



**THIRD SUPPLEMENT DATED 19 APRIL 2022
TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS
DATED 29 APRIL 2021
OF ENGIE**

(incorporated with limited liability in the Republic of France) as Issuer

€25,000,000,000 Euro Medium Term Note Programme

This third supplement (the “**Third Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 29 April 2021 (the “**Base Prospectus**”) prepared in relation to the €25,000,000,000 Euro Medium Term Note Programme of ENGIE (the “**Programme**”), the first supplement to the Base Prospectus dated 1 June 2021 (the “**First Supplement**”) and the second supplement to the Base Prospectus dated 29 September 2021 (the “**Second Supplement**”). The Base Prospectus as supplemented (including by this Third Supplement) constitutes a base prospectus for the purpose of Article 8 of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted approval number n°21-124 on 29 April 2021 to the Base Prospectus, approval number n°21-197 on 1 June 2021 to the First Supplement and approval number n°21-422 on 29 September 2021 to the Second Supplement.

This Third Supplement has been approved by the AMF in France in its capacity as competent authority pursuant to the Prospectus Regulation. The AMF only approves this Third Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes which are the subject of this Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes. This Third Supplement constitutes a supplement to the Base Prospectus, and has been prepared for the purpose of Article 23 of the Prospectus Regulation.

Terms defined in the Base Prospectus have the same meaning when used in the Third Supplement.

This Third Supplement has been prepared for the purposes of (i) incorporating by reference the 2021 universal registration document of the Issuer (the “**2021 ENGIE Universal Registration Document**”) and (ii) updating “Risk Factors”, “Documents on Display”, “Recent Developments” and “General Information” sections of the Base Prospectus, as supplemented.

Save as disclosed in this Third Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus, as supplemented, that could significantly and negatively affect the assessment of the Notes. To the extent that there is any inconsistency between (a) any statements in this Third Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, as supplemented, the statements in the Third Supplement will prevail.

Copies of this Third Supplement (a) will be available on the website of the AMF (www.amf-france.org), and (b) will be available on the website of the Issuer (www.engie.com). A printed copy of this Third Supplement may also be obtained, free of charge, at the registered office of the Issuer during normal business hours.

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INTRODUCTION

The seventeenth paragraph of the Introduction on page 5 of the Base Prospectus, as supplemented, shall be replaced by the following:

“The consolidated financial statements of ENGIE for the years ended 31 December 2021, 31 December 2020 and 31 December 2019 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and endorsed by the European Union.”

RISK FACTORS

The subsection 1 “Risk Factors Relating to the Issuer and its Operations” of the section “Risk Factors” on page 16 of the Base Prospectus, as supplemented, shall be replaced by the following:

“The risk factors relating to the Issuer and its activities are set out on pages 41 to 65 of the 2021 ENGIE Universal Registration Document which is incorporated by reference herein (as defined in Section “*Documents Incorporated by Reference*” of this Base Prospectus). These risks include:

- Political and regulatory risks
 - Risk of change in the regulatory framework and of the amount of provisions set aside for the decommissioning of Belgian nuclear power plants and the management of spent fuel
 - Risk of a downward trend in the return on gas distribution, transmission, storage and regasification assets in France
 - Risk of State intervention to protect end-consumers from the surge in energy prices
 - Risk of invalidation of the decision already granted to extend the operating life of the Doel 1 and 2 and Tihange 1 nuclear units in Belgium
 - Risk of changes in regulations in Brazil in various business sectors (electricity production and sales, transportation of gas), including changes in taxes
 - Country risk (changes in regulation, sovereign default, convertibility, expropriation, acts of war or terrorism, etc.)
 - Risk associated with renewal of hydraulic concessions in France
 - Risk of disagreement with the Australian regulator over the conditions for rehabilitating the Hazelwood coal mine
- Risks deriving from climate and environmental issues
 - Position of gas in the French energy mix
 - Risk of climate change affecting energy demand and generation
- Economic and competitive risks
 - Increased competition risk in energy sales and services, with an effect on margins
 - Risk of decrease in revenues from power plants in the Gulf when long-term contracts expire
- Financial risks
 - Commodities market risk
 - Foreign exchange risk (translational, transactional, conversion)
 - Tax risk
 - Pension funding risk
 - Counterparty risk
 - Risk on the return on the amount of provisions invested by Synatom towards nuclear decommissioning and the management of spent fuel
- Industrial risks
 - Risks of industrial accident
 - Risk of increase in the cost of processing and storage of various categories of radioactive waste in accordance with the technical requirements of ONDRAF
 - Risk of unavailability of one or more nuclear units for technical, security or nuclear safety reasons

- Nuclear safety and security
- Other operational risks
 - Cybersecurity
 - Risk relating to major projects
 - Acquisition and integration
 - Supply chain risk in the renewable energy sector
 - Risk of malicious acts on tangible and intangible assets
- Social and societal risks
 - Risks related to human resources
 - Ethical risks
 - Reputational risk
 - Security of people (terrorism, crime, social protest, etc.)
 - Risks associated with health and safety at work (including psychosocial risks/wellbeing at work)”

DOCUMENTS ON DISPLAY

The section entitled “Documents on Display” on page 29 of the Base Prospectus, as supplemented, shall be replaced by the following:

“DOCUMENTS ON DISPLAY

1. For the period of twelve (12) months following the date of approval by the AMF of this Base Prospectus, the following documents will be available on the website of the Issuer (www.engie.com):
 - (i) the form of Guarantee;
 - (ii) the constitutive documents of ENGIE;
 - (iii) the 2019 ENGIE Universal Registration Document;
 - (iv) the 2020 ENGIE Universal Registration Document;
 - (v) the 2021 ENGIE Universal Registration Document;
 - (vi) each Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market in the European Economic Area or listed on any other stock exchange (save that Final Terms relating to Notes which are (i) neither admitted to trading on a Regulated Market in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Regulation (ii) nor listed on any other stock exchange, will only be available for inspection by a holder of such Notes and such holder must produce evidence satisfactory to the Issuer and the relevant Paying Agent as to its holding and identity);
 - (vii) a copy of this Base Prospectus together with any supplement to this Base Prospectus or restated Base Prospectus and any document incorporated by reference; and
 - (viii) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus in respect of each issue of Notes.
2. The following documents will be available, if relevant, (a) on the website of the AMF (www.amf-france.org) and (b) on the website of the Issuer (www.engie.com):
 - (i) the Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market;
 - (ii) this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus; and
 - (iii) the documents incorporated by reference into this Base Prospectus.

A printed copy of the documents listed above may also be obtained, free of charge, at the registered office of the Issuer during normal business hours.”

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled “Documents Incorporated by Reference” on pages 30 to 35 of the Base Prospectus, as supplemented, shall be replaced by the following:

“DOCUMENTS INCORPORATED BY REFERENCE

This Base Prospectus should be read and construed in conjunction with the sections referred to in the tables below included in the following documents:

- (1) the sections referred to in the table below which are extracted from the 2021 universal registration document in English language which is the translation of the French language *Document d’enregistrement universel 2021* of ENGIE which was filed under no. D. 22-079 with the AMF on 9 March 2022. Such document is referred to in the Prospectus as the “**2021 ENGIE Universal Registration Document**”. Any reference in the Prospectus or in the information incorporated by reference to the 2021 ENGIE Universal Registration Document will be deemed to include those sections only;

https://www.engie.com/sites/default/files/assets/documents/2022-03/ENGIE%20DEU%202021%20VA%20%281%29_8.pdf

- (2) the sections referred to in the table below which are extracted from the 2020 universal registration document in English language which is the translation of the French language *Document d’enregistrement universel 2020* of ENGIE which was filed under no. D. 21-142 with the AMF on 17 March 2021. Such document is referred to in the Prospectus as the “**2020 ENGIE Universal Registration Document**”. Any reference in the Prospectus or in the information incorporated by reference to the 2020 ENGIE Universal Registration Document will be deemed to include those sections only;

https://www.engie.com/sites/default/files/assets/documents/2021-03/ENGIE_URD_2020_0.pdf

- (3) the sections referred to in the table below which are extracted from the 2019 universal registration document in English language which is the translation of the French language *Document d’enregistrement universel 2019* of ENGIE which was filed under no. D. 20-141 with the AMF on 18 March 2020. Such document is referred to in the Prospectus as the “**2019 ENGIE Universal Registration Document**”. Any reference in the Prospectus or in the information incorporated by reference to the 2019 ENGIE Universal Registration Document will be deemed to include those sections only; and

https://www.engie.com/sites/default/files/assets/documents/2020-03/DDR%20VA_2019.pdf

- (4) the terms and conditions included in the base prospectuses referred to in the table below;

<https://www.engie.com/sites/default/files/assets/documents/2020-01/engie-base%20prospectus-dated-23-december-2019.pdf>

<https://www.engie.com/sites/default/files/assets/documents/2019-12/engie-base-prospectus-dated-13-december-2018.pdf>

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2017-10-16%20%28AMF%29_compressed.pdf

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2016-10-11%20%28AMF%29_compressed.pdf

<https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2015-10-08%20%28AMF%29.pdf>

<https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2014-10-02%20%28AMF%29.pdf>

<https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2012-09-12%20%28AMF%29.pdf>

save that any statement contained in this Base Prospectus or in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement

contained in any document which is subsequently incorporated by reference herein by way of a supplement prepared in accordance with article 23 of the Prospectus Regulation modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Any reference in the Base Prospectus to the 2019 ENGIE Universal Registration Document, the 2020 ENGIE Universal Registration Document and the 2021 ENGIE Universal Registration Document shall be deemed to include only the sections mentioned in the table below.

Any information not listed in the cross-reference tables below but included in the documents incorporated by reference are either not relevant for the investor or covered elsewhere in the Base Prospectus.

Furthermore, no information in the website of the Issuer (www.engie.com) nor the website itself forms any part of this Base Prospectus unless that information is incorporated by reference into the Base Prospectus.

ANNEX 7 OF THE COMMISSION DELEGATED REGULATION 2019/980

Annex 7 Article No.	Narrative	Page/Ref No.
3	Risk Factors	2021 ENGIE Universal Registration Document pages 41 to 65
4	Information about the Issuer	
4.1	History and development of the Issuer	2021 ENGIE Universal Registration Document pages 8 to 9
4.1.1	The legal and commercial name of the Issuer	2021 ENGIE Universal Registration Document page 400
4.1.2	The place of registration of the issuer, its registration number and legal entity identifier ('LEI').	2021 ENGIE Universal Registration Document page 400
4.1.3	The date of incorporation and the length of life of the issuer, except where the period is indefinite.	2021 ENGIE Universal Registration Document page 400
4.1.4	The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	2021 ENGIE Universal Registration Document page 400
5	Business Overview	
5.1	Principal activities	
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.	2021 ENGIE Universal Registration Document pages 20 to 34
5.1.2	The basis for any statement made by the issuer regarding its competitive position.	2021 ENGIE Universal Registration Document page 8
6	Organisational structure	
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	2021 ENGIE Universal Registration Document pages 9 to 10
9	Administrative, Management and Supervisory Bodies	
9.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:	2021 ENGIE Universal Registration Document pages 130 to 146
	(a) members of the administrative, management or supervisory bodies; and	
	(b) partners with unlimited liability, in the case of a limited partnership with a share capital.	
9.2	Administrative, Management, and Supervisory bodies conflicts of interests	
	Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	2021 ENGIE Universal Registration Document page 147

Annex 7 Article No.	Narrative	Page/Ref No.
10	Major Shareholders	
10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	2021 ENGIE Universal Registration Document pages 186 and to 199 to 200
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	2021 ENGIE Universal Registration Document page 200
11	Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses	
11.1	Historical Financial Information	
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.	2021 ENGIE Universal Registration Document pages 223 to 340 2020 ENGIE Universal Registration Document pages 221 to 327 2019 ENGIE Universal Registration Document pages 217 to 339
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. If Regulation (EC) No 1606/2002 is not applicable the financial statements must be prepared according to: (a) a Member State's national accounting standards for issuers from the EEA as required by Directive 2013/34/ EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. Otherwise the following information must be included in the registration document: (a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; (b) immediately following the historical financial information a narrative description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements.	
	(a) balance sheet;	2021 ENGIE Universal Registration Document page 225 2020 ENGIE Universal Registration Document page 223 2019 ENGIE Universal Registration Document pages 220 to 221

Annex 7 Article No.	Narrative	Page/Ref No.
	(c) income statement;	2021 ENGIE Universal Registration Document page 223 2020 ENGIE Universal Registration Document page 221 2019 ENGIE Universal Registration Document page 218
	(d) cash flow statement; and	2021 ENGIE Universal Registration Document page 228 2020 ENGIE Universal Registration Document page 226 2019 ENGIE Universal Registration Document page 224
	(e) accounting policies and explanatory notes.	2021 ENGIE Universal Registration Document pages 229 to 340 2020 ENGIE Universal Registration Document pages 227 to 327 2019 ENGIE Universal Registration Document pages 225 to 339
11.1.5	Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	2021 ENGIE Universal Registration Document pages 223 to 340 2020 ENGIE Universal Registration Document pages 221 to 327 2019 ENGIE Universal Registration Document pages 217 to 339
11.1.6	Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document	2021 ENGIE Universal Registration Document page 225 2020 ENGIE Universal Registration Document page 223 2019 ENGIE Universal Registration Document pages 220 to 221
11.2	Auditing of historical annual financial information	
11.2.1	The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.	2021 ENGIE Universal Registration Document pages 341 to 346 2020 ENGIE Universal Registration Document pages 328 to 333 2019 ENGIE Universal Registration Document pages 340 to 345
11.2.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	2019 ENGIE Universal Registration Document page 340

Annex 7 Article No.	Narrative	Page/Ref No.
11.3	Legal and arbitration proceedings	
	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	2021 ENGIE Universal Registration Document pages 336 to 339 and 402
12	Material Contracts	
	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	2021 ENGIE Universal Registration Document page 401

The table below sets out the relevant page references for the terms and conditions contained in the base prospectuses of ENGIE relating to the Programme:

Terms and Conditions Incorporated by Reference	Reference
Base Prospectus of ENGIE which received approval n° 19-590 from the AMF on 23 December 2019	Pages 54 to 95
Base Prospectus of ENGIE which received visa n° 18-562 from the AMF on 13 December 2018	Pages 78 to 116
Base Prospectus of ENGIE which received visa n° 17-552 from the AMF on 16 October 2017	Pages 77 to 113
Base Prospectus of ENGIE which received visa n° 16-474 from the AMF on 11 October 2016	Pages 70 to 102
Base Prospectus of ENGIE which received visa n° 15-518 from the AMF on 8 October 2015	Pages 64 to 96
Base Prospectus of ENGIE which received visa n° 14-534 from the AMF on 2 October 2014	Pages 65 to 97
Base Prospectus of GDF SUEZ which received visa n° 12-441 from the AMF on 12 September 2012	Pages 52 to 84"

RECENT DEVELOPMENTS

The section entitled “Recent Developments” on page 109 of the Base Prospectus, as supplemented, shall be completed by the following press releases:

“The following recent developments have been published by ENGIE:

Press release dated 2 March 2022

“Statement on the crisis in Ukraine

The ENGIE Group condemns the invasion of Ukraine and expresses its support for the affected people. ENGIE’s Board of Directors met today and discussed the consequences of these events, which are jeopardizing Ukraine's sovereignty. The Board expressed heartfelt concern in relation to this situation, which is endangering peace in Europe, as well as the lives of civilians. In light of this situation, the Board supports decisions made by the European Union.

All Board directors agree on the following points:

- ENGIE does not engage in any industrial activity in Russia and no investment projects are underway on Russian territory.
- At a time when there are increasing tensions in energy markets, ENGIE will continue to prioritize the security of energy supply to its clients. The Group’s long-term contracts with Gazprom in 2021 represented approximately 20% of ENGIE’s overall gas sales and consumption worldwide.
- Should European sanctions affect Russian supplies – which account for 40% of all European gas needs, across all operators - ENGIE would comply with such decision at all levels. Under these exceptional circumstances, governments and regulatory authorities would have to take measures given significant supply tensions that could be expected for 2022/2023 and the Group would work hand-in-hand with authorities.
- ENGIE has a portfolio of long-term contracts with Norway, the Netherlands, Russia, Algeria and the U.S., which include a share of Liquefied Natural Gas. The Group is seizing all possible opportunities to ensure security of supply.
- Regarding the Nord Stream 2 project, that ENGIE helped finance since April 2017 alongside four other European investors, the Group, as a lender, is exposed to €987million of credit risk which could impact its accounts in the event of Nord Stream 2 filing for insolvency.

This crisis highlights the urgency to speed-up the energy transition in Europe. More than ever, ENGIE is mobilized to progressively support the transition towards an energy mix that is less dependent on natural gas, driven by the development of renewable power production and renewable gases (such as green hydrogen and biomethane).”

“Consequences of Ukrainian Crisis on European Gas Market

The ENGIE Group condemns the invasion of Ukraine and expresses its support for the affected people. ENGIE expresses heartfelt concern in relation to this situation, which is endangering peace in Europe, as well as the lives of civilians.

The European gas market is severely impacted by the crisis in Ukraine, with unprecedented volatility and very high prices. Further disruption could be expected should gas delivery from Russia stop due to the political situation, inter alia in case the EU decides to extend sanctions to commodities like gas. Russia supplies around 40% of Europe’s total gas needs.

ENGIE is working on diversifying its sources of supply by increasing volumes from other European countries and overseas.

Price effects: Most gas is bought and sold at market price, unhedged volumes under fixed-price contracts are insignificant

Volumes are largely exchanged based on market price and unhedged volumes under fixed-price contracts are today insignificant. Most of ENGIE’s gas purchases and sales are at the market price or hedged: to large industrial customers; consumption by its CCGT power plants; sold to B2B and B2C customers, under contracts where the gas price is secured at inception.

ENGIE’s economic exposure to price increase is, by design, limited to shorter-term deliveries which are fixed one month ahead. As such, the current exposure from Gazprom is around 15 TWh and is mainly driven by hedging at the one month ahead price mechanism. Although ENGIE procured 121 TWh from Gazprom under long-term contracts last year, as explained above ENGIE’s price exposure primarily relates to the short-term supply.

Volume effects: in an extreme scenario of no Russian gas supply, authorities would step in to allocate scarcity and normal market mechanisms would not apply

Based on European and national regulations, in such an extreme scenario authorities would step in to allocate scarcity between customers through curtailment based on a pre-determined merit order. Such measures and events would supersede contractual arrangements or constitute force majeure events. These actions could come along with initiatives to stabilize the market, such as a price ceiling.

ENGIE has a strong balance sheet and high liquidity, a strength in the current environment as evidenced by the seamless management of the volatile price environment in 2021. The Group is progressing well on its commitments to plan, and the completion process for the EQUANS transaction also remains on track.

The Group benefits from its diverse and integrated portfolio that contributes to a balanced energymix, which is key to supporting security of supply, affordability and overall system resilience. ENGIE is focused on driving strong growth in renewable energy and the transition to renewable gases.”

“ENGIE announces the successful sale of 9% of GTT’s share capital

- **Sale of 3.33 million GTT shares representing approximately 9% of GTT’s share capital through an accelerated bookbuild offering to institutional investors**
- **ENGIE’s shareholding in GTT will, in case of exchange in full of the outstanding Exchangeable Bonds, be reduced to c. 11% of GTT’s share capital**
- **The disposal is consistent with ENGIE’s enhanced divestment programme for non-core businesses and minority shareholdings, and follows the strategic review for its shareholding in GTT initiated in November 2020 as well as the previous sell-down of 10% of GTT’s share capital in May 2021 and the issuance of Exchangeable Bonds over 10% of GTT’s share capital in June 2021**

ENGIE has completed the sale of 3,330,000 shares of Gaztransport & Technigaz (“GTT”) (the “Shares”) at € 90 per share and raised € 299,700,000 through a private placement to institutional investors executed through an accelerated bookbuild offering process (the “Offering”). On the back of strong oversubscription from institutional investors, ENGIE has decided to increase its sell-down to 3.33 million shares representing approximately 9% of GTT’s share capital.

In case of exchange in full of the outstanding bonds exchangeable into GTT ordinary shares issued by ENGIE in June 2021 (the “Exchangeable Bonds”), ENGIE’s shareholding in GTT will be reduced to approximately 11% of GTT’s share capital.

The Offering follows ENGIE’s announcement on 13 November 2020 of an enhanced divestment programme and initiation of a strategic review of options for its shareholding in GTT, and the subsequent sell-down of 10% of GTT’s shares capital in May 2021 and the issuance of the Exchangeable Bonds in June 2021.

The proceeds of the Offering will be used for the general corporate purposes of ENGIE and to fund future growth.

ENGIE has agreed to a 90-day lock-up for its remaining shares in GTT.

Citigroup Global Markets Europe AG and Morgan Stanley Europe SE acted as Joint Global Coordinators and Joint Bookrunners of the Offering.

Settlement is expected to take place on or around March 28, 2022.”

GENERAL INFORMATION

Paragraph (2) of the section entitled “General Information” on page 109 of the Base Prospectus shall be replaced by the following:

“(2) Consents, Approvals and authorisations

The Issuer has obtained all necessary corporate and other consents, approvals and authorisations in the Republic of France, in connection with the establishment and update of the Programme.

Any issue of Notes by the Issuer under the Programme (to the extent they constitute *obligations*) will be authorised by a resolution of its *Conseil d'Administration* which may delegate its powers within one (1) year from the date of such authorisation to any person. For this purpose, the *Conseil d'Administration* of the Issuer has, on 16 December 2021, delegated its powers to issue up to €10 billion of notes to the *Directrice Générale* for the period from 1 January 2022 to 31 December 2022. All other securities issued under the Programme by the Issuer, to the extent they do not constitute *obligations*, will fall within the general powers of the *Directrice Générale* of the Issuer or any other authorised official acting by delegation.”

Paragraph (3) of the section entitled “General Information” on page 109 of the Base Prospectus shall be replaced by the following:

“(3) Trend information

Save as disclosed in this Base Prospectus, and the information incorporated by reference herein, there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2021.”

Paragraph (4) of the section entitled “General Information” on page 109 of the Base Prospectus, as supplemented, shall be replaced by the following:

“(4) No significant change in the Issuer’s financial position or financial performance

Save as disclosed in this Base Prospectus, as supplemented from time to time, (and in particular in Section “Recent Developments”) and the information incorporated by reference herein, there has been no significant change in the financial position or financial performance of the Issuer and the Group since 31 December 2021.”

Paragraph (8) of the section entitled “General Information” on page 110 of the Base Prospectus, as supplemented, shall be replaced by the following:

“(8) Auditors

Ernst & Young et Autres and Deloitte & Associés (all entities regulated by the *Haut Conseil du Commissariat aux Comptes* and duly authorised as *Commissaires aux comptes*) have audited and rendered audit reports on the consolidated financial statements of the Issuer for the years ended 31 December 2019, 31 December 2020 and 31 December 2021. The French auditors carry out their duties in accordance with the principles of *Compagnie Nationale des Commissaires aux Comptes* and are members of the CNCC professional body.”

**PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN
IN THE THIRD SUPPLEMENT**

I hereby certify that the information contained in this Third Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

ENGIE
1, place Samuel de Champlain
92400 Courbevoie
France

Duly represented by:
Grégoire de Thier
Head of Corporate Funding and Financial Vehicles
authorised signatory, pursuant to the power of attorney dated 28 March 2022
on 19 April 2022



Autorité des marchés financiers

This Third Supplement has been approved on 19 April 2022 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Third Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer described in this Third Supplement.

This Third Supplement obtained the following approval number: n°22-112.