



Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022

Addendum to Notice of Meeting



The Company has published, in the *Bulletin des Annonces Légales Obligatoires* (Bulletin of Mandatory Legal Announcements or BALO) no. 21 of February 18, 2022, the notice of meeting for the Ordinary and Extraordinary Shareholders' Meeting that is to take place on April 21, 2022.

Exercising the right set out in Articles L.225-105 and R.225-71 of the French Commercial Code, the Supervisory Board of the Link France mutual fund, 1-2 Place Samuel de Champlain, 92930 Paris La Défense, France, sent to the Company via email on March 10, 2022 a request of inclusion of additional resolutions.

Pursuant to Article R.225-74 of the French Commercial Code, the Chairman of the Board of Directors acknowledged receipt of these draft resolutions by email on March 14, 2022.

At its meeting on March 17, 2022, the Board of Directors added to the agenda for the Shareholders' Meeting scheduled to take place on April 21, 2022, **two draft resolutions** submitted by the Link France mutual fund (FCPE): one as alternative, and the other one as addition to draft resolution 3, as presented by the Board of Directors.

The two draft resolutions below, **which have not been approved by the Board of Directors**, are referred to as **Resolution A and Resolution B**. If draft resolution 3, as proposed by the Board of Directors, is adopted, **Resolution A** (which is an alternative resolution) will be automatically considered rejected.

Resolutions not approved by the Board of Directors

Resolution A (to amend draft resolution 3) *Appropriation of net income and declaration for fiscal year 2021*

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, records that the net profit for the year ending December 31, 2021, is €1,780,492,199.

On the recommendation of the Board of Directors, the Shareholders' Meeting resolves to allocate the net profit for the year to Retained Earnings.

Against a backdrop of uncertainty regarding our relationship with Russia, and given our significant exposure on the Russian market and the closure of the Nord Stream 2 pipeline, the Shareholders' Meeting wants to protect the Group, ensure its long-term sustainability and quickly develop new markets.

In this extraordinary context, it is the Shareholders' Meeting's belief that the dividend should not exceed 30% of net income, Group share.

As a result, given the positive yet structural 2021 results, and to ensure that the Group remains fully able to protect and develop its business, in terms of investment, human resources, and research and development, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, has decided to distribute dividends not exceeding €1,098,337,572 for fiscal year 2021.

Accordingly, the Shareholders' Meeting has set the dividend for fiscal year 2021 at €0.45 per share.

Pursuant to applicable law, the Shareholders' Meeting duly notes that the dividend payouts for the three previous fiscal years are as follows:

Fiscal year	Number of shares carrying dividend rights <i>(in millions of euros)</i>	Amounts paid out <i>(overall amount)</i> <i>(in millions of euros)</i>	Net dividend <i>(amount per share)</i> <i>(in euros)</i>
2018 ⁽¹⁾	2,413 ⁽²⁾	2,743	1.12 ⁽⁵⁾
2019	0	0	0 ⁽³⁾
2020 ⁽¹⁾	2,413 ⁽⁴⁾	1,291	0.53

(1) In accordance with the requirements of Article 243-bis of the General Tax Code, dividends paid out for the years ended December 31, 2018 and December 31, 2020 were eligible for the overall rate of 30% (i.e. 12.8% for income tax and 17.2% for social security contributions), unless shareholders opted for the progressive income tax scale, giving entitlement to the proportional 40% deduction provided for in Article 158, paragraph 3(2) of the French General Tax Code.

(2) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2018 in May 2019. It is notably comparable to the number at the time of payment of the interim dividend in 2018.

(3) Due to the global health crisis related to the Covid-19 epidemic, the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 decided not to distribute a dividend for fiscal year 2019.

(4) This number corresponds to shares carrying dividend rights at the time of payment of the dividend for 2020 in May 2021.

(5) The ordinary dividend for fiscal year 2018 was set at €0.75 per share, to which was added an extraordinary dividend of €0.37 per share. Given the payment of an interim dividend of €0.37 per share on October 12, 2018, a remainder of €0.75 per share was paid on May 23, 2019. From 2020 onward, the annual dividend was paid in one lump sum.

Resolution B (to supplement draft resolution 3)

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, records that the net profit for the year ending December 31, 2021, is €1,780,492,199.

On the recommendation of the Board of Directors, the Shareholders' Meeting resolves to allocate the net profit for the year to Retained Earnings.

The Shareholders' Meeting sets the total dividend for fiscal year 2021 at €2,093,056,000 ⁽¹⁾⁽²⁾ of which €1,690,933,159 is deducted from Retained Earnings, €8,345,265

from Other Reserves and €393,777,576 from Merger Premium. Accordingly, the Shareholders' Meeting sets the dividend for fiscal year 2021 at €0.85 per share.

Furthermore, the Shareholders' Meeting wants the Group to increase investments significantly, particularly in renewable energies, where ENGIE is a far smaller player than the European giants. To achieve this objective, while at the same time providing visibility on the dividend, the Shareholders' Meeting has set the dividend for fiscal years 2023 and 2024 at between 40% and 60% of net income, Group share.

(1) Including the increased dividend

(2) On the basis of the number of shares comprising the share capital as at December 31, 2020, i.e. a total of 2,435,285,011 shares, including 271,338,121 registered shares as at December 31, 2020, entitling the bearers to a 10% increase in the dividend after application of the cap of 0.5% of the share capital per shareholder. February 18, 2022 BULLETIN OF MANDATORY LEGAL ANNOUNCEMENTS Bulletin no. 21 2200292 Page 3 Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend, i.e. €0.085 per share, will be allocated to shares that have been held in registered form for at least two years as at December 31, 2021, and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of April 27, 2022. This increase shall not apply to a number of shares representing more than 0.5% of the share capital held by the same individual shareholder. When the dividend is paid out, the dividend corresponding to the treasury stock held by the Company

will be allocated to Other Reserves. Similarly, if any registered shares entitling the bearers to the increased dividend as at December 31, 2021 cease to qualify as registered shares between January 1, 2022 and April 27, 2022, the amount of the increase in the dividend corresponding to these shares will be allocated to Other Reserves. The dividend to be paid and the increase of 10% in the dividend for eligible shares will be detached on April 25, 2022 and paid out in cash on April 27, 2022. In accordance with the requirements of Article 243-bis of the General Tax Code, shareholders are informed that, under the conditions defined by the laws and regulations in force, the entire gross amount of this dividend is subject to a single flat-rate deduction at the overall rate of 30% (i.e. 12.8% for income tax and 17.2% for social security contributions), unless shareholders opt expressly and irrevocably for the progressive income tax scale, which in this case would apply to all their capital income received in 2022. If shareholders opt for the progressive scale, they will be entitled to the proportional 40% deduction provided for in Article 158, paragraph 3(2) of the General Tax Code. This regime applies to individuals who are resident in France for tax purposes.
