

Final Terms dated 30 June 2025



ENGIE

Issue of €100,000,000 0.500 per cent. Notes due 24 October 2030
to be assimilated (*assimilées*) and form a single series with the existing
€900,000,000 0.500 per cent. Notes due 24 October 2030 issued on 24 October 2019

under the Euro 40,000,000,000
Euro Medium Term Note Programme

Legal Entity Identifier: LAXUQCHT4FH58LRZDY46

MIFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023, as determined by the manufacturer, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIPs Regulation.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth under the section entitled “Terms and Conditions of the Notes” in the Base Prospectus dated 13 December 2018 which is incorporated by reference in the Base Prospectus dated 23 May 2025. This document constitutes the Final Terms of the Notes described herein for the purposes of the Regulation (EU) 2017/1129 as amended (the “**Prospectus Regulation**”) and must be read in conjunction with the Base Prospectus dated 23 May 2025 which has received approval no. 25-178 from the *Autorité des marchés financiers* (the “**AMF**”) on 23 May 2025, which constitutes a base prospectus for the purposes of the Prospectus Regulation (the “**Base Prospectus**”), save in respect of the Conditions which are extracted from the Base Prospectus dated 13 December 2018 in order to obtain all the relevant information. The Base Prospectus is available for viewing on the website of the AMF (www.amf-france.org) and of ENGIE (www.engie.com).

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| 1. | Issuer: | ENGIE |
| 2. | (i) Series Number: | 92 |
| | (ii) Tranche Number: | 2 |
| | (iii) Date on which the Notes become fungible: | The Notes will be assimilated (<i>assimilées</i>) and form a single series with the existing €900,000,000 0.500 per cent. Notes due 24 October 2030 issued by the Issuer on 24 October 2019 (the “ Existing Notes ”) as from the date of assimilation which is expected to be on or about forty (40) calendar days after the Issue Date (the “ Assimilation Date ”). |
| 3. | Specified Currency or Currencies: | Euro (“€”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | €1,000,000,000 |
| | (ii) Tranche: | €100,000,000 |
| 5. | Issue Price: | 87.836 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of €343,835.62 corresponding to accrued interest from, and including, 24 October 2024 to, but excluding, 2 July 2025. |
| 6. | Specified Denomination: | €100,000 |
| 7. | (i) Issue Date: | 2 July 2025 |
| | (ii) Interest Commencement Date: | 24 October 2024 |
| 8. | Maturity Date: | 24 October 2030 |

9.	Interest Basis:	0.500 per cent. <i>per annum</i> Fixed Rate (further particulars specified below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Make-Whole Redemption by the Issuer Issuer Residual Maturity Call Option Clean-up Call Option (further particulars specified below)
13.	(i) Status of the Notes:	Unsubordinated / Senior Notes
	(ii) Date of Board approval for issuance of Notes obtained:	Resolution of the Board of Directors (<i>Conseil d'Administration</i>) of the Issuer dated 18 December 2024 and decision of Mrs. Catherine McGregor in her capacity as <i>Directrice Générale</i> of the Issuer dated 25 June 2025

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.500 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	24 October in each year from, and including, 24 October 2025 to, and including, the Maturity Date
	(iii) Fixed Coupon Amount:	€500 per €100,000 in nominal amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	24 October in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable
17.	Inflation Linked Interest Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Call Option	Not Applicable
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19. Make-Whole Redemption by the Issuer	Applicable
(i) Notice period:	As per Conditions
(ii) Reference Rate:	German Government Bund DBR 0.00 per cent. due August 2029 (ISIN Code: DE0001102473)
(iii) Redemption Margin:	0.15 per cent.
(iv) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
20. Residual Maturity Call Option	Applicable
(i) Call Option Date:	24 July 2030
(ii) Notice period:	As per Conditions
21. Put Option	Not Applicable
22. Change of Control Put Option	Not Applicable
23. Clean-up Call Option	Applicable
(i) Clean-up Call Percentage:	75 per cent.
(ii) Early Redemption Amount:	€100,000 per Note of €100,000 Specified Denomination
24. Final Redemption Amount of each Note	€100,000 per Note of €100,000 Specified Denomination
25. Inflation Linked Notes – Provisions relating to the Final Redemption Amount	Not Applicable
25. Early Redemption Amount	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(l)) or on event of default (Condition 9):	As per Conditions
(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(h)):	Yes
(iii) Unmatured Coupons to become void upon early redemption	Not Applicable

(Materialised Bearer Notes only)
(Condition 7(f)):

- (iv) Early Redemption Amount in Not Applicable
respect of Inflation Linked Notes:

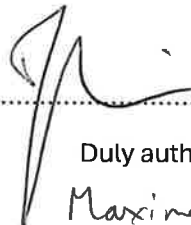
GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|------------|---|--|
| 26. | Form of Notes: | Dematerialised Notes |
| | (i) Form of Dematerialised Notes: | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent | Not Applicable |
| | (iii) Temporary Global Certificate: | Not Applicable |
| | (iv) Applicable TEFRA exemption: | Not Applicable |
| 27. | Financial Centre(s) (Condition 7(h)): | Not Applicable |
| 28. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 29. | Details relating to Instalment Notes: | Not Applicable |
| 30. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 31. | Consolidation provisions: | Not Applicable |
| 32. | Meeting and Voting Provisions (Condition 11): | No <i>Masse</i> shall apply |

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of ENGIE:

By: 
Duly authorised
Maxime Simon

PART B – OTHER INFORMATION

1. Listing and admission to trading

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.

The Existing Notes are admitted to trading on Euronext Paris since 24 October 2019.

Estimate of total expenses related to admission to trading:

€5,080

2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

S&P: BBB+

Moody's: Baa1

Fitch: BBB+

Each of S&P, Moody's and Fitch are established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended, the "**CRA Regulation**") and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website (www.esma.europa.eu/credit-rating-agencies/cra-authorisation)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

(i) Reasons for the offer:

Green Bonds - The net proceeds of the issuance of the Notes shall be used to finance or refinance, in whole or in part, existing or future Eligible Green Projects, such projects meeting eligibility criteria as set out in the Issuer's Green Financing Framework available on the Green bond section of the Issuer's website (<https://www.engie.com/en/finance/credit/green-finance>). See "Use of Proceeds" wording in Base Prospectus.

(ii) Estimated net amount of the proceeds:

€88,129,835.62

5. YIELD

Indication of yield:

3.012 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN:

FR0014010YL0 before the Assimilation Date and
FR0013455813 from, and including, the Assimilation Date.

Common Code:

310853178 before the Assimilation Date and
206932651 from, and including, the Assimilation Date.

Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

7. DISTRIBUTION

(i) Method of distribution:

Non-syndicated

(ii) If syndicated:

(A) Names of Managers:

Not Applicable

(B) Stabilisation Manager(s) if any:

Not Applicable

(iii) If non-syndicated, name and address of Dealer:

Crédit Agricole Corporate and Investment Bank
12 Place des Etats-Unis
CS 70052
92547 Montrouge Cedex
France

(iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered):

Reg. S Compliance Category 2 applies to the Notes;
TEFRA not applicable