SECOND SUPPLEMENT DATED 29 SEPTEMBER 2021
TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS
DATED 29 APRIL 2021
OF ENGIE

(*incorporated with limited liability in the Republic of France*) *as Issuer*

€25,000,000,000 Euro Medium Term Note Programme

This second supplement (the "**Second Supplement**") is supplemental to, and should be read in conjunction with, the Base Prospectus dated 29 April 2021 (the "**Base Prospectus**") prepared in relation to the €25,000,000,000 Euro Medium Term Note Programme of ENGIE (the "**Programme**") and the first supplement to the Base Prospectus dated 1 June 2021 (the "**First Supplement**"). The Base Prospectus as supplemented (including by this Second Supplement) constitutes a base prospectus for the purpose of Article 8 of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**"). The *Autorité des marchés financiers* (the "**AMF**") has granted approval number n°21-124 on 29 April 2021 to the Base Prospectus and approval number n°21-197 on 1 June 2021 to the First Supplement.

This Second Supplement has been approved by the AMF in France in its capacity as competent authority pursuant to the Prospectus Regulation. The AMF only approves this Second Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes which are the subject of this Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes. This Second Supplement constitutes a supplement to the Base Prospectus, and has been prepared for the purpose of Article 23 of the Prospectus Regulation.

Terms defined in the Base Prospectus have the same meaning when used in the Second Supplement.

This Second Supplement has been prepared for the purposes of (i) incorporating by reference the 2021 first half year financial report of the Issuer (the "**2021 ENGIE First-Half Financial Report**") and (ii) updating "Recent Developments" and "General Information" sections of the Base Prospectus, as supplemented.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus, as supplemented, that could significantly and negatively affect the assessment of the Notes. To the extent that there is any inconsistency between (a) any statements in this Second Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, as supplemented, the statements in the Second Supplement will prevail.

Copies of this Second Supplement (a) will be available on the website of the AMF (www.amf-france.org), and (b) will be available on the website of the Issuer (www.engie.com). A printed copy of this Second Supplement may also be obtained, free of charge, at the registered office of the Issuer during normal business hours.

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INTRODUCTION

The seventeenth paragraph of the Introduction on page 4 of the Base Prospectus shall be replaced by the following:

"The consolidated financial statements of ENGIE for the years ended 31 December 2020 and 31 December 2019 and the consolidated semi-annual financial statements of ENGIE for the period ended 30 June 2021 have been prepared in accordance with International Financial Reporting Standards ("IFRS") and endorsed by the European Union."

RISK FACTORS

The first sentence of the first paragraph of subsection "Risk Factors Relating to the Issuer and its Operations" of the section "Risk Factors" on page 16 of the Base Prospectus shall be replaced by the following:

"The risk factors relating to the Issuer and its activities are set out on pages 45 to 61 of the 2020 ENGIE Universal Registration Document and on page 26 of the 2021 ENGIE First-Half Financial Report which are incorporated by reference herein (as defined in Section "*Documents Incorporated by Reference*" of this Base Prospectus)."

DOCUMENTS ON DISPLAY

The section entitled "Documents on Display" on page 29 of the Base Prospectus shall be replaced by the following:

"DOCUMENTS ON DISPLAY

1. For the period of twelve (12) months following the date of approval by the AMF of this Base Prospectus, the following documents will be available on the website of the Issuer (www.engie.com):

   (i) the form of Guarantee;

   (ii) the constitutive documents of ENGIE;

   (iii) the 2019 ENGIE Universal Registration Document;

   (iv) the 2020 ENGIE Universal Registration Document;

   (v) the 2021 ENGIE First-Half Financial Report;

   (vi) each Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market in the European Economic Area or listed on any other stock exchange (save that Final Terms relating to Notes which are (i) neither admitted to trading on a Regulated Market in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Regulation (ii) nor listed on any other stock exchange, will only be available for inspection by a holder of such Notes and such holder must produce evidence satisfactory to the Issuer and the relevant Paying Agent as to its holding and identity);

   (vii) a copy of this Base Prospectus together with any supplement to this Base Prospectus or restated Base Prospectus and any document incorporated by reference; and

   (viii) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus in respect of each issue of Notes.

2. The following documents will be available, if relevant, (a) on the website of the AMF (www.amf-france.org) and (b) on the website of the Issuer (www.engie.com):

   (i) the Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market;

   (ii) this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus; and

   (iii) the documents incorporated by reference into this Base Prospectus (except for the 2021 First-Half Financial Report which shall be available only on the website of the Issuer (www.engie.com)).

A printed copy of the documents listed above may also be obtained, free of charge, at the registered office of the Issuer during normal business hours."

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "Documents Incorporated by Reference" on pages 30 to 35 of the Base Prospectus shall be replaced by the following:

"DOCUMENTS INCORPORATED BY REFERENCE

This Base Prospectus should be read and construed in conjunction with the sections referred to in the tables below included in the following documents:

(1) the sections referred to in the table below which are extracted from the 2021 First-Half Financial Report of ENGIE in English language. Such document is referred to in the Base Prospectus as the "2021 First-Half Financial Report of ENGIE". Any reference in the Base Prospectus or in the information incorporated by reference to the 2021 ENGIE First-Half Financial Report will be deemed to include those sections only;

https://www.engie.com/sites/default/files/assets/documents/2021-07/2021%20First-Half%20Financial%20Report.pdf

(2) the sections referred to in the table below which are extracted from the 2020 universal registration document in English language which is the translation of the French language *Document d'enregistrement universel 2020* of ENGIE which was filed under no. D. 21-142 with the AMF on 17 March 2021. Such document is referred to in the Prospectus as the "**2020 ENGIE Universal Registration Document**". Any reference in the Prospectus or in the information incorporated by reference to the 2020 ENGIE Universal Registration Document will be deemed to include those sections only; and

https://www.engie.com/sites/default/files/assets/documents/2021-03/ENGIE_URD_2020_0.pdf

(3) the sections referred to in the table below which are extracted from the 2019 universal registration document in English language which is the translation of the French language *Document d'enregistrement universel 2019* of ENGIE which was filed under no. D. 20-141 with the AMF on 18 March 2020. Such document is referred to in the Prospectus as the "**2019 ENGIE Universal Registration Document**". Any reference in the Prospectus or in the information incorporated by reference to the 2019 ENGIE Universal Registration Document will be deemed to include those sections only; and

https://www.engie.com/sites/default/files/assets/documents/2020-03/DDR%20VA_2019.pdf

(4) the terms and conditions included in the base prospectuses referred to in the table below;

https://www.engie.com/sites/default/files/assets/documents/2020-01/engie-base%20prospectus-dated-23-december-2019.pdf

https://www.engie.com/sites/default/files/assets/documents/2019-12/engie-base-prospectus-dated-13-december-2018.pdf

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2017-10-16%20%28AMF%29_compressed.pdf

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2016-10-11%20%28AMF%29_compressed.pdf

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2015-10-08%20%28AMF%29.pdf

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2014-10-02%20%28AMF%29.pdf

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2012-09-12%20%28AMF%29.pdf

save that any statement contained in this Base Prospectus or in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained in any document which is subsequently incorporated by reference herein by way of a supplement prepared in accordance with article 23 of the Prospectus Regulation modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Any reference in the Base Prospectus to the 2019 ENGIE Universal Registration Document, the 2020 ENGIE Universal Registration Document and the 2021 ENGIE First-Half Financial Report shall be deemed to include only the sections mentioned in the table below.

Any information not listed in the cross-reference tables below but included in the documents incorporated by reference are either not relevant for the investor or covered elsewhere in the Base Prospectus.

Furthermore, no information in the website of the Issuer (www.engie.com) nor the website itself forms any part of this Base Prospectus unless that information is incorporated by reference into the Base Prospectus.

ANNEX 7 OF THE COMMISSION DELEGATED REGULATION 2019/980

Annex 7 Article No.	Narrative	Page/Ref No.
3	**Risk Factors**	2020 ENGIE Universal Registration Document pages 45 to 61 2021 ENGIE First-Half Financial Report page 26
4	**Information about the Issuer**	
4.1	**History and development of the Issuer**	2020 ENGIE Universal Registration Document pages 8 to 9
4.1.1	The legal and commercial name of the Issuer	2020 ENGIE Universal Registration Document page 384
4.1.2	The place of registration of the issuer, its registration number and legal entity identifier ('LEI').	2020 ENGIE Universal Registration Document page 384
4.1.3	The date of incorporation and the length of life of the issuer, except where the period is indefinite.	2020 ENGIE Universal Registration Document page 384
4.1.4	The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	2020 ENGIE Universal Registration Document page 384
5	**Business Overview**	
5.1	**Principal activities**	
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.	2020 ENGIE Universal Registration Document pages 19 to 37 2021 ENGIE First-Half Financial Report pages 6 to 23
5.1.2	The basis for any statement made by the issuer regarding its competitive position.	2020 ENGIE Universal Registration Document page 8
6	**Organisational structure**	
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	2020 ENGIE Universal Registration Document pages 9 to 10
7	**Trend Information**	
7.1	A description of: (a) any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; and (b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published to the date of the registration document. If neither of the above are applicable then the issuer should include an appropriate negative statement(s).	2021 ENGIE First-Half Financial Report page 7
9	**Administrative, Management and Supervisory Bodies**	

Annex 7 Article No.	Narrative	Page/Ref No.
9.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:	2020 ENGIE Universal Registration Document pages 120 to 135
	(a) members of the administrative, management or supervisory bodies; and	
	(b) partners with unlimited liability, in the case of a limited partnership with a share capital.	
9.2	**Administrative, Management, and Supervisory bodies conflicts of interests**	
	Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	2020 ENGIE Universal Registration Document page 136
10	**Major Shareholders**	
10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	2020 ENGIE Universal Registration Document pages 180 and to 193 to 194
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	2020 ENGIE Universal Registration Document page 194
11	**Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses**	
11.1 11.1.1	**Historical Financial Information** Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.	2020 ENGIE Universal Registration Document pages 221 to 327 2019 ENGIE Universal Registration Document pages 217 to 339
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. If Regulation (EC) No 1606/2002 is not applicable the financial statements must be prepared according to: (a) a Member State's national accounting standards for issuers from the EEA as required by Directive 2013/34/ EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. Otherwise the following information must be included in the registration document: (a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; (b) immediately following the historical financial information a narrative description of the differences between Regulation (EC) No	

Annex 7 Article No.	Narrative	Page/Ref No.
	1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements.	
	(a) balance sheet;	2020 ENGIE Universal Registration Document page 223 2019 ENGIE Universal Registration Document pages 220 to 221
	(c) income statement;	2020 ENGIE Universal Registration Document page 221 2019 ENGIE Universal Registration Document page 218
	(d) cash flow statement; and	2020 ENGIE Universal Registration Document page 226 2019 ENGIE Universal Registration Document page 224
	(e) accounting policies and explanatory notes.	2020 ENGIE Universal Registration Document pages 227 to 327 2019 ENGIE Universal Registration Document pages 225 to 339
11.1.5	Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	2020 ENGIE Universal Registration Document pages 221 to 327 2019 ENGIE Universal Registration Document pages 217 to 339
	Interim financial information (unaudited)	2021 ENGIE First-Half Financial Report pages 28 to 77 and 81
11.1.6	Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document	2020 ENGIE Universal Registration Document page 223 2019 ENGIE Universal Registration Document pages 220 to 221
11.2	**Auditing of historical annual financial information**	
11.2.1	The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.	2020 ENGIE Universal Registration Document pages 328 to 333 2019 ENGIE Universal Registration Document pages 340 to 345
11.2.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	2019 ENGIE Universal Registration Document page 340
11.3	**Legal and arbitration proceedings**	
	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	2020 ENGIE Universal Registration Document pages 322 to 326 and 386
12	**Material Contracts**	
	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material	2020 ENGIE Universal Registration Document page 385

Annex 7 Article No.	Narrative	Page/Ref No.
	to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	

The table below sets out the relevant page references for the terms and conditions contained in the base prospectuses of ENGIE relating to the Programme:

Terms and Conditions Incorporated by Reference	Reference
Base Prospectus of ENGIE which received approval n° 19-590 from the AMF on 23 December 2019	Pages 54 to 95
Base Prospectus of ENGIE which received visa n° 18-562 from the AMF on 13 December 2018	Pages 78 to 116
Base Prospectus of ENGIE which received visa n° 17-552 from the AMF on 16 October 2017	Pages 77 to 113
Base Prospectus of ENGIE which received visa n° 16-474 from the AMF on 11 October 2016	Pages 70 to 102
Base Prospectus of ENGIE which received visa n° 15-518 from the AMF on 8 October 2015	Pages 64 to 96
Base Prospectus of ENGIE which received visa n° 14-534 from the AMF on 2 October 2014	Pages 65 to 97
Base Prospectus of GDF SUEZ which received visa n° 12-441 from the AMF on 12 September 2012	Pages 52 to 84"

RECENT DEVELOPMENTS

The section entitled "Recent Developments" on page 109 of the Base Prospectus, as supplemented by the First Supplement, shall be completed by the following press releases:

"The following recent developments have been published by ENGIE:

Press release dated 30 July 2021

ENGIE H1 Financial Results for the period ending 30 June 2021
Strong improvement of financial performance
Significant progress on execution of strategic plan
FY 2021 guidance[1] upgraded

Business highlights

- New organizational structure for a simpler ENGIE implemented on July 1
- Creation of EQUANS, new leader in multi-technical services
- Progress at pace on disposals: partial sale of GTT complete; sale of ENGIE EPS complete
- Agreement to sell 11.5% of GRTgaz
- 1.2 GW of Renewables capacity commissioned in H1 and progressing on delivering 3 GW in 2021, totalling 9 GW across 2019-2021

Financial Performance

- Strong organic growth in EBIT, up 44%
- Organic EBIT growth: Client Solutions up €321m, Nuclear up €285m and Networks up €264m
- Client Solutions and Supply demonstrated strong Covid recovery
- Negative FX impact of €0.1 billion at EBIT level mainly due to BRL and USD depreciation
- Performance plan on track with net EBIT contribution of c. €50m achieved
- Strong cash flow generation with CFFO[2] at €4.3bn
- FY 2021 NRIgs guidance upgraded to €2.5-2.7bn

Key H1 financial figures as of June 30, 2021[3]

In € billion	06/30/2021	06/30/2020	Δ 2021/20 gross	Δ 2021/20 Organic[4]
Revenue	**31.3**	27.4	+13.9%	+16.7%
EBITDA	**5.4**	4.5	+21.1%	+23.1%
EBIT	**3.1**	2.2	+42.4%	+44.4%
Net recurring income Group share (NRIgs)	**1.4**	0.7	+85.9%	+67.0%
Net income Group share	**2.3**	0.0	-	
Cash Flow From Operations	**4.3**	3.0	+43.9%	
Capex[5]	**3.7**	3.0	+21.4%	
Net financial debt	**24.2**	€+1.8bn vs. 12/31/2020		

Catherine MacGregor, CEO, said: *"Underpinned by a robust operational performance and significant Covid recovery, ENGIE has delivered very strong growth in profitability in the first half. I am pleased to share that our teams achieved this alongside continuous momentum in execution of our strategic plan, where we have taken important steps forward on all fronts: Group simplification, renewables development and performance improvement. The creation of EQUANS was achieved on schedule and we made strong progress on disposals. For the full year, taking into account the strong performance in H1 and improved expectations for the full year, we are upgrading our guidance for 2021."*

2021 Guidance upgraded

Taking into account the strong performance in H1 together with an updated view for the full-year, ENGIE is upgrading its guidance for 2021.

Operational performance has been robust. ENGIE's integrated business model and local system play have enabled the Group to largely offset the impact of the Texas extreme weather event in February, and the Belgian nuclear assets have delivered high levels of availability. In addition, a combination of colder weather in France in the first half, and favourable evolution in power prices (in Belgium and France) are also expected to contribute to a stronger financial performance than previously anticipated.

As a result, ENGIE now expects net recurring income Group share in the range of €2.5 to 2.7 billion, based on indicative 2021 EBITDA range of €10.2 to 10.6 billion and EBIT range of €5.5 to 5.9 billion.

Driven by significant growth opportunities, particularly in Renewables, Energy Solutions, and international networks, as indicated in May, ENGIE expects growth investment of between €15 to 16 billion in the 2021 to 2023 period. The Group now expects this growth Capex to be more evenly phased across this period, with 2021 growth Capex expected to be around €5 billion.

Regarding disposals, ENGIE remains focused on executing €9 to €10 billion of disposals to simplify the Group at pace, across 2021 to 2023. ENGIE now expects FY 2021 disposals of around €2.5bn with a related EBIT dilution of up to €0.1bn.

ENGIE remains committed to a strong investment grade credit rating, and continues to target a ratio of below or equal to 4.0x economic net debt to EBITDA, over the long-term.

The Group reaffirms the dividend policy, with a 65% to 75% payout ratio based on NRIgs. As a reminder, the Group introduced a dividend floor at €0.65 per share for the 2021-2023 period.

Delivering on the strategic plan

New organisational structure for a simpler ENGIE launched

In line with the planned timetable, the new organisational structure came into effect on July 1, 2021, comprising four Global Business Units (GBUs): Renewables, Energy Solutions, Networks, Thermal & Supply. These four GBUs, which reflect the Group's core businesses, have accountability for their respective financial and operational performance.

Regional hubs have also been established for coordinating entities at the country level, managing the Group's local stakeholders, and leveraging synergies across activities through pooling support functions. This new structure will bring more efficiency in the management of the Group, with increased focus on core businesses.

Strong progress on Group simplification and disposal plan

On July 1, ENGIE announced the creation of EQUANS, a separate division within ENGIE, with its new management team already in place under the leadership of Jérôme Stubler.

ENGIE is now moving at pace on the next phase on the future shareholding structure. There is a strong interest in this business and the process is underway. The Group will continue to consider all options and select the best route that maximises the future growth potential and value of EQUANS. ENGIE expects to be in a position to provide an update in the second half with completion targeted in 2022.

Following the strategic review of the Group's shareholding in GTT, ENGIE completed the sale of 3.7 million GTT shares in May, representing 10% of its share capital. With this partial sale, GTT is consolidated under the equity method as from June. Simultaneous to this, ENGIE issued €290 million zero coupon bonds exchangeable into GTT shares in 2024. In case of exchange in full of the bonds, ENGIE would retain a stake of c. 20%, down from 40% prior to this transaction.

On July 20, ENGIE closed the sale of its 60.5% stake in ENGIE EPS to Taiwanese company TCC. This transaction reduced the Group's financial net debt by c. 165 million euros.

In line with the strategic plan, ENGIE announced today that it has entered into an agreement to sell 11.5% of GRTgaz to Caisse des Dépôts and CNP Assurances. This agreement values the GRTgaz group's total equity at €9.8 billion for an enterprise value of €14.6 billion, implying a valuation to RAB of 148%, reflecting the long-term role of gas, which is increasingly becoming renewable, in enabling the energy transition.

Upon completion, ENGIE will hold c. 61% and continue to consolidate GRTgaz in its accounts. This transaction will reduce ENGIE's net financial debt by € 1.1 billion and is expected to be completed before December 31, 2021, subject to usual approvals and authorizations.

Geographical rationalization

In line with the Group's target to rationalize its geographical footprint, ENGIE has completed exit or signed agreements to exit four countries in the first half. The Group now operates in just over 50 countries and targets to be in less than 30 countries by 2023.

Progress on carbon neutrality

ENGIE continues to progress on its coal-exit plan with exclusivity rights for the sale of the Jorge Lacerda thermoelectric complex signed with Fram Capital Energy. This complex, located in Brazil, comprises a 0.8 GW coal plant. The exclusivity agreement, originally signed February 25, 2021, has been extended to October 13, 2021.

Performance plan on track

ENGIE achieved c. €50 million net contribution at EBIT level in H1 2021 through procurement cost savings and operational actions, in particular portfolio management optimization, as well as structure optimizations in France, the UK and Spain. The Group is on track for €0.1 billion of net contribution for the full-year 2021. This is in line with the €0.6 billion net contribution target across 2021 to 2023 announced in May.

Operational and financial review

ENGIE's affiliate ENGIE Brazil Energia (EBE) reported the tragic news of an accident on July 16 involving employees of one of its subcontractors Sigdo Koppers Ingeniería y Construcción (SKIC) engaged in the execution of the 1,800 km Novo Estado power transmission line in Brazil. Seven workers tragically lost their lives in this accident and four were hospitalized. All work was immediately ceased and measures to provide support for the injured and the families of the victims were being taken by SKIC with support from EBE. A multi-disciplinary commission is analysing this tragic accident and is preparing a plan of action and updating procedures prior to the safe resumption of activities. All of ENGIE's teams thoughts are with those affected and their families.

Operational performance

ENGIE commissioned 1.2 GW of renewables capacity in the first half.

International networks are contributing to growth and French networks are delivering in line with expectations on gas smart meter deployment and the development of renewable gases.

Client Solutions activities benefitted from a strong recovery from Covid in both Energy Solutions and EQUANS.

Thermal & Supply maintained operational excellence.

Belgian nuclear reactors delivered very high levels of availability (92% in H1 2021 vs. 66% in H1 2020).

Financial review

Revenue at €31.3 billion was up 13.9% on a gross basis and up 16.7% on an organic basis.

The gross increase is slightly lower than organic growth due to negative foreign exchange effect linked to the depreciation of the US dollar and the Brazilian real against the euro.

The organic revenue increase was mainly driven by Covid recovery, primarily in Client Solutions, and the impact of colder temperature on Networks and Supply in Europe. GEM also benefitted from higher commodity prices and volumes. In Renewables, revenue improved due to higher hydro prices in France and Brazil.

EBITDA at €5.4 billion, up 21.1% on a gross basis and up 23.1% on an organic basis.

EBIT at €3.1 billion was up 42.4% on a gross basis and up 44.4% on an organic basis.

- Scope: a net positive scope effect of €87 million mainly due to the sale of 29.9% of SUEZ which contributed negatively in H1 2020 and positive contributions from the hydro acquisition in Portugal in December 2020 as well as the remaining 10% of TAG. These effects were partly offset by the sale of 10% of GTT's shares, and the partial sale of solar assets in India.

- Foreign exchange: a total adverse impact of €107 million mainly driven by the depreciation of the Brazilian real and, to a lesser extent, of the US dollar.

- French temperature: compared to average, the temperature effect stood at c. €70 million, generating a positive variation of €284 million compared to a warmer than average H1 2020 across Networks, Supply and Others[6] in France.

H1 EBIT contribution by activity:

In € million	**06/30/2021**	**06/30/2020**	**Δ 2021/20 gross**	**Δ 2021/20 organic**	**o/w temp. effect (France) vs. H1 2020**
Renewables	492	501	-1.7%	+13.7%	
Networks	1,514	1,262	+20.0%	+21.3%	+176
Client Solutions	260	(161)	-	-	
o/w Energy Solutions	*172*	*(41)*	-	-	
o/w EQUANS	*89*	*(120)*	-	-	
Thermal	546	614	-11.0%	-6.7%	
Supply	220	44	-	-	+86
Nuclear	178	(107)	-	-	
Others	(122)	17	-	-	+22
TOTAL ENGIE	**3,089**	**2,169**	**+42.4%**	**+44.4%**	**+284**

Renewables delivered strong operational and organic performance despite Texas extreme weather event

In € million	**06/30/2021**	**06/30/2020**	**Δ 2021/20 gross**	**Δ 2021/20 organic**
EBIT	492	501	-1.7%	+13.7%
Total Capex	763	1,072	-28.8%	
CNR achieved prices (€)	49	44	+13%	
DBSO[7] Margins (EBIT level)	12	6	+6	
Operational KPIs				
Commissioning (GW at 100%)	1.2	0.9	+38%	
Hydro volumes France (TWh at 100%)	8.6	8.9	-4%	

Renewables reported a 13.7% organic EBIT increase, mainly driven by higher achieved prices in France and in Brazil for hydro production, contribution of capacity commissioned, notably in the US, and progressive recovery from Covid. This positive performance helped to more than offset the impact of the Texas extreme weather event that occurred in February 2021 (c. €-90million), and lower wind and hydro volumes in France.

ENGIE commissioned 1.2 GW of renewables capacity in the first half, mainly in Western Europe, Brazil and the US and is progressing on delivering its 3 GW Renewables target for 2021, which would total 9 GW since 2019.

Additional 1.4 GW of green corporate PPAs were signed in H1, reaffirming the Group's leading position in this rapidly growing market.

In June, Ocean Winds, joint-venture with EDPR in fixed and floating offshore wind, secured a 25-year Contract for Difference for 369.5 MW awarded by the Polish Energy Regulatory Office for the B-Wind and C-Wind offshore projects in Poland. Ocean Winds, alongside with its partners, already has 4.2 GW under construction or secured.

Networks experienced significant increase in EBIT driven by colder temperature and strong contribution from international networks

In € million	06/30/2021	06/30/2020	Δ 2021/20 gross	Δ 2021/20 organic
EBIT	1,514	1,262	+20.0%	+21.3%
Total Capex	1,165	1,048	+11.2%	
Operational KPIs				
Gas smart meters France (m)	8.1	5.6	+2.5	
Biomethane capacity connected – GRDF / GRTgaz (TWh/y)	4.9	2.5	+92%	
Temperature effect – France (EBIT in €m)	45	(131)	+176	

Networks reported a 21.3% organic EBIT increase.

French infrastructure EBIT was up €172 million driven by colder temperature and recovery from adverse Covid impacts in 2020. EBIT outside France was also up €92 million with higher performance in Brazil from the power transmission lines under construction and TAG, in addition to colder temperature in Romania and Germany.

French networks delivered a solid operational performance both on efficiency and on the development of renewable gases. 67 biomethane production sites have been connected to ENGIE’s networks in H1 2021 leading to a total of 271 sites connected.

Over 1 million gas smart meters were installed over the first half.

International networks also performed well, in Brazil notably with good commercial developments at TAG and construction of transmission lines over 85% completed.

Client Solutions delivered major recovery from 2020 Covid impacts and good commercial progress

In € million	06/30/2021	06/30/2020	Δ 2021/20 gross	Δ 2021/20 organic
Revenue	10,908	9,474	+15.1%	+16.0%
o/w Energy Solutions	*4,710*	*4,229*	*+11.4%*	*+12.4%*
o/w EQUANS	*6,198*	*5,245*	*+18.2%*	*+18.9%*
EBIT	260	(161)	-	-
o/w Energy Solutions	*172*	*(41)*	-	-
o/w EQUANS	*89*	*(120)*	-	-
Total Capex	402	513	-21.5%	
o/w Energy Solutions	*304*	*436*	*-30.3%*	
o/w EQUANS	*98*	*77*	*+27.3%*	

Energy Solutions reported a €109 million organic EBIT increase, driven by improvements in District Heating and Cooling activities notably in France, with positive climate and price conditions. Installation and energy efficiency services activities benefitted from lower Covid impacts. These positive variances were partly offset by higher costs linked to the development of innovation businesses.

The EU ‘Fit for 55’ roadmap and green recovery programmes such as France Relance are a clear signal of how decarbonisation is set to accelerate globally, and Energy Solutions is strongly positioned to benefit from it.

ENGIE secured 100 MW new contracts for on-site low carbon energy production with industrial customers in France in the past six months.

Energy Solutions is also establishing the foundation for performance improvement with geographic rationalization exiting India, Oman and Hungary in H1. Industrialization of processes, as well as strict contract management to improve margins and strong cash focus are also key elements of performance improvement.

EQUANS EBIT was up €211 million on an organic basis. Growth was largely driven by progressive Covid recovery, mainly in France, the UK and Belgium. In addition, EQUANS also benefitted from good performance in installation activities in France.

EQUANS EBIT is typically H2-weighted and supported by strong increase of order intake and higher level of backlog, 2021 EBIT is expected to be similar to 2019 levels, in the €0.35-0.45 billion range.

Thermal down mainly due to Chile and normalized contribution of merchant assets in Europe

In € million	**06/30/2021**	**06/30/2020**	**Δ 2021/20 gross**	**Δ 2021/20 organic**
EBIT	546	614	-11.0%	-6.7%
Total Capex	99	21		
Operational KPIs				
Installed capacity	62.4	63.5	-2%	
Average technical availability	87.7%	88.9%	-120bps	
% contracted EBIT	72.7%	73.1%	-40bps	

Thermal reported a 6.7% organic EBIT decrease. This was mainly driven by the impact of higher sourcing spot prices in Chile due to lower production. The contribution of European merchant plants benefitted from higher ancillaries and captured spreads. Hence, overall contribution was broadly stable due to a very good H1 2020.

Supply up driven by Covid recovery and colder temperature

In € million	**06/30/2021**	**06/30/2020**	**Δ 2021/20 gross**	**Δ 2021/20 organic**
EBIT	220	44	-	-
Total Capex	147	166	-11.4%	
Operational KPIs				
Number of B2C Supply contracts (m)	22.7	22.8	-1%	
Temperature effect – France (EBIT in €m)	20	(65)	+86	

Supply EBIT increased €175 million on an organic basis, mainly due to progressive recovery from Covid and colder temperature, partially compensated by negative timing and one-off effects in France as well as negative prices effects in Belgium.

Nuclear benefitted from higher achieved prices and better availability

EBIT at €178 million, represented a €285 million increase compared to 2020. The strong increase was driven by higher achieved prices at 47€/MWh in the first six months of 2021 and from better availability of Belgian nuclear reactors at 92% (vs. 66% in H1 2020). These positive effects were partially compensated by higher operating expenditures.

Amortization was lower mainly following the 2020 impairment caused by the change in lifetime assumption for Belgian nuclear reactors as well as by changes in the commodity price scenario.

Others includes GEM, Entreprises & Collectivités (E&C, France BtoB Supply), GTT (equity method as from June), as well as the Group's corporate activities.

EBIT decreased by €139 million compared to H1 2020. GEM's contribution normalized following a particularly strong performance in H1 2020, where GEM benefitted from positive one-offs and better market conditions in a context of high volatility. These negative effects were partly offset by the Covid recovery. French B2B supply activities had a higher contribution driven by Covid recovery and colder temperature. GTT's contribution also normalized and was impacted by the change of consolidation method, following the partial sale at the end of May 2021. Starting June 2021, GTT is consolidated under the equity method.

Net recurring income Group share of €1.4 billion

Net income Group share of €2.3 billion

Net recurring income Group share amounted to €1.4 billion compared to €0.7 billion in first-half 2020. This increase was mainly linked to the growth in EBIT and the decrease in the recurring effective tax rate from 38% to 34%, despite higher recurring financial charges.

Net income Group share amounted to €2.3 billion from €0.02 billion as of June 30, 2020. This increase is mainly due to the improvement of net recurring income, the positive impact of the mark-to-market on commodity contracts other than trading instruments and disposals compared to the first half 2020.

Total Capex at €3.7 billion

Total Capex amounted to €3.7 billion, with growth Capex at €1.8 billion. In line with its disciplined capital allocation, ENGIE has dedicated c.90% of growth Capex to Renewables, Networks and Energy Solutions.

Robust financial position: solid balance sheet and cash flow generation

Net financial debt stood at €24.2 billion up €1.8 billion compared to December 31, 2020.

(i) Capital expenditures over the period of €3.7 billion;

(ii) dividends paid to ENGIE SA shareholders (€1.3 billion) and to non-controlling interests (€0.2 billion);

(iii) other elements, €1.1 billion, mainly related to foreign exchange rates and new leases;

were only partly offset by:

(i) Cash Flow From Operations of €4.3 billion;

(ii) and disposals of €0.3 billion.

Cash Flow From Operations amounted to €4.3 billion, up €1.3 billion compared to H1 2020. This strong increase is mainly due to EBITDA growth and the positive impact of margin calls resulting from higher commodity prices partially compensated by rise in gas prices increasing the need in working capital for gas storage and client invoicing.

Net financial debt to EBITDA ratio of 2.4x, was in line with December 31, 2020. The average cost of gross debt was 2.58%, up 20bps compared with December 31, 2020.

Economic net debt to EBITDA ratio stood at 3.7x, down 0.3x compared to December 31, 2020, and in line with target ratio of equal to or below 4.0x.

On March 24, 2021, Fitch downgraded its long-term issuer rating to A- and maintained its short-term rating at F1, with a stable outlook.

On June 7, 2021, S&P affirmed its BBB+ long-term issuer rating and its short-term issuer rating at A-2, with a stable outlook.

On July 9, 2021, Moody's updated its credit analysis and maintained its Baa1/P-2 senior unsecured rating, with a stable outlook.

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The presentation of the Group's first half 2021 financial results used during the investor conference call is available to download from ENGIE's website: https://www.engie.com/en/finance/results/2021

UPCOMING EVENT

November 10, 2021 Publication of Q3 2021 financial information

Footnotes

[1] Some FY 2021 guidance assumptions have been updated in July 2021 reflecting H1 2021 performance (re-assessment of the extreme weather event impact in Texas in February, high levels of availability for Belgian nuclear assets, colder than average temperature in France) and with an updated view for the full year: market commodity prices as of 06/30/2021; average forex rates for FY 2021: €/$: 1.20; €/BRL: 6.28; up to €0.1bn dilution effect at the EBIT level from c. €2.5bn disposals; no major deterioration in the pattern of Covid restrictions experienced in H1 2021. The other initial guidance main assumptions remain unchanged: average temperature in France for H2 2021; full pass through of supply costs in French regulated gas tariffs; no major regulatory or macro-economic changes; no change in Group accounting policies; no 'discontinued operations' accounting.

[2] Cash flow from operations: Free Cash Flow before maintenance Capex

[3] Variations vs. H1 2020

[4] Organic variation: gross variation without scope and foreign exchange effect

[5] Net of DBSO (Develop, Build, Share & Operate) and tax equity proceeds

[6] First effects in the "Others" activities due to the transfer of Entreprises & Collectivités from "Supply" to "Others"

[7] Develop, Build, Share and Operate

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Important notice

The figures presented here are those customarily used and communicated to the markets by ENGIE. This message includes forward-looking information and statements. Such statements include financial projections and estimates, the assumptions on which they are based, as well as statements about projects, objectives and expectations regarding future operations, profits, or services, or future performance. Although ENGIE management believes that these forward-looking statements are reasonable, investors and ENGIE shareholders should be aware that such forward-looking information and statements are subject to many risks and uncertainties that are generally difficult to predict and beyond the control of ENGIE, and may cause results and developments to differ significantly from those expressed, implied, or predicted in the forward-looking statements or information. Such risks include those explained or identified in the public documents filed by ENGIE with the French Financial Markets Authority (AMF), including those listed in the "Risk Factors" section of the ENGIE (ex GDF SUEZ) Universal Registration Document filed with the AMF on March 17, 2021 (under number D.21-142). Investors and ENGIE shareholders should note that if some or all of these risks are realized they may have a significant unfavourable impact on ENGIE.

About ENGIE

Our group is a global reference in low-carbon energy and services. Together with our 170,000 employees, our customers, partners, and stakeholders, we are committed to accelerate the transition towards a carbon-neutral world, through reduced energy consumption and more environmentally-friendly solutions. Inspired by our purpose ("raison d'être"), we reconcile economic performance with a positive impact on people and the planet, building on our key businesses (gas, renewable energy, services) to offer competitive solutions to our customers.
Turnover in 2020: 55.8 billion Euros. The Group is listed on the Paris and Brussels stock exchanges (ENGI) and is represented in the main financial indices (CAC 40, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe) and non-financial indices (DJSI World, DJSI Europe, Euronext Vigeo Eiris - Eurozone 120/ Europe 120/ France 20, MSCI EMU ESG, MSCI Europe ESG, Euro Stoxx 50 ESG, Stoxx Europe 600 ESG, and Stoxx Global 1800 ESG).

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ENGIEgroup

Statement of financial position

Assets (€bn)	31 Dec. 2020	30 June 2021
Total non-current assets	93.1	**101.8**
Total current assets	60.1	**85.0**
o/w cash and cash equivalents	13.0	12.1
TOTAL ASSETS	**153.2**	**186.8**

Passif (€bn)	31 Dec. 2020	30 June 2021
Shareholders' equity	28.9	32.7
Non-controlling interests	4.9	4.7
Total equity	33.9	**37.4**
Total non-current liabilities	37.3	**38.4**
Total curent liabilities	54.3	**84.9**
TOTAL EQUITY AND LIABILITIES	**153.2**	**186.8**

Income statement

(€m)	H1 2020	H1 2021
Revenue	**27,433**	**31,259**
Purchases and operating derivatives	(17,486)	(19,116)
Personnel costs	(5,858)	(6,176)
Depreciation, amortization and provisions	(2,281)	(2,384)
Taxes	(753)	(933)
Other operating income	536	612
Share in net income of equity entities	209	385
Current operating income including operating MtM and share in net income of equity method entities	1,800	**3,647**
Impairment losses, restructuring costs, changes in scope of consolidation and other non-recurring items	(100)	369
Income/(loss) from operating activities	1,700	**4,016**
Net financial income/(loss)	(913)	**(632)**
Income tax benefit/(expense)	(431)	(967)
Non-controlling interests	(332)	(74)
NET INCOME / (LOSS) GROUP SHARE	**24**	**2,343**

Statement of cash flows

(€m)	H1 2020	**H1 2021**
Cash generated from operations before income tax and working capital requirements	4,190	**4,937**
Tax paid	(235)	(282)
Change in working capital requirements	(733)	**(42)**
CASH FLOW FROM OPERATING ACTIVITIES	3,221	**4,613**
Net tangible and intangible investments	(2,411)	(2,627)
Financial investments	(475)	(1,312)
Disposals and other investment flows	510	436
CASH FLOW FROM (USED IN) INVESTMENT ACTIVITIES	(2,376)	(3,503)
Dividends paid	(264)	(1,534)
Balance of reimbursement of debt/new debt	3,187	(411)
Net interests paid on financial activities	(316)	(310)
Capital increase/hybrid issues/treasury stock	179	7
Other cash flows	(530)	148
CASH FLOW FROM (USED IN) FINANCIAL ACTIVITIES	2,257	**(2,099)**
Effects of changes in exchange rates and other	(338)	121
TOTAL CASH FLOWS FOR THE PERIOD	2,763	**(868)**
Cash and cash equivalents at beginning of period	10,519	12,980
Cash and cash equivalents at end of period	13,282	12,112

APPENDIX 2: COMPARABLE BASIS ORGANIC GROWTH ANALYSIS

In € million	June 30, 2021	June 30, 2020	Gross/organic variation
Revenue	**31,259**	**27,433**	**+13.9%**
Scope effect Exchange rate effect	-47	-173 -505	
Comparable basis	**31,212**	**26,755**	**+16.7%**

In € million	June 30, 2021	June 30, 2020	Gross/organic variation
EBITDA	**5,423**	**4,478**	**+21.1%**
Scope effect Exchange rate effect	-33	41 -140	
Comparable basis	**5,390**	**4,379**	**+23.1%**

In € million	June 30, 2021	June 30, 2020	Gross/organic variation
EBIT	**3,089**	**2,169**	**+42.4%**
Scope effect Exchange rate effect	-32	55 -107	
Comparable basis	**3,057**	**2,117**	**+44.4%**

The calculation of organic growth aims to present comparable data both in terms of the exchange rates used to convert the financial statements of foreign companies and in terms of contributing entities (consolidation method and contribution in terms of comparable number of months). Organic growth in percentage terms represents the ratio between the data for the current year (N) and the previous year (N-1) restated as follows:

- The N-1 data is corrected by removing the contributions of entities transferred during the N-1 period or prorata temporis for the number of months after the transfer in N.
- The N-1 data is converted at the exchange rate for the period N.
- The N data is corrected with the N acquisition data or prorata temporis for the number of months prior to the N-1 acquisition.

Press release dated 31 August 2021

ENGIE and Google Sign 24/7 Carbon-Free Energy Supply Agreement in Germany and Strengthen Existing Collaboration

ENGIE and Google today signed a 24/7 carbon-free energy supply agreement in Germany, a major milestone in the companies' existing collaboration. The 3-year agreement will contribute to Google's 2030 Carbon-Free Energy (CFE) target[1] for its data centers, cloud regions and offices worldwide.

Under the terms of the agreement, ENGIE will assemble and negotiate an energy portfolio to supply Google with renewable power (solar and wind) to ensure that all its German operations are nearly 80% carbon-free by 2022. This is a first-of-a-kind in Europe where a company is guaranteeing carbon-free power supply 24/7 on an annual basis from solar and wind generation. Altogether, ENGIE will supply Google with 140 MW of renewable electricity. ENGIE will also provide comprehensive energy management services including sourcing of residual supply, balancing pool management, grid management, and more.

ENGIE and Google first partnered in 2019 when the companies entered into a 5-year power purchase agreement in Belgium for renewable power supply from an offshore wind project. This was followed by the award of a similar contract in The Netherlands, and now this carbon-free commitment in Germany.

"*We selected ENGIE based on its expertise in the field of decarbonization and its ability to transform how clean energy is supplied", said Marc Oman, Senior Lead of Data Center Energy and Infrastructure at Google. "Google has been leading the way towards a carbon-free future for over a decade, and as we look forward, our goal of running entirely on 24/7 carbon-free energy around the world by 2030 will require collaboration and partnerships with energy leaders like ENGIE, that are jointly committed to long-term, sustainable energy practices.*"

Paulo Almirante, Senior Executive Vice President in charge of Renewable and Global Energy Management activities at ENGIE, said: "*ENGIE is very pleased to collaborate once again with Google and extend both group's existing partnership. As a leading player in renewables and with global expertise in decarbonization, ENGIE will significantly support Google with its ambitious carbon-free energy target. This contract illustrates how ENGIE developed innovative solutions to meet its customers' specific needs: the Group can ensure 24/7 renewable energy supply either by building assets or by sourcing the power from different existing plants, thanks to its global energy management activities*".

Press release dated 31 August 2021

ENGIE enters into exclusive negotiations with the ALTRAD group for the sale of ENDEL, France's leader in industrial maintenance and energy services

ENGIE has reached another milestone in implementing its plan to simplify its service activities: the Group announces today that it has received a firm and irrevocable offer from the ALTRAD group for ENDEL, a fully-owned ENGIE subsidiary which specialises in industrial maintenance and energy services. ENDEL operates with its clients – particularly operators of nuclear power plants, and companies operating in the petrochemicals, metallurgy and refining sectors, as well as in the naval industry and pharmaceuticals. ENDEL, with 5200 employees, generated revenue of approximately €550 million in 2020.

According to the offer submitted, ENGIE is now entering into exclusive negotiations with ALTRAD for this disposal – another step in ENGIE's plan to reposition itself. The scope of this disposal operation does not include the Pierre Guerin, CNN MCO or Eras subsidiaries. The transaction will have no significant impact on group financial indicators.

By acquiring ENDEL, French industrial group ALTRAD – which employs more than 35,000 people of which BPIfrance is a shareholder – is aiming to embark on a new chapter of its domestic growth. It wants to bolster its

[1] Google's CFE strategy - https://sustainability.google/progress/energy/

industrial offering in engineering and mechanics. ALTRAD's takeover of ENDEL falls within the framework of a long-time industrial project and is designed to create value for both ENDEL's employees and its clients.

The takeover should be complete by the start of 2022, subject to the regulatory authorities' approval and the usual conditions precedent, and following consultation with the staff representation bodies.

Catherine MacGregor, ENGIE CEO said: "*ENGIE's aim, and its responsibility, is to find a solid shareholder for ENDEL – one with a viable plan with the managerial and financial capabilities required to support its industrial and social growth, thus benefiting its clients. The proposal that the Altrad Group and its teams have put together showcases the high-level expertise of ENDEL's teams and will incorporate the company into a fast-growing, high-performance industrial group*".

Press release dated 14 September 2021

FAURECIA SELECTS ENGIE TO BECOME A LONG-TERM PARTNER ON ITS CO2 NEUTRALITY ROADMAP

Faurecia, one of the world's leading automotive technology companies, has selected ENGIE to become a partner, supporting Faurecia in its commitment to reach CO2 neutrality for scopes 1 and 2 by 2025. Under this partnership, ENGIE, a world leader in lowcarbon energy and services, will provide energy solutions to be deployed across 100+ Faurecia sites worldwide by mid-2022.

As a new step on Faurecia's CO2 neutrality journey, ENGIE will accompany Faurecia through the deployment of energy saving equipment & methodology solutions in Europe, China, Brazil and Mexico, enabling 15% reduction of site energy consumption out of a reference of around 600 GWh. Reducing energy consumption by adopting innovative digital solutions for efficiency is in line with the Faurecia's CO2 neutrality roadmap and particularly its « Use Less » approach.

Patrick Koller, Chief Executive Officer of Faurecia, **said**: "*Our sustainability roadmap and in particular our CO2 neutrality objectives are the reflection of our strong convictions that we have a responsibility to make a positive contribution to society and the planet. We are proud to drive this strategic business initiative and to initiate this partnership with ENGIE, which will help us advance rapidly in this major step of our ambition.*"

Catherine MacGregor, Chief Executive Officer of ENGIE, added: "*I am impressed by the speed and the scale at which Faurecia has decided to decarbonize its operations. Through an innovative approach jointly built by ENGIE Impact (an ENGIE entity) and Faurecia sustainability experts, we are proud to support Faurecia in its global carbon neutrality transition. With its four global business units - renewables, energy solutions, networks, thermal and energy supply - ENGIE is a leader in the transition to a carbonneutral energy system and ideally positioned to be the preferred partner for global industrial groups.*"

In addition to this first milestone of CO2 neutrality in scopes 1 and 2 in 2025, Faurecia is also targeting to reduce by half its scope 3 emissions by 2030 and aims for full CO2 neutrality by 2050, including the use phase of its products. These targets are aligned with the 1.5°C ambition of the Science Based Target initiative.

GENERAL INFORMATION

Paragraph (4) of the section entitled "General Information" on page 109 of the Base Prospectus, as supplemented by the First Supplement, shall be replaced by the following:

"(4) No significant change in the Issuer's financial position or financial performance

Save as disclosed in this Base Prospectus, as supplemented from time to time, (and in particular in Section "Recent Developments") and the information incorporated by reference herein, there has been no significant change in the financial position or financial performance of the Issuer and the Group since 30 June 2021."

Paragraph (8) of the section entitled "General Information" on page 110 of the Base Prospectus, as supplemented by the First Supplement, shall be replaced by the following:

"(8) Auditors

Ernst & Young et Autres and Deloitte & Associés (all entities regulated by the *Haut Conseil du Commissariat aux Comptes* and duly authorised as *Commissaires aux comptes*) (i) have audited and rendered audit reports on the consolidated financial statements of the Issuer for the years ended 31 December 2019 and 31 December 2020 and (ii) have rendered a limited review report on the consolidated semi-annual financial statements of the Issuer for the period ended 30 June 2021. The French auditors carry out their duties in accordance with the principles of *Compagnie Nationale des Commissaires aux Comptes* and are members of the CNCC professional body."

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

I hereby certify that the information contained in this Second Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

ENGIE
1, place Samuel de Champlain
92400 Courbevoie
France

Duly represented by:
Grégoire de Thier
Head of Corporate Funding and Financial Vehicles
authorised signatory, pursuant to the power of attorney dated 23 March 2021
on 29 September 2021

AMF | AUTORITÉ DES MARCHÉS FINANCIERS

Autorité des marchés financiers

This Second Supplement has been approved on 29 September 2021 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer described in this Second Supplement.

This Second Supplement obtained the following approval number: n°21-422.