Press release

27 February 2026

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ENGIE announces the success of its c.€3 billion capital increase to finance partially the acquisition of UK Power Networks, the UK's best-in-class electricity distribution network

ENGIE SA (the "Company") has successfully placed 107,142,857 new shares (the "New Shares", representing c.4.4% of the share capital of the Company prior to the issue) in an offering by way of an accelerated bookbuilding. The New Shares will be issued in a capital increase without shareholders' preferential subscription rights (the "Capital Increase") at a price of EUR 28.00 per share resulting in gross proceeds of approximately 3 billion euros before deduction of commissions and expenses.

The subscription price is set at €28.00 per New Share (including €1.00 of par value and €27.00 of issue premium), representing a discount of c.3.2% on the last closing price prior to the announcement of the launch of the Capital Increase on 27 February 2026.

Use of proceeds

The net proceeds from the Capital Increase will be used to finance partially the acquisition of UK Power Networks (the "Acquisition") and will contribute to ENGIE's commitment to maintain its strong investment grade credit rating. The funding of the Acquisition, which is expected to close in mid-2026, has been fully underwritten by a bridge facility provided by Bank of America and BNP PARIBAS. For further details of the Acquisition, please see the Company's announcement of 25 February 2026.

Key terms and timetable of the capital increase

The Capital Increase has been carried out without shareholders' preferential subscription rights nor priority subscription period pursuant to the authorisation granted by the Company's combined shareholders' general meeting held on 30 April 2024 (19th resolution) and in accordance with the provisions of Article L.411-2 (1) of the French *Code monétaire et financier*. The New Shares have been offered exclusively to qualified investors (as defined in Regulation (EU) 2017/1129, as amended (the "Prospectus Regulation")) in a private placement by way of an accelerated bookbuilding process.

The New Shares will bear current dividend rights and will be immediately assimilated with the Company's existing shares. The New Shares will benefit from any dividend (related to the 2025 financial year), with the record date for payment occurring from (and including) the date the New Shares are delivered. The New Shares will trade under the same ISIN code as the Company's existing shares, FR0010208488, on the regulated markets of Euronext in Paris and Brussels and of the Luxembourg Stock Exchange.

The French State, holding c.23.6% of the Company's share capital prior to the launch of the Capital Increase, did not participate in the Capital Increase.

Settlement of the Capital Increase is expected to take place on or around 3 March 2026.

Lock-up undertaking

As part of the Capital Increase, ENGIE has agreed to a lock-up period of 180 calendar days following the settlement date of the Capital Increase, subject to customary exceptions and waiver by the Joint Global Coordinators.

Dilution

For illustrative purposes only, a shareholder holding 1% of the Company's share capital[1] as of 27 February 2026, and not subscribing to the Capital Increase, would hold c.0.96% of the share capital following the issue of the New Shares pursuant to the Capital Increase.

Public information & Risk factors

Neither the offer of the new shares nor their admission to trading on the regulated markets of Euronext Paris, Euronext Brussels or the Luxembourg Stock Exchange is subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers* - the "AMF").

Detailed information on the Company, including its business, results, perspectives and related risk factors to which the Company is exposed, are described in the Company's universal registration document for the financial year ended 31 December 2024, filed by the Company with the AMF under No. D.25-0091 on 13 March 2025 and the Company's full-year 2025 results press release and 2025 activity report dated 25 February 2026, which includes the unaudited consolidated financial statements of the Company as at and for the twelve months ended 31 December 2025, the Company's press release relating to the Acquisition and the related presentation, together with the Company's other press releases and regulated information concerning the Company, which are all available on the Company's website (https://www.engie.com/en/finance).

The realization of all or part of these risks factors may have an adverse effect on the activities, the financial situation, the results, the development or the perspectives of the Company.

Certain risk factors relating to the Capital Increase and the Acquisition are summarized in the launch press release published by the Company on 27 February 2026.

[1] Comprised of 2,435,285,011 ordinary shares as at 27 February 2026 (including treasury shares).

Financial intermediaries and legal advisors

BofA Securities and BNP PARIBAS acted as Joint Global Coordinators and Joint Bookrunners in the Capital Increase, and Barclays Bank Ireland PLC, Crédit Agricole Corporate and Investment Bank, J.P. Morgan and Société Générale acted as Joint Bookrunners. Rothschild & Co acted as independent financial advisor. Cleary Gottlieb Steen & Hamilton LLP acted as counsel to the Company and Allen Overy Shearman Sterling LLP acted as counsel to the Joint Bookrunners.

About ENGIE

ENGIE is a major player in the energy transition, whose purpose is to accelerate the transition towards a carbon-neutral economy. With more than 90,000 employees in 30 countries, the Group covers the entire energy value chain, from production to infrastructures and sales. ENGIE combines complementary activities: renewable electricity and green gas production, flexibility assets (notably batteries), gas and electricity transmission and distribution networks, local energy infrastructures (heating and cooling networks) and the supply of energy to individuals, local authorities and businesses. Every year, ENGIE invests on average €12 billion to drive forward the energy transition and achieve its net-zero carbon goal by 2045.

Turnover in 2025: €71.9 billion. The Group is listed on the Paris and Brussels stock exchanges (ENGI) and is represented in the main financial indices (DJSI World, Euronext Sustainable - Europe 120 / France 20, CAC 40 ESG, MSCI EMU ESG screened, MSCI EUROPE ESG Universal Select, Stoxx Europe 600 ESG-X).

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This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell new shares to any person in the United States of America, Canada, Australia, Japan or South Africa or in any jurisdiction to whom or in which such offer is unlawful, and the offering of the New Shares is not an offer to the public in any jurisdiction including France, other than to qualified investors within the meaning of the Prospectus Regulation, or an offer to retail investors.

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In member states of the European Economic Area (the "EEA"), this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of the Prospectus Regulation ("Qualified Investors").

In the United Kingdom, the distribution of this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of paragraph 15 of Schedule 1 of the Public Offers and Admissions to Trading Regulations 2024, (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) who fall within Article 49(2)(A) to (D) of the Order, or (iii) to whom it may otherwise lawfully be communicated (all such persons together with Qualified Investors in the EEA being referred to herein as "Relevant Persons"). This press release is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this press release relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

This press release (a) does not constitute a prospectus, a product disclosure statement or any other form of "disclosure document" under the Corporations Act 2001 of the Commonwealth of Australia ("Corporations Act"); (b) has not been, is not required to be, nor will it be, lodged as a disclosure document with the Australian Securities and Investments Commission ("ASIC"), the Australian Securities Exchange operated by ASX Limited or any other regulatory body or agency in Australia, and is not required to nor does it purport to, and does not, include all of the information required of a disclosure document under the Corporations Act; and (c) may not be provided in Australia other than to select investors ("Exempt Investors") who are able to demonstrate that they (i) fall within one or more of the categories of investors under section 708 of the Corporations Act to whom an offer may be made without disclosure under Chapter 6D of the Corporations Act, or (ii) are otherwise a person to whom a disclosure document is not required under the Corporations Act.

This press release may not be made available, and the New Shares may not be directly or indirectly offered for subscription or purchased or sold, and no invitations to subscribe for, or buy, the New Shares may be issued, and no draft or definitive offering memorandum, advertisement or other offering material relating to any New Shares may be distributed, received or published in Australia, except where a disclosure document is not required to be given to investors under Chapter 6D of the Corporations Act or is otherwise in compliance with all applicable Australian laws and regulations. By submitting an application for the New Shares, each purchaser or subscriber of New Shares in Australia represents and warrants to the Company, the Joint Bookrunners and their affiliates that they are an Exempt Investor.

As any offer of New Shares is made without a disclosure document in Australia under Chapter 6D of the Corporations Act, the offer of those New Shares for resale in Australia within 12 months from their issue may require a disclosure document to be given to investors if none of the exemptions in the Corporations Act applies to that resale. By applying for the New Shares each purchaser or subscriber of New Shares undertakes to the Company and the Joint Bookrunners that the purchaser or subscriber will not, for a period of 12 months from the date of issue or purchase of the New Shares, offer, transfer, assign or otherwise alienate those New Shares to investors in Australia except in circumstances where a disclosure document not required under the Corporations Act or where a compliant disclosure document is prepared and lodged with ASIC.

This press release contains general information only and should not be taken as financial product advice and has been prepared as general information only, without consideration for your particular investment objectives, financial circumstances or particular needs. The persons referred to in this press release may not hold Australian financial services licences and may not be licensed to provide financial product advice. No “cooling-off” regime will apply to an acquisition of any New Shares. Before making any investment decision, prospective investors should assess whether the acquisition of New Shares is appropriate in light of their financial circumstances or seek professional advice.

BofA Securities Europe SA (“BofASE”), with registered address at 51 rue La Boétie, 75008 Paris, France, is registered under no. 842 602 690 RCS Paris. In accordance with the provisions of the French *Code Monétaire et Financier* (Monetary and Financial Code), BofASE is an *établissement de crédit et d’investissement* (credit and investment institution) that is authorised and supervised by the European Central Bank and the Autorité de Contrôle Prudentiel et de Résolution (“ACPR”), and regulated by the ACPR and the AMF.

BNP PARIBAS’s registered address is at 16, boulevard des Italiens, 75009 Paris, France and it is registered under no. 662 042 449 RCS Paris. BNP PARIBAS is an *établissement de crédit et d’investissement* (credit and investment institution) that is authorised and supervised by the European Central Bank and the ACPR, and regulated by the ACPR and the AMF.

Each of the Joint Bookrunners is acting exclusively for the Company and no-one else in connection with the Capital Increase. They will not regard any other person as their respective clients in relation to the Capital Increase and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Capital Increase, the content of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Capital Increase, the Joint Bookrunners and any of their respective affiliates may take up a portion of the new shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such new shares and other securities of the Company or related investments in connection with the Capital Increase or otherwise. Accordingly, references to the New Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Joint Bookrunners and any of their respective affiliates acting in such capacity. In addition, the Joint Bookrunners and any of their respective affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Joint Bookrunners and any of their respective affiliates may from time to time acquire, hold or dispose of New Shares. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

A communication that a transaction is or that the book is “covered” (i.e. indicated demand from investors in the book equals or exceeds the amount of the new shares being offered) is not any indication or assurance that the book will remain covered or that the transaction and new shares will be fully distributed by the Joint Bookrunners. The Joint Bookrunners reserve the right to take up a portion of the new shares in the Capital Increase as a principal position at any stage at their sole discretion, inter alia, to take account of the objectives of the Company, MiFID II requirements and in accordance with allocation policies.

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