



**SECOND SUPPLEMENT DATED 31 AUGUST 2022
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 second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 24 May 2022 (the “**Base Prospectus**”), as supplemented by the first supplement dated 16 August 2022 (the “**First Supplement**”), prepared in relation to the €25,000,000,000 Euro Medium Term Note Programme of ENGIE (the “**Programme**”). The Base Prospectus as supplemented (including by this Second 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 22-176 on 24 May 2022 to the Base Prospectus and approval number 22-350 on 16 August 2022 to the First Supplement.

This Second 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 Second 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 Second 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 Second Supplement.

This Second Supplement has been prepared for the purpose of updating the “*Recent Developments*” section of the Base Prospectus, as supplemented.

Save as disclosed in this Second 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 Second Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, as supplemented, the statements in the Second Supplement will prevail.

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

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RECENT DEVELOPMENTS

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

“The following recent developments have been published by ENGIE:

22 August 2022

As part of the clearing round process for ScotWind leasing, Crown Estate Scotland awarded Ocean Winds, the 50-50 joint venture of ENGIE and EDPR dedicated to offshore wind, with two additional seabed leases for floating offshore wind projects: a 1.8 GW capacity site with partner Mainstream Renewable Power, and another 500 MW capacity site.

Ocean Winds (OW) was designated preferred bidder for seabed lease options for two adjacent sites reaching a total of 2.3 GW capacity. These projects are located in the East of the Shetland Islands, in depths that will require floating technology. As a pioneer for more than 10 years in floating projects such as WindFloat Atlantic in Portugal, OW is well placed to support the growth of the floating wind sector in Scotland.

The first project is a 1.8 GW site, that was awarded to a 50-50 JV partnership between Ocean Winds and Mainstream Renewable Power, located east of the Shetland Islands. The partners are committed to developing floating offshore wind on an industrial scale in Scotland, generating local jobs and opportunities in Scotland and the Shetland Islands. The site output is expected to power for the equivalent of over 2 million homes and save 3 million tons of carbon emissions each year.

The second project is a 500 MW site, also east of Shetland and within the NE1 ScotWind Draft Plan Option area. It enables OW to progress its ambition for commercial scale floating offshore wind projects worldwide.

Commenting on this announcement, Paulo ALMIRANTE, ENGIE’s Senior Executive Vice-President, in charge of Renewable, Energy Management and Nuclear Activities, said:

"This new success for Ocean Winds strengthening our position in Scotland is based on both OW’s ability to deliver major projects such as Moray East, the largest offshore wind farm in operations in the country, and its expertise in floating offshore wind technology for more than 10 years. We, at ENGIE, are very committed to support projects contributing to local and sustainable energy production, such as Scottish ones."

In Scotland, OW is currently operating, building and developing three other offshore wind projects: Moray East (950 MW, in operations), Moray West (882 MW, late development) and Caledonia (awarded in January 2022, for a plant up to 2 GW). The award of two additional projects in the Shetland islands today means that OW has now a total portfolio of 6.1 GW in Scotland, and the projects portfolio of Ocean Winds up to 14.5 GW globally.

30 August 2022

Gazprom has informed ENGIE of a reduction in gas deliveries, starting today, due to a disagreement between the parties on the application of some contracts.

Deliveries for ENGIE from Gazprom had decreased substantially since the beginning of the war in Ukraine, with recent monthly supply of c. 1.5 TWh, which compares to ENGIE’s total annual supplies in Europe above 400 TWh.

As previously announced, ENGIE had already secured the volumes necessary to meet its commitments towards its customers and its own requirements, and put in place several measures to significantly reduce any direct financial and physical impacts that could result from an interruption to gas supplies by Gazprom.”

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

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

ENGIE

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France

Duly represented by:

Grégoire de Thier

Head of Corporate Funding and Financial Vehicles

authorised signatory, pursuant to the power of attorney dated 28 March 2022
on 31 August 2022



Autorité des marchés financiers

This Second Supplement has been approved on 31 August 2022 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second 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 Second Supplement.

This Second Supplement obtained the following approval number: n°22-364.