

GENERAL SHAREHOLDERS' MEETING

April 21th 2022
Paris Expo
Porte de Versailles



OPENING



Jean-Pierre CLAMADIEU

Chairman of the Board of Directors



Agenda

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Jean-Pierre CLAMADIEU

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Catherine MACGREGOR

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Pierre-François RIOLACCI

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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
- **Agreements¹** 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 Capex²** invested organically

Organisation and performance culture 25 BUs to 4 GBUs

- **Refreshed leadership³** 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 NRIs

€3.2bn

Cont. NRIs

€2.9bn

2020: €1.7bn

Proposed dividend

€0.85

2020: €0.53 / share

ROCE¹

9.1%

2020: 5.7%

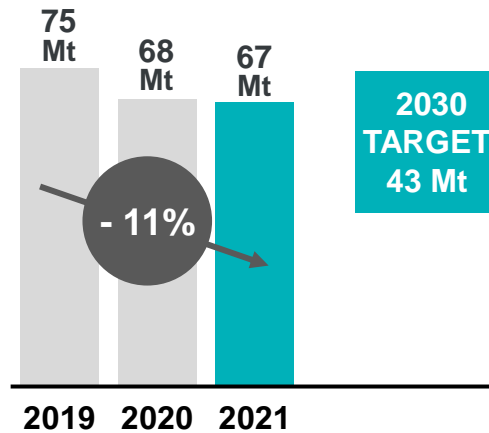
Growth Capex¹

€4.3bn

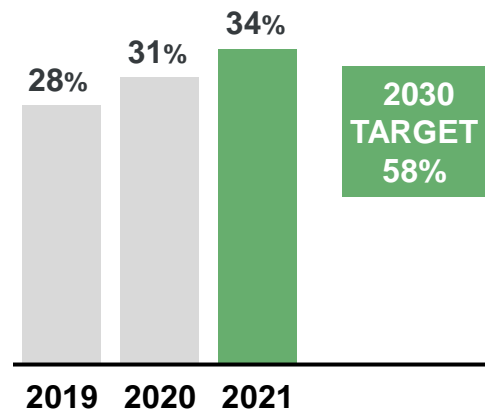
2020: €3.9bn

Progress on ESG

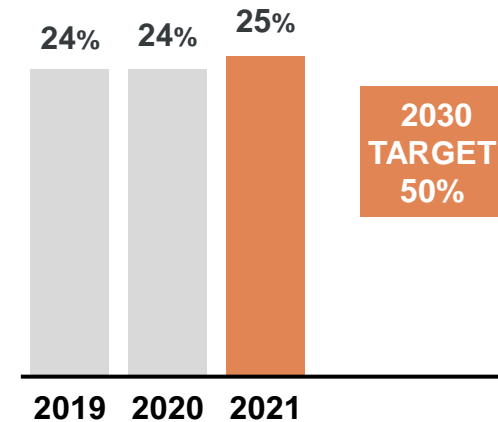
Greenhouse Gases emissions



Renewables



Gender diversity



Renewables delivered strong growth

RENEWABLES



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

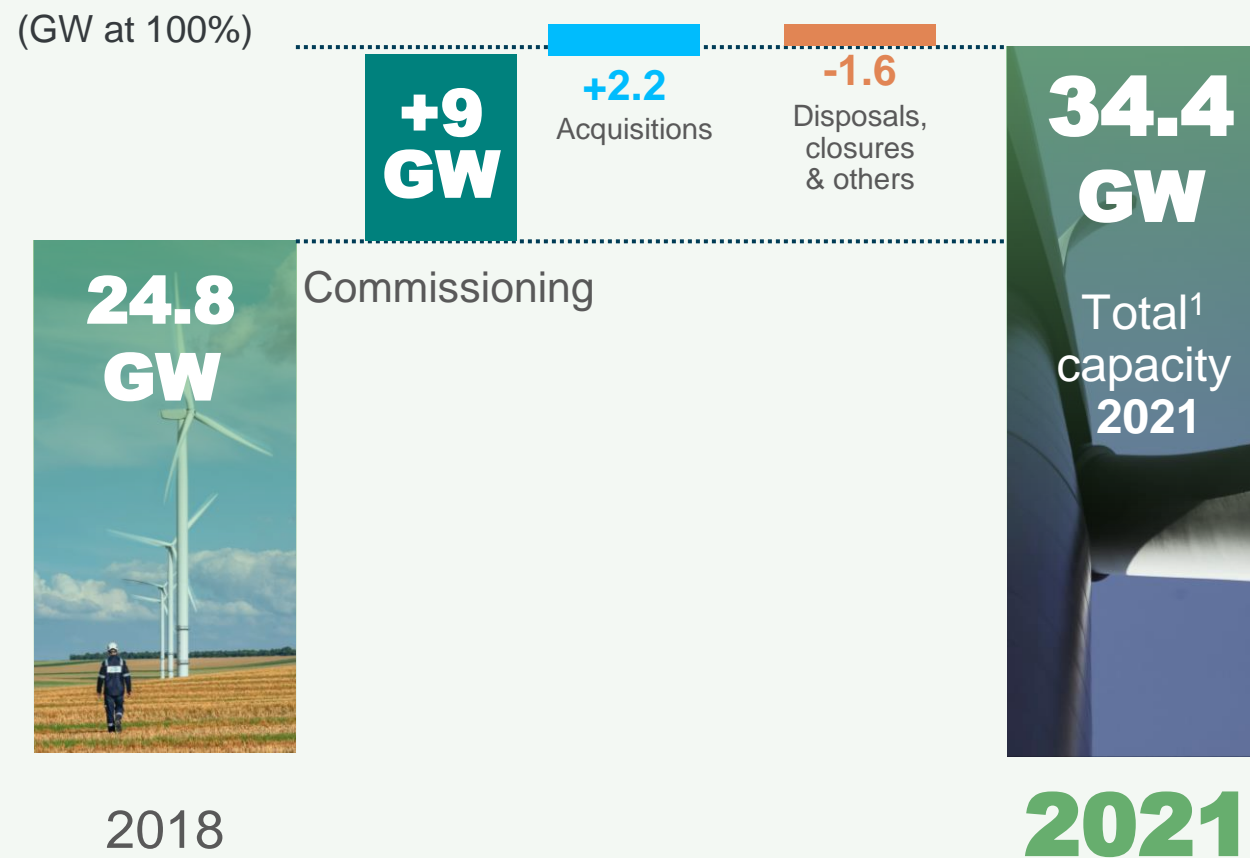
Eolia

a compelling **acquisition**

Ocean Winds

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

A strong track record in renewables growth



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 2021¹ to 23 GW capacity²
- **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**

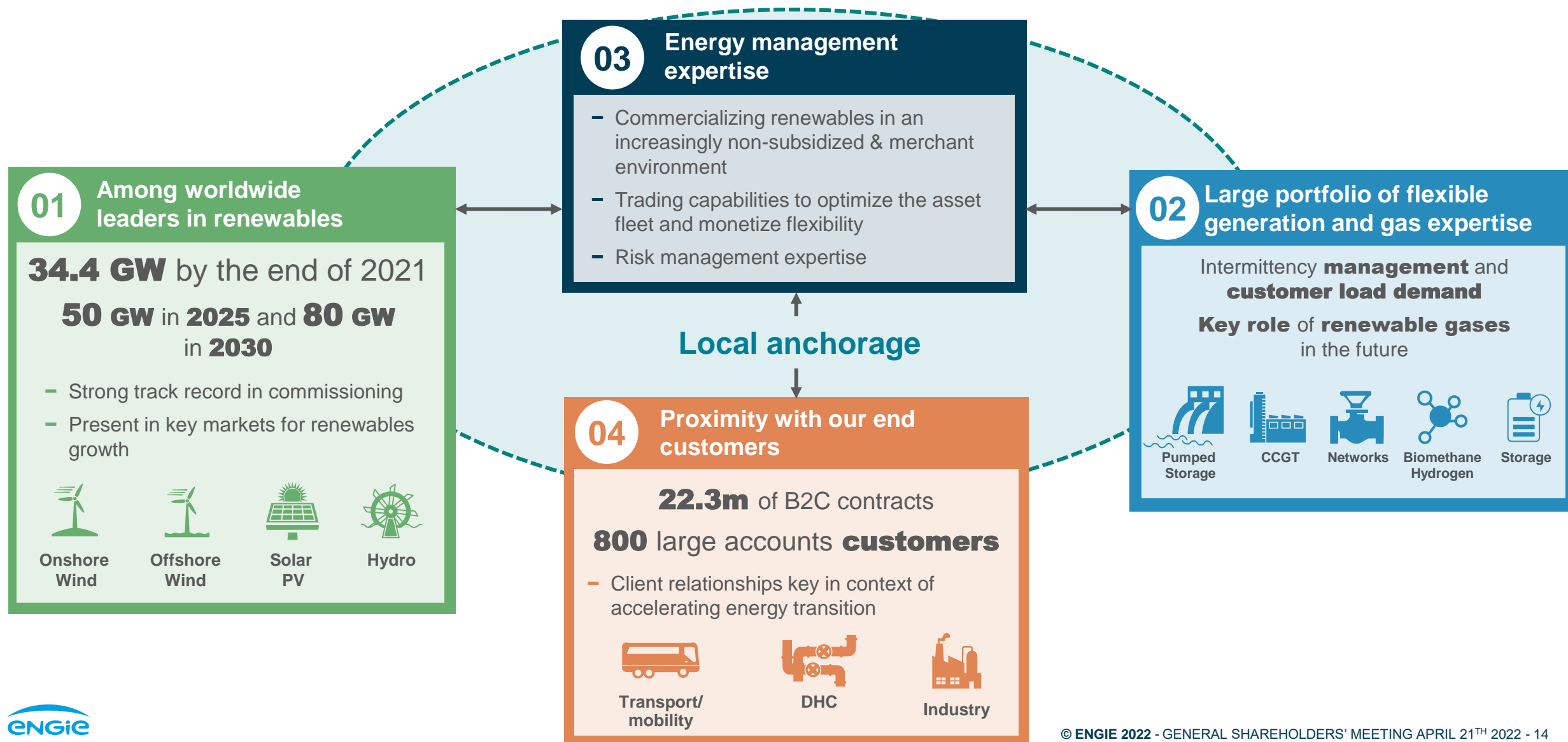


Possible extension of part of the nuclear fleet beyond 2025

- 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

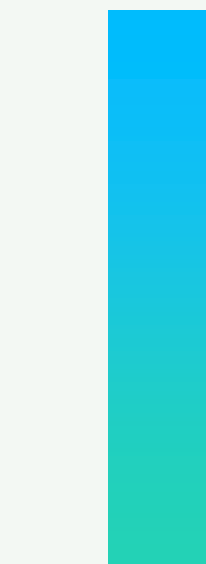
A differentiating approach

at the service of the territories

Ambition supported by a strong pipeline of projects¹

(GW at 100%)

66 GW



Total pipeline
(2022 & beyond)

28 GW
Development

31 GW
Advanced development

7 GW
Secured / under construction

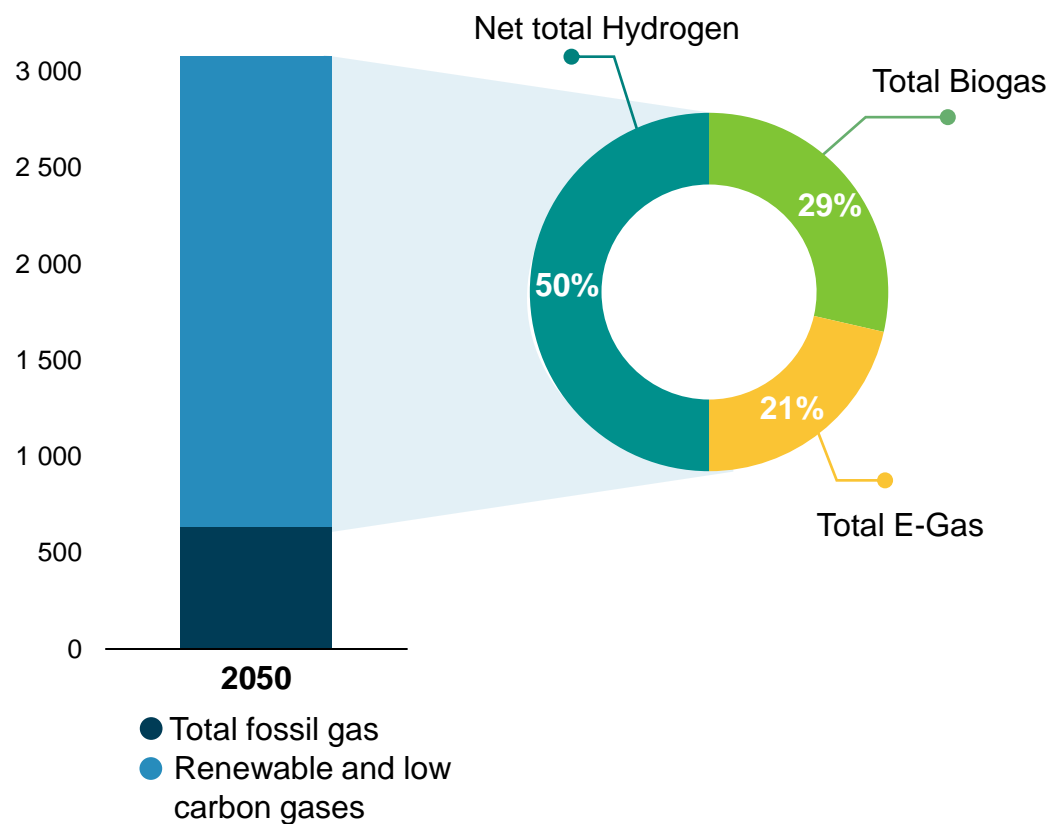
21 GW
Solar

21 GW
Offshore wind

23 GW
Onshore wind
Others

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

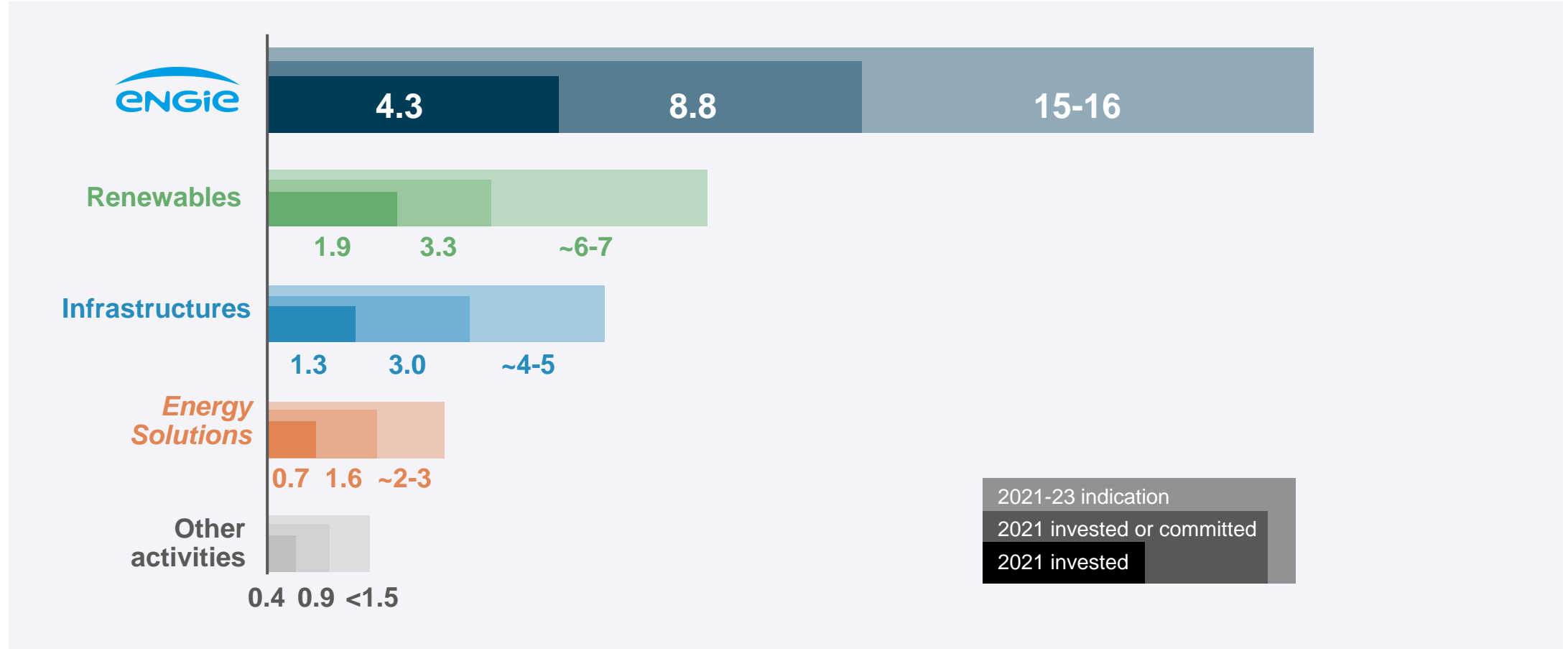
of production capacity
by 2030

H₂

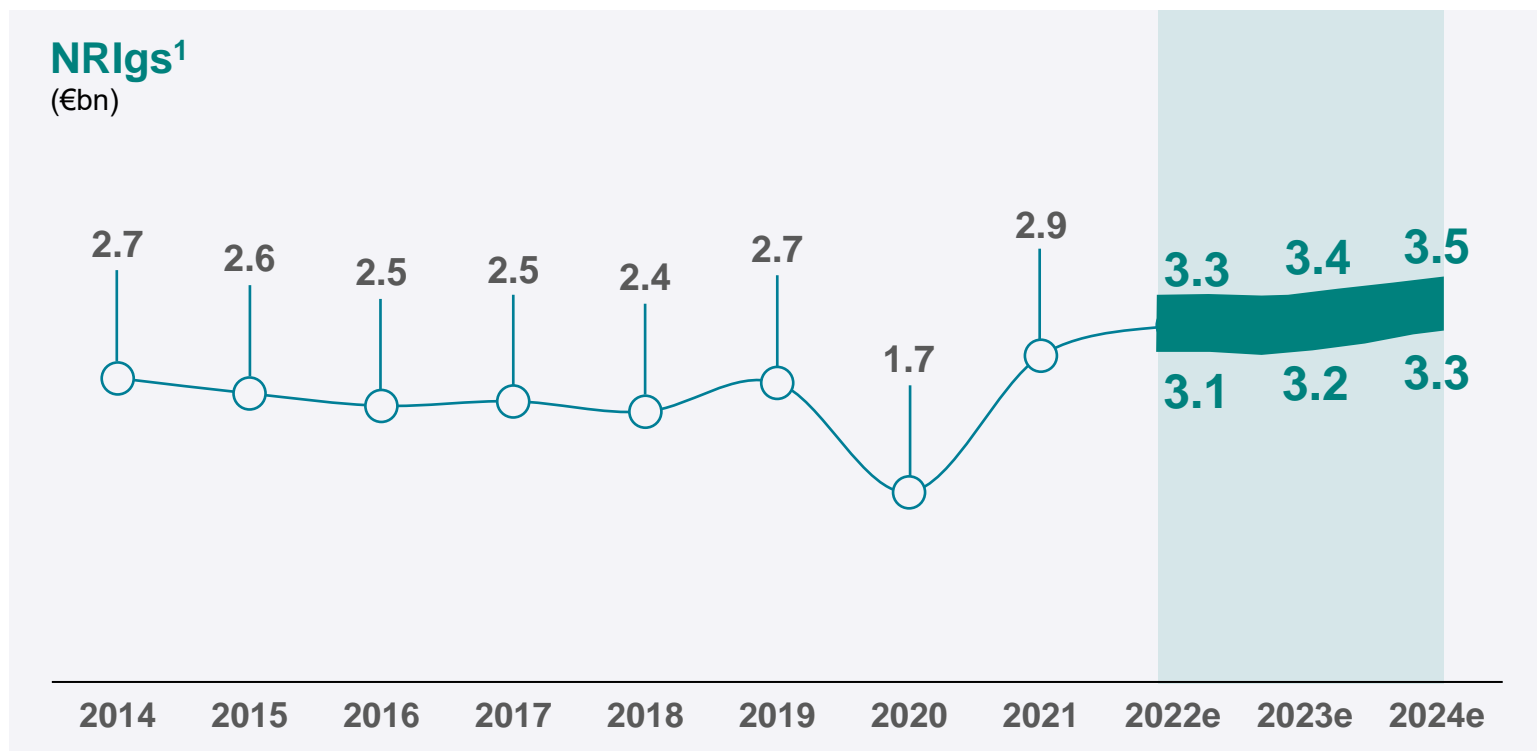


Capex¹: 2021-23 outlook confirmed, continuity maintained for 2024

(€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 capex¹

€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

€0.5bn

More than
achieved or identified by end
2021 over 2021-23

Simplification & refocusing Disposals²

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

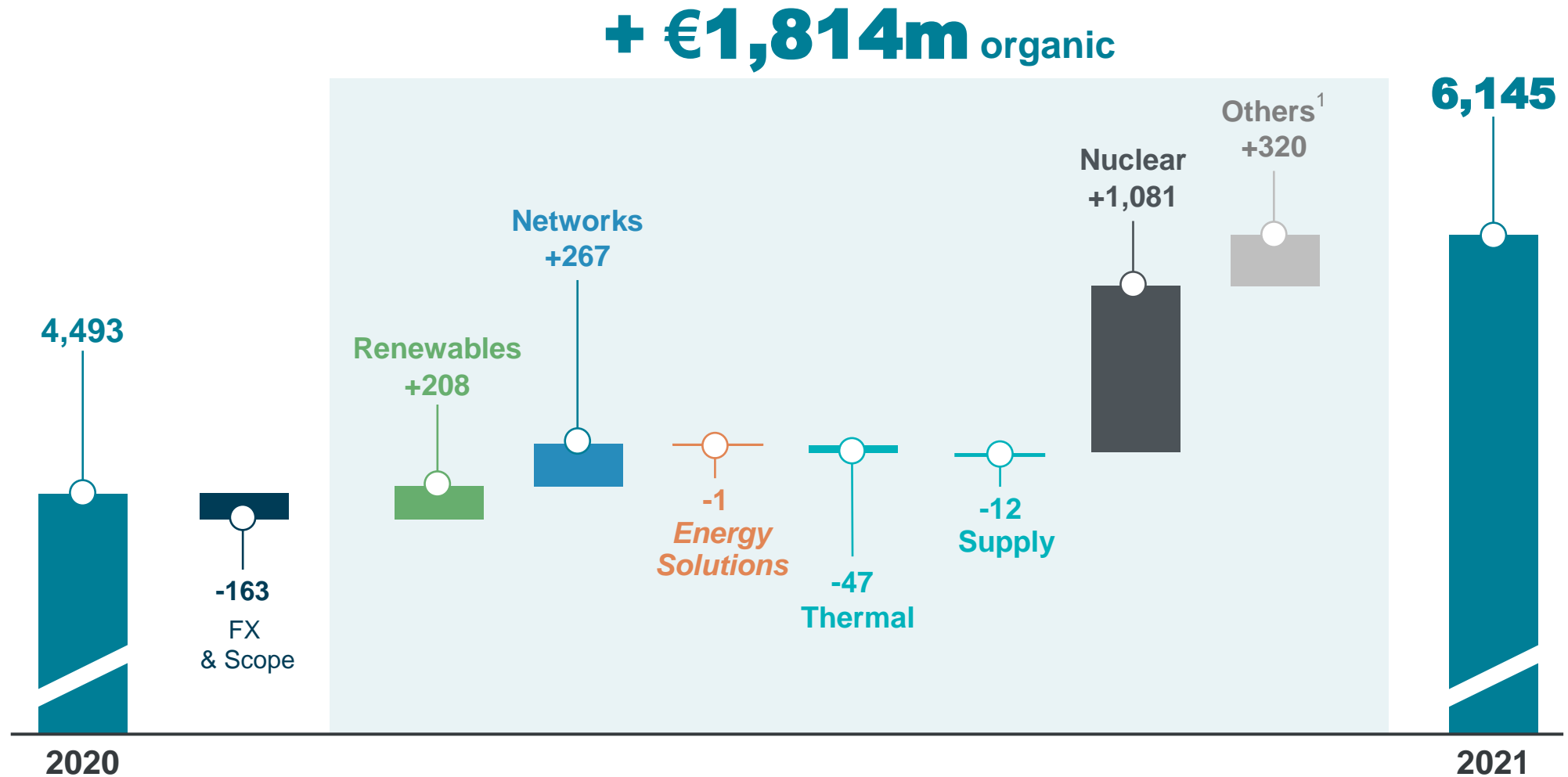
2021 Financial results at the top-end of the guidance

(€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
NRlgs	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

Liquidity

as of 31 December 2021

€21.0bn

Average cost of gross debt

2.63%

Inc. **€14.0bn**
of cash

Credit rating

“Strong investment grade”

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



A shared value creation

Shareholders

€0.85/share¹

Dividends

i.e. a 66% pay-out ratio

Companies

€38.8bn

Procurement

Employees

€7.7bn

Salaries and
social charges
(excluding EQUANS)

States and local authorities

€3.2bn

Taxes



Medium-Term Financial Outlook¹

Expected continued growth in financial results

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

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%¹

of women

60%¹

Independent Directors

13 meetings

100%

attendance

Improved functioning of the Board

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

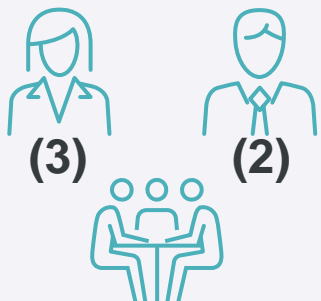
- Continue to implement the strategy and regularly review its consistency with ENGIE's purpose
- Introduce systematic retrospective analysis of the actual performance of investments made
- Explore climate issues in more depth in the framework of strategic debates
- Organise more informative thematic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

Strong involvement of committees

Audit Committee

Chair

Marie-José Nadeau



(6 meetings)

+5 in common with the CSIT²

100%
attendance

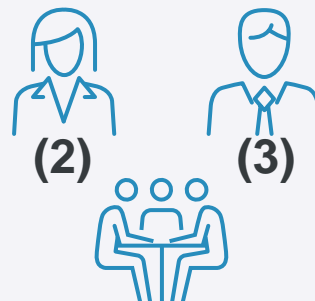
75%
Independent¹



Appointments, Compensation and Governance Committee

Chair

Françoise Malrieu



(6 meetings)

97%
attendance

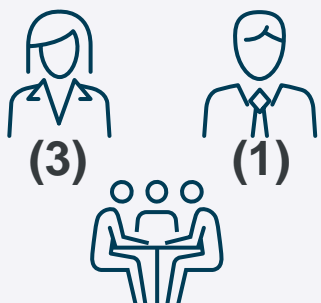
75%
Independent¹



Ethics, Environment and Sustainable Development Committee

Chairman

Ross McInnes



(7 meetings)

96%
attendance

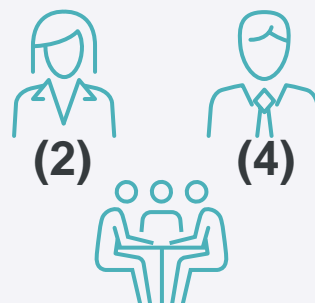
66%
Independent¹



Strategy, Investment and Technology Committee

Chairman

Jean-Pierre Clamadieu

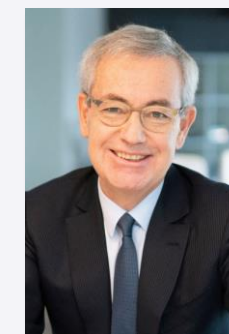


(7 meetings)

+5 in common with the Audit Committee^{Audit}

96%
attendance

60%
Independent¹



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 Clamadieu’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 AXA¹
- Director of Airbus¹

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 Safran¹
- Director of Eutelsat Communications¹

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 Group¹
- Member of the Supervisory Board of Ponant

Composition of the Board following this Meeting

1 Independent Chairman¹



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 Daveu²



Françoise Malrieu



Ross McInnes²



Marie-José Nadeau



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2 Directors nominated by French State



Patrice Durand



Mari-Noëlle Jégo-Laveissière

3 Directors representing employees



Christophe Agogué



Magali Viot



Yoan Kosnar

1 Director representing employee-shareholders



Jacinthe Delage

15 members

55%³
of women

64%³
Independent Directors

¹ Subject to the vote of the Shareholders' Meeting and to the decision of the Board of Directors

² Subject to the vote of the Shareholders' Meeting

³ 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

- **9th Resolution**
Approval of information relating to the remuneration of company officers paid during financial year 2021, or awarded for that financial year
- **10th 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
- **11th 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

- **12th Resolution**
Approval of the Directors' remuneration policy
- **13th Resolution**
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- **14th Resolution**
Approval of the Chief Executive Officer's remuneration policy

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CEO's 2021 compensation (ex post)

Fixed salary				€1,000,000					
Annual variable		Weight	Achievement						
	NRlgs	25%	140%						
	(COI)	25%	140%						
	FCF	25%	123%						
	Economic Net Debt	25%	112%						
	Financial criteria	65%	129%						
	Organization	30%	110%						
	Strategy	40%	130%						
	Work Accident frequency rate	10%	140%						
	CO ₂ emissions	10%	117%						
	CSR Ratings	10%	100%						
	Extra-financial criteria	35%	121%						
<table><tr><td>TARGET</td><td>€1,000,000</td></tr><tr><td>TOTAL SUCCESSSS RATE</td><td>126%</td></tr><tr><td>ANNUAL VARIABLE</td><td>€1,259,000</td></tr></table> <p>Before reduction</p> <p>Given the seriousness of the accidents that occurred in 2021 and as proposed by the CEO, the Board decided that a 15% reduction in the target bonus, i.e. 150,000€, will be applied to the bonus to be paid in 2022 in respect of 2021</p>				TARGET	€1,000,000	TOTAL SUCCESSSS RATE	126%	ANNUAL VARIABLE	€1,259,000
TARGET	€1,000,000								
TOTAL SUCCESSSS RATE	126%								
ANNUAL VARIABLE	€1,259,000								
Performance units	120,000 performance units awarded in 2024 if the performance criteria are reached			€880,800					

Compensation of company officers

Say on pay ex post resolutions

- **9th Resolution**
Approval of information relating to the remuneration of company officers paid during financial year 2021, or awarded for that financial year
- **10th 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
- **11th 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

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

Compensation of company officers

Say on pay ex post resolutions

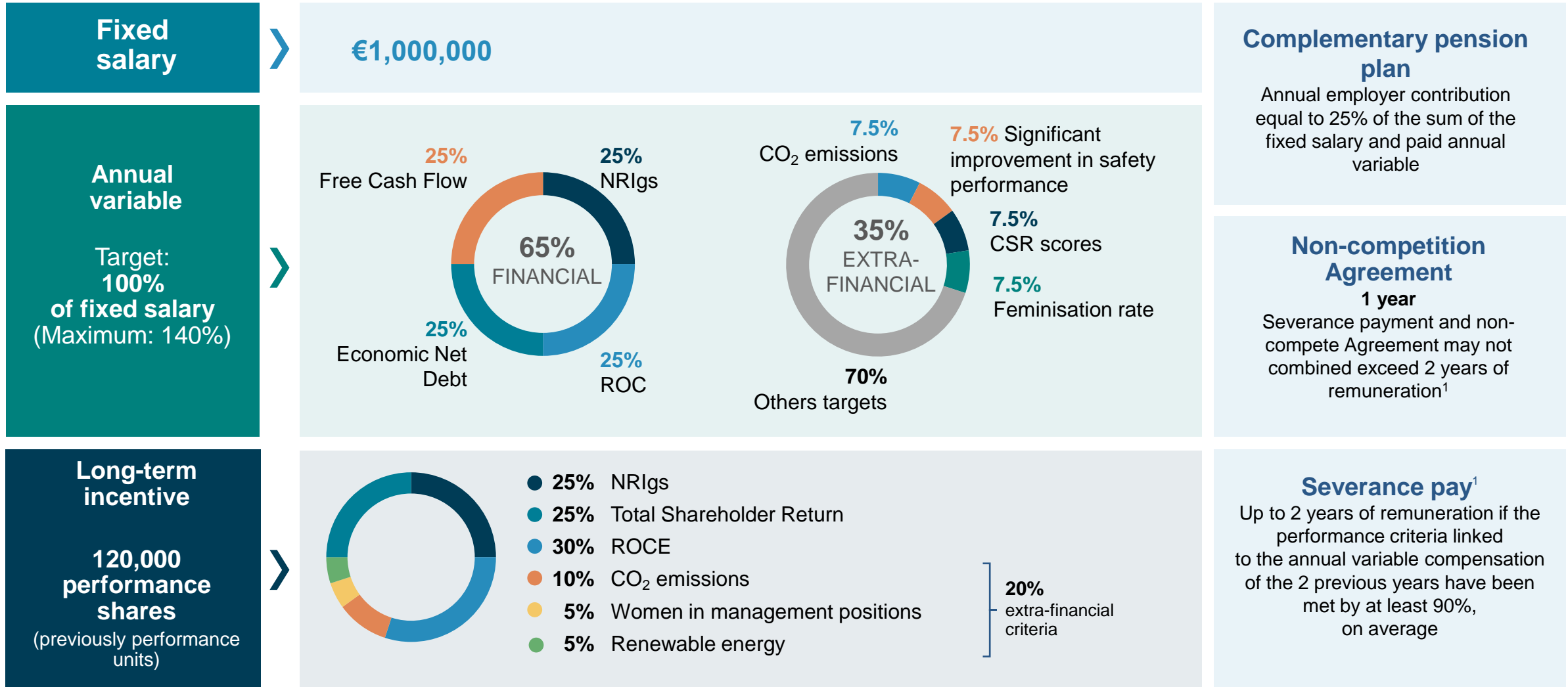
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CEO's 2022 Compensation policy

(ex ante)



SAY ON CLIMATE

Ross McINNES
Chair of Ethics, Environment and Sustainable
Development Committee



Opinion on the climate transition strategy

" Net Zero Carbone "

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 »¹** trajectory



Levers

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

Targets

- Reduce greenhouse gas (GHG) emissions to a maximum of 43 MtCO₂eq. in 2030 (compared with 106 MtCO₂eq.)
- 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 CO₂ 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


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

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

Approved

Second Resolution


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

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

Approved

Third Resolution

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

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

Approved

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**
 - 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

For 174,234,145  7.509 %

Against 2,146,110,292  92.491 %

Abstain 84,355,863

Rejected

Fourth Resolution

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

For	2,403,742,776		99.991 %
Against	227,981	 0.009 %	
Abstain	649,527		


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

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

Approved

Sixth Resolution


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

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

Approved

Seventh Resolution


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

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

Approved

Eighth Resolution



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

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

Approved

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**
 - 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

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

Approved

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.**
- 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.

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

Approved

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.**
- 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.

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

Approved

Twelfth Resolution

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

For	2,401,199,570		99.890 %
Against	2,639,995	 0.110 %	
Abstain	860,735		

Approved

Thirteenth Resolution


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

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

Approved

Fourteenth Resolution



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

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

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 CO₂ 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 CO₂ 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:

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

Approved

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*)
 - 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 17th, 18th, 19th and 20th Resolutions.
 - The maximum amount of €225 million shall count against the €265 million overall nominal ceiling set in the 21st 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*)

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



Approved

- **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 16th, 18th, 19th and 20th Resolutions.
 - The maximum amount of €225 million shall count against the €265 million overall nominal ceiling set in the 21st 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*)

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

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 16th, 17th, 19th and 20th Resolutions.
 - The maximum amount of €225 million shall count against the €265 million overall nominal ceiling set in the 21st 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*)

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



Approved

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

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

Approved

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)*
 - Reserved issuance.
 - Maximum nominal amount: 10% of the share capital counting against the €225 million ceiling set in the 16th, 17th, 18th and 19th 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 21st 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*)

For 2,337,525,102  **97.238 %**

Against 66,389,826  **2.762 %**

Abstain 663,330

Approved

Twenty-first Resolution


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 16th, 17th, 18th, 19th and 20th resolutions.

Twenty-first Resolution

Extraordinary General Meeting

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

For	2,401,819,711		99.904 %
Against	2,299,842	 0.096 %	
Abstain	458,705		

Approved

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*)
 - 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*)

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

Approved

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**
 - 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

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 21st Resolution.
 - Ceiling common to issuances under the 24th and 25th Resolutions: 2% of share capital.
 - Deprives of effect the authorization previously granted by the 16th 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

For 2,355,137,984  **97.963 %**

Against 48,983,773  **2.037 %**

Abstain 456,501

Approved

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**
 - Maximum nominal amount: 0.5% of share capital ; this amount shall count against the €265 million overall ceiling set in the 21st Resolution.
 - The amount of issuances shall count against the ceiling of 2% of share capital set forth in the 24th Resolution.
 - Deprives of effect the authorization previously granted by 17th 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

For 2,354,721,384  **97.951 %**

Against 49,268,616  **2.049 %**

Abstain 588,258

Approved

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**
 - Maximum amount: 0.75% of the share capital as of the decision date, common to the 26th and 27th 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

For 2,318,654,073  **96.453 %**

Against 85,272,921  **3.547 %**

Abstain 651,264

Approved

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).**
 - Maximum amount: 0,75% of the share capital as of the decision date, common to the 26th and 27th 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).

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

Approved

Twenty-eighth Resolution


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

For	2,403,645,391		99.992 %
Against	197,507	 0.008 %	
Abstain	735,360		

Approved

GENERAL SHAREHOLDERS' MEETING

April 21th 2022
Paris Expo
Porte de Versailles

