

# GENERAL SHAREHOLDERS' MEETING

# 2017





—  
**OPENING**  
—

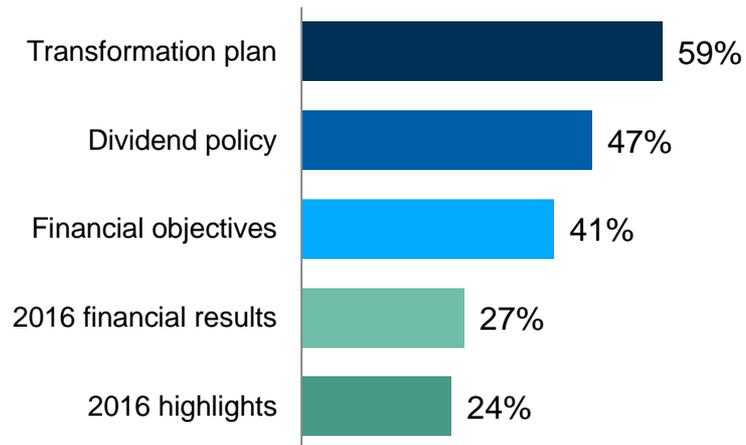
- Resolutions submitted to the **Ordinary Shareholders' Meeting**
  - Approval of the Company financial and consolidated financial statements for fiscal year 2016, allocation of net income and declaration of dividend for 2016, regulated commitments and agreements, commitment relating to the retirement benefits of Isabelle Kocher, Chief Executive Officer, authorization of the Board of Directors to trade in the Company's shares **(Resolutions 1 to 6)**
  - Ratification of the provisional appointment of Patrice Durand as a Director, appointment of a Director representing employee shareholders pursuant to Article 13.3 2) of the bylaws **(Resolutions 7 to 9)**
  - Say on Pay related to Gérard Mestrallet and Isabelle Kocher **(Resolutions 10 to 12)**
  - Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to the Executive Corporate Officers **(Resolution 13)**

- Resolutions submitted to the **Extraordinary Shareholders' Meeting**
  - Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, with preferential subscription rights waived, for the benefit of ENGIE group employee savings plan members and in favor of any entity constituted as part of the implementation of an international employee shareholding plan of the ENGIE Group **(Resolutions 14 to 15)**
  - Authorization for the Board of Directors to award bonus shares to all employees and officers of ENGIE group companies (except for corporate officers of the ENGIE Company), to employees participating in an international employee shareholding plan of the ENGIE Group and to some employees and officers of ENGIE Group companies -except for executive corporate officers of the ENGIE company- **(Resolutions 16 to 17)**
  - Powers for completion of formalities **(Resolution 18)**

# LISTENING TO OUR STAKEHOLDERS

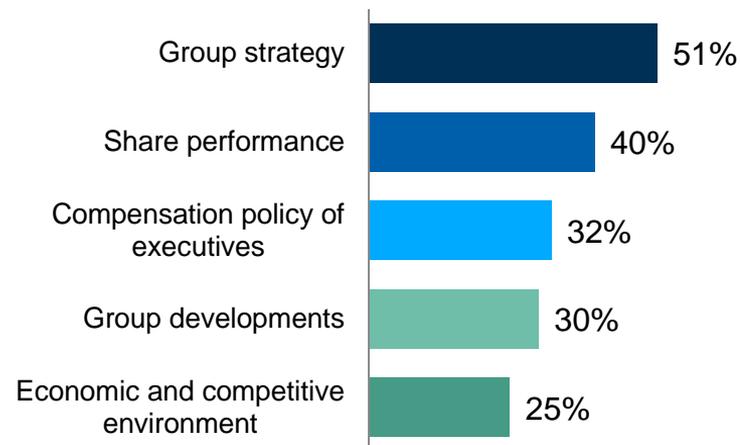
## TOPICS TO BE STUDIED FURTHER POST FULL YEAR RESULTS

*In % of respondents*



## MAIN TOPICS TO BE TREATED DURING THE GENERAL MEETING

*In % of respondents*



# AGENDA

- A strategy adapted to the new world of energy
- Ahead of schedule on the transformation plan
- 2016 Results in line with guidance
- Share price
- A balanced governance
- Presentation of resolutions
- Dialogue with shareholders
- Vote on resolutions

A female worker in a blue uniform and green hard hat is working on industrial equipment at a port facility. She is wearing glasses and has a walkie-talkie around her neck. The background shows a large body of water with several ships in the distance. The ENGIE logo is visible in the top right corner.

ENGIE

—  
A STRATEGY ADAPTED TO  
THE NEW WORLD OF ENERGY  
—

# A WORLD ON THE ROAD TO THE ENERGY REVOLUTION



# A STRATEGY BASED ON 3 BUSINESSES

3 historical strenght...



Low CO<sub>2</sub> power generation

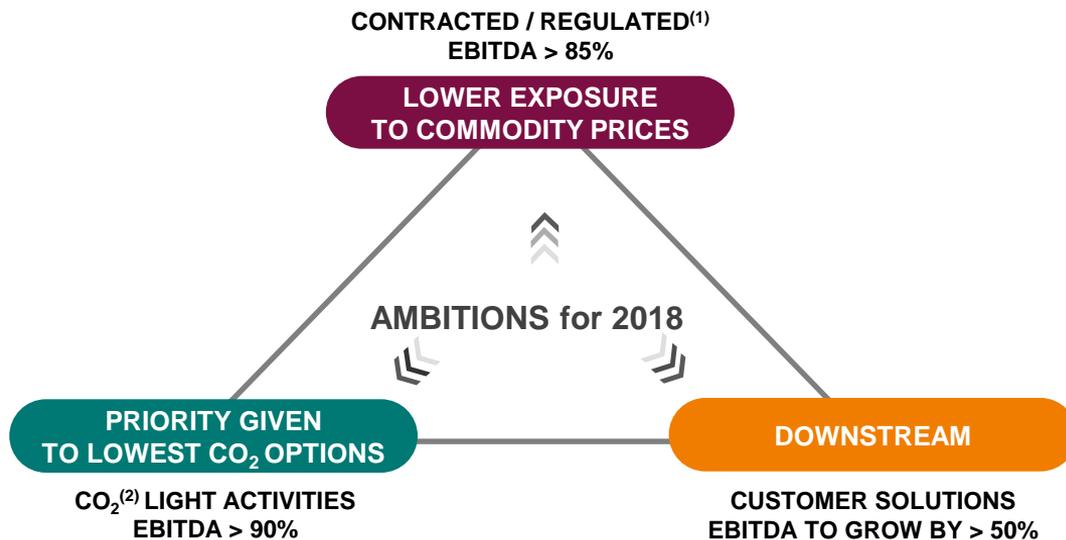


Global infrastructure



Customer solutions

... that support the Group transformation



(1) Excluding merchant power generation, E&P and LNG supply & sales

(2) Low CO<sub>2</sub> power generation, gas infrastructures & LNG, downstream

# ENGIE, A COMMITTED PLAYER

## RAPPORT DE LA MISSION

PASCAL CANFIN • ALAIN GRANDJEAN • GÉRARD MESTRALLET  
remis à **Ségolène Royal, Présidente de la COP 21**

Juillet 2016



**MARRAKECH** COP22 | CMP12  
UN CLIMATE CHANGE CONFERENCE 2016

#FixTheETS  
22 Novembre 2016

### L'INITIATIVE MAGRITTE:

**Agissons maintenant  
pour améliorer  
le marché européen  
du carbone !**

centrica | enel | ENGIE  
E.ON | GasTerra | IBERDROLA | innogy



The background of the entire image shows a male worker in a dark blue high-visibility jacket and a light blue hard hat. He is looking towards the right, with his hand resting on a large solar panel. The scene is set outdoors under a clear blue sky with a bright sun creating a lens flare effect. The solar panels are arranged in a grid pattern that recedes into the distance.

AHEAD OF SCHEDULE ON THE  
TRANSFORMATION PLAN



**ENGie**  
**LEADER**  
OF THE  
**NEW ENERGY WORLD**



## 1. SELECTIVE AND COHERENT

100% of our activities in line with the new energy world



### TARGETS 2016-2018

€15 bn of disposals

€22 bn of investments

## 2. PRECURSOR



€1.5 bn of developments

## 3. AGILE

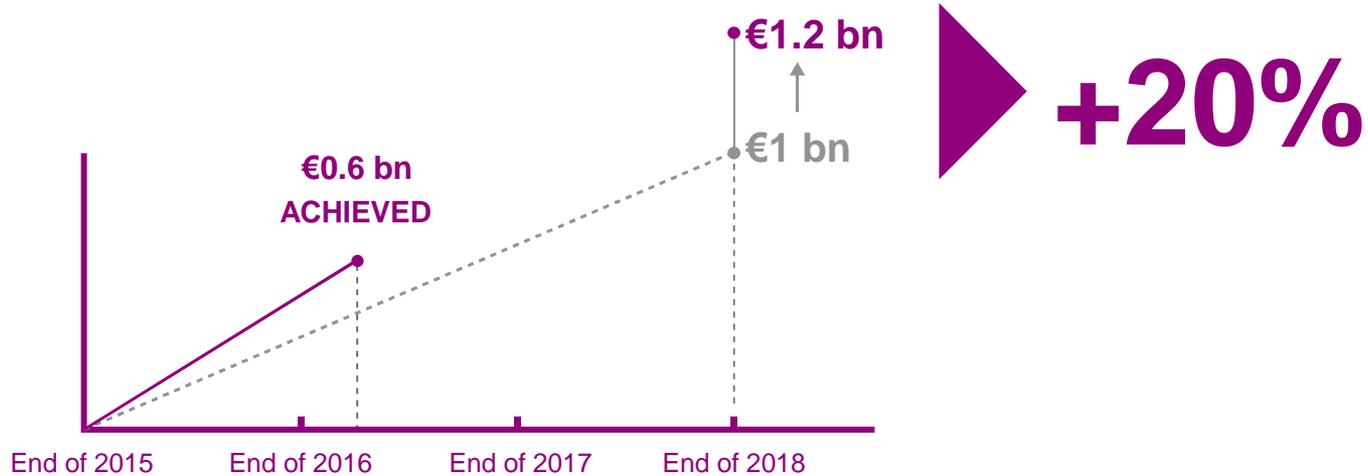


1 → €1.2 bn of savings



1 → €1.2 bn of savings

# LEAN2018



## 1. SELECTIVE AND COHERENT

100% of our activities in line with the new energy world



### TARGETS 2016-2018

€15 bn of disposals

€22 bn of investments

## 2. PRECURSOR



€1.5 bn of developments

## 3. AGILE



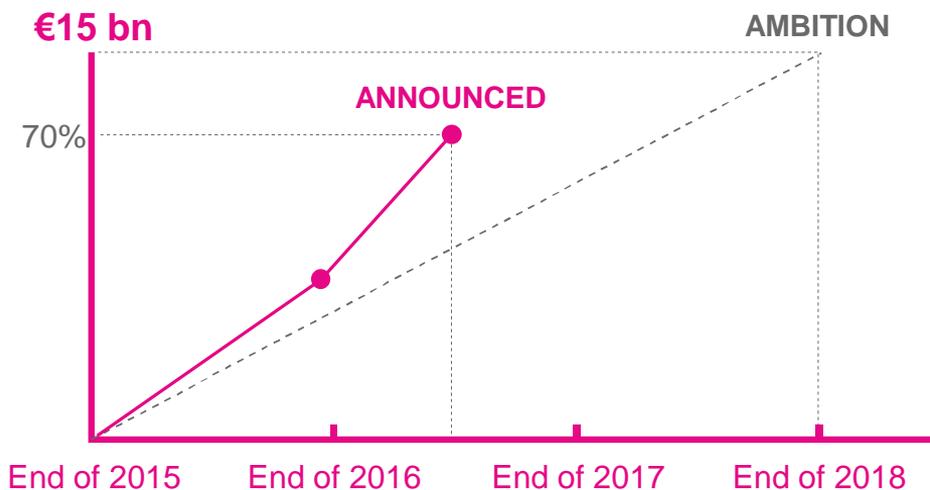
1 → €1.2 bn of savings



**€15 bn** of disposals

**€22 bn** of investments

## Target: 100% of our activities in line with the new energy world



Valuation multiples  
above market expectations

## Target: 100% of our activities in line with the new energy world

80%



Worldwide Leader  
in energy solutions



European Leader  
in gas infrastructures



Worldwide Leader  
in independent power generation

20%



Current Operating Income

## Target: 100% of our activities in line with the new energy world

80%



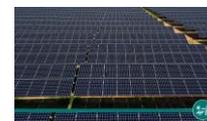
€22 bn  
in 3 years

€7 bn  
of maintenance

€15 bn  
of development



78%  
Already secured



20%



Current Operating Income







## 1. SELECTIVE AND COHERENT

100% of our activities in line with the new energy world



### TARGETS 2016-2018

€15 bn of disposals

€22 bn of investments

## 2. PRECURSOR



€1.5 bn of developments

## 3. AGILE



1 → €1.2 bn of savings



**€1.5 bn** of developments

## ENGIE FAB

Electric and digital mobility

Energy communities

Building as a service

Hydrogen

100% dispatchable RES



## ENGIE DIGITAL

Big data

Mobile Apps

Internet of Things

Api management

Cyber security



## 1. SELECTIVE AND COHERENT

100% of our activities in line with the new energy world



### TARGETS 2016-2018

€15 bn of disposals

€22 bn of investments

## 2. PRECURSOR



€1.5 bn of developments

## 3. AGILE



1 → €1.2 bn of savings







**Connected and agile  
organization**



**Decentralized  
Leadership**



**Collaborative  
and motivating  
environment**



The background of the entire image is a photograph of a large industrial facility, likely a power plant or refinery. It is filled with a complex network of shiny, stainless steel pipes, valves, and machinery. The pipes are arranged in various directions, some running horizontally across the frame and others curving upwards or downwards. The lighting is bright, highlighting the metallic surfaces and creating a sense of depth and scale. In the foreground, there are more pipes and a large, dark cylindrical component, possibly a tank or a part of a turbine. The overall impression is one of a modern, well-maintained industrial environment.

—  
2016 RESULTS  
IN LINE WITH GUIDANCE  
—

# 2016 GUIDANCE REACHED

<i>In €bn</i>	RESULTS	TARGETS
EBITDA	€10.7 bn	
NET RECCURING INCOME Group share <sup>(1)</sup>	2.5	2.4-2.7 <sup>(2)</sup>
CASH FLOW	€9.7 bn	
NET DEBT / EBITDA	2.3 x	≤ 2.5 x
CREDIT NOTATION	A- / A2	Category A
DIVIDEND	€1 / share	€1 / share

(1) Excluding restructuring costs, MIM, impairment, disposals, other recurring items, including associated financial and tax impact

(2) This target presupposes average temperatures in France, the full passing on of supply costs on French regulated gas tariffs, no significant regulatory and macroeconomic changes, commodity prices projected on the basis of market conditions as at December 31, 2015 for the non-hedged part of generation, and average foreign exchange rates as follows for 2016: €/£: 1.10 ; €/BRL: 4.59.

# INCOME STATEMENT

<i>En Mds€</i>	2015	2016
<b>REVENUES</b>	<b>69.9</b>	<b>66.6</b>
<b>EBITDA<sup>(1)</sup></b>	<b>11.3</b>	<b>10.7</b>
<b>CURRENT OPERATING INCOME after share in net income of entities accounted for using the equity method</b>	<b>6.3</b>	<b>6.2</b>
MTM, IMPAIRMENT, RESTRUCTURING, DISPOSALS AND OTHERS	(9.6)	(3.7)
FINANCIAL RESULT	(1.5)	(1.4)
INCOME TAX	(0.3)	(0.9)
<b>NET INCOME</b>	<b>(5.1)</b>	<b>0.2</b>
NON-CONTROLLING INTEREST	(0.5)	0.6
<b>Net income Group share</b>	<b>(4.6)</b>	<b>(0.4)</b>
Of which NON-RECURRING ELEMENTS NET OF INCOME TAX Group share	7.2	2.9
<b>NET RECURRING INCOME Group share<sup>(2)</sup></b>	<b>2.6</b>	<b>2.5</b>

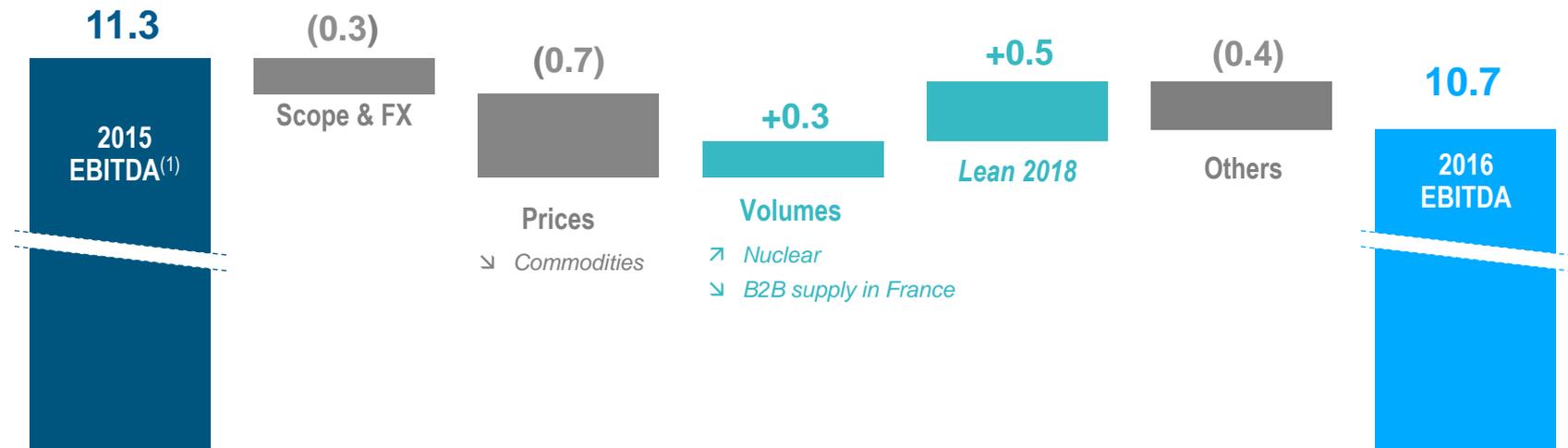
(1) EBITDA 2015 has been restated in order to exclude non-recurring contribution of share in net income of entities accounted for using equity method

(2) Excluding restructuring costs, MTM, impairment, disposals, other recurring items, including associated financial and tax impact

# RESILIENT EBITDA

## BY MAIN EFFECT

In €bn



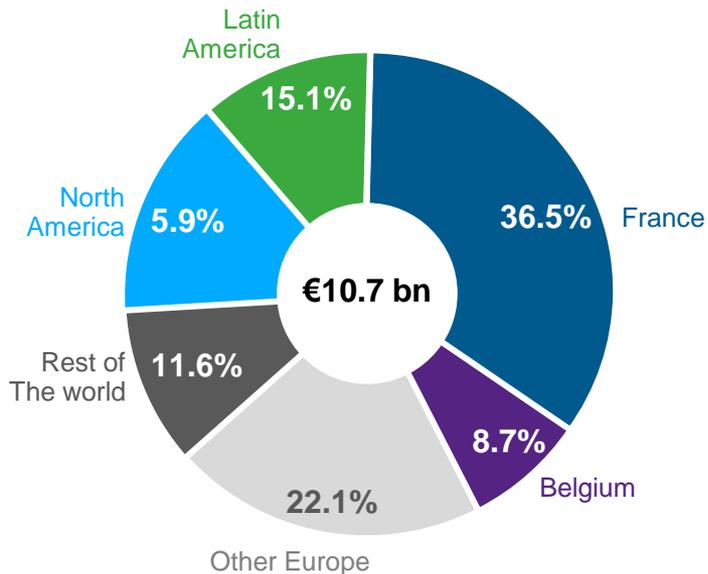
(1) 2015 EBITDA has been restated in order to exclude non recurring contribution of share in net income of entities accounted for using equity method

# GEOGRAPHICALLY BALANCED EBITDA

## 80% ON GROWTH ENGINES

### BY GEOGRAPHIC AREA<sup>(1)</sup>

In €bn

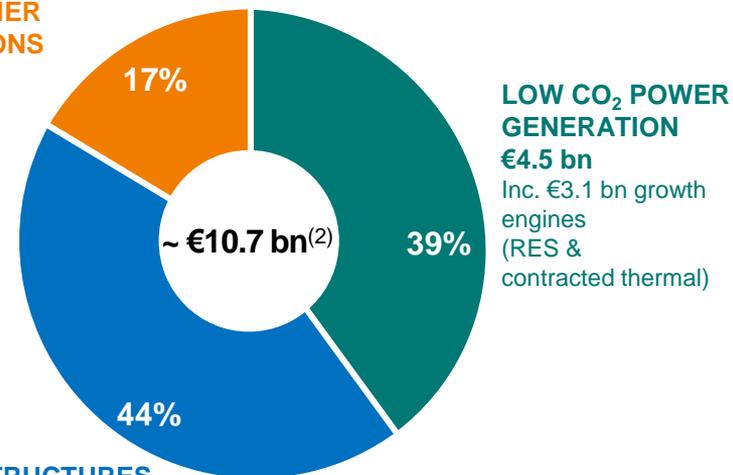


### BY BUSINESS

In €bn

**CUSTOMER SOLUTIONS**  
 €1.9 bn  
 Growth engines

**GLOBAL INFRASTRUCTURES**  
 €5 bn  
 Inc. €3.8 bn  
 growth engines



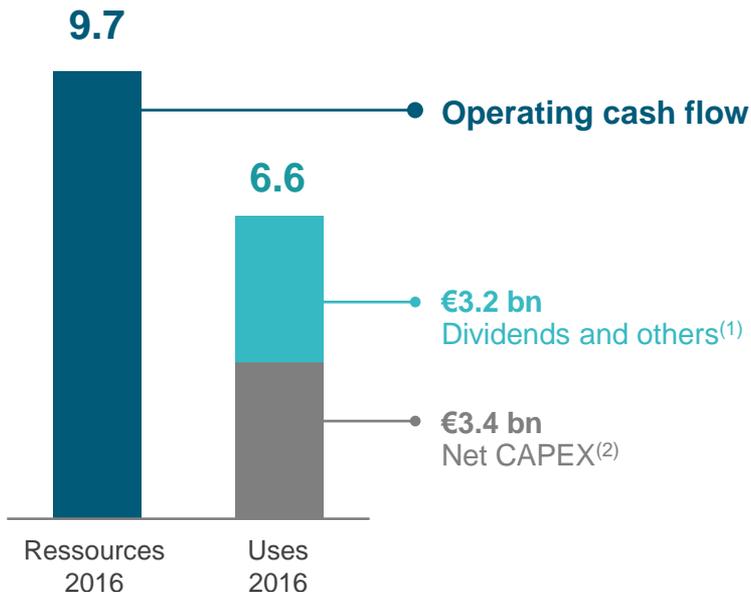
**LOW CO<sub>2</sub> POWER GENERATION**  
 €4.5 bn  
 Inc. €3.1 bn growth engines  
 (RES & contracted thermal)

(1) By origin  
 (2) Unaudited figures including "others" -€0.8 bn

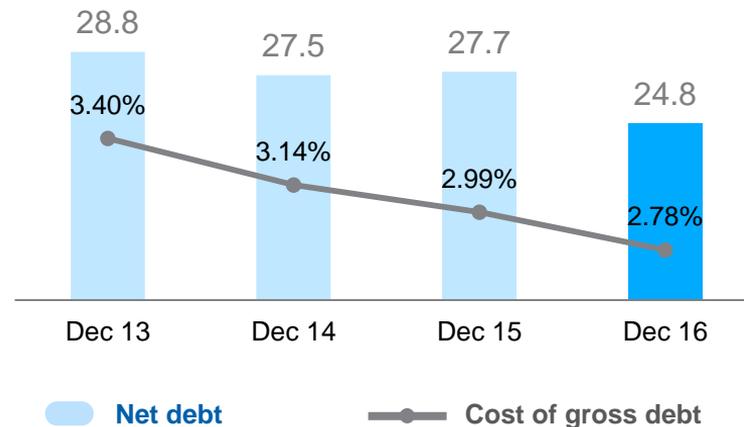
# EFFICIENT BALANCE SHEET MANAGEMENT

## POSITIVE CASH EQUATION

In €bn



## FINANCIAL STRUCTURE



(1) Inc. €2.5 bn Dividends / €0.5 bn Dividends to minorities / €0.15 bn hybrids coupon  
(2) Net CAPEX = gross CAPEX – disposals; (cash and net debt scope)

# AHEAD OF SCHEDULE ON TRANSFORMATION PLAN

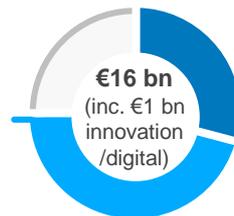
## 2016-18 TARGET



**REDESIGN  
AND SIMPLIFY  
THE PORTFOLIO**

**GROWTH  
CAPEX**

**75%**



**€4.7 bn invested**

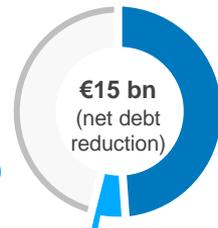
**+~ €7.3 bn committed**

Focus on growth engines  
& values creation

**PORTFOLIO  
ROTATION**

**>50%**

**70%**



**€7.2 bn<sup>(1)</sup> closed**

**+ €0.8 bn announced**

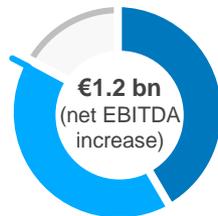
Reduce exposure to coal  
& merchant assets



**IMPROVE  
EFFICIENCY**

**LEAN 2018**

**>80%**



**> €0.5 bn achieved**

**+ €0.5 bn identified**

Accelerate internal transformation

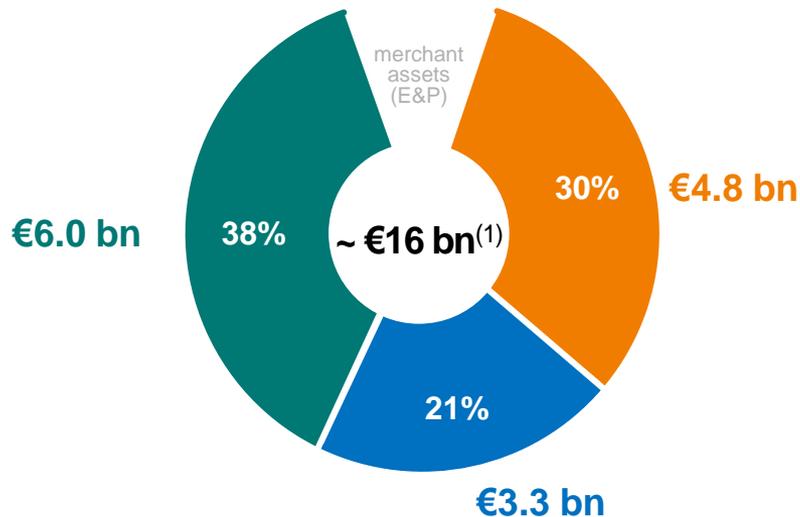
(1) Net debt impact (cash & scope)

# GROWTH SUPPORTED BY OUR ~ €16 bn OF INVESTMENTS

Significant contributions expected

## ~ €14 BN OF INVESTMENTS IN GROWTH ENGINES

In €bn



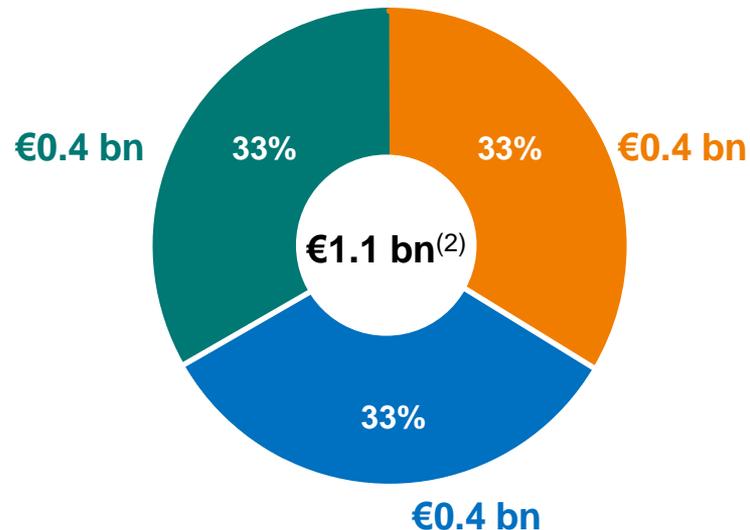
LOW CO<sub>2</sub> POWER GENERATION

GLOBAL INFRASTRUCTURES

CUSTOMER SOLUTIONS

## CURRENT OPERATING INCOME FULL YEAR CONTRIBUTION

In €bn



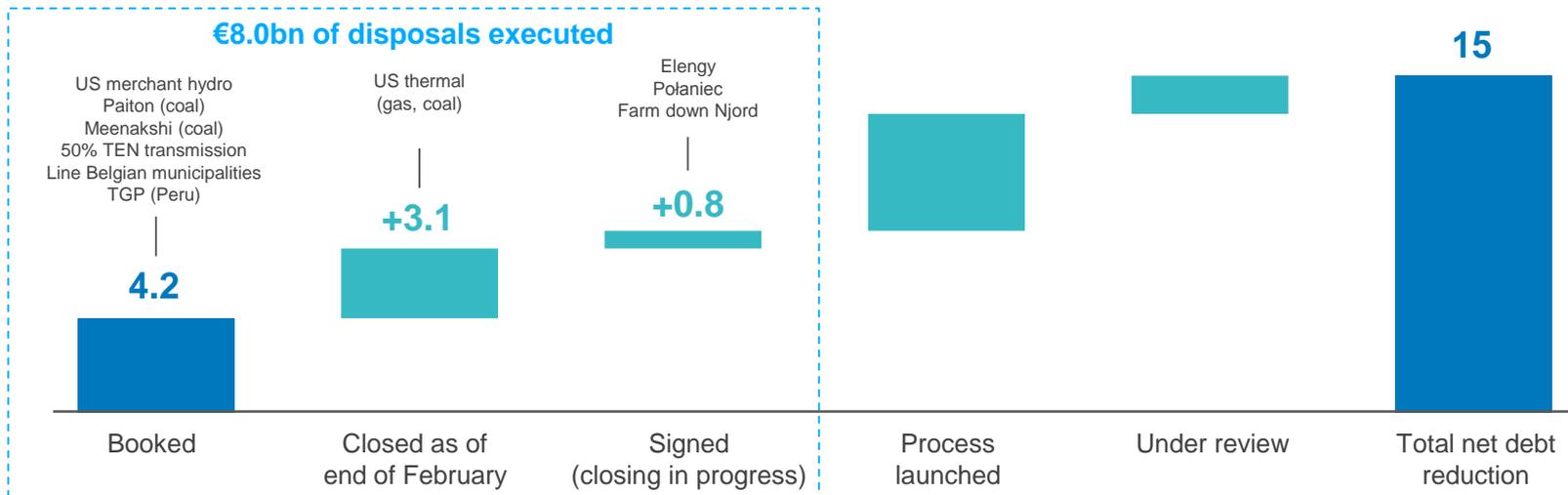
(1) Inc.1 €bn on innovation & digital  
(2) Inc.share of net income of associates

# AHEAD OF SCHEDULE ON PORTFOLIO ROTATION PROGRAM

>50% EXECUTED AT THE END OF FEBRUARY AND 70% AS OF MID-MAY

## NET DEBT IMPACT

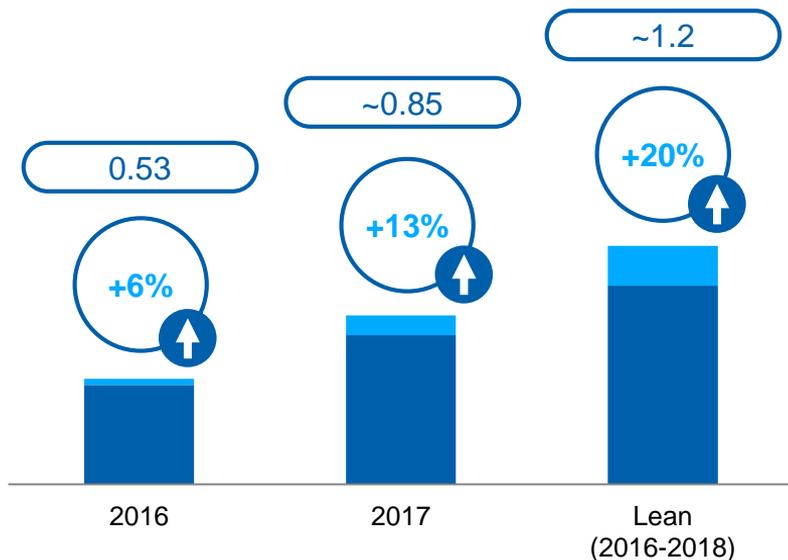
In €bn



# LEAN 2018: AHEAD ON PLAN AND TARGET UPGRADED

## 2018 TARGET RAISED BY +20%

Net EBITDA increase, in €bn



Increased efforts on OPEX

Organisational simplification at BUs & headquarters

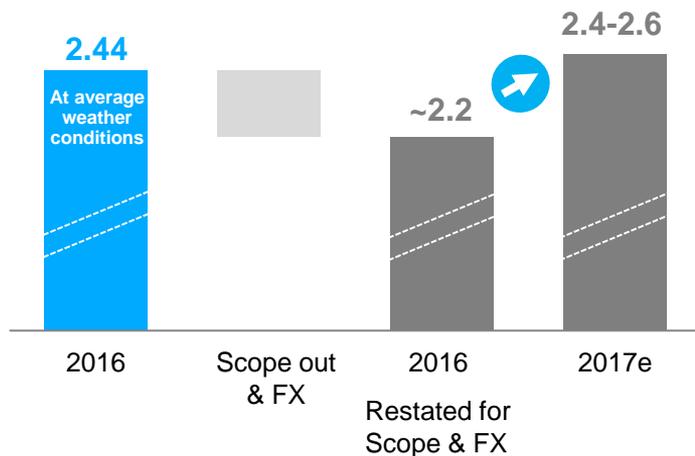
Digital gains

# GUIDANCE 2017 IN ORGANIC GROWTH

## NET RECURRING INCOME GROUP SHARE<sup>(1)</sup>

In €bn

**NRIgs €2.4-2.6 bn**



**DIVIDEND**

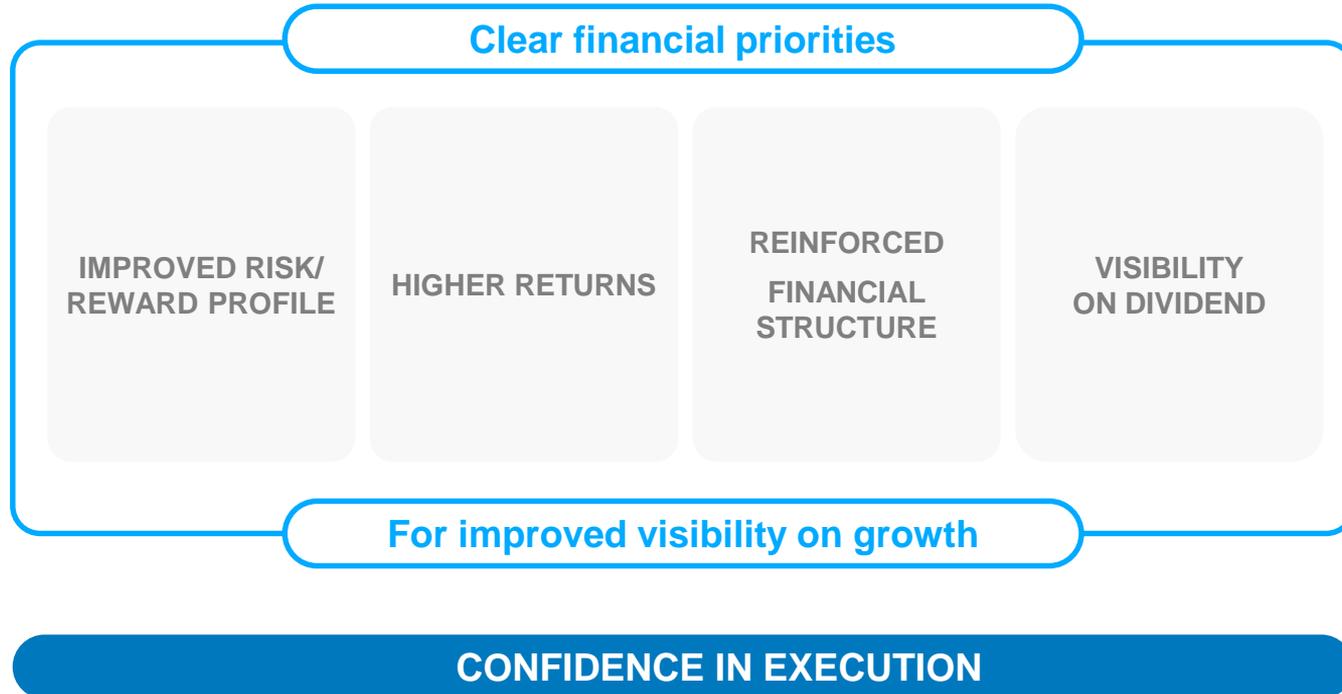
- Final dividend 2016 (to be paid on May 18<sup>th</sup>)
- Dividend €0.7/share in cash for 2017 & 2018 confirmed

**LEVERAGE & RATING**

- “A” category rating
- Net debt / EBITDA  $\leq$  2.5x

<sup>(1)</sup> These targets and indication assume average weather conditions in France, full pass through of supply costs in French regulated gas tariffs, and unchanged Group accounting principles for supply and logistic gas contracts no significant regulatory and macro-economic changes, commodity price assumptions based on market conditions as of December 31st, 2016 for the non-hedged part of the production, and average foreign exchange rates as follows for 2017: €/€: 1.07; €/BRL: 3.54. These financial objectives include the impact of the Belgian nuclear contribution on Ebitda and do not consider significant impacts on disposals not already announced.

# FOCUS ON VALUE CREATION





05:26 09:26 10:26 12:26 17:26

NEW YORK

LONDRES

PARIS

MOSCOU

SINGAPOUR



# SHARE PRICE

# SHARE PRICE PERFORMANCE

From 12/31/2013  
to 05/09/2017

Change in %

Change in %  
with dividend  
reinvestment (TSR)

ENGIE

**(18%)**

**Stable**

E.ON

**(37%)**

**(28%)**

RWE

**(41%)**

**(37%)**

EDF

**(63%)**

**(55%)**

The background of the image shows four workers standing in a line on an industrial site. They are all wearing blue work uniforms with reflective silver stripes on the sleeves and white hard hats. The workers are smiling and looking towards the camera. Behind them are several large, white, spherical storage tanks, likely for liquefied natural gas (LNG), with various pipes and scaffolding visible. The sky is clear and blue.

A BALANCED  
GOVERNANCE

# AN ACTIVE AND DIVERSIFIED BOARD OF DIRECTORS

## BOARD ACTIVITIES IN 2016

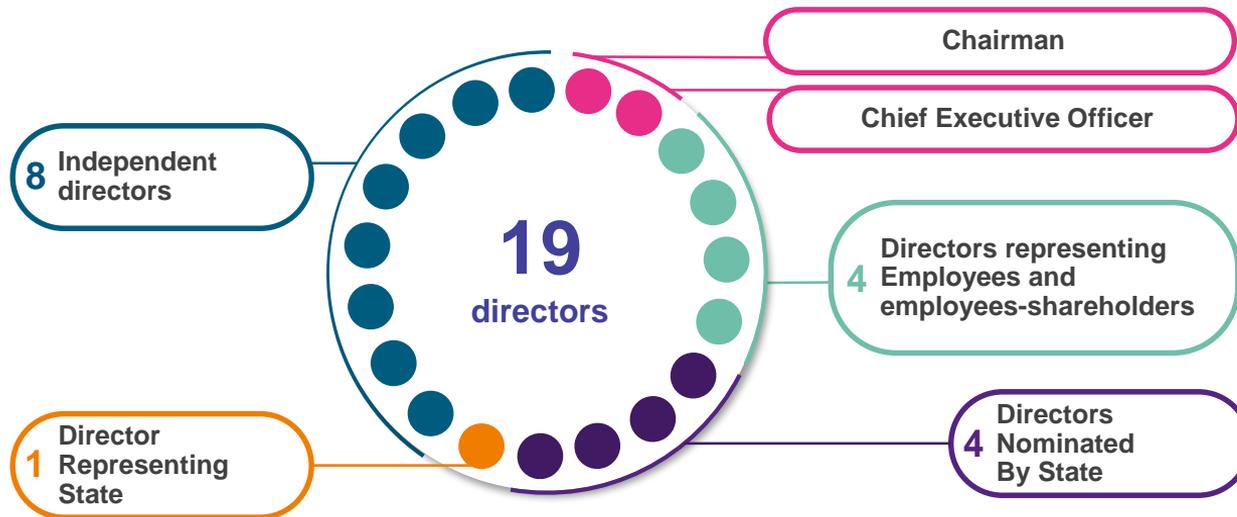
**53%** independent directors

**21%** foreign directors

**63%** women

**11** meetings

**86%** Participation rate





## General skills

- Human Resources
- Accounting / internal financial control / risk management
- Management of major companies
- Macro-economic & geostrategic issues
- Legal / ethical / compliance
- Energy sector
- Financing / capital markets / M&A
- International



## Skills in line with strategic goals

- Partnerships
- CSR/dialogue with stakeholders / health & safety
- Customer solutions / Energy transition
- Local & regional authorities / local presence
- Digital transformation / Innovation / Disruptive technology
- Regulatory environment
- Dialogue / change management / talent / career / mobility

# 4 COMMITTEES ASSISTING THE BOARD OF DIRECTORS

## Strategy, Investments and Technology

**9**  
MEETINGS  
**74%**  
PARTICIPATION  
RATE

Aldo Cardoso  
Catherine Guillouard  
Philippe Lepage  
Lucie Muniesa  
Marie-José Nadeau  
Patrice Durand<sup>(1)</sup>



**Edmond Alphonandéry**

## Ethic, Environment and sustainable development

**5**  
MEETINGS  
**76%**  
PARTICIPATION  
RATE

Mari-Noëlle Jégo-Laveissière  
Barbara Kux  
Françoise Malrieu  
Olivier Marquer



**Ann-Kristin Achleitner**

## Audit

**8**  
MEETINGS  
**98%**  
PARTICIPATION  
RATE

Edmond Alphonandéry  
Françoise Malrieu  
Lucie Muniesa  
Marie-José Nadeau  
Caroline Simon



**Aldo Cardoso**

## Nominations, Compensations and Governance

**8**  
MEETINGS  
**89%**  
PARTICIPATION  
RATE

Alain Beullier  
Fabrice Brégier  
Lucie Muniesa  
Lord Ricketts of Shortlands



**Françoise Malrieu**

(1) Since March 1<sup>st</sup>, 2017



# ANTICIPATE OUR MAIN RISKS



## Strategic risks of sector transformation

- Gas position in the worldwide energy mix
- Transformation of the electricity market



## Risks related to the external environment

- Country and regulatory risks



## Operational risks related to the business

- Projects
- Industrial safety / Nuclear safety
- Human resources
- Values, ethics and reputation
- Information systems and cyber-security



# PRESENTATION OF RESOLUTIONS



- Resolutions submitted to the **Ordinary Shareholders' Meeting**
  - Approval of the Company financial and consolidated financial statements for fiscal year 2016, allocation of net income and declaration of dividend for 2016, regulated commitments and agreements, commitment relating to the retirement benefits of Isabelle Kocher, Chief Executive Officer, authorization of the Board of Directors to trade in the Company's shares **(Resolutions 1 to 6)**
  - Ratification of the provisional appointment of Patrice Durand as a Director, appointment of a Director representing employee shareholders pursuant to Article 13.3 2) of the bylaws **(Resolutions 7 to 9)**
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  - Authorization for the Board of Directors to award bonus shares to all employees and officers of ENGIE group companies (except for corporate officers of the ENGIE Company), to employees participating in an international employee shareholding plan of the ENGIE group and to some employees and officers of ENGIE Group companies -except for executive corporate officers of the ENGIE company- **(Resolutions 16 to 17)**
  - Powers for completion of formalities **(Resolution 18)**

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# STATUTORY AUDITORS

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# STATUTORY AUDITORS INTERVENTION

## STATUTORY AUDITORS' REPORTS



### Reports submitted under the resolutions of the Ordinary Shareholders' Meeting

- Report on the parent company financial statements (Resolution 1)
- Report on the consolidated financial statements (Resolution 2)
- Report on regulated agreements and commitments (Resolutions 4 & 5)



### Reports submitted under the resolutions of the Extraordinary Shareholders' Meeting

- Report on capital transactions (Resolutions 14 to 17)



### Other reports

- Statutory Auditors' report on the report prepared by the Chairman of the Board of directors of ENGIE

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# DIALOGUE WITH SHAREHOLDERS

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A hand is holding a red and black handheld electronic device with a small screen and several buttons. The device is positioned over a document with the ENGIE logo. The background is a blurred office setting.

# VOTE ON RÉSOLUTIONS

- **2016 Company financial statements**

- The purpose of this resolution is to approve the parent Company financial statements for fiscal year 2016, showing a net profit of €448,087,470.

- **2016 Consolidated financial statements**

- The purpose of this resolution is to approve the consolidated financial statements for fiscal year 2016, showing a consolidated net loss of €415,349,801.

- **Allocation of net income and declaration of dividend for fiscal year 2016**
  - The purpose of this resolution is to allocate the income and set the **ordinary** dividend per share at €1 and the **additional loyalty** dividend per share at €0.10.
  - Taking into account the interim dividend of €0.50 per share paid on October 14, 2016, the balance of the dividend will be €0.50 per share for the shares benefiting from **ordinary dividend** and to €0.60 (€0.50 + €0.10) per share for the shares benefiting from **loyalty dividend**.
  - Date of declaration of the balance of the dividend: May 16, 2017.
  - Date of payment: May 18, 2017.

- **Regulated commitments and agreements**

- Shareholders are requested to approve regulated commitments and agreements concluded during the financial year 2016, mentioned in the special report of the statutory auditors.

- **Approval, pursuant to Article L. 225-42-1 of the French Commercial Code, of a commitment relating to the retirement benefits of Isabelle Kocher, Chief Executive Officer**
  - Shareholders are requested to approve the regulated commitment governed by Article L. 225-42-1 of the French Commercial Code, which was authorized during the past year.

- **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.

- **Ratification of the provisional appointment of Patrice Durand as a Director**
  - Appointment of Patrice Durand as a Director, on the proposal of the French State, to replace Bruno Bézard by the Board of Directors of December 14, 2016.
  - Term of office: Ordinary Shareholders' Meeting convened in 2019 to approve the financial statements for the year ended December 31, 2018.

- **Appointment of a Director representing employee shareholders**

- Christophe AUBERT.
- Member of the Supervisory Board of FCPE LINK France.
- French citizen.
- Term of office: Shareholders' Meeting held in 2021 for fiscal year 2020.



- **Appointment of a Director representing employee shareholders**

- Ton WILLEMS.
- Member of the Supervisory Board of FCPE LINK International.
- Dutch citizen.
- Term of office: Shareholders' Meeting held in 2021 for fiscal year 2020.



- Appointment of a Director representing employee shareholders

– Christophe AUBERT	Number of votes	Elected / withdrawn
– Ton WILLEMS	Number of votes	Elected / withdrawn

- **Consultation on the components of compensation due or awarded for the period from January 1<sup>st</sup> to May 3, 2016 to Gérard Mestrallet, Chairman and Chief Executive Officer**
  - Shareholders are requested to issue a favorable consultative vote on the components of compensation due or awarded for the period from January 1<sup>st</sup> to May 3, 2016 to Gérard Mestrallet, Chairman and Chief Executive Officer as described in the Notice of Meeting (p. 28 & 29) and in the Section 4.6.1.8 of the 2016 Registration Document.

- **Consultation on the components of compensation due or awarded for the period from January 1<sup>st</sup> to May 3, 2016 to Isabelle Kocher, Deputy Chief Executive Officer and Chief Operating Officer**
  - Shareholders are requested to issue a favorable consultative vote on the components of compensation due or awarded for the period from January 1<sup>st</sup> to May 3, 2016 to Isabelle Kocher, Deputy Chief Executive Officer, and Chief Operating Officer as described in the Notice of Meeting (p. 30 to 32) and in the Section 4.6.1.8 of the 2016 Registration Document.

- **Consultation on the components of compensation due or awarded for the period from May 3 to December 31, 2016 to Isabelle Kocher, Chief Executive Officer**
  - Shareholders are requested to issue a favorable consultative vote on the components of compensation due or awarded for the period from May 3 to December 31, 2016 to Isabelle Kocher, Chief Executive Officer as described in the Notice of Meeting (p. 33 to 35) and in the Section 4.6.1.8 of the 2016 Registration Document.

- **Approval, pursuant to Article L. 225-37-2 of French Commercial Code, of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to the Executive Corporate Officers**
  - Shareholders are requested to approve the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and the benefits attributable to the Executive Corporate Officers as described in the Notice of Meeting (p. 36 to 37) and in the Section 4.6.1.9 of the 2016 Registration Document.

- **Share capital increase in favor of ENGIE group employee savings plan members**
  - Maximum nominal amount: **2%** of share capital; this amount shall count against the **€265** million overall ceiling set in the 25th Resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.
  - Ceiling common to issuances under the **14<sup>th</sup> and 15<sup>th</sup> Resolutions**: 2% of share capital.
  - Issue price: average price of the ENGIE share on Paris stock exchange over the 20 trading days preceding the date of the decision, less a discount of 20% or 30% when the holding period stipulated by the plan is equal to or over 10 years in accordance with applicable law.
  - Authorized period: 26 months.

- **Share capital increase in favor of any entity constituted as part of the implementation of an international employee shareholding plan of the ENGIE group**
  - Maximum nominal amount: **0.5%** of share capital; this amount shall count against the **€265** million overall ceiling set in the 25<sup>th</sup> Resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.
  - Ceiling common to issuances under the **14<sup>th</sup> and 15<sup>th</sup> Resolutions**: 2% of share capital.
  - Issue price: average price of the ENGIE shares on Paris stock Exchange over the 20 trading days preceding the date of the decision, less a discount of 20% or 30% when the holding period stipulated by the plan is equal to or over 10 years in accordance with applicable law.
  - Authorized period: 18 months.

- **Authorization for the Board of Directors to award bonus shares in favor of a share of all employees and officers of ENGIE group companies (except for corporate officers of the ENGIE Company) and to employees participating in an international employee shareholding plan of the ENGIE group**
  - Maximum amount: **0.75%** of the share capital as of the decision date, common to the **16<sup>th</sup> and 17<sup>th</sup> Resolutions**.
  - This ceiling is combined with an annual sub-ceiling of **0.25%** of the share capital.
  - Minimum vesting period: 2 years.
  - Authorized period: 38 months.

- **Authorization for the Board of Directors to award bonus shares to some employees and officers of ENGIE Group companies (except for executive corporate officers of the ENGIE company).**
  - Maximum amount: **0.75%** of the share capital as of the decision date, common to the **16<sup>th</sup> and 17<sup>th</sup> Resolutions**.
  - This ceiling is combined with an annual sub-ceiling of **0.25%** of the share capital.
  - Minimal vesting period: 3 years.
  - Minimal holding period: none, except for Group's Senior managers: 1 year.
  - Grants of bonus shares are subject to performance conditions.
  - Authorized period: 38 months.

- **Powers for completion of formalities**
  - Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities.