

# Notice of Meeting **2020**

Ordinary and Extraordinary Shareholders' Meeting

**Thursday, May 14, 2020**  
at 2:30 p.m.

1 place Samuel de Champlain  
92400 Courbevoie

*With no shareholders present*



The Ordinary and Extraordinary Shareholders' Meeting shall be held on  
**Thursday May 14, 2020 at 2:30 p.m.**

1 place Samuel de Champlain  
92400 Courbevoie

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In the context of the COVID-19 epidemic and in line with the measures taken by the French Government to try to curb the spread of the virus, the Board of Directors has decided exceptionally to hold the Shareholders' Meeting with no shareholders present based on Article 4 of Ordinance No. 2020-321 of March 25, 2020, adapting the rules for general meetings and deliberations of the meetings and governing bodies of legal persons and entities without legal personality under private law as a result of the COVID-19 epidemic.

As public venues are closed, the Shareholders' Meeting will take place at the Company's registered office at 1 Place Samuel de Champlain, 92400 Courbevoie, France.

A live broadcast of the Shareholders' Meeting will be available on the ENGIE website (<https://www.engie.com/assemblee-generale-mai-2020>)

We invite you to exercise your shareholder voting rights on this occasion by voting by mail or by granting a proxy to the Chairman.

### TO DO THIS, YOU CAN:

- either vote on the VOTACCESS secure platform (including through your bank's website) before **3 p.m. on Wednesday May 13, 2020** (recommended in view of possible reduction of postal services);
- or send back your completed voting form by mail before **Monday, May 11 at zero o'clock**.

### YOU ARE ALSO ENTITLED TO ASK QUESTIONS IN WRITING:

To do this, the questions, which must be accompanied by a share account registration certificate, may be sent no later than the fourth business day prior to the date of the Shareholders' Meeting, i.e. **May 7, 2020**:

- either by recorded delivery letter with acknowledgment of receipt to the following address:  
ENGIE, Secrétariat Général, 1 place Samuel de Champlain, at 92400 Courbevoie, France
- or by email (recommended) to the following address: [questionsecritesAG2020@engie.com](mailto:questionsecritesAG2020@engie.com)

As an exceptional measure, in view of the health situation caused by COVID-19, all written questions, accompanied by a share account registration certificate and received at the above email address no later than **12 noon on May 12, 2020**, will be accepted and processed.

### MORE INFORMATION:



#### ENGIE

Shareholder Relations Service  
1, place Samuel de Champlain  
92400 Courbevoie  
[relation@actionnaires.engie.com](mailto:relation@actionnaires.engie.com)



### Shareholder relations

**0 800 30 00 30** Service & appel gratuits

(France Only)  
or

**0 800 25 125** Service & appel gratuits

(from Belgium)

Monday to Friday from 9:00 a.m to 6:00 p.m.

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ENGIE is a leading world group that provides low-carbon energy and services. To tackle the climate emergency facing us all, our aim is to become **the world leader in the zero-carbon energy transition «as a service»** for our clients – particular for companies and regional authorities. We use our expertise in our key business areas (renewables, gas, services) to provide competitive and bespoke solutions.

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Please visit

**[www.engie.com](http://www.engie.com)**

**[/en/shareholders/general-meeting-may-2020](http://www.engie.com/en/shareholders/general-meeting-may-2020)**



JEAN-PIERRE CLAMADIEU CHAIRMAN OF THE BOARD OF DIRECTORS

## Dear Shareholders,

**T**he beginning of 2020 was marked by an important decision for the governance of our Group. In order to engage a new stage at the company, the Board of Directors decided on February 6, 2020 not to propose the reappointment of Isabelle Kocher, whose term as director was coming to an end at the next General Shareholders' Meeting. Her duties as Chief Executive Officer and Director ended on February 24, 2020.

As CEO, Isabelle Kocher led the Group, our teams, and our stakeholders on a path of transformation. We are pursuing our goal to make ENGIE a leader in the energy and climate transition, with the aim of increasing its selectivity, simplifying its processes and accelerating its development. To lead us through this new path forward, we will conduct an extensive search to find the Group's next leader, with the support of the Appointments, Compensation and Governance Committee chaired by Françoise Malrieu. Our search process will meet the best standards of governance.

In order to ensure managerial continuity during this period, the Board of Directors decided that the operational management of the Group would be taken up by three experienced executive managers: Paulo Almirante, Chief Operating Officer, Judith Hartmann, Chief Financial Officer, and Claire Waysand, General Secretary, who was also appointed interim Chief Executive Officer. The Board of Directors asked me to support Paulo, Judith and Claire during these few months, within the boundaries of my non-executive role. I have been in favor of the separation of duties between Chairman and CEO for several years and it sounded better to us not to change it, even if only temporarily. The Board of Directors and myself are confident in their ability to manage the company and ensure this transition period is successful. I want to thank them, the other members of the Executive Committee and all Group employees for their unwavering commitment.

Maintaining this strong level of commitment within the Group's teams is the executive management team's top priority. Our teams' expertise and skills, as well as their ability to



## WE ARE PURSUING OUR GOAL TO MAKE ENGIE A LEADER IN THE ENERGY AND CLIMATE TRANSITION.



understand and respond to our customers' needs, are key to the future of our Group.

Two keywords will serve as guidance: first, the simplification of our organization and the way we work to increase agility and efficiency; second, the identification of clearly expressed priorities to ensure better allocation of our human and financial resources. In an increasingly complex world, this search for clarity and ease of understanding should be a constant drive.

The Group will have to clarify and strengthen its business model. To do so, we need to resolutely develop our customer solutions businesses to make them a more profitable and sustainable growth engine. We also need to develop our work in the field of renewable energies, which is experiencing very strong growth. We must also highlight our history and our know-how as an infrastructure operator, mainly for gas, and as a power producer using mainly nuclear and gas, and demonstrate how these activities are part of the fight against climate change. This is the roadmap that the executive management team will have to draw and implement.

To achieve this goal, the Group can leverage its good results from the 2019 fiscal year, which were driven by the return to normal operations of our Belgian nuclear power plants and the performance of our energy management activities. The Group reported revenues of €60.1 billion (+4.1%), current operating income of €5.7 billion (+14.4%), and net recurring income, Group share of €2.7 billion (+11.1%<sup>(1)</sup>).

Since these results were published, the coronavirus epidemic has been progressing at an unprecedented rate, and its effect is still uncertain at this stage. The Group is fully committed to managing this crisis; it is being monitored in real time, and detailed action plans are being updated continuously. Our absolute priority is the health of our employees, subcontractors and customers. We must also ensure the continuity of service for our operations, particularly our critical ones, and we are,

of course, looking to anticipate and limit the financial impacts of this highly exceptional situation.

Looking forward, teams can use the Group's purpose statement to drive their actions. The Group's purpose statement will be proposed for inclusion in our bylaws at the next General Shareholders' Meeting. It reads: *"ENGIE's purpose is to act to accelerate the transition towards a carbon-neutral economy, through reduced energy consumption and more environmentally-friendly solutions. The purpose brings together the company, its employees, its clients and its shareholders, and reconciles economic performance with a positive impact on people and the planet. ENGIE's actions are assessed in their entirety and over time."* ENGIE's purpose statement was created collaboratively through a robust consultative process with the Group's employees, our customers and partners, and more generally all our stakeholders, including you, dear Shareholders. This dialogue revealed a strong expectation that the purpose statement will be translated into concrete actions to lend it credibility. Our purpose statement must quickly be turned into action!

You can, dear Shareholders, count on the commitment of the Board of Directors and myself to give the Group the means to succeed. 2020 will be a productive year; it will anchor our goal to respond to energy and climate challenges, as well as our positioning as a key player in responsible capitalism.

(1) Organic growth

# 2019 key figures

**170 000**

employees worldwide

**+ 8%**

organic growth in EBITDA

**+11%**

organic growth in net recurring income Group share

**28%**

share of renewables in the energy mix

## Key financial indicators

REVENUES

**60.1**

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

**2.7**

OPERATING CASH FLOW<sup>(2)</sup>

**7.6**

EBITDA

**10.4**

NET INCOME, GROUP SHARE

**1.0**

NET DEBT

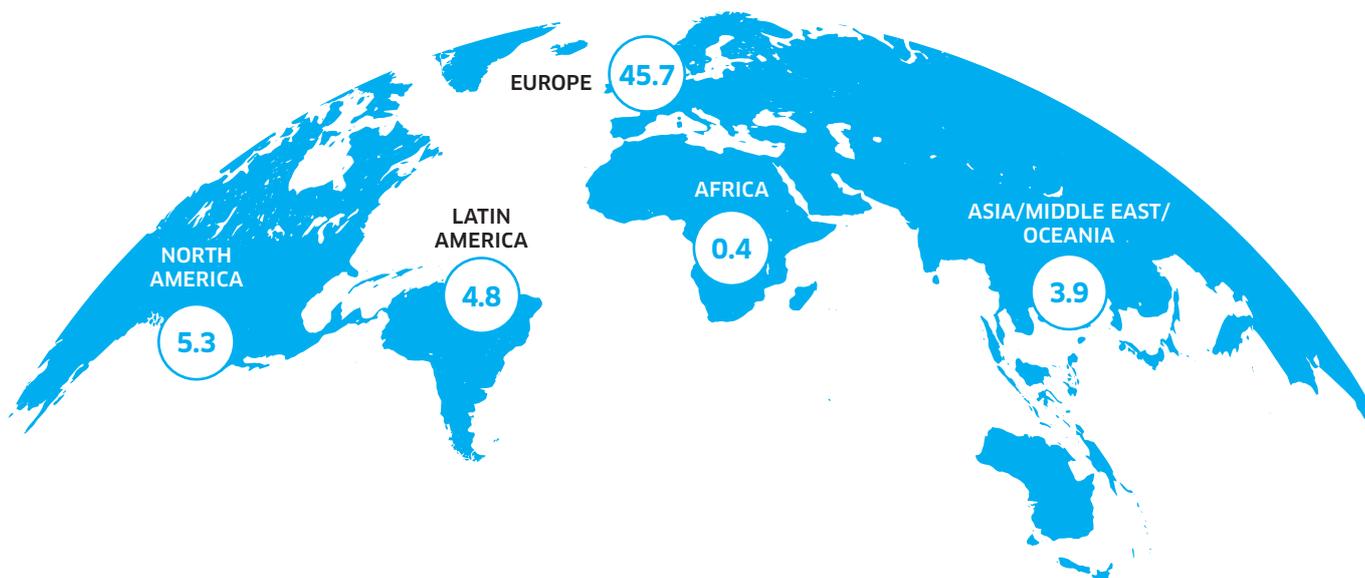
**25.9**

*(1) Activities conducted excluding Exploration & Production and LNG.*

*(2) Free cash flow before maintenance capex.*

## Geographical distribution

(in € billions)





# Overview of the company's activities during the year

## Financial results for the year ended December 31, 2019

### I - Consolidated financial statements (IFRS)

<i>(in millions of euros)</i>	2019	2018 <sup>(1)(2)</sup>
Revenues	60,058	56,967
Current operating income including operating MtM	4,800	4,542
Current operating income including operating MtM and share in net income of equity method entities	5,300	4,903
<b>NET INCOME</b>	<b>1,649</b>	<b>1,629</b>
Net income, Group share	984	1,033
Earnings before interest and tax (EBIT)	9,863	8,464

*(in euros)*

Diluted Group earnings per share	0.34	0.37
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(1) Data presented at December 31, 2019 have been prepared in accordance with the new income statement presentation adopted by the Group. Comparative data at December 31, 2018 have been reclassified in accordance with this new presentation

(2) Published data at December 31, 2018 were not restated due to the transition method used for the application of IFRS 16

### II - ENGIE parent company financial statements (French GAAP)

<i>(in millions of euros)</i>	2019	2018
Revenues	17,282	27,833
Net recurring income	262	2,660
Non-recurring items	(835)	(2,107)
Income tax	377	549
<b>NET INCOME</b>	<b>(196)</b>	<b>1,102</b>

## 2019 Highlights

### Financial data analysis

#### Net recurring income, Group share, of €2.7 billion is in line with the target.

In 2019, the Group recorded solid financial performance, with revenues of €60.1 billion, an organic growth of 4%, and a net recurring income, Group share, of €2.7 billion, an organic growth of 11%.

These results are driven by an increase in the availability of nuclear power and by the performance of energy management activities. The year 2019 was marked by a series of achievements that contributed to the Group's growth dynamics, including the commissioning of 3.0 GW of new renewable energy production capacities, i.e., four times more than in 2018, in line with our medium-term target.

**Revenues** of €60.1 billion were up by 5.4% on a gross basis and 4.1% on an organic basis<sup>(1)</sup>.

Reported revenue growth was driven by scope effects, including various acquisitions in Client Solutions and in BtoB Supply in the United States, partially offset by disposals of the shareholding in Glow in Thailand in March 2019 and of BtoB Supply in Germany at the end of 2018.

The organic growth in revenues is primarily linked to Supply revenues in North America, France and Europe, the growth of Client Solutions in Europe, energy management services and favorable market conditions for Global Energy Management (GEM) activities, and encouraging dynamics in Latin America. This growth was partly offset by the decrease in Supply activities in the United Kingdom and Australia, and in thermal activities in Europe.

**Group EBITDA** totaled €10.4 billion, up 6.8% on a gross basis and 8.1% on an organic basis<sup>(1)</sup>. These gross and organic variations are generally in line with the growth of current operating income, excluding the increase in depreciation mainly due to the commissioning of assets in Latin America and France, particularly in Networks, and which is not included in the EBITDA. In addition, Lean 2021, which contributes to organic growth both in terms of EBITDA and of current operating income, exceeded the targets set for 2019 and is on track to reach those for 2021.

**The current operating income** of €5.7 billion is up 11% on a reported basis and 14% on an organic basis<sup>(1)</sup>, driven by Nuclear, Other (particularly energy management), Thermal, and Renewable activities. This increase is partly offset by energy sales activities and Infrastructures.

**The net recurring income, Group share**, of continued operations amounted to €2.7 billion, compared with €2.5 billion in 2018. This increase is mainly due to the continuing improvement in current operating income, partly offset by an increase in taxes, primarily due to the positive effect of accounting for deferred tax assets in 2018, as well as slightly higher recurring financial expenses, reflecting changes in the mix of activities (higher debt in Brazil).

**Net financial debt** amounted to €25.9 billion, an increase of €2.7 billion compared to the end of 2018<sup>(2)</sup>, mainly due to growth investments, particularly the acquisition of TAG, the largest owner of the Brazilian gas transmission network, concluded in the first half of the year.

At the end of December 2019, the net financial debt/EBITDA ratio stood at 2.5x.

### 2020 and 2022 financial targets

The Covid-19 health crisis is having a significant impact on some of ENGIE's customers and operations. As the impact on the Group's financial statements remains at this stage unquantifiable and subject to uncertain assumptions regarding the length and profile of this crisis, ENGIE is withdrawing its previously stated 2020 guidance and will provide an updated view on its consequent financial outlook to 2022 in due course.

### Dividend policy

In this context of unprecedented health crisis, ENGIE's Board of Directors decided to cancel the payment of the EUR 0.80 dividend per share for 2019. ENGIE remains fully committed to resume paying dividends in the future.

### New Corporate Social Responsibility targets

Convinced that Corporate Social Responsibility is one of the main keys to its future success, ENGIE has drawn up a new list of 19 targets for 2030, aligned with the Sustainable Development Goals of the United Nations. Within this list, three key targets will be managed on an ongoing basis, given the important role they play in ENGIE's development:

- greenhouse gas emissions from power generation to be reduced from 149 Mt in 2016 to 43 Mt in 2030 (80 Mt in 2019). ENGIE submitted these targets to the SBTi (Science Based Targets initiative) and obtained its certification at the beginning of February 2020;
- for gender diversity, the percentage of female executives in the Group to increase from around 23% in 2016 to 50% in 2030 (24% in 2019), through internal promotions and external recruitment;
- the share of renewable energies in the mix of power generation capacities to reach 58% in 2030, compared with 20% in 2016 (28% in 2019).

(1) Organic variation = gross variation excluding exchange and scope effects.

(2) 2018 data adjusted as a result of the application of the new IFRS 16 standard.

## Significant events

ENGIE continued its strategy focused on energy transition leadership in 2019:

### CLIENT SOLUTIONS

ENGIE and its partners have won significant commercial contracts for the University of Iowa (United States), the federal government buildings in Ottawa (Canada), the “smart territory” around Angers (France), and industrial buildings in Singapore. In addition, ENGIE acquired Conti in North America, Otto Industries in Germany, and Powerlines in Austria. Finally, Engie Impact has been created to provide international companies with solutions to define their sustainable development strategy and to accelerate their energy transition.

### INFRASTRUCTURES

ENGIE announced on June 13, 2019 that the consortium in which the Group holds a majority shareholding has finalized the acquisition of a 90% stake in TAG, the largest owner of the gas transmission network in Brazil. TAG has a portfolio of long-term contracts ensuring an attractive contribution to results and improving the diversification of ENGIE's geographical footprint within its Infrastructures activities. ENGIE also continued to strengthen its position in Brazil with the acquisition announced in January 2020 of a power transmission line project of 1,800 km. Lastly, ENGIE enjoys greater visibility of the financial outlook for its activities in the French gas networks with the conclusion of regulatory reviews between the end of 2019 and the beginning of 2020.

### RENEWABLES

3.0 GW of renewable capacities was commissioned since the beginning of the year and the target of 9 GW commissioned over the 2019–2021 period is now fully secured. The new joint venture in Mexico with Tokyo Gas and the strategic partnership signed at the beginning of 2020 with Edelweiss Infrastructures Yield in India demonstrate ENGIE's ability to deploy the DBSO (Develop, Build,

Share & Operate) model and to attract partners to develop its portfolio. In addition, ENGIE won the tender with its financial partners to purchase a 1.7 GW hydroelectric portfolio from EDP in Portugal. Finally, in January 2020, ENGIE entered into an agreement with EDPR for the 50/50 joint venture in offshore wind turbines to create a global offshore wind player.

### THERMAL

ENGIE continued to implement its carbon footprint reduction strategy by reducing the share of coal to around 4% of its power generation capacity worldwide, by finalizing the disposal of its 69.1% stake in Glow in Thailand and Laos (3.2 GW of power generation capacity, 1.0 GW of which is coal-based), allowing it to no longer have coal assets in Asia-Pacific, as well as its coal-fired power plants in Germany and the Netherlands with an installed capacity of 2.3 GW.

### NUCLEAR

The new provisions relating to nuclear activities in Belgium reduce the uncertainties associated with the amount of these provisions and their financing for all parties involved.

### SUSTAINABLE DEVELOPPMENT

In 2019, for the fourth consecutive year, ENGIE was classified in the A list of the CDP, the non-financial rating agency specializing in environmental impact. The annual rating process by the CDP is widely recognized as the global benchmark for corporate environmental transparency.

ENGIE has been recognized for its actions to reduce its CO<sub>2</sub> emissions, to mitigate climate risks, and to develop the low carbon economy, based on the data submitted by the company in the context of the 2019 questionnaire on climate change.

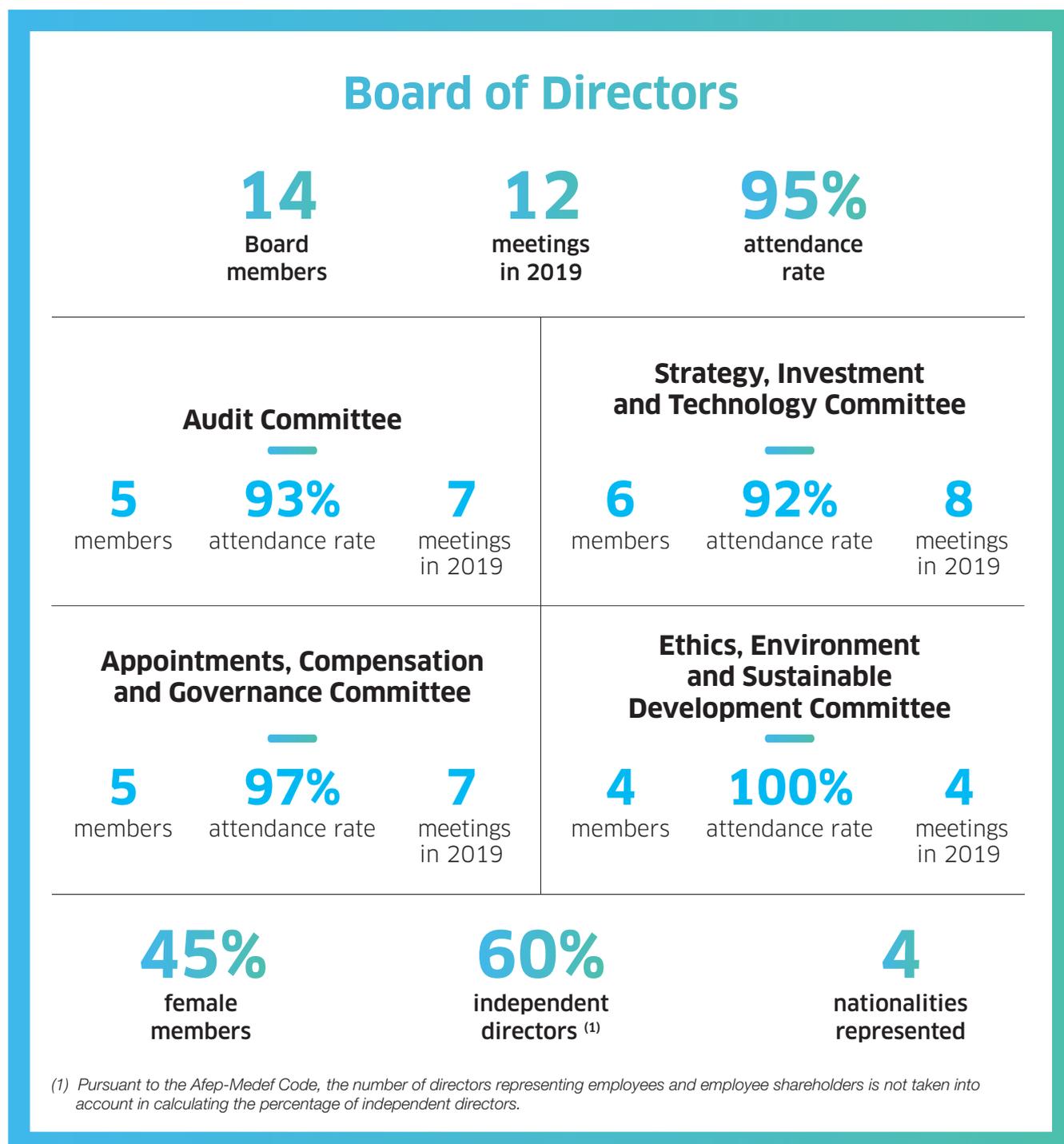
Since 2015, the Group has reduced its direct CO<sub>2</sub> emissions by over 50%, increased sixfold its solar power generation capacity, and increased its wind capacity by 20%. At the beginning of 2019, it committed to increasing its installed capacity for renewable power generation by 9 GW by 2021.



# 2

## Organization and composition of the Board of Directors

The board of directors and its committees  
(Situation as at 31 December 2019)



# 2

## Organization and composition of the Board of Directors

### Directors in office (Situation as at February 26, 2020)

 <b>Jean-Pierre Clamadieu</b> Chairman of the Board			
 <b>Fabrice Brégier</b>	 <b>Françoise Malrieu</b>	 <b>Ross McInnes</b>	 <b>Marie-José Nadeau</b>
 <b>Lord Peter Ricketts of Shortlands</b>	 <b>Isabelle Bui</b>	 <b>Patrice Durand</b>	 <b>Mari-Noëlle Jégo-Laveissière</b>
 <b>Christophe Agogué</b>	 <b>Alain Beullier</b>	 <b>Philippe Lepage</b>	 <b>Christophe Aubert</b>

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<b>13</b> members	<b>40%</b> female	<b>67%</b> independent directors <sup>(1)</sup>	<b>4</b> nationalities represented
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(1) Pursuant to the Afep-Medef Code, the number of directors representing employees and employee shareholders is not taken into account in calculating the percentage of independent directors.

# Composition of the Board of Directors

## Participation in the Committees of the Board of Directors

	Age <sup>(1)</sup>	Nationality	Inde- pendence	End of term of office	Audit	Strategy, Investment and Technology	Appointments, Compensation and Governance	Ethics, Environment and Sustainable Development
<b>Directors elected by the Shareholders' Meeting</b>								
Jean-Pierre Clamadieu	61 years old	French	✓	2022		●	△	
Fabrice Brégier	58 years old	French	✓	2020			□	
Françoise Malrieu	74 years old	French	✓	2023	□		●	□
Ross McInnes	65 years old	French- Australian	✓	2022	□	□		●
Marie-José Nadeau	66 years old	Canadian	✓	2023	●	□		
Lord Ricketts of Shortlands	67 years old	British	✓	2020			□	
<b>Director representing the French State</b>								
Isabelle Bui	38 years old	French		2023	□	□	□	
<b>Directors elected by the Shareholders' Meeting on the recommendation of the French State</b>								
Patrice Durand	66 years old	French		2023		□		
Mari-Noëlle Jégo-Laveissière	51 years old	French		2023				□
<b>Directors elected to represent employees</b>								
Christophe Agogué	58 years old	French	N/A <sup>(2)</sup>	2022				□
Alain Beullier	55 years old	French	N/A <sup>(2)</sup>	2022			□	
Philippe Lepage	55 years old	French	N/A <sup>(2)</sup>	2022		□		
<b>Director elected by the Shareholders' Meeting to represent employee shareholders</b>								
Christophe Aubert	55 years old	French	N/A <sup>(2)</sup>	2021	□			

(1) On February 26, 2020

(2) Pursuant to the Afeq-Medef Code, the number of directors representing employees and employee shareholders is not taken into account in calculating the percentage of independent directors.

● Chair

□ Member

△ Attends the Committee without being a member

Government Commissioner  
**Laurent MICHEL**  
French  
53 years old

Substitute Government Commissioner  
**Anne-Florie CORON**  
French  
38 years old

Representative of the Social and Economic Committee  
**Hamid AIT-GHEZALA**  
French  
45 years old

## Directors whose appointment is being submitted to the Shareholders' Meeting

### Information on each of the candidates as Director


**Age and nationality**

58

French nationality

**First appointment**

5/3/2016

**Expiration of term**

2020

**Shares held**

500 shares

**Business address**

ENGIE

1 place Samuel de Champlain

92400 Courbevoie

**FABRICE BRÉGIER**

A graduate of the École Polytechnique, Chief Engineer at the Corps des Mines, Fabrice Brégier began his career at the DRIRE Alsace (Ministry of Industry and Trade), before being appointed Sub-Director of Economic, International and Financial Affairs with the Ministry of Agriculture (Directorate-General for Food) in 1989. After serving as an Advisor to several French Ministers, Mr. Brégier joined Matra Défense in 1993, where he was successively Chairman of Franco-German joint ventures and Director of Stand-Off activities at Matra BAe Dynamics. In 1998, he became CEO of Matra BAe Dynamics. In 2001, he was appointed CEO of MBDA, the leading European missile systems company. Early in 2003, Fabrice Brégier joined Eurocopter, becoming Chairman and CEO in April. In 2005, he was appointed Director of EADS' Eurocopter Division and member of the EADS Executive Committee, then in 2006 was appointed Chief Operating Officer of Airbus and a member of the EADS Executive Committee. From 2012 to 2018, Fabrice Brégier served as Chairman and CEO of Airbus. In September 2018, he became Chairman of Palantir Technologies France, a leading company in the field of Big Data.

**Participation in Board committees**

Member of the Appointments, Compensation and Governance Committee

**Principal activities outside the Company**

Chairman of Palantir Technologies France

**Current offices held**
**Offices and positions in Group companies**

Director of ENGIE

Member of the Appointments, Compensation and Governance Committee

**Offices and positions in companies outside the Group**

Chairman of Palantir Technologies France

Member of the Board of Directors of SCOR<sup>(1)</sup>
**Offices that have expired in the last five years**
Chief Operating Officer of Airbus<sup>(1)</sup> and Chairman of Airbus Commercial Aircraft until February 2018
**Areas of expertise**

Executive Board

Digital, innovation, new technologies

Industrial sector

(1) Listed company.



**Age and nationality**

67

British nationality

**First appointment**

5/3/2016

**Expiration of term**

2020

**Shares held**

750 shares

**Business address**

15 Queensmead Road  
Bromley  
Kent – BR2 0ER  
United Kingdom

**LORD RICKETTS OF SHORTLANDS**

A graduate of Oxford University, with a Master of Arts in English Literature from Pembroke College, Honorary DLC from the University of Kent and Honorary LLD from the University of Bath, Peter Ricketts began his career in 1974 at the Foreign and Commonwealth Office (FCO). In 1975, he was assigned as a Political Attaché in Singapore, and then served as the UK's Permanent Representative to NATO in Brussels, before joining the FCO. At the FCO, he served as the Assistant Private Secretary to former Foreign Secretary Sir Geoffrey Howe in 1983, First Secretary at the British Embassy in Washington (United States) in 1985, Division Chief in Hong Kong in 1990, Advisor for European and Economic Affairs at the British Embassy in France in 1995, and Deputy Director of Policy in 1997. In 2000 he was appointed Chairman of the Joint Intelligence Committee, then in 2001 he was named Policy Director of the FCO. From 2003 to 2006 he was Permanent Representative of the United Kingdom to NATO. In 2006, he became Secretary General of the FCO, and in 2010 he was named National Security Advisor of the United Kingdom. Finally, from 2012 to January 2016, he was the United Kingdom's Ambassador to France and Monaco. In October 2016, he was appointed to the House of Lords.

**Participation in Board committees**

Member of the Appointments, Compensation and Governance Committee

**Principal activities outside the Company**

Member of the House of Lords, London  
President, Normandy Memorial Trust (Charitable Association)  
Member, Royal Academy

**Current offices held**

**Offices and positions in Group companies**

Director of ENGIE  
Member of the Appointments, Compensation and Governance Committee

**Offices and positions in companies outside the Group**

Strategic Consultant, Lockheed Martin (UK)

**Offices that have expired in the last five years**

None

**Areas of expertise**

Geostrategic challenges  
Public sector  
Social dialogue/human resources



# 3 Draft agenda

## A. Resolutions submitted to the Ordinary Shareholders' Meeting

- Approval of transactions and annual financial statements for fiscal year 2019 **(1<sup>st</sup> resolution)**.
- Approval of the consolidated financial statements for fiscal year 2019 **(2<sup>nd</sup> resolution)**.
- Appropriation of net income for fiscal year 2019 **(3<sup>rd</sup> resolution)**.
- Approval, pursuant to Article L.225-38 of the French Commercial Code, of settlement agreement between the Company and Isabelle Kocher, director and Chief Executive Officer until February 24, 2020 **(4<sup>th</sup> resolution)**.
- Approval of regulated agreements referred to in Article L.225-38 of the French Commercial Code that were previously approved and that continued during fiscal year 2019 **(5<sup>th</sup> resolution)**.
- Authorization of the Board of Directors to trade in the Company's shares **(6<sup>th</sup> resolution)**.
- Reappointment of a Director (Fabrice Brégier) **(7<sup>th</sup> resolution)**.
- Reappointment of a Director (Lord Peter Ricketts of Shortlands) **(8<sup>th</sup> resolution)**.
- Reappointment of a principal Statutory Auditor (Ernst & Young et Autres) **(9<sup>th</sup> resolution)**.
- Reappointment of a principal Statutory Auditor (Deloitte & Associés) **(10<sup>th</sup> resolution)**.
- Approval of information relating to the compensation of corporate officers paid during fiscal year 2019 or awarded for said year and referred to in Article L.225-37-3 I of the French Commercial Code **(11<sup>th</sup> resolution)**.
- Approval of total compensation and benefits of any kind paid during fiscal year 2019, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors, referred to in Article L.225-37-3 of the French Commercial Code **(12<sup>th</sup> resolution)**.
- Approval of total compensation and benefits of any kind paid during fiscal year 2019, or awarded for said year, to Isabelle Kocher, Chief Executive Officer, referred to in Article L.225-37-3 of the French Commercial Code **(13<sup>th</sup> resolution)**.
- Approval of the compensation policy for directors, in accordance with Article L.225-37-2 II of the French Commercial Code **(14<sup>th</sup> resolution)**.
- Approval of the compensation policy for the Chairman of the Board of Directors, in accordance with Article L.225-37-2 II of the French Commercial Code **(15<sup>th</sup> resolution)**.
- Approval of the compensation policy for the Chief Executive Officer for the period January 1 to February 24, 2020, in accordance with Article L.225-37-2 II of the French Commercial Code **(16<sup>th</sup> resolution)**.
- Approval of the compensation policy for the Chief Executive Officer appointed on February 24, 2020 for a transitional period pending completion of the process of appointing a new Chief Executive Officer, in accordance with Article L.225-37-2 II of the French Commercial Code **(17<sup>th</sup> resolution)**.
- Approval of the compensation policy for the Chief Executive Officer to be appointed at the end of the ongoing appointment process, in accordance with Article L.225-37-2 II of the French Commercial Code **(18<sup>th</sup> resolution)**.

## B. Resolutions submitted to the Extraordinary Shareholders' Meeting

- Delegation of authority to the Board of Directors to (i) issue ordinary shares and/or share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preemptive subscription rights maintained (usable only outside periods of a public tender offer) **(19<sup>th</sup> resolution)**.
- Delegation of authority to the Board of Directors to (i) issue ordinary shares and/or share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preemptive subscription rights waived (usable only outside periods of a public tender offer) **(20<sup>th</sup> resolution)**.
- Delegation of authority to the Board of Directors to resolve to issue, without preemptive subscription rights, ordinary shares or other securities, in the context of an offer governed by Article L.411-2 of the French Monetary and Financial Code (to be used only outside public tender offer periods) **(21<sup>st</sup> resolution)**.
- Delegation of authority to the Board of Directors to increase the number of shares in the event of a securities issue with or without preemptive subscription rights, in application of Resolutions 19, 20 and 21, limited to 15% of the initial issue (to be used only outside public tender offer periods) **(22<sup>nd</sup> resolution)**.
- Delegation of authority to the Board of Directors to issue ordinary shares or various securities in consideration for contributions of securities made to the Company, limited to 10% of the share capital (to be used only outside public tender offer periods) **(23<sup>rd</sup> resolution)**.
- Limitation of the Overall Ceiling for immediate and/or future capital increase delegations **(24<sup>th</sup> resolution)**.

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- Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts **(25<sup>th</sup> resolution)**.
- Authorization to be granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares **(26<sup>th</sup> resolution)**.
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, with preemptive subscription rights waived, for the benefit of ENGIE group employee savings plan members **(27<sup>th</sup> resolution)**.
- 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 preemptive subscription rights waived, in favor of any entity whose sole purpose is to subscribe, hold and sell shares or other financial instruments as part of the implementation of an international employee shareholding plan of the ENGIE group **(28<sup>th</sup> resolution)**.
- Amendment of Article 2 updating the Company objective **(29<sup>th</sup> resolution)**
- Insertion of the purpose statement of the Company in Article 2 of the bylaws and amendment of the related heading and renumbering of said article **(30<sup>th</sup> resolution)**.
- Various amendments to the bylaws to harmonize the bylaws with the current legislative and regulatory provisions:
  - Amendment of Article 6 of the bylaws to remove the requirement that the French government must hold a minimum interest in the share capital or voting rights;
  - Amendment of Article 13.5 of the bylaws, replacing the term “directors’ fees” with the term “compensation”, and Article 13.7 replacing the term “Works Council” with the term “Social and Economic Committee”;
  - Amendment of Article 17.2 of the bylaws to apply the common law regime relating to chief operating officers, and consequential amendments to Articles 16 and 20.1;
  - Amendment of Article 23 of the bylaws, removing the requirement to appoint two alternate statutory auditors, in accordance with Article L.823-1 of the French Commercial Code **(31<sup>st</sup> resolution)**.
- Powers to implement the resolutions adopted by the General Shareholders’ Meeting and to perform the related formalities **(32<sup>nd</sup> resolution)**.

## For information only

### **Resolution A : Amendment of the text of the 3<sup>rd</sup> resolution to decide not to distribute any dividend in respect of the financial year 2019**

In addition, before the Board of Directors decides during its meeting of April 1, 2020, to cancel its proposal to pay a dividend in respect of financial year 2019, the Company received from the Supervisory Board of the solidarity employee mutual fund LINK France, 1-2 Place Samuel de Champlain, Faubourg de l’Arche, 92930 Paris La Défense Cedex, an alternative draft resolution to the 3<sup>rd</sup> resolution, to decide not to distribute any dividend in respect of financial year 2019.

This alternative resolution has become purposeless.

# 4

## Draft Resolutions and purpose

### A. Resolutions and purpose resolutions submitted to the Ordinary Shareholders' Meeting

#### Approval of the financial statements for fiscal year 2019 (Resolutions 1 and 2)

**Purpose** The first two resolutions allow the Shareholders, after reviewing the reports of the Board of Directors and of the Statutory Auditors, to approve the annual and consolidated financial statements of ENGIE, which show, respectively, net loss of €195,804,728 and consolidated net income, Group share, of €984,411,419.

##### FIRST RESOLUTION

###### Approval of transactions and the financial statements for fiscal year 2019

After reviewing the financial statements for the year ended December 31, 2019, the Board of Directors' management report and the Statutory Auditors' report on the financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the parent company financial statements for the fiscal year ended December 31, 2019, as presented thereto, as well as the transactions entered in these parent company financial statements or summarized in these reports, showing net loss for the year of €195,804,728.

In accordance with Article 223-quater of the French General Tax Code, the Shareholders' Meeting duly notes that the total amount of expenses and charges referred to in Article 39, paragraph 4, of the General Tax Code is €1,236,094 for 2019.

##### SECOND RESOLUTION

###### Approval of the consolidated financial statements for fiscal year 2019

After reviewing the consolidated financial statements for the year ended December 31, 2019, the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the consolidated financial statements for the fiscal year ended December 31, 2019, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports, showing consolidated net income, Group share, for the year of €984,411,419.

#### Appropriation of net income for fiscal year 2019 (Resolution 3)

**Purpose** The purpose of the third resolution is to propose that you appropriate the net income for fiscal year 2019. As an exceptional measure, and due to the global health crisis related to the COVID-19 epidemic, it is proposed that no dividend should be distributed for fiscal year 2019.

## THIRD RESOLUTION

### Appropriation of net income for fiscal year 2019

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, records that the net loss for the year ending December 31, 2019, is €195,804,728 and Retained Earnings is nil.

Pursuant to the Board of Directors' recommendations, the Shareholders' Meeting resolves to allocate the net loss, *i.e.*

€195,804,728, to "Other reserves" in the amount of €17,363,610 and the balance, *i.e.* €178,441,118, to the "Merger premium".

Given the exceptional situation brought about by the coronavirus pandemic, which is affecting the entire global economy, and in order to anticipate any impact on the Group's activities, the Shareholders' Meeting resolves not to distribute a dividend for fiscal year 2019.

Pursuant to applicable law, the Shareholders' Meeting duly notes that the dividend payouts for the three previous fiscal years are as follows:

Fiscal year	Number of shares carrying dividend rights	Amounts paid out (overall amount)	Net dividend (amount per share)
	(in millions)	(in euros)	(in euros)
2016 <sup>(1)</sup>	2,397 <sup>(3)</sup>	2,414 million	1.00
2017 <sup>(2)</sup>	2,390 <sup>(4)</sup>	1,688 million	0.70
2018 <sup>(2)</sup>	2,413 <sup>(5)</sup>	2,743 million	1.12

(1) Pursuant to the disclosure requirement set forth in Article 243(b) of the General Tax Code, note that dividends for the fiscal year ended December 31, 2016 were eligible for the progressive income tax scale after the 40% deduction available to individuals who are tax residents of France, as provided in Article 158, paragraph 3-2 of the French General Tax Code.

(2) In accordance with the requirements of Article 243-bis of the General Tax Code, dividends paid out for the years ended December 31, 2017 and December 31, 2018 were eligible for the overall rate of 30% (*i.e.* 12.8% for income tax and 17.2% for social security contributions), unless shareholders opted for the progressive income tax scale, giving entitlement to the proportional 40% deduction provided for in Article 158, paragraph 3(2) of the French General Tax Code.

(3) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2016 in May 2017. It is notably comparable to the number at the time of payment of the interim dividend in 2016.

(4) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2017 in May 2018. It is notably comparable to the number at the time of payment of the interim dividend in 2017.

(5) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2018 in May 2019. It is notably comparable to the number at the time of payment of the interim dividend in 2018.

## Regulated agreements (Resolutions 4 and 5)

<b>Purpose</b>	<p>The rules for regulated agreements apply to agreements and commitments made between the Company and its corporate officers or a shareholder having over 10% of voting rights, or between two companies with the same senior management.</p> <p>The agreements referred to in Resolutions 4 and 5 relate to these rules.</p> <p>By voting on Resolution 4, the Shareholders are asked to approve the settlement agreement between ENGIE and Isabelle Kocher, Director and Chief Executive Officer, in connection with her departure. This settlement agreement was authorized by the Board of Directors on February 24, 2020 and signed on the same day. The total compensation amount is within the maximum limit set out in the Afep-Medef Code to which ENGIE refers. The payment of the agreed compensation amount set out in this agreement is subject to the approval of this resolution.</p> <p>By voting on Resolution 5, the Shareholders will approve the regulated agreements entered into and previously approved by the Shareholders' Meeting that continued to produce effects in 2019.</p> <p>All these agreements are described in the Statutory Auditors' special report in Section 4.7 of the 2019 Registration Document.</p>
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### FOURTH RESOLUTION

#### Approval, pursuant to Article L.225-38 of the French Commercial Code of the settlement agreement between the Company and Isabelle Kocher, Director and Chief Executive Officer, until February 24, 2020

Having reviewed the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, resolves on the part of this report relating to the settlement agreement between the Company and Isabelle Kocher, in connection with her departure, authorized by the Board of Directors on February 24, 2020, and approves the said agreement.

### FIFTH RESOLUTION

#### Approval of regulated agreements pursuant to Article L.225-38 of the French Commercial Code, previously approved and that continued in 2019

Having reviewed the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the agreements and commitments entered into and previously approved by the Shareholders' Meeting that continued in 2019.

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## Authorization to trade in the Company's shares (Resolution 6)

<b>Purpose</b>	<p>The Shareholders are asked to renew the authorization of the Board of Directors to repurchase shares of the Company for a period of 18 months, with corresponding cancellation on the same date of the previous authorization granted by the Combined Ordinary and Extraordinary General Shareholders' Meeting of May 17, 2019.</p> <p>The purpose of the share buyback program and a full description of the authorization submitted to the vote are provided in the text of Resolution 6 as well as in Section 5.1.4.2 of the 2019 Universal Registration Document.</p> <p>This resolution shall not apply during a public tender offer for the shares of the Company.</p> <p>It should be noted that, as at December 31, 2019, the Company held 0.91% of its share capital, or 22,153,694 shares, all of which to cover its commitments to the beneficiaries of bonus shares and company savings plans.</p>
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### SIXTH RESOLUTION

#### Authorization of the Board of Directors to trade in the Company's shares

After reviewing the terms of the share buyback program, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, authorizes the Board of Directors, or a duly authorized representative, to purchase the Company's shares in accordance with the terms and conditions set forth in Articles L.225-209 *et seq.* of the French Commercial Code, European Regulation 596/2014 of April 16, 2014 on market abuse, related regulations of the European Commission, and Article 241-1 *et seq.* of the General Regulations of the AMF, and market practices accepted thereby in order to:

- maintain liquidity and stimulate the market for the Company's shares through an independent investment services provider that complies with the Code of Ethics recognized by the AMF;
- cancel all or a portion of the repurchased shares in accordance with Article L.225-209 of the French Commercial Code, as part of a share capital reduction resolved upon or authorized by the Shareholders' Meeting;
- award or sell them to employees or former employees or officers or former officers of the Company and/or companies that are or will be affiliated with it under the terms and conditions provided for by the applicable regulations as part of any employee shareholding plan, including stock option plans and awards of outstanding shares;

# 4 Draft Resolutions and purpose

- award or sell them to employees or former employees or officers or former officers of the Company and/or companies that are or will be affiliated with it under the terms and conditions provided for by the applicable regulations as part of all employee shareholding plans, including stock option plans and awards of outstanding shares or offers as part of a company-sponsored employee savings plans;
- hold them for subsequent tendering in an exchange, payment or other transaction as part of external growth transactions, subject to an overall ceiling of 5% of the Company's share capital;
- use them for allocation upon the exercise of the rights attached to issued securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company; or
- implement any other market practices authorized or to be authorized by market authorities.

In accordance with the following terms and conditions:

- the maximum number of shares acquired by the Company during the buyback period may not exceed 10% of the Company's share capital, this percentage applying to adjusted capital based on transactions subsequent to this Shareholders' Meeting, provided that with respect to the specific case of shares repurchased under the liquidity contract, the number of shares taken into account for calculating the 10% limit corresponds to the number of shares purchased, less the number of shares sold during the term of the authorization;
- the aggregate amount of such purchases after expenses may not exceed €7.3 billion;
- the maximum purchase price may not exceed **€30** per share, excluding transaction costs.

The purchase, sale or transfer of shares may be performed at any time, except during a public tender offer for the shares of the Company, and by any means, on the open market or over the counter, including through block trades, public tender offers, or the use of options or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable regulations.

This authorization shall take effect at the end of this Shareholders' Meeting, for a period of **18 months**; it supersedes the unused portion of the authorization of the same kind granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 17, 2019 in its 5<sup>th</sup> resolution.

The Shareholders' Meeting grants full powers to the Board of Directors, with power to delegate as provided by law, to:

- adjust the maximum purchase price above to reflect the impact on the share price of corporate transactions, such as a change in the share's par value, a capital increase through capitalization of reserves, the award of bonus shares, a stock split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving the shareholders' equity;
- implement this authorization and if necessary, to set the terms and conditions applicable to the share buyback program, to place any buy and sell orders, enter into any and all agreements in view of updating the share registers, carry out all filings with the AMF and any other authorities, complete all formal recording requirements, and generally do all that is necessary for the purposes hereof.

## Re-appointment of two Directors (Resolutions 7 and 8)

### Purpose

The directorships of Fabrice Brégier and Lord Peter Ricketts of Shortlands expire at the end of this Shareholders' Meeting.

Based on the recommendations of the Appointments, Compensation and Governance Committee, under the 7<sup>th</sup> and 8<sup>th</sup> resolutions, the Shareholders are asked to reappoint Fabrice Brégier and Lord Peter Ricketts of Shortlands as Directors, for a four-year term.

If these resolutions are passed, the Board of Directors will have 13 members, including 6 Independent Directors.

The biographies of the Directors whose appointment is being submitted to you are found on pages 13 to 14 of the Notice of Meeting.

### SEVENTH RESOLUTION

#### Reappointment of a Director (Fabrice Brégier)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, hereby reappoints Fabrice Brégier as a Director for a term of four years.

Fabrice Brégier's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2024 to approve the 2023 financial statements.

### EIGHTH RESOLUTION

#### Reappointment of a Director (Lord Peter Ricketts of Shortlands)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, hereby reappoints Lord Peter Ricketts of Shortlands as a Director for a term of four years.

Lord Peter Ricketts of Shortland's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2024 to approve the 2023 financial statements.

## Reappointment of the Statutory Auditors (Resolutions 9 and 10)

<b>Purpose</b>	<p>The appointments of the Statutory Auditors, Ernst &amp; Young et Autres and Deloitte &amp; Associés, and the Alternate Statutory Auditors, Auditex and BEAS, expire at the end of this Shareholders' Meeting.</p> <p>The Shareholders are asked to reappoint the Statutory Auditors, Ernst &amp; Young et Autres and Deloitte &amp; Associés, for a six-year term expiring at the end of the Ordinary Shareholders' Meeting that will be convened in 2026 to approve the financial statements for the fiscal year ended December 31, 2025.</p>
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### NINTH RESOLUTION

#### Reappointment of a Statutory Auditor (Ernst & Young et Autres)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having noted that the appointment of the Statutory Auditor Ernst & Young et Autres will expire at the end of this Shareholders' Meeting, hereby reappoints the Statutory Auditor for a six-year term expiring at the end of the Ordinary Shareholders' Meeting that will be convened in 2026 to approve the financial statements for the fiscal year ended December 31, 2025.

### TENTH RESOLUTION

#### Reappointment of a Statutory Auditor (Deloitte & Associés)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having noted that the appointment of the Statutory Auditor Deloitte & Associés will expire at the end of this Shareholders' Meeting, hereby reappoints the Statutory Auditor for a six-year term expiring at the end of the Ordinary Shareholders' Meeting that will be convened in 2026 to approve the financial statements for the fiscal year ended December 31, 2025.

## Approval of the components of compensation paid in 2019 or awarded for the same year to corporate officers of the Company (Resolutions 11 to 13)

<b>Purpose</b>	<p>Ordinance 2019-1234 and Decree 2019-1235 of November 27, 2019 pursuant to the PACTE law of May 22, 2019 on business growth and transformation, have reformed the legal regime applicable to corporate officers' compensation.</p> <p>Pursuant to the above-mentioned Ordinance and in compliance with Article L.225-100 II of the French Commercial Code, a draft resolution on the disclosures set out in Article L.225-37-3 of the French Commercial Code is now subject to approval by the Shareholders' Meeting (<i>Resolution 11</i>). These disclosures are described in Section 4.4 of the 2019 Universal Registration Document and in the Board of Directors' report on corporate governance.</p> <p>The approval by Shareholders' Meeting of the individual compensation paid or awarded to each corporate officer for the year ended (<i>ex-post</i> vote) was maintained in the above-mentioned Ordinance.</p> <p>By voting on Resolution 12, in accordance with Articles L.225-100 III and L.225-37-3 of the French Commercial Code, the Shareholders are asked to approve the total compensation and benefits in kind paid in 2019 or awarded for 2019 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.4 of the 2019 Universal Registration Document, and in the Board of Directors' report on corporate governance.</p>
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### ELEVENTH RESOLUTION

#### Approval of disclosures on the compensation of corporate officers paid in 2019 or awarded for 2019 and mentioned in Article L.225-37-3 I of the French Commercial Code

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having

reviewed the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.225-100 II of the French Commercial Code, the disclosures mentioned in Article L.225-37-3 I of the French Commercial Code, as they are described in Section 4.4 of the 2019 Universal Registration Document.

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## TWELFTH RESOLUTION

### Approval of the total compensation and benefits in kind paid in 2019 or awarded for 2019 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, mentioned in Article L.225-37-3 of the French Commercial Code

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.225-100 III of the French Commercial Code, the fixed, variable and extraordinary components of the total compensation and benefits in kind paid in 2019 or awarded for 2019 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.4 of the 2019 Universal Registration Document.

## THIRTEENTH RESOLUTION

### Approval of the total compensation and benefits in kind paid in 2019 or awarded for 2019 to Isabelle Kocher, Chief Executive Officer, mentioned in Article L.225-37-3 of the French Commercial Code

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.225-100 III of the French Commercial Code, the fixed, variable and extraordinary components of the total compensation and benefits in kind paid in 2019 or awarded for 2019 to Isabelle Kocher, Chief Executive Officer, as described in Section 4.4 of the 2019 Universal Registration Document.

## Approval of the compensation policy of corporate officers of the Company (Resolutions 14 to 18)

### Purpose

Pursuant to Ordinance 2019-1234 and Decree 2019-1235 of November 27, 2019 adopted in application of the Law of May 22, 2019 on growth and the transformation of companies, known as the PACTE Act, the compensation policy for all corporate officers, including directors, must now be the subject of a resolution submitted for approval by the Shareholders' Meeting.

Presented within the report prepared by the Board of Directors on corporate governance, this compensation policy must comply with the Company's corporate interest, contribute to its continuity and be in line with its commercial strategy.

Accordingly, under Article L.225-37-2 II of the French Commercial Code, the Shareholders are asked by voting on Resolution 14, to approve the compensation policy for the Company's Directors, as described in Section 4.4 of the 2019 Universal Registration Document and in the Board of Directors' report on corporate governance.

Likewise, by voting on Resolution 15, the Shareholders are asked to approve the compensation policy for Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.4 of the 2019 Universal Registration Document, and in the Board of Directors' report on corporate governance.

The Shareholders are also asked by voting on Resolution 16, to approve the compensation policy for Isabelle Kocher, Chief Executive Officer, in office from January 1 to February 24, 2020, as described in Section 4.4 of the 2019 Universal Registration Document, and in the Board of Directors' report on corporate governance.

By voting on Resolution 17, Shareholders will vote on the compensation policy of Ms. Claire Waysand, Chief Executive Officer appointed for a transition period, until the appointment of a new Chief Executive Officer, as described in Section 4.4 of the 2019 Universal Registration Document, and in the Board of Directors' report on corporate governance.

By voting on Resolution 18, the Shareholders are also asked to approve the compensation policy for Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.4 of the 2019 Universal Registration Document, and in the Board of Directors' report on corporate governance.

All the components that form this compensation policy for each category of corporate officer were approved by the Board of Directors on February 26, 2020, on the recommendation of the Appointments, Compensation and Governance Committee.

## FOURTEENTH RESOLUTION

### Approval of Directors' compensation policy, pursuant to Article L.225-37-2 II of the French Commercial Code

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having

reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.225-37-2 II of the French Commercial Code, the Directors' compensation policy, as they are described in Section 4.4 of the 2019 Universal Registration Document.

**FIFTEENTH RESOLUTION****Approval of the compensation policy for the Chairman of the Board of Directors, pursuant to Article L.225-37-2 II of the French Commercial Code**

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.225-37-2 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as they are described in Section 4.4 of the 2019 Universal Registration Document.

**SIXTEENTH RESOLUTION****Approval of the compensation policy for the Chief Executive Officer for the period from January 1 to February 24, 2020, pursuant to Article L.225-37-2 II of the French Commercial Code**

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.225-37-2 II of the French Commercial Code, the compensation policy for the Chief Executive Officer for the period from January 1 to February 24, 2020, as they are described in Section 4.4 of the 2019 Universal Registration Document.

**SEVENTEENTH RESOLUTION****Approval of the compensation policy for the Chief Executive Officer appointed on February 24, 2020 for a transition period until the appointment of a new Chief Executive Officer, pursuant to Article L.225-37-2 II of the French Commercial Code**

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.225-37-2 II of the French Commercial Code, the compensation policy for the Chief Executive Officer appointed for a transition period until the appointment of a new Chief Executive Officer, as they are described in Section 4.4 of the 2019 Universal Registration Document.

**EIGHTEENTH RESOLUTION****Approval of the compensation policy for the Chief Executive Officer to be appointed at the end of the current appointment process, pursuant to Article L.225-37-2 II of the French Commercial Code**

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.225-37-2 II of the French Commercial Code, the compensation policy for the Chief Executive Officer to be appointed at the end of the current appointment process, as they are described in Section 4.4 of the 2019 Universal Registration Document.

## Resolutions submitted to the Extraordinary Shareholders' Meeting

### “Financial” delegations (Resolutions 19 to 23)

#### Purpose

The Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018 had delegated authority to the Board of Directors for a period of 26 months to issue securities with or without preferential subscription rights to the general public or to institutional investors or in consideration of contributions of securities to the Company.

These delegations, which were not used, expire on July 17, 2020. The aim of renewing them is to allow the Company to carry out, at the appropriate time, the financial transactions required to finance its development.

These renewals concern the financial delegations previously granted that can only be used outside periods of public tender offers for the Company.

These delegations would cancel and replace the aforementioned resolutions for a period of 26 months from the date of the Shareholders' Meeting.

The total nominal amount of capital increases that may be realized in this way, immediately or in the future, may not exceed a nominal amount of €225 million, it being specified that this amount is common to Resolutions 19, 20, 21, 22 and 23, and would be deducted from the overall ceiling of €265 million (nominal amount) provided for in Resolution 24 proposed to this Shareholders' Meeting.

In the event of the issue of securities representing debt claims on the Company, the maximum nominal amount of these debt securities would be set at €5 billion, it being specified that this amount would be deducted from the nominal amount of the debt securities that will be issued by virtue of Resolutions 19, 20, 21, 22 and 23.

For your information, a table summarizing the financial delegations is provided in the Board of Directors' report on corporate governance.

### Delegation of authority granted to the Board of Directors to issue various securities with preferential subscription rights (to be used outside public tender offer periods) (Resolution 19)

#### Purpose

We submit to your vote the renewal of the resolution authorizing the Board of Directors to issue various securities with preferential subscription rights, which is the preference of the Board of Directors and would give it the necessary flexibility to carry out, where appropriate, issues that are best suited to market opportunities and the Company's needs.

These issues may take place at any time, except during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

### NINETEENTH RESOLUTION

#### Delegation of authority to the Board of Directors to resolve, maintaining preferential subscription rights, to (i) issue ordinary shares and/or any securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) issue securities giving entitlement to the allocation of debt securities (to be used only outside public tender offer periods)

Having reviewed the Board of Directors' report and the Statutory Auditors' report and in accordance with Articles L.225-127 to L.225-129-6, L.225-132 to L.225-134 and L.228-91 to L.228-93 of the French Commercial Code, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

- delegates to the Board of Directors its authority to resolve, on one or more occasions, both in France and abroad, in the proportion and at the times that it deems appropriate, either in euros or in any other currency or monetary unit established by

reference to several currencies, maintaining the preferential subscription rights of the shareholders, on the issue of ordinary shares of the Company or securities issued for consideration or free of charge, governed by Articles L.228-91 *et seq.* of the French Commercial Code, (i) giving access to the capital of the Company or giving access to the capital of a company of which it directly or indirectly owns more than half of the capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised, or (ii) giving entitlement to the allocation of debt securities, it being specified that the subscription of shares and other securities may take place either in cash or by offsetting certain, liquid and payable receivables. The Board of Directors may delegate, under the conditions established by law, the power to resolve to carry out the issue and the power to suspend it. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;

2. sets the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation of authority:
- the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that the nominal amount of the capital increases that may be carried out under Resolutions 20, 21, 22 and 23 below will be deducted from this amount, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation,
  - to this ceiling will be added, if necessary, the nominal amount of the supplementary shares to be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,
  - this amount will be deducted from the amount of the overall ceiling set in Resolution 24, subject to its adoption by this Shareholders' Meeting, or, if applicable, from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation,
  - the maximum nominal amount of the securities representing the debt claims on the Company that may be issued pursuant to this delegation of authority may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 20, 21, 22 and 23 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
3. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 13 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018;
4. in the event that the Board of Directors uses this delegation:
- resolves that the issue or issues will be reserved by preference for shareholders that may subscribe irreducibly in proportion to the subscription rights they hold, and duly notes that the Board of Directors may establish for the benefit of shareholders a reducible subscription right which will be exercised in proportion to the subscription rights available to them within the limits of their requests,
  - resolves that, if the irreducible and, if applicable, the reducible subscriptions have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may use the various powers provided for by law, in the order that it determines, including offering to the public all or part of the shares or, in the case of securities giving access to the capital, said unsubscribed securities, both in France and abroad,
  - resolves that issues of Company share warrants may be made by subscription offer under the conditions described above, but also by free allocation to the holders of the old shares,
  - resolves that in the event of a free allocation of stand-alone warrants, the Board of Directors may resolve that fractional
- rights will be non-transferable and that the corresponding shares will be sold,
- duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued pursuant to this delegation and giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;
5. resolves that the Board of Directors will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to:
- set, if applicable, the procedures for exercising the rights attached to the shares or securities giving access to the capital or debt securities to be issued, determine the procedures for exercising rights, if any, particularly to conversion, exchange, and repayment, including by the delivery of Company assets such as securities already issued by the Company,
  - resolve, in the event of the issue of debt instruments, including securities giving entitlement to the allocation of debt securities pursuant to Article L.228-91 of the French Commercial Code, on whether they are subordinated or not and, where applicable, their level of subordination in accordance with the provisions of Article L.228-97 of the French Commercial Code, to set their interest rate, in particular interest at fixed or variable rates or at zero coupon or index-linked, whether their duration is fixed or indefinite and other terms of issue, including the provision of guarantees or other security, and the terms of amortization/repayment, including by the delivery of Company assets, it also being possible for the securities to be bought on the stock market or subject to an offer to purchase or exchange by the Company; to set the conditions under which these securities will give access to the capital of the Company and/or companies in which it directly or indirectly owns more than half of the capital and/or the allocation of debt securities; and to modify the procedures referred to above during the life of the securities concerned,
  - at its own discretion, charge the costs of the capital increase against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
  - set and make any adjustments to take into account the impact of transactions on the capital of the Company, particularly in the event of a change in the share's nominal value, a capital increase by capitalization of reserves, the award of bonus shares, a stock split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving shareholders' equity; and determine, where applicable, the arrangements for protecting the rights of holders of securities giving access to the capital,
- and, generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

## Delegations of authority granted to the Board of Directors to issue various securities with cancellation of preferential subscription rights (to be used outside public tender offer periods) (Resolutions 20 and 21)

### Purpose

In the context of these two resolutions, we propose that you renew the authorization given to the Board of Directors to issue various securities with cancellation of preferential subscription rights.

Under Resolution 20, the Board of Directors may confer a priority subscription period on existing shareholders for all or part of the proposed issue.

The aim of Resolution 21 is to facilitate issues to institutional investors, pursuant to Article L.411-2 of the French Monetary and Financial Code.

By virtue of these resolutions, the Board of Directors will be able to carry out, as necessary, the share issues best suited to market opportunities. As well as the authority to offer new shares to the Company's shareholders, the Board of Directors may carry out operations where speed is an essential condition for success.

These issues may take place at any time, except during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

### TWENTIETH RESOLUTION

#### Delegation of authority to the Board of Directors to resolve, with the cancellation of preferential subscription rights, to (i) issue ordinary shares and/or any securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) issue securities giving entitlement to the allocation of debt securities (to be used only outside public tender offer periods)

Having reviewed the Board of Directors' report and the Statutory Auditors' report and in accordance with the provisions of the French Commercial Code, particularly Articles L.225-127 to L.225-129-2, L.225-129-5 to L.225-129-6, L.225-134 to L.225-148 and L.228-91 to L.228-93, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. except for the emissions referred to in the 21<sup>st</sup> resolution, delegates to the Board of Directors its authority to resolve, on one or more occasions, both in France and abroad, in the proportion and at the times that it deems appropriate, either in euros or in any other currency or monetary unit established by reference to several currencies, canceling the preferential subscription rights of the shareholders, on the issue of ordinary shares or securities issued for consideration or free of charge, governed by Articles L.228-91 *et seq.* of the French Commercial Code, (i) giving access to the capital of the Company or (ii) giving entitlement to the allocation of debt securities, it being specified that the subscription of shares and other securities may take place either in cash or by offsetting receivables. The ordinary shares of the Company and the securities giving entitlement to the ordinary shares of the Company may, in particular, be issued for the purpose of remunerating securities that would be contributed to the Company in the context of a public exchange offer (or any other transaction having the same effect) carried out in France or abroad according to local rules on securities meeting the conditions set out in Article L.225-148 of the French Commercial Code. The Board of Directors may delegate, under the conditions established by law, the power to resolve to carry out the issue and the power to suspend it. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;
2. delegates to the Board of Directors its authority to (i) authorize the issue, by companies of which the Company holds directly or indirectly more than half of the share capital, of securities giving access to the capital of the Company and (ii) resolve to issue the shares or securities giving access to the capital of the Company that would result;
3. delegates to the Board of Directors its authority to issue marketable securities giving access to the share capital of companies in which the Company directly or indirectly owns more than half of the capital subject to the approval of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised;
4. sets the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation:
  - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that the nominal amount of the capital increases that may be carried out under Resolutions 19, 21, 22 and 23 will be deducted from this amount, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation,
  - to this ceiling will be added, if necessary, the nominal amount of the shares that may be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,
  - this amount will be deducted from the amount of the overall ceiling set in Resolution 24, subject to its adoption by this Shareholders' Meeting, or, if applicable, from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation,
  - the maximum nominal amount of the securities representing debt claims on the Company that may be issued pursuant to this delegation may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 19, 21, 22 and 23 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;

5. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 14 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018;
6. resolves to cancel the preferential subscription rights of shareholders on the securities subject to this resolution, nevertheless leaving the Board of Directors, pursuant to Article L.225-135, paragraph 2 of the French Commercial Code, the power to confer to the shareholders, within a time frame and according to the procedures that it will establish pursuant to the applicable laws and regulations and for all or part of an issue carried out, a priority subscription period that will not give rise to transferable rights and that must be exercised in proportion to the number of shares held by each shareholder. A reducible subscription right may also be established, it being specified that unsubscribed shares may be subject to a public placement in France and/or abroad;
7. duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;
8. resolves that, pursuant to Article L.225-136 of the French Commercial Code:
  - the issue price of the shares issued directly will be at least equal to the minimum set by the laws and regulations in force at the time of the use of this delegation,
  - the issue price of securities giving access to the capital must be such that the sum received immediately by the Company plus, as the case may be, any sum it may subsequently receive for each share issued as a result of the issue of these securities is at least equal to the minimum subscription price defined in the above paragraph,
  - the conversion, redemption or generally the transformation into shares of each security giving access to the capital shall, in consideration of the nominal value of this security, be made in a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price defined for the issue of the shares in this resolution;
9. resolves that, if the subscriptions of the shareholders and the general public have not absorbed the entirety of an issue of securities, the Board of Directors may use, in the order it determines, one and/or other of the following powers:
  - limit the amount of the issue to the subscriptions received provided at least three-quarters of the issue initially resolved upon is taken up,
  - freely allocate some or all of the unsubscribed securities,
  - offer to the general public, in France and abroad, all or part of the unsubscribed securities;
10. duly notes that the provisions of paragraph 6 relating to the priority period and to paragraphs 8 and 9 do not apply to the shares and securities that would be issued in the context of this delegation, for the purpose of remunerating securities that would be contributed to the Company as part of a public exchange offer pursuant to Article L.225-148 of the French Commercial Code;
11. resolves that the Board of Directors will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to:
  - set, if applicable, the procedures for exercising the rights attached to the shares or securities giving access to the capital or debt securities to be issued, determine the procedures for exercising rights, if any, particularly to conversion, exchange, and repayment, including by the delivery of Company assets such as securities already issued by the Company,
  - resolve, in the event of the issue of debt instruments, including securities giving entitlement to the allocation of debt securities pursuant to Article L.228-91 of the French Commercial Code, on whether they are subordinated or not and, where applicable, their level of subordination in accordance with the provisions of Article L.228-97 of the French Commercial Code, to set an interest rate, including interest at fixed or variable rates or at zero coupon or index-linked, provide that their duration will be fixed or indefinite and other terms of issue, including the grant of guarantees or other security, and the terms of amortization and repayment, including by the delivery of Company assets, it also being possible for the securities to be bought on the stock market or subject to an offer to purchase or exchange by the Company; to set the conditions under which these securities will give access to the capital of the Company and/or companies in which it directly or indirectly owns more than half of the capital and/or the allocation of debt securities; and to modify the procedures referred to above during the life of the securities concerned,
  - in the event of the issue of securities in consideration for securities contributed as part of a public exchange offer, draw up the list of securities contributed to the exchange, establish the conditions of the issue, the exchange ratio and, if applicable, the amount of the cash balancing payment to be made and determine the terms and conditions of the issue in the context of either a public tender offer or exchange offer as the main offer, combined with a public exchange offer or public tender offer as the secondary offer, or any other form of public offer compliant with the laws and regulations applicable to said public offer, record the number of shares traded, and recognize as liabilities on the balance sheet, in an account entitled "contribution premium" pertaining to the rights of all the shareholders, the difference between the issue price of the new shares and their nominal value,
  - at its own discretion, charge the costs of the capital increases against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
  - set and make any adjustments to take into account the impact of transactions on the capital of the Company, particularly changes in the share's nominal value, a capital increase by capitalization of reserves, the award of bonus shares, a stock split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving shareholders' equity; and determine, where applicable, the arrangements for protecting the rights of holders of securities giving access to the capital,
 and, generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

## TWENTY-FIRST RESOLUTION

### Delegation of authority to the Board of Directors to resolve to issue, without preferential subscription rights, ordinary shares or other securities, in the context of an offer governed by Article L.411-2 of the French Monetary and Financial Code (to be used only outside public tender offer periods)

Having reviewed the Board of Directors' report and the Statutory Auditors' report and in accordance with Articles L.225-127, L.225-128, L.225-129, L.225-129-2, L.225-135, L.225-136, L.228-92 and L.228-93 of the French Commercial Code and Article L.411-2 of the French Monetary and Financial Code, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors, with the power to further delegate in the manner provided for by law and regulation, its authority to resolve, in the context of an offer pursuant to Article L.411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportion and at the times that it deems appropriate, in France and/or abroad, either in euros or in any other currency or monetary unit established by reference to several currencies, canceling the preferential subscription rights of the shareholders, a capital increase by the issue of ordinary shares or securities issued for consideration or free of charge, governed by Articles L.228-91 *et seq.* of the French Commercial Code, giving access to the capital of the Company, whether this concerns new or existing shares of the Company. It is specified that shares or other securities may be subscribed in cash or by offsetting certain, liquid and payable receivables. The Board of Directors may delegate, under the conditions established by law, the power to resolve to carry out the issue and the power to suspend it. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;
2. resolves to set the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation:
  - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that this amount will be deducted from the maximum nominal amount stipulated in point 4, paragraph 2 of Resolution 20 above, as well as from the amount of the overall ceiling referred to in Resolution 24 below, subject to their adoption by this Shareholders' Meeting, or, if applicable, from any amounts provided for by resolutions of the same kind that may succeed them during the period of validity of this delegation,
  - to this ceiling will be added, if necessary, the nominal amount of the shares that may be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,
  - the maximum nominal amount of the securities representing debt securities giving access to the Company's capital may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 19, 20, 22 and 23 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by this Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
3. duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;
4. resolves that, pursuant to Article L.225-136 of the French Commercial Code:
  - the issue price of the shares issued directly will be at least equal to the minimum set by the laws and regulations in force at the time of the use of this delegation,
  - the issue price of securities giving access to the capital must be such that the sum received immediately by the Company plus, as the case may be, any sum it may subsequently receive for each share issued as a result of the issue of these securities is at least equal to the minimum subscription price defined in the above paragraph,
  - the conversion, redemption or generally the transformation into shares of each security giving access to the capital shall, in consideration of the nominal value of this security, be made in a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price defined for the issue of the shares in this resolution;
5. resolves that the Board of Directors will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set the issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to take the same decisions as those referred to in point 11 of Resolution 20 above or any resolution of the same kind that may succeed it during the period of validity of this delegation;
6. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 15 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

## Delegation of authority to the Board of Directors to increase the number of shares in the event of a securities issue with or without preferential subscription rights, in application of Resolutions 19, 20, and 21, limited to 15% of the initial issue (to be used only outside public tender offer periods) (Resolution 22)

<b>Purpose</b>	<p>With this resolution, we invite the shareholders to renew the authorization given to the Board of Directors to increase the number of securities to be issued in the event of an issue of securities with or without preferential subscription rights, at the same price as that used for the initial issue, within the time frames and limits stipulated in the applicable regulation on the issue date.</p> <p>This delegation would enable the Board of Directors to respond to demand in excess of the offer and to deal with market volatility.</p> <p>These issues may take place at any time, except during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.</p>
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### TWENTY-SECOND RESOLUTION

#### Delegation of authority to the Board of Directors to increase the number of shares in the event of a securities issue with or without preferential subscription rights, in application of Resolutions 19, 20 and 21, limited to 15% of the initial issue (to be used only outside public tender offer periods)

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L.225-135-1 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary General Shareholders Meeting:

- delegates to the Board of Directors, with the power to further delegate under the conditions established by law, its authority to resolve to increase the number of securities to be issued in the event of an issue of securities with or without preferential subscription rights, at the same price as that used for the initial
- sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 16 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

issue, within the time frames and limits stipulated in the applicable regulation on the issue date (currently within 30 days of the closing of the subscription and within the limit of 15% of the initial issue) and subject to the ceilings established in the resolution in application of which the issue is decided, as well as the overall ceiling established in Resolution 24 below, subject to its adoption by this Shareholders' Meeting, or if applicable, any ceilings established by a resolution of the same kind that may succeed it during the period of validity of this delegation. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;

## Delegation of authority to the Board of Directors to issue various securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (to be used only outside public tender offer periods) (Resolution 23)

### Purpose

We propose that the shareholders renew the authorization given to the Board of Directors to issue various securities up to a limit of 10% of the share capital, at the time of the issue, in consideration for contributions in kind made to the Company and comprising equity securities or securities giving access to the capital of other companies.

This authorization seemed useful to the Board of Directors because it would allow for the acquisition of shares of unlisted companies, of medium size, for shares of the Company rather than in cash.

These issues may take place at any time, except during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

### TWENTY-THIRD RESOLUTION

#### Delegation of authority to the Board of Directors to issue ordinary shares and/or various securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (to be used only outside public tender offer periods)

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-147, paragraph 6, of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary General Shareholders Meeting:

- delegates to the Board of Directors, with the power to further delegate under the conditions established by law, its authority to issue shares or various securities giving access to the capital of the Company, up to a limit of 10% of the share capital, at the time of the issue, in consideration for contributions in kind made to the Company and comprising equity securities or securities giving access to the capital of other companies, when the provisions of Article L.225-148 of the French Commercial Code do not apply. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;
- resolves that the nominal amount of the increase of the capital of the Company resulting from the issue of securities defined in the above paragraph will be deducted from the maximum nominal amount of €225 million stipulated in point 4, paragraph 2 of Resolution 20 above, as well as from the amount of the overall ceiling referred to in Resolution 24 below, subject to their adoption by this Shareholders' Meeting, or, if applicable, from any amounts provided for by resolutions of the same kind that may succeed them during the period of validity of this delegation;
- resolves that the maximum nominal amount of the securities representing debt claims on the Company may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 19, 20, 21 and 22 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
- resolves that the Board of Directors will have all powers, particularly to determine the nature and number of securities to be created, their characteristics and the terms of their issue; to approve the valuation of the contributions and, concerning said contributions, to note that these have been carried out; to deduct all fees, charges and rights on premiums, with the balance appropriated as decided by the Board of Directors or by the Ordinary Shareholders' Meeting; to increase the share capital and make the consequential amendments to the bylaws; and, in general, to enter into any agreement, in particular to successfully achieve the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial servicing of securities issued pursuant to this delegation and the exercise of the rights attached thereto or resulting from the capital increases carried out;
- sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation with the same purpose granted under Resolution 17 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

## Limitation of the Overall Ceiling for immediate or future capital increase delegations (Resolution 24)

<b>Purpose</b>	<p>The Shareholders are asked to set at €265 million for share issues and at €5 billion for securities representing debt claims on the Company, the maximum nominal amount of capital increases that may be carried out by virtue of Resolutions 19, 20, 21, 22, 23, 27 et 28.</p> <p>This is an overall ceiling common to the above resolutions, to which is added the nominal amount of any additional shares to be issued in the event of new financial transactions, to preserve the rights of the holders of securities giving access to the capital and the beneficiaries of stock options.</p>
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### TWENTY-FOURTH RESOLUTION

#### Limitation of the overall ceiling for immediate or future capital increase delegations

Having reviewed the Board of Directors' report and the Statutory Auditors' report, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. resolves to set at **€265 million** the maximum nominal value of immediate and/or future share capital increases that may be carried out pursuant to the authorizations conferred by Resolutions 19, 20, 21, 22, 23, 27 and 28 of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or, if applicable, on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation, it being specified that to this nominal amount will be added (i) the maximum nominal amount of capital increases by capitalization of premiums, reserves,

profits or other amounts that may be capitalized pursuant to Resolution 25 below, subject to its adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolution during the period of validity of this delegation, and (ii) the nominal amount of any additional shares to be issued to protect the rights of holders of stock options and securities giving access to the capital of the Company, pursuant to the law and, if applicable, contractual stipulations;

2. resolves to set at €5 billion, or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, the overall maximum nominal amount of the securities representing debt claims on the Company that may be issued pursuant to the authorizations conferred by Resolutions 19, 20, 21, 22, 23, 27 and 28 of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or, if applicable, on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation.

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## Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts (Resolution 25)

<b>Purpose</b>	<p>We propose a resolution to authorize the Board of Directors to increase the share capital, on one or more occasions, by capitalizing premiums, reserves, profits or other amounts that may be capitalized according to the law and to the bylaws.</p> <p>This delegation would have a period of validity of 26 months as of this Shareholders' Meeting.</p> <p>These capital increase transactions may take place at any time during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.</p>
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### TWENTY-FIFTH RESOLUTION

#### Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts

Having reviewed the Board of Directors' report and in accordance with the provisions of Article L.225-98 of the French Commercial Code, specifically Articles L.225-129, L.225-129-2 and L.225-130, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors its authority to resolve to increase the share capital, on one or more occasions, in the proportion and at the times that it deems appropriate, by capitalizing premiums, reserves, profits or other amounts that may be capitalized according to the law and to the bylaws, including by combination with a capital increase in cash carried

out pursuant to Resolutions 19, 20, 21 and 22 of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation, and in the form of awarding bonus shares or raising the nominal value of existing shares or a combination of both. The maximum nominal amount of the capital increases that may be carried out in this regard will be equal to the aggregate amount that may be capitalized and will be added to the overall ceiling referred to in Resolution 24 above, subject to its adoption by this Shareholders' Meeting, or if applicable, any ceiling established by a resolution of the same kind that may succeed it during the period of validity of this delegation; this delegation may only be used in the event that a third party files a public tender offer for the shares of the Company and only during this offer;

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## Draft Resolutions and purpose

2. delegates to the Board of Directors, in the event of the use of this delegation of authority, all powers, with the power to further delegate under the conditions set by law, to implement this delegation and, in particular, to set the terms of issue, to record the completion of the resulting capital increases, to amend the bylaws accordingly, and, particularly, to:
  - set the amount and nature of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares making up the share capital will be increased, set the date, including retroactively, from which the rights associated with the new shares will take effect, or the date at which the increase in the nominal value will take effect,
  - resolve, in the case of bonus share distributions, that the fractional rights will be non-transferable and that the corresponding shares will be sold; the sums deriving from the sale will be allocated to the holders of rights under the conditions established in law,
  - make any adjustments to take into account the impact of transactions on the capital of the Company, particularly changes in the share's nominal value, a capital increase by capitalization of reserves, the award of bonus shares, a stock split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving shareholders' equity; and determine, where applicable, the arrangements for protecting the rights of holders of securities giving access to the capital,
- and, generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase;
3. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegations granted under Resolution 24 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

## Cancellation of shares purchased by the Company by way of share capital reduction (Resolution 26)

### Purpose

We propose that the shareholders authorize the Board of Directors to cancel all or part of the shares that would be acquired under the share buyback program and to reduce the capital by up to 10% of the share capital per 24-month period, in order to increase the shareholders' proportionate interest in the company.

This delegation would cancel and replace that granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018, and would have a period of validity of 26 months as of this Shareholders' Meeting.

### TWENTY-SIXTH RESOLUTION

#### Authorization of the Board of Directors to reduce the share capital by canceling treasury shares

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L.225-209 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary General Shareholders Meeting:

1. authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times of its choosing, by canceling all or part of the shares acquired or that may be acquired by virtue of an authorization granted by the Ordinary Shareholders' Meeting by the Company itself, up to a limit of 10% of the share capital per 24-month period. Shareholders are reminded that this limit applies to an amount of the Company's capital that will, if necessary, be adjusted to take into account transactions affecting the share capital after this Shareholders' Meeting;
2. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 25 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018;
3. confers all powers on the Board of Directors, with the power to further delegate under the conditions established by law, to carry out the transaction(s) to cancel and reduce the capital by virtue of this authorization, establish their terms, note that they have been carried out, deduct the difference between the carrying amount of the canceled shares and their nominal amount from all reserves and premiums items, amend the bylaws accordingly, and carry out all formalities.

## Delegations 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, without preferential subscription rights, reserved for employees who are members of employee saving plans as well as for any entity constituted with the purpose of subscribing, holding and disposing of shares of the Company or other financial instruments as part of a Group international employee shareholding plan (Resolutions 27 and 28)

### Purpose

The Group aims to increase employee shareholding until it represents a substantial proportion of the share capital and voting rights. This lever makes it possible to involve employees in its plans in a different way and to enable them to share the value that they help to create.

At the end of 2019, employees held 3.22% of ENGIE's share capital.

The Shareholders are therefore asked to renew the authorizations granted to the Board of Directors to carry out additional employee shareholding transactions at the time of its choosing.

Under Resolution 27, the Board of Directors would be authorized, for a period of 26 months from this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of employees who are members of one or more employee savings plans, up to the maximum nominal amount of 2% of the share capital on the date of implementation of the authorization, including the implementation of so-called "Multiple" formulas, noting that this 2% ceiling is common with all capital increases carried out under Resolution 28 of this Shareholders' Meeting.

Under Resolution 28, the Board of Directors would be authorized, for a period of 18 months from the date of this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of any entity whose sole purpose is to purchase, hold and dispose of Company shares or other financial instruments as part of the implementation of a Group international employee shareholding plan, for a maximum nominal amount of 0.5% of the share capital on the date of implementation of the authorization, noting that such issues will be counted against the 2% overall ceiling set in Resolution 27.

The amount of the capital increases thus carried out would be deducted from the overall ceiling of €265 million referred to in Resolution 24 of this Shareholders' Meeting.

The issue prices of the shares may not be less than the average listed price of the ENGIE share during the 20 trading days preceding the date of the decision setting the opening date of the subscription period, less a discount that may not exceed the maximum discount permitted under the laws in force when the delegation is implemented.

However, with regard to capital increases for the benefit of any entity whose sole purpose is to purchase, hold and dispose of shares or other financial instruments as part of an international employee shareholding plan, or any trusts set up to establish a Share Incentive Plan under UK law, the Board of Directors may set a subscription price other than that set under Resolution 27 of this Shareholders' Meeting, should this be required by applicable local law. In all cases, this price may not be less than the average price, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented, of the ENGIE share during the 20 trading days preceding the date of the decision:

- (i) setting the opening date of the subscription period for the capital increase and/or share offer for employees who are members of any company savings plan pursuant to Resolution 28, or
- (ii) if the employee shareholding offer is made through the sale of shares as part of any employee savings plan, setting the opening date of the share purchase period for employees participating in the employee savings plan.

## TWENTY-SEVENTH RESOLUTION

### 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, without preferential subscription rights, for the benefit of ENGIE group employee savings plan members

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6, L.225-138 and L.225-138-1, L.228-91 and L.228-92 of the French Commercial Code, as well as Articles L.3332-18 *et seq.* of the French Labor Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. delegates its authority to the Board of Directors to increase the share capital on one or more occasions, by a maximum nominal amount representing 2% of the share capital on the date of implementation of the authorization, noting that this ceiling shall apply to all capital increases carried out under Resolution 28 of this Shareholders' Meeting, by issuing shares or securities giving access to equity securities to be issued, reserved for members of one or more company savings plans to be implemented within the Group, which consists of the Company and the French or international companies included in the Company's scope of consolidation pursuant to Article L.3344-1 of the French Labor Code, on the understanding that this resolution may be used to implement the leveraged "multiple" investment formulas. This amount will be deducted from the Overall Ceiling referred to in Resolution 24 of this Shareholders' Meeting, or from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation;

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## Draft Resolutions and purpose

2. sets the term of validity of this delegation at **26 months** from the date of this Shareholders' Meeting and renders ineffective as of this date the unused portion of the similar delegation given under Resolution 14 of the Ordinary and Extraordinary Shareholders' Meeting of May 17, 2019;
  3. resolves that the issue price of new shares shall be determined under the terms laid down in Articles L.3332-18 *et seq.* of the French Labor Code and shall not be less than the average listed price of the ENGIE share on the NYSE Euronext Paris stock exchange during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription period for the capital increase reserved for Company employee savings plan members, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems. In case of issue of securities giving access to equity securities to be issued, the price will also be determined by reference to the terms described in this paragraph;
  4. authorizes the Board of Directors to award, free of consideration, to the beneficiaries mentioned above, where applicable, and in addition to shares or share equivalents to be subscribed in cash, new or existing shares or share equivalents in substitution for all or a portion of the discount and/or the matching contribution, provided that the benefit from such award does not exceed the statutory or regulatory limits pursuant to Articles L.3332-11 and L.3332-21 of the Labor Code. The maximum nominal amount of capital increases that may be made immediately or in the future as a result of the award of bonus shares or share equivalents shall be counted against the overall ceilings referred to in paragraph 1 above;
  5. resolves to cancel the shareholders' preferential subscription rights to the securities covered by this authorization in favor of the beneficiaries mentioned above. In addition, the said Shareholders also waive any right to the bonus shares or share equivalents that would be issued pursuant to this resolution;
  6. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, within the limits and under the conditions specified above, and in particular to:
    - determine, in accordance with legal requirements, the list of companies whose members of one or more Company employee savings plans may subscribe to the shares or securities thus issued and to receive, where applicable, bonus shares or securities giving access to the capital,
    - decide whether subscriptions may be made directly or through employer-sponsored mutual funds or other vehicles or entities allowed by applicable laws or regulations,
    - determine the criteria, if any, that beneficiaries of capital increases must meet,
    - set the opening and closing dates for subscription periods,
    - determine the amounts of the issues that will be carried out under this authorization and set, *inter alia*, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements,
  - in the event of an award of bonus shares or securities giving access to the capital, set the number of shares or share equivalents to be issued, the number allocated to each beneficiary, and set the dates, periods, terms and conditions for awarding such shares or securities in accordance with current statutory and regulatory requirements, and in particular decide whether to fully or partially substitute the allocation of such shares or securities for the discounts provided above, or to deduct the equivalent value of such shares from the total amount of the matching contribution, or to combine these two options,
  - record the completion of the capital increases in the amount of subscribed shares after any reductions in the event of oversubscription,
  - where applicable, charge the costs of the capital increases against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase,
  - enter into all agreements, carry out directly or indirectly by proxy all actions, including to proceed with all formal recording requirements required following capital increases, amend the bylaws accordingly and, generally, conclude all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions, and accomplish all formal recording requirements required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase;
7. authorizes the Board of Directors, under the terms of this delegation, to proceed with the sale of Company shares to the Beneficiaries as provided by Article L.3332-24 of the French Labor Code.

### TWENTY-EIGHTH RESOLUTION

#### **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, without preferential subscription rights, in favor of any entity whose sole purpose is to subscribe, hold and sell shares or other financial instruments as part of the implementation of an international employee shareholding plan of the ENGIE group**

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6 and L.225-138 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. delegates its authority to the Board of Directors to increase the share capital, on one or more occasions, by issuing shares and/or securities giving access to capital securities to be issued, reserved for the category of legal persons comprising any entity under French or foreign law, with or without legal personality, including any subsidiary of a credit establishment or investment service providers, whose sole purpose is to purchase, hold and sell shares or other financial instruments as part of the implementation of one of the ENGIE group's international employee shareholding plans, including leveraged "Multiple" investment formulas, or any trusts set up to establish a Share Incentive Plan under UK law;

2. resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution may not exceed 0.5% of the share capital on the date of implementation of the delegation, noting that this amount will be deducted from the ceiling of 2% of the share capital of the delegation under Resolution 27, as well as the overall ceiling referred to in Resolution 24 of this Shareholders' Meeting, or from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation;
3. sets the term of validity of this delegation at **18 months** from the date of this Shareholders' Meeting and renders ineffective the unused portion of the similar delegation given under Resolution 15 of the Ordinary and Extraordinary Shareholders' Meeting of May 17, 2019;
4. delegates its authority to the Board of Directors to select the entity referred to in paragraph 1 above;
5. resolves that the final amount of the capital increase will be set by the Board of Directors, which shall have full powers to this effect;
6. resolves that the amount of subscriptions by each employee may not exceed the limits that will be set by the Board of Directors under this authorization and that, in the event of excess employee subscriptions, these will be reduced in accordance with the rules defined by the Board of Directors;
7. resolves to cancel the shareholders' preferential subscription rights to all shares and securities giving access to equity securities that may be issued under this resolution in favor of the beneficiaries mentioned in paragraph 1 above and to reserve the subscription to all such shares and securities for that category of beneficiaries. These shareholders also waive their preferential subscription rights to subscribe ordinary shares to which the securities issued pursuant to this authorization may entitle them;
8. resolves that the issue price of the new shares may not be less than the average listed price of the ENGIE share on the Euronext Paris stock exchange during the 20 trading days preceding the date of the decision (i) setting the opening date of the subscription period for the capital increase and/or share offer carried out under Resolution 27 of this Shareholders' Meeting, or (ii) if the employee shareholding offer was made as part of any employee savings plan, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless expressly authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems, noting that the price so determined may differ from the price set for the capital increase carried out pursuant to Resolution 27 of this Shareholders' Meeting, and/or the sale of shares carried out as part of any employee savings plan;
9. resolves that the Board of Directors may determine the methods of subscription to be presented to the employees in each relevant country, subject to applicable local laws, and may select the countries to be included from among those in which the ENGIE group has consolidated subsidiaries pursuant to Article L.3344-1 of the Labor Code and those of such subsidiaries whose employees will be able to participate in the program;
10. resolves that the amount of the capital increase or of each capital increase shall be limited, where applicable, to the amount of subscriptions received by the Company, in accordance with applicable statutory and regulatory requirements;
11. delegates full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, within the limits and under the above-mentioned terms and conditions, and more specifically to:
  - determine the amounts of the issues that will be carried out under this delegation and set, inter alia, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements,
  - where applicable and at its sole discretion, charge the costs of such a capital increase against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase, and
  - generally, enter into all agreements, in particular to ensure completion of the proposed issues, record the completion of the capital increase and amend the bylaws accordingly, take all measures and decisions and accomplish all formal recording requirements required for the issue, listing and financial administration of the shares issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

## Amendment of Article 2 for the purpose of updating the Company's objective (Resolution 29)

### Purpose

It has become necessary to update the Company's objective so that they better reflect its current activities. Consequently, the Shareholders are asked to amend Article 2 on the Company's objective.

### TWENTY-NINTH RESOLUTION

#### Amendment of Article 2 of the bylaws for the purpose of updating the Company's objective

Having reviewed the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, resolves to amend Article 2 of the bylaws which will now read as follows:

##### "Article 2 - Objective

The company's objective is the management and development of its current and future, tangible and intangible assets, in France and abroad, by all means and, especially to:

- prospect, produce, process, import, export, buy, transport, store, distribute, supply and market gas of any kind and in all forms, electricity and all other forms of energy;
- conduct trading in any energy, particularly natural gas and electricity;
- supply services, to all types of customers, related directly or indirectly to the aforementioned activities, and particularly services to facilitate energy transition;

- carry out the public service tasks assigned to it under current law and regulations, in particular the French Energy Code;
- study, design and implement all projects and all public or private work on behalf of any local authorities, companies and individuals; prepare and sign all treaties, public and private contracts relating to the execution of said projects and work;
- participate directly or indirectly in all operations or activities of any kind that may be related to one of the aforementioned purposes, or which could ensure the development of the corporate holdings, including research and engineering activities, via the formation of companies or new businesses, contribution, subscription or sales of securities or corporate rights, acquisitions of interests and stakes, in any form, in all existing or future businesses or companies, merger, association, or in any other manner;
- create, acquire, rent, take in lease management all property, real property and businesses, rent, install, and operate all establishments and businesses connected with one of the aforementioned objects."

The last three paragraphs of this article remain unchanged.

## Inclusion of the company's purpose statement ("purpose") in Article 2 of the bylaws and correlative amendment of the wording and numbering of the same article (Resolution 30)

### Purpose

The PACTE law of May 22, 2019 on business growth and transformation gives companies the possibility to include a purpose statement in their bylaws in addition to their objective.

During the Shareholders' Meeting of May 17, 2019, ENGIE expressed its wish to define its purpose in connection with its stakeholders, employees, customers and partners in order to have it approved by its shareholders at the 2020 Annual Shareholders' Meeting.

With this purpose statement approved by the Board of Directors on February 26, 2020, ENGIE aims to rally internal and external stakeholders around a shared aim, one that is responsible and committed.

By voting on Resolution 30, the Shareholders are asked to approve the Company's purpose statement for inclusion in the bylaws.

### THIRTIETH RESOLUTION

#### Inclusion of the Company's purpose statement in Article 2 of the bylaws and correlative amendment of the wording and numbering of the same article

Having reviewed the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings resolves to:

1. adopt the Company's purpose statement, as per the following wording, through inclusion in Article 2 of the bylaws:

*"The purpose of ENGIE is to act to accelerate the transition to a carbon-neutral economy, through low-energy solutions that are more*

*respectful of the environment. This purpose brings together the company, its employees, customers and shareholders and reconciles economic performance and positive impact on people and the planet. ENGIE's action is assessed in its entirety and over time."*

2. amend Article 2 of the bylaws to read as follows:

« Article 2 – "Purpose and Objective ("raison d'être")»

This Article 2 will consist of two parts:

- "2.1 Purpose" which sets out the Company's purpose;
- "2.2 Objective ("raison d'être")" which sets out the Company's objects.

## Various amendments to the bylaws to harmonize the bylaws with the current legislative and regulatory provisions (Resolution 31)

- Amendment to Article 6 of the bylaws to delete the minimum holding obligation of the State;
- Amendment of Article 13.5 of the bylaws for the purpose of replacing the term “Directors’ fees” by “Compensation” and of Article 13.7 for the purpose of replacing the term “Works Council” by “Social and Economic Committee”;
- Amendment to Article 17.2 of the bylaws to apply ordinary laws to deputy chief executive officers and the corresponding changes in Articles 16 and 20.1;
- Amendment of Article 23 of the bylaws for the purpose of deleting the requirement to appoint two Alternate Statutory Auditors in accordance with Article L.823-1 of the French Commercial Code.

### Purpose

Article L.111-68 of the French Energy Code, according to which the French State is required to hold a minimum of a third of ENGIE’s capital, has been amended by Article 140 of the PACTE law of May 22, 2019 on business growth and transformation. The French State is now only required to hold at least one share of the Company. To comply with these new legal provisions, the last paragraph of Article 6 of the bylaws must be deleted as it has become null and void.

The terminology used for Directors’ compensation in Article L.225-45 of the French Commercial Code has been amended by the aforementioned PACTE law. Shareholders are therefore asked to replace the term “Directors’ fees” by “*compensation*” in Article 13.5 of the bylaws.

Likewise, the Ordinance of September 22, 2017 pursuant to the law of September 15, 2017 has merged employee representative bodies under a single body called “Social and Economic Committee”. Consequently, Article 13.7 of the bylaws must be amended to replace the term “Works Council” by “Social and Economic Committee”.

Article 17.2 of the bylaws mentions the possibility for the Board of Directors to appoint only one Deputy Chief Executive Officer, who must be chosen from amongst its members and appointed as Vice-Chair of the Board. Ordinary law governing deputy chief executive officers and their appointment allows greater flexibility, notably with the possibility of naming up to five deputy chief executive officers without the necessity that they be members of the Board of Directors. Consequently, for the purpose of applying the less restrictive ordinary-law arrangements in this field, Shareholders are asked to amend this Article 17.2 of the bylaws by adding the possibility of appointing several Deputy Chief Executive Officers without the need for them to be members of the Board of Directors and appointed as Vice-Chairs of the Board.

This change to Article 17.2 is accompanied by two other correlative amendments to paragraph 3 of Article 16 and Article 20.1 of the bylaws, where the word “the”, before “Deputy Chief Executive Officer” in these last two articles, must be replaced by “a”.

In accordance with Article L.823-1 paragraph 2 of the French Commercial Code amended by the law of December 9, 2016 on transparency, the fight against corruption, and the modernization of the economy, the so-called “Sapin 2 law”, the appointment of Alternate Statutory Auditors is only compulsory if the Statutory Auditors are individuals or sole proprietorships. Given that the Company’s two Statutory Auditors are not individuals or sole proprietorships, Shareholders are asked to amend Article 23 of the bylaws with a view to deleting this obligation to appoint Alternate Statutory Auditors.

## THIRTY-FIRST RESOLUTION

### Various amendments to the bylaws to harmonize the bylaws with the current legislative and regulatory provisions:

- Amendment to Article 6 of the bylaws to delete the minimum holding obligation of the State;
- Amendment of Article 13.5 of the bylaws for the purpose of replacing the term “Directors’ fees” by “Compensation” and of Article 13.7 for the purpose of replacing the term “Works Council” by “Social and Economic Committee”;
- Amendment to Article 17.2 of the bylaws to apply ordinary laws to deputy chief executive officers and the corresponding changes in Articles 16 and 20.1;
- Amendment of Article 23 of the bylaws for the purpose of deleting the requirement to appoint two Alternate Statutory Auditors in accordance with Article L.823-1 of the French Commercial Code.

Having reviewed the Board of Directors’ report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings resolves to:

1. delete, in compliance with Article L.111-68 of the French Energy Code, amended by the PACTE law of May 22, 2019 on business growth and transformation, the last paragraph of Article 6 of the bylaws under which the French State is required to hold a minimum of a third of the company’s capital;
2. replace, in accordance with Article L.225-45 of the French Commercial Code, the term “Directors’ fees” by “*compensation*” in Article 13.5 of the bylaws which will now read as follows:
 

*“13.5 The Shareholders’ Meeting sets the compensation amount allocated to Directors.”*

The rest of this article remains unchanged;
3. to replace in Article 13.7 of the bylaws, the term “Works Council” by “*Social and Economic Committee*”, in line with the new laws and regulations;

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4. apply the ordinary-law arrangements relating to the appoint of Deputy Chief Executive Officers and consequently amend Article 17.2, which will now read as follows:

*“17.2 The Board of Directors may name, under the conditions stipulated by law, one or more individuals charged with assisting the chief executive office, and holding the title of Deputy Chief Executive Officer.*

*The maximum number of Deputy Chief Executive Officers is set at five.*

*The Board of Directors shall determine, under the conditions stipulated in law, the scope and duration of the powers conferred on the Chief Executive Officer and the Deputy Chief Executive officers respectively. With regard to third parties, the Deputy Chief Executive Officers have the same powers as the Chief Executive Officer.*

*Whatever the period for which they have been conferred, the duties of a deputy chief executive officer shall end no later than the Ordinary Shareholders’ Meeting that has approved the financial statement for the previous year and is held in the year in which the deputy chief executive officer reaches the age of 65.*

*Each of the Chief Executive Officer and the Deputy Chief Executive Officers shall have the ability to partly substitute in their powers as many representatives as they deem necessary.”*

To ensure the overall consistency of the bylaws, this change is accompanied by two other correlative amendments to paragraph 3 of Article 16 and Article 20.1 of the bylaws where the term “the” before “Deputy Chief Executive Officer” is replaced by “a”;

5. amend, in accordance with Article L.823-1 of the French Commercial Code, Article 23 of the bylaws which shall now read as follows:

*“Article 23*

*The financial statements of the Company are audited by at least two statutory auditors designated as required by law.*

*Where the Statutory Auditors thus appointed are individuals or sole proprietorships, Alternate Statutory Auditors are appointed under the same conditions, so as to replace the Statutory Auditors in the event of refusal, resignation or death.”*

6. harmonize the fonts used in the entire bylaws of the Company and delete the transitional provision in the last paragraph of Article 26.

### Powers for formalities (Resolution 32)

#### Purpose

Resolution 32 is a customary resolution that enables the formal recording requirements required by law to be carried out after the Shareholders’ Meeting.

### THIRTY-SECOND RESOLUTION

#### Powers to implement the resolutions adopted by the General Shareholders’ Meeting and to perform the related formalities

The Shareholders’ Meeting grants full powers to the bearer of the original or a copy or extract of the minutes of this Shareholders’ Meeting to carry out all filings and other formal recording requirements as required.

### ALTERNATIVE RESOLUTION BECAME VOID (for information only)

Following publication of the Notice of Meeting for the Company’s Shareholders’ Meeting in the Bulletin d’Annonces Légales Obligatoires (“Bulletin of Mandatory Legal Announcements” -BALO) on March 9, 2020, an alternative draft resolution was submitted by the Supervisory Board of the solidarity employee mutual fund, LINK France, 1-2 Place Samuel de Champlain, Faubourg de l’Arche, 92930 Paris la Défense Cedex, France, pursuant to Article R.225-71 of the French Commercial Code and Article 8.2 of the regulations of LINK France, which give the Supervisory Board the option of submitting resolutions to shareholders’ meetings.

#### General remarks of the employer-sponsored mutual fund, LINK France

*The Supervisory Board of the solidarity employee mutual fund, LINK France, recommends that in the coming years, in order to ensure the Group’s development and so that its investment requirements are met during the energy transition and the development of economic activity, the dividend should be reduced to a maximum of 50% of net income, Group share.*

#### **RESOLUTION A to cancel the dividend for fiscal year 2019) to amend draft resolution 3, to decide not to distribute any dividend in respect of the financial year 2019.**

*The Group has had to deal with an unprecedented health crisis for the last several weeks. The crisis will have a considerable impact in 2020 on the Group’s development and its ability to relaunch once the crisis has passed. The recovery will require massive investment in all of our businesses. In this context, the long-term future of our company must also be supported by our shareholders in their role as stakeholders. Therefore, in order to ensure the Group’s rapid relaunch and the expansion of its business, in the form of investments, human resources and research and development, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, hereby resolves not to distribute a dividend for fiscal year 2019 in view of the exceptional nature of the situation.*

In view of the decision of the board of directors at its meeting of april 1, 2020 not to distribute a dividend in respect of the financial year 2019, this alternative resolution submitted by the supervisory board of the solidarity employee mutual fund, LINK France has become irrelevant and is mentioned for information only.

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## Board of Directors' report on the resolutions

submitted to the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020

### Board of Directors report on the resolutions presented to the Ordinary Shareholder's Meeting

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#### Approval of transactions and annual financial statements for fiscal year 2019 (1<sup>st</sup> resolution)

The Board of Directors is asking Shareholders to approve ENGIE's transactions and parent company financial statements for fiscal year 2019, which resulted in a net loss of €195,804,728.

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#### Approval of the consolidated financial statements for fiscal year 2019 (2<sup>nd</sup> resolution)

The Board of Directors is asking Shareholders to approve the ENGIE group's consolidated financial statements for fiscal year 2019, which resulted in a consolidated net income, Group share, of €984,411,419.

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#### Appropriation of earnings for fiscal year 2019 (3<sup>rd</sup> resolution)

The purpose of the **3<sup>rd</sup> resolution** is to appropriate earnings for fiscal year 2019.

It is being proposed to allocate the loss from fiscal 2019 in the amount of €195,804,728 to the "other reserves" for €17,963,610 and then the balance of €178,441,118 to "merger premiums".

Given the exceptional situation brought about by the coronavirus pandemic, which is affecting the entire global economy, and in order to anticipate any impact on the Group's activities, the Board of

Directors, at its meeting on April 1, 2020, reviewed the proposed dividend distribution for fiscal year 2019 that it had previously approved at its meeting on February 26, 2020. Under these circumstances, it decided to submit a proposal to the Shareholders' Meeting not to distribute a dividend for fiscal year 2019.

In accordance with Articles L.225-38 *et seq.* of the French Commercial Code, the Board of Directors proposes that you approve the following regulated related-party agreements, as described in the Auditors' special report found in Section 4.7 of the 2019 Universal Registration Document.

## Approval, pursuant to Article L.225-38 of the French Commercial Code, of the settlement agreement between the Company and Isabelle Kocher, Director and Chief Executive Officer until February 24, 2020 (4<sup>th</sup> resolution)

At its meeting of February 6, 2020, the Board of Directors decided not to propose the reappointment of Isabelle Kocher, whose term of office expired at the Shareholders' Meeting of 2020, also ending her term as Chief Executive Officer.

This decision having been taken, it was regarded as necessary, in order to preserve the interests of both parties, to enter into a settlement agreement that would result in Isabelle Kocher's early departure. This settlement agreement was signed on February 24, 2020 after authorization by the Board of Directors on the same date. The agreement allowed for a new interim management team to be established without waiting for the Shareholders' Meeting and the immediate implementation of the next stage of ENGIE's strategy. Specifically, the settlement agreement provides for the waiver by Isabelle Kocher of any recourse based on the execution and/or cessation of her duties at the Group. The gross settlement indemnity of €672,736 will only be paid if the Shareholders' Meeting approves the memorandum of understanding submitted under the fourth resolution.

It has also been agreed that the employment contract between Isabelle Kocher, who joined the ENGIE group in 2002, and ENGIE Management Company, should be terminated. The contract had been suspended from January 1, 2015 until her duties as Chief Executive Officer ceased. Isabelle Kocher will therefore receive severance indemnities under the social measures of ENGIE Management Company, amounting to 3/5 of her monthly salary per year of service (capped at 18 months' salary), i.e. €1,149,204 gross, and an indemnity in lieu of notice of three months' gross compensation, i.e. €250,000.

Lastly, in view of the nature of her duties at ENGIE and the market in which the Group operates, it was regarded as important to preserve

the Group's legitimate interests by requiring Isabelle Kocher to make a non-compete commitment, which she accepted as part of the memorandum of understanding. Subject to approval by the Shareholders' Meeting, Isabelle Kocher will receive a gross indemnity totaling €1,231,320 in exchange for this non-compete commitment for a period of 18 months. This indemnity, which applies for the duration of the non-compete commitment, corresponds to 50% of her average fixed and variable (annual variable) gross monthly remuneration received in the 12 months prior to the date on which her duties as Chief Executive Officer effectively ceased.

Pursuant to Article R.225-30-1 of the French Commercial Code, the ratio of the total amount of the financial commitments made in the memorandum of understanding (around €1.9 million) to ENGIE's most recent annual profit, i.e. €1,102,065,471 as shown in its parent company financial statements for the year ended December 31, 2018 (the financial statements as at December 31, 2019 have not yet been approved), is approximately 0.17%.

The total amount of these indemnities, comprising severance compensation, the non-compete indemnity and the settlement indemnity, is under the maximum level permitted by the Afep-Medef Code, to which ENGIE refers.

Therefore, pursuant to Article L.225-40-2 of the French Commercial Code, the information described in Article R.225-30-1 of the same code has been published on the Company's website.

## Approval of previously approved regulated related-party agreements and commitments described in Article L.225-38 of the French Commercial Code which continued during the past year (5<sup>th</sup> resolution)

In accordance with Articles L.225-38 *et seq.* of the French Commercial Code, the Board of Directors proposes that you approve the regulated related-party agreements previously executed or authorized, which continued during the past year, described in detail

in the Statutory Auditors' special report and as described in Section 4.7 the 2019 Universal Registration Document.

## Authorization of the Board of Directors to trade in the Company's shares (6<sup>th</sup> resolution)

On May 17, 2019, the Shareholders' Meeting authorized the Company to trade in its own shares under the following terms and conditions:

- maximum purchase price: €30 per share (excluding transaction costs);
- maximum shareholding: 10% of the share capital;
- maximum percentage of shares purchased during the term of the program: 10% of the shares comprising the share capital as of the date of this Shareholders' Meeting;

- maximum amount of purchases: €7.3 billion.

Between the Shareholders' Meeting of May 17, 2019 and February 20, 2020, the Company has:

- purchased 10,354,883 shares for a total value of €147.8 million (an average price of €14.27 per share), 10,354,883 shares of which under the liquidity agreement and 0 shares under the share buyback program;
- sold 10,354,883 shares for a total value of €148.2 million (an average price of €14.31 per share) under the liquidity agreement.

The authorization granted by the Shareholders' Meeting of May 17, 2019 to trade in the Company's shares will expire on November 16, 2020.

Consequently, the Shareholders are now asked to grant the Board of Directors a new authorization to trade in the Company's shares, with corresponding cancellation of the unused portion of the previous authorization, for a period of 18 months from the date of this Shareholders' Meeting.

For the purposes mentioned hereinafter, this new authorization complies with the terms and conditions set forth in Articles L.225-209 et seq. of the French Commercial Code, European Regulation No. 596/2014 of April 16, 2014 on market abuses, related regulations of the European Commission, Articles 241-1 et seq. of the General Regulations of the *Autorité des Marchés Financiers* (AMF – French Financial Markets Authority), and market practices accepted by the AMF.

Share purchases allow stimulation of the share price on the Paris and Brussels stock exchanges by an independent investment services provider, under a liquidity agreement that complies with the Code of Ethics recognized by the *Association Française des Entreprises d'Investissement* (AFEI), and the subsequent cancellation of shares in order to improve the return on equity and earnings per share. The shares purchased may also be used to implement programs for employees or corporate officers, including stock option plans to purchase or subscribe for shares, bonus share awards, or employee share ownership plans set up for company-sponsored employee savings plans. They may also be used to carry out financial transactions, including transfers, sales or exchanges, and to ensure coverage of securities convertible into Company shares. The Company may hold and subsequently deliver such shares in

exchange, payment, or other, in connection with external growth transactions, within the limit of 5% of the share capital, or to implement any other market practices allowed or that may be allowed by the market authorities, subject to communicating such information to the Company's shareholders.

This resolution may be used to conduct employee savings operations through the transfer of treasury shares to employees, instead of through the capital increases which are the subject of the 27<sup>th</sup> and 28<sup>th</sup> resolutions submitted to this Shareholders' Meeting.

This resolution may not be used during a public tender offer for the shares of the Company.

The proposed terms and conditions of the new authorization are as follows:

- maximum purchase price: **€30** per share (excluding transaction costs);
- maximum shareholding: 10% of the share capital;
- maximum percentage of shares purchased during the term of the program: 10% of the shares comprising the share capital as of the date of this Shareholders' Meeting;
- maximum amount of purchases: €7.3 billion.

It is, however, specified that with respect to the particular case of shares purchased under the liquidity contract, the number of shares used to calculate 10% limit shall correspond to the number of shares purchased minus the number of shares resold during the term of the authorization.

## Re-election of two Directors (7<sup>th</sup> and 8<sup>th</sup> resolutions)

The terms of office of Fabrice Brégier and Lord Peter Ricketts of Shortlands expire at the end of this Shareholders' Meeting.

Based on the recommendations of the Appointments, Compensation and Governance Committee, the Shareholders are asked to reappoint Fabrice Brégier and Lord Peter Ricketts of Shortlands for a four-year term expiring at the end of the Ordinary Shareholders' Meeting that will be called in 2024 to approve the financial statements for the fiscal year ended December 31, 2023.

Their biographies are provided on pages 13 and 14 of the Notice of Meeting.

As Fabrice Brégier and Lord Peter Ricketts of Shortlands are independent directors, if these resolutions are passed, the Board of Directors will have 13 members, including 6 Independent Directors.

## Renewal of the appointments of the Statutory Auditors (9<sup>th</sup> and 10<sup>th</sup> resolutions)

The appointments as Statutory Auditors of Ernst & Young et Autres and Deloitte & Associés, as well as the appointments of Auditex and BEAS as alternate auditors expire at the end of this Shareholders' Meeting.

You are being asked to renew the appointments of the Statutory Auditors for a period of six years that expires at the end of the Ordinary Shareholders' Meeting that will be called in 2026 to approve the financial statements for the fiscal year ended December 31, 2025.

Pursuant to section 2 of Article L.823-1 of the French Commercial Code, amended by the law of December 9, 2016 on transparency, combating corruption and the modernization of economic life, known as the Sapin 2 Act, it is not mandatory to appoint an alternative auditor when the statutory auditor is not an individual or a single-person company.

As a result, the Board is not proposing the reappointment of the alternate Auditors.

## Approval of the components of compensation due or awarded for 2019 to the corporate officers of the Company (11<sup>th</sup> to 13<sup>th</sup> resolutions)

Adopted in application of Law 2019-486 of May 22, 2019 (the PACTE Act), Ordinance 2019-1234 of November 27, 2019 completed by implementing decree 2019-1235 dated the same day reformed the legal regime framing the compensation of the corporate officers of publicly traded companies.

Previously the *ex-post* vote consisted of the approval of the components of compensation due or awarded for the previous year to each executive corporate officer.

Now, pursuant to the aforementioned ordinance, the Shareholder's Meeting must vote on the information about all compensation packages paid or awarded during the previous year, pursuant to Article L.225-100 II of the French Commercial Code, to corporate officers, which now includes non-executive directors.

Thus, the purpose of the **11<sup>th</sup> resolution** is the approval of the information on the compensation of corporate officers cited in Article L.225-37-3 I of the French Commercial Code:

1. The total compensation and benefits of any kind, distinguishing the fixed, variable and exception components, including in the form of equity shares, debt securities, or securities giving rights to capital or rights to the award of debt securities of the company or the companies cited in Articles L.228-13 and L.228-93, paid for the office during the previous year, or allotted for the office for the same year, by indicating the principle conditions for exercise of such rights, including the exercise price and date and any change in these conditions;
2. the proportion in relation to the fixed and variable compensation;
3. the use of the possibility to request the restitution of variable compensation;
4. the commitments of any kind made by the company that correspond to compensation elements, indemnities or benefits due, or which could be due, for assuming, ending or changing an office, or subsequent to the exercise of such an office, particularly pension commitments and other lifetime benefits, indicating, under the conditions and according to the terms set by decree, the specific terms and conditions for determining these commitments, and the estimate of the amount of the sums that could be paid in this regard;
5. any compensation paid or allocated by a company included in the scope of consolidation as this is defined in Article L.233-16;
6. for the chairman of the Board of Directors, the chief executive officer and each deputy chief executive officer, the ratios between the level of the compensation of such executives and, first, the average compensation on full-time equivalent base of the employees of the company other than the corporate officers and, second, the median compensation on a full-time equivalent base of the employees of the company other than the corporate officers;
7. the annual change in the compensation, the performance of the company and the average compensation on a full-time equivalent base of the employees of the company, other than the executives, and the ratios set forth in point 6), during at least the last five years, presented together in a way to allow comparison;
8. an explanation of the way the total compensation respects the compensation policy adopted, including the way in which it contributes to the long-term performance of the company, and the way in which the performance criteria have been applied;
9. the way in which the vote of the last Ordinary Shareholders' Meeting stipulation in II of Article L.225-100 was taken into consideration;
10. Any variance from the procedure to implement the compensation policy, and any exception applied in accordance with the second paragraph of III, of Article L.225-37-2, including an explanation of the nature of the exceptional circumstances and an indication of the specific elements from which it has been excepted;
11. the application of the provisions of the second paragraph of Article L.225-45.

The aforementioned Ordinance of November 27, 2019 also maintained the vote of the Shareholders' Meeting on the individual compensation of each executive. Thus, in accordance with Article L.225-100 III of the French Commercial Code, the Shareholders' Meeting votes on the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded during the same year by separate resolutions for the Chairman of the Board of Directors or for the Chief Executive Officer.

As a result, approval of the total compensation paid in fiscal 2019 or awarded for the same year to Jean-Pierre Clamadieu, Chairman of the Board of Directors is subject to the approval of the **12<sup>th</sup> resolution**. Also, approval of the total compensation paid in fiscal 2019 or awarded for the same year to Isabelle Kocher, Chief Executive Officer until February 24, 2020, is subject to the approval of the **13<sup>th</sup> resolution**.

## COMPENSATION COMPONENTS PAID IN 2019 OR AWARDED FOR THE SAME YEAR TO EACH EXECUTIVE CORPORATE OFFICER OF THE COMPANY, SUBJECT TO SHAREHOLDER APPROVAL

In accordance with Article L.225-100 II of the French Commercial Code, the Shareholders' Meeting of May 14, 2020 will vote on the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in, or awarded for, 2019 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, and Isabelle Kocher, Chief Executive Officer.

The variable or extraordinary compensation components awarded for 2019 can only be paid after approval by the Shareholders' Meeting of the components of the compensation of the corporate executive officer concerned.

### Compensation components paid in, or awarded for, 2019 to Jean-Pierre Clamadieu, Chairman of the Board

Compensation components	Amounts paid in 2019	Amounts awarded for 2019	Details
Fixed compensation	€433,064	€433,064	Jean-Pierre Clamadieu's fixed compensation is €450,000 for a full year as of March 1 <sup>st</sup> , 2019 (previously €350,000).
Annual variable compensation	None	None	Jean-Pierre Clamadieu receives no annual variable compensation
Employer contribution to retirement plan	None	None	Jean-Pierre Clamadieu receives no employer pension contribution.
Multi-annual variable compensation	None	None	Jean-Pierre Clamadieu receives no multi-annual variable compensation.
Directors' fees	None	None	Jean-Pierre Clamadieu receives no directors' fees.
Extraordinary compensation	None	None	Jean-Pierre Clamadieu receives no extraordinary compensation.
Allocation of stock options, Performance Shares and any other long-term compensation	None	None	Jean-Pierre Clamadieu is not allocated stock options, Performance Shares or any other long-term compensation.
Compensation associated with the commencement or termination of duties	None	None	Jean-Pierre Clamadieu receives no compensation associated with the commencement or termination of duties.
Supplementary pension plan	None	None	Jean-Pierre Clamadieu is not a beneficiary of any supplementary pension plan.
Benefits in kind	None	None	Jean-Pierre Clamadieu did not benefit from the use of a company vehicle.

### Compensation components paid in, or awarded for, 2019 to Isabelle Kocher, Chief Executive Officer

Compensation components	Amounts paid in 2019	Amounts awarded for 2019	Details
Fixed compensation	€1,000,000	€1,000,000	The fixed remuneration of Isabelle Kocher was set at €1,000,000.
Annual variable compensation	€641,760	€661,500	<p>Isabelle Kocher's variable compensation for 2018 to be paid in 2019 is broken down into two components: a quantifiable component (60%) and a qualitative component (40%).</p> <p>For the quantifiable component, the criteria used were net recurring income, Group share, per share (50%) and free cash flow, ROCE (return on capital employed) and net debt (each counting for one-sixth of the overall total) (50%). The quantifiable targets for 2018 were based on the Group's projected budget as presented to the Board of Directors on March 7, 2018.</p> <p>For the qualitative component, the criteria used were as follows:</p> <p><b>1- Develop long-term growth drivers (40%)</b></p> <ul style="list-style-type: none"> <li>• Pursue and strengthen organic growth via existing offerings and by developing new skills and customer solutions.</li> <li>• Contribute to growth through acquisitions in the BtoB, BtoT and high-tech business lines.</li> </ul> <p><b>2- Prepare post-2025 options in Belgium (20%)</b></p> <p><b>3- CSR, emphasizing the employer's social responsibility (20%)</b></p> <ul style="list-style-type: none"> <li>• Make employee engagement and commitment one of the main levers for the Group's transformation and performance (employee survey).</li> <li>• Continue to adapt internal skills to meet organizational and customer solutions needs.</li> <li>• Embed new management practices and the concept of organizational agility within the Group's culture.</li> </ul> <p><b>4- Develop the Digital &amp; Innovation road map (10%)</b></p> <ul style="list-style-type: none"> <li>• Define the strategy for the three-year plan and the 2030 targets.</li> <li>• Adapt the internal organization and partnerships based on the objectives set.</li> </ul> <p><b>5- Make the customer's perception of the brand and the image a key element in the Group's transformation and performance (10%)</b></p> <ul style="list-style-type: none"> <li>• Continue to bring the commercial offerings into line with the Group's strategy.</li> <li>• Develop a communication and brand awareness program.</li> <li>• Develop Know Your Customer (KYC) and make customer satisfaction a driver of cultural change (NPS: net promoter score).</li> </ul> <p>At its meeting of February 27, 2019, the Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee:</p> <ul style="list-style-type: none"> <li>• noted that the success rate of the quantifiable criteria was 85.46% (broken down as follows; Net recurring income, Group share, per share (1/2): 82.52%; ROCE (1/6): 94.06%; Free cash flow (1/6): 105.51%; Net debt (1/6): 65.63%);</li> <li>• set the success rate of the qualitative criteria at 101.00%.</li> </ul> <p>Based on the respective weightings of the quantifiable (60%) and qualitative (40%) criteria, the overall success rate was determined to be 91.68%.</p> <p>The variable component for 2018 is therefore €641,760.</p>

Compensation components	Amounts paid in 2019	Amounts awarded for 2019	Details
			<p>The structure of Isabelle Kocher's target variable compensation paid in 2020 for 2019 also remains unchanged at €700,000, corresponding to 70% of her fixed compensation and capped at €840,000, i.e. 120% of the target variable compensation. Variable compensation in 2019 is broken down into two components: a quantifiable component (60%) and a qualitative component (40%).</p> <p>For the quantifiable component, the criteria used are net recurring income, Group share, per share (50%) and free cash flow, ROCE and economic net debt (each counting for one-sixth of the overall total) (50%). The quantifiable targets for 2019 were based on the Group's projected budget as presented to the Board of Directors on February 27, 2019.</p> <p>For the qualitative component, the criteria used were as follows:</p> <p><b>1- Quality of strategic plan and reception by investors (10%)</b>  <b>2- Implementation of growth strategy in downstream BtoB/T and refocusing business lines (25%)</b></p> <ul style="list-style-type: none"> <li>• organic growth - upselling of services</li> <li>• external growth</li> <li>• refocusing of business lines/geographical areas of the Group's scope</li> </ul> <p><b>3- Securing the Group's position in Belgium (25%)</b>  <b>4- Organization, engagement and governance (20%)</b>  <b>5- CSR (20%)</b></p> <ul style="list-style-type: none"> <li>• pursuing efforts to reduce CO<sub>2</sub> emissions in line with 2020 goals</li> <li>• progress in the management of health and safety risks</li> <li>• continued roll-out of the ethics compliance reference system</li> </ul> <p>At its meeting of February 26, 2020, the Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee:</p> <ul style="list-style-type: none"> <li>• noted that the success rate of the quantifiable criteria was 97.5% (broken down as follows: Net recurring income Group share, per share (1/2): 103.4%; ROCE (1/6): 100.3%; Free cash flow (1/6): 107.2%; Net debt (1/6): 67.4%);</li> <li>• set the success rate of the qualitative criteria at 90%.</li> </ul> <p>Based on the respective weightings of the quantifiable (60%) and qualitative (40%) criteria, the overall success rate was determined to be 94.5%.</p> <p>The variable component for 2019 was thus €661,500. It will only be paid to Isabelle Kocher if approved by the shareholders at the Shareholders' Meeting of May 14, 2020.</p>
Employer contribution to retirement plan	€410,440	€415,375	At its meeting of May 3, 2016, the Board of Directors voted to maintain the employer contribution arrangement from which Isabelle Kocher benefited when she was Chief Operating Officer. Under this supplementary pension plan system, the Company does not guarantee the amount of pension but pays an annual employer contribution, half of which comprises contributions paid to a third-party organization under an optional defined contribution pension plan (Article 82) and half is a cash sum, given the immediate taxation on commencement of this new mechanism. The employer contribution corresponds to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. It also depends on the Company's performance, since the calculation base already includes the variable portion linked to the Group's results. For 2018, this employer contribution was €410,440, which was paid in 2019. For 2019, this employer contribution is €415,375, which will be paid in 2020, subject to shareholder approval at the Shareholders' Meeting of May 14, 2020.
Multi-annual variable compensation	None	None	Isabelle Kocher did not receive any multi-annual variable compensation.
Directors' fees	None	None	Isabelle Kocher did not receive any directors' fees.
Extraordinary compensation	None	None	Isabelle Kocher did not receive any extraordinary compensation.
Awarding of stock options, Performance Shares and any other long-term compensation	0	Valuation: €940,800	The 120,000 Performance Units awarded by the Board of Directors on February 27, 2019 to Isabelle Kocher for 2019, valued at €940,800 (see the note on this theoretical valuation in Section 4.4.1.7), have become null and void, as the continuous service condition was no longer met after Isabelle Kocher left the Group on February 24, 2020.

# 5

## Board of Directors' report on the resolutions

Compensation components	Amounts paid in 2019	Amounts awarded for 2019	Details
Compensation associated with the commencement or termination of duties	None	None	Isabelle Kocher's employment contract had been suspended since January 1, 2015. This suspended employment contract does not provide specifically for non-compete or severance compensation. As part of the Company's human resources policies, all employees of ENGIE Management Company receive severance compensation when their employment contract is terminated. Indemnities due under said policies amounts to 3/5 of the monthly salary per year of service in the company or Group and is capped at 18 months' salary. "Monthly salary" is understood to mean one-twelfth of the annual fixed compensation of the current year plus the last variable component that was paid. Please refer to Section 4.4.1.5 on the non-compete commitment authorized by the Board of Directors on February 24, 2020.
Supplementary pension plan	None	None	In addition to mandatory pension plans, until December 31, 2014, Isabelle Kocher benefited from the supplementary collective pension plans of the former SUEZ group (which she joined in 2002), consisting of a defined contribution plan and a defined benefit plan.  The defined contribution plan (Article 83) is based on her gross annual compensation and the following contribution rates: 5% tranche A (equivalent to the annual social security limit), 8% tranche B (between one and four times the social security limit), 8% tranche C (between four and eight times the social security limit).  The rights accumulated from 2002 to 2014 under the collective defined benefit plan would have resulted, subject to the condition of continuous service in the Group, in an annual annuity, estimated at year-end 2015, at the end of her career aged 65, of €145,456, before tax and social security deductions. When Isabelle Kocher left the ENGIE Group, the continuous service condition underlying these rights was no longer met and they therefore became null and void.
Benefits in kind	€6,012	€6,012	Isabelle Kocher benefited from the use of a company car.

### COMPARISON TABLES OF THE LEVEL OF COMPENSATION OF CORPORATE OFFICERS IN RELATION TO THE COMPENSATION OF EMPLOYEES - ANNUAL CHANGES IN PERFORMANCE AND COMPENSATION

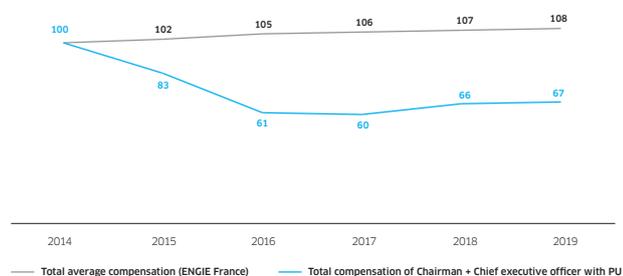
#### SCOPE OF EMPLOYEES IN FRANCE

The tables present the ratios between the compensation of each executive director and their changes in recent years, as well as the average compensation of employees in France, the relevant scope for comparison.

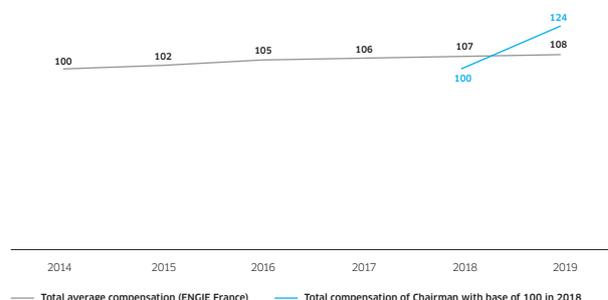
	2014	2015	2016	2017	2018	2019
Chairman ( <i>Gérard Mestrallet until May 18, 2018, succeeded by Jean-Pierre Clamadieu</i> )						
Ratio with average compensation	0	0	0	0	7.6 <sup>(1)</sup>	9.3
Chairman and Chief Executive Officer/Chief Executive Officer ( <i>Gérard Mestrallet, Isabelle Kocher after May 3, 2016</i> )						
Ratio with average compensation	90.3	73.7	52.7	50.9	55.1	55.7

(1) Full-year calculation

### CHANGE IN CHAIRMAN AND CEO/CEO COMPENSATION AND IN AVERAGE COMPENSATION FOR ENGIE FRANCE, COMPARED TO A BASE OF 100 IN 2014

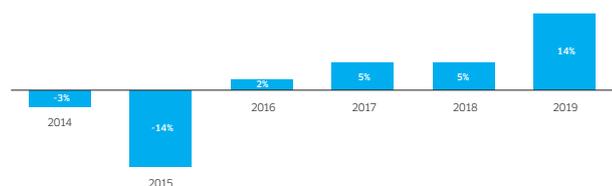


### CHANGES IN CHAIRMAN COMPENSATION AND IN AVERAGE COMPENSATION FOR ENGIE FRANCE COMPARED TO A BASE OF 100 IN 2018 AND 2014, RESPECTIVELY

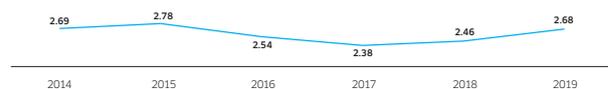


The tables below illustrate the annual changes in the company's consolidated performance.

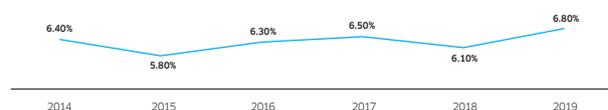
### COI (ORGANIC GROWTH)



### NET RECURRING INCOME, GROUP SHARE (EXCLUDING E&P AND LNG) (IN BILLION EUROS)



### ROCE



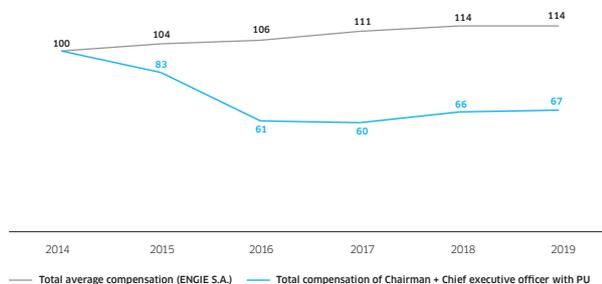
### SCOPE OF ENGIE S.A. EMPLOYEE (FOR INFORMATION)

Although considered irrelevant, in order to meet the legal obligations, the tables below are based on the average and median compensation of the employees of the parent company, ENGIE S.A.

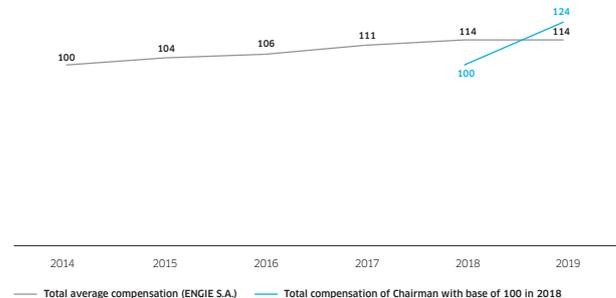
	2014	2015	2016	2017	2018	2019
<b>Chairman (Gérard Mestrallet until May 18, 2018, succeeded by Jean-Pierre Clamadieu)</b>						
Ratio with average compensation for ENGIE S.A	0	0	0	0	4.7 <sup>(1)</sup>	5.9
Ratio with median compensation for ENGIE S.A	0	0	0	0	5.3 <sup>(1)</sup>	6.5
<b>Chairman and Chief Executive Officer/Chief Executive Officer (Gérard Mestrallet, Isabelle Kocher after May 3, 2016)</b>						
Ratio with average compensation for ENGIE S.A	59.9	48.1	34.5	32.1	34.5	35.1
Ratio with median compensation for ENGIE S.A	66	53.6	36	38.4	38.5	38.9

(1) Full-year calculation

### CHANGE IN CHAIRMAN/CEO COMPENSATION AND IN AVERAGE COMPENSATION FOR ENGIE S.A., COMPARED TO A BASE OF 100 IN 2014



### CHANGES IN CHAIRMAN COMPENSATION AND IN AVERAGE COMPENSATION FOR ENGIE S.A. COMPARED TO A BASE OF 100 IN 2018 AND 2014, RESPECTIVELY



### Directors appointed by the Shareholders' Meeting

The corporate officers who are not executives received the compensation shown in the table below for fiscal year 2019. Unless otherwise indicated, no other compensation was paid to these officers by the Company or by its subsidiaries for the said fiscal year.

In euros	Fiscal year 2019 <sup>(1)</sup>	Fiscal year 2018 <sup>(1)</sup>
Ann-Kristin Achleitner	37,500 <sup>(2)</sup>	90,000 <sup>(2)</sup>
Edmond Alphandéry	47,917 <sup>(3)</sup>	119,429 <sup>(3)</sup>
Fabrice Brégier	84,063 <sup>(3)</sup>	78,095 <sup>(3)</sup>
Aldo Cardoso <sup>(4)</sup>	45,833 <sup>(2)</sup>	96,944 <sup>(2)</sup>
Patrice Durand <sup>(5)</sup>	74,552 <sup>(3)</sup>	60,825 <sup>(3)</sup>
Catherine Guillouard <sup>(6)</sup>	0	0
Mari-Noëlle Jégo-Laveissière <sup>(5)</sup>	68,354 <sup>(3)</sup>	66,027 <sup>(3)</sup>
Barbara Kux	35,417 <sup>(2)</sup>	81,429 <sup>(2)</sup>
Françoise Malrieu	141,458 <sup>(3)</sup>	133,182 <sup>(3)</sup>
Ross McInnes <sup>(7)</sup>	126,541 <sup>(3)</sup>	60,000 <sup>(3)</sup>
Marie-José Nadeau	165,573 <sup>(2)</sup>	140,000 <sup>(2)</sup>
Peter Ricketts of Shortlands	91,432 <sup>(2)</sup>	85,000 <sup>(2)</sup>
<b>TOTAL</b>	<b>918,640</b>	<b>1,010,931</b>

(1) Directors' compensation due for a given fiscal year are paid during the fiscal year concerned

(2) Before deduction of withholding tax levied on directors' fees paid to Directors residing outside France

(3) Before deduction of withholding tax relating to tax and social contributions

(4) In his capacity as Chairman of the Board of Directors since June 15, 2018 of Société Monégasque de l'Électricité et du Gaz (SMEG), a subsidiary 63.9% owned by ENGIE, Aldo Cardoso received €38,461.54 for fiscal year 2019 and €14,827 for fiscal year 2018 in directors' compensation from SMEG

(5) Director elected from the private sector by the Shareholders' Meeting on the proposal of the French State

(6) Director elected from the public sector by the Shareholders' Meeting on the proposal of the French State

(7) Director elected by the Shareholders' Meeting of May 18, 2018

### Director representing the French State and the Directors elected by the Shareholders' Meeting on the proposal of the French State

The Director representing the French State and the Directors from the public sector appointed by the Shareholders' Meeting on the proposal of the French State – Isabelle Bui (from June 5, 2019) and Catherine Guillouard (until May 17, 2019), respectively – have not personally received any compensation from the Company or from companies controlled by the Company for their service as Directors in 2019.

The Directors from the private sector appointed by the Shareholders' Meeting on the proposal of the French State, namely Mari-Noëlle Jégo-Laveissière and Patrice Durand, received 85% of the directors' fees corresponding to their office, pursuant to the ministerial Order of December 28, 2014, as amended by the ministerial order of January 5, 2018, taken in application of Article 6 of Ordinance No. 2014-948 of August 20, 2014 concerning governance and equity operation of companies with a public shareholder (see the table above).

In respect of the foregoing, the balance of the directors' compensation corresponding to these offices (€101,469) was paid directly to the Public Treasury in compliance with regulations.

#### Directors representing the employees and employee shareholders

Directors representing employees and employee shareholders on the

ENGIE Board of Directors received no compensation (directors' fees or other) from the Company or from companies controlled by the Company in consideration of their service as Directors.

These Directors are Christophe Agogu , Alain Beullier, Philippe Lepage and Christophe Aubert.

## Approval of the compensation policy for corporate officers of the Company (14<sup>th</sup> to 18<sup>th</sup> resolutions)

Pursuant to Ordinance 2019-1234 and Decree 2019-1235 of November 27, 2019 adopted in application of the Law of May 22, 2019 on growth and the transformation of companies, known as the PACTE Act, the compensation policy for all corporate officers, including directors, must now be the subject of a resolution submitted for approval by the Shareholders' Meeting.

Presented within the report prepared by the Board of Directors on corporate governance, this compensation policy must comply with the Company's corporate interest, contribute to its continuity and be in line with its commercial strategy.

Therefore, under Article L.225-37-2 of the French Commercial Code, you are being asked, by a vote on the **14<sup>th</sup> resolution**, to approve the compensation policy for the directors of the Company.

Likewise, by a vote on the **15<sup>th</sup> resolution**, you are asked to approve the compensation policy for Jean-Pierre Clamadieu, Chairman of the Board of Directors.

The vote on the **16<sup>th</sup> resolution** will allow you to approve the compensation policy for Isabelle Kocher, Chief Executive Officer for the period from January 1 to February 24, 2020.

You are being asked, by a vote on the **17<sup>th</sup> resolution**, to rule on the compensation policy for the Chief Executive Officer appointed on February 24, 2020 for a transition period, the time required to complete the process to name a new Chief Executive Officer.

Also, by a vote on the **18<sup>th</sup> resolution**, it is proposed that you approve the compensation policy for Ms Claire Waysand as Chief Executive Officer who will be named at the end of the current search process.

This policy gives the Board of Directors a framework with which to structure the next CEO's compensation, forming the basis of its negotiations, while preserving the moderate approach that it has always taken to the compensation of its corporate officers. The level of compensation proposed will depend on the role, experience and reference market of the Chief Executive Officer, with particular attention paid to the compensation of the corporate officers of groups that are comparable to ENGIE in terms of size and scope, and more generally on the basis of a benchmark created by an external firm that includes companies on the CAC40, Eurostoxx 50 (excluding companies in the financial sector) and Eurostoxx Utilities indices. The fixed compensation proposed by the Board of Directors will be less than the median of this benchmark.

The Board has changed the annual variable compensation component compared with the policy applied in 2019, to bring it into

line with market practices and the compensation structure of Executive Committee members. Pursuant to the recommendations of several shareholders and proxy advisors, the weighting of the quantifiable targets has been increased. A proportion of 65% of the annual variable component is now linked to quantifiable criteria to remunerate economic performance and 35% to qualitative criteria, including at least one criterion reflecting the Group's CSR goals and representing a significant part of the qualitative criteria.

For the quantifiable component, the criteria used are net recurring income, Group share (50%), current operating income (25%), and net economic debt (25%). The quantifiable targets for 2020 were included in the Group's projected budget as presented to the Board of Directors on February 26, 2020.

The Board also specifies that the target annual variable component will be 100% of annual fixed compensation for 100% achievement of targets, with a cap of 150% in the event of overperformance. For information purposes, the benchmark shows, for this sample, a target annual variable component of 100% of fixed compensation and a cap of 190% on fixed compensation.

The long-term incentive component, which takes the form of Performance Units, must not exceed 50% of the executive's overall compensation on initial allocation (compared with 40% in the compensation policy applicable in 2019). The future Chief Executive Officer will be required to reinvest a substantial portion of the income from exercising these Performance Units in purchasing ENGIE shares: the target shareholding corresponds to two years of fixed compensation.

Lastly, the continuation of the pension system in the form of a matching contribution of 25% of the sum of fixed compensation and real variable compensation due for the year in question is proposed. However, this contribution level will be a maximum in the future and may be reduced by the Board of Directors.

It should be noted that the payment or allocation of all variable components of the compensation of the future CEO are conditional upon a vote in favor by shareholders at the Shareholders' Meeting called in 2021 to approve the financial statements for the year ended December 31, 2020. These are the variable annual, long-term incentive and pension contribution components.

All components forming this compensation policy for each category of corporate officers were set by the Board of Directors on February 26, 2020, on the recommendation of the Appointments, Compensation and Governance Committee, and are presented in Section 4.4 of the 2019 Universal Registration Document.

## COMPENSATION POLICY FOR DIRECTORS

On the recommendation of the Board of Directors, the Shareholders' Meeting sets the total annual amount of Directors' compensation to be distributed by the Board among its members.

On the recommendation of the Appointments and Compensation Committee, the Board of Directors, at its meeting of December 11, 2013, amended the rules for distributing the annual amount of directors' fees, set by the Gaz de France Shareholders' Meeting of July 16, 2008 at €1.4 million (unchanged since 2008) in line with an individual distribution system, combining a fixed portion with a predominant variable portion based on the attendance of Directors at Board and Committee meetings, in accordance with the recommendation of Article 21.1 of the Afep-Medef Code.

When the size of the Board of Directors was reduced as of May 17, 2019, the Board of Directors' meeting of July 29, 2019 revised the allocation rules, within the total amount granted by the

Shareholders' Meeting of 2008, to take account, in particular, of the growing demands on governance bodies, on the proposal of the ACGC. Three changes were made to the former rules for the allocation of Directors' compensation (see section 4.1.4.4.1 of the 2018 Reference Document):

- an increase of 10% in the variable portion related to attendance of meetings of the Board and its committees;
- for non-residents, an increase in the variable portion in the event of physical attendance at meetings of the Board and its committees, by 25% for Europeans and by 50% for non-Europeans;
- setting the fixed portion for chairmen of the EESDC and the ACGC at €10,000 (compared with €5,000 previously).

The new allocation rules, applied for the period after July 29, 2019, are indicated below, it being specified that the executive corporate officers receive no compensation for attending meetings of the Board of Directors.

<b>Director</b>		Fixed fee	€15,000 per year
		Variable fee, dependent on attendance	€55,000 <sup>(1)</sup> if 100% attendance
<b>Audit Committee</b>	Chairman	Fixed fee	€15,000 per year
		Variable fee, dependent on attendance	€44,000 <sup>(1)</sup> , if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€22,000 <sup>(1)</sup> , if 100% attendance
<b>SITC</b>	Chairman	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€27,500 <sup>(1)</sup> , if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 <sup>(1)</sup> , if 100% attendance
<b>EESDC</b>	Chairman	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€22,000 <sup>(1)</sup> , if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 <sup>(1)</sup> , if 100% attendance
<b>ACGC</b>	Chairman	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€22,000 <sup>(1)</sup> , if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 <sup>(1)</sup> , if 100% attendance

(1) Variable portion increased by 25% for European non-residents or 50% for non-European non-residents, in the event of physical attendance at meetings

## COMPENSATION POLICY FOR EXECUTIVE CORPORATE OFFICERS

The compensation policy for executive corporate officers is determined by the Board of Directors based on the recommendations of the Appointments, Compensation and Governance Committee. It is subject to a presentation and binding votes at the Annual Shareholders' Meeting in accordance with Article L. 225-37-2 of the French Commercial Code.

The compensation policy is reviewed annually by the Appointments, Compensation and Governance Committee and is based in particular on specific studies carried out by an external firm specializing in this area.

Pursuant to Article 3.3.1 of the Board's Internal Regulations, executive corporate officers do not take part in meetings of the Appointments, Compensation and Governance Committee on matters relating to them

In its recommendations to the Board of Directors, the Appointments, Compensation and Governance Committee seeks to propose a compensation policy that is in line with corporate responsibility and the practices of comparable major international groups for similar positions, based on a benchmark established by a specialized external firm that includes companies listed on the CAC40, the Eurostoxx 50 (excluding companies in the financial sector), and the Eurostoxx Utilities indices.

Pursuant to Article 9.6 of the Afep-Medef Code, the Chairman of the Board of Directors, as an independent director, does not receive variable compensation linked to the Company's performance.

Compensation of the other executive corporate officers generally includes:

- a fixed component, which remains unchanged throughout the term of office, unless the Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee, decides otherwise;
- a variable component, balanced relative to total compensation, the purpose of which is to reflect the executive's personal contribution to the Group's development and results; and
- a long-term incentive component, subject to performance conditions.

Stringent performance criteria are set both for the variable component and for long-term incentive plans, maintaining a link between the Group's performance and the compensation of its directors in the short, medium and long term and contributing to the Company's strategy and sustainability.

If the approval rate for the compensation policy is less than 80% at the last Shareholders' Meeting, the Appointments, Compensation and Governance Committee looks at the direction of the vote of the shareholders that opposed the approval of this policy and the possible follow-up to be given to their vote.

### Compensation policy for the Chairman of the Board for 2020

The compensation of the Chairman of the Board of Directors includes a fixed annual salary. It does not include any annual or multi-year variable compensation or long-term incentive plans.

# 5 Board of Directors' report on the resolutions

The fixed annual compensation is €450,000.

In accordance with current policy, executive corporate officers do not receive directors' fees for their participation in the work of the Board and its committees.

The Chairman of the Board receives social security coverage and health care coverage.

He may benefit from the use of a company vehicle.

## **Compensation policy for the Chief Executive Officer for the period January 1 to February 24, 2020**

The Chief Executive Officer's compensation includes a fixed component, a variable annual component and a long-term incentive component.

The annual variable component is designed to reflect the executive's personal contribution to the Group's development and results. It is balanced in relation to the fixed component and determined as a percentage of fixed compensation. It also includes criteria aligned with the assessment, conducted annually, of the Chief Executive Officer's performance and with the Company's strategy. Sixty percent of its criteria are quantifiable, to reward economic performance, and 40% are qualitative. The qualitative criteria include at least one corporate, societal and environmental responsibility target. The quantifiable and qualitative targets have sub-weightings. If the Chief Executive Officer leaves during the first quarter, the Board of Directors may set the annual variable component for the current year as a pro rata proportion of the annual variable component awarded to the Chief Executive Officer for the previous year.

The long-term incentive component takes the form of Performance Units that are subject to performance conditions comparable to those of the performance share plans for which Company executive corporate officers are not eligible. The performance conditions are quantitative only and include at least one external condition relating to the relative change in total shareholder return and an internal condition relating to value creation. This long-term incentive component is designed to encourage executives to make a long-term commitment as well as to increase their loyalty and align their interests with the Company's corporate interests and the interests of shareholders. This particular component may not account for more than 40% of the executive's total compensation at the initial award. When Performance Units are exercised, the Chief Executive Officer is required to reinvest a portion of the income for the year in Company shares until said officer's share portfolio is equal to two years' fixed compensation.

The payment of the variable and extraordinary compensation components for 2020 is contingent on the approval of shareholders at the 2021 Ordinary Shareholders' Meeting. This applies to the annual variable component and the employer contribution to the pension plan of the Chief Executive Officer for 2020, payment of which will only occur following approval at the aforementioned Shareholders' Meeting.

The Chief Executive Officer benefits from a supplementary pension plan, under which the Company does not guarantee the amount of the pension but pays an annual employer contribution, half of which comprises contributions paid to a third-party organization under an optional defined contribution pension plan (Article 82) and half of which is a cash sum, given the immediate taxation on commencement of this mechanism. The employer contribution will correspond to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. It will also depend on the Company's performance, since the calculation base already includes the variable portion linked to the Group's results. The Chief Executive Officer will also continue to be eligible for the collective pension and health care plan for executive officers in order to ensure that they are compensated under terms that are in line with market conditions.

The Chief Executive Officer, if also a director, does not receive any directors' fees for sitting on the Board of Directors.

The Chief Executive Officer benefits from the use of a company car.

Lastly, the Board of Directors has the authority to negotiate a non-compete commitment with a Chief Executive Officer whose tenure with the Group is to cease, if such a commitment seems advisable to preserve the Group's interests, and under financial conditions that conform to the principles laid down in the Afep-Medef Code, to which ENGIE refers. No payment can take place before this non-compete commitment has been approved by ENGIE's Shareholders' Meeting.

Pursuant to these principles, the Chief Executive Officer's fixed compensation in 2020 remains unchanged at €1,000,000 for one full year. As the Chief Executive Officer's tenure ceased on February 24, 2020, the gross fixed compensation for the year will be €166,667.

As the Chief Executive Officer's tenure will cease on February 24, 2020, the Board of Directors has decided, as previously mentioned, to set the annual variable component for 2020 as a pro rata proportion of the annual variable amount awarded to the CEO for 2019, i.e. a gross amount of €110,250.

Lastly, as the CEO's tenure will cease on February 24, 2020, she will not be awarded any long-term incentive component for 2020.

The Chief Executive Officer will furthermore continue to benefit, in the period of January 1 to February 24, 2020, from a supplementary defined contribution pension plan under the terms mentioned above, as well as from collective pension and health care plan protection for executive officers.

It should also be noted that Isabelle Kocher's employment contract with ENGIE Management Company has been suspended since January 1, 2015.

As Isabelle Kocher's tenure as CEO would cease, it was agreed that her employment contract would be terminated. Isabelle Kocher will therefore benefit from indemnities for termination of the employment contract under the social measures in place at ENGIE Management Company (which provides for indemnities of 3/5 of the monthly salary per year of service in the company or Group, capped at 18 months' salary).

Lastly, it is again noted that under the memorandum of understanding dated February 24, 2020 between ENGIE and Isabelle Kocher in the context of her departure, she will receive the indemnities described in Section 4.7, subject to approval of this MoU by the Ordinary Shareholders' Meeting of May 14, 2020.

## **Compensation of the Chief Executive Officer appointed on February 24, 2020**

To ensure the success of the transition, the Board of Directors, at its meeting of February 24, 2020, appointed General Secretary Claire Waysand as acting Chief Executive Officer, with immediate effect, as part of a management team comprising Paulo Almirante, Executive Vice President and Chief Operating Officer, and Judith Hartmann, Executive Vice President and Chief Financial Officer. The Board has asked Jean-Pierre Clamadieu, Chairman of the Board of Directors, to support this transitional management team to ensure that the transition phase goes smoothly.

The Board of Directors has also tasked Jean-Pierre Clamadieu with the assistance of the Appointments, Compensation and Governance Committee, chaired by Françoise Malrieu, to seek the Group's next CEO.

Given these specific circumstances and the transitional nature of the situation, Claire Waysand will continue to benefit from her employment contract with Engie Management Company corresponding to her duties as General Secretary of the Engie group, which she also continues to perform.

The compensation and benefits under this employment contract are as follows:

- Gross annual fixed compensation of €550,000
- Annual variable compensation in the form of a target bonus of 100% of the annual fixed compensation, corresponding to 100% achievement of targets, with a cap of 150% in case of overperformance. Sixty-five percent of this bonus is subject to quantitative criteria and 35% to qualitative assessment. Lastly, a penalty of up to 20% of the target may apply (health & safety/compliance)
- A variable long-term compensation component in the form of performance shares
- Profit-sharing and the option of placing sums in Group Savings Plans (Plan d'Épargne Groupe – PEG) and/or Retirement Savings Plans (Plan d'Épargne pour la Retraite Collectif – PERCO)
- Company car
- Collective schemes in place for all Engie Management Company employees, including additional health care and social security insurance coverage and the supplementary pension plan.

Claire Waysand will receive specific compensation for this temporary assignment in 2020, the amount of which will be determined by the Board when the assignment ends, up to a limit of €400,000, in addition to the compensation she will receive under her employment contract with Engie Management Company. To set the amount of this specific compensation, the Board will take into account the effectiveness of the management team and its ability to guide the Group's operations during this period.

#### Compensation of the future Chief Executive Officer for 2020

The Chief Executive Officer's compensation includes a fixed component, a variable annual component and a long-term incentive component.

The fixed component is determined according to the role, experience and reference market of the CEO, particularly in relation to the fixed compensation of executive corporate officers of groups similar to ENGIE in terms of size and scope, and, more generally, on the basis of the above benchmark. It is reviewed annually. It does not change for the duration of the term of office, unless the Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee, votes otherwise, in particular with regard to the market context, or any changes in ENGIE's profile or Group employee compensation.

The annual variable component is designed to reflect the executive's personal contribution to the Group's development and results. It is balanced in relation to the fixed component and determined as a percentage of the fixed compensation set by the Board of Directors. It constitutes between 0% and 150% of the fixed component, according to whether the pre-established targets are achieved or exceeded.

It is calculated annually, according to the Chief Executive Officer's performance, using quantifiable criteria to compensate economic performance (65%), and qualitative criteria (35%), where at least one criterion reflects the Group's CSR objectives.

For the quantifiable component, the criteria used are net recurring income, Group share (50%), current operating income (25%), and economic debt (25%). The quantifiable targets for 2020 were based on the Group's provisional budget as presented to the Board of Directors on February 26, 2020.

The long-term incentive component takes the form of Performance Units that are subject to performance conditions comparable to those of the performance share plans for which Company executive corporate officers are not eligible. The performance conditions are quantifiable only and include at least one external condition relating to the relative change in total shareholder return and an internal condition relating to value creation. This long-term incentive component is designed to encourage executives to make a long-term commitment as well as to increase their loyalty and align their interests with the Company's corporate interests and the interests of shareholders. This particular component may not account for more than 50% of the executive's total compensation at the initial award.

The payment of the variable and extraordinary compensation components for 2020 is contingent on the approval of shareholders at the 2021 Ordinary Shareholders' Meeting. This applies to the annual variable component and the employer contribution to the pension plan of the Chief Executive Officer for 2021, payment of which will only occur following approval at the aforementioned Shareholders' Meeting.

Lastly, the Chief Executive Officer will continue to benefit from a supplementary pension plan, under which the Company does not guarantee the amount of the pension but pays an annual employer contribution, half of which comprises contributions paid to a third-party organization under an optional defined contribution pension plan (Article 82) and half is a cash sum, given the immediate taxation on commencement of this mechanism. The employer contribution will correspond to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. It will also depend on the Company's performance, since the calculation base already includes the variable portion linked to the Group's results.

The Chief Executive Officer will also benefit from health care and social security schemes equivalent to the collective schemes for ENGIE's executive officers in France.

The Chief Executive Officer, if also a director, does not receive any directors' fees for sitting on the Board of Directors.

Furthermore, the Board of Directors has the authority to negotiate with a Chief Executive Officer, at the time of his/her arrival or departure, a non-compete commitment that will apply when his/her tenure with the Group ceases, if such a commitment seems advisable to preserve the Group's interests, and under financial conditions that conform to the principles laid down in the Afep-Medef Code, to which ENGIE refers. No payment can take place before this non-compete commitment has been approved by ENGIE's Shareholders' Meeting.

Lastly, the Chief Executive Officer benefits from the use of a company vehicle.

## Board of Directors' report on the resolutions submitted to the Extraordinary Shareholders' Meeting

The tables below summarize the delegations of authority and authorizations granted to the Board of Directors in financial matters:

### Authorizations granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018 and in effect at the date of this Shareholders' Meeting

Resolution	Type of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
13 <sup>th</sup>	Issue, with preemptive subscription rights maintained, of ordinary shares and/or any marketable securities giving rights to the capital of the Company and/or its subsidiaries, and/or issue of marketable securities giving the right to the allocation of debt securities ( <i>to be used only outside public tender offer periods</i> )	26 months (until July 17, 2020)	€225 million for shares <sup>(1)(2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
14 <sup>th</sup>	Issue, with elimination of preemptive subscription rights, by public offering, of ordinary shares and/or any marketable securities giving rights to the capital of the Company and/or its subsidiaries, and/or issue of marketable securities giving rights to the allocation of debt securities ( <i>to be used outside public tender offer periods only</i> )	26 months (until July 17, 2020)	€225 million for shares <sup>(1)(2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
15 <sup>th</sup>	Issue, with elimination of preemptive subscription rights, in the context of a private placement for qualified investors or for a limited circle of investors, of ordinary shares or any other marketable securities giving rights to the capital of the Company, in the context of an offering described in Article L. 411-2 II of the French Monetary and Financial Code ( <i>to be used outside public tender offer periods only</i> )	26 months (until July 17, 2020)	€225 million for shares <sup>(1)(2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
16 <sup>th</sup>	Increase in the number of shares or marketable securities to be issued in the event of a securities issue executed pursuant to the 13 <sup>th</sup> , 14 <sup>th</sup> and 15 <sup>th</sup> Resolutions of the Shareholders' Meeting of May 18, 2018, up to a limit of 15% of the initial issue, with or without preemptive subscription rights, through a public offering or a private placement ( <i>to be used outside public tender offer periods only</i> ).	26 months (until July 17, 2020)	Up to 15% of the initial issue <sup>(1)(2)</sup>	None	Full amount of the authorization

Resolution	Type of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
17 <sup>th</sup>	Issue of ordinary shares and/or other securities in consideration for contributions of equity securities made, up to a limit of 10% of the share capital ( <i>usable only outside periods of a public tender offer</i> ).	26 months (until July 17, 2020)	€225 million for shares <sup>(1)(2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
24 <sup>th</sup>	Capital increases via the capitalization of premiums, reserves, earnings or other sums ( <i>usable only outside public tender offer periods</i> )	26 months (until July 17, 2020)	Aggregate amount that may be capitalized	None	Full amount of the authorization
25 <sup>th</sup>	Authorization to reduce the share capital by canceling treasury shares	26 months (until July 17, 2020)	10% of the share capital per 24 month period	Reduction by cancellation of 6,036,166 treasury shares held in connection with Link 2018 as of August 2, 2018	9.75% of the share capital
28 <sup>th</sup>	Authorization to award bonus shares (i) to employees and/or corporate officers of companies belonging to the Group (with the exception of corporate officers of the Company) and (ii) to employees participating in a Group international employee shareholding plan	38 months (until July 17, 2021)	0.75% of the share capital <sup>(3)</sup>	None	Full amount of the authorization
29 <sup>th</sup>	Authorization to award bonus shares to certain employees and corporate officers of Group companies (except for corporate officers of the Company)	38 months (until July 17, 2021)	0.75% of the share capital <sup>(3)</sup>	Allotment on December 11, 2018 of 5,022,660 Performance Shares, on February 27, 2019 of 187,674 Performance Shares (i.e., 0.21% of the share capital at February 27, 2019), on December 17, 2019 of 5,157,215 Performance Shares and on February 26, 2020 of 279,497 Performance Shares (i.e., 0.22% of the share capital at February 26, 2020).	0.31% of the share capital

(1) This is a ceiling set by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018 for issues decided pursuant to the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup> and 17<sup>th</sup> resolutions.

(2) The total maximum nominal amount of issues decided in application of the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions was set at €265 million by the 23<sup>rd</sup> resolution of the Shareholders' Meeting of May 18, 2018.

(3) This is a common ceiling set by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018 for the awards decided pursuant to the 28<sup>th</sup> and 29<sup>th</sup> resolutions.

## Authorizations granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 17, 2019 and in effect at the date of this Shareholders' Meeting

Resolution	Type of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
5 <sup>th</sup>	Authorization to trade in the Company's shares	18 months (until November 16, 2020)	Maximum purchase price: €30. Maximum shareholding: 10% of the share capital. Aggregate amount of purchases: ≤ €7.3 billion.	ENGIE held 0.91% of its share capital as of December 31, 2019	9.09% of the share capital
14 <sup>th</sup>	Capital increase reserved for members of the Group Employee Savings Plan	26 months (until July 17, 2020)	2% of the share capital <sup>(1)(2)</sup>	None	Full amount of the authorization
15 <sup>th</sup>	Capital increase reserved for any entity formed as part of the implementation of the international employee shareholding plan offered by the Group	18 months (until November 17, 2019)	0.5% of the share capital <sup>(1)(2)</sup>	None	Full amount of the authorization

(1) The total maximum amount of the issues approved by the 14<sup>th</sup> and 15<sup>th</sup> resolutions is set at €265 million by the 23<sup>rd</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

(2) The nominal amount of the issues decided under the 15<sup>th</sup> resolution counts against the ceiling of 2% of the share capital under the 14<sup>th</sup> resolution.

## RENEWAL OF THE DELEGATIONS OF AUTHORITY GRANTED BY THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS OF MAY 18, 2018

The purpose of the delegations of authority referred to in the **19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions** is to provide the Board of Directors with a number of options to issue, when the time comes, quickly and flexibly, various securities in accordance with applicable regulations in order to assemble the financial means necessary to implement ENGIE's development strategy.

This would grant the Board of Directors the authority to issue shares and share equivalents or securities giving rights to the allocation of debt securities in France and abroad, in euros or foreign currencies, with or without shareholders' preemptive subscription rights, based on the opportunities offered by the financial markets and on the interests of the Company and its shareholders. These new delegations will terminate the delegations granted by the previous Shareholders' Meetings that were not used and may be used only outside periods of public offers on the Company.

Notwithstanding the Board of Directors' policy of preferring to use capital increases with maintenance of shareholders' preemptive subscription rights, special circumstances may arise in which a cancellation of shareholders' preemptive subscription rights is necessary and in their interests, especially to provide for the possibility of paying for contributions entirely in shares in the case of a public exchange offer or, up to a limit of 10% of the share capital, when the conditions for a public exchange offer are not met (**23<sup>rd</sup> resolution**).

The renewal of these delegations is proposed in order to give the Board of Directors the flexibility to issue shares or securities, on one

or more occasions, based on market characteristics at the time in question. These delegations comply with usual practices and recommendations in terms of amount, ceiling and duration, and are proposed on the same terms as the resolutions passed in 2018.

Furthermore, consideration would again be given to facilitating the placement of issues using, as applicable, private placements with qualified investors or a restricted circle of investors (**20<sup>th</sup> resolution**).

These delegations are intended for the issuance of equity securities and securities giving rights to the Company's capital up to the limit of a nominal ceiling of **€225 million** common to the **19<sup>th</sup> to 23<sup>rd</sup> resolutions (24<sup>th</sup> resolution)**.

In the event of an issue of securities representing claims on the Company under the **19<sup>th</sup> to 23<sup>rd</sup> resolutions**, the total nominal amount of such debt securities must not exceed **€5 billion** or the equivalent value of this amount.

In the event of excess demand for subscriptions to capital increases, with or without preemptive subscription rights stipulated in the **19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions**, the **22<sup>nd</sup> resolution** stipulates that the number of securities to be issued may be increased subject to legal conditions and limits, *i.e.* up to a limit of 15% of the initial issue, within 30 days from the closing of subscriptions, and at the same price as used for said issue. Additional issues pursuant to the over-allotment clause (**22<sup>nd</sup> resolution**) shall be charged against the nominal ceiling of **€225 million**.

## Delegation of authority to the Board of Directors to decide, maintaining preemptive subscription rights, to (i) issue ordinary shares and/or any securities giving rights to the capital of the Company and/or its subsidiaries, and/or (ii) issue securities giving rights to debt securities (to be used only outside public tender offer periods) (**19<sup>th</sup> resolution**)

The delegation of authority granted to the Board of Directors by the Shareholders' Meeting of May 18, 2018 to issue securities with shareholders' preferential subscription rights maintained, expires on July 17, 2020.

The purpose of the **19<sup>th</sup> resolution** is to renew this delegation in order to give the Board of Directors the necessary flexibility, as previously, to carry out share issues best adapted to market opportunities.

This delegation of authority relates to issues, with preferential subscription rights maintained, of the Company's ordinary shares or share equivalents, issued with or without payment, governed by Articles L.228-91 *et seq.* of the French Commercial Code or granting access, directly or in the future, to the share capital of a company in which it directly or indirectly owns more than half the share capital. It would be renewed for another **26-month** period as from the date of this Shareholders' Meeting and consequently supersede, as from that same date, any prior delegation of authority for the same purpose.

In the event of an issue of securities granting future access to new shares – such as bonds with stock subscription warrants, convertible bonds, or warrants issued autonomously – the decision of the Shareholders' Meeting would require shareholders to waive their right to subscribe for shares that may be obtained from those securities initially issued. The authorization of the Shareholders' Meeting would also include the possibility of issuing securities that give rights to the Company's existing shares, such as OCEANE-type bonds (bonds convertible into shares to be issued or exchangeable for existing shares).

The Board of Directors would have the authority, under the same conditions, to issue securities granting access to the share capital of companies in which the Company directly or indirectly owns more than half the share capital. These issues would be subject to the approval of the Extraordinary Shareholders' Meeting of the subsidiary concerned.

This authorization would be renewed for a maximum nominal amount of the capital increases that might be executed immediately or in the future under this delegation of **€225 million**, it is specified that this amount would be charged against the nominal amount of the capital increases that could be executed under the **20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions**.

On this basis, the Board of Directors would be authorized to carry out these issues, on one or more occasions, in the best interests of the Company and its shareholders and could, in accordance with the law, grant the shareholders a right to subscribe for an additional number of shares.

The Board of Directors would be authorized to issue warrants to subscribe for Company shares through a subscription offer as well as by a bonus allotment to the owners of existing shares.

The Board of Directors may, in each case, if the subscriptions have not resulted in the purchase of the entire issue, decide, in the order it shall determine and in accordance with the law, to limit the amount of the subscriptions received, or freely distribute all or some of the

unsubscribed securities, or offer them to the public in France and/or abroad, as applicable.

This delegation of authority would also cover the authorization to issue, under the conditions described above, securities granting rights to debt securities for a maximum nominal amount of **€5 billion**. Lastly, the Board of Directors would have the authority to allocate all of the issue costs related to the securities issued by virtue of this resolution to the corresponding share capital increase premiums, and to deduct from those premiums the amounts necessary to fund the legal reserve.

This delegation would only be usable outside periods of public tender offers for the Company's securities.

## Delegation of authority to the Board of Directors to decide, with elimination of preemptive subscription rights to (i) issue ordinary shares and/or any securities giving rights to the capital of the Company and/or its subsidiaries, and/or (ii) issue securities giving the right to the allotment of debt securities (usable only outside periods of a public tender offer) (20<sup>th</sup> resolution)

The delegation of authority granted to the Board of Directors by the Shareholders' Meeting of May 18, 2018 to issue securities without shareholders' preferential subscription rights, expires on July 17, 2020.

The **20<sup>th</sup> resolution** grants authority to the Board of Directors to carry out operations, through issues without preferential subscription rights, on one or more occasions, of shares and other securities granting rights to capital, immediately or in the future, of securities granting rights to the share capital of companies in which the Company directly or indirectly owns more than half the capital, of securities issued by companies in which the Company directly or indirectly owns more than half the capital, up to a nominal amount of **€225 million**; it is specified that this amount would be charged against the nominal amount of the capital increases that may be executed under the **19<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions** would be deducted from that amount, and in accordance with the same terms and conditions as those provided for in the **19<sup>th</sup> resolution** above, subject to the specific requirements set out below:

- the issue price of the shares issued directly shall be at least equal to the minimum required by the regulatory provisions applicable on the day of issue, *i.e.* the weighted average share price for the three trading sessions on Euronext Paris immediately prior to the price being set, less the 5% discount provided for by law, after correction of this average, if applicable, to take into account the difference between the dividend bearing dates, on the understanding that in the event of the issuance of share subscription warrants, the amount received by the Company when the warrants are subscribed shall be taken into account in the calculation;
- the issue price of the securities granting access to share capital shall be such that the amount immediately received by the Company plus, where applicable, the amount that may be subsequently collected by the Company, shall, for each share issued as a result of the issue of these securities, be at least equal to the minimum subscription price defined above;
- lastly, the conversion, redemption or, more typically, the conversion of any convertible bond, redeemable or otherwise convertible into shares, shall result in a number of shares, taking into account the nominal value of the bond, such that the amount received by the Company is at least equal to the minimum subscription price defined above for each share issued.

Based on these factors, the Board of Directors would have the authority to set the issue price of the securities and, where applicable, the terms and conditions of payment of debt securities in the best interests of the Company and its shareholders, taking into account all relevant parameters.

If the subscriptions, including those made by shareholders, where applicable, have not resulted in the purchase of the entire issue, the Board of Directors would be authorized in the order that it shall determine (i) to limit the transaction amount to the amount of the subscriptions received provided that it is at least three-quarters of the decided issue, (ii) to freely allocate all or some of the unsubscribed securities, or (iii) to offer all or some of the securities to the public in both France and abroad.

The Board of Directors may allocate the costs of the capital increases to the amount of the premiums related thereto and deduct from those premiums the amounts necessary to fund the legal reserve.

Pursuant to Article L.225-135, paragraph 2 of the French Commercial Code, the Board of Directors has the power to establish for the benefit of shareholders, for a period of time and according to the terms and conditions it shall determine in accordance with applicable laws and regulations and for all or part of an issue carried out, a subscription priority that does not give rise to the creation of negotiable rights but that must be exercised in proportion to the number of shares held by each shareholder.

The decision of the Shareholders' Meeting entails the waiver by the shareholders of their right to subscribe for shares that may be obtained from securities granting access to share capital.

This resolution would also allow the Board of Directors to issue, under the conditions described above, securities granting access to debt securities for a maximum nominal amount of **€5 billion**.

The delegation would be renewed for the same **26-month** period as from the date of this Shareholders' Meeting and consequently supersede, as from that same date, any prior authorization that had the same purpose.

This delegation would only be usable outside periods of public tender offers for the Company's securities.

## Delegation of authority to the Board of Directors to decide to issue, without preferential subscription rights, ordinary shares or other securities, in the context of an offer governed by Article L.411-2 of the French Monetary and Financial Code (to be used only outside public tender offer periods) (21<sup>st</sup> resolution)

The **21<sup>st</sup> resolution** would delegate to the Board of Directors the authority to carry out transactions, except during a period of a public tender offer for the Company, as part of an offer referred to in Article L.411-2 of the French Monetary and Financial Code, namely by private placement for qualified investors or a restricted group of investors, up to a legal limit of **€225 million** in nominal value as indicated below. This delegation would be carried out under the same terms and conditions as the delegations provided for in the **22<sup>nd</sup> resolution**, that is, for the purpose of issuing, without preferential subscription rights, on one or more occasions, shares

and other securities granting access to share capital immediately or in the future, within the limit of a nominal amount of **€225 million**; it is specified that the nominal amount of the capital increases that may be made pursuant to the **19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions**.

The term of validity of this delegation would be **26 months** from the date of this Shareholders' Meeting and would cancel the delegation granted by the Shareholders' Meeting of May 18, 2018.

This delegation would only be usable outside periods of public tender offers for the Company's securities.

## Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of an issue of securities with or without preferential subscription rights, executed pursuant to the 19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions (usable only outside public offer periods) (22<sup>nd</sup> resolution)

As permitted by law, the **22<sup>nd</sup> resolution** would allow the Board of Directors, in order to meet excess demand or cope with market volatility, to decide as part of the capital increases with or without preferential subscription rights approved under the terms of the **19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions**, to increase the number of securities to be issued at the same price as that set for the initial issue, within the deadlines and limits set by the applicable regulations.

This option would allow the Board of Directors to issue an additional number of securities within 30 days of the close of subscriptions, limited to 15% of the initial issue and at the same price, while remaining within the limit of the nominal amount stipulated in the **19<sup>th</sup>,**

**20<sup>th</sup> and 21<sup>st</sup> resolutions** and the Global Ceiling set by the **24<sup>th</sup> resolution** of this Shareholders' Meeting.

This new authorization for a term of **26 months** as from the date of this Shareholders' Meeting would renew the authorization previously granted to the Board of Directors by the Shareholders' Meeting of May 18, 2018 which expires in July 2020, and consequently would supersede, as from that same date, any prior authorization that had the same purpose.

This delegation would only be usable outside periods of public tender offers for the Company's securities.

## Delegation of authority to the Board of Directors to issue ordinary shares and/or various securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (to be used only outside public tender offer periods) (23<sup>rd</sup> resolution)

The delegation of authority granted to the Board of Directors by the Shareholders' Meeting of May 18, 2018 for the purpose of issuing securities without shareholders' preferential subscription rights in consideration for contributions of securities to the Company, expires on July 17, 2020.

The renewal of this delegation would authorize the Board of Directors to acquire shareholdings in medium-sized, unlisted companies by financing them through shares.

The **23<sup>rd</sup> resolution** would therefore allow the Board of Directors to decide on the issue of shares or other securities giving rights to capital, eliminating preemptive subscription rights, on one or more occasions, immediately or in the future, within the limit of 10% of the Company's capital, in order to remunerate contributions made to the

Company composed of equity securities or securities giving rights to the capital of a third-party company, within the limit of a nominal amount of **€225 million**; it is specified that the nominal amount of the capital increases that may be executed under the **19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> resolutions** will be charged against this amount.

The delegation would be renewed for a **26-month** period as from the date of this Shareholders' Meeting, and would supersede any prior delegation of authority with the same purpose from this same date.

This option, which would be offered to the Board of Directors, would result in the involvement of auditors prior to any issue.

This delegation would only be usable outside periods of public tender offers for the Company's securities.

## Limitation of the Global Ceiling for delegations for immediate or future capital increases (24<sup>th</sup> resolution)

The **24<sup>th</sup> resolution** would renew the limit on the maximum total amount of the capital increases that may be executed under the delegations granted in the **19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, 27<sup>th</sup> and 28<sup>th</sup> resolutions**, which is set at **€265 million**. This is an overall ceiling common to said resolutions, to which is added the nominal amount of the additional shares that may be issued in the event of

further financial transactions, in order to protect the rights of holders of securities granting access to share capital and the rights of stock option beneficiaries.

This limitation replaces that set by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

## Delegation of authority to the Board of Directors to decide to increase the share capital by capitalizing premiums, reserves, profits or other amounts (25<sup>th</sup> resolution)

The delegation of authority granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018 to approve the increase in the share capital through the capitalization of additional paid-in capital, reserves, earnings or other accounting items expires on July 17, 2020, it being specified that this delegation has not been used.

The purpose of the **25<sup>th</sup> resolution** is to allow the Board of Directors to increase the share capital on one or more occasions through the capitalization of additional paid-in capital, reserves, profits or any other accounting items that may be capitalized legally and according to the bylaws. This transaction, which does not necessarily result in the issue of new shares, must be approved by the Extraordinary Shareholders' Meeting, voting under the rules of quorum and majority required for Ordinary Shareholders' Meetings.

In accordance with the law, the Board of Directors would have full powers, with the option of sub-delegation, to implement this

delegation, and in particular to determine the nature and amount of sums to be capitalized, as well as the process(es) for carrying out the increase, increasing the nominal value of existing securities and/or allocating free equity securities, and amending the bylaws accordingly.

In the case of allocating new equity securities, the ex-dividend date of which may, if necessary, be retroactive, the Board of Directors may decide that the rights forming odd lots shall not be transferable and that the corresponding securities shall be sold, the funds received from the sale being allocated to the holders of the rights in the manner laid down by the regulations.

This delegation of authority would be renewed for a further **26-month** period as from this Shareholders' Meeting and supersede, as from that date, the similar delegation previously granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

## Authorization to be granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares (26<sup>th</sup> resolution)

The authorization granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018, under the terms of its 26<sup>th</sup> resolution, to approve the reduction in share capital through the cancellation of treasury shares, expires on July 17, 2020, it being specified that the Company has not canceled any shares under this delegation.

The purpose of the **26<sup>th</sup> resolution** is to authorize the Board of Directors to cancel all or some of the Company's shares that it may acquire by virtue of any authorization, now or in the future, granted by

the Ordinary Shareholders' Meeting in the manner laid down by Article L.225-209 of the French Commercial Code, within the limit of a maximum amount of 10% of the shares making up the Company's capital per 24-month period.

This delegation of authority could be renewed for a further **26-month** period as from this Shareholders' Meeting and would supersede, as from that date, the authorization previously granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

## EMPLOYEE SHAREHOLDING (27<sup>th</sup> AND 28<sup>th</sup> RESOLUTIONS)

The purpose of the delegations of authority referred to in the **27<sup>th</sup>** and **28<sup>th</sup> resolutions** below is to renew the authorizations previously granted to the Board of Directors by the Shareholders' Meeting in connection with the development of Group-wide employee shareholding, by granting the Board the power to carry out further transactions related to employee shareholding at the time of its choosing.

The objectives are as follows:

- to unite all employees, strengthen their sense of belonging to the ENGIE group and involve them in the transformation project;
- to signal its satisfaction with and commitment to employee shareholding, by renewing operations that are recurring and expected by employees;

- to seize a unique opportunity for ENGIE to express itself to its employees in many countries in their local languages;
- to achieve a level of employee shareholding comparable to that of other companies in the CAC 40 in order for ENGIE to arrive at a significant percentage over a five-year period (as a percentage of capital or voting rights).

Under such plans, employees are offered three investment options:

- a "Classic" investment formula, without leverage; and
- two "Multiple" investment formulas, with leverage and capital protection.

Employee shareholding plans may be set up, in whole or in part, through the use of treasury shares.

## Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting rights to equity securities to be issued, with preferential subscription rights waived, for the benefit of members of ENGIE group employee savings plan (27<sup>th</sup> resolution)

Under the **27<sup>th</sup> resolution**, Shareholders would, in accordance with Articles L.225-129-6 and L.225-138-1 of the French Commercial Code and L.3332-1 *et seq.* of the French Labor Code, authorize the Board of Directors, with the power to sub-delegate in accordance with law, to increase the share capital on one or more occasions by a maximum nominal amount of 2% of the share capital on the date of the implementation of the delegation, with the proviso that this ceiling shall apply to all capital increases carried out under the **28<sup>th</sup> resolution** of this Shareholders' Meeting, by issuing shares or securities granting access to equity securities to be issued and reserved for members of one or more Company employee savings plans that may be set up within the Company or its Group, consisting of the Company and its French and international affiliates, or by combining the Company's accounts in application of Article L.3344-1 of the French Labor Code, with the proviso that this authorization may be used for the purposes of implementing the so-called leveraged "Multiple" investment formulas.

In accordance with the law, the Shareholders' Meeting would waive the shareholders' preferential subscription rights to new shares or other securities giving access to capital in favor of the above-mentioned beneficiaries.

The issue price of new shares could not be less than the Reference Price, which stands for average listed price of the ENGIE share on the Euronext Paris stock exchange during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription period for the capital increase reserved for Company employee savings plan members, less a discount which may not

exceed the maximum discount permitted by the legislation in force when the authorization is implemented. However, the Board of Directors may reduce or eliminate such discounts, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems. In case of issue of securities giving access to equity securities to be issued, the price would also be determined by reference to the terms described in this paragraph.

The Board of Directors may award, at no cost, to the beneficiaries indicated above, in addition to shares or securities giving rights to capital subscribed in cash, new or existing shares or securities as a substitute for all or a portion of the discount in relation to the aforementioned average, and/or matching contribution; it is understood that the benefit from such an award may not exceed the statutory or regulatory limits pursuant to Articles L.3332-11 *et seq.* and L.3332-21 *et seq.* of the French Labor Code. In accordance with the law, this decision would entail the Shareholders' waiver of any preferential right to shares or securities giving access to capital which would be freely awarded under this resolution.

The renewal of this delegation would take effect as from the date of this Shareholders' Meeting for a period of **26 months** and would supersede the authorization previously granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 17, 2019, in its 14<sup>th</sup> resolution.

The amount of the capital increases thus carried out would be charged against the Global Ceiling of **€265 million** referred to in the 24<sup>th</sup> resolution of this Shareholders' Meeting.

## Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, without preferential subscription rights, in favor of any entity constituted as part of the implementation of an ENGIE group international employee shareholding plan (28<sup>th</sup> resolution)

The purpose of the **28<sup>th</sup> resolution** is to enable the Board of Directors to increase the share capital, without preemptive subscription rights, by issuing shares or securities granting access to equity securities to be issued, reserved for all entities whose exclusive purpose is to purchase, hold and sell ENGIE shares or other financial instruments in the context of the implementation of the leveraged "Multiple" investment formulas, or any trusts set up to establish a Share Incentive Plan under English law, an ENGIE group international employee shareholding plan, for a maximum nominal amount of **0.5%** of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the Global Ceiling of **2%** set in the **27<sup>th</sup> resolution**.

The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the leveraged "Multiple" investment formulas under the **27<sup>th</sup> resolution** relating to the capital increase reserved for members of the company employee savings plans detailed above and which will be proposed to this Shareholders' Meeting, subject to the option granted to the Board of Directors to set the price, eliminate or reduce the discount provided for in the aforementioned **27<sup>th</sup> resolution**.

The shares or equity securities of the entity or entities that are beneficiaries of this reserved capital increase may be offered to the employees of consolidated foreign subsidiaries of the ENGIE group pursuant to Article L.3344-1 of the French Labor Code which, for local regulatory or tax reasons, may not subscribe for ENGIE shares under the aforementioned **27<sup>th</sup> resolution**.

The ENGIE shares purchased by the entity or entities could, where applicable, be assigned in full or in part to one or more credit establishments headquartered either in France or in another European Union member state for the purpose of covering the needs of the leveraged "Multiple" formulas.

The Shareholders are asked to give the Board of Directors a certain amount of latitude in the choice of the structure allowing for the best implementation of the leveraged "Multiple" formulas for employees of the ENGIE group in the countries concerned, in light of the changes in the applicable legislation.

In order to adapt the shareholding plans presented to the employees in each country concerned, where applicable, the proposed delegation of authority granted to the Board of Directors shall include the authority granted to the Board to determine the shareholding plans and to distinguish between (i) countries where employees will be offered shares or equity interests in the above-mentioned entity or entities and (ii) countries where employees will subscribe for ENGIE shares under the aforementioned **27<sup>th</sup> resolution**.

If, as a result of substantial subscriptions, the number of subscriptions were to exceed the maximum number of shares authorized for issue, the Board of Directors would reduce employee subscriptions in accordance with the rules that it has set under the terms of French law and within the limits set by the authorization granted by the Shareholders' Meeting. The reduction of subscriptions would be done resolution by resolution and would therefore concern only the oversubscribed capital increase. The reduction rules would be set by the Board of Directors, and could involve scaling back the number of subscriptions per employee and/or a proportional reduction in employee subscriptions.

The renewal of this delegation would take effect as from the date of this Shareholders' Meeting for a period of **18 months** and would supersede the authorization previously granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 17, 2019, in its 15<sup>th</sup> resolution.

The amount of the capital increases thus carried out would count against the Global Ceiling of **€265 million** referred to in the 24<sup>th</sup> resolution of this Shareholders' Meeting.

### Common provisions

The delegations of authority and authorizations referred to above would be given to the Board of Directors, with the power to sub-delegate in accordance with the law.

The Statutory Auditors have issued reports on the **27<sup>th</sup>** and **28<sup>th</sup> resolutions**, which have each been made available to the Shareholders in accordance with statutory and regulatory requirements.

Should the Board of Directors implement the delegations of authority granted by the Shareholders' Meeting under the **27<sup>th</sup>** and **28<sup>th</sup> resolutions**, it would be required to prepare, as appropriate and in accordance with the laws in force at the time of its decision, an additional report describing the final terms and conditions of the transaction, and indicating, where appropriate, its impact on the status of shareholders or holders of convertible or exchangeable securities, specifically as regards their proportion of the total shareholders' equity. This report and, if applicable, that of the Statutory Auditors, would be made available to shareholders and holders of convertible or exchangeable securities and then brought to their attention at the next Shareholders' Meeting.

## AMENDMENTS TO THE BYLAWS (29<sup>th</sup> TO 31<sup>st</sup> RESOLUTIONS)

### Amendment to Article 2 to update the objective of the Company (29<sup>th</sup> resolution)

The purpose of the **29<sup>th</sup> resolution** is to amend Article 2 of the bylaws to bring it more in line with the current operations of the Company directed toward the energy transition.

The corporate purpose of the Company would therefore read as follows:

*"The purpose ("Raison d'être") of the company is to manage and create value for its tangible and intangible assets, present and future, in France and internationally, by any means, particularly to:*

- *prospect, produce, process, import, export, purchase, transport, store, distribute, supply and market natural gas of any kind, in all its forms, and electricity, as well as others forms of energy;*

- conduct trading in any energy, particularly natural gas and electricity;
- supply to any type of customer services related directly or indirectly to the aforementioned activities, including specific services to facilitate the energy transition;
- perform the public service missions assigned to it by the laws and regulations in force, particularly the Energy Code;
- study, design and implement all projects and all public or private work on behalf of any local authorities, companies and individuals; prepare and sign all treaties, public and private contracts relating to the execution of said projects and work;
- participate directly or indirectly in all operations or activities of any kind that may be related to one of the aforementioned purposes,

or which could ensure the development of the corporate holdings, including research and engineering activities, via the formation of companies or new businesses, contribution, subscription or sales of securities or corporate rights, acquisitions of interests and stakes, in any form, in all existing or future businesses or companies, merger, association, or in any other manner;

- create, acquire, lease, take under lease-management all furnishings, buildings and businesses, lease, install and operate all establishments and businesses relating to one of the aforementioned purposes”.

The last three paragraphs of the article on the corporate purpose remain unchanged.

## Insertion of the Company's purpose in Article 2 of the bylaws and change in the title and corresponding renumbering of this same article (30<sup>th</sup> resolution)

Law 2019-486 of May 22, 2019 on the growth and transformation of business (PACTE Act) allows companies to introduce a purpose in their bylaws.

During the Shareholders' Meeting of May 17, 2019, ENGIE expressed its wish to define its purpose in connection with its stakeholders, employees, customers and partners in order to have it approved by its shareholders at the 2020 Annual Shareholders' Meeting.

At its meeting on February 26, the Board of Directors established the purpose of the Company, which is intended to rally internal and external stakeholders to a common, responsible and committed objective.

We are asking you to adopt the following purpose by including it in the bylaws:

*“The purpose (“Raison d’être”) of ENGIE is to act to accelerate the transition to a carbon-neutral economy, through low-energy solutions*

*that are more respectful of the environment. This purpose brings together the company, its employees, customers and shareholders and reconciles economic performance and positive impact on people and the planet. ENGIE’s action is assessed in its entirety and over time.”*

The purpose is also structured according to the principles of globality and progressiveness. The principle of globality involves taking all of ENGIE's actions into consideration. In terms of the principle of progressiveness, ENGIE's situation and activities should be identified when amendments are made to its bylaws, and their evolution and transformation taken into account progressively, in line with its purpose.

This introduction of the purpose in the bylaws would have the result of changing the heading of Article 2 to become: *“Article 2 – Purpose and Objective”*; this article would then be split into two sections titled: *“2.1 Purpose”* and *“2.2 Objective”*.

## Various amendments to the bylaws to harmonize the bylaws with the current legislative and regulatory provisions (31<sup>st</sup> resolution)

### Amendment to Article 6 of the bylaws to delete the minimum holding obligation of the State

The Law of May 22, 2019 on the growth and transformation of business (PACTE Act) amends Article L.111-68 of the Energy Code under which the State must hold at least one-third of ENGIE's capital.

Now, the State is no longer required to hold this minimum stake in the capital of the Company (obligation reduced to one minimum specific share).

As a result, and to comply with these new legal provisions, the final paragraph of Article 6 of the bylaws, which became null and void, should be deleted.

### Amendment to Article 13.5 of the bylaws to replace the term “director’s fees” with the term “compensation”.

Law 2019-486 of May 22, 2019 on the growth and transformation of business (PACTE Act) replace the term “director’s fees” with “compensation” in Article L.225-45 of the French Commercial Code.

In order to bring Article 13.5 of the bylaws into compliance, you are asked to amend it and replace the term “director’s fees” with the term “compensation”.

The first paragraph of Article 13.5 will now read as follows:

*“13.5 The Shareholders' Meeting sets the amount of the compensation allocated to the directors.”*

*The rest of the article remains unchanged.*

### Amendment of Article 13.7 of the bylaws to replace the term “Works Council” by “Social and Economic Committee”

In order to follow up on the Ordinance of September 22, 2017, taken in application of the law of September 15, 2017, it is proposed to replace the term “Works Council” by “Social and Economic Committee”.

### Amendment of Article 17.2 of the bylaws to apply ordinary law for deputy chief executive officers and the corresponding changes to Articles 16 and 20.1

Current Article 17.2 of the bylaws mentions the possibility for the Board of Directors to appoint a single deputy chief executive officer, who must be chosen from among the Board members, and designated as Vice-Chairman of the Board.

Ordinary law governing deputy chief executive officers and their appointment allows greater flexibility, notably with the possibility of naming up to five deputy chief executive officers without the necessity that they be members of the Board of Directors.

As a result, in order to apply the less restrictive ordinary law in this area, Article 17.2 of the bylaws is amended by including the possibility of naming several deputy chief executive officers, and eliminating the obligation for the persons so named to be members of the Board of Directors and designated as vice-presidents.

Article 17.2 of the bylaws shall now read as follows:

*"17.2 The Board of Directors may name, under the conditions stipulated by law, one or more individuals charged with assisting the Chief Executive Office, and holding the title of Deputy Chief Executive Officer.*

*The maximum number of Deputy Chief Executive Officers is set at five.*

*The Board of Directors shall determine, under the conditions stipulated by law, the scope and duration of the powers conferred on the chief executive officer and the deputy chief executive officers respectively. With regard to third parties, the deputy chief executive officers have the same powers as the chief executive officer.*

*Whatever the period for which they have been conferred, the duties of a deputy chief executive officer shall end no later than the Ordinary Shareholders' Meeting that has approved the financial statement for the previous year and is held in the year in which the deputy chief executive officer reaches the age of 65.*

*The chief executive officer and the deputy chief executive officers each have the option to partially substitute in his power as many agents as they deem advisable."*

This change made to Article 17.2 of the bylaws is accompanied by two corresponding changes in paragraph 3 of Article 16 and in Article 20.1 where, in a desire for consistency, the word "the" that precedes "deputy chief executive officer" in these two articles is replaced with the word "a".

### **Amendment to Article 23 of the bylaws to eliminate the obligation to appoint two alternate auditors in accordance with Article L.823-1 of the French Commercial Code**

Pursuant to Article L.823-1, paragraph 2 of the French Commercial Code, amended by the law of December 9, 2016 on transparency, combating corruption and the modernization of economic life, known as Sapin 2, it is no longer mandatory to appoint an alternate auditor when the statutory auditors are not individuals or single-person companies.

The two statutory auditors of the Company are neither individuals nor single-person companies. As a result, we ask you to amend Article 23 of the bylaws to delete the mandatory notion of appointing alternate Auditors.

Article 23 will now read as follows:

*"Article 23-*

*The financial statements of the company are audited by at least two statutory auditors designated as required by law.*

*When the auditors so designated are individuals or single-person companies, alternate auditors, called to replace the statutory auditors in the event of refusal, resignation or death, shall be appointed under the same conditions."*

In addition, the typography used in the bylaws should be harmonized and the transition provision deleted in the final paragraph of Article 26.

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## **Powers for formalities (32<sup>nd</sup> resolution)**

The purpose of the **32<sup>nd</sup> resolution** is to grant full powers to the bearer of a copy or excerpt of the minutes of this Shareholders' Meeting to carry out, as necessary, all legal formalities required for the implementation of the resolutions adopted by this Shareholders' Meeting.

### **Position of the Board of Directors on the proposal to amend of the 3<sup>rd</sup> resolution in order to decide not to distribute any dividend for the 2019 financial year**

Given the decision of the Board of Directors at its meeting on April 1, 2020 not to distribute a dividend for the 2019 financial year, the alternative resolution submitted by the Supervisory Board of the solidarity employee mutual fund, FPCE LINK France and mentioned above becomes purposeless.

#### **The Board of Directors**

# 6

## Statutory Auditors' reports

### Statutory Auditors' reports on the various capital-related transactions included in the resolutions addressed to the Combined Ordinary and Extraordinary Shareholders' meeting of May 14, 2020

*This is a free translation into English of the statutory auditors' reports issued in the French language and is provided solely for the convenience of English-speaking readers; these reports should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.*

To the Shareholders' Meeting of ENGIE,

In our capacity as Statutory Auditors of ENGIE (the "Company"), we hereby report on the various capital-related transactions upon which you are called to vote.

#### **REPORT ON THE ISSUE OF SHARES AND VARIOUS SECURITIES WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS UNDER RESOLUTIONS NINETEEN TO TWENTY-FOUR**

In accordance with the role laid out in Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report on the proposed delegations of authority to your Board of Directors for various issues of shares and/or marketable securities, transactions upon which you are called to vote.

On the basis of its report, your Board of Directors proposes that:

- it be authorized, for a period of 26 months, from the date of this Combined Shareholders' Meeting, to decide the following transactions and to set the final conditions of such issues, and proposes, where appropriate, to waive your preferential subscription rights for:
  - the issue, with preferential subscription rights (nineteenth resolution), of ordinary shares of the Company or marketable securities (i) giving access to the share capital of the Company or to the share capital of any company in which it directly or indirectly holds more than half of the share capital, subject to the approval of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised, or (ii) entitling the allocation of debt instruments;
  - the issue via a public offering except for those referred to in twenty-first resolution (twentieth resolution), with cancellation of preferential subscription rights of marketable securities, (i) giving access to the Company's share capital or (ii) entitling the allocation of debt instruments, noting that:
    - the Company's ordinary shares or marketable securities giving access to the Company's ordinary shares may be issued in consideration for securities contributed to the Company as part of a public exchange offer meeting the conditions laid down in Article L.225-148 of the French Commercial Code;
    - the ordinary shares or marketable securities giving access to the share capital of the Company, may result from the issue by companies in which the Company directly or indirectly owns more than half of the share capital, of marketable securities giving access to the share capital of the Company;

- the marketable securities to be issued may give access to the share capital of companies in which the Company directly or indirectly owns more than half of the capital subject to the approval of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised;

- the issue, with cancellation of preferential subscription rights (twenty-first resolution), of ordinary shares or marketable securities giving access to the Company's share capital, whether new or outstanding shares of the Company, through an offer mentioned in Article L.411-2 of the French Monetary and Financial Code;

- it be authorized, from the date of this Combined Shareholders' Meeting, for a period of twenty-six months, to issue ordinary shares or various marketable securities giving access to the Company's share capital, within the limit of 10% of the share capital at the issue date, in consideration for contributions in kind to the Company in the form of shares or marketable securities giving access to the share capital of other companies (twenty-third resolution);

The overall nominal amount of capital increases that may be carried out immediately or at a later date under the resolutions nineteen, twenty, twenty-one, twenty-two, twenty-three, twenty-seven and twenty-eight may not exceed €265 million, as provided in the twenty-fourth resolution, noting that:

- the nominal amount of capital increases that may be carried out immediately or at a later date under each of the resolutions nineteen, twenty and twenty-one may not exceed €225 million, and
- the total nominal amount of capital increases that may be carried out immediately or at a later date under the resolutions nineteen, twenty, twenty-one, twenty-two and twenty-three may not exceed €225 million.

The overall nominal amount of debt instruments that may be issued under resolutions nineteen, twenty, twenty-one, twenty-two, twenty-three, twenty-seven and twenty-eight may not exceed €5 billion, as provided in the twenty-fourth resolution.

These ceilings include the additional number of shares and securities to be issued as part of the authorizations implemented (i) under the nineteenth, twentieth and twenty-first resolutions, as provided in Article L.225-135-1 of the French Commercial Code, if you adopt the twenty-second resolution.

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to report on the fairness of data drawn from the financial statements, on the proposal to cancel the preferential subscription rights, and on certain other information about these transactions provided in that report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on these transactions and on the methods used to determine the price of the shares to be issued.

Subject to a subsequent examination of the conditions governing the issues to be decided, we have no matters to report as to the methods used to determine the price for the shares to be issued under the twentieth and twenty-first resolutions.

Moreover, as the methods used to determine the issue price of the shares to be issued in accordance with the ninetieth and twenty-third resolutions, we cannot report on the choice of constituent elements used to determine the price of the shares to be issued.

As the final conditions of the issues have not been set, we cannot report on them or, consequently, on the proposal to cancel your preferential subscription rights made under the twentieth and twenty-first resolutions.

In accordance with Article R.225-116 of the French Commercial Code, we will issue a supplemental report, as appropriate, when your Board of Directors has used this authorization to issue marketable securities that are equity securities giving access to the share capital or entitling the allocation of debt instruments, in the event of the issuance of marketable securities giving access to equity securities to be issued, and in the event of the issuance of ordinary shares with cancellation of shareholders' preferential subscription rights.

### **REPORT ON THE CAPITAL DECREASE BY CANCELLATION OF TREASURY SHARES, UNDER THE TWENTY-SIXTH RESOLUTION**

In accordance with Article L.225-209 of the French Commercial Code governing capital decreases through the cancellation of repurchased shares, we hereby report on our assessment of the causes and conditions of the proposed capital decrease.

Your Board of Directors proposes that you grant it, for a period of twenty-six months from the date of this Combined Shareholders' Meeting, all powers to cancel, within the limit of 10% of the Company's share capital and within a twenty-four month period, the shares purchased under the authorization for your Company to purchase its own shares in accordance with the aforementioned Article.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures included verifying the fairness of the causes and conditions of the proposed capital decrease, which is unlikely to undermine the equality of the shareholders.

We have no matters to report on the causes and conditions of the proposed capital decrease.

### **REPORT ON THE CAPITAL INCREASE THROUGH THE ISSUE OF SHARES AND MARKETABLE SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR MEMBERS OF THE ENGIE GROUP'S EMPLOYEE SAVINGS PLANS, UNDER THE TWENTY-SEVENTH RESOLUTION**

In accordance with the role laid out in Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code, we hereby report on the proposed delegations of authority to the Board of Directors to decide a capital increase, on one or more occasions, through the issue of shares or marketable securities giving access to the Company's shares to be issued, with cancellation of preferential subscription rights, reserved for members of an employee savings plan that may be set up within the Group by the Company and the French or foreign entities included in the Company's scope of consolidation in application of Article 3344-1 of the French Labor Code (*Code du travail*), with the proviso that this authorization may be used for the purposes of implementing the so-called leveraged "Multiple" investment formulas, a transaction upon which you are called to vote.

The nominal amount of capital increases that may be carried out immediately or in the future under this resolution may not exceed 2% of the share capital on the day of the implementation of the delegation, provided that this limit is common to the capital increases carried out pursuant to the twenty-seventh resolution of this Combined Shareholders' Meeting and will be counted against the overall ceiling of €265 million referred to in the twenty-eight resolution of this Combined Shareholders' Meeting.

This issue is submitted for your approval in accordance with Articles L.225-129-6 of the French Commercial Code and L.3332-18 *et seq.* of the French Labor Code.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of twenty-six months from the date of this Combined Shareholders' Meeting, to decide on one or more issues and cancel your preferential subscription rights to the shares to be issued. Where appropriate, it shall be responsible for setting the definitive terms of issue for this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to report on the fairness of data drawn from the financial statements, on the proposal to cancel the preferential subscription rights, and on certain other information about the issue provided in that report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on this transaction and on the methods used to determine the price of the equity securities to be issued.

Subject to a subsequent examination of the conditions governing each issue to be decided, we have no matters to report as to the methods used to determine the price for the shares to be issued as provided in the Board of Directors' report.

As the final conditions governing the issue have not been set, we have no opinion to express in their regard or, consequently, on the proposal made to cancel your preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will issue a supplementary report, as appropriate, once your Board of Directors uses this authorization.

**REPORT ON THE CAPITAL INCREASE THROUGH THE ISSUE OF SHARES OR MARKETABLE SECURITIES GIVING ACCESS TO THE COMPANY'S EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR ALL ENTITIES CREATED AS PART OF THE IMPLEMENTATION OF ENGIE GROUP'S INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN, UNDER THE TWENTY-EIGHTH RESOLUTION**

In accordance with the role laid out in Articles L.228 -92 and L.225-135 *et seq.* of the French Commercial Code, we hereby report on the proposed delegations of authority to the Board of Directors to decide a capital increase, on one or more occasions, through the issue of shares and/or marketable securities giving access to the Company's equity securities to be issued, with cancellation of preferential subscription rights, reserved for the category of legal persons constituting any entities under French or foreign law whose sole purpose is to subscribe, hold and sell shares of the Company or other financial instruments as part of the implementation of one of the ENGIE group's international employee shareholding plans, including any companies created to implement the leveraged "Multiple" investment formula, or any trusts set up to establish a Share Incentive Plan under English law, a transaction upon which you are called to vote.

The nominal amount of capital increases that may be carried out immediately or in the future under this resolution may not exceed 0.5% of the share capital as of the date of implementation of the delegation and will be counted against the ceiling of 2% of the share capital of the delegation under the twenty-seventh resolution of this

Combined Shareholders' Meeting, and the overall ceiling of €265 million provided in the twenty-third resolution.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of eighteen months from the date of this Combined Shareholders' Meeting, to decide a capital increase on one or more occasions, with cancellation of your preferential subscription rights to the shares to be issued. Where appropriate, it shall be responsible for setting the conditions governing this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to report on the fairness of data drawn from the financial statements, on the proposal to cancel the preferential subscription rights, and on certain other information about the issue provided in that report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on this transaction and on the methods used to determine the price of the shares to be issued.

Subject to a subsequent examination of the conditions governing each issue to be decided, we have no matters to report as to the methods used to determine the price for the shares to be issued as provided in the Board of Directors' report.

As the final conditions governing the issue have not been set, we have no opinion to express in their regard or, consequently, on the proposal made to cancel your preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will issue a supplementary report, as appropriate, once your Board of Directors uses this authorization.

Paris-La Défense,  
April 3, 2020

The Statutory Auditors

**DELOITTE & ASSOCIES**

Olivier Broissand Patrick E. Suissa

**ERNST & YOUNG et Autres**

Charles-Emmanuel Chosson Stéphane Pédrón



# 7

## How to participate in the Shareholders' Meeting

### WARNING: COVID-19

In view of the international and national situation regarding the coronavirus (COVID-19) epidemic, the Company has revised the usual arrangements for the Shareholders' Meeting. The Board of Directors has decided to hold the Shareholders' Meeting in camera, pursuant to Article 4 of Ordinance No. 2020-321 of March 25, 2020.

The ENGIE Shareholders' Meeting will take place with no shareholders present, at the Company's registered office at 1 Place Samuel de Champlain in Courbevoie, France, rather than at Espace Grande Arche in Paris La Défense, France.

Shareholders are invited to regularly view the section dedicated to the 2020 Shareholders' Meeting on the corporate website at [www.engie.com](http://www.engie.com).

Voting will only take place online via the VOTACCESS secure voting platform, or by mail on the paper form. Shareholders may also ask questions in writing by mail, and by email at this address: [questionsecritesAG2020@engie.com](mailto:questionsecritesAG2020@engie.com).

The Shareholders' Meeting will be broadcast live on [www.engie.com](http://www.engie.com).

All shareholders, regardless of the number of shares they hold, may participate in the Shareholders' Meeting in person, on condition that they can prove their status as a shareholder.

As an exceptional measure, shareholders may participate in the meeting in one of two ways:

- Voting by mail or remotely
- Granting a proxy to the Chairman of the Shareholders' Meeting (Article L.225-106 of the French Commercial Code)
- Granting a proxy to a third party.



Please visit

[www.engie.com/en/shareholders/  
general-meeting-may-2020](http://www.engie.com/en/shareholders/general-meeting-may-2020)

## Procedures to be followed in order to participate in the Shareholders' Meeting

Pursuant to Article R.225-85 of the French Commercial Code, shareholders must provide proof of ownership of their shares by the second business day before the Shareholders' Meeting, i.e. no later than **Tuesday, May 12, 2020, at zero o'clock (Paris time)**:

- for holders of **registered shares**, by registering the shares in their name in the Company's register kept by its agent, Société Générale;

- for holders of **bearer shares**, by entering their shares, in their name or the name of the intermediary acting on their behalf (if they are domiciled outside France, pursuant to Article L.228-1, paragraph 7, of the French Commercial Code), in their share account held by their authorized intermediary.

The entry of the shares in the share registers must be certified by a share ownership certificate issued by the authorized financial intermediary, attached to the remote voting form or proxy form.

# Mode of participation in the Shareholders' Meeting as an exceptional measure in view of the situation regarding the COVID-19 epidemic and the restrictions imposed on the holding of Shareholders' Meetings

## 1. Voty by mail or by proxy

On a preliminary basis, for proxies assigned with no indication of an authorized representative, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or

approved by the Board of Directors, and against any other proposed resolutions.

### 1.1 VOTY BY MAIL OR BY PROXY, BY ORDINARY MAIL

As the Shareholders' Meeting will take place with no shareholders present, shareholders are invited to vote by mail or to request representation by granting this power to the Chairman of the Shareholders' Meeting or to the third party. They can choose between the options offered to them on the single form attached by checking the corresponding box:

- to vote by mail, check box 1;
- to assign your proxy to the meeting Chairman, check **box 2**; the Chairman will issue in your name a vote in favor of adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all other proposed resolutions;
- to assign your proxy to your spouse, your civil-union partner, another ENGIE shareholder or any third party or entity, check **box 3** and identify your proxy.

Next, **DATE and SIGN box 4** and return the form as indicated below.

- **Your shares are registered shares:** Simply send your voting form to Société Générale using the prepaid envelope enclosed with your Notice of Meeting.
- **Your shares are bearer shares:** Send your voting form or proxy form to your financial intermediary, who will forward it, along with the share ownership certificate issued thereby, to Société Générale, Service des Assemblées Générales.

To be counted, vote-by-mail or proxy forms must be received by Société Générale at least three calendar days prior to the Shareholders' Meeting, i.e. **Monday, May 11, 2020** is the last day for receipt.

Assignments or withdrawals of proxies by mail must be received no later than three calendar days before the date of the Shareholders' Meeting, i.e. **Monday, May 11, 2020** is the last day for receipt.

### 1.2 VOTING BY MAIL OR BY PROXY, BY ELECTRONIC MEANS

**In view of the situation regarding the COVID-19 epidemic, electronic voting is strongly recommended.**

Shareholders also have the option of sending their voting instructions online before the Shareholders' Meeting, on the VOTACCESS portal, as follows:

- **Your shares are registered shares:** You can access the VOTACCESS platform through the Sharinbox site at [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using your Sharinbox access code. This can be found on the single voting form or in the email for those who opted to receive a paperless Notice of Meeting. The password for the website was sent to you by mail at the beginning of your business relationship with Société Générale Securities Services. To have the email resent, click on "Get your codes" on the website home page.

Once on the home page of the website, holders of registered shares should follow the instructions on screen to access the VOTACCESS platform and vote.

- **Your shares are bearer shares:** Please find out from your account custodian whether it is connected to VOTACCESS and, if so, whether this access is subject to specific conditions of use. If your account custodian is connected to VOTACCESS, you can identify yourself on your custodian's website using your usual access codes. You should then follow the instructions on screen to access the VOTACCESS platform and vote.

Please note that only bearer shareholders whose custodian is a member of the VOTACCESS system may vote online.

The VOTACCESS platform for the Shareholders' Meeting of Thursday, May 14, 2020 will be open from 9 a.m. (Paris time) on April 27, 2020. The option of voting and assigning a proxy online before the Shareholders' Meeting will not be available after 3 p.m. (Paris time) on Wednesday, May 13, 2020.

If the account custodian is not connected to the VOTACCESS platform, the assignment or withdrawal of a proxy may nevertheless be notified electronically, pursuant to Article R.225-79 of the French Commercial Code, via the following procedures:

- The shareholder should send an email to this address [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com). This email must contain the following information: the name of the Company concerned, the date of the Shareholders' Meeting, the full name, address, and bank details of the person assigning the proxy and the full name and, if possible, the address of the authorized representative;
- Shareholders must request the authorized intermediary that manages their share account to send written confirmation to the Shareholders' Meeting Service of Société Générale at the following address: Société Générale Securities Services – Service Assemblée Générale – CS 30812, 44308 Nantes Cedex 3.

To enable electronic notifications of the assignment or withdrawal of proxies to be validly taken into account, confirmations must be received no later than 3 p.m. (Paris time) on the day before the Shareholders' Meeting, i.e. **Wednesday, May 13, 2020 at 3 p.m. (Paris time)**.

Only notifications of the assignment or withdrawal of proxies can be sent to the above email address. Any other requests or notifications on other matters cannot be taken into account and/or processed.

**It is even more important this year, when the health situation has resulted in changes to the arrangements for participating in Shareholders' Meetings, that shareholders vote as soon as possible in order to avoid any blockages in the online system during the final days, which could result in their vote not being recorded.**

## 2. Sale of shares before the Shareholders' Meeting

Pursuant to Article R.225-85 of the French Commercial Code, all shareholders may sell all or part of their shares;

- For sales of shares that would be settled no later than **midnight (Paris time) on Tuesday, May 12, 2020**, the seller's share ownership certificate will be invalidated for the number of shares sold and any vote on those shares will be disregarded. To this end, for holders of bearer shares, the authorized intermediary

managing the share account will notify the Service des Assemblées Générales of Société Générale of the sale and send it the necessary information;

- For all sales settled after midnight (Paris time) on Tuesday, May 12, 2020, the seller's share ownership certificate will remain valid and the vote will be counted on the seller's behalf.

## 3. Written questions

Pursuant to Article L.225-108, paragraph 3, of the French Commercial Code, shareholders are reminded that they may send written questions to the Board of Directors until the fourth (4<sup>th</sup>) business day before the date of the Shareholders' Meeting, i.e. **Thursday, May 7, 2020 at midnight (Paris time)**, by recorded delivery letter with acknowledgment of receipt sent to the registered office of the Company, at ENGIE, General Secretariat, 1 Place Samuel de Champlain, 92400 Courbevoie, France, or by email to this address: [questionsecritesAG2020@engie.com](mailto:questionsecritesAG2020@engie.com).

To be considered, these questions must be accompanied by an account registration certificate.

**As an exceptional measure in view of the situation regarding the COVID-19 epidemic, written questions received at the above email address no later than Tuesday, May 12, 2020 at 12 noon (Paris time) will be taken into account.**



[www.engie.com/en/finance-area](http://www.engie.com/en/finance-area)

There will be a dedicated shareholders' area for the 2020 Shareholders' Meeting where shareholders can access all documentation related to the event and download ENGIE's Universal Registration Document.

Shareholders can also use the [www.engie.com/en/finance-area](http://www.engie.com/en/finance-area) website throughout the year to learn more about the communication resources and services that ENGIE makes available to them (Agenda, News, Shareholders' Club, etc.).



### Meeting broadcast

As in previous years, the event will be broadcast live on the website

[www.engie.com/  
en/shareholders/general-meeting-may-2020](http://www.engie.com/en/shareholders/general-meeting-may-2020)



# 8

## How to complete the voting form by mail or by proxy

**Box A** is not applicable in a closed session situation

**If you want to vote by mail or by proxy**

Choose **Option 1, 2 or 3.**



### Please note

For duly completed and signed forms to be taken into account, they must be received by Société Générale, Service des Assemblées Générales, no later than

**Monday, May 11, 2020.**

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side  
Quelle que soit l'option choisie, noircir comme ceci ■ ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

**A** JE DESIRE ASSISTER A CETTE ASSEMBLEE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

**ASSEMBLÉE GÉNÉRALE MIXTE**  
Convoquée le 14 mai 2020 à 14 heures 30  
Tenue hors présence physique des actionnaires  
Au siège social : 1, place Samuel de Champlain - 92400 Courbevoie

**COMBINED GENERAL MEETING**  
Convened on May 14, 2020 at 2:30 p.m.  
Held without the physical presence of shareholders  
At head office: 1, place Samuel de Champlain - 92400 Courbevoie

Société anonyme au capital de 2 435 285 011 euros  
Siège social : 1, place Samuel de Champlain - 92400 Courbevoie  
542 107 651 RCS Nanterre  
Siret 542 107 651 13030

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account:

Vote simple / Single vote:

Vote double / Double vote:

Nombre d'actions / Number of shares:

Porteur / Holder:

Nombre de voix / Number of voting rights:

**1** JE VOTE PAR CORRESPONDANCE / I VOTE BY POST  
(Cf. au verso (3) - See reverse (3))

Sur les projets de résolutions non approuvés en correspondance / non votés  
On the draft resolutions not approved / I cast my vote by shading the box of my vote.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No										Out / Yes	
Abst.											
11	12	13	14	15	16	17	18	19	20	C	D
Non / No										Out / Yes	
Abst.											
21	22	23	24	25	26	27	28	29	30	E	F
Non / No										Out / Yes	
Abst.											
31	32	33	34	35	36	37	38	39	40	G	H
Non / No										Out / Yes	
Abst.											
41	42	43	44	45	46	47	48	49	50	J	K
Non / No										Out / Yes	
Abst.											

**2** JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE  
(Cf. au verso (3))  
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
(See reverse (3))

**3** JE DONNE POUVOIR À : (Cf. au verso (3))  
I HEREBY APPOINT: (See reverse (3))  
M. Mlle ou Mlle, Raison Sociale / Mr, Mlle or Miss, Corporate Name

Adresse / Address:

**4** Date et Signature  
Date & Signature:

**5** Access code:

**ATTENTION:** Pour les titres au porteur, les présentes instructions doivent être remises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions will be valid only if they are already returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être notifiées à l'Assemblée Générale et au Président de l'Assemblée Générale) / Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être notifiées à l'Assemblée Générale et au Président de l'Assemblée Générale)  
Name, first name, address of the shareholder. (Change reporting (ing) information must be notified to relevant institution, as changes can be made using this proxy form. See reverse (3))

### To vote by post

Check this box and black out the boxes of any resolutions that you do not approve or for which you wish to abstain. Do not forget to fill in the boxes of the amendments and resolutions and miscellaneous resolutions.

### To give your proxy to the Chairman of the Meeting

Check this box, then date and sign the bottom of the form in, **box 4.**

### Write here

Your full name and address, or check them if they are already printed there.

### To give your proxy to a specific person who will be attending the Meeting

Check this box and write that person's name and address in the space provided.



# Shareholder documentation and information request form



Public limited company with share capital of  
€2,435,285,011  
Corporate headquarters: 1, place Samuel de Champlain  
92400 Courbevoie (France)  
Trade and Companies Register  
542 107 651 RCS NANTERRE

To be addressed to Société Générale -  
Service des Assemblées Générales

**Recipient:**

**Société Générale  
Sgss/Sbo/Cis/Iss/Gms  
CS 30812  
44308 Nantes Cedex 3**

or using the enclosed envelope for holders of registered shares  
**assemblees.generales@sgss.socgen.com**

Dear Sir/Madam,

With a view to the **Combined Ordinary and Extraordinary Shareholders' Meeting of Thursday, May 14, 2020**, I the undersigned:

LAST NAME : .....

FIRST NAME(S): .....

ADDRESS: .....

.....

.....

hereby request the documentation and the information relating to the Combined Ordinary and Extraordinary Shareholders' Meeting called for May 14, 2020 as provided for by Article R. 225-83 of the French Commercial Code, by email at the following address:

.....

Signed in ....., on ..... 2020

Signature

**NOTE** - At their sole request, holders of registered shares may receive the documentation and the information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, prior to each subsequent shareholders' meeting.

# Notes

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## HELP US REDUCE THE CARBON FOOTPRINT OF THE NOTICE OF MEETING!

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Your 8-figure access code is on the voting form (top right)  
attached to this notice.

Do you have a question?  
The Shareholder Relations team is here to help  
[relation@actionnaires.engie.com](mailto:relation@actionnaires.engie.com) / Freephone number: 0 800 30 00 30

This notice of meeting is translated into English. In case of contradiction, the original French version shall prevail.

A public limited company  
with a share capital of 2,435,285,011 euros  
Corporate headquarters: 1 place Samuel de Champlain  
92400 Courbevoie - France  
Tel.: +33 (0)1 44 22 00 00  
Register of commerce: 542 107 651 RCS NANTERRE  
VAT FR 13 542 107 651



[engie.com](http://engie.com)