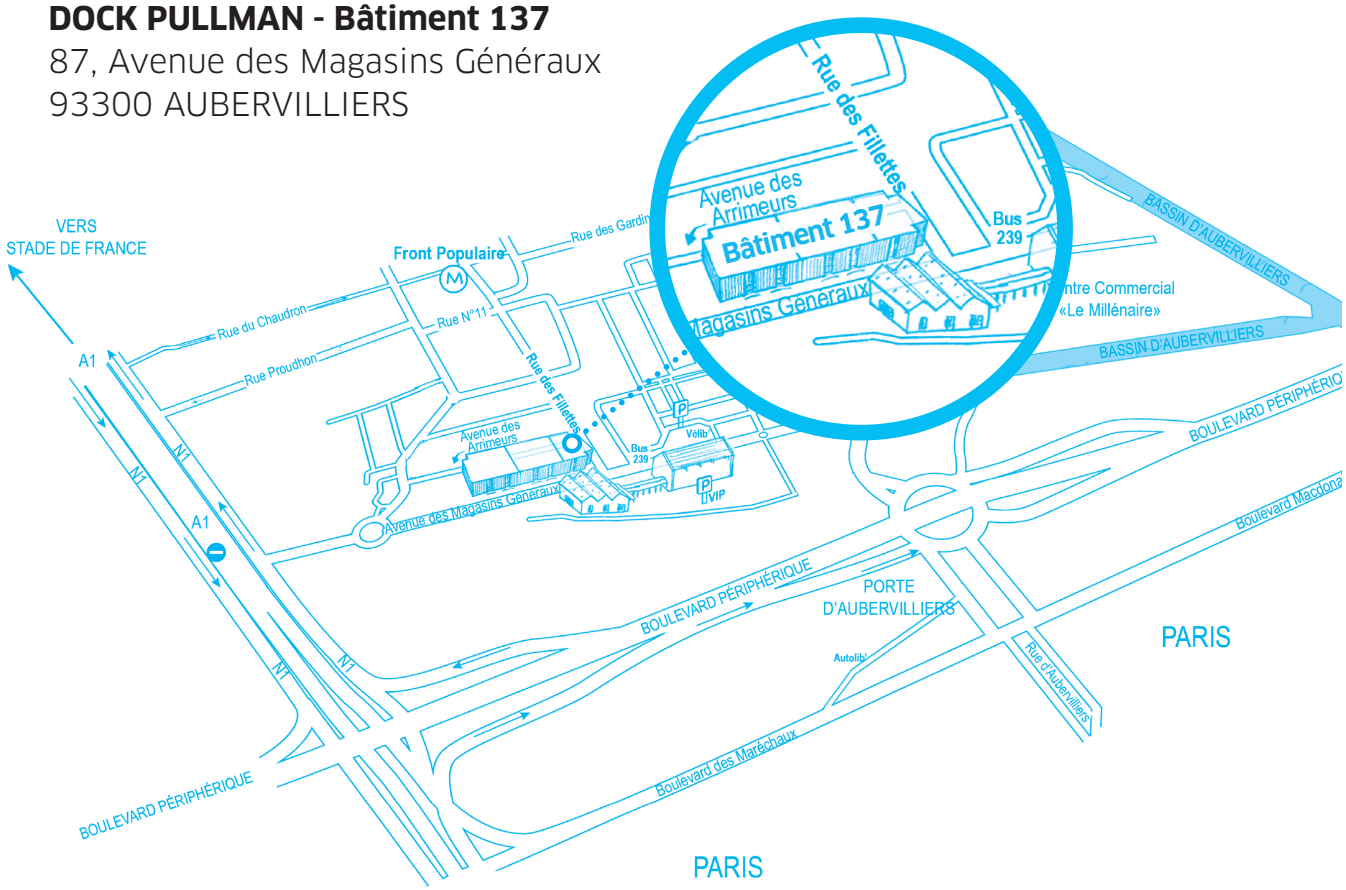
NOTICE OF MEETING 2024

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Tuesday, April 30, 2024 at 2:30 p.m.
Dock Pullman, Bâtiment 137
87, avenue des Magasins Généraux
93300 Aubervilliers

Ordinary and Extraordinary Shareholders' Meeting Tuesday, April 30, 2024, at 2:30 p.m.

DOCK PULLMAN - Bâtiment 137
87, Avenue des Magasins Généraux
93300 AUBERVILLIERS



PRACTICAL INFORMATION

How to get to Dock Pullman

USING PUBLIC TRANSPORT

- **Métro :** Line 12, Front Populaire station, exit 1.
- **RER B :** La Plaine/Stade de France Station, then Route 239 Porte d'Aubervilliers direction.
- **Tramway :** T3b, Porte d'Aubervilliers stop.
- **Bus :** Route 239, Netsquare stop.

ALL QUERIES TO

ENGIE
Service Relations Actionnaires
1 place Samuel de Champlain
92400 Courbevoie

Shareholder Relations Service
France only
0800 30 00 30 Service & calls free of
From Belgium
0800 25 125 Service & calls free of
Monday to Friday
9:00 a.m. to 6:00 p.m

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MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS & THE CHIEF EXECUTIVE OFFICER

CATHERINE MACGREGOR
Chief Executive Officer

JEAN-PIERRE CLAMADIEU
Chairman of the Board of Directors

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

Jean-Pierre Clamadieu: A new world energy order has taken shape, driven by the need to simultaneously secure our supply and decarbonize our economies. 2023 was a record year for the energy transition, both in terms of the additional renewable electricity production capacity installed around the world (+510 GW!) and investments in clean energy (€1.7 trillion). However, these transition-accelerating trends are set against a backdrop of uncertainty, marked by heightened geopolitical tension and a shift in regional alliances. The energy markets remain volatile, in a macroeconomic environment that is characterized by low growth and high interest rates. There is increasing international competition around these transition activities, with the implementation of the Inflation Reduction Act (IRA) in the United States as a notable example. Europe is mobilizing to provide a strong regulatory response to the risk of deindustrialization. This is a vital debate to which we are actively contributing. Finally, we are seeing an increasing polarization in how stakeholders are responding to the climate crisis, with varying levels of support for the energy transition.

What do these transformations mean for Europe and its energy mix?

Jean-Pierre Clamadieu: The challenge we are facing is threefold: we must decarbonize our energy mix, ensure that our economies remain competitive and secure our energy supply. We are convinced that accelerating the energy transition is key to success on all three counts. This is borne out by our 2050 decarbonization scenario for Europe. A Net Zero Carbon trajectory that meets these three objectives is within our grasp. It is based on a balanced energy mix, which guarantees the reliability and resilience of the system while minimizing its costs. We can draw fi e specific conclusions from this scenario. First, we need to action all the potential drivers of decarbonization. Second, the combination of the electron and the molecule is key to the success of the energy transition. Third, we need to massively scale up renewable electricity, with a sixfold increase in our solar and wind electricity production. Fourth, we must make ready the major fl xibility capacity (batteries, hydroelectricity, etc.) that we will need in order to balance our networks. Finally, energy saving and efficiency will also be essential to achieving our objectives, with an expected reduction in energy demand of 34% by 2050.

How does ENGIE's integrated model ensure that it is uniquely positioned to lead the transition?

Catherine MacGregor: ENGIE's integrated model is based primarily on the complementarity of our activities, with our four GBUs developing all the components of a low-carbon energy mix, and GEMS, our energy management entity, at the heart of this model. We are one of the global leaders in renewable energy with a platform that we are continually expanding: 41.4 GW of installed capacity. We operate the infrastructures necessary to the security of our supply, both electricity and gas: 5,720 km of power lines along with a biomethane injection capacity of 11 TWh on our networks. We are developing our portfolio of fl xibility solutions in addition to renewables, with, in particular, 1.3 GW of battery storage in operation at the start of 2024. We are also developing the decentralized networks needed for the decarbonization of our customers, such as our portfolio of heating networks (20.2 GW in operation). But above all, and beyond the sum of these activities, we stand out thanks to our ability to integrate them into effective and optimized energy management, ensuring that electrons and molecules are available in the right place, at the right time. We have a portfolio of complementary assets, optimally managed thanks to our thorough understanding of the markets. This is what enables ENGIE to make a difference. In 2023, thanks to the strength of this model, we achieved excellent operational and financial per ormance.

How is minimizing the cost of the transition essential to its social acceptability and success?

Catherine MacGregor: If the energy transition is not accepted by society, we will not be able to implement it – and this battle has not yet been won, far from it. The main argument against the transition is its cost, since people's standard of living and geographical location affects their ability to support the energy transition. As such, proving that we can achieve an energy transition that is affordable, socially equitable and in everyone's best interest is vital. I am convinced that the energy transition will bring about major opportunities for our economies. It will be a key generator of stable and local employment. According to the International Energy Agency's Net Zero Carbon scenario, 17 million jobs will be created in the energy sector by 2030. Moreover, the energy transition will not fuel rising energy prices. Renewables are now more competitive than thermal gas or coal assets, and they are less dependent on the geopolitical context, which means they provide price assurance in times of crisis. Compared to the devastating cost of inaction, which would lead to huge economic losses and deepen existing inequalities – 68 to 135 million people could be pushed into poverty by 2030 because of climate change – the energy transition paves the way to a brighter future and protects our prosperity and social cohesion.

> “…an energy transition that is affordable, socially equitable and in everyone's best interest is vital.”

What progress has the Group made regarding its ESG commitments?

Jean-Pierre Clamadieu: First of all, we met our climate commitments in 2023. We continued to reduce our greenhouse gas emissions, with 52 million tons of emissions from energy production. In terms of renewable capacity, we have achieved our target of an additional 3.9 GW installed, with the share of renewables in our energy mix now at 41%. In addition, in 2023 we issued green bonds worth nearly €5.99 billion, more than any other company in the world. At the same time, we launched ambitious initiatives to contribute to the decarbonization of our suppliers. We strengthened our commitment to nature conservation, as part of the Act4nature initiative. This included our commitment to reducing the freshwater consumption related to our energy production activities by 70% by 2030 compared to 2019. Finally, we have made progress on our societal commitments, in particular by achieving our 2023 target of 31% female managers.

In terms of its strategy, what are the Group's priorities for transforming its industrial culture?

Catherine MacGregor: If we are to lead the energy transition, we need to become an increasingly integrated, industrial and digital group, with all the expertise and skills necessary for the jobs of tomorrow. Transformation therefore continues to be at the heart of our operational priorities. Our top priority remains health and safety, and we are continuing to roll out our ENGIE One Safety plan. This is a new safety culture that we are integrating, across all Group entities and geographic areas, which has made signifi ant progress. In 2024, we will step up our efforts to achieve our goal of zero fatal accidents. We will also accelerate the deployment of our digital plan, to develop our solutions at Group level – particularly with regard to data management and generative AI. Finally, in a talent war and transformation of energy professions context, we are prioritizing the skills development of our employees.

ENGIE IS A WORLD LEADER IN ENERGY TRANSITION

OUR PURPOSE

To accelerate the transition to a carbon-neutral economy

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

ENGIE IN FIGURES (1)

97,300
employees

302,774 km
of gas and electricity transmission and distribution networks

4.3 GW
of nuclear electricity production installed capacity

41.4 GW
of total installed capacity in Renewables (+3.9 GW in 2023)

58.5 GW
of thermal electricity production installed capacity

1.3 GW
of battery storage in operation

190,000
B2B customers

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

22.5 M
B2C energy supply and service contracts

€20.9bn
green bonds issued since 2014

2023 FINANCIAL RESULTS

€82.6bn
in revenues

€5.4bn
in net recurring income Group share from continuing operations

Economic net debt / EBITDA ratio
3.1 x

€9.5bn
in EBIT excluding Nuclear

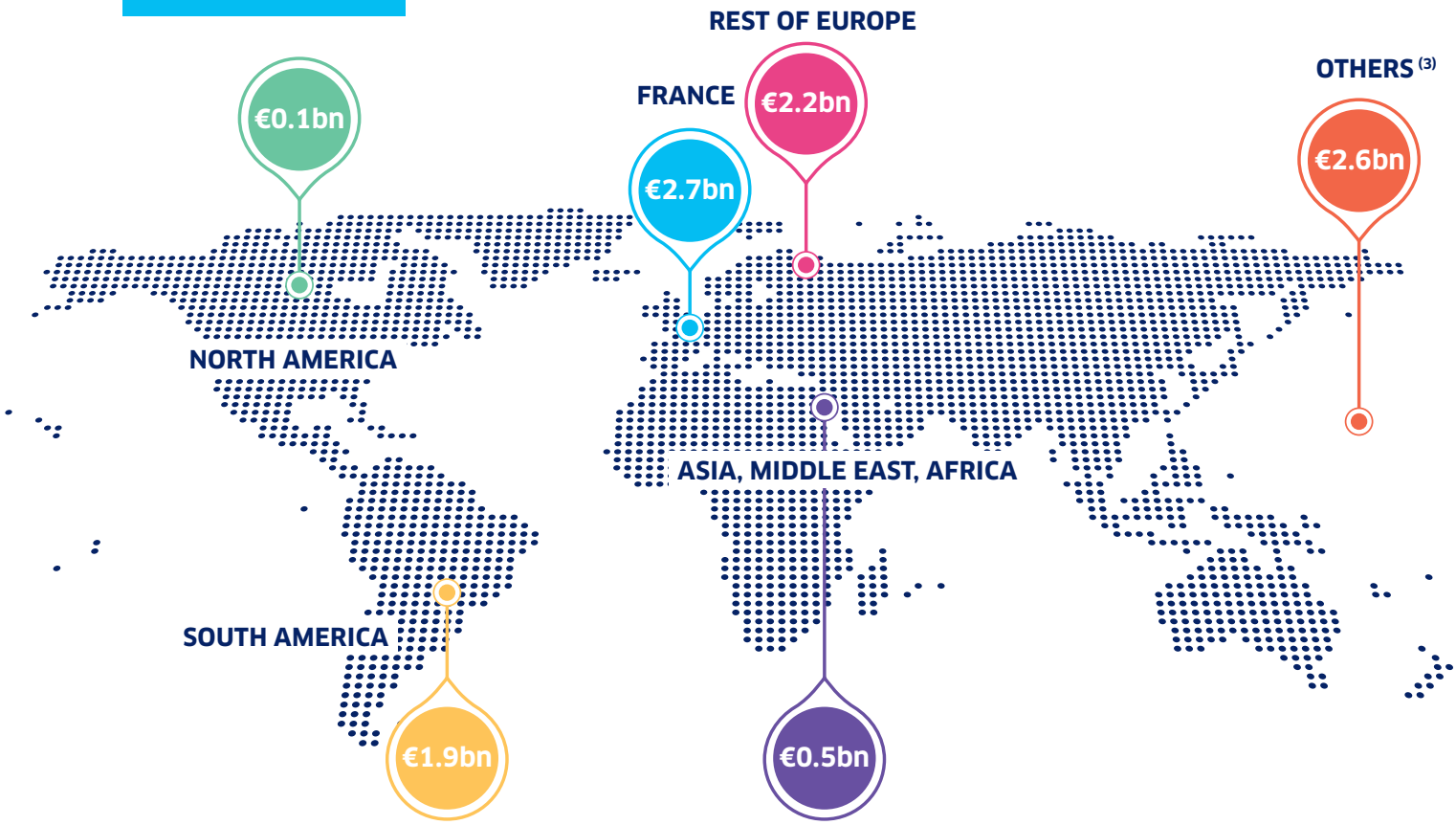
€8.1bn
in growth CAPEX

Proposed 2023 dividend of
€1.43 per share

Rating
Strong investment grade

1) *Rounded figu es at December 31, 2023*
2) *At 100%.*

EBIT WORLDWIDE



OUR BUSINESSES:

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

2030 CSR OBJECTIVES

43 Mt CO_2 eq.
of greenhouse gas emissions from power generation

Between 40 and 60%
of female managers within the Group (31.2% in 2023)

58%
renewable electricity production capacity

3) Encompassing in particular GEMS and holding compagnies and Corporate activities.

1 2023 RESULTS AND HIGHLIGHTS

FINANCIAL RESULTS FOR THE YEAR ENDED DECEMBER 31,2023

1. CONSOLIDATED FINANCIAL STATEMENTS (IFRS)

In € millions	2023	2022
REVENUES	**82,565**	**93,865**
Current operating income including operating MtM	11,427	4,309
Current operating income including operating MtM and share in net income of equity method entities	12,493	5,367
Net income/(loss) from operating activities	**6,098**	**1,127**
Net financial income/(loss)	**(2,163)**	**(3,003)**
NET INCOME/(LOSS) RELATING TO CONTINUING OPERATIONS	**2,903**	**(1,793)**
NET INCOME/(LOSS) RELATING TO DISCONTINUED OPERATIONS	**0**	**2,183**
NET INCOME/(LOSS)	**2,903**	**390**
Net income/(loss) Group share	2,208	216
Non-controlling interests	695	173

(In euros)		
DILUTED EARNINGS/(LOSS) PER SHARE	**0.87**	**0.06**

2. ENGIE PARENT COMPANY FINANCIAL STATEMENTS (FRENCH GAAP)

In € millions	2023	2022
REVENUES	**54,149**	**68,500**
Net operating income/(loss)	(987)	1,051
Net financial income/(loss)	662	1,786
Net recurring income/(loss)	(325)	2,837
Net non-recurring items/(loss)	578	(1,461)
Income tax benefit/(expense)	247	321
NET INCOME / LOSS	**500**	**1,697**

2023 HIGHLIGHTS

ANOTHER YEAR OF STRONG EARNINGS GROWTH

ENGIE again had a very good year in 2023, with operating income of €9.5 billion (excluding Nuclear), an organic increase of 18%, and operating cash flow up 63.1%. These results reflect the progress made in the execution of the Group's strategy and confirm its ability to evolve within a volatile environment on the energy markets.

The year 2023 was marked by:

- Accelerated development in **renewable energy** with the addition of 3.9 GW of installed capacity for a total of 41.4 GW as well as in **flexible assets**, especially in battery storage.
- The **continued ongoing progress in Net Zero trajectory** with a significant reduction of 54% versus 2017 in GHG from energy production to 52 Mt IN 2023.
- Visibility on the contribution of **networks in France.**
- The **signature of the final agreement with the Belgian government** on nuclear power, fundamentally considerably derisking the Group.

For three years, ENGIE has been transforming, with the ambition to contribute to the energy system of tomorrow while ensuring profitable growth. This reliable and affordable energy system is based on the combination of molecule and electron, flexibility technologies, decarbonization solutions, and a strong infrastructure network.

Revenues amounted to €82.6 billion, down 11.4% on an organic basis.

Operating income before provisions, depreciation and amortization (EBITDA)[(1)] of the Group was €13.7 billion (excluding Nuclear), an organic increase of 12.7%.

Operating income (EBIT)[(2)], which was €9.5 billion, recorded an organic increase of 18.3% with growth mainly driven by Global Energy Management & Sales[(3)] (GEMS), Renewables and the supply of energy to retail customers.

Net recurring income Group share amounted to €5.4 billion compared to €5.2 billion in 2022.

Net income / (loss) Group share amounted to €2.2 billion. The €2.4 billion increase related to the positive mark-to-market impact on commodity contracts partially offset the negative effect of nuclear provisions following the agreement signed with the Belgian State.

The €1.3 billion in impairment losses recorded in 2023 are related to the continuation of the coal exit program in Chile and wind and solar assets in the United States.

Cash flow from operations[(4)] amounted to €13.1 billion, an increase of €5.1 billion compared with 2022.

This increase was mainly supported by the improvement in the change in working capital requirement (+€2.8 billion).

Financial net debt amounted to €29.5 billion, up €5.4 billion compared to December 31, 2022.

Economic net debt amounted to €46.5 billion, up €7.7 billion compared to December 31, 2022, mainly due to the increase in provisions for decommissioning obligations (+€5.2 billion, primarily due to the increase in nuclear provisions following the agreement concluded with the Belgian State) and the increase in financial net debt (+€5.4 billion), partly offset by the change in nuclear expenditure (-€3.4 billion).

The economic net debt / EBITDA ratio was 3.1x, unchanged compared with December 31, 2022, and in line with the objective of being less than or equal to 4.0x.

DIVIDEND

The Board has reaffirmed the Group's dividend policy with a payout ratio of 65-75% of net recurring income Group share, and a floor of €0.65 per share for the 2024 to 2026 period. For 2023, the Board has proposed a payout ratio of 65%. This translates to a dividend of €1.43 per share, which will be proposed for shareholder approval at the Annual General Meeting on April 30, 2024.

FINAL BELGIAN NUCLEAR AGREEMENT FUNDAMENTALLY DERISKING THE GROUP

On December 13, 2023, ENGIE and the Belgian government signed the final agreement on the 10-year extension for the Tihange 3 and Doel 4 nuclear reactors, as well as all obligations related to nuclear waste. This agreement confirms the key principles of the framework agreement signed on July 21, 2023. It allows a balanced sharing of risks for the extended life of the two nuclear units and eliminates uncertainties for the ENGIE Group concerning the evolution of provisions linked to nuclear waste.

SIGNIFICANT PROGRESS ON KEY ESG TARGETS

In 2023, energy-related greenhouse gas (GHG) emissions were 52 Mt, significantly down by 54% from 2017. This result represents 78% of the reduction target to reach 43 Mt in 2030 versus 2017.

In addition, the share of renewable energy in ENGIE's total electricity production capacity increased from 38% at the end of 2022 to 41% at the end of December 2023, mainly thanks to the addition of 3.9 GW of renewable capacity over the year.

(1) Earnings Before Interests Taxes Depreciation and Amortization.
(2) Earnings before interest and taxes.
(3) Specializes in energy supply, market access and risk management, energy transition services and energy asset management.
(4) Before maintenance capital expenditure and financing of nuclear provisions

With regard to gender diversity targets, ENGIE had 31% women in management at the end of 2023, a figure again up from the previous year. The Group is pursuing the action plans implemented to achieve a managerial balance target of 40% to 60% between women and men.

Finally, Moody's assessed the Group's transition plan and gave an overall rating of NZ-2, with an ambition aligned with a 1.5°C trajectory by 2030 and a "solid" level on the implementation of objectives.

HEALTH AND SAFETY

2023 marked a key turning point for ENGIE with the implementation of a global transformation plan ENGIE One Safety, aimed at sustainably eliminating serious and fatal accidents. The target of zero fatalities will be at the top of the agenda in 2024.

2024-2026 FINANCIAL OUTLOOK AND OBJECTIVES (GUIDANCE)

ENGIE continues actively to roll out its Strategic Plan aimed at achieving carbon Net Zero by 2045.

Despite decrease in market prices in the last quarters and given the now embedded growth of GEMS contribution to our activities, ENGIE upgrades net recurring income Group share guidance for 2024 to a range of €4.2 to 4.8 billion compared to the previous range of €3.8 to 4.4 billion. EBIT excluding Nuclear is expected within an indicative range of €7.5 to 8.5 billion (compared to €7.2 to 8.2 billion previously announced).

Non-nuclear EBIT is expected to be in an indicative range of €7.5 billion to €8.5 billion (previously €7.2 billion to €8.2 billion).

Lastly, ENGIE continues to target a solid financial structure in the "strong investment grade" category and an economic net debt to EBITDA ratio of less than or equal to 4.0x 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)

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

Catherine MacGregor
Chief Executive Offi er

Ross McInnes
(independent)

Marie-José Nadeau
(independent)

Lord Peter Ricketts of Shortlands
(independent)

14
BOARD MEMBERS

97 % attendance

13 meeting in 2023

50 % women (1)

60 % independent directors (1)

4 nationalities represented

3 DIRECTORS
representing the French State

Christophe Agogué

Yoan Kosnar

Magali Viot

Céline Fornaro

1 DIRECTOR
representing of the French State

1 DIRECTOR
elected by the Shareholders' Meeting on the recommendation of the French State

Jacinthe Delage

2 DIRECTORS
elected by the Shareholders' Meeting to represent employee shareholders

Patrice Durand

Lucie Muniesa

(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.*

Board committees

AUDIT COMMITTEE

Président : Ross McInnes

2 women | **2 men** | **7 meetings** +3 joint with the SITC

98 % Attendance
66 % Independent (1)

APPOINTMENTS, COMPENSATION AND GOVERNANCE COMMITTEE

Présidente : Marie-José Nadeau

3 women | **2 men** | **8 meetings**

90 % Attendance
75 % Independent (1)

ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE

Présidente : Marie-Claire Daveu

3 women | **1 man** | **4 meetings**

80 % Attendance
66 % Independent (1)

STRATEGY, INVESTMENT AND TECHNOLOGY COMMITTEE

Président : Jean-Pierre Clamadieu

2 women | **4 men** | **8 meetings** +3 joint with the Independent Audit Committee

99 % Attendance
60 % Independent (1)

(1) *Pursuant to the Afep-Medef Code, Directors representing employees and 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, 65			50,000	2	●	05/18/2018	2026	5	Chairman of the SITC ACGC [4]
Catherine MacGregor F, 51			70,000	1	x	05/20/2021	2025	2	ACGC [4] SITC [4] EESDC [4]
Fabrice Brégier M, 62			2,500	2	●	05/03/2016	2024	7	ACGC
Marie-Claire Daveu F, 52			500	1	●	04/21/2022	2026	1	Chair of the EESDC
Ross McInnes M, 69			4,900	2	●	05/18/2018	2026	5	Chair of the Audit Committee EESDC SITC
Marie-José Nadeau F, 70			5,600	0	●	04/28/2015	2027	8	Chair of the ACGC Audit Committee SITC
Lord Peter Ricketts of Shortlands M, 71			750	1	●	05/03/2016 [5]	2024	7	ACGC
Céline Fornaro F, 47			0	3	x	03/14/2023	2027	0	Audit Committee SITC ACGC
Patrice Durand M, 70			2,500	0	x	12/14/2016	2027	7	SITC
Lucie Muniesa F, 48			0	0	x	04/26/2023	2027	0	EESDC
Christophe Agogué M, 62			125	0	N/A	05/18/2018	2026	5	Audit Committee
Yoan Kosnar M, 48			70	0	N/A	04/21/2022	2026	1	SITC
Magali Viot F, 52			0	0	N/A	04/21/2022	2026	1	EESDC
Jacinthe Delage F, 47			1,344	0	N/A	05/20/2021	2025	2	ACGC

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

(2) Directors co-opted or elected by the Shareholders' Meeting on the recommendation of the French State, the Director representing the French State and the Directors representing employees or employee shareholders are exempt from ownership of shares of the Company (see Section 4.1.2.1 of the 2023 Universal Registration Document "Organization and Chairmanship").

(3) In years elapsed.

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

(5) With effect from August 1, 2016.

Government Commissioner
Sophie MOURLON
Nationality
47 years old

Substitute Government Commissioner
Alexandre CHEVALLIER
Nationality
45 years old

Representative of the Social and Economic Commitee
Gildas GOUVAZE
Nationality
43 years old

INDIVIDUAL KEY AREAS OF EXPERTISE OF DIRECTORS

List of areas of expertise	Executive Manage-ment	Office of Chair or Director of a large company	CSR	Finance	Digital, Innovation, New technologies	Social dialog Human Resources	Energy sector	Services sector	Industri-al sector	Public sector	Geostra-tegic issues	Regula-tory environ-ment
Jean-Pierre Clamadieu	●	●							●			
Catherine MacGregor	●						●		●			
Fabrice Brégier	●				●				●			
Marie-Claire Daveu		●	●				●					
Ross McInnes		●		●					●			
Marie-José Nadeau	●	●					●					
Lord Peter Ricketts of Shortlands						●				●	●	
Céline Fornaro		●		●						●		
Patrice Durand				●				●	●			
Lucie Muniesa			●	●					●			
Christophe Agogué				●		●	●					
Yoan Kosnar					●	●	●					
Magali Viot			●			●	●					●
Jacinthe Delage							●			●		●

ACTIVITIES OF THE BOARD OF DIRECTORS AND ITS COMMITTEES IN 2023

Activities of the board of directors in 2023

Group strategic planning and monitoring of its operations

- developments in the nuclear project in Belgium and the terms of the agreement with the Belgian government;
- operational implementation of strategic guidelines;
- continuation of repositioning of ENGIE for long-term and sustainable growth by focusing on Renewables and Energy Solutions which support its customers' decarbonization;
- preparation and follow-up for the Board's annual strategic planning seminar (see box);
- the gas supply policy.

Governance, appointments and compensation

- lessons to be learned from the dialog between the Chairman and the shareholders, investors and proxy advisors, particularly in the context of governance roadshows;
- preparation for the Ordinary and Extraordinary Shareholders' Meeting and responses to written questions from shareholders;
- diversity, expertises 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 management.

Finance, audit and risks

- approval of the parent company and consolidated financial statements, the proposed allocation of earnings and their 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 2024;
- 2023 risk review, in particular cybersecurity priority risk.

Corporate Social Responsibility

- regular monitoring of CSR objectives, including CO_2 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.

Investments and sales of assets

- review of a series of investment and divestment projects requiring a decision by the Board.

Activities of the board committees in 2023

Audit Committee

Financial statements

- the review of the consolidated and parent company financial statements as at December 31, 2022, and June 30, 2023, the financial information for the first and third quarters of 2023 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;
- 2023 financial trajectory and guidance;
- the operating fees of the Chairman and the Board of Directors;
- the draft Universal Registration Document 2022 (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.

Risk management

- 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, supply chain, and nuclear;
- focus on energy procurement / resale activity.

Internal control

- the 2022 review of the Group's internal control and targets for 2023;
- the quarterly activity reports from the internal audit, the follow-up of audit recommendations and the 2023 and 2024 annual audit plans (in the presence of the Vice-President, Group Audit).

External control and Statutory Auditors

- 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 2022 fees of the Statutory Auditors;
- the review of the 2023 work program after hearing the Statutory Auditors;
- the preparation of the end of the Statutory Auditors' mandates.

Strategy, Investment and Technology Committee (SITC)

Strategy review

- a series of investment and disposal projects;
- the staging posts of projects in progress;
- the medium-term business plan in terms of strategy;
- the preparation and follow-up for the Board's annual strategic seminar;
- the monitoring of industry trends and highlights;
- an update on the nuclear situation in Belgium.

Joint meetings of the Audit Committee and the SITC

- the agreement with the Belgian government on nuclear power in Belgium;
- the GET (Global Enterprise Transformation) project aimed at aligning and standardizing support function processes and related IT systems;
- budget and medium-term business plan.

Appointments, Compensation and Governance Committee (CNRG)

Appointments and Governance

- monitoring the policy on diversity within the Board, the composition of the Board and its committees, independence and expertise of Directors;
- assessment of the functioning of the Board;
- senior management succession plans;
- an update on the talent policy;
- monitoring the promotion of ONE ENGIE culture;
- changes in proxy and investor voting policies and results of governance roadshows led by the Chairman of the Board of Directors;
- the Link 2022 and Link 2024 employee shareholding plans;
- the monitoring of the increase in the number of women in management bodies;
- the training of Employee Directors;
- draft resolutions within its remit submitted to the 2023 Shareholders' Meeting;
- the governance Section of the draft Universal Registration Document 2022.

Compensation

- compensation for corporate officers;
- the success rate of performance share plans;
- the allocation of Performance Shares to the Chief Executive Officer for 2023;
- the new performance share plan for 2024;
- information regarding compensation of members of the Executive Committee and the compensation policy for senior management;
- equity ratios;
- draft resolutions within its remit submitted to the 2023 Shareholders' Meeting;
- the Compensation section of the draft Universal Registration Document 2022.

Ethics, Environment and Sustainable Development Committee (EESDC)

Ethics and compliance

- the 2022 management report of the Ethics, *Compliance & Privacy* Department;
- examination of significant ethical and compliance issues;
- the new Ethical Code of Conduct;
- the declaration on modern slavery (UK regulations).

Environmental and social responsibility

- the Group's CSR performance and a report by one of the Statutory Auditors on this performance;
- the 2022 report on the 2030 CSR targets and the 2023-2025 forecasts;
- the Science-Based Targets initiative (SBTi) certification process;
- The medium-term CO_2 business plan;
- the "climate change" priority risk and the implementation of the recommendations of the Task force on Climate-related Financial Disclosure (TCFD);
- the Group actions plan following the adoption and entry into force of the CSRD Directive;
- taxonomy reporting;
- the draft 2023 integrated report;
- The non-financial statement (chapter 3 of the draft 2022 Universal Registration Document).

Employer's social responsibility

- the 2023 annual health & safety report;
- the progress of the ENGIE One Safety Health & safety 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 2022 report on the objectives for female representation on the governing bodies;
- conclusions regarding professional and salary equality.

INFORMATIONS ON THE DIRECTORS WHOSE REAPPOINTMENT IS SUBMITTED TO THE SHAREHOLDERS' MEETING

Fabrice Brégier's experience, as an executive of major industrial companies operating in a global market, and his knowledge of the digital, innovation and new technologies sectors are an asset for the Board. He will continue to bring this experience to the Board and will actively contribute to strategic discussions, monitoring the implementation of strategy as well as the issues relating to the talents and their development.

FABRICE BRÉGIER

Director

- **Member of the Appointments, Compensation and Governance Committee**

Age: 62
Nationality: French
First appointment: 05/03/2016
Expiration of term: 2024
Shares held: 2,500 shares
Business address:
Palantir Technologies France - 5, rue Charlot - 75003 PARIS

A graduate of the École Polytechnique, Chief Engineer at the Corps des Mines, Fabrice Brégier began his career at the DRIRE Alsace (Ministry of Industry and Trade), before being appointed Sub-Director of Economic, International and Financial Affairs with the Ministry of Agriculture (Directorate-General for Food) in 1989. After serving as an Advisor to several French Ministers, Mr. Brégier joined Matra Défense in 1993, where he was successively Chairman of Franco-German joint ventures and Director of Stand-Off activities at Matra BAe Dynamics. In 1998, he became CEO of Matra BAe Dynamics. In 2001, he was appointed CEO of MBDA, the leading European missile systems company. Early in 2003, Fabrice Brégier joined Eurocopter, becoming Chairman and CEO in April. In 2005, he was appointed Director of EADS' Eurocopter Division and member of the EADS Executive Committee, then in 2006 was appointed Chief Operating Officer of Airbus and a member of the EADS Executive Committee. From 2012 to 2018, Fabrice Brégier served as Chairman and CEO of Airbus. In September 2018, he became Chairman of Palantir Technologies France, a leading company in the field of Big Data. He was also appointed Chairman of the Board of Directors of SCOR in June 2023.

Principal activities outside the Company

Chairman of Palantir Technologies France and Chairman of the Board of Directors of SCOR

Current offices and positions held

Offices and positions in companies outside the Group

- Chairman of Palantir Technologies France
- Director of KK Wind Solutions (Denmark)
- Chairman of the Board of Directors of SCOR [(1)] since June 2023 – Chairman of the Strategic Committee, Chairman of the Crisis Management Committee, member of the Accounts and Audit Committee and member of the Risk Committee
- Director of Safran [(1)] – Member of the Innovation, Technology and Climate Committee

Offices that have expired in the last five years

None

Areas of expertise

- Executive Management
- Digital, innovation, new technologies
- Industrial sector

(1) Listed company.

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

Michel Giannuzzi's experience as a Director of listed industrial companies, as well as his international experience and knowledge of energy-intensive industrial sectors and decarbonization issues, will complement the experience and skills present on the Board of Directors, which helps to strengthen the quality of the Group's governance.

MICHEL GIANNUZZI

Age: 59 ans
Nationality: French
First appointment: 04/30/2024
Expiration of term: 2028
Shares held: 0 share
Business address:
VERALLIA-31 place des Corolles 92400 Courbevoie

Michel Giannuzzi was Chairman and Chief Executive Officer of Verallia between 2017 and 2022. Since 2022, he has been Chairman of the Board of Directors. Thanks to the development and implementation of a fruitful value creation strategy, he successfully oversaw the initial public offering (IPO) of Verallia on the Euronext Paris stock exchange in October 2019. Previously, he held the position of Chairman of the Management Board of Tarkett, a world leader in innovative flooring and sports surfaces, from 2007 to 2017. In the course of his term of office, he oversaw a profitable and sustainable growth strategy, leading to Tarkett's IPO on the Euronext Paris stock exchange in 2013.
Prior to this, Michel Giannuzzi held several executive management positions at the Michelin and Valeo groups.
He is a graduate of the École Polytechnique and Harvard Business School.

Principal activities outside the Company
Chairman of the Board of Directors of Verallia

Current offices held
Offices and positions in companies outside the Group
- Chairman of the Board of Directors and the Strategic Committee, and member of the Sustainable Development Committee at Verallia (1)
- Director and member of the Audit Committee and member of the Strategic Committee at Daher
- Director and member of the Appointments and Compensation Committee at Kaufman & Broad (1) (2)
- Director and member of the Audit Committee at Factory Mutual Insurance Company (FM Global)
- Director and member of the Finance and Audit Committee and member of the Investments and Shareholding Committee at Peugeot Invest (1)

Offices that have expired in the last five years
- Chief Executive Officer of Verallia

Areas of expertise
- Office of Chair or Director of a large company
- Executive Management
- Industrial sector

(1) Listed company.
(2) Mr. Giannuzzi requested that his Director's mandate not be renewed at the Kaufman & Broad Annual General Meeting on May 6, 2024.

3 COMPENSATION OF CORPORATE OFFICERS

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 CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER ALLOCATED OR PAID FOR FISCAL YEAR 2023 (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 Chief Executive Officer generally includes:

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

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

Compensation of the Chairman of the Board of Directors

The 2023 compensation structure of the Chairman of the Board of Directors complies with the compensation policy set out in Section 4.4.3.1 of the 2022 Universal Registration Document and previously approved by the Shareholders' Meeting of April 26, 2023.

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 2023

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

2023 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 2023, 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 will participate in healthcare and insurance benefit plan equivalent to the collective schemes for the ENGIE group's executive officers in France (see Section 4.5).

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 a 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

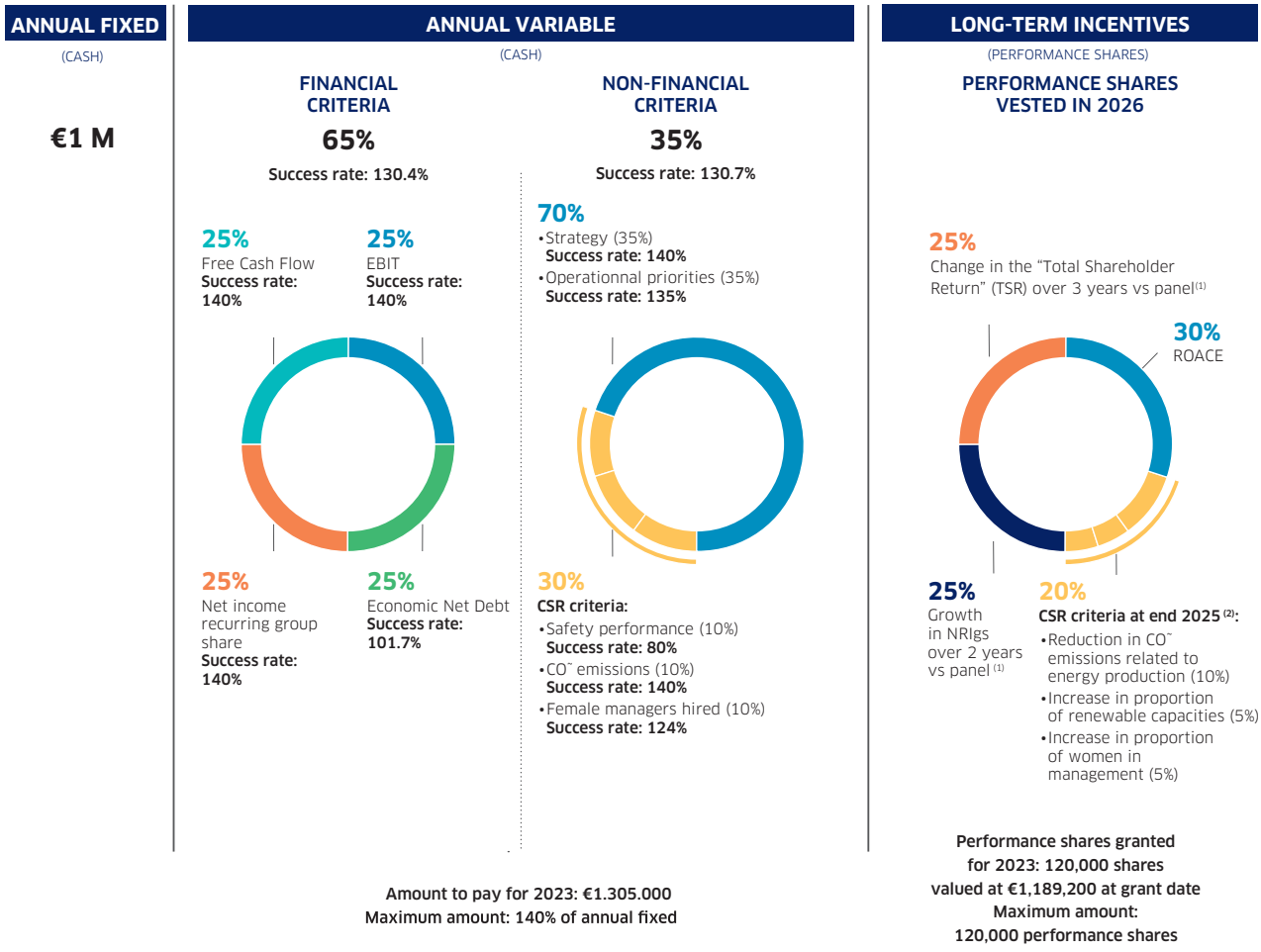
Jean-Pierre Clamadieu has a company car.

Compensation of the Chief Executive Officer

The 2023 compensation structure of the Chief Executive Officer is in accordance with the compensation policy set out in Section 4.4.3.2 of the 2022 Universal Registration Document, approved by the Shareholders' Meeting of April 26, 2023.

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.

Breakdow of compensation of the Chief Executive Officer



(1) Panel: EDP, ENEL, Iberdrola, Naturgy, Snam and RWE – (2) in line with the trajectory established to reach the 2030 target

Fixed annual compensation in 2023

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

2023 variable compensation

The structure of the Chief Executive Officer's target annual variable compensation for 2023 paid in 2024 remained unchanged. The target amount of variable compensation is €1,000,000, corresponding to 100% of her fixed compensation for a rate of achievement of 100% 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 Group share (25%), EBIT (25%), free cash flow (25%) and economic net debt (25%). The financial targets for 2023 were based on the Group's provisional budget as prepared by the Board of Directors on February 20, 2023.

The non-financial component includes:

- the Group's strategic objectives (35%): the future of the nuclear activities in Belgium, building a more comprehensive medium-term road map toward carbon neutrality in 2045, and communication that ensures better understanding of the Group's activities;
- the Group's operational priorities for 2023 (35%): the deployment of the ENGIE One Safety health & safety plan, the acceleration of growth in the energy transition, the development of talent and the positioning of supply chains as a strategic lever;
- quantifiable CSR criteria (30%):
  - improvement in safety performance (10%);
  - CO_2 emissions related to power generation (10%);
  - proportion of female managers hired at 35% (10%);

At its meeting of February 21, 2024, 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 fiscal year 2023 is contingent on the approval of the Shareholders' Meeting that will take place on April 30, 2024.

	Weighting	Payment rate	Board assessment
Financial performance composed as follows, based on quantifiable criteria:		65% of the annual variable compensation	
NRIgs	25%	140%	The Board of Directors noted that the objectives had been exceeded: • NRIgs stands at €5,366 million, higher than the 2023 budget, the ceiling of 140% is reached; • EBIT stands at €10,084 million, higher than the 2023 budget, the ceiling of 140% is reached; • FCF stands at €10,552 million, higher than the 2023 budget; the ceiling of 140% is reached; • Economic net debt stands at €41,839 million; the achievement rate is 101.7%.
EBIT	25%	140%	
FCF	25%	140%	
Economic net debt	25%	101.7%	
Subtotal (base of 100%)	100%	130.4%	Ranging from 0% to 140%
Non-financial performance composed as follows, based on qualitative and quantifiable criteria:		35% of the annual variable compensation	
Strategic objectives of the Group (Qualitative criteria) • Future of nuclear activities in Belgium • Deepening of the medium-term road map toward carbon neutrality in 2045 • Communication allowing a better understanding of the Group's activities	35%	140%	The Board of Directors assessed the rollout of the strategic road map in 2023 and considered that the objectives had been significantly exceeded. In particular, the following elements were considered: • the Group continued to align its purpose, business model and commitments in terms of carbon neutrality, notably by obtaining SBTi well-below 2°C certification; • the integrated industrial model has been strengthened; • ENGIE and the Belgian government formalized the final agreement on the extension of the Tihange 3 and Doel 4 nuclear reactors, as well as all obligations related to nuclear waste.
Operational priorities of the Group (Qualitative criteria) • Rollout of ENGIE One Safety (health & safety plan) • Accelerating growth in the energy transition • Talent development • Positioning supply chains as a strategic lever	35%	135%	The Board of Directors assessed the achievement at 135%, considering significant progress on several of the Group's operational priorities. The rollout of ENGIE One Safety continues; the gradual improvement of certain indicators shows the positive impact of actions implemented, which nevertheless still need to be stepped up. On purchases, thanks to the actions undertaken in 2023, there has been an improvement in the security of supplies and in integrating the contribution of purchases to the achievement of the well-below 2°C trajectory. Finally, in the area of Human Resources, succession plans have been strengthened in particular for the 3,000 key positions; the new global Diversity, Equity and Inclusion policy has now been rolled out in the 10 priority countries.
CSR criteria (Quantifiable criteria) • Improvement in safety performance (10%) • CO_2 emissions related to power generation (10%) • Proportion of female managers hired at 35% (10%)	30%	114,7%	With regard to safety performance, assessed by a set of indicators (frequency, severity, number of fatal accidents, etc.), the Board of Directors considered, despite progress on some indicators, that the level was, in 2023, below that expected and set a rate of achievement of 80%. The objectives relating to climate and diversity are quantitative objectives. On climate, the achievement rate is 140%. On diversity, the achievement rate is 124%. Of the managers recruited in 2023, 35.6% are women, the target being 35%.
Subtotal (base of 100%)	100%	130,7%	Ranging from 0% to 140%
TOTAL VARIABLE PORTION FOR 2023	100%	130.5%	
TOTAL TO BE PAID IN EUROS	100%	€1,305,000	**I.E. THE EQUIVALENT OF 130.5% 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 seeks 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 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, executive managers 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).

2023 award

On the recommendation of the ACGC, the Board of Directors decided on February 20, 2023, in accordance with the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting on April 21, 2022, in its 27th resolution, to grant 120,000 PS to the Chief Executive Officer. The PS granted for 2023 were valued at €9.91 per share at the grant date pursuant to IFRS 2, for a total amount of €1,189,200.

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 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 senior Group managers. The contribution for 2023 is €28,155.

Insurance and healthcare benefit plan

The Chief Executive Officer participates in healthcare and insurance benefit plan equivalent to the collective schemes for the ENGIE group's executive officers 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 his or 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.

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 as 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 be excluded 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 the Chairman and the Chief Executive Officer for 2023

Summary table of the compensation of the Chairman and the Chief Executive Officer

	2023		2022	
In euros	Amounts granted for 2023	Amount paid in 2023	Amounts granted for 2022	Amount paid in 2022
Jean-Pierre Clamadieu *Chairman*				
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
Extraordinary compensation	0	0	0	0
Directors' fees	0	0	0	0
Benefits in kind	3,652	3,652	1,826 (1)	1,826 (1)
TOTAL	**453,652**	**453,652**	**451,826**	**451,826**

(1) Company car since July 2022.

	2023		2022	
In euros	Amount granted for 2023	Amount paid in 2023	Amount granted for 2022	Amount paid in 2022
Catherine MacGregor *Chief Executive Officer*				
Fixed compensation	1,000,000	1,000,000	1,000,000	1,000,000
Variable compensation	1,305,000	1,136,000	1,136,000	1,109,000
Employer contribution to retirement plan	576,250	534,000	534,000	527,250
Extraordinary compensation	0	0	0	0
Directors' fees	0	0	0	0
Benefits in kind	6,192	6,192	6,192	6,192
TOTAL	**2,887,442**	**2,676,192**	**2,676,192**	**2,642,442**

Summary table of the compensation, options and shares awarded to the Chairman and the Chief Executive Officer

In euros	2023	2022
Jean-Pierre Clamadieu *Chairman*		
Compensation granted for the fiscal year (detailed in the preceding table)	453,652	451,826
Valuation of options granted for the fiscal year	0	0
Valuation of Performance Shares granted for the fiscal year	0	0
Valuation of Performance Units granted for the fiscal year	0	0
TOTAL	**453,652**	**451,826**

In euros	2023	2022
Catherine MacGregor *Chief Executive Officer*		
Compensation granted for the fiscal year (detailed in the preceding table)	2,887,442	2,676,192
Valuation of options granted for the fiscal year	0	0
Valuation of Performance Shares granted for the fiscal year	1,189,200 (1)	1,054,800
Valuation of Performance Units granted for the fiscal year	0	0
TOTAL	**4,076,642**	**3,730,992**

(1) The Performance Shares granted for 2023 were valued at €9.91 per share according to IFRS 2, making a total of €1,189,200.

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 *Chairman*	No	No	No	No
Catherine MacGregor *Chief Executive Officer*	No	Yes [1]	Yes	Yes [1]

(1) See Section 4.2.1.2 of the 2023 Universal Registration Document.

Compensation components and benefits of any kind paid in 2023 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 30, 2024, will vote on the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in 2023, or awarded for 2023, to Jean-Pierre Clamadieu, Chairman of the Board, and Catherine MacGregor, Chief Executive Officer.

The variable or extraordinary compensation components awarded for 2023 can only be paid after approval by the Shareholders' Meeting.

Compensation components and benefits of any kind paid in 2023 or awarded for the same year to Jean-Pierre Clamadieu, Chairman of the Board

Compensation components	Amounts paid in 2023	Amounts granted for 2023	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.
Extraordinary compensation	None	None	Jean-Pierre Clamadieu receives no extraordinary compensation.
Allocation of stock options, Performance Shares and any other long-term compensation	None	None	Jean-Pierre Clamadieu is not allocated stock options, Performance Shares or any other long-term compensation.
Compensation associated with the commencement or termination of duties	None	None	Jean-Pierre Clamadieu receives no compensation associated with the commencement or termination of duties.
Supplementary pension plan	None	None	Jean-Pierre Clamadieu is not a beneficiary of any supplementary pension plan.
Benefits of any kind	€3,652	€3,652	Jean-Pierre Clamadieu has a company car.

Compensation components and benefits of any kind paid in 2023 or awarded for the same year to Catherine MacGregor, Chief Executive Officer

Compensation components	Amounts paid in 2023	Amounts granted for 2023	Details
Fixed compensation	€1,000,000	€1,000,000	Catherine MacGregor's fixed compensation was set at €1,000,000

Annual variable compensation	€1,136,000	€1,305,000	The target annual variable compensation to be paid in 2024 for 2023 amounts to 100% of the fixed compensation (€1,000,000) for a 100% target achievement rate, with a maximum of 140% of the fixed compensation (€1,400,000) in the event that targets are exceeded.
			It breaks down into two components: a financial component (65%) and a non-financial component (35%).
			For the **financial component,** the criteria used are NRIgs (25%), EBIT (25%), *free cash flow*(25%) and economic net debt (25%). The financial targets for 2023 were based on the Group's provisional budget as prepared by the Board of Directors on February 20, 2023.
			The **non-financial component** includes:
			• the Group's strategic objectives (35%): the future of nuclear activities in Belgium, the deepening of the medium-term road map toward carbon neutrality in 2045 and the communication allowing a better understanding of the Group's activities;
			• the Group's operational priorities for 2023 (35%): the deployment of the ENGIE One Safety health & safety plan, the acceleration of growth in the energy transition, the development of talent and the positioning of supply chains as a strategic lever;
			• RSE criteria relating to:
			  • improvement in safety performance (10%);
			  • CO_2 emissions related to power generation (10%);
			  • proportion of female managers hired at 35% (10%);
			At its meeting of February 21, 2024, the Board of Directors, on the recommendation of the ACGC:
			• noted that the success rate of the financial criteria was 130.4% (broken down as follows: NRIgs: 140%; EBIT: 140%; Free cash flow: 140%; Economic net debt: 101.7%);
			• set the success rate of non-financial criteria at 130.7% (broken down as follows: Group strategic objectives: 140%; Group operational priorities: 135%; improved safety performance: 80%; CO_2 emissions related to power generation: 140%; proportion of female managers hired of 35%: 124%).
			Based on the respective weightings of financial and non-financial criteria, the overall success rate was determined to be 130.5%, or €1,305,000. This variable compensation for 2023 will only be paid to Catherine MacGregor if approved by the shareholders at the Shareholders' Meeting of April 30, 2024.

Multi-annual variable compensation	None	None	Catherine MacGregor did not receive any multi-annual variable compensation.
Directors' fees	None	None	Catherine MacGregor did not receive any compensation for her office as a Director.
Extraordinary compensation	None	None	Catherine MacGregor did not receive any extraordinary compensation.
Awarding of stock options, Performance Shares and any other long-term compensation	None	Valuation: €1,189,200	Catherine MacGregor was awarded 120,000 Performance Shares for 2023 (see note on this theoretical valuation in Section 4.2.1.3 of the 2023 Universal Registration Document), i.e. 0,005% of share capital at February 20, 2023.

Compensation components	Amounts paid in 2023	Amounts granted for 2023	Details
Compensation associated with the commencement or termination of duties	None	None	In the event of departure from the Group, the former Chief Executive Officer will be bound by a non-compete commitment for a period of one year from the end of his or her term of office and will receive one year's compensation payable in 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. In addition, all provisions of the Afep-Medef Code are applicable to the non-compete commitment and severance payments, in particular with regard to those two payments combined, which may not exceed two years of compensation. "Year of compensation" within the meaning of the non-compete commitment and severance payments referred to above means the last annual fixed compensation plus the annual variable compensation paid calculated on the basis of the average annual variable compensation paid for the two years preceding the year of departure.
Supplementary pension plans	€534,000	€576,250	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 is a cash sum, given the immediate taxation on commencement of this mechanism. The employer contribution corresponds to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. It will also depend on the Company's performance, since the calculation base includes the variable portion linked to the Group's results. The employer contribution for 2023 amounts to €576,250 and will be paid in 2024 subject to a favorable vote from the shareholders at the Shareholders' Meeting on April 30, 2024.
Benefits of any kind	€6,192	€6,192	Catherine MacGregor benefited from the use of a company car.

It should be noted that for the 2021 fiscal year, 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 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 (NRIgs) over two years compared with a benchmark panel [(1)] (25%): the success rate was 120%;
- 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 2023 in the trajectory established to achieve the target objectives by 2030:

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

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

Catherine MacGregor will have 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.

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

Comparison tables of the level of compensation of the Chairman and the Chief Executive Officer in relation to the compensation 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 functions: Chairman and Chief Executive Officer.

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

Calculation of the denominator: the parent company ENGIE S.A. is neither representative of the Group's workforce nor of its activity. The denominator is therefore the average compensation in France of employees (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 the one of the Chief Executive Officer with the average compensation of all employees in France.

Compensation multiples for the office of Chairman

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

In euros	2019	2020	2021	2022 [2]	2023
Compensation for the **Office of Chairman:**	433,064	450,000	450,000	451,826	453,652
Change from the previous year	24%	4%	0%	0.4%	0.4%
Information on the scope of consolidation of the listed company – not representative in terms of activity and the number of employees					
Average employee compensation	73,845	76,791	77,142	80,849	89,842
Change from the previous year	0%	4%	0%	5%	11%
Median employee compensation	66,487	72,571	66,967	67,673	68,068
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	46,476	46,870	48,278	56,997	61,009
Change from the previous year	0%	1%	3%	18%	7%
Median employee compensation			Not available		
Ratio to average employee compensation	9.3	9.6	9.3	7.9	7.4
Change from the previous year	23%	3%	-3%	-15%	-6%
Ratio to median employee compensation			Not calculable		
Change from the previous year	-	-	-	-	
Company performance					
EBIT [3]	14%	-16%	47%	43%	11.5%
Change from the previous year	180%	-214%	194%	-9%	-73%
ROACE [4]	6.10%	5.45%	8.90%	12.60%	11.60%
Change from the previous year	-6%	-11%	63%	42%	-8%
NRIgs (in billion euros)	2.46	1.70	3.20	5.22	5.37
Change from the previous year	3%	-31%	85%	65%	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]

FY N-1	2019	2020	2021	2022 [2]	2023
Compensation for the **Office of Chief Executive Officer:** Isabelle Kocher from May 3, 2016; to February 24, 2020, then C. Waysand in the interim period from February 24, 2020, to December 31, 2020, then Catherine MacGregor from January 1, 2021	2,588,572	1,287,669	2,608,350	3,169,992	3,331,392
Change from the previous year	2%	-50%	103%	22%	5%
Information on the scope of consolidation of the listed company – not representative in terms of activity and the number of employees					
Average employee compensation	73,845	76,791	77,142	80,849	89,842
Change from the previous year	0%	4%	0%	5%	11%
Median employee compensation	66,487	72,571	66,967	67,673	68,068
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	46,476	46,870	48,278	56,997	61,009
Change from the previous year	0%	1%	3%	18%	7%
Median employee compensation			Not available		
Ratio to average employee compensation	55.7	27.5	54.0	55.6	54.6
Change from the previous year	1%	-51%	97%	3%	-2%
Ratio to median employee compensation			Not calculable		
Change from the previous year	-	-	-	-	-
Company performance					
EBIT [3]	14%	-16%	47%	43%	11.5%
Change from the previous year	180%	-214%	194%	-9%	-73%
ROACE [4]	6.10%	5.45%	8.90%	12.60%	11.60%
Change from the previous year	-6%	-11%	63%	42%	-8%
NRIgs (in billion euros)	2.46	1.70	3.20	5.22	5.37
Change from the previous year	3%	-31%	85%	65%	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.

DIRECTORS' COMPENSATION FOR FISCAL YEAR 2023

The compensation for the Directors below will be submitted for shareholder approval at the Annual Shareholders' Meeting of April 30, 2024, 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.

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 as director.

The Board of Directors, at its meeting on February 20, 2023, reviewed the rules for internal distribution of the amount granted by the 2008 Shareholders' Meeting. This review took into account, in particular, its diversity policy with a view to integrating more international profiles, on the recommendation of the ACGC. The amendment to the old allocation rules relates to a 10% increase in the fixed and variable portion of Directors.

The new distribution rules applied were approved by the Shareholders' Meeting on April 26, 2023, and are presented below.

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

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

Compensation of Directors appointed by the Shareholders' Meeting

The Directors were awarded the compensation shown in the table below for fiscal year 2023. Unless otherwise indicated, no other compensation was awarded to these officers by the Company or by its subsidiaries for the said fiscal year.

In euros	Fiscal year 2023 (1)	Fiscal year 2022 (1)
Fabrice Brégier	98,381 (2)	91,500 (2)
Marie-Claire Daveu	106,425 (2)	65,125 (2)
Patrice Durand (3)	85,553 (2) (4)	77,775 (2) (4)
Mari-Noëlle Jégo-Laveissière (3)	21,307 (2) (4)	77,775 (2) (4)
Françoise Malrieu	51,290 (2)	150,500 (2)
Ross McInnes	174,861 (2)	150,500 (2)
Lucie Muniesa (3) (5)	47,451 (2) (4)	-
Marie-José Nadeau	240,705 (6)	205,216 (6)
Lord Peter Ricketts of Shortlands	111,630 (6)	102,893 (6)
TOTAL	**934,604**	**921,284**

(1) Directors' compensation due for a given fiscal year are paid during the fiscal year concerned.
(2) Before deduction of withholding tax relating to tax and social contributions.
(3) 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 State.
(5) Appointed during the April 26, 2023 Shareholders' Meeting – compensated on a prorata temporis basis.
(6) Before deduction of withholding tax levied on Directors' fees paid to Directors residing outside France.

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

The Directors representing the French State, in their role as civil servants, Stéphanie Besnier and Céline Fornaro, did not personally receive any compensation from the Company or from subsidiaries for their term of office in 2023 in accordance with Article 5 of Ordinance No. 2014-948 of August 20, 2014, concerning the governance and equity transactions of companies with a public shareholder. The compensation for their terms of office amounted to €135,855 and was paid directly into the State budget.

The Directors from the private sector appointed by the Shareholders' Meeting on the proposal of the French State, namely Patrice Durand, Mari-Noëlle Jégo-Laveissière 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 Ordinance 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 €27,231 and was paid into the State budget.

In respect of the foregoing, the Directors' compensation corresponding to these offices, i.e. a total amount of €163,086, was paid directly to the Public Treasury in compliance with regulations.

Compensation of Directors representing the employees and employee shareholders

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

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

COMPENSATION POLICY OF THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER FOR FISCAL YEAR 2024 (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. Thus, 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 corporate officers is determined by the Board of Directors based on the recommendations of the ACGC. It will be subject to a presentation and binding vote at the Annual Shareholders' Meeting of April 30, 2024, 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 Regulations, corporate officers do not take part in meetings of the ACGC on matters relating to them.

In its recommendations to the Board of Directors, the ACGC seeks to propose a compensation policy that is in line with the corporate interest and the practices of comparable major international groups for similar positions, based on a benchmark established by an external firm that includes CAC40 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 Chief Executive Officer generally includes:

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

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

In accordance with current policy, the Chairman and the Chief Executive Officer do not receive directors' fees 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 direction of the vote of the shareholders that opposed the approval of this policy and the possible follow-up to be given to their vote. As a reminder, the Shareholders' Meeting of April 26, 2023, approved the compensation policy of the Chairman of the Board of Directors at 99.92% and of the Chief Executive Officer at 94.18%.

Compensation policy for the Chairman of the Board of Directors for 2024

The compensation of the Chairman of the Board of Directors for 2024 remains unchanged from 2023.

Fixed annual compensation

For fiscal year 2024, the fixed compensation of the Chairman of the Board remains unchanged at €450,000.

Variable compensation

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

Pension plans

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

Insurance and healthcare benefit plan

The Chairman of the Board will participate in healthcare and insurance benefit plan equivalent to the collective schemes for the ENGIE group's executive officers in France.

Compensation for term of office as Director

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

Employment contract, severance pay and non-compete clause

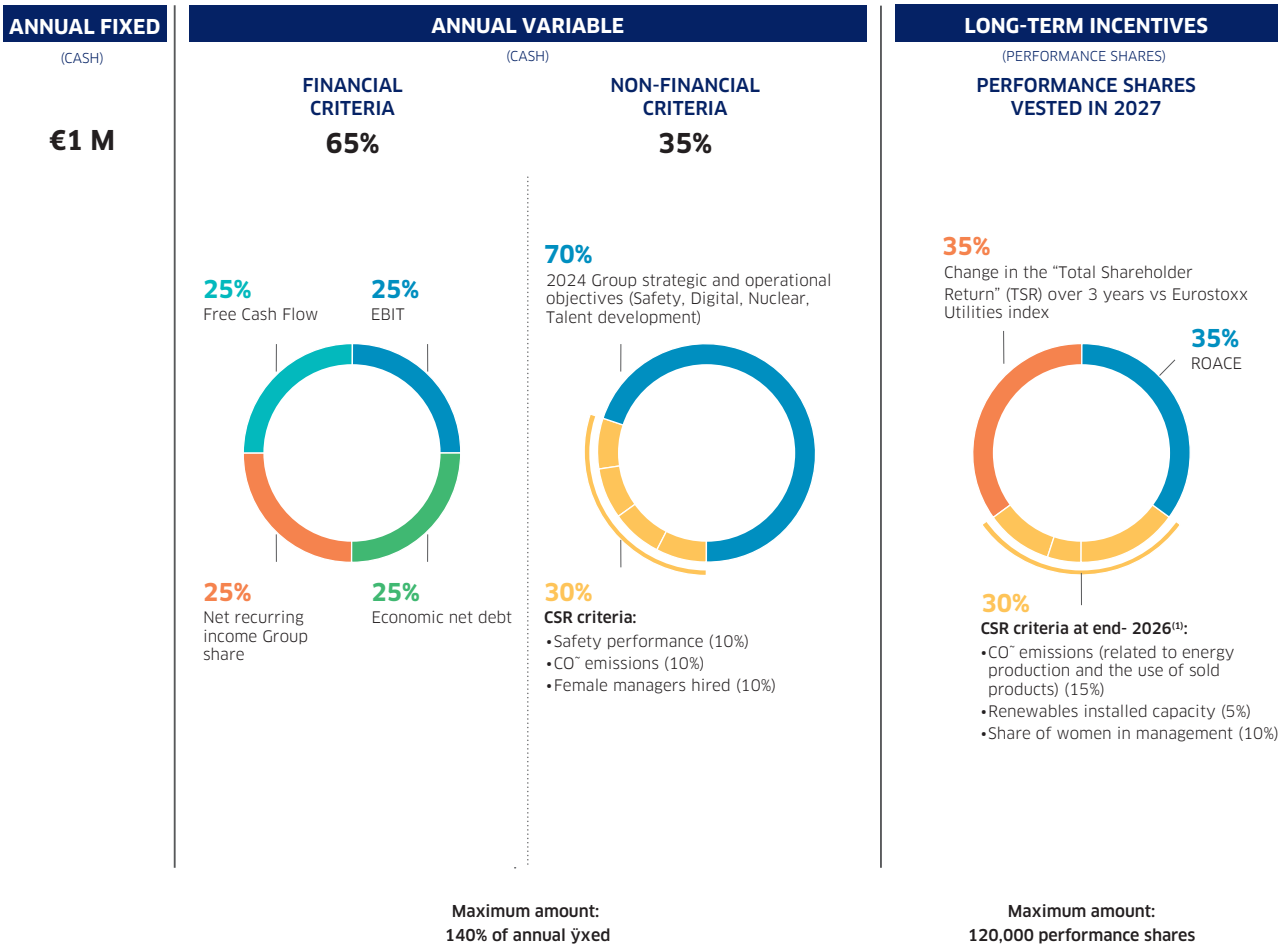
No employment contract has been concluded between the Chairman of the Board of Directors and the Company or a Group company. No provision is made for compensation or benefits due or likely to be due as a result of a termination or change of function or for compensation relating to a non-compete clause.

Benefit in kind

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

Compensation of the Chief Executive Officer for 2024

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



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

Fixed annual compensation

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

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.

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

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

For the **financial component**, the criteria used are NRIgs (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.

The **non-financial component** is based on the progress of the work carried out on the Group's strategic and operational objectives (70%) and quantifiable CSR criteria (30%).

The work carried out on the Group's strategic and operational objectives must focus, in particular, on the continued rollout of ENGIE One Safety (health & safety plan), on the development of priority digital solutions for the business, on talent development and on finalization of the project related to nuclear activities in Belgium.

The CSR criteria include the continued improvement in safety performance compared with 2023, assessed with the aid of a series of indicators (frequency rate, severity rate, number of fatal accidents, etc.), the CO_2 emissions related to power generation (in line with the trajectory set for the purposes of hitting the 2030 target) and the proportion of 37% female managers hired. These three criteria account for 30% of the non-financial component and each one is given an equal weighting.

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

In accordance with Article 26.3.3 of the Afep-Medef Code, the Chief Executive Officer formally undertakes not to use hedging mechanisms for these Performance Shares. It should be noted that the Chief Executive Officer's target is to create a portfolio of ENGIE shares equivalent to two years' fixed compensation, i.e. €2,000,000. Until this target is met, two-thirds of the Performance Shares vested to the Chief Executive Officer will be non-transferable. On December 31, 2023, the Chief Executive Officer held 70,000 ENGIE shares acquired in a personal capacity.

Subject to the favourable vote of the Shareholders' Meeting of April 30, 2024, a plan to award Performance Shares would be rolled out in 2024 following the Shareholders' Meeting, according to new terms and, in particular, new performance conditions, in line with ENGIE's strategy and ambitions, particularly in terms of CSR. 120,000 Performance Shares at target, which may go up to 120% in the event of outperformance (representing a maximum of 0.006% of the share capital) would be awarded to Chief executive Officer.

Performance conditions

For 2024, the **financial performance conditions** would relate to:

- changes in Total Shareholder Return (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 years 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 (MTBP) over the three years of the plan (constituting 35% of the total performance conditions).

The Performance Shares would be subject to exclusively quantifiable **non-financial performance conditions** (together constituting 30% of the total performance conditions), selected for consistency with the Company's statutory purpose, i.e.:

- the greenhouse gas emissions related to power generation and the use of products sold (gas sales) (15%);
- the installed renewable capacities (5%);
- the proportion of women among Group managers (10%).

The target objectives aims to be in line with the trajectory established to achieve the target objectives by 2030. Thus, compared with the previous Performance Share Plan, the portion granted to non-financial performance conditions would be increased by 10 percentage points, from 20% to 30%, and the scope of analysis of greenhouse gas emissions would be expanded, including, in addition to emissions related to power generation, those related to the sale of gas.

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

Success rate

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

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

The **TSR** success rate would be:

- 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 would be:

- 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 would follow the same rules as those applied to the ROACE.

For the ROACE indicator and non-financial performance conditions, the Board would stringently define limits corresponding to a success rate of 0% and a maximum rate of 120% according to medium-term targets and the specific nature of each of these indicators.

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 proposal of the ACGC, after the Board of Directors was assured that the adjustment can reasonably restore the balance or objective initially sought, adjusted for all or part of the impact of the event on the period under review and that the interests of the Company and its shareholders are aligned with the interests of the executive corporate officer. The Board would then justify, in detail, the adjustments made, which 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 is a cash sum, given the immediate taxation on commencement of this mechanism. The employer contribution will correspond to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. It will also depend on the Company's performance, since the calculation base includes the variable portion linked to the Group's results.

The Chief Executive Officer will also benefit from the mandatory pension plan (Article 83 of the French Tax Code) applicable to all senior Group managers.

Insurance and healthcare benefit plan

The Chief Executive Officer will participate in healthcare and insurance benefit plan equivalent to the collective schemes for the ENGIE Group's executive officers 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 his or 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 officer's departure.

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

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

Pursuant to Article 25.4 of the Afep-Medef Code, the payment of the non-compete indemnity will be excluded 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 vehicle.

COMPENSATION POLICY FOR DIRECTORS FOR FISCAL YEAR 2024

Annual compensation amount for Directors

The annual compensation amount for Directors is €1.4 million, unchanged since 2008. It is proposed to the Shareholders' Meeting of April 30, 2024, that this amount be increased to €1.6 million, to take into account ENGIE's strategy of diversifying the Directors' profiles, which could lead to the inclusion of members with international profile.

Rules for distribution of Directors' compensation

The rules for the distribution of Directors' compensation remain unchanged in relation to those voted for in Shareholders' Meeting of April 26, 2023.

4 CURRENT FINANCIAL DELEGATIONS

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

Resolution	Nature of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
16th	Issue of shares and / or marketable securities with PSR [1] *(to be used outside public tender offer periods only)*	**26 months until June 20, 2024** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 (19th resolution)	**€225** million for shares [2] [3] and **€5** billion for marketable securities representing debt	None	Full amount of the authorization
17th	Issue of shares and / or marketable securities without PSR [1] *(to be used outside public tender offer periods only)*	**26 months until June 20, 2024** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 (20th resolution)	**€225** million for shares [2] [3] and **€5** billion for marketable securities representing debt	None	Full amount of the authorization
18th	Issue of shares and / or marketable securities without PSR [1] in the context of an offer governed by Article L.411-2-1 of the French Monetary and Financial Code *(to be used outside public tender offer periods only)*	**26 months until June 20, 2024** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 (21st resolution)	**€225** million for shares [2] [3] and **€5** billion for marketable securities representing debt	None	Full amount of the authorization
19th	Increase in the amount of capital increases (greenshoe option) carried out pursuant to the 19th, 20th and 21st resolutions *(to be used outside public tender offer periods only)*	**26 months until June 20, 2024** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 (22nd resolution)	Up to **15%** of the initial issue [2] [3]	None	Full amount of the authorization
20th	Issue of ordinary shares and / or various securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital *(to be used outside public tender offer periods only)*	**26 months until June 20, 2024** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 (23rd resolution)	**€225** million for shares [2] [3] and **€5** billion for marketable securities representing debt	None	Full amount of the authorization
22nd	Issue of shares via the capitalization of additional paid-in capital, retained earnings, profit or any other amounts *(to be used outside public tender offer periods only)*	**26 months until June 20, 2024** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 (25th resolution)	Total amount of the sums that may be incorporated (excluding ceiling)	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
26th	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 S.A.) and (ii) to employees participating in a group international employee shareholding plan of the ENGIE group (World Plans)	38 months until June 20, 2025 Terminates, up to the unused portion, the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021 (18th resolution)	**0.75%** of the share capital, (with an annual sub-ceiling of 0.25% of the share capital), **ceiling common to the 26th and 27th resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022**	*Dated December 22, 2022* Award of 247,163 bonus shares as a contribution to the international classic formula for the Link 2022 transaction • *i.e. a total award of 0.01% of capital as at December 31, 2022*	0.51% of share capital (4)
27th	Authorization for the purpose of awarding bonus shares to certain employees and corporate officers of ENGIE group companies, (including executive corporate officers of ENGIE S.A.)	**38 months until June 20, 2025** Terminates, up to the unused portion, the delegation granted by the Ordinary and ExtraordinaryShare holders' Meeting of May 20, 2021 (19th resolution)	**0.75%** of the share capital, (with an annual sub-ceiling of 0.25% of the share capital), **ceiling common to the 26th and 27th resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022**	For 2022 • *Dated April 21, 2022* Allocation of 120,000 performance shares to the Chief Executive Officer; • *Dated December 08, 2022* Award of 4,739,350 performance shares *i.e. a total award of 0.20% of capital as at December 31, 2022* For 2023 • *Dated February 20, 2023* Award of 713,305 performance shares, including 120,000 performance shares to the Chief Executive Officer, *i.e. a total award of 0.024% of capital as at February 20, 2023.* I.e. a total award in 2022 and 2023 of 0.24% as at December 31, 2023.	0.51% of share capital (4)

AUTHORIZATIONS GRANTED BY THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 26, 2023

Resolution	Nature of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
5th	Authorization to trade in the Company's shares	**18 months until October 25, 2024** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of April 21,2022 (5th 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***	0.570% of share capital at 12/31/2023	Remaining 9.43% of share capital
14th	Capital increase reserved for employees who are members of employee saving plans of the ENGIE group	**26 months until June 25, 2025** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of April 21,2022 (24th resolution)	**2%** of the share capital as of the date of implementation of the delegation. **Amount common with the 15th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 26,2023**(3)	None	Full amount of the authorization
15th	Capital increase reserved for all entities formed as part of the implementation of the international employee shareholding plan offered by the ENGIE group	**18 months until October 25, 2024** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of April 21,2022 (25th resolution)	**0.5%** of the share capital as at the date of implementation of the delegation, **which will be counted against the 2% ceiling under the 15th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 26,2023**(3)	None	Full amount of the authorization
16th	Authorization to reduce the share capital by canceling treasury shares	**26 months until June 25, 2025** Terminates the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of April 21,2022 (23rd resolution)	10% of the share capital per 24 month period	None	Full amount of the authorization

(1) PSR: Preferential Subscription Rights.

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

(3) Common ceiling set by the 21st resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022, under the 16th, 17th, 18th, 19th, 20th, 24th and 25th resolutions of the same Meeting, and under the 14th and 15th resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023: €265 million for shares and €5billion for maketable securities representing debt.

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

5 AGENDA

Agenda item (without an accompanying resolution submitted to the shareholders' vote)

- Implementation of the Climate Strategy

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

- Approval of transactions and annual financial statements for fiscal year 2023 **(1st resolution)**
- Approval of the consolidated financial statements for fiscal year 2023 **(2nd resolution)**
- Appropriation of net income and declaration of dividend for fiscal year 2023 **(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 Fabrice Brégier as a Director **(6th resolution)**
- Appointment of Michel Giannuzzi as a Director **(7th resolution).**
- Appointment of *Deloitte & Associés* as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting **(8th resolution)**
- Appointment of *Ernst & Young et Autres* as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting **(9th resolution)**
- Approval of information relating to the compensation of corporate officers paid during fiscal year 2023, or awarded for said year and referred to in Article L.22-10-9 of the French Commercial Code **(10th resolution)**
- Approval of the total compensation and benefits of any kind paid during fiscal year 2023, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors **(11th resolution)**
- Approval of the total compensation and benefits of any kind paid during fiscal year 2023, or awarded for said year, to Catherine MacGregor, Chief Executive Officer **(12th resolution)**
- Setting of the total annual amount of compensation granted to Directors **(13th resolution)**
- Approval of the compensation policy for Directors **(14th resolution)**
- Approval of the compensation policy for the Chairman of the Board of Directors **(15th resolution)**
- Approval of the compensation policy for the Chief Executive Officer **(16th resolution)**.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

- Delegation of authority to be given to the Board of Directors to decide to increase the share capital, with preferential subscription rights, by (i) issuing ordinary shares and / or any securities giving access to the share capital of the Company and / or its subsidiaries, and / or by (ii) issuing securities giving the right to the allocation of debt securities (*to be used only outside public tender offer periods* / **17th resolution**).
- Delegation of authority to be given to the Board of Directors to decide to increase the share capital, without preferential subscription rights, by (i) issuing ordinary shares and / or any securities giving access to the share capital of the Company and / or its subsidiaries, and / or by (ii) issuing securities giving the right to the allocation of debt securities (*to be used only outside public tender offer periods* / **18th resolution**).
- Delegation of authority to be given to the Board of Directors to issue ordinary shares or various securities without preferential subscription rights as part of an offer governed by Article L.411-2, 1 of the French Monetary and Financial Code (*to be used only outside public tender offer periods* / **19th resolution)**
- Delegation of authority to be given to the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights, pursuant to the 17th, 18th or 19th resolutions, up to a maximum of 15% of the initial issue (*to be used only outside public tender offer periods* / **20th resolution**).
- Delegation of authority to be given to the Board of Directors to increase the share capital in consideration for contributions of equity securities or securities giving access to the share capital of the Company, up to a limit of 10% of the share capital (*to be used only outside public tender offer periods* / **21st resolution**)
- Limitation of the Overall Ceiling for immediate or future capital increase delegations **(22nd resolution)**.
- Delegation of authority to be given to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts **(23rd resolution)**.
- Authorization to be given to the Board of Directors to reduce the share capital by canceling treasury shares **(24th resolution)**.

- Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, with preemptive subscription rights waived, for the benefit of ENGIE group employee savings plan members **(25th resolution)**.
- Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, with preemptive subscription rights waived, reserved for a category of beneficiaries as part of the implementation of an ENGIE group international employee shareholding plan **(26th resolution)**.
- Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of ENGIE group companies (with the exception of corporate officers of ENGIE S.A.) and (ii) to employees participating in an ENGIE group international employee shareholding plan **(27th resolution)**.
- Authorization to be given to the Board of Directors to award bonus shares to certain employees and corporate officers of ENGIE group companies (including executive corporate officers of ENGIE S.A.) **(28th resolution)**.
- Powers to implement the resolutions adopted by the Shareholders' Meeting and for formalities **(29th resolution)**.

6 DRAFT RESOLUTIONS AND OBJECTIVES

The draft resolutions that will be submitted to shareholders at the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024 are provided below.

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

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 2023 *(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 2023 fiscal year, which show a net income of €499,530,147.97, and consolidated financial statements, which show net income Group share of €2,208 million.

First resolution

Approval of transactions and the financial statements for fiscal year 2023

Having considered the financial statements for the year ended December 31, 2023, 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, 2023, as presented thereto, as well as the transactions reflected in these parent company financial statements or summarized in these reports, showing net profit for the year of €499,530,147.07.

In accordance with Article 223 quater of the French General Tax Code, the Shareholders' Meeting duly notes that the total amount of expenses and charges referred to in Article 39, Paragraph 4, of the French General Tax Code is €1,225,060.87 for last year.

Second resolution

Approval of the consolidated financial statements for fiscal year 2023

Having considered the consolidated financial statements for the year ended December 31, 2023, 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, 2023, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports.

APPROPRIATION OF NET INCOME FOR THE YEAR AND DECLARATION OF DIVIDEND FOR FISCAL YEAR 2023 *(RESOLUTION 3)*

The purpose of the third resolution is to propose the appropriation of net income and to establish the dividend for fiscal year 2023 at €1.43 per share.

In 2023, the Board of Directors has reaffirmed the Group's dividend policy with a payout ratio of 65 to 75% of the net recurring income Group share (NRIgs), and a floor of €0.65 per share.

For fiscal year 2023, the Board of Directors, at its meeting of February 21, 2024, recommanded a payout ratio of 65%. This translates into a dividend of €1.43 per share, which you are asked to approve.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend of €0.143 per share is allocated to shares that have been held in registered form for at least two continuous years as at December 31, 2023 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of May 6, 2024. 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 2023, i.e. €1.43 per share, plus the increase dividend of €0.143 per share, will be detached on May 2, 2024 and paid out on May 6, 2024.

Third resolution

Appropriation of net income and declaration of dividend for fiscal year 2023

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 2023	**499,530,147.97**
Previous retained earnings	99,776,872.51
Other reserves	21,740,582.64
Additional paid-in capital, contribution premium and merger premium	23,915,695,344.94
TOTAL DISTRIBUTABLE	**24,536,742,948.06**
Allocation:	
• Total dividend distributed for fiscal year 2023 (including the increased dividend)[(1)]:	3,519,969,444.99
• Retained earnings	0
The total dividend paid for fiscal year 2023, i.e.	**3,519,969,444.99**
will be deducted as follows:	
• from Net income for the previous fiscal year in the amount of	499,530,147.97
• from Retained earnings in the amount of	99,776,872.51
• from Other reserves in the amount of	21,740,582.64
• from the Merger premium in the amount of	2,898,921,841.87

(1) On the basis of the number of shares comprising the share capital as at December 31, 2023, i.e. a total of 2,435,285,011 shares, including 262,320,834 registered shares as at December 31, 2023 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 2023 fiscal year at €1.43 per share.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend, i.e. €0.143 per share, will be allocated to shares that have been held in registered form for at least two continuous years as at December 31, 2023 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of May 6, 2024. 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 May 2, 2024 and paid out in cash on May 6, 2024.

The gross dividend of €0.805 per share constitutes distributed income subject, for individual shareholders whose tax residence is in France, to a single flat-rate withholding tax 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 in 2023. 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.

The gross dividend amount, i.e. €0.625 per share, constitutes an exempt repayment of a contribution pursuant to the provisions of Article 112-1° of the French General Tax Code. For the calculation of subsequent capital gains on disposal, this fraction is deemed to have been deducted from the share purchase price.

The gross amount of the 10% dividend increase, i.e. €0.143 per share, constitutes an exempt repayment of a contribution pursuant to the provisions of Article 112-1° of the French General Tax Code. For the calculation of subsequent capital gains on disposal, this fraction is deemed to have been deducted from the share purchase price.

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 "Merger premium."

Similarly, if any of the 262,320,834 registered shares entitling the bearers to the increased dividend as at December 31, 2023, ceased to qualify as registered shares between January 1, 2024, and May 6, 2024, the amount corresponding to these shares will be allocated to "Merger premium."

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 *(in millions)*	Amounts paid out *(overall amount) (in millions of euros)*	Net dividend *(amount per share) (in euros)*
2020 (1)	2,413 (2)	1,291	0.53
2021 (1)	2,424 (3)	2,060	0.85
2022 (1)	2,421 (4)	3,090	1.40

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

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

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

(4) This number corresponds to shares carrying dividend rights at the time of payment of the dividend for 2022 in May 2023.

RELATED-PARTY AGREEMENTS *(RESOLUTION 4)*

The shareholders are asked to approve the terms of the special report of the Statutory Auditors which is included in Section 4.5 of the 2023 Universal Registration Document, which describes the related-party agreements concluded and previously approved by the Shareholders' Meeting that continued last year, it being specified that no new related-party agreement has to be approved by the Shareholders' Meeting for fiscal year 2023.

Fourth resolution

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

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 expires on October 25, 2024, 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 2023 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 an employee shareholding transactions and allocating them as bonus shares to employees and corporate officers of 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 in treasury for future use for payment in connection with financial external growth transactions.

- **Main features**

The maximum purchase price per share shall be €30, excluding acquisition costs.

The authorization would cover no more than 10% of the share capital and the maximum amount of purchases not to 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 the corresponding cancellation of the authorization previously granted by the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023.

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

- **2023 review of previous authorized programs**

Please note that as at December 31, 2023, the Company held 0.57% of its share capital, or 13,835,367 shares, all of which to cover its commitments to the beneficiaries of bonus shares and LINK employee shareholding plans.

Between the Shareholders' Meeting of April 26, 2023 and February 20, 2024, the Company has:

- purchased 23,420,015 shares for a total value of €348.5 (an average price of €14.88 per share), of which 22,264,194 shares under the liquidity agreement and 1,155,821 shares for other purposes under the share buyback program;
- sold 21,652,718 shares for a total value of €322.2 million (an average price of €14.88 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 shareholding plans (one-time use, in 2022 and 2018).

In total, 20,004,396 shares have been bought back by the Group on average, representing 0.82% 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, and voting under the quorum and majority conditions required for 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 shareholding 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 supersedes, as of this date, the delegation for the same purpose granted under the 5th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023.

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.

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

The Directorship as Independent Directors of Fabrice Brégier and Lord Peter Ricketts of Shortlands will expire at the end of this Shareholders' Meeting.

The Board of Directors, on the recommendations of the Appointments, Compensation and Governance Committee, proposes to reappoint Fabrice Brégier for a four-year term and appoint Michel Giannuzzi for a term of four years to replace Lord Peter Ricketts of Shortlands.

Fabrice Brégier's experience, as an executive of major industrial companies operating in a global market, and his knowledge of the digital, innovation and new technologies sectors are an asset for the Board. He will continue to bring this experience to the Board and will actively contribute to strategic discussions, monitoring the implementation of strategy as well as the issues relating to the talents and their development.

Michel Giannuzzi's experience as a Director of listed industrial companies, as well as his international experience and knowledge of energy-intensive industrial sectors and decarbonization issues, will complement the experience and skills present on the Board of Directors, which helps to strengthen the quality of the Group's governance.

The biographies of Fabrice Brégier and Michel Giannuzzi are included in Chapter 2 of this Notice of Meeting.

If these resolutions are approved, the Board of Directors will comprise 14 members. The share of Independent Directors will be 60% and the share of women will be 50%, as calculated under the applicable regulations.

Sixth resolution

Reappointment of Fabrice Brégier 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, reappoint Fabrice Brégier as a Director for a four-year term.

Fabrice Brégier's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2028 to approve the 2027 financial statements.

Seventh resolution

Appointment of Michel Giannuzzi 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, appoints Michel Giannuzzi as a Director for a term of four years.

Michel Giannuzzi's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2028 to approve the 2027 financial statements.

APPOINTMENT OF STATUTORY AUDITORS RESPONSIBLE FOR CERTIFYING SUSTAINABILITY INFORMATION *(RESOLUTIONS 8 AND 9)*

The Ordinance of December 6, 2023, transposes into French law the European Corporate Sustainability Reporting Directive (CSRD) on non-financial reporting. This regulation, in force from January 1, 2024, aims to promote the sustainable development of companies while harmonizing information on social, environmental and governance aspects.

From 2025 onwards, the Board of Directors will have to present detailed social, environmental and governance information for the year 2024 in a sustainability report included in the Board of Directors' management report.

This sustainability report will replace the non-financial statement (NFS) which comprises Section 3 of the 2023 Universal Registration Document.

In accordance with the new legislative provisions mentioned above, this report will be submitted to a certification by one or two Statutory Auditors or independent third-party bodies.

Furthermore, in accordance with Articles L.822-17 and L.822-18 of the French Commercial Code, and on the recommendations of the Audit Committee, the Board proposes that Deloitte & Associés and Ernst & Young et Autres are appointed as Statutory Auditors to certify sustainability information, for the remainder of their mandates as part of their audit assignment, i.e. until the end of the Shareholders' Meeting convened in 2026 to approve the financial statements for the year ended December 31, 2025.

Eighth resolution

Appointment of *Deloitte & Associés* as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, appoints *Deloitte & Associés* as Statutory Auditor responsible for certifying sustainability information, for the remainder of its mandate, i.e. until the end of the Shareholders' Meeting convened in 2026 to approve the financial statements for the year ending December 31, 2025.

Deloitte & Associés has indicated in advance that it would accept the mandate entrusted to it and has declared that it meets all the conditions required by law and regulations for the exercise of said mandate.

Ninth resolution

Appointment of *Ernst & Young et Autres* as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, appoints *Ernst & Young et Autres* as Statutory Auditor responsible for certifying sustainability information, for the remainder of its mandate, i.e. until the end of the Shareholders' Meeting convened in 2026 to approve the financial statements for the year ending December 31, 2025.

Ernst & Young et Autres has indicated in advance that it would accept the mandate entrusted to it and has declared that it meets all the conditions required by law and regulations for the exercise of said mandate.

APPROVAL OF THE COMPONENTS OF COMPENSATION AND BENEFITS PAID IN OR AWARDED FOR 2023 TO CORPORATE OFFICERS *(RESOLUTIONS 10 TO 12)*

The Shareholders' Meeting is asked to vote on the compensation and benefits of any kind allocated or paid during fiscal year 2023 to the Company's corporate officers.

This ex-post vote concerns three resolutions:

By voting on the 10th 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.

Pursuant to the 12th and 13th resolutions, the Shareholders' Meeting of April 26, 2023, approved the respective compensation policies (*ex ante* vote) of the Chairman of the Board of Directors and the Chief Executive Officer respectively. In application of these compensation policies, the Board of Directors set the compensation of the Chairman of the Board of Directors and the Chief Executive Officer for the 2023 fiscal year.

The payment of variable compensation and, where applicable, any exceptionnal compensation to corporate officers, for the 2023 fiscal year, is subject to their approval by the Shareholders' Meeting.

Thus, the payment of the 2023 annual variable compensation of Catherine MacGregor, Chief Executive Officer, is subject to the vote of this Shareholders' Meeting.

By voting on the 11th resolution, the shareholders are also asked to approve the fixed and variable components of the total compensation and benefits of any kind paid in or awarded for 2023 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, pursuant to Article L.22-10-34, II of the French Commercial Code.

By voting on the 12th resolution, the shareholders are also asked to approve the fixed and variable components of the total compensation and benefits of any kind paid in or awarded for 2023 to Catherine MacGregor, Chief Executive Officer, pursuant to Article L.22-10-34, II of the French Commercial Code.

All the information pertinent to the vote on these three resolutions is included in Section 4.2 of the 2023 Universal Registration Document. This information is also included in Chapter 3 of this Notice of Meeting.

Tenth resolution

Approval of information relating to the compensation of corporate officers paid in or awarded for fiscal year 2023 and mentioned 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 of the 2023 Universal Registration Document.

Eleventh resolution

Approval of the total compensation and benefits of any kind paid in or awarded for fiscal year 2023 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 2023 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.2 of the 2023 Universal Registration Document.

Twelfth resolution

Approval of the total compensation and benefits of any kind paid in or awarded for fiscal year 2023 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 2023 to Catherine McGregor, Chief Executive Officer, as described in Section 4.2 of the 2023 Universal Registration Document.

SETTING OF THE TOTAL ANNUAL AMOUNT OF COMPENSATION GRANTED TO DIRECTORS *(RESOLUTION 13)*

The Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008 set the total annual amount of what were then called directors' fees at €1.4 million. This decision was valid for 2008 and subsequent fiscal years, until new decision by the Shareholders' Meeting. This decision is still in force.

You are asked to increase the total compensation package to an annual amount of €1.6 million as from the 2024 fiscal year, and for subsequent years until a new decision is taken by the Shareholders' Meeting.

This increase aims to diversify Director profiles and attract high-caliber individuals with international experience; it does not alter the Directors' compensation policy as approved by the Shareholders' Meeting of April 26, 2023 (11th resolution).

Thirteenth resolution

Setting of the total annual amount of compensation granted to Directors

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having considered the Board of Directors' report, resolves to set the total annual compensation package allocated to Directors at €1.6 million, for the 2024 fiscal year and subsequent years, until otherwise decided.

APPROVAL OF THE COMPENSATION POLICIES OF CORPORATE OFFICERS *(RESOLUTIONS 14 TO 16)*

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

In the 14th resolution, you are asked to approve the compensation policy for the Company's Directors, as set out in Section 4.2 of the 2023 Universal Registration Document, identical to that approved by the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023 (11th resolution).

Likewise, by voting on the 15th resolution, the shareholders are asked to approve the compensation policy for Jean-Pierre Clamadieu, Chairman of the Board of Directors, as it is included in Section 4.2 of the 2023 Universal Registration Document.

In voting on the 16th Resolution, the shareholders are also asked to approve the compensation policy for Catherine MacGregor, Chief Executive Officer, as it is included in Section 4.2 of the 2023 Universal Registration Document.

All the components that form this compensation policy for each category of corporate officers were approved by the Board of Directors on February 21, 2024, on the recommendations of the Appointments, Compensation and Governance Committee. This compensation policy is also included in Chapter 3 of this Notice of Meeting.

Fourteenth 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 of the 2023 Universal Registration Document.

Fifteenth 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 of the 2023 Universal Registration Document.

Sixteenth 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 of the 2023 Universal Registration Document.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022 delegated to the Board of Directors, for a period of 26 months, its power to issue securities, with or without preferential subscriptions rights, to public or to institutional investors or consideration for contributions of securities to the Company. These delegations, which were not used, expire on June 20, 2024.

The purpose of the delegations of authority referred to in the 17th, 18th, 19th, 20th and 21st resolutions is to enable the Board of Directors to have at its disposal, at the appropriate time, with speed and flexibility, various possibilities for issuing the different securities provided for by the regulations in force, in order to raise the financial resources necessary for the implementation of ENGIE's development strategy.

These financial delegations, which may only be used outside public tender offer periods for the Company's shares, supersede the previous delegations with the same purpose granted to the Board of Directors.

The total nominal amount of the capital increases that may be carried out, immediately or in the future, may not exceed an amount of €225 million, it being specified that this amount pertains to the 17th, 18th, 19th, 20th and 21st resolutions and would be deducted from the Overall Ceiling of €265 million in nominal value provided for in the 22nd resolution proposed to this Meeting.

In the event of the issue of securities representing debt claims against the Company, the maximum nominal amount of such debt securities would be set at €5 billion, which, moreover, would be deducted from the nominal amount of debt securities issued under the 17th, 18th, 19th, 20th and 21st resolutions and would be deducted from the Overall Ceiling of €5 billion in nominal value provided for in the 22nd resolution proposed to this Shareholders' Meeting.

For your information, a summary table of the financial delegations can be found in Chapter 4 of this Notice of Meeting and also in Section 4.3.4 of the Universal Registration Document. This table summarizes the current financial authorizations granted by the Shareholders' Meeting.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO ISSUE VARIOUS SECURITIES WITH PREFERENTIAL SUBSCRIPTION RIGHTS (*TO BE USED ONLY OUTSIDE PUBLIC TENDER OFFER PERIODS*) ***(RESOLUTION 17)***

This resolution authorizes the Board of Directors to issue various securities giving immediate or future access to the Company's capital, with shareholders' pre-emptive subscription rights maintained.

These issues may be made only be used outside public tender offer periods for the Company's shares.

The nominal value of the capital increases that may be carried out under this resolution may not exceed €225 million; the nominal value of the capital increases that may be carried out under the 18th, 19th, 20th and 21st resolutions would be deducted from this amount.

This delegation would be valid for a period of 26 months from the date of this Shareholders' Meeting and would supersede the delegation of the same purpose granted to the Board of Directors by the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022 (16th resolution).

Seventeenth resolution

Delegation of authority to be given to the Board of Directors to decide on a share capital increase, with preferential subscription rights, through (i) the issuance of ordinary shares and / or any securities giving access to the share capital of the Company and / or its subsidiaries, and / or through (ii) the issuance of securities giving the right to the allocation of debt securities (*to be used only outside public tender offer periods*)

Having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-129-2, L.225-132 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 power to sub-delegate under the conditions set by law, its authority to decide, on one or more occasions, both in France and abroad, in the proportions and at the times it sees fit, either in euros, or in any other currency or monetary unit established by reference to several currencies, on a capital increase, with the retention of shareholders' preferential subscription rights, to issue (i) ordinary shares of the Company or (ii) securities issued for valuable consideration or free of charge, governed by Articles L.228-91 et seq. of the French Commercial Code, (a) giving access to the share capital of the Company or a company of which it directly or indirectly owns more than half of the capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised, or (b) giving the right to the allocation of debt securities, it being specified that the subscription of shares and other securities may be made either in cash or by offsetting specific, liquid and payable debts. However, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the public tender offer period, decide to implement this delegation of authority, unless previously authorized by the Shareholders' Meeting.
2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation, as follows:
   - the maximum nominal value of the capital increases that may be carried out immediately or in the future under this delegation is set at €225 million, noting that deducted from this amount will be the nominal value of the capital increases that may be carried out immediately or in the future under the 18th, 19th, 20th and 21st resolutions of this Meeting and subject to their adoption by this Meeting, or on the basis of delegations granted by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation;
   - 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;
   - this amount will be deducted from the Overall Ceiling referred to in the 22nd resolution, provided it is adopted by this Shareholders' Meeting, or from the amount of any ceiling provided for by a resolution of the same nature that may succeed it during the period of validity of this delegation;
   - the maximum nominal value of the securities representing debt claims against the Company that may be issued by virtue of this delegation may not exceed the ceiling of €5 billion or the equivalent value of this amount, assessed on the date of issue in the case of the equivalent value in foreign currencies, it being specified that the nominal amount of the debt securities to be issued pursuant to the 18th, 19th, 20th and 21st resolutions of this Meeting shall be deducted from this amount, subject to their adoption by the Meeting or on the basis of authorizations conferred by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation;
3. in the event that the Board of Directors uses this delegation:
   - it resolves that the issue(s) shall be reserved preferentially to the shareholders, who may subscribe on a non-renounceable basis in proportion to their subscription rights, and notes that the Board of Directors may institute a renounceable subscription right in favor of the shareholders, which shall be exercised in proportion to their subscription rights within the limit of their requests;
   - it resolves that, if the non-renounceable subscriptions and, where applicable, renounceable subscriptions have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may make use of the various options provided for by law, in the order it shall determine, including offering to the public all or part of the shares or, in the case of securities giving access to the share capital, of said securities that have not been subscribed, both in France and abroad;
   - it resolves that the issues of warrants to subscribe to the Company's may be carried out by subscription offer under the conditions described above, but also by free allocation to the holders of existing shares;
   - it resolves that in the event of a free allocation of autonomous subscription warrants, the Board of Directors shall have the option of deciding that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold;
   - it acknowledges that this delegation automatically entails a waiver by the shareholders of their preferential subscription rights to the shares to which the securities will entitle them, in favor of the holders of the securities issued pursuant to this delegation and giving access to the Company's share capital.
4. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have all powers, to implement this delegation of authority and, 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 decide on the amount of the issue and / or capital increase, the issue price and the amount of the premium that may, if applicable, be charged for the issue and / or capital increase;

- to set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company);
- to decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they are subordinated or not and, if so, their subordination rank in accordance with the provisions of Article L.228-97 of the French Commercial Code; to set their interest rate (whether fixed or floating, zero-rated or indexed-linked), their fixed or indefinite term and the other terms of issue, including the granting of guarantees or securities, as well as the terms of amortization / repayment, including repayment by delivery of Company assets (the securities may also be the subject of repurchases on the stock market or a purchase or exchange offer by the Company); to determine the conditions under which these securities will give access to the share capital of the Company and / or of the companies of which it directly or indirectly owns more than half of the share capital and / or to the allocation of debt securities; to modify, during the life of the securities concerned, the terms referred to above;
- at its sole initiative, 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 new share capital after 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;
- and generally, enter into 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.

5. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation for the same purpose granted under the 16th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO ISSUE VARIOUS SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS (*TO BE USED ONLY OUTSIDE PUBLIC TENDER OFFER PERIODS*) ***(RESOLUTION 18 AND 19)***

In these two resolutions, we propose that the shareholders renew the authorization given to the Board of Directors to issue various securities, without preferential subscription rights.

These issues may be made only be used outside public tender offer periods for the Company's shares.

The elimination of preferential subscription rights facilitates the placement of securities with the public, in particular when a rapid completion of the transactions is an essential condition for their success, or when the issues are carried out on the financial markets, in France and abroad.

Equipped with these resolutions, the Board could thus proceed, if necessary, with the issues best adapted to the possibilities of the markets and the needs of the Company. In addition to offering new shares to the Company's shareholders, the Board of Directors could carry out operations for which speed is an essential condition for success.

Under the 18th resolution, the Board of Directors would be able to issue ordinary shares or securities giving access to share capital as part of a public offering. It would have the option of granting shareholders, for all or part of the proposed issue, a priority subscription period, for which the period of exercise will be fixed in accordance with the applicable laws and regulations, but this right is not negotiable.

The 19th resolution would enable the Board of Directors to proceed with the issue of shares or securities giving access to capital in the context of an offering which will be addressed exclusively to qualified investors or a restricted circle of investors, in accordance with Article L.411-2, 1° of the French Monetary and Financial Code. This placement method, which benefits from a simpler procedure than the public offering provided for in the 18th resolution, would enable the Company to be more reactive, if necessary, in order to take advantage of market opportunities to raise funds quickly.

These delegations would be valid for a period of 26 months from the date of this Shareholders' Meeting and would supersede the delegations granted under the 17th and 18th resolutions of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

Eighteenth resolution

Delegation of authority to be given to the Board of Directors to decide on a share capital increase, without preferential subscription rights, through (i) the issuance of ordinary shares and / or any securities giving access to the share capital of the Company and / or its subsidiaries, and / or through (ii) the issuance of securities giving the right to the allocation of debt securities (*to be used only outside public tender offer periods*)

Having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-129 et seq., including in particular L.225-129-2, L.225-135 and L.225-136, as well as Articles L.22-10-51, L.22-10-52 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. except for the issues referred to in the 19th resolution below, delegates to the Board of Directors, with the power to sub-delegate under the conditions set by law, its authority to decide, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, either in euros, or in any other currency or monetary unit established by reference to several currencies, on a capital increase, without shareholders' preferential subscription rights, to issue (i) ordinary shares or (ii) securities issued for valuable consideration or free of charge, governed by Articles L.228-91 et seq. of the French Commercial Code, (a) giving access to the share capital of the Company or a company of which it directly or indirectly owns more than half of the capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised, or (b) giving the right to the allocation of debt securities, it being specified that the subscription of shares and other securities may be made either in cash or by offsetting debts. The Company's ordinary shares and securities giving access to the Company's ordinary shares may be issued, in particular, as consideration for securities contributed to the Company in connection with a public exchange offer (or any other transaction having the same effect) carried out in France or abroad in accordance with local rules for securities that meet the conditions set out in Article L.22-10-54 of the French Commercial Code. However, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation of authority, unless previously authorized by the Shareholders' Meeting.
2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation, as follows:
   - the maximum nominal value of the capital increases that may be carried out immediately or in the future under this delegation is set at €225 million, noting that deducted from this amount will be the nominal value of the capital increases that may be carried out immediately or in the future under the 17th, 19th, 20th and 21st resolutions of this Meeting and subject to their adoption by this Meeting, or on the basis of delegations granted by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation;
   - to this ceiling shall be added, if necessary, the nominal value of 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;
   - this amount will be deducted from the Overall Ceiling referred to in the 22nd resolution, provided it is adopted by this Shareholders' Meeting, or from the amount of any ceiling provided for by a resolution of the same nature that may succeed it during the period of validity of this delegation;
   - the maximum nominal value of the securities representing debt claims against the Company that may be issued by virtue of this delegation may not exceed the ceiling of €5 billion or the equivalent value of this amount, assessed on the date of issue in the case of the equivalent value in foreign currencies, it being specified that the nominal amount of the debt securities to be issued pursuant to the 17th, 19th, 20th and 21st resolutions of this Meeting shall be deducted from this amount, subject to their adoption by the Meeting and on the basis of authorizations conferred by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation.
3. decides to cancel the shareholders' preferential subscription right to the shares or securities issued under this delegation, while allowing the Board of Directors, pursuant to Article L.22-10-51 and R.225-131 of the French Commercial Code, to grant shareholders a priority subscription period of a set minimum duration, in accordance with the applicable legal and regulatory provisions and for all or part of an issue carried out, that shall not give rise to the creation of negotiable rights and that shall be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a renounceable subscription, it being specified that the securities not subscribed for in this way may be the subject of a public placement in France and / or abroad;
4. acknowledges that this delegation automatically entails a waiver by the shareholders of their preferential subscription rights, immediately or in the future, to the shares to which the securities will entitle them, in favor of the holders of the securities issued giving access to the Company's share capital.
5. resolves that, in accordance with Article L.22-10-52 of the French Commercial Code:
   - the issue price of shares issued directly shall be at least equal to the minimum price authorized by laws and regulations in force on the day of issue;
   - the issue price of securities giving access to share capital other than ordinary shares shall be such that the sum received immediately by the Company, plus, where necessary, the amount likely to be received by it at a later date is, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price set in the previous paragraph;
   - the conversion, redemption and more generally the transformation into shares of each security giving access to the share capital shall take into account the nominal value of said securities, which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution;

6. resolves that, if subscriptions by the shareholders and the public do not absorb the entire issue carried out, the Board of Directors may use, in the order it considers appropriate, one or both of the following options:
   - limit the issue to the amount of subscriptions on condition that this reaches at least three-quarters of the amount of the initially-decided issue;
   - freely distribute all or part of the unsubscribed securities issued among the persons of its choice;
   - offer to the public, both in France and abroad, all or part of the non-subscribed securities;
7. notes that the provisions of Paragraph 3 relating to the priority period and of Paragraphs 5 and 6 shall not apply to the shares and securities issued under this delegation in consideration of securities contributed to the Company in a public exchange offer initiated by the Company pursuant to Article L.22-10-54 of the French Commercial Code.
8. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have all powers to implement this delegation of authority and, 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 decide on the amount of the issue and / or capital increase, the issue price and the amount of the premium that may, if applicable, be charged for the issue and / or capital increase;
   - to set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company);
   - to decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they are subordinated or not and, if so, their subordination rank in accordance with the provisions of Article L.228-97 of the French Commercial Code; to set an interest rate (including fixed or floating, zero-rated or indexed-linked), provide for their fixed or indefinite term and the other terms of issue, including the granting of guarantees or securities, as well as the terms of amortization and repayment, including repayment by delivery of Company assets (the securities may also be the subject of repurchases on the stock market or a purchase or exchange offer by the Company); to determine the conditions under which these securities will give access to the share capital of the Company and / or of the companies of which it directly or indirectly owns more than half of the share capital and / or to the allocation of debt securities; to modify, during the life of the securities concerned, the terms referred to above;
   - in the event of the issue of securities as consideration for securities contributed in the context of a public exchange offer, to draw up the list of securities contributed to the exchange; set the terms of the issue, the exchange ratio and, if applicable the amount of the cash balance to be paid; determine the terms of the issue in the context of either a public exchange offer, an alternative purchase or exchange offer, or a single offer proposing the purchase or exchange of the securities in question in exchange for payment in securities and cash, or a main public tender offer or exchange offer, accompanied by a subsidiary public tender offer or exchange offer, or any other form of public offer that complies with the laws and regulations applicable to said public offer; record the number of shares contributed in the exchange and record the difference between the issue price of the new shares and their nominal value as a liability in the balance sheet under a "contribution premium" account, to which all shareholders will be entitled;
   - at its sole initiative, 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 new share capital after 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 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 capital increases 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 securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase;
9. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation for the same purpose granted under the 17th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

Nineteenth resolution

Delegation of authority to be given to the Board of Directors to issue ordinary shares or various securities without preferential subscription rights as part of an offer governed by Article L.411-2, 1° of the French Monetary and Financial Code (*to be used only outside public tender offer periods*)

Having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-129 et seq. of the French Commercial Code, including Articles L.225-129-2, L.225-135 and L.225-136, and with the provisions of Articles L.22-10-51, L.22-10-52, and L.228-91 et seq. of said Code and of Article L.411-2, 1° of the French Monetary and Financial Code, 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, within the framework of an offer referred to in Article L.411-2, 1° of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it sees fit, in France and / or abroad, either in euros or in any other currency or monetary unit established by reference to several currencies, to increase the share capital with cancellation of the preferential subscription right, by issuing ordinary shares or securities issued for valuable consideration or free of charge, governed by Articles L.228-91 et seq. of the French

Commercial Code, giving access, immediately or in the future, to shares in the Company, whether new or existing shares in the Company, or in a company in which it directly or indirectly owns more than half of the capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the Company in which the rights are exercised. The subscription of shares and other securities may be made either in cash or by offsetting specific, liquid and payable debts. However, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation of authority, unless previously authorized by the Shareholders' Meeting.

2. resolves to set the limits of issue amounts authorized in the event that the Board of Directors uses this delegation, as follows:
   - the maximum nominal value of the capital increases that may be carried out immediately or in the future under this delegation is set at €225 million, noting that deducted from this amount will be the nominal value of the capital increases that may be carried out immediately or in the future under the 17th, 18th, 20th and 21st resolutions of this Meeting and subject to their adoption by this Meeting, or on the basis of delegations granted by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation;
   - to this ceiling shall be added, if necessary, the nominal value of 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;
   - this amount will be deducted from the Overall Ceiling referred to in the 22nd resolution, provided it is adopted by this Shareholders' Meeting, or from the amount of any ceiling provided for by a resolution of the same nature that may succeed it during the period of validity of this delegation;
   - the maximum nominal value of the securities representing debt claims against the Company that may be issued by virtue of this delegation may not exceed the ceiling of €5 billion or the equivalent value of this amount, assessed on the date of issue in the case of the equivalent value in foreign currencies, it being specified that the nominal amount of the debt securities to be issued pursuant to the 17th, 18th, 20th and 21st resolutions of this Meeting shall be deducted from this amount, subject to their adoption by this Meeting or on the basis of authorizations conferred by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation;
3. decides to cancel shareholders' preferential subscription rights to subscribe to shares or securities issued under this delegation;
4. acknowledges that this delegation automatically entails a waiver by the shareholders of their preferential subscription rights, immediately or in the future, to the shares to which the securities will entitle them, in favor of the holders of the securities issued giving access to the Company's share capital.
5. resolves that, in accordance with Article L.22-10-52 of the French Commercial Code:
   - the issue price of shares issued directly shall be at least equal to the minimum price authorized by laws and regulations in force on the day of issue,
   - the issue price of securities giving access to share capital shall be such that the sum received immediately by the Company, plus, where necessary, the amount likely to be received by it at a later date is, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price set in the previous paragraph;
   - the conversion, redemption and more generally the transformation into shares of each security giving access to the share capital shall take into account the nominal value of said securities, which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution.
6. resolves that, if subscriptions by the shareholders and the public do not absorb the entire issue carried out, the Board of Directors may use, in the order it considers appropriate, one or both of the following options:
   - limit the issue to the amount of subscriptions on condition that this reaches at least three-quarters of the amount of the initially-decided issue;
   - freely distribute all or part of the unsubscribed securities issued among the persons of its choice;
7. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have all powers to implement this delegation of authority and, 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 make the same decisions as those referred to in point 8 of the 18th resolution above or any resolution of the same nature which may succeed it during the period of validity of this delegation.
8. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation for the same purpose granted under the 18th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE, WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, PURSUANT TO THE 17TH, 18TH OR 19TH RESOLUTIONS, UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE *(TO BE USED ONLY OUTSIDE PUBLIC TENDER OFFER PERIODS)* ***(RESOLUTION 20)***

With this resolution, we invite the shareholders to renew the authorization given to the Board of Directors to increase the number of securities to be issued with or without preferential subscription rights, at the same price as that used for the initial issue that it follows, within the time frames and limits stipulated in the applicable regulation on the issue date (within 30 days of the closing of the subscription period and within the limit of 15% of the initial issue).

This delegation would enable the Board of Directors to meet demand that exceeds the offer and respond to market volatility. It may be made only be used outside public tender offer periods for the Company's shares.

In the event that this option offered by the 20th resolution is exercised, the additional issue of securities shall comply with the limit of the nominal amount provided for by the initial resolution used (i.e. 17th, 18th or 19th resolution) and the Overall Ceiling set by the 22nd resolution of this Shareholders' Meeting.

This delegation, for a period of 26 months from this Shareholders' Meeting, would supersede the delegation for the same purpose granted by the 19th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

Twentieth resolution

Delegation of authority to be given to the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights, pursuant to the 17th, 18th or 19th resolutions, up to a maximum of 15% of the initial issue (*to be used only outside public tender offer periods*).

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable laws and regulations, in particular Articles L.225-129 et seq. of the French Commercial Code, Article L.225-135-1, and Article R.225-118 of the French Commercial Code, and subject to the adoption of the 17th, 18th or 19th resolutions:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions set by law, its power to decide to increase the number of shares or securities to be issued in the event of an increase in the Company's share capital, with or without preferential subscription rights, decided by the Board of Directors pursuant to the 17th, 18th or 19th resolutions above, subject to their approval by this Shareholders' Meeting, at the same price as that used for the initial issue, within the time periods and limits provided for by the regulations applicable on the date of the issue (currently within thirty days of the closing of the subscription and up to 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices, and subject to the ceilings provided for in the resolution pursuant to which the issue is decided as well as the Overall Ceiling set by the 22nd resolution below or, if applicable, the amount of any ceiling that may be provided for by a resolution of the same nature that may succeed it during the period of validity of the present delegation.

   However, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation of authority, unless previously authorized by the Shareholders' Meeting.

2. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation for the same purpose granted under the 19th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO ISSUE VARIOUS SECURITIES IN CONSIDERATION FOR CONTRIBUTIONS OF SHARES MADE TO THE COMPANY, UP TO A LIMIT OF 10% OF THE SHARE CAPITAL *(TO BE USED ONLY OUTSIDE PUBLIC TENDER OFFER PERIODS)* ***(RESOLUTION 21)***

We propose that the shareholders renew the authorization given to the Board of Directors to issue various securities within the limit of 10% of the share capital at the time of issue, as consideration for contributions in kind made to the Company and consisting of shares or securities giving access to the share capital of other companies to carry out any external growth operations.

The Board of Directors considered this authorization to be useful as it would allow the acquisition of shares in unlisted, medium-sized companies, in exchange for the issue of Company securities rather than a cash payment.

These issues may be made only be used outside public tender offer periods for the Company's shares. They must respect the limit of a nominal amount of €225 million, it being specified that the nominal amount of the capital increases that may be carried out pursuant to the 17th, 18th, 19th and 20th resolutions would be deducted from this amount.

This delegation, for a period of 26 months from this Shareholders' Meeting, would supersede the delegation for the same purpose granted by the 20th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

Twenty-first resolution

Delegation of authority to be given to the Board of Directors to increase the share capital in consideration for contributions of equity securities or securities giving access to the share capital of the Company, up to a limit of 10% of the share capital (*to be used only outside public tender offer periods*)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-129 et seq. of the French Commercial Code, those of Article L.225-147 of the same Code, and those of Articles L.22-10-49, L.22-10-53 and L.228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions set by law, its authority to decide, based on the report of the Contributions Auditor, on the increase in share capital, by the issuance of ordinary shares or various securities giving access to the share capital of the Company, within the limit of 10% of the share capital on the day the increase is decided, in consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to the capital of other companies, when the provisions of Article L.22-10-54 of the French Commercial Code do not apply. However, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation, unless previously authorized by the Shareholders' Meeting.
2. resolves to set the limits of issue amounts authorized in the event that the Board of Directors uses this delegation, as follows:
   - the maximum nominal value of the capital increases that may be carried out immediately or in the future under this delegation is set at €225 million, noting that deducted from this amount will be the nominal value of the capital increases that may be carried out immediately or in the future under the 17th, 18th, 19th and 20th resolutions of this Meeting and subject to their adoption by this Meeting, or on the basis of delegations granted by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation;
   - to this ceiling shall be added, if necessary, the nominal value of 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;
   - this amount will be deducted from the Overall Ceiling referred to in the 22nd resolution, provided it is adopted by this Shareholders' Meeting, or from the amount of any ceiling provided for by a resolution of the same nature that may succeed it during the period of validity of this delegation;
   - the maximum nominal value of the securities representing debt claims against the Company that may be issued by virtue of this delegation may not exceed the ceiling of €5 billion or the equivalent value of this amount, assessed on the date of issue in the case of the equivalent value in foreign currencies, it being specified that the nominal amount of the debt securities to be issued pursuant to the 17th, 18th, 19th and 20th resolutions of this Meeting shall be deducted from this amount, subject to their adoption by the Meeting or on the basis of authorizations conferred by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation.
3. takes note, as appropriate, of the absence of a preferential right to subscribe to the shares or securities issued and that this delegation entails a waiver by the shareholders of their preferential subscription rights for the shares to which the securities issued on the basis of this delegation will entitle them;
4. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have all powers to implement this delegation and, 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 decide on the issue of shares and / or securities giving access to the capital as consideration for the contributions;
   - to set, if necessary, the conditions applied to exercising the rights attached to shares or securities to be issued, and determine the terms for the exercise of rights (for conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company);
   - to approve the valuation of the contributions, as well as the amount of any balancing payment to be made, and the granting of any special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the consideration for the special benefits, and record the completion of the said contributions;
   - at its sole initiative, 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 new share capital after 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 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 capital increases 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 securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase;
5. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation for the same purpose granted under the 20th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

LIMITATION OF THE OVERALL CEILING FOR IMMEDIATE OR FUTURE SHARE CAPITAL INCREASE DELEGATIONS *(RESOLUTION 22)*

The shareholders are asked to set the maximum nominal amount of capital increases that may be carried out under the 17th, 18th, 19th, 20th and 21st resolutions, as well as under the 25th and 26th resolutions at €265 million.

The shareholders are asked to set the maximum nominal amount of debt securities that may be issued by the Company under the delegations granted in the 17th, 18th, 19th, 20th and 21st resolutions at €5 billion.

This is an Overall Ceiling common to the above resolutions, to which is added the nominal amount of any additional shares to be issued in the event of new financial transactions, to preserve the rights of the holders of securities giving access to the share capital and / or any other right giving access to the share capital.

This limitation will replace that set by the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022 (21st resolution).

Twenty-second resolution

Limitation of the Overall Ceiling for immediate or future capital increase delegations

Having considered the Board of Directors' report and the Statutory Auditors' report, the Shareholders' Meeting, in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. resolves to set at **€265 million** the overall maximum nominal amount of immediate and / or future share capital increases that may be carried out under the delegations granted by the 17th, 18th, 19th, 20th, 21st, 25th and 26th resolutions of this Shareholders' Meeting, subject to their adoption by this Meeting, it being specified that to this nominal amount may be added the nominal amount of additional shares to be issued to preserve the rights of holders of securities giving access to the Company's capital and / or any other rights giving access to the capital, in accordance with the law and, where applicable, with contractual stipulations;
2. resolves to set at **€5 billion,** or the equivalent of this amount at the date of issue for the foreign currency equivalent, the overall maximum nominal amount of the securities representing debt claims against the Company that may be issued under the authorizations conferred by the 17th, 18th, 19th, 20th and 21st resolutions of this Shareholders' Meeting, subject to their adoption by this Meeting.

DELEGATION OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO RESOLVE TO INCREASE THE SHARE CAPITAL BY CAPITALIZING PREMIUMS, RESERVES, PROFITS OR OTHER AMOUNTS *(RESOLUTION 23)*

We propose a resolution to authorize the Board of Directors to increase the share capital, on one or more occasions, by capitalizing premiums, reserves, profits or other amounts that may be capitalized according to the law and to the bylaws.

These capital increase transactions may take place in the event of a public offer for the Company's securities by a third party during the offer period.

In accordance with the law, the Board of Directors would have full powers, with the option of sub-delegation, to implement this delegation, in particular to determine the nature and amount of the sums to be capitalized, as well as the process(es) for carrying out the increase, raising the nominal value of the pre-existing securities and / or allocating free equity securities, and to amend the bylaws accordingly.

This delegation would be valid for a period of 26 months from the date of this Meeting and would supersede the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022, in its 22nd resolution.

Twenty-third resolution

Delegation of authority to be given to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts

Having considered the Board of Directors' report and in accordance with the applicable laws and regulations, in particular Articles L.225-129, L.225-129-2, L.225-130 and L.22-10-50 of the French Commercial Code, the Shareholders' Meeting, deliberating on an extraordinary basis in accordance with the quorum and majority requirements for ordinary general meetings:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions set by law, its authority to decide, on one or more occasions, to increase the share capital, on one or more occasions, in the proportion and at the times that it sees fit, on a capital increase by successive or simultaneous capitalization of premiums, reserves, profits or other amounts that may be capitalized according to the law and to the bylaws, including by combination with a capital increase in cash carried out pursuant to the 17th, 18th, 19th and 20th resolutions of this Shareholders' Meeting, subject to their adoption by the Meeting or on the basis of delegations granted by similar resolutions that may succeed said resolutions during the period of validity of this delegation, and in the form of awarding bonus shares or raising the nominal value of existing shares or a combination of both. The maximum nominal amount of the capital increases that may be carried out in this regard will be equal to the aggregate amount that may be capitalized; this delegation may only be used in the event that a third party submits a takeover bid for the shares of the Company and only during this bid period;
2. delegates to the Board of Directors, in the event of the use of this delegation of authority, all powers, with the power

to sub-delegate under the conditions set by law, to implement this delegation and, in particular, to set the terms of the issue, to record the completion of the capital increases resulting therefrom, to make any corresponding changes to the bylaws, and, particularly:

- to set the amount and nature of the sums to be capitalized; to set the number of new shares to be issued and / or the amount by which the nominal value of the existing shares making up the share capital will be increased; set the date, including retroactively, from which the rights associated with the new shares will take effect, or the date at which the increase in the nominal value will take effect;
- to resolve, in the case of bonus share distributions (i) that the fractional rights will be neither negotiable nor transferable and that the corresponding shares will be sold, it being specified that the sums resulting from the sale will be allocated to the holders of the rights under the conditions provided for by law and (ii) that the shares that will be allocated under this delegation in respect of existing shares carrying double voting rights will carry double voting rights from the date of issue;
- to make all adjustments intended to take account of the impact of transactions involving the share capital or shareholders' equity of the Company, in particular for 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;
- and generally, to enter into 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.

3. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegations granted under the 22nd resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

CANCELLATION OF TREASURY SHARES HELD BY THE COMPANY BY WAY OF A SHARE CAPITAL REDUCTION *(RESOLUTION 24)*

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

The cancellation of Company treasury shares can meet various objectives, for example to offset dilution resulting from capital increases.

This delegation would supersede the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023 (16th resolution), and would have a period of validity of 26 months from the date of this Shareholders' Meeting.

Twenty-fourth resolution

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

Having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable laws and regulations, in particular Article L.22-10-62 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to extraordinary shareholders' meetings:

1. authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times of its choosing, by canceling all or part of the shares acquired or that may be acquired by virtue of an authorization granted by the Shareholders' Meeting, up to a limit of 10% of the share capital per 24-month period. Shareholders are reminded that this limit applies to an amount of the Company's capital that will, if necessary, be adjusted to take into account transactions affecting the share capital after this Shareholders' Meeting;
2. confers all powers to the Board of Directors, with the power to sub-delegate under the conditions established by law, to carry out the transaction(s) that may take place by virtue of this authorization, establish their terms, record their completion, deduct the difference between the carrying amount of the canceled shares and their nominal amount from all reserves and premiums items, to allocate the portion of the legal reserve that has become available as a result of the capital reduction, to amend the bylaws accordingly and to complete all formalities.
3. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under the 16th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023.

DELEGATIONS OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR EMPLOYEES WHO ARE MEMBERS OF EMPLOYEE SAVING PLANS AS WELL AS FOR ANY CATEGORY OF BENEFICIARIES IN THE CONTEXT OF THE IMPLEMENTATION OF A GROUP INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN *(RESOLUTIONS 25 AND 26)*

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

At the end of 2023, employees held 3.3% of ENGIE's share capital.

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

Under the 25th resolution, the Board of Directors would be authorized, for a period of 26 months from this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of employees who are members of one or more employee savings plans. These increases will be carried out within the maximum nominal amount of 2% of the share capital on the date of implementation of the authorization, including the implementation of so-called leveraged "Multiple" investment formulas, noting that in this 25th resolution, this 2% ceiling is common to all capital increases carried out under the 26th resolution of this Shareholders' Meeting.

Under the 26th resolution, the Board of Directors would be authorized, for a period of 18 months from the date of this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of any entity under French or foreign law, with or without legal personality (notably any bank or subsidiary thereof) acting at the request of the Company for the requirements of the implementation of a Group international employee shareholding plan or any *trusts* constituted in order to set up a *Share Incentive Plan* under UK law. These increases would be carried out within the limit of a maximum nominal amount of 0.5% of the share capital on the date of implementation of the delegation, it being specified that such issues will be counted against the 2% ceiling of the share capital pursuant to the 25th 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 this Shareholders' Meeting.

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

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

The Board of Directors may grant, free of charge, to the beneficiaries indicated in the 25th 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. 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 25th resolution.

With regard to capital increases for the benefit of those beneficiaries referred to in the 26th resolution, the Board of Directors may set a subscription price other than that set under the 25th resolution of this Shareholders' Meeting, should this be required by applicable local law. In all cases, this price may not be less than the average price, minus a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented, of the ENGIE share during the 20 trading days preceding the date of the decision.

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

In order to adapt the shareholding plans presented to the employees in each country concerned, where applicable, the proposed delegation of authority granted to the Board of Directors, under the terms of the 26th resolution, shall include the authority granted to the Board to determine the shareholding plans and to distinguish between (i) countries where employees will be offered shares or equity interests in the above-mentioned entity or entities and (ii) countries where employees will subscribe for ENGIE shares under the aforementioned 25th resolution.

Furthermore, the Statutory Auditors have produced a report on the 25th and 26th 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 25th and 26th 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 25th and 26th resolutions, would take effect as from the date of this Shareholders' Meeting, for respective periods of 26 and 18 months, and would supersede the authorizations previously granted by the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023, in its 14th and 15th resolutions.

Twenty-fifth resolution

Delegation of authority to be given 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 26th 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, 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 from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under the 14th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023;
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 sessions prior to the date of the decision setting the opening date of the subscription period for the capital increase reserved for Company employee savings plan members, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems. In case of issue of securities giving access to equity securities to be issued, the price will also be determined by reference to the terms described in this paragraph;
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.

Twenty-sixth resolution

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

Having 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 shareholding plans, including leveraged "Multiple" investment formulas, or any trusts set up to notably establish a Share Incentive Plan under UK law;
2. resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution may not exceed **0.5%** of the share capital on the date of implementation of the delegation, noting that this amount will be deducted from the ceiling of **2%** of the share capital under the 25th resolution of this Shareholders' Meeting, as well as the Overall Ceiling referred to in the 22nd resolution of this Shareholders' Meeting, 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 delegation supersedes, as of this date, the delegation granted under the 15th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 26, 2023.
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 25th resolution of this Shareholders' Meeting, or (ii) if the employee shareholding offer was made as part of any employee savings plan, minus a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless expressly authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems, noting that the price so determined may differ from the price set for the capital increase carried out pursuant to the 25th 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.

AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO AWARD BONUS SHARES (I) TO ALL EMPLOYEES AND CORPORATE OFFICERS OF COMPANIES BELONGING TO THE ENGIE GROUP (WITH THE EXCEPTION OF CORPORATE OFFICERS OF ENGIE) AND (II) TO EMPLOYEES PARTICIPATING IN AN ENGIE GROUP INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN *(RESOLUTION 27)*

The Group aims to make it easier for as many people as possible to access employee shareholding, in order to involve its employees more closely in its development and to share the value created in a different way.

Shares would be awarded to all employees and corporate officers of the Group companies, except for the corporate officers of the Company ("World Plans"), and to employees participating in any other Group international employee shareholding plan.

The number of shares thus awarded would be limited to 0.75% of the share capital on the date of the decision of the Board of Directors. This amount is an overall ceiling for all the allocations carried out under the 27th and 28th resolutions of this Shareholders' Meeting, and is accompanied by an annual sub-ceiling of 0.25% of the share capital. These would be existing shares.

The shares thus allocated would be subject to the condition of actual presence at the ENGIE group at the end of the vesting period. They would be subject to a vesting period of no less than two years.

Performance conditions would not necessarily be established.

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, a special report will be produced to inform the Shareholders' Meeting of the transactions carried out under this authorization.

This authorization would have a period of validity of 38 months from the date of this Shareholders' Meeting, rendering ineffective as of this date the unused portion of the authorization previously granted under the 26th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

Twenty-seventh resolution

Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of companies belonging to the ENGIE group (with the exception of corporate officers of ENGIE) and (ii) to employees participating in an ENGIE group international employee shareholding plan

Having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-197-1 et seq. and L.22-10-59 and L.22-10-60 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to extraordinary shareholders' meetings:

1. authorizes the Board of Directors, with power to delegate as provided for by law, to proceed, on one or more occasions, to award outstanding Company shares free of charge to all or part of the Company's employees and the employees and corporate officers of the companies or groupings linked to it under the conditions referred to in Article L.225-197-2 of the French Commercial Code, with the exception of the Company's corporate officers, it being specified that the award must be made either to all employees under a bonus share awards plan or to employees participating in an ENGIE Group international employee shareholding plan;
2. sets the term of validity of this delegation at **38 months** from the date of this Shareholders' Meeting and duly notes that this authorization supersedes, as of this date, the unused portion of the delegation granted under the 26th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022;
3. resolves that the total number of bonus shares that may be awarded under this authorization may not exceed **0.75%** of the existing share capital on the date of the award decision by the Board of Directors, together with an annual sub-ceiling of **0.25%** of the share capital, it being specified that this ceiling and sub-ceiling are set without taking into account the number of shares to be awarded, if applicable, in respect of the adjustments made to preserve the rights to bonus shares in the case of transactions involving the share capital or shareholders' equity of the Company and that they are overall ceilings and sub-ceilings for all awards that may be made under

the 27th and 28th resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting;

4. resolves that the award of the Company's shares to their beneficiaries will be definitive at the end of a vesting period of at least two years and that no mandatory lock-up period for shares will be imposed;
5. resolves that in the event of the disability of the beneficiary according to the classification in the second or third of the categories set out in Article L.341-4 of the French Social Security Code, the shares may vest immediately and the beneficiary concerned will not be subject to any obligation to retain the shares, which will be immediately transferable;
6. grants full powers, within the limits established above, to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, to implement this authorization and more specifically to:
   - determine the identity of the beneficiaries of the awards and the number of shares awarded to each of the beneficiaries,
   - set the conditions and, where applicable, the criteria for the award of shares, in particular the minimum vesting period,
   - provide, where applicable, for the right to postpone the share vesting dates,
   - adjust, where applicable, the number of shares awarded in the event of transactions on the Company's share capital or shareholders' equity with the effect of changing the value of the shares comprising the share capital, in order to preserve the rights of the beneficiaries of bonus shares, it being specified that the shares allocated in application of these adjustments will be deemed to have been allocated on the same day as the shares initially allocated;
   - determine the dates and terms of the awards and generally take all the necessary measures and enter into any agreements for the successful completion of the planned awards.

AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO AWARD BONUS SHARES TO CERTAIN EMPLOYEES AND CORPORATE OFFICERS OF COMPANIES BELONGING TO THE ENGIE GROUP (INCLUDING EXECUTIVE OFFICERS OF ENGIE) *(RESOLUTION 28)*

The selective bonus share plan proposed for a significant number of beneficiaries is intended to recognize, retain and reward the performance of certain employees and executive corporate officers, and to maintain a competitive overall compensation package while aligning it with shareholders' interests, (the "Performance Shares").

The authorization, which is the subject of the present resolution, would be granted for a period of 38 months from this Meeting and would cancel the unused portion of the authorization granted by the Shareholders' Meeting of April 21, 2022, under the terms of the 27th resolution.

The maximum number of shares that may be awarded under this authorization would be limited to 0.75% of the share capital on the date of the decision of the Board of Directors, it being specified that this amount is an overall ceiling for all the allocations carried out under the 27th and 28th resolutions of this Shareholders' Meeting. This ceiling is accompanied by an annual sub-ceiling of 0.25% of the share capital and a sub-ceiling of 0.025% of the share capital for the allocation of performance shares to executive corporate officers of the Company valid throughout the period of validity of this authorization, i.e. 38 months.

These would be existing shares.

The award of the Performance Shares to the beneficiaries would be subject to the condition of actual presence at the ENGIE group at the end of the vesting period, which should be at least three years.

Awards of Performance Shares would not be subject to a lock-up obligation for beneficiaries.

It should however be borne in mind that the Chief Executive Officer and the other members of the Executive Committee have the objective of building up a portfolio of ENGIE shares (corresponding, in the case of the Chief Executive Officer, to two years of fixed compensation and to one and a half years for the other members of the Executive Committee). Accordingly, until this ownership target is reached, two-thirds of vested Performance Shares are non-transferable (see Section 4.2.6 of the 2023 Universal Registration Document).

In addition, it is recalled that executive corporate officers are prohibited from using hedging instruments on their Performance Shares.

All Performance Shares awarded under this resolution would be subject to financial and non-financial performance conditions with the exception of:

- the first 500 shares awarded to all beneficiaries (excluding executive corporate officers and senior managers), in order to reward their loyalty and commitment,
- shares awarded to a limited group of about 100 beneficiaries (excluding executive corporate officers and Executive Committee members), under innovation promotion programs and transformation projects, for which the Board of Directors may decide to abolish performance conditions in order to ensure the retention of key skills for the group, and
- shares used in the context of recruiting key talent for the Group (excluding executive corporate officers and Executive Committee members) in order to propose an alternative to the loss of long-term incentive benefits from a previous employer and to retain such talent.

The performance conditions would be of at least three types:

- Total shareholder return (TSR), relative to a panel or index measured over three years for a minimum of 30% of total awards. Below the median of the panel or below the index, none of the shares under this criterion would vest,
- Non-financial criteria: the condition(s) together accounting for at least 30% of total awards would be chosen in line with Engie's purpose, e.g. objectives for greenhouse gas emissions reduction, increase in renewable capacities or linked to the Group's social or societal responsibility. The target objectives would be in line with the trajectory established to achieve the target objectives by 2030,

- Financial criteria: the condition(s), accounting for the rest of the awards, should be in line with the objectives set either by the Medium-Term Business Plan (MTBP) approved by the Board of Directors or by the guidance given to the market. This could, for example, be ROACE (Return On Average Capital Employed) or one or more other criteria that are relevant at the time of allocation but whose performance would be observed over a three-year period or at the end of a three-year period.

The Board will define stringent performance conditions and, for each of these criteria, the thresholds, targets and maximums, as well as the associated vesting rates according to the specific nature of each of these indicators.

The success rate for each criterion may range from 0% to 120%, without possibility of offsetting the performance of one criterion with the underperformance of another. The overall success rate may therefore range from 0% to 120%.

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 during the plan.

However, in the event of exceptionnal 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, making it impossible to assess the rate of achievement of the criterion or contrary to the objective initially sought), the Board of Directors may adjust, upward or downward, the results on one or more of the performance criteria to ensure that the results of the application of these criteria accurately reflect the Group's performance.

This adjustment would be made by the Board of Directors on the proposal of the Appointments, Compensation and Governance Committee and after it has ensured:

- that this adjustment is aimed at reasonably restoring the balance or objective initially sought, adjusted for all or part of the impact of the event on the period under consideration, and
- that the interests of the Company and its shareholders are aligned with those of the beneficiaries.

The Board would then provide a detailed justification for any adjustments applied, which would be made public.

The first plan to be granted in 2024 under this authorization, including all the criteria and their respective weights, is described in Section 4.2.3.2– Compensation policy / Long-term incentive compensation (Performance Shares) of the 2023 Universal Registration Document.

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, a special report will be produced to inform the Shareholders' Meeting of the transactions carried out under this authorization.

Twenty-eighth resolution

Authorization to be given to the Board of Directors to award bonus shares to certain employees and corporate officers of companies belonging to the ENGIE group (including the executive officers of the ENGIE Company)

Having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-197-1 et seq. and L.22-10-59 and L.22-10-60 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to extraordinary shareholders' meetings:

1. authorizes the Board of Directors, with the option of sub-delegation under the conditions laid down by law, to award, on one or more occasions, Company shares free of charge to some of the Company's employees, and to some employees and corporate officers of the companies or groupings linked to it, including the Company's corporate officers, under the conditions set out in Article L.225-197-2 of the French Commercial Code;
2. sets the term of validity of this authorization at **38 months** from the date of this Shareholders' Meeting and duly notes that this authorization supersedes, as of this date, the unused portion of the delegation granted under the 27th resolution of the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022;
3. resolves that the total number of bonus shares that may be awarded under this authorization may not exceed **0.75%** of the existing share capital on the date of the award decision by the Board of Directors, together with an annual sub-ceiling of **0.25%** of the share capital, and a sub-ceiling of **0.025%** of the capital for the allocation of Performance Shares to the Company's executive corporate officers, valid throughout the period of validity of this authorization, it being specified that this ceiling and these sub-ceilings are set without taking into account the number of shares to be awarded, if applicable, in respect of the adjustments made to preserve the rights to bonus shares in the case of transactions involving the share capital or shareholders' equity of the Company and that they are overall ceilings and sub-ceilings for all awards that may be made under the 27th and 28th resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting;
4. resolves that the award of the Company's shares to their beneficiaries will be definitive at the end of a vesting period of at least three years;
5. resolves that in the event of the disability of the beneficiary according to the classification in the second or third of the categories set out in Article L.341-4 of the French Social Security Code, the shares may vest immediately and the beneficiary concerned will not be subject to any obligation to retain the shares, which will be immediately transferable;
6. grants full powers, within the limits established above, to the Board of Directors, with the power to sub-delegate under the conditions established by law, to implement this authorization and more specifically to:
   - determine the identity of the beneficiaries of the awards and the number of shares awarded to each of the beneficiaries,
   - set the conditions for the acquisition of shares, in particular performance shares, based on internal and external criteria, and, where applicable, the criteria for the granting of the shares, in particular the minimum vesting period and, where applicable, the minimum holding period,
   - decide to remove the performance conditions for beneficiaries in respect of innovation promotion programs or similar, and transformation projects,
   - decide to remove the performance conditions for an initial portion of each award for all beneficiaries, except for the Group's executive officers, with the number of shares concerned by this removal equaling 500 shares per beneficiary,

- provide, where applicable, for the right to postpone the share vesting dates,
- adjust the number of shares awarded in the event of transactions on the Company's share capital or shareholders' equity with the effect of changing the value of the shares comprising the share capital, in order to preserve the rights of the beneficiaries of bonus shares, it being specified that the shares allocated in application of these adjustments will be deemed to have been allocated on the same day as the shares initialyl allocated,
- determine the dates and terms of the awards and generally take all the necessary measures and enter into any agreements for the successful completion of the planned awards.

POWERS FOR FORMALITIES *(RESOLUTION 29)*

Resolution 29 is a customary resolution that enables the formal recording requirements required by law to be carried out after the Shareholders' Meeting.

Twenty-ninth resolution

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

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

7 STATUTORY AUDITORS' REPORTS

STATUTORY AUDITORS' REPORTS ON VARIOUS SHARE CAPITAL TRANSACTIONS SET FORTH IN THE RESOLUTIONS OF THE COMBINED SHAREHOLDERS' MEETING OF APRIL 30, 2024

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.

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.

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND MARKETABLE SECURITIES WITH AND/OR WITHOUT CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS UNDER THE SEVENTEENTH, EIGHTEENTH, NINETEENTH, TWENTIETH, TWENTY-FIRST AND TWENTY-SECOND RESOLUTIONS

Pursuant to the provisions of Articles L.228-92 and L.225-135 *et seq.* and Article L.22-10-52 of the French Commercial Code (*code de commerce*), we hereby report to you on the proposed delegations of authority to the Board of Directors to decide various issues of shares and/or marketable securities, transactions on which you are asked to vote.

Based on its report, the Board of Directors asks that you delegate to it, with the option of sub-delegation, for a period of 26 months commencing the date of this Shareholders' Meeting, the authority to decide the following transactions, set the definitive issue terms and conditions and, where necessary, cancel your preferential subscription rights:

- issue without cancellation of preferential subscription rights (seventeenth resolution), of ordinary shares of the Company or marketable securities (i) granting access to the Company's share capital or granting access to the share capital of any company in which the Company directly or indirectly holds more than half of the share capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the company in which rights are exercised or (ii) conferring entitlement to the allocation of debt securities;
- issue with cancellation of preferential subscription rights by way of a public offering, except for the issues set forth in the nineteenth resolution (eighteenth resolution), of ordinary shares or marketable securities (i) granting access to the Company's share capital or granting access to the share capital of any company in which the Company directly or indirectly holds more than half of the share capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the company in which rights are exercised or (ii) conferring entitlement to the allocation of debt securities, it being specified that ordinary shares of the Company or marketable securities conferring entitlement to ordinary shares of the Company may notably be issued in consideration of securities contributed to the Company as part of a public exchange offer on securities satisfying the conditions set forth in Article L.22-10-54 of the French Commercial Code;
- issue with cancellation of preferential subscription rights via an offering referred to in Article L.411-2, 1 of the French Monetary and Financial Code (*code monétaire et financier*) (nineteenth resolution), of ordinary shares or marketable securities granting access, immediately or in the future, to shares of the Company's (whether new or existing shares of the Company) or of any company in which the Company directly or indirectly holds more than half of the share capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the company in which rights are exercised;
- issue, in exchange for contributions in kind to the Company comprising shares or securities granting access to the share capital of other companies (twenty-first resolution), of ordinary shares or marketable securities granting access to the Company's share capital, within the limit of 10% of the share capital at the time of issue, on the date the share capital increase is decided.

Pursuant to the twenty-second resolution, the overall par value amount of share capital increases that may be performed, immediately or in the future, under the seventeenth, eighteenth, nineteenth, twentieth, twenty-first, twenty-fifth and twenty-sixth resolutions may not exceed €265 million, it being specified that the total par value amount of share capital increases that may be performed, immediately or in the future, under each of the seventeenth, eighteenth, nineteenth, and twenty-first resolutions, may not exceed €225 million, this amount representing the overall limit for the seventeenth, eighteenth, nineteenth, twentieth and twenty-first resolutions.

Pursuant to the twenty-second resolution , the total nominal amount of any marketable securities representing debt securities that may be issued under the seventeenth, eighteenth, nineteenth, twentieth and twenty-first resolutions may not exceed €5 billion.

These limits take into account the additional number of new securities to be issued in the context of the implementation of the delegations stipulated in the seventeenth, eighteenth and nineteenth resolutions, under the terms and conditions of Article L.225-135-1 of the French Commercial Code, should you adopt the twentieth resolution.

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 these transactions, 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 these transactions 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 in respect of the eighteenth and nineteenth resolutions.

Moreover, as this report does not specify the methods used to determine the issue price of the equity securities to be issued pursuant to the seventeenth and twenty-first resolutions, we cannot express an opinion on the selected items used to calculate this issue price.

As the final terms and conditions of the issues have not been determined, we do not express an opinion thereon and, as such, on the proposed cancellation of preferential subscription rights on which you are being asked to vote in the eighteenth and nineteenth resolutions.

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, in the event of issues of marketable securities representing equity securities granting access to other equity securities or granting access to debt securities, in the event of issues of marketable securities granting access to equity securities to be issued and in the event of issues of ordinary shares with cancellation of preferential subscription rights.

REPORT ON THE SHARE CAPITAL DECREASE UNDER THE TWENTY-FOURTH RESOLUTION

Pursuant to the provisions of Article L.225-10-62 of the French Commercial Code (*code de commerce*) concerning share capital decreases by cancellation of shares purchased, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed share capital decrease.

Shareholders are requested to confer all necessary powers on the Board of Directors, during a period of 26 months commencing the date of this Shareholders' Meeting, to cancel, up to a maximum of 10% of its share capital by 24-month period, the shares purchased by the Company pursuant to the authorization to purchase its own shares, as part of the provisions of the aforementioned article.

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 examining whether the reasons for and the terms and conditions of the proposed share capital decrease, which does not interfere with the equal treatment of shareholders, are due and proper.

We have no matters to report on the reasons for or terms and conditions of the proposed share capital decrease.

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 TWENTY-FIFTH 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 that of the twenty-sixth resolution of this Shareholders' Meeting and shall be deducted from the overall limit of €265 million set in the twenty-second resolution of this Shareholders' Meeting

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 de 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 TWENTY-SIXTH 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 2% of share capital set in the twenty-fifth resolution of this Shareholders' Meeting and from the overall limit of €265 million set in the twenty-second resolution of this Shareholders' Meeting.

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 and additional report, if required, should this delegation be used by your Board of Directors.

REPORT ON THE AUTHORIZATION TO GRANT EXISTING FREE SHARES TO ALL ENGIE GROUP EMPLOYEES AND CORPORATE OFFICERS (EXCEPT FOR THE CORPORATE OFFICERS OF THE COMPANY ENGIE) AND EMPLOYEES THAT ARE MEMBERS OF AN ENGIE GROUP INTERNATIONAL EMPLOYEE SHARE OWNERSHIP PLAN, UNDER THE TWENTY-SEVENTH RESOLUTION

Pursuant to the provisions of Article L.225-197-1 of the French Commercial Code (*code de commerce*), we hereby report to you on the proposed authorization to grant existing free shares of the Company to all or certain Company employees as well as corporate officers of affiliated companies or groupings under the conditions defined in Article L.225-197-2 of the French Commercial Code, with the exception of the corporate officers of the Company (it being specified that the free shares shall be granted either to all employees under a free share grant plan, or to employees who are members of an Engie Group international employee share ownership plan), a transaction on which you are asked to vote.

The total number of shares that may be granted pursuant to this authorization may not exceed 0.75% of the share capital existing on the date of the grant decision by the Board of Directors, combined with an annual sub-limit of 0.25% of the share capital, it being specified that these are the overall limit and sub-limit for all grants that may be performed pursuant to the twenty-seventh and twenty-eighth resolutions of this Shareholders' Meeting.

Based on its report, your Board of Directors asks that you confer on it, for a period of 38 months commencing the date of this Shareholders' Meeting, the authority to grant existing free shares.

It is the responsibility of the Board of Directors to prepare a report on the transaction that it wishes to carry out. Our role is to express our comments, if any, on the information presented to you on the planned transaction.

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 more specifically that the proposed procedures presented in the Board of Directors' report comply with legal provisions.

We have no comments to make on the information presented in the Board of Directors' report in connection with the proposed grant of free shares.

REPORT ON THE AUTHORIZATION TO GRANT EXISTING FREE SHARES TO CERTAIN ENGIE GROUP EMPLOYEES AND CORPORATE OFFICERS (INCLUDING THE CORPORATE OFFICERS OF THE COMPANY ENGIE) UNDER THE TWENTY-EIGHTH RESOLUTION

Pursuant to the provisions of Article L.225-197-1 of the French Commercial Code (code de commerce), we hereby report to you on the proposed authorization to grant existing free shares of the Company to certain Company employees as well as certain employees and corporate officers of affiliated groupings, including corporate officers of the Company, under the conditions defined in Article L.225-197-2 of the French Commercial Code, a transaction on which you are asked to vote.

The total number of shares that may be granted pursuant to this authorization may not exceed 0.75% of the share capital existing on the date of the grant decision by the Board of Directors, combined with an annual sub-limit of 0.25% of the share capital, it being specified that these are the overall limit and sub-limit for all grants that may be performed pursuant to the twenty-seventh and twenty-eighth resolutions of this Shareholders' Meeting.

Based on its report, your Board of Directors asks that you confer on it, for a period of 38 months commencing the date of this Shareholders' Meeting, the authority to grant existing free shares.

It is the responsibility of the Board of Directors to prepare a report on the transaction that it wishes to carry out. Our role is to express our comments, if any, on the information presented to you on the planned transaction.

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 more specifically that the proposed procedures presented in the Board of Directors' report comply with legal provisions.

We have no comments to make on the information given in the Board of Directors' report in connection with the proposed grant of free shares.

Paris-La Défense, March 4, 2024

The Statutory Auditors

ERNST & YOUNG et Autres

Charles-Emmanuel CHOSSON

Guillaume ROUGER

DELOITTE & ASSOCIÉS

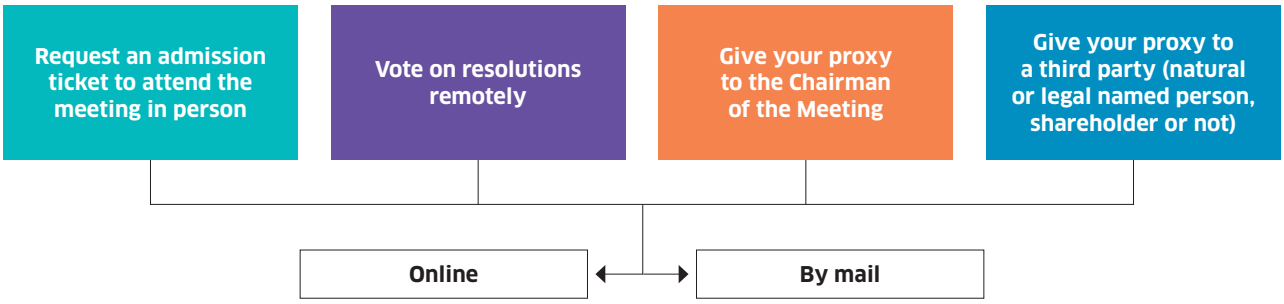
Patrick E. SUISSA

Nadia LAADOULI

8 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 ticket, you may not then choose to participate in the Shareholders' Meeting in another manner.

This right is subject to the registration of your shares in the account on the second business day preceding the Shareholders' Meeting, i.e. **Friday, April 26, 2024 at midnight (Paris time)**.

YOUR SHARES ARE REGISTERED SHARES

Your shares must, on the abovementioned date, be recorded in the registered share accounts (pure or administered) 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 Single Form attached to this Notice of Meeting or to the admission ticket 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 Friday, April 26, 2024**, 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 **Friday, April 26, 2024 at 12:00 A.M., midnight (Paris time)**, the vote cast, the proxy, the admission card or the seller's share ownership certificat 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 Friday, April 12, 2024, until 3:00 P.M. (Paris time) on Monday, April 29, 2024.

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 registered shareholder (pure or administered)

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 single 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 post 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 the intermediary that holds your account to send written confirmation to the Shareholders' Meeting Service of Société Générale at the following address: *Société Générale Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes Cedex 3, France*.

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 Monday, April 29, 2024.

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 ticket 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 TICKETS

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

If the admission ticket has not reached you by 12:00 A.M., midnight (Paris time) two working 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. For Shareholders holding bearer shares, they should also to submit their share ownership certificate that their authorized representative 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 adoption 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 post, opt for e-convocation – it's practise !

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

My account > My e-services > E-convocation to Shareholders' Meetings > Register for free

Acting together for a sustainable future!

BY MAIL

1. COMPLETE THE SINGLE FORM

Request an admission ticket to attend the meeting in person

Select the checkbox **A**

Vote on resolutions remotely

Check the box **B** **and follow the instructions.**
For resolutions presented or approved by the Board of Directors, if you wish to vote **"against"** or **"abstain,"** check the boxes **"No"** or **"Abs."** **Otherwise, your vote will be considered a "for" vote.**

Give your proxy to the Chairman of the Meeting

Select the checkbox **C**

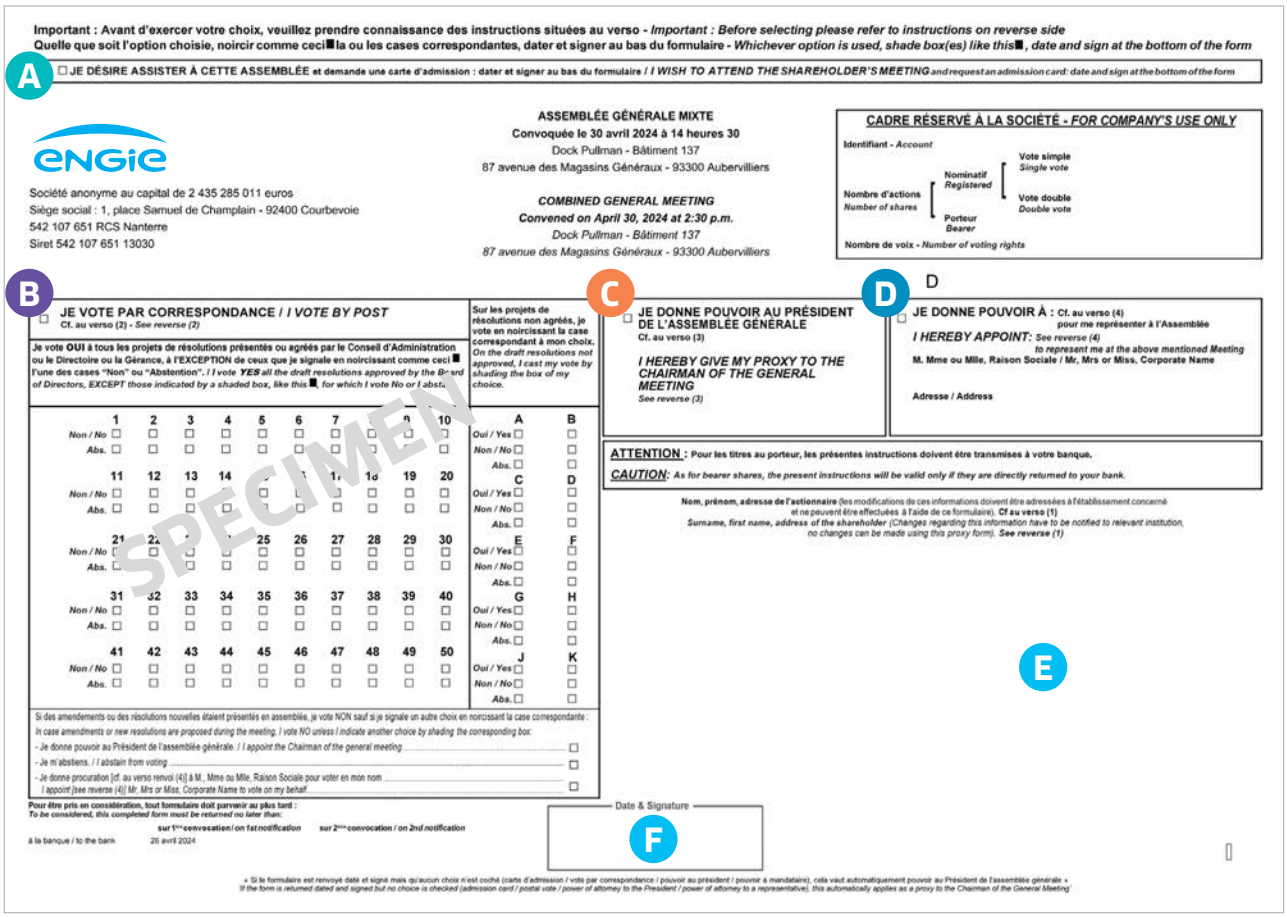
Give your proxy to a third party (natural or legal named person, shareholder or not)

Select the checkbox **D**

Whatever your choice, do not forget:

E To write your surname, fi st 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 SINGLE FORM

If you are a registered shareholder

Once completed, dated and signed, you must send the single form by means of the prepaid envelope (which is 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 single form to your account custodian intermediary, who will send it, together with a certificate of ownership, 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 Friday, April 26, 2024 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. **Tuesday, April 9, 2024**.

These questions must be sent by the **fourth (4th) working day** prior to the Shareholders' Meeting, i.e. **by 11:59 P.M. (Paris time) on Wednesday, April 24, 2024,** by recorded delivery letter with acknowledgment of receipt to the Company's registered office at ENGIE, Secrétariat Général, 1 place Samuel de Champlain, 92400 Courbevoie, France or by email to this address: **questionsecritesAG2024@engie.com**.

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

ADDITIONAL MEASURES IMPLEMENTED TO FACILITATE DIALOG WITH SHAREHOLDERS

To encourage dialog with the shareholders, and in addition to the legal provision for written questions, you will be able to ask yours questions via a dedicated online platform, **from Tuesday, April 23 to Tuesday, April 30, 2024, including during the meeting.**

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

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 30, 2024

I, the undersigned,

Ms ☐ Mr ☐

Surname (or company name): .....

First name: .....

Full address: .....

No.: ..... Street: .....

ZIP: ..... City: ..... Country: .....

wish to receive the documentation and information relating to the Ordinary and Extraordinary Shareholders' Meeting convened for April 30, 2024, as provided for by Article R.225-83 of the French Commercial Code.

☐ by post

☐ electronically, to the following email address: .....

This documentation and information is available on the Company's website www.engie.com, see particularly the dedicated section for the Ordinary and Extraordinary Shareholders' Meeting of April 30, 2024.

Signed in ....., on 2024

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.

NOTES:

Cover photo credit: Hazelwood / Positive Goods.
The Hazelwood Battery Energy Storage System was commissioned in July 2023 on the site of a former coal-fired power station and mine, and showcases ENGIE's growing BESS activities. The BESS and surrounding rehabilitation project demonstrates the Group's commitment to retire from coal-based electricity production and repurpose these sites for new energy technologies. The rehabilitation of the mine void (at the centre of picture) will deliver a safe, stable, sustainable and non-polluting site that enables productive future uses. More infos on www.hazelwoodrehabilitation.com.au
Summary: Bollène / Antoine Meysonnier

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