

# GENERAL SHAREHOLDERS' MEETING

April 21<sup>th</sup> 2022  
Paris Expo  
Porte de Versailles



# OPENING



**Jean-Pierre CLAMADIEU**

Chairman of the Board of Directors



# Agenda

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**Introduction** 01  
Jean-Pierre CLAMADIEU

**Putting strategy into action** 02  
Catherine MACGREGOR

**2021 results & financial outlook** 03  
Pierre-François RIOLACCI

**Statutory auditors' report** 04

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Jean-Pierre CLAMADIEU

**Dialogue  
with shareholders** 06

**Vote on resolutions** 07  
Claire Waysand

# INTRODUCTION

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



# PUTTING STRATEGY INTO ACTION

Catherine MacGREGOR  
CEO



# 2021: the foundations for sustainable and long-term growth

## Simplify, refocus and improve business mix

- **€9.2bn of disposals** signed or completed
- **Agreements<sup>1</sup>** signed or completed **to exit 18 pays**
- **Coal < 3%** of centralised power generation capacity

## Step up renewables growth

- **3 GW commissioned** in 2021
- **9 GW commissioned** over 2019-2021

## Increase efficiency and capital allocation discipline

- **Discipline in investment** fully aligned to strategic goals
- **> 90% growth Capex<sup>2</sup>** invested organically

## Organisation and performance culture 25 BUs to 4 GBUs

- **Refreshed leadership<sup>3</sup>** teams with balance of internal and external experience
- **Functional excellence** to support efficiency and growth
- **Long-term incentives** aligned to shareholder interests

Accelerate **Net Zero**

# Solid financial results

Total EBIT

€6.5bn

Cont. EBIT

€6.1bn

2020: €4.5bn

Total NRlgs

€3.2bn

Cont. NRlgs

€2.9bn

2020: €1.7bn

Proposed dividend

€0.85

2020: €0.53 / share

ROCE<sup>1</sup>

9.1%

2020: 5.7%

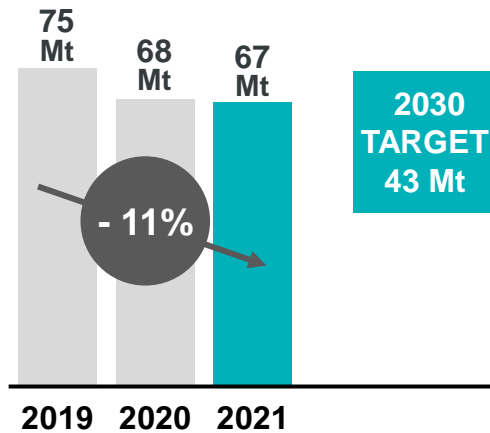
Growth Capex<sup>1</sup>

€4.3bn

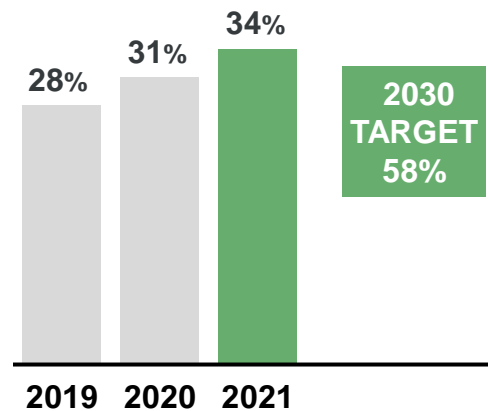
2020: €3.9bn

# Progress on ESG

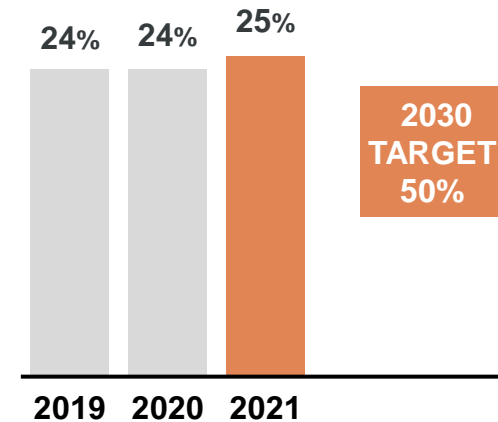
## Greenhouse Gases emissions



## Renewables



## Gender diversity







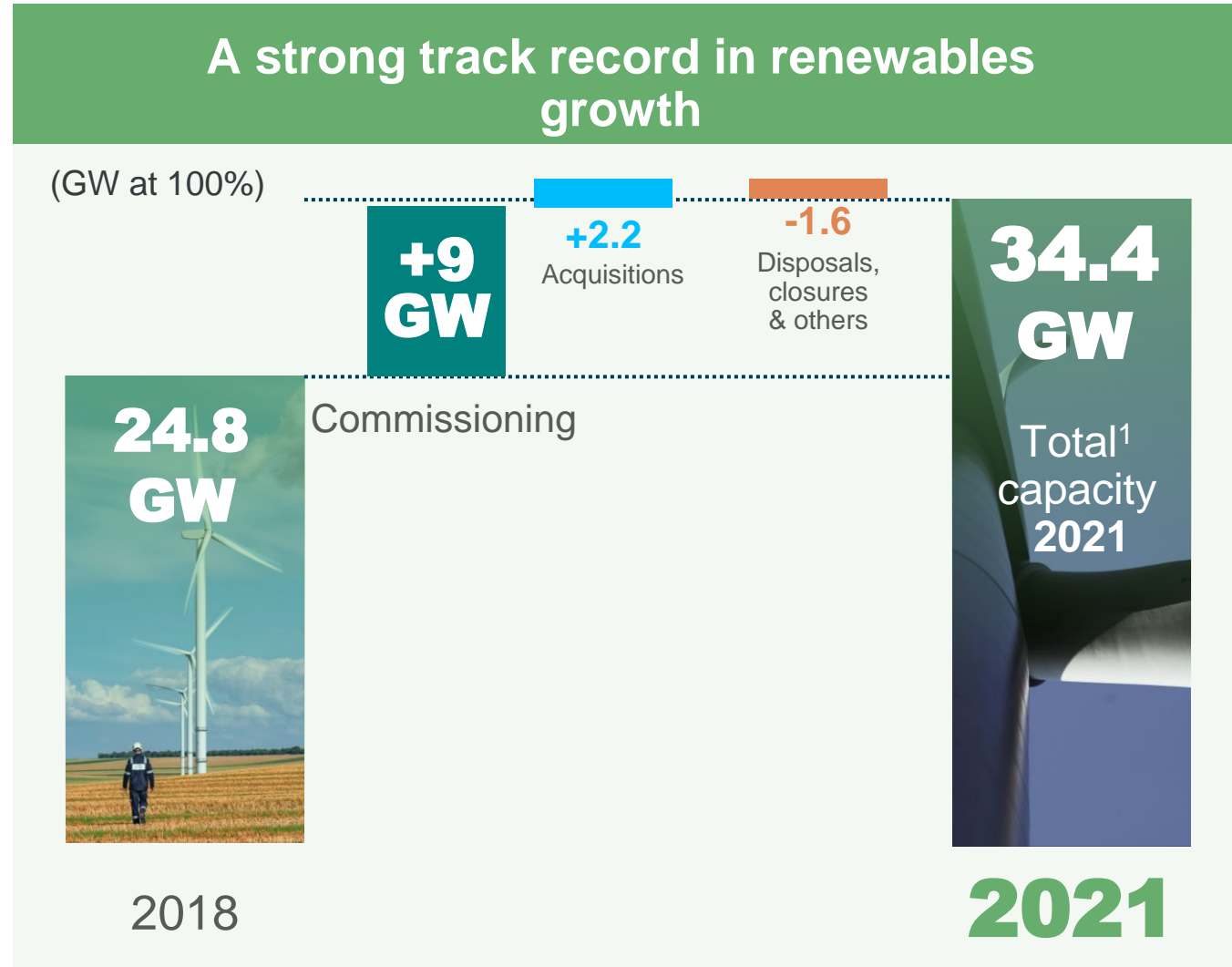
# Renewables delivered strong growth

**Target of 9 GW** Commissioned across 2019-21 achieved

**2,1 GW** of green **corporate PPAs** signed in 2021 placing ENGIE among the leaders in green corporate PPAs

**Eolia** a compelling **acquisition**

**Ocean Winds** continues **to grow** with recent wins in the UK, the US and South Korea



# Decarbonizing our customers with *Energy Solutions*



## Distributed energy Infrastructures

- **High renewal rates and new LT concessions**
  - Paris district cooling (20 years)
  - Punggol Digital District Singapore (30 years)
  - Georgetown University (50 years)
- **Growth in distributed energy infrastructure**  
Net increase 0.4 GW in 2021<sup>1</sup> to 23 GW capacity<sup>2</sup>
- **137 distributed solar projects commissioned**  
15 years average contract duration

## Energy efficiency services

- **Multi-country decarbonisation deals:** Forvia (ex Faurecia)  
Energy Efficiency contract on 100+ sites worldwide
- **French Army energy performance contract**





# OUTLOOK 2022-2024



# Group mobilization to reduce energy dependence on Russia



## Diversification, Anticipation, Increase in our capacities

- **Increase** in imports recently through our **diversified procurement** portfolio (Norway, Algeria, United States)
- **Anticipated replenishment** of our gas stocks for next winter
- **Increase** in the **capacity** of our LNG terminals



## Speeding up the energy transition,

- Strong **ambitions** for **biomethane** and **renewable hydrogen**



- **Adaptation** of our existing gas power plant infrastructure to run on **renewable gases**



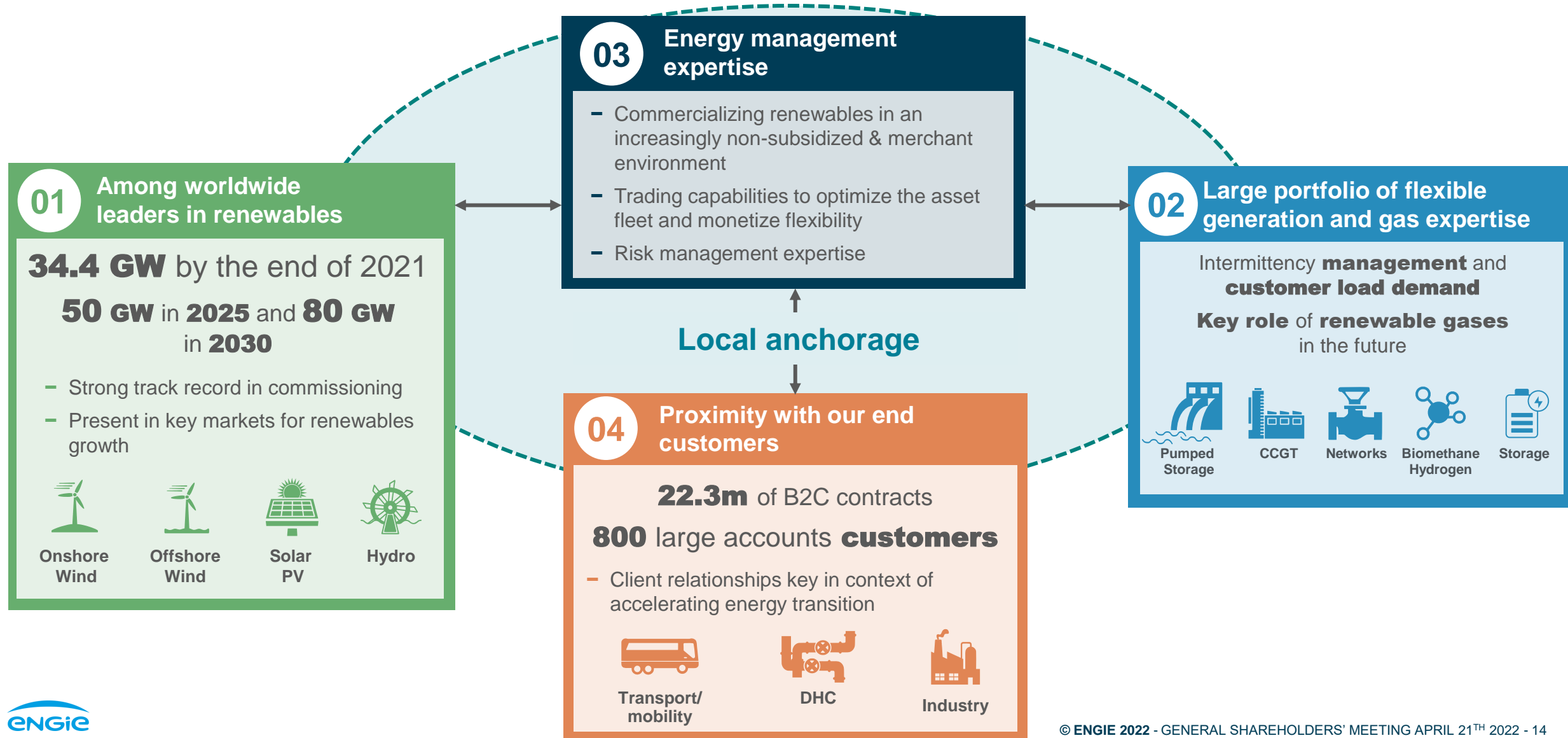
# Possible extension of part of the nuclear fleet beyond 2025

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- Would concern **Doel 4** and **Tihange 3** until **2035**
  
- ENGIE contributes to the ongoing reflection and works with the government to study the **feasibility and the conditions for implementing** the solutions envisaged at this stage



# Integrated model to capture growth





# A leading position in renewables

Target of **80 GW**

by 2030

**A differentiating approach**

at the service of the territories

## Ambition supported by a strong pipeline of projects<sup>1</sup>

(GW at 100%)

**66 GW**



**28 GW**

Development

**31 GW**

Advanced development

**7 GW**

Secured / under construction

**21 GW**

Solar

**21 GW**

Offshore wind

**23 GW**

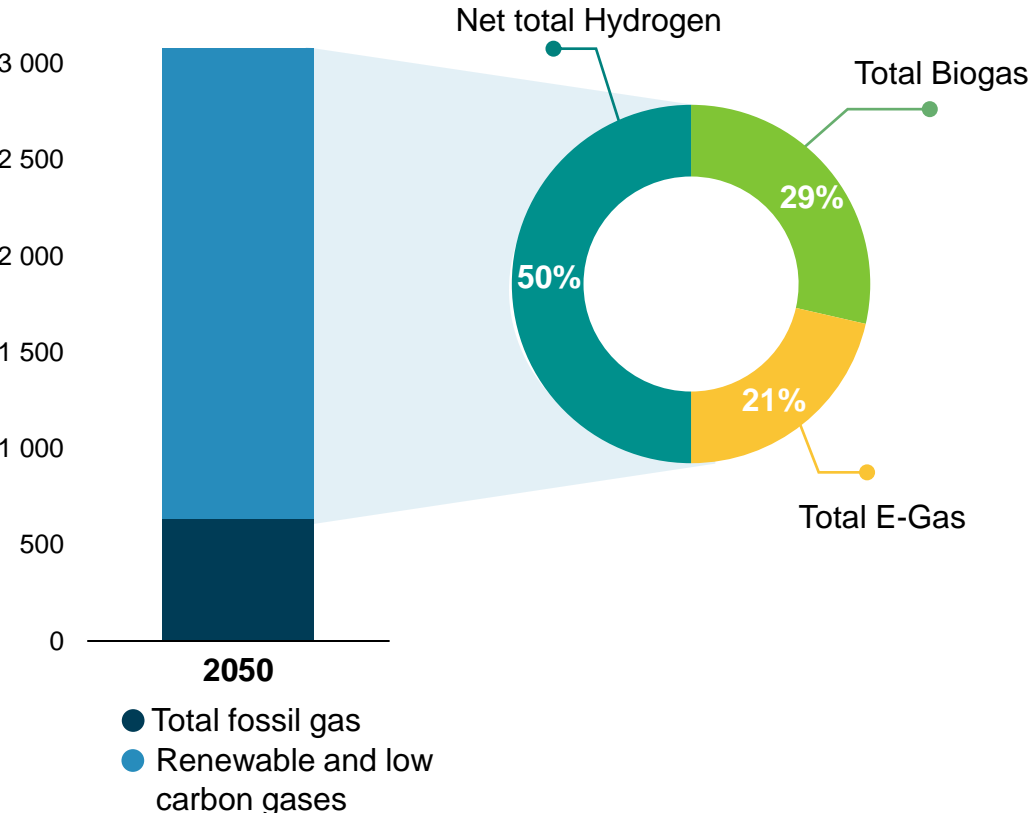
Onshore wind

Others

**Total pipeline**  
(2022 & beyond)

# A huge potential in renewable gases

Total European consumption of gaseous fuels in 2050 (TWh)



## ENGIE projects and targets

**Renewable gases**

**10%**  
of biomethane market share in France by 2030

**Hydrogen**

**4 GW**  
of production capacity by 2030

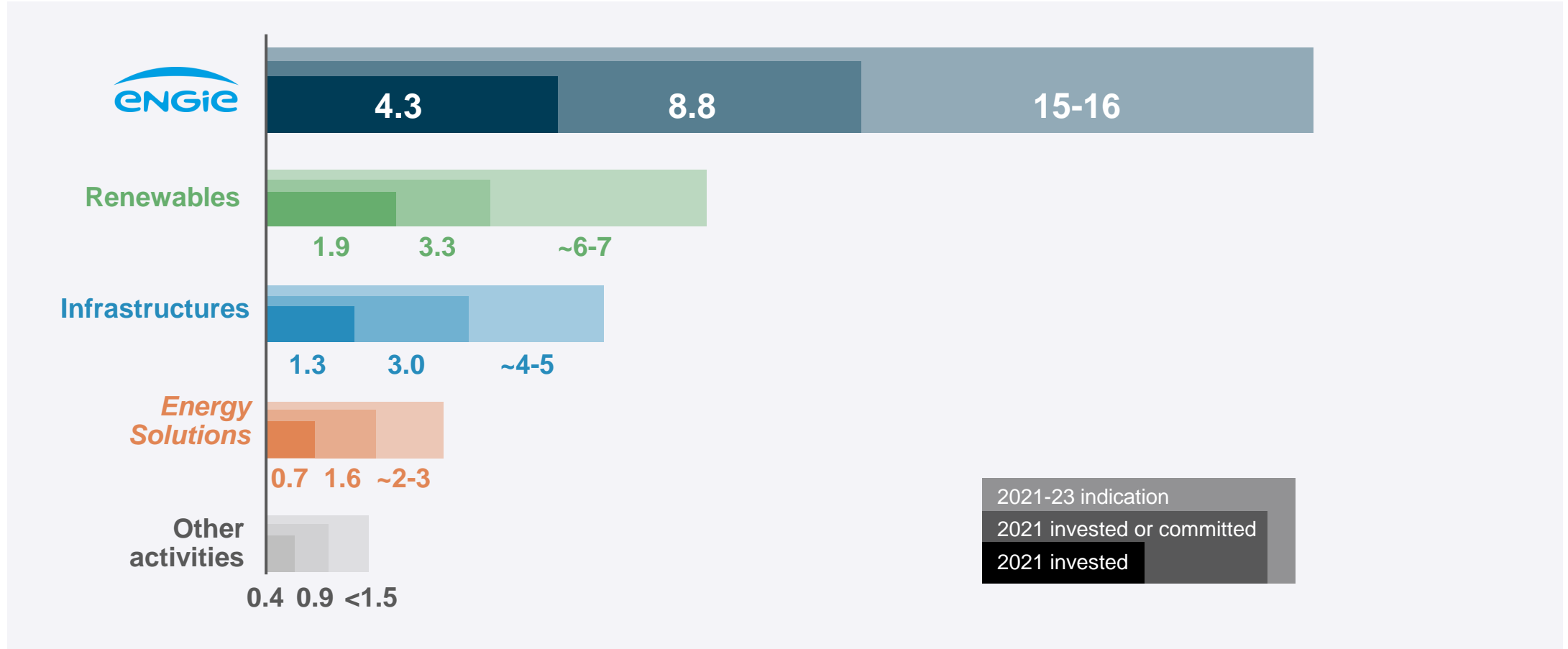
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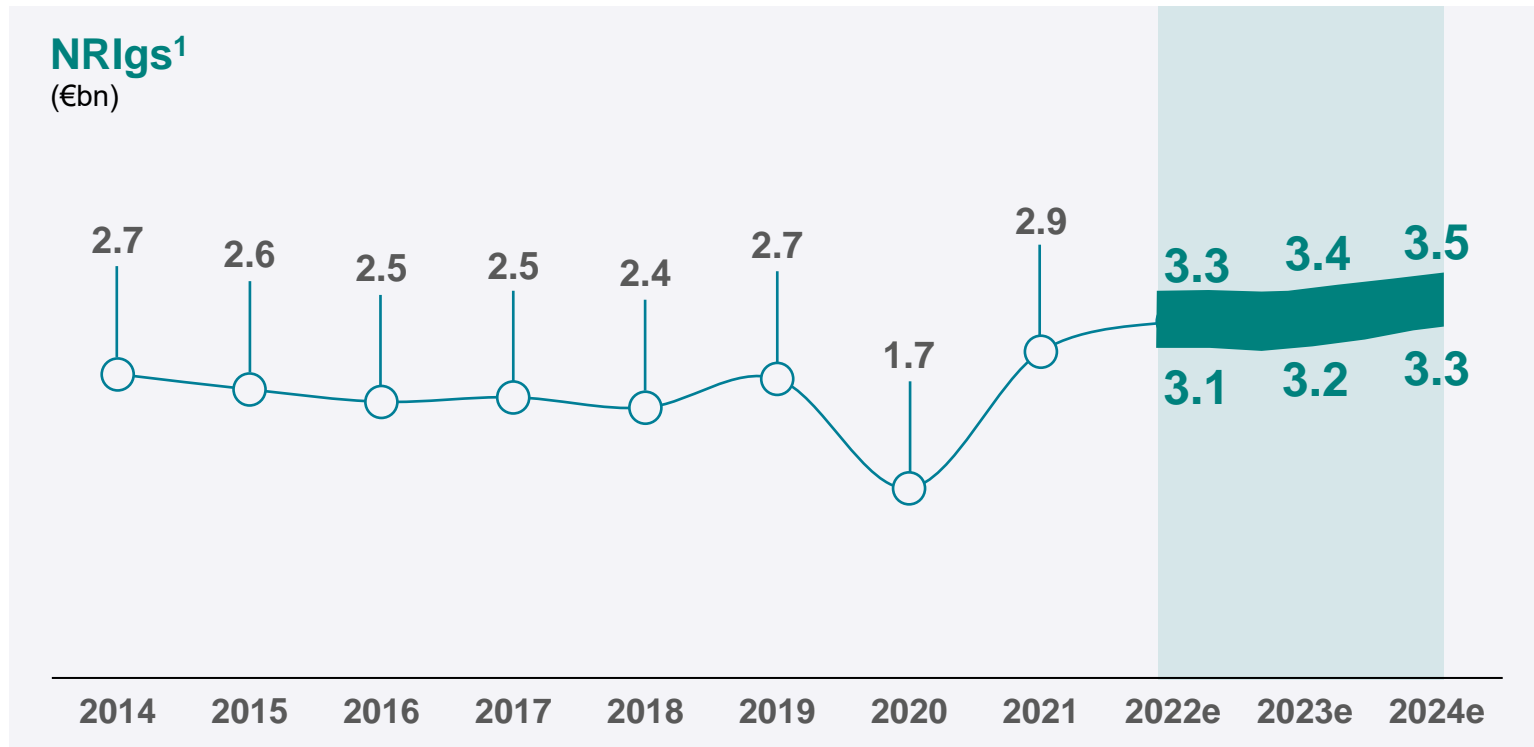


# Capex<sup>1</sup>: 2021-23 outlook confirmed, continuity maintained for 2024

(€bn)



# ENGIE positioning itself towards sustainable growth



## Disposals

2021-23: > €11bn, upgraded

2024: significantly lower level than 2021-23

## Performance

2021-23: €0.6bn unchanged

2024: in line with 2022-23

**2021 financial  
Performance**  
at the top end of the  
Guidance

**Significant  
progress**  
on **strategic plan**  
in 2021

**Accelerating  
investment**, notably in  
**Renewables**

**ENGIE's** integrated  
model positions us  
strongly to execute **its  
roadmap**



# 2021 RESULTS & FINANCIAL OUTLOOK



**Pierre-François RIOLACCI**  
Executive Vice President in charge of Finance,  
Corporate Social Responsibility and Procurement



# Significant progress in implementing the 2021-23 strategic plan

## Growth capex<sup>1</sup>

**€15-16bn**

growth capex expected over  
2021-23

**€4.3bn**

invested in 2021

**€8.8bn**

invested or committed to end  
2021

## Performance plan

**€0.6bn**

net contribution to EBIT  
expected over 2021-23

**€0.1bn**

achieved in 2021,  
in line with expectations

More than **€0.5bn**  
achieved or identified by end  
2021 over 2021-23

## Simplification & refocusing Disposals<sup>2</sup>

More than  
**€11.0bn**

expected over 2021-23

**€2.0bn**

of disposals **closed** in 2021

**€9.2bn**  
of disposals **signed**  
or **closed** to end 2021

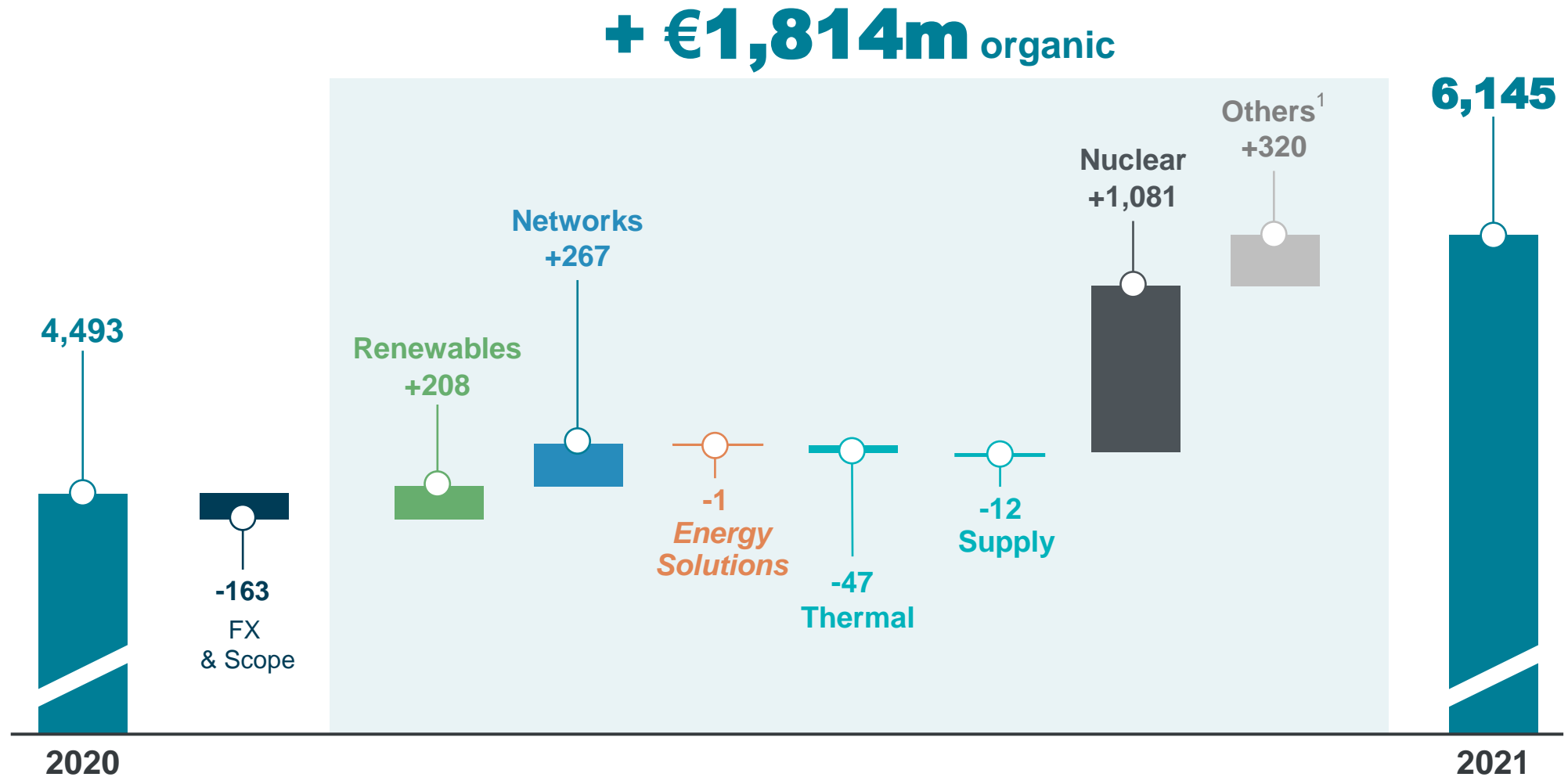
# 2021 Financial results at the top-end of the guidance

(€bn)	2021 Results	Change vs. 2020
Revenues	57.9	+33% org.
EBIT	6.1	+42% org.
Net recurring Income Group Share (continuing activities)	2.9	+70% Gross
Net Income Group Share (total)	3.7	+€5.2bn

(€bn)	Continuing activities	Discontinued activities	Total	Indications / Guidance
EBITDA	10.6	0.6	11.2	10.8-11.2
EBIT	6.1	0.4	6.5	6.1-6.5
NRIGs	2.9	0.2	3.2	3.0-3.2
Economic Net Debt / EBITDA	3.6x		3.5x	≤ 4.0x

# EBIT up +42% organically

EBIT  
(€m)



# A solid financial structure

## Net Financial Debt

as of 31 December 2021

€25.3bn

## Average cost of gross debt

2.63%

## Credit rating

***“Strong investment grade”***

Economic net debt to EBITDA ratio at 3.6x,  
improving and less than or equal to 4.0x

## Liquidity

as of 31 December 2021

€21.0bn

Inc. €14.0bn  
of cash





# A shared value creation

## Shareholders

**€0.85**/share<sup>1</sup>

### Dividends

i.e. a 66% pay-out ratio

## Companies

**€38.8**bn

### Procurement

## Employees

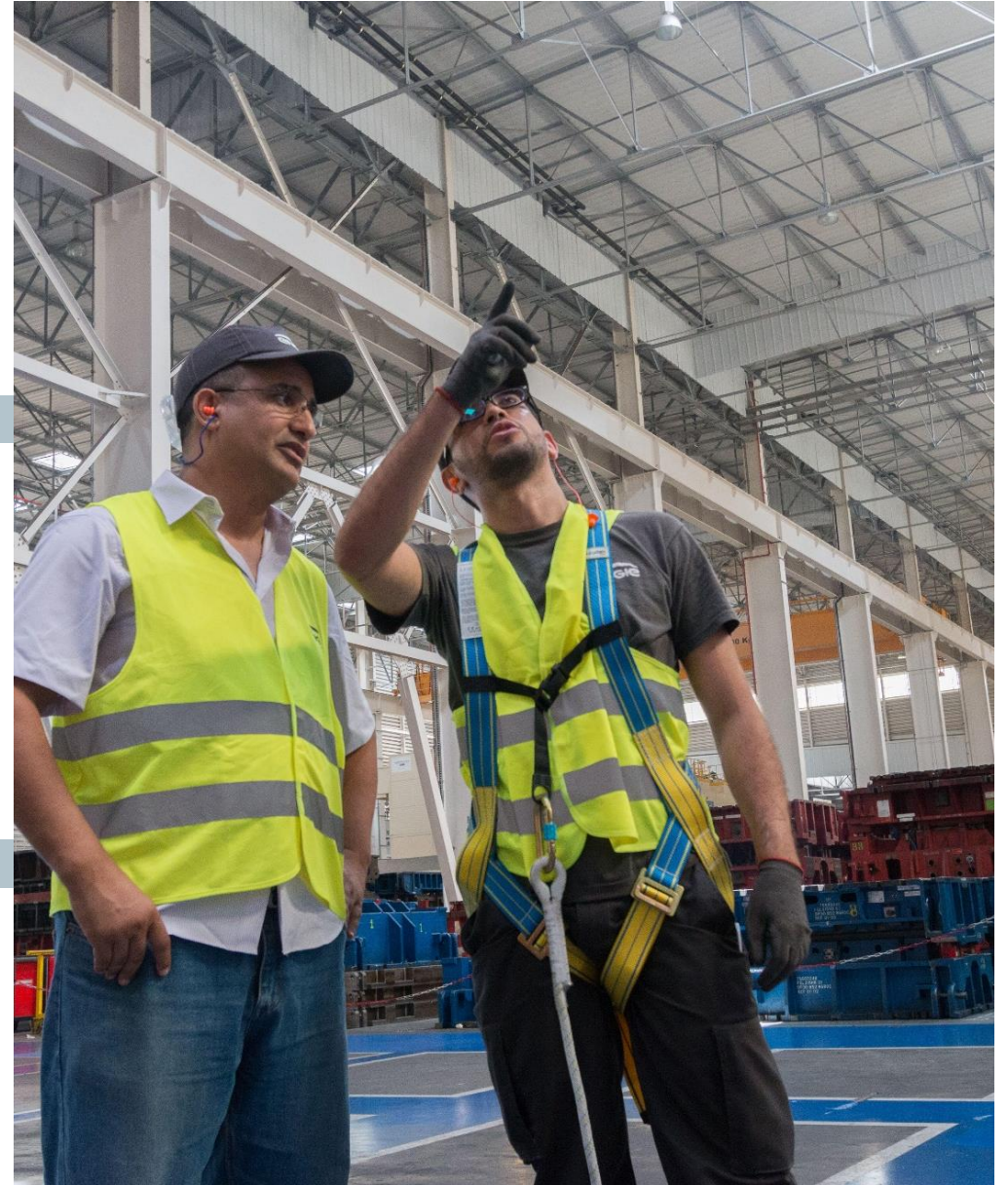
**€7.7**bn

Salaries and  
social charges  
(excluding EQUANS)

States  
and local authorities

**€3.2**bn

### Taxes



# Medium-Term Financial Outlook<sup>1</sup>

## Expected continued growth in financial results

<i>In €bn</i>	2022 results	2023 results	2024 results
<b>EBITDA</b>	10.7 - 11.1	10.9 - 11.3	11.3 - 11.7
<b>EBIT</b>	6.1 - 6.5	6.2 - 6.6	6.4 - 6.8
<b>NRIs guidance</b>	3.1 - 3.3	3.2 - 3.4	3.3 - 3.5

## Dividend policy

Pay-out ratio between **65 - 75%** of NRIs

Dividend floor over 2021-23 **€0.65** per share

## Credit rating

**“Strong investment grade”**

Economic net debt to EBITDA ratio  
less than or equal to 4.0x

# STATUTORY AUDITORS' REPORT



Charles-Emmanuel CHOSSON  
Statutory Auditor



# Statement by the Statutory Auditors

## Statutory Auditors' Reports

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### Reports submitted under the resolutions of the Ordinary General Meeting

- **Report on the consolidated financial statements**  
(Resolution 2)
- **Report on the annual financial statements**  
(Resolution 1)
- **Special report on regulated agreements**  
(Resolution 4)

### Reports submitted under the resolutions of the Extraordinary General Meeting

- **Reports on capital transactions**  
(Resolutions 16 to 27)

# GOVERNANCE

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



# Composition of the Board in 2021

**1** Independent Chairman



Jean-Pierre Clamadieu

**1** Chief Executive Officer



Catherine MacGregor

**1** Director representing the French State appointed by decree



Stéphanie Besnier

**5** Independent Directors



Fabrice Brégier



Françoise Malrieu



Ross McInnes



Marie-José Nadeau



Lord Peter Ricketts of Shortlands

**2** Directors nominated by French State



Patrice Durand



Mari-Noëlle Jégo-Laveissière

**3** Directors representing employees



Christophe Agogué



Alain Beullier



Philippe Lepage

**1** Director representing employee-shareholders



Jacinthe Delage

**14** members  
**50%**<sup>1</sup> of women  
**60%**<sup>1</sup> Independent Directors  
**13** meetings  
**100%** attendance

# Improved functioning of the Board

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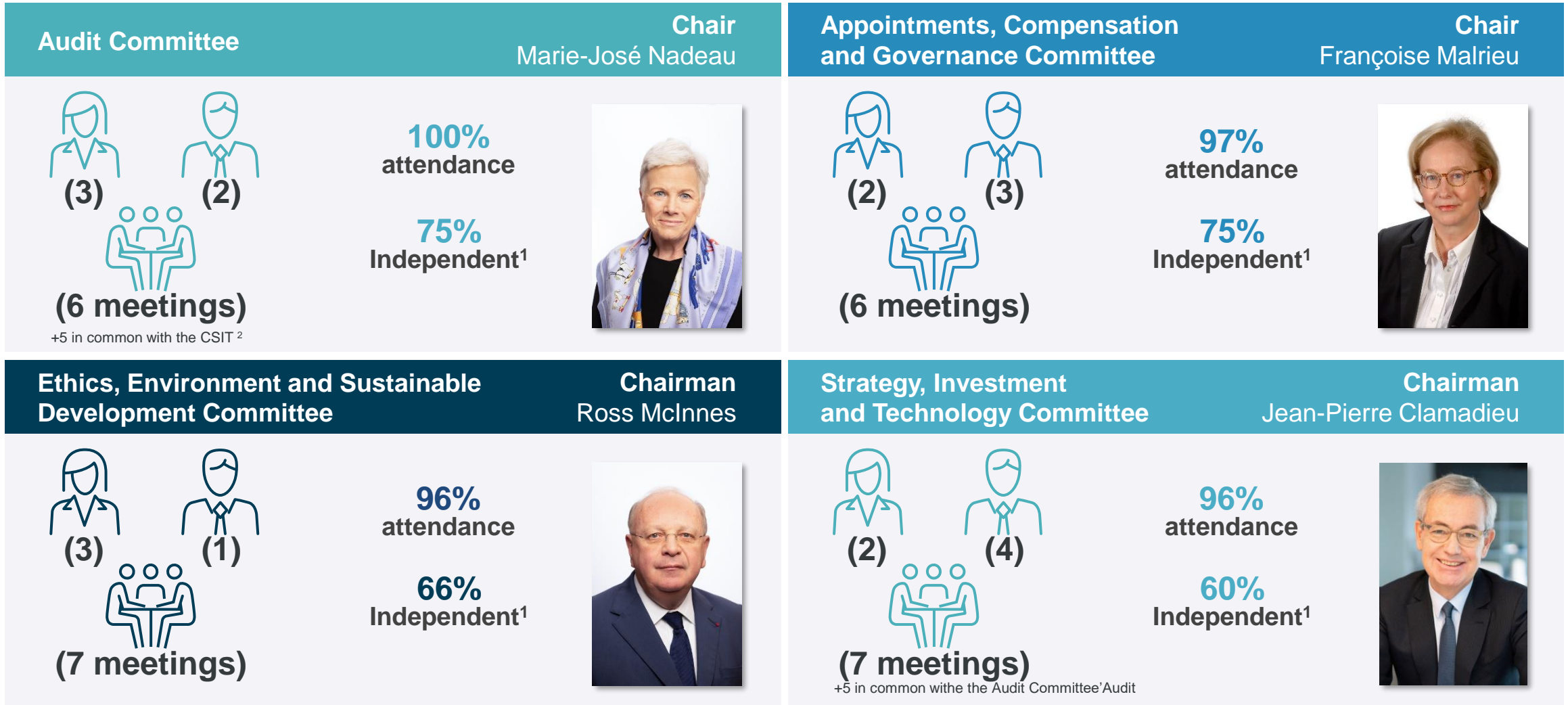
## Positive aspects

- Very effective functioning of the Board under the leadership of the Chairman
- Successful induction of the new Chief Executive Officer
- Very useful strategic seminar
- Usefulness of the Ad hoc committee during special operations

## Focus for 2022

- Continue to implement the strategy and regularly review its consistency with ENGIE's purpose
- Introduce systematic retrospective analysis of the actual performance of investments made
- Explore climate issues in more depth in the framework of strategic debates
- Organise more informative thematic sessions on climate issues

# Strong involvement of committees





# Agenda

## Ordinary resolutions

- **“Ordinary” resolutions**
  - Approval of the accounts (1 and 2)
  - Allocation of the result and setting the dividend amount (3)
  - Regulated agreements (4)
  - Share buyback (5)
- **Governance (6 to 8)**
  - Renewal of Mr Jean-Pierre Clamadiou’s term as a director
  - Renewal of Mr Ross McInnes’s term as a director
  - Appointment of Ms Marie-Claire Daveu as a director
- **Remuneration (9 to 14)**
  - 3 resolutions relating to the remuneration of company officers (ex post)
  - 3 resolutions relating to the vote on the remuneration policy (ex ante)
- **Environmental responsibility (15)**
  - Opinion on the climate transition strategy (Say on climate)

## Resolutions not approved by the Board

(submitted by FCPE Link France)

- Resolution A (to amend resolution 3)
- Resolution B (to supplement resolution 3)

## Extraordinary resolutions

- **Renewal of financial authorisations (16 to 23)**
- **Employee shareholding (24 to 27)**
  - 2 resolutions relating to increases in the capital reserved for employees:
    - as part of company savings plans
    - as part of an international Group employee shareholding plan
  - 2 resolutions relating to the allocation of free shares (general plan and discretionary plan)
- Legal formalities (28)

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**Françoise MALRIEU**  
Chair of the Appointments, Compensation and  
Governance Committee



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# Renewal of Jean-Pierre Clamadieu's term of office

Age: 63  
Nationality: French  
Shares held: 50,000



## Jean-Pierre Clamadieu

- Chairman of the Board of Directors
- Chairman of the Strategy Investment and Technologies committee
- Attends the Appointments, Remuneration and Governance committee as a non-member



## Key skills

- Serving as Chairman or Director of large companies
- General Management
- Industrial sector

## Biography

Graduate of the Paris School of Mines, and Corps des Mines engineer

### Since May 2018

- Chairman of the ENGIE Board of Directors

### From 2012 to February 2019

- Chairman of the executive committee and CEO of Solvay

### From 2011 to 2012

- Vice-Chairman of the executive committee of Solvay

### From 2008 to 2011

- CEO of Groupe Rhodia

### From 2003 to 2008

- Managing Director of Groupe Rhodia

### From 1993 to 2003

- Groupe Rhône-Poulenc: various management positions



## Offices held in companies outside the Group

- Senior Independent Director of AXA<sup>1</sup>
- Director of Airbus<sup>1</sup>

# Renewal of Ross McInnes's term of office



Age: 68

Nationality: French and Australian

Shares held: 500

## Ross McInnes

- **ENGIE director since 2018**
- Chairman of the Ethics, Environment and Sustainable Development committee
- Member of the Strategy, Investment and Technologies committee
- Member of the Audit Committee



## Key skills

- Serving as Chairman or Director of large companies
- Finance
- Industrial sector

## Biography

Graduate of Oxford University

### Since April 2015

- Chairman of the Board of Directors of Safran

### From July 2009 to April 2015

- Member of the Management Board of Safran then Managing Director

### From 2006 to June 2007

- Member of the Supervisory Board of Générale de Santé then Interim Chairman of the Management Board

### From 2005 to 2006

- Managing Director, Finance and Strategy at PPR group (now Kering)

### From 2000 to 2005

- Executive Vice President and finance director of Thomson-CSF (now Thales)

### From 1991 to 1999

- Finance Director of Eridania Beghin-Say then member of the Board of Directors

### From 1980 to 1989

- Various corporate finance positions at Continental Bank (now Bank of America)



## Offices held in companies outside the Group

- Chairman of the Board of Directors of Safran<sup>1</sup>
- Director of Eutelsat Communications<sup>1</sup>

# Appointment of Marie-Claire Daveu as a director



Age: 50  
Nationality: French  
Shares held: 500

## Marie-Claire Daveu

- Director of Sustainable Development and Institutional Relations and Member of the Executive Committee of the Kering group



## Key skills

- CSR
- Energy sector
- Serving as Chairwoman or Director of large companies

## Biography

Graduate of the national agronomy institute, Corps des Ponts, des Eaux et des Forêts engineer

### Since 2012

- Director of Sustainable Development and Institutional Relations, member of the Executive Committee of the Kering group

### From 2007 to 2012

- Chief of Staff in several government departments, then in the Ministry for Ecology

### From 2005 to 2007

- Sustainable Development Director of the Sanofi Aventis group

### From 2004 to 2005

- Chief of Staff to the Minister of Ecology and Sustainable Development

### From 2002 to 2004

- Technical adviser on Ecology and Sustainable Development to the Office of the Prime Minister

### From 2001 to 2002

- Ministry for the Strategic Plan and the Environment

### From 1997 to 2001

- Regional Directorate of Agriculture and Forestry in the Manche (northern France)



## Offices held in companies outside the Group

- Director of the Crédit Agricole Group<sup>1</sup>
- Member of the Supervisory Board of Ponant

# Composition of the Board following this Meeting

**1** Independent Chairman<sup>1</sup>



Jean-Pierre Clamadieu

**1** Chief Executive Officer



Catherine MacGregor

**1** Director representing the French State appointed by decree



Stéphanie Besnier

**6** Independent Directors



Fabrice Brégier



Marie-Claire Daveu<sup>2</sup>



Françoise Malrieu



Ross McInnes<sup>2</sup>



Marie-José Nadeau



Lord Peter Ricketts of Shortlands

**2** Directors nominated by French State



Patrice Durand



Mari-Noëlle Jégo-Laveissière



Christophe Agogué



Magali Viot



Yoan Kosnar

**3** Directors representing employees

**1** Director representing employee-shareholders



Jacinthe Delage

**15** members

**55%**<sup>3</sup>  
of women

**64%**<sup>3</sup>  
Independent Directors

<sup>1</sup> Subject to the vote of the Shareholders' Meeting and to the decision of the Board of Directors

<sup>2</sup> Subject to the vote of the Shareholders' Meeting

<sup>3</sup> 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.



# COMPENSATION

**Françoise MALRIEU**  
Chair of the Appointments, Compensation and  
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# Compensation of company officers

## *Say on pay ex post resolutions*

- **9<sup>th</sup> Resolution**  
Approval of information relating to the remuneration of company officers paid during financial year 2021, or awarded for that financial year
- **10<sup>th</sup> Resolution**  
Approval of the total remuneration and benefits of all kinds paid during financial year 2021, or awarded for that financial year, to Mr Jean-Pierre Clamadieu, Chairman of the Board of Directors
- **11<sup>th</sup> Resolution**  
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## *Say on pay ex ante resolutions*

- **12<sup>th</sup> Resolution**  
Approval of the Directors' remuneration policy
- **13<sup>th</sup> Resolution**  
Approval of the Board Chairman's remuneration policy
- **14<sup>th</sup> Resolution**  
Approval of the Chief Executive Officer's remuneration policy

# Compensation of company officers

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# Compensation of company officers

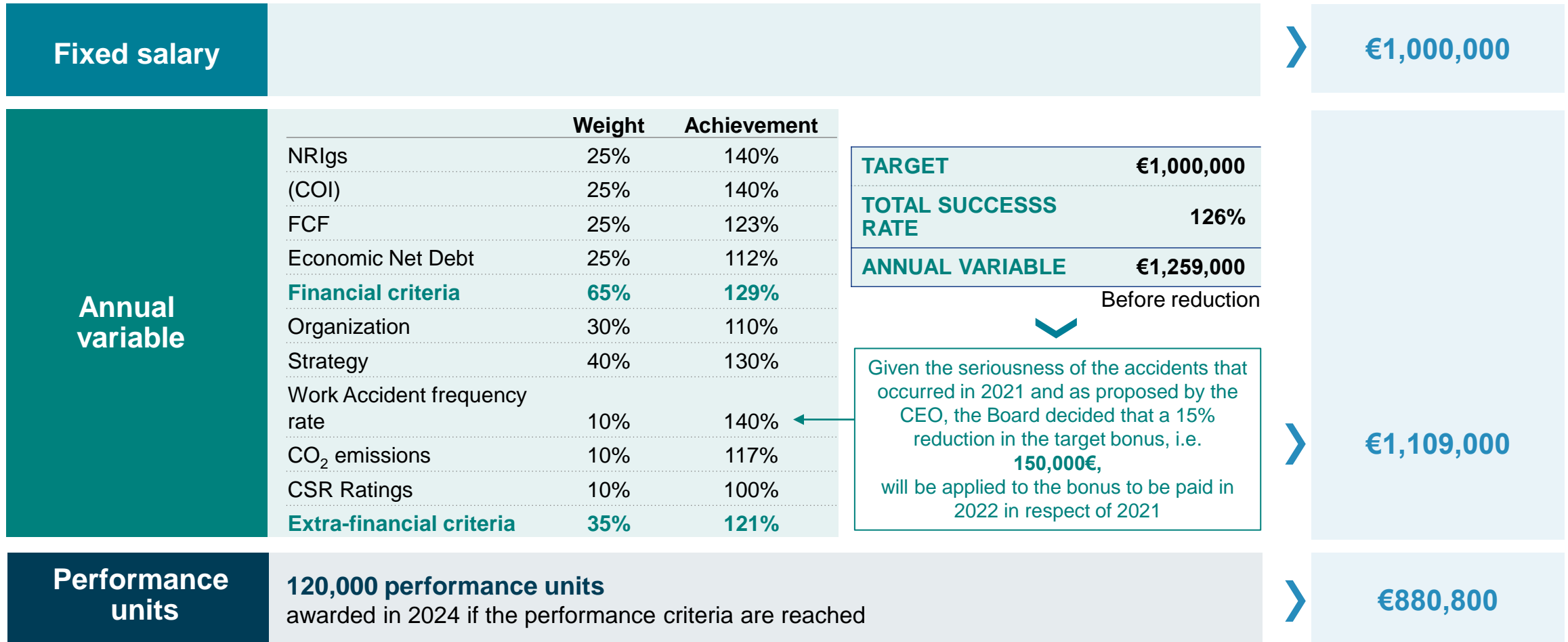
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# CEO's 2021 compensation (ex post)



# Compensation of company officers

## *Say on pay ex post resolutions*

- **9<sup>th</sup> Resolution**  
Approval of information relating to the remuneration of company officers paid during financial year 2021, or awarded for that financial year
- **10<sup>th</sup> Resolution**  
Approval of the total remuneration and benefits of all kinds paid during financial year 2021, or awarded for that financial year, to Mr Jean-Pierre Clamadieu, Chairman of the Board of Directors
- **11<sup>th</sup> Resolution**  
Approval of the total remuneration and benefits of all kinds paid during financial year 2021, or awarded for that financial year, to Ms Catherine MacGregor, Chief Executive Officer

## *Say on pay ex ante resolutions*

- **12<sup>th</sup> Resolution**  
Approval of the Directors' remuneration policy
- **13<sup>th</sup> Resolution**  
Approval of the Board Chairman's remuneration policy
- **14<sup>th</sup> Resolution**  
Approval of the Chief Executive Officer's remuneration policy



# Compensation of company officers

## *Say on pay ex post resolutions*

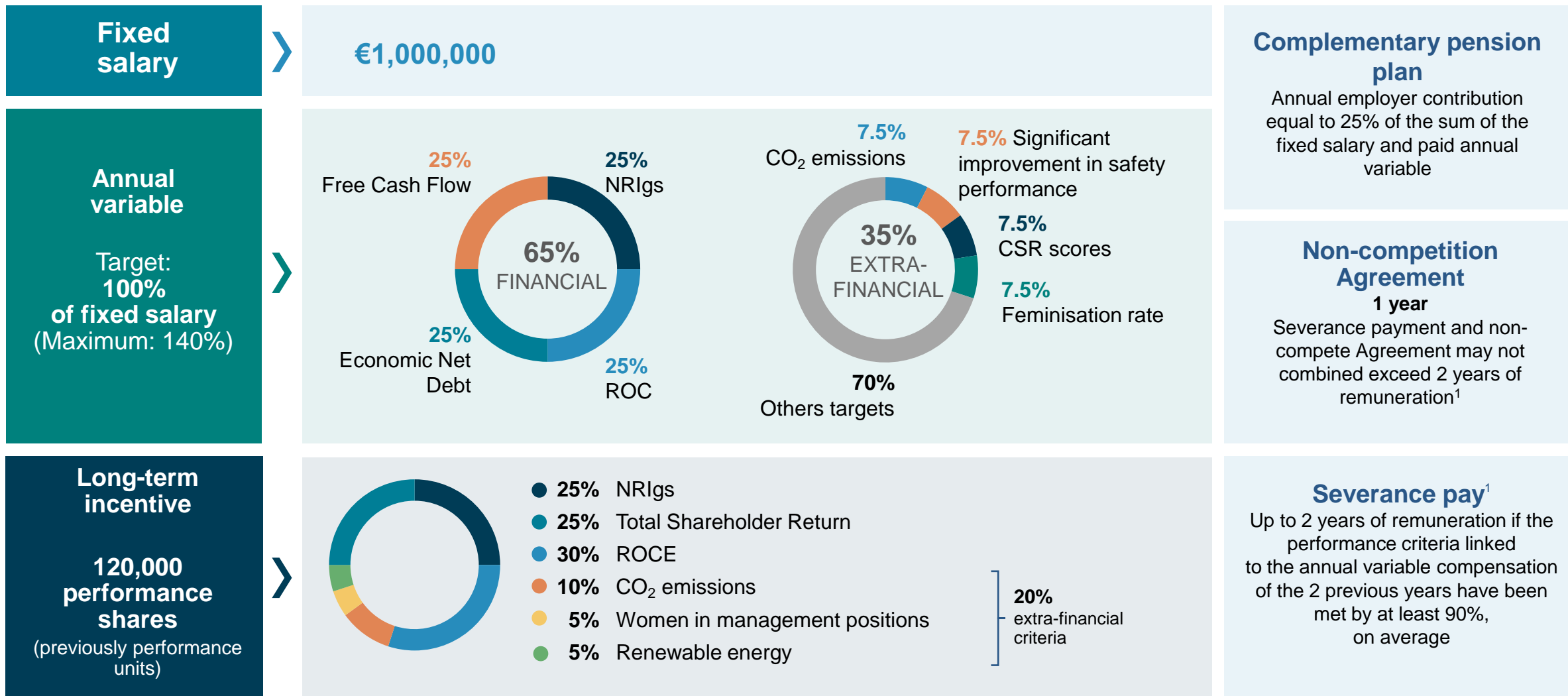
- **9<sup>th</sup> Resolution**  
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Approval of the total remuneration and benefits of all kinds paid during financial year 2021, or awarded for that financial year, to Mr Jean-Pierre Clamadieu, Chairman of the Board of Directors
- **11<sup>th</sup> Resolution**  
Approval of the total remuneration and benefits of all kinds paid during financial year 2021, or awarded for that financial year, to Ms Catherine MacGregor, Chief Executive Officer

## *Say on pay ex ante resolutions*

- **12<sup>th</sup> Resolution**  
Approval of the Directors' remuneration policy
- **13<sup>th</sup> Resolution**  
Approval of the Board Chairman's remuneration policy
- **14<sup>th</sup> Resolution**  
Approval of the Chief Executive Officer's remuneration policy

# CEO's 2022 Compensation policy

(ex ante)



# SAY ON CLIMATE

**Ross McINNES**  
Chair of Ethics, Environment and Sustainable  
Development Committee



# Opinion on the climate transition strategy

## " Net Zero Carbon "

by **2045**, for all the Group's direct and indirect emissions (Scopes 1, 2 and 3)

Go beyond the current **SBTi 2°C** certification **obtained in 2020**, by following a « **well below 2 degrees** »<sup>1</sup> trajectory



### Levers

- Investment in renewable energies
- Coal phase-out
- Gas greening

### Targets

- Reduce greenhouse gas (GHG) emissions to a maximum of 43 MtCO<sub>2</sub>eq. in 2030 (compared with 106 MtCO<sub>2</sub>eq.)
- Achieve 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)
- **Phase-out of coal** in Europe in 2025 and for the rest of the world in 2027
- Achieve **100% decarbonized gas by 2045** through the gradual greening of gas through the use of biomethane, green hydrogen and CO<sub>2</sub> capture techniques

### Process

- Advisory opinion of shareholders
- Intention to renew this consultation **in the event of a substantial change** in the climate transition strategy
- **Annual report** on the progress made in implementing the strategy



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



# Agenda

## Résolutions ordinaires

- **Résolutions « classiques »**
  - Approbation des comptes (1 et 2)
  - Affectation du résultat et fixation du montant du dividende (3)
  - Conventions réglementées (4)
  - Rachat d'actions (5)
- **Gouvernance (6 à 8)**
  - Renouvellement de M. Jean-Pierre Clamadieu en tant qu'administrateur
  - Renouvellement de M. Ross McInnes en tant qu'administrateur
  - Nomination de Mme Marie-Claire Daveu en tant qu'administratrice
- **Rémunérations (9 à 14)**
  - 3 résolutions relatives aux rémunérations des mandataires sociaux (ex post)
  - 3 résolutions relatives au vote sur la politique de rémunérations (ex ante)
- **Responsabilité Environnementale (15)**
  - Avis sur la stratégie de transition climatique (Say on climate)

## Résolutions non-agréées par le Conseil

(déposées par le FCPE Link France)

- Résolution A (visant à modifier la résolution 3)
- Résolution B (visant à compléter la résolution 3)

## Extraordinary resolutions

- **Renewal of financial authorisations (16 to 23)**
- **Employee shareholding (24 to 27)**
  - 2 resolutions relating to increases in the capital reserved for employees:
    - as part of company savings plans,
    - as part of an international Group employee shareholding plan
  - 2 resolutions relating to the allocation of free shares (general plan and discretionary plan)
- Legal formalities (28)



# DIALOGUE WITH SHAREHOLDERS





# VOTE ON RESOLUTIONS





# VOTE ON RESOLUTIONS

**Claire WAYSAND**

Executive Vice President in charge of Corporate Secretariat, Strategy, Research & Innovation, Communication



# First Resolution

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Ordinary General Meeting

- **2021 Company financial statements**
  - Approval of transactions and the parent Company financial statements for fiscal year 2021.

# First Resolution

Ordinary General Meeting

- 2021 Company financial statements

<b>For</b>	<b>2,394,259,978</b>		<b>99.612 %</b>
<b>Against</b>	<b>9,335,146</b>		<b>0.388 %</b>
<b>Abstain</b>	<b>1,105,176</b>		

**Approved**

# Second Resolution

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Ordinary General Meeting

- **2021 Consolidated financial statements**
  - Approval of the consolidated financial statements for fiscal year 2021.

# Second Resolution

Ordinary General Meeting

- 2021 Consolidated financial statements

<b>For</b>	<b>2,400,936,088</b>		<b>99.889 %</b>
<b>Against</b>	<b>2,671,446</b>		<b>0.111 %</b>
<b>Abstain</b>	<b>1,092,766</b>		

**Approved**

# Third Resolution

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Ordinary General Meeting


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

- The purpose of this resolution is to allocate the income and set the ordinary dividend per share at €0.85 per share and the additional loyalty dividend per share at €0.085.
- Date of declaration of the balance of the dividend: April 25, 2022.
- Date of payment: April 27, 2022.

# Third Resolution

Ordinary General Meeting

- Appropriation of net income and declaration of dividend for fiscal year 2021

<b>For</b>	<b>2,402,535,349</b>		<b>99.934 %</b>
<b>Against</b>	<b>1,586,622</b>		<b>0.066 %</b>
<b>Abstain</b>	<b>578,329</b>		

**Approved**

# Resolution B

(to supplement draft **resolution 3**)

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Ordinary General Meeting

- **Resolution submitted by the Link France Mutual Fund (FCPE), not approved by the Board of Directors**
  - Approves the proposal of the Board of Directors to set the dividend for fiscal year 2021 at 0.85 euro per share
  - It also proposes to set the dividend for fiscal years 2023 and 2024 at between 40% and 60% of net income, Group share.



# Resolution B

(to supplement draft resolution 3)

Ordinary General Meeting

- Resolution submitted by the Link France Mutual Fund (FCPE), not approved by the Board of Directors

<b>For</b>	174,234,145		7.509 %
<b>Against</b>	2,146,110,292		92.491 %
<b>Abstain</b>	84,355,863		

**Rejected**

# Fourth Resolution

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Ordinary General Meeting


- **Approval of regulated agreements pursuant to Article L.225-38 of the French Commercial Code**

Approval by the Shareholders' Meeting of regulated agreements pursuant to Article L.225-38 of the French Commercial Code concluded into previously and continuing their effect in 2021, mentioned in the statutory auditors' report

# Fourth Resolution

Ordinary General Meeting

- Approval of regulated agreements pursuant to Article L.225-38 of the French Commercial Code

<b>For</b>	<b>2,403,742,776</b>		<b>99.991 %</b>
<b>Against</b>	<b>227,981</b>		<b>0.009 %</b>
<b>Abstain</b>	<b>649,527</b>		


**Approved**

- **Renewal of the authorization of the Board of Directors to trade in the Company's shares**
  - Maximum purchase price: €30.
  - Maximum number of shares purchased during the program and maximum stake at any time: 10% of the share capital.
  - Maximum aggregate amount of purchases: €7.3 billion.
  - This resolution may not be used in case of a takeover bid on the Company's shares.
  - Authorization period: 18 months.

# Fifth Resolution

Ordinary General Meeting

- Renewal of the authorization of the Board of Directors to trade in the Company's shares

<b>For</b>	<b>2,389,932,716</b>		<b>99.432 %</b>
<b>Against</b>	<b>13,643,807</b>		<b>0.568 %</b>
<b>Abstain</b>	<b>1,123,777</b>		

**Approved**

# Sixth Resolution

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Ordinary General Meeting

- **Renewal of the term of office of Jean-Pierre Clamadieu as Director**
  - Term of office: four years expiring at the close of the Ordinary Shareholders' Meeting convened in 2026 to approve the financial statements for the year ended December 31, 2025.

# Sixth Resolution

Ordinary General Meeting

- Renewal of the term of office of Jean-Pierre Clamadieu as Director

<b>For</b>	<b>2,395,970,290</b>		<b>99.672 %</b>
<b>Against</b>	<b>7,891,227</b>		<b>0.328 %</b>
<b>Abstain</b>	<b>838,783</b>		

**Approved**

# Seventh Resolution

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Ordinary General Meeting


- **Renewal of the term of office of Ross McInnes as Director**
  - Term of office: four years expiring at the close of the Ordinary Shareholders' Meeting convened in 2026 to approve the financial statements for the year ended December 31, 2025.



# Seventh Resolution

Ordinary General Meeting

- Renewal of the term of office of Ross McInnes as Director

<b>For</b>	<b>2,388,049,635</b>		<b>99.339 %</b>
<b>Against</b>	<b>15,899,208</b>		<b>0.661 %</b>
<b>Abstain</b>	<b>751,457</b>		

**Approved**

# Eighth Resolution

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Ordinary General Meeting

- **Appointment of Marie-Claire Daveu as Director**
  - Term of office: four years expiring at the close of the Ordinary Shareholders' Meeting convened in 2026 to approve the financial statements for the year ended December 31, 2025.

# Eighth Resolution

Ordinary General Meeting

- Appointment of Marie-Claire Daveu as Director

<b>For</b>	<b>2,322,188,425</b>		<b>96.793 %</b>
<b>Against</b>	<b>76,940,253</b>		<b>3.207 %</b>
<b>Abstain</b>	<b>5,571,622</b>		

**Approved**

- **Approval of the informations relating to the compensation of corporate officers paid for the fiscal year 2021 or allocated for the same fiscal year and mentioned in Article L.22-10-9 of the French Commercial Code**
  - Shareholders are requested to approve the components of compensation paid or awarded for fiscal year 2021 to the corporate officers as described in Section 4.4. of the 2021 Universal Registration Document.

# Ninth Resolution

Ordinary General Meeting

- Approval of the informations relating to the compensation of corporate officers paid for the fiscal year 2021 or allocated for the same fiscal year and mentioned in Article L.22-10-9 of the French Commercial Code

<b>For</b>	<b>2,371,758,006</b>		<b>98.663 %</b>
<b>Against</b>	<b>32,151,928</b>		<b>1.337 %</b>
<b>Abstain</b>	<b>790,366</b>		

**Approved**

# Tenth Resolution

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Ordinary General Meeting

- **Approval of total compensation and benefits of all kind paid for the fiscal year 2021 or allocated for the same fiscal year to Jean-Pierre Clamadieu, Chairman of the Board of Directors.**
  - Shareholders are requested to approve the components of compensation paid or awarded for fiscal year 2021 to Jean-Pierre Clamadieu, Chairman of the Board of Directors as described in Section 4.4. of the 2021 Universal Registration Document.

# Tenth Resolution

Ordinary General Meeting

- Approval of total compensation and benefits of all kind paid for the fiscal year 2021 or allocated for the same fiscal year to Jean-Pierre Clamadieu, Chairman of the Board of Directors.

<b>For</b>	<b>2,401,608,912</b>		<b>99.918 %</b>
<b>Against</b>	<b>1,980,860</b>		<b>0.082 %</b>
<b>Abstain</b>	<b>1,110,528</b>		

**Approved**

# Eleventh Resolution

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Ordinary General Meeting

- **Approval of total compensation and benefits of all kind paid for the fiscal year 2021 or allocated for the same fiscal year to Catherine MacGregor, Chief Executive Officer.**
- Shareholders are requested to approve the components of compensation paid or awarded for fiscal year 2021 to Isabelle Kocher, Chief Executive Officer as described in Section 4.4 of the 2021 Universal Registration Document.



# Eleventh Resolution

Ordinary General Meeting

- Approval of total compensation and benefits of all kind paid for the fiscal year 2021 or allocated for the same fiscal year to Catherine MacGregor, Chief Executive Officer.

<b>For</b>	<b>2,148,444,171</b>		<b>93.688 %</b>
<b>Against</b>	<b>144,756,166</b>		<b>6.312 %</b>
<b>Abstain</b>	<b>111,499,963</b>		

**Approved**

# Twelfth Resolution

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Ordinary General Meeting

- **Approval of the Directors' remuneration policy**
  - Shareholders are requested to approve the Directors' remuneration policy as described in Section 4.4 of the 2021 Universal Registration Document.

# Twelfth Resolution

Ordinary General Meeting

- Approval of the Directors' remuneration policy

<b>For</b>	<b>2,401,199,570</b>		<b>99.890 %</b>
<b>Against</b>	<b>2,639,995</b>		<b>0.110 %</b>
<b>Abstain</b>	<b>860,735</b>		

**Approved**

# Thirteenth Resolution

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Ordinary General Meeting

- **Approval of the Chairman of the Board of Directors' remuneration policy**
  - Shareholders are requested to approve the Chairman of the Board of Directors' remuneration policy as described in Section 4.4 of the 2021 Universal Registration Document.

# Thirteenth Resolution

Ordinary General Meeting

- Approval of the Chairman of the Board of Directors' remuneration policy

<b>For</b>	<b>2,401,631,522</b>		<b>99.915 %</b>
<b>Against</b>	<b>2,041,204</b>		<b>0.085 %</b>
<b>Abstain</b>	<b>1,027,574</b>		

**Approved**

# Fourteenth Resolution

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Ordinary General Meeting

- **Approval of the remuneration policy for the Chief Executive Officer**
  - Shareholders are requested to approve the remuneration policy for the Chief Executive Officer as described in Section 4.4 of the 2021 Universal Registration Document.

# Fourteenth Resolution

Ordinary General Meeting

- Approval of the remuneration policy for the Chief Executive Officer

<b>For</b>	<b>2,109,735,579</b>		<b>95.126 %</b>
<b>Against</b>	<b>108,097,601</b>		<b>4.874 %</b>
<b>Abstain</b>	<b>186,867,120</b>		

**Approved**

## – Opinion on the climate transition strategy

### **Request for non-binding opinion on the climate transition strategy and specifically on the following objectives:**

- 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.
- Reach an installed electricity production capacity from renewable energies of 50 GW in 2025 and 80 GW in 2030.
- 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.
- Getting out of coal by 2025 in Europe and 2027 in the rest of the world.




# Fifteenth Resolution

Ordinary General Meeting

- Opinion on the climate transition strategy

Request for non-binding opinion on the climate transition strategy and specifically on the following objectives:

<b>For</b>	<b>2,078,940,036</b>		<b>96.735 %</b>
<b>Against</b>	<b>70,175,012</b>		<b>3.265 %</b>
<b>Abstain</b>	<b>255,585,252</b>		

**Approved**

# Sixteenth Resolution

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Extraordinary General Meeting

- **Renewal of delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights maintained** (*delegation to be used, only outside the context of a public tender offer*)
  - Public offering of:
    - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company (maximum nominal amount: €225 million), or
    - Securities entitling the allocation of debt instruments (maximum nominal amount : €5 billion).
  - These ceilings are common to issuances under the 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> Resolutions.
  - The maximum amount of €225 million shall count against the €265 million overall nominal ceiling set in the 21<sup>st</sup> Resolution.
  - Authorized period: 26 months.

# Sixteenth Resolution

Extraordinary General Meeting

- **Renewal of delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights maintained** (*delegation to be used, only outside the context of a public tender offer*)

<b>For</b>	<b>2,402,222,846</b>		<b>99.920 %</b>
<b>Against</b>	<b>1,924,062</b>		<b>0.080 %</b>
<b>Abstain</b>	<b>431,350</b>		

**Approved**

# Seventeenth Resolution

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Extraordinary General Meeting

- **Renewal of delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights waived** (*delegation to be used only outside the context of a public tender offer*)
  - Public offering, including in the context of a tender offer on a listed company, of:
    - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company (maximum nominal amount : €225 million), or
    - Securities entitling the allocation of debt instruments (maximum nominal amount: €5 billion).
  - Maximum offering price: weighted average of the last three trading days less the 5% discount provided by law.
  - These ceilings are common to issuances under the 16<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> Resolutions.
  - The maximum amount of €225 million shall count against the €265 million overall nominal ceiling set in the 21<sup>st</sup> Resolution.
  - Authorized period: 26 month.

# Seventeenth Resolution

Extraordinary General Meeting

- Renewal of delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights waived (*delegation to be used only outside the context of a public tender offer*)

<b>For</b>	<b>2,289,274,221</b>		<b>95.223 %</b>
<b>Against</b>	<b>114,841,773</b>		<b>4.777 %</b>
<b>Abstain</b>	<b>462,264</b>		

**Approved**

# Eighteenth Resolution


Extraordinary General Meeting

- **Renewal of delegation of authority to the Board of Directors to issue common shares or other securities, with preferential subscription rights waived, for the benefit of qualified investors or a limited circle of investors, within the limit of 20% of the share capital (*delegation to be used only outside the context of a public tender offer*)**
  - Reserved issuance of:
    - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company. Maximum nominal amount: €225 million, or
    - Securities entitling the allocation of debt instruments. Maximum nominal amount: €5 billion.
  - These ceilings are common to issuances under the 16<sup>th</sup>, 17<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> Resolutions.
  - The maximum amount of €225 million shall count against the €265 million overall nominal ceiling set in the 21<sup>st</sup> Resolution.
  - Authorized period: 26 months.

# Eighteenth Resolution

Extraordinary General Meeting

- Renewal of delegation of authority to the Board of Directors to issue common shares or other securities, with preferential subscription rights waived, for the benefit of qualified investors or a limited circle of investors, within the limit of 20% of the share capital (*delegation to be used only outside the context of a public tender offer*)

<b>For</b>	<b>2,267,547,465</b>		<b>94.320 %</b>
<b>Against</b>	<b>136,543,697</b>		<b>5.680 %</b>
<b>Abstain</b>	<b>487,096</b>		

**Approved**

# Nineteenth Resolution

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Extraordinary General Meeting



- **Renewal of delegation of authority to the Board of Directors to increase the number of securities to be issued under the 16<sup>th</sup>, 17<sup>th</sup>, and 18<sup>th</sup> resolutions (“greenshoe”) (*delegation to be used only outside the context of a public tender offer*)**
  - Maximum nominal amount: 15% of the initial issue counting against the €225 million ceiling set in the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> Resolutions as well as €5 billion for securities representing debt instruments.
  - These ceilings are common to issuances under the 16<sup>th</sup>, 17<sup>th</sup> and 18<sup>th</sup> Resolutions.
  - The maximum amount of €225 million shall count against the €265 million overall nominal ceiling set in the 21<sup>st</sup> Resolution.
  - Authorized period: 26 months.



# Nineteenth Resolution

Extraordinary General Meeting

- Renewal of delegation of authority to the Board of Directors to increase the number of securities to be issued under the 16<sup>th</sup>, 17<sup>th</sup>, and 18<sup>th</sup> resolutions (“greenshoe”) (*delegation to be used only outside the context of a public tender offer*)

<b>For</b>	<b>2,269,543,372</b>		<b>94.411 %</b>
<b>Against</b>	<b>134,346,093</b>		<b>5.589 %</b>
<b>Abstain</b>	<b>688,793</b>		

**Approved**

# Twentieth Resolution

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Extraordinary General Meeting

- **Renewal of delegation of authority to the Board of Directors to issue ordinary shares and/or various securities in consideration for contributions of securities to the Company, within the limit of 10% of the share capital** (*delegation to be used only outside the context of a public tender offer*)
  - Reserved issuance.
  - Maximum nominal amount: 10% of the share capital counting against the €225 million ceiling set in the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions as well as €5 billion for securities representing debt instruments.
  - The maximum amount of €225 million shall count against the €265 million overall nominal ceiling set in the 21<sup>st</sup> Resolution.
  - Authorized period: 26 months.

# Twentieth Resolution

Extraordinary General Meeting

- Renewal of delegation of authority to the Board of Directors to issue ordinary shares and/or various securities in consideration for contributions of securities to the Company, within the limit of 10% of the share capital (*delegation to be used only outside the context of a public tender offer*)

<b>For</b>	<b>2,337,525,102</b>		<b>97.238 %</b>
<b>Against</b>	<b>66,389,826</b>		<b>2.762 %</b>
<b>Abstain</b>	<b>663,330</b>		

**Approved**

# Twenty-first Resolution

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Extraordinary General Meeting

- **Limit on the overall ceiling for immediate or future capital increase authorizations**
  - Maximum nominal amount: €265 million.
  - Maximum aggregate nominal amount common to the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions.

# Twenty-first Resolution

Extraordinary General Meeting

- Limit on the overall ceiling for immediate or future capital increase authorizations

<b>For</b>	<b>2,401,819,711</b>		<b>99.904 %</b>
<b>Against</b>	<b>2,299,842</b>		<b>0.096 %</b>
<b>Abstain</b>	<b>458,705</b>		

**Approved**

# Twenty-second Resolution

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Ordinary General Meeting

- **Renewal of delegation of authority to the Board of Directors to issue shares by capitalizing premiums, reserves, earnings or other accounting items** (*delegation to be used only within the context of a public tender offer*)
  - The overall amount that may be capitalized shall be in addition to the aggregate ceiling of €265 million.
  - Authorized period: 26 months.

# Twenty-second Resolution

Ordinary General Meeting

- Renewal of delegation of authority to the Board of Directors to issue shares by capitalizing premiums, reserves, earnings or other accounting items (*delegation to be used only within the context of a public tender offer*)

<b>For</b>	<b>2,403,057,251</b>		<b>99.955 %</b>
<b>Against</b>	<b>1,078,618</b>		<b>0.045 %</b>
<b>Abstain</b>	<b>442,389</b>		

**Approved**

# Twenty-third Resolution

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Extraordinary General Meeting

- **Renewal of authorization granted to the Board of Directors to reduce the share capital by cancellation of treasury shares**
  - Limit: 10 % of the share capital per 24 month period.
  - Authorized period: 26 months.



# Twenty-third Resolution

Extraordinary General Meeting

- Renewal of authorization granted to the Board of Directors to reduce the share capital by cancellation of treasury shares

**For** 2,328,904,314  96.871 %

**Against** 75,237,531  3.129 %

**Abstain** 436,413

**Approved**

# Twenty-fourth Resolution

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Extraordinary General Meeting

- **Delegation of authority to the Board of Directors to decide on the capital increase reserved for employee members of a Group employee shareholding plan**
  - Maximum nominal amount: 2% of share capital; this amount shall count against the €265 million overall ceiling set in the 21<sup>st</sup> Resolution.
  - Ceiling common to issuances under the 24<sup>th</sup> and 25<sup>th</sup> Resolutions: 2% of share capital.
  - Deprives of effect the authorization previously granted by the 16<sup>th</sup> Resolution of the May 20, 2021 Shareholders' Meeting.
  - Issue price: average opening share price over the 20 trading days preceding the date of the decision, reduced by a discount which may not exceed the maximum discount allowed by the legislation in force at the time of the implementation of the delegation.
  - Authorized period: 26 months.

# Twenty-fourth Resolution

Extraordinary General Meeting

- Delegation of authority to the Board of Directors to decide on the capital increase reserved for employee members of a Group employee shareholding plan

<b>For</b>	<b>2,355,137,984</b>		<b>97.963 %</b>
<b>Against</b>	<b>48,983,773</b>		<b>2.037 %</b>
<b>Abstain</b>	<b>456,501</b>		

**Approved**

# Twenty-fifth Resolution

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Extraordinary General Meeting

- **Delegation of authority to the Board of Directors to decide on the capital increase reserved for a category of beneficiaries as part of the implementation of the ENGIE Group international employee shareholding plan**
  - Maximum nominal amount: 0.5% of share capital ; this amount shall count against the €265 million overall ceiling set in the 21<sup>st</sup> Resolution.
  - The amount of issuances shall count against the ceiling of 2% of share capital set forth in the 24<sup>th</sup> Resolution.
  - Deprives of effect the authorization previously granted by 17<sup>th</sup> Resolution of the May 20, 2021 Shareholders' Meeting.
  - Issue price: average opening share price over the 20 trading days preceding the date of the decision, reduced by a discount which may not exceed the maximum discount allowed by the legislation in force at the time of the implementation of the delegation.
  - Authorized period: 18 months.

# Twenty-fifth Resolution

Extraordinary General Meeting

- Delegation of authority to the Board of Directors to decide on the capital increase reserved for a category of beneficiaries as part of the implementation of the ENGIE Group international employee shareholding plan

<b>For</b>	<b>2,354,721,384</b>		<b>97.951 %</b>
<b>Against</b>	<b>49,268,616</b>		<b>2.049 %</b>
<b>Abstain</b>	<b>588,258</b>		

**Approved**

# Twenty-sixth Resolution

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Extraordinary General Meeting

- **Authorization for the Board of Directors to award bonus shares to all employees and officers of ENGIE group companies (except for executive corporate officers of the ENGIE Company) and to employees participating in an international employee shareholding plan of ENGIE group**
  - Maximum amount: 0.75% of the share capital as of the decision date, common to the 26<sup>th</sup> and 27<sup>th</sup> Resolutions. This ceiling is combined with an annual sub-ceiling of 0,25% of the share capital.
  - Minimal vesting period: 2 years.
  - Authorized period: 38 months.

# Twenty-sixth Resolution

Extraordinary General Meeting

- Authorization for the Board of Directors to award bonus shares to all employees and officers of ENGIE group companies (except for executive corporate officers of the ENGIE Company) and to employees participating in an international employee shareholding plan of ENGIE group

<b>For</b>	<b>2,318,654,073</b>		<b>96.453 %</b>
<b>Against</b>	<b>85,272,921</b>		<b>3.547 %</b>
<b>Abstain</b>	<b>651,264</b>		

**Approved**

# Twenty-seventh Resolution

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Extraordinary General Meeting


- **Authorization for the Board of Directors to award bonus shares to some employees and officers of ENGIE Group companies (including the corporate officers of the ENGIE company).**
  - Maximum amount: 0,75% of the share capital as of the decision date, common to the 26<sup>th</sup> and 27<sup>th</sup> Resolutions. This ceiling is combined with an annual sub-ceiling of 0,25 % of the share capital.
  - Minimal vesting period: 3 years.
  - Minimal holding period: none, except for Group's Senior managers for whom the aggregate vesting and holding periods would be set at a minimum of 4 years.
  - Grants of bonus shares are subject to financial and non-financial performance conditions.
  - Except for the Engie's CEO and Senior managers the first 500 shares awarded would be exempt from performance conditions.
  - Authorized period: 38 months.



# Twenty-seventh Resolution

Extraordinary General Meeting

- Authorization for the Board of Directors to award bonus shares to some employees and officers of ENGIE Group companies (including the corporate officers of the ENGIE company).

<b>For</b>	<b>2,214,532,564</b>		<b>93.649 %</b>
<b>Against</b>	<b>150,187,847</b>		<b>6.351 %</b>
<b>Abstain</b>	<b>39,857,847</b>		

**Approved**

# Twenty-eighth Resolution

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Ordinary General Meeting

- **Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities**
  - The purpose of this resolution is to allow the execution of the decisions of the General Meeting and to accomplish the legal formalities.

# Twenty-eighth Resolution

Ordinary General Meeting

- Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities

<b>For</b>	<b>2,403,645,391</b>		<b>99.992 %</b>
<b>Against</b>	<b>197,507</b>		<b>0.008 %</b>
<b>Abstain</b>	<b>735,360</b>		

**Approved**

# GENERAL SHAREHOLDERS' MEETING

April 21<sup>th</sup> 2022  
Paris Expo  
Porte de Versailles

