

NOTICE OF MEETING 2023

**ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING**

Wednesday, April 26, 2023 at 2 :30 p.m.

Conference Center
Cité des Sciences et de l'Industrie
30 avenue Corentin Cariou
75019 PARIS



SIMPLE, PRACTICAL AND ECONOMICAL – OPT FOR THE ELECTRONIC NOTICE FOR THE ENGIE SHAREHOLDERS' MEETING

As shareholders holding registered shares, you will shortly receive the documents relating to our next Shareholders' Meetings, including your notice to attend, sent by electronic means.

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Let's act together for a sustainable future!



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Message from the Chairman of the Board of Directors & the Chief Executive Officer

What is your view of the transformations in the global energy landscape?

Jean-Pierre Clamadieu: The outbreak of war in Ukraine triggered an unprecedented situation on the energy markets with the gradual isolation of Russia which, as recently as 2021, was the leading energy exporter. Against this backdrop, securing supplies and stepping up the energy transition to boost its strategic independence have become top priorities for Europe. This energy transition is all the more urgent as climate change is becoming increasingly visible, through extreme weather and climate phenomena which underline the pressing need to reduce our greenhouse gas emissions. At the same time, with regard to the commitments made by States, no major progress was achieved during COP27.

Notwithstanding its emergency responses, it is vital for Europe to understand that a combination of high energy prices and the implementation in the United States of a highly attractive framework for investors, and in particular those committed to green technologies, could weaken its industrial heritage in the long term. I believe that a European response is essential, by leveraging tools as simple and powerful as those set out in the Inflation Reduction Act.

How has ENGIE addressed the crisis brought about by the war in Ukraine?

Catherine MacGregor: ENGIE has been at the forefront. We have successfully diversified and secured our gas supply source to meet our customers' needs. We have fulfilled our mission alongside other States, by maximizing the use of our gas networks, in terms of transport, distribution, and import and storage terminals. This allowed us to prepare for the winter with confidence.

We have also acted to support both our individual and corporate customers, alongside the public authorities. Our Group has been fully focused and I would like to thank the teams for their unwavering commitment.

At the same time, despite the crisis, we have continued to implement our strategic plan, with the completion of the sale of EQUANS in October marking a major milestone. ENGIE is now refocused on its core businesses and key markets and is in an excellent position to generate growth. We are fully committed to stepping up the energy transition, thanks to a more integrated, more digital and more industrial Group. This includes reinforcing our efforts in terms of health and safety at work, which is a top priority for ENGIE – this year we have launched a plan to rally the entire Group and its subcontractors around this crucial issue.

“To achieve our ambition of becoming the leader in energy transition, ENGIE relies on all of its talent and expertise”

What consequences will this crisis have on the European energy mix?

Jean-Pierre Clamadieu: For the moment, Europe is ahead of the game in terms of energy transition and has set a target of achieving carbon neutrality by 2050. We cannot run the risk of taking a step backward. On the contrary, we must accelerate this transition to build an energy mix that is diversified, carbon-free, and as affordable as possible. To do so, we must develop renewable energies, nuclear power in the countries that so wish, yet also the flexible production and storage facilities required to ensure a balanced and reliable network. In addition, the use of molecules, essential for the decarbonization of heavy industry and transport, will be a key element. Initially, natural gas will be used, but biogas and hydrogen are in line to rapidly replace it. To ensure the acceleration of this transition, further improve the competitiveness of our industry and provide a level of consumer protection, the European electricity market must evolve: ENGIE has made recommendations in this regard.

How do you see the consequences of this crisis for ENGIE?

Catherine MacGregor: It demonstrates the relevance of our strategy in meeting these challenges. Our vision for a balanced energy mix requires stepping up the development of renewable electricity and gas, while also maximizing the use of existing networks. We have commissioned 3.9 GW of renewable capacity this year, in line with our target of 50 GW by 2025 and 80 GW by 2030. We have also achieved major successes in heating and cooling networks, green mobility and on-site energy production. And we are pursuing our objectives in developing the energies of the future with 4 GW of green hydrogen by 2030 and 10 TWh of biomethane



JEAN-PIERRE CLAMADIEU
Chairman of the Board of Directors



CATHERINE MACGREGOR
Chief Executive Officer

production annually, also by 2030. Green molecules, biomethane, hydrogen and hydrogen derivatives are all essential to the mix as they represent the only solution for decarbonizing heavy mobility and heavy industry and providing the necessary flexibility to the system.

Was 2022 also a year in which the Group consolidated its ESG commitments?

Jean-Pierre Clamadieu: Yes, the Group has of course maintained a significant level of ambition around this and the Board of Directors is particularly attentive to it. We confirm our adhesion to the 10 Principles of the United Nations Global Compact and to the 17 United Nations Sustainable Development Goals, as well as our 2030 ESG objectives. Moreover, we continue to progress along the path that will lead us to be Net Zero in 2045. During our last Shareholders' Meeting, you supported the Group's climate strategy with more than 96% of votes in favor of a resolution covering its key points.

I would add that the Group's main ESG objectives are part of the criteria upon which the calculation of the variable compensation of the Executive Committee and senior management is based.

Finally, the energy transition cannot be a success without ensuring that the benefits and costs of the transition are distributed fairly. We must pay close attention to our stakeholders, employees, territories, customers, and

suppliers. This will be one of the objectives which will guide our efforts in 2023.

In order to meet these challenges, what is ENGIE's policy in terms of talent management?

Catherine MacGregor: To achieve our ambition of becoming the leader in the energy transition, ENGIE relies on all of its talent and expertise. We have continued to strive to strengthen the Group's ability to attract, recruit and retain talent in an increasingly competitive market. As of this year, the Group has already met its target of 40% women on its Executive Committee by 2025. We aim to achieve gender equality among managers by 2030.

More generally, diversity, equity and inclusion are priorities for ENGIE. These are the aims of our global policy that was launched in 2022 and which is focused on the following key objectives: equality in terms of gender, origins, LGBTQ+ status, abilities and age status.

Moreover, to further strengthen the commitment of our employees, we launched the Link 2022 employee shareholding plan in September across 21 countries. Almost one in three employees worldwide has subscribed to the plan and I am delighted with the level of employee support for ENGIE's strategy.

ENGIE IS A WORLD LEADER IN ENERGY TRANSITION

OUR PURPOSE

To accelerate the transition to a carbon-neutral economy

Enshrined in the Group's bylaws, "the purpose ("Raison d'être") of ENGIE is to act to accelerate the transition to a carbon-neutral economy, through low-energy solutions that are more respectful of the environment. This purpose brings together the company, its employees, customers and shareholders, and reconciles economic performance and positive impact on people and the planet. ENGIE's action is assessed in its entirety and over time."

ENGIE IN FIGURES⁽¹⁾

96,000

employees

300,000 km

of gas and electricity transmission
and distribution networks

5.3 GW

of nuclear electricity
production installed
capacity

38 GW

of installed renewable
electricity production capacity
(+4 GW in 2022)

60 GW

of thermal electricity
production installed
capacity

190,000

B2B customers

25 GW

of decentralized energy production
installed capacity (heating, cooling,
electricity, etc.)⁽²⁾

22.5 M

B2C energy supply and
service contracts

€15bn

green bonds issued
since 2014

FINANCIAL RESULTS 2022

€93.9bn

in revenues

€5.2bn

in net recurring income Group share
from continuing operations

Economic net debt / EBITDA ratio

2,8 x

€9.0bn

in EBIT

€5.5bn

in growth CAPEX

Proposed 2022 dividend of

€1.40 per share

Rating

Strong investment grade

1) Rounded figures at December 31, 2022

2) At 100%.

EBIT WORLDWIDE



OUR BUSINESSES:

- RENEWABLES
- NETWORKS
- ENERGY SOLUTIONS
- FLEXGEN & RETAIL⁽³⁾
- NUCLEAR
- OTHERS (including GLOBAL ENERGY MANAGEMENT & SALES)

2030 CSR OBJECTIVES

43 Mt CO₂ eq.
of greenhouse gas emissions
from power generation

Between 40 and 60%
of female managers within the Group
(29.9% in 2022)

58%
renewable electricity
production capacity

³⁾ Thermal & Supply.

⁴⁾ Encompassing GEMS, GTT and holding companies and Corporate activities.

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2022 RESULTS AND HIGHLIGHTS

FINANCIAL RESULTS FOR THE YEAR ENDED DECEMBER 31, 2022

1. CONSOLIDATED FINANCIAL STATEMENTS (IFRS)

(in € millions)	2022	2021
REVENUES	93,865	57,866
Current operating income including operating MtM	4,308	6,116
Current operating income including operating MtM and share in net income of equity method entities	5,367	6,916
Net income/(loss) from operating activities	1,127	6,722
Net financial income/(loss)	(3,003)	(1,350)
NET INCOME/(LOSS) RELATING TO CONTINUING OPERATIONS	(1,793)	3,678
NET INCOME/(LOSS) RELATING TO DISCONTINUED OPERATIONS	2,183	80
NET INCOME/(LOSS)	390	3,758
Net income/(loss) Group share	216	3,661
Non-controlling interests	173	97

(in euros)		
DILUTED EARNINGS/(LOSS)PER SHARE	0.08	1.46

2. ENGIE PARENT COMPANY FINANCIAL STATEMENTS (FRENCH GAAP)

(in € millions)	2022	2021
REVENUES	68,500	36,224
Net operating income/(loss)	1,051	(846)
Net financial income/(loss)	2,837	381
Net recurring income/(loss)	2,837	(465)
Non-recurring items/(loss)	(1,461)	1,771
Income tax benefit/(expense)	321	474
NET INCOME	1,697	1,780

2022 HIGHLIGHTS

SOLID FINANCIAL AND OPERATIONAL PERFORMANCE

The Group achieved a solid financial and operational performance in 2022 and met its objectives in an unprecedented context. Over this period, ENGIE played a major role in ensuring the security of Europe's energy supply.

EBIT rose by 43% on an organic basis, thanks to growth in most of the Group's activities, with GEMS⁽¹⁾, Thermal and Renewables making a significant contribution under exceptional market conditions.

The acceleration in renewable energy was notable, with the commissioning of 3.9 GW in 2022, bringing the total capacity to approximately 38 GW, in line with our target of 50 GW by 2025 and 80 GW by 2030.

The year 2022 was also characterized by the Group's strategic and geographical refocusing. Completion of the €11-billion disposal plan will allow us to significantly increase our investments in renewable energy and decarbonization solutions for our customers.

Revenues were €93.9 billion, up 60.4% on an organic basis.

Group **EBITDA** totaled €13.7 billion, up 27% on an organic basis.

EBIT, which totaled €9.0 billion, recorded an increase of 42.7% on an organic basis, with a significant contribution from GEMS, Thermal and Renewables activities.

Net recurring income Group share from continuing operations amounted to €5.2 billion compared with €2.9 billion at December 31, 2021. This increase is mainly due to the strong growth in EBIT and the decrease in the recurring effective tax rate from 29.3% to 22.6%.

Net income Group share amounted to €0.2 billion. The €3.4 billion decrease compared with December 31, 2021 is mainly attributable to the negative mark-to-market effect on commodity contracts other than trading instruments, impairment losses, recognition of a credit loss on Nord Stream 2, and the increase in the provision for the management of spent fuel from the Belgian nuclear power plants. This decrease was partially offset by the capital gain realized on the sale of EQUANS.

Cash flow from operations amounted to €8.0 billion, an increase of €1.6 billion compared with 2021. This increase was mainly due to the rise in operating cash flow (+€2.6 billion) driven by higher EBITDA (+€3.1 billion).

Financial net debt amounted to €24.1 billion, a decrease of €1.3 billion compared with December 31, 2021.

Economic net debt was €38.8 billion, an increase of €0.5 billion compared with December 31, 2021.

At the end of December 2022, the **economic net debt to EBITDA ratio** was 2.8x, down 0.8x compared with December 31, 2021, and was in line with the objective of being less than or equal to 4.0x.

KEY ESG TARGETS

In 2022, greenhouse gas emissions from energy production were reduced to 60 million tons, a decrease of 44% compared to 2017, and in line with the target of 43 million tons by 2030.

2022 results were positively impacted by the weather and a lower utilization rate of our CCGTs.

ENGIE increased the share of renewables in its portfolio to 38% at the end of 2022 from 34% at the end of 2021 with the addition of 3.9 GW of renewables.

ENGIE continues to progress on coal exit with the signing in September of the disposal of Pampa Sul in Brazil and the closure of Tocopilla in Chile which comprises of total of 0.6 GW installed capacity. ENGIE is committed to exiting all coal assets in continental Europe by 2025 and globally by 2027, including coal generation for district heating and cooling networks.

At the end of 2022, coal represented 2.6% of ENGIE's centralized power generation portfolio. On gender diversity, ENGIE had 30% women in management at the end of 2022 and is implementing action plans towards its ambition of managerial parity of 40% to 60% between men and women.

DIVIDEND

ENGIE is focused on delivering a progressively growing and sustainable dividend for shareholders. The Board of Directors has reaffirmed the Group's dividend policy with a payout ratio of 65-75% of net recurring income Group share, and a floor of €0.65 per share for the 2023 to 2025 period.

For 2022, the Board of Directors has therefore proposed to distribute 65% of the net recurring income Group share, i.e. a dividend of €1.40 per share. This proposal will be submitted to the shareholders for approval at the Shareholders' Meeting on April 26, 2023.

ENGIE'S LEADING ROLE IN ENERGY SUPPLY SECURITY

As gas infrastructure owner, operator, and gas supplier, ENGIE has played a crucial role in Europe.

In France, ENGIE's networks activities have operated at record high utilization rates, with LNG terminals working at nearly full capacity, a two-fold increase in transit at GRTgaz, and gas storage levels filled at 82% as at December 31, 2022 compared to 53% at December 31, 2021.

ENGIE has pledged to support its French customers with €90 million in measures for vulnerable customers and a €60 million fund for industrial / tertiary customers affected by rising energy prices.

In France, ENGIE has increased working capital support for the tariff shield mechanism, now including small and medium-sized enterprises as well as customers under market prices (by linking their contracts to the regulated tariff). Most of ENGIE's B2C gas and power contracts in France benefit from protection against price increases through this tariff shield mechanism or fixed prices over the lifetime of the contract.

(1) Global Energy Management & Sales.

UPDATE ON BELGIAN NUCLEAR ASSETS

In January 2023, ENGIE and the Belgian federal government set a framework for the extension of the nuclear reactors Doel 4 and Tihange 3, which builds on the Letter of Intent signed on July 21, 2022, with the objective to extend the operational lifetime of both reactors for ten years, for a total production capacity of 2 GW.

This agreement in principle comprises three conditions, including the establishment of a legal structure dedicated to the two extended nuclear units equally owned by the Belgian State and ENGIE, the framework for a cap on future nuclear waste management costs, and a set of guarantees to ensure the proper execution of the nuclear operator's commitments. With this agreement, both parties confirm their objective to make reasonable endeavors to restart the Doel 4 and Tihange 3 nuclear units in November 2026.

SUCCESSFUL IMPLEMENTATION OF THE 2021-2023 STRATEGIC PLAN

The Group's refocusing has been a success, with €11 billion in disposals completed or signed at the end of 2022 and the geographical footprint now down to 31 countries, compared with 70 in 2018. ENGIE has also simplified its organization, which is now structured around 4 Global Business Units (GBUs) rather than 25 business units, to make it a more integrated and industrial Group. ENGIE has simultaneously strengthened its operational excellence and begun to increase support function efficiency, mainly by streamlining about a third of its Corporate activities.

With the refocusing and simplification now behind it, ENGIE is moving into the second phase of its strategic plan and accelerating its growth in the energy transition.

ACCELERATING GROWTH BY LEVERAGING ITS UNIQUE AND FLEXIBLE ASSET MIX

Building on its simplification efforts and its solid financial position, ENGIE is accelerating its trajectory toward its carbon-neutrality target while offering sustainable returns for shareholders. **The Group will accelerate its growth in**

renewable energy, for both electricity and gas, and in decentralized networks in order to support its customers' decarbonization. At the same time, ENGIE's networks and flexible assets will make a key contribution to supply security and flexibility in a more volatile energy market context.

To support this growth, ENGIE will leverage its efficient integrated model. The Group's various businesses, unique expertise in energy management and local presence give it the means to build and roll out solutions to help its customers meet their energy transition commitments.

ENGIE targets growth Capex of €22-25 billion between 2023 and 2025, an increase of 50% versus the previous 2021-23 plan, with 40% being already committed. This will be split 55-65% for Renewables, 10-15% for Networks, and 10-15% for Energy Solutions. Around 10% will be dedicated to ramping up in renewable gas and batteries.

2023-2025 FINANCIAL OUTLOOK AND OBJECTIVES⁽¹⁾

The nuclear contribution, due to the ongoing phase-out capacity plan in Belgium by the year 2025, has been excluded from the EBIT indication.

Between 2023 and 2025, the Group is targeting:

€ billions	2023	2024	2025
EBIT excluding Nuclear	6.6 - 7.6	7.2 - 8.2	7.5 - 8.5
Net recurring income/(loss) Group share	3.4 - 4.0	3.8 - 4.4	4.1 - 4.7

ENGIE is maintaining its balance sheet targets, with a long-term leverage ratio less than or equal to 4.0x economic net debt to EBITDA. ENGIE thus maintains its commitment to a "strong investment grade" rating.

(1) See the 2022 annual results press release published on February 21, 2023 for details of the objectives (p. 19).

2 GOVERNANCE

THE BOARD OF DIRECTORS AND ITS COMMITTEES (SITUATION AS AT MARCH 15, 2023)

8 DIRECTORS
elected by the Shareholders' Meeting



Fabrice Brégier
(independent)



Françoise Mairieu
(independent)



Catherine MacGregor
Chief Executive Officer



Jean-Pierre Clamadieu
Chairman of the Board
of Directors
(independent)



Ross McInnes
(independent)



Marie-José Nadeau
(independent)



Marie-Claire Daveu
(independent)



**Lord Peter Ricketts
of Shortlands**
(independent)

2 DIRECTORS
elected by the Shareholders' Meeting on
the recommendation of the French State



Patrice Durand



**Mari-Noëlle
Jégo-Laveissière**

1 DIRECTOR
elected by the Shareholders'
Meeting to represent
employee shareholders



Jacinthe Delage

1 DIRECTOR
representing the French State



Céline Fornaro

3 DIRECTORS
elected to represent
employees



**Christophe
Agogue**



Yoan Kosnar



Magali Viot



AUDIT COMMITTEE

5 MEMBERS

96%
attendance

8⁽²⁾
meetings in 2022

STRATEGY, INVESTMENT AND TECHNOLOGY COMMITTEE

6 MEMBERS

100%
attendance

9⁽²⁾
meetings in 2022

APPOINTMENTS, COMPENSATION AND GOVERNANCE COMMITTEE

6 MEMBERS

100%
attendance

7
meetings in 2022

ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE

5 MEMBERS

100%
attendance

4
meetings in 2022

(1) Pursuant to the applicable rules of the French Commercial Code and the Afep-Medef Code, in assessing the ratio of women to men and the percentage of independent Directors on Boards of Directors, the law stipulates that Directors representing employees or employee shareholders are taking into account.

(2) Including 3 joint meetings Audit Committee and SITC.

Summary presentation of the Board of Directors (situation as at March 15, 2023)

First and last name, gender ⁽¹⁾ and age	Nationality	Number of ENGIE shares held ⁽²⁾	Number of offices in other listed companies (excl. ENGIE)	Independent Director	Date of initial appointment	Expiration of term	Seniority on the Board ⁽³⁾	Participation in Board committees ⁽⁴⁾
Jean-Pierre Clamadieu M, 64		50,000	2		05/18/2018	2026	4	Chairman of the SITC ACGC ⁽⁵⁾
Catherine MacGregor F, 50		55,000	0	x	05/20/2021	2025	1	ACGC ⁽⁵⁾ SITC ⁽⁵⁾ EESDC ⁽⁵⁾
Fabrice Brégier M, 61		500	1		05/03/2016	2024	6	ACGC
Marie-Claire Daveu F, 50		500	1		04/21/2022	2026	0	EESDC
Françoise Malrieu F, 77		3,000	0		05/02/2011	2023	11	Chair of the ACGC, Audit Committee, EESDC
Ross McInnes M, 68		2,700	2		05/18/2018	2026	4	Chairman of the EESDC SITC Audit Committee
Marie-José Nadeau F, 69		3,300	0		04/28/2015	2023	7	Chairman of the Audit Committee ACGC SITC
Lord Peter Ricketts of Shortlands M, 70		750	1		05/03/2016 ⁽⁶⁾	2024	6	ACGC
Céline Fornaro F, 46		0	1	x	03/14/2023 ⁽⁷⁾	2023	0	– ⁽⁸⁾
Patrice Durand M, 69		2,500	0	x	12/14/2016	2023	6	SITC
Mari-Noëlle Jégo-Laveissière F, 54		500	1	x	04/28/2015	2023	7	EESDC
Christophe Agogue M, 61		125	0	NA	05/18/2018	2026	4	Audit Committee
Yoan Kosnar M, 47		70	0	NA	04/21/2022	2026	0	SITC
Magali Viot F, 50		0	0	NA	04/21/2022	2026	0	EESDC
Jacinthe Delage F, 46		1,025	0	NA	05/20/2021	2025	1	ACGC

(1) Female (F), Male (M).

(2) Directors co-opted or elected by the Shareholders' Meeting on the recommendation of the French State, the Director representing the French State and the Directors representing employees or employee shareholders are exempt from ownership of shares of the Company (see Section 4.1.2.1 "Chairmanship and Organization" of Universal Registration Document).

(3) In years elapsed.

(4) SITC: Strategy, Investment and Technology Committee.

ACGC: Appointments, Compensation and Governance Committee.

EESDC: Ethics, Environment and Sustainable Development Committee.

(5) Attends this committee, or these committees, without being a member.

(6) With effect from August 1, 2016.

(7) Date of the Decree of her appointment.

(8) Pending decision by the Board of Directors on March 22, 2023.

Government Commissioner

Laurent MICHEL

Nationality 

56 years old

Substitute Government Commissioner

Alice VIEILLEFOSSE

Nationality 

35 years old

Representative of the Social and Economic Committee

Gildas GOUVAZE

Nationality 

42 years old

INDIVIDUAL KEY AREAS OF EXPERTISE OF DIRECTORS

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 sector	Services sector	Industrial sector	Public sector	Geostrategic issues	Regulatory environment
Jean-Pierre Clamadieu	•	•							•			
Catherine MacGregor	•						•		•			
Fabrice Brégier	•				•				•			
Marie-Claire Daveu		•	•				•					
Françoise Malrieu		•	•	•								
Ross McInnes		•		•					•			
Marie-José Nadeau	•	•					•					
Lord Peter Ricketts of Shortlands						•				•	•	
Céline Fornaro		•		•						•		
Patrice Durand				•				•	•			
Mari-Noëlle Jégo-Laveissière			•		•			•				
Christophe Agogué				•		•	•					
Yoan Kosnar					•	•	•					
Magali Viot			•			•	•					•
Jacinthe Delage							•			•		•

ACTIVITIES OF THE BOARD OF DIRECTORS AND ITS COMMITTEES IN 2022

Activities of the board of directors in 2022

Group strategic planning and monitoring of its operations • continuation of repositioning of ENGIE for long-term and sustainable growth by focusing on Renewables and Energy Services with support its customers' decarbonization ; • operational implementation of new strategic guidelines ; • continuation of geographical refocusing ; • preparation and follow-up for the Board's annual strategic planning seminar (see Universal Registration Document Section 4.1.2.3) ; • gas supply strategy ; • continued discussions on the nuclear situation in Belgium.	Governance, appointments and compensation • lessons to be learned from the dialog between the Chairman and the shareholders, investors and proxy advisors, particularly in the context of governance roadshows ; • preparation for the Ordinary and Extraordinary Shareholders' Meeting and responses to written questions from shareholders ; • diversity, expertise and independence policy for Directors in office ; • elections of Directors representing employees ; • appointments to the Board of Directors and to the Board committees, and assessment of the functioning of the Board ; • employee share ownership policy ; • compensation for corporate officers compensation policy and succession plan for senior management ; • performance share plans.
Finance, audit and risks • approval of the separate and consolidated financial statements, proposed allocation of earnings and their draft press releases ; • dividend policy and guidance ; • approval of the provisional management documents ; • approval of the budget and medium-term business plan ; • renewal of the annual authorizations granted to the Chief Executive Officer to issue bond loans and to issue guarantees and other securities ; • refinancing of the syndicated credit line maturing in 2023 ; • 2022 risk review, in particular cybersecurity priority risk ; • focus on energy procurement/resale activity.	Corporate Social Responsibility • regular monitoring of CSR objectives through to 2030: net zero carbon emissions and climate strategy, exit from coal and customer decarbonization ; • examination of the adequacy of investment projects seen in SITC vis-a-vis each of the Group's CSR criteria, thus taking into account social, ethical and climatic challenges ; • professional and salary equality policy ; • update of all its CSR policies: societal policy, fair transition policy, environmental policy and commitment to stakeholders policy ; • declaration on modern slavery provided under UK regulations; • monitoring of Say on Climate resolution ; • "climate change" priority risk ; • annual health and safety report.
Investments and sales of assets • review of a series of investment and divestment projects requiring a decision by the Board.	

Activities of the board committees in 2022

Audit Committee - the consolidated and separate financial statements as at December 31, 2021 and June 30, 2022, the financial information for the first and third quarters of 2022 ; - the annual and interim assumptions and forecasts and the provisional management documents ; 2022 financial trajectory and guidance ; - the operating fees of the Chairman and the Board of Directors ; - the quarterly activity reports from the internal audit, the follow-up of audit recommendations and the 2022 and 2023 annual audit plans (in the presence of the Vice-President Group Audit) ; - the 2021 review of the Group's internal control and targets for 2022 ; - the annual risk review (in the presence of the Group Finance, Risk and Insurance Director) ; - the review of market risks and the cybersecurity priority risk ; - the analysis with regard the Ukrainian crisis ; - the definition of the amount of the guarantees package; - tax reform projects ; - related-party and current agreements ; - investor relations, including feedback from roadshows; the monitoring of the Link 2022 employee shareholding plan ; - Focus on the energy procurement/resale activity.	Appointments, Compensation and Governance Committee (CNRG) Appointments and Governance - monitoring the policy on diversity within the Board, the composition of the Board and its committees, independence and expertise of Directors ; - assessment of the functioning of the Board and its committees ; - succession plans ; - the talents management ; - monitoring the promotion of ONE ENGIE culture ; - recommendations issued by investors and proxy advisors during governance roadshows led by the Chairman of the Board of Directors ; - the Link 2022 employee shareholding plan ; - the monitoring of the increase in the number of women in management bodies ; - the training of Employee Directors ; - the Directors' integration program. Compensation - compensation for corporate officers ; - the success rate of performance share plans ; - the allocation of performance shares to the Chief Executive Officer for 2022 ; - performance share plans for 2022 ; - information regarding compensation of members of the Executive Committee and the compensation policy for senior management ; - information regarding the new pension system (Article 82) for senior management ; - information regarding wage negotiations in France ; - equity ratios.
Strategy, Investment and Technology Committee (SITC) - a series of investment and disposal projects ; - the staging posts of projects in progress; - the medium-term business plan in terms of strategy ; - the preparation and follow-up for the Board's annual strategic seminar ; - the monitoring of industry trends and highlights ; - the Gas supply strategy ; - an update on the nuclear situation in Belgium. Joint meetings of the Audit Committee and the SITC - the analysis of risks with regard the Ukrainian crisis ; - the GET (Global Enterprise Transformation) project aimed at aligning and standardizing support function processes and related Information Systems ; - budget and medium-term business plan.	Ethics, Environment and Sustainable Development Committee (EESDC) Ethics and compliance - the annual report on Ethics and compliance ; - the declaration on modern slavery (UK regulations). Environmental and social responsibility - the Group's CSR performance and a report by one of the Statutory Auditors on this performance ; - the new CSR objectives for 2030 and their deployment, and changes in certain indicators ; - Science-Based Targets (SBTi) certification ; - the medium-term CO₂ business plan ; - the draft resolution known as Say on Climate ; - the "climate change" priority risk and the implementation of the recommendations of the "Task force on Climate-related Financial Disclosure" (TCFD) ; - the update of all CSR policies ; - the non-financial statement ; - the annual health and safety report and outlook ; Employer's social responsibility - the review of every fatal accident and 2022-2024 health and safety action plans ; - the "HR risks associated with transformation issues" priority risk ; - the results of the annual "ENGIE & Me" employee engagement survey ; - conclusions regarding professional and salary equality.

INFORMATIONS ON THE DIRECTORS WHOSE APPOINTMENT IS BEING SUBMITTED TO THE SHAREHOLDERS' MEETING

The terms of office of Mrs. Françoise Malrieu and Marie-José Nadeau as Independent Directors, and those of Mrs. Mari-Noëlle Jégo-Laveissière and Mr. Patrice Durand who are appointed on the proposal of the French State, expire at the end of this Shareholders' Meeting.

The Board of Directors proposes to renew the term of office of Mrs. Marie-José Nadeau as an Independent Director for a period of 4 years (6th resolution), as well as that of Mr. Patrice Durand appointed upon proposal of the French State (7th resolution).

MARIE-JOSÉ NADEAU



Director

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

Age: 69

Nationality: Canadian

Shares held: 3,300 shares

Business address:

300, avenue des Sommets, App. 1102 Verdun (Québec) – H3E 2B7 (Canada)

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.

Principal activities outside the Company

Director of companies

Current offices held

Offices 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)

Offices that have expired in the last five years

- Chair of the World Energy Council (United Kingdom)
- Secretary General and Executive Vice President, Corporate Affairs at Hydro-Québec (Canada)
- Director of the Montreal Symphony Orchestra and Churchill Falls and Labrador Corporation Limited (Canada)
- Chair of the Advisory Council of the Electric Power Research Institute (United States)
- Director of Metro Inc.⁽¹⁾ (Canada) - Chairman of Governance and Appointments and member of the Compensation Committee

Areas of expertise

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

(1) Listed company.

PATRICE DURAND



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

● **Member of the Strategy, Investment and Technology Committee**

Age: 69

Nationality: French

Shares held: 2,500 shares

Business address:

22, avenue Théophile Gautier – Paris 16^e

A 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.

Principal activities outside the Company

Director of companies

Current offices held

Offices and positions in companies outside the Group

- None

Offices that have expired in the last five years

- Member of the Supervisory Board of Global Collect Services BV and GCS Holding BV (Netherlands)
- Director of Ingenico Holdings Asia (Hong Kong) and Fujian Landi Commercial Equipment Co. Ltd (China)

Areas of expertise

- Finance
- Industrial sector
- Services sector

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COMPENSATION OF CORPORATE OFFICERS

Compensation of Chairman and Chief Executive Officer is determined by the Board of Directors based on the recommendations of the ACGC. It is subject to a presentation and binding votes at the Annual Shareholders' Meeting in accordance with Articles L.22-10-8, L.22-10-9, and L.22-10-34 of the French Commercial Code.

The compensation policy is reviewed annually by the ACGC and is based in particular on specific studies.

In its recommendations to the Board of Directors, the ACGC seeks to propose a compensation policy that is in line with corporate responsibility and the practices of comparable major international groups for similar positions, based on a benchmark established by a specialized external firm that includes companies listed on the CAC 40 and the Eurostoxx 50.

Pursuant to Article 10.6 of the Afep-Medef Code, the Chairman of the Board of Directors, as an independent director, does not receive variable compensation linked to the Company's performance.

Compensation of the other executive corporate officers generally includes:

- a fixed component, which remains unchanged throughout the term of office, unless the Board of Directors, on the recommendation of the ACGC, decides otherwise;
- a variable component, balanced relative to total compensation, the purpose of which is to reflect the executive's personal contribution to the Group's development and results; and
- a long-term incentive component, subject to performance conditions.

Stringent performance criteria are set both for the variable component and for long-term incentive plans, maintaining a link between the Group's performance and the compensation of its directors in the short, medium and long term and contributing to the Company's strategy and sustainability.

COMPENSATION COMPONENTS PAID IN 2022 OR AWARDED FOR THE SAME YEAR TO THE CHAIRMAN AND THE CHIEF EXECUTIVE OF THE COMPANY, SUBJECT TO SHAREHOLDER APPROVAL

In accordance with Article L.22-10-34 II of the French Commercial Code, the Shareholders' Meeting of April 26, 2023 will vote on the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in, or awarded for, 2022 to Jean-Pierre Clamadieu, Chairman of the Board, and Catherine MacGregor, Chief Executive Officer.

These variable or extraordinary compensation components awarded for 2022 can only be paid after approval by the Shareholders' Meeting.

COMPENSATION COMPONENTS PAID IN, OR AWARDED FOR, 2022 TO JEAN-PIERRE CLAMADIEU, CHAIRMAN OF THE BOARD

Compensation components	Amounts paid in 2022	Amounts awarded for 2022	Details
Fixed compensation	€450,000	€450,000	Jean-Pierre Clamadieu's fixed annual compensation amounts to €450,000.
Annual variable compensation	None	None	Jean-Pierre Clamadieu receives no annual variable compensation.
Employer contribution to retirement plan	None	None	Jean-Pierre Clamadieu receives no employer pension contribution.
Multi-annual variable compensation	None	None	Jean-Pierre Clamadieu receives no multi-annual variable compensation.
Directors' fees	None	None	Jean-Pierre Clamadieu receives no directors' fees.
Extraordinary compensation	None	None	Jean-Pierre Clamadieu receives no extraordinary compensation.
Allocation of stock options, Performance Shares and any other long-term compensation	None	None	Jean-Pierre Clamadieu is not allocated stock options, Performance Shares or any other long-term compensation.
Compensation associated with the commencement or termination of duties	None	None	Jean-Pierre Clamadieu receives no compensation associated with the commencement or termination of duties.
Supplementary pension plan	None	None	Jean-Pierre Clamadieu is not a beneficiary of any supplementary pension plan.
Benefits of any kind	€1,826	€1,826	Jean-Pierre Clamadieu has had a company car since July 2022

COMPENSATION COMPONENTS PAID IN, OR AWARDED FOR, 2022 TO CATHERINE MACGREGOR, CHIEF EXECUTIVE OFFICER

Compensation components	Amounts paid in 2022	Amounts awarded for 2022	Details
Fixed compensation	€1,000,000	€1,000,000	Catherine MacGregor's fixed compensation was set at €1,000,000
Annual variable compensation	€1,109,000	€1,136,000	The target annual variable compensation to be paid in 2023 for 2022 amounts to 100% of the fixed compensation (€1,000,000) for a 100% target achievement rate, with a maximum of 140% of the fixed compensation (€1,400,000) in the event that targets are exceeded. It breaks down into two components: a financial component (65%) and a non-financial component (35%). For the financial component, the criteria used are NRIGs (25%), EBIT (25%), free cash flow (including GEM) (25%) and economic net debt (25%). The financial targets for 2022 were based on the Group's provisional budget as prepared by the Board of Directors on February 14, 2022. The non-financial component includes: • organization and commitment: finalization of the implementation of the organization, employee commitment and definition of a leadership model (35%); • efficiency in implementing strategy: GBU expansion plan, performance plan (35%); • safety performance (7.5%); • CO₂ emissions related to power generation (7.5%); • the percentage of female managers hired (7.5%); • improvement of the Group's ESG rating (7.5%). At its meeting of February 20, 2023, the Board of Directors, on the recommendation of the ACGC: • noted that the success rate of the financial criteria was 112% (broken down as follows: NRIGs, per share: 140%; EBIT: 140%; Free cash flow: 113.3%; Economic net debt: 54.5%); • set the success rate of non-financial criteria at 116.5% (broken down as follows: organization and commitment: 130%, strategy: 130%; safety performance: 100%; CO₂ emissions related to power generation: 140%; percentage of female managers hired: 0%; improvement in the Group's ESG rating: 100%). The assessment conducted by the Board of Directors of outperformance (130%) on the non-financial criteria relating to the organization, commitment and strategy is the result of the following findings: • the energy crisis has highlighted the challenges of supply security and energy accessibility. While mobilizing to overcome these challenges, the management team has continued to deploy the strategic road map established by the Board of Directors; • some of the significant achievements noted by the Board are the definition of a growth plan by the Global Business Units, the refocusing on key countries, the acceleration of investments in renewable energy sources, the progress made in exiting coal, and the advances made with regard to the future of nuclear activities in Belgium; • the implementation of a more industrial and integrated Group organization and the application of a more structured managerial approach have strengthened employee engagement and performance, aiding more efficient operational management. Based on the respective weightings of financial and non-financial criteria, the overall success rate was determined to be 113.6%, or €1,136,000. This variable compensation for 2022 will only be paid to Catherine MacGregor if approved by the shareholders at the Shareholders' Meeting of April 26, 2023.

Compensation components	Amounts paid in 2022	Amounts awarded for 2022	Details
Multi-annual variable compensation	None	None	Catherine MacGregor did not receive any multi-annual variable compensation.
Directors' fees	None	None	Catherine MacGregor did not receive any compensation for her office as a Director.
Extraordinary compensation	None	None	Catherine MacGregor did not receive any extraordinary compensation.
Awarding of stock options, Performance Shares and any other long-term compensation	Valuation: €880,800	Valuation: €1,054,800	Catherine MacGregor was awarded 120,000 performance shares for 2022 (see note on this theoretical valuation in Section 4.4.1.7 of the 2022 Universal Registration Document).
Compensation associated with the commencement or termination of duties	None	None	In the event of departure from the Group, the former Chief Executive Officer will be bound by a non-compete commitment for a period of one year from the end of his or her term of office and will receive one year's compensation payable in twelve monthly installments. The Board of Directors may waive the application of this clause at the time of the officer's departure. In the event of forced departure not resulting from serious misconduct on the part of the corporate officer, and regardless of the form of such departure, the Chief Executive Officer shall receive an indemnity of two years' compensation, which shall be payable only if the performance conditions attached to the annual variable component of the compensation for the two years preceding the year of departure have been met by at least 90% on average. In addition, all provisions of the Afep-Medef Code are applicable to the non-compete commitment and severance payments, in particular with regard to those two payments combined, which may not exceed two years of compensation. "Year of compensation" within the meaning of the non-compete commitment and severance payments referred to above means the last annual fixed compensation plus the annual variable compensation paid calculated on the basis of the average annual variable compensation paid for the two years preceding the year of departure.
Supplementary pension plans	€527,250	€534,000	Lastly, the Chief Executive Officer continues to benefit from a supplementary pension plan, under which the Company does not guarantee the amount of the pension but pays an annual employer contribution, half of which comprises contributions paid to a third-party organization under an optional defined contribution pension plan (Article 82) and half is a cash sum, given the immediate taxation on commencement of this mechanism. The employer contribution corresponds to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. It will also depend on the Company's performance, since the calculation base includes the variable portion linked to the Group's results. The employer contribution for 2022 amounts to €534,000 and will be paid in 2022 subject to a favorable vote from the shareholders at the Shareholders' Meeting on April 26, 2023. The Chief Executive Officer also benefits from the mandatory pension plan (Article 83) applicable to all senior Group managers. The contribution (Article 83) for 2022 is €26,327.
Benefits of any kind	€6,192	€6,192	Catherine MacGregor benefited from the use of a company car.

COMPARISON TABLES OF THE LEVEL OF COMPENSATION OF THE CHAIRMAN AND THE CHIEF EXECUTIVE IN RELATION TO THE COMPENSATION OF EMPLOYEES – ANNUAL CHANGES IN PERFORMANCES

The equity ratios were calculated taking into account the new guidelines published by the AFEP in February 2021. Calculations are made by existing functions in 2022: Chief Executive Officer.

Calculation of the numerator: The compensation considered for each corporate officer includes the fixed compensation paid in N, the variable compensation paid in N for N-1, various bonuses and benefits in kind, excluding severance payments, and Performance Shares and Performance Units granted in N at IFRS valuation, excluding items relating to company pensions.

Calculation of the denominator: The parent company ENGIE S.A. is neither representative of the Group's workforce nor of

its activity. The denominator is therefore the average compensation in France of employees on permanent and fixed-term contracts, excluding work-study students. Before 2021, two entities that were sold were not included: LNG and E&P. In 2022, a significant change in scope is to be noted, as EQUANS is not included in the data presented for 2022.

The average compensation has been calculated from the aggregated data of the Group Social Reporting; as the Group is made up of several companies with different pay systems, the median compensation cannot be calculated in the absence of individual compensation data.

For the Group, the relevant equity ratio is the one that compares the total compensation of the Chairman and the one of the Chief Executive Officer with the average compensation of all employees in France.

Compensation multiples for the office of Chairman

Table of ratios relating to I.6 and 7 of Article L.22-10-9 of the French Commercial Code ⁽¹⁾

In euros	2018	2019	2020	2021	2022 ⁽²⁾
Compensation for the Office of Chairman:					
Jean-Pierre Clamadieu from 05/18/2018 - Previously Gérard Mestrallet was Chairman	350,000	433,064	450,000	450,000	451,826
Change from the previous year		24%	4%	0%	0.4%
Information on the scope of consolidation of the listed company – not representative in terms of activity and the number of employees					
Average employee compensation	73,875	73,845	76,791	77,142	80,849
Change from the previous year	2%	0%	4%	0%	5%
Median employee compensation	66,175	66,487	72,571	66,967	67,673
Ratio to average employee compensation	-	-	-	-	-
Change from the previous year	-	-	-	-	-
Ratio to median employee compensation	-	-	-	-	-
Change from the previous year	-	-	-	-	-
Additional information about the expanded scope of consolidation (France) ⁽²⁾					
Average employee compensation	46,307	46,476	46,870	48,278	57,997
Change from the previous year	2%	0%	1%	3%	18%
Median employee compensation	Not available				
Ratio to average employee compensation	7.6	9.3	9.6	9.3	7.9
Change from the previous year		23%	3%	-3%	-15%
Ratio to median employee compensation	Not calculable				
Change from the previous year	-	-	-	-	-
Company performance					
COI organic growth	5%	14%	-16%	47%	43%
Change from the previous year	0%	180%	-214%	194%	-9%
ROCE	6.50%	6.10%	5.45%	8.90%	12.60%
Change from the previous year	3%	-6%	-11%	63%	42%
Net recurring income, Group share (excluding EQUANS) (in billion euros)	2.38	2.46	1.70	3.20	5.22
Change from the previous year	-6%	3%	-31%	85%	65%

(1) In reference to the Afep guidelines updated in February 2021.

(2) The 2022 data on the company's compensation and performance do not include EQUANS.

Compensation multiples for the office of the Chief Executive Officer

Table of ratios relating to I.6 and 7 of Article L.22-10-9 of the French Commercial Code ⁽¹⁾

FY N-1	2018	2019	2020	2021	2022 ⁽²⁾
Compensation for the Office of Chief Executive Officer: Isabelle Kocher from May 3, 2016 to February 24, 2020, then C. Waysand in the interim period from February 24, 2020 to December 31, 2020, then Catherine MacGregor from January 1, 2021	2,550,142	2,588,572	1,287,669	2,608,350	3,169,992
Change from the previous year	10%	2%	-50%	103%	22%
Information on the scope of consolidation of the listed company - not representative in terms of activity and the number of employees					
Average employee compensation	73,875	73,845	76,791	77,142	80,849
Change from the previous year	2%	0%	4%	0%	5%
Median employee compensation	66,175	66,487	72,571	66,967	67,673
Ratio to average employee compensation	-	-	-	-	-
Change from the previous year	-	-	-	-	-
Ratio to median employee compensation	-	-	-	-	-
Change from the previous year	-	-	-	-	-
Additional information about the expanded scope of consolidation (France)					
Average employee compensation	46,307	46,476	46,870	48,278	56,997
Change from the previous year	2%	0%	1%	3%	18%
Median employee compensation	Not available				
Ratio to average employee compensation	55.1	55.7	27.5	54.0	55.6
Change from the previous year	8%	1%	-51%	97%	3%
Ratio to median employee compensation	Not calculable				
Change from the previous year	-	-	-	-	-
Company performance					
COI organic growth	5%	14%	-16%	47%	43%
Change from the previous year	0%	180%	-214%	194%	-9%
ROCE	6.50%	6.10%	5.45%	8.90%	12.60%
Change from the previous year	3%	-6%	-11%	63%	42%
Net recurring income, Group share (excluding E&P and LNG) (in billion euros)	2.38	2.46	1.70	3.20	5.22
Change from the previous year	-6%	3%	-31%	85%	65%

(1) In reference to the Afep guidelines updated in February 2021.

(2) The 2022 data on the company's compensation and performance do not include EQUANS.

COMPENSATION OF CORPORATE OFFICERS

The compensation for corporate officers below will be submitted for shareholder approval at the Annual Shareholders' Meeting of April 26, 2023, in accordance with Article L.22-10-9 of the French Commercial Code.

As a reminder, on the recommendation of the Board of Directors, the Shareholders' Meeting sets the total annual amount of Directors' compensation to be distributed by the Board among its members.

On the recommendation of the Appointments and Compensation Committee, the Board of Directors, at its meeting of December 11, 2013, amended the rules for

distributing the annual amount of directors' fees, set by the Shareholders' Meeting of July 16, 2008 at €1.4 million (unchanged since 2008) in line with an individual distribution system, combining a fixed portion with a predominant variable portion based on the attendance of Directors at Board and Committee meetings, in accordance with the Article 22.1 of the Afep-Medef Code.

The rules of distribution applied are presented below. They are unchanged in 2022 compared to 2021. They were last amended on July 29, 2019. It should be noted that Chairman and Chief Executive Officer do not receive compensation for their participation on the Board of Directors.

Director		Fixed fee	€15,000 per year
		Variable fee, dependent on attendance	€55,000 ⁽¹⁾ , if 100% attendance
Audit Committee	Chairman	Fixed fee	€15,000 per year
		Variable fee, dependent on attendance	€44,000 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€22,000 ⁽¹⁾ , if 100% attendance
SITC	Chairman ⁽²⁾	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€27,500 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 ⁽¹⁾ , if 100% attendance
EESDC	Chairman	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€22,000 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 ⁽¹⁾ , if 100% attendance
ACGC	Chairman	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€22,000 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 ⁽¹⁾ , if 100% attendance

(1) Variable portion increased by 25% for European non-residents and 50% for non-European non-residents, in the event of physical attendance at meetings.

(2) Jean-Pierre Clamadieu, Chairman of the SITC, does not receive any compensation for his participation in the work of the Board and this Committee.

Compensation of Directors appointed by the Shareholders' Meeting

The corporate officers who are not executives received the compensation shown in the table below for fiscal year 2022. Unless otherwise indicated, no other compensation was paid

to these officers by the Company or by its subsidiaries for the said fiscal year.

<i>In euros</i>	Fiscal year 2022⁽¹⁾	Fiscal year 2021⁽¹⁾
Fabrice Brégier	91,500 ⁽²⁾	91,500 ⁽²⁾
Marie-Claire Daveu ⁽³⁾	65,125 ⁽²⁾	-
Patrice Durand ⁽⁴⁾	77,775 ⁽²⁾⁽⁵⁾	77,775 ⁽²⁾⁽⁵⁾
Mari-Noëlle Jégo-Laveissière ⁽⁴⁾	77,775 ⁽²⁾⁽⁵⁾	75,812 ⁽²⁾⁽⁵⁾
Françoise Malrieu	150,500 ⁽²⁾	150,500 ⁽²⁾
Ross McInnes	150,500 ⁽²⁾	150,500 ⁽²⁾
Marie-José Nadeau	205,216 ⁽⁶⁾	177,087 ⁽⁶⁾
Lord Peter Ricketts of Shortlands	102,893 ⁽⁶⁾	96,048 ⁽⁶⁾
TOTAL	921,284	819,222

(1) Directors' compensation due for a given fiscal year are paid during the fiscal year concerned.

(2) Before deduction of withholding tax relating to tax and social contributions.

(3) Appointed during the April 21, 2022 Shareholders' Meeting - compensated on a prorata temporis basis.

(4) Director appointed from the private sector by the Shareholders' Meeting on the proposal of the French State.

(5) Appointment proposed by the French state, as such, these directors only receive 85% of the compensation. The remaining 15% is paid to the State.

(6) Before deduction of withholding tax levied on Directors' fees paid to Directors residing outside France.

Compensation of the Director representing the French State and the Directors elected by the Shareholders' Meeting on the proposal of the French State

The Director representing the French State, in her role as civil servant, Stéphanie Besnier, did not personally receive any compensation from the Company or from companies controlled by the Company for her term of office in 2022, in accordance with Article 5 of Ordinance N° 2014-948 of August 20, 2014 concerning the governance and equity transactions of companies with a public shareholder.

The Directors from the private sector appointed by the Shareholders' Meeting on the proposal of the French State, namely Mari-Noëlle Jégo-Laveissière and Patrice Durand, received 85% of the directors' fees corresponding to their office, pursuant to the ministerial Order of December 28, 2014, as amended by the ministerial order of January 5, 2018, taken in application of Article 6 of Ordinance No. 2014-948 of August 20, 2014 concerning governance and equity operation of companies with a public shareholder (see the table above).

In respect of the foregoing, the balance of the Directors' compensation corresponding to these offices, i.e. an amount of €163,050, was paid directly to the Public Treasury in compliance with regulations.

Compensation of directors representing the employees and employee shareholders

Directors representing employees and employee shareholders on the ENGIE Board of Directors received no compensation (directors' fees or other) from the Company or from companies

controlled by the Company in consideration of their service as directors.

These Directors are Christophe Agogué, Alain Beullier⁽¹⁾, Jacinthe Delage, Yoan Kosnar⁽²⁾, Philippe Lepage⁽¹⁾ and Magali Viot⁽²⁾.

COMPENSATION POLICY FOR CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The compensation policy for Chairman and Chief Executive Officer is determined by the Board of Directors based on the recommendations of the ACGC. It will be subject to a presentation and binding vote at the Annual Shareholders' Meeting of April 26, 2023 in accordance with Article L.22-10-8 of the French Commercial Code.

The compensation policy is reviewed annually by the ACGC and is based in particular on specific studies.

Pursuant to Article 3.3.1 of the Board's Internal regulations, executive corporate officers do not take part in meetings of the ACGC on matters relating to them.

In its recommendations to the Board of Directors, the ACGC seeks to propose a compensation policy that is in line with corporate responsibility and the practices of comparable major international groups for similar positions, based on a benchmark established by a specialized external firm that includes companies listed on the CAC40 and the Eurostoxx 50.

Pursuant to Article 10.6 of the Afep-Medef Code, the Chairman of the Board of Directors, as an independent director, does not receive variable compensation linked to the Company's performance.

(1) Director until April 21, 2022.

(2) Director since April 21, 2022.

Compensation of the other executive corporate officers generally includes:

- a fixed component, which remains unchanged throughout the term of office, unless the Board of Directors, on the recommendation of the ACGC, decides otherwise;
- a variable component, balanced relative to total compensation, the purpose of which is to reflect the executive's personal contribution to the Group's development and results; and
- a long-term incentive component, subject to performance conditions.

Compensation policy for the Chairman of the Board for 2023

The compensation of the Chairman of the Board of Directors for 2023 remains unchanged from 2022. It includes annual fixed compensation. It does not include any annual or multi-year variable compensation or long-term incentive plans.

The fixed annual compensation is €450,000.

Stringent performance criteria are set both for the variable component and for long-term incentive plans, maintaining a link between the Group's performance and the compensation of its directors in the short, medium and long term and contributing to the Company's strategy and sustainability.

If the approval rate for the compensation policy is less than 80% at the last Shareholders' Meeting, the ACGC looks at the direction of the vote of the shareholders that opposed the approval of this policy and the possible follow-up to be given to their vote.

In accordance with current policy, executive corporate officers do not receive directors' fees for their participation in the work of the Board and its committees.

The Chairman of the Board receives social security coverage and health care coverage.

He has a company vehicle.

Compensation of the Chief Executive Officer for 2023

The Chief Executive Officer's compensation includes a fixed component, a variable annual component and a long-term incentive component.

The fixed component is €1,000,000. It was determined according to the role, experience and reference market of the Chief Executive Officer, particularly in relation to the fixed compensation of executive corporate officers of groups similar to ENGIE in terms of size and scope, and, more generally, on the basis of the above benchmark. It does not change for the duration of the term of office, which is four years, unless the Board of Directors, on the recommendation of the ACGC, votes otherwise, in particular with regard to the market context, or any changes in ENGIE's profile or Group employee compensation.

The annual variable component is designed to reflect the executive's personal contribution to the Group's development and results. It is balanced in relation to the fixed component and determined as a percentage of fixed compensation.

The target annual variable component amounts to 100% of the fixed compensation (€1,000,000) for a 100% target achievement rate, with a maximum of 140% of the fixed compensation (€1,400,000) in the event that targets are exceeded.

It is calculated annually, according to the Chief Executive Officer's performance, using financial criteria to compensate economic performance (65%), and non-financial criteria (35%), where at least one criterion reflects the Group's CSR objectives, in accordance with the purpose ("Raison d'être") of ENGIE as stated in the bylaws.

For the financial component, the criteria used are net recurring income, Group share (25%), EBIT (25%), free cash flow - including GEMS - (25%) and economic net debt (25%). The financial targets for 2023 were based on the Group's provisional budget as prepared by the Board of Directors on February 20, 2023.

The non-financial component is based on the progress of the work carried out on the Group's strategic objectives (35%), the Group's priorities for 2023 (35%) and quantifiable CSR criteria (30%).

The work carried out on the Group's strategic objectives must focus, in particular, on the future of the nuclear activities in Belgium, on building a more comprehensive medium-term road map toward carbon neutrality in 2045, and on communication that ensures better understanding of the Group's activities.

Operational priorities for 2023 cover the deployment of the One Safety health and safety plan, the acceleration of growth in the energy transition, the development of talent and the positioning of supply chains as a strategic lever.

The CSR criteria include the continued improvement in safety performance compared with 2022, assessed with the aid of a series of indicators (frequency rate, severity rate, number of fatal accidents, etc.), the reduction of CO₂ emissions related to power generation in line with the trajectory set for the purposes of hitting the 2030 target, 35% female managers hired. These three criteria account for 30% of the non-financial component and each one is given an equal weighting.

The other non-financial criteria concern the Group's strategy and priorities in 2023. They account for 70% of this component. Insofar as they may contain strategically sensitive information, they will be made public in 2024.

The Chief Executive Officer's long-term incentive component takes the form of Performance Shares subject to the same performance conditions as those attached to the performance share plans for some employees. These performance conditions are all specified and quantifiable. They include at least one non-financial performance condition that reflects the Group's CSR objectives, in accordance with the Company's purpose as stated in the bylaws. This long-term incentive component is designed to encourage executives to make a long-term commitment as well as to increase their loyalty and align their interests with the Company's corporate interests and the interests of shareholders. This particular component may not account for more than 50% of the executive's total compensation at the initial award.

In accordance with Article 26.3.3 of the Afep-Medef Code, the Chief Executive Officer formally undertakes not to use hedging mechanisms for these Performance Shares. It should be noted that the Chief Executive Officer's target is to create a portfolio of ENGIE shares equivalent to two years' fixed compensation, i.e. €2,000,000. Until this target is met, two-thirds of the Performance Shares vested to the Chief Executive Officer will be non-transferable. On December 31, 2022, the Chief Executive Officer held 55,000 ENGIE shares acquired in a personal capacity.

The financial performance conditions relate to growth in net recurring income, Group share over two years compared with a benchmark panel, hereinafter referred to as the "Panel" (constituting 25% of the total performance conditions), to changes in total shareholder return (TSR) (stock market performance, reinvested dividend) over three years compared with this same Panel (constituting 25%), and to the return on capital employed (ROCE) in the Medium-Term Business Plan (MTBP) approved by the Board of Directors on a pro forma basis (constituting 30%).

The Panel selected for the relative assessment of the growth of the NRIGs and TSR is composed of EDP, ENEL, Iberdrola, Naturgy, Snam and RWE, with each of these companies receiving an identical weighting.

For the assessment of the performance condition related to the growth of the NRIGs, the growth will be calculated as the ratio of the NRIGs for the 12 months preceding June 30 of the plan's year of maturity to the NRIGs for the 12 months preceding June 30 of the first year in which performance was measured. To assess the performance condition relating to the TSR over three years, in order to spread any effects of volatility (gain or loss), the TSR (stock market performance, reinvested dividend) will be calculated by taking the averages of the three-year TSRs for ENGIE and for the Panel companies over a period of two months, ending at least one month before the scheduled delivery date of the Performance Shares.

Thus, the Performance Shares are subject to exclusively quantifiable non-financial performance conditions (together constituting 20% of the total performance conditions), selected for consistency with the Company's statutory purpose, i.e. its objectives to reduce greenhouse gas emissions from power generation (10%), increase the proportion of renewable capacities (5%) and increase the proportion of women in management (5%). The target objectives will be in line with the trajectory established to achieve the target objectives by 2030.

The TSR (stock market performance, reinvested dividend) success rate will be zero for a result below 100% of the target. For a result equal to 100% of the target, the success rate will be equal to 50%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. For a result greater than 100% and less than or equal to 120% of the target, the success rate will be progressive and linear between 50% and 120%. It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.

The success rate for NRIGs growth will be zero for a result below 75% of the target. For a result equal to 100% of the target, the success rate will be equal to 80%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. The progression between these points is linear. It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.

The ROCE success rate will be zero for a result below 75% of the target. For a result equal to 100% of the target, the success rate will be equal to 100%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. The progression between these points is linear.

With regard to non-financial performance conditions, if the result is equal to the target, the success rate will be 100%. The Board will stringently define limits corresponding to a success rate of 0% and a maximum rate of 120%, according to medium-term targets and the specific nature of each of these indicators.

The determination of the above performance criteria derives from the Board of Directors' commitment to the variable nature of the long-term incentive component which rewards financial and non-financial performance in the medium and long term. They are therefore not meant to be reviewed. However, in the event of exceptional circumstances (such as a change in accounting standards, a significant change in scope, the completion of a transformative transaction, a substantial change in market conditions or an unforeseen change in the competitive environment), the Board of Directors may, on an exceptional basis, adjust upward or downward the results of one or more of the performance criteria associated with the

long-term incentive component to ensure that the results of applying these criteria reflect the Group's performance. This adjustment would be made by the Board of Directors on the proposal of the ACGC, after the Board of Directors was assured that the adjustment can reasonably restore the balance or objective initially sought, adjusted for all or part of the impact of the event on the period under review and that the interests of the Company and its shareholders are aligned with the interests of the executive corporate officer. The Board would then justify, in detail, the adjustments made, which will be communicated.

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

The payment of the variable and extraordinary compensation components and the award of Performance Shares for 2022 will be contingent on the approval of shareholders at the 2023 Ordinary Shareholders' Meeting.

Lastly, the Chief Executive Officer will continue to benefit from a supplementary pension plan, under which the Company does not guarantee the amount of the pension but pays an annual employer contribution, half of which comprises contributions paid to a third-party organization under an optional defined contribution pension plan (Article 82) and half is a cash sum, given the immediate taxation on commencement of this mechanism. The employer contribution will correspond to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. It will also depend on the Company's performance, since the calculation base includes the variable portion linked to the Group's results. The Chief Executive Officer will also benefit from the mandatory pension plan (Article 83 of the French Tax Code) applicable to all senior Group managers.

The Chief Executive Officer will also benefit from health care and social security schemes equivalent to the collective schemes for ENGIE's executive officers in France.

The Chief Executive Officer, if also a director, does not receive any directors' fees for sitting on the Board of Directors.

In the event of departure from the Group, the former Chief Executive Officer will be bound by a non-compete commitment for a period of one year from the end of his or her term of office and will receive one year's compensation payable in twelve monthly installments. The Board of Directors may waive the application of this clause at the time of the officer's departure.

In the event of forced departure not resulting from serious misconduct on the part of the corporate officer, and regardless of the form of such departure, the Chief Executive Officer shall receive an indemnity of two years' compensation, which shall be payable only if the performance conditions attached to the annual variable component of the compensation for the two years preceding the year of departure have been met by at least 90% on average.

In addition, all provisions of the Afep-Medef Code are applicable to the non-compete commitment and severance payments, in particular with regard to those two payments combined, which may not exceed two years of compensation. "Year of compensation" within the meaning of the non-compete commitment and severance payments referred to above means the last annual fixed compensation plus the annual variable compensation paid calculated on the basis of the average annual variable compensation paid for the two years preceding the year of departure.

Lastly, the Chief Executive Officer benefits from the use of a company vehicle.

COMPENSATION POLICY FOR THE CORPORATE OFFICERS FOR 2023

On the proposal of the ACGC, on February 20, 2023, the Board of Directors decided to change the individual compensation system for Directors, both for the fixed and variable components, based on a benchmark using the Eurostoxx50 panel. This benchmark shows a discrepancy in the compensation of ENGIE's directors.

This modification also takes into account the reflection carried out by the Board of Directors on its diversity policy with a view to integrating more international profiles. It also takes into account the greater personal investment required to serve as a Director, the skills required and the number of meetings attended.

Consequently, it is proposed to increase the fixed and variable components of directors' compensation by 10%. The compensation proposed amounts are shown below. It is specified that the total budget of €1.4 million set in 2008 remains unchanged. This aspect of the compensation policy.

will be submitted to the Shareholders' Meeting of April 26, 2023, pursuant to Article L.22-10-8, II of the French Commercial Code.

It should be noted that the Chairman and the Chief Executive Officer do not receive compensation for their participation on the Board of Directors.

Director		Fixed fee	€16,500 per year
		Variable fee, dependent on attendance	€60,500 ⁽¹⁾ , if 100% attendance
Audit Committee	Chairman	Fixed fee	€16,500 per year
		Variable fee, dependent on attendance	€48,400 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed fee	€5,500 per year
		Variable fee, dependent on attendance	€24,200 ⁽¹⁾ , if 100% attendance
SITC	Chairman ⁽²⁾	Fixed fee	€11,000 per year
		Variable fee, dependent on attendance	€30,250 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed fee	€5,500 per year
		Variable fee, dependent on attendance	€18,150 ⁽¹⁾ , if 100% attendance
EESDC	Chairman	Fixed fee	€11,000 per year
		Variable fee, dependent on attendance	€24,200 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed fee	€5,500 per year
		Variable fee, dependent on attendance	€18,150 ⁽¹⁾ , if 100% attendance
ACGC	Chairman	Fixed fee	€11,000 per year
		Variable fee, dependent on attendance	€24,200 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed fee	€5,500 per year
		Variable fee, dependent on attendance	€18,150 ⁽¹⁾ , if 100% attendance

(1) Variable portion increased by 25% for European non-residents and 50% for non-European non-residents, in the event of physical attendance at meetings.

(2) Jean-Pierre Clamadieu, Chairman of the SITC, does not receive any compensation for his participation in the work of the Board and this Committee.

4

CURRENT FINANCIAL DELEGATIONS

AUTHORIZATIONS GRANTED BY THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 21, 2022

Resolution	Nature of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
5 th	Authorization to trade in the Company's shares	18 months until October 20, 2023 Terminates the delegation granted by the Combined Shareholders' Meeting of May 20, 2021 (5 th resolution)	Maximum purchase price: €30 Maximum ownership: 10% of the share capital Aggregate amount of purchases: €7.3 billion May not be used during a public tender offer for the shares of the Company	0.60% of share capital at 12/31/2022	Remaining 9.40% of share capital
16 th	Issue of shares and / or marketable securities with PSR ⁽¹⁾ (to be used outside public tender offer periods only)	26 months until June 20, 2024 Terminates the delegation granted by the Combined Shareholders' Meeting of May 14, 2020 (19 th resolution)	€225 million for shares ⁽²⁾⁽³⁾ and €5 billion for marketable securities representing debt	None	Full amount of the authorization
17 th	Issue of shares and / or marketable securities without PSR ⁽¹⁾ (to be used outside public tender offer periods only)	26 months until June 20, 2024 Terminates the delegation granted by the Combined Shareholders' Meeting of May 14, 2020 (20 th resolution)	€225 million for shares ⁽²⁾⁽³⁾ and €5 billion for marketable securities representing debt	None	Full amount of the authorization
18 th	Issue of shares and / or marketable securities without PSR ⁽¹⁾ in the context of an offer governed by Article L.411-2-1 of the French Monetary and Financial Code (to be used outside public tender offer periods only)	26 months until June 20, 2024 Terminates the delegation granted by the Combined Shareholders' Meeting of May 14, 2020 (21 st resolution)	€225 million for shares ⁽²⁾⁽³⁾ and €5 billion for marketable securities representing debt	None	Full amount of the authorization
19 th	Increase in the amount of capital increases (greenshoe option) carried out pursuant to the 19 th , 20 th and 21 st resolutions (to be used outside public tender offer periods only)	26 months until June 20, 2024 Terminates the delegation granted by the Combined Shareholders' Meeting of May 14, 2020 (22 nd resolution)	Up to 15% of the initial issue ⁽²⁾⁽³⁾	None	Full amount of the authorization
20 th	Issue of ordinary shares and / or various securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (to be used outside public tender offer periods only)	26 months until June 20, 2024 Terminates the delegation granted by the Combined Shareholders' Meeting of May 14, 2020 (23 rd resolution)	€225 million for shares ⁽²⁾⁽³⁾ and €5 billion for marketable securities representing debt	None	Full amount of the authorization

Resolution	Nature of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
22 nd	Emissions of shares via the capitalization of additional paid-in capital, retained earnings, profit or any other amounts (<i>to be used outside public tender offer periods only</i>)	26 months until June 20, 2024 Terminates the delegation granted by the Combined Shareholders' Meeting of May 14, 2020 (25 th resolution)	Total amount of the sums that may be incorporated (excluding ceiling)	None	Full amount of the authorization
23 rd	Authorization to reduce the share capital by canceling treasury shares	26 months until June 20, 2024 Terminates the delegation granted by the Combined Shareholders' Meeting of May 14 2020 (26 th resolution)	10% of the share capital per 24 month period	Reduction through the cancellation of 3,081,774 treasury shares under the December 22, 2022 Link 2022 transaction <i>i.e. 0.03% of the share capital</i>	9.97% of the share capital
24 th	Capital increase reserved for employees who are members of employee saving plans of the ENGIE group	26 months until June 20, 2024 Terminates the delegation granted by the Combined Shareholders' Meeting of May 20, 2021 (16 th resolution)	2% of the share capital as of the date of implementation of the delegation. Amount common with the 25th resolution of the Combined Shareholders' Meeting of 04/21/2022 ⁽²⁾⁽³⁾	Capital increase of 2,310,951 shares under the December 22, 2022 Link 2022 transaction <i>i.e. 0.1% of the share capital</i>	1.87% of the share capital ⁽⁴⁾
25 th	Capital increase reserved for all entities formed as part of the implementation of the international employee shareholding plan offered by the ENGIE group	18 months until October 20, 2023 Terminates the delegation granted by the Combined Shareholders' Meeting of May 20, 2021 (17 th resolution)	0.5% of the share capital as of the date of implementation of the delegation, which will be counted against the 2% ceiling under the 24th resolution of the Combined Shareholders' Meeting of 04/21/2022 ⁽²⁾⁽³⁾	Capital increase of 770,823 shares under the December 22, 2022 Link 2022 transaction <i>i.e. 0.03% of the share capital used</i>	1.87% of the share capital ⁽⁴⁾
26 th	Authorization to be given to the Board of Directors for the purpose of awarding bonus shares (i) to employees and / or corporate officers of ENGIE Group companies (with the exception of corporate officers of ENGIE SA) and (ii) to employees participating in a group international employee shareholding plan of the ENGIE group (World Plans)	38 months until June 20, 2025 Terminates, up to the unused portion, the delegation granted by the Combined Shareholders' Meeting of May 20, 2021 (18 th resolution)	0.75% of the share capital, (with an annual cap of 0.25% of the share capital), ceiling common to the 26th and 27th resolutions of the Combined Shareholders' Meeting of 04/21/2022 ⁽⁵⁾	<u>Dated December 22, 2022</u> Award of 247,163 bonus shares as a contribution to the international classic formula for the Link 2022 transaction <i>i.e a total award of 0.01% of capital as at December 31, 2022</i>	0.52% of share capital ⁽⁶⁾

Resolution	Nature of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
27 th	Authorization for the purpose of awarding bonus shares to certain employees and corporate officers of ENGIE Group companies, (including executive corporate officers of ENGIE) (Discretionary Plans)	38 months until June 20, 2025 Terminates, up to the unused portion, the delegation granted by the Combined Shareholders' Meeting of May 20, 2021 (19 th resolution)	0.75% of the share capital, (with an annual cap of 0.25% of the share capital), ceiling common to the 26th and 27th resolutions of the Combined Shareholders' Meeting of 04/21/2022 ⁽⁵⁾	For 2022 - Dated April 21, 2022 Allocation of 120,000 performance shares to the Chief Executive Officer. - Dated December 08, 2022 Award of 4,739,350 of performance shares i.e. 0.20% of the share capital as at December 21, 2022 For 2023 - Dated February 20, 2023 Award of 448,027 performance shares i.e. a total award of 0.22% of capital as at February 20, 2023	0.52% of share capital ⁽⁶⁾

(1) DPS: preferential subscription rights.

(2) Amounts common to issues of marketable securities decided under the 16th, 17th, 18th, 19th, 20th, 24th and 25th resolutions of the Combined Shareholders' Meeting of April 21, 2022.

(3) Common ceiling set by the 21st resolution of the Combined Shareholders' Meeting of April 21, 2022, under the 16th, 17th, 18th, 19th, 20th, 24th and 25th resolutions of the same Meeting: €265 million.

(4) Amount common not utilized for authorizations decided under the 24th and 25th resolutions of the Combined Shareholders' Meeting of April 21, 2022.

(5) This is a common ceiling set by the Combined Shareholders' Meeting of April 21, 2022 for the awards approved under the 26th and 27th resolutions.

(6) Unused common amounts for authorizations decided under the 26th and 27th resolutions of the Combined Shareholders' Meeting of April 21, 2022.

5 AGENDA

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

- Approval of transactions and annual financial statements for fiscal year 2022 **(1st resolution)**.
- Approval of the consolidated financial statements for fiscal year 2022 **(2nd resolution)**.
- Appropriation of net income and declaration of dividend for fiscal year 2022 **(3rd resolution)**.
- Approval of the related-party agreements referred to in Article L.225-38 of the French Commercial Code **(4th resolution)**.
- Authorization of the Board of Directors to trade in the Company's shares **(5th resolution)**.
- Renewal of the term of office of Marie-José Nadeau as a Director **(6th resolution)**.
- Renewal of the term of office of Patrice Durand as a Director **(7th resolution)**.
- Approval of information relating to the compensation of corporate officers paid during fiscal year 2022, or awarded for said year and referred to in Article L. 22-10-9, I of the French Commercial Code **(8th resolution)**.
- Approval of the total compensation and benefits of any kind paid during fiscal year 2022, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors **(9th resolution)**.
- Approval of the total compensation and benefits of any kind paid during fiscal year 2022, or awarded for said year, to Catherine MacGregor, Chief Executive Officer **(10th resolution)**.
- Approval of the compensation policy for Directors **(11th resolution)**.
- Approval of the compensation policy for the Chairman of the Board of Directors **(12th resolution)**.
- Approval of the compensation policy for the Chief Executive Officer **(13th resolution)**.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, with preemptive subscription rights waived, for the benefit of ENGIE group employee savings plan members **(14th resolution)**.
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, with preemptive subscription rights waived, reserved for a category of beneficiaries as part of the implementation of an ENGIE group international employee shareholding plan **(15th resolution)**.
- Authorization of the Board of Directors to reduce the share capital by canceling treasury shares **(16th resolution)**.
- Powers to implement the resolutions adopted by the Shareholders' Meeting and for formalities **(17th resolution)**.

6

DRAFT RESOLUTIONS AND OBJECTIVES

The draft resolutions that will be submitted to shareholders at the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023 are provided below.

Each of the proposed resolutions is preceded by an introductory paragraph setting out its terms and reasons.

All of these introductory paragraphs, which are supplemented by other chapters of this Notice of Meeting, form the Board of Directors' report to the Shareholders' Meeting. This report must be read in conjunction with the draft resolutions.

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

APPROVAL OF THE FINANCIAL STATEMENTS FOR FISCAL YEAR 2022 (RESOLUTIONS 1 AND 2)

OBJECTIVE

The first two resolutions allow the shareholders, after reviewing the reports of the Board of Directors and of the Statutory Auditors, to approve the annual financial statements for the 2022 fiscal year, which show a net income of €1,697,233,422.41, and ENGIE's consolidated financial statements, which show net income Group share of €216,5 millions.

First resolution

Approval of transactions and the financial statements for fiscal year 2022

Having reviewed the financial statements for the year ended December 31, 2022, the Board of Directors' management report and the Statutory Auditors' report on the financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the parent company financial statements for the fiscal year ended December 31, 2022, as presented thereto, as well as the transactions entered in these parent company financial statements or summarized in these reports, showing net profit for the year of €1,697,233,422.41.

In accordance with Article 223 quater of the French General Tax Code, the Shareholders' Meeting duly notes that the total amount of expenses and charges referred to in Article 39, Paragraph 4, of the General Tax Code is €1,257,882.84 for last year.

Second resolution

Approval of the consolidated financial statements for fiscal year 2022

Having reviewed the consolidated financial statements for the year ended December 31, 2022, the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the consolidated financial statements for the fiscal year ended December 31, 2022, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports.

APPROPRIATION OF NET INCOME AND DECLARATION FOR FISCAL YEAR 2022 (RESOLUTION 3)

OBJECTIVE

The purpose of the third resolution is to propose the appropriation of net income and to establish the dividend for fiscal year 2022 at €1.40 per share.

The Board of Directors has reaffirmed the Group's dividend policy of the net recurring income Group share (NRIGs) payout ratio in the range of 65 to 75%, including a dividend floor of €0.65 per share. For fiscal year 2022, the Board of Directors, at its meeting of February 20, 2023, proposed a payout ratio of 65%. This translates into a dividend of €1.40 per share, which you are asked to approve.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend of €0.14 per share is allocated to shares that have been held in registered form for at least two years as at December 31, 2022 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of May 3, 2023. 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.

The dividend for fiscal year 2022, i.e. €1.40 per share, plus the increase in the dividend of €0.14 per share, will be detached on April 28, 2023 and paid out on May 3, 2023.

Third resolution

Appropriation of net income and declaration for fiscal year 2022

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings resolves, on the recommendation of the Board of

Directors, to allocate the distributable earnings of the fiscal year as follows:

	<i>In euros</i>
Net income for fiscal year 2022	1,697,233,422.41
Previous retained earnings	0
Other reserves	0
Additional paid-in capital, contribution premium and merger premium	25,667,417,716.59
TOTAL DISTRIBUTABLE	27,364,651,139.00
Allocation	
• Total dividend distributed for fiscal year 2022 (including the increased dividend) ⁽¹⁾ :	1,697,233,422.41
• Retained earnings	0
The total dividend paid for fiscal year 2022, i.e.	3,448,955,794.06
will be deducted as follows:	
• from net income for the previous fiscal year in the amount of	1,697,233,422.41
• from the merger premium in the amount of	1,751,722,371.65

(1) On the basis of the number of shares comprising the share capital as at December 31, 2022, i.e. a total of 2,435,285,011 shares, including 282,548,419 registered shares as at December 31, 2022 entitling the bearers to a 10% increase in the dividend after application of the cap of 0.5% of the share capital per shareholder.

Accordingly, the Shareholders' Meeting sets the dividend for the 2022 fiscal year at €1.40 per share.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend, i.e. €0.14 per share, will be allocated to shares that have been held in registered form for at least two years as at December 31, 2022 and that will remain held in this form without interruption in the name of the same

shareholder until the dividend payment date of May 3, 2023. 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 of the 282,548,419 registered shares entitling the bearers to the increased dividend as at December 31, 2022 ceased to qualify as registered shares between January 1, 2023 and May 3, 2023, 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 Friday, April 28, 2023 and paid out in cash on Wednesday, May 3, 2023.

The shareholders are informed that, under the conditions defined by the laws and regulations in force, all of this gross

dividend is subject to a single flat-rate deduction at the overall rate of 30% including 12.8% for income tax and 17.2% for social security contributions, unless option 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 the Article 158, paragraph 3, 2° of the General Tax Code. This regime applies to individuals who are resident in France for the tax purposes.

In accordance with the provisions of Article 243 bis of the French Tax Code, the Shareholders' Meeting duly notes the dividends paid for the three previous fiscal years as follows:

Fiscal year	Number of shares carrying dividend rights (in millions of euros)	Amounts paid out (overall amount) (in millions of euros)	Net dividend (amount per share) (in euros)
2019	0 ⁽¹⁾	0	0
2020 ⁽²⁾	2,413 ⁽³⁾	1,291	0.53
2021 ⁽²⁾	2,424 ⁽⁴⁾	2060	0.85

(1) 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.

(2) In accordance with the requirements of Article 243 bis of the General Tax Code, dividends paid out for the years ended December 31, 2020 and December 31, 2021 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.

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

(4) This number corresponds to shares carrying dividend rights at the time of payment of the dividend for 2021 in April 2022.

REGULATED AGREEMENTS (RESOLUTION 4)

OBJECTIVE

The shareholders are asked to approve the terms of the special report of the Statutory Auditors which appears in Section 4.7 of the 2022 Universal Registration Document, which describes the regulated agreements concluded and previously approved by the Shareholders' Meeting that continued last year, it being specified that no regulated agreement has to be approved by the Shareholders' Meeting for fiscal year 2022.

Fourth resolution

Approval of the regulated agreements referred to in Article L.225-38 of the French Commercial Code

Having reviewed the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 of the

French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, duly notes the information included in this report and approves the terms of said report.

AUTHORIZATION TO TRADE IN THE COMPANY'S SHARES (RESOLUTION 5)

OBJECTIVE

Because the existing authorization lapses on October 20, 2023, the shareholders are asked to renew the authorization of the Board of Directors to repurchase shares of the Company for a period of 18 months, with corresponding cancellation, as of the date of this Shareholders' Meeting, of the previous authorization granted by the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

The purpose of the share buyback program and a full description of the authorization submitted to the vote are provided in the text of this 5th resolution as well as in Section 5.1.4.2 of the 2022 Universal Registration Document.

This resolution may not be used during a public tender offer for the shares of the Company.

The Company may purchase treasury stock for the purpose of:

- canceling the shares by way of a capital reduction;
- transferring them as part of an employee shareholding transactions and allocating them as bonus shares to employees and corporate officers of the ENGIE group;

- stimulating the market for the share within the framework of a liquidity agreement concluded with an investment services provider that complies with the Code of Ethics recognized by the Autorité des marchés financiers (French Financial Markets Authority, AMF);
- retaining them for future use for payment in connection with financial external growth transactions.

The purchase, sale, exchange or transfer of these shares may be carried out by any means, on one or more occasions, in particular on the market or over the counter, including, in whole or in part, through the purchase, sale, exchange or transfer of blocks of shares. Such means shall include, as the case may be, any and all financial instruments and derivative products.

The purchase price per share may be no greater than €30, excluding acquisition costs. The authorization would cover no more than 10% of the share capital, with the maximum amount of purchases not to exceed €7.3 billion.

Please note that as at December 31, 2022, the Company held 0.60% of its share capital, or 14,530,427 shares, all of which to cover its commitments to the beneficiaries of bonus shares and Company savings plans.

Between the Shareholders' Meeting of April 21, 2022 and February 17, 2023, the Company has:

- purchased 31,810,328 shares for a total value of €401.7 (an average price of €12.63 per share), of which 12,755,557 shares under the liquidity agreement and 19,054,771 shares for other purposes under the share buyback program;
- sold 12,805,557 shares for a total value of €157.9 (an average price of €12.33 per share) under the liquidity agreement.

Fifth resolution

Authorization of the Board of Directors to trade in the Company's shares

Having reviewed the terms of the share buyback program, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, authorizes the Board of Directors, or a duly authorized representative, to purchase treasury stock in accordance with the provisions of Article L.22-10-62 of the French Commercial Code, European Regulation 596/2014 on market abuse, related Acts of the European Commission, and Articles 241-1 et seq. of the General Regulations of the AMF, and market practices accepted thereby in order to:

- maintain liquidity and stimulate the market for the Company's shares through an independent investment services provider under the liquidity agreement that complies with the Code of Ethics recognized by the AMF;
- cancel all or part of the shares repurchased as part of a capital reduction;
- award or sell them to employees or former employees or corporate officers or former corporate officers of the Company and / or companies that are or will be affiliated with it under the terms and conditions provided for by the applicable regulations as part of all employee shareholding plans, including stock option plans and awards of outstanding shares or offers as part of a company-sponsored employee savings plans;
- hold them for subsequent tendering in an exchange, payment or other transaction as part of external growth transactions, subject to an overall ceiling of 5% of the Company's share capital;
- use them for allocation upon the exercise of the rights attached to issued securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company; or
- implement any other market practices authorized or to be authorized by market authorities.

In accordance with the following terms and conditions:

- the maximum number of shares acquired by the Company during the buyback period may not exceed 10% of the Company's share capital, this percentage applying to adjusted capital based on transactions subsequent to this

Shareholders' Meeting, provided that with respect to the specific case of shares repurchased under the liquidity agreement, the number of shares taken into account for calculating the 10% limit corresponds to the number of shares purchased, less the number of shares sold during the term of the authorization;

- the aggregate amount of such purchases after expenses may not exceed €7.3 billion;
- the maximum purchase price may not exceed €30 per share, excluding transaction costs.

The purchase, sale or transfer of shares may be performed at any time, except during a public tender offer for the shares of the Company, and by any means, on the open market or over the counter, including through block trades, public tender offers, or the use of options or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable regulations.

This authorization shall take effect at the end of this Shareholders' Meeting, for a period of 18 months; it renders ineffective the unused portion of the authorization of the same kind granted to the Board of Directors by the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022 in its 5th resolution.

The Shareholders' Meeting grants full powers to the Board of Directors, with power to delegate as provided by law, to:

- adjust the maximum purchase price above to reflect the impact on the share price of corporate transactions, such as a change in the share's par value, a capital increase through capitalization of reserves, the award of bonus shares, a stock split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving the shareholders' equity;
- implement this authorization and if necessary, to set the terms and conditions applicable to the share buyback program, to place any buy and sell orders, enter into any and all agreements in view of updating the share registers, carry out all filings with the AMF and any other authorities, complete all formal recording requirements, and generally do all that is necessary for the purposes hereof.

COMPOSITION OF THE BOARD OF DIRECTORS (RESOLUTIONS 6 AND 7)

OBJECTIVE

Independent Directors

The terms of office as Director of Françoise Malrieu and Marie-José Nadeau will expire at the end of this Shareholders' Meeting.

On the recommendation of the Appointments, Compensation and Governance Committee, the Board of Directors proposes, in the 6th resolution, to only renew the term of office as Independent Director of Marie-José Nadeau, for a period of four years.

Directors appointed on the recommendation of the French State

The terms of office of Mari-Noëlle Jégo-Laveissière and Patrice Durand as Directors appointed on the recommendation of the French State, in accordance with Article 6 of Ordinance 2014-948 of August 20, 2014 on the governance and capital transactions of publicly held companies, will expire at the end of this Shareholders' Meeting.

The Shareholders' Meeting is asked, in its 7th resolution, to renew on the recommendation of the French State the term of office as Director of Patrice Durand, for a period of four years.

Mari-Noëlle Jégo-Laveissière did not seek reappointment as a Director and will be replaced by a new Director proposed by the French State.

The biographies of Marie-José Nadeau and Patrice Durand are included in Chapter 2 of this Notice of Meeting.

Sixth resolution

Renewal of the term of office of Marie-José Nadeau as a Director

Having reviewed the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, renews Marie-José Nadeau's term of office as Director for four years.

Marie-José Nadeau's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2027 to approve the 2026 fiscal year financial statements.

Seventh resolution

Renewal of the term of office of Patrice Durand as a Director

Having reviewed the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, renews Patrice Durand's term of office as Director for four years.

Patrice Durand's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2027 to approve the 2026 fiscal year financial statements.

APPROVAL OF THE COMPONENTS OF COMPENSATION PAID IN OR AWARDED FOR FISCAL YEAR 2022 TO CORPORATE OFFICERS OF THE COMPANY (RESOLUTIONS 8 TO 10)

OBJECTIVE

Pursuant to the 12th, 13th and 14th resolutions, the Shareholders' Meeting of April 21, 2022 approved the respective compensation policies (ex ante vote) of the corporate officers, the Chairman of the Board of Directors and the Chief Executive Officer respectively. In application of these compensation policies, the Board of Directors set the compensation of the corporate officers, the Chairman of the Board of Directors and the Chief Executive Officer for the 2022 fiscal year. The Shareholders' Meeting is thus asked to vote on the compensation allocated or paid during fiscal year 2022.

The payment of variable compensation and, where applicable, any extraordinary compensation to corporate officers, for the 2022 fiscal year, is subject to their approval by the Shareholders' Meeting. The payment of the 2022 annual variable compensation of Catherine MacGregor, Chief Executive Officer, is therefore subject to the vote of the April 26, 2023 Shareholders' Meeting.

This ex-post vote concerns three resolutions:

- By voting on the 8th resolution, the shareholders are asked to approve the disclosures referred to in Article L.22-10-9 I of the French Commercial Code concerning the compensation paid to all the corporate officers.
- By voting on the 9th resolution, the shareholders are asked to approve the fixed and variable components of the total compensation and benefits of any kind paid in or awarded for fiscal year 2022 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, pursuant to Article L.22-10-34, II of the French Commercial Code.
- By voting on the 10th resolution, the shareholders are asked to approve the fixed and variable components of the total compensation and benefits of any kind paid in or awarded for fiscal year 2022 to Catherine MacGregor, Chief Executive Officer, pursuant to Article L.22-10-34, II of the French Commercial Code.

All the information pertinent to the vote on these three resolutions is included in Section 4.4 of the 2022 Universal Registration Document. This information is also included in Chapter 3 of this Notice of Meeting.

Eighth resolution

Approval of information relating to the compensation of corporate officers paid in or awarded for fiscal year 2022 and mentioned in Article L.22-10-9 I of the French Commercial Code

Having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves, pursuant to Article L.22-10-34 I of the French Commercial Code, the information mentioned in Article L.22-10-9 I of the French Commercial Code, as described in Section 4.4 of the 2022 Universal Registration Document.

Tenth resolution

Approval of the total compensation and benefits of any kind paid in or awarded for fiscal year 2022 to Catherine MacGregor, Chief Executive Officer

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, in accordance with the provisions of Article

Ninth resolution

Approval of the total compensation and benefits of any kind paid in or awarded for fiscal year 2022 to Jean-Pierre Clamadieu, Chairman of the Board of Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, approves the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in or awarded for fiscal year 2022 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.4 of the 2022 Universal Registration Document.

L.22-10-34 II of the French Commercial Code, approves the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in or awarded for fiscal year 2022 to Catherine MacGregor, Chief Executive Officer, as described in Section 4.4 of the 2022 Universal Registration Document.

APPROVAL OF THE COMPENSATION POLICY OF CORPORATE OFFICERS OF THE COMPANY (RESOLUTIONS 11 TO 13)

OBJECTIVE

In accordance with Article L.22-10-8, II of the French Commercial Code, the Board of Directors establishes a compensation policy for all corporate officers, including Directors, which must comply with the Company's corporate interest, contribute to its continuity and be in line with its business strategy. This policy must be submitted each year for the approval of the Shareholders' Meeting (ex ante vote).

- By voting on the 11th resolution, the shareholders are asked to approve the compensation policy for the Company's Directors.
- By voting on the 12th resolution, the shareholders are asked to approve the compensation policy for Jean-Pierre Clamadiou, Chairman of the Board of Directors.
- By voting on the 13th Resolution, the shareholders are also asked to approve the compensation policy for Catherine MacGregor, Chief Executive Officer.

All components that form the compensation policy for each category of corporate officer were approved by the Board of Directors on February 20, 2023, on the recommendation of the Appointments, Compensation and Governance Committee.

All the information about the compensation policy relevant to the vote on these three resolutions are included in Section 4.4 of the 2022 Universal Registration Document. In addition, this compensation policy is also included in Chapter 3 of this Notice of Meeting.

Eleventh resolution

Approval of the compensation policy for Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.22-10-8, II of the French Commercial Code, the Directors' compensation policy, as described in Section 4.4 of the 2022 Universal Registration Document.

Twelfth resolution

Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.22-10-8 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as described in Section 4.4 of the 2022 Universal Registration Document.

Thirteenth resolution

Approval of the compensation policy for the Chief Executive Officer

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L.225-37 of the

French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer, as described in Section 4.4 of the 2022 Universal Registration Document.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

DELEGATIONS OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR EMPLOYEES WHO ARE MEMBERS OF EMPLOYEE SAVING PLANS AS WELL AS FOR ANY CATEGORY OF BENEFICIARIES IN THE CONTEXT OF THE IMPLEMENTATION OF A GROUP INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN (RESOLUTIONS 14 AND 15)

OBJECTIVE

The Group aims to increase employee shareholding until it represents a substantial proportion of the share capital and voting rights. This lever makes it possible to involve employees in its plans in a different way and to enable them to share the value that they help to create.

At the end of 2022, following the employee share ownership plan launched in 2022, employees held 3.9% of ENGIE's share capital.

With a view to a new plan during the first half of 2024, shareholders are asked to renew the authorizations granted to the Board of Directors to carry out additional employee shareholding transactions at the time of its choosing.

Under the 14th resolution, the Board of Directors would be authorized, for a period of 26 months from this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of employees who are members of one or more employee savings plans. These increases will be carried out within the maximum nominal amount of 2% of the share capital on the date of implementation of the authorization, including the implementation of so-called leveraged "Multiple" investment formulas, noting that this 2% ceiling is common to all capital increases carried out under the 15th resolution of this Shareholders' Meeting.

Under the 15th resolution, the Board of Directors would be authorized, for a period of 18 months from the date of this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of any entity under French or foreign law, with or without legal personality (notably any bank or subsidiary thereof) acting at the request of the Company for the requirements of the implementation of a Group international employee shareholding plan or any *trusts* constituted in order to set up a *Share Incentive Plan* under UK law. These increases would be carried out within the limit of a maximum nominal amount of 0.5% of the share capital on the date of implementation of the delegation, it being specified that such issues will be counted against the 2% ceiling of the delegation pursuant to the 14th resolution.

The amount of the capital increases thus carried out would be deducted from the Overall Ceiling of €265 million referred to in the 21st resolution of the April 21, 2022 Ordinary and Extraordinary Shareholders' Meeting.

The issue prices of the shares may not be less than the Reference Price, i.e. the average listed price of the ENGIE share during the 20 trading days preceding the date of the decision setting the opening date of the subscription period, minus a discount that may not exceed the maximum discount permitted under the laws in force when the delegation is implemented.

In case of issue of securities giving access to equity securities to be issued, the price would also be determined by reference to the terms described in this paragraph.

The Board of Directors may grant, free of charge, to the beneficiaries indicated in the 14th resolution, in addition to the shares or securities giving access to the capital to be subscribed for in cash, shares or securities giving access to the capital to be issued or already issued, by way of substitution of all or part of the aforementioned discount and / or an employer contribution. The benefit from such an award may not exceed the statutory or regulatory limits pursuant to Article L.3332-11 et seq. and Article L.3332-21 et seq. of the French Labor Code. In accordance with the law, this decision would entail the shareholders' waiver of any preferential right to shares or securities giving access to capital which would be freely awarded under the 14th resolution.

With regard to capital increases for the benefit of those beneficiaries referred to in the 15th resolution, the Board of Directors may set a subscription price other than that set under the 14th resolution of this Shareholders' Meeting, should this be required by applicable local law. In all cases, this price may not be less than the average price, minus a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented, of the ENGIE share during the 20 trading days preceding the date of the decision.

The Shareholders' Meeting is asked to give the Board of Directors a certain amount of latitude in the choice of the structure allowing for the best implementation of the leveraged "Multiple" formulas for employees of the ENGIE group in the countries concerned, in light of the changes in the applicable legislation.

In order to adapt the shareholding plans presented to the employees in each country concerned, where applicable, the proposed delegation of authority granted to the Board of Directors, under the terms of the 15th resolution, shall include the authority granted to the Board to determine the shareholding plans and to distinguish between (i) countries where employees will be offered shares or equity interests in the above-mentioned entity or entities and (ii) countries where employees will subscribe for ENGIE shares under the aforementioned 14th resolution.

Furthermore, the Statutory Auditors have produced a report on the 14th and 15th resolutions, which has been made available to the shareholders in accordance with statutory and regulatory requirements.

Should the Board of Directors implement the delegations of authority granted by the Shareholders' Meeting under the 14th and 15th resolutions, it would be required to prepare, as appropriate and in accordance with the laws in force at the time of its decision, an additional report. This report would describe the final terms and conditions of the transaction and indicate, where appropriate, its impact on the status of shareholders or holders of convertible or exchangeable securities, specifically as regards their proportion of the total shareholders' equity.

The renewal of these authorizations, referred to in the 14th and 15th resolutions, would take effect as from the date of this Shareholders' Meeting, for respective periods of 26 and 18 months, and would supersede the authorizations previously granted by the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022, in its 24th and 25th resolutions.

Fourteenth resolution

Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, without preferential subscription rights, for the benefit of ENGIE group employee savings plan members

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6, L.225-138 and L.225-138-1, L.228-91 and L.228-92 of the French Commercial Code, as well as Articles L.3332-18 et seq. of the French Labor Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. Delegates its authority to the Board of Directors to increase the share capital on one or more occasions, by a maximum nominal amount representing 2% of the share capital on the date of implementation of the authorization, noting that this ceiling shall apply to all capital increases carried out under the 15th resolution of this Shareholders' Meeting, by issuing shares or securities giving access to equity securities to be issued, reserved for members of one or more Company savings plans to be implemented within the Group, which consists of the Company and the French or international companies included in the Company's scope of consolidation pursuant to Article L.3344-1 of the French Labor Code, on the understanding that this resolution may be used to implement the leveraged "Multiple" investment formulas. This amount will be deducted from the Overall Ceiling referred to in the 21st resolution of the April 21, 2022 Ordinary and Extraordinary Shareholders' Meeting, or from the amount of any ceiling provided for by a similar resolution that may succeed it during the period of validity of this delegation.
2. Sets the term of validity of this delegation at **26 months** from the date of this Shareholders' Meeting and renders ineffective as of this date the previous delegation of the same nature given under the 24th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.
3. Resolves that the issue price of new shares shall be determined under the terms laid down in Articles L.3332-18 et seq. of the French Labor Code and shall not be less than the average listed price of the ENGIE share on the NYSE Euronext Paris stock exchange during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription period for the capital increase reserved for Company employee savings plan

members, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems. In case of issue of securities giving access to equity securities to be issued, the price will also be determined by reference to the terms described in this paragraph.

4. Authorizes the Board of Directors to award, free of consideration, to the beneficiaries mentioned above, where applicable, and in addition to shares or share equivalents to be subscribed in cash, new or existing shares or share equivalents in substitution for all or a portion of the discount and / or the matching contribution, provided that the benefit from such award does not exceed the statutory or regulatory limits pursuant to Articles L.3332-11 and L.3332-21 of the Labor Code. The maximum nominal amount of capital increases that may be made immediately or in the future as a result of the award of bonus shares or share equivalents shall be counted against the overall ceilings referred to in Paragraph 1 above.
5. Resolves to cancel the shareholders' preferential subscription rights to the securities covered by this authorization in favor of the beneficiaries mentioned above. In addition, said shareholders also waive any right to the bonus shares or share equivalents that would be issued pursuant to this resolution.
6. Resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, within the limits and under the conditions specified above, and in particular to:
 - determine, in accordance with legal requirements, the list of companies whose members of one or more Company employee savings plans may subscribe to the shares or securities thus issued and to receive, where applicable, bonus shares or securities giving access to the capital;
 - decide whether subscriptions may be made directly or through employer-sponsored mutual funds or other vehicles or entities allowed by applicable laws or regulations;
 - determine the criteria, if any, that beneficiaries of capital increases must meet;
 - set the opening and closing dates for subscription periods;

- determine the amounts of the issues that will be carried out under this authorization and set, inter alia, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements;
 - in the event of an award of bonus shares or securities giving access to the capital, set the number of shares or share equivalents to be issued, the number allocated to each beneficiary, and set the dates, periods, terms and conditions for awarding such shares or securities in accordance with current statutory and regulatory requirements, and in particular decide whether to fully or partially substitute the allocation of such shares or securities for the discounts provided above, or to deduct the equivalent value of such shares from the total amount of the matching contribution, or to combine these two options;
 - record the completion of the capital increases in the amount of subscribed shares after any reductions in the event of oversubscription;
 - where applicable, charge the costs of the capital increases against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase;
 - enter into all agreements, carry out directly or indirectly by proxy all actions, including to proceed with all formal recording requirements required following capital increases, amend the bylaws accordingly and, generally, conclude all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions, and accomplish all formal recording requirements required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.
7. Authorizes the Board of Directors, under the terms of this delegation, to proceed with the sale of Company shares to the Beneficiaries as provided for by Article L.3332-24 of the French Labor Code.

Fifteenth resolution

Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, without preferential subscription rights, reserved for a category of beneficiaries as part of the implementation of an ENGIE group international employee shareholding plan

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6 and L.225-138 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. Delegates its authority to the Board of Directors to increase the share capital, on one or more occasions, by issuing shares and / or securities giving access to capital securities to be issued, reserved for the category of legal persons comprising any entity under French or foreign law, with or without legal personality, including any banking establishment or subsidiary thereof, acting on behalf of the Company as part of the implementation of one of the ENGIE group's international employee shareholding plans, including leveraged "Multiple" investment formulas, or any trusts set up to notably establish a *Share Incentive Plan* under UK law.
2. Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution may not exceed 0.5% of the share capital on the date of implementation of the delegation, noting that this amount will be deducted from the ceiling of 2% of the share capital of the delegation under the 14th resolution of this Shareholders' Meeting, as well as the Overall Ceiling referred to in the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022, or from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation.
3. Sets the term of validity of this delegation at **18 months** from the date of this Shareholders' Meeting and supersedes the unused portion of the similar delegation given under the 25th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.
4. Delegates its authority to the Board of Directors to select the entity referred to in Paragraph 1 above.
5. Resolves that the final amount of the capital increase will be set by the Board of Directors, which shall have full powers to this effect.
6. Resolves that the amount of subscriptions by each employee may not exceed the limits that will be set by the Board of Directors under this authorization and that, in the event of excess employee subscriptions, these will be reduced in accordance with the rules defined by the Board of Directors.
7. Resolves to cancel the shareholders' preferential subscription rights to all shares and securities giving access to equity securities that may be issued under this resolution in favor of the beneficiaries mentioned in Paragraph 1 above and to reserve the subscription to all such shares and securities for that category of beneficiaries. These shareholders also waive their preferential subscription rights to subscribe ordinary shares to which the securities issued pursuant to this authorization may entitle them.
8. Resolves that the issue price of the new shares may not be less than the average listed price of the ENGIE share on the Euronext Paris stock exchange during the 20 trading days preceding the date of the decision (i) setting the opening date of the subscription period for the capital increase and / or share offer carried out under the 14th resolution of this Shareholders' Meeting, or (ii) if the employee shareholding offer was made as part of any employee savings plan, minus a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless expressly authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems, noting that the price so determined may differ from the price set for the capital increase carried out pursuant to the 14th resolution of this Shareholders' Meeting, and / or the sale of shares carried out as part of any employee savings plan.

9. Resolves that the Board of Directors may determine the methods of subscription to be presented to the employees in each relevant country, subject to applicable local laws, and may select the countries to be included from among those in which the ENGIE group has consolidated subsidiaries pursuant to Article L.3344-1 of the Labor Code and those of such subsidiaries whose employees will be able to participate in the program.
10. Resolves that the amount of the capital increase or of each capital increase shall be limited, where applicable, to the amount of subscriptions received by the Company, in accordance with applicable statutory and regulatory requirements.
11. Delegates full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, within the limits and under the above-mentioned terms and conditions, and more specifically to:
 - determine the amounts of the issues that will be carried out under this delegation and set, inter alia, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements;
 - where applicable and at its sole discretion, charge the costs of such a capital increase against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase, and generally, enter into all agreements, in particular to ensure completion of the proposed issues, record the completion of the capital increase and amend the bylaws accordingly, take all measures and decisions and accomplish all formal recording requirements required for the issue, listing and financial administration of the shares issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

CANCELLATION OF SHARES PURCHASED BY THE COMPANY BY WAY OF A SHARE CAPITAL REDUCTION (RESOLUTION 16)

OBJECTIVE

We propose that the shareholders authorize the Board of Directors to cancel all or part of the shares held in treasury by the Company (both as a result of the implementation of share buyback programs previously authorized by the Shareholders' Meeting and as part of the buyback program proposed by this Shareholders' Meeting in its 5th resolution) and to carry out a share capital reduction within the limit of 10% of the share capital per 24-month period.

The cancellation of Company shares can meet various objectives, such as active management of the capital, balance sheet optimization, or compensation for dilution resulting from capital increases.

In accordance with law, share cancellations may not exceed the limit of 10% of the share capital per 24-month period.

This delegation would cancel and replace the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022 (23rd resolution), and would have a period of validity of 26 months from the date of this Shareholders' Meeting.

Sixteenth resolution

Authorization of the Board of Directors to reduce the share capital by canceling treasury shares

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L.22-10-62 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary General Shareholders Meeting:

1. authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times of its choosing, by canceling all or part of the shares acquired or that may be acquired by virtue of an authorization granted by the Ordinary Shareholders' Meeting by the Company itself, up to a limit of 10% of the share capital per 24-month period. Shareholders are reminded that this limit applies to an amount of the Company's capital that will, if necessary, be adjusted to take into account transactions affecting the share capital after this Shareholders' Meeting;
2. sets the term of validity of this authorization at **26 months** from the date of this meeting and duly notes that this delegation supersedes, as of this date, the previous delegation of the same nature granted under the 23rd resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.
3. confers all powers to the Board of Directors, with the power to sub-delegate under the conditions established by law, to carry out the transaction(s) to cancel and reduce the share capital by virtue of this authorization, establish their terms, record their completion, deduct the difference between the book value of the canceled shares and their nominal amount from all reserves and premiums items, amend the bylaws accordingly, and carry out all formalities. Powers to implement the resolutions adopted by the Shareholders' Meeting and to perform the related formalities

POWERS FOR FORMALITIES (RESOLUTION 17)**OBJECTIVE**

The 17th resolution is a customary resolution that enables the formal recording requirements required by law to be carried out after the Shareholders' Meeting.

Seventeenth resolution**Powers to implement the resolutions adopted by the Shareholders' Meeting and to perform the related formalities**

The Shareholders' Meeting grants full powers to the bearer of the original or a copy or extract of the minutes of this Shareholders' Meeting to carry out all filings and other formal recording requirements as required.

STATUTORY AUDITORS' REPORTS ON THE VARIOUS CAPITAL-RELATED TRANSACTIONS INCLUDED IN THE RESOLUTIONS ADDRESSED TO THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 26, 2023

This is a free translation into English of the statutory auditors' reports issued in the French language and is provided solely for the convenience of English-speaking readers; these reports should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders' Meeting of ENGIE,

In our capacity as Statutory Auditors of ENGIE (the "Company"), we hereby report on the various capital-related transactions upon which you are asked to vote.

1. REPORT ON THE ISSUE OF SHARES OR MARKETABLE SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR MEMBERS OF THE ENGIE GROUP'S EMPLOYEE SAVINGS PLANS, UNDER THE FOURTEENTH RESOLUTION

In accordance with the role laid out in Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*Code du commerce*), we hereby report on the proposed delegation of authority to the Board of Directors to decide the issue of shares or marketable securities giving access to equity securities to be issued, with cancellation of preferential subscription rights, reserved for members of one or more employee savings plans that may be set up within the Group comprising the Company and the French or foreign entities included in the Company's scope of consolidation in application of Article L.3344-1 of the French Labor Code (*Code du travail*), with the proviso that this resolution may be used for the purposes of implementing the so-called leveraged "Multiple" investment formulas, a transaction upon which you are asked to vote.

The nominal amount of capital increases that may be carried out immediately or in the future under this resolution may not exceed 2% of the share capital on the day of the implementation of the delegation, provided that this limit is common to the capital increases carried out pursuant to the fifteenth resolution of this Shareholders' Meeting and the amount of capital increases will be deducted from the overall ceiling of €265 million referred to in the twenty-first resolution of this Combined Shareholders' Meeting held on April 21, 2022.

This issue is submitted for your approval in accordance with Articles L.225-129-6 of the French Commercial Code and L.3332-18 *et seq.* of the French Labor Code.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of twenty-six months from the date of this Shareholders' Meeting, to decide on one or more issues and cancel your preferential subscription rights to

the shares and marketable securities to be issued. Where appropriate, it shall be responsible for setting the definitive terms of issue for this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to report on the fairness of the data drawn from the financial statements, on the proposed cancellation of preferential subscription rights, and on certain other information about the issue provided in that report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on this transaction and on the methods used to determine the price of the equity securities to be issued.

Subject to a subsequent examination of the conditions governing each issue to be decided, we have no matters to report as to the methods used to determine the price for the equity securities to be issued as provided in the Board of Directors' report.

As the final conditions governing the issue have not been set, we have no opinion to express in their regard or, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will issue a supplementary report, as appropriate, once your Board of Directors uses this authorization.

2. REPORT ON THE ISSUE OF SHARES OR MARKETABLE SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR A CATEGORY OF BENEFICIARIES AS PART OF THE IMPLEMENTATION OF THE ENGIE GROUP'S INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN, UNDER THE FIFTEENTH RESOLUTION

In accordance with the role laid out in Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code, we hereby report on the proposed delegation of authority to the Board of Directors to decide the issue of shares and/or marketable securities giving access to equity securities to be issued, with cancellation of preferential subscription rights, reserved for the category of persons constituting any entities under French or foreign law, with or without legal personality, including any banking establishment or controlled subsidiary of such an establishment, intervening at the Company's request as part of the implementation of one of the ENGIE group's international employee shareholding plans, including any companies created to implement the leveraged "Multiple" investment formula, or any trusts set up to establish a Share Incentive Plan under English law, a transaction upon which you are asked to vote.

The nominal amount of capital increases that may be carried out immediately or in the future under this resolution may not exceed 0.5% of the share capital as of the date of implementation of the delegation, it being specified that this amount will be deducted from the ceiling of 2% of the share capital of the delegation under the fourteenth resolution of this Shareholders' Meeting, and the overall ceiling of €265 million provided in the twenty-first resolution of this Combined Shareholders' Meeting held on April 21, 2022..

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of eighteen months from the date of this Shareholders' Meeting, to decide a capital increase on one or more occasions, with cancellation of your preferential subscription rights to the shares and marketable securities to be issued. Where appropriate, it shall be

responsible for setting the definitive terms of issue for this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to report on the fairness of the data drawn from the financial statements, on the proposed cancellation of preferential subscription rights, and on certain other information about the issue provided in that report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on this transaction and on the methods used to determine the price of the equity securities to be issued.

Subject to a subsequent examination of the conditions governing each issue to be decided, we have no matters to report as to the methods used to determine the price for the equity securities to be issued as provided in the Board of Directors' report.

As the final conditions governing the issue have not been set, we have no opinion to express in their regard or, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will issue a supplementary report, as appropriate, once your Board of Directors uses this authorization.

3. REPORT ON THE CAPITAL DECREASE BY CANCELLATION OF TREASURY SHARES, UNDER THE SIXTEENTH RESOLUTION

In accordance with Article L.22-10-62 of the French Commercial Code governing capital decreases through the cancellation of repurchased shares, we hereby report on our assessment of the causes and conditions of the proposed capital decrease.

Your Board of Directors proposes that you grant it, for a period of twenty-six months from the date of this Shareholders' Meeting, all powers to cancel, within the limit of 10% of the Company's share capital and within a twenty-four month period, the shares purchased under the authorization for your Company to purchase its own shares in accordance with the aforementioned article.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures included verifying the fairness of the causes and conditions of the proposed capital decrease, which is unlikely to undermine shareholder equality.

We have no matters to report on the causes and conditions of the proposed capital decrease.

Paris-La Défense, March 8, 2023

The Statutory Auditors

ERNST & YOUNG et Autres

Charles-Emmanuel CHOSSON

Guillaume ROUGER

DELOITTE & ASSOCIÉS

Patrick E. SUISSA

Nadia LAADOULI

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HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

CONDITIONS FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING

All shareholders, regardless of the number of shares they hold, may participate in the Shareholders' Meeting either by attending in person, or by being represented, or by remote voting (by mail or online) according to the terms and conditions set out by the current law and regulations.

In accordance with Article R.22-10-28 of the French Commercial Code, only those shareholders will be allowed to participate in the Shareholders' Meeting, to vote or be represented who have proven that they are such through the registration of shares in their name or in the name of the authorized intermediary registered on their behalf, by midnight (Paris time) on the second business day preceding the Shareholders' Meeting, i.e. **by Monday, April 24, 2023 at midnight, (Paris time):**

- either in the registered share accounts held for the Company by its authorized representative, *Société Générale Securities Services*, for shareholders with **registered shares** (pure or administered);
- or in the bearer share accounts held by an authorized intermediary pursuant to Article L.211-3 of the French Monetary and Financial Code, for shareholders with **bearer shares**.

The registration of securities in bearer share accounts held by an authorized intermediary referred to in Article L.211-3 of the Monetary and Financial Code must be confirmed by a share ownership certificate provided by the latter, attached to (i) the remote voting or proxy form, or (ii) the admission ticket request made in the shareholder's name or by the registered intermediary for the shareholder's account.

Each shareholder may, prior to the Shareholders' Meeting, request an admission ticket, communicate voting instructions or appoint or revoke a proxy online, using the secure VOTACCESS voting platform, under the conditions set out above.

The VOTACCESS platform will be open **from 9:00 A.M. (Paris time) on Friday, April 7, 2023**. The ability to request an admission ticket, vote, or appoint or revoke a proxy online before the Shareholders' Meeting **shall end at 3:00 P.M. (Paris time) on Tuesday, April 25, 2023**.

HOW TO EXERCISE YOUR RIGHTS

There are several ways in which shareholders may participate in the Shareholders' Meeting:

- **participating in person** in the Shareholders' Meeting;
- **granting a proxy to the Chairman of the Shareholders' Meeting** (or sending a proxy to the Company without indicating an authorized representative), noting that in such event the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against any other proposed resolutions;
- **voting remotely** (by mail or online) on the resolutions; or
- **granting a proxy to any named person**, natural or legal, shareholder or not (this proxy may be revoked by the same procedures as those required to designate the authorized representative).

PLEASE NOTE

Once a shareholder has cast his / her vote remotely or online, submitted a proxy or requested his / her admission ticket, he / she may not then choose to participate in the Shareholders' Meeting in another manner.

The VOTACCESS platform will be open from 9:00 A.M. (Paris time) on Friday, April 7, 2023 until 3:00 P.M. (Paris time) on Tuesday, April 25, 2023.

Shareholders are advised to avoid waiting until the day before the Shareholders' Meeting to request an admission ticket or submit their instructions, in order to avoid potential congestion on the voting platform.

EXAMPLE 1: YOU WOULD LIKE TO ATTEND THE SHAREHOLDERS' MEETING IN PERSON

Shareholders who wish to attend the Shareholders' Meeting in person should make a request to do so via the following channels:

1.1 REQUESTING AN ADMISSION TICKET BY MAIL

Your shares are registered shares: you must complete the single voting form enclosed with the meeting notice addressed to you, specifying that you wish to participate in the Shareholders' Meeting and receive an admission ticket, then return it signed and dated using the prepaid envelope (also enclosed with the notice) or by standard post to *Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3, France*.

Your shares are bearer shares: please ask your authorized intermediary (who manages your share account) for a share ownership certificate. The intermediary will then send this certificate to *Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3, France*, which will provide you with an admission ticket.

Admission ticket requests from shareholders **holding registered shares and bearer shares** must be received by *Société Générale Securities Services, Service des Assemblées Générales*, no later than three (3) days before the Shareholders' Meeting, i.e. **Saturday, April 22, 2023**.

Where the admission ticket has not been received by the shareholder by midnight (Paris time) two (2) working days prior to the Shareholders' Meeting, he / she is invited to contact Société Générale's admission ticket call center for all questions relating to admission ticket processing, Monday to Friday 9:30 A.M. to 6:00 P.M. on: +33 (0)825 315 315 (calls from France cost: €0.15 / minute excluding VAT).

In all cases, shareholders who find themselves in this position should, on the day of the Shareholders' Meeting, approach the counters provided for this purpose; shareholders holding registered shares should bring proof of identity and shareholders holding bearer shares should bring proof of identity plus the share ownership certificate that their authorized representative has sent them.

1.2 REQUESTING AN ADMISSION TICKET ONLINE

Your shares are registered shares: you may request your ticket online using the secure VOTACCESS platform, which may be accessed at www.sharinbox.societegenerale.com.

- **Your share are direct registered shares:** please access the Sharinbox website using your usual access code (found on the single voting form enclosed with the Notice of Meeting, or in the email if you opted to receive a paperless Notice of Meeting) or your login email (if you have already activated your Sharinbox by SG Market account), followed by the password you already have.
- **Your shares are administered registered shares:** please access the Sharinbox website using the login details that will be sent to you a few days before voting opens.

Once on the home page of the Sharinbox website, shareholders holding **registered** shares can follow the instructions on screen to access the VOTACCESS platform and they can then request their admission ticket online.

Shareholders holding **bearer** shares should find out from their authorized intermediary whether the latter is connected to VOTACCESS and, if so, whether this access is subject to specific conditions of use.

If your authorized intermediary, account custodian, is connected to VOTACCESS, shareholders holding **bearer** shares should identify themselves on their account custodian's online portal with their usual access codes. They should then follow the on-screen instructions to access the VOTACCESS platform and request an admission ticket.

EXAMPLE 2: YOU WOULD LIKE TO VOTE REMOTELY (BY MAIL OR ONLINE)

2.1 BY MAIL

Your shares are registered shares: Please complete and sign the single vote-by-mail form attached to this Notice of Meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by standard post, to *Société Générale Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes Cedex 3, France*.

Your shares are bearer shares: You can ask your account custodian for a single voting form allowing you to vote by mail. This authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services*.

To be counted, the duly completed and signed vote-by-mail forms must be received by *Société Générale Securities Services* at least three (3) days prior to the Shareholders' Meeting, i.e. **by Saturday, April 22, 2023**.

2.2 ONLINE

Your shares are registered shares: You may access the VOTACCESS platform via the www.sharinbox.societegenerale.com website.

- **Your share are direct registered shares:** please access the Sharinbox website using your usual access code (found on the single voting form enclosed with the Notice of Meeting, or in the email if you opted to receive a paperless Notice of Meeting) or your login email (if you have already activated your Sharinbox by SG Market account), followed by the password you already have.
- **Your shares are administered registered shares:** please access the Sharinbox website using the login details that will be sent to you a few days before voting opens.

Once on the website's home page, you can follow the on-screen instructions to access the VOTACCESS platform and vote.

Your shares are bearer shares: Please find out from your account custodian whether it is connected to VOTACCESS and, if so, whether this access is subject to specific conditions of use. If your account custodian is connected to VOTACCESS, you can identify yourself on your custodian's website using your usual access codes. You should then follow the instructions on screen to access the VOTACCESS platform and vote, or designate or revoke an authorized representative.

Please note that only **bearer shareholders** whose custodian is a member of the VOTACCESS system may vote online.

EXAMPLE 3: YOU WOULD LIKE TO GRANT A PROXY TO THE CHAIRMAN (OR SEND A PROXY TO THE COMPANY WITHOUT INDICATING AN AUTHORIZED REPRESENTATIVE)

The Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against any other proposed resolutions.

3.1 BY MAIL

Your shares are registered shares: Please complete and sign the single proxy / vote-by-mail form attached to this Notice of Meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by standard post, to *Société Générale Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes Cedex 3, France*.

Your shares are bearer shares: Please ask your account custodian for a single voting form allowing you to grant a proxy to the Chairman. This authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services*.

To be counted, the duly completed and signed vote-by-mail forms must be received by *Société Générale Securities Services* at least three days prior to the Shareholders' Meeting, i.e. **by Saturday, April 22, 2023**.

3.2 ONLINE

Your shares are registered shares: You may access the VOTACCESS platform via the www.sharinbox.societegenerale.com website.

- **Your share are direct registered shares:** please access the Sharinbox website using your usual access code (found on the single voting form enclosed with the Notice of Meeting, or in the email if you opted to receive a paperless Notice of Meeting) or your login email (if you have already activated your Sharinbox by SG Market account), followed by the password you already have.
- **Your shares are administered registered shares:** please access the Sharinbox website using the login details that will be sent to you a few days before voting opens.

Once on the home page of the website, you can follow the instructions on screen to access the VOTACCESS platform and grant a proxy to the Chairman.

Your shares are bearer shares: If your account custodian is connected to VOTACCESS, please identify yourself on your account custodian's online portal with your usual access codes. You can then click on the icon that appears on the line corresponding to your ENGIE shares and follow the instructions on screen to grant a proxy to the Chairman.

A PROXY WITH NO INDICATION OF AN AUTHORIZED REPRESENTATIVE IS EQUIVALENT TO A PROXY GRANTED TO THE CHAIRMAN

For all proxies with no indication of an authorized representative, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against any other proposed resolutions.

EXAMPLE 4: YOU WOULD LIKE TO BE REPRESENTED BY SOMEONE ELSE

You can be represented at the Shareholders' Meeting by another ENGIE shareholder, your spouse, your civil partner, or any other natural or legal person of your choice, under the conditions set forth in Article L.22-10-39 of the French Commercial Code.

This authorized representative can be designated by mail or electronically within the same deadlines mentioned above for other methods of participation.

4.1 BY MAIL

Your shares are registered shares: Please complete and sign the single proxy / vote-by-mail form attached to this notice of meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by standard post, to *Société Générale Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes Cedex 3, France*.

Your shares are bearer shares: You can ask your account custodian for a single voting form allowing you to be represented by someone else. This authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services*.

4.2 ONLINE

Your shares are registered shares: You may access the VOTACCESS platform via the www.sharinbox.societegenerale.com website.

- **Your share are direct registered shares:** please access the Sharinbox website using your usual access code (found on the single voting form enclosed with the Notice of Meeting, or in the email if you opted to receive a paperless Notice of Meeting) or your login email (if you have already activated your Sharinbox by SG Market account), followed by the password you already have.
- **Your shares are administered registered shares:** please access the Sharinbox website using the login details that will be sent to you a few days before voting opens.

Once on the website's home page, you can follow the on-screen instructions to access the VOTACCESS platform and grant a proxy to the person of your choice, or revoke a proxy.

Your shares are bearer shares:

1. Please find out from your account custodian whether it is connected to VOTACCESS and, if so, whether this access is subject to specific conditions of use. If your account custodian is connected to VOTACCESS, you can identify yourself on your custodian's website using your usual access codes. You should then follow the instructions on screen to access the VOTACCESS platform and designate your authorized representative.
2. If the account custodian is not connected to the VOTACCESS platform, you can grant a proxy to the person of your choice **by email**, pursuant to Article R.22-10-24 of the French Commercial Code, as described below:

To do so, please send an email to assemblees.generales@sgss.socgen.com. The email must contain the following information: the name of the Company concerned (ENGIE), the date of the Shareholders' Meeting, the full name, address, and bank details of the person granting the proxy and the full name and, if possible, the address of the authorized representative.

You must also ask your financial intermediary that manages your share account to send written confirmation to the Shareholders' Meeting Service of Société Générale at the following address: *Société Générale Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes Cedex 3, France*.

Only notifications of the granting or revocation of proxies can be sent to the above email address. Any other requests or notifications on other matters cannot be taken into account and / or processed.

Unsigned digital copies of proxy voting forms will not be taken into account.

Forms sent by email must be received by *Société Générale Securities Services* no later than **3:00 P.M. (Paris time) on Tuesday, April 25, 2023**.

SALE OF SHARES BEFORE THE SHAREHOLDERS' MEETING

Pursuant to Article R.22-10-28 of the French Commercial Code, all shareholders may sell all or part of their shares:

- for sales of shares that would be settled no later than **midnight (Paris time) on Monday, April 24, 2023**, the seller's share ownership certificate will be invalidated for the number of shares sold and any vote on those shares will be disregarded. To this end, for holders of **bearer** shares, the authorized intermediary managing the share account will

notify the *Service des Assemblées of Société Générale Securities Services* of the sale and send it the necessary information;

- for all sales settled after **Monday, April 24, 2023 at midnight (Paris time)**, the seller's share ownership certificate will remain valid and the vote will be counted on the seller's behalf.

WRITTEN QUESTIONS

Each shareholder is entitled to send written questions to the Board of Directors of the Company as of the date on which the documents submitted to the Shareholders' Meeting are published on the Company's website, i.e. **Wednesday, April 5, 2023**.

These questions must be sent by the **fourth (4th) working day** prior to the Shareholders' Meeting, i.e. by **midnight (Paris time)** on Thursday, April 20, 2023, by recorded delivery letter with

acknowledgment of receipt to the Company's registered office at ENGIE, General Secretariat, 1 place Samuel de Champlain, 92400 Courbevoie, France or by email to this address: questionsecritesAG2023@engie.com.

A joint response may be provided for questions with the same content. A response to a written question shall be regarded as having been given when it appears in a dedicated Q&A area of the Company's website (www.engie.com).

ADDITIONAL MEASURES IMPLEMENTED TO FACILITATE DIALOG WITH SHAREHOLDERS

To encourage dialog between shareholders and the Group, and in addition to the legal provision for written questions, shareholders will be able to ask their questions via a dedicated online platform, **from April 18 to April 26, 2023, including during the meeting**.

During the Shareholders' meeting, the Chairman and General Management will respond to these questions during the time allotted in the meeting.

Ordinary and Extraordinary Shareholders' Meeting Wednesday, April 26, 2023, at 2:30 p.m.

Conference Center
Cité des Sciences et de l'Industrie
30 avenue Corentin Cariou
75019 Paris, France

PRACTICAL INFORMATION

How to get to Cité des Sciences et de l'Industrie



USING PUBLIC TRANSPORT

- M** **Metro:** Line 7, Porte de la Villette station or Corentin Cariou station.
- T** **Tram:** T3b (Porte de Vincennes Porte de la Chapelle), Porte de la Villette station.
- BUS** **Bus:** Routes 71, 139, 150, 152, Porte de la Villette stop.
- velib'** **Bicycle:** Vélib' bicycle-sharing hub at 28 bis avenue Corentin Cariou, 75019 Paris.



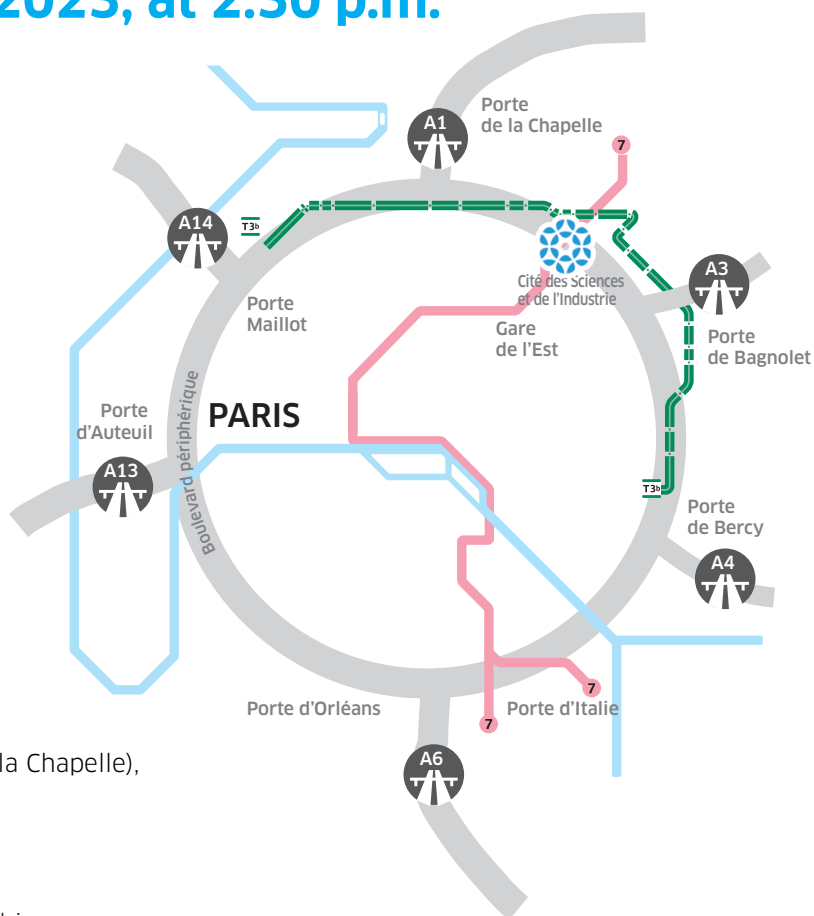
BY CAR

NEARBY PUBLIC PARKING

Parking lot 1: 61 Boulevard Macdonald, 75019 Paris

Parking lot 6: 152 avenue de Flandre, 75019 Paris

Parking lot 7: 136 avenue de Flandre, 75019 Paris



The ENGIE Foundation is a long-standing partner of the Cité des Sciences & de l'Industrie, an institution that provides a bridge between science, society and technology!

The ENGIE Foundation has joined the Universcience Partenaires association whose mission is to fuel discussion between public research institutions, companies and museums to promote science and technology among all audiences.

ALL QUERIES TO



ENGIE

Service Relations Actionnaires
1 place Samuel de Champlain
92400 Courbevoie, France



Shareholder Relations Service

France only

0800 30 00 30

Service and calls free of

From Belgium

0800 25 125

Service and calls free of

Monday to Friday
9:00 a.m. to 6:00 p.m.

HOW TO COMPLETE THE VOTING FORM BY MAIL OR BY PROXY?

PLEASE NOTE

To be counted, the duly completed and signed form must be received by Société Générale, Service des Assemblées Générales, no later than Saturday, 22 April 2023.

To attend the meeting

Check the **box 1**.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, s'exprimer comme ceci dans les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this, date and sign at the bottom of the form

1 JE DESIRE ASSISTER A CETTE ASSEMBLEE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request admission card: date and sign at the bottom of the form

ENGIE
Société anonyme au capital de 2 435 265 011 euros
Siège social : 1, place Samuel de Champlain - 92400 Courbevoie
942 107 851 RCS Nanterre
Siret 542 187 821 10000

ASSEMBLEE GENERALE MIXTE
Convocquée le 26 avril 2023 à 14 heures 30
Au Centre des Congrès de la Cité des Sciences
et de l'Industrie
30, avenue Corentin-Liscou
75019 Paris

COMBINED GENERAL MEETING
Convened on April 26, 2023 at 2:30 p.m.
At Centre des Congrès de la Cité des Sciences
et de l'Industrie
30, avenue Corentin-Liscou
75019 Paris

CADRE RESERVE A LA SOCIETE - FOR COMPANY'S USE ONLY

Identifiant - Account
Number of shares
Number of votes
Voting rights
Voting rights

2 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
ET, au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés au conseil d'administration ou le Conseil ou la Générale, à l'EXCEPTION de ceux que je signale en cochant comme suit :
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box like this: for which I vote NO or I abstain.

3 JE DONNE POUVOIR AU PRESIDENT DE L'ASSEMBLEE GENERALE
ET, au verso (2)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (2)

4 JE DONNE POUVOIR A : CI, au verso (2)
I HEREBY APPOINT: See reverse (2)

5 Date et Signature

Whatever your choice, sign and date here.

To vote by post

Check this box and black out the boxes of any resolutions that you do not approve. **Do not forget to fill in the boxes of amendments to resolutions and miscellaneous resolutions.**

To give your proxy to the Chairman of the Meeting

Check the **box 3**.

To give your proxy to a specific person who will be attending the Meeting

Check this box and write the person's name and address in the space provided.

Write here

Your full name and address, or check them if they are already printed here.

SHAREHOLDER DOCUMENTATION AND INFORMATION REQUEST FORM



RETURN THIS FORM TO:

Société Générale Securities Services
Service des Assemblées Générales
Sgss/Sbo/Cis/Iss/Gms CS 30812
44308 Nantes Cedex 3 - France

(or using the enclosed prepaid envelope
for holders of registered shares)

Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023

I, the undersigned,

Ms ☐ Mr ☐

Surname (or company name):

First name:

Full address:

No.: Street:

ZIP: City: Country:.....

wish to receive the documentation and information relating to the Ordinary and Extraordinary Shareholders' Meeting convened for April 26, 2023, as provided for by Article R.225-83 of the French Commercial Code

☐ by post

☐ electronically, to the following email address:

This documentation and information is available on the Company's website www.engie.com, see particularly the dedicated section for the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023.

Signed in, on 2023

Signature

PLEASE NOTE: In accordance with the provisions of the third paragraph of Article R.225-88 of the French Commercial Code, holders of registered shares may, if they have not already done so and at their sole request, receive from the Company the documentation and the information referred to in Articles R.225-81 and R. 225-83 of the French Commercial Code, prior to each subsequent shareholders' meeting.

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A public limited company with a share capital of 2,435,285,011 euros

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