



**FOURTH SUPPLEMENT DATED 21 MARCH 2024
TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS
DATED 17 MAY 2023
OF ENGIE**

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

€30,000,000,000 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 17 May 2023 (the “**Base Prospectus**”), as supplemented by the first supplement dated 4 August 2023 (the “**First Supplement**”), the second supplement dated 21 November 2023 (the “**Second Supplement**”) and the third supplement dated 27 February 2024 (the “**Third Supplement**”), prepared in relation to the €30,000,000,000 Euro Medium Term Note Programme of ENGIE (the “**Programme**”). 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 23-170 on 17 May 2023 to the Base Prospectus, approval number 23-345 on 4 August 2023 to the First Supplement, approval number 23-484 on 21 November 2023 to the Second Supplement and approval number 24-050 on 27 February 2024 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 2023 universal registration document of the Issuer in the French language (the “**2023 ENGIE Universal Registration Document**”) which was filed under no. D. 24-0085 with the AMF on 7 March 2024 and (ii) updating “Risk Factors”, “Documents on Display” 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), and (b) will be available on the website of the Issuer (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 first paragraph of the Introduction on page 5 of the Base Prospectus, as supplemented by the First Supplement, shall be replaced by the following:

“The consolidated financial statements of ENGIE for the years ended 31 December 2023, 31 December 2022 and 31 December 2021 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and endorsed by the European Union.”

RISK FACTORS

The subsection “Risk Factors Relating to the Issuer and its Operations” of the section “Risk Factors” on pages 15 and 16 of the Base Prospectus, as supplemented by the First Supplement, shall be replaced by the following:

“The risk factors relating to the Issuer and its activities are set out on pages 43 to 58 of the 2023 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 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 2024/2025
 - Risk of a downward trend in the return on gas distribution, transmission, storage and regasification assets in France
- 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
 - Counterparty risk
 - Pension funding risk
- Operational risks
 - Supply risk for the construction of renewable energy plants
 - Cybersecurity
 - Risk of industrial accident
- Social and societal risks
 - Risks related to human resources
 - Risks associated with health and safety at work
- Risk relating to nuclear activities”

DOCUMENTS ON DISPLAY

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

“DOCUMENTS ON DISPLAY

1. For the period of twelve (12) months following the date of approval by the AMF of this Base Prospectus, the following documents will be available on the website of the Issuer (www.engie.com):
 - (i) the form of Guarantee;
 - (ii) the constitutive documents of ENGIE;
 - (iii) the 2021 ENGIE Universal Registration Document;
 - (iv) the 2022 ENGIE Universal Registration Document;
 - (v) the 2023 ENGIE Universal Registration Document;
 - (vi) each Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market in the European Economic Area or listed on any other stock exchange (save that Final Terms relating to Notes which are (i) neither admitted to trading on a Regulated Market in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Regulation (ii) nor listed on any other stock exchange, will only be available for inspection by a holder of such Notes and such holder must produce evidence satisfactory to the Issuer and the relevant Paying Agent as to its holding and identity);
 - (vii) a copy of this Base Prospectus together with any supplement to this Base Prospectus or restated Base Prospectus and any document incorporated by reference; and
 - (viii) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus in respect of each issue of Notes.
2. The following documents will be available, if relevant, (a) on the website of the AMF (www.amf-france.org) and (b) on the website of the Issuer (www.engie.com):
 - (i) the Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market;
 - (ii) this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus; and
 - (iii) the documents incorporated by reference into this Base Prospectus.

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

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled “Documents Incorporated by Reference” on pages 30 to 35 of the Base Prospectus, as supplemented by the First Supplement, 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 2023 universal registration document of the Issuer in the French language¹ which was filed under no. D. 24-0085 with the AMF on 7 March 2024. Such document is referred to in the Prospectus as the “**2023 ENGIE Universal Registration Document**”. Any reference in the Prospectus or in the information incorporated by reference to the 2023 ENGIE Universal Registration Document will be deemed to include those sections only;

https://www.engie.com/sites/default/files/assets/documents/2024-03/ENG_URD2023_FR_VMEL_24-03-08.pdf

- (2) the sections referred to in the table below which are extracted from the 2022 universal registration document of the Issuer in the French language² 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/ENGIE2022_URD_FR_MEL2_23_03_10.pdf

- (3) the sections referred to in the table below which are extracted from the 2021 universal registration document of the Issuer in the French language³ 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_DEU_2021_MEL_FR.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/2022-05/ENGIE_Base%20Prospectus%202022%20%28Final%29.pdf

<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-2016-10-11%20%28AMF%29_compressed.pdf

¹ The free English language translation of the 2023 ENGIE Universal Registration Document may be obtained without charge from the website of the Issuer (<https://www.engie.com/sites/default/files/assets/documents/2024-03/ENGIE%20-%202023%20UNIVERSAL%20REGISTRATION%20DOCUMENT.pdf>).

² The free English language translation of the 2022 ENGIE Universal Registration Document may be obtained without charge from the website of the Issuer (https://www.engie.com/sites/default/files/assets/documents/2023-03/ENGIE_URD2022_VA_MEL.pdf).

³ The free English language translation of the 2021 ENGIE Universal Registration Document may be obtained without charge from the website of the Issuer (https://www.engie.com/sites/default/files/assets/documents/2022-03/ENGIE_DEU_2021_MEL_US.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 2021 ENGIE Universal Registration Document, the 2022 ENGIE Universal Registration Document and the 2023 ENGIE Universal Registration Document, shall be deemed to include only the sections mentioned in the table below.

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

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

ANNEX 7 OF THE COMMISSION DELEGATED REGULATION 2019/980

Annex 7 Article No.	Narrative	Page/Ref No.
3	Risk Factors	2023 ENGIE Universal Registration Document pages 43 to 58
4	Information about the Issuer	
4.1	History and development of the Issuer	2023 ENGIE Universal Registration Document pages 8 to 9
4.1.1	The legal and commercial name of the Issuer	2023 ENGIE Universal Registration Document page 422
4.1.2	The place of registration of the issuer, its registration number and legal entity identifier ('LEI').	2023 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.	2023 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.	2023 ENGIE Universal Registration Document page 422
5	Business Overview	
5.1	Principal activities	
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.	2023 ENGIE Universal Registration Document pages 20 to 37
5.1.2	The basis for any statement made by the issuer regarding its competitive position.	2023 ENGIE Universal Registration Document page 8
6	Organisational structure	
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	2023 ENGIE Universal Registration Document pages 9 to 10
9	Administrative, Management and Supervisory Bodies	
9.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:	2023 ENGIE Universal Registration Document pages 161 to 175
	(a) members of the administrative, management or supervisory bodies; and	

Annex 7 Article No.	Narrative	Page/Ref No.
	(b) partners with unlimited liability, in the case of a limited partnership with a share capital.	
9.2	Administrative, Management, and Supervisory bodies conflicts of interests	
	Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	2023 ENGIE Universal Registration Document page 176
10	Major Shareholders	
10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	2023 ENGIE Universal Registration Document pages 220 and 232 to 234
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.	2023 ENGIE Universal Registration Document page 234
11	Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses	
11.1	Historical Financial Information	
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.	2023 ENGIE Universal Registration Document pages 253 to 370 2022 ENGIE Universal Registration Document pages 245 to 361 2021 ENGIE Universal Registration Document pages 223 to 340
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. If Regulation (EC) No 1606/2002 is not applicable the financial statements must be prepared according to: (a) a Member State's national accounting standards for issuers from the EEA as required by Directive 2013/34/ EU;	2023 ENGIE Universal Registration Document page 261 2022 ENGIE Universal Registration Document page 253 2021 ENGIE Universal Registration Document page 230

Annex 7 Article No.	Narrative	Page/Ref No.
	(b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. Otherwise the following information must be included in the registration document: (a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; (b) immediately following the historical financial information a narrative description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements.	
11.1.5	Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	2023 ENGIE Universal Registration Document pages 253 to 363 2022 ENGIE Universal Registration Document pages 245 to 361 2021 ENGIE Universal Registration Document pages 223 to 340
11.1.6	Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document	2023 ENGIE Universal Registration Document pages 255 to 356 2022 ENGIE Universal Registration Document pages 247 to 248 2021 ENGIE Universal Registration Document page 225
11.2	Auditing of historical annual financial information	
11.2.1	The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.	2023 ENGIE Universal Registration Document pages 364 to 370 2022 ENGIE Universal Registration Document pages 362 to 368 2021 ENGIE Universal Registration Document pages 341 to 346

Annex 7 Article No.	Narrative	Page/Ref No.
11.3	Legal and arbitration proceedings	
	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	2023 ENGIE Universal Registration Document pages 358 to 362 and 423
12	Material Contracts	
	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	2023 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:

Terms and Conditions Incorporated by Reference	Reference
Base Prospectus of ENGIE which received approval n° 22-176 from the AMF on 24 May 2022	Pages 34 to 81
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

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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 14 December 2023, delegated its powers to issue up to €12 billion of notes to the *Directrice Générale* for the period from 1 January 2024 to 31 December 2024. 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

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2023.”

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

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

There has been no significant change in the financial position or financial performance of the Issuer and the Group since 31 December 2023.”

Paragraph (5) of the section entitled “General Information” on page 127 of the Base Prospectus shall be replaced by the following:

“(5) Legal and arbitration proceedings

Except as disclosed in this Base Prospectus and any documents incorporated by reference therein, there has been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) against or affecting the Issuer or any of the Issuer’s fully consolidated subsidiaries during the period of twelve (12) months immediately preceding the date of this Base Prospectus which have had in the recent past or may have individually or in the aggregate a significant effect on the financial position or profitability of the Issuer or the Group.”

Paragraph (8) of the section entitled “General Information” on page 128 of the Base Prospectus, as supplemented by the First Supplement, 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 2021, 31 December 2022 and 31 December 2023. 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:

Jean-Marc Turchini

Directeur Corporate Finance

authorised signatory, pursuant to the power of attorney dated 12 May 2023
on 21 March 2024



Autorité des marchés financiers

This Fourth Supplement has been approved on 21 March 2024 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°24-078.