

Final Terms dated 29 June 2026



ENGIE

Issue of €850,000,000 3.375 per cent. Senior Green Notes due 1 July 2032

under the

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 each 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 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 manufacturers’ 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 manufacturers’ 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 each 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 manufacturers’ 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 manufacturers’ 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 (the “**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 “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been or will be 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 PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold, distributed or otherwise made available to and, should not be offered, sold, distributed 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 either one (or both) of the following: (i) not 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 European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook (“DISC”) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

NOTIFICATION UNDER SECTION 309B(1)(c) OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE (THE “SFA”) – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations”), the Issuer has determined the classification of the Notes as “capital markets products other than prescribed capital markets products” (as defined in the CMP Regulations) and “Specified Investment Products” (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the “Terms and Conditions of the Senior Notes” set forth in the Base Prospectus dated 22 May 2026 which has received approval no. 26-163 from the *Autorité des marchés financiers* (the “AMF”) on 22 May 2026, which constitutes a base prospectus for the purposes of the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”), (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus 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).

1. Issuer: ENGIE
2. (i) Series Number: 128
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro (“€”)
4. Aggregate Nominal Amount:
 - (i) Series: €850,000,000
 - (ii) Tranche: €850,000,000
5. Issue Price: 99.722 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: €100,000
7. (i) Issue Date: 1 July 2026
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 1 July 2032
9. Interest Basis: 3.375 per cent. *per annum* 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
Residual Maturity Call Option
Clean-up Call Option
(further particulars specified below)
13. (i) Status of the Notes: Senior Notes
(ii) Date of Board approval for issuance of Notes obtained: Resolution of the Board of Directors (*Conseil d’Administration*) of the Issuer dated 10 December 2025 and decision of Mrs. Catherine MacGregor in her capacity as *Directrice Générale* of the Issuer dated 24 June 2026.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions	Applicable
(i) Rate of Interest:	3.375 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date
(ii) Interest Payment Date(s):	1 July in each year from and including 1 July 2027 to and including the Maturity Date.
(iii) Fixed Coupon Amount:	€3,375 per €100,000 in nominal amount.
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Dates:	1 July 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
19. Make-Whole Redemption by the Issuer	Applicable
(i) Notice period:	As per Conditions
(ii) Reference Bond:	German Government Bund DBR 0 per cent. due 15 February 2032 (ISIN Code: DE0001102580)
(iii) Reference Dealers:	As per Conditions
(iv) Similar Security:	As per Conditions
(v) Method of determination of the Make-Whole Redemption Rate:	Reference Screen Rate
(vi) Reference Screen Page:	Bloomberg HP page for the Reference Security (with the settings "Mid YTM" and "Daily").
(vii) Make-Whole Redemption Margin:	+0.15 per cent.
(viii) Make-Whole Calculation Agent	DIIS Group
20. Acquisition Event Call Option	Not Applicable
21. Residual Maturity Call Option	Applicable
(i) Residual Maturity Call Option Date:	1 April 2032
(ii) Notice period:	As per Conditions

22.	Put Option	Not Applicable
23.	Change of Control Put Option	Not Applicable
24.	Clean-up Call Option	Applicable
	(i) Clean-up Call Percentage:	75 per cent.
	(ii) Early Redemption Amount:	€100,000 per Note
25.	Final Redemption Amount of each Note	€100,000 per Note
26.	Inflation Linked Notes – Provisions relating to the Final Redemption Amount	Not Applicable
27.	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(i)) or for illegality (Condition 6(m)):	As per Conditions
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(i)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable
	(iv) Early Redemption Amount in respect of Inflation Linked Notes:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28.	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
29.	Financial Centre(s) (Condition 7(h)):	Not Applicable
30.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable

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| 31. | Details relating to Instalment Notes: | Not Applicable |
| 32. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 33. | Consolidation provisions: | Not Applicable |
| 34. | 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: [Jean-Marc TURCHINI](#)
[Head of Corporate Finance](#)
Duly authorised



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.

Estimate of total expenses related to admission to trading: €8,000.00
2. **RATINGS**

Ratings:

The Notes to be issued have been rated:

S&P: BBB+

Pursuant to S&P definitions, an obligation rated “BBB” exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor’s capacity to meet its financial commitments on the obligation. Ratings from “AA” to “CCC” may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories.

Moody’s: Baa1

Pursuant to Moody’s definitions, obligations rated “Baa” are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The addition of the modifier “1” indicates that the obligation ranks in the higher end of its generic rating category.

Fitch: A-

Pursuant to Fitch’s definitions, an “A” rating denotes expectations of low credit risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifiers “+” or “-” may be appended to a rating to denote relative status within major rating categories.

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 are 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).

S&P, Moody’s and Fitch are not established in the United Kingdom and have each not applied for registration under Regulation (EC) No 1060/2009 (as amended) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”), but are endorsed by S&P Global Ratings UK Limited, Moody’s Investors Service Limited and Fitch Ratings Limited, respectively, which are established in the United Kingdom, registered under the UK CRA Regulation and included in the list of credit rating agencies registered in accordance with the list of registered and certified credit ratings agencies published on the website of the UK Financial Conduct Authority (www.fca.org.uk/firms/credit-rating-agencies#section-certified-credit-rating-agencies).

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

Save as discussed in “Subscription and Sale” in the Base Prospectus and save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer: Green Bonds - It is the intention of the Issuer to use an amount equal to the net proceeds to finance or refinance part of the acquisition of 100% of UK Power Networks, a pure player in transmission and distribution of electricity, and/or to finance or refinance, in whole or in part, existing or future Eligible Green Projects, as defined in the Issuer’s Green Financing Framework available together with the Second Party Opinion on the Issuer’s website: <https://www.engie.com/en/finance/credit/green-finance>.

Estimated net amount of the proceeds: €846,107,000

5. YIELD

Indication of yield: 3.427 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: FR0014019L14

Common Code: 342920721

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: Syndicated

(ii) If syndicated:

(A) Names of Managers: BANCO BILBAO VIZCAYA ARGENTARIA, S.A.
CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK

BARCLAYS BANK IRELAND PLC
CRÉDIT INDUSTRIEL ET COMMERCIAL S.A.
J.P. MORGAN SE
LA BANQUE POSTALE
SOCIÉTÉ GÉNÉRALE
STANDARD CHARTERED BANK AG

CHINA CONSTRUCTION BANK (EUROPE) S.A.
INDUSTRIAL AND COMMERCIAL BANK OF CHINA
(EUROPE) S.A., PARIS BRANCH
LANDESBANK BADEN-WÜRTTEMBERG
WELLS FARGO SECURITIES EUROPE, S.A.

- (B) Stabilisation Manager(s) if any: CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK
- (iii) If non-syndicated, name and address of Dealer: Not Applicable
- (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
- (v) Singapore Sales to Institutional Investors and Accredited Investors only: Applicable