



**FOURTH SUPPLEMENT DATED 15 MARCH 2023  
TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS  
DATED 24 MAY 2022  
OF ENGIE**

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

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

This fourth supplement (the “**Fourth Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 24 May 2022 (the “**Base Prospectus**”) prepared in relation to the €25,000,000,000 Euro Medium Term Note Programme of ENGIE (the “**Programme**”), the first supplement to the Base Prospectus dated 16 August 2022 (the “**First Supplement**”), the second supplement to the Base Prospectus dated 31 August 2022 (the “**Second Supplement**”) and the third supplement to the Base Prospectus dated 28 December 2022 (the “**Third Supplement**”). The Base Prospectus as supplemented (including by this Fourth Supplement) constitutes a base prospectus for the purpose of Article 8 of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted approval number n°22-176 on 24 May 2022 to the Base Prospectus, approval number n°22-350 on 16 August 2022 to the First Supplement, approval number n°22-364 on 31 August 2022 to the Second Supplement and approval number n°22-503 on 28 December 2022 to the Third Supplement .

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

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

This Fourth Supplement has been prepared for the purposes of (i) incorporating by reference the 2022 universal registration document of the Issuer (the “**2022 ENGIE Universal Registration Document**”) and (ii) updating “Risk Factors”, “Documents on Display”, “Recent Developments” and “General Information” sections of the Base Prospectus, as supplemented.

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

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

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## INTRODUCTION

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

**“The consolidated financial statements of ENGIE for the years ended 31 December 2022, 31 December 2021 and 31 December 2020 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and endorsed by the European Union.”**

## RISK FACTORS

The subsection 1 “Risk Factors Relating to the Issuer and its Operations” of the section “Risk Factors” on page 15 of the Base Prospectus, as supplemented, shall be replaced by the following:

“The risk factors relating to the Issuer and its activities are set out on pages 45 to 59 of the 2022 ENGIE Universal Registration Document which is incorporated by reference herein (as defined in Section “*Documents Incorporated by Reference*” of this Base Prospectus). These risks include:

- Political and regulatory risks
  - Risk of a downward trend in the return on gas distribution, transmission, storage and regasification assets in France
  - Risk of State intervention in wake of the marked increase in energy prices
  - Risk of changes in regulations in Brazil in various business sectors (electricity production and sales, transportation of gas), including changes in taxes
  - Risk on the security of gas supply in Europe for winter 2023/2024
- Risks deriving from climate and environmental issues
  - Risk of climate change affecting energy demand and generation
  - Risk of adaptation of industrial assets
- Economic and competitive risks
  - Risk of adaption of business models due to the energy transition in a context of heightened competition on some of the Group’s activities
- Financial risks
  - Commodities market risk
  - Pension funding risk
  - Counterparty risk
- Operational risks
  - Cybersecurity
  - Risk of industrial accident
  - Supply risk for the construction of renewable energy plants
- Social and societal risks
  - Risks related to human resources
  - Risks associated with health and safety at work
- Risk relating to nuclear activities
  - Industrial risks relating to nuclear activities
  - Regulatory and financial risks relating to nuclear activities”

## **DOCUMENTS ON DISPLAY**

The section entitled “Documents on Display” on page 26 of the Base Prospectus, as supplemented, shall be replaced by the following:

### **“DOCUMENTS ON DISPLAY**

1. For the period of twelve (12) months following the date of approval by the AMF of this Base Prospectus, the following documents will be available on the website of the Issuer ([www.engie.com](http://www.engie.com)):
  - (i) the form of Guarantee;
  - (ii) the constitutive documents of ENGIE;
  - (iii) the 2020 ENGIE Universal Registration Document;
  - (iv) the 2021 ENGIE Universal Registration Document;
  - (v) the 2022 ENGIE Universal Registration Document;
  - (vi) each Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market in the European Economic Area or listed on any other stock exchange (save that Final Terms relating to Notes which are (i) neither admitted to trading on a Regulated Market in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Regulation (ii) nor listed on any other stock exchange, will only be available for inspection by a holder of such Notes and such holder must produce evidence satisfactory to the Issuer and the relevant Paying Agent as to its holding and identity);
  - (vii) a copy of this Base Prospectus together with any supplement to this Base Prospectus or restated Base Prospectus and any document incorporated by reference; and
  - (viii) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus in respect of each issue of Notes.
2. The following documents will be available, if relevant, (a) on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) on the website of the Issuer ([www.engie.com](http://www.engie.com)):
  - (i) the Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market;
  - (ii) this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus; and
  - (iii) the documents incorporated by reference into this Base Prospectus.

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

## DOCUMENTS INCORPORATED BY REFERENCE

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

### “DOCUMENTS INCORPORATED BY REFERENCE

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

- (1) the sections referred to in the table below which are extracted from the 2022 universal registration document in English language which is the translation of the French language *Document d'enregistrement universel 2022* of ENGIE which was filed under no. D. 23-0082 with the AMF on 9 March 2023. Such document is referred to in the Prospectus as the “**2022 ENGIE Universal Registration Document**”. Any reference in the Prospectus or in the information incorporated by reference to the 2022 ENGIE Universal Registration Document will be deemed to include those sections only;

[https://www.engie.com/sites/default/files/assets/documents/2023-03/ENGIE\\_URD2022\\_VA\\_MEL.pdf](https://www.engie.com/sites/default/files/assets/documents/2023-03/ENGIE_URD2022_VA_MEL.pdf)

- (2) the sections referred to in the table below which are extracted from the 2021 universal registration document in English language which is the translation of the French language *Document d'enregistrement universel 2021* of ENGIE which was filed under no. D. 22-0079 with the AMF on 9 March 2022. Such document is referred to in the Prospectus as the “**2021 ENGIE Universal Registration Document**”. Any reference in the Prospectus or in the information incorporated by reference to the 2021 ENGIE Universal Registration Document will be deemed to include those sections only;

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

- (3) the sections referred to in the table below which are extracted from the 2020 universal registration document in English language which is the translation of the French language *Document d'enregistrement universel 2020* of ENGIE which was filed under no. D. 21-0142 with the AMF on 17 March 2021. Such document is referred to in the Prospectus as the “**2020 ENGIE Universal Registration Document**”. Any reference in the Prospectus or in the information incorporated by reference to the 2020 ENGIE Universal Registration Document will be deemed to include those sections only; and

[https://www.engie.com/sites/default/files/assets/documents/2021-03/ENGIE\\_URD\\_2020\\_0.pdf](https://www.engie.com/sites/default/files/assets/documents/2021-03/ENGIE_URD_2020_0.pdf)

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

<https://www.engie.com/sites/default/files/assets/documents/2021-05/Base-Prospectus-2021-04-29.pdf>  
<https://www.engie.com/sites/default/files/assets/documents/2020-01/engie-base%20prospectus-dated-23-december-2019.pdf>  
<https://www.engie.com/sites/default/files/assets/documents/2019-12/engie-base-prospectus-dated-13-december-2018.pdf>  
[https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2017-10-16%20%28AMF%29\\_compressed.pdf](https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2017-10-16%20%28AMF%29_compressed.pdf)  
[https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2016-10-11%20%28AMF%29\\_compressed.pdf](https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2016-10-11%20%28AMF%29_compressed.pdf)  
<https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2015-10-08%20%28AMF%29.pdf>  
<https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2014-10-02%20%28AMF%29.pdf>  
<https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2012-09-12%20%28AMF%29.pdf>

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

Any reference in the Base Prospectus to the 2020 ENGIE Universal Registration Document, the 2021 ENGIE Universal Registration Document and the 2022 ENGIE Universal Registration Document, shall be deemed to include only the sections mentioned in the table below.

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

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

**ANNEX 7 OF THE COMMISSION DELEGATED REGULATION 2019/980**

| <b>Annex 7<br/>Article<br/>No.</b> | <b>Narrative</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>Page/Ref No.</b>                                         |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| 3                                  | <b>Risk Factors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2022 ENGIE Universal Registration Document pages 45 to 59   |
| 4                                  | <b>Information about the Issuer</b>                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                             |
| 4.1                                | <b>History and development of the Issuer</b>                                                                                                                                                                                                                                                                                                                                                                                                                      | 2022 ENGIE Universal Registration Document pages 8 to 9     |
| 4.1.1                              | The legal and commercial name of the Issuer                                                                                                                                                                                                                                                                                                                                                                                                                       | 2022 ENGIE Universal Registration Document page 422         |
| 4.1.2                              | The place of registration of the issuer, its registration number and legal entity identifier ('LEI').                                                                                                                                                                                                                                                                                                                                                             | 2022 ENGIE Universal Registration Document page 422         |
| 4.1.3                              | The date of incorporation and the length of life of the issuer, except where the period is indefinite.                                                                                                                                                                                                                                                                                                                                                            | 2022 ENGIE Universal Registration Document page 422         |
| 4.1.4                              | The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus. | 2022 ENGIE Universal Registration Document page 422         |
| 5                                  | <b>Business Overview</b>                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                             |
| 5.1                                | <b>Principal activities</b>                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                             |
| 5.1.1                              | A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.                                                                                                                                                                                                                                                                                                                                  | 2022 ENGIE Universal Registration Document pages 21 to 38   |
| 5.1.2                              | The basis for any statement made by the issuer regarding its competitive position.                                                                                                                                                                                                                                                                                                                                                                                | 2022 ENGIE Universal Registration Document page 8           |
| 6                                  | <b>Organisational structure</b>                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                             |
| 6.1                                | If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.                                                                                                                                                                                                                   | 2022 ENGIE Universal Registration Document pages 9 to 10    |
| 9                                  | <b>Administrative, Management and Supervisory Bodies</b>                                                                                                                                                                                                                                                                                                                                                                                                          |                                                             |
| 9.1                                | Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:                                                                                                                                                                                                                                | 2022 ENGIE Universal Registration Document pages 148 to 167 |
|                                    | (a) members of the administrative, management or supervisory bodies; and                                                                                                                                                                                                                                                                                                                                                                                          |                                                             |
|                                    | (b) partners with unlimited liability, in the case of a limited partnership with a share capital.                                                                                                                                                                                                                                                                                                                                                                 |                                                             |
| 9.2                                | <b>Administrative, Management, and Supervisory bodies conflicts of interests</b>                                                                                                                                                                                                                                                                                                                                                                                  |                                                             |
|                                    | Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.                                                                                                                                                                                        | 2022 ENGIE Universal Registration Document page 168         |

| <b>Annex 7<br/>Article<br/>No.</b> | <b>Narrative</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Page/Ref No.</b>                                                                                                                                                                       |
|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10                                 | <b>Major Shareholders</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                           |
| 10.1                               | To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 2022 ENGIE Universal Registration Document page 210 and 221 to 222                                                                                                                        |
| 10.2                               | A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 2022 ENGIE Universal Registration Document page 222                                                                                                                                       |
| 11                                 | <b>Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                           |
| 11.1                               | <b>Historical Financial Information</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                           |
| 11.1.1                             | Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2022 ENGIE Universal Registration Document pages 245 to 361<br>2021 ENGIE Universal Registration Document pages 223 to 340<br>2020 ENGIE Universal Registration Document pages 221 to 327 |
| 11.1.3                             | <p>Accounting standards</p> <p>The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.</p> <p>If Regulation (EC) No 1606/2002 is not applicable the financial statements must be prepared according to:</p> <p>(a) a Member State's national accounting standards for issuers from the EEA as required by Directive 2013/34/ EU;</p> <p>(b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers.</p> <p>Otherwise the following information must be included in the registration document:</p> <p>(a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information;</p> <p>(b) immediately following the historical financial information a narrative description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements.</p> |                                                                                                                                                                                           |
|                                    | (a) balance sheet;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 2022 ENGIE Universal Registration Document page 247 to 248<br>2021 ENGIE Universal Registration Document page 225<br>2020 ENGIE Universal Registration Document page 223                  |

| <b>Annex 7<br/>Article<br/>No.</b> | <b>Narrative</b>                                                                                                                                                                                             | <b>Page/Ref No.</b>                                                                                                                                                                       |
|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                    | (c) income statement;                                                                                                                                                                                        | 2022 ENGIE Universal Registration Document page 245<br>2021 ENGIE Universal Registration Document page 223<br>2020 ENGIE Universal Registration Document page 221                         |
|                                    | (d) cash flow statement; and                                                                                                                                                                                 | 2022 ENGIE Universal Registration Document page 251<br>2021 ENGIE Universal Registration Document page 228<br>2020 ENGIE Universal Registration Document page 226                         |
|                                    | (e) accounting policies and explanatory notes.                                                                                                                                                               | 2022 ENGIE Universal Registration Document pages 252 to 361<br>2021 ENGIE Universal Registration Document pages 229 to 340<br>2020 ENGIE Universal Registration Document pages 227 to 327 |
| 11.1.5                             | Consolidated financial statements<br><br>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document. | 2022 ENGIE Universal Registration Document pages 245 to 361<br>2021 ENGIE Universal Registration Document pages 223 to 340<br>2020 ENGIE Universal Registration Document pages 221 to 327 |
| 11.1.6                             | Age of financial information<br><br>The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document                      | 2022 ENGIE Universal Registration Document pages 247 to 248<br>2021 ENGIE Universal Registration Document page 225<br>2020 ENGIE Universal Registration Document page 223                 |
| 11.2                               | <b>Auditing of historical annual financial information</b>                                                                                                                                                   |                                                                                                                                                                                           |
| 11.2.1                             | The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.                       | 2022 ENGIE Universal Registration Document pages 362 to 368<br>2021 ENGIE Universal Registration Document pages 341 to 346<br>2020 ENGIE Universal Registration Document pages 328 to 333 |

| <b>Annex 7<br/>Article<br/>No.</b> | <b>Narrative</b>                                                                                                                                                                                                                                                                                                                                                                                             | <b>Page/Ref No.</b>                                                 |
|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 11.2.1a                            | Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.                                                                | N/A                                                                 |
| 11.3                               | <b>Legal and arbitration proceedings</b>                                                                                                                                                                                                                                                                                                                                                                     |                                                                     |
|                                    | Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement. | 2022 ENGIE Universal Registration Document pages 357 to 361 and 423 |
| 12                                 | <b>Material Contracts</b>                                                                                                                                                                                                                                                                                                                                                                                    |                                                                     |
|                                    | A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.                                                                         | 2022 ENGIE Universal Registration Document page 423                 |

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

| <b>Terms and Conditions Incorporated by Reference</b>                                       | <b>Reference</b> |
|---------------------------------------------------------------------------------------------|------------------|
| Base Prospectus of ENGIE which received approval n° 21-124 from the AMF on 29 April 2021    | Pages 37 to 83   |
| Base Prospectus of ENGIE which received approval n° 19-590 from the AMF on 23 December 2019 | Pages 54 to 95   |
| Base Prospectus of ENGIE which received visa n° 18-562 from the AMF on 13 December 2018     | Pages 78 to 116  |
| Base Prospectus of ENGIE which received visa n° 17-552 from the AMF on 16 October 2017      | Pages 77 to 113  |
| Base Prospectus of ENGIE which received visa n° 16-474 from the AMF on 11 October 2016      | Pages 70 to 102  |
| Base Prospectus of ENGIE which received visa n° 15-518 from the AMF on 8 October 2015       | Pages 64 to 96   |
| Base Prospectus of ENGIE which received visa n° 14-534 from the AMF on 2 October 2014       | Pages 65 to 97   |
| Base Prospectus of GDF SUEZ which received visa n° 12-441 from the AMF on 12 September 2012 | Pages 52 to 84   |

## RECENT DEVELOPMENTS

The section entitled “Recent Developments” on page 86 of the Base Prospectus, as supplemented, shall be completed by the following press releases:

“The following recent developments have been published by ENGIE:

**Press release dated 9 March 2023**

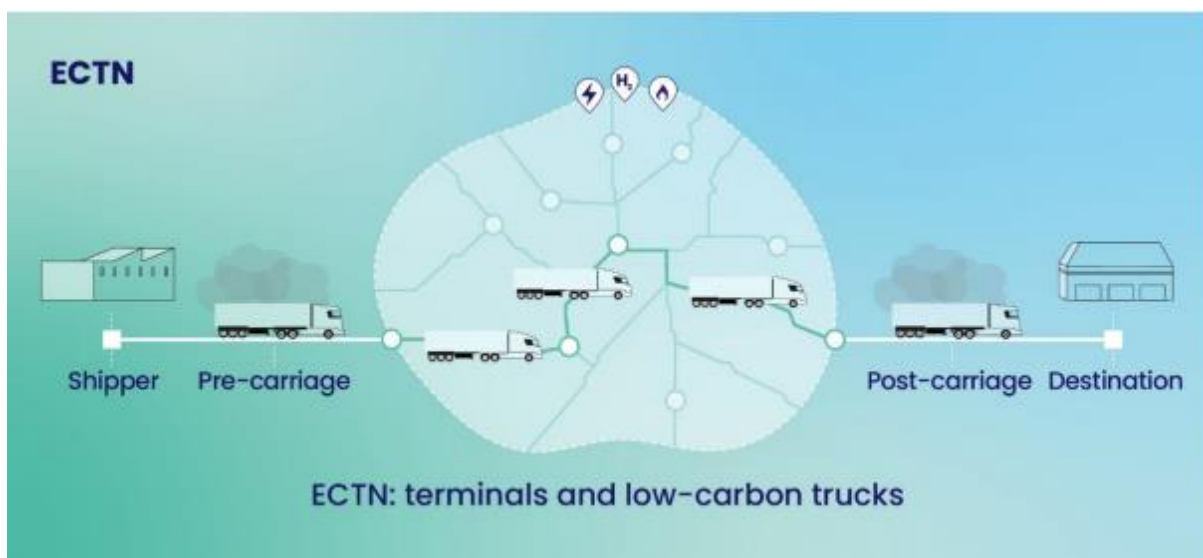
### **“CEVA Logistics, ENGIE and SANEF launch an alliance to decarbonize road freight transport**

- The *European Clean Transport Network Alliance* (ECTN Alliance) brings together best-in-class experts in logistics, transport and energy, and aims to accelerate the decarbonization of long-haul trucking in Europe.
- ECTN Alliance’s objective is to develop an unprecedented network of relay terminals for trucks strategically located on European motorways and equipped with highpower electric chargers and pumps for biogas and green hydrogen.
- When operational, the ECTN solution will address current battery capacity issues and significantly improve truck drivers’ working conditions by allowing them to travel shorter distances.
- The first test planned along SANEF motorways will start in 2023.

### **Three major groups are joining forces to fight climate change and launch the European Clean Transport Network Alliance (ECTN Alliance), a concrete solution to decarbonize road freight transport.**

Mobilizing the expertise of its founding members—CEVA Logistics, ENGIE and SANEF—the ECTN Alliance envisions building and operating a network of truck terminals with low carbon energy solutions to transport merchandise along Europe’s motorways. The disruptive system will be tailored to electric trucks’ limited range and charging requirements.

Long term, the terminal network will be open to all shippers and carriers, offering simple access to low-carbon biogas, hydrogen and electric energy solutions for charging and refueling trucks. Strategically placed on European motorways, the network will include a specific IT solution to enable transport companies to plan their routes and charging schedules in the fastest and most carbon-efficient way.



In addition, the concept aims at improving working conditions for long-haul truck drivers by allowing them to remain closer to their homes, as they will be swapping trailers at each terminal before turning back. ECTN’s

solution will ultimately make the trucking industry more attractive and help alleviate the European truck driver crisis.

**The Alliance will conduct a proof of concept (POC) in 2023 between the Lille and Avignon metropolitan areas in France to demonstrate the feasibility of the concept before deploying it on a European scale.**

The two-year proof of concept will start in 2023 to demonstrate the ECTN model's effects on long-distance road haulage. A dedicated fleet of 20 low-carbon tractor units (a mix of biogas, electric and green hydrogen) will transport 20 trailers each day between the north and southeast of France, relaying and changing trailers at five test sites located at existing CEVA Logistics locations.

Local carriers will carry out the pre- and post-carriage transport to and from the test sites. The POC is expected to provide a rich database for an in-depth understanding of lowcarbon truck use for long-distance haulage and options for decarbonizing road freight transport in Europe.

Luc Nadal, Regional Managing Director for Europe, CEVA Logistics, said: *“ECTN Alliance members strongly believe that private–public alliances have a key role to play in accelerating climate solutions. The ECTN Alliance is based on a pioneering, holistic approach to decarbonizing long-haul trucking. We are proud to launch this bold initiative with best-in-class companies, whose combined expertise will contribute to the success of the project.”*”

## GENERAL INFORMATION

Paragraph (2) of the section entitled “General Information” on page 127 of the Base Prospectus shall be replaced by the following:

### “(2) Consents, Approvals and authorisations

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

Any issue of Notes by the Issuer under the Programme (to the extent they constitute *obligations*) will be authorised by a resolution of its *Conseil d'Administration* which may delegate its powers within one (1) year from the date of such authorisation to any person. For this purpose, the *Conseil d'Administration* of the Issuer has, on 8 December 2022, delegated its powers to issue up to €10 billion of notes to the *Directrice Générale* for the period from 1 January 2023 to 31 December 2023. All other securities issued under the Programme by the Issuer, to the extent they do not constitute *obligations*, will fall within the general powers of the *Directrice Générale* of the Issuer or any other authorised official acting by delegation.”

Paragraph (3) of the section entitled “General Information” on page 127 of the Base Prospectus shall be replaced by the following:

### “(3) Trend information

Save as disclosed in this Base Prospectus, there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2022.”

Paragraph (4) of the section entitled “General Information” on page 127 of the Base Prospectus, as supplemented, shall be replaced by the following:

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

Save as disclosed in this Base Prospectus, as supplemented from time to time, (and in particular in Section “Recent Developments”), there has been no significant change in the financial position or financial performance of the Issuer and the Group since 31 December 2022.”

Paragraph (8) of the section entitled “General Information” on page 128 of the Base Prospectus, as supplemented, shall be replaced by the following:

### “(8) Auditors

Ernst & Young et Autres and Deloitte & Associés (all entities regulated by the *Haut Conseil du Commissariat aux Comptes* and duly authorised as *Commissaires aux comptes*) have audited and rendered audit reports on the consolidated financial statements of the Issuer for the years ended 31 December 2020, 31 December 2021 and 31 December 2022. The French auditors carry out their duties in accordance with the principles of *Compagnie Nationale des Commissaires aux Comptes* and are members of the CNCC professional body.”

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

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

**ENGIE**  
1, place Samuel de Champlain  
92400 Courbevoie  
France

Duly represented by:  
Grégoire de Thier  
Head of Corporate Funding and Rating  
authorised signatory, pursuant to the power of attorney dated 28 March 2022  
on 15 March 2023



***Autorité des marchés financiers***

This Fourth Supplement has been approved on 15 March 2023 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

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

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

This Fourth Supplement obtained the following approval number: n°23-072.