



GENERAL SHAREHOLDERS' MEETING

MAY 20TH 2021
LA DÉFENSE



Opening

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

Agenda

- 1** **2020 Highlights Review**
Jean-Pierre CLAMADIEU
- 2** **Putting strategy into action**
Catherine MACGREGOR
- 3** **2020 Results & Outlook**
Judith HARTMANN
- 4** **Statutory auditors' report**
- 5** **Governance**
Jean-Pierre CLAMADIEU
- 6** **Questions & Answers**
Jean-Pierre CLAMADIEU
- 7** **Voting results**
Claire WAYSAND



2020 Highlights Review

Jean-Pierre CLAMADIEU

Chairman of the Board

2020, a pivotal year for ENGIE



**Responsive to the
health crisis**



**New strategic
orientations**



**An efficient
Governance**

Putting strategy into action

May 20, 2021

Catherine MacGregor
CEO



ENGIE

Roadmap for a long-term and sustainable growth

- A simple ENGIE, focused on industrial excellence with activities aligned with the major trends in the sector
- A strong commitment to the « Net-Zero Carbon » objective and ESG performance
- A new empowering organization, focused on performance
- A refocused capital allocation to support our growth in renewables and decentralized energy infrastructure

A unique position to lead an affordable, reliable and sustainable energy transition.



4 levers for repositioning in the service of operational requirements and growth

Refocusing on our
core businesses



€9-10 bn
Disposal plan

Rationalization of
the organization



From **25** BU
to **4** GBU

Improved
performance



+ €0.6 bn
Performance gains

Acceleration of
growth investments



€15-16 bn
Renewables and
infrastructures

The energy sector in a new cycle of growth

Renewables capacities



x 3.5
till 2040

Commitments for the goal "Net Zero Carbon"



Collectivities
+ 700
Companies
+ 2000

Gas in the energy transition



+ 30%
Gas fueled power
capacities in Europe till
2045

Energy systems of the future



x 3
Renewable gases demands
till 2030

A new ENGIE, refocused to serve an affordable, reliable and sustainable energy transition

Focus on
Growth

Renewables

Generating clean power

Energy Solutions

Developing low carbon distributed energy infrastructure

Focus on
Yield

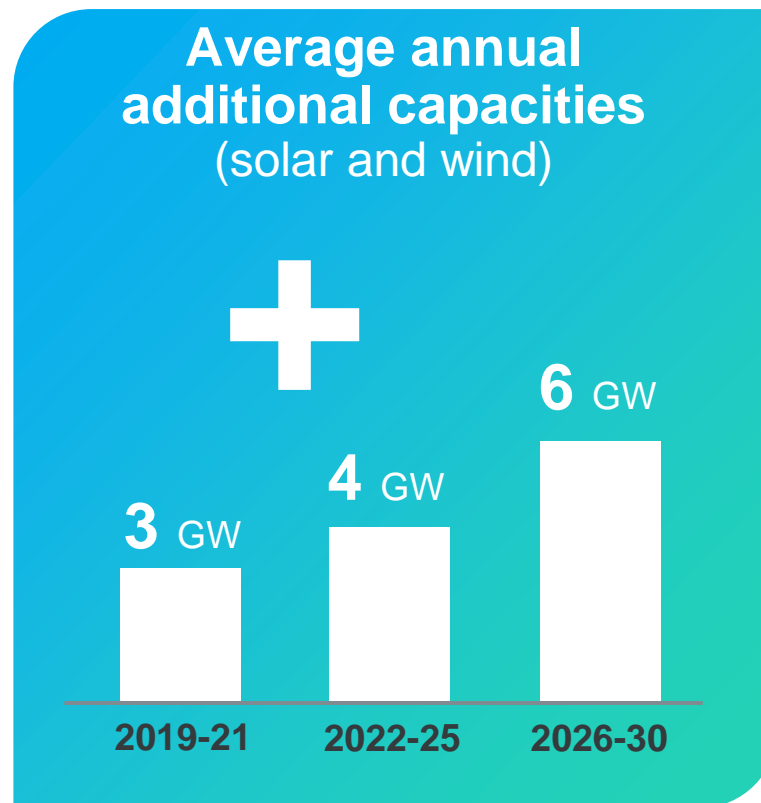
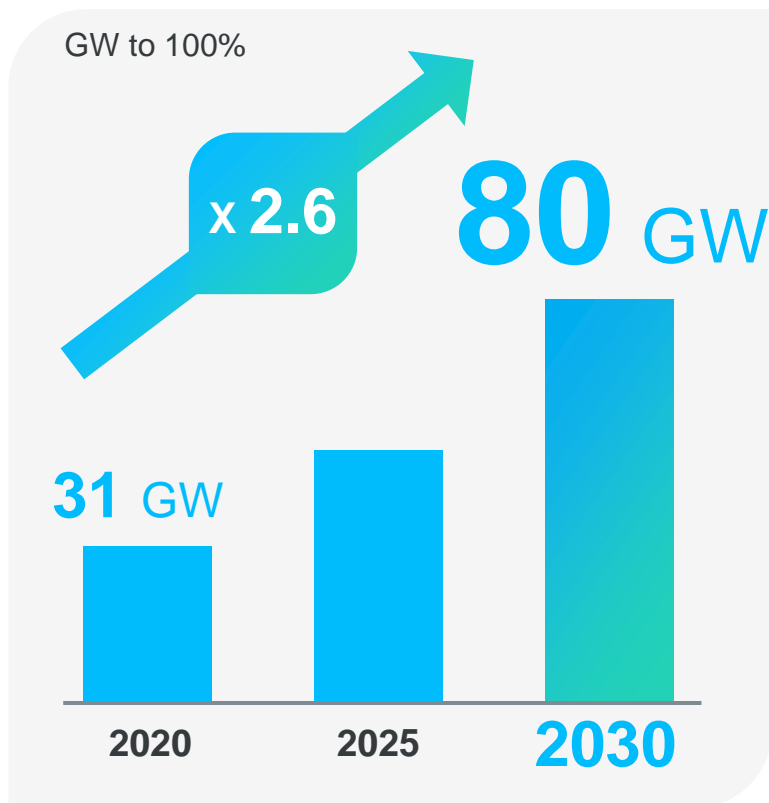
Networks

Delivering affordable energy for customers

Thermal & Supply

Providing balanced, flexible power generation

Growth acceleration in renewables



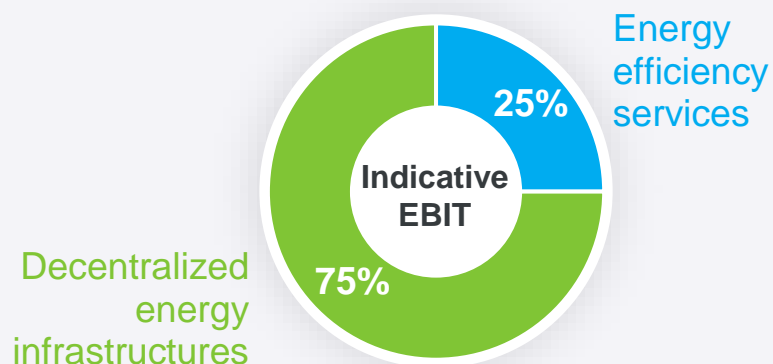
Pipeline of projects: **56 GW**

Client Solutions strategic review to create 2 leaders

Client Solutions

Energy Solutions

Leader of low carbon distributed energy infrastructures and related services



'BRIGHT'

A new leader in multi-technical services

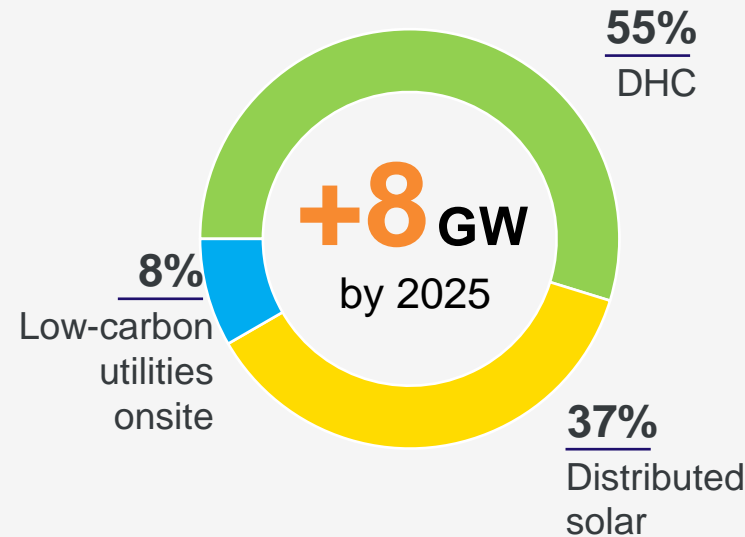
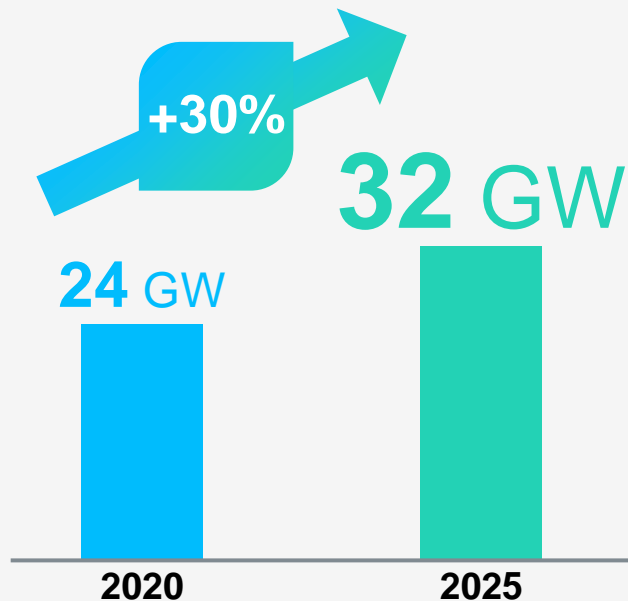
IRP consultation in progress with the following priorities:

- Establishment of independent management of 'Bright' within ENGIE on July 1
- Start of the *marketing* phase in the second semester

Energy Solutions: an ambition focused on long-term projects, such as 'infrastructure contracts'

Decentralized energy infrastructures

GW to 100 %



Pipeline of projects: €11 Bn

ENGIE pioneer of the energy systems of the future: building a strong position in renewable gases

ENGIE objectives by 2030

4 Twh of **Biomethane** in France

4 GW of **green hydrogen** production

700 km of transport networks

> 100 refueling stations

1st large-scale hydrogen production site

Yuri



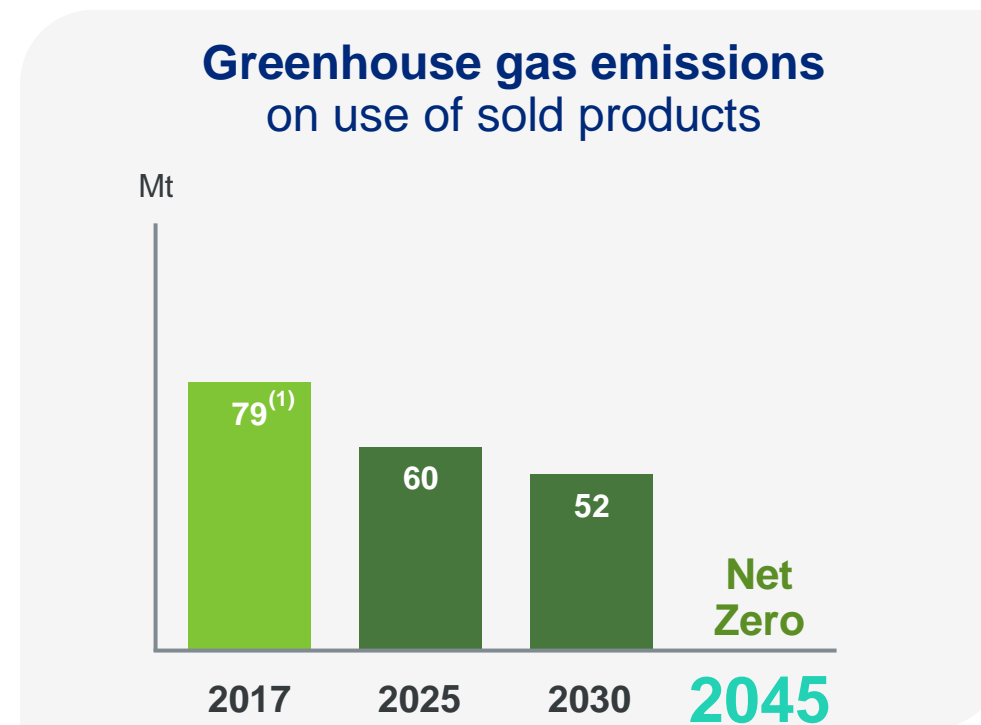
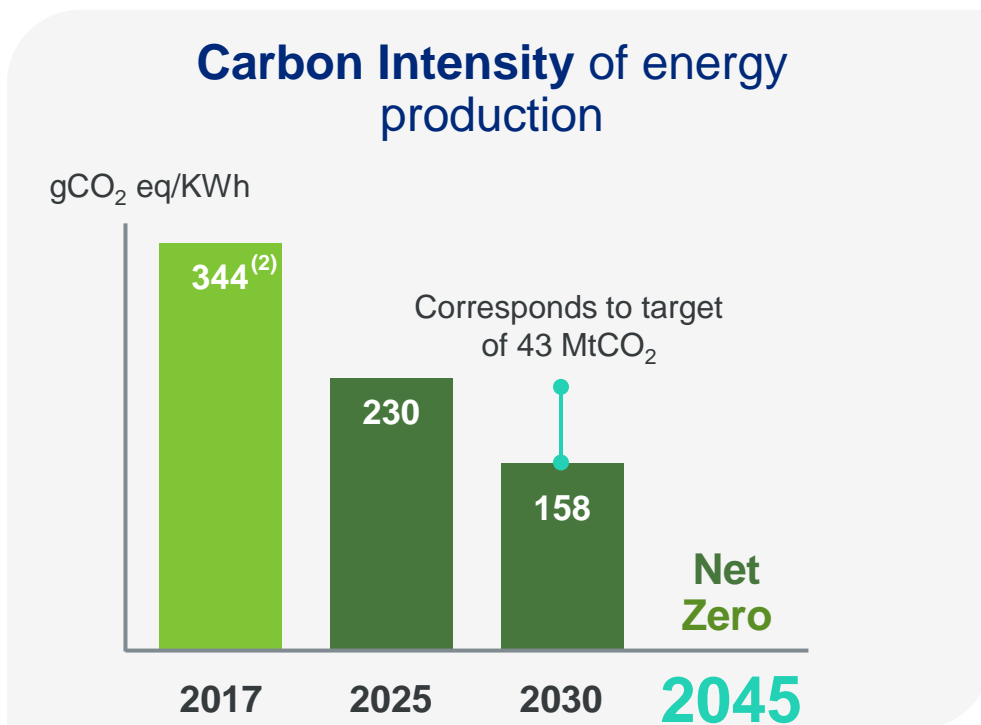
- Supply of H₂ for the production of green ammonia
- Creation of a local H₂ hub
- Electrolysis capacity up to 1.6 GW in 2030

2021 : investment decision
2023: commissioning of a first 10 MW electrolyser powered by 18 MW of on-site photovoltaics and batteries



Pipeline of projects: **8 GW** of electrolysis capacities

ENGIE commits to « Net Zero » by 2045 for all of its direct and indirect emissions⁽¹⁾

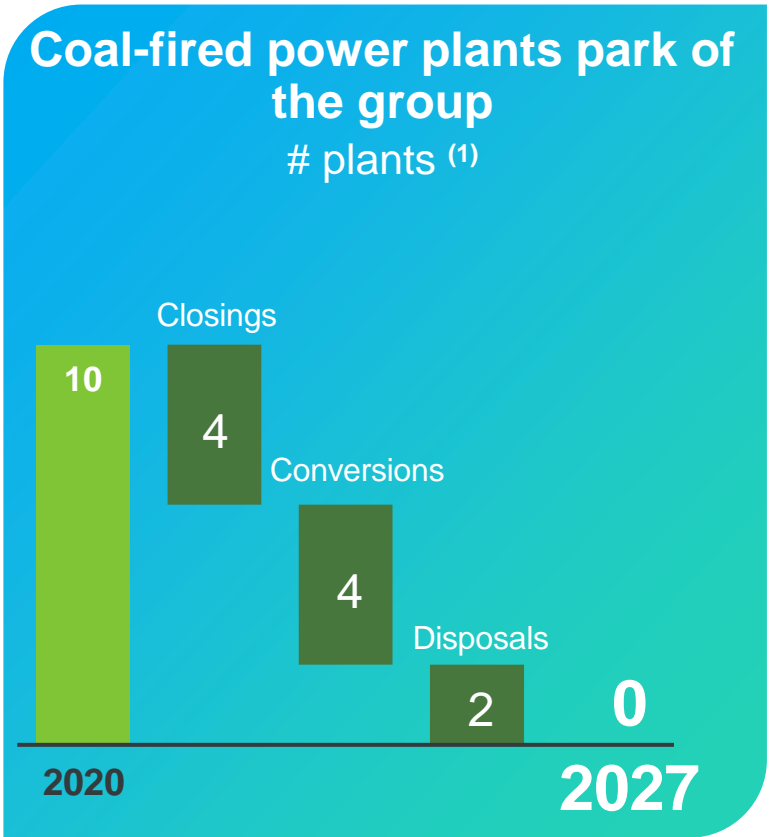


« well below 2° C » trajectory in the process of certification by « Science Based Target »

⁽¹⁾ ENGIE commits to « Net Zero » by 2045 across all scopes

⁽²⁾ 2017 being the reference for existing SBT 2° C trajectory certified 2030 targets

A reaffirmed plan to exit from coal-fired electricity production in favor of a just transition

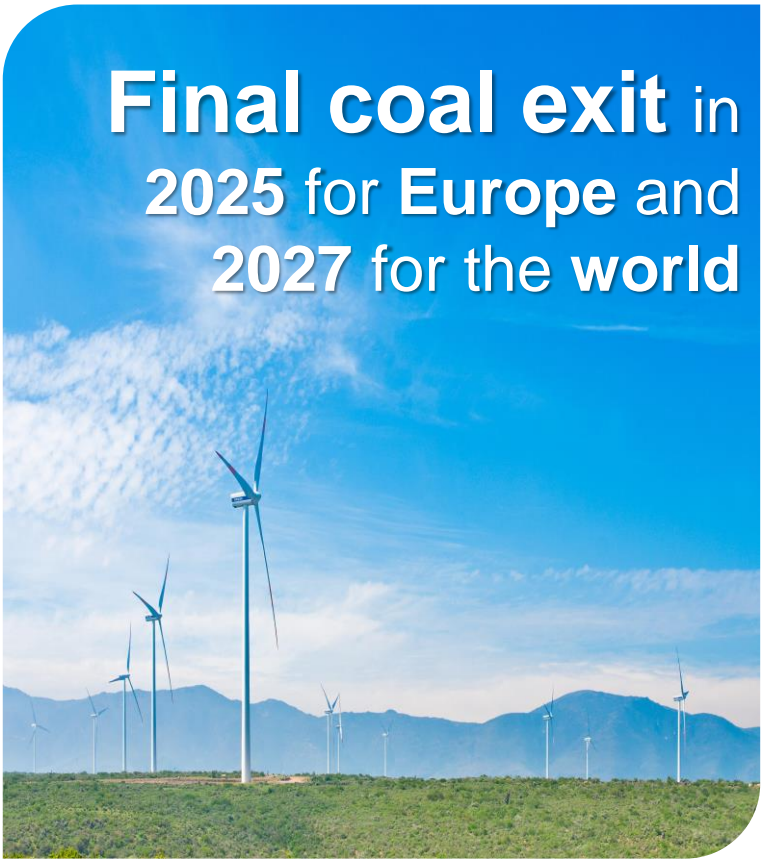


Chili's example

2018 : 1.9 GW
(60% coal)

- + 1.8 GW Renewables**
- 0.8 GW Coal production closure**
- ↻ 0.7 GW Conversion**

2025 : 3.4 GW
(60 % renewables)



Final coal exit in 2025 for Europe and 2027 for the world

⁽¹⁾ Base case of the coal exit route

ENGIE is committed as a leader in social responsibility

ENGIE's engaged and talented people are key competitive differentiation

- ENGIE prioritizes people: care, equality, development, engagement

- Employees committed to our purpose

Enhancing the performance culture

- Sharp execution through industrial KPIs

- Increased accountability

- Incentives aligned to financial and ESG criteria



83%

engaged
(+3pts versus 2019)

90%

proud to work for
ENGIE
(+10pts versus 2019)

800,000 CVs
in 2020



Source: ENGIE&Me survey 2020 - Panel : 70,000 answers (ie 53% of employees)

Financial Perspectives by 2023

Growth in net income supported by investments and performance improvements

ENGIE 2021

target NRIGs
€2.3 bn to €2.5 bn

2021 target confirmed
Total contribution of 'BRIGHT'



New ENGIE 2023

Target NRIGs⁽¹⁾
€2.7 bn to €2.9 bn

Main assumption
No contribution from 'BRIGHT' in 2023

Dividend policy: payout ratio of 65-75 %

Maintain commitment to "Strong investment grade"

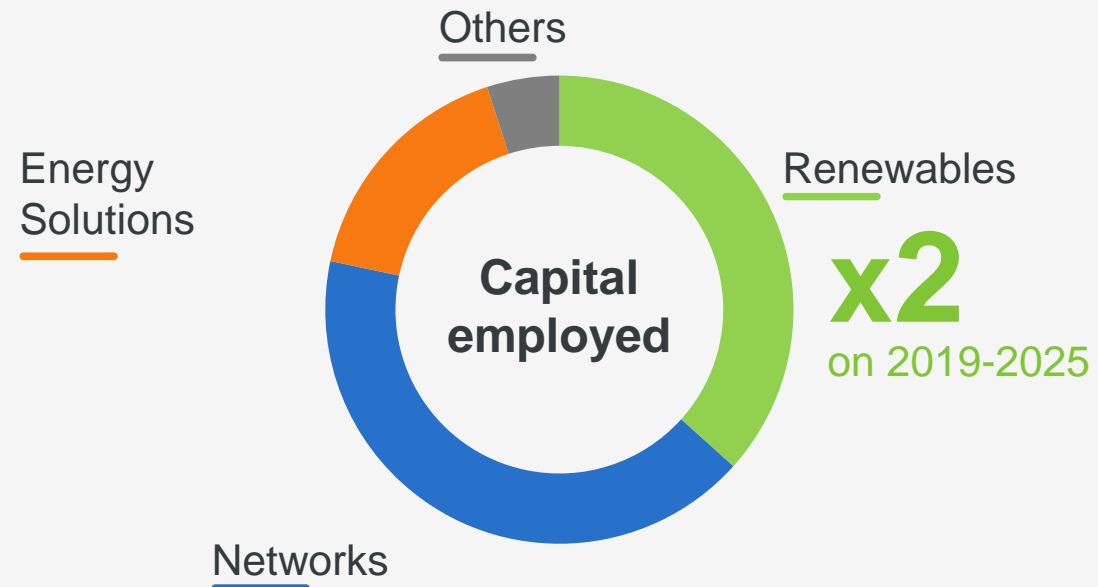
⁽¹⁾ Main assumptions for these targets and indications: average weather in France, full pass through of supply costs in French regulated gas tariffs, no major regulatory or macro-economic changes, no change in Group accounting policies, market commodity prices as of 12/31/2020, average for ex rates as follows: €/\$. 1.23 for 2021, 1.25 for 2022 and 1.26 for 2023; €/BRL: 6.27 for 2021-2023. No additional stringent lockdown and a gradual easing of restrictions over 2021.

Significant change of our portfolio of activities by 2025

ENGIE post Bright

**NRIs CAGR :
“high single digit”**

New ENGIE 2025





« ENGIE is repositioning to seize the significant growth opportunities in its markets and is fully committed to its role as an industrial leader in the energy transition »

Our strategy in action – figures – KPI

Net
Zero

2045

on our 3 scopes

Growth in renewables

3 to 4 to 6 GW

annual growth rate⁽¹⁾

Decentralized energy
infrastructures

+ 8 GW

by 2025

Simplification

4 GBU

vs 25

Performance plan

0.6 Md€

from 2021 to 2023

Green H₂
production

4 GW

in 2030

⁽¹⁾ 3 GW: 2019-2021, 4 GW: 2022-2025, 6 GW: 2026-2030

ENGIE is a **global energy player**,
focused on
Renewables
and **Infrastructures**,
supporting the
decarbonisation of its
customers

Today we are **building** the **low carbon energy system**
of tomorrow



2020 Results and outlook

Judith HARTMANN

**Executive Vice President in charge of Finance,
Corporate Social Responsibility and Procurement**



Progress at pace on new strategic direction

Group simplification

- Sale of 29.9% shareholding in SUEZ completed for €3.4bn
- Launch of **strategic reviews** for a significant part of **Customer Solutions** and **GTT**

Enhanced business mix

- **€4.0bn** of capex for **growth projects**
- Acceleration in renewables

⁽¹⁾ Net of DBSO (Develop, Build, Share and Operate) and US tax equity proceeds

Results in line with guidance, despite a year impacted by the crisis

Strong financial structure

- High level of cash of **€13.3bn at the end of 2020**

NRIs: in line with guidance

- Net Recurring Income Group share: **€1.7bn**

Proposed dividend: €0.53 / share (75% of 2020 NRIs)

2020 results impacted by health crisis and warm temperature in France

2020 results	€bn	Organic variation
Revenues	55.8	(5.7)%
EBIT	4.6	(16.4)%
Net recurring Income Group Share	1.7	(34.3)%
Net Income Group Share	(1.5)	-

Covid-19

- €1.2bn negative impact at COI level, mainly on Clients Solutions in Q2
- Strong recovery in second half of the year

Forex and temperatures in France

- Negative forex impact of €0.3bn at EBIT level
- €0.16bn negative impact of temperatures in France at EBIT level

Main non-recurring items

- Impairment of nuclear assets for €2.9bn
- Capital gain of €1.7bn on the sale of 29.9% of our shares in Suez

Contrasting trends in operating results

EBIT, organic evolution

Renewables	+10.8%
Networks	(14.0)%
Client Solutions	(57.6)%
Thermal	+1.4%
<i>Supply</i>	(65.5)%
Nuclear	+64.7%

- **Renewables:** good performance **from commissioning, wind and hydro**
- Significant impact of the **Covid-19** crisis on **Clients Solutions** and energy sales (**Supply**)
- **Thermal:** resilience due to good performance of **European assets**
- **Nuclear:** strong growth due to **lower operating costs** and **higher captured prices**

A strong financial structure

Net financial debt

as of December 31, 2020

€22.5bn

(€25.9bn at the end of 2019)

Liquidity

as of December 31, 2020

€23.0bn

(€20.6bn at the end of 2019)

Average cost of gross debt

2.38%

(2.70% in 2019)

Including **€13.3**bn of cash

(€10.8bn at the end of 2019)

Shared Value Creation

Shareholders

€0.53 / share⁽¹⁾

Dividends
i.e. 75% of 2020 NRIGs

Companies

€35bn

Purchases

Employees

€11.8bn

Compensations and
social security contributions

States and local authorities

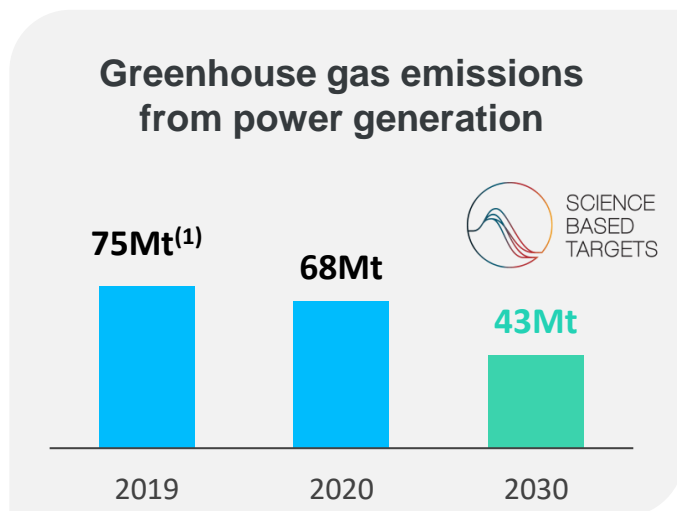
€1.8bn

Taxes & Duties

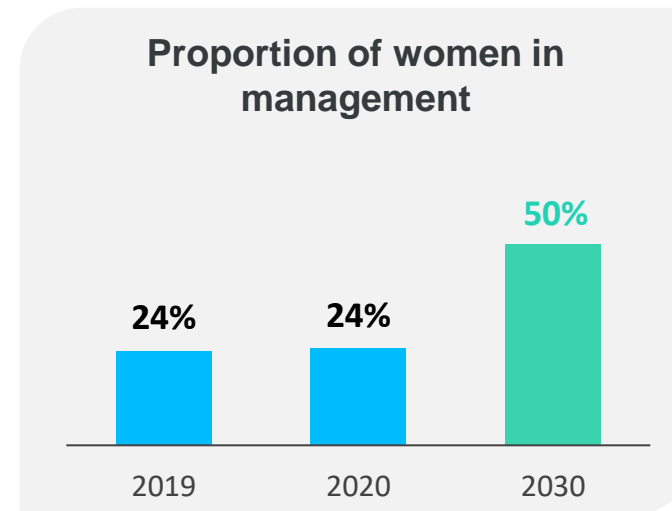
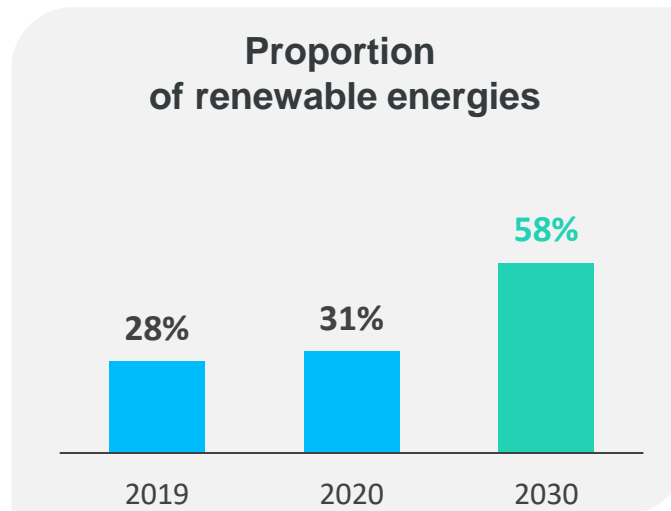
⁽¹⁾ Proposal submitted to the General Meeting of May 20, 2021
GENERAL SHAREHOLDERS' MEETING MAY 20th 2021

CSR: a key success factor and a lever for value creation

3 key objectives



⁽¹⁾ 2019 proforma figure excluding emissions from steelmaking gases



Commitment and performance recognised by the external community



Strong growth in Q1 2021, 2021 guidance reaffirmed

Q1 results

EBIT Q1 2021:

€2.1bn

+ 10% organic

Strong operational

cash flow generation: **€1.7**bn

Stable net debt:

€22.5bn

2021 guidance reaffirmed

EBIT indicative range:

€5.2-5.6bn

NRIGs indicative range

€2.3-2.5bn

Dividend:

Unchanged payout ratio

between **65-75%** on NRIGs

Credit rating:

“Strong investment grade” rating

Medium term outlook⁽¹⁾

Indicative range EBIT 2023:

€5.7-6.1bn

Guidance range NRIGs 2023:

€2.7-2.9bn

Credit rating:

“Strong investment grade” rating

Dividend:

Payout ratio

between 65-75% NRIGs

Introduction of a
dividend floor

€0.65
per share

⁽¹⁾ Main assumptions for these targets and indications: average weather in France for 2021, full pass through of supply costs in French regulated gas tariffs, no major regulatory or macro-economic changes, no change in Group accounting policies, market commodity prices as of 12/31/2020, average forex for 2021: €/€: 1.23; €/BRL: 6.27, up to €0.1bn dilution effect at the EBIT level from c. €2bn disposals in addition to previously signed transactions. Projections assumes no additional stringent lockdowns and a gradual easing of restrictions over 2021

An aerial photograph of a dense mangrove forest. The landscape is a complex network of winding, light-colored water channels that meander through thick, vibrant green vegetation. The perspective is from a high angle, looking down on the intricate patterns of the water and land.

Statutory auditor's report

Statement by the Statutory Auditors

STATUTORY AUDITORS' REPORTS

Reports submitted under the resolutions of the Ordinary General Meeting

- **Report on the consolidated financial statements**
(Resolution 2)
- **Report on the annual financial statements**
(Resolution 1)
- **Special report on regulated agreements**
(Resolution 4)

Reports submitted under the resolutions of the Extraordinary General Meeting

- **Reports on capital transactions**
(Resolutions 16 to 19)



Governance

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

Intense activity of the Board of Directors in 2020

1 Chairman
(independent)



Jean-Pierre Clamadieu

5 Independent Directors



Fabrice Brégier



Françoise
Malrieu



Ross McInnes



Marie-José
Nadeau



Lord Ricketts
of Shortlands

13 members

40%⁽¹⁾ of women

67%⁽²⁾
Independent Directors

16 meetings

98% attendance

1 Director
representing French
State
(appointed by
decree)



Isabelle Bui

2 Directors nominated by
French State



Patrice Durand



Mari-Noëlle
Jégo-Laveissière

3 Directors
representing employees



Christophe Agogué



Alain Beullier



Philippe Lepage

1 Director representing
employee-
shareholders



Christophe Aubert

⁽¹⁾ In assessing the ratio of women to men on Boards of Directors, the law stipulates, at the date of this report, that Directors who are employee representatives – who are not elected by the Shareholders' Meeting – are not taken into account

⁽²⁾ In assessing the ratio of Independent Directors within the Board of Directors, the Afep-Medef Code stipulates that Directors representing employees and employee shareholders are not taken into account

Appointment of Stéphanie Besnier as Director representing the State appointed by decree



Stéphanie Besnier

44
French nationality

- Polytechnic university
- “Corps des Ponts”
- DEA in economic analysis and policy
- IFA certified

■ Since May 1, 2021

Executive Vice President of “Agence des Participations de l’Etat “

■ From 2018 to 2021

Wendel, Associate Director co-responsible for the European investment activity and in charge of venture and late stage investments

■ From 2007 to 2018

Wendel, Chargée d'affaires, then Investment Director (2010), Director (2014), Senior Director (2016)

■ From 2004 to 2007

Ministry of Finance, Department of Treasury, Business Manager in the railway sector at the “Agence des Participations de l’Etat “

■ From 2003 to 2004

Ministry of Finance, Treasury Department, Deputy Head of Multilateral Affairs Office on Latin American topics

Improving the functioning of the Board

Positive aspects

- Important decisions made in a complex environment
- Independence of the Board and its Chairman
- Quality of information
- Rising attendance rate

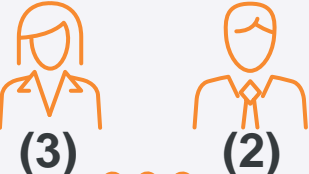
Focus for 2021

- Implementation of the strategy
- Creation of financial and extra-financial value
- Confidentiality
- Continuation of the dynamic and positive collaboration between the CEO, the Executive Committee and the Board of Directors


Strong involvement of committees

Audit Committee


Chair
Marie-José Nadeau



100%
attendance




75%
independent⁽¹⁾




(7 meetings)
+ 2 in common with the SITC⁽²⁾

Appointments, Compensation and Governance Committee


Chair
Françoise Malrieu



100%
attendance



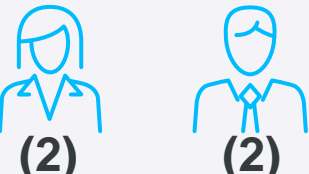
75%
independent⁽¹⁾




(11 meetings)

Ethics, Environment and Sustainable Development Committee


Chairman
Ross McInnes



100%
attendance




67%
independent⁽¹⁾




(4 meetings)

Strategy, Investment and Technology Committee


Chairman
Jean-Pierre Clamadieu



96%
attendance



60%
independent⁽¹⁾



(6 meetings)
+ 2 in common with the AuditC⁽²⁾

⁽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

⁽²⁾ Strategy, Investment and Technology Committee

Agenda

16 ordinary resolutions

« Classic » resolutions

- Approval of the financial statements, appropriation of net income and declaration for fiscal year, share buyback, legal formalities

Resolution on regulated agreements

- A resolution on regulated agreements and commitments entered into and previously approved by the Shareholders' Meeting that continued last year

Governance resolutions

- Appointment of Catherine MacGregor as a director for a period of four years (i.e. until the end of the 2025 AGM ruling on the 2024 financial statements)
- Appointment of a director representing employee shareholders (one resolution for each candidate)

« Say on Pay » resolutions

- 4 resolutions relating to the compensation of corporate officers (ex post)
- 3 resolutions relating to the vote on the remuneration policy (ex ante)

4 extraordinary resolutions

Employee shareholding

- 2 resolutions relating to capital increases reserved for employees (PEE and international employee shareholding)
- Long term incentive : 2 resolutions relating to the allocation of free shares (global plan and discretionary plan)

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Appointment of Catherine MacGregor as Director



Catherine MacGregor

48
French nationality

- Ecole Centrale Paris
- Shares held: 15,000
- Chief Executive Officer

■ **Since January 2021**

Chief Executive Officer

■ **From 2019 to 2020**

Technip Energies, President, member of the Executive Committee of TechnipFMC Group

■ **From 2017 to 2019**

Schlumberger, President of the drilling activity

■ **From 2013 to 2016**

Schlumberger, President Europe & Africa

■ **From 2007 to 2013**

Schlumberger, positions of international responsibility, notably as group HR director or at the head of strategic activities

■ **From 1995 to 2007**

Schlumberger, various positions

Appointment of the Director representing employee shareholders



Jacinthe Delage

Candidate FCPE Link France

44

French nationality

- ESSEC
- Shares held: 353 + 640 (FCPE)
- Head of the Legal Department (ENGIE RESEAUX)
- Areas of expertise:
 - Law (energy, environment, public and private partnerships, public procurement, competition)
 - Ethics (compliance)
 - Representation and negotiation



Steven Lambert

Candidate FCPE Link International

47

Belgian nationality

- Economics and business sciences
- Shares held: 1,150 + 23 (FCPE) + 163 free shares
- Marketing and Sales Department (ENGIE BENELUX)
- Areas of expertise:
 - Energy – Services
 - Business management
 - Several local political mandates & various union mandates in Belgium

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Compensation

Françoise Malrieu

Chair of the Appointments, Compensation and
Governance Committee

Compensation of corporate officers

Say on pay resolutions - ex post

■ Ninth resolution

Approval of information relating to the compensation of corporate officers paid in 2020 or awarded for the same year

■ Tenth Resolution

Approval of the total compensation and benefits of any kind paid during fiscal year 2020, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors

■ Eleventh Resolution

Approval of the total compensation and benefits of any kind paid to Isabelle Kocher, Chief Executive Officer, during the period from January 1 to February 24, 2020, or allocated for the same period

■ Twelfth Resolution

Approval of the total compensation and benefits in kind paid to Claire Waysand, Chief Executive Officer, during the period from February 24 to December 31, 2020, or allocated for the same period

Say on pay resolutions - ex ante

■ Thirteenth Resolution

Approval of the compensation policy for Directors

■ Fourteenth Resolution

Approval of the compensation policy for the Chairman of the Board of Directors

■ Fifteenth Resolution

Approval of the compensation policy for the Chief Executive Officer

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Approval of the total compensation and benefits of any kind paid during fiscal year 2020, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors
- **Eleventh Resolution**
Approval of the total compensation and benefits of any kind paid to Isabelle Kocher, Chief Executive Officer, during the period from January 1 to February 24, 2020, or allocated for the same period
- **Twelfth Resolution**
Approval of the total compensation and benefits in kind paid to Claire Waysand, Chief Executive Officer, during the period from February 24 to December 31, 2020, or allocated for the same period

Say on pay resolutions - ex ante

- **Thirteenth Resolution**
Approval of the compensation policy for Directors
- **Fourteenth Resolution**
Approval of the compensation policy for the Chairman of the Board of Directors
- **Fifteenth Resolution**
Approval of the compensation policy for the Chief Executive Officer

2020 compensation of acting CEO

Fixed Salary

€550,000 for 1 year

Claire Waysand was CEO from the 24th of February until the 31st of December

€458,333

Annual Variable

	Weight	Achievement		
NRIGs	50%	0%	TARGET (on a 12-month basis)	550,000
COI	25%	0%	TOTAL ACHIEVEMENT	70.58%
Economic Net Debt	25%	150%	<i>Annual variable FOR 12 months</i>	388,190
Quantitative Criteria	65%	37.5%	Annual variable from February 24th to December 31st	323,491
Qualitative Criteria	35%	132%	Management of the interim period	400,000

€723,491

Performance Shares

60,000 performance shares

Will be granted in 2024 if performance criteria are met, one third each, relating to NRIGs, ROCE and TSR

€566,400

Compensation of corporate officers

Say on pay resolutions - ex post

- **Ninth resolution**
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- **Eleventh Resolution**
Approval of the total compensation and benefits of any kind paid to Isabelle Kocher, Chief Executive Officer, during the period from January 1 to February 24, 2020, or allocated for the same period
- **Twelfth Resolution**
Approval of the total compensation and benefits in kind paid to Claire Waysand, Chief Executive Officer, during the period from February 24 to December 31, 2020, or allocated for the same period

Say on pay resolutions - ex ante

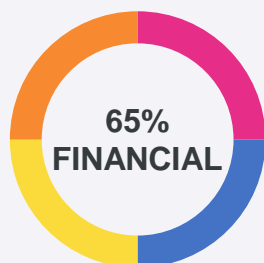
- **Thirteenth Resolution**
Approval of the compensation policy for Directors
- **Fourteenth Resolution**
Approval of the compensation policy for the Chairman of the Board of Directors
- **Fifteenth Resolution**
Approval of the compensation policy for the Chief Executive Officer

CEO compensation policy

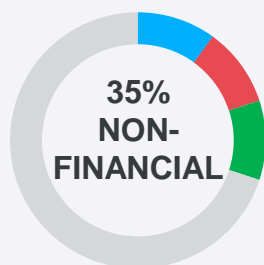
Fixed salary €1m

Annual variable

Target: 100% of the fixed salary
(Maximum: 140%)



- 25% NRIGs
- 25% Economic Net Debt
- 25% COI
- 25% Free Cash Flow

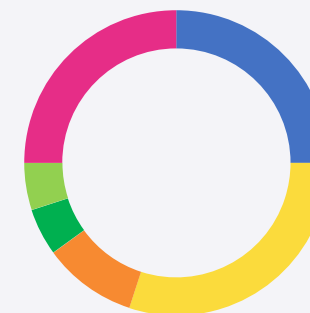


- 10% CO₂ emissions
- 10% Injury rate
- 10% CSR ratings
- 70% Other objectives

Long term incentive

120,000 performance units

- 25% NRIGs
 - 25% Total Shareholder Return
 - 30% ROCE
 - 10% CO₂ emissions
 - 5% Women in management positions
 - 5% Renewable energy
- } 20% non-financial criteria



Complementary pension plan

Annual employer contribution equal to 25% of the sum of the fixed salary and paid annual variable

Severance payment⁽¹⁾

Up to 2 years of remuneration if the performance criteria linked to the annual variable compensation of the 2 previous years have been met by at least 90%, on average

Non-Compete Agreement

- 1 year
- Severance payment and non-compete Agreement may not combined exceed 2 years of remuneration⁽¹⁾

⁽¹⁾ As per AFEP MEDEF code

Agenda

16 ordinary resolutions

« Classic » resolutions

- Approval of the financial statements, appropriation of net income and declaration for fiscal year, share buyback, legal formalities

Resolution on regulated agreements

- A resolution on regulated agreements and commitments entered into and previously approved by the Shareholders' Meeting that continued last year

Governance resolutions

- Appointment of Catherine MacGregor as a director for a period of four years (i.e. until the end of the 2025 AGM ruling on the 2024 financial statements)
- Appointment of a director representing employee shareholders (one resolution for each candidate)

« Say on Pay » resolutions

- 4 resolutions relating to the compensation of corporate officers (ex post)
- 3 resolutions relating to the vote on the remuneration policy (ex ante)

4 extraordinary resolutions

Employee shareholding

- 2 resolutions relating to capital increases reserved for employees (PEE and international employee shareholding)
- Long term incentive : 2 resolutions relating to the allocation of free shares (global plan and discretionary plan)

Questions & Answers

Voting results

Claire WAYSAND

Executive Vice President in charge of Corporate Secretariat, Strategy,
Research & Innovation, Communication

First resolution

2020 Company financial statements

—Approval of transactions and the parent Company financial statements for fiscal year 2020

2 276 077 271
Votes cast



Pour

99,96 %

861 515

Contre

0,04 %

1 304 416

Abstention

-

Approved



Second resolution

2020 Consolidated financial statements

—Approval of the consolidated financial statements for fiscal year 2020

2 276 236 180
Votes cast



Pour

99,98 %

552 371

Contre

0,02 %

1 454 651

Abstention

-

Approved



Third resolution



■ Appropriation of net income and declaration of dividend for fiscal year 2020

- The purpose of this resolution is to allocate the income and set the ordinary dividend per share at €0.53 and the additional loyalty dividend per share at €0.053 attributable to 261,035,225 registered shares for at least two years as of 12/31/2020.
- Date of declaration of the dividend: May 24, 2021
- Date of payment: May 26, 2021

2 175 261 126
Votes cast



Pour

95,50 %

102 490 284



Contre

4,50 %

491 792

Abstention

-

Approved

Fourth resolution

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

Approval by the Shareholders' Meeting of regulated agreements pursuant to Article L.225-38 of the French Commercial Code concluded into previously and continuing their effect in 2020, mentioned in the statutory auditors' report

2 247 893 382
Votes cast



Pour

98,68 %

29 970 628

Contre

1,32 %

379 192

Abstention

-

Approved



Fifth resolution

- **Renewal of the authorization of the Board of Directors to trade in the Company's shares**
 - Maximum purchase price: €30
 - Maximum number of shares purchased during the program and maximum stake at any time: 10% of the share capital
 - Maximum aggregate amount of purchases: €7.3 billion.
 - This resolution may not be used in case of a takeover bid on the Company's shares
 - Authorization period: 18 months

2 263 887 283
Votes cast



Pour

99,41 %

13 483 674

Contre

0,59 %

872 245

Abstention

-

Approved



Sixth resolution

■ Appointment of Mrs Catherine MacGregor as a Director

—Term of office: four years expiring at the close of the Ordinary Shareholders' Meeting convened in 2025 to approve the financial statements for the year ended December 31, 2024

2 247 980 237
Votes cast



Pour

98,71 %

29 356 389

Contre

1,29 %

906 438

Abstention

-

Approved



Seventh resolution



■ Appointment of a Director representing employee shareholders (Jacinthe Delage)

—Term of office: four years expiring at the close of the Ordinary Shareholders' Meeting convened in 2025 to approve the financial statements for the year ended December 31, 2024

1 943 677 806
Votes cast



Pour

85,92 %

318 472 212



Contre

14,08 %

16 093 184

Abstention

-

Eighth resolution



■ Appointment of a Director representing employee shareholders (Steven Lambert)

—Term of office: four years expiring at the close of the Ordinary Shareholders' Meeting convened in 2025 to approve the financial statements for the year ended December 31, 2024

1 579 853 332

Votes cast



Pour

69,74 %

685 591 621



Contre

30,26 %

12 798 249

Abstention

-

Ninth resolution

- Approval of the informations relating to the compensation of corporate officers paid for the fiscal year 2020 or allocated for the same fiscal year and mentioned in Article L.22-10-9 of the Commercial Code

—Ex post vote on all the compensation paid or awarded to the corporate officers for the fiscal year 2020

2 238 036 200
Votes cast



Pour

98,29 %

38 979 315

Contre

1,71 %

1 227 687

Abstention

-

Approved



Tenth resolution

- Approval of total compensation and benefits of all kind paid for the fiscal year 2020 or allocated for the same fiscal year to Jean-Pierre Clamadieu, Chairman of the Board of Directors

—Shareholders are requested to approve the components of compensation paid or awarded for fiscal year 2020 to Jean-Pierre Clamadieu, Chairman of the Board of Directors as described in Section 4.4. of the 2020 Universal Registration Document

2 274 118 079
Votes cast



Pour

99,87 %

3 041 452

Contre

0,13 %

1 083 671

Abstention

-

Approved



Eleventh resolution



- Approval of total compensation and benefits of all kind paid to Isabelle Kocher, Chief Executive Officer for the period from 1st January to 24th February 2020 or allocated for the same period

— Shareholders are requested to approve the components of compensation paid or awarded to Isabelle Kocher, Chief Executive Officer for the period from 1st January to 24th February 2020 or allocated for the same period, as described in Section 4.4 of the 2020 Universal Registration Document

1 673 524 913
Votes cast



Pour

76,24 %

521 523 471



Contre

23,76 %

83 194 798



Abstention

-

Approved

Twelfth resolution



- Approval of total compensation and benefits of all kind paid to Claire Waysand, Chief Executive Officer for the period from 24th February to 31st December 2020 or allocated for the same period

—Shareholders are requested to approve the components of compensation paid or awarded to Claire Waysand, Chief Executive Officer for the period from 24th February to 31st December 2020 or allocated for the same period, as described in Section 4.4 of the 2020 Universal Registration Document

2 033 287 169

Votes cast



Pour

92,57 %

163 205 988



Contre

7,43 %

81 750 045



Abstention

-

Approved

Thirteenth resolution

Approval of the Directors' remuneration policy

—Shareholders are requested to approve, pursuant to Article L.22-10-8 of the French Commercial Code, the remuneration policy for Directors, as described in Section 4.4 of the 2020 Universal Registration Document

2 196 882 490
Votes cast



Pour

99,87 %

2 771 508

Contre

0,13 %

78 589 204

Abstention

-

Approved

Fourteenth resolution

■ Approval of the Chairman of the Board of Directors' remuneration policy

—Shareholders are requested to approve, pursuant to Article L.22-10-8 of the French Commercial Code, the remuneration policy for the Chairman of the Board of Directors, as described in Section 4.4 of the 2020 Universal Registration Document

2 275 024 215
Votes cast



Pour

99,91 %

2 148 600

Contre

0,09 %

1 070 387

Abstention

-

Approved



Fifteenth resolution

Approval of the Chief Executive Officer's remuneration policy

—Shareholders are requested to approve, pursuant to Article L.22-10-8 of the French Commercial Code, the remuneration policy for the Chief Executive Officer, as described in Section 4.4 of the 2020 Universal Registration Document

2 112 225 761
Votes cast



Pour

96,02 %

87 529 934



Contre

3,98 %

78 487 369



Abstention

-

Approved



Sixteenth resolution



■ Issuance of shares reserved for employee members of ENGIE employee shareholding plan

- Maximum nominal amount: 2% of share capital; this amount shall count against the €265 million overall ceiling set in the 24th Resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.
- Ceiling common to issuances under the 16th and 17th Resolutions: 2% of share capital.
- Deprives of effect the authorization previously granted by the 27th Resolution of the May 14, 2020 Shareholders' Meeting.
- Issue price: average opening share price over the 20 trading days preceding the date of the decision, reduced by a discount which may not exceed the maximum discount allowed by the legislation in force at the time of the implementation of the delegation.
- Authorized period: 26 months.

2 244 932 849
Votes cast



Pour

98,55 %

33 013 762

Contre

1,45 %

201 408

Abstention

-

Approved

Seventeenth resolution

■ Issuance of shares reserved for a category of beneficiaries as part of the implementation of an ENGIE Group international employee shareholding plan

- Maximum nominal amount: 0.5% of share capital ; this amount shall count against the €265 million overall ceiling set in the 24th Resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.
- Ceiling common to issuances under the 16th and 17th Resolutions: 2% of share capital.
- Deprives of effect the authorization previously granted 28th Resolution of the May 14, 2020 Shareholders' Meeting.
- Issue price: average opening share price over the 20 trading days preceding the date of the decision, reduced by a discount which may not exceed the maximum discount allowed by the legislation in force at the time of the implementation of the delegation.
- Authorized period: 18 months.

2 243 197 980
Votes cast



Pour

98,48 %

34 733 266

Contre

1,52 %

217 271

Abstention

-

Approved



Eighteenth resolution

- Authorization for the Board of Directors to award bonus shares to all employees and officers of ENGIE group companies (except for executive corporate officers of the ENGIE Company) and to employees participating in an international employee shareholding plan of ENGIE group

- Maximum amount: 0.75% of the share capital as of the decision date, common to the 18th and 19th Resolutions. This ceiling is combined with an annual sub-ceiling of 0,25% of the share capital
- Minimal vesting period: 2 years
- Authorized period: 38 months

2 221 578 587
Votes cast



Pour

97,53 %

56 269 567

Contre

2,47 %

300 363

Abstention

-

Approved



Nineteenth resolution

- Authorization for the Board of Directors to award bonus shares to some employees and officers of ENGIE Group companies (except for corporate officers of the ENGIE company)

- Maximum amount: 0,75% of the share capital as of the decision date, common to the 18th and 19th Resolutions. This ceiling is combined with an annual sub-ceiling of 0,25% of the share capital
- Minimal vesting period: 3 years
- Authorized period: 38 months

2 212 297 127
Votes cast



Pour

97,13 %

65 387 628

Contre

2,87 %

463 762

Abstention

-

Approved



Twentieth resolution

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

2 276 005 433
Votes cast

AGO



Pour

99,92 %

1 857 471

Contre

0,08 %

285 613

Abstention

-

Approved



Thank you
for attending
2021 General Shareholders' Meeting

