

Final Terms dated 20 October 2026



ENGIE

Issue of €90,000,000 Floating Rate Green Notes due October 2030 (the “Notes”)
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 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 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.

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 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.

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:	132
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro (“€”)
4.	Aggregate Nominal Amount:	
	(i) Series:	€90,000,000
	(ii) Tranche:	€90,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	€100,000
7.	(i) Issue Date:	22 October 2026
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	Interest Payment Date falling on or nearest to 22 October 2030
9.	Interest Basis:	3-month EURIBOR + 0.68 per cent. Floating 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:	Not Applicable
13.	(i) Status of the Notes:	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 10 December 2025 and decision of Mrs. Catherine MacGregor in her capacity as <i>Directrice Générale</i> of the Issuer dated 15 October 2026.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Not Applicable
15.	Floating Rate Note Provisions	Applicable
	(i) Interest Period(s):	As per Conditions
	(ii) Specified Interest Payment Dates:	22 January, 22 April, 22 July and 22 October in each year, commencing on 22 January 2027, up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iii) below

(iii) Business Day Convention:	Modified Following Business Day Convention
(iv) Business Centre(s):	T2
(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vi) Interest Period Date(s):	As per Conditions
(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(viii) Screen Rate Determination:	Applicable
– Reference Rate:	3-month EURIBOR
– Observation Look-Back Period:	Not Applicable
– p:	Not Applicable
– Interest Determination Date(s):	Two (2) T2 Business Days prior to the first (1 st) day in each Interest Accrual Period
– SONIA Screen Page:	Not Applicable
– SONIA Rate of Interest Determination:	Not Applicable
– Observation Shift Days:	Not Applicable
– Relevant Screen Page:	Reuters EURIBOR01
– EUR CMS combination formula:	Not Applicable
– m:	Not Applicable
– n:	Not Applicable
(ix) ISDA Determination:	Not Applicable
(x) Margin(s):	+ 0.68 per cent. <i>per annum</i>
(xi) Minimum Rate of Interest:	As per Conditions
(xii) Maximum Rate of Interest:	Not Applicable
(xiii) Day Count Fraction:	Actual/360

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| 16. | Zero Coupon Note Provisions | Not Applicable |
| 17. | Inflation Linked Interest Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 18. | Call Option | Not Applicable |
| 19. | Make-Whole Redemption by the Issuer | Not Applicable |
| 20. | Acquisition Event Call Option | Not Applicable |
| 21. | Residual Maturity Call Option | Not Applicable |
| 22. | Put Option | Not Applicable |
| 23. | Change of Control Put Option | Not Applicable |
| 24. | Clean-up Call Option | Not Applicable |
| 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 other 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

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| 28. | Form of Notes: | Dematerialised Notes |
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	(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
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: 

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:** €4,400
- 2. RATINGS**
- Ratings: The Notes to be issued are expected to be 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 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 (<https://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 Dealer, 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

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, an Eligible Green Project in accordance with the Issuer's Green Financing Framework, 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/investors/fixed-income/green-bonds>

Estimated net amount of the proceeds: €89,964,000

5. PERFORMANCE OF RATES

Historic interest rates:

Details of performance of EURIBOR rates can be obtained, but not free of charge, from Reuters

Benchmarks:

Amounts payable under the Notes will be calculated by reference to EURIBOR which is provided by the European Money Markets Institute.

As at the date hereof, the European Money Markets Institute appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks

Regulation (Regulation (EU) 2016/1011), as amended (the “**Benchmarks Regulation**”).

6. OPERATIONAL INFORMATION

ISIN:	FR001401BOZ3
Common Code:	354612151
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:	SMBC Bank EU AG Neue Mainzer Straße 52-58 60311 Frankfurt am Main Germany
(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