

# NOTICE OF MEETING 2022

ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING

**Thursday, April 21, 2022 at 2 :30 p.m.**

Paris Expo Porte de Versailles  
1 Place de la Porte de Versailles  
75015 PARIS

The logo for ENGIE, featuring a white curved line above the word "ENGIE" in a bold, white, sans-serif font.

**ENGIE**

# Welcome to the ENGIE Ordinary and Extraordinary Shareholders' Meeting Thursday, April 21, 2022, at 2:30 p.m.

Paris Expo Porte de Versailles, Pavillon 5.1  
1 place de la Porte de Versailles  
75015 Paris

## PRACTICAL INFORMATION: HOW TO GET TO PARIS EXPO PORTE DE VERSAILLES



### USING PUBLIC TRANSPORT

- Metro:** Line 12, Porte de Versailles station  
- exit 1 for access to Pavilions 2 to 7
- Tram:** T2 & T3a, Porte de Versailles  
- Parc des Expositions stop
- Bus:** Route 39, Desnouettes stop  
Route 80, Porte de Versailles Parc des Expositions stop
- Bicycle:** Vélib' bicycle-sharing hub at avenue Ernest Renan, 75015 Paris

### BY CAR NEARBY PUBLIC PARKING

- Parking 1:** 2 rue d'Oradour-sur-Glane, 75015 Paris
- Parking 6:** Entry from Place des Insurgés de Varsovie, 75015 Paris
- Parking 7:** Rue Marcel Yol, 92170 Vanves

### BY AIR

#### From Roissy - Charles de Gaulle airport:

- RoissyBus to Paris - Opéra, metro line 8 towards Balard to Madeleine, metro line 12 towards Mairie d'Issy to Porte de Versailles - Parc des Expositions.
- RER B towards Saint-Rémy-lès-Chevreuse to Cité Universitaire, tramline T3 towards Pont du Garigliano to Porte de Versailles - Parc des Expositions.

#### From Orly airport:

- Orlyval to Antony, RER B to Cité Universitaire, tramline T3 to Porte de Versailles - Parc des expositions stop.
- Orlybus to Denfert-Rochereau, RER B to Cité Universitaire, tramline T3 to Porte de Versailles - Parc des expositions stop.

## ALL QUERIES TO:



#### ENGIE:

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relation@actionnaires.engie.com



#### Shareholder Relations Service:

France only

**0800 30 00 30** Service & appel gratuits

From Belgium

**0800 25 125** Service & appel gratuits

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

# Table of content

	<b>MESSAGES FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER</b>	<b>2</b>
<b>1</b>	<b>2021 RESULTS AND HIGHLIGHTS</b>	<b>5</b>
<b>2</b>	<b>GOVERNANCE</b>	<b>11</b>
<b>3</b>	<b>COMPENSATION OF EXECUTIVES AND CORPORATE OFFICERS</b>	<b>17</b>
<b>4</b>	<b>CLIMATE TRANSITION STRATEGY</b>	<b>27</b>
<b>5</b>	<b>CURRENT FINANCIAL DELEGATIONS</b>	<b>31</b>
<b>6</b>	<b>AGENDA</b>	<b>33</b>
<b>7</b>	<b>DRAFT RESOLUTIONS AND BOARD OF DIRECTORS' REPORT</b>	<b>35</b>
<b>8</b>	<b>STATUTORY AUDITORS' REPORTS</b>	<b>61</b>
<b>9</b>	<b>HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING</b>	<b>65</b>
	<b>HOW TO COMPLETE THE VOTING FORM BY MAIL OR BY PROXY?</b>	<b>71</b>
	<b>SUBSCRIBE TO E-NOTICES!</b>	<b>73</b>
	<b>SHAREHOLDER DOCUMENTATION AND INFORMATION REQUEST FORM</b>	<b>75</b>

## ENGIE's strategy is focused on accelerating the energy transition. In 2021 the Group reaffirmed its operating strategy and undertook a deep re-organization. It laid the foundations for long-term, sustainable growth in line with its stated purpose. Everything is in place to make 2022 a year of aggressive growth.

### 2021 saw both a renewal of our climate-oriented efforts and significant pressure on energy markets. What is ENGIE's assessment? How are these trends reflected in the ENGIE Group's strategy?

**Jean-Pierre Clamadieu:** 2021 was indeed a turning point. Lines were redrawn, through some very welcome political initiatives. In the United States, President Biden moved to rejoin the Paris Agreement as soon as he took office. At the COP26 conference, for the first time States paved the way for phasing out fossil fuels. The framework established in Paris in 2015 is now completed and operational. The enlistment of corporate interests through voluntary coalitions has considerably sped things up.

Europe is rallying as well. The European Council set a goal to achieve carbon neutrality by 2050 and targeted a 55% reduction in emissions by 2030, compared to the figure in 1990. And the European Commission produced a set of legislative proposals, "Fit for 55," which aim to ensure that these objectives are met. Our economy has undergone a major transformation and ENGIE is determined to take a leading role in it.

The strategic directions set by the Board in July 2020 and based on the Group's purpose, as put into the bylaws at the 2020 Shareholders' Meeting, resulted in clear priorities and the allocation of significant resources. Under the leadership of Catherine and her team, in 2021, the Group made great progress in executing this strategy, and we're starting 2022 with a great deal of enthusiasm and drive about our transformation.

**Catherine MacGregor:** The Group has set a goal of reaching net zero-carbon in its three scopes by 2045 by following a "well below 2°C" pathway. All our employees have enthusiastically engaged with this target, in spite of a difficult public health situation. I'd like to take this opportunity to thank them for this, once again.

In this context of a strong recovery and supply-demand pressure, we've seen a record increase in energy prices. This jump in prices and its impact on consumers and our operations are a reminder of how crucial costs will be to a successful energy transition. We all need to be pragmatic, capitalizing as much as possible on existing networks and yet, going forward, making bold choices so that decarbonized solutions will emerge. Besides the renewables that are a real asset for

France and that deserve to be fully developed regionally in the best conditions, I am also thinking of renewable gases, which can be transported, stored and distributed on our gas networks, as part of a balanced, low-carbon energy mix.

### So 2021 was a good year for ENGIE?

**CMG:** Yes, it was a year of transformation and continuation. In accordance with the Board of Directors, we refocused our operations around our four core businesses: renewables, of course; energy solutions; networks; and thermal production coupled with energy supply. We reaffirmed the Group's industrial approach and the priority we give to operational excellence. In 2021, ENGIE showed strong growth. We commissioned an additional 3 GW of renewable assets and won major contracts in energy solutions, such as with Georgetown University in the United States. We also entered into several strategic partnerships in renewable gases, such as with CMA-CGM for decarbonizing maritime transport and with Masdar in the United Arab Emirates for developing renewable hydrogen.

The sale of EQUANS was not only on favorable terms but it will also give its employees wonderful opportunities for development.

I am sorry, though, about our poor performance in terms of health and safety. We are really focusing on this and improving our approach, wherever we work, among our own employees and those of our contractors.

### How is ENGIE tackling 2022?

**JPC:** 2022 will be a pivotal year, as it will see the establishment of the European regulatory framework, paving the way to a resilient and affordable transition. The choices that lie before us are consistent with the strategic priorities set by the Board of Directors aiming to position the Group as one of the leaders of the energy transition. We are expanding in renewable electricity production, as well as in the production of decarbonized heat and gas. I am convinced of the essential role that green hydrogen can play in making this energy transition efficient and affordable in Europe, and we have all the necessary skills to help that industry emerge. We are also continuing to grow in energy solutions by furthering the decarbonization of our customers. Refocused on our major lines of business and having acquired significant financial means, we are mobilizing all our resources to meet the ambitious growth objectives that we set out last May.



**Catherine MacGregor**  
Chief Executive Officer

**Jean-Pierre Clamadieu**  
Chairman of the Board of Directors

**CMG :** In 2022, ENGIE is on the offensive, with clear priorities, the top one being health and safety. Moreover, the Group has approved growth investments in renewables and networks of about €15 16 billion between 2021 and 2023. We're planning to bring 4 GW of additional renewables capacity into operation this year. In 2022, as in 2021, ENGIE's corporate model puts us in the position of being able to reach our growth objectives. Due to our great expertise in energy management, it enables us to combine renewable energy production with flexible energy production, energy supply and energy solutions. Achieving greater operating excellence becomes, under these circumstances, a major challenge. There, we can count on real advantages: an operations-management approach coupled with a strong local presence and an ability to pay close attention to our stakeholders and build with them.

### **What is the Group's response to the world being plunged into crisis by Russia's invasion of Ukraine?**

**JPC :** ENGIE has strongly condemned the invasion of Ukraine, and we are obviously committed to complying in full with any applicable sanctions. We have expressed our solidarity with those in the region and with our employees who have been affected by these events. Our teams have been mobilized and are acting on the ground with support from the ENGIE Foundation. The Group is robust, and we will face this new crisis with confidence and a spirit of togetherness.

**CMG :** As a global player, we will not shirk from our responsibilities. ENGIE is mobilizing all its resources to ensure the safety of its employees who have been affected by the conflict and to secure its customers' supplies. In 2021, Russia accounted for approximately 20% of the Group's gas sales

and consumption worldwide. We are working to diversify our portfolio by relying on supply agreements with other countries such as Norway, Algeria and the United States, from whom we have recently increased our imports.

### **In this highly competitive environment, how do you keep attracting talent?**

**CMG :** Talented people, especially young people, are looking for meaning and impact, a trend that began a few years ago but that intensified with the public health crisis. They want to do their bit to tackle the great environmental and social challenges that face us. In this regard, ENGIE is a company offering a unique opportunity, the opportunity to collectively rise to the challenge of energy transition. These past two years have also shown us different ways of working, the positive aspects of which we are incorporating, such as giving our employees more flexibility. We need to give women their full place in management and increase diversity—in terms of gender, nationality and career path—at all levels across the Company. Our greatest capital is our people. It's the women and men who work here that make ENGIE the company it is... and that make it successful!

**JPC :** Our teams have shown exemplary commitment and energy in the trying situation of a pandemic and all while we are undertaking a very ambitious transformation. I thank them warmly for this. One point of concern is, of course, the need to reinforce Group culture about health and safety. The Board is really focusing on this subject. Beyond that, I am convinced that we offer our employees and anyone who wants to join us the opportunity to be part of the adventure of climate and energy transition that represents the fundamental challenge of the next decades for preserving our planet.



# ENGIE IS A WORLD LEADER IN ENERGY TRANSITION

## Our businesses

Renewables

Networks

*Energy Solutions*

Thermal production

Energy supply

Nuclear

Others

## OUR PURPOSE

**To accelerate the transition to a carbon-neutral economy**

Enshrined in the group's 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."

## Financial results for the year ended December 31, 2021

### I – Consolidated financial statements (IFRS)

(In € millions)	2021	2020 <sup>(1)</sup>
Revenues	57,866	44,306
Current operating income including operating MtM	6,116	4,001
Current operating income including operating MtM and share in net income of equity method entities	6,916	4,554
<b>NET INCOME</b>	<b>3,758</b>	<b>(893)</b>
Net income, Group share	3,661	(1,536)
Cash generated from operations before income tax and working capital requirements	9,806	8,506

(1) Comparative data at December 31, 2020 have been restated due to the classification of due of Equans activities held for sale as discontinued operations as per IFRS 5.

(In euro)		
Diluted Group earnings per share	1.46	(0.71)

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

(In € millions)	2021	2020
Revenues	36,224	19,272
Net recurring income	(465)	(200)
Non-recurring items	1,771	(4,260)
Income tax	474	532
<b>NET INCOME</b>	<b>1,780</b>	<b>(3,928)</b>

### ENGIE in figures <sup>(1)</sup>

**101,504**  
employees  
(+ 69,970 EQUANS)

**23 GW**  
of urban and  
decentralized power  
networks installed  
capacity <sup>(2)</sup>

**60 GW**  
thermal electricity  
production installed  
capacity

**6.2 GW**  
nuclear electricity  
production installed  
capacity

**34 GW**  
of installed renewable  
electricity production  
capacity  
(+3 GW in 2021)

**+ 300,000 km**  
gas and electricity  
transmission  
and distribution  
networks

**22.3 M**  
B2C energy  
supply contracts

**€14.3 billion**  
green bonds issued  
since 2014

(1) On December 31, 2021

(2) At 100%

## 2030 CRS OBJECTIVES

**43Mt**  
of greenhouse  
gas emissions  
from power  
generation

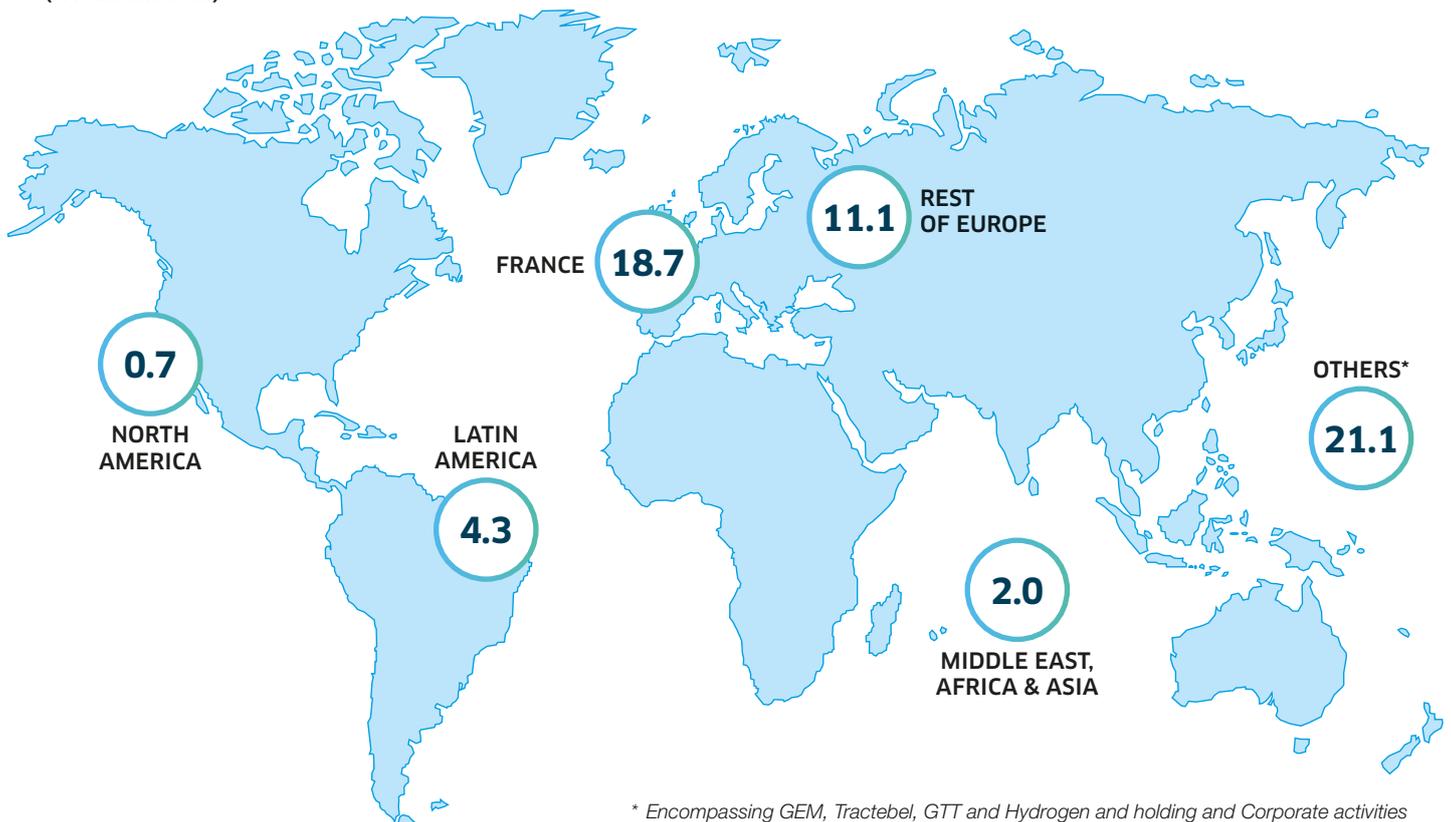
**50%**  
female  
managers  
within  
the Group

**58%<sup>(1)</sup>**  
renewable  
electricity  
production  
capacity

(1) Recognition at 100% capacity

### Geographical distribution

(in €billions)



\* Encompassing GEM, Tractebel, GTT and Hydrogen and holding and Corporate activities

## 2021 HIGHLIGHTS

### Financial data analysis

The Group achieved solid financial performance in 2021 and met its objectives in an unprecedented energy context, mainly by leveraging the strength of its integrated model. Driven by a favorable price environment and operational performance, EBIT showed significant growth, rising 42.2% on an organic basis.

In particular, Renewable Energy, Networks and Nuclear in Belgium contributed positively to the increase in EBIT.

The acceleration in Renewables was notable, with the commissioning of +3 GW, bringing the total capacity to over 34 GW. After a period of uncertainty related to the pandemic, 2021 was also marked by the resumption of business development within Energy Solutions.

The progress made in the 2023 strategic plan presented last year lays a solid foundation for ENGIE to achieve its carbon neutrality goals while continuing to grow over the long term.

**Revenues** were €57.9 billion, up 30.6% on a gross basis and 33.1% on an organic basis.

Group **EBITDA** totaled €10.6 billion, up 18.6% on a gross basis and 21.9% on an organic basis.

**EBIT**, which totaled €6.1 billion, recorded an increase of 36.8% on a gross basis and 42.2% on an organic basis.

Renewables recorded an organic increase in EBIT of 21.7%, thanks in particular to higher achieved prices in hydroelectric generation in France and Brazil and to capacity commissioned, mainly in the United States and Brazil.

Networks recorded an organic increase in EBIT of 13.1%.

Networks EBIT in France increased due to colder temperatures and the post-Covid recovery. EBIT outside France increased due to a higher organic contribution from TAG (the largest owner of natural gas transmission networks in Brazil) as well as colder temperatures in the rest of Europe.

ENGIE Nuclear generation assets in Belgium reached a high level of availability of 92%, compared to 63% in 2020.

**The net recurring income from continuing operations, Group share** amounted to €2.9 billion, compared with €1.7 billion at December 31, 2020. This increase is mainly due to the strong growth in EBIT and the decrease in the recurring effective tax rate from 30.5% to 29.3%.

**The net recurring income, Group share** including Equans amounted to €3.2 billion, compared with €1.7 billion at December 31, 2020.

**Financial net debt** amounted to €25.3 billion, an increase of €2.9 billion compared with December 31, 2020.

At the end of December 2021, the **economic net debt to EBITDA ratio** was 3.6x, down 0.4x compared with December 31, 2020 and in line with the objective of being less than or equal to 4.0x.

### 2022-2024 financial outlook and objectives<sup>(1)</sup>

By 2024, the Group expects its results to grow, driven mainly by investments in Renewables and by the improved performance of Energy Solutions, as well as a resilient contribution from Networks. This growth should be based in particular on a significant improvement in productivity. This combination of positive factors should more than offset the decline in results in Nuclear in Belgium following the shutdown of plants between now and 2025 and generate progressive growth in results and dividends.

The Group is targeting a steady increase in results from 2022 to 2024 and is forecasting:

€ billions	2022	2023	2024
Net recurring income, Group share	3.1-3.3	3.2-3.4	3.3-3.5

ENGIE confirms its target of €15-16 billion in growth investments between 2021 and 2023 and plans to invest around €5 billion, mainly in the same key activities, in 2024.

### Dividend

ENGIE is committed to offering a growing and sustainable dividend to its shareholders.

The Board of Directors has thus reaffirmed the Group's dividend policy, which aims to distribute 65 to 75% of net recurring income, Group share, including a dividend floor of €0.65 per share for the period from 2021 to 2023.

For 2021, the Board of Directors has therefore proposed to distribute 66% of the net recurring income, Group share, *i.e.* **a dividend of €0.85 per share**. This proposal will be submitted to the shareholders for approval at the Shareholders' Meeting on April 21, 2022.

(1) See the 2021 annual results press release published on February 15, 2022 for details of the objectives (p. 12).

## Progress toward carbon neutrality and environmental, social and corporate governance objectives (ESG)

ENGIE is committed to achieving the “Net Zero-Carbon” objective on the three scopes by 2045 by following the “well below 2°C” trajectory, with intermediate milestones. In line with this objective, ENGIE became one of the founding members of the First Movers Coalition launched at COP26. By joining this coalition, ENGIE is committed to purchasing low-carbon products to contribute to the development of decarbonized supply chains.

In 2021, the Group pursued its objective of moving away from coal with the disposal of Jorge Lacerda in Brazil and the closure of Tejo in Portugal.

ENGIE confirmed its commitment to withdraw from all coal assets in Europe by 2025 and globally by 2027, including coal generation for district heating and cooling networks.

At the end of 2021, coal represented 2.9 GW within ENGIE’s total centralized generation portfolio of 100.3 GW.

### KEY ESG OBJECTIVES

In 2021, **greenhouse gas emissions from energy production** decreased to 67 million tons (target of 43 million tons in 2030).

ENGIE also increased the **share of renewable energy in its portfolio** to 34% in 2021 from 31% at the end of 2020 (target of 58% in 2030).

In terms of **gender diversity**, 25% of executives at ENGIE were female at the end of 2021 (target of 50% by 2030).

## Progress in the implementation of the strategic plan

### SIMPLIFICATION AND REFOCUSING OF THE GROUP

During 2021, ENGIE’s refocusing has made significant progress, with €9.2 billion of disposals signed or completed to date. Given the strong momentum, the total impact of the disposal plan on financial net debt is now expected to be at least €11 billion between 2021 and 2023, compared with an initial indication of €9-10 billion.

On November 5, 2021, ENGIE entered exclusive negotiations with Bouygues for the sale of 100% of Equans. This is a major step in the implementation of ENGIE’s strategic plan, which contributes to the simplification of the Group and will enable it to focus on accelerating investments in its core activities.

In addition, on August 31, ENGIE received a firm and irrevocable offer from the ALTRAD group for ENDEL, a wholly owned subsidiary of ENGIE and specialist in industrial maintenance and energy services. This is a further step in the simplification of the service activities portfolio. ENGIE finalized the sale of 10% of GTT in May and the sale of ENGIE EPS in July. Finally, in December, ENGIE and its partner SIG announced the completion of the sale of 11.5% of GRTgaz’s share capital.

In terms of geographic refocusing, the Group has exited, or has signed agreements to exit, 18 countries by 2021. Once these exits are effective, the Group will operate in 35 countries. ENGIE hopes to reduce its geographical footprint to under 30 countries by 2023.

### CONTINUED GROWTH IN 2021

In Renewables, the Group commissioned +3 GW for the third year in a row, making a total of 9 GW of new capacity between 2019 and 2021.

The Group’s total installed capacity in Renewables is now over 34 GW. ENGIE is on track to accelerate its annual capacity additions, which will average 4 GW per year by 2025, reaching 50 GW of installed renewable capacity by that time.

After a period of uncertainty related to the pandemic, 2021 was marked by the resumption of business development within Energy Solutions. In December 2021, the City of Paris chose ENGIE and its partner, the RATP group, to manage its cooling network, renewing the concession for a 20-year period.

Finally, as regards Networks internationally, the start of commercial operation at Gralha Azul and the first energization tests on Novo Estado, the two electricity transmission lines built by ENGIE in Brazil, are significant achievements for the Group.

### INVESTMENT SELECTIVITY

Total investments in 2021 amounted to €8 billion, of which €4.3 billion was dedicated to growth investments. These figures are perfectly in line with the strategic plan presented in May 2021 to achieve the “Net Zero-Carbon” objective by 2045. Growth investments have been earmarked for Renewables (44%), Networks (31%) and Energy Solutions (17%).

### INITIAL PERFORMANCE PLAN RESULTS

The performance plan has enabled ENGIE to achieve its 2021 objective contribution to EBIT of €0.1 billion. Operational excellence and the optimization of support functions have contributed to the achievement of this objective.

The net contribution to EBIT between 2021 and 2023 for this performance plan should amount to €0.6 billion.



# 2 Governance

## The Board of Directors and its committees (Situation as at December 31, 2021)

**7** DIRECTORS  
elected by the Shareholders' Meeting



Fabrice Brégier



Françoise Malrieu



Catherine MacGregor  
Chief Executive Officer



Jean-Pierre Clamadieu  
Chairman of the Board  
of Directors



Ross McInnes



Lord Peter Ricketts  
of Shortlands



Marie-José  
Nadeau

**1** DIRECTOR  
representing  
the French State



Stéphanie Besnier

**3** DIRECTORS  
elected to represent  
employees



Christophe  
Agogué



Alain Beullier

**2** DIRECTORS  
elected by the Shareholders'  
Meeting on the recommendation  
of the French State



Patrice Durand

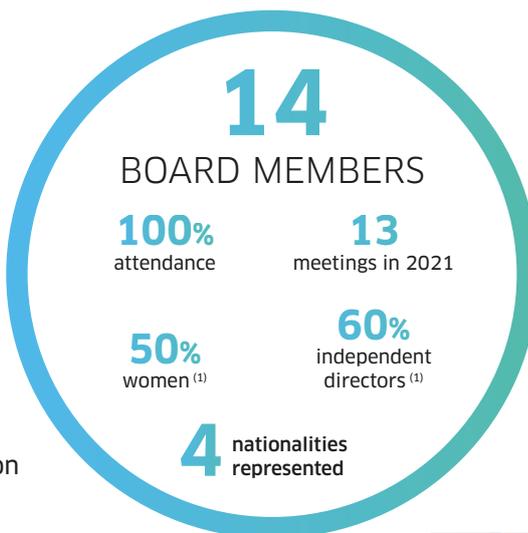


Mari-Noëlle  
Jégo-Laveissière

**1** DIRECTOR  
elected by the Shareholders'  
Meeting to represent  
employee shareholders



Jacinthe Delage



### AUDIT COMMITTEE

5 MEMBERS

100%  
attendance

11  
meetings in 2021

### STRATEGY, INVESTMENT AND TECHNOLOGY COMMITTEE

6 MEMBERS

96%  
attendance

12  
meetings in 2021

### APPOINTMENTS, COMPENSATION AND GOVERNANCE COMMITTEE

5 MEMBERS

97%  
attendance

6  
meetings in 2021

### ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE

4 MEMBERS

96%  
attendance

7  
meetings in 2021

(1) Pursuant to the applicable rules of the French Commercial Code and the Afep-Medef Code, in assessing the ratio of women to men and the percentage of independent Directors on Boards of Directors, the law stipulates that Directors representing employees or employee shareholders are not counted.

## Composition of the Board of Directors <sup>(1)</sup>

	Age	Nationality	Inde- pendence	Date of first appoint- ment	End of term of office	Participation in the committees of the Board of Directors			
						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	63 years old		√	05/18/2018	2022		●	△	
Catherine MacGregor	49 years old		-	05/20/2021	2025		△	△	△
Fabrice Brégier	60 years old		√	05/03/2016	2024			□	
Françoise Malrieu	76 years old		√	05/02/2011	2023	□		●	□
Ross McInnes	67 years old		√	05/18/2018	2022	□	□		●
Marie-José Nadeau	68 years old		√	04/28/2015	2023	●	□		
Lord Ricketts of Shortlands	69 years old		√	05/03/2016 <sup>(3)</sup>	2024			□	
<b>Director representing the French State</b>									
Stéphanie Besnier	44 years old		-	05/19/2021	2025	□	□	□	
<b>Directors elected by the Shareholders' Meeting on the recommendation of the French State</b>									
Patrice Durand	68 years old		-	12/14/2016	2023		□		
Mari-Noëlle Jégo-Laveissière	53 years old		-	04/28/2015	2023				□
<b>Directors elected to represent employees</b>									
Christophe Agogué	60 years old		N/A <sup>(2)</sup>	05/18/2018	2022	□			
Alain Beullier	57 years old		N/A <sup>(2)</sup>	01/21/2009	2022			□	
Philippe Lepage	57 years old		N/A <sup>(2)</sup>	04/28/2014	2022		□		
<b>Director elected by the Shareholders' Meeting to represent employee shareholders</b>									
Jacinthe Delage	45 years old		N/A <sup>(2)</sup>	05/20/2021	2025				□

(1) On February 14<sup>th</sup>, 2022.

(2) Pursuant to the Afep-Medef Code, the number of Directors representing employees or employee shareholders is not taken into account in calculating the percentage of Independent Directors.

(3) With effect from August 1, 2016

● Chair. □ Member. △ Attends the committee without being a member.

**Government Commissioner**  
Laurent MICHEL  
Nationality   
55 years old

**Substitute Government Commissioner**  
Alice Vieillefosse  
Nationality   
34 years old

**Representative of the Social and Economic Committee**  
Hamid AIT-GHEZALA  
Nationality   
47 years old

### Map of Directors' areas of expertise\*



\* Information presented in Section 4.1.1.7 of the 2021 Universal Registration Document.

# Activities of the Board of Directors and its committees in 2021

## MAIN ACTIVITIES OF THE BOARD OF DIRECTORS IN 2021

<p><b>Group strategic planning and monitoring of its operations</b></p> <ul style="list-style-type: none"> <li>• Repositioning of ENGIE for long-term and sustainable growth by focusing on renewables and infrastructure to support its customers' decarbonization.</li> <li>• Operational implementation of new strategic guidelines.</li> <li>• Continuation of geographical refocusing.</li> <li>• Full exit from nuclear by 2025 and discontinuation of Long Term Operation (LTO) work.</li> <li>• Implementation of a specific system to achieve the Group's objectives in the offshore wind market.</li> <li>• Adjustment of the way in which the internal rate of return is calculated within the context of the acceleration of investments in renewables.</li> </ul>	<p><b>Governance, appointments and compensation</b></p> <ul style="list-style-type: none"> <li>• Information on the composition of the Executive Committee, roll-out of the new organization.</li> <li>• Lessons to be learned from the dialog between the Chairman and the shareholders, investors and proxy advisors, particularly in the context of governance roadshows.</li> <li>• Preparation for the Ordinary and Extraordinary Shareholders' Meeting and responses to written questions from shareholders.</li> <li>• Diversity, expertise and independence policy for Directors in office.</li> <li>• Elections of Directors representing employees.</li> <li>• Appointments to the Board committees.</li> <li>• Report on the Chairman of the Board's term of office.</li> <li>• Assessment of the functioning of the Board.</li> <li>• Employee shareholding policy and future plans.</li> <li>• Compensation of the corporate officers.</li> <li>• Performance share plans.</li> </ul>
<p><b>Finance, audit and risks</b></p> <ul style="list-style-type: none"> <li>• Approval of the separate and consolidated financial statements, proposed allocation of earnings and their draft press releases.</li> <li>• Dividend policy and guidance.</li> <li>• Approval of the provisional management documents.</li> <li>• Approval of the budget and medium-term business plan.</li> <li>• Renewal of the annual authorizations granted to the Chief Executive Officer to issue bond loans and to issue guarantees and other securities.</li> <li>• Refinancing of the syndicated credit line maturing in 2022.</li> <li>• 2021 risk review.</li> </ul>	<p><b>Corporate Social Responsibility</b></p> <ul style="list-style-type: none"> <li>• CSR objectives: carbon neutrality and trajectory, exit from coal and customer decarbonization.</li> <li>• Draft resolution "Say on climate"</li> <li>• Examination of the appropriateness of investment projects vis-a-vis each of the Group's CSR criteria, thus taking into account social, ethical and climatic challenges in particular.</li> <li>• Professional and salary equality policy.</li> <li>• Declaration on modern slavery provided under UK regulations.</li> <li>• Internal CSR reports.</li> </ul>
<p><b>Investments and sales of assets</b></p> <ul style="list-style-type: none"> <li>• Review of a series of investment and divestment projects requiring a decision by the Board, including:             <ul style="list-style-type: none"> <li>- the sale process for Equans entered into in the autumn with a commitment to purchase signed by Bouygues;</li> <li>- the sale of the 60.5% stake in ENGIE EPS SA to the Taiwanese company TCC;</li> <li>- the sale of 11.5% of GRTgaz to the Caisse des Dépôts and to CNP Assurances;</li> <li>- the sale of Endel to the Altrad group;</li> <li>- the partial withdrawal from Gaztransport &amp; Technigaz (GTT).</li> </ul> </li> </ul>	<p><b>Strategic planning seminar in October 2021</b></p> <ul style="list-style-type: none"> <li>• Discussion of developments in the sector and the expectations of the Group's stakeholders.</li> <li>• Progress review of the strategic road map six months after its launch.</li> <li>• Sharing the findings of strategic workshops held on the future of gas infrastructure, ambitions for electricity infrastructure internationally, retail energy supply and on the Group's research and innovation.</li> <li>• A more comprehensive review of the Group's activities and exposure in Brazil.</li> </ul>

## MAIN ACTIVITIES OF THE COMMITTEES IN 2020

### Audit Committee

- The consolidated and separate financial statements as at Thursday, December 31, 2020 and Wednesday, June 30, 2021, the financial information for the first and third quarters of 2021 and their related press releases.
- The annual and interim assumptions and forecasts and the provisional management documents.
- 2021 financial trajectory and guidance.
- The quarterly activity reports from the Internal Audit, the follow-up of audit recommendations and the 2021 and 2022 annual audit plans.
- The 2020 review of the Group's internal control and targets for 2021.
- The monitoring of plans to dispose of shareholdings, including Equans and GTT.
- The operating accounts of the Chairman and the Board of Directors.
- The industrial risks associated with some major projects.
- The Group insurance review.
- The presentation of the activities of the 'GBS' shared service center, their evolution and contribution to the Group's performance.
- The Group's tax policy, the main tax disputes and fiscal reform plans.
- The transparency of foreign operations.
- The monitoring of priority risks (cybersecurity).

### Strategy, Investment and Technology Committee (SITC)

- The Group's commitments to exiting coal.
- The specific system implemented to achieve the Group's objectives in the offshore wind market and adjustment of the way in which the internal rate of return is calculated within the context of the acceleration of investments in renewables.
- A series of investment and disposal projects.
- Feedback on acquisitions and look-back on a series of acquired projects.

### Joint meetings of the Audit Committee and the SITC

- The full exit from nuclear by 2025 and the discontinuation of LTO work.
- The new strategic road map, unveiled on May 18, 2021, including GBU road maps, Group objectives and the short-term financial plan.
- Support for the planned disposal of Equans (the industrial plan and valuation items).
- Budget and medium-term business plan.

### Appointments, Compensation and Governance Committee

#### Appointments and Governance

- The policy on diversity within the Board, the composition of the Board and its committees, independence and expertise of Directors.
- Assessment of the functioning of the Board and its committees.
- Report on the Chairman of the Board's term of office.
- Succession plans.
- The process of electing Directors representing employees.
- Information on the composition of the Executive Committee and on the implementation and roll-out of the new organization.
- Employee shareholding policy and the next plan.

#### Compensation

- Compensation for corporate officers.
- The success rate of Performance shares' plans.
- Performance share plans for 2021.
- Information regarding compensation of members of the Executive Committee and the compensation policy for senior management.
- Equity ratios.

### Ethics, Environment and Sustainable Development Committee (EESDC)

#### Ethics and compliance

- The annual report on ethics and compliance.
- Changes in ethics policies.
- The declaration on modern slavery (UK regulations).

#### Environmental and social responsibility

- The Group's CSR performance and a report by one of the Statutory Auditors on this performance.
- CSR objectives and their roll-out, including the carbon neutrality target, the carbon trajectory and the "Sciences Based Targets" certification.
- The coal exit policy.
- The draft resolution known as Say on Climate.
- The "climate change" priority risk and the implementation of the recommendations of the "Task force on Climate-related Financial Disclosure" (TCFD).
- Publication in accordance with the "Sustainability Accounting Standards Board" (SASB).

#### Employer's social responsibility

- Annual health and safety report.
- The review of every fatal accident and health and safety action plans (the EESDC held two extraordinary meetings to discuss these issues);
- the "HR risks associated with transformation issues" priority risk.
- The professional and salary equality policy and indices.

## Informations on the Directors whose renewal of office is submitted to the Shareholders' Meeting



### Age and nationality

63

French 

### Business address:

ENGIE  
1 place Samuel de Champlain  
92400 Courbevoie

### Shares held:

50,000 shares

### Jean-Pierre Clamadieu

Jean-Pierre Clamadieu is a graduate of the École Nationale Supérieure des Mines de Paris and an engineer of the Corps des Mines. He began his career within the French administration, particularly working for the Ministry of Industry and as technical advisor to the Minister of Labor. In 1993, he joined the Rhône-Poulenc group where he held several management positions. In 2003, he was appointed Chief Executive Officer of the Rhodia group, and then Chairman-CEO in 2008. In September 2011, following the merger of the Rhodia and Solvay groups, Jean-Pierre Clamadieu was named Vice-Chairman of the Solvay Executive Committee. From May 2012 to the end of February 2019, Jean-Pierre Clamadieu served as Chairman of the Executive Committee and CEO of Solvay. On May 18, 2018, he was appointed Director and Chairman of the Board of ENGIE. On October 8, 2020, he was also appointed Chairman of ENGIE Foundation.

### Areas of expertise

Office of Chair or Director of a large company  
General Management  
Industrial sector

### Principal activities outside the Company :

Director of companies



### Age and nationality

67

French and Australian 

### Business address:

SAFRAN  
2, boulevard du Général  
Martial Valin  
Paris 15<sup>e</sup>

### Shares held:

500 shares

### Ross McInnes

A graduate of the University of Oxford, Ross McInnes began his career in 1977 with Kleinwort Benson in London and then in Rio de Janeiro. In 1980, he joined Continental Bank (which became Bank of America) where he successively held several positions in corporate finance operations, first in Chicago and then in Paris. In 1989, Ross McInnes joined Eridania Beghin-Say, where he was appointed Chief Financial Officer in 1991, and a member of the Board of Directors in 1999. The following year, Ross McInnes joined Thomson-CSF (now Thales) as Senior Vice-President and Chief Financial Officer and worked on the transformation of the Group until 2005. He then joined the PPR group (now Kering) as Senior Vice-President for Finance and Strategy, then became a member of the Supervisory Board of Générale de Santé in 2006. He temporarily chaired the Management Board of Générale de Santé from March until June 2007. He also holds the positions of Vice-Chairman of Macquarie Capital Europe, specializing primarily in infrastructure investments. In March 2009, Mr. McInnes joined Safran and became Executive Vice-President, Economic and Financial Affairs in June of that year. He served as a member of the Safran Management Board from July 2009 to April 2011, then as Deputy Chief Executive Officer until April 2015. On April 23, 2015, he became Chairman of the Safran Board of Directors. Since February of 2015, Ross McInnes has also served as Special Representative for economic relations with Australia, appointed by the Minister of Foreign Affairs and International Development in the context of French economic diplomacy. From November 2016 to November 2019, he was a member of the High Committee on Corporate Governance. In February 2017, he joined SICOM, the general partner of VIVESCIA Industries, as a "qualified person". In October 2017, the Prime Minister appointed Mr. McInnes Co-Chairman of the "Public Action 2022" Committee to propose actions to reform public policies. The committee has since achieved its goals. Since January 2018, Ross McInnes has been a Trustee and Director of the IFRS Foundation. In October 2018, the Prime Minister tasked him with promoting France to British or foreign companies in the non-financial sector located in the United Kingdom. Ross McInnes is also a Director of Eutelsat Communications <sup>(1)</sup>.

### Principal activities outside the Company:

Chairman of the Board of Directors of Safran <sup>(1)</sup>

### Areas of expertise

Office of Chair or Director of a large company  
Finance  
Industrial sector

(1) Listed company.

## Informations on the Director whose appointment is being submitted to the Shareholders' Meeting



### Marie-Claire Daveu

A graduate of the AgroParisTech's École nationale du génie rural, des eaux et des forêts department (School of Rural Engineering, Water Resources and Forestry) and an engineer of the French administration's Corps des Ponts, des Eaux et des Forêts, Marie-Claire Daveu also holds a postgraduate diploma (DESS) in public administration from the Paris Dauphine University.

She began her career in 1997 with the Manche Regional Division for Agriculture and Forestry (northern France). In 2001, she joined the French Ministry for Strategic Planning and the Environment. In 2002, she was appointed Technical Advisor on ecology and sustainable development, attached to the office of Prime Minister Jean-Pierre Raffarin, before serving as Chief of Staff to Serge Lepeltier, Minister of Ecology and Sustainable Development in 2004. She then joined the Sanofi-Aventis Group in 2005 as Director of Sustainable Development. In 2007, she served as Chief of Staff for Nathalie Kosciusko-Morizet, first at the Ministry of Ecology, then at the Ministry for Planning, Public Policy and Development of the Digital Economy, and finally at the Ministry of Ecology, Sustainable Development, Transport and Housing.

In 2012, she joined the Kering Group, serving as Chief Sustainability Officer and Head of International Institutional Affairs. She is also a member of the Group's Executive Committee.

#### *Principal activities outside the Company:*

*Director of Sustainable Development and Head of International Institutional Affairs*

#### Age and nationality

50

French 

Business address:

KERING

40 rue de Sèvres

Paris 7<sup>e</sup>

#### Shares held:

500 shares

### Areas of expertise

CSR

Energy sector

Offices of Chair or Director of a large company

# 3

## Compensation of executives and corporate officers

### Compensation components paid in 2021 or awarded for the same year to each executive corporate officer of the Company, subject to shareholder approval

In accordance with Article L.22-10-34 II of the French Commercial Code, the Shareholders' Meeting of April 21, 2022 will vote on the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in, or awarded for, 2021 to Jean-Pierre Clamadieu, Chairman of the Board, and Catherine MacGregor, Chief Executive Officer.

The variable or extraordinary compensation components awarded for 2021 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, 2021 TO JEAN-PIERRE CLAMADIEU, CHAIRMAN OF THE BOARD

Compensation components	Amounts paid in 2021	Amounts awarded for 2021	Details
Fixed compensation	€450,000	€450,000	Jean-Pierre Clamadieu's fixed annual compensation amounts to €450,000.
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 of any kind	None	None	Jean-Pierre Clamadieu did not benefit from the use of a Company vehicle.

## COMPENSATION COMPONENTS PAID IN, OR AWARDED FOR, 2021 TO CATHERINE MACGREGOR, CHIEF EXECUTIVE OFFICER

Compensation components	Amounts paid in 2021	Amounts awarded for 2021	Details
<b>Fixed compensation</b>	€1,000,000	€1,000,000	Catherine MacGregor's fixed compensation was set at €1,000,000
<b>Annual variable compensation</b>	None	€1,109,000	<p>The target annual variable compensation to be paid in 2022 for 2021 amounts to 100% of the fixed compensation (€1,000,000) for a 100% target achievement rate, with a maximum of 140% of the fixed compensation (€1,400,000) in the event that targets are exceeded.</p> <p>It breaks down into two components: a financial component (65%) and a non-financial component (35%).</p> <p>For the financial component, the criteria used are net recurring income, Group share (25%), COI (25%), free cash flow (excluding GEM) (25%) and economic net debt (25%). The financial targets for 2021 were based on the Group's provisional budget as prepared by the Board of Directors on February 25, 2021.</p> <p>The non-financial component includes:</p> <ul style="list-style-type: none"> <li>the simplification and strengthening of the organization: implementation of the organization, Executive Committee, commitment (30%);</li> <li>efficiency in implementing strategy: Equans, GBU growth strategy, performance management (40%);</li> <li>occupational accidents frequency rate (10%);</li> <li>CO<sub>2</sub> emissions related to power generation (10%);</li> <li>outperformance of the sector average as published by each of the following five rating agencies: SAM, Sustainalytics, Vigeo-Eiris, MSCI and CDP Climate are included (10%).</li> </ul> <p>At its meeting of February 14, 2022, the Board of Directors, on the recommendation of the ACGC:</p> <ul style="list-style-type: none"> <li>noted that the success rate of the financial criteria was 129% (broken down as follows: Net recurring income Group share, per share: 140%; COI: 140%; Free cash flow: 123%; Economic net debt: 112%);</li> <li>set the success rate of non-financial criteria at 121% (broken down as follows: 110%, strategy: 130%; occupational accidents frequency rate: 140% - however, see the bonus reduction specified below; CO<sub>2</sub> emissions related to power generation: 117%; outperformance in terms of CSR ratings: 100%).</li> </ul> <p>Based on the respective weightings of financial and non-financial criteria, the overall success rate was determined to be 126%, or €1,259,000.</p> <p>Given the severity of the accidents in 2021 and on the proposal of the Chief Executive Officer, the Board decided that a 15% reduction in the target bonus, or €150,000, will be applied to the bonus payable in 2022 for 2021 which will be reduced from €1,259,000 to €1,109,000.</p> <p>The variable component for 2021 was thus €1,109,000. It will only be paid to Catherine MacGregor if approved by the shareholders at the Shareholders' Meeting of April 21, 2022.</p>
<b>Multi-annual variable compensation</b>	None	None	Catherine MacGregor did not receive any multi-annual variable compensation.
<b>Directors' fees</b>	None	None	Catherine MacGregor did not receive any compensation for her office as a Director.
<b>Extraordinary compensation</b>	None	None	Catherine MacGregor did not receive any extraordinary compensation.

Compensation components	Amounts paid in 2021	Amounts awarded for 2021	Details
<b>Awarding of stock options, Performance Shares and any other long-term compensation</b>	None	Valuation: €880,800	Catherine MacGregor was awarded 120,000 Performance Units for 2021 (see Note on this theoretical valuation in Section 4.4.1.7 of the 2021 Universal Registration Document).
<b>Compensation associated with the commencement or termination of duties</b>	None	None	<p>In the event of departure from the Group, the former Chief Executive Officer will be bound by a non-compete commitment for a period of one year from the end of his or her term of office and will receive one year's compensation payable in twelve monthly installments. The Board of Directors may waive the application of this clause at the time of the officer's departure.</p> <p>In the event of forced departure not resulting from serious misconduct on the part of the executive corporate officer, and regardless of the form of such departure, the Chief Executive Officer shall receive an indemnity of two years' compensation, which shall be payable only if the performance conditions attached to the annual variable component of the compensation for the two years preceding the year of departure have been met by at least 90% on average.</p> <p>In addition, all provisions of the Afep-Medef Code are applicable to the non-compete commitment and severance payments, in particular with regard to those two payments combined, which may not exceed two years of compensation. "Year of compensation" within the meaning of the non-compete commitment and severance payments referred to above means the last annual fixed compensation plus the annual variable compensation paid calculated on the basis of the average annual variable compensation paid for the two years preceding the year of departure.</p>
<b>Supplementary pension plans</b>	None	€527,250	Lastly, the Chief Executive Officer continues 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 corresponds 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 includes the variable portion linked to the Group's results. The employer contribution for 2021 amounts to €527,250 and will be paid in 2022 subject to a favorable vote from the shareholders at the Shareholders' Meeting on April 21, 2022. The Chief Executive Officer also benefits from the mandatory pension plan (Article 83) applicable to all senior Group managers. The contribution (Article 83) for 2021 is €26,327.
<b>Benefits of any kind</b>	€4,060	€4,060	Catherine MacGregor 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 <sup>(1)</sup>

### Compensation multiples for the office of Chairman

Table of ratios relating to I.6 and 7 of Article L.22-10-9 of the French Commercial Code

	2017	2018	2019	2020	2021
Compensation for the <b>Office of Chairman</b> : Jean-Pierre Clamadieu from 05/18/2018 - Previously Gérard Mestrallet was Chairman and CEO		350,000	433,064	450,000	450,000
<i>Change from the previous year</i>			24%	4%	0%
<b>Information on the scope of consolidation of the listed company – not representative in terms of activity and the number of employees</b>					
Average employee compensation	72,365	73,875	73,845	76,791	77,142
<i>Change from the previous year</i>	5%	2%	0%	4%	0%
Median employee compensation	64,361	66,175	66,487	72,571	66,967
<b>Ratio to average employee compensation</b>	-	-	-	-	-
<i>Change from the previous year</i>	-	-	-	-	-
<b>Ratio to median employee compensation</b>	-	-	-	-	-
<i>Change from the previous year</i>	-	-	-	-	-
<b>Additional information about the expanded scope of consolidation (France) <sup>(2)</sup></b>					
Average employee compensation	45,551	46,307	46,476	46,870	48,278
<i>Change from the previous year</i>	1%	2%	0%	1%	3%
Median employee compensation					Not available
<b>Ratio to average employee compensation</b>		<b>7.6</b>	<b>9.3</b>	<b>9.6</b>	<b>9.3</b>
<i>Change from the previous year</i>			23%	3%	-3%
<b>Ratio to median employee compensation</b>					Not calculable
<i>Change from the previous year</i>	-	-	-	-	-
<b>Company performance <sup>(3)</sup></b>					
COI organic growth	5%	5%	14%	-16%	47%
<i>Change from the previous year</i>	150%	0%	180%	-214%	194%
ROCE	6.30%	6.50%	6.10%	5.45%	8.90%
<i>Change from the previous year</i>	9%	3%	-6%	-11%	63%
Net recurring income, Group share (excluding E&P and LNG) (€ billions)	2.54	2.38	2.46	1.70	3.20
<i>Change from the previous year</i>	-9%	-6%	3%	-31%	85%

(1) The information contained in this Section is established pursuant to the Afep guidelines, updated in February 2021.

(2) The ratio deemed relevant is that which takes account all employees in France.

(3) Performance is assessed on a consolidated basis.

## Compensation multiples for the office of the Chief Executive Officer

Table of ratios relating to I.6 and 7 of Article L.22-10-9 of the French Commercial Code

FY N-1	2017	2018	2019	2020	2021
Compensation for the <b>Office of Chief Executive Officer</b> : Isabelle Kocher from May 3, 2016 to February 24, 2020, then Claire Waysand in the interim period from February 24, 2020 to December 31, 2020, then Catherine MacGregor from January 1, 2021	2,319,438	2,550,142	2,588,572	1,287,669	2,608,350
<i>Change from the previous year</i>	-2%	10%	2%	-50%	103%
<b>Information on the scope of consolidation of the listed company – not representative in terms of activity and the number of employees</b>					
Average employee compensation	72,365	73,875	73,845	76,791	77,142
<i>Change from the previous year</i>	5%	2%	0%	4%	0%
Median employee compensation	64,361	66,175	66,487	72,571	66,967
<b>Ratio to average employee compensation</b>	-	-	-	-	-
<i>Change from the previous year</i>	-	-	-	-	-
<b>Ratio to median employee compensation</b>	-	-	-	-	-
<i>Change from the previous year</i>	-	-	-	-	-
<b>Additional information about the expanded scope of consolidation (France) <sup>(1)</sup></b>					
Average employee compensation	45,551	46,307	46,476	46,870	48,278
<i>Change from the previous year</i>	1%	2%	0%	1%	3%
Median employee compensation					Not available
<b>Ratio to average employee compensation</b>	<b>50.9</b>	<b>55.1</b>	<b>55.7</b>	<b>27.5</b>	<b>54.0</b>
<i>Change from the previous year</i>		8%	1%	-51%	97%
<b>Ratio to median employee compensation</b>					Not calculable
<i>Change from the previous year</i>	-	-	-	-	-
<b>Company performance <sup>(2)</sup></b>					
COI organic growth	5%	5%	14%	-16%	47%
<i>Change from the previous year</i>	150%	0%	180%	-214%	194%
ROCE	6.30%	6.50%	6.10%	5.45%	8.90%
<i>Change from the previous year</i>	9%	3%	-6%	-11%	63%
Net recurring income, Group share (excluding E&P and LNG) (€ billions)	2.54	2.38	2.46	1.70	3.20
<i>Change from the previous year</i>	-9%	-6%	3%	-31%	85%

(1) The ratio deemed relevant is that which takes into account all employees in France.

(2) Performance is assessed on a consolidated basis.

## Compensation policy for corporate officers

The compensation policies for corporate officers below will be submitted for shareholder approval at the Ordinary Shareholders' Meeting of April 21, 2022, in accordance with Article L.22-10-8 of the French Commercial Code.

Meeting of April 21, 2022, in accordance with Article L.22-10-8 of the French Commercial Code.

### 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 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 Article 21.1 of the Afep-Medef Code.

The rules of distribution applied are presented below. They are unchanged in 2022 compared to 2021. They were last amended on July 29, 2019. It should be noted that executive corporate officers do not receive compensation for their participation on 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 <sup>(2)</sup>	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 and 50% for non-European non-residents, in the event of physical attendance at meetings.

(2) Jean-Pierre Clamadieu, Chairman of the SITC, does not receive any compensation for his participation in the work of the Board and this committee.

## Directors appointed by the Shareholders' Meeting

The corporate officers who are not executives received the compensation shown in the table below for fiscal year 2021. Unless

otherwise indicated, no other compensation was paid to these officers by the Company or by its subsidiaries for the said fiscal year.

<i>(In euros)</i>	Fiscal year 2021 <sup>(1)</sup>	Fiscal year 2020 <sup>(1)</sup>
Fabrice Brégier	91,500 <sup>(2)</sup>	91,500 <sup>(2)</sup>
Patrice Durand <sup>(3)</sup>	77,775 <sup>(2)</sup>	77,775 <sup>(2)</sup>
Mari-Noëlle Jégo-Laveissière <sup>(3)</sup>	75,812 <sup>(2)</sup>	74,970 <sup>(2)</sup>
Françoise Malrieu	150,500 <sup>(2)</sup>	150,500 <sup>(2)</sup>
Ross McInnes	150,500 <sup>(2)</sup>	150,500 <sup>(2)</sup>
Marie-José Nadeau	177,087 <sup>(4)</sup>	166,389 <sup>(4)</sup>
Lord Peter Ricketts of Shortlands	96,048 <sup>(4)</sup>	97,672 <sup>(4)</sup>
<b>TOTAL</b>	<b>819,222</b>	<b>809,306</b>

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

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

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

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

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

The Directors representing the French State, Isabelle Bui then Stéphanie Besnier, did not personally receive any compensation from the Company or from companies controlled by the Company for their term of office in 2021.

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 (€160,229) 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 Agogué, Alain Beullier, Philippe Lepage, Jacinthe Delage and Christophe Aubert.

## 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 ACGC. It is subject to a presentation and binding votes at the Annual Shareholders' Meeting in accordance with Article L.22-10-8 of the French Commercial Code.

The compensation policy is reviewed annually by the ACGC and is based in particular on specific studies.

Pursuant to Article 3.3.1 of the Board's Internal regulations, executive corporate officers do not take part in meetings of the ACGC on matters relating to them.

In its recommendations to the Board of Directors, the ACGC 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 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 ACGC, 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 ACGC 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 2022

The compensation of the Chairman of the Board of Directors for 2022 remains unchanged from 2021. It includes annual fixed compensation. It does not include any annual or multi-year variable compensation or long-term incentive plans.

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 of the Chief Executive Officer for 2022

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

The fixed component is €1,000,000. It was 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, which is four years, unless the Board of Directors, on the recommendation of the ACGC, 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 fixed compensation.

The target annual variable component amounts to 100% of the fixed compensation (€1,000,000) for a 100% target achievement rate, with a maximum of 140% of the fixed compensation (€1,400,000) in the event that targets are exceeded.

It is calculated annually, according to the Chief Executive Officer's performance, using financial criteria to compensate economic performance (65%), and non-financial criteria (35%), where at least one criterion reflects the Group's CSR objectives, in accordance with the ENGIE *raison d'être* as stated in the bylaws.

For the financial component, the criteria used are net recurring income, Group share (25%), COI (25%), free cash flow (25%) and economic net debt (25%). The financial targets for 2022 were based on the Group's provisional budget as prepared by the Board of Directors on February 14, 2022. If energy prices change significantly, the Board may take the impact of prices on the targets initially set into consideration when assessing their achievement.

In particular, the non-financial component includes the marked improvement in safety performance compared with 2021, assessed with the aid of a series of indicators (frequency rate, severity rate, number of fatal accidents, etc.), the reduction of CO<sub>2</sub> emissions related to power generation in line with the trajectory set for the purposes of hitting the 2030 target, 35% female managers hired and an improvement in the Group's CSR rating. These four criteria account for 30% of the non-financial component and each one is given an equal weighting. The other non-financial criteria (which account for 70% of this component), insofar as they may contain strategically sensitive information, will be made public in 2023.

Last year, the Board of Directors began to align the Chief Executive Officer's long-term incentive component, which used to take the form of Performance Units, with that of Executive Committee members, senior managers and other employees who receive performance shares. This first stage of the alignment focused on Performance Unit and performance share performance conditions.

The Board aims to bring this alignment to an end by including the Chief Executive Officer in the performance share plan, which is due to replace the Performance Units currently received. The number of performance shares that would be awarded to the Chief Executive Officer is, for 2022, identical to the number of Performance Units that would have been received, *i.e.* an annual award of 120,000 performance shares.

The Chief Executive Officer's long-term incentive component will, therefore, take the form of performance shares subject to the same performance conditions as those attached to the performance share plans for some employees under the 27<sup>th</sup> resolution, submitted to the Shareholders' Meeting on April 21, 2022. These performance conditions are exclusively quantifiable. They include at least one non-financial performance condition that reflects the Group's CSR objectives, in accordance with the Company's purpose as stated in the bylaws. 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. In accordance with Article 25.3.3 of the Afep-Medef Code, the Chief Executive Officer formally undertakes not to use hedging mechanisms for these performance shares.

It should be noted that the Chief Executive Officer's target is to create a portfolio of ENGIE shares equivalent to two years' fixed compensation, *i.e.* €2,000,000. Until this target is met, two-thirds of the performance shares vested to the Chief Executive Officer will be non-transferable. On December 31, 2021, the Chief Executive Officer held 30,000 ENGIE shares acquired in a personal capacity.

The financial performance conditions relate to growth in net recurring income, Group share over two years compared with a benchmark panel, hereinafter referred to as the "Panel" (constituting 25% of the total performance conditions), to changes in total shareholder return (TSR) (stock market performance, reinvested dividend) over three years compared with this same Panel (constituting 25%), and to the return on capital employed (ROCE) in the Medium-Term Business Plan (MTBP) approved by the Board of Directors (on a *pro forma* basis) (constituting 30%).

The Panel selected for the relative assessment of the growth of the NRIGs and TSR is composed of EDP, ENEL, Iberdrola, Naturgy, Snam and RWE, with each of these companies receiving an identical weighting.

For the assessment of the performance condition related to the growth of the NRIGs, the growth will be calculated as the ratio of the NRIGs for the 12 months preceding June 30 of the plan's year of maturity to the NRIGs for the 12 months preceding June 30 of the first year in which performance was measured.

To assess the performance condition relating to the TSR over three years, in order to spread any effects of volatility (gain or loss), the TSR (stock market performance, reinvested dividend) will be calculated by taking the averages of the three-year TSRs for ENGIE and for the Panel companies over a period of two months, ending at least one month before the scheduled delivery date of the performance shares.

Thus, the performance shares will be subject to exclusively quantifiable non-financial performance conditions (together constituting 20% of the total performance conditions), selected for consistency with the Company's statutory purpose, *i.e.* its objectives to reduce greenhouse gas emissions from power generation (10%), increase the proportion of renewable capacities (5%) and increase the proportion of women in management (5%). The target objectives will be in line with the trajectory established to achieve the target objectives by 2030.

The TSR (stock market performance, reinvested dividend) success rate will be zero for a result below 100% of the target. For a result

equal to 100% of the target, the success rate will be equal to 50%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. For a result greater than 100% and less than or equal to 120% of the target, the success rate will be progressive and linear between 50% and 120%. It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.

The success rate for NRIGs growth will be zero for a result below 75% of the target. For a result equal to 100% of the target, the success rate will be equal to 80%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. The progression between these points is linear. It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.

The ROCE success rate will be zero for a result below 75% of the target. For a result equal to 100% of the target, the success rate will be equal to 100%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. The progression between these points is linear.

With regard to non-financial performance conditions, if the result is equal to the target, the success rate will be 100%. The Board will stringently define limits corresponding to a success rate of 0% and a maximum rate of 120%, according to medium-term targets and the specific nature of each of these indicators.

The determination of the above performance criteria derives from the Board of Directors' commitment to the variable nature of the long-term incentive component which rewards financial and non-financial performance in the medium and long term. They are therefore not meant to be reviewed. However, in the event of exceptional circumstances (such as a change in accounting standards, a significant change in scope, the completion of a transformative transaction, a substantial change in market conditions or an unforeseen change in the competitive environment), the Board of Directors may, on an exceptional basis, adjust upward or downward the results of one or more of the performance criteria associated with the long-term incentive component to ensure that the results of applying these criteria reflect the Group's performance. This adjustment would be made by the Board of Directors on the proposal of the ACGC, after the Board of Directors was assured that the adjustment can reasonably restore the balance or objective initially sought, adjusted for all or part of the impact of the event on the period under review and that the interests of the Company and its shareholders are aligned with the interests of the executive corporate officer. The Board would then justify, in detail, the adjustments made, which will be communicated.

The total success rate for the Performance Shares will be capped at 100%.

The payment of the variable and extraordinary compensation components and the award of performance shares for 2022 will be contingent on the approval of shareholders at the 2023 Ordinary 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 of the French General Tax Code) 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 includes the variable portion linked to the Group's results. The Chief Executive Officer will also benefit from the mandatory pension plan (Article 83 of the French General Tax Code) applicable to all senior Group managers.

# 3

## Compensation of executives and corporate officers

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.

In the event of departure from the Group, the former Chief Executive Officer will be bound by a non-compete commitment for a period of one year from the end of his or her term of office and will receive one year's compensation payable in twelve monthly installments. The Board of Directors may waive the application of this clause at the time of the officer's departure.

In the event of forced departure not resulting from serious misconduct on the part of the executive corporate officer, and regardless of the form of such departure, the Chief Executive Officer shall receive an indemnity of two years' compensation, which shall be payable only if the performance conditions attached to the annual variable component of the compensation for the two years preceding the year of departure have been met by at least 90% on average.

In addition, all provisions of the AfeP-Medef Code are applicable to the non-compete commitment and severance payments, in particular with regard to those two payments combined, which may not exceed two years of compensation. "Year of compensation" within the meaning of the non-compete commitment and severance payments referred to above means the last annual fixed compensation plus the annual variable compensation paid calculated on the basis of the average annual variable compensation paid for the two years preceding the year of departure.

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

# 4

## Climate Transition Strategy

### Climate transition at the heart of ENGIE's corporate purpose, strategy and business model

Aligning the Group's strategy and business model with its climate ambition is essential for ENGIE and the sustainability of its action, its teams and its stakeholders. ENGIE's statutory corporate purpose,

approved two years ago, places the transition to a carbon-neutral economy at the heart of its business model.

### Specific Goals

ENGIE has set up long-term goals as well as short and medium-term milestones, with immediate action being essential due to the climate emergency. It also has ambitions to support its customers and suppliers in their decarbonisation efforts.

Specifically, these goals are as follows :

- be "Net Zero Carbon" by 2045, for all direct and indirect emissions of the Group, covering scopes 1 and 2 as well as scope 3;
- go beyond the current SBTi 2° certification obtained in 2020, by following a "well below 2 degrees" trajectory. This implies reduction of greenhouse gas (GHG) emissions linked to electricity and heat production to a maximum of 43 Mt CO<sub>2</sub> eq in 2030 (compared to 106 Mt CO<sub>2</sub> eq in 2017);
- reach an installed electricity production capacity from renewable energies of 50 GW in 2025 and 80 GW in 2030 (against 34.4 GW at the end of 2021);
- achieve 100% renewable or decarbonized gas by 2045 through the gradual greening of gas through the use of biomethane, green hydrogen and CO<sub>2</sub> capture techniques.

Public policies in favor of decarbonization will be a key factor in the success of the transition. In particular, green gas technologies will need the necessary public support to gain competitive advantage.

ENGIE is also targeting the total phase-out of coal in Europe by 2025 and for the rest of the world by 2027. In this context, ENGIE will prioritise the closure or conversion of its power plants. Furthermore, ENGIE will consider the social consequences of its decisions on employees and local communities to ensure a just transition.

In addition to the main axes of the climate strategy on which ENGIE consults the shareholders, a description of the objectives and actions taken regarding climate issues is included in the 2021 Universal Registration Document and the 2022 Integrated Report.

The auditors have already audited the 2021 results of the climate objectives relating to reducing GHG emissions linked to electricity and heat production. These audits relate notably to the definition, the calculation methodology and the reporting process. They include in-depth verifications and may include audits on the sites that contribute the most to the indicators. The Statutory Auditors' assurance report on selected social and environmental information published in the Group's Integrated Report is available at the end of this Report. The Group's scopes 1 and 2 emissions calculation is already subject to reasonable assurance and the Group aims to have all of the annual results related to the 2030 climate objectives to be audited by 2025 at the latest.

## Rigorous governance and an aligned investment process

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### Board of Directors

The Board sets the climate transition strategy and the associated objectives. This topic is regarded as central in its strategic work, notably during the Board's strategic seminar, and in its investment decisions, prepared by the Strategy, Investments and Technologies Committee (SITC).

On climate change topics, the Board relies on the work of the Committee for Ethics, Environment and Sustainable Development (EESDC). The EESDC is responsible for examining the risks and opportunities linked to climate change and making recommendations to the Board. It is chaired by an independent director and composed of two-thirds independent directors as required by the rules of the Afep-Medef Code. It ensures that ENGIE has an appropriate level of commitment to environmental responsibility and that the Group considers non-financial issues and long-term prospects, in particular through the setting of non-financial objectives. In this frame, the EESDC regularly reviews ENGIE's climate objectives, whether it is their configuration (ambition, definition, scope, deadlines and level of certification) or the monitoring of their implementation. More generally, EESDC reviews all climate-related disclosures.

In addition to the SITC and EESDC, all the Board's committees include climate issues in their work. For example, the Audit Committee has made climate risk one of its priority risks for several years. Further, the Appointments, Compensation and Governance Committee (ACGC) has recommended that the Board make part of the compensation of the Chief Executive Officer and beneficiaries of performance shares conditional on specific climate objectives. Similarly, the annual evaluation of the Board of Directors conducted by the ACGC, with the support of an external consultant, includes a chapter dedicated to the Board's consideration of climate issues and the adequacy of climate skills within the Board.

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### Aligned Top Executives

The Executive Committee supports the Chief Executive Officer in the implementation of the climate transition strategy.

The variable remuneration of the Chief Executive Officer is partly conditional on the objective of reducing CO<sub>2</sub> emissions linked to energy production, both for her annual variable remuneration and for her long-term incentive remuneration.

The performance share plans that extend to a large population of employees are also conditional on the above-mentioned climate objective.

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### Aligned capex

The GHG emission reduction targets are integrated into the medium-term planning process. The new organization into Global Business Units leads to giving each of the entities CO<sub>2</sub> emissions capping targets for medium-term planning and contributes to an appropriation by activity of the Group's global challenges. In addition, CO<sub>2</sub> monitoring is an integral part of managerial dialogue, expressed through performance analysis processes based on financial data relating to periodic closings of consolidated accounts and forecasts.

The investment decision process integrates the CO<sub>2</sub> impact of projects and their consequences on the reference trajectories.

The applicable internal procedure aims to encourage, within the strategic criteria, projects with low CO<sub>2</sub> impact. The analysis of the CO<sub>2</sub> impact of each project on the trajectory of the Group's GHG emissions as well as any emissions avoided by customers are part of the systematic review before any investment decision. Information on the CO<sub>2</sub> impact is mandatory as soon as any new project is considered, in order to measure its contribution, within a predetermined envelope, to comply with the reference trajectories. Furthermore, the analysis of projects also takes into account their sensitivity to CO<sub>2</sub> price scenarios.

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### Funding

ENGIE is one of the first issuers of certified green bonds with more than €14 billion in green bonds issued since 2014. In addition, and to materialise its commitment to reduce GHGs, the Group has incorporated lender margin adjustment mechanisms into its syndicated credit lines linked to compliance with annual CO<sub>2</sub> performance indicators.

## High transparency

Progress on the targets for reducing GHG emissions from energy production and increasing the share of renewables in the electricity generation capacity mix are communicated half-yearly when the Group's annual and half-yearly results are published.

The progress on other objectives relating to ENGIE's climate strategy implementation is published at least annually.

ENGIE has endeavored to implement the recommendations of the Task Force on Climate-related Financial Disclosure (TCFD) since their publication. The key elements of the strategy, the management of risks, selected indicators and objectives, and governance related to climate issues are already prepared and published according to the structure recommended by the TCFD in the Universal Registration

Document. Our first official *TCFD report has been released in the first quarter of 2022*. We will be providing annual reports aligned with the TCFD recommendations going forward.

According to the *Sustainability Accounting Standards Board (SASB)* reporting standard, a SASB index shall also be available on the Group's website after the publication of the Group's 2021 Universal Registration Document and 2022 Integrated Report.

Finally, in 2021 ENGIE reviewed its memberships of professional and industrial associations and carried out a detailed assessment of their alignment with its climate positions and the objectives of the Paris Agreement relating to the fight against climate change. The evaluation is available on the Group's website.



# 5 Current financial delegations

## Authorizations granted by the Combined Shareholders' Meeting of May 14, 2020

Resolution	Nature of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
19 <sup>th</sup>	Issue of shares and / or marketable securities with PSR <sup>(1)</sup> (to be used outside public tender offer periods only)	<b>26 months until Wednesday, July 13, 2022</b> Terminates the delegation granted by the Combined Shareholders' Meeting of Friday, May 18, 2018 (13 <sup>th</sup> resolution)	€225 million for shares <sup>(2) (3)</sup> and €5 billion for marketable securities representing debt	None	Full amount of the authorization
20 <sup>th</sup>	Issue of shares and / or marketable securities without PSR <sup>(1)</sup> (to be used outside public tender offer periods only)	<b>26 months until Wednesday, July 13, 2022</b> Terminates the delegation granted by the Combined Shareholders' Meeting of Friday, May 18, 2018 (14 <sup>th</sup> resolution)	€225 million for shares <sup>(2) (3)</sup> and €5 billion for marketable securities representing debt	None	Full amount of the authorization
21 <sup>st</sup>	Issue of shares and / or marketable securities without PSR <sup>(1)</sup> in the context of an offer governed by Article L.411-2 of the French Monetary and Financial Code (to be used outside public tender offer periods only)	<b>26 months until Wednesday, July 13, 2022</b> Terminates the delegation granted by the Combined Shareholders' Meeting of May 18, 2018 (15 <sup>th</sup> resolution)	€225 million for shares <sup>(2) (3)</sup> and €5 billion for marketable securities representing debt	None	Full amount of the authorization
22 <sup>nd</sup>	Increase in the amount of capital increases (greenshoe option) carried out pursuant to the 19 <sup>th</sup> , 20 <sup>th</sup> and 21 <sup>st</sup> resolutions (to be used outside public tender offer periods only)	<b>26 months until July 13, 2022</b> Terminates the delegation granted by the Combined Shareholders' Meeting of May 18, 2018 (16 <sup>th</sup> resolution)	Up to 15% of the initial issue <sup>(2) (3)</sup>	None	Full amount of the authorization
23 <sup>rd</sup>	Issue of 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 outside public tender offer periods only)	<b>26 months until July 13, 2022</b> Terminates the delegation granted by the Combined Shareholders' Meeting of May 18, 2018, (17 <sup>th</sup> resolution)	€225 million for shares <sup>(2) (3)</sup> and €5 billion for marketable securities representing debt	None	Full amount of the authorization
25 <sup>th</sup>	Issue of shares via the capitalization of premiums, reserves, earnings or other sums (may only be used outside public tender offer periods)	<b>26 months until July 13, 2022</b> Replaces the limit set by the Combined Shareholders' Meeting of May 18, 2018 (24 <sup>th</sup> resolution)	aggregate amount that may be capitalized (excluding ceiling)	None	Full amount of the authorization
26 <sup>th</sup>	Authorization to reduce the share capital by canceling treasury shares	<b>26 months until July 13, 2022</b> Terminates the delegations granted by the Combined Shareholders' Meeting of May 18, 2018, (25 <sup>th</sup> resolution)	10% of the share capital per 24 month period	None	Full amount of the authorization

(1) PSR: Preferential Subscription Rights.

(2) Amounts common to issues of marketable securities decided under the 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> resolutions of the Combined Shareholders' Meeting of May 14, 2020.

(3) Common ceiling set by the 24<sup>th</sup> resolution of the Combined Shareholders' Meeting of May 14, 2020, under the 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions of the Combined Shareholders' Meeting of May 14, 2020: €265 million.

## Authorizations granted by the Combined Shareholders' Meeting of May 20, 2021

Resolution	Nature 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	<b>18 months until Saturday, November 19, 2022</b> Terminates the delegation granted by the Combined Shareholders' Meeting of Thursday, May 14, 2020 (6 <sup>th</sup> resolution)	Maximum purchase price: <b>€30</b> Maximum shareholding: <b>10%</b> of share capital Aggregate amount of purchases: <b>€7.3 billion</b> <b>May not be used during a public tender offer for the shares of the Company</b>	0.62% of share capital at 12/31/2021	Remaining 9.38% of share capital
16 <sup>th</sup>	Capital increase reserved for employees who are members of employee saving plans of the ENGIE group	<b>26 months until July 19, 2023</b> Terminates the delegation granted by the Combined Shareholders' Meeting of May 14, 2020 (27 <sup>th</sup> resolution)	<b>2%</b> of the share capital as of the date of implementation of the delegation. <b>Amount common with the 17<sup>th</sup> resolution of the Combined Shareholders' Meeting of May 20, 2021</b>	None	Full amount of the authorization
17 <sup>th</sup>	Capital increase reserved for all entities formed as part of the implementation of the international employee shareholding plan offered by the ENGIE group	<b>18 months until November 19, 2022</b> Terminates the delegation granted by the Combined Shareholders' Meeting of May 14, 2020 (28 <sup>th</sup> resolution)	<b>0.5%</b> of the share capital as of the date of implementation of the delegation, <b>which will be counted against the 2% ceiling under the 16<sup>th</sup> resolution of the Combined Shareholders' Meeting of Wednesday, May 20, 2020</b> <sup>(1) (2)</sup>	None	Full amount of the authorization
18 <sup>th</sup>	Authorization to be given to the Board of Directors for the purpose of awarding bonus shares (i) to employees and / or corporate officers of ENGIE group companies (with the exception of corporate officers of ENGIE SA) and (ii) to employees participating in a Group international employee shareholding plan of the ENGIE group (World Plans)	<b>38 months until Friday, July 19, 2024</b> Terminates, up to the unused portion, the delegation granted by the Combined Shareholders' Meeting of May 18, 2018 (28 <sup>th</sup> resolution)	<b>0.75%</b> of the share capital, (with an annual cap of 0.25% of the share capital), <b>ceiling common to the 18<sup>th</sup> and 19<sup>th</sup> resolutions of the Combined Shareholders' Meeting of May 20, 2021</b>	None	Full amount of the authorization
19 <sup>th</sup>	Authorization for the purpose of awarding bonus shares to certain employees and corporate officers of ENGIE group companies, except for corporate officers of ENGIE SA (Discretionary Plans)	<b>38 months until July 19, 2024</b> Terminates, up to the unused portion, the delegation granted by the Combined Shareholders' Meeting of May 18, 2018 (29 <sup>th</sup> resolution)	<b>0.75%</b> of the share capital (with an annual cap of 0.25% of the share capital), <b>ceiling common to the 18<sup>th</sup> and 19<sup>th</sup> resolutions of the Combined Shareholders' Meeting of May 20</b> <sup>(3)</sup>	Award: on December 16, 2021, of 5,029,075 performance shares, i.e. 0.21% of the share capital as at December 31, 2021, and on February 14, 2022, of 448,027 performance shares, i.e. a total allocation of 0.22% of the share capital as at February 14, 2022	0.53% of share capital

(1) The overall maximum nominal amount of issues decided under the 16<sup>th</sup> and 17<sup>th</sup> resolutions was set at €265 million by the 24<sup>th</sup> resolution of the Combined Shareholders' Meeting of May 14, 2020.

(2) The nominal amount of issues decided under the 17<sup>th</sup> resolution is deducted from the ceiling of 2% of the share capital set by the 16<sup>th</sup> resolution.

(3) This is a common ceiling set by the Combined Shareholders' Meeting of May 20, 2021 for the awards approved under the 18<sup>th</sup> and 19<sup>th</sup> resolutions.

# 6

## Agenda

### Resolutions submitted to the Ordinary Shareholders' Meeting

- Approval of transactions and annual financial statements for fiscal year 2021 **(1<sup>st</sup> resolution)**.
- Approval of the consolidated financial statements for fiscal year 2021 **(2<sup>nd</sup> resolution)**.
- Appropriation of net income and declaration for fiscal year 2021 **(3<sup>rd</sup> resolution)**.
- Approval of the regulated agreements referred to in Article L.225-38 of the French Commercial Code **(4<sup>th</sup> resolution)**.
- Authorization of the Board of Directors to trade in the Company's shares **(5<sup>th</sup> resolution)**.
- Renewal of the term of office of a Director (Jean-Pierre Clamadieu) **(6<sup>th</sup> resolution)**.
- Renewal of the term of office of a Director (Ross McInnes) **(7<sup>th</sup> resolution)**.
- Appointment of Marie-Claire Daveu as Director **(8<sup>th</sup> resolution)**.
- Approval of information relating to the compensation of corporate officers paid during fiscal year 2021, or awarded for said year and referred to in Article L.22-10-9 of the French Commercial Code **(9<sup>th</sup> resolution)**.
- Approval of the total compensation and benefits of any kind paid during fiscal year 2021, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors **(10<sup>th</sup> resolution)**.
- Approval of the total compensation and benefits of any kind paid during fiscal year 2021, or awarded for said year, to Catherine MacGregor, Chief Executive Officer **(11<sup>th</sup> resolution)**.
- Approval of the compensation policy for Directors **(12<sup>th</sup> resolution)**.
- Approval of the compensation policy for the Chairman of the Board of Directors **(13<sup>th</sup> resolution)**.
- Approval of the compensation policy for the Chief Executive Officer **(14<sup>th</sup> resolution)**.
- Opinion on the climate transition strategy **(15<sup>th</sup> resolution)**.

### Resolutions submitted to the Extraordinary Shareholders' Meeting

- Delegation of authority to the Board of Directors to decide to issue, with preferential subscription rights, (i) ordinary shares and / or any securities giving access to the share capital of the Company and / or its subsidiaries, and / or (ii) to issue securities giving the right to the allocation of debt securities (*to be used only outside periods of public offerings*) **(16<sup>th</sup> resolution)**.
- Delegation of authority to the Board of Directors to decide to issue, without preferential subscription rights, (i) ordinary shares and / or any securities giving access to the share capital of the Company and / or its subsidiaries, and / or (ii) to issue securities giving the right to the allocation of debt securities (*to be used only outside periods of public offerings*) **(17<sup>th</sup> resolution)**.
- Delegation of authority to the Board of Directors to issue ordinary shares or various securities without preferential subscription rights as part of an offer governed by Article L.411-2, 1° of the French Monetary and Financial Code (*to be used outside public tender offer periods only*) **(18<sup>th</sup> resolution)**.
- Delegation of authority to the Board of Directors to increase the number of shares to be issued, with or without preferential subscription rights, pursuant to the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> Resolutions, up to a maximum of 15% of the initial issue (*to be used outside public tender offer periods only*) **(19<sup>th</sup> 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*) **(20<sup>th</sup> resolution)**.
- Limitation of the Overall Ceiling for immediate or future capital increase delegations **(21<sup>st</sup> resolution)**.
- Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts **(22<sup>nd</sup> resolution)**.
- Authorization of the Board of Directors to reduce the share capital by canceling treasury shares **(23<sup>rd</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 **(24<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, without preferential subscription rights, reserved for a category of beneficiaries as part of the implementation of an ENGIE group international employee shareholding plan **(25<sup>th</sup> resolution)**.

# 6 Agenda

- Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of companies belonging to the ENGIE group (with the exception of corporate officers of ENGIE Company) and (ii) to employees participating in an ENGIE group international employee shareholding plan **(26<sup>th</sup> resolution)**.
- Authorization to be given to the Board of Directors to award bonus shares to certain employees and corporate officers of companies belonging to the ENGIE group (including the executive officers of the ENGIE Company) **(27<sup>th</sup> resolution)**.
- Powers to implement the resolutions adopted by the Shareholders' Meeting and for formalities **(28<sup>th</sup> resolution)**.

# 7

## Draft resolutions and Board of Directors' Report

The draft resolutions that will be submitted to shareholders at the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022 are provided below.

Each of the proposed resolutions is preceded by an introductory paragraph setting out its terms and reasons.

All of these introductory paragraphs, which are supplemented by other chapters of this Notice of Meeting, form the Board of Directors' report to the Shareholders' Meeting. This report must be read in conjunction with the draft resolutions.

## Resolutions submitted to the Ordinary Shareholders' Meeting

### Approval of the financial statements for fiscal year 2021 (Resolutions 1 and 2)

**Objective** 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, a net profit of €1,780,492,199 and a consolidated net profit, Group share of €3,661,125,241.

#### FIRST RESOLUTION

##### Approval of transactions and the financial statements for fiscal year 2021

Having reviewed the financial statements for the year ended December 31, 2021, 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, 2021, as presented thereto, as well as the transactions entered in these parent company financial statements or summarized in these reports, showing net profit for the year of €1,780,492,199.

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 €1,321,042 for last year.

#### SECOND RESOLUTION

##### Approval of the consolidated financial statements for fiscal year 2021

Having reviewed the consolidated financial statements for the year ended December 31, 2021, 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, 2021, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports, showing a consolidated net profit, Group share, for the year of €3,661,125,241.

### Appropriation of net income and declaration for fiscal year 2021 (Resolution 3)

**Objective** The purpose of the third resolution is to propose the appropriation of net income and to establish the dividend for fiscal year 2021 at €0.85 per share.

The Board of Directors has reaffirmed the Group's dividend policy of the net recurring income, Group share (NRIGs) payout ratio in the range of 65 to 75%, including a dividend floor of €0.65 per share. For fiscal year 2021, the Board of Directors, at its meeting of February 14, 2022, proposed a payout ratio of 66%. This translates into a dividend of €0.85 per share, which you are asked to approve.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend totaling €0.085 per share is allocated to shares that have been held in registered form for at least two years as at December 31, 2021 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of April 27, 2022. This increase shall not apply to a number of shares representing more than 0.5% of the share capital held by the same individual shareholder.

The dividend for fiscal year 2021, *i.e.* €0.85 per share, plus the increase in the dividend of €0.085 per share, will be detached on April 25, 2022 and paid out on April 27, 2022.

## THIRD RESOLUTION

### Appropriation of net income and declaration for fiscal year 2021

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, records that the net profit for the year ending December 31, 2021, is €1,780,492,199.

On the recommendation of the Board of Directors, the Shareholders' Meeting resolves to allocate the net profit for the year to Retained Earnings.

The Shareholders' Meeting sets the total dividend for fiscal year 2021 at €2,093,056,000 <sup>(1)</sup> <sup>(2)</sup> of which €1,690,933,159 is deducted from Retained Earnings, €8,345,265 from Other Reserves and €393,777,576 from Merger Premium.

Accordingly, the Shareholders' Meeting sets the dividend for fiscal year 2021 at €0.85 per share.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend, *i.e.* €0.085 per share, will be allocated to shares that have been held in registered form for at least two years as at December 31, 2021 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of April 27, 2022. This increase shall not apply to a number of shares representing more than 0.5% of the share capital held by the same individual shareholder.

When the dividend is paid out, the dividend corresponding to the treasury stock held by the Company will be allocated to the "Other reserves".

Similarly, if any registered shares entitling the bearers to the increased dividend as at Friday, December 31, 2021 cease to qualify as registered shares between January 1, 2022 and April 27, 2022, the amount of the increase in the dividend corresponding to these shares will be allocated to the "Other reserves" item.

The dividend to be paid and the increase of 10% in the dividend for eligible shares will be detached on Monday, April 25, 2022 and paid out in cash on Wednesday, April 27, 2022.

In accordance with the requirements of Article 243 *bis* of the General Tax Code, shareholders are informed that, under the conditions defined by the laws and regulations in force, all of this gross dividend is subject to a single flat-rate deduction at the overall rate of 30% (*i.e.* 12.8% for income tax and 17.2% for social security contributions), unless shareholders opt expressly and irrevocably for the progressive income tax scale, which in this case would apply to all their capital income received in 2021. If shareholders opt for the progressive scale, they will be entitled to the proportional 40% deduction provided for in Article 158, paragraph 3, 2° of the General Tax Code. This regime applies to individuals who are resident in France for tax purposes.

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 (€ millions)	Amounts paid out (overall amount) (€ millions)	Net dividend (amount per share) (€)
2018 <sup>(1)</sup>	2,413 <sup>(2)</sup>	2,743	1.12 <sup>(5)</sup>
2019	0	0	0 <sup>(3)</sup>
2020 <sup>(1)</sup>	2,413 <sup>(4)</sup>	1,291	0.53

(1) In accordance with the requirements of Article 243 *bis* of the General Tax Code, dividends paid out for the years ended December 31, 2018 and December 31, 2020 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.

(2) 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.

(3) Due to the global health crisis related to the Covid-19 epidemic, the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 decided not to distribute a dividend for fiscal year 2019.

(4) This number corresponds to shares carrying dividend rights at the time of payment of the dividend for 2020 in May 2021.

(5) The ordinary dividend for fiscal year 2018 was set at €0.75 per share, to which was added an extraordinary dividend of €0.37 per share. Given the payment of an interim dividend of €0.37 per share on October 12, 2018, a remainder of €0.75 per share was paid on May 23, 2019. From the year 2020 onward, the annual dividend was paid in one lump sum.

(1) Including the increased dividend.

(2) On the basis of the number of shares comprising the share capital as at Friday, December 31, 2021, *i.e.* a total of 2,435,285,011 shares, including 271,338,121 registered shares as at Friday, December 31, 2021 entitling the bearers to a 10% increase in the dividend after application of the cap of 0.5% of the share capital per shareholder.

## Regulated agreements (Resolution 4)

<b>Objective</b>	The shareholders are asked to approve the terms of the special report of the Statutory Auditors which appears in Section 4.7 of the 2021 Universal Registration Document, which describes the regulated agreements concluded and previously approved by the Shareholders' Meeting that continued last year, it being specified that no regulated agreement has to be approved by the Shareholders' Meeting for fiscal year 2021.
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### FOURTH RESOLUTION

#### Approval of the regulated agreements referred to in Article L.225-38 of the French Commercial Code

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 terms of the above report and acknowledges the regulated agreements and commitments entered into and previously approved by the Shareholders' Meeting that continued last year.

## Authorization to trade in the Company's shares (Resolution 5)

<b>Objective</b>	<p>Because the existing authorization lapses on November 19, 2022, 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 Ordinary and Extraordinary Shareholders' Meeting of Thursday, May 20, 2021.</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 this 5<sup>th</sup> resolution as well as in Section 5.1.4.2 of the 2021 Universal Registration Document.</p> <p>This resolution may not be used during a public tender offer for the shares of the Company.</p> <p>The Company may purchase its own shares for the purpose of:</p> <ul style="list-style-type: none"> <li>– canceling the shares by way of a capital reduction;</li> <li>– transferring them as part of an employee shareholding transactions and allocating them as bonus shares to employees and corporate officers of the ENGIE group;</li> <li>– stimulating the market for the share within the framework of a liquidity agreement concluded with an investment services provider that complies with the Code of Ethics recognized by the Autorité des marchés financiers (French Financial Markets Authority, AMF);</li> <li>– retaining them for future use for payment in connection with financial external growth transactions.</li> </ul> <p>The purchase, sale, exchange or transfer of these shares may be carried out by any means, on one or more occasions, in particular on the market or over the counter, including, in whole or in part, through the purchase, sale, exchange or transfer of blocks of shares. Such means shall include, as the case may be, any and all financial instruments and derivative products.</p> <p>The purchase price per share may be no greater than €30, excluding acquisition costs. The authorization would cover no more than 10% of the share capital, with the maximum amount of purchases not to exceed €7.3 billion.</p> <p>Please note that as at December 31, 2021, the Company held 0.62% of its share capital, or 15,083,149 shares, all of which to cover its commitments to the beneficiaries of bonus shares and Company savings plans.</p> <p>Between the Shareholders' Meeting of Thursday, May 20, 2021 and Friday, February 11, 2022, the Company has:</p> <ul style="list-style-type: none"> <li>– purchased 9,146,207 shares for a total value of €112.9 million (an average price of €12.34 per share), of which 9,146,207 shares were under the liquidity agreement and no shares for other purposes under the share buyback program;</li> <li>– sold 9,146,207 shares for a total value of €112.9 million (an average price of €12.34 per share) under the liquidity agreement.</li> </ul>
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## FIFTH RESOLUTION

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

Having reviewed 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 provisions of Article L.22-10-62 of the French Commercial Code, European Regulation 596/2014 on market abuse, related Acts of the European Commission, and Articles 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 under the liquidity agreement that complies with the Code of Ethics recognized by the AMF;
- cancel all or part of the shares repurchased as part of a capital reduction;
- 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 renders ineffective the unused portion of the authorization of the same kind granted to the Board of Directors by the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021 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.

## Composition of the Board of Directors (Resolutions 6 to 8)

### Objective

The terms as Director of Jean-Pierre Clamadieu and Ross McInnes expire at the end of this Shareholders' Meeting. The Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee, proposes in Resolutions 6 and 7 to renew their terms of office for four years.

The latest evaluation of the Board (the results of which are reported in Section 4.1.2.5 of the 2021 Universal Registration Document) show that the Board has performed effectively under the chairmanship of Jean-Pierre Clamadieu. The Board therefore intends to confirm Mr. Clamadieu in his office as Chairman of the Board of Directors should his term as a Director be renewed by the Shareholders' Meeting. This renewal takes place within the framework chosen by your Company to separate the offices of Chairman and Chief Executive Officer. This framework is adapted to the Group's situation and challenges, and enables it to benefit from the complementary profiles, experience and career histories of Jean-Pierre Clamadieu and Catherine MacGregor.

Ross McInnes, Chairman of the Ethics, Environment and Sustainable Development Committee, member of the Audit Committee and of the Strategy, Investment and Technology Committee of ENGIE, brings to the Board the benefit of his experience in international-scale, publicly traded companies and his experience in finance and governance.

By voting on the 8<sup>th</sup> resolution, the Shareholders are asked to appoint Marie-Claire Daveu as a Director for a period of four years.

Marie-Claire Daveu's experience in environmental and social responsibility, combined with her knowledge of renewable energy, will strengthen the Group's governance and broaden the diverse wealth of experience and skills that the Board of Directors currently has, in line with the Group's challenges and business aims.

The biographies of Marie-Claire Daveu, Jean-Pierre Clamadieu and Ross McInnes can be found in the Notice of Meeting on pages 15 and 16.

If you approve these resolutions, the Board of Directors will consist of 15 members for a one-year period. After this time has elapsed, it will return to 14 members at the end of the 20223 Shareholders' Meeting. The share of Independent Directors will be 64% and the share of women will be 55%, as calculated under the applicable regulations.

### SIXTH RESOLUTION

#### Renewal of the term of office of a Director (Jean-Pierre Clamadieu)

Having reviewed the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, renews Jean-Pierre Clamadieu's term of office as Director for four years.

Jean-Pierre Clamadieu's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2026 to approve the 2025 financial statements.

### SEVENTH RESOLUTION

#### Renewal of the term of office of a Director (Ross McInnes)

Having reviewed the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, renews Ross McInnes's term of office as Director for four years.

Ross McInnes's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2026 to approve the 2025 financial statements.

### EIGHTH RESOLUTION

#### Appointment of Marie-Claire Daveu as a Director

After reviewing the Board of Directors' report, the Shareholders' Meetings, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, appoints Marie-Claire Daveu as a Director for a term of four years.

Marie-Claire Daveu's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2026 to approve the 2025 financial statements.

## Approval of the components of compensation paid in 2021 or awarded for the same year to corporate officers of the Company (Resolutions 9 to 11)

### Objective

The Shareholders' Meeting is asked to vote on the compensation allocated or paid during fiscal year 2021 to the Company's corporate officers.

This "ex-post" vote concerns three resolutions:

By voting on the 9<sup>th</sup> resolution, the shareholders are asked to approve the disclosures referred to in Article L.22-10-9 I of the French Commercial Code concerning the compensation paid to all the corporate officers.

By voting on the 10<sup>th</sup> resolution, the shareholders are also asked to approve the fixed and variable components of the total compensation and benefits of any kind paid in 2021 or awarded in that year to Jean-Pierre Clamadieu, Chairman of the Board of Directors, pursuant to Article L.22-10-34, II of the French Commercial Code.

By voting on the 11<sup>th</sup> resolution, the shareholders are also asked to approve the fixed and variable components of the total compensation and benefits of any kind paid in 2021 or awarded in that year to Catherine MacGregor, Chief Executive Officer, pursuant to Article L.22-10-34, II of the French Commercial Code.

All the information pertinent to the vote on these three resolutions is included in Section 4.4 of the 2021 Universal Registration Document. This information is also included in Chapter 3 of the Notice of Meeting.

### NINTH RESOLUTION

#### Approval of information relating to the compensation of corporate officers paid in 2021 or awarded for the same year and mentioned in Article L.22-10-9 I of the French Commercial Code

Having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves, pursuant to Article L.22-10-34 I of the French Commercial Code, the information mentioned in Article L.22-10-9 I of the French Commercial Code, as described in Section 4.4 of the 2021 Universal Registration Document.

### ELEVENTH RESOLUTION

#### Approval of the total compensation and benefits of any kind paid during fiscal year 2021, or awarded for said year, to Catherine MacGregor, Chief Executive Officer

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

### TENTH RESOLUTION

#### Approval of the total compensation and benefits of any kind paid during fiscal year 2021, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, approves the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in 2021 or awarded for 2021 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.4 of the 2021 Universal Registration Document.

accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, approves the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in 2021 or awarded for 2021 to Catherine MacGregor, Chief Executive Officer, as described in Section 4.4 of the 2021 Universal Registration Document.

## Approval of the compensation policy of corporate officers of the Company (Resolutions 12 to 14)

<b>Objective</b>	<p>The compensation policy for all corporate officers, including Directors, must be submitted to the Shareholders' Meeting for approval in the form of a draft resolution and must comply with the Company's corporate interest, contribute to its continuity and be in line with its business strategy (<i>ex ante</i> vote).</p> <p>Accordingly, under Article L.22-10-8 of the French Commercial Code, the shareholders are asked, by voting on the 12<sup>th</sup> resolution, to approve the compensation policy for the Company's Directors set by the Board of Directors and included in Section 4.4 of the 2021 Universal Registration Document.</p> <p>Likewise, by voting on the 13<sup>th</sup> resolution, the shareholders are asked to approve the compensation policy for Jean-Pierre Clamadieu, Chairman of the Board of Directors, as it appears in Section 4.4 of the 2021 Universal Registration Document.</p> <p>In voting on the 14<sup>th</sup> Resolution, the shareholders are also asked to approve the compensation policy for Catherine MacGregor, Chief Executive Officer, as it appears in Section 4.4 of the 2021 Universal Registration Document.</p> <p>All the components that form this compensation policy for each category of corporate officer were approved by the Board of Directors on Monday, February 14, 2022, on the recommendation of the Appointments, Compensation and Governance Committee. This compensation policy is also included in Chapter 3 of this Notice of Meeting.</p>
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### TWELFTH RESOLUTION

#### Approval of the compensation policy for Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report 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.22-10-8 of the French Commercial Code, the Directors' compensation policy, as described in Section 4.4 of the 2021 Universal Registration Document.

### FOURTEENTH RESOLUTION

#### Approval of the compensation policy for the Chief Executive Officer

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L.225-37 of the French Commercial Code

### THIRTEENTH RESOLUTION

#### Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report 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.22-10-8 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as described in Section 4.4 of the 2021 Universal Registration Document.

describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy for the Chief Executive Officer, as described in Section 4.4 of the 2021 Universal Registration Document.

## Opinion on the climate transition strategy (Resolution 15)

### Objective

Under the 15<sup>th</sup> resolution, your Board wishes to consult the Shareholders' meeting on ENGIE's climate transition strategy as described in Chapter 4 of this Notice of Meeting. The Board supports the consultation process as part of an ongoing dialogue with its shareholders. The Board intends to renew this consultation in the event of a substantial change in the climate transition strategy. The Board will report to the progress made in implementing the strategy at the Shareholders' Meeting each year through the Universal Registration Document.

The purpose of this vote is to involve ENGIE's shareholders in the climate strategy presented by allowing them to affirm their support if they wish. However, shareholders are not asked to take responsibility for ENGIE's climate transition strategy, which is the exclusive responsibility of the Board. Therefore, to preserve the powers specific to each of the corporate bodies, the nature of this resolution is purely consultative. Accordingly, the opinion delivered by a majority of shareholders will not be binding, rather advisory only.

Naturally, the Board hopes that this strategy will receive broad support. It is however noted that should the resolution not be approved, and given that shareholders may have multiple motives when voting on such a matter, the Board would use resources at its disposal to engage with shareholders and seek information on the reasons for which they may not have supported the proposed resolution. Taking this information into account, the Board will then inform its shareholders on the results of that process and announce its intended measures.

### FIFTEENTH RESOLUTION

#### Opinion on the climate transition strategy

The Annual General Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, hereby expresses a favorable opinion on the Company's

climate transition strategy appearing in Chapter 4 of the Notice of Meeting.

# Resolutions submitted to the Extraordinary Shareholders' Meeting

## Financial delegations (Resolutions 16 to 23)

### Objective

The Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 delegated to the Board of Directors, for a period of 26 months, its power to issue securities, with or without preferential subscriptions rights, to public or to institutional investors or consideration for contributions of securities to the Company. These delegations, which were not used, expire on July 13, 2022.

The purpose of the delegations of authority referred to in the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions is to enable the Board of Directors to have at its disposal, at the appropriate time, with speed and flexibility, various possibilities for issuing the different securities provided for by the regulations in force, in order to raise the financial resources necessary for the implementation of ENGIE's development strategy.

These financial delegations, which may only be used outside the periods of a public offer for the shares of the Company, would cancel and replace the above-mentioned resolutions for a period of 26 months from the date of the Meeting.

The total nominal amount of the capital increases that may be carried out, immediately or in the future, may not exceed a nominal amount of €225 million, it being specified that this amount pertains to the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions and would be deducted from the Overall Ceiling of €265 million in nominal value provided for in the 21<sup>st</sup> resolution proposed to this Meeting.

In the event of the issue of securities representing debt claims against the Company, the maximum nominal amount of such debt securities would be set at €5 billion, which, moreover, would be deducted from the nominal amount of debt securities issued under the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions.

For your information, a summary table of the financial delegations can be found in Chapter 5 of this Notice of Meeting and also in Section 4.5.4 of the Universal Registration Document.

## Delegation of authority to the Board of Directors to issue various securities with preferential subscription rights (usable outside of public offerings) (Resolution 16)

### Objective

We submit for your approval the renewal of the delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights for shareholders.

These issues may be made at any time, except in the event of a public offer for the Company's securities by a third party during the offer period for the Company's shares.

The nominal value of the capital increases that may be carried out under this resolution may not exceed €225 million; the nominal value of the capital increases that may be carried out under the 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions would be deducted from this amount.

This delegation would be valid for a period of 26 months from the date of this Shareholders' Meeting and would supersede the delegation for the same purpose granted to the Board of Directors by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 (19<sup>th</sup> resolution).

### SIXTEENTH RESOLUTION

#### Delegation of authority to the Board of Directors to decide to issue, with preferential subscription rights, (i) ordinary shares and / or any securities giving access to the share capital of the Company and / or its subsidiaries, and / or (ii) to issue securities giving the right to the allocation of debt securities (*to be used only outside periods of public offerings*)

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-129-2, L.225-132 and L.228-91 *et seq.* of the French Commercial Code, 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 decide, on one or more occasions, both in France and abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established by reference to several currencies, with the retention of shareholders' preferential subscription rights, to issue ordinary shares of the Company or securities issued for valuable consideration or free of charge, governed by Articles L.228-91 *et seq.* of the French Commercial Code, (i) giving access to the share capital of the Company or 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 the right to the allocation of debt securities, it being specified that the subscription of shares and other securities may be made either in cash or by offsetting specific, liquid and payable debts. The Board of Directors may, under the conditions fixed by law, delegate powers to decide to proceed with, or postpone, a share issue, however, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation of authority, unless previously authorized by the Shareholders' Meeting.
2. Sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:
  - the maximum nominal value of the capital increases that may be carried out under this delegation is set at €225 million, with the nominal value of the capital increases that may be carried out under the 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions below deducted from this amount, subject to their adoption by the meeting or on the basis of issues authorized by resolutions of the same nature 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 the 19<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.
4. In the event that the Board of Directors uses this delegation:
  - it resolves that the issue(s) shall be reserved preferentially to the shareholders, who may subscribe on a non-renounceable basis in proportion to their subscription rights, and notes that the Board of Directors may institute a renounceable subscription right in favor of the shareholders, which shall be exercised in proportion to their subscription rights within the limit of their requests;
  - it resolves that, if the non-renounceable subscriptions and, where applicable, renounceable subscriptions have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may make use of the various options provided for by law, in the order it shall determine, including offering to the public all or part of the shares or, in the case of securities giving access to the share capital, of said securities that have not been subscribed, both in France and abroad;

- it resolves that the issues of warrants to subscribe to the Company's may be carried out by subscription offer under the conditions described above, but also by free allocation to the holders of existing shares;
  - it resolves that in the event of a free allocation of autonomous subscription warrants, the Board of Directors shall have the option of deciding that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold;
  - it acknowledges that this delegation automatically entails a waiver by the shareholders of their preferential subscription rights to the shares to which the securities will entitle them, in favor of the holders of the securities issued pursuant to this delegation and giving access to the Company's share capital.
5. Resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have all powers, to implement this delegation of authority and, in particular, to set the terms of the issue, subscription and full payment, to record the completion of capital increases resulting therefrom and to make any corresponding changes to the bylaws, and:
- to set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company);
  - to decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they are subordinated or not and, if so, their subordination rank in accordance with the provisions of Article L.228-97 of the French Commercial Code; to set their interest rate (whether fixed or floating, zero-rated or indexed-linked), their fixed or indefinite term and the other terms of issue, including the granting of guarantees or securities, as well as the terms of amortization / repayment, including repayment by delivery of Company assets (the securities may also be the subject of repurchases on the stock market or a purchase or exchange offer by the Company); to determine the conditions under which these securities will give access to the share capital of the Company and / or of the companies of which it directly or indirectly owns more than half of the share capital and / or to the allocation of debt securities; to modify, during the life of the securities concerned, the terms referred to above;
  - at its sole initiative, to 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 share capital after each capital increase;
  - to set and make all adjustments intended to take account of the impact of transactions involving the share capital of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of securities giving access to share capital will be preserved,
- and generally, enter into 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.

## Delegations of authority to the Board of Directors to issue various securities without preferential subscription rights (*usable outside of public offerings*) (Resolutions 17 and 18)

### Objective

In these two resolutions, we propose that the shareholders renew the authorization given to the Board of Directors to issue various securities, without preferential subscription rights.

These issues may be made at any time, except in the event of a public offer for the Company's securities by a third party during the offer period.

Under the 17<sup>th</sup> resolution, the Board of Directors would be able to issue ordinary shares or securities giving access to share capital as part of a public offering. It would have the option of granting existing shareholders a priority subscription period for all or part of the proposed issue. The elimination of preferential subscription rights facilitates the placement of securities with the public, in particular when a rapid completion of the transactions is an essential condition for their success, or when the issues are carried out on the financial markets, in France and abroad.

The purpose of the 18<sup>th</sup> resolution is to facilitate issues to qualified investors or a restricted group of investors, in accordance with Article L.411-2, 1° of the French Monetary and Financial Code. This placement method, which benefits from a simpler procedure than the public offering provided for in the 17<sup>th</sup> resolution, allows the Company to be more reactive, if necessary, in order to take advantage of market opportunities to raise funds quickly.

Equipped with these resolutions, the Board could thus proceed, if necessary, with the issues best adapted to the possibilities of the markets and the needs of the Company. In addition to offering new shares to the Company's shareholders, the Board of Directors could carry out operations for which speed is an essential condition for success.

These delegations would be valid for a period of 26 months from the date of this Shareholders' Meeting and would supersede the delegations granted under the 20<sup>th</sup> and 21<sup>st</sup> resolutions of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.

### SEVENTEENTH RESOLUTION

#### Delegation of authority to the Board of Directors to decide to issue, without preferential subscription rights, (i) ordinary shares and / or any securities giving access to the share capital of the Company and / or its subsidiaries, and / or (ii) to issue securities giving the right to the allocation of debt securities (*to be used only outside periods of public offerings*)

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-129 *et seq.*, including in particular L.225-129-2, L.225-135, L.22-10-51, L.225-136 and L.22-10-52 as well as L.228-91 *et seq.* of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

- Except for the issues referred to in the 18<sup>th</sup> resolution, delegates to the Board of Directors its authority to decide, on one or more occasions, both in France and abroad, in the proportions and at the times it sees fit, either in euros or in any other currency or monetary unit established by reference to several currencies, without shareholders' preferential subscription rights, to issue ordinary shares or securities issued for valuable consideration or free of charge, governed by Articles L.228-91 *et seq.* of the French Commercial Code, (i) giving access to the share capital of the Company or (ii) giving the right to the allocation of debt securities, it being specified that the subscription of shares and other securities may be made either in cash or by offsetting debts. The Company's ordinary shares and securities giving access to the Company's ordinary shares may be issued, in particular, as consideration for securities contributed to the Company in connection with a public exchange offer (or any other transaction having the same effect) carried out in France or abroad in accordance with local rules for securities that meet the conditions set out in Article L.22-10-54 of the French Commercial Code. The Board of Directors may, under the conditions fixed by law, delegate powers to decide to proceed with, or postpone, a share issue, however, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation of authority, unless previously authorized by the Shareholders' Meeting.
- Delegates to the Board of Directors its authority to (i) authorize the issuance, by companies in which the Company directly or indirectly holds more than half of the share capital, of securities giving access to the Company's share capital and (ii) decide on the issuance of shares or securities giving access to the Company's share capital resulting therefrom.
- Delegates to the Board of Directors its authority to decide to issue securities giving access to the capital of companies in which the Company 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.
- Sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation, as follows:
  - the maximum nominal value of the capital increases that may be carried out under this delegation is set at €225 million, with the nominal value of the capital increases that may be carried out under the 16<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions below deducted from this amount, subject to their adoption by this meeting or on the basis of issues authorized by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation;
  - to this ceiling shall be added, if necessary, the nominal amount of shares that may be issued in the event of any new financial transactions, in order to protect the rights of holders of subscription options and / or securities giving access to the share capital;
  - this amount will be deducted from the Overall Ceiling referred to in the 21<sup>st</sup> resolution, provided it is adopted by this Shareholders' Meeting, or from the amount of any ceiling provided for by a resolution of the same nature that may succeed it during the period of validity of this delegation;

- the maximum nominal value of the securities representing debt claims against the Company that may be issued by virtue of this delegation may not exceed the ceiling of €5 billion or the equivalent value of this amount, assessed on the date of the decision to issue in the case of the equivalent value in foreign currencies, it being specified that the nominal amount of the debt securities to be issued pursuant to the 16<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions of this meeting shall be deducted from this amount, subject to their adoption by the meeting and on the basis of issues authorized by resolutions of the same nature 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 the 20<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.
  6. Decides to cancel the shareholders preferential subscription right to the securities covered by this resolution, while allowing the Board of Directors, pursuant to Article L.225-135, paragraph 2 of the French Commercial Code, to grant shareholders, for a period and according to the terms and conditions that it shall determine in accordance with the applicable legal and regulatory provisions and for all or part of an issue carried out, a priority subscription period that shall not give rise to the creation of negotiable rights and that shall be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a renounceable subscription, it being specified that the securities not subscribed for in this way may be the subject of a public placement in France and / or abroad.
  7. Acknowledges that this delegation automatically entails a waiver by the shareholders of their preferential subscription rights to the shares to which the securities will entitle them, in favor of the holders of the securities issued giving access to the Company's share capital.
  8. Resolves that, in accordance with Article L.22-10-52 of the French Commercial Code:
    - the issue price of shares issued directly shall be at least equal to the minimum authorized price as defined by laws and regulations in force at the time this delegation is used;
    - the issue price of securities giving access to share capital shall be such that the sum received immediately by the Company, plus, where necessary, the amount likely to be received by it at a later date is, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price set in the previous paragraph;
    - the conversion, redemption and more generally the transformation into shares of each security giving access to the share capital shall take into account the nominal value of said securities, which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution.
  9. Resolves that, if subscriptions by the shareholders and the public do not absorb the entire issue of securities, the Board of Directors may use, in the order it considers appropriate, one or both of the following options:
    - limit the issue to the amount of subscriptions on condition that this reaches at least three-quarters of the amount of the initially-decided issue;
    - allocate at will all or some of the unsubscribed shares;
    - offer to the public, both in France and abroad, all or part of the non-subscribed securities.
  10. Notes that the provisions of paragraph 6 relating to the priority period and of paragraphs 8 and 9 shall not apply to the shares and securities issued under this delegation in consideration of securities contributed to the Company in a public exchange offer pursuant to Article L.22-10-54 of the French Commercial Code.
  11. Resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have all powers to implement this delegation of authority and, in particular, to set the terms of the issue, subscription and full payment, to record the completion of capital increases resulting therefrom and to make any corresponding changes to the bylaws, and:
    - to set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company);
    - to decide, in the event of the issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they are subordinated or not and, if so, their subordination rank in accordance with the provisions of Article L.228-97 of the French Commercial Code; to set an interest rate (including fixed or floating, zero-rated or indexed-linked), provide for their fixed or indefinite term and the other terms of issue, including the granting of guarantees or securities, as well as the terms of amortization and repayment, including repayment by delivery of Company assets (the securities may also be the subject of repurchases on the stock market or a purchase or exchange offer by the Company); to determine the conditions under which these securities will give access to the share capital of the Company and / or of the companies of which it directly or indirectly owns more than half of the share capital and / or to the allocation of debt securities; to modify, during the life of the securities concerned, the terms referred to above;
    - in the event of the issue of securities as consideration for securities contributed in the context of a public exchange offer, to draw up the list of securities contributed to the exchange; set the terms of the issue, the exchange ratio and, if applicable the amount of the cash balance to be paid; determine the terms of the issue in the context of either a public exchange offer, an alternative purchase or exchange offer, or a single offer proposing the purchase or exchange of the securities in question in exchange for payment in securities and cash, or a main public tender offer or exchange offer, accompanied by a subsidiary public tender offer or exchange offer, or any other form of public offer that complies with the laws and regulations applicable to said public offer; record the number of shares contributed in the exchange and record the difference between the issue price of the new shares and their nominal value as a liability in the balance sheet under a "contribution premium" account, to which all shareholders will be entitled;
    - at its sole initiative, to 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 share capital after each capital increase;
    - to set and make all adjustments intended to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the

share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of securities giving access to share capital will be preserved,

and generally, enter into 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.

## EIGHTEENTH RESOLUTION

### **Delegation of authority to the Board of Directors to issue ordinary shares or various securities without preferential subscription rights as part of an offer governed by Article L.411-2, 1° of the French Monetary and Financial Code (to be used outside public tender offer periods only)**

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with the applicable provisions of law and regulation, particularly Articles L.225-129 *et seq.* of the French Commercial Code, including Articles L.225-129-2, L.225-135, L.225-136, L.22-10-51 and L.22-10-52, and with the provisions of Articles L.228-91 *et seq.* of said Code and of Article L.411-2, 1° of the French Monetary and Financial Code, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. Delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its authority to decide, within the framework of an offer referred to in Article L.411-2, 1° of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it sees fit, in France and / or abroad, either in euros or in any other currency or monetary unit established by reference to several currencies, with cancellation of the preferential subscription right, to increase the share capital by issuing ordinary shares or securities issued for valuable consideration or free of charge, governed by Articles L.228-91 *et seq.* of the French Commercial Code, giving access to the Company's share capital, whether in the form of new or existing shares of the Company. The subscription of shares and other securities may be made either in cash or by offsetting specific, liquid and payable debts. The Board of Directors may, under the conditions fixed by law, delegate powers to decide to proceed with, or postpone, a share issue, however, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation of authority, unless previously authorized by the Shareholders' Meeting.
2. Resolves to set the limits of issue amounts authorized in the event that the Board of Directors uses this delegation, as follows:
  - the maximum nominal value of the capital increases that may be carried out under this delegation is set at €225 million, it being specified that this amount shall be deducted from the maximum nominal amount provided for in the second paragraph of point 4 of the 17<sup>th</sup> resolution above and from the amount of the Overall Ceiling referred to in the 21<sup>st</sup> resolution below, subject to their adoption by this meeting or, as the case may be, from any amounts provided for by resolutions of the same nature which may succeed them during the period of validity of this delegation;
  - to this ceiling shall be added, if necessary, the nominal amount of shares that may be issued in the event of any new financial transactions, in order to protect the rights of holders of subscription options and / or securities giving access to the share capital;
  - the maximum nominal amount of the securities representing debt claims giving access to the Company's capital may not exceed the ceiling of €5 billion or the equivalent value of this amount, assessed on the date of the decision to issue in the case of the equivalent value in foreign currencies, it being specified that the nominal amount of the debt securities to be issued pursuant to the 16<sup>th</sup>, 17<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions of this meeting shall be deducted from this amount, subject to their adoption by the meeting and on the basis of issues authorized by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation.
3. Acknowledges that this delegation automatically entails a waiver by the shareholders of their preferential subscription rights to the shares to which the securities will entitle them, in favor of the holders of the securities issued giving access to the Company's share capital.
4. Resolves that, in accordance with Article L.225-136 of the French Commercial Code:
  - the issue price of shares issued directly shall be at least equal to the minimum authorized price as defined by laws and regulations in force at the time this delegation is used;
  - the issue price of securities giving access to share capital shall be such that the sum received immediately by the Company, plus, where necessary, the amount likely to be received by it at a later date is, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price set in the previous paragraph;
  - the conversion, redemption and more generally the transformation into shares of each security giving access to the share capital shall take into account the nominal value of said securities, which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution.
5. Resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have all powers to implement this delegation of authority and, in particular, to set the terms of the issue, subscription and full payment, to record the completion of capital increases resulting therefrom and to make any corresponding changes to the bylaws and to make the same decisions as those referred to in point 11 of the 17<sup>th</sup> resolution above or any resolution of the same nature which 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 the 21<sup>st</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.

## Delegation of authority to the Board of Directors to increase the number of shares to be issued, with or without preferential subscription rights, pursuant to the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> Resolutions, up to a maximum of 15% of the initial issue (*to be used outside public tender offer periods*) (Resolution 19)

### Objective

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.

This delegation would enable the Board of Directors to meet demand that exceeds the offer and respond to market volatility. It may be used at any time except in the event of a public offer for the Company's securities by a third party during the offer period. Any issue carried out within the framework of this resolution must be carried out at the same price as the initial issue to which it follows and within the deadlines and limits set by the legal and regulatory provisions applicable on the day of the issue (within 30 days of the closing of the subscription period and within the limit of 15% of the initial issue).

In the event that this option offered by the 19<sup>th</sup> resolution is exercised, the additional issue of securities shall comply with the limit of the nominal amount provided for by the initial resolution used (*i.e.* 16<sup>th</sup>, 17<sup>th</sup> or 18<sup>th</sup> resolution) and the Overall Ceiling set by the 21<sup>st</sup> resolution of this Shareholders' Meeting.

This delegation, for a period of 26 months from this Shareholders' Meeting, would supersede the delegation for the same purpose granted by the 22<sup>nd</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.

## NINETEENTH RESOLUTION

### Delegation of authority to the Board of Directors to increase the number of shares to be issued, with or without preferential subscription rights, pursuant to the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> Resolutions, up to a maximum of 15% of the initial issue (*to be used outside public tender offer periods only*)

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-135-1, L.22-10-51 and R.225-118 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting and subject to the adoption of the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> resolutions:

1. Delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its power to decide 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 periods and limits provided for by the regulations applicable on the date of the issue (currently within thirty days of the closing of the subscription and up to 15% of the initial issue) and subject to the ceilings provided for in the resolution pursuant to which the issue is decided as well as the Overall Ceiling set by the 21<sup>st</sup> resolution below, subject to its adoption by this meeting, or, if applicable, the amount of any ceiling that may be provided for by a resolution of the same nature that may succeed it during the period of validity of the present delegation. However, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation of authority, unless previously authorized by the 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 the 22<sup>nd</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.

## Delegation of authority to the Board of Directors to issue various securities in consideration for contributions of shares made to the Company, up to a limit of 10% of the share capital (*usable outside public offerings*) (Resolution 20)

### Objective

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

The Board of Directors considered this authorization to be useful as it would allow the acquisition of shares in unlisted, medium-sized companies through shares of the Company rather than through cash.

These issues may be made at any time, except in the event of a public offer for the Company's securities by a third party during the offer period. They must respect the limit of a nominal amount of €225 million, it being specified that the nominal amount of the capital increases that may be carried out pursuant to the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions would be deducted from this amount.

This delegation, for a period of 26 months from this Shareholders' Meeting, would supersede the delegation for the same purpose granted by the 23<sup>rd</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.

### TWENTIETH 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 Article L.22-10-53 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 sub-delegate under the conditions set by law, its authority to issue, based on the report of the Contributions Auditor, shares or various securities giving access to the share capital of the Company, within the limit of 10% of the share capital at the time of issue, in consideration for contributions in kind made to the Company and consisting of shares or securities giving access to the capital of other companies, when the provisions of article L.22-10-54 of the French Commercial Code do not apply. However, in the event that a third party makes a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, decide to implement this delegation of authority, unless previously authorized by the Shareholders' Meeting.
- Resolves that the nominal amount of the Company's capital increase 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 the preceding 17<sup>th</sup> resolution, as well as towards the amount of the Overall Ceiling referred to in the 21<sup>st</sup> resolution below, subject to their adoption by this Shareholders' Meeting or, where relevant, any ceiling amounts provided for in previous similar resolutions that may succeed them during the period of validity of this delegation.
- Resolves that the maximum nominal amount of the securities representing debt claims against the Company may not exceed the ceiling of €5 billion or the equivalent value of this amount, assessed on the date of the decision to issue in the case of the equivalent value in foreign currencies, it being specified that the nominal amount of the debt securities to be issued pursuant to the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions of this meeting shall be deducted from this amount, subject to their adoption by the meeting and on the basis of issues authorized by resolutions of the same nature that may succeed said resolutions during the period of validity of this delegation.
- Resolves that the Board of Directors shall have all powers, in particular, to determine the nature and number of securities to be created, their characteristics and the terms and conditions of their issue; to approve the valuation of the contributions and concerning said contributions, to record their realization; to charge all costs, charges and duties to the premiums, the balance being able to be allocated in any way decided by the Board of Directors or by the Ordinary Shareholders' Meeting; to increase the share capital; to make the corresponding amendments to the bylaws and, in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities useful for the issue, listing and financial servicing of the securities issued by virtue of this delegation of powers, as well as for 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 for the same purpose granted under the 23<sup>rd</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.

## Limitation of the Overall Ceiling for immediate or future capital increase delegations (Resolution 21)

<b>Objective</b>	<p>The shareholders are asked to set the maximum nominal amount of capital increases that may be carried out under the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions, as well as under the 24<sup>th</sup> and 25<sup>th</sup> resolutions, at €265 million for share issues, and at €5 billion for securities representing debt claims against the Company.</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 share capital and the beneficiaries of subscription options.</p> <p>This limitation will replace that set by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.</p>
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### TWENTY-FIRST 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, in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

- Resolves to set at **€265 million** the maximum nominal amount of immediate and / or future share capital increases that may be carried out pursuant to the authorizations conferred by the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 24<sup>th</sup> and 25<sup>th</sup> resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or, if applicable, on the basis of issues authorized by similar resolutions that may succeed said resolutions during the period of validity of this delegation. It is hereby 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 under the
- 22<sup>nd</sup> resolution below, subject to its adoption by the Shareholders' Meeting and on the basis of issues authorized by similar resolutions 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 subscription options and securities giving access to the share capital of the Company, in accordance with the law and, if applicable, contractual stipulations.
- 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 against the Company that may be issued under the authorizations conferred by the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 24<sup>th</sup> and 25<sup>th</sup> resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or, if applicable, on the basis of issues authorized by similar resolutions that may succeed said resolutions during the period of validity of this delegation.

## Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts (Resolution 22)

<b>Objective</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>These capital increase transactions may take place at any time during the offer period in the event of a public tender offer for the Company's shares by a third party.</p> <p>In accordance with the law, the Board of Directors would have full powers, with the option of sub-delegation, to implement this delegation, in particular to determine the nature and amount of the sums to be capitalized, as well as the process(es) for carrying out the increase, raising the nominal value of the pre-existing securities and / or allocating free equity securities, and to amend the bylaws accordingly.</p> <p>This delegation would be valid for a period of 26 months from the date of this meeting and would supersede the delegation for granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 in its 25<sup>th</sup> resolution.</p>
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### TWENTY-SECOND 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 and L.22-10-50, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

- 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 sees fit, 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 the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by similar resolutions 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 the 21<sup>st</sup> resolution above, subject to its adoption by this Shareholders' Meeting, or if applicable, any ceiling established by a similar resolution 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 submits a public tender offer for the shares of the Company and only during this offer.

2. Delegates to the Board of Directors, in the event of the use of this delegation of authority, all powers, with the power to sub-delegate under the conditions set by law, to implement this delegation and, in particular, to set the terms of the issue, to record the completion of the capital increases resulting therefrom, to make any corresponding changes to the bylaws, 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 by law;
  - make all adjustments intended to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of securities giving access to share capital will be preserved;
  - and generally, enter into 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.
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 the 25<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' of May 14, 2020.

## Cancellation of shares purchased by the Company by way of a share capital reduction (Resolution 23)

### Objective

We propose that the shareholders authorize the Board of Directors to cancel all or part of the shares held in treasury by the Company (both as a result of the implementation of share buyback programs previously authorized by the Shareholders' Meeting and as part of the buyback program proposed by this Shareholders' Meeting in its 5<sup>th</sup> resolution) and to carry out a share capital reduction within the limit of 10% of the share capital per 24-month period.

The cancellation of Company shares can meet various objectives, such as active management of the capital, balance sheet optimization, or compensation for dilution resulting from capital increases.

In accordance with law, share cancellations may not exceed the limit of 10% of the share capital per 24-month period.

This delegation would cancel and replace the delegation granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 (26<sup>th</sup> resolution), and would have a period of validity of 26 months from the date of this Shareholders' Meeting.

### TWENTY-THIRD 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.22-10-62 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 meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under the 26<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.
3. Confers all powers to the Board of Directors, with the power to sub-delegate under the conditions established by law, to carry out the transaction(s) to cancel and reduce the share capital by virtue of this authorization, establish their terms, record their completion, deduct the difference between the book value 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 category of beneficiaries in the context of the implementation of a Group international employee shareholding plan (Resolutions 24 and 25)

<b>Objective</b>	<p>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.</p> <p>At the end of 2021, employees held 3.16% of ENGIE's share capital.</p> <p>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.</p> <p>Under the 24<sup>th</sup> resolution, 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 any entity under French or foreign law, with or without legal personality (notably any bank or subsidiary thereof) acting at the request of the Company for the requirements of the implementation of a Group international employee shareholding plan or any trusts constituted in order to set up a share incentive plan under UK law. These increases would be carried out within the limit of a maximum nominal amount of 2% of the share capital on the date of implementation of the authorization, including the implementation of so-called leveraged "Multiple" investment formulas, noting that this 2% ceiling is common to all capital increases carried out under the 25<sup>th</sup> resolution of this Shareholders' Meeting.</p> <p>Under the 25<sup>th</sup> resolution, 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 under French or foreign law, with or without legal personality (notably any bank or subsidiary thereof) acting at the request of the Company for the requirements of the implementation of a Group international employee shareholding plan or any trusts constituted in order to set up a share incentive plan under UK law. These increases would be carried out within the limit of a maximum nominal amount of 0.5% of the share capital on the date of implementation of the delegation, it being specified that such issues will be counted against the 2% ceiling of the delegation pursuant to the 25<sup>th</sup> resolution.</p> <p>The amount of the capital increases thus carried out would be deducted from the Overall Ceiling of €265 million referred to in the 21<sup>st</sup> resolution of this Shareholders' Meeting.</p> <p>The issue prices of the shares may not be less than the Reference Price, <i>i.e.</i> 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, minus a discount that may not exceed the maximum discount permitted under the laws in force when the delegation is implemented.</p> <p>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.</p> <p>The Board of Directors may grant, free of charge, to the beneficiaries indicated in the 24<sup>th</sup> resolution, in addition to the shares or securities giving access to the capital to be subscribed for in cash, shares or securities giving access to the capital to be issued or already issued, by way of substitution of all or part of the aforementioned discount and / or an employer contribution. The benefit from such an award may not exceed the statutory or regulatory limits pursuant to Article L.3332-11 <i>et seq.</i> and Article L.3332-21 <i>et seq.</i> 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 the 24<sup>th</sup> resolution.</p> <p>With regard to capital increases for the benefit of those beneficiaries referred to in the 25<sup>th</sup> resolution, the Board of Directors may set a subscription price other than that set under the 24<sup>th</sup> resolution 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, minus 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.</p> <p>The Shareholders' Meeting is 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.</p> <p>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, under the terms of the 25<sup>th</sup> resolution, 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 24<sup>th</sup> resolution.</p>
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Furthermore, the Statutory Auditors have produced a report on the 24<sup>th</sup> and 25<sup>th</sup> resolutions, which has 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 24<sup>th</sup> and 25<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. This report would describe the final terms and conditions of the transaction and indicate, 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.

The renewal of these authorizations, referred to in the 24<sup>th</sup> and 25<sup>th</sup> resolutions, would take effect as from the date of this Shareholders' Meeting, for respective periods of 26 and 18 months, and would supersede the authorizations previously granted by the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021, in its 16<sup>th</sup> and 17<sup>th</sup> resolutions.

## TWENTY-FOURTH 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 the 25<sup>th</sup> resolution 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 the 21<sup>st</sup> resolution of this Shareholders' Meeting, or from the amount of any ceiling provided for by a similar resolution that may succeed it during the period of validity of this delegation.
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 the 16<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021.
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, 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 for by Article L.3332-24 of the French Labor Code.

## TWENTY-FIFTH 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, without preferential subscription rights, reserved for a category of beneficiaries as part of the implementation of an ENGIE group international employee shareholding plan**

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 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 banking establishment or subsidiary thereof, acting on behalf of the Company 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 the 24<sup>th</sup> resolution, as well as the Overall Ceiling referred to in the 21<sup>st</sup> resolution 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 supersedes the unused portion of the similar delegation given under the 17<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021.
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 the 24<sup>th</sup> resolution of this Shareholders' Meeting, or (ii) if the employee shareholding offer was made as part of any employee savings plan, minus 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 the 23<sup>rd</sup> resolution 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.

## Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of companies belonging to the ENGIE group (with the exception of corporate officers of ENGIE the Company) and (ii) to employees participating in an ENGIE group international employee shareholding plan (Resolution 26)

### Objective

The Group aims to make it easier for as many people as possible to access employee shareholding, in order to involve its employees more closely in its development and to share the value created in a different way.

Shares would be awarded to all employees and corporate officers of the Group companies, except for the corporate officers of the Company ("World Plans"), and to employees participating in any other ENGIE group international employee shareholding plan.

The number of shares thus awarded would be limited to 0.75% of the share capital on the date of the decision of the Board of Directors. This amount is an overall ceiling for all the allocations carried out under the 26<sup>th</sup> and 27<sup>th</sup> resolutions of this Shareholders' Meeting, and is accompanied by an annual sub-ceiling of 0.25% of the share capital. These would be existing shares.

The shares thus allocated would be subject to the condition of actual presence at the ENGIE group at the end of the vesting period. They would be subject to a vesting period of no less than two years.

Performance conditions would not necessarily be established.

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, a special report will be produced to inform the Shareholders' Meeting of the transactions carried out under this authorization.

This authorization would have a period of validity of 38 months from the date of this Shareholders' Meeting, rendering ineffective as of this date the unused portion of the authorization previously granted under the 18<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of Thursday, May 20, 2021.

## TWENTY-SIXTH RESOLUTION

### Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of companies belonging to the ENGIE group (with the exception of corporate officers of ENGIE the Company) and (ii) to employees participating in an ENGIE group international employee shareholding plan

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

1. Authorizes the Board of Directors, with power to delegate as provided for by law, to award, in accordance with Article L.225-197-1 *et seq.* and Article L.22-10-59 of the French Commercial Code, on one or more occasions, to award outstanding Company shares free of charge to all or part of the Company's employees and the employees and corporate officers of the companies or groupings linked to it under the conditions referred to in Article L.225-197-2 of the French Commercial Code, with the exception of the Company's corporate officers, it being specified that the award must be made either to all employees under a bonus share awards plan or to employees participating in an ENGIE group international employee shareholding plan.
2. Sets the term of validity of this delegation at **38 months** from the date of this Shareholders' Meeting and renders ineffective as of this date the unused portion of the similar delegation given under the 18<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021.
3. Resolves that the total number of bonus shares that may be awarded under this authorization may not exceed **0.75%** of the existing share capital on the date of the award decision by the Board of Directors, together with an annual sub-ceiling of 0.25% of the share capital, it being specified that this ceiling and sub-ceiling are set without taking into account the number of shares to be awarded, if applicable, in respect of the adjustments made to preserve the rights to bonus shares in the case of transactions involving the share capital or shareholders' equity of the Company and that they are an overall ceiling and sub-ceiling for all awards that may be made under the 26<sup>th</sup> and

- 27<sup>th</sup> resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting.
4. Resolves that the award of the Company's shares to their beneficiaries will be definitive at the end of a vesting period of at least two years, that no mandatory lock-up period for shares will be imposed, and that the shares will be freely transferable as soon as they vest.
  5. Resolves that in the event of the disability of the beneficiary according to the classification in the second or third of the categories set out in Article L.341-4 of the French Social Security Code, the shares may vest immediately and the beneficiary concerned will not be subject to any obligation to retain the shares, which will be immediately transferable.
  6. Grants full powers, within the limits established above, to the Board of Directors, with the power to sub-delegate under the conditions established by law, to implement this authorization and more specifically to:
    - determine the identity of the beneficiaries of the awards and the number of shares awarded to each of the beneficiaries;
    - set the conditions and, where applicable, the criteria for the award of shares, in particular the minimum vesting period;
    - provide, where applicable, for the right to postpone the share vesting dates;
    - adjust, where applicable, the number of shares awarded in the event of transactions on the Company's share capital or shareholders' equity with the effect of changing the value of the shares comprising the share capital, in order to preserve the rights of the beneficiaries of bonus shares;
    - determine the dates and terms of the awards and generally take all the necessary measures and enter into any agreements for the successful completion of the planned awards.

## Authorization to be given to the Board of Directors to award bonus shares to certain employees and corporate officers of companies belonging to the ENGIE group (including the executive officers of the ENGIE Company) (Resolution 27)

### Objective

The selective bonus share plan proposed for a significant number of beneficiaries is intended to both reward the performance of certain employees and maintain a competitive level of overall compensation for these employees, while aligning it with the interests of the shareholders.

Last year, the Board of Directors initiated an alignment of the long-term incentive component of the Chief Executive Officer, which took the form of performance units, and that of the Executive Committee members, senior managers and other employees who received performance shares. This first stage of alignment focused on the performance conditions of the performance units and performance shares.

The Board wishes to complete this alignment by including the Chief Executive Officer in the performance share plan, which would replace the performance units from which she has benefited until now. The number of performance shares that would be granted to the Chief Executive Officer is specified in her compensation policy and is, for 2022, identical to the number of performance units she received in 2021, *i.e.* an annual grant of 120,000 performance shares.

The number of shares thus awarded during a period of 38 months would be limited to 0.75% of the share capital on the date of the decision of the Board of Directors, it being specified that (i) this amount is an overall ceiling for all the allocations carried out under the 26<sup>th</sup> and 27<sup>th</sup> resolutions of this Shareholders' Meeting; and (ii) it is accompanied by an annual sub-ceiling of 0.25% of the share capital. These would be existing shares.

The award of shares to beneficiaries would be subject to both the condition of actual presence at the ENGIE group at the end of the vesting period, which should be at least three years, except for certain beneficiaries in the Trading business (subject to an obligation to spread part of their annual variable compensation over several successive years in the form of shares) for whom the minimum vesting period could be two years for part of the award.

For the main executives of the Group, the cumulative duration of the vesting and lock-up periods would be set at least four years, including at least three vesting years, it being specified that for the other beneficiaries no lock-up obligation would be imposed. It should be borne in mind that the Chief Executive Officer and the other members of the Executive Committee have the objective of building up a portfolio of ENGIE shares corresponding, in the case of the Chief Executive Officer, to two years of fixed compensation and to one and a half years for the other members of the Executive Committee. Accordingly, until these ownership targets are reached, two-thirds of vested performance shares are non-transferable (see Section 4.4.3.1 of the 2021 Universal Registration Document).

All the beneficiaries outside the Trading business would, however, be subject to financial and non-financial performance conditions.

The financial performance conditions relate to growth in net recurring income, Group share over two years compared with a benchmark panel, hereinafter referred to as the "Panel" (constituting 25% of the total performance conditions), to changes in total shareholder return (TSR) (stock market performance, reinvested dividend) over three years compared with this same Panel (constituting 25%), and to the return on capital employed (ROCE) in the Medium-Term Business Plan (MTBP) approved by the Board of Directors (on a *pro forma* basis) (constituting 30%).

The Panel selected for the relative assessment of the growth of the NRIGs and TSR is composed of EDP, ENEL, Iberdrola, Naturgy, Snam and RWE, with each of these companies receiving an identical weighting.

For the assessment of the performance condition related to the growth of the NRIGs, the growth will be calculated as the ratio of the NRIGs for the 12 months preceding June 30 of the year the plan matures over the NRIGs for the 12 months preceding June 30 of the first year of performance measurement.

To assess the performance condition relating to the TSR over three years (stock market performance, reinvested dividend), in order to spread any effects of volatility (gain or loss), the TSR (stock market performance, reinvested dividend) will be calculated by taking the averages of the three-year TSRs for ENGIE and for the Panel companies over a period of two months, ending at least one month before the scheduled delivery date of the Performance shares.

The performance shares will be subject to exclusively quantifiable non-financial performance conditions (together constituting 20% of the total performance conditions), selected for consistency with the Company's statutory purpose, *i.e.* its objectives for reducing greenhouse gas emissions from power generation (10%), increasing the proportion of renewable capacities (5%) and increasing the proportion of women in management (5%). The target objectives will be the ones in line with the trajectory established to achieve the target objectives by 2030. The success rate of the non-financial performance conditions is calculated as the difference between the value at December 31 of the year preceding the start of the performance measurement period and the target value at the end of the performance measurement period.

The TSR success rate (stock market performance, dividend reinvested) will be equal to zero for any result below 100% of the objective. For a result equal to 100% of the target, the success rate will be equal to 50%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. For a result greater than 100% and less than or equal to 120% of the target, the success rate will be progressive and linear between 50% and 120%. It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.

The success rate for NRIGs growth will be zero for a result below 75% of the target. For a result equal to 100% of the target, the success rate will be equal to 80%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. The progression between these points is linear. It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.

The success rate for ROCE will be zero for a result below 75% of the target. For a result equal to 100% of the target, the success rate will be equal to 100%. For a result equal to or greater than 120% of the target, the success rate will be equal to 120%. The progression between these points is linear.

With regard to non-financial performance conditions, for a result equal to the objective, the success rate will be 100%. The Board will define the limits corresponding to a success rate of 0% and a maximum rate of 120% in accordance with the medium-term targets and the specificity of each of these indicators.

The determination of the above performance criteria derives from the Board of Directors' commitment to the variable nature of the long-term incentive component which rewards financial and non-financial performance in the medium and long term. They are therefore not intended to be reviewed. However, in the event of extraordinary circumstances (such as a change in accounting standards, a significant change in scope, the completion of a transformative transaction, a substantial change in market conditions or an unforeseen change in the competitive environment), the Board of Directors may, on an exceptional basis, adjust upward or downward the results of one or more of the performance criteria associated with the long-term incentive portion to ensure that the results of applying these criteria reflect the performance of the Group. This adjustment would be made by the Board of Directors on the recommendation of the Appointments, Compensation and Governance Committee when the Board of Directors is satisfied both that this adjustment is intended to reasonably restore the balance or the target initially sought, adjusted for all or part of the impact of the event over the period in question, and that the interest of the Company and its shareholders is aligned with that of the beneficiaries. The Board would then provide a detailed justification for any adjustments applied, which would be made public.

The overall achievement level for the performance shares will be capped at 100%.

Except in the case of the Chief Executive Officer and executive officers, the first 500 shares awarded may be exempt from performance conditions. This amount (previously 150 shares) has been increased to 500 shares, based on a market study targeting groups with a large number of beneficiaries and applying a threshold for waiving performance conditions, as a way to reward the loyalty and commitment of the beneficiaries.

For certain beneficiaries in the Trading business (subject to an obligation to spread part of their annual variable compensation over several successive years in the form of shares), a condition specific to their activity would be applied.

For beneficiaries in respect of innovation promotion programs or similar, the Board of Directors may decide to remove the performance conditions.

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, a special report will be produced to inform the Shareholders' Meeting of the transactions carried out under this authorization.

## TWENTY-SEVENTH RESOLUTION

### Authorization to be given to the Board of Directors to award bonus shares to certain employees and corporate officers of companies belonging to the ENGIE group (including the executive officers of the ENGIE Company)

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

1. Authorizes the Board of Directors, with the power to sub-delegate under the conditions established by law, to award, in accordance with Article L.225-197-1 *et seq.* and Article L.22-10-59 of the French Commercial Code, on one or more occasions, Company shares free of charge to some of the Company's employees and some of the employees and corporate officers of the companies or groupings linked to it, including the Company's corporate officers, under the conditions set out in Article L.225-197-2 of the French Commercial Code.
2. Sets the term of validity of this authorization at **38 months** from the date of this Shareholders' Meeting and duly notes that this authorization supersedes, as of this date, the unused portion of the delegation granted under the 19<sup>th</sup> resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021.
3. Resolves that the total number of bonus shares that may be awarded under this authorization may not exceed **0.75%** of the existing share capital on the date of the award decision by the Board of Directors, together with an annual sub-ceiling of 0.25% of the share capital, it being specified that this ceiling and sub-ceiling are set without taking into account the number of shares to be awarded, if applicable, in respect of the adjustments made to preserve the rights to bonus shares in the case of transactions involving the share capital or shareholders' equity of the Company and that they are an overall ceiling and sub-ceiling for all awards that may be made under the 26<sup>th</sup> and 27<sup>th</sup> resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting.
4. Resolves that the award of the Company's shares to the beneficiaries will be definitive at the end of a vesting period of at least three years, with the Board of Directors nevertheless able to reduce this period to two years for the beneficiaries in the Trading business, subject to specific regulations, and that, with the exception of the Group's main executives, the beneficiaries will not be required to retain the shares of the Company after they vest, it being specified that, for these main executives, a cumulative vesting and lock-up period of four years will be imposed.
5. Resolves that in the event of the disability of the beneficiary according to the classification in the second or third of the categories set out in Article L.341-4 of the French Social Security Code, the shares may vest immediately and the beneficiary concerned will not be subject to any obligation to retain the shares, which will be immediately transferable.
6. Grants full powers, within the limits established above, to the Board of Directors, with the power to sub-delegate under the conditions established by law, to implement this authorization and more specifically to:
  - determine the identity of the beneficiaries of the awards and the number of shares awarded to each of the beneficiaries;
  - set the conditions for the acquisition of shares, in particular performance shares, based on internal and external criteria, and, where applicable, the criteria for the granting of the shares, in particular the minimum vesting period and, where applicable, the minimum holding period;
  - decide to remove the performance conditions for beneficiaries in respect of innovation promotion programs or similar;
  - decide to remove the performance conditions for an initial portion of each award for all beneficiaries, except for the Group's executive officers, with the number of shares concerned by this removal equaling 500 shares per beneficiary;
  - provide, where applicable, for the right to postpone the share vesting dates, and, for the same period, the lock-up obligation on the said shares, so that the minimum lock-up period is unchanged;
  - adjust the number of shares awarded in the event of transactions on the Company's share capital or shareholders' equity with the effect of changing the value of the shares comprising the share capital, in order to preserve the rights of the beneficiaries of bonus shares;
  - determine the dates and terms of the awards and generally take all the necessary measures and enter into any agreements for the successful completion of the planned awards.

## Powers for formalities (Resolution 28)

**Objective** Resolution 28 is a customary resolution that enables the formal recording requirements required by law to be carried out after the Shareholders' Meeting.

## TWENTY-EIGHTH RESOLUTION

### Powers to implement the resolutions adopted by the 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.





# 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 April 21, 2022

*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 SIXTEEN TO TWENTY-ONE

In accordance with the role laid out in Articles L.228-92 and L.225-135 *et seq.* and the article L.22-10-52 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, with the option of subdelegation, 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 (sixteenth 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 eighteenth resolution (seventieth 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.22-10-54 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 through an offer mentioned in Article L.411-2, 1° of the French Monetary and Financial Code (eighteenth resolution), of ordinary shares or marketable securities giving access to the Company's share capital, whether new or outstanding shares of the Company;
- 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 (twentieth resolution);

The overall nominal amount of capital increases that may be carried out immediately or at a later date under the resolutions sixteen, seventeen, eighteen, nineteen, twenty, twenty-four and twenty-five may not exceed €265 million, as provided in the twenty-first 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 sixteen, seventeen and eighteen 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 sixteen, seventeen, eighteen, nineteen and twenty may not exceed €225 million.

The overall nominal amount of debt instruments that may be issued under resolutions sixteen, seventeen, eighteen, nineteen, twenty, twenty-four and twenty-five may not exceed €5 billion, as provided in the twenty-first resolution.



These ceilings include the additional number of shares and securities to be issued as part of the authorizations implemented under the sixteenth, seventieth and eighteenth resolutions, as provided in Article L.225-135-1 of the French Commercial Code, if you adopt the ninetieth 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 seventieth and eightieth resolutions.

Moreover, as the methods used to determine the issue price of the shares to be issued in accordance with the sixtieth and twentieth 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 seventieth and eightieth 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-THIRD RESOLUTION

In accordance with Article L.22-10-62 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 ISSUE OF SHARES OR 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-FOURTH 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 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-fifth resolution of this Combined Shareholders' Meeting and will be counted against the overall ceiling of €265 million referred to in the twenty-first 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 and marketable securities 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.

## **REPORT ON 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 A CATEGORY OF BENEFICIARIES AS PART OF THE IMPLEMENTATION OF ENGIE GROUP'S INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN, UNDER THE TWENTY-FIFTH 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 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 whether or not legal personality, including any banking establishment or controlled subsidiary of such an establishment, intervening at the Company's request 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-fourth resolution of this Combined Shareholders' Meeting, and the overall ceiling of €265 million provided in the twenty-first 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 and marketable securities to be

issued. Where appropriate, it shall be responsible for setting the conditions governing this transaction.

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.

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.

## **REPORT ON THE FREE AWARD OF EXISTING BONUS SHARES TO ALL EMPLOYEES AND CORPORATE OFFICERS OF THE GROUP COMPANIES (CORPORATE OFFICERS OF THE COMPANY EXCLUDED), AND TO EMPLOYEES BENEFITING FROM ENGIE GROUP'S INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN UNDER THE TWENTY-SIXTEENTH RESOLUTION**

In accordance with the role laid out in Article L.225-197-1 of the French Commercial Code, we hereby report on the proposed free award of outstanding bonus shares of the Company to all or some of the employees of the Company, as well as employees and corporate officers of companies or groups linked to it under the conditions referred to in Article L.225-197-2 of the French Commercial Code, corporate officers of the Company excluded (provided that the award should be made either to the benefit of all employees through a bonus share allocation plan, or to employees participating in an ENGIE group international employee shareholding plan), a transaction upon which you are called to vote.

The total number of shares that may be awarded free of consideration may not exceed 0.75% of the Company's share capital as of the date of the decision to award the shares by the Board of Directors, combined with an annual sub-ceiling of 0.25% of the share capital, being specified that this ceiling and sub-ceiling are common for all awards provided for in the twenty-six and twenty-seven resolutions of this Combined Shareholders' Meeting.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of thirty-eight months from the date of this Combined Shareholders' Meeting, to freely award existing bonus shares.

It is up to the Board of Directors to prepare a report on this transaction which it wishes to be able to proceed with. It is up to us to share with you, if necessary, our observations on the information given to you on the proposed transaction.

We have implemented the due diligence that we have deemed necessary in light of the professional doctrine of the National Company of Auditors relating to this mission. These procedures included verifying that the terms envisaged and given in the Board's report were consistent with the statutory provisions.

We have no comment to make on the information given in the Board of Directors' report on the proposed transaction to authorize the allocation of free shares.



## REPORT ON THE FREE AWARD OF EXISTING BONUS SHARES TO CERTAIN EMPLOYEES AND CORPORATE OFFICERS OF THE GROUP COMPANIES (CORPORATE OFFICERS OF THE COMPANY INCLUDED), UNDER THE TWENTY-SEVENTEENTH RESOLUTION

In accordance with the role laid out in Article L.225-197-1 of the French Commercial Code, we hereby report on the proposed free award of outstanding bonus shares to certain employees of the Company and certain employees and corporate officers companies or groups linked to it, corporate officers of the Company included, under the conditions referred to in Article L.225-197-2 of the French Commercial Code, a transaction upon which you are called to vote.

The total number of shares that may be awarded free of consideration may not exceed 0.75% of the Company's share capital as of the date of the decision to award the shares by the Board of Directors, combined with an annual sub-ceiling of 0.25% of the share capital, being specified that this ceiling and sub-ceiling are common for all awards provided for in the twenty-six and twenty-seven resolutions of this Combined Shareholders' Meeting.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of thirty-eight months from the date of this Combined Shareholders' Meeting, to freely award existing bonus shares.

It is the responsibility of the Board of Directors to prepare a report on the proposed transaction. It is our responsibility to inform you, where appropriate, of our observations on the information provided to you on the proposed transaction.

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 that the terms and conditions proposed and described in the Board of Directors' report are in compliance with current legal provisions.

We have no matters to report on the information provided in the Board of Directors' report on the proposed transaction to authorize the free granting of existing shares.

Paris-La Défense, March 11, 2022

The Statutory Auditors

### DELOITTE & ASSOCIES

Patrick E. Suissa

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# 9

## How to participate in the Shareholders' Meeting

### Warning - Health situation

Due to the Covid-19 epidemic, the procedures for the convening and holding of the Shareholders' Meeting may need to be modified in order to comply with the measures and regulations in force on the day that the Shareholders' Meeting takes place.

Shareholders are invited to regularly visit the area of the Company's website ([www.engie.com](http://www.engie.com)) dedicated to the Shareholders' Meeting, which may be updated, where

applicable, to specify the final procedures for taking part in this Shareholders' Meeting according to any health and / or legal requirements that may arise after publication of this notice.

The Shareholders' Meeting will be broadcast live on the Company's website ([www.engie.com](http://www.engie.com)) and the video will also be provided as a recording within the regulatory deadline.

### Conditions of participation

#### Prerequisites for participating in the Shareholders' Meeting

All shareholders, regardless of the number of shares they hold, may participate in the Shareholders' Meeting.

In accordance with Article R.22-10-28 of the French Commercial Code, only those shareholders will be allowed to vote or be represented who have proven that they are such through the registration of shares in their name or in the name of the authorized intermediary registered on their behalf if the shareholder resides abroad, by the second business day preceding the Shareholders' Meeting, *i.e.* **no later than Tuesday, April 19, 2022 at midnight**, (Paris time):

- either in the registered share accounts held for the Company by its authorized representative, *Société Générale Securities Services*, for shareholders with **registered shares** (pure or administered);
- or in the bearer share accounts held by an authorized intermediary pursuant to Article L.211-3 of the French Monetary and Financial Code, for shareholders with **bearer shares**.

The registration of securities in bearer share accounts held by an authorized intermediary referred to in Article L.211-3 of the Monetary and Financial Code must be confirmed by a share ownership certificate provided by the latter, attached to (i) the remote voting or proxy form, or (ii) the admission ticket request made in the shareholder's name or by the registered intermediary for the shareholder's account.

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

Pursuant to Article R.22-10-28 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, April 19, 2022**, 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 of Société Générale Securities Services* of the sale and send it the necessary information;
- for all sales settled after **Tuesday, April 19, 2022 at midnight (Paris time)**, the seller's share ownership certificate will remain valid and the vote will be counted on the seller's behalf.



# Ways of participating

There are several ways in which shareholders may participate in the Shareholders' Meeting:

- **participating in person** in the Shareholders' Meeting;
- **granting a proxy to the Chairman of the Shareholders' Meeting** (or sending a proxy to the Company without indicating an authorized representative), noting that in such event 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;
- **voting remotely** (by mail or online) on the resolutions; or
- **granting a proxy to any named person**, natural or legal, shareholder or not (*this proxy may be revoked by the same procedures as those required to designate the authorized representative*).

# How to exercise your voting rights

## EXAMPLE 1: You would like to attend the Shareholders' Meeting in person

Shareholders who wish to attend the Shareholders' Meeting in person should make a request to do so *via* the following channels:

### 1.1 REQUESTING AN ADMISSION TICKET BY MAIL

**Your shares are registered shares:** You must complete the single voting form enclosed with the meeting notice addressed to you, specifying that you wish to participate in the Shareholders' Meeting and receive an admission ticket, then return it signed and dated using the prepaid envelope (also enclosed with the notice) or by standard post to *Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes CEDEX 3, France*.

**Your shares are bearer shares:** please ask your authorized intermediary (who manages your share account) for a share ownership certificate. The intermediary will then send this certificate to *Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes CEDEX 3*, which will provide you with an admission ticket.

Admission ticket requests from shareholders **holding registered shares and bearer shares** must be received by *Société Générale Securities Services, Services des Assemblées Générales*, no later

than three (3) days before the Shareholders' Meeting, *i.e.* Monday, April 18, 2022.

Where the admission ticket has not been received by the shareholder by midnight (Paris time) two (2) working days prior to the Shareholders' Meeting, he/she is invited to contact Société Générale's admission ticket call center for all questions relating to admission ticket processing, Monday to Friday 9:30 to 18:00 on: +33 (0)825 315 315 (calls from France cost: €0.15 / minute excl. VAT).

In all cases, shareholders who find themselves in this position should, on the day of the Shareholders' Meeting, approach the counters provided for this purpose; shareholders holding registered shares should bring proof of identity and shareholders holding bearer shares should bring proof of identity plus the share ownership certificate that their authorized representative has sent them.

### 1.2 REQUESTING AN ADMISSION TICKET ONLINE

**Your shares are registered shares:** you may request your ticket online using the secure VOTACCESS platform, which may be accessed at [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using your Sharinbox access code found on the single voting form enclosed with the notice of meeting or in the email if you opted to receive a paperless notice of meeting.

**Your shares are pure registered shares:** please use the ID number and password you already have to view your registered account on the Sharinbox website.

**Your shares are administered registered shares:** please access the Sharinbox website using the ID number that can be found at the top-right of the single voting form you received enclosed with the notice of meeting.

Once on the home page of the Sharinbox website, shareholders holding **registered** shares can follow the instructions on screen to access the VOTACCESS platform and they can then request their admission ticket online.

Shareholders holding **bearer** shares should find out from their authorized intermediary whether the latter is connected to

VOTACCESS and, if so, whether this access is subject to specific conditions of use.

If your authorized intermediary is connected to VOTACCESS, shareholders holding **bearer** shares should identify themselves on their account custodian's online portal with their usual access codes. They should then follow the on-screen instructions to access the VOTACCESS platform and request an admission ticket.

To promote the smooth running of the Shareholders' Meeting, shareholders are kindly requested to report to the sign-in desk from 1:30 P.M. on the day of the meeting to sign the attendance sheet.

Under current VIGIPIRATE measures, all luggage and bags must be shown to security staff. Shareholders are kindly asked not to bring bulky luggage; such luggage must be left in the luggage area provided.

## EXAMPLE 2: You would like to vote remotely (by mail or online)

### 2.1 BY MAIL

**Your shares are registered shares:** Please complete and sign the single vote-by-mail form attached to this notice of meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by standard post, to *Société Générale Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes CEDEX 3*.

**Your shares are bearer shares:** You can ask your account custodian for a single voting form allowing you to vote by mail. This

authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services*.

To be counted, the duly completed and signed vote-by-mail forms must be received by *Société Générale Securities Services* at least three calendar days prior to the Shareholders' Meeting, **by Monday, April 18, 2022**.

### 2.2 ONLINE

The VOTACCESS platform for the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022 will be open **from 9:00 A.M. (Paris time) on Monday, April 4, 2022**.

The option of voting online will not be available after **3:00 P.M. (Paris time) on April 20, 2022**.

*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, you can follow the instructions on screen to access the VOTACCESS platform and vote, or designate or revoke an authorized representative.

In order to avoid any congestion on the dedicated secure website, it is recommended that shareholders do not wait until the last days before the meeting to send their instructions.

**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, or designate or revoke an authorized representative.

**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 if you opted to receive a paperless notice of meeting.

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



## Meeting broadcast

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

[www.engie.com/  
en/general-meeting-april-2022](http://www.engie.com/en/general-meeting-april-2022)

### EXAMPLE 3: You would like to grant a proxy to the Chairman (or send a proxy to the Company without indicating 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.

#### 3.1 BY MAIL

**Your shares are registered shares:** Please complete and sign the single postal proxy / vote-by-mail form attached to this notice of meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by standard post, to *Société Générale, Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes CEDEX 3, France.*

**Your shares are bearer shares:** Please ask your account custodian for a single voting form allowing you to grant a proxy to the

Chairman. This authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services.*

To be counted, the duly completed and signed vote-by-mail forms must be received by *Société Générale Securities Services* at least three days prior to the Shareholders' Meeting, *i.e. by Monday, April 18, 2022.*

#### 3.2 ONLINE

**Your shares are registered shares:** If you would like to grant a proxy to the Chairman online, 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 if you 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, you can follow the instructions on screen to access the VOTACCESS platform and grant a proxy to the Chairman.

**Your shares are bearer shares:** If your account custodian is connected to VOTACCESS, please identify yourself on your account custodian's online portal with your usual access codes. You can then click on the icon that appears on the line corresponding to your ENGIE shares and follow the instructions on screen to grant a proxy to the Chairman.

**A proxy with no indication of an authorized representative is equivalent to a proxy granted to the Chairman:** Thus for all proxies 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.

## EXAMPLE 4: You would like to be represented by someone else

You can be represented at the Shareholders' Meeting by another ENGIE shareholder, your spouse, your civil partner, or any other natural or legal person of your choice, under the conditions set forth in Article L.22-10-39 of the French Commercial Code. This authorized representative can be designated by mail or electronically:

### 4.1. BY MAIL

**Your shares are registered shares:** Please complete and sign the single proxy / vote-by-mail form attached to this notice of meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by standard post, to *Société Générale, Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes CEDEX 3, France.*

**Your shares are bearer shares:** You can ask your account custodian for a single voting form allowing you to be represented by someone else. This authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services.*

### 4.2 ONLINE

**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 if you 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, you can follow the instructions on screen to access the VOTACCESS platform and grant a proxy to the person of your choice.

**Your shares are bearer shares:**

1. 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 designate your authorized representative.
2. If the account custodian is not connected to the VOTACCESS platform, you can grant a proxy to the person of your choice **by email**, pursuant to Article R.22-10-24 of the French Commercial Code, as described below:

Proxies indicating the authorized representative must be received by the Company or the Shareholders' Meeting Service of *Société Générale Securities Services* by the fourth day preceding the Shareholders' Meeting, *i.e. no later than Monday, April 18, 2022.*

Please send an e-mail to [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com). The email must contain the following information: the name of the Company concerned (ENGIE), the date of the Shareholders' Meeting, the full name, address, and bank details of the person granting the proxy and the full name and, if possible, the address of the authorized representative.

You must also ask your financial intermediary that manages your share account to send written confirmation to the Shareholders' Meeting Service of *Société Générale* at the following address: *Société Générale Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes CEDEX 3.*

*Only notifications of the granting or revocation 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.*

Unsigned digital copies of proxy voting forms will not be taken into account.

Forms sent by email must be received by *Société Générales Securities Services* no later than **3:00 P.M. (Paris time) on Wednesday, April 20, 2022.**

In accordance with Article R.22-10-28 III of the French Commercial Code, it is stipulated that any shareholder who has already cast his / her vote remotely or online, submitted a proxy or requested his / her admission ticket may not then choose to participate in another manner.

## Written questions

Each shareholder is entitled to send written questions to the Board of Directors of the Company as of the date on which the documents submitted to the Shareholders' Meeting are published on the Company's website, *i.e.* **Thursday, March 31, 2022**.

These questions must be sent by the **fourth (4<sup>th</sup>) working day** prior to the Shareholders' Meeting, *i.e.* by **midnight (Paris time) on Thursday, April 14, 2022**, by recorded delivery letter with acknowledgment of receipt to the Company's registered office at

ENGIE, General Secretariat, 1 place Samuel de Champlain, 92400 Courbevoie, or by email to this address: [questionsecritesAG2022@engie.com](mailto:questionsecritesAG2022@engie.com).

A joint response may be provided for questions with the same content. A response to a written question shall be regarded as having been given when it appears in a dedicated Q&A area of the Company's website ([www.engie.com](http://www.engie.com)).

To encourage dialog between shareholders and the Group, and in addition to the legal provision for written questions, shareholders will be able to ask their questions via a dedicated online platform, **from Tuesday, April 12 to Thursday, April 21, 2022, including during the meeting.**

During the Shareholders' meeting, the Chairman and General Management will respond to these questions during the time allotted in the meeting.



Please visit  
[www.engie.com/en/general-meeting-april-2022](http://www.engie.com/en/general-meeting-april-2022)

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



## PLEASE NOTE:

To be counted, the duly completed and signed form must be received by Société Générale, Service des Assemblées Générales, no later than **Monday, April 18, 2022.**

### To attend the meeting

Check the **box 1**.

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 ■ la 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

**1**  JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE 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

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

**ASSEMBLÉE GÉNÉRALE MIXTE**  
Convoquée le 21 avril 2022 à 14 heures 30  
A Paris Expo Porte de Versailles (Pavillon 5.1)  
1 Place de la Porte de Versailles 75015 Paris

**COMBINED GENERAL MEETING**  
Convened on April 21, 2022 at 2:30 p.m.  
At Paris Expo Porte de Versailles (Pavillon 5.1)  
1 Place de la Porte de Versailles 75015 Paris

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

Identifiant - Account: \_\_\_\_\_

Nombre d'actions / Number of shares: \_\_\_\_\_

Nominatif / Registered: \_\_\_\_\_

Porteur / Bearer: \_\_\_\_\_

Vote simple / Single vote: \_\_\_\_\_

Vote double / Double vote: \_\_\_\_\_

Nombre de voix - Number of voting rights: \_\_\_\_\_

**2** JE VOTE PAR CORRESPONDANCE / I VOTE BY POST  
CI, au verso (2) - See reverse (2)

Sur les projets de résolutions non approuvés, voter en noircissant la case correspondante à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

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

**4** JE DONNE POUVOIR À : CI, au verso (4) pour me représenter à l'Assemblée / I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting  
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name  
Adresse / Address: \_\_\_\_\_

**5** Date et Signature

à la banque / to the bank: 18/04/2022

Si les amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante  
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box

- Je donne pouvoir au Président de l'Assemblée générale / I appoint the Chairman of the general meeting:

- Je m'abstiens / I abstain from voting:

- Je donne procuration (cf. au verso renvoi (4) à W, Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4) Mr, Mrs or Miss, Corporate Name to vote on my behalf:

Pour être prise en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be returned no later than:

Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée générale.  
If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), the automatically appoints a proxy to the Chairman of the General Meeting.

Whatever your choice, sign and date here.

Write here  
Your full name and address, or check them if they are already printed here

**To vote by post**  
Check this box and black out the boxes of any resolutions that you do not approve. Do not forget to fill in the boxes of amendments to resolutions and miscellaneous resolutions.

**To give your proxy to the Chairman of the Meeting**  
Check the **box 3**.

**To give your proxy to a specific person who will be attending the Meeting**  
Check this box and write the person's name and address in the space provided



# SIGN UP FOR E-NOTICES!

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Registered shareholders, welcome to electronic notices.  
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Signing up couldn't be easier  
Visit the website [sharinbox.societegenerale.com](https://sharinbox.societegenerale.com)

- Use your **8-digit login**, which can be found in the top right of the personalised voting form attached to this brochure
- Enter your password: if you have forgotten your password, click on "Get your codes" on the home page and your password will be emailed to you instantly
- Visit "My account > My e-services > e-notice for general meetings > Subscribe for free"

You will receive your notices  
and the documents relating to the general meetings  
in your email inbox  
Thank you in advance





# Shareholder documentation and information request form



Return this form to:

Société Générale Securities Services  
Service des Assemblées Générales  
Sgss/Sbo/Cis/Iss/Gms CS 30812  
44308 Nantes Cedex 3  
France

(or using the enclosed prepaid envelope  
for holders of registered shares)

## Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022

I, the undersigned,

Ms  Mr

Surname (or company name): .....

First name: .....

Full address: .....

No.: ..... Street: .....

ZIP: ..... City: ..... Country: .....

wish to receive the documentation and information relating to the Ordinary and Extraordinary Shareholders' Meeting convened for April 21, 2022, as provided for by Article R.225-83 of the French Commercial Code

- by post
- electronically, to the following email address: .....

This documentation and information is available on the Company's website [www.engie.com](http://www.engie.com), see particularly the dedicated section for the Ordinary and Extraordinary Shareholders' Meeting of April 21, 2022.

Signed in ....., on ..... 2022

Signature

**PLEASE NOTE:** In accordance with the provisions of the third paragraph of Article R.225-88 of the French Commercial Code, holders of registered shares may, if they have not already done so and at their sole request, receive from the Company 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.





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