LONG TERM PERFORMANCE CRITERIA (PERFORMANCE SHARES)



## Total shareholder return (25%)

3 years performance compared to peer group<sup>1</sup>

## NRIGs growth (25%)

2 years performance compared to peer group<sup>1</sup>

## ROCE (30%)

As included in the MTP approved by the BoD

## ESG (20%)

Comparison to 2025 targets for each indicator:

- (i) CO<sub>2</sub> emissions from energy production (10%)
- (ii) Share of Renewables in the electric capacity mix (5%)
- (iii) Share of women in management (5%)

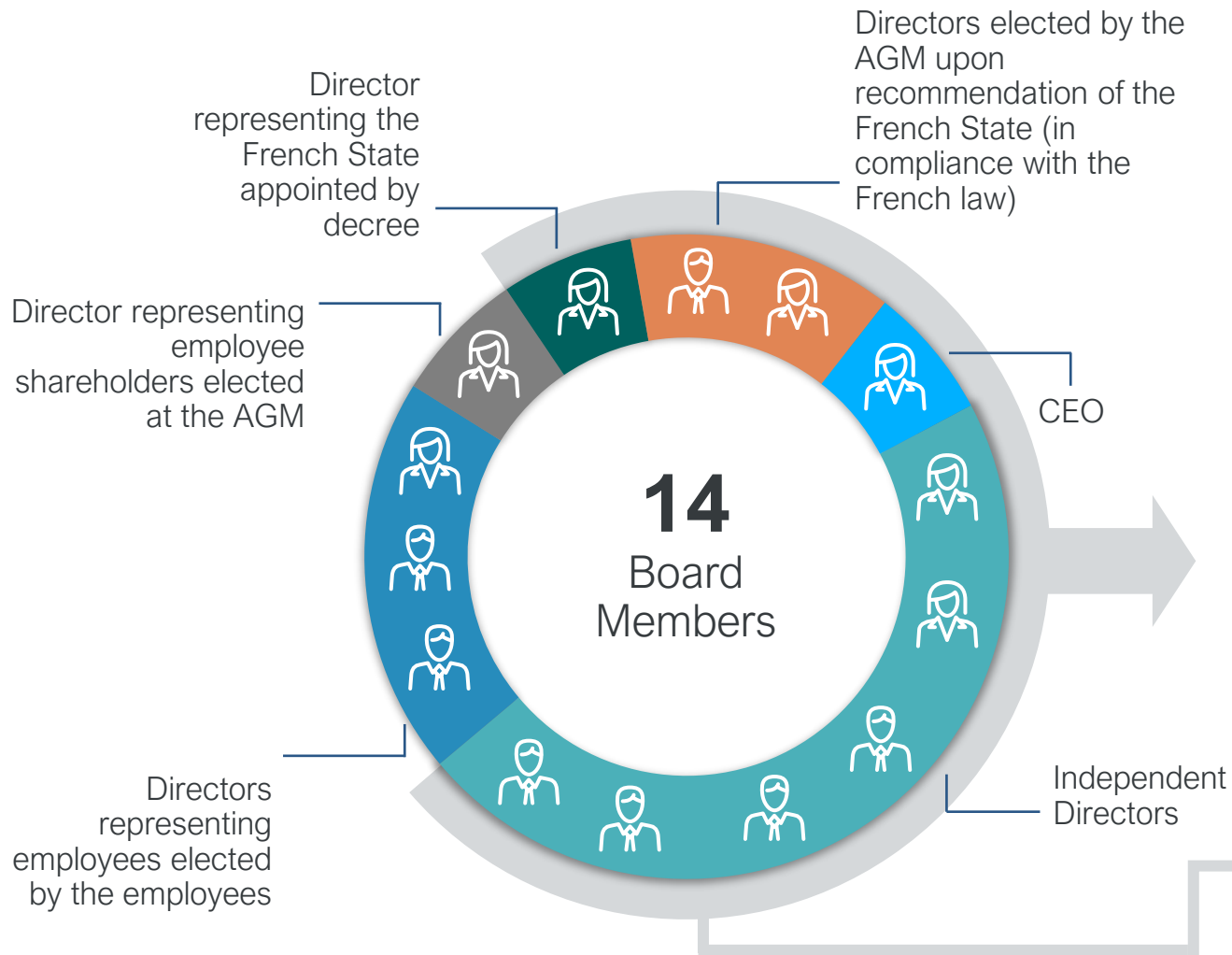
The total success rate for the **Performance Shares** will be capped at 100%

1. Peer group: EDP, ENEL, Iberdrola, RWE, Naturgy, SNAM

# 04

## Board of Directors

# BOARD STRUCTURE POST 2023 GENERAL MEETING<sup>1</sup>



## Mandates proposed for renewal :

- **Marie-José Nadeau** (Independent Director)
- **Patrice Durand** (recommended by the French State)

French State should come back to recommend the election of a 2<sup>d</sup> Board member to replace **Mari-Noëlle Jego-Laveissière**, according to French regulation

   
**WOMEN** **MEN**  
**5\*** **5\***

**60%** Independent\*

**Independent Chairman**  
of the Board

**11** meetings in 2022

**100%** attendance rate

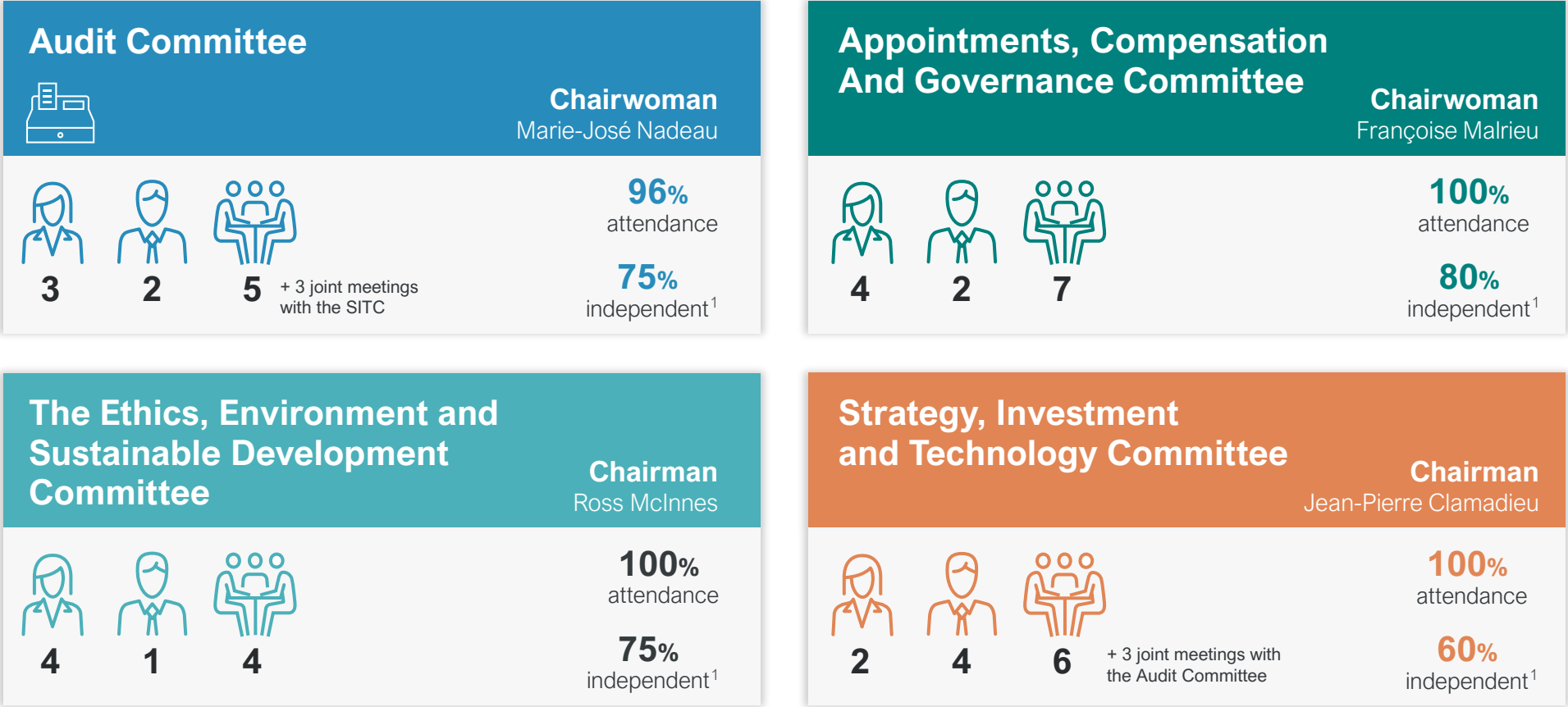
A balanced and  
independent Board

\*In compliance with French applicable rules, directors representing employees or employee shareholders are not taken into account when calculating the proportion of women and independent directors

1. Assuming French State recommends a woman to replace Mari-Noëlle Jego-Laveissière

# BOARD PERMANENT COMMITTEES AS OF 31 DECEMBER 2022

CHAIRPERSONS OF THE COMMITTEES ARE ALL INDEPENDENT



1. In compliance with French applicable rules, directors representing employees or employee shareholders are not taken into account when calculating the proportion of independent directors

# BOARD ASSESSMENT

- Internal Board assessment in 2022
- Under the supervision of the Appointments, Compensation and Governance Committee

## Process

### QUESTIONNAIRE

- Designed with an external consultant
- Closed-ended questions
- Open-ended questions

### TOPICS

- Board and Committees efficiency
- Strategy (building-up and implementation)
- Consideration of climate issues and training of climate skills
- Priorities of the Board of Directors for 2023



## Conclusion

### POSITIVE ASPECTS

- Very efficient Board, responsive in decision-making
- Strong level of trust between management and Board
- Energy crisis : good quality of information shared with the Board

### FOCUS FOR 2023

- More focus and information sessions on climate & biodiversity issues
- Better follow-up of Board decisions
- Conduct an external Board evaluation which will assess the contribution of each Board member

# BOARD SKILLS MATRIX<sup>1</sup>

| List of areas of expertise     | General Management | Office of Chair or Director of a large company | CSR | Finance | Digital, Innovation, New technologies | Social dialog Human Resources | Energy | Services | Industry | Public sector | Geo-strategy | Regulation |
|--------------------------------|--------------------|------------------------------------------------|-----|---------|---------------------------------------|-------------------------------|--------|----------|----------|---------------|--------------|------------|
| J.-P. Clamadieu                | •                  | •                                              |     |         |                                       |                               |        |          | •        |               |              |            |
| C. MacGregor                   | •                  |                                                |     |         |                                       |                               | •      |          | •        |               |              |            |
| F. Brégier                     | •                  |                                                |     |         | •                                     |                               |        |          | •        |               |              |            |
| M.-C. Daveu                    |                    | •                                              | •   |         |                                       |                               | •      |          |          |               |              |            |
| F. Malrieu                     |                    | •                                              | •   | •       |                                       |                               |        |          |          |               |              |            |
| R. McInnes                     |                    | •                                              |     | •       |                                       |                               |        |          | •        |               |              |            |
| M.-J. Nadeau                   | •                  | •                                              |     |         |                                       |                               | •      |          |          |               |              |            |
| Lord P. Ricketts of Shortlands |                    |                                                |     |         |                                       | •                             |        |          |          | •             | •            |            |
| S. Besnier                     |                    | •                                              |     | •       |                                       |                               |        |          |          | •             |              |            |
| P. Durand                      |                    |                                                |     | •       |                                       |                               |        | •        | •        |               |              |            |
| M.-N. Jégo-Laveissiere         |                    |                                                | •   |         | •                                     |                               |        | •        |          |               |              |            |
| C. Agogué                      |                    |                                                |     | •       |                                       | •                             | •      |          |          |               |              |            |
| Y. Kosnar                      |                    |                                                |     |         | •                                     | •                             | •      |          |          |               |              |            |
| M. Viot                        |                    |                                                | •   |         |                                       | •                             | •      |          |          |               |              | •          |
| J. Delage                      |                    |                                                |     |         |                                       |                               | •      |          |          | •             |              | •          |

1. Shows 3 main skills

# CHAIRMAN AND BOARD OF DIRECTORS COMPENSATION

## DIRECTORS COMPENSATION POLICY 2022

|                        |                         | Fixed fee | Variable fee <sup>1</sup> if 100% attendance |
|------------------------|-------------------------|-----------|----------------------------------------------|
| <b>Director</b>        |                         | €15,000   | €55,000                                      |
| <b>Audit Committee</b> | Chairman                | €15,000   | €44,000                                      |
|                        | Committee member        | €5,000    | €22,000                                      |
| <b>SITC</b>            | Chairman <sup>(2)</sup> | €10,000   | €27,500                                      |
|                        | Committee member        | €5,000    | €16,500                                      |
| <b>EESDC</b>           | Chairman                | €10,000   | €22,000                                      |
|                        | Committee member        | €5,000    | €16,500                                      |
| <b>ACGC</b>            | Chairman                | €10,000   | €22,000                                      |
|                        | Committee member        | €5,000    | €16,500                                      |

## DIRECTORS COMPENSATION POLICY 2023 (EX ANTE)

### 10% increase on both fixed and variable fees

The total of compensations stays within the €1.4m annual amount of Directors' fees fixed in 2008

In line with Eurostoxx50 and peers benchmark

## CHAIRMAN COMPENSATION 2022 (EX POST)

### Fixed salary of €450,000

with no annual variable compensation and no performance shares

## CHAIRMAN COMPENSATION POLICY 2023 (EX ANTE)

### Unchanged

1. Jean-Pierre Clamadieu, Chairman of the SITC, does not receive any compensation for his participation in the work of the Board and this committee

05

# Draft simplified agenda of April 26<sup>th</sup>, 2023 AGM

# RESOLUTIONS

## Ordinary Shareholders' Meeting

- |                                            |                                                                                                                                                                                                                                                              |
|--------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1<sup>st</sup> &amp; 2<sup>nd</sup></b> | Approval of annual and consolidated financial statements for fiscal year 2022                                                                                                                                                                                |
| <b>3<sup>rd</sup></b>                      | Approval of the dividend                                                                                                                                                                                                                                     |
| <b>4<sup>th</sup></b>                      | Approval of the regulated agreements (no new regulated agreement)                                                                                                                                                                                            |
| <b>5<sup>th</sup></b>                      | Authorization of the Board of Directors to trade in the Company's shares                                                                                                                                                                                     |
| <b>6<sup>th</sup></b>                      | Reappointment of Marie-José Nadeau as a Director                                                                                                                                                                                                             |
| <b>7<sup>th</sup></b>                      | Reappointment of Patrice Durand as a Director                                                                                                                                                                                                                |
| <b>8<sup>th</sup> - 10<sup>th</sup></b>    | Approval of the compensation paid during fiscal year 2022 or awarded for said year to (ex post) <ul style="list-style-type: none"><li>• Corporate officers</li><li>• Jean-Pierre Clamadieu, Chairman of the BoD</li><li>• Catherine MacGregor, CEO</li></ul> |
| <b>11<sup>th</sup> - 13<sup>th</sup></b>   | Approval of the compensation policy for (ex ante) <ul style="list-style-type: none"><li>• Directors</li><li>• the Chairman of the BoD</li><li>• the CEO</li></ul>                                                                                            |

## Extraordinary Shareholders' Meeting

- |                                              |                                                                                                                                                                           |
|----------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>14<sup>th</sup> &amp; 15<sup>th</sup></b> | Delegation of authority to the BoD to increase the share capital by issuing shares in the frame of employee shareholding plans with a maximum of 2 % of the share capital |
| <b>16<sup>th</sup></b>                       | Authorization of the BoD to reduce the share capital by canceling treasury shares                                                                                         |
| <b>17<sup>th</sup></b>                       | Powers to implement the resolutions adopted by the Shareholders' Meeting                                                                                                  |

06

# ADDITIONAL MATERIAL



# Appointment of Patrice Durand and Marie-José Nadeau

# RENEWAL OF THE MANDATE OF TWO DIRECTORS



## Patrice Durand

**Director appointed by the Shareholders' Meeting on the recommendation of the French State**

Member of the Strategy, Investment and Technology Committee

69-year-old  
French Nationality  
First appointment : 2016  
Shares held:  
2 500 shares

### Biography

As graduate of the Ecole Polytechnique and of the Ecole Nationale d'Administration, Patrice Durand began his career in 1978 as Sub-Prefect, Director of the office of the Prefect of Eure-et-Loir and then the Haute-Normandie region in 1979. From 1981 to 1994, he served successively as head of mission in the Directorate-General of Administration at the Ministry of the Interior, Deputy Secretary-General and Secretary-General of the Paris Club; Head of the Office of Energy, Transport, and Mines and Secretary of the Economic and Social Development Fund, Head of Capital Goods and Other Investments and Deputy Director of Treasury Management. In 1994, he became Executive Vice President, then in 1995, Deputy CEO in charge of economic and financial affairs at Air France. From 1999 onwards, he was a member of the Executive Committee, in charge, among other things, of the finances of the Central Risk Management, General Inspection, Legal Affairs, Asset Management, IT and Processing departments, before becoming Deputy CEO of the Crédit Lyonnais Group in 2002. In 2003, he was also named Director of Operations and Logistics and a member of the Executive Committee of Crédit Agricole SA. In 2005, he joined Thales as Deputy CEO in charge of finance and administration. From 2012 to 2015, he was Deputy CEO in charge of finance and operations at the Ingenico Group. Since 2016, he has served as a Director of French and foreign companies.

### Activities and positions in companies outside the Group

None

### Skills

- Finance
- Industry
- Services



## Marie-José Nadeau

**Independent Director**

Chair of the Audit Committee  
Member of the Strategy, Investment and Technology Committee  
Member of the Appointments, Compensation and Governance Committee

69-year-old  
Canadian Nationality  
First appointment : 2015  
Shares held:  
1 000 shares

### Biography

Marie-José Nadeau is an expert on the energy sector. She is an honorary Chair of the international organization World Energy Council, which she chaired from 2013-2016, after being Director for 15 years. Moreover, Marie José Nadeau has more than 20 years' experience as a top executive and has served as a member of Audit Committees for 10 years. A trained attorney who holds a Master's degree in public law from the University of Ottawa, she assumed strategic functions in the Canadian and Quebec governments before serving as Secretary General and Executive Vice President for Corporate Affairs at Hydro-Québec (Canada). She is Director of Trans Mountain Corporation, a Canadian company that operates and is developing an important network of pipelines in Western Canada and the United States and Director of the Electric Power Research Institute (United States), an international R&D organization specialized in innovative technologies related to the power and environment sectors. In 2009, she was awarded the title of Advocatus Emeritus by the Quebec Bar for her contribution to the legal profession. In 2016, she was received as a member of the Order of Canada in recognition for her commitment to education and the environment. On December 15, 2022, Marie-José Nadeau was appointed Vice-President of the Board of Directors of Via HFR - Via TGF, a state-owned company of the Government of Canada responsible for the development of a high-frequency train system over a 1000-km distance between the cities of Toronto and Québec

### Activities and positions in companies outside the Group

- Director of Trans Mountain Corporation (Canada)
- Director of the Electric Power Research Institute (United States)
- Director - Vice-President of Via HFR - Via TGF (Canada)

### Skills

- Energy
- Office of Chair or Director of a large company
- Executive Board

# Other materials

# MANAGING AN ORDERLY NUCLEAR PHASE-OUT IN BELGIUM

## Nuclear phase out in Belgium

| Nuclear reactors | Installed capacity @100% (MW) | End of operations |
|------------------|-------------------------------|-------------------|
| Doel 3           | 1,006                         | 24 Sep 2022       |
| Tihange 2        | 1,008                         | 1 Feb 2023        |
| Doel 1           | 445                           | 15 Feb 2025       |
| Doel 4           | 1,038                         | 1 July 2025       |
| Tihange 3        | 1,038                         | 1 Sep 2025        |
| Tihange 1        | 962                           | 1 Oct 2025        |
| Doel 2           | 445                           | 1 Dec 2025        |



# AGREEMENT IN PRINCIPLE TO EXTEND TWO BELGIAN REACTORS

## ENGIE and the Belgian federal government

set a framework for a 10-year extension of Doel 4 and Tihange 3 nuclear reactors

### **This framework ensures a fair risk-reward balance, incl.:**

- The establishment of a legal structure, co-owned by the Belgian State and ENGIE
- The principle of a cap
- A set of guarantees to ensure the proper execution of the nuclear operator's commitments

**ENGIE will continue to work constructively with the Belgian State towards supporting security of supply in Belgium**



# CLIMATE GOVERNANCE – BOARD RESPONSIBILITIES

## BOARD OF DIRECTORS

- Sets the climate strategy and associated objectives
- Ensures that the climate strategy is at the heart of the overall strategy of the company, in accordance with the corporate purpose

### ADVISE THE BOARD ON DECISION

#### ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE

- Reviews the Group's climate objectives, their configuration (ambition, definition, scope, deadlines and level of certification) and the monitoring of their implementation
- Examines the risks and opportunities of climate change

#### STRATEGY, INVESTMENT AND TECHNOLOGY COMMITTEE

- Integrates the Group's climate issues and climate objectives in its investment decision process

#### AUDIT COMMITTEE

- Identifies priority risks including climate risk
- Reviews financial guidance assumptions, including those related to climate
  - Monitors the accounting impact of exceptional weather events
- Examines the adequacy of insurance coverage of risks (including climate risk)

#### APPOINTMENTS, COMPENSATION AND GOVERNANCE COMMITTEE

- Makes Remuneration of the CEO and the beneficiaries of performance shares conditional on specific climate objective
- Leads the annual Board evaluation, in particular on the consideration of climate issues

# CLIMATE GOVERNANCE – EXECUTIVE RESPONSIBILITIES

## EXECUTIVE COMMITTEE

- Implements the Group's climate strategy / Proposes the Group's climate policy to the Board / makes arbitrages on climate trajectory between GBUs
- Sponsors each of the 2030 CSR objectives (out of which 6 climate objectives)

### Executive Vice President

in charge of Corporate Secretariat, Strategy, Research & Innovation and Communication

#### ETHICS AND COMPLIANCE DEPARTMENT

- Leads the Group's vigilance plan including climate issues

#### STRATEGY DEPARTMENT

- Defines carbon price trajectories  
Reviews energy market outlooks and demand trends

### Executive Vice Presidents

in charge of GBUs (Renewables, Networks, Energy Solutions, Thermal & Supply)

#### GLOBAL BUSINESS UNITS / ENTITIES

- Ensure the operationalisation of the climate strategy (investments and divestments, new products, projects...)
- Deliver projects and performance in line with the climate trajectories (CO<sub>2</sub> yearly budget allocated by the ExCom)

### Executive Vice President

in charge of Finance, Corporate Social Responsibility and Procurement

#### FINANCE DEPARTMENT

- Ensures investment decisions are consistent with the Group's climate commitments through their compliance with CO<sub>2</sub> budgets and analysis including carbon pricing

#### CSR DEPARTMENT

- Defines climate policy
- Leads climate reporting (including TCFD)
- Coordinates the implementation of the climate strategy and its compliance with SBT objectives and climate adaptation plan

# ETHICS GOVERNANCE – BOARD & EXECUTIVE RESPONSIBILITIES

**ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE**

- Oversees the Group’s ethics, compliance and privacy processes

ADVISE THE BOARD  
ON DECISION

**BOARD OF DIRECTORS**

**EXECUTIVE COMMITTEE**

- Supports ENGIE’s ethics commitments and ensures that they are defined at all managerial and functional levels
- Oversees the Group’s ethics, compliance and privacy processes through the remit of the EVP in charge of the Group General Secretariat

**Executive Vice President**

in charge of the General Secretariat, Strategy, Research & Innovation, Communication

**Compliance Committee**

- Members:** Group General Secretariat (Chair), Group HR Director, Corporate Department
- Directors:** Group Ethics, Compliance and Privacy, Internal Audit, Internal Control, and Legal
- Monitors compliance in terms of the implementation of ethical commitments
  - Monitors the development of ethics processes
  - Tracks ethical failures and ensures that they are dealt with

**ETHICS, COMPLIANCE AND PRIVACY DEPARTMENT**

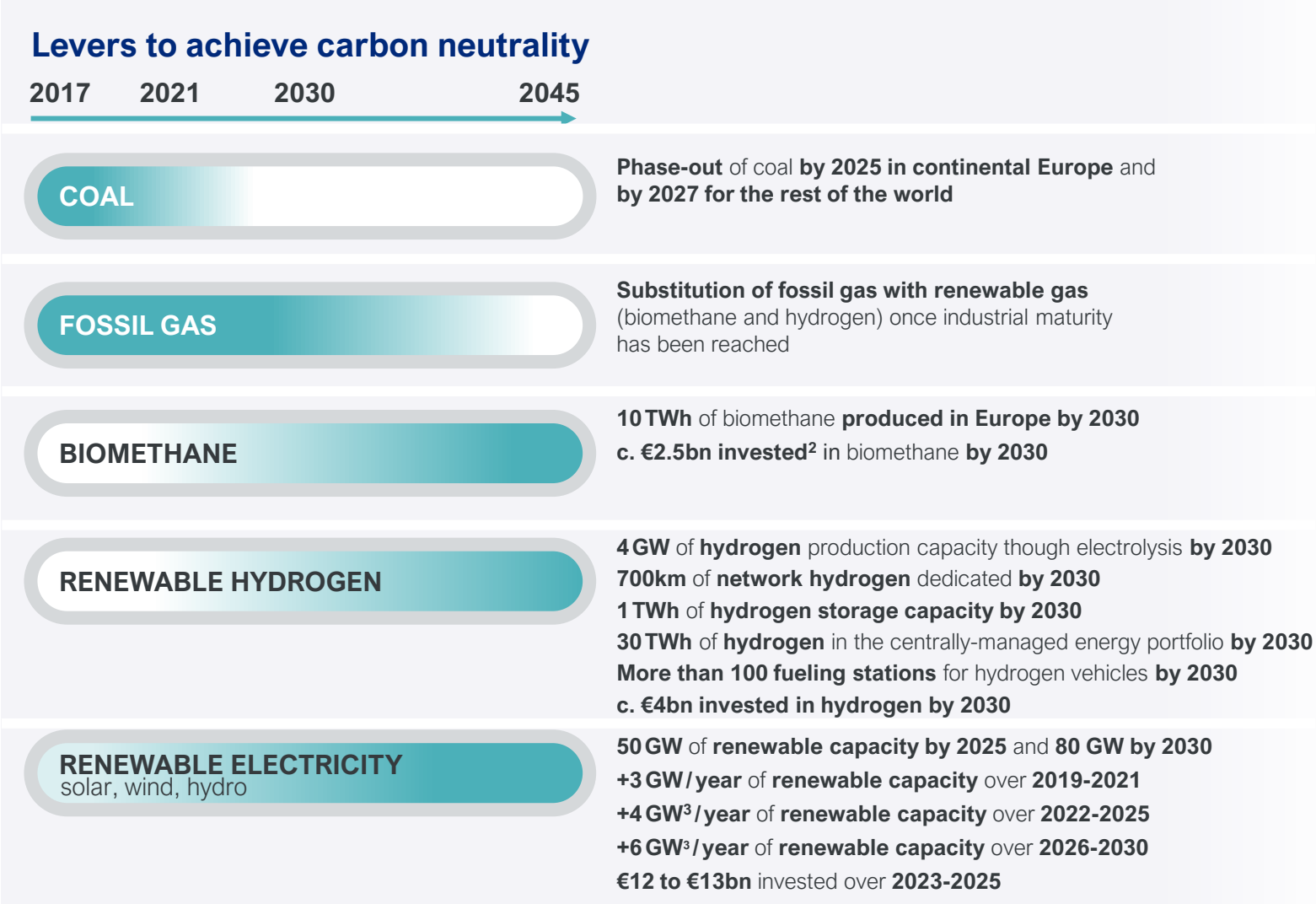
- Oversees the incorporation of ethics into the Group’s strategy, management and practices
- Recommends ethics and compliance policies and procedures, and supports their implementation at every level of the Group
  - Ensures that ethical risks are mapped so as to take the specific nature of the Group’s activities into account
- Coordinates the implementation of the Group’s vigilance plan and deals with whistleblower reports arising under the Group procedure it manages

Ethics and Compliance Network

Due Diligence Office

Privacy Network

# LEVERS TO ACHIEVE CARBON NEUTRALITY



1. Multiplied by 4 by 2035 according to the IEA in its Net Zero Emissions scenario

2. Investments in networks for biomethane connection

3. On average

# ENGIE'S PURPOSE ALIGNING FINANCIAL AND NON FINANCIAL PERFORMANCE

## Planet

Respecting planetary limits by acting in particular for the Paris Agreement

| Tier 1 objectives                                                                             | 2020 | 2021* | 2022* | Objective 2030 |
|-----------------------------------------------------------------------------------------------|------|-------|-------|----------------|
| GHG emissions related to energy production (Scope 1 and 3) (MtCO <sub>2</sub> eq)             | 67.5 | 65.2  | 59.5  | 43             |
| GHG emissions from the use of sold products (MtCO <sub>2</sub> eq)                            | 61.5 | 65.6  | 61.3  | 52             |
| Share of renewable electricity capacities (%)                                                 | 31%  | 34%   | 38%   | 58%            |
| Avoided GHG emissions by our products and services (MtCO <sub>2</sub> eq)                     | 21   | 26.5  | 28.2  | 45             |
| Share of top 250 preferred suppliers (excluding energy purchase) certified or aligned SBT (%) | 15%  | 20%   | 23%   | 100%           |



## People

Building a new and more inclusive world of energy together

| Tier 1 objectives                                                                                          | 2020 | 2021* | 2022* | Objective 2030 |
|------------------------------------------------------------------------------------------------------------|------|-------|-------|----------------|
| Lost time injury frequency rate for Group employees and subcontractor employees on controlled-access sites | 2.7  | 2.5   | 2.0   | 2.3            |
| Percentage of women in Group management (%)                                                                | 24%  | 29%   | 30%   | 40%-60%        |
| W/M pay equity                                                                                             | -    | -     | 1.73% | <2%            |



## Profit

Ensuring responsible performance shared between employees, shareholders and stakeholders

|                                   | 2020     | 2021     | 2022              | Objective              |
|-----------------------------------|----------|----------|-------------------|------------------------|
| Economic net debt to EBITDA ratio | 4.0x     | 3.6x     | 2.8x <sup>1</sup> | below or equal to 4.0x |
| Dividend policy payout ratio      | 75%      | 66%      | 65%               | 65-75%                 |
| Guidance NRIs (€bn)               | Achieved | Achieved | Achieved          | objective per year     |



<sup>1</sup> As published in February 2023

\*EQUANS excluded

### ENGIE's contribution to the Sustainable Development Goals:

■ Key contribution

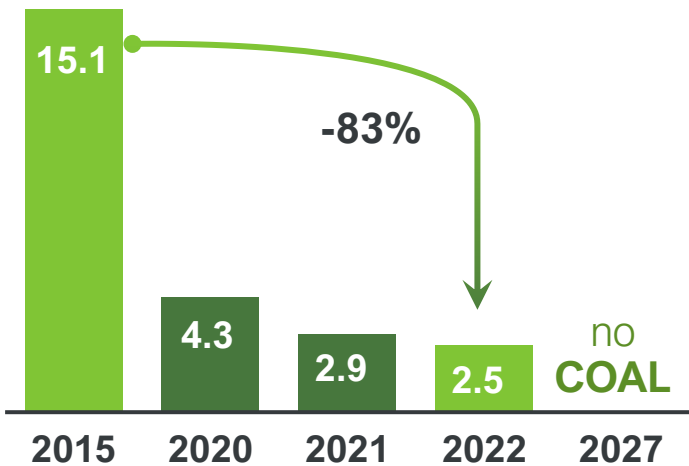
■ Relevant contribution via Tier 2 objectives

# COMMITMENT TO PHASE OUT COAL BY 2025 IN CONTINENTAL EUROPE AND 2027 GLOBALLY

Merit order for a **‘just transition’** that benefits all stakeholders

- 1. Closing
- 2. Conversion
- 3. Disposal

Coal power generation  
(GW@100%)



### 2022 achievements

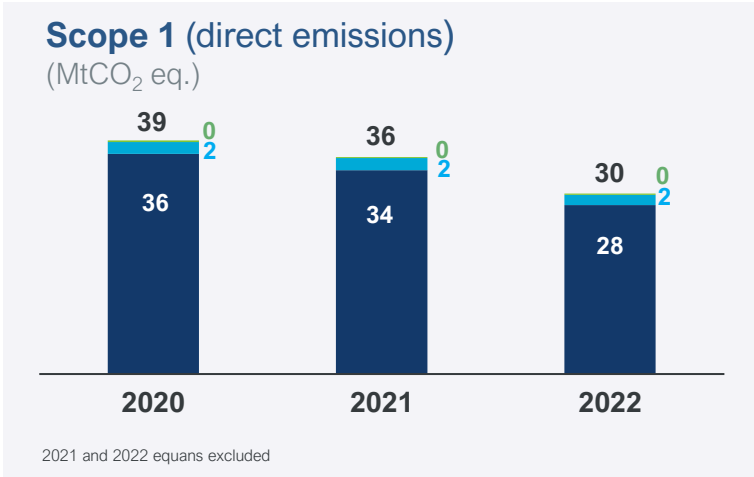
3 coal power plant units closed

- **Chile - Tocopilla unit 14**  
0.1 GW – closed
- **Chile - Tocopilla unit 15**  
0.1 GW – closed
- **Peru- ILO 21**  
0.1 GW – closed

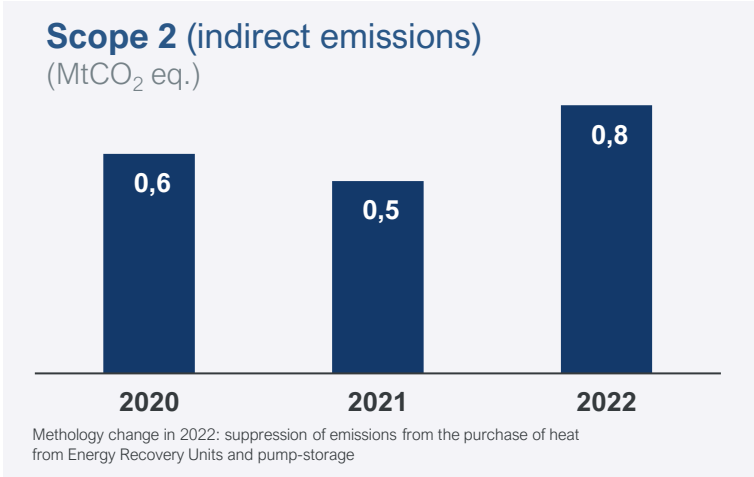
1 coal power plant exited

- **Brazil – Pampa Sul**  
0.3 GW sold (process to be completed in 2023)  
Sale of the asset conducive to ensuring the gradual transition of the regional economy, reducing potential local socioeconomic impacts when compared to a process of operational decommissioning

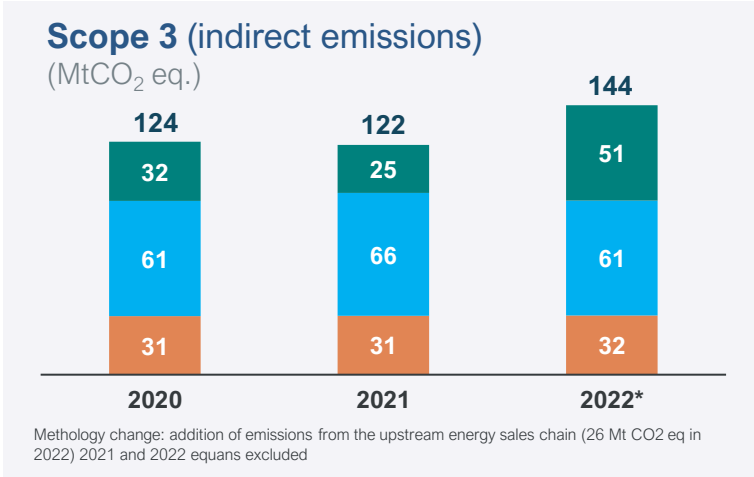
# -25% OF TOTAL GHG EMISSIONS SINCE 2017



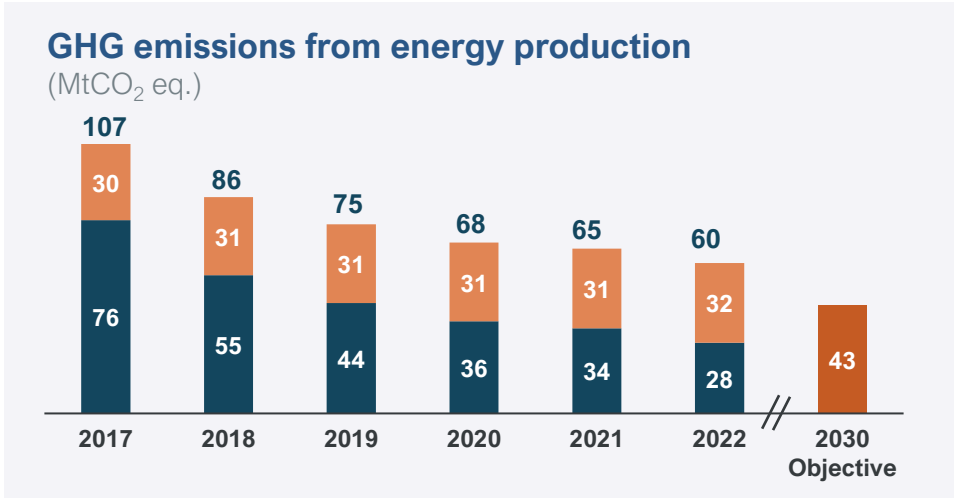
- Energy production (controlled assets)
- Gas networks
- Other Scope 1 categories



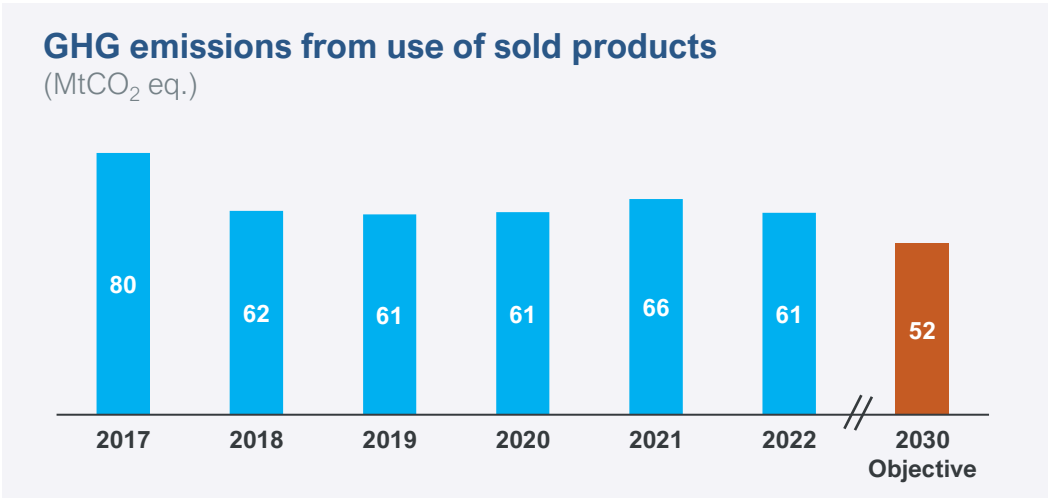
- Consumption of electricity, steam, heating or cooling



- Energy production (non controlled assets)
- Use of sold products
- Other Scope 3 categories



- Emissions Scope 3
- Emissions Scope 1



- Use of products sold

# ADAPTING TO CLIMATE CHANGE



## Scenario Analysis

Partnership with IPSL (Institut Pierre Simon Laplace) to modelize 2030 and 2050 climatic events

Analysis performed on medium and high global warming trajectories (RCP4.5 and RCP8.5)

Study based on our main production technologies and mapping of the evolution of their performance due to climate change

## Impact assessment

Assessment of the impact of climate change on production of energy, demand of energy as well as the integrity of assets and employees due to extreme climate events.

3 new risks to be studied in 2023 in addition to the 4 initial ones studied in 2022 :



Heatwave



Water stress



Flood



Extreme wind event

New



Landslides



Wildfires



River Temperatures

## Operational Preparedness

Identification of ENGIE sites with high vulnerability to climate change

Current build up of Group adaptation plans to reduce vulnerability to climate change

# STRONG COMMITMENT AND CONCRETE ACTIONS IN FAVOR OF SOCIAL IMPROVEMENT

Diversity

Maintain vigilance on gender pay equity

- Groupe ENGIE : 1,7 %
- Target 2030: < 2 %

Strong commitment on gender Diversity

- 30%<sup>1</sup> of women in management (vs 29% in 2021)
- 31% women managers recruited
- Target 2030: between 40 and 60% of women in management

Engie is recognized among the largest companies in France, Europe and the world in terms of efforts on gender diversity, as shown by the results below :

- 10th in the list of Women in Leadership Led by the Ministry Responsible for Equality between Women and Men (out of 120 SBF companies).
- Nominated at the 2023 Bloomberg Gender Equality index for the second consecutive year among 484 internationally recognized companies.
- 47<sup>th</sup> in the European Gender Diversity Index Report 2021 issued by European Women on Boards- EWOB (out of 668 European companies evaluated) and 7<sup>th</sup> among French companies

Afnor diversity label



Hiring, Training, Engagement

Apprenticeship

- ~ 7,7% of apprentices in France
- Target 2030: 10% of apprentices in workforce in France
- ENGIE's "Apprenticeship training center" dedicated to energy transition and climate businesses, count more than 200 young trainees since its creation.

Training

- ~84%<sup>1</sup> of employees trained
- Target 2030: 100%

Employee commitment<sup>2</sup>

- 86%<sup>1</sup> would recommend ENGIE as a good place to work (+3pts vs. 2021)
- 86% fully committed (+1pt vs.2021)

1. 2022 figures  
2. ENGIE INTERNAL SURVEY

# ENGIE COMMITTED TO HEALTH & SAFETY



## Health & Safety

### Safety

- **Our ambition: 0 serious or fatal injuries**
- **Assessment** by an external expert company of the Group Health & Safety management and culture in particular for prevention of serious and fatal accidents
- Definition of « **ENGIE One Safety** » **holistic transformation plan** based on its recommendations and return of experience
- **Lost Time Injury Frequency Rate = 2.0** compared to 2.5 in 2021 (2030 target: 2.3)

### Well-being at work

- “No mind at risk” program
- Deployment of 9 commitments for wellbeing at work

## ENGIE One Safety

### Domains covered by the new transformation plan

- Strengthening the **culture** of all people working for ENGIE
- Adaptation of Health & Safety **governance** and organization
- Revision of **ENGIE rules**
- Reorganization of internal **Health & Safety audits**
- Strengthening of the **Health & Safety functional line**
- Strengthening the management of **subcontractors** and the management of **construction or dismantling projects**
- Launching of a **communication** and **change management** plan

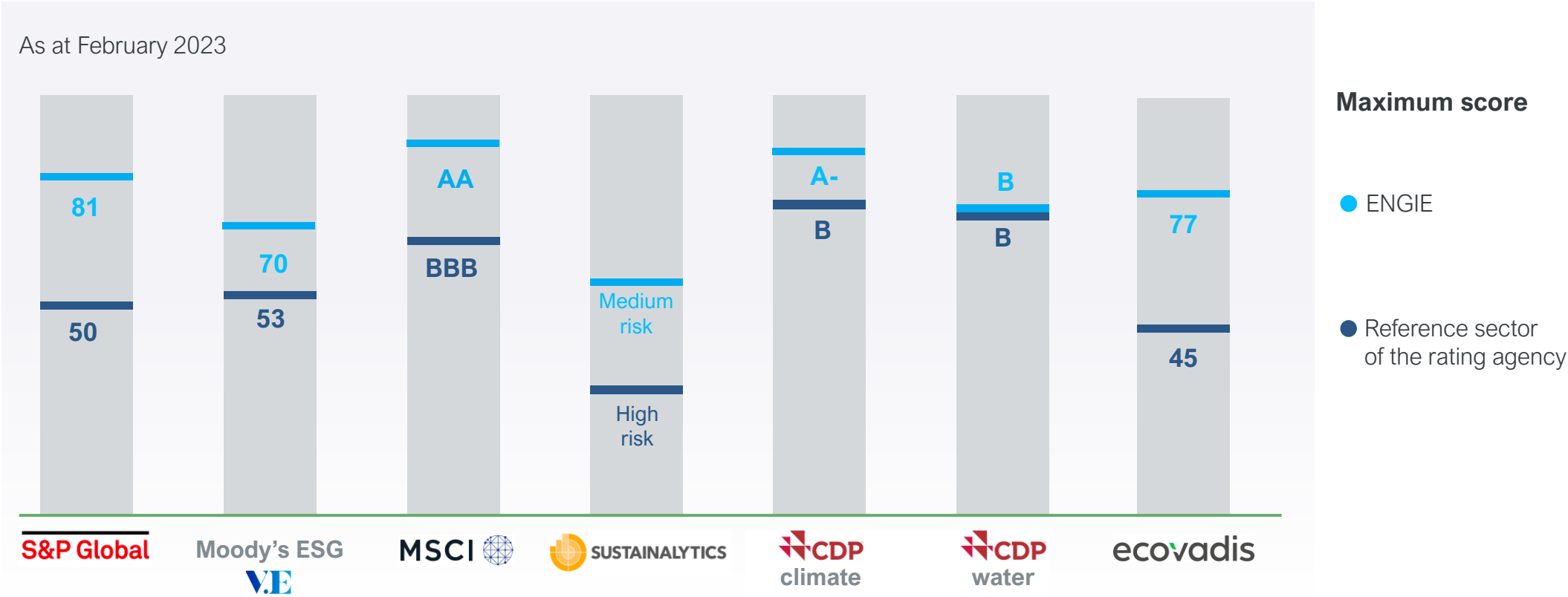
## Some major Achievements

- Adaptation of Health & Safety **governance**, up to Group Executive Committee
- Definition of a **new set of indicators** to monitor more closely the prevention of serious and fatal accidents
- Testing at 7 pilot sites of a **new training and coaching program** for all operational managers (deployment to other Group entities in 2023)
- **Strengthening of ENGIE rules** on management of serious and potentially serious accidents, on compliance with Life Saving Rules, on promotion of a just and fair culture
- Revision of the **internal Health & Safety audit system**, now focused on the prevention of serious and fatal accidents
- Deployment of a **new communication campaign** "Never compromise on safety"

# ENGIE INDEXES AND ESG RATINGS

The Group is listed on the Paris and Brussels stock exchanges (ENGI) and is represented in the main financial indices (CAC 40, Euronext 100, FTSE Euro 100, MSCI Europe) and non-financial indices (DJSI World, Euronext Vigeo Eiris - Europe 120/ France 20, MSCI EMU ESG screened, MSCI EUROPE ESG Universal Select, Stoxx Europe 600 ESG-X)

## ESG ratings



# EUROPEAN TAXONOMY

## Eligible activities & results on Turnover and Opex

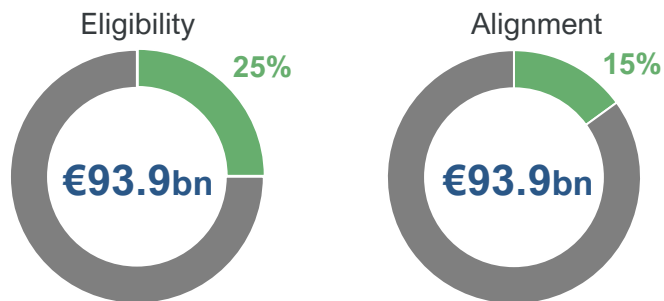
### Main eligible activities:

- Renewables (green energy production)
- Energy Solutions (heating production and distribution, energy efficiency services)
- Thermal GBUs (electricity storage, electricity generation from natural gas).
- Gas networks activities for the part of green gas transported

**Energy supply and trading activities are not considered eligible**

**To be taxonomy aligned, an activity must contribute significantly to climate change mitigation or climate change adaptation (technic criteria to be respected), do not significantly harm one of the 4 other objectives\* and meet minimum safeguard.**

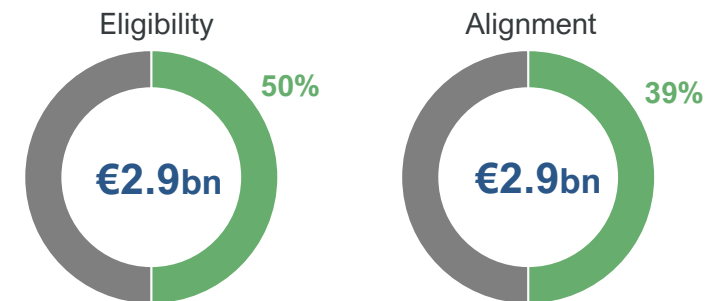
### Turnover Taxonomy 2022



- Eligible/Aligned for taxonomy
- Not covered by taxonomy

- Low eligible turnover (25%) due to the weight of trading activities and energy supply.
- Low aligned turnover (15%) due to the weight of Thermal & Supply activities eligible but not aligned.

### Opex<sup>1</sup> Taxonomy 2022



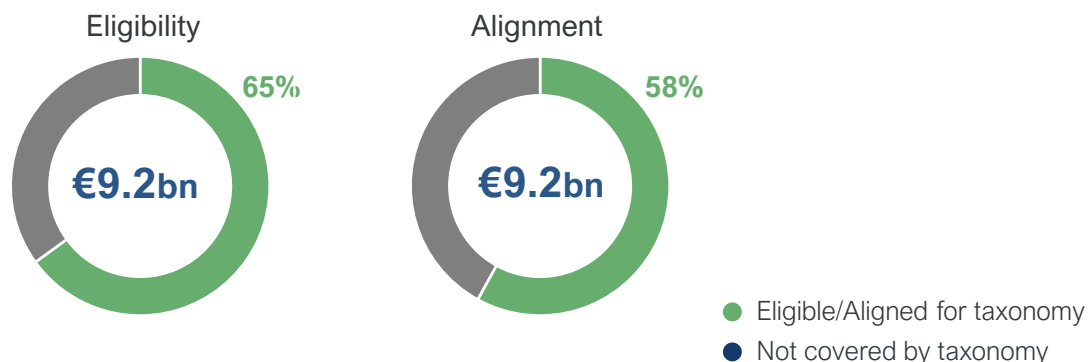
- Opex eligible at 50% due to purchases for Renewables, Energy Solutions and Thermal GBUs.
- Opex aligned at 39% as Thermal GBU's activities are eligible but not aligned.

\* Do Not Significantly Harm Criteria (DNSH) : Protection of ecosystems, Pollution control, Transition to a circular economy, Protection of water and marine resources

1. Opex includes direct non-capitalized costs that relate to research and development, building renovation measures, short-term lease, maintenance and repair, and any other expenditures relating to the day-to-day servicing of assets on property, plant and equipment + lease costs

# GROWTH CAPEX 68% ALIGNED, THANKS TO GROUP'S DEVELOPMENT STRATEGY

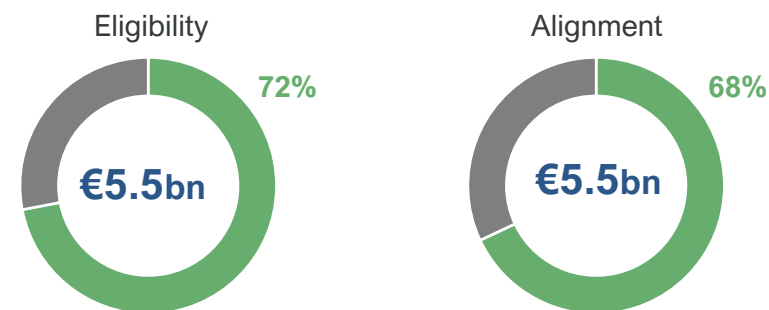
## Capex<sup>1</sup> Taxonomy 2022



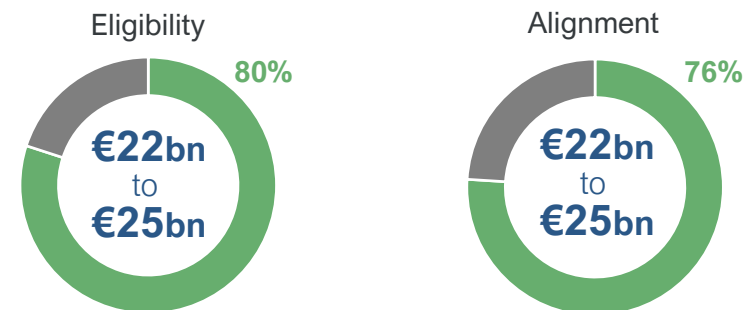
More than 50% of Capex (maintenance & growth) eligible and aligned in 2022 thanks to Renewables (>90% eligible and aligned), Energy Solutions (>60% eligible and aligned) and Thermal & Supply (52% eligible) activities.

5% of Capex is eligible and aligned for the Networks GBU (€0.3bn out of €2.2 bn) but is expected to progress thanks to the development of green gases in gas networks.

## Growth Capex 2022



## Growth Capex plan 2023-2025<sup>2</sup>



1. Capex indicator for Taxonomy does not include financial investments in entities consolidated using the equity method, as well as disposals of DBSO/DBOO Partnerships.

2. Capex plan 2023-2025 for Taxonomy: 67% eligible and 62% aligned.

# COMMITTED TO INCREASE GROUP FINANCING THROUGH SUSTAINABLE FINANCE INSTRUMENTS



A pioneer & leader  
on the Green Bond market

with **€17.65bn<sup>1</sup>**  
of green bonds issued since 2014

ESG related bonds' share of outstanding bond  
financing expected to climb further **over the next  
10 years to reach more than 70%**

**€9bn**

of Sustainability-linked Revolving Credit Facility.  
Margin indexed on two climate KPIs

**€3bn**

of Green Project Finance  
(not financed by the Group's Green bonds)

**21,100**

employees invested in solidarity fund  
*Rassembleurs d'énergies*

**~80%**

of assets funding pension liability  
invested with asset managers  
signatories of UN PRI

**€4.4bn**

of assets financing  
French pension and nuclear liabilities  
are managed with **ESG exclusion criteria**

Adherence to the  
B Team principles

**THE B TEAM**

Responsible taxation recognized by the  
World Benchmarking Alliance

**100%**

of Money Market funds invested  
by Group's treasury with ESG  
investment screening

<sup>1</sup> Feb 2023

# DISCLAIMER

## Important Notice

The figures presented here are those customarily used and communicated to the markets by ENGIE. This message includes forward-looking information and statements. Such statements include financial projections and estimates, the assumptions on which they are based, as well as statements about projects, objectives and expectations regarding future operations, profits, or services, or future performance. Although ENGIE management believes that these forward-looking statements are reasonable, investors and ENGIE shareholders should be aware that such forward-looking information and statements are subject to many risks and uncertainties that are generally difficult to predict and beyond the control of ENGIE and may cause results and developments to differ significantly from those expressed, implied or predicted in the forward-looking statements or information. Such risks include those explained or identified in the public documents filed by ENGIE with the French Financial Markets Authority (AMF), including those listed in the “Risk Factors” section of the ENGIE (ex GDF SUEZ) Universal Registration Document filed with the AMF on March 09, 2022 (under number D.22-079). Investors and ENGIE shareholders should note that if some or all of these risks are realized, they may have a significant unfavourable impact on ENGIE.