



In Paris, 8 December 2022

NOTICE TO BONDHOLDERS

Zero coupon bonds exchangeable into existing ordinary shares of Gaztransport & Technigaz due 2 June 2024 (ISIN: FR0014003RF1) (the "Bonds") — Optional Redemption Notice

ENGIE (the "**Issuer**") hereby notifies the holders of the Bonds (the "**Bondholders**") of its decision to redeem on 9 January 2023 (the "**Early Redemption Date**") all of the Bonds outstanding on such date, pursuant to the provisions of Condition 6(c) of the terms and conditions of the Bonds (the "**Terms and Conditions**"). This notice is the Optional Redemption Notice referred to in Condition 6(c).

Capitalized terms that are not otherwise defined in this notice shall have the meaning ascribed to them in the Terms and Conditions.

As of 7 December 2022, 1,786,224 Bonds remained outstanding (excluding for this purpose any Bonds in respect of which the applicable Request Date in respect of any exercise of the Exchange Right fell on or prior to 7 December 2022) out of a total of 3,700,000 Bonds originally issued.

Unless the Bondholders exercise their Exchange Right in accordance with the Terms and Conditions, the Issuer will redeem in cash on the Early Redemption Date each Bond outstanding on such date at a price per Bond equal to its principal amount (i.e. €78.25).

As required pursuant to Condition 6(c)(i), the arithmetic mean, calculated in respect of the 20 consecutive Trading Days from (and including) 10 November 2022, to (and including) 7 December 2022, in the period of 30 consecutive Trading Days ending on (and including) 7 December 2022, being the Trading Day immediately preceding the date of this Optional Redemption Notice, of (i) the Volume-Weighted Average Price of the Share on such Trading Day and (ii) the Exchange Ratio applicable on such Trading Day, equals approximately €114.13 and therefore exceeds €101.725, being 130% of the par value per Bond (i.e. €78.25).

In accordance with Condition 4 (*Exchange of the Bonds into Shares*) of the Terms and Conditions, a Bondholder may exercise its Exchange Right in respect of any Bond held by it in accordance with and subject as provided in the Terms and Conditions, provided that the relevant Request Date (as defined below) must fall no later than the last Business Day of the Exchange Period, i.e. no later than 23 December 2022 (being the 10th Business Day prior to the Early Redemption Date).

Assuming that all Bondholders exercise their Exchange Right, no Cash Election Notice or Share Cash Combination Election Notice is given by the Issuer, and on the basis of 1,786,224 Bonds outstanding (determined as provided above) and the Exchange Ratio of 1.0111 in effect as at the date of this Optional Redemption Notice, a maximum of 1,806,051 Shares (ISIN FR0011726835) would be delivered by the Issuer to the Bondholders in respect of such Bonds.

In accordance with Condition 4 (*Exchange of the Bonds into Shares*) of the Terms and Conditions, the Request Date (being the date on which the conditions (1) and (2) set forth below have occurred, as determined by the Principal Paying and Exchange Agent) will be the Business Day on which conditions (1) and (2) as set forth below will have occurred (provided that if any of conditions (1) or (2) as set forth below occurs on a day which is not a Business Day, or after 5:00 p.m. (Paris time) on a Business Day, it shall be deemed to have occurred instead on the following Business Day) (the "**Request Date**", as determined by the Principal Paying and Exchange Agent):

- (1) the receipt by BNP Paribas Securities Services, acting as Principal Paying and Exchange Agent, of the Exchange Notice transmitted by the relevant Account Holder; and
- (2) the transfer of the corresponding Bonds to the Principal Paying and Exchange Agent.

Any Bondholder that wishes to exercise its Exchange Right in respect of the Bonds will therefore have to ensure that the Request Date for the relevant exercise request falls no later than 23 December 2022, being the 10th Business Day prior to the Early Redemption Date.

The Shares will be delivered to Bondholders who have validly exercised their Exchange Right in accordance with the Terms and Conditions. Bondholders are reminded that, in accordance with Condition 4(g), Shares so delivered upon any valid of the Exchange Right will be fully fungible with the other existing Shares of the Company and will carry all rights attached to such Shares as from their delivery date, it being understood that, in the event a Record Date should occur at any time before such delivery date, Bondholders will not have the right to receive or to be indemnified for the dividend or any other distribution, attribution or allocation with respect to the Shares related to such Record Date.

For more information, Bondholders are invited to consult the Terms and Conditions.

IMPORTANT NOTICE

The early redemption of the Bonds cannot be accepted in any jurisdiction where such redemption would be prohibited or restricted by applicable law, or for resident of such jurisdictions. No document related to the exercise of the early redemption option can be transmitted, directly or indirectly, in any such jurisdictions, or to such persons.

This notice does not constitute an offer to sell or a solicitation of a purchase or an offer to sell or a purchase order of ENGIE securities in any jurisdiction.