

NOTICE OF MEETING 2025

**ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING**

Thursday, April 24, 2025 at 2 p.m.

CNIT Forest
2 Place de La Défense
92092 Puteaux




engie



Ordinary and Extraordinary Shareholders' Meeting Thursday, April 24, 2025, at 2 p.m.

Doors open at 1 p.m.

CNIT Forest

2 Place de La Défense
92092 Puteaux

PRACTICAL INFORMATION

How to get to CNIT Forest

The entrance to CNIT Forest is located on **level -1 of the CNIT**



USING PUBLIC TRANSPORTATION



Metro: Line 1, La Défense station - Grande Arche
exit 4 - Parvis Esplanade



RER A: La Défense - Grande Arche
exit 4 - Parvis Esplanade

RER E: La Défense - Grande Arche



Tram: Line T2, La Défense station - Grande Arche



Commuter rail: Lines L and U, La Défense station - Grande Arche

CONTACT DETAILS



ENGIE

Service Relations Actionnaires
1, place Samuel de Champlain
92400 Courbevoie



Shareholder Relations Service

France only

0800 30 00 30 Service & appel gratuits

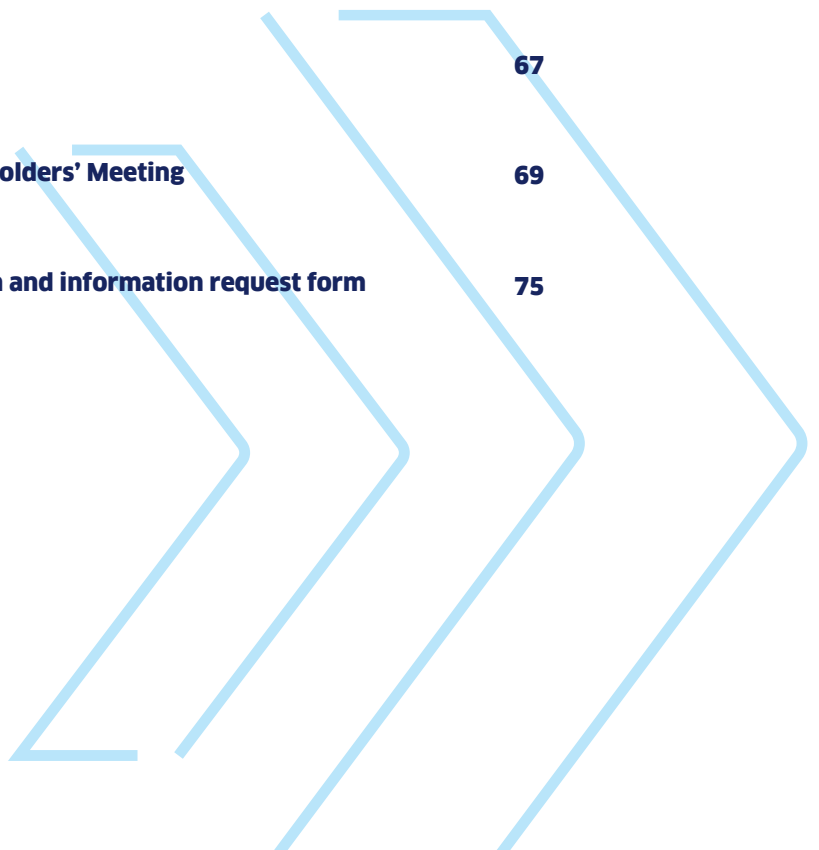
From Belgium

0800 25 125 Service & appel gratuits

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

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OUR RESULTS REFLECT OUR COLLECTIVE COMMITMENT TO MAKING THE ENERGY TRANSITION A REALITY



JEAN-PIERRE CLAMADIEU
Chairman of the Board of Directors

CATHERINE MACGREGOR
Chief Executive Officer

How do you view the transformations of the global energy landscape?

Jean-Pierre Clamadieu: 2024 was an intense year shaped by an unstable political environment in a number of countries where the Group operates. As an energy player, we are obviously sensitive to this situation.

In Europe, the priorities of the new Commission and Parliament revolve around transforming the Green Deal into a Clean Industrial Deal, with the same objectives but with a focus on simplifying regulations and strengthening the industry's competitiveness. In the United States, Donald Trump's election is raising questions about the future of climate policies.

On the economic front, prolonged high global interest rates are holding back investment in renewable energies.

In terms of climate, 2024 was the hottest year on record and the first to exceed 1.5°C. Despite the urgency of the situation, global efforts remain insufficient and the COP 29 ended with mixed results.

Against this backdrop, our Group remains well positioned and continues to execute its strategy, while proving adaptable and resilient. ENGIE is ready to embark on the next stages of its growth trajectory.

Catherine MacGregor: Amid the prevailing uncertainty, the energy transition is nevertheless benefiting from underlying trends, as we can see across all our businesses.

Energy markets are continuing to evolve rapidly, with a growing need for flexible solutions to guarantee the stability of the energy system, as renewable energies become a major production source and customer demand for decarbonized energy increases.

"Our Group remains well positioned and continues to execute its strategy."

These technologies are now more affordable. Supply chains have diversified further since the crisis, even though geopolitical tensions call for prudence. Digital technology is contributing to this acceleration by optimizing renewable energy production.

Sustained by these underlying trends, the energy transition has gathered pace: renewable energies accounted for around 50% of the European Union's electricity production in 2024. The race to decarbonize is now global: China accounts for half of all newly installed renewable energy capacity this year, and other countries such as India are gearing up to follow suit.

However, in a world where public finances are tight, we can only make the transition a success if it is affordable for everyone. This means focusing on the most competitive projects. To do so, ENGIE can draw on its solid fundamentals and its ability to continue its transformation in a dynamic environment.

How can Europe boost its competitiveness in this increasingly competitive global environment?

Jean-Pierre Clamadiou: In response to the competition from the United States and China, Europe must make the energy transition a driver of its reindustrialization and industrial competitiveness.

We are fortunate to be able to operate in a market that is broadly but not completely integrated, with the complementarity of production systems between Member States helping strengthen its resilience. We need to invest in deploying power networks and flexible solutions that are key to the future low-carbon system. We also need to target funding more effectively to step up the development of less mature technologies (2G biomethane, hydrogen and its derivatives), which are crucial to achieving carbon neutrality by 2050. Lastly, we need simplification and pragmatism.

The Commission has shown its willingness to tackle the issue of industrial competitiveness with two major projects, the Clean Industrial Deal and regulatory simplification, which we support as a step in the right direction.

How is ENGIE supporting its customers in the current environment?

Catherine MacGregor: We provide practical solutions to our customers wherever we operate, whether they are businesses, local authorities or individuals. We support decarbonization of companies with a growing need for green energy, starting with tech industry players. We have signed a number of green Power Purchase Agreements with GAFAM, and also with major companies such as Carrefour. We also support industrial groups such as BASF in the green gases market, supplying them with biomethane via Biomethane

Purchase Agreements. These solutions are based on our decarbonized and flexible electricity mix, the development of green molecules, and of course our expertise in energy management.

We also have a strong presence in district heating and cooling networks at the heart of cities and regions – a position we have strengthened in France and Spain – and in on-site energy production for industrial groups.

In France, during the winter of 2023-2024, we supported our residential and business customers in implementing energy-saving measures, particularly on days when the power grid was under strain. We use generative AI in our call centers in Belgium and France. And in 2024, we were voted customer service provider of the year, a great acknowledgment of our teams' skills.

Where do we stand on our ESG commitments?

Jean-Pierre Clamadiou: With regard to our climate commitments, we have continued to reduce our greenhouse gas emissions, with just over 48 Mt of emissions due to energy production. Renewables now account for 43% of our energy mix, compared with 41% in 2023. We have undertaken to update our climate strategy every three years, and we will be debating this latest version with our shareholders at the upcoming Shareholders' Meeting. This will be a major milestone for ENGIE, given that our chosen purpose is to accelerate the energy transition.

ENGIE is also committed to implementing the Corporate Sustainability Reporting Directive (CSRD), which aims to regulate non-financial reporting on a European level. The first Sustainability Statement is therefore available in the 2024 Universal Registration Document, and replaces the Non-Financial Statement.

Lastly, with regard to our societal commitments, we have made progress on our objective of increasing the proportion of women in management, currently 32%, in line with our 2030 trajectory, although efforts there must still be pursued.

How did ENGIE deliver on its strategy in 2024?

Catherine MacGregor: We can be very proud of what we achieved to accelerate the energy transition, starting with a solid performance in renewable energies: we exceeded our target of 4 GW of additional installed capacity, and developed major projects in all our geographic areas.

We also saw rapid growth in battery energy storage and made headway in the strategic power networks segment, particularly in Latin America.

Because the green molecule will be essential for a decarbonized and competitive energy system, we are working to adapt our gas networks with projects such as MosahYC, which is paving the way for a future European hydrogen network, and in storage with the HyPSTER project. Our biomethane projects make us a driving force in the European green gas sector. We are also pursuing our fast-paced expansion in district networks.

We have transformed ENGIE over the past four years: our Group is now more industrial, more efficient and simplified, with a perfect alignment between its purpose, its strategy and its businesses. We can aim to be "the best energy transition utility" in 2030, and successfully pursue our path toward Net-Zero Carbon by 2045.

ENGIE IS A WORLD LEADER IN THE ENERGY TRANSITION

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

98,000

employees

200,000+

B2B customers

19.5m

B2C energy supply contracts

305,600 km

of gas and electricity, transmission and distribution networks

46.1 GW⁽¹⁾

of total installed capacity in renewables (up 4.2 GW in 2024)

25.7 GW

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

54.7 GW

of thermal electricity production capacity

2.6 GW

of battery storage in operation

2024 financial indicators

€73.8bn

in revenues

€25.4bn

in green bonds issued since 2014⁽³⁾

€5.5bn

in net recurring income, Group share from continuing operations

€7.3bn

in growth CAPEX

3.1

Economic net debt/EBITDA ratio

€8.9bn

in EBIT excluding nuclear

€1.48

2024 proposed dividend per share

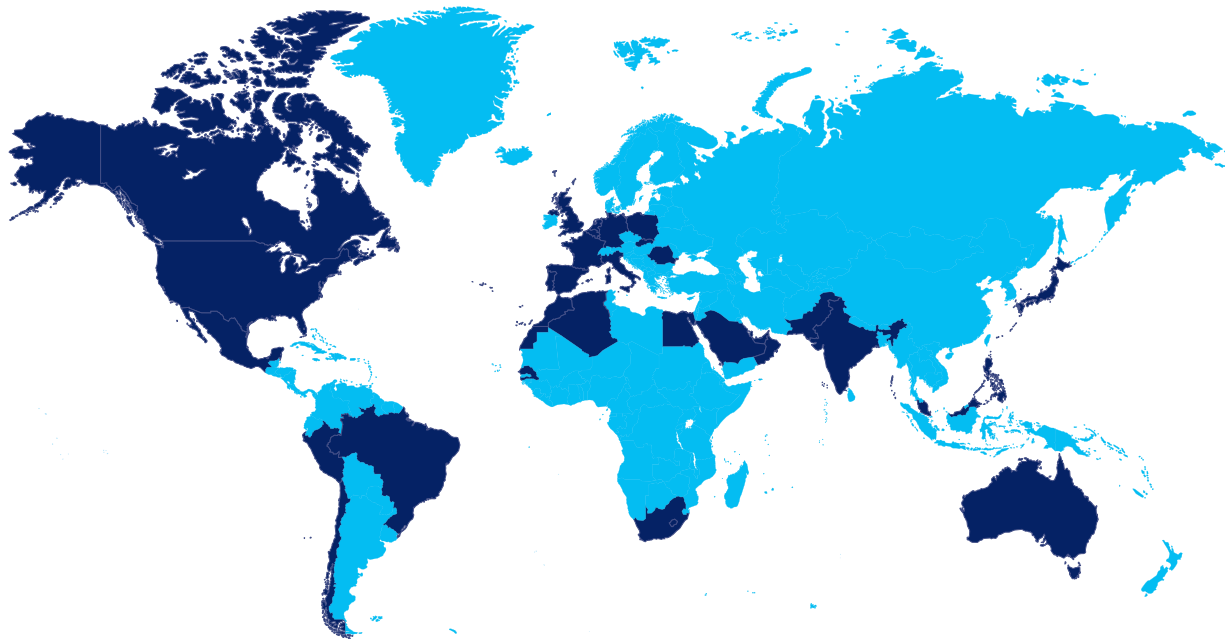
Rating
Strong investment grade

(1) Total capacity including a 0.8 GW adjustment related to a change of definition.

(2) At 100%.

(3) Including the equivalent of €0.7bn in green bonds issued by ENGIE Energia Chile in 2024.

EBIT worldwide at December 31, 2024



NORTHAM

€0.2bn



North America:
Canada, United States

SOUTHAM

€2bn



Central and South America:
Brazil, Chile, Mexico, Peru

EUROPE

€2.3bn



Belgium, Germany, Italy, Netherlands, Poland, Portugal, Romania, Slovakia, Spain, United Kingdom

FRANCE

€3.6bn



GRDF, GRTgaz, Elengy, Storengy

AMEA

€0.6bn



Asia, Middle East, Africa:
Algeria, Australia, Egypt, Gulf Cooperation Council (Bahrain, Kingdom of Saudi Arabia, Kuwait, Oman, Qatar, United Arab Emirates), India, Japan, Malaysia, Morocco, Pakistan, Philippines, Senegal, Singapore, South Africa

Renewables

Networks

Energy Solutions

Flex Gen & Retail

Nuclear

GEMS

2024 ESG indicators



48 Mt CO₂ eq.

of greenhouse gas emissions related to energy production

32%

women among Group managers

43%

in renewable electricity production capacity

1

2024 RESULTS AND HIGHLIGHTS

FINANCIAL RESULTS FOR THE YEAR ENDED DECEMBER 31, 2024

1. Consolidated financial statements (IFRS)

<i>In € millions</i>	2024	2023
REVENUES	73,812	82,565
Current operating income including operating MtM	8,970	11,427
Current operating income including operating MtM and share in net income of equity method entities	9,820	12,493
Net income/(loss) from operating activities	9,030	6,098
Net financial income/(loss)	(1,842)	(2,163)
Net income/(loss)	4,973	2,903
Net income/(loss) Group share	4,106	2,208
Non-controlling interests	867	695
<i>In euros</i>		
Diluted earnings/(loss) per share	1.65	0.87

2. ENGIE parent company financial statements (French GAAP)

<i>In € millions</i>	2024	2023
REVENUES	40,805	54,149
Net operating income/(loss)	766	(987)
Net financial income/(loss)	654	662
Net recurring income/(loss)	1,421	(325)
Net non-recurring items/(loss)	2,627	578
Income tax benefit/(expense)	412	247
Net income/(loss)	4,460	500

2024 HIGHLIGHTS

Another year of strong operational and financial performance

The year 2024 was marked by:

- Record level of activity in Renewables with 4.2 GW added in 2024, bringing total capacity to 46 GW⁽¹⁾.
- Acceleration in battery storage with more than 5 GW of capacity in operation or under construction at December 31, 2024.
- Expansion in power transmission with the award of close to 1,200 km in Brazil and Peru.
- Continuous progress in our Net Zero 2045 trajectory with a 55% reduction in GHG emissions from energy production compared to 2017 to 48 Mt in 2024.
- Approval by the European Commission of the final agreement on Belgian nuclear.

Financial performance

- High end of the 2024 Guidance achieved with NRIGs⁽²⁾ of €5.5 billion, an organic increase of 3.4%.
- EBIT excluding nuclear of €8.9 billion, down 5.6% organically versus a high 2023 basis for comparison.
- Strong CFFO⁽³⁾ generation at €13.1 billion.
- Maintaining a solid balance sheet with economic net debt to EBITDA ratio at 3.1x stable vs. end-2023.
- Net financial debt and economic net debt at €33.2 billion and €47.9 billion respectively.
- Proposed increased dividend of €1.48 for 2024, corresponding to a pay-out ratio of 65%.

Proposed dividend of 1.48 euros per share for 2024

For 2024, the Board has proposed a payout ratio of 65% of net recurring income Group share. This translates to a dividend of €1.48 per share, which will be proposed for shareholder approval at the Annual General Meeting on April 24, 2025.

Successful roll-out of the strategic plan

Renewables

The Group's installed renewable capacity increased by a record of 4.2 GW in 2024, with 1.9 GW added in Latin America, 0.9 GW in Europe, 0.9 GW in the United States and 0.5 GW in AMEA. As of December 31, 2024, the Group has 6.8 GW of capacity under construction (75 projects) of which 1.7 GW partially commissioned. ENGIE's total installed capacity of Renewables is now at 46 GW.

The Group signed more than 85 power purchase agreements (PPAs) in 2024 for a total of 4.3 GW (+59% vs. 2023), of which 3.6 GW have a duration of more than five years. This performance includes new contracts with Meta in the United States, the expansion of the global partnership with Google, including new developments in Belgium and the United States, as well as agreements with other companies in the Tech sector, both in the US and in Europe.

During the fourth quarter 2024, ENGIE, through Ocean Winds, its 50-50 joint venture with EDP Renewables dedicated to offshore wind, won a 250 MW floating project from the French Ministry of Industry and Energy. The project is located off the coast of Narbonne, in the Mediterranean Sea.

Networks - Renewable gas

After winning a new concession in the third quarter for the construction and operation of approximately 1,000 km of electricity transmission lines and four substations in Brazil, ENGIE was awarded a contract for the construction of 170 km across three projects in Peru. This also includes the construction of three new substations and the expansion of four existing stations.

The development of biomethane continues in France, with an annual production capacity reaching 13 TWh connected to ENGIE's networks, an increase of 20% compared with December 31, 2023. ENGIE also continued its expansion in biomethane in the United Kingdom, Belgium and the Netherlands.

Batteries

As of December 31, 2024, ENGIE had 2.6 GW of installed battery capacity worldwide and 2.6 GW under construction. Since the beginning of 2024, the Group has added approximately 1.0 GW of new capacity to its operational portfolio in North America, due in particular to the successful integration of Broad Reach Power.

Energy Solutions

Energy Solutions has accelerated the development of district heating and cooling networks, securing over €5 billion in additional order intake, achieving a record average renewable energy rate of 90%, while renewing all expiring concessions in France, and acquiring a portfolio of projects in Spain.

In the industrial market, the development of decarbonized energy production continues, with more than 20 new on-site production units secured in 2024 across Europe and Southeast Asia.

Disciplined capital allocation

In 2024, total CAPEX amounted to €10.0 billion. Growth CAPEX came to €7.3 billion, of which 84% in Renewables, Energy Solutions and Flex Gen.

Performance plan

The results of the performance plan contributed €231 million in 2024.

(1) Total capacity including a 0.8 GW adjustment related to a change in definition.

(2) Net recurring income Group share.

(3) Cash Flow From Operations: Free Cash Flow before maintenance CAPEX and nuclear phase-out expenses.

Nuclear in Belgium

On February 21, 2025, the European Commission approved under EU state aid rules the agreement between ENGIE and the Belgian government, announced on December 13, 2023, relating to the extension of the operation of the Tihange 3 and Doel 4 nuclear reactors and the obligations relating to nuclear waste. On March 14, 2025, ENGIE and the Belgian government signed the agreement on the 10-year extension for the Tihange 3 and Doel 4 nuclear reactors, as well as the transfer of responsibility related to nuclear waste.

Success of the Employee Shareholding Operation

On November 7, ENGIE successfully completed its employee shareholding operation, LINK 2024, with nearly 30,000 subscribing employees across about 20 countries for a total amount of €170 million (13.3 million shares). Thanks to LINK 2024, the share of ENGIE's capital held by employees now represents nearly 4%.

Strong progress on key ESG targets

In 2024, greenhouse gas (GHG) emissions related to energy production amounted to 48 million tonnes, a significant decrease of 55% compared to 2017. In addition to the structural levers of decarbonization, this better-than-expected performance is also the result of a lower utilization rate of combined cycle gas plants in Europe, which are increasingly used as a flexibility asset only running at peak hours.

The share of renewable energy in ENGIE's total power generation capacity increased from 41% at the end of 2023 to 43% at the end of December 2024, mainly due to the addition of 4.2 GW of renewable capacity throughout the year.

Regarding gender diversity target, ENGIE had 32% women in management positions at the end of 2024, another increase compared to the previous year. The Group continues to implement action plans to achieve the objective of managerial parity of 40% to 60% between women and men.

Health & safety

In 2024, ENGIE continued the implementation of its global transformation plan, ENGIE One Safety, aimed at sustainably eliminating serious and fatal accidents. The plan for 2024 focused on strengthening the health & safety culture and emphasizing the importance of managerial practices in the field, alongside our employees and subcontractors. Despite the efforts dedicated to this transformation plan, three people lost their lives while working for the Group or its

subcontractors in 2024. Achieving the zero-fatality goal will be at the heart of our priorities for 2025. In addition, the Group continued to improve the prevention of lost-time accidents, as the frequency rate of these accidents fell from 1.8 at the end of 2023 to 1.7 at the end of 2024.

2025-2027 outlook and guidance

The objectives for the financial years ending December 31, 2025, 2026 and 2027 presented below are based on data, assumptions and estimates considered reasonable by the Group at the date of publication of this document.

These data and assumptions may change or be modified as a result of uncertainties relating to the financial, accounting, competitive, regulatory and tax environments, or other factors of which the Group is not aware at the date of registration of this document. Furthermore, the realization of forecasts depends on the success of the Group's strategy. Consequently, the Group neither undertakes nor gives any guarantee that the forecasts set out in this section will be achieved.

The objectives presented below and underlying assumptions have also been prepared in accordance with the provisions of Delegated Regulation (EU) No 2019/980 supplementing Regulation (EU) No 2017/1129 and the ESMA recommendations on forecasts.

These objectives result from the budget and medium-term plan processes described in Note 13 to the consolidated financial statements; they have been prepared on a basis comparable to historical financial information and in accordance with the accounting policies applied to the Group's consolidated financial statements for the year ended December 31, 2024 described in the consolidated financial statements.

2025-2027 outlook and guidance

In a context of reduced volatility and lower energy prices, and given a better-than-expected net recurring financial result for the full-year, ENGIE upgrades its net recurring income Group share target for 2025 to a range of €4.4-5.0 billion compared to the previous range of €3.9-4.5 billion. EBIT excluding Nuclear is now expected to be within an indicative range of €8.0-9.0 billion (compared to the previous range of €7.9-8.9 billion).

2027: a year of growth for ENGIE

Following the significant reduction in the contribution of nuclear activity in 2026, the Group anticipates growth in its net recurring income (Group share) in 2027, reaching a range of €4.4-5.0 billion.

ENGIE is committed to a strong investment grade credit rating and continues to target a ratio below or equal to 4.0x economic net debt to EBITDA over the long-term.

2

GOVERNANCE

THE BOARD OF DIRECTORS AND ITS COMMITTEES

7 Directors

elected by the Shareholders' Meeting



Fabrice Brégier
(Independent)



Marie-Claire Daveu
(Independent)



Ross McInnes
(Independent)



Marie-José Nadeau
(Independent)



Michel Giannuzzi
(Independent)



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



Catherine MacGregor
Chief Executive Officer

3 Directors

elected by employees



Christophe Agogué



Yoan Kosnar



Magali Viot



1 Director

representing the French State



Céline Fornaro

1 Director

elected by the Shareholders' Meeting to represent employee shareholders



Jacinthe Delage



Patrice Durand



Lucie Muniesa

2 Directors

elected by the Shareholders Meeting on the recommendation of the French State

AUDIT COMMITTEE			
Chair: Ross McInnes			
2 women	3 men	6 meetings +1 joint with the ITC	97% Attendance 75% Independent ⁽²⁾

APPOINTMENTS, COMPENSATION AND GOVERNANCE COMMITTEE			
Chair: Marie-José Nadeau			
3 women	2 men	7 meetings	98% Attendance 75% Independent ⁽²⁾

ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE			
Chair: Marie-Claire Daveu			
3 women	1 man	4 meetings	85% Attendance 66% Independent ⁽²⁾

INVESTMENT AND TECHNOLOGY COMMITTEE			
Chair: Jean-Pierre Clamadieu			
2 women	4 men	7 meetings +1 joint with the Audit Committee	95% Attendance 60% Independent ⁽²⁾

(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 the Board of Directors, the law stipulates that Directors representing employees or employee shareholders are not counted.
(2) Pursuant to the Afep-Medef Code, Directors representing employees or employee shareholders are not taken into account when determining the proportion of Independent Directors within the Board and its committees.

SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS

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
Jean-Pierre Clamadieu M, 66		50,000	2	•	05/18/2018	2026	6	Chairman of the ITC ACGC ⁽⁴⁾
Catherine MacGregor F, 52		106,000	1	x	05/20/2021	2025	3	ACGC ⁽⁴⁾ ITC ⁽⁴⁾ CEEDD ⁽⁴⁾
Fabrice Brégier M, 63		2,500	2	•	05/03/2016	2028	8	ACGC
Marie-Claire Daveu F, 53		2,000	1	•	04/21/2022	2026	2	Chair of the EESDC
Michel Giannuzzi M, 60		2,500	2	•	04/30/2024	2028	0	Audit Committee ACGC
Ross McInnes M, 70	 	4,900	2	•	05/18/2018	2026	6	Chair of the Audit Committee EESDC ITC
Marie-José Nadeau F, 71		5,600	0	•	04/28/2015	2027	9	Chair of the ACGC Audit Committee ITC
Céline Fornaro F, 48	 	0	3	x	03/14/2023	2027	1	Audit Committee ITC ACGC
Patrice Durand M, 71		3,000	0	x	12/14/2016	2027	8	ITC
Lucie Muniesa F, 49		0	0	x	04/26/2023	2027	1	EESDC
Christophe Agogué M, 63		125	0	N/A	05/18/2018	2026	6	Audit Committee
Yoan Kosnar M, 49		204	0	N/A	04/21/2022	2026	2	ITC
Magali Viot F, 53		39	0	N/A	04/21/2022	2026	2	EESDC
Jacinthe Delage F, 48		1,719	0	N/A	05/20/2021	2025	3	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 the requirement to own shares in the Company (see Section 4.1.2.1 "Organization and Chairmanship").

(3) In years elapsed.

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

GOVERNMENT COMMISSIONER

Sophie MOURLON

Nationality 

48 years old

SUBSTITUTE GOVERNMENT COMMISSIONER

Alexandre CHEVALLIER

Nationality 

46 years old

REPRESENTATIVE OF THE SOCIAL AND ECONOMIC COMMITTEE

Gildas GOUVAZE

Nationality 

44 years old

INDIVIDUAL KEY AREAS OF EXPERTISE OF DIRECTORS

List of areas of expertise	Administration and management of large companies	ESG			Finance	Digital/ AI	Energy sector	Industrial sector	Public policies	International experience
		Environment and climate	Social	Governance						
Jean-Pierre Clamadieu	•	•	•	•			•	•	•	•
Catherine MacGregor	•	•	•			•	•	•		•
Fabrice Brégier	•				•	•		•		
Marie-Claire Daveu	•	•	•	•		•	•		•	•
Michel Giannuzzi	•	•		•	•			•		•
Ross McInnes	•	•		•	•			•		•
Marie-José Nadeau	•	•		•			•	•		•
Céline Fornaro	•		•	•	•			•	•	•
Patrice Durand	•				•			•	•	•
Lucie Muniesa		•		•	•				•	
Christophe Agogue			•	•	•		•			
Yoan Kosnar		•	•	•		•	•		•	
Magali Viot		•	•				•		•	
Jacinthe Delage		•		•			•		•	
<i>Percentage of Directors with the necessary skills</i>	64%	71%	50%	71%	50%	29%	57%	57%	57%	57%

Total of 14 Directors at December 31, 2024



ACTIVITIES OF THE BOARD OF DIRECTORS AND ITS COMMITTEES IN 2024

STRATEGIC PLANNING SEMINAR

The Board held its annual strategic planning seminar in June 2024. During this seminar, Board members discussed strategic developments for the Group and in particular thermal energy decarbonization strategies, offshore wind and electricity networks. A presentation on the use of digital technology within ENGIE's business lines and support functions was also given to the Directors. They also discussed climate strategy.

MAIN ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024

Group strategic planning and monitoring of its operations	<ul style="list-style-type: none"> operational implementation of strategic guidelines; ENGIE's 2030 vision for long-term and sustainable growth; preparation and follow-up for the Board's annual strategic planning seminar (see box).
Investments and sales of assets	<ul style="list-style-type: none"> review of a series of investment and divestment projects requiring a decision by the Board.
Finance, audit and risks	<ul style="list-style-type: none"> approval of the parent company and consolidated financial statements, the proposed allocation of earnings and the draft press release; 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 2025; 2024 risk review, in particular cybersecurity priority risk.
Governance, appointments and compensation	<ul style="list-style-type: none"> preparation for the Ordinary and Extraordinary Shareholders' Meeting and responses to written questions from shareholders; diversity, expertise and independence policy for Directors in office; appointments to the Board of Directors and to the Board committees; assessment of the functioning of the Board and individual contributions of Directors; employee share ownership policy; compensation for corporate officers; Performance Share plans; compensation policy and succession plan for senior executives.
ESG	<ul style="list-style-type: none"> regular monitoring of ESG criteria, including CO₂ emissions, and the climate strategy; "climate change" priority risk; professional and salary equality policy; annual health & safety report; declaration on modern slavery provided under UK regulations.

EXECUTIVE SESSIONS

Meetings of Directors with no executive functions take place regularly after Board meetings. These executive sessions cover a wide range of topics. The Audit Committee and the ACGC are systematically preceded, or followed, by a meeting of their members, without management present. Members of the EESDC meet once a year, without management present.

MAIN TASKS AND ACTIVITIES IN 2024

THE AUDIT COMMITTEE

Subject	Tasks	Activities
Financial Statements	<ul style="list-style-type: none"> to monitor the process of preparing financial information and, if necessary, to make recommendations to ensure its integrity; to examine in advance and provide an opinion on the draft annual and interim financial statements; to interview, whenever it deems this to be necessary, the Statutory Auditors, Executive Management, the Finance Department, Internal Audit and any other management member; to examine important financial press releases before they are released. 	<ul style="list-style-type: none"> the review of the consolidated and parent company financial statements as at December 31, 2023 (including significant off-balance sheet commitments), and June 30, 2024, the financial information for the first and third quarters of 2024 and the corresponding press releases with the Vice-President of Group Financial Control and the Group Accounting Director; the annual and interim assumptions and forecasts and the provisional management documents; 2024 financial trajectory and guidance; the operating fees of the Chairman and the Board of Directors; the draft 2023 Universal Registration Document (apart from sections covered by other committees) and the draft financial resolutions submitted to the Shareholders' Meeting; the dividend policy; the definition of the amount of the guarantees package; tax reform projects; related-party and current agreements; investor relations, including feedback from governance roadshows.
Non-financial Information	<ul style="list-style-type: none"> to monitor the process of preparing non-financial information; to assess the relevance of the principles and rules used in the preparation of non-financial information; to provide an opinion on the reporting draft; to interview, when deemed necessary, the Statutory Auditors or any management member on the topic of non-financial reporting. 	<ul style="list-style-type: none"> the appointment of Statutory Auditors for the audit of the sustainability report; the review of the certification of sustainability disclosures by the Statutory Auditors; the monitoring of the progress in implementing the CSRD and the preparation of the Sustainability Statement.
Risk management	<ul style="list-style-type: none"> to monitor the efficiency of the Group's risk management systems and procedures, with regard to procedures for preparing and processing accounting and financial data; to regularly obtain updates on the Group's financial position, cash position and significant commitments and risks. 	<ul style="list-style-type: none"> the annual risk review (in the presence of the Group Finance, Risk and Insurance Director); the market risk review; the review of priority risks: cybersecurity, safety.
Internal control	<ul style="list-style-type: none"> to monitor the efficiency of internal control systems and procedures; to examine, with the internal audit managers, the plans and actions taken in the area of internal audit, the conclusions of these planned measures and actions and the subsequent recommendations and follow-up. 	<ul style="list-style-type: none"> the 2023 annual review of the Group's internal control and targets for 2024; the review of the quarterly activity reports from the internal audit, the follow-up of audit recommendations and the 2024 and 2025 annual audit plans (in the presence of the Vice-President, Group Audit).
External control and Statutory Auditors	<ul style="list-style-type: none"> to select, appoint and re-appoint the Statutory Auditors; to monitor the Statutory Auditors' performance of their assignments; to ensure that the Statutory Auditors comply with the conditions of independence; to monitor the provision by the Statutory Auditors of services other than the auditing of the financial statements and the application of the rules for the capping of the related fees; to examine, each year, the Statutory Auditors' audit fees and their scheduled work. 	<ul style="list-style-type: none"> prior approval of the work entrusted to the Statutory Auditors outside their audit assignment and the follow-up of these tasks; the report on the 2023 Statutory Auditors' fees; the review of the Statutory Auditors' report on the annual and consolidated financial statements for the year ended December 31, 2023; the review of the 2024 work program after hearing the Statutory Auditors; the preparation of the expiry of the Statutory Auditors' terms.

THE INVESTMENT AND TECHNOLOGY COMMITTEE

Subject	Tasks	Activities
Strategy review	<ul style="list-style-type: none"> to provide an opinion on the Company's main strategic aims, particularly with regard to strategy; to examine all external and internal growth projects, disposals, strategic agreements, alliances or partnerships, that are submitted to the Board; to examine strategic decisions relating to technological developments, as well as questions concerning the construction and upgrading of industrial facilities and annual and multi-year supply, works or services contracts, procurement policy and significant real estate projects. 	<ul style="list-style-type: none"> prepare a series of investment and disposal projects; set milestones for projects in progress; prepare the medium-term business plan in terms of strategy; prepare for and follow-up on the Board's annual strategic seminar; monitor industry trends and significant events.
Joint meetings of the Audit Committee and the ITC		<ul style="list-style-type: none"> the Medium-Term Business Plan (MTP)

THE APPOINTMENTS, COMPENSATION AND GOVERNANCE COMMITTEE

Subject	Tasks	Activities
Appointments and Governance	<ul style="list-style-type: none"> to review all nominations for appointment to the Board that must be submitted to the Shareholders' Meeting for approval, as well as for membership of committees and chairmanship of such committees; to ensure that executive corporate officers implement a discrimination and diversity policy within the management bodies; to direct, in coordination with the Chairman, the process for the annual assessment of the Board's work; to assess, with the Chairman, the proper operation of governing bodies; to plan the succession of the Company's Chairman and Chief Executive Officer; to review the succession plan for the Company's executives and report on Executive Management projects relating to the appointment of members of the Executive Committee; to review all nominations of the Chairman and the Chief Executive Officer for any corporate office in a listed company outside the Group. 	<ul style="list-style-type: none"> monitoring the policy on diversity within the Board, the membership of the Board and its committees, and the independence and expertise of Directors; assessment of the functioning of the Board; senior executive succession plans; the results of the annual ENGIE&Me employee engagement survey; changes in proxy and investor voting policies and results of governance roadshows led by the Chairman of the Board of Directors; the Link 2024 employee share ownership plan; the renewal of the Chief Executive Officer's term of office; draft resolutions within its remit submitted to the 2024 Shareholders' Meeting; the "Governance" Section of the corporate governance report (Chapter 4 of the draft Universal Registration Document 2023); the review of terms of office held by the current Chairman of the Board and the Chief Executive Officer.
Compensation	<ul style="list-style-type: none"> to make recommendations on the compensation, pension and welfare plans, benefits in kind and various pecuniary rights awarded to the Chairman and to the Chief Executive Officer, as well as to any members of the Board that hold employment contracts with the Company; to make recommendations on the amount and distribution of Directors' compensation; to examine information regarding the compensation policy for the members of the Executive Committee; to make recommendations on the Performance Shares granted to the members of the Executive Committee. 	<ul style="list-style-type: none"> compensation for corporate officers; the success rate of Performance Share plans; the allocation of Performance Shares to the Chief Executive Officer for 2024; the Performance Share plan for 2024 and the new Performance Share plan for 2025; information regarding compensation of members of the Executive Committee and the compensation policy for senior executives; equity ratios; draft resolutions within its remit submitted to the 2024 Shareholders' Meeting; the "Compensation" Section of the corporate governance report (Chapter 4 of the draft Universal Registration Document 2023).

THE ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE

Subject	Tasks	Activities
Ethics and compliance	<ul style="list-style-type: none"> to ensure that the Group has the right level of commitment with regard to ethics, non-financial compliance, and environmental, social and societal responsibility; to examine the Group's policies, guidelines and charters in these areas; to review the identified risks in this area, examine any potential violations, and assess the actions taken. 	<ul style="list-style-type: none"> the 2023 management report of the Ethics, Compliance & Privacy Department; examination of significant ethics and compliance issues; the One ENGIE, One Ethics communication plan; the declaration on modern slavery (UK regulations); the implementation of the due diligence clients policy and the update of the Human Rights Vigilance Policy.
ESG	<ul style="list-style-type: none"> to set non-financial objectives and monitor the integration of various non-financial issues (environmental, social and governance) into the group's strategy; to review the risks and opportunities related to climate change and assess the CO₂ pathway (CO₂ Medium-Term Business Plan - CO₂ MTP); to approve the non-financial information reporting policy, particularly within the framework of the CSRD; to review and assess the report on the effective implementation of the Vigilance Plan. 	<ul style="list-style-type: none"> the Group's ESG performance and a report of the Statutory Auditors on this performance; the 2023 report on the 2030 ESG targets and the 2024-2026 forecasts; the CO₂ MTP; the implementation of the CSRD: double materiality assessment, review of material issues, as well as related impacts, risks, and opportunities (IRO), and examination of the draft 2024 Sustainability Statement; the implementation of the anti-pollution policy; Taxonomy reporting; the draft 2024 integrated report; the non-financial statement (Chapter 3 of the draft 2023 Universal Registration Document).
Employer's social responsibility	<ul style="list-style-type: none"> to examine human resources policies and learn about the monitoring of the corresponding risks; to review health & safety indicators and action plans, and learn about the monitoring of the corresponding risks. 	<ul style="list-style-type: none"> the 2023 annual health & safety report; the progress of the ENGIE One Safety transformation plan; the review of each fatal accident; the "Human Resources and Transformation Risk" priority risk; the results of the annual ENGIE&Me employee engagement survey; the 2023 report on the objectives for female representation on the governing bodies; conclusions regarding professional and salary equality.

INFORMATION ON THE DIRECTOR WHOSE REAPPOINTMENT IS SUBMITTED TO THE SHAREHOLDERS' MEETING



CATHERINE MACGREGOR

Director

Chief Executive Officer

Age: 52

Nationality: French

First appointment:
May 20, 2021

Expiration of term:
2025

Shares held:
106,000 shares

Business address:
ENGIE
1, place Samuel de
Champlain 92400
Courbevoie
France

- Attends without being a member the meetings of the Appointments, Compensation and Governance Committee
- Attends without being a member the meetings of the Investment and Technology Committee
- Attends without being a member the meetings of the Ethics, Environment and Sustainable Development Committee

Catherine MacGregor joined the ENGIE Group on January 1, 2021, as Chief Executive Officer, after having spent her entire career in the energy sector. Catherine MacGregor is an engineer and a graduate of the *École Centrale de Paris (CentraleSupélec)*. Before joining the ENGIE Group in January 2021, she held various executive positions in the energy sector. From 2019 to 2020, she was a member of the Executive Committee of TechnipFMC and directed the engineering entity, Technip Energies. She notably prepared its IPO. Previously, Catherine MacGregor worked for 23 years for Schlumberger where she held a variety of roles (chair of the drilling group, chair in charge of Europe and Africa, deputy chair of the group's human resources, etc.) in different geographic areas (Republic of Congo, United States, United Kingdom, Malaysia, etc.). In 2023, Catherine MacGregor joined Microsoft's Board of Directors as an Independent Director.

PRINCIPAL ACTIVITIES OUTSIDE THE COMPANY

None

CURRENT OFFICES AND POSITIONS HELD

Offices and positions in companies outside the Group

- Member of the Club of Partners of the Toulouse School of Economics
- Director of Afep
- Director and member of the *Association Française des Entreprises pour l'Environnement (EpE)*
- Director of Microsoft Corporation⁽¹⁾ (United States) – Member of the Environment, Social and Public Policy Committee, member of the Compensation Committee

OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

- Director of the ENGIE Foundation (until 2023)
- Member of the Executive Committee of the World Business Council for Sustainable Development (Switzerland) (until 2023)

AREAS OF EXPERTISE

- Administration and management of large companies
- ESG: Environmental/climate and social
- Energy sector
- Industrial sector
- International experience

(1) Listed company.

INFORMATION ON THE CANDIDATES FOR THE POSITION OF DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS WHOSE APPOINTMENT IS SUBMITTED TO THE SHAREHOLDERS' MEETING



GILDAS GOUVAZ  

Gildas Gouva   holds a Masters Degree in Employment Law and has been working full-time in trade unions for 15 years. He is currently FO Union Coordinator for the ENGIE Group and has been a member of the Group's Board of Directors for the past two years as a representative of ENGIE's Central Works Council.

Age: 44

Nationality: French

First appointment:
May 20, 2021

Shares held: 59 shares
in the Link France
mutual fund (FCPE)

Business address:
ENGIE
16, rue Pierre Salies
31000 Toulouse
France

PRINCIPAL ACTIVITIES OUTSIDE THE COMPANY

- Member of the Higher Energy Council
- Judge at the Toulouse Industrial Tribunal
- Federal Secretary at FO Energie F  d  ration

CURRENT OFFICES AND POSITIONS HELD

Offices and positions in companies outside the Group

- General Secretary of the ENGIE Group's FO trade union
- Representative of ENGIE's Central Works Council on ENGIE's Board of Directors
- Deputy Secretary of the ENGIE Group's European Works Council
- Elected member of the French Retail Works Council and of the ENGIE Central Works Council

Other offices and positions outside the Group

- General Secretary of the EeFo trade union
- Judge at the Toulouse Industrial Tribunal
- Member of the Higher Energy Council

OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

- None

AREAS OF EXPERTISE

- ESG (social)
- Digital/AI
- Energy sector



STEFANO BASSI

A graduate of the Italtel SpA vocational school, Stefano Bassi began his career in 1982 as a maintenance electrician, subsequently becoming a technician for medium-voltage electrical substations. In 1997, he moved to Policarbo Servizi SpA, before joining Cofathec in 2000 (which became Cofely, then ENGIE), where he served in similar roles. Since 2024, he has assisted public sector companies in the ENGIE Group's PA Nord zone.

Age: 58

Nationality: Italian

Shares held: 26 shares in the Link International mutual fund (FCPE)

Business address:
ENGIE
via Chiese 72
Milan
Italy

PRINCIPAL ACTIVITIES OUTSIDE THE COMPANY

- Member of the FIOM/CGIL trade union
- Member of the ANPI association
- Member of the BaronaSatta Cooperative
- Member of the *Federconsumatori* consumer federation

CURRENT OFFICES AND POSITIONS HELD

Offices and positions in companies outside the Group

- Member of ENGIE's European Works Council (EWC)
- Member of the Secretariat of ENGIE's EWC
- Member of the Oversight Committee of the Link International mutual fund (FCPE)

Other offices and positions outside the Group

- Trade union representative
- Member of the Executive Committee of FIOM in Milan

OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

- None

AREAS OF EXPERTISE

- ESG (environmental, climate and social)
- Industrial sector
- Public policies

MEMBERSHIP OF THE BOARD OF DIRECTORS AT THE CLOSE OF THIS SHAREHOLDERS' MEETING

If the resolutions proposed and validated by the Board of Directors are approved, the Board of Directors will comprise 14 members at the close of this Shareholders' Meeting, the proportion of Independent Directors will be 60% and that of female Directors will be 50%, these proportions being calculated in accordance with the rules in force.

In addition, subject to a favorable vote at the Shareholders' Meeting on the reappointment of Catherine MacGregor as a Director, at its meeting of September 24, 2024, the Board of Directors reaffirmed its intention to reappoint her as Chief Executive Officer of ENGIE (Press release of September 24, 2024).

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COMPENSATION OF CORPORATE OFFICERS

As of January 1, 2025, the OPCOM has 58 members, including 22 women (38%, an increase of more than five percentage points in one year). It comprises 15 nationalities.

For several years, the Group's appointments policy has strengthened gender diversity. The Group seeks to develop mixed talent pools, comprising senior executives and managers with strong potential, thus helping to increase female representation in the two bodies mentioned above, namely the Executive Committee and the OPCOM. Therefore,

the final appointment decision for key positions in the Group is made on the basis of a list of candidates that includes men and women. Most appointments are made from this talent pool, comprising around 690 people, 44.6% of whom are women (an increase of four percentage points in a year).

These actions aim to help develop career paths, opening up opportunities for candidates with diverse profiles, so as to eventually form governing bodies that fully embody the Group's diversity policy.

COMPENSATION OF CORPORATE OFFICERS AND MEMBERS OF THE EXECUTIVE COMMITTEE

Compensation of corporate officers 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.

Compensation of the executive corporate officers allocated or paid for 2024 (ex-post say on pay)

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 executives in the short, medium and long term and contributing to the Company's strategy and sustainability.

Compensation of the Chairman of the Board of Directors

The 2024 compensation structure of the Chairman of the Board of Directors complies with the compensation policy set out in Section 4.2.3.1 of the 2023 Universal Registration Document and previously approved by the Shareholders' Meeting of April 30, 2024.

For his term of office as Chairman of the Board, Jean-Pierre Clamadieu received annual fixed compensation. He does not receive variable compensation, nor does he receive compensation for his participation in the work of the Board and its committees. He received social security coverage and health care coverage and, in addition, received a benefit in kind in the form of a company car.

Fixed annual compensation in 2024

Jean-Pierre Clamadieu, Chairman of the Board of Directors, received €450,000 in compensation.

2024 variable compensation

Jean-Pierre Clamadieu, Chairman of the Board of Directors, receives no variable compensation in respect of his office, in accordance with the compensation policy which stipulates that the compensation of the Chairman of the Board will not include any annual variable compensation.

Long-term incentive compensation (Performance Shares)

Jean-Pierre Clamadieu, Chairman of the Board of Directors, was not awarded any Performance Shares (PS) for 2024, in accordance with the compensation policy, which stipulates that the compensation of the Chairman of the Board will not include any long-term incentive plan.

Pension plans

Jean-Pierre Clamadieu is not covered by any supplementary pension plan in respect of his duties as Chairman of the Board of Directors.

Insurance and healthcare benefit plan

Jean-Pierre Clamadieu receives healthcare and social security coverage equivalent to the collective coverage provided for the ENGIE Group's senior executives in France (see Section 4.5 of the 2024 Universal Registration Document).

Compensation for term of office as Director

Jean-Pierre Clamadieu, as a Director, does not receive any Directors' fees for sitting on the Board of Directors.

Employment contract, severance pay and non-compete clause

No employment contract has been concluded between Jean-Pierre Clamadieu, Chairman of the Board of Directors, and the Company or any Group company. No provision is made for compensation or benefits due or likely to be due as a result of a termination or change of function or for compensation relating to a non-compete clause.

Benefit in kind

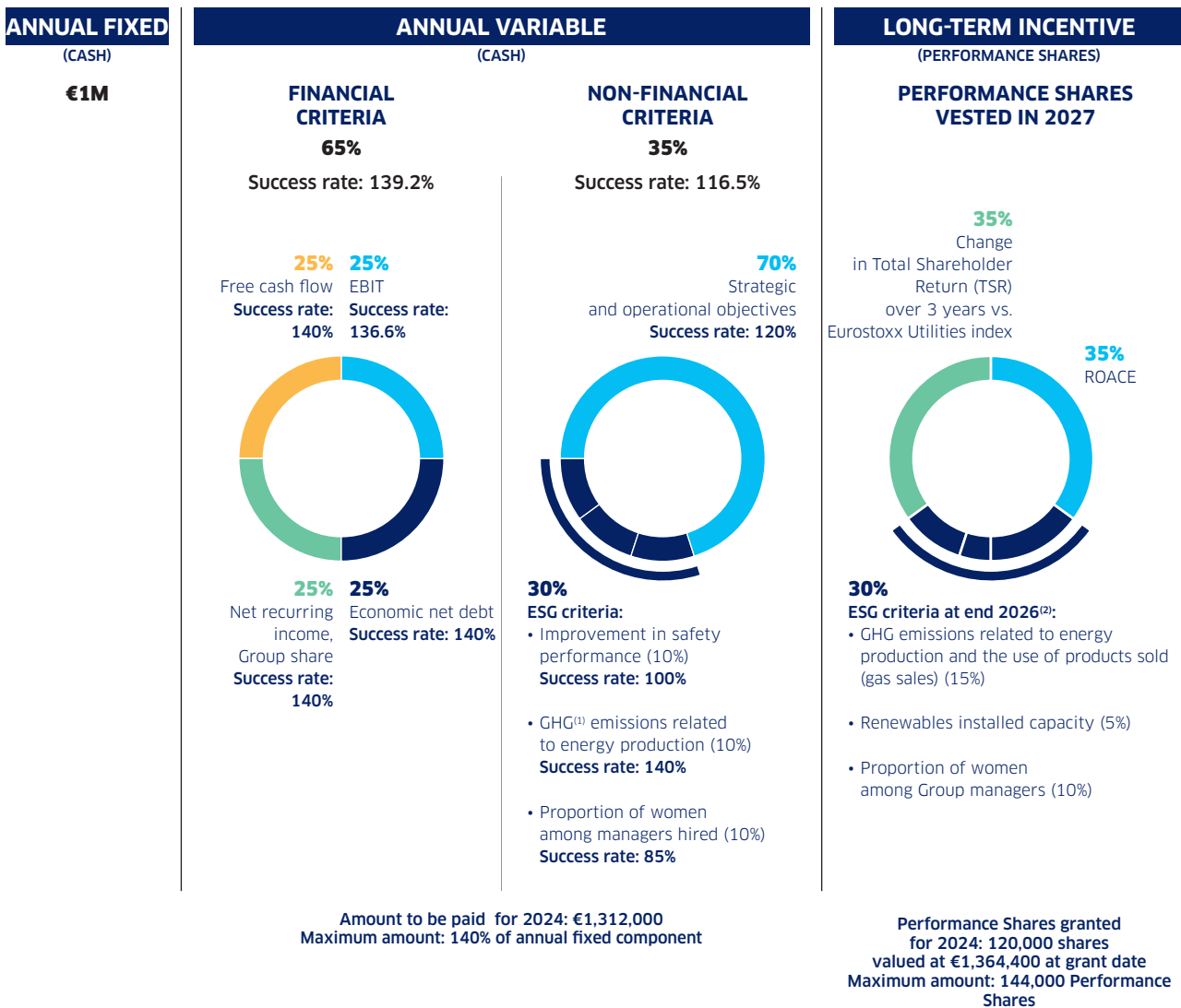
Jean-Pierre Clamadieu has a company car.

Compensation of the Chief Executive Officer

The 2024 compensation structure for the Chief Executive Officer is in accordance with the compensation policy set out in Section 4.2.3 of the 2023 Universal Registration Document, approved by the Shareholders' Meeting of April 30, 2024.

It consists of annual fixed compensation, annual variable compensation and a long-term incentive plan (in the form of the award of Performance Shares). She receives coverage under social security and pension plans, in addition to a benefit in kind in the form of a company car.

BREAKDOWN OF COMPENSATION OF THE CHIEF EXECUTIVE OFFICER



(1) Greenhouse gas.

(2) In line with the trajectory established to reach the 2030 target.

Fixed annual compensation in 2024

The fixed annual compensation of Catherine MacGregor, Chief Executive Officer, was set at €1,000,000.

2024 variable compensation

The structure of the Chief Executive Officer's target annual variable compensation for 2024 paid in 2025 remained unchanged. The target amount of variable compensation is €1,000,000, corresponding to 100% of her fixed compensation

for a 100% achievement rate of her objectives; this variable compensation is capped at €1,400,000 or 140% of her fixed annual compensation. Her variable compensation breaks down into two components: a financial component (65%) and a non-financial component (35%).

For the financial component, the criteria used are net recurring income/(loss) Group share (25%), EBIT (25%), free cash flow (25%) and economic net debt (25%). The financial targets for 2024 were based on the Group's provisional budget as prepared by the Board of Directors on February 21, 2024.

Compensation of corporate officers

The non-financial component includes:

- the Group's strategic and operational objectives (70%): the continued rollout of the ENGIE One Safety transformation plan, on the development of priority digital solutions for the business, on talent development and on the completion of the project related to nuclear activities in Belgium;
- quantifiable ESG criteria (30%):
 - improvement in safety performance compared to 2023 (10%),

- GHG emissions related to energy production (10%),
- 37% women among managers hired (10%).

At its meeting of February 26, 2025, the Board of Directors, on the recommendation of the ACGC, noted the success rates shown in the table below. The payment of variable compensation for 2024 is contingent on the approval of the Shareholders' Meeting that will take place on April 24, 2025.

	Weight -ing	Payment rate	Board assessment
FINANCIAL PERFORMANCE BREAKS DOWN AS FOLLOWS, BASED ON QUANTIFIABLE CRITERIA:			65% of the annual variable compensation
Net recurring income/(loss) Group share	25%	140%	The Board of Directors noted that the objectives had been exceeded:
EBIT	25%	136.6%	<ul style="list-style-type: none"> • Net recurring income/(loss) Group share stands at €5,531 million, higher than the 2024 target of €4,641 million, the ceiling of 140% is reached;
FCF	25%	140%	<ul style="list-style-type: none"> • EBIT stands at €10,341 million, higher than the 2024 target of €9,473 million, the rate of achievement is 136.6%;
Economic net debt	25%	140%	<ul style="list-style-type: none"> • FCF stands at €10,381 million, higher than the 2024 target of €7,857 million, the ceiling of 140% is reached; • Economic net debt stands at €47,874 million, the 2024 target totaled €51,899 million, the ceiling of 140% is reached.
Subtotal (base of 100%)	100%	139.2%	Ranging from 0% to 140%
NON-FINANCIAL PERFORMANCE BREAKS DOWN AS FOLLOWS, BASED ON QUALITATIVE AND QUANTIFIABLE CRITERIA:			35% of the annual variable compensation
Strategic and operational objectives of the Group (qualitative criteria)	70%	120%	The Board of Directors assessed achievement at 120%, considering that the objectives had been exceeded.
<ul style="list-style-type: none"> • Continued rollout of ENGIE One Safety transformation plan • Development of priority digital solutions for the business • Talent development • Completion of the project related to nuclear activities in Belgium 			In particular, the following elements were considered: <ul style="list-style-type: none"> • the rollout of the ENGIE One Safety transformation plan continued in 2024, with positive results. These results are both operational, with a lower frequency rate and fatality rate than in 2023, and cultural; • Digital's contribution to business performance was significant; • ENGIE has validated and deployed its new People Development Strategy aimed at identifying its employees' potential and accelerating their career development; • the project related to nuclear activities in Belgium is in the process of completion.
ESG criteria (quantifiable criteria)	30%	108.3%	With regard to safety performance, assessed by a set of metrics (frequency rate, number of fatal accidents, fatality rate, etc.), the Board of Directors set a rate of achievement of 100%.
<ul style="list-style-type: none"> • Improvement in safety performance compared to 2023 (10%) • GHG emissions related to energy production (10%) • 37% women among managers hired (10%) 			The objectives relating to climate and diversity are quantitative objectives. In terms of climate, the Group emitted 48.3 Mt CO ₂ for a target of 55.6 Mt CO ₂ ; the rate of achievement is 140%. As regards diversity, of the managers recruited in 2024, 36.7% were women, the target being 37%; the rate of achievement is 85%.
Subtotal (base of 100%)	100%	116.5%	Ranging from 0% to 140%
TOTAL VARIABLE PORTION FOR 2024	100%	131.2%	
TOTAL TO BE PAID (IN EUROS)	100%	€1,312,000	I.E., THE EQUIVALENT OF 131.2% OF THE REFERENCE FIXED COMPENSATION OF €1,000,000

Long-term incentive compensation (Performance Shares)

The ACGC, following the recommendations of the Afep-Medef Code, which seek to promote the long-term engagement of executives, recommended to the Board of Directors that the executive corporate officers' compensation include a long-term incentive component, provided that this is reasonable and subject to strict performance conditions, and is comparable to that of other beneficiaries.

The Board of Directors decided on February 14, 2021, that this component may not, when initially awarded, represent more than 50% of the Chief Executive Officer's overall compensation (fixed and variable compensation and Performance Shares).

The allocation as of 2022 of Performance Shares (PS) to the Chief Executive Officer in substitution for the Performance Units (PU) from which she previously benefited, helped complete the alignment of the Chief Executive Officer's long-term incentive with that of members of the Executive Committee, senior executives and other employees who receive Performance Shares. The volume of the allocation to the target remains unchanged (120,000 PS in substitution for 120,000 PU).

2024 award

On the recommendation of the ACGC, the Board of Directors decided on April 30, 2024, in accordance with the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting on April 30, 2024, in its 28th resolution, to grant 120,000 PS to the Chief Executive Officer at a target of up to 120% in the event of outperformance. The PS granted for 2024 were valued at €11.37 per share at the grant date pursuant to IFRS 2, for a total amount of €1,364,400.

Pension plans

Catherine MacGregor, 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 of the French Tax Code) and half of which 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 Chief Executive Officer also benefits from the mandatory pension plan (Article 83 of the French Tax Code) applicable to all Group senior executives. The contribution for 2024 is €29,676.

Insurance and healthcare benefit plan

The Chief Executive Officer receives social security and healthcare coverage equivalent to the collective coverage provided for the ENGIE Group's senior executives in France.

Compensation for term of office as Director

Catherine MacGregor, as a Director, does not receive any Directors' fees for sitting on the Board of Directors.

Employment contract, severance pay and non-compete clause

No employment contract has been concluded between Catherine MacGregor, Chief Executive Officer, and the Company or a Group company.

In the event of departure from the Group, the Chief Executive Officer will be bound by a non-compete commitment for a period of one year from the end of her term of office and will receive one year's compensation payable in 12 monthly installments. The Board of Directors may waive the application of this clause at the time of the Chief Executive Officer's departure.

In the event of forced departure not resulting from serious misconduct on the part of the Chief Executive 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.

With regard to Performance Shares that are not yet vested, in the event of termination of the corporate office:

- due to resignation, disability, or death, the unvested rights will be maintained;
- for any other reason for departure, the principle will be the loss of all unvested rights, unless decided otherwise by the Board of Directors. This possibility is in accordance with Article 26.3.3 of the Afep-Medef code, which states "when awarding them, the Board may include a provision authorizing it to rule on the maintenance or otherwise of long-term compensation plans not yet acquired, options not yet exercised or shares not yet vested at the time of departure of the beneficiary".

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.

Pursuant to Article 25.4 of the Afep-Medef Code, the payment of the non-compete indemnity will not apply if the Chief Executive Officer asserts her rights at retirement or over the age of 65.

Benefit in kind

Catherine MacGregor has a company car.

Summary of the compensation of the executive corporate officers for 2024

SUMMARY TABLE OF THE COMPENSATION OF THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

In euros	2024		2023	
	Amounts granted for 2024	Amount paid in 2024	Amounts granted for 2023	Amount paid in 2023
Jean-Pierre Clamadieu <i>Chairman</i>				
Fixed compensation	450,000	450,000	450,000	450,000
Variable compensation	0	0	0	0
Employer contribution to retirement plan	0	0	0	0
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Benefits in kind	3,487	3,487	3,652	3,652
TOTAL	453,487	453,487	453,652	453,652

In euros	2024		2023	
	Amount granted for 2024	Amount paid in 2024	Amount granted for 2023	Amount paid in 2023
Catherine MacGregor <i>Chief Executive Officer</i>				
Fixed compensation	1,000,000	1,000,000	1,000,000	1,000,000
Variable compensation	1,312,000	1,305,000	1,305,000	1,136,000
Employer contribution to retirement plan	578,000	576,250	576,250	534,000
Exceptional compensation	0	0	0	0
Multi-annual variable compensation for Performance Units granted in 2021 (see details in Table 10 of the 2024 Universal Registration Document)	0	1,775,364		
Directors' fees	0	0	0	0
Benefits in kind	6,192	6,192	6,192	6,192
TOTAL	2,896,192	4,662,806	2,887,442	2,676,192

SUMMARY TABLE OF THE COMPENSATION, OPTIONS AND SHARES AWARDED TO THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

In euros	2024	2023
Jean-Pierre Clamadieu <i>Chairman</i>		
Compensation granted for the year (detailed in the preceding table)	453,487	453,652
Valuation of options granted for the year	0	0
Valuation of Performance Shares granted for the year	0	0
Valuation of Performance Units granted for the year	0	0
TOTAL	453,487	453,652

In euros	2024	2023
Catherine MacGregor <i>Chief Executive Officer</i>		
Compensation granted for the year (detailed in the preceding table)	2,896,192	2,887,442
Valuation of options granted for the year	0	0
Valuation of Performance Shares granted for the year	1,364,400 ⁽¹⁾	1,189,200 ⁽¹⁾
Valuation of Performance Units granted for the year	0	0
TOTAL	4,260,592	4,076,642

(1) The Performance Shares granted for 2024 were valued at €11.37 per share according to IFRS 2, making a total of €1,364,400.

SUMMARY OF MULTI-ANNUAL VARIABLE COMPENSATION (OTHER THAN PERFORMANCE SHARES) OF EACH EXECUTIVE CORPORATE OFFICER

	2021	2022 to 2024
Jean-Pierre Clamadieu		
<i>Chairman</i>	None	None
Multi-annual variable compensation		
<hr/>		
	2021	2022 to 2024
Catherine MacGregor		
<i>Chief Executive Officer</i>		
Multi-annual variable compensation in the form of Performance Units		
Award date	March 14, 2021	
Number	120,000 PU	
Performance conditions	Non-financial performance criteria, weighted at 80%: <ul style="list-style-type: none"> • growth in net recurring income/(loss) Group share over two years compared with a benchmark panel⁽¹⁾ (25%); • changes in Total Shareholder Return (TSR) (stock market performance, reinvested dividend) over three years compared with the same panel (25%); • return on capital employed (ROCE, renamed ROACE) (30%). Non-financial performance criteria, weighted at 20%: <ul style="list-style-type: none"> • reduction of GHG emissions from energy production (10%); • increase in renewable capacity (5%); • increase in the proportion of women in management (5%). 	
End of vesting period	March 14, 2024	
Rate of achievement	114% capped at 100%, i.e., 120,000 vested PUs	
End of PUs vesting period	March 14, 2027	
PUs vesting date	August 05, 2024	
Total amount from the vesting of PUs	€1,775,364 (two-thirds of the proceeds from the vesting of PUs, net of taxes and social contributions, were invested in ENGIE shares)	

(1) EDP, ENEL, Iberdrola, Naturgy, SNAM, RWE.

It should be noted that for 2021, Catherine MacGregor was granted 120,000 Performance Units (PUs), vesting on March 15, 2024, subject to her presence on March 14, 2024 and the fulfillment of quantifiable financial and non-financial performance conditions. At its meeting on February 21, 2024, the Board of Directors noted that the success rate for the performance conditions attached to these units was 114%, capped at 100%, i.e., 120,000 PUs.

The financial performance criteria, weighted at 80%, were of three types:

- growth in net recurring income/(loss) Group share over two years compared with a benchmark panel⁽¹⁾ (25%): the success rate was 120%;
- TSR (stock market performance, reinvested dividend) over three years compared with the same panel (25%): the success rate was 120%;
- return on capital employed (ROCE, renamed ROACE) (30%): the success rate was 120%.

The non-financial performance criteria, weighted at 20%, were of three types. The target objectives were those set out at the end of 2023 in the trajectory established to achieve the target objectives by 2030:

- reduction of GHG emissions from energy production (10%): the success rate was 120%;
- increase in the share of renewable capacity (5%): the success rate was 0%;
- increase in the percentage of women in management positions (5%): the success rate was 120%.

The Board of Directors noted that the overall success rate was 114%; it was capped at 100%.

Catherine MacGregor had three years, i.e., until March 14, 2027, to exercise the PUs. In the event she exercises such units, she will be required to reinvest two-thirds of the proceeds from such exercise, net of tax and social security withholdings, in ENGIE shares until the target for the holding of ENGIE shares is met, i.e., the equivalent of two years' fixed compensation. Catherine MacGregor vested the PUs on August 5, 2024 for a valuation of €1,775,364; two-thirds of the proceeds from the vesting of PUs, net of taxes and social contributions, were invested in ENGIE shares. She acquired 36,000 shares in this context.

(1) EDP, ENEL, Iberdrola, Naturgy, SNAM, RWE.

Summary table of employment contracts, special retirement plans, severance pay and non-compete clause

TABLE 11 – AMF POSITION-RECOMMENDATION – DOC-2021-02 (APPENDIX 2)

	Employment contract	Supplementary pension plan	Compensation or benefits due or likely to be due on termination or change of function	Compensation due under a non-compete clause
Jean-Pierre Clamadieu <i>Chairman</i>	No	No	No	No
Catherine MacGregor <i>Chief Executive Officer</i>	No	Yes (See Section 4.2.1.2 of the 2024 Universal Registration Document)	Yes (See Section 4.2.1.2 of the 2024 Universal Registration Document)	Yes (See Section 4.2.1.2 of the 2024 Universal Registration Document)

Compensation components and benefits in kind paid in 2024 or awarded for the same year to the Chairman and the Chief Executive Officer of the Company, subject to shareholder approval (ex-post)

In accordance with Article L.22-10-34 II of the French Commercial Code, the Shareholders' Meeting of April 24, 2025, will vote on the fixed, variable and exceptional components of the total compensation and benefits of any kind paid in 2024, or awarded for 2024, to Jean-Pierre Clamadieu, Chairman of the Board, and Catherine MacGregor, Chief Executive Officer.

The variable or exceptional compensation components awarded for 2024 can only be paid after approval by the Shareholders' Meeting.

Compensation components and benefits of any kind paid in 2024 or awarded for the same year to Jean-Pierre Clamadieu, Chairman of the Board

Compensation components	Amounts paid in 2024	Amounts granted for 2024	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.
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.
Exceptional compensation	None	None	Jean-Pierre Clamadieu receives no exceptional 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	€3,487	€3,487	Jean-Pierre Clamadieu has a company car.

Compensation components and benefits of any kind paid in 2024 or awarded for the same year to Catherine MacGregor, Chief Executive Officer

Compensation components	Amounts paid in 2024	Amounts granted for 2024	Details
Fixed compensation	€1,000,000	€1,000,000	Catherine MacGregor's fixed compensation was set at €1,000,000.
Annual variable compensation	€1,305,000	€1,312,000	<p>The target annual variable compensation to be paid in 2025 for 2024 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.</p> <p>It breaks down into two components: a financial component (65%) and a non-financial component (35%).</p> <p>For the financial component, the criteria used are net recurring income/(loss) Group share (25%), EBIT (25%), free cash flow (25%) and economic net debt (25%). The financial targets for 2024 were based on the Group's provisional budget as prepared by the Board of Directors on February 21, 2024.</p> <p>The non-financial component includes:</p> <ul style="list-style-type: none"> the Group's strategic and operational objectives (70%): the continued rollout of the ENGIE One Safety transformation plan, on the development of priority digital solutions for the business, on talent development and on the completion of the project related to nuclear activities in Belgium; quantifiable ESG criteria relating to: <ul style="list-style-type: none"> continued improvement in safety performance (10%), GHG emissions related to energy production (10%), 37% women among managers hired (10%). <p>At its meeting of February 26, 2025, the Board of Directors, on the recommendation of the ACGC:</p> <ul style="list-style-type: none"> noted that the success rate of the financial criteria was 139.2% (broken down as follows: Net recurring income/(loss) Group share: 140%; EBIT: 136.6%; Free cash flow: 140%; Economic net debt: 140%); set the success rate of non-financial criteria at 116.5% (broken down as follows: Group strategic and operational objectives: 120%; improved safety performance: 100%; GHG emissions related to energy production: 140%; 37% women among managers hired: 85%). <p>Based on the respective weightings of the financial and non-financial criteria, the overall success rate was determined to be 131.2%, or €1,312,000. This variable compensation for 2024 will only be paid to Catherine MacGregor if approved by the shareholders at the Shareholders' Meeting of April 24, 2025.</p>
Multi-annual variable compensation	€1,775,364	None	<p>Catherine MacGregor did not receive any multi-annual variable compensation for 2024.</p> <p>The Performance Unit plan granted in 2021 has vested, leading to the settlement of the units and the payment of an amount of €1,775,364 (see Summary table of multi-annual variable compensation (other than Performance Shares) f each executive corporate officer).</p>
Directors' fees	None	None	Catherine MacGregor did not receive any compensation for her term of office as a Director.
Exceptional compensation	None	None	Catherine MacGregor did not receive any exceptional compensation.
Allocation of stock options, Performance Shares and any other long-term compensation	None	Valuation: €1,364,400	Catherine MacGregor was awarded 120,000 Performance Shares, at a target of up to 120% in the event of outperformance, in respect of 2024 (see note on this theoretical valuation in Section 4.2.1.3 of the 2024 Universal Registration Document), i.e., 0.005% of share capital at April 30, 2024.

Compensation components	Amounts paid in 2024	Amounts granted for 2024	Details
Compensation associated with the commencement or termination of duties	None	None	<p>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 her term of office and will receive one year's compensation payable in 12 monthly installments. The Board of Directors may waive the application of this clause at the time of the Chief Executive Officer's departure.</p> <p>In the event of forced departure not resulting from serious misconduct on the part of the Chief Executive 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.</p> <p>With regard to Performance Shares that are not yet vested, in the event of termination of the corporate office:</p> <ul style="list-style-type: none"> • due to resignation, disability, or death, the unvested rights will be maintained; • for any other reason for departure, the principle will be the loss of all unvested rights, unless decided otherwise by the Board of Directors. This possibility is in accordance with Article 26.3.3 of the Afep-Medef code, which states "when awarding them, the Board may include a provision authorizing it to rule on the maintenance or otherwise of long-term compensation plans not yet acquired, options not yet exercised or shares not yet vested at the time of departure of the beneficiary". <p>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.</p>
Supplementary pension plans	€576,250	€578,000	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 of the French Tax Code) and half of which 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 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 2024 amounts to €578,000 and will be paid in 2025 subject to a favorable vote from the shareholders at the Shareholders' Meeting on April 24, 2025.
Benefits of any kind	€6,192	€6,192	Catherine MacGregor benefited from the use of a company car.

Compensation of corporate officers

It should also be noted that for 2022, Catherine MacGregor was granted 120,000 Performance Shares (PS), vesting on March 15, 2025, subject to her continued service on March 14, 2025 and the fulfillment of quantifiable financial and non-financial performance conditions. At its meeting on February 26, 2025, the Board of Directors noted that the success rate for the performance conditions attached to these shares was 90%, i.e., 108,000 PS.

The financial performance criteria, weighted at 80%, were of three types:

- growth in net recurring income, Group share over two years compared with a benchmark panel⁽¹⁾ (25%): the success rate was 0%;
- total shareholder return (TSR) (stock market performance, reinvested dividend) over three years compared with the same panel (25%): the success rate was 120%;
- return on capital employed (ROCE, renamed ROACE) (30%): the success rate was 120%.

The non-financial performance criteria, weighted at 20%, were of three types. The target objectives were those set out at the end of 2024 in the trajectory established to achieve the target objectives by 2030:

- reduction of GHG emissions from energy production (10%): the success rate was 120%;
- increase in the share of renewables capacity (5%): the success rate was 120%;
- increase in the percentage of women in management positions (5%): the success rate was 120%.

Vested Performance Shares are subject to a one-year lock-up period, i.e., up to and including March 14, 2026.

Tables comparing the compensation of the executive corporate officers with that of employees – Annual changes in performance and compensation

The equity ratios were calculated taking into account the guidelines published by the Afep in February 2021. Calculations are made by function: Chairman and Chief Executive Officer.

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

Calculation of the denominator: the parent company ENGIE SA is neither representative of the Group's workforce nor of its activity. The denominator is therefore the average compensation

in France of employees (fixed compensation + variable components) on permanent and fixed-term contracts counted on a full-time equivalent basis, 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 was to be noted, as EQUANS was 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 a single database listing individual compensation data.

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

(1) EDP, ENEL, Iberdrola, Naturgy, SNAM, RWE.

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⁾

<i>In euros</i>	2020	2021	2022 ⁽²⁾	2023	2024
Compensation for the Office of Chairman:	450,000	450,000	451,826	453,652	453,487
Change from the previous year	4%	0%	0.4%	0.4%	0.0%
INFORMATION ON THE SCOPE OF CONSOLIDATION OF THE LISTED COMPANY - NOT REPRESENTATIVE IN TERMS OF ACTIVITY AND THE NUMBER OF EMPLOYEES					
Average employee compensation	76,791	77,142	80,849	89,842	88,414
Change from the previous year	4%	0%	5%	11%	-2%
Median employee compensation	72,571	66,967	67,673	68,068	67,235
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	46,870	48,278	56,997	61,009	61,182
Change from the previous year	1%	3%	18%	7%	0%
Median employee compensation					
Ratio to average employee compensation	9.6	9.3	7.9	7.4	7.4
Change from the previous year	3%	-3%	-15%	-6%	0%
Ratio to median employee compensation					
Change from the previous year	-	-	-		
COMPANY PERFORMANCE					
EBIT ⁽³⁾	-16%	47%	43%	11.5%	3.3%
Change from the previous year	-214%	194%	-9%	-73%	-71%
ROACE ⁽⁴⁾	5.45%	8.90%	12.60%	11.60%	11.00%
Change from the previous year	-11%	63%	42%	-8%	-5%
NRIGs (<i>in billion euros</i>)	1.70	3.20	5.22	5.37	5.53
Change from the previous year	-31%	85%	65%	3%	3%

(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.

(3) Formerly "COI" (Current Operating Income): indicator renamed "EBIT" without changing the calculation methodology.

(4) Formerly "ROCE": indicator renamed "ROACE" without changing the calculation methodology.

Compensation multiples for the office of Chief Executive Officer
TABLE OF RATIOS RELATING TO I.6 AND 7 OF ARTICLE L.22-10-9 OF THE FRENCH COMMERCIAL CODE⁽¹⁾

Full-year Y-1	2020	2021	2022 ⁽²⁾	2023	2024
Compensation for the Office of Chief Executive Officer: Catherine MacGregor was appointed on January 1, 2021. In 2020, Claire Waysand was acting Chief Executive Officer.	1,287,669	2,608,350	3,169,992	3,331,392	3,675,592
Change from the previous year	-50%	103%	22%	5%	10%

INFORMATION ON THE SCOPE OF CONSOLIDATION OF THE LISTED COMPANY – NOT REPRESENTATIVE IN TERMS OF ACTIVITY AND THE NUMBER OF EMPLOYEES

Average employee compensation	76,791	77,142	80,849	89,842	88,414
Change from the previous year	4%	0%	5%	11%	-2%
Median employee compensation	72,571	66,967	67,673	68,068	67,235
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	46,870	48,278	56,997	61,009	61,182
Change from the previous year	1%	3%	18%	7%	0%
Median employee compensation					
Ratio to average employee compensation	27.5	54.0	55.6	54.6	60.1
Change from the previous year	-51%	97%	3%	-2%	10%
Ratio to median employee compensation					
Change from the previous year	-	-	-	-	-

COMPANY PERFORMANCE

EBIT ⁽³⁾	-16%	47%	43%	11.5%	3.3%
Change from the previous year	-214%	194%	-9%	-73%	-71%
ROACE ⁽⁴⁾	5.45%	8.90%	12.60%	11.60%	11.00%
Change from the previous year	-11%	63%	42%	-8%	-5%
NRIGs (in billion euros)	1.70	3.20	5.22	5.37	5.53
Change from the previous year	-31%	85%	65%	3%	3%

(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.

(3) Formerly "COI" (Current Operating Income): indicator renamed "EBIT" without changing the calculation methodology.

(4) Formerly "ROCE": indicator renamed "ROACE" without changing the calculation methodology.

Note: in accordance with the Afep guidelines updated in February 2021, multi-annual variable compensation, such as Performance Units, is valued and accounted for in the equity ratio calculation in the year of grant (IFRS valuation).

Directors' compensation for 2024

The compensation for Directors below will be submitted for shareholder approval at the Shareholders' Meeting of April 24, 2025, 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, i.e., €1.6 million approved by the Shareholders' Meeting in April 30, 2024.

It should also be noted that the Chairman of the Board of Directors and the Chief Executive Officer do not receive compensation for their term of office as Director.

The allocation rules applied have been approved by the April 26, 2023 Shareholders' Meeting, and are presented below.

Director		Fixed portion	€16,500 per year
		Variable portion, dependent on attendance	€60,500 ⁽¹⁾ , if 100% attendance
Audit Committee	Chairman	Fixed portion	€16,500 per year
		Variable portion, dependent on attendance	€48,400 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed portion	€5,500 per year
		Variable portion, dependent on attendance	€24,200 ⁽¹⁾ , if 100% attendance
ITC	Chairman	Fixed portion	€11,000 per year
		Variable portion, dependent on attendance	€30,520 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed portion	€5,500 per year
		Variable portion, dependent on attendance	€18,150 ⁽¹⁾ , if 100% attendance
EESDC	Chairman	Fixed portion	€11,000 per year
		Variable portion, dependent on attendance	€24,200 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed portion	€5,500 per year
		Variable portion, dependent on attendance	€18,150 ⁽¹⁾ , if 100% attendance
ACGC	Chairman	Fixed portion	€11,000 per year
		Variable portion, dependent on attendance	€24,200 ⁽¹⁾ , if 100% attendance
	Committee member	Fixed portion	€5,500 per year
		Variable portion, 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.

Compensation of Directors appointed by the Shareholders' Meeting

The non-executive corporate officers were awarded the compensation shown in the table below for 2024. Unless otherwise indicated, no other compensation was awarded to them by the Company or by its subsidiaries for that year.

In euros	2024 ⁽¹⁾	2023 ⁽¹⁾
Fabrice Brégier	100,650 ⁽²⁾	98,381 ⁽²⁾
Marie-Claire Daveu	112,200 ⁽²⁾	106,425 ⁽²⁾
Patrice Durand ⁽³⁾	85,553 ⁽²⁾⁽⁴⁾	85,553 ⁽²⁾⁽⁴⁾
Michel Giannuzzi ⁽⁵⁾	95,036 ⁽²⁾⁽⁴⁾	-
Mari-Noëlle Jégo-Laveissière ⁽³⁾	-	21,307 ⁽²⁾⁽⁴⁾
Françoise Malrieu	-	51,290 ⁽²⁾
Ross McInnes	189,200 ⁽²⁾	174,861 ⁽²⁾
Lucie Muniesa ⁽³⁾	75,982 ⁽²⁾⁽⁴⁾	47,451 ⁽²⁾⁽⁴⁾
Marie-José Nadeau	203,867 ⁽⁶⁾	240,706 ⁽⁶⁾
Lord Peter Ricketts of Shortlands ⁽⁷⁾	32,553 ⁽⁶⁾	111,630 ⁽⁶⁾
TOTAL	895,041	937,604

(1) Directors' compensation due for a given year is paid during the same year.

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

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

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

(5) Appointed during the April 30, 2024 Shareholders' Meeting – compensated pro rata.

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

(7) End of term of office at the April 30, 2024 Shareholders' Meeting – compensated pro rata.

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

The Director representing the French State, in her role as civil servant, Céline Fornaro, did not personally receive any compensation from the Company or from any of its subsidiaries for their term of office in 2024, in accordance with Article 5 of Order No. 2014-948 of August 20, 2014, concerning the governance and equity transactions of companies with a public shareholder. The compensation for her term of office amounted to €150,975 and was paid directly into the French State's budget.

The Directors from the private sector appointed by the Shareholders' Meeting on the proposal of the French State, namely Patrice Durand and Lucie Muniesa, received 85% of the compensation 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 Order No. 2014-948 of August 20, 2014 concerning governance and equity operations of companies with a public shareholder (see the table above). The remaining 15% of their compensation amounted to a total of €28,507 and was paid into the French State's budget.

In respect of the foregoing, the Directors' compensation corresponding to these offices, i.e. a total amount of €179,482, was paid directly to the Public Treasury in compliance with regulations.

Compensation of Directors representing employees and employee shareholders

Directors representing employees and employee shareholders on the Board of Directors received no compensation (Directors' fees) from the Company or from its subsidiaries in consideration of their service as Directors.

These Directors are Christophe Agogué, Jacinthe Delage, Yoan Kosnar and Magali Viot.

2025 compensation policy for the executive corporate officers (*ex-ante say on pay*)

To determine the compensation and benefits granted to executive corporate officers, the Board of Directors refers, in particular, to the recommendations of the Afep-Medef Code. The Board of Directors ensures that the compensation policy respects the principles of comprehensiveness, balance, comparability, consistency, transparency and measurement, and takes into account market practices.

The compensation policy for executive corporate officers is determined by the Board of Directors based on the recommendations of the ACGC. It will be subject to a presentation and vote at the Annual Shareholders' Meeting of April 24, 2025, 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 5.3.1 of the Board's Internal Rules, 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 recommend a compensation policy that is in line with the Company's interests and the practices of comparable major international groups for similar positions, based on a benchmark established by an external firm that includes CAC 40 and Eurostoxx 50 companies.

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 executives in the short, medium and long term and contributing to the Company's strategy and long-term viability.

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

If the approval rate for the compensation policy is less than 80% at the last Shareholders' Meeting, the ACGC looks at the reasons behind the vote of the shareholders that opposed the approval of this policy and any appropriate response to their vote. As a reminder, the Shareholders' Meeting of April 30, 2024 approved the compensation policy of the Chairman of the Board of Directors at 99.92% and of the Chief Executive Officer at 94.62%.

2025 compensation policy for the Chairman of the Board of Directors

The compensation of the Chairman of the Board of Directors for 2025 remains unchanged from 2024.

Fixed annual compensation

For 2025, the fixed compensation of the Chairman of the Board of Directors remains unchanged at €450,000.

Variable compensation

The compensation of the Chairman of the Board of Directors does not include any variable compensation in respect of his office.

Long-term incentive compensation (Performance Shares)

The compensation of the Chairman of the Board of Directors does not include any annual or multi-year variable compensation or long-term incentive plans.

Pension plans

The Chairman of the Board of Directors will not be covered by any supplementary pension plan in respect of his duties.

Insurance and healthcare benefit plan

The Chairman of the Board of Directors will receive social security and healthcare coverage equivalent to the collective coverage provided for the ENGIE Group's senior executives in France.

Compensation for term of office as Director

The Chairman of the Board, as a Director, will not receive any directors' fees for sitting on the Board of Directors.

Employment contract, severance pay and non-compete clause

No employment contract has been concluded between the Chairman of the Board of Directors and the Company or any Group company. No provision is made for compensation or benefits due or likely to be due as a result of a termination or change of function or for compensation relating to a non-compete clause.

Benefit in kind

The Chairman of the Board will benefit from a company car.

Compensation of the Chief Executive Officer for 2025

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

In accordance with Afep-Medef Code recommendations, the Chief Executive Officer's compensation package has remained unchanged throughout her first term of office, which began on January 1, 2021.

The Board of Directors recommends renewing Catherine MacGregor's term of office as a Director at the Shareholders' Meeting on April 24, 2025, with the intention of confirming her position as Chief Executive Officer at the close of the said Meeting. The Board considers it appropriate to review Catherine MacGregor's compensation package on the renewal of her term of office.

To determine the new compensation package of the Chief Executive Officer, the Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee (ACGC), has taken the following factors into account:

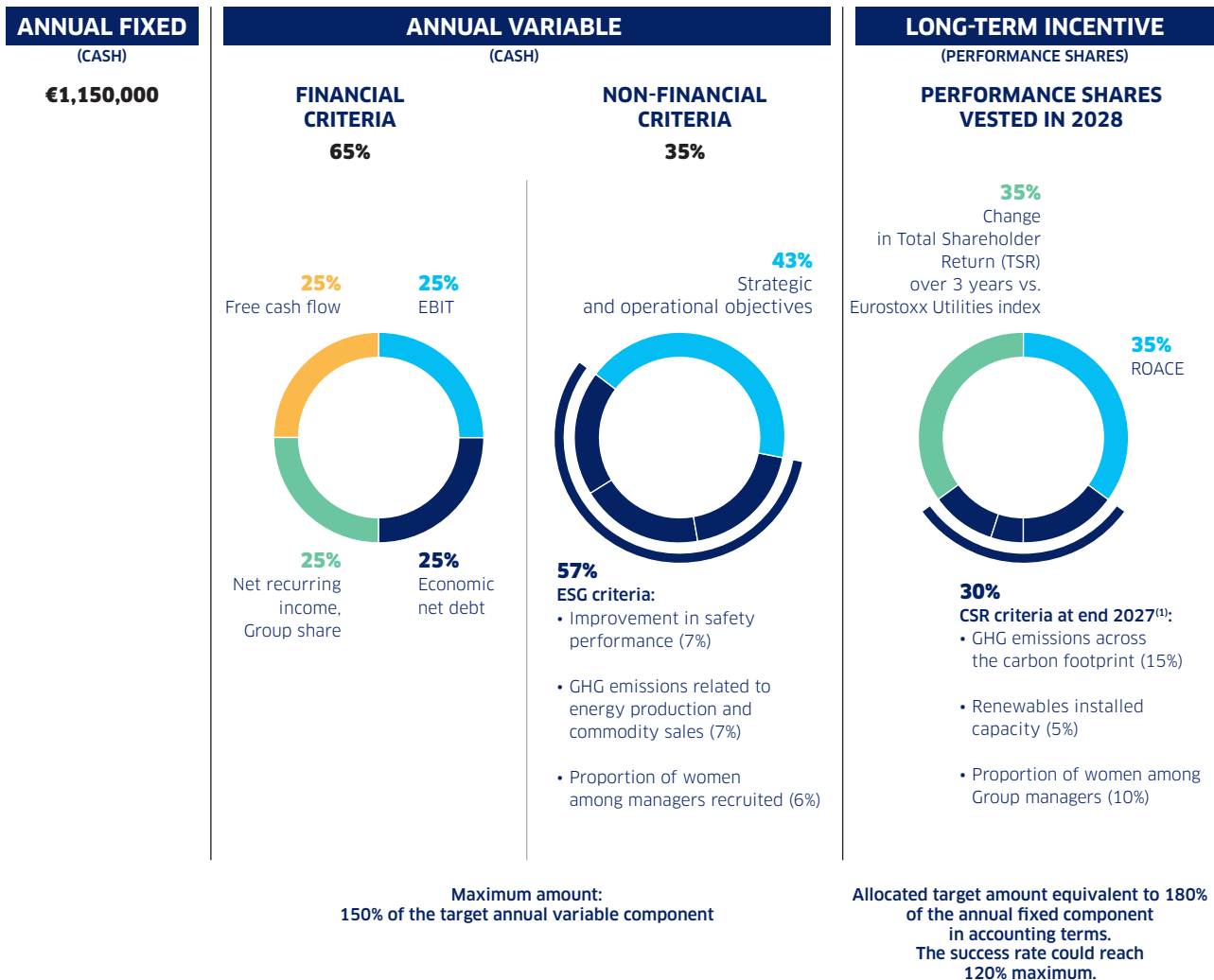
- **the significant improvement in the Group's performance since 2021**, in terms of both internal ESG and financial metrics, and external metrics such as the Total Shareholder Return (TSR); ENGIE ranked first among companies in its sector for the TSR metric between 2021 and 2024;
- **the result of analyses of market practices and the current positioning of the Chief Executive Officer's compensation** in relation to these: as the executive market is highly competitive and the Chief Executive Officer has an international background, the ACGC, supported by an

external compensation consultancy, compared how the compensation of ENGIE's Chief Executive Officer is positioned relative to her peers and direct European or global competitors in the energy sector, and relative to the major industrial groups listed in Europe and France (CAC 40). This review, revealed that the Chief Executive Officer's current compensation was below market levels on each of these panels.

In view of ENGIE's position in France, a panel of CAC 40 companies excluding the finance and luxury sectors has been selected. The panel includes the following companies: Air Liquide, Airbus, Bouygues, Carrefour, Danone, Essilor Luxottica, Legrand, L'Oréal, Michelin, Orange, Renault, Safran, Saint-Gobain, Sanofi, Schneider Electric, Thales, TotalEnergies, Veolia Environnement, Vinci, (the "benchmark market"). The target positioning in terms of overall compensation is the median of this panel, with ENGIE occupying, in 2024, respectively the 13th, 3rd and 12th place in terms of headcount, revenues and market capitalization ;

- **the desire to strengthen the correlation between performance and compensation** by linking a greater proportion of variable compensation to performance, in particular long-term compensation. This structure must ensure that the interests of the Chief Executive Officer are aligned with those of the shareholders, promoting long-term value creation. As a result, total remuneration is at the median of the benchmark market, with the sum of base salary and annual bonus being slightly below it.

Compensation of corporate officers



(1) In line with the trajectory established to reach the 2030 target.

Fixed annual compensation

The Chief Executive Officer's fixed annual compensation is set at €1,150,000, representing a 15% increase on the current amount decided in 2021, placing it between the first quartile and the median of the benchmark market. It will apply retroactively as from January 1, 2025, subject to approval by the Shareholders' Meeting of April 24, 2025.

It was determined according to the role, experience and benchmark 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 remains unchanged 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.

Annual variable 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.

To strengthen the link between performance and compensation, the target variable component is set at 110% of fixed compensation (i.e., 10 points above target) and capped at 150% (i.e., an additional 10 points maximum).

The target annual variable component amounts to 110% of the fixed compensation (€1,265,000) for a 100% target achievement rate, with a maximum of 150% of the target variable component (€1,897,500) 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 ESG objectives, in accordance with ENGIE's Company purpose as stated in the bylaws.

For the **financial component**, the criteria used are net recurring income/(loss) Group share (25%), EBIT (25%), free cash flow (25%) and economic net debt (25%). The financial targets for 2025 were based on the Group's provisional budget as prepared by the Board of Directors on February 26, 2025.

The **non-financial component** is based on the progress of the work carried out on the Group's strategic and operational objectives and quantifiable ESG criteria. In line with ENGIE's purpose (*raison d'être*), the proportion of quantifiable ESG criteria in the Chief Executive Officer's compensation has been increased from 10.5% to 20% of the total annual variable compensation. The proportion of strategic and operational objectives, which are qualitative objectives, has been reduced from 24.5% to 15%.

Work on the Group's strategic and operational objectives must focus in particular on delivering the transformation plan, achieving business objectives and implementing digital projects.

ESG criteria include:

- Lost Time Injury Rate (7%);
- GHG emissions (7%), for which the scope of analysis has been broadened to include commodity sales in addition to energy production; the objectives are in line with the pathway established to achieve the 2030 target;
- 38% women among managers hired (6%).

Long-term incentive compensation (Performance Shares)

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 certain employees. These performance conditions are all specific and quantifiable. They include at least one non-financial performance condition that reflects the Group's ESG 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. €2,300,000. Until this target is met, two-thirds of the Performance Shares vested to the Chief Executive Officer will be non-transferable. At December 31, 2024, the Chief Executive Officer held 106,000 ENGIE shares, including 36,000 acquired through the settlement of Performance Units in August 2024.

The target amount valued and granted to the Chief Executive Officer is set at 180% of fixed annual compensation in accounting terms (in application of IFRS 2). The number of shares that vest at the end of the plan may represent up to 120% in the event of outperformance, without offsetting the performance of one criterion against another.

As part of the Performance Share plan granted in respect of 2025, and in accordance with the authorization given by the Shareholders' Meeting of April 30, 2024, the Board of Directors, meeting on February 26, 2025, decided, on the recommendation of the ACGC, to grant Performance Shares to the Chief Executive Officer, the target amount of which corresponds to 180% of fixed annual compensation in accounting terms (in application of IFRS 2). The number of shares that vest at the end of the plan may represent up to 120% in the event of outperformance, without offsetting the performance of one criterion against another.

All the shares granted will vest subject to a service condition, applicable up to and including March 14, 2028, on top of the performance conditions set out below.

Performance conditions

All the shares granted in respect of 2025 will vest subject to the performance conditions set out below.

Financial performance conditions, accounting for 70% of the total performance conditions and relating to:

- changes in TSR (stock market performance, reinvested dividend) over three years compared with the Eurostoxx Utilities index (constituting 35% of the total performance conditions). The observation of the TSR over the three-year period will be carried out, initially, with a reference price corresponding to the average of the index and the ENGIE share price for a defined period of several weeks preceding the first day of the month of allocation and, in the same way, three years later
- the average annual ROACE (Return On Average Capital Employed) targets in the Medium-Term Business Plan (MTP) over the three years of the plan (constituting 35% of the total performance conditions).

Exclusively quantifiable **non-financial performance conditions** (together constituting 30% of the total performance conditions), selected for consistency with the Company's purpose as stipulated in its bylaws, i.e.:

- GHG emissions across the carbon footprint (15%);
- renewables installed capacity (5%);
- the proportion of women among Group managers (10%).

The target objectives are in line with the trajectory established to achieve the target objectives by 2030. As with the plan granted in 2024, the portion allocated to non-financial performance conditions is 30%, representing an increase of 10 points compared to the 2022 plan. The scope of analysis of GHG emissions has been broadened to cover the Group's entire carbon footprint. In the 2024 plan, the scope of analysis was limited to energy production and gas sales.

This plan, these performance conditions and their weighting, support the implementation of ENGIE's long-term strategy, both financially and non-financially.

Success rate

For each performance condition, there is a threshold, below which the success rate is 0%, a target at which the success rate is 100% and a ceiling associated with a success rate of 120%. The progression between the points is linear.

Therefore, the success rate of each criterion can range from 0% to 120%, without the possibility of offsetting the performance of one criterion with the underperformance of another; the overall success rate can range from 0% to 120%. Accordingly, the number of shares can range from 0% to 120% of the target number allocated.

The **TSR** success rate is:

- 75% for a result equal to that of the index (threshold);
- 100% for a result equal to 105% of the index (target);
- 120% for a result equal to or greater than 120% of the index (ceiling).

The **ROACE** success rate is:

- equal to zero for a result less than or equal to the threshold;
- 100% for a result equal to the target;
- 120% for a result equal to or greater than the ceiling.

With regard to **non-financial performance conditions**, the slopes follow the same rules as those applied to the ROACE.

For the ROACE indicator and non-financial performance conditions, the Board stringently defines 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.

Exceptional adjustment

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 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 recommendation of the ACGC, once the Board of Directors had been 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 officers. The Board would then justify, in detail, the adjustments made, which would be communicated.

The application of these exceptional adjustments, if any, will be subject to the approval of the Shareholders' Meeting.

Pension plans

The Chief Executive Officer will 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 of which 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 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 Group senior executives.

Insurance and healthcare benefit plan

The Chief Executive Officer will receive social security and healthcare coverage equivalent to the collective plans provided for the ENGIE Group's senior executives in France.

Compensation for term of office as Director

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

Arrangements related to termination of the term of office of Chief Executive Officer

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 her term of office and will receive one year's compensation payable in 12 monthly installments. The Board of Directors may waive the application of this clause at the time of the Chief Executive 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.

With regard to Performance Shares that are not yet vested, in the event of termination of the corporate office:

- due to resignation, disability, or death, the unvested rights will be maintained;
- for any other reason for departure, the principle will be the loss of all unvested rights, unless decided otherwise by the Board of Directors. This possibility is in accordance with Article 26.3.3 of the Afep-Medef code, which states "when awarding them, the Board may include a provision authorizing it to rule on the maintenance or otherwise of long-term compensation plans not yet acquired, options not yet exercised or shares not yet vested at the time of departure of the beneficiary".

In addition, all provisions of the Afep-Medef Code will be 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.

Pursuant to Article 25.4 of the Afep-Medef Code, the payment of the non-compete indemnity will not apply if the Chief Executive Officer asserts their rights at retirement or over the age of 65.

Benefit in kind

The Chief Executive Officer will benefit from the use of a company car.

4

UPDATED CLIMATE STRATEGY

For a company in the energy sector, climate strategy cannot be separated from the Group's purpose (*raison d'être*), its overall strategy and its performance. This document summarizes the ENGIE Group's updated climate strategy which is presented in the following three sections:

- climate change mitigation at ENGIE and its customers;
- climate change adaptation;
- governance and management processes to ensure implementation.

A more detailed description can be found in the 2024 Sustainability Statement, Section 3.1 of the 2024 Universal Registration Document, and in the dedicated "ESG at ENGIE" publication that is available on the Group's website (<https://www.engie.com/en/group/social-responsability/csr-publications>).

CLIMATE CHANGE MITIGATION AT ENGIE AND ITS CUSTOMERS

The Group's objectives





The Group has already reduced its greenhouse gas emissions by more than 40% since 2017, for the whole of its carbon footprint. On updating its climate strategy, the Group is renewing and increasing its external medium- and long-term objectives, including in particular:

- confirmation of the "Net Zero Carbon" objective by 2045, for all Group emissions (Scopes 1, 2 & 3). This objective requires reducing emissions by at least 90% between 2017 and 2045 and neutralizing residual emissions through

internal carbon removal activities and the use of carbon sequestration credits. It should be noted that this objective depends on decarbonizing the Group's supply chain;

- the strengthening of all the 2030 decarbonization objectives and new milestones for 2035 and 2040. In particular, the Group is adopting a new goal to reduce total greenhouse gas (GHG) emissions (Scopes 1, 2 & 3) by 55% compared to 2017, with a commitment to position its total emissions at between 120 and 140 Mt CO₂e by 2030.

The main objectives are:

Mt CO ₂ e	2017	2024	Formerly 2030	2030	2035	2040
 Total GHG emissions (Scopes 1, 2 & 3)	265	157	N/A	120/140	80/110	40/70
GHG emissions from energy generation (Scopes 1 & 3.15)	107	48	43	26/36	16/26	7/17
 GHG emissions from commodity sales (Scopes 3.3.D & 3.11)	104	82	N/A	63/83	37/57	12/32
of which fuel sales (Scope 3.11)	78	53	52	36/46	22/32	7/17
 Reduction in methane emissions: -50% in 2030 vs. 2017 (formerly -30%)						
 Emissions avoided by means of low-carbon offerings and services: between 65 and 85 MtCO₂ in 2030 (formerly 45 Mt CO ₂ e)						

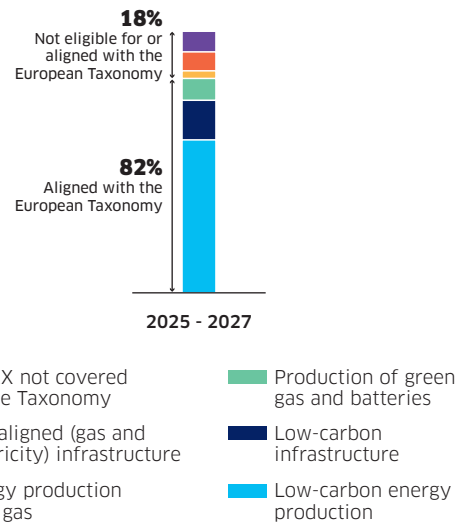
To reflect the volatility of the energy sector and the resulting CO₂ impacts; the Group has chosen to express its targets as ranges. The top of the range reflects the highest level that seems achievable if market conditions, energy-saving conditions and the climate effect allow. The bottom represents the maximum level of emissions that the Group commits to not exceeding.

The action plan and its financing

In order to achieve these climate change mitigation objectives in terms of reducing its own GHG emissions and assisting its customers with their decarbonization, the Group is implementing the following action plan:

- withdrawal from coal by 2025 in continental Europe and by 2027 globally;
- 95 GW of renewable production and storage capacity in 2030;
- 20 TWh of local green energy production in 2030;
- 10 TWh of biomethane production in 2030;
- 4 GW of hydrogen production in 2035;
- 50 TWh of biomethane capacity connected to French networks in 2030;
- 10,000 km of electricity transmission networks in 2030;
- 300 TWh of electricity sales in 2030 (B2B and B2C).

To provide the means for its action plans, ENGIE undertakes to align all of its CAPEX with its decarbonization strategy. The Group is planning €21-€24 billion in growth CAPEX between 2025 and 2027, 82% of which should be aligned with the European Taxonomy.



Regarding the development of carbon sinks, ENGIE will put in place action plans to remove carbon within its own value chain and will use carbon sequestration credits.

These credits will only be used to neutralize residual emissions corresponding to the Group's Net Zero objectives and will comply with the ten key principles dictated by the Integrity Council for the Voluntary Carbon Market, including in particular transparency, additionality, and permanence.

CLIMATE CHANGE ADAPTATION

Incorporated for the first time as a central focus of the Group's climate strategy

Climate warming exceeded 1.5 °C for the first time in 2024, as compared with the preindustrial era. Accordingly, in addition to climate change mitigation measures, ENGIE's climate strategy now incorporates a section on climate change adaptation.

The Group has been working actively since 2019 to make climate projections as operational as possible and they have now reached a sufficient level of maturity. ENGIE is therefore rolling out Group processes to ensure the resilience of its existing sites as well as that of new projects with regard to key climate change impacts.

The main climate risks covered are:

IMPACT	CLIMATE RISKS COVERED BY ENGIE
Asset integrity	Heat waves Extreme winds Flooding Water stress Landslides Wildfires Coastal erosion
Energy production and demand	Solar power Wind power Hydraulic power Thermal power Demand for heating and cooling
Health & safety	Impact of climate change on health & safety of employees and subcontractors (particularly through heat stress)
Supply chain	Impact of extreme events (see 1 st line) on the global supply chain for fuels and products as well as on the local site environment (e.g., access roads, etc.)

GOVERNANCE AND MANAGEMENT PROCESS TO ENSURE IMPLEMENTATION

Climate governance led by the Board of Directors

In order to ensure that, in line with its purpose (*raison d'être*), climate strategy is central to the Company's overall strategy, the Board of Directors determines the climate transition strategy and related objectives. This topic is central to strategic thinking, particularly when the Board holds its strategy seminar and makes investment decisions, which are prepared by the Investment and Technology Committee.

The Board also draws on the work of the Ethics, Environment and Sustainable Development Committee, which is specially tasked with reviewing the risks and opportunities connected with climate change and making its recommendations to the Board.

Since 2021, the Environmental, Social and Governance (ESG) Department, which addresses the climate strategy, has been overseen by the Executive Vice-President in charge of Finance, ESG and Procurement. He is accordingly responsible for measuring the Group's overall, financial and non-financial performance.

Executive compensation aligned with the achievement of climate objectives

The compensation policies for the Chief Executive Officer, the Executive Committee and senior executives include criteria linked to the Group's climate objectives.

The variable compensation for the Chief Executive Officer and Executive Committee members is linked to the objective of reducing GHG emissions related to energy production and commodity sales.

In addition, the Group's performance shares (long-term incentives) for the Chief Executive Officer, the senior executives and 5,000 employees, are subject to a criterion concerning the whole of the Group's carbon footprint.

Included in all Group processes

ENGIE's management has also set limits on the main GHG emissions contributors from the Group's activities. These limits are set as milestones throughout the Group's Net Zero Carbon pathway and assigned to each Global Business Unit (GBU). The GBU design their operational decarbonization strategies in such a way as not to exceed the limits set.

The Group has also incorporated non-financial components into its medium-term plan in the form of CO₂ budgets. CO₂ budget monitoring forms an integral part of management dialogue through performance analysis processes carried out when reporting the consolidated financial statements and preparing forecasts.

The investment decision process incorporates the CO₂ impact of projects and their consequences on GHG emission

pathways. The applicable internal procedure promotes projects that have a low CO₂ impact. Physical risks related to climate change are also part of the analysis process for new projects. This analysis depends on the project technology and location and is essential for anticipating the climate impacts and incorporating the necessary adaptation measures right from the start of the project design phase (change of location, enhancing equipment, etc.).

All the Group's existing sites have also undergone a climate risk resilience analysis as part of the Enterprise Risk Management adaptation process. After an initial review of the sites at GBU level, those sites which have been identified as potentially vulnerable to climate change must undergo a more in-depth local risk analysis, involving financial quantification, and implement an adaptation plan to reduce the risk.

Lobbying activities aligned with the Paris Agreement

Given its commitment to combat climate change and accelerate the transition to a carbon-neutral economy, ENGIE undertakes to ensure that its lobbying activities and membership in industry associations are aligned with the objectives of the

Paris Agreement and the Company's climate strategy. ENGIE regularly reviews its memberships in professional and industrial associations to assess this alignment. The assessment document is available on the Group's website.

5

CURRENT FINANCIAL DELEGATIONS

AUTHORIZATIONS GRANTED BY THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 30, 2024

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 29, 2025 Terminates, for the portion not yet used, the delegation granted by the Shareholders' Meeting of April 26, 2023 (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	0.39% of share capital at 12/31/2024	Remaining 9.61% of share capital
17 th	Issue of shares and/or marketable securities with PSR ⁽¹⁾ (to be used outside public tender offer periods only)	26 months until June 2, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 21, 2022 (16 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⁾ (to be used outside public tender offer periods only)	26 months until June 29, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 21, 2022 (17 th resolution)	€225 million for shares ⁽²⁾⁽³⁾ and €5 billion for marketable securities representing debt	None	Full amount of the authorization
19 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 29, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 21, 2022 (18 th resolution)	€225 million for shares ⁽²⁾⁽³⁾ and €5 billion for marketable securities representing debt	None	Full amount of the authorization
20 th	Increase in the amount of capital increases (greenshoe option) carried out pursuant to the 17 th , 18 th and 19 th resolutions (to be used outside public tender offer periods only)	26 months until June 29, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 21, 2022 (19 th resolution)	Up to 15% of the initial issue ⁽²⁾⁽³⁾	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
21 st	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 (<i>to be used outside public tender offer periods only</i>)	26 months until June 29, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 21, 2022 (20 th resolution)	€225 million for shares ⁽²⁾⁽³⁾ and €5 billion for marketable securities representing debt	None	Full amount of the authorization
23 rd	Issue of shares via the capitalization of additional paid-in capital, retained earnings, profit or any other amounts	26 months until June 29, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 21, 2022 (22 nd resolution)	Total amount of the sums that may be incorporated (excluding ceiling)	None	Full amount of the authorization
24 th	Authorization to reduce the share capital by canceling treasury shares	26 months until June 29, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 26, 2023 (16 th resolution)	10% of the share capital per 24 month period	Reduction resulting from the cancellation of 2,259,865 treasury shares under the LINK 2024 plan of November 7, 2024 <ul style="list-style-type: none"> • i.e., 0.09% of the share capital 	9.91% of the share capital
25 th	Capital increase reserved for employees who are members of ENGIE Group employee saving plans	26 months until June 29, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 26, 2023 (14 th resolution)	2% of the share capital as of the date of implementation of the delegation. Amount common with the 26th resolution of the Shareholders' Meeting of April 30, 2024⁽³⁾	Capital increase of 1,835,029 under the LINK 2024 plan of November 7, 2024 <ul style="list-style-type: none"> • i.e., 0.08% of share capital 	1.90% of share capital ⁽⁴⁾
26 th	Capital increase reserved for all entities formed as part of the implementation of the ENGIE Group's international employee share ownership plan	18 months until October 29, 2026 Terminates the delegation granted by the Shareholders' Meeting of April 26, 2023 (15 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 25th resolution of the Shareholders' Meeting of April 30, 2024⁽³⁾	Capital increase of 424,836 under the LINK 2024 plan of November 7, 2024 <ul style="list-style-type: none"> • i.e., 0.02% of capital used 	1.90% of share capital ⁽⁴⁾

Current financial delegations

Resolution	Nature of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
27 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 an ENGIE Group international employee share ownership plan <i>(World Plans)</i>	38 months until June 29, 2027 Terminates, for the portion not yet used, the delegation granted by the Shareholders' Meeting of April 21, 2022 (26 th resolution)	0.75% of the share capital, (with an annual cap of 0.25% of the share capital), ceiling common to the 27th and 28th resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024⁽⁵⁾	None	Full amount of the authorization
28 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) <i>(Discretionary plans)</i>	38 months until June 29, 2027 Terminates, for the portion not yet used, the delegation granted by the Shareholders' Meeting of April 21, 2022 (27 th resolution)	0.75% of share capital, (with an annual cap of 0.25% of share capital and a cap of 0.025% of share capital for the allocation of Performance Shares to ECOs ⁽⁷⁾ over the entire authorization period of 38 months), a ceiling common to the 27th and 28th resolutions of the Shareholders' Meeting of April 30, 2024⁽⁵⁾	For 2024 <i>Dated April 30, 2024</i> Award of 5,742,100 Performance Shares, including 144,000 Performance Shares to the Chief Executive Officer. <ul style="list-style-type: none">i.e., 0.24% of share capital at December 31, 2024.	0.51% of share capital ⁽⁶⁾

(1) PSR: preferential subscription right.

(2) Amounts common to issues of marketable securities decided under the 17th, 18th, 19th, 20th and 21st resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024.

(3) Common ceiling set by the 22nd resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024, under the 17th, 18th, 19th, 20th, 21st, 25th and 26th resolutions of the same Meeting: €265 million.

(4) Unused common amounts for authorizations decided under the 25th and 26th resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024.

(5) This is a common ceiling set by the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024, for allocations decided under the 27th and 28th resolutions.

(6) Unused common amounts for authorizations decided under the 27th and 28th resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024.

(7) ECOs: Executive Corporate Officers.

6

AGENDA

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

- Approval of transactions and the annual financial statements for fiscal year 2024 **(1st resolution)**
- Approval of the consolidated financial statements for fiscal year 2024 **(2nd resolution)**
- Appropriation of net income and declaration of dividend for fiscal year 2024 **(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)**
- Reappointment of Catherine MacGregor as a Director **(6th resolution)**
- Appointment of Stefano Bassi as a Director representing employee shareholders **(resolution A)***
- Appointment of Gildas Gouvazé as a Director representing employee shareholders **(7th resolution)***
- Approval of information relating to the compensation of corporate officers paid during fiscal year 2024, 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 2024, 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 2024, 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)**
- Advisory vote on the climate transition strategy **(14th 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, without preferential subscription rights, for the benefit of ENGIE Group employee savings plan members **(15th 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 share ownership plan **(16th resolution)**
- Amendment to Articles 13.1, 13.3 and 13.4 of the Company's bylaws relating to the method of appointing Directors representing employees **(17th resolution)**
- Amendments to the Company's bylaws to bring them into line with the Board of Directors' Internal Rules and current laws and regulations, in particular certain provisions of French Act No. 2024-537 (the "Attractiveness Act") **(18th resolution)**
- Powers to implement the resolutions adopted by the Shareholders' Meeting and for formalities **(19th resolution)**

() Resolutions A and 7: pursuant to Article 13 of the Company's bylaws, if only one Director representing employee shareholders is to be filled, only the candidate who obtained the largest number of votes shall be appointed. The Board of Directors has approved the 7th resolution; consequently, it invites you to vote in favor of this resolution and to abstain from voting on resolution A.*

7

DRAFT RESOLUTIONS AND OBJECTIVES

The draft resolutions that will be submitted to shareholders at the Ordinary and Extraordinary Shareholders' Meeting of April 24, 2025 are provided below.

Each of the draft 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 2024 (*resolutions 1 and 2*)

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 2024 fiscal year, which show net income of €4,459,704,193.37, and the consolidated financial statements, which show net income, Group share of €4,106 million.

First resolution

Approval of transactions and the annual financial statements for fiscal year 2024

Having considered the financial statements for the year ended December 31, 2024, 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, 2024, as presented thereto, as well as the transactions reflected in these parent company financial statements or summarized in these reports, showing net income for the year of €4,459,704,193.37.

In accordance with Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the Shareholders' Meeting duly notes that the total amount of expenses and charges referred to in Article 39, Paragraph 4, of the French General Tax Code is €1,142,322.22 for last year.

Second resolution

Approval of the consolidated financial statements for fiscal year 2024

Having considered the consolidated financial statements for the year ended December 31, 2024, 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, 2024, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports.

Appropriation of net income and declaration of dividend for fiscal year 2024 (resolution 3)

The purpose of the third resolution is to propose the appropriation of net income and to establish the dividend for fiscal year 2024 at €1.48 per share.

In 2024, the Board of Directors reaffirmed the Group's dividend policy with a payout ratio of 65% to 75% of net recurring income, Group share (NRIGs), and a floor of €0.65 per share.

For fiscal year 2024, the Board of Directors, at its meeting of February 26, 2025, recommended a payout ratio of 65%. This translates into a dividend of €1.48 per share, which you are asked to approve.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend of €0.148 per share is allocated to shares that have been held in registered form for at least two continuous years as at December 31, 2024 and that will remain held in this form, without interruption in the name of the same shareholder until the dividend payment date of April 29, 2025. This increase shall not apply to a number of shares representing more than 0.5% of the share capital held by the same shareholder.

The dividend for fiscal year 2024, i.e., €1.48 per share, plus the dividend increase of €0.148 per share, will be detached on April 25, 2025 and paid out on April 29, 2025.

Third resolution

Appropriation of net income and declaration of dividend for fiscal year 2024

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:

In euros

Net income for fiscal year 2024	4,459,704,193.37
Previous retained earnings	(3,983,110.52)
Other reserves	(1,250.20)
Additional paid-in capital, contribution premium and merger premium	21,024,705,165.10
TOTAL DISTRIBUTABLE	25,480,424,997.75
Allocation:	
• Total dividend distributed for fiscal year 2024 (including the increased dividend) ⁽¹⁾	3,647,758,291.78
• Retained earnings	807,962,791.07
The total dividend paid for fiscal year 2024, i.e., will be deducted as follows:	3,647,758,291.78
• from Net income for the previous fiscal year in the amount of	3,647,758,291.78
• from Retained earnings in the amount of	0.00
• from Other reserves in the amount of	0.00
• from the Merger premium in the amount of	0.00

(1) On the basis of the number of shares comprising the share capital as at December 31, 2024, i.e., a total of 2,435,285,011 shares, including 294,165,375 registered shares as at December 31, 2024 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 2024 fiscal year at €1.48 per share.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend, i.e., €0.148 per share, will be allocated to shares that have been held in registered form for at least two continuous years as at December 31, 2024 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of April 29, 2025. This increase shall not apply to a number of shares representing more than 0.5% of the share capital held by the same shareholder.

The dividend to be paid and the increase of 10% in the dividend for eligible shares will be detached on April 25, 2025 and paid out in cash on April 29, 2025.

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 the shareholder expressly and irrevocably opts for the progressive income tax scale which in this case would apply to all their capital income received for the year of taxation. If shareholders opt for the progressive scale, they will be entitled to the proportional 40% deduction provided for in Article 158, Paragraph 3, 2° of the French General Tax Code. This regime applies to individuals who are resident in France for tax purposes.

In accordance with legal provisions, treasury stock held by the Company on the ex-dividend date will not be eligible for distribution. When the dividend is paid out, the corresponding dividend will be allocated to "Retained earnings".

Similarly, if any of the 294,165,375 registered shares entitling the bearers to the increased dividend as at December 31, 2024, ceased to qualify as registered shares between January 1, 2025, and April 29, 2025, the amount corresponding to these shares will be allocated to "Retained earnings".

In accordance with the provisions of Article 243 bis of the French General 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 ⁽¹⁾ (in millions of euros)	Total pay-out (in millions of euros)	Net dividend per share (in euros)
2021 ⁽²⁾	2,424	2,060	0.85
2022 ⁽²⁾	2,422	3,428	1.40
2023 ⁽³⁾	2,426	3,503	1.43

(1) Total number of shares carrying dividend rights, less the number of treasury shares held by the Company, on the dividend payment date.

(2) In accordance with the requirements of Article 243 bis of the French General Tax Code, dividends paid out for the years ended December 31, 2021 and December 31, 2022 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) Part of the dividend paid out for the year ended December 31, 2023 was 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. The balance of the dividend paid out for the year ended December 31, 2023 constituted an exempt repayment of a contribution pursuant to the provisions of Article 112-1° of the French General Tax Code.

Related-party agreements (resolution 4)

The shareholders are asked to approve the terms of the special report of the Statutory Auditors included in Section 4.5 of the 2024 Universal Registration Document and describing the related-party agreements previously concluded and approved by the Shareholders' Meeting that continued last year. Note that no new related-party agreement has to be approved by the Shareholders' Meeting for fiscal year 2024.

Fourth resolution

Approval of the related-party agreements referred to in Article L.225-38 of the French Commercial Code (Code de commerce)

Having considered the Statutory Auditors' special report on related-party 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)

As the existing authorization, given in the 5th resolution of the Shareholders' Meeting of April 30, 2024, expires on October 29, 2025, you are asked to renew the authorization granted to the Board of Directors to implement a Company share buyback program.

The description of the authorization submitted to the vote is provided in the text of this resolution as well as in Section 5.1.4.2 of the 2024 Universal Registration Document.

OBJECTIVES OF THE PROGRAM

The Company may purchase treasury stock for the purpose of:

- canceling the shares by way of a capital reduction;
- transferring them as part of employee share ownership 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);
- holding the shares in treasury for future use for payment in connection with financial external growth transactions.

MAIN FEATURES

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 and the maximum amount of purchases would not exceed €7.3 billion.

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.

This authorization would be granted for a period of 18 months from the date of this Shareholders' Meeting, with corresponding cancellation of the unused portion of the authorization previously granted in the 5th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024.

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

2024 REVIEW OF PREVIOUS AUTHORIZED PROGRAMS

Please note that as at December 31, 2024, the Company held 0.39% of its share capital, or 9,443,689 shares, all of which to cover its commitments to the beneficiaries of bonus shares and LINK employee share ownership plans.

Between the Shareholders' Meeting of April 30, 2024 and February 26, 2025, the Company has:

- purchased 43,653,185 shares for a total value of €674.40 (an average price of €15.45 per share), of which 30,242,885 shares under the liquidity agreement and 13,410,300 shares for other purposes under the share buyback program;
- sold 30,217,885 shares for a total value of €460.77 million (an average price of €15.25 per share) under the liquidity agreement.

Furthermore, it should be noted that over the last five years, the share buybacks undertaken by ENGIE have been marginal and have been carried out solely for the following three purposes:

- liquidity agreement to improve the liquidity of the share and reduce its intra-day volatility;
- coverage of performance share plans; and
- coverage of LINK employee share ownership plans (one-time use, in 2022 and 2024).

In total, 28,105,540 shares have been bought back by the Group on average, representing 1.15% of the capital over the last five years.

Fifth resolution

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

Having considered the Board of Directors' report, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, the Shareholders' Meeting authorizes the Board of Directors, with powers to subdelegate as permitted by law, to purchase or arrange for the purchase of Company shares, 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 a liquidity agreement that complies with the Code of Ethics recognized by the AMF;
- 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 share ownership plans, including 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;
- implement any other market practices authorized or to be authorized by market authorities; or

- cancel all or part of the securities repurchased under the authorization then in force to reduce the Company's capital granted by the Shareholders' Meeting.

In accordance with the following terms and conditions:

- the maximum number of shares that may be 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 Company's shares, and by any means, on the open market or over the counter, including through block trades, public tender offers, or the use of options (except for the sale of put options), or other forward financial instruments traded on a regulated market or over the counter or through the delivery of shares following 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** from the date of this Shareholders' Meeting and duly notes that this delegation replaces, as of this date, the unused portion of the delegation for the same purpose granted under the 5th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024.

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 any 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 depreciation 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 or any other authorities, complete all formal recording requirements, and generally do all that is necessary for the purposes hereof.

Reappointment of Catherine MacGregor as a Director (*resolution 6*)

The Directorship of Catherine MacGregor, Chief Executive Officer, will expire at the end of this Shareholders' Meeting.

The Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee, proposes, in the 6th resolution, to reappoint Catherine MacGregor for a four-year term expiring at the end of the Ordinary Shareholders' Meeting convened in 2029 to approve the 2028 financial statements.

Since her arrival at the head of ENGIE in January 2021, Catherine MacGregor and the Executive Committee she put in place have refocused the Group and transformed its organization and culture to make it a leader in the energy transition. Under her leadership, ENGIE has weathered the energy crisis and strengthened its fundamentals, so that today it presents a solid balance sheet.

Catherine MacGregor's biography is presented on page 18 of this Notice of Meeting.

Sixth resolution

Reappointment of Catherine MacGregor as a Director

Having considered the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, reappoints Catherine MacGregor as a Director for a four-year term.

Catherine MacGregor's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2029 to approve the 2028 financial statements.

Appointment of the Director representing employee shareholders (*resolutions A and 7*)

The Directorship of Jacinthe Delage, Director representing employee shareholders, will expire at the close of this Shareholders' Meeting and the Board of Directors has noted her decision not to stand for reappointment.

Pursuant to legal provisions and Article 13.3 2 of the bylaws, when employee shareholders hold more than 3% of the capital at the close of a financial year, the Director representing employee shareholders shall be elected by the Ordinary Shareholders' Meeting from among the candidates designated by the supervisory boards of the corporate mutual funds holding shares in the Company or by the employee shareholders themselves when their shares are held directly and not via a corporate mutual fund.

Following the meeting of the Supervisory Boards of the Link France and Link International corporate mutual funds, Stefano Bassi and Gildas Gouvazé were designated as candidates for appointment as the Director representing employee shareholders.

Under the terms of resolutions A and 7, you are asked to vote for one or the other of these candidates.

Pursuant to Article 13 of the Company's bylaws, since only one position as Director representing employee shareholders needs to be filled, only the candidate with the largest number of votes will be appointed Director representing employee shareholders.

The Board of Directors approved the 7th resolution concerning the candidacy of Gildas Gouvazé; consequently, it invites you to vote in favor of this resolution and to abstain from voting on resolution A concerning the candidacy of Stefano Bassi.

Their biographies are presented respectively on pages 19 and 20 of this Notice of Meeting.

The Director representing employee shareholders will be appointed for a four-year term expiring at the close of the Shareholders' Meeting convened in 2029 to approve the 2028 financial statements.

Resolution A**Appointment of Stefano Bassi as a Director representing employee shareholders**

Having considered the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, appoints Stefano Bassi as a Director representing employee shareholders for a term of four years.

Stefano Bassi's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2029 to approve the 2028 financial statements.

Seventh resolution**Appointment of Gildas Gouvazé as a Director representing employee shareholders**

Having considered the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, appoints Gildas Gouvazé as a Director representing employee shareholders for a term of four years.

Gildas Gouvazé's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2029 to approve the 2028 financial statements.

Approval of the components of compensation and benefits paid in or awarded for 2024 to corporate officers (resolutions 8 to 10)

The Shareholders' Meeting of April 30, 2024 approved the compensation policies (*ex-ante* vote) of the Company's corporate officers. In application of these compensation policies, the Board of Directors set the compensation of the Directors, the Chairman of the Board of Directors and the Chief Executive Officer for the 2024 fiscal year.

The Shareholders' Meeting is asked to vote on the compensation and benefits of any kind allocated or paid during fiscal year 2024 to the Company's corporate officers.

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.

Shareholders are also asked to approve the total compensation and benefits of any kind paid in or awarded for fiscal year 2024 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 in favor of the 9th resolution; and
- Catherine MacGregor, Chief Executive Officer, pursuant to Article L.22-10-34, II of the French Commercial Code, by voting in favor of the 10th resolution.

The payment of variable compensation and, where applicable, any exceptional compensation of the corporate officers for fiscal year 2024 is subject to approval by this Shareholders' Meeting.

Therefore, the payment of the annual variable compensation of Catherine MacGregor, Chief Executive Officer, for fiscal year 2024 is subject to approval by this Shareholders' Meeting.

All the information pertinent to the vote on these three resolutions is included in Sections 4.2.1 and 4.2.2 of the 2024 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 during fiscal year 2024, or awarded for said year and referred to in Article L.22-10-9 I of the French Commercial Code**

Having considered 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 4.2.2 of the 2024 Universal Registration Document.

Ninth resolution**Approval of the total compensation and benefits of any kind paid during fiscal year 2024, or awarded for said year, 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 2024 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.2.1 of the 2024 Universal Registration Document.

Tenth resolution**Approval of the total compensation and benefits of any kind paid during fiscal year 2024, or awarded for said year, 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 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 2024 to Catherine MacGregor, Chief Executive Officer, as described in Section 4.2.1 of the 2024 Universal Registration Document.

Approval of the compensation policies of corporate officers (resolutions 11 to 13)

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, 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).

- In the 11th resolution, you are asked to approve the compensation policy for the Directors, as set out in Section 4.2.4 of the 2024 Universal Registration Document. The rules for the distribution of Directors' compensation remain unchanged in relation to those voted for by the Shareholders' Meeting of April 30, 2024.
- In voting on the 12th resolution, the shareholders are asked to approve the compensation policy for Jean-Pierre Clamadiou, Chairman of the Board of Directors, as it is included in Section 4.2.3.1 of the 2024 Universal Registration Document. The compensation policy for the Chair of the Board of Directors remains unchanged in relation to the policy voted for during the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024.
- In voting on the 13th Resolution, the shareholders are asked to approve the compensation policy for Catherine MacGregor, Chief Executive Officer, as it is included in Section 4.2.3.2 of the 2024 Universal Registration Document.

In accordance with AFEP-MEDEF Code recommendations, the Chief Executive Officer's compensation package has remained unchanged throughout her first term of office, which began on January 1, 2021. The Board of Directors recommends reappointing Catherine MacGregor's as a Director at this Shareholders' Meeting, with the intention of confirming her position as Chief Executive Officer at the close of the said Meeting. The Board considers it appropriate to review Catherine MacGregor's compensation package on her reappointment.

To determine the new compensation package of the Chief Executive Officer, the Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee, has taken the following factors into account:

- the significant improvement in the Group's performance since 2021, in terms of both internal ESG and financial metrics, and external metrics such as the Total Shareholder Return (TSR); ENGIE ranked first among companies in its sector for the TSR metric between 2021 and 2024;
- the result of analyses of market practices and the current positioning of the Chief Executive Officer's compensation in relation to these: as the executive market is highly competitive and the Chief Executive Officer has an international background, the Appointments, Compensation and Governance Committee, supported by an external compensation consultancy, compared how the compensation of ENGIE's Chief Executive Officer is positioned relative to her peers and direct European or global competitors in the energy sector, and relative to the major industrial groups listed in Europe and France (CAC 40). This review revealed that the Chief Executive Officer's current compensation was below market levels on each of these panels.

In view of ENGIE's position in France, the Appointments, Compensation and Governance Committee recommended that the overall positioning of the Chief Executive Officer's compensation should be at the median of a panel of CAC 40 companies, excluding the finance and luxury sectors. The panel includes the following companies: Air Liquide, Airbus, Bouygues, Carrefour, Danone, Essilor Luxottica, Legrand, L'Oréal, Michelin, Orange, Renault, Safran, Saint-Gobain, Sanofi, Schneider Electric, Thales, TotalEnergies, Veolia Environnement and Vinci (the "benchmark market"). The target positioning in terms of overall compensation is the median of this panel, with ENGIE occupying, in 2024, respectively the 13th, 3rd and 12th place in terms of headcount, revenues and market capitalization;

- the desire to strengthen the correlation between performance and compensation by linking a greater proportion of variable compensation to performance, particularly over the long term. This structure must ensure that the interests of the Chief Executive Officer are aligned with those of the shareholders, promoting long-term value creation. As a result, total compensation is at the median of the benchmark market, with the sum of base salary and annual bonus being slightly below it.

All components that form the compensation policy for each category of corporate officer were approved by the Board of Directors on February 26, 2025, on the recommendation of the Appointments, Compensation and Governance Committee. 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 considered 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 the aforementioned report in Section 4.2.4 of the 2024 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 considered 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 the aforementioned report in Section 4.2.3.1 of the 2024 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 considered 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 of the Chief Executive Officer, as described in the aforementioned report in Section 4.2.3.2 of the 2024 Universal Registration Document.

Advisory vote on the climate transition strategy (resolution 14)

The purpose of the 14th resolution is to consult the Shareholders' Meeting on the main objectives of ENGIE's updated climate transition strategy, as described in Chapter 4 of this Notice of Meeting. This consultation process is an example of the Board's commitment to shareholder dialogue.

At the Annual Shareholders' Meeting of April 21, 2022, the Group's climate strategy was put to an advisory vote by shareholders for the first time, in a "Say On Climate" resolution proposed by the Board of Directors.

Three years later, the Group's climate strategy has been updated and is being put to an advisory vote by shareholders, giving them an opportunity to reaffirm their support for the strategy, if they so wish. However, shareholders are not asked to assume responsibility for ENGIE's climate transition strategy, which is the sole responsibility of the Board - to avoid encroaching on the specific powers of each governance body, the vote by the Shareholders' Meeting is purely consultative and the results of the vote will not be binding. The Board naturally hopes that this strategy will be widely supported. Given that shareholders may have many different reasons for the way they choose to vote on the "Say on Climate" resolution, if it is not adopted the Company will use the means at its disposal to talk to shareholders and obtain information from them about the reasons that led them to vote against the proposed resolution, where this was the case. Shareholders will be informed of the outcome of this process and will be given details of the measures planned by the Board to take the opposition of certain shareholders into account.

Fourteenth resolution**Advisory vote on the climate transition strategy ("Say on Climate")**

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, votes in favor of the Company's climate transition strategy as presented in Chapter 4 of this Notice of Meeting brochure and in the 2024 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 share ownership plan (resolutions 15 and 16)

The Group aims to increase employee share ownership so that it represents a substantial proportion of the Company's 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.

Following completion of the 2024 LINK offer, at December 31, 2024, employee shareholders held 3.92% of ENGIE's share capital.

With a view to new LINK offers, shareholders are asked to renew the authorizations granted to the Board of Directors to carry out additional employee share ownership transactions at the time of its choosing.

Under the 15th 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, where applicable, the implementation of so-called leveraged "Multiple" investment formulas, noting that in this 15th resolution, this 2% ceiling is common to all capital increases carried out under the 16th resolution of this Shareholders' Meeting.

Under the 16th 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 share ownership 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 share capital pursuant to the 15th resolution.

The amount of the capital increases thus carried out would be deducted from the Overall Ceiling of €265 million referred to in the 22nd resolution of the April 30, 2024 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 will 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 15th 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 Articles L.3332-11 *et seq.* of the French Labor Code (Code du travail). 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 15th resolution.

With regard to capital increases for the benefit of those beneficiaries referred to in the 16th resolution, the Board of Directors may set a subscription price other than that set under the 15th 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 of the ENGIE share during the 20 trading days preceding the date of the decision, minus a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented.

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, where applicable, the leveraged "Multiple" formulas for employees of the ENGIE Group in the countries concerned, in light of the changes in the applicable legislation.

Furthermore, the Statutory Auditors have produced a report on the 15th and 16th 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 15th and 16th 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 15th and 16th resolutions, would take effect as from the date of this Shareholders' Meeting, for respective periods of 26 and 18 months, and would replace, for the unused portion, the authorizations previously granted by the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024, in its 25th and 26th resolutions.

Fifteenth 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 considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the legal and regulatory provisions, in particular Articles L.225-129, L.225-129-2 to L.225-129-6, L.225-138 and L.225-138-1, L.228-91 *et seq.* 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 Extraordinary Shareholders' Meetings:

- 1) delegates to the Board of Directors, with the power to sub-delegate under the conditions set by law, its authority to decide to increase the share capital, with cancellation of the preferential subscription right, on one or more occasions, in the proportions and at the times it sees fit, by issuing ordinary 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;
- 2) decides that the maximum nominal amount of capital increases likely to be realized, immediately or in the future, under this delegation may not exceed 2% of the share capital on the day that the delegation is implemented, provided that:
 - this ceiling is shared with that of the 16th resolution of this Shareholders' Meeting,
 - to this ceiling shall be added, if necessary, the nominal value of additional shares that may be issued in the event of any new financial transactions, in order to protect the rights of holders of securities giving access to the share capital and of any other right giving access to the share capital,
 - the nominal amount of the capital increase carried out pursuant to this delegation will be deducted from the Overall Ceiling referred to in the 22nd resolution of the April 30, 2024 Ordinary and Extraordinary Shareholders' Meeting, or, where applicable, any overall ceiling provided for by a similar resolution that may succeed it during the period of validity of this delegation;
- 3) sets the term of validity of this delegation at **26 months** from the date of this Shareholders' Meeting and duly notes that this authorization replaces, as of this day, the unused portion of the delegation granted under the 25th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024;
- 4) 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 days 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 would also be determined by reference to the terms described in this paragraph;
- 5) 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 *et seq.* 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 2 above;
- 6) 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. These shareholders also waive their preferential subscription rights to subscribe to ordinary shares to which the securities issued pursuant to this authorization may entitle them;

- 7) resolves that the Board of Directors will have full powers to implement this authorization, with the option to sub-delegate these powers in accordance with the law, within the limits and subject to the conditions set out above, in particular, to set the terms of the issue, subscription and full payment, to record the completion of capital increases resulting therefrom and to make any corresponding changes to the bylaws, and:
- 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,
 - to decide whether subscriptions may be made directly or through employer-sponsored mutual funds or other vehicles or entities allowed by applicable laws or regulations,
 - to determine the criteria, if any, that beneficiaries of capital increases must meet,
 - to set the opening and closing dates for subscription periods,
 - to 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, to 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,
 - to record the completion of the capital increases in the amount of subscribed shares after any reductions in the event of oversubscription,
 - where applicable, to 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,
 - to set and make all adjustments intended to take account of the impact of transactions involving the share capital or equity of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, premiums or profits, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which, where applicable, the rights of holders of securities giving access to the share capital and/or of any other right giving access to the share capital will be preserved,
- to 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;
- 8) 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.

Sixteenth 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 share ownership plan

Having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the legal and regulatory provisions, in particular Articles L.225-129, L.225-129-2 to L.225-129-6, L.225-138 and L.228-91 *et seq.* of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

- 1) delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its authority to decide to increase the share capital, with cancellation of the preferential subscription right, on one or more occasions, in the proportions and at the times it sees fit, by issuing ordinary 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 share ownership 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 under the 15th resolution of this Shareholders' Meeting, as well as the Overall Ceiling referred to in the 22nd resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024, 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 duly notes that this authorization replaces, as of this day, the unused portion of the delegation granted under the 26th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024;

- 4) 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;
- 5) 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 15th resolution of this Shareholders' Meeting, or (ii) if the employee share ownership 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 15th resolution of this Shareholders' Meeting, and/or the sale of shares carried out as part of any employee savings plan;
- 6) 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;
- 7) 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;
- 8) delegates to the Board of Directors, or a representative duly authorized in accordance with the law, all powers to implement this delegation of authority within the limits and under the conditions mentioned above, in particular, to set the terms of the issue, subscription and full payment, to record the completion of capital increases resulting therefrom and to make any corresponding changes to the bylaws, and in particular:
 - to draw up the list of the beneficiary or beneficiaries waiving preferential subscription rights within the category defined above, as well as the number of shares or securities giving access to the Company's capital to be subscribed by the beneficiary or beneficiaries, and select, where applicable, the entity referred to in Paragraph 1 above,
 - to 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,
 - where applicable and at its sole discretion, to 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,
 - to set and make all adjustments intended to take account of the impact of transactions involving the share capital or equity of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, premiums or profits, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which, where applicable, the rights of holders of securities giving access to the share capital and/or of any other right giving access to the share capital will be preserved,
 - generally, to 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.

Amendment to Articles 13.1, 13.2 and 13.4 of the Company bylaws relating to the method of appointing Directors representing employees (*resolution 17*)

Article 13 of the Company's bylaws stipulates that Directors representing employees are elected by the employees of the Company and its direct or indirect subsidiaries whose registered offices are located on French territory. The decision has been made to change this method of designation.

After consulting the Social and Economic Committee, the Company has selected, from among the various methods referred to in Article L.225-27-1 of the French Commercial Code, the following method of appointment as set out in paragraph III of the article: Directors representing employees would be appointed by each of the three trade union organizations that obtained the most votes in the first round of the elections referred to in Articles L.2122-1 and L.2122-4 of the French Labor Code and organized by the Company and its direct or indirect subsidiaries whose registered offices are located on French territory.

At the same time, there is a need to comply with French Government Decree No. 2024-934 of October 15, 2024 transposing Directive (EU) 2022/2381 of the European Parliament and of the Council of November 23, 2022 (the "Women on Boards Directive"), which extends application of the gender balance requirement for boards of directors to include directors representing employees and directors representing employee shareholders.

Consequently, you are asked to amend Articles 13.1, 13.3 and 13.4 of the bylaws in order to (i) modify the method of appointing Directors representing employees and (ii) take account of the changes brought about by the transposition into French law of the Women on Boards Directive, in particular Articles L.225-17 and L.225-18-1 of the French Commercial Code.

For practical reasons, this amendment to the bylaws will only come into effect when the current terms of the three Directors representing employees expire, i.e., at the close of the Shareholders' Meeting convened in 2026 to approve the 2025 financial statements.

Seventeenth resolution

Amendment to Articles 13.1, 13.3 and 13.4 of the Company's bylaws relating to the method of appointing Directors representing employees

Having considered the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, resolves:

- to amend Article 13.1 of the bylaws as follows:

Previous wording

13.1 The Company shall be administered by a Board of Directors made up of not more than 22 members, including:

- 1) as the case may be a representative of the French government appointed in accordance with Article 4 of Decree N° 2014-948 dated August 20, 2014; and
- 2) as the case may be, Directors appointed by the shareholders' meeting on the proposal of the French government, in accordance with Article 6 of the Decree;
- 3) three Directors representing the employees of the Company and those of its direct or indirect subsidiaries (defined in accordance with the law) with registered offices located on French territory (**including one Director elected by the employees of the engineers, executives and equivalents category**), and one Director representing the shareholder-employees, appointed respectively as laid down by Articles L.225-27 *et seq.* and L.225-23, the third paragraph of Article L.225-25 and the fourth paragraph of Article L.225-106 of the French Commercial Code.

The members of the Board of Directors shall be elected by the Shareholders' Meeting, subject to the specific rules for the representative of the French government, appointed as the case may be, in application of article 4 I of the decree, the Directors representing employees, and the Director representing shareholder-employees.

New wording

13.1 The Company shall be administered by a Board of Directors made up of not more than 22 members, including:

- 1) as the case may be a representative of the French government appointed in accordance with Article 4 of Decree N° 2014-948 dated August 20, 2014; and
- 2) as the case may be, Directors appointed by the Shareholders' Meeting on the proposal of the French government, in accordance with Article 6 of the Decree;
- 3) three Directors representing the employees of the Company and its direct or indirect subsidiaries (as defined by law), whose registered office is located on French territory, and one Director representing shareholder-employees, appointed respectively as laid down by Articles L.225-27 *et seq.* and L.225-23, the third paragraph of Article L.225-25 and the fourth paragraph of Article L.225-106 of the French Commercial Code.

The members of the Board of Directors shall be elected by the Shareholders' Meeting, subject to the specific rules for the representative of the French government, appointed as the case may be, in application of Article 4 I of the Decree, the Directors representing employees, and the Director representing shareholder-employees.

Pursuant to the provisions of Articles L.225-17 and L.225-18-1 of the French Commercial Code, the Board of Directors shall be composed in such a way as to achieve a balanced representation of men and women.

- to amend Article 13.3 of the bylaws as follows:

Previous wording

13.3 The representatives of the employees and the representative of the shareholder-employees shall be appointed respectively (i) in accordance with the provisions of **Articles L.225-28 and L.225-23 of the French Commercial Code** and (ii) in accordance with the provisions of this article.

- 1) *Directors **elected by the employees of the Company and those of its direct or indirect subsidiaries with registered offices located on French territory***

The election procedure for each position of Director representing members of personnel is as provided for by the applicable laws and regulations.

In particular:

- **for the Director elected by employees of the engineers, executives and equivalents category, the election shall be by two-round majority vote;**
- **for the Directors elected by the other employees' category, the election shall be from a list of candidates using the largest remainder proportional representation system, without vote-splitting.**

The electors and those eligible are the employees of the Company and those of its direct or indirect subsidiaries (defined in accordance with the law), with registered offices located on French territory, which meet the conditions provided by law.

Each candidacy for the directorship representing the engineers, executives and equivalents category must include not only the name of the candidate but also a possible replacement. The winner of the election shall be the candidate who obtains an absolute majority of the votes in the first round, or a relative majority in the second round.

Each list of candidates for the directorships representing the other employees' category must have twice as many candidates as there are directorships to be filled.

In the case of a tie, the candidates validly employed for the longest period of time shall be declared to have been elected.

The elected members shall take office on expiry of the terms of office of the outgoing members.

The elections shall be organized by the Company within a period of six months prior to the normal end of the term of office of the outgoing board members representing the employees.

For each election, the Board of Directors shall set the voting date so as to comply with the following periods.

The periods to be observed for each stage of the election are as follows:

- **the election date must be published at least eight weeks prior to the date of the vote;**
- **voter registers must be published at least six weeks prior to the date of the vote;**
- **candidacies must be registered at least five weeks prior to the date of the vote;**
- **lists of candidates must be published at least four weeks prior to the date of the vote;**
- **the documents necessary for voting by mail must be sent at least three weeks prior to the date of the vote.**

Candidacies other than those proposed by one or more of the trade union organizations must be accompanied by a document bearing the names and signatures of one hundred electors.

New wording

13.3 The representatives of the employees and the representative of the shareholder-employees shall be appointed respectively (i) in accordance with the provisions **of the applicable law and regulations** and (ii) in accordance with the provisions of this article.

- 1) *Directors **representing employees***

The Directors representing employees shall be appointed in accordance with the provisions of paragraph III-3° of Article L.225-27-1 of the French Commercial Code.

Consequently, each of the three trade union organizations that obtained the most votes in the first round of the elections referred to in Articles L.2122-1 and L.2122-4 of the French Labor Code and organized by the Company and its direct or indirect subsidiaries whose registered office is located on French territory, shall appoint a Director to represent the employees.

Where necessary, the third trade union organization that obtained the most votes in these elections shall appoint a Director in compliance with the requirement in Article L.225-18-1 of the French Commercial Code for balanced representation of men and women on the Board.

In the event that one of the positions of Director representing employees becomes vacant, the vacant directorship shall be filled in accordance with Article L.225-34 of the French Commercial Code by the appointment of a new Director by the trade union organization that appointed the Director whose position has become vacant.

The term of office of Directors **representing** employees in accordance with this Article 13.3 shall expire either at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the previous year **and held in the year in which the term of office of the incumbent Director expires**, or in the event of termination of his or her employment contract, or in the event of dismissal under the conditions laid down by the legal or regulatory provisions in force, or for the other reasons provided by law for Directors appointed by the Shareholders' Meeting.

- 2) *Director representing the shareholder-employees*

The representative of the shareholder-employees shall be elected by the Ordinary Shareholders' Meeting from among the shareholder-employees or from among those employees who are members of the supervisory board of a corporate mutual fund holding shares in the Company.

This Director shall be elected by the Ordinary Shareholders' Meeting upon a motion by (i) the shareholder-employees of the Company or of the associated companies or groups within the meaning of Article L.225-180 of the French Commercial Code with respect to Company savings plans, (ii) employees or former employees holding units in the mutual fund, and (iii) the shareholder-employees during the period of non-transferability for legal or taxation reasons, under the mandatory profit sharing scheme as provided in Article L.3324-10 of the French Labor Code.

The candidates for the position of Director representing the shareholder-employees shall be appointed in accordance with the applicable legal provisions, and in particular under the following conditions:

- a/ when the employees hold shares through the intermediary of a mutual fund, and when the voting rights attached to these shares are exercised by the members of the supervisory boards of these funds, two candidates shall be nominated from among the members of these boards.

Previous wording

Voting shall be by mail or by electronic means, according to the terms and conditions announced after consultation with the trade union organizations.

The polling stations shall be responsible for the correct counting of the votes; the number of polling stations and the electoral areas covered by them shall be set by the Board of Directors. Each polling station shall be made up of three members who are electors, appointed by the executive management, with the eldest of them acting as president.

The votes shall be counted in each polling station immediately after the closing of the vote; a report of the results shall be drawn up at the end of the counting operations by the president of the polling station.

The report of the results shall be sent immediately to the headquarters of the Company where there shall be a station for centralizing the results, in order to draw up the summary report and declare the results.

The voting terms and conditions not provided by the provisions of the applicable laws or regulations or by these bylaws shall be specified by the executive management after consulting the trade union organizations within the Company.

In the event that the position of Director **elect**ed by the employees becomes vacant, the vacant directorship shall be filled in accordance with Article L.225-34 of the French Commercial Code.

The terms of office of the Directors **elect**ed by the employees in accordance with this Article 13.3 shall expire either at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the previous year, held **after the date of declaration of the results of the election that the Company is required to hold under the conditions set forth above**, or in the case of the termination of the Director's contract of employment, or in the case of a removal from office pursuant to the conditions provided by the applicable laws or regulations, or in the case of Directors appointed by the General Shareholders' Meeting, for other reasons provided by law.

1) *Director representing the shareholder-employees*

The representative of the shareholder-employees shall be elected by the Ordinary Shareholders' Meeting or from among the shareholder-employees or from among those employees who are members of the supervisory board of a corporate mutual fund holding shares in the Company.

This Director shall be elected by the Ordinary Shareholders' Meeting upon a motion by (i) the shareholder-employees of the Company or of the associated companies or groups within the meaning of Article L.225-180 of the French Commercial Code with respect to Company savings plans, (ii) employees or former employees holding units in the mutual fund, and (iii) the shareholder-employees during the period of non-transferability for legal or taxation reasons, under the mandatory profit sharing scheme as provided in Article L.3324-10 of the French Labor Code.

The candidates for the position of Director representing the shareholder-employees shall be appointed in accordance with the applicable legal provisions, and in particular under the following conditions:

- a/ when the employees hold shares through the intermediary of a mutual fund, and when the voting rights attached to these shares are exercised by the members of the supervisory boards of these funds, two candidates shall be nominated from among the members of these boards.

New wording

If there is more than one mutual fund, the Board of Directors shall be empowered to group together the supervisory boards of the mutual funds holding the investments of the shareholder-employees in France on the one hand, and on the other, the supervisory boards of the mutual funds holding the investments of the employees abroad. In such a case, each grouping of funds can appoint not more than two candidates;

- b/ when the employees (i) hold the shares through the intermediary of a mutual fund and when the voting rights attached to these shares are exercised directly by the shareholder-employees who hold units in these funds, or (ii) when the employees hold the shares directly, the candidates shall be appointed by a vote among the shareholder-employees, according to conditions defined below.

Consultation of the employees may take place by any technical means that ensures the reliability of the vote, including electronic voting or voting by post. Each shareholder-employee shall have a number of votes equal to the number of shares held by them, either directly or indirectly through units in a corporate mutual fund in which voting rights are exercised individually.

Only candidates who have obtained more than 5% of the votes cast in the consultation of the shareholder-employees may be presented for election by the General Shareholders' Meeting. In the event that no candidate reaches the threshold of 5%, the two candidates who have obtained the largest number of votes shall be presented for election by the Ordinary Shareholders' Meeting.

For the purposes of application of paragraph 2) a) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall consult the supervisory boards of the mutual funds with a view to appointing one or more candidates.

For the purposes of application of paragraph 2) b) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall announce the rules for consulting the shareholder-employees who exercise their voting rights directly, with a view to appointing their candidate(s).

Those members of personnel of the Company or of the affiliated companies or groups within the meaning of Article L.225-180 of the French Commercial Code and who meet the conditions provided by law shall be eligible.

The rules for the appointment of candidates not defined by the law or by these bylaws shall be determined by the general management.

The Chairman of the Board of Directors shall draw up a list of all candidates validly appointed under the terms of a) and b) above. The number of candidates on this list must be at least double the number of directorships to be filled.

The Ordinary Shareholders' Meeting shall vote on all the candidates validly represented, and the candidate who obtains the most votes shall be appointed as Director representing the shareholder-employees.

In the event that the position of Director representing shareholder-employees becomes vacant for whatever reason, candidates for appointment to the vacant position will be nominated in accordance with the conditions set out in this article, at the latest before the next General Meeting of Shareholders, or, if the next meeting is to be held fewer than four months after the position has become vacant, before the subsequent General Meeting of Shareholders. Until a replacement is appointed, the Board of Directors may validly meet and take decisions.

Previous wording

If there is more than one mutual fund, the Board of Directors shall be empowered to group together the supervisory boards of the mutual funds holding the investments of the shareholder-employees in France on the one hand, and on the other, the supervisory boards of the mutual funds holding the investments of the employees abroad. In such a case, each grouping of funds can appoint not more than two candidates;

- a/ when the employees (i) hold the shares through the intermediary of a mutual fund and when the voting rights attached to these shares are exercised directly by the shareholder-employees who hold units in these funds, or (ii) when the employees hold the shares directly, the candidates shall be appointed by a vote among the shareholder-employees, according to conditions defined below.

Consultation of the employees may take place by any technical means that ensures the reliability of the vote, including electronic voting or voting by post. Each shareholder-employee shall have a number of votes equal to the number of shares held by them, either directly or indirectly through units in a corporate mutual fund in which voting rights are exercised individually.

Only candidates who have obtained more than 5% of the votes cast in the consultation of the shareholder-employees may be presented for election by the General Shareholders' Meeting. In the event that no candidate reaches the threshold of 5%, the two candidates who have obtained the largest number of votes shall be presented for election by the Ordinary Shareholders' Meeting.

For the purposes of application of paragraph 2) a) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall consult the supervisory boards of the mutual funds with a view to appointing one or more candidates.

For the purposes of application of paragraph 2) b) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall announce the rules for consulting the shareholder-employees who exercise their voting rights directly, with a view to appointing their candidate(s).

Those members of personnel of the Company or of the affiliated companies or groups within the meaning of Article L.225-180 of the French Commercial Code and who meet the conditions provided by law shall be eligible.

The rules for the appointment of candidates not defined by the law or by these by-laws shall be determined by the general management.

The Chairman of the Board of Directors shall draw up a list of all candidates validly appointed under the terms of a) and b) above. The number of candidates on this list must be at least double the number of directorships to be filled.

The Ordinary Shareholders' Meeting shall vote on all the candidates validly represented, and the candidate who obtains the most votes shall be appointed as Director representing the shareholder-employees.

The Director thus appointed to represent the shareholder-employees shall have the same status and the same powers and responsibilities as the other Directors. Subject to the co-optation rules, which do not apply to this Director, the transfer of their position shall be subject to the same rules as for the other Directors. Further, their term of office shall expire *ipso jure* should they lose (i) their status as employee of the company or of the companies or groups associated with it in the sense of article L.225-180 of the French Commercial Code or (ii) their status as shareholder in the company, either individually or through the intermediary of a corporate joint investment fund, unless in the latter case they manage to regularize their position within three months.

New wording

The Director thus appointed to represent the shareholder-employees shall have the same status and the same powers and responsibilities as the other Directors. Subject to the co-optation rules, which do not apply to this Director, the transfer of their position shall be subject to the same rules as for the other Directors. Further, their term of office shall expire *ipso jure* should they lose (i) their status as employee of the company or of the companies or groups associated with it in the sense of article L.225-180 of the French Commercial Code or (ii) their status as shareholder in the company, either individually or through the intermediary of a corporate joint investment fund, unless in the latter case they manage to regularize their position within three months.

- to amend Article 13.4 of the bylaws as follows:

Previous wording

13.4. Except for cases of resignation, recall or death, or the specific cases leading to termination of the office of the Director representing the shareholder-employees, the term of office of a Director appointed by the General Meeting of Shareholders shall end at the close of the Ordinary General Meeting of Shareholders called to approve the accounts for the previous financial year and held in the year during which the term of office is due to expire.

In the case of a vacancy due to the death or resignation of one or more Directors appointed by the General Meeting of Shareholders, the Board of Directors may between two General Meetings of Shareholders replace the Directors whose position has become vacant during the term of office.

However, if the number of sitting Directors falls below the legal minimum, the Board of Directors or, by default, the auditors, must immediately convene an Ordinary General Meeting of Shareholders in order to make up the required number of Directors.

Temporary appointments made by the Board of Directors must be submitted for ratification by the next General Meeting of Shareholders.

If the temporary appointments are not ratified by the General Meeting of Shareholders, the decisions taken and actions performed by the Directors temporarily appointed, or with their concurrence, shall nevertheless remain valid.

These provisions do not apply in the case of vacancy, for any reason whatsoever, of the position of Director **elected by** the employees or Director representing the shareholder-employees.

In the case of a vacancy of the position of Director elected by the employees, the position shall be filled according to the conditions and modalities laid down in Article 13.3.1) of these bylaws and Article L.225-34 of the Commercial Code.

In the case of a vacancy, for any reason whatsoever, of the position of Director representing the shareholder-employees, the candidates to replace them shall be selected in accordance with the provisions set forth in article 13.3 above, at the latest before the next General Meeting of Shareholders, or, if the next meeting is to be held fewer than four months after the position has become vacant, before the subsequent General Meeting of Shareholders. Until a replacement is appointed, the Board of Directors may validly meet and take decisions.

New wording

13.4. In the case of a vacancy due to the death or resignation of one or more Directors appointed by the General Meeting of Shareholders, the Board of Directors may between two General Meetings of Shareholders replace the Directors whose position has become vacant during the term of office.

However, if the number of sitting Directors falls below the legal minimum, the Board of Directors or, by default, the auditors, must immediately convene an Ordinary General Meeting of Shareholders in order to make up the required number of Directors.

Temporary appointments made by the Board of Directors must be submitted for ratification by the next General Meeting of Shareholders.

If the temporary appointments are not ratified by the General Meeting of Shareholders, the decisions taken and actions performed by the Directors temporarily appointed, or with their concurrence, shall nevertheless remain valid.

These provisions do not apply in the case of vacancy, for any reason whatsoever, of a position of Director **representing** employees or the Director representing the shareholder-employees, **which shall be filled by the methods provided for in Articles 13.3.1) and 13.3.2) respectively.**

A Director appointed to replace another remains in office only for the remainder of his predecessor's term.

Amendments to the Company's bylaws to bring them into line with the Board of Directors' Internal Rules and current laws and regulations, in particular certain provisions of French Act No. 2024-537 (the "Attractiveness Act") (resolution 18)

You are asked to amend Articles 13.5, 13.6, 14.2, 17.1, 20.2, 20.4, 21 and 27 of the bylaws to bring them into line with current legal and regulatory provisions and with the Board of Directors' Internal Rules.

1. AMENDMENTS TO BRING THE BYLAWS INTO LINE WITH THE PROVISIONS OF THE FRENCH ATTRACTIVENESS ACT

In accordance with the changes introduced by Act No. 2024-537 of June 13, 2024 aimed at increasing the financing of businesses and the attractiveness of France, known as the "Attractiveness Act", you are asked to:

- amend Article 14.2 of the bylaws relating to the procedures governing the Board of Directors' meetings and decisions to include the possibility (i) for the Board of Directors to make any and all decisions by written consultation, together with the applicable procedure and (ii) for the Chairman to convene the Board of Directors by any telecommunication means, including for the approval of the Company's annual and consolidated financial statements, and to prepare the management report; and
- amend paragraphs 4 and 5 of Article 20.2 and Article 20.4 of the bylaws to bring them into line with the provisions of the "Attractiveness Act", which allows shareholders to participate and vote at General Meetings using any telecommunication method that guarantees they can be identified, in accordance with current regulations.

2. AMENDMENTS TO THE BYLAWS TO BRING THEM INTO LINE WITH APPLICABLE LEGISLATION AND THE BOARD'S INTERNAL RULES

In addition, to ensure that the bylaws are consistent with current legal and regulatory provisions and with the Board of Directors' Internal Rules, you are asked to:

- amend Article 13.5 of the bylaws to replace the term "allocated" by "paid annually", in order to specify that the Shareholders' Meeting sets the overall amount of annual compensation to be paid to Directors, in accordance with Article L.225-45 of the French Commercial Code. As a reminder, the compensation policy and all components of compensation of any kind paid to Directors remain subject to *ex-ante* and *ex-post* shareholder approval;
- amend Article 13.6 of the bylaws to increase the minimum number of shares in the Company that Directors are required to hold in reference to the Internal Rules, which require Directors to hold at least 25% of their annual compensation in registered ENGIE shares;
- amend Article 17.1 of the bylaws to delete the legal reference to Articles 13 to 15 of law No. 2004-803 dated August 9, 2004, relating to the public electricity and gas service and to electricity and gas companies, which are repealed;
- amend the last paragraph of Article 21 of the bylaws on the agenda of Shareholders' Meetings to include, in accordance with Article L.225-105 of the French Commercial Code, the possibility for shareholders to add items other than draft resolutions to the agenda; and
- delete Article 27 of the bylaws concerning the secondment of civil servants, which refers to legal and regulatory provisions whose application does not require inclusion in the bylaws.

Eighteenth resolution

Amendments to the Company's bylaws to bring them into line with the Board of Directors' Internal Rules and current laws and regulations, in particular certain provisions of French Act No. 2024-537 (the "Attractiveness Act")

Having considered the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, resolves:

- to amend Article 13.5 of the bylaws as follows:

Previous wording

13.5. The Shareholders' Meeting sets the compensation amount allocated to Directors.

New wording

13.5. The Shareholders' Meeting sets the annual compensation amount paid to Directors.

The rest of this article is unchanged;

- to amend Article 13.6 as follows:

Previous wording

13.6. Each Director must own at least fifty (50) shares in the Company, except in case of dispensation from the applicable legal or regulatory provisions.

New wording

13.6. Each Director must own shares in the Company, in accordance with the terms and conditions set out in the Board of Directors' Internal Rules, unless exempted by applicable laws or regulations.

The rest of this article is unchanged;

- to amend Article 14.2 of the bylaws as follows:

Previous wording

14.2. Decisions shall be taken pursuant to the quorum and majority requirements laid down by law. In case of a tied vote, the Chairman shall have the casting vote.

The Chairman may take the initiative to hold meetings of the Board of Directors by videoconference, Internet conferencing or other telecommunication means, within the limits and under the conditions laid down by the applicable laws and regulations, and, as the case may be, the Board's Internal Rules.

New wording

14.2. Decisions shall be taken pursuant to the quorum and majority requirements laid down by law. In case of a tied vote, the Chairman shall have the casting vote.

The Chairman may take the initiative to hold meetings of the Board of Directors by any telecommunication means, under the conditions and in accordance with the procedures laid down by the applicable regulations and the Board's Internal Rules.

Decisions of the Board of Directors may be made by written consultation of the Directors, including by means of electronic communications, in accordance with the applicable legal and regulatory provisions and any procedures set out in the Board of Directors' Internal Rules.

The Chairman shall communicate to the Directors, by any written method, including electronically, the text of the proposed decisions together with any document or information necessary to enable them to make an informed decision. Unless a shorter period is specified in the consultation document, in urgent situations Directors shall be required to vote on the proposed decisions within five (5) working days of the date on which the consultation document is sent, by any method of written communication, including electronically, to the address specified in the consultation. All Directors shall have the right to object to the use of the written consultation procedure, within three (3) days of the date when the proposed decision is sent to them, unless said period is extended by the Chairman.

In the event of failure to reply in writing, including by means of electronic communication, within the said five (5) day period, the Director concerned will be deemed absent and not to have participated in the decision.

The Board of Directors may validly make decisions by written consultation only in the absence of any objection by a Director and if at least half of the Directors have voted on the decision concerned. The decision will be adopted by a majority of the Directors participating in the written consultation. The Chairman of the Board shall be deemed to preside over the written consultation and will therefore have the casting vote in the event of a tie.

- to amend Article 17.1 as follows:

Previous wording

17.1. Subject to the powers expressly attributed by the law to General Meetings of Shareholders, the powers specially invested by the law in the Board of Directors and the limits imposed by the company purpose, together with the provisions of articles 13 to 15 of law N° 2004-803 dated August 9, 2004, general management of the Company shall be entrusted, under the responsibility of the Chairman of the Board of Directors, either to the latter or to another natural person appointed by the Board of Directors, with the title of Chief Executive Officer.

New wording

17.1. Subject to the powers expressly attributed by the law to General Meetings of Shareholders, the powers specially invested by the law in the Board of Directors and the limits imposed by the company purpose, general management of the Company shall be entrusted, under the responsibility of the Chairman of the Board of Directors, either to the latter or to another natural person appointed by the Board of Directors, with the title of Chief Executive Officer.

The rest of this article is unchanged;

- amend paragraphs 4 and 5 of Article 20.2 and Article 20.4 as follows:

Previous wording

20.2. [...] If the Board of Directors so decides at the time of convening the General Meeting, shareholders may participate in the meeting by **videoconference** or by any means of telecommunication **or remote transmission, including the Internet**, provided such means enables shareholders to be identified according to the conditions and rules laid down by the applicable regulations.

In the event of such a decision, it shall be announced in the notice of the Board meeting published in the legal gazette ("*Bulletin des annonces légales obligatoires* (BALO)").

New wording

20.2. [...] If the Board of Directors so decides at the time of convening the General Meeting, shareholders may participate **and vote** in the meeting by any means of telecommunication, provided such means enables shareholders to be identified according to the conditions and rules laid down by the applicable regulations.

In the event of such a decision, it shall be announced in the notice of the Board meeting published in the legal gazette ("*Bulletin des annonces légales obligatoires* (BALO)").

Previous wording

20.4. All shareholders are also entitled to vote by correspondence, in accordance with the conditions and rules laid down by the law and regulations. Shareholders may send their proxy voting form or correspondence voting form, in accordance with the conditions and rules laid down by the law and regulations, either in paper form or, by decision of the Board of Directors duly published in the notice of the meeting and in the convening notice, by **remote transmission**.

New wording

20.4. All shareholders are also entitled to vote by correspondence, in accordance with the conditions and rules laid down by the law and regulations. Shareholders may send their proxy voting form or correspondence voting form, in accordance with the conditions and rules laid down by the law and regulations, either in paper form or, by decision of the Board of Directors duly published in the notice of the meeting and in the convening notice, **electronically**.

The rest of Article 20 remains unchanged;

- amend the last paragraph of Article 21 as follows:

Previous wording

21. [...] The agenda of the meeting shall be drawn up by the author of the convening notice; however, one or more shareholders may have draft resolutions entered into the agenda, in accordance with the conditions laid down by law.

New wording

21. [...] The agenda of the meeting shall be drawn up by the author of the convening notice; however, one or more shareholders may have **items or** draft resolutions entered into the agenda, in accordance with the conditions laid down by law.

The rest of this article is unchanged;

- to delete article 27 of the bylaws relating to the secondment of civil servants and, consequently, to renumber "Article 28" and "Article 29" of the bylaws as "Article 27" and "Article 28" respectively.

Powers for formalities (*resolution 19*)

Resolution 19 is a customary resolution that enables the formal recording requirements required by law to be carried out after the Shareholders' Meeting.

Nineteenth resolution

Powers to implement the resolutions adopted by the Shareholders' Meeting and for 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.

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STATUTORY AUDITORS' REPORTS

This is a free translation into English of the Statutory Auditors' reports issued in French and is provided solely for the convenience of English speaking readers. These reports should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

STATUTORY AUDITORS' REPORTS ON VARIOUS SHARE CAPITAL TRANSACTIONS SET FORTH IN THE RESOLUTIONS OF THE COMBINED SHAREHOLDERS' MEETING OF APRIL 24, 2025

To the Engie Shareholders' Meeting,

As Statutory Auditors of your Company (hereinafter the "Company"), we hereby present you with our reports on various share capital transactions on which you are asked to vote.

Report on the issue of shares or marketable securities granting access to equity securities to be issued, with cancellation of preferential subscription rights, reserved for members of Engie Group company savings plans, under the fifteenth resolution

Pursuant to the provisions of Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*code de Commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to decide the issue of ordinary shares or marketable securities granting access to equity securities to be issued, with cancellation of preferential subscription rights, reserved for members of one or more company savings plans set up within the Group comprising the Company and French or foreign companies falling within the consolidation scope of the Company's financial statements pursuant to Article L.3344-1 of the French Labor Code (*code du travail*), it being understood that this resolution may be used to implement "Multiple" leveraged investment formulas, a transaction on which you are asked to vote.

The par value amount of share capital increases that may be carried out, immediately or in the future, pursuant to this resolution, may not exceed 2% of the share capital on the date of implementation of the delegation, it being specified that this limit is common with the share capital increases performed pursuant to the sixteenth resolution of this Shareholders' Meeting. This limit shall be increased, where applicable, by the par value amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of holders of marketable securities granting access to the share capital and/or any other rights granting access to the share capital. The amount of the share capital increases shall be deducted from the overall limit of €265 million set in the twenty-second resolution adopted by the Combined Shareholders' Meeting of April 30, 2024.

Shareholders are asked to approve this share capital increase pursuant to Article L.225-129-6 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labor Code (*code du travail*).

Based on its report, the Board of Directors asks that you delegate to it, for a period of 26 months commencing the date of this Shareholders' Meeting, the authority to decide one or more issues, with cancellation of your preferential subscription rights to the shares or securities to be issued. If applicable, the Board of Directors will set the final issue terms and conditions of these transactions.

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. Our role is to express an opinion on the fair presentation of the quantified data extracted from the financial statements, on the proposed cancellation of preferential subscription rights and on certain other information concerning the issue, contained in this report.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. Those procedures consisted in verifying the content of the Board of Directors' report relating to this transaction and the methods used to determine the issue price of the equity securities to be issued.

Subject to reviewing at a future date the terms and conditions of any issues that may be decided, we have no comments to make on the methods used to determine the issue price of the equity securities to be issued, as presented in the Board of Directors' report.

As the definitive terms and conditions of the issue(s) have not been set, we do not express an opinion thereon and, as such, on the proposed cancellation of preferential subscription rights on which you are asked to vote.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare and additional report, if required, should this delegation be used by your Board of Directors.

Report on the issue of shares or marketable securities granting access to equity securities to be issued, with cancellation of preferential subscription rights, reserved for categories of beneficiaries as part of the implementation of the Engie Group international employee share ownership program, under the sixteenth resolution

Pursuant to the provisions of Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*code de commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to decide the issue of ordinary shares and/or marketable securities granting access to equity securities to be issued, with cancellation of preferential subscription rights, reserved for the category of beneficiaries comprising entities governed by French or non-French law, whether or not they have 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 "Multiple" leveraged investment formulas or any trusts set to establish a Share Incentive Plan under UK law, a transaction on which you are asked to vote.

The par value amount of share 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, it being specified that this amount shall be deducted from the limit of 2% of the share capital set in the fifteenth resolution of this Shareholders' Meeting and from the overall limit of €265 million set in the twenty-second resolution adopted by the Combined Shareholders' Meeting of April 30, 2024.

Based on its report, the Board of Directors asks that you delegate to it, for a period of 18 months commencing the date of this Shareholders' Meeting, the authority to decide one or more issues, with cancellation of your preferential subscription rights to the shares or securities to be issued. If applicable, the Board of Directors will set the final issue terms and conditions of these transactions.

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. Our role is to express an opinion on the fair presentation of the quantified data extracted from the financial statements, on the proposed cancellation of preferential subscription rights and on certain other information concerning the issue, contained in this report.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. Those procedures consisted in verifying the content of the Board of Directors' report relating to this transaction and the methods used to determine the issue price of the equity securities to be issued.

Subject to reviewing at a future date the terms and conditions of any issues that may be decided, we have no comments to make on the methods used to determine the issue price of the equity securities to be issued, as presented in the Board of Directors' report.

As the definitive terms and conditions of the issue(s) have not been set, we do not express an opinion thereon and, as such, on the proposed cancellation of preferential subscription rights on which you are asked to vote.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report, if required, should this delegation be used by your Board of Directors.

Paris-La Défense, March 7, 2025

The Statutory Auditors

French original signed by

ERNST & YOUNG et Autres

Sarah Kokot Guillaume Rouger

Deloitte & Associés

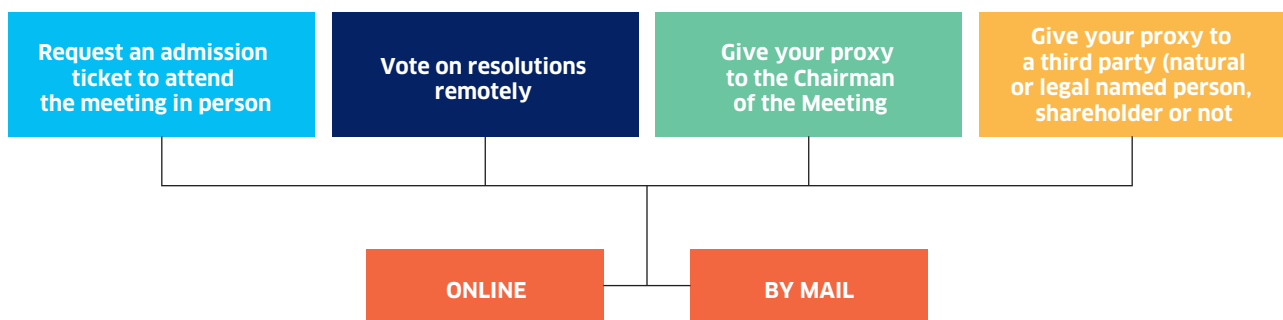
Laurence Dubois Nadia Laadouli

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TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

CONDITIONS FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING

As an ENGIE shareholder, you may participate in the Shareholders' Meeting in one of four ways:



ONCE YOU HAVE CAST YOUR VOTE BY MAIL, SUBMITTED A PROXY OR REQUESTED YOUR ADMISSION CARD, YOU MAY NOT THEN CHOOSE TO PARTICIPATE IN THE SHAREHOLDERS' MEETING IN ANOTHER MANNER.

The right to participate is subject to your shares being registered in an account on the second business day preceding the Shareholders' Meeting, i.e., **Tuesday, April 22, 2025 at 12:00 A.M., midnight (Paris time)**.

Your shares are registered shares

Your shares must, on the abovementioned date, be recorded in the directly or indirectly registered ("pur" or "administré") share accounts held for the Company by its authorized representative *Société Générale Securities Services*.

Your shares are bearer shares

Your shares must, on the abovementioned date, be recorded in the bearer share accounts held by an authorized intermediary.

This share account registration must be confirmed by a share ownership certificate provided by the authorized intermediary who manages your share account, and must be attached either to the voting form attached to this Notice of Meeting or to the admission card request.

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 12:00 A.M., midnight (Paris time) on Tuesday, April 22, 2025**, the vote, the proxy, the admission card or 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 account custodian will notify the Shareholders' Meeting Service of *Société Générale Securities Services* of the disposal and send it the necessary information;

- for all sales settled after **Tuesday, April 22, 2025 at 12:00 A.M., midnight (Paris time)**, the vote cast, the proxy, the admission card or the seller's share ownership certificate will remain valid and the vote will be counted on the seller's behalf.

ONLINE

VOTACCESS will be open from 9:00 A.M. (Paris time) on Monday, April 7, 2025, until 3:00 P.M. (Paris time) on Wednesday, April 23, 2025.

To avoid overloading the VOTACCESS platform, you are advised not to wait until the day before the Shareholders' Meeting to send your instructions.

1. Log in to VOTACCESS

If you are a directly or indirectly registered shareholder

You can access the VOTACCESS platform via the www.sharinbox.societegenerale.com website.

- Log in to the Sharinbox website using the Sharinbox access code required to activate your Sharinbox by SG Markets account (this can be found on the voting form attached to the Notice of Meeting or in the email if you have chosen to receive the notice by this method). The Sharinbox home page contains all the information you need to help you with this process. If you have already activated your account with your email address set as your login, your access code is not required and you will use that email address to log in. Your password was sent to you by mail when you opened your registered account with Société Générale. If this has not been done, you must activate your account to benefit from the new authentication version. If you lose or forget your password, you must follow the procedure provided online on the authentication page.
- You can then follow the instructions by clicking on "Reply" in the "Shareholders' Meetings" section, then on "Participate." You will then be automatically redirected to the VOTACCESS platform.

If you are a bearer shareholder

Please contact your account custodian to find out whether or not they are connected to the VOTACCESS platform.

If they are, simply log in to the portal of your account custodian with your usual login details and click on the icon that appears on the line corresponding to your ENGIE shares.

NOTIFICATION BY EMAIL OF THE GRANTING AND REVOCATION OF A PROXY WHEN THE ACCOUNT CUSTODIAN IS NOT CONNECTED TO VOTACCESS

Only notifications of the granting or revocation of proxies can be sent to the following email address: 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 account custodian 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.*

Any other requests or notifications on other matters cannot be taken into account and/or processed.

Forms sent by email must be received by Société Générale Securities Services no later than 3:00 P.M. (Paris time) on Wednesday, April 23, 2025.

2. Choose how you want to participate

Once connected to VOTACCESS, follow the on-screen prompts to select one of the following options:

Request an admission card to attend the meeting in person

Vote on resolutions remotely

Give your proxy to the Chairman of the Meeting

Give your proxy to a third party (natural or legal named person, shareholder or not)

ADMISSION CARDS

Under no circumstances should admission card applications be sent directly to ENGIE.

If the admission card has not reached you by 12:00 A.M., midnight (Paris time) two business days before the Shareholders' Meeting, please contact the *Société Générale* call center Monday to Friday, 9:00 A.M. to 6:00 P.M. at: +33 (0)2 51 85 67 89 (non-premium rate number, billed according to your carrier contract and country from which you are calling).

Shareholders who find themselves in this position should, on the day of the Shareholders' Meeting, approach the counters provided for this purpose, with proof of identity. Shareholders with bearer shares should also present the share ownership certificate that their authorized intermediary has sent them.

PROXY GRANTED TO THE CHAIRMAN OF THE MEETING

A proxy with no indication of an authorized representative is equivalent to a proxy granted to the Chairman.

For any proxy given to the Chairman of the Shareholders' Meeting (or given without indicating the name of the proxy), the Chairman will vote in favor of the draft resolutions presented or approved by the Board of Directors and against all other draft resolutions.

RECEIVE YOUR INVITATION BY EMAIL

If you are a registered ENGIE shareholder and would like to receive your invitation to the Shareholders' Meeting by email rather than by mail, opt for the e-notice of meeting - it's convenient!

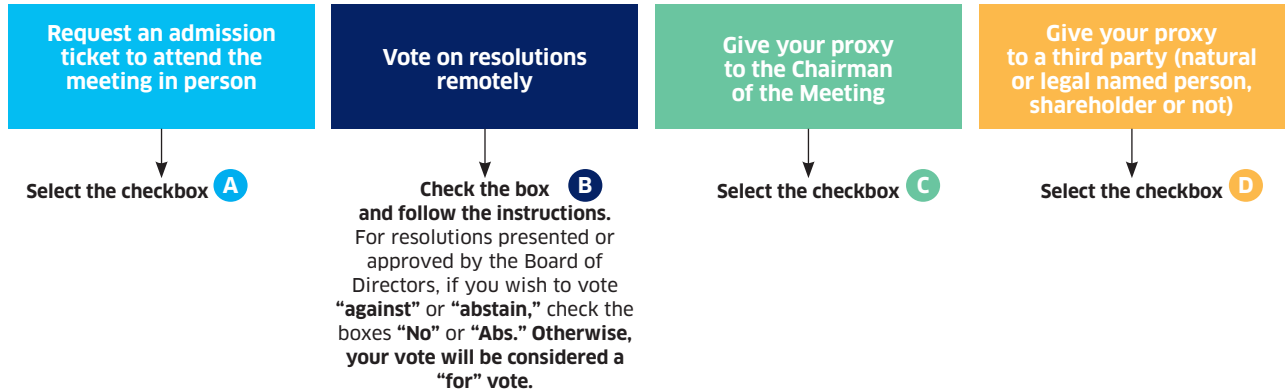
Simply log in to sharinbox.societegenerale.com and select:

 ["My account"](#) > ["My e-services"](#) > ["e-notice for Shareholders' Meetings"](#) > ["Register for free"](#)

Acting together for a sustainable future!

BY MAIL

1. Complete the voting form



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, noircir comme ceci ■ la ou 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

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

Société anonyme au capital de 2 435 285 011 euros
 Siège social : 1, place Samuel de Champlain - 92400 Courbevoie
 542 107 651 RCS Nanterre
 Siret 542 107 651 13030

ASSEMBLÉE GÉNÉRALE MIXTE
 Convoquée le 24 avril 2025 à 14 heures
 CNIT Forest
 2 Place de la Défense - 92092 Puteaux

COMBINED GENERAL MEETING
 Convened on April 24, 2025 at 2:00 p.m.
 CNIT Forest
 2 Place de la Défense - 92092 Puteaux

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif Registered / Porteur Bearer

Vote simple Single vote / Vote double Double vote

Nombre de voix - Number of voting rights

B JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // 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.

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

										C <input type="checkbox"/> JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE Cf. au verso (3) I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING See reverse (3)		
										D <input type="checkbox"/> JE DONNE POUVOIR À : Cf. au verso (4) I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting M. Mme ou Mlle, Raison Sociale / Mr. Mrs or Miss, Corporate Name Adresse / Address		
1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>

E Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box

- Je donne pouvoir au Président de l'Assemblée générale. // I appoint the Chairman of the general meeting:

- Je m'abstiens. // I abstain from voting:

- Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom // I appoint (see reverse (4)) Mr. Mrs or Miss, Corporate Name to vote on my behalf:

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:

à la banque / to the bank: 21 avril 2025 sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

F Date & Signature

» Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée générale »
 If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

Whatever your choice, do not forget:

- E** To write your surname, first name and address, or check the details are correct if they are pre-entered.
- F** To date and sign in the box.

2. Return the completed voting form

If you are a registered shareholder

Once you have completed, dated and signed the voting form, you must send it using the prepaid envelope (attached to this Notice of Meeting) or by regular mail to *Société Générale Securities Services - Service des Assemblées Générales - CS 30812, 44308 Nantes Cedex 3, France*.

If you are a bearer shareholder

You must send the completed, dated and signed voting form to your account custodian, who will send it, together with a share ownership certificate, to *Société Générale Securities Services - Service des Assemblées Générales - CS 30812, 44308 Nantes Cedex 3, France*.



Important

The duly completed, dated and signed form must be received by *Société Générale Securities Services* **no later than Monday, April 21, 2025 at 11:59 P.M.** to be taken into account.

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., **Thursday, April 3, 2025**.

These questions must be sent by the **fourth business day** prior to the Shareholders' Meeting, i.e., **by 11:59 P.M. (Paris time) on Thursday, April 17, 2025**, by registered letter with return receipt requested, to the Company's registered office

at ENGIE, Secrétariat Général, 1, place Samuel de Champlain, 92400 Courbevoie, France or by email to the following address: **questionsecritesAG2025@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 section of the Company's website (**www.engie.com**).

ADDITIONAL MEASURES IMPLEMENTED TO FACILITATE DIALOGUE WITH SHAREHOLDERS

To encourage dialogue with shareholders, and in addition to the legal provision for written questions, you will be given the opportunity to ask questions via a dedicated online platform, **until Thursday, April 24, 2025, including during the meeting**.

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



Graphic design by PricewaterhouseCoopers Advisory

Contact: fr_content_and_design@pwc.com

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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 24, 2025

I, the undersigned,

Ms. Mr.

Last name (or company name):

First name:

Full address:

No.: Street:

ZIP code: City: Country:

wish to receive the documentation and information relating to the Ordinary and Extraordinary Shareholders' Meeting convened for April 24, 2025, as provided for by Article R.225-83 of the French Commercial Code.

by mail

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 24, 2025.

Signed in on 2025

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.



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

Corporate headquarters: 1, place Samuel de Champlain
92400 Courbevoie – France
Tel.: +33 (0)1 44 22 00 00

Register of commerce: 542 107 651 RCS NANTERRE
VAT FR 13 542 107 651
engie.com

