

GENERAL SHAREHOLDERS' MEETING

April 26th, 2023
Cité des Sciences
et de l'Industrie

OPENING

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

AGENDA

Introduction
Jean-Pierre CLAMADIEU

01

ENGIE Steps up its sustainable growth
Catherine MACGREGOR

02

2022 Results & financial outlook
Pierre-François RIOLACCI

03

Statutory auditors' report

04

Climate strategy
Catherine MACGREGOR

05

Governance
Jean-Pierre CLAMADIEU

06

Dialogue with shareholders

07

Vote on resolutions
Claire WAYSAND

08

INTRODUCTION

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

Terminal méthanier de Montoir-de-Bretagne (44)

AN UNPRECEDENTED ENERGY CONTEXT IN 2022



A major crisis in Europe

- **Disruption** of supplies from **Russia** (40% of European supplies)
- Extreme **volatility** in energy prices

Operational challenges overcome

- **Diversification** of gaz procurement (LNG, Norway...)
- **Mobilization** of our networks (Storage / LNG terminals)

A strong financial performance

ENGIE IS MOBILIZED FOR ITS STAKEHOLDERS



Security of supply



**Solidarity
with our customers**



**Sharing value
with our employees**

ENGIE CONTINUES TO IMPLEMENT ITS TRANSFORMATION STRATEGY



**A simplified
business mix**



Clear priorities



**An organization
aligned with these
priorities**

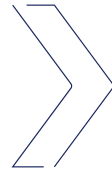


**A strengthened
balance sheet**

A RELEVANT STRATEGY REINFORCED BY THE CRISIS

The geopolitical crisis is leading Europe
to invest massively in the **energy and climate transition**

ACCELERATION
of the implementation
of our strategy



- **Strong ambitions** in **renewables** and distributed **infrastructures**
- **Ramping up** in **renewables gases**

THE ALLIANCE
between the molecule and the electron

ENGIE CONFIRMS ITS CSR COMMITMENTS, IN LINE WITH ITS PURPOSE

A sustained dialogue with our shareholders

Consultation on the climate
strategy in 2022 adopted ~97 %

Net Zero commitment in 2045
following a « well below 2°C » by
2030 certified by SBTi

Detailed climate Reports

- Climate notebook
- Addendum TCFD report

ENGIE STEPS UP ITS SUSTAINABLE GROWTH

Catherine MACGREGOR
Chief Executive Officer



Parc photovoltaïque de Bollène (84)



REVIEW of 2022

A SOLID PERFORMANCE IN AN UNPRECEDENTED CONTEXT



Strong financial
and operational
performance

Step up in
renewables capacity
with **3.9** GW added
in 2022

Critical role in
**security of
supply** and
affordability measures

Progress in
discussions on
nuclear in
Belgium

STRONG 2022 FINANCIAL RESULTS

EBIT

€9.0_{bn}

+43%
organically

NRIs

€5.2_{bn} +78%

Proposed Dividend

€1.40/share⁽¹⁾

0.85€ in 2021

Growth CAPEX⁽²⁾

€5.5_{bn} o/w 58% in renewables

PROGRESS ON OUR ESG AMBITIONS



Greenhouse
gas emissions

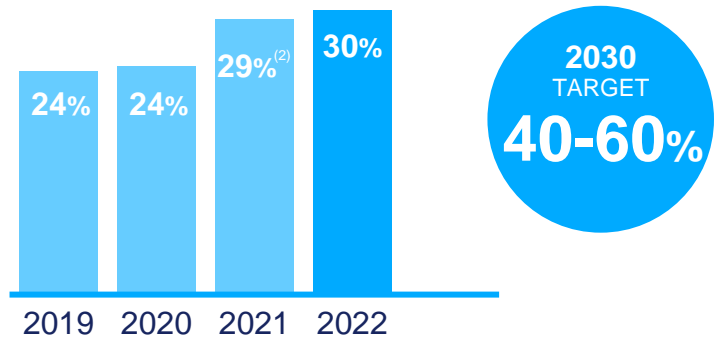
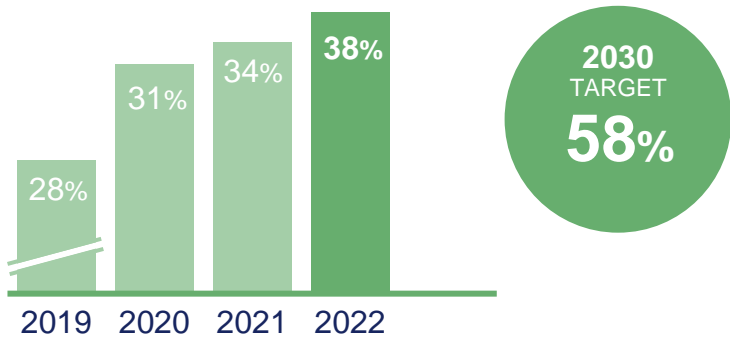
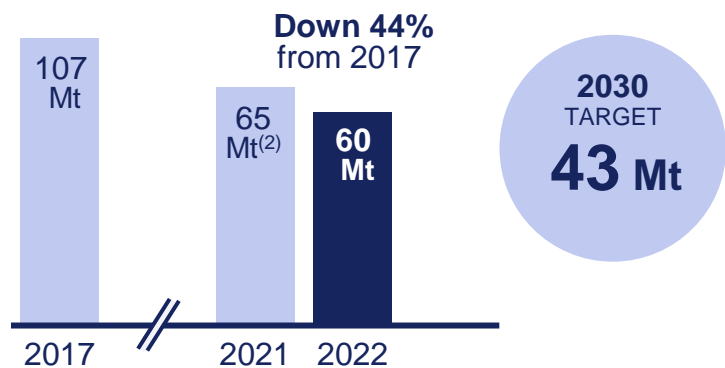
Renewables

Gender diversity

GHG⁽¹⁾ emissions
from energy production

Share of renewables
in total power generation capacity

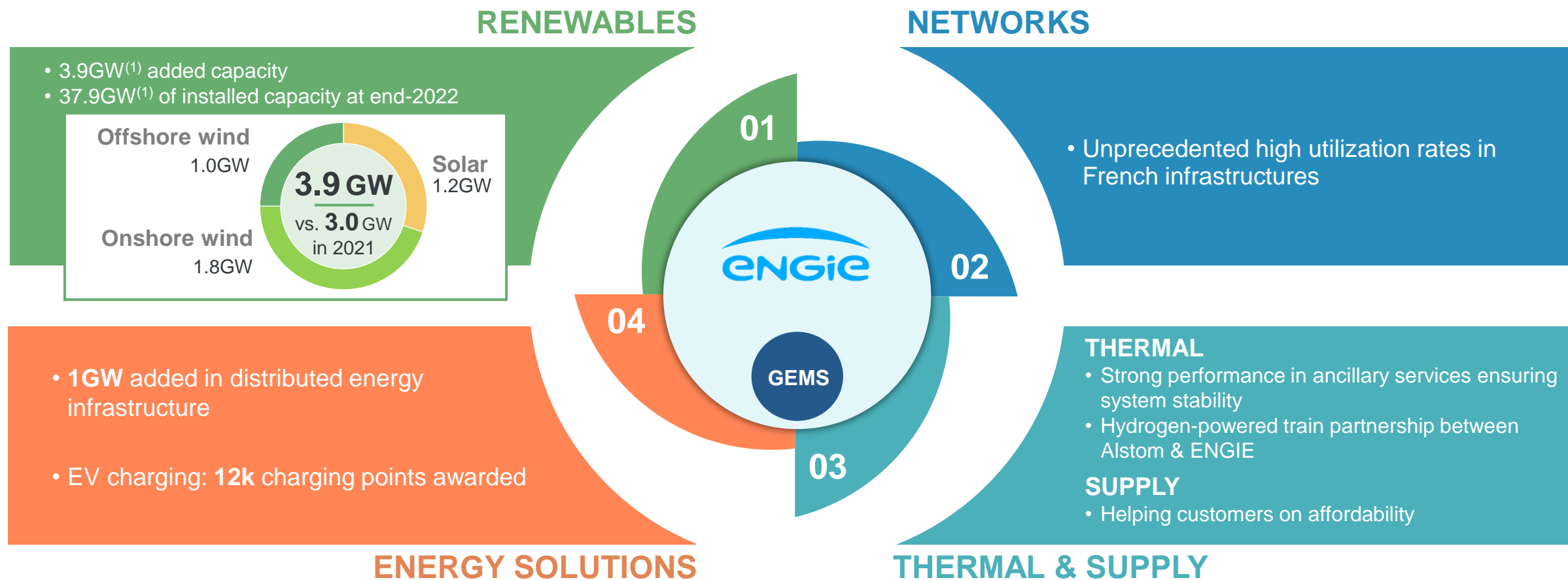
Share of women
in Group management



Improved CSR ratings



OPERATIONAL PROGRESS ON ALL FRONTS



ENGIE MOBILIZED TO MITIGATE THE IMPACTS OF THE CRISIS

Inframarginal rent cap & exceptional contributions

€0.9bn

Profit-sharing mechanism

€1.1bn

GOVERNMENT MEASURES



SECURITY OF SUPPLY

€1,8bn⁽¹⁾



EMPLOYEE SUPPORT

€0.6bn⁽²⁾



CUSTOMERS



Tariff shield

€1.0bn⁽³⁾

Vulnerable customers and SMEs

€0.15bn⁽⁴⁾

⁽¹⁾ WCR support impact in 2022: gas stock & purchases

⁽²⁾ Including an exceptional bonus of €1,500 for each employee, "Prime pouvoir d'achat" in France, global employee share ownership "Link 2022" and others existing benefits

⁽³⁾ WCR support: tariff shield in France, price cap in Romania & Chile; social tariff in Belgium. Impact in 2022. Net of sale of receivable impact in France

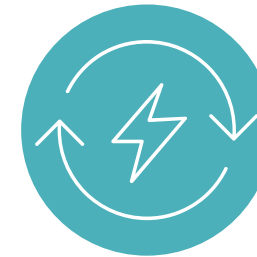
⁽⁴⁾ €90m of pledged support to vulnerable French customers and €60m for fund to support SMEs in France

DISCUSSION TO EXTEND TWO BELGIAN REACTORS



ENGIE AND THE BELGIAN FEDERAL GOVERNMENT

set a framework for a 10-year extension of Doel 4 and Tihange
3 nuclear reactors



Constructive Collaboration
with the Belgian State to support security of supply
in Belgium



STRATEGIC ORIENTATIONS 2023-25



Parc photovoltaïque de Bollène (84)

A REFOCUS GROUP ACCELERATING ITS GROWTH



Simpler, Industrial,
a leading role in
faster energy transition

NETWORKS

RENEWABLES

ENERGY
SOLUTIONS

FLEX GEN
& RETAIL

Disposal program

Countries of operation



complete



reduced



RAMP-UP

GROWTH

- **Growing renewables capacity**
- **Gaining traction** in renewable gases
- **Decarbonisation solutions** for our clients

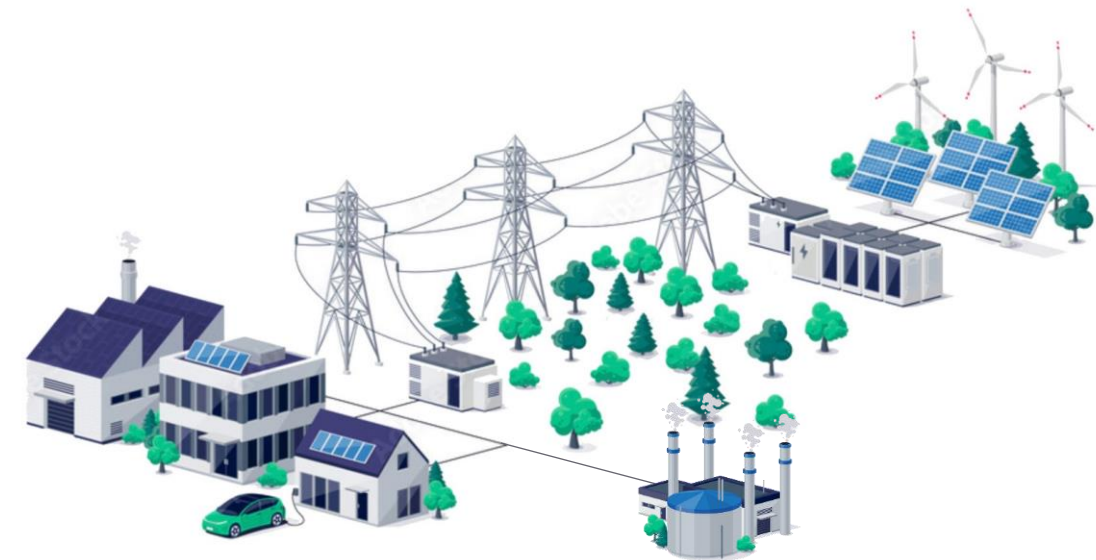
SECURE & FLEXIBLE

- **Networks** supporting **security of supply**
- **Critical role of flexible assets** in the energy transition

SUPPORTED BY OUR INTEGRATED BUSINESS MODEL

A BALANCED MIX TO MEET THE CHALLENGE OF THE ENERGY TRANSITION

Our contribution to a
**BALANCED
ENERGY MIX**



LARGE DEVELOPMENT OF
AFFORDABLE RENEWABLE ENERGY

RESILIENCE THANKS TO
FLEXIBLE GENERATION CAPACITIES

NEW DISTRIBUTED ENERGY INFRASTRUCTURE
TO DECARBONISE CUSTOMERS

EXISTING INFRASTRUCTURE TO ENSURE SECURITY
OF SUPPLY AND MINIMISE COST OF TRANSITION

MOLECULE HAS A KEY ROLE TO PLAY IN THE ENERGY TRANSITION

All technologies are necessary to delivering a secure and affordable energy transition,

The molecule has a key role to play

THE INCREASINGLY CARBON-FREE MOLECULE IS ESSENTIAL TO ACHIEVE THE TRANSITION

In France,
replacing gas by electricity would mean adding:

150_{GW}⁽¹⁾

equivalent to
90 nuclear reactors

X2

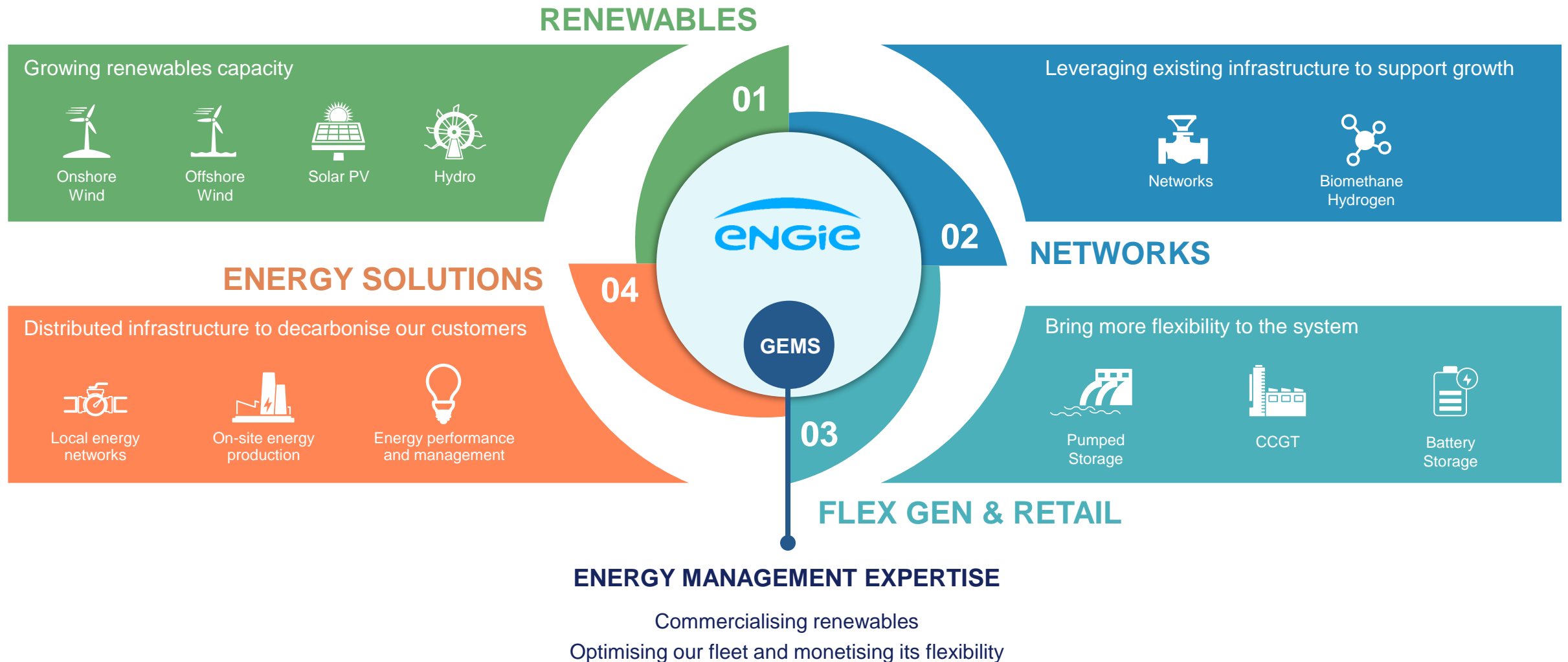
of transmission lines

STRONG SUPPORT FOR ITS DECARBONIZATION

- European Union: **380TWh** of biomethane in 2030, ambition **doubled** since last year
- **€25bn** of investments at EU level in hydrogen by 2030 ... and urgent need to decarbonize the industry

The alliance of molecules and electrons

A LEADING POSITION THANKS TO OUR INTEGRATED MODEL...



...UNDERPINNED BY AN INDUSTRIAL CULTURE

OPERATIONAL EXCELLENCE OF OUR GBUs



No compromise on
safety



Simplification
of our organization
and processes

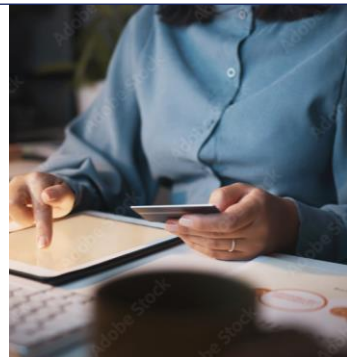


Continuous
improvement

KEY PERFORMANCE LEVERS



Talent
as a competitive
advantage

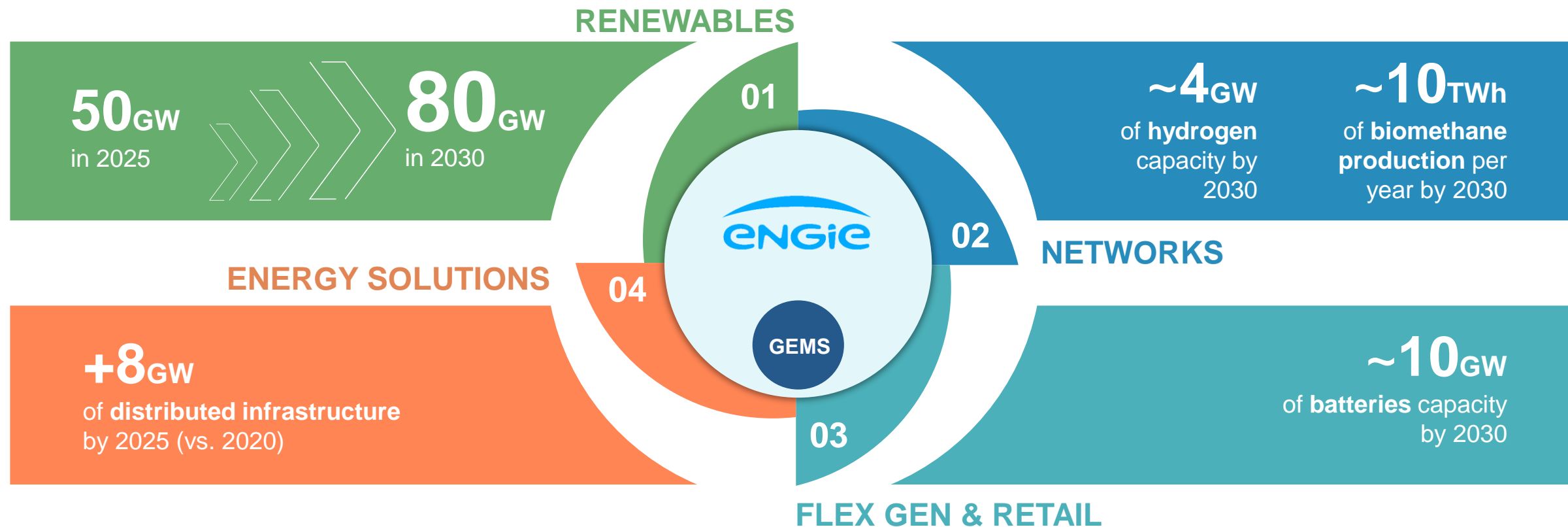


Procurement
as a strategic
enabler



Digital
fully embedded
into our businesses

AMBITIOUS DEVELOPMENT TARGETS



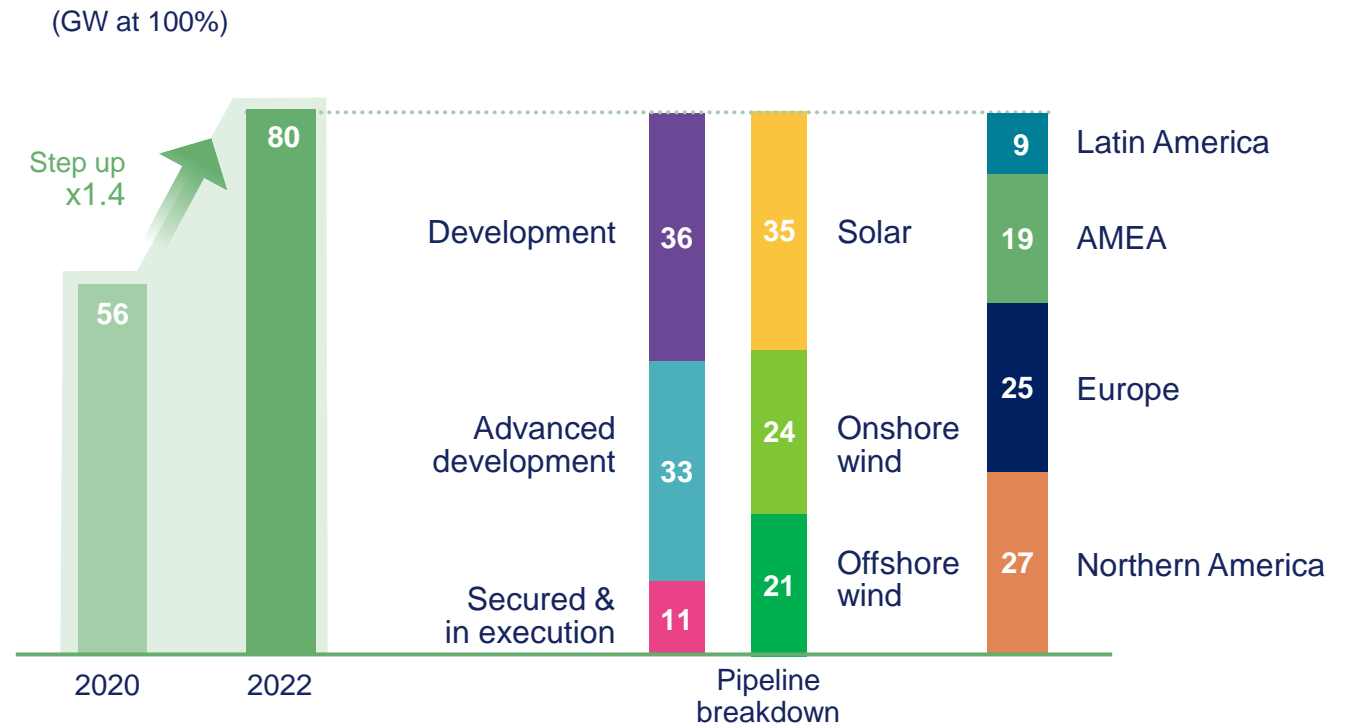
A LEADING POSITION IN RENEWABLES

TARGET OF 50GW BY 2025

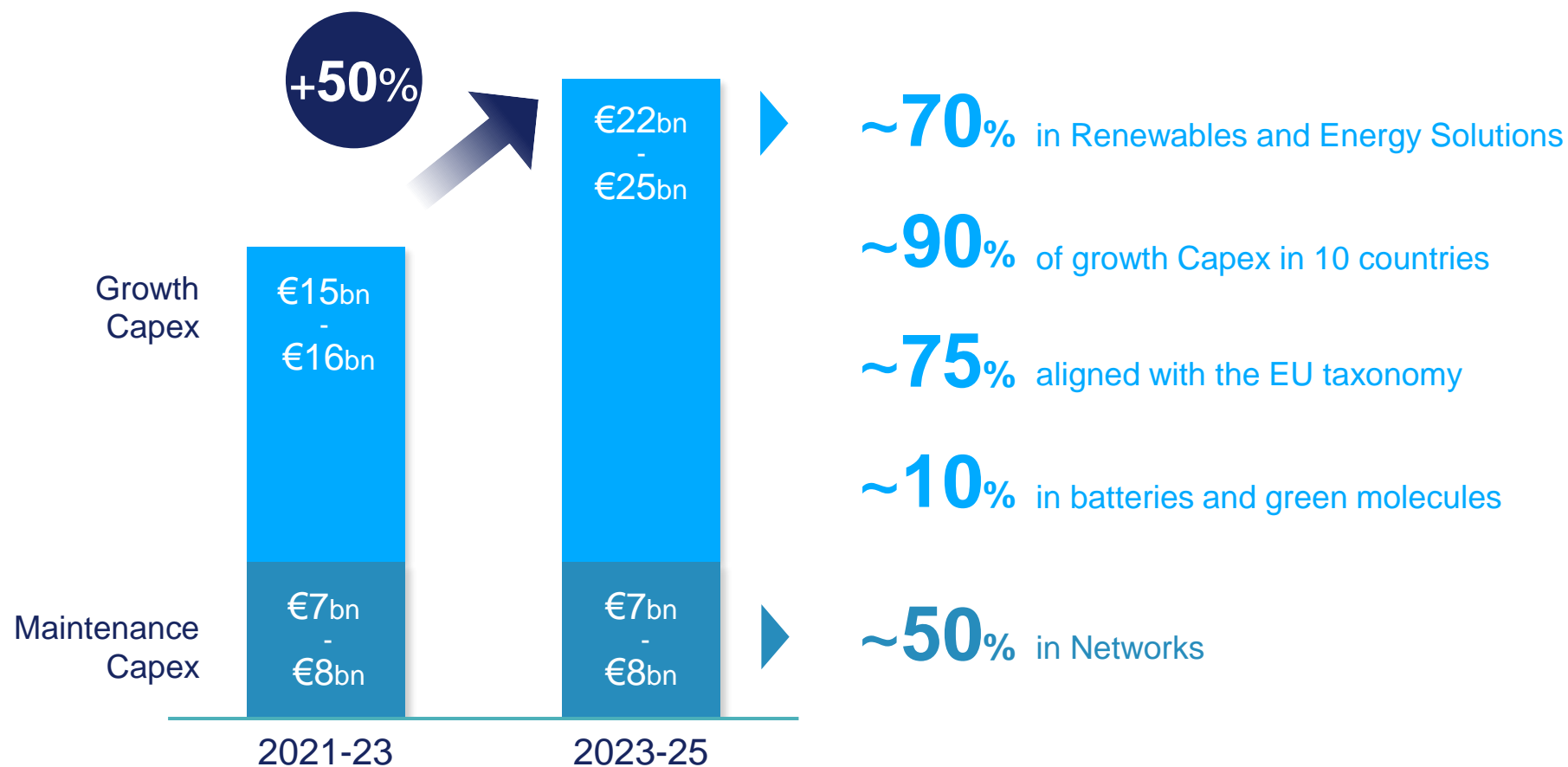
80_{GW}
by 2030

A **differentiating** approach
at the service of the territories

Ambition supported by a strong pipeline of projects⁽¹⁾



GROWTH CAPEX 2023-25 UP BY +50%



ENGIE, A LEADING POSITIONING TO MAKE THE ENERGY TRANSITION HAPPEN



We have built an industrial platform, focused on execution and with a **sound financial structure**

We are developing a balanced and resilient **energy mix, combining electrons and molecules**



We are **accelerating growth** with a disciplined capital allocation



We are paving the way to our **Net Zero target**

2022 RESULTS & FINANCIAL OUTLOOK

Pierre-François RIOLACCI

Executive Vice President in charge of Finance,
Corporate Social Responsibility and Procurement

Unité de méthanisation des Moulins de Kerollet à Arzal (56)

2022 RESULTS

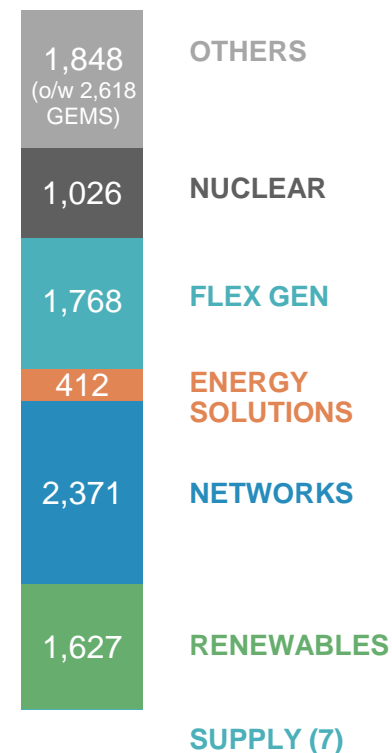


FINANCIAL PERFORMANCE HIGHLIGHTS

FY RESULTS (€bn)	2022	Gross	Organic ⁽¹⁾
Revenues	93.9	+ 62%	+ 60%
EBIT	9.0	+ 47%	+ 43%
NRIs (continuing activities)	5.2	+ 2.3	
Economic Net Debt	38.8	+ 0.5	
Economic Net Debt / EBITDA	2.8x	- 0.8x	
Proposed dividend	€1.40		

EBIT 2022
(€M)

9,045



A SOLID FINANCIAL STRUCTURE

Significant deleveraging, rating maintained

Net Financial Debt <i>As of 31 december 2022</i>	Liquidities <i>As of 31 december 2022</i>	Credit rating
<p>€24.1_{bn}</p> <p>Cost of gross debt 2.73%</p>	<p>€20.9_{bn}</p> <p>Inc. €15.7_{bn} of cash</p>	<p><i>“Strong investment grade”</i></p> <p>Economic net debt to EBITDA ratio at 2.8x improving and less than or equal to 4.0x</p>

A SHARED VALUE CREATION



Shareholders

Employees

Companies

States
and local authorities

€1.40/action⁽¹⁾

€8.1_{bn}

€74.6_{bn}

€3.4_{bn}

*Dividends
i.e. 65 % pay-out
ratio*

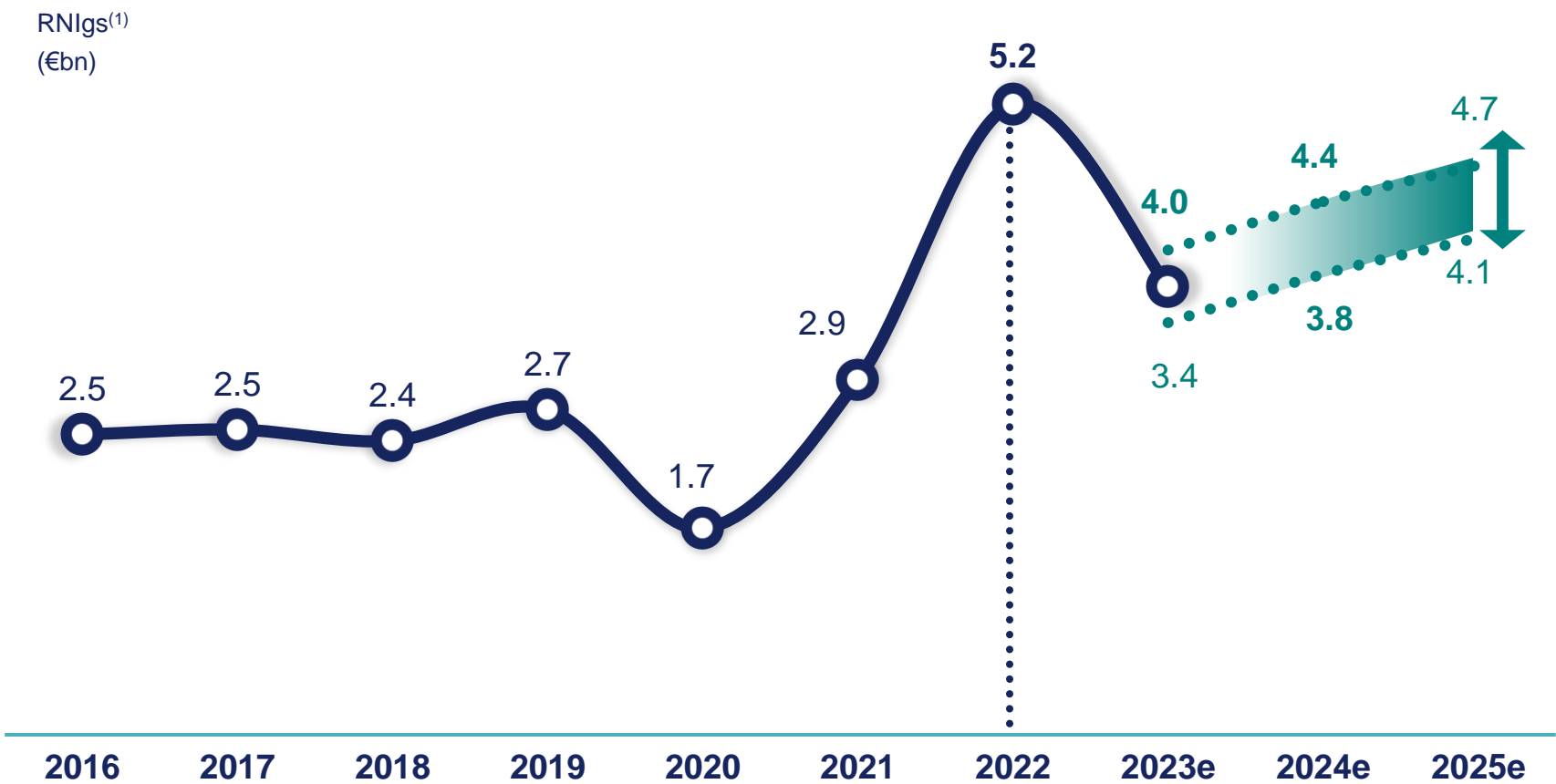
*Salaries and
social charges
(excluding EQUANS)*

Procurement

Taxes

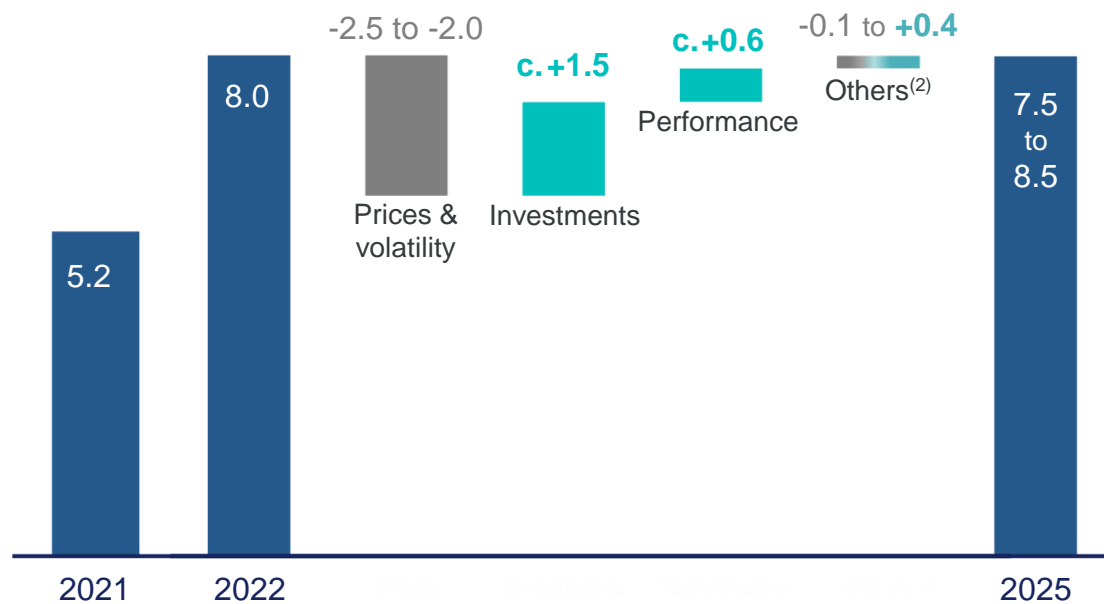
2023-25 FINANCIAL OUTLOOK

ENGIE POSITIONED FOR SUSTAINABLE GROWTH



DELIVERING EARNINGS THROUGH INVESTMENTS AND CONTINUOUS IMPROVEMENT

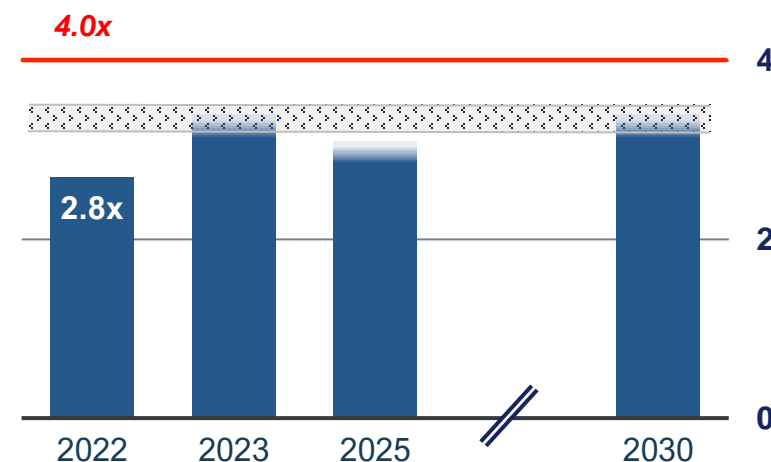
EBIT EVOLUTION⁽¹⁾ EXCLUDING NUCLEAR (€bn)



CAGR⁽³⁾ 2021- 2025: 9-13 %

CREDIT RATIO - FINANCIAL HEADROOM

Economic net debt / EBITDA to increase but remaining below 4.0x



2023-25 FINANCIAL OUTLOOK⁽¹⁾

In €bn	2021	2022	2023	2024	2025
EBIT excl nuclear	5.2	8.0	6.6 - 7.6 <i>indication</i>	7.2 - 8.2 <i>indication</i>	7.5 - 8.5 <i>indication</i>
NRIGs	2.9	5.2	3.4 - 4.0	3.8 - 4.4	4.1 - 4.7

SHAREHOLDER RETURNS

- Dividend policy reaffirmed
- Payout: **65-75%** based on NRIGs (total Group, including nuclear)
- Floor of **€0.65 for 2023-25**

CREDIT RATING

“Strong investment grade”

Economic net debt/EBITDA ceiling at 4.0x

STATUTORY AUDITOR'S REPORT

Patrick E. SUISSA
Statutory Auditor

Centrale de géothermie marine "Thassalia" Marseille (13)

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 14 to 16)

CLIMATE STRATEGY

Florianópolis, Brazil

CLIMATE STRATEGY

Catherine MACGREGOR

Chief Executive Officer

Florianópolis, Brazil

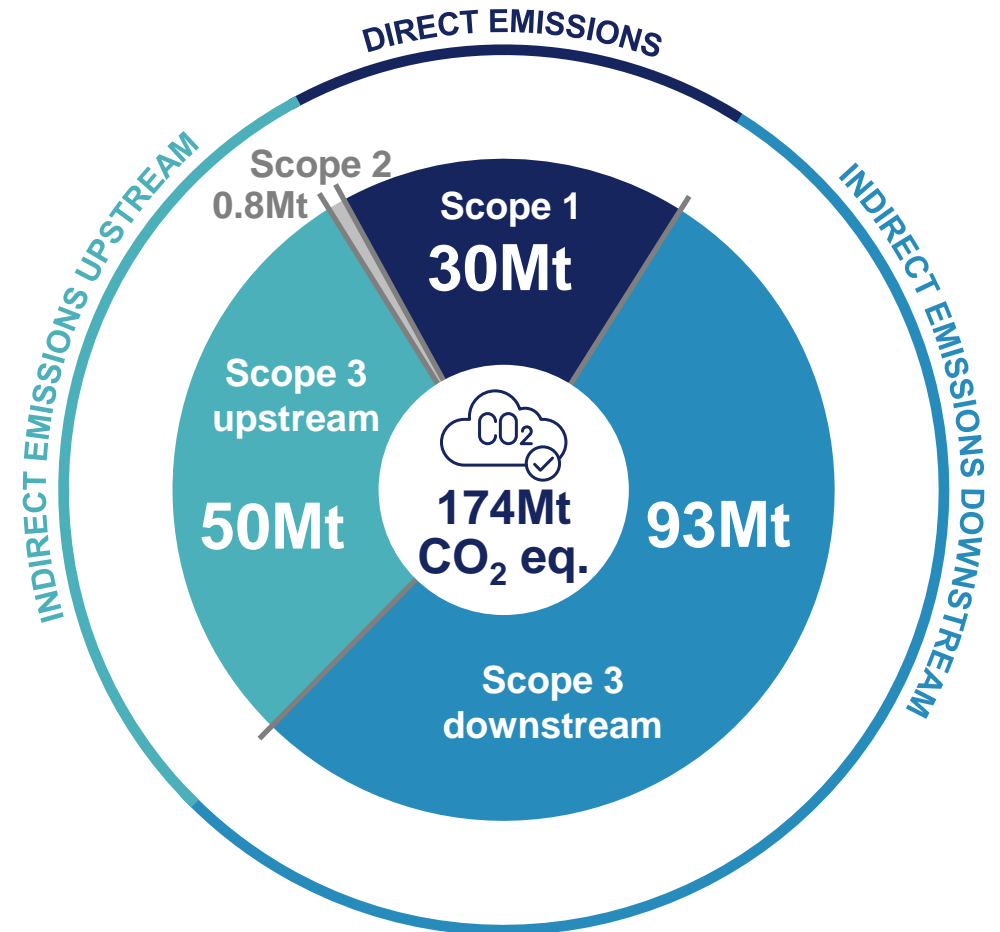
CARBON FOOTPRINT REDUCED BY 33% SINCE 2017

A quantified and audited
carbon footprint

>80% of the Group's emissions are related to energy production and sales of gas, electricity and heat

33% reduction since 2017

ENGIE's CO₂ footprint in 2022



A COMMITMENT TO ACHIEVE CARBON NET ZERO BY 2045, FOLLOWING A “WELL BELOW 2°C” TRAJECTORY

2045

Commitment to **Net Zero**

At least
90%

reduction
in emissions
between 2017 and 2045

Residual emissions which will be reduced and then neutralised by the increase in **carbon sinks**

2030

99% of the **carbon footprint**
covered by intermediary targets

4 Countries Net Zero Emissions reduction targets:

related to **production**

- Emissions related to energy production (*scopes 1 and 3*): **maximum 43 MtCO₂eq.** vs 106 Mt CO₂eq. in 2017
- Reduction in production carbon intensity (*scope 1*) and energy consumption (*scope 2*)

- 66% Vs 2017

related to **sales**

- Emissions relate to use of sold products (*scope 3*): **maximum 52 MtCO₂eq.** vs 79 Mt CO₂eq. in 2017
- Reduction in the carbon intensity of energy sales (*scope 3*)

- 56% Vs 2017

PROPERLY IDENTIFIED LEVERS FOR DECARBONIZATION...



Coal phase out

in **2025** in Europe and **2027** for the rest of the world



Development of renewable energies

58% in the group's mix by 2030, i.e. **80 GW**



Greening of gas

- **10 TWh/year** of biomethane production in **Europe** in 2030
- **50 TWh/year** production of biomethane connected up to ENGIE's networks in France by 2030
- **4 GW** of renewable hydrogen production capacity by 2030



Energy storage

10 GW of batteries by 2030

... ALREADY UNDERWAY IN 2022

Coal exit

Closure of 3 units

- Chile – Tocopilla unit 14 (0.1GW)
- Chile – Tocopilla unit 15 (0.1GW)
- Peru – ILO 21 (0.1GW)

Sale of one power station

- Brazil – Pampa Sul (0.3GW)

Less than 3% of our capacity
by end 2022

Growth of renewable energy

- **+3.9GW⁽¹⁾**
of additional capacity
in 2022
- **37.9GW⁽¹⁾**
of installed capacity

Greening of gas

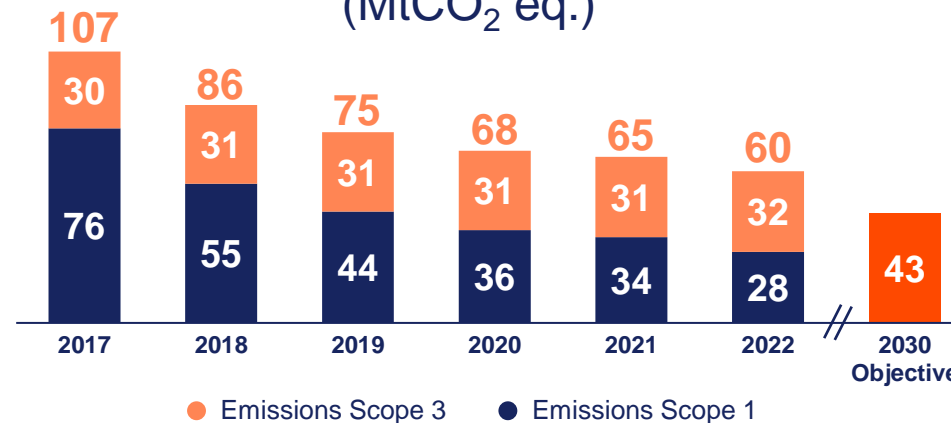
ENGIE in France:

- **No. 1** operator of renewable gas production sites
 - **28** sites in operation in late 2022
 - **492** production plants connected to GRTgaz and GrDF
- An increase of **+141** in 2022

Energy storage

Acquisition of Belltown Power U.S.
3.3 GW of batteries

Emissions from energy production (MtCO₂ eq.)



AN OPERATIONALISED STRATEGY: ALIGNED INVESTMENTS AND APPROPRIATE GOVERNANCE

Aligned investments

€22 to 25
bn

of growth capex over
2023-2025

Of which **75%** aligned
with the **European taxonomy**

Appropriate governance

CO₂ budget allocated to each
activity for managing **operations**
and **investment** decisions

Price of **carbon** integrated
into our **strategic scenarios**

Emissions reduction targets integrated
into the managers' **compensation policy**

INCREASED TRANSPARENCY ON CLIMATE

A **doubling** of our
2030 public
targets for the planet

2022

7

3



2023

13

8

decarbonisation **targets**

nature **targets**

Detailed and quantified information, including:

- Coherent climate publications covering the four themes of the *Task Force on Climate Related Financial Disclosure*: Governance, Strategy, Risk Management, Metrics and Targets
- A carbon assessment broken down by scope and sub-scope with corresponding activities
- Positioning of our trajectories with reference to 1.5°C
- Anticipation of some Corporate Sustainability Reporting Directive (CSRD) requirements, with infographics illustrating the weighting of various drivers of decarbonisation, including checkpoints for 2025 and 2030
- Specific examples and maps showing our biomethane and green hydrogen projects

CLIMATE STRATEGY

DIALOGUE WITH SHAREHOLDERS

Florianópolis, Brazil

GOVERNANCE



Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

Parc éolien de l'Auxerrois (89)

COMPOSITION OF THE BOARD IN 2022

1

Independent
Chairman⁽¹⁾



Jean-Pierre
Clamadieu

1

Chief
Executive
Officer



Catherine
MacGregor

1

Director
representing the French
state appointed by decree



Stéphanie
Besnier

6

Independent
Directors⁽¹⁾



Fabrice
Brégier



Marie-Claire
Daveu



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
Agogue



Magali
Viot



Yoan
Kosnar

1

Director representing
employee-shareholders



Jacinthe
Delage

15 members

55%⁽¹⁾ of women

64%⁽¹⁾
independent
directors

11 meetings

100%
attendance

BOARD ASSESSMENT

- Internal Board assessment in 2022
- Under the supervision of the Appointments, Compensation and Governance Committee

PROCESS

QUESTIONNAIRE

- Designed with an external consultant
- Closed-ended questions
- Open-ended questions

TOPICS

- Board and Committees efficiency
- Strategy (building-up and implementation)
- Consideration of climate issues and training of climate skills
- Priorities of the Board of Directors for 2023

CONCLUSION

POSITIVE ASPECTS

- **Very efficient Board**, responsive in decision-making
- **Strong level of trust** between management and Board
- Energy crisis: **good quality of information** shared with the Board

FOCUS FOR 2023

- More focus and information sessions on **climate & biodiversity issues**
- **Better follow-up** of Board decisions
- Conduct an external Board evaluation which will assess the contribution of each Board member

AGENDA

ORDINARY RESOLUTIONS

- « Ordinary » resolutions
 - Approval of the financial statements for fiscal year 2022 (1 and 2)
 - Appropriation of net income and declaration for fiscal year 2022 (3)
 - Regulated agreements (4)
 - Authorization to trade in the company's shares (5)
- **Governance**
 - Renewal of Ms Marie-José Nadeau's term of office as Director (6)
 - Renewal of M. Patrice Durand' term of office as a Director (7)
 - Appointment of Ms Lucie Muniesa as a Director
(Resolution A approved by the Board of Directors, submitted by the French State)
- **Compensations**
 - 3 resolutions relating to the compensation of corporate officers
(ex post : 8 to 10)
 - 3 resolutions relating to the vote on the compensation policy
(ex ante : 11 to 13)

EXTRAORDINARY RESOLUTIONS

- **Climate strategy**
 - Amendment to Articles 21 and 24 of the bylaws
(Resolution B not approved by the board, submitted by 16 shareholders)
- **Employee shareholding**

2 resolutions relating to capital increases reserved for employees:

 - as part of company savings plans (14)
 - as part of an international Group employee shareholding plan (15)
- **Financial authorization**
 - Cancellation of shares purchased by the company by reduction of the share capital (16)
- **Legal formalities** (17)

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RENEWAL OF MARIE-JOSÉ NADEAU'S TERM OF OFFICE

INDEPENDENT DIRECTOR



**Marie-José
NADEAU**

69 years old
Nationality: Canadian
Shares held: 3300

- **ENGIE director since 2015**
- Chairperson of the Audit Committee
- Member of the Strategy, Investment and Technologies Committee
- Member of the Appointments, Compensation and Governance Committee

Key areas of expertise

- Energy sector
- Serving as Chairperson or Director of major companies
- General Management

Biography

Lawyer, Master of Public Law, University of Ottawa

SINCE DECEMBER 2022

- Vice Chairperson of Via TGF's Board of Directors (Canada)

SINCE 1998

- Several roles with the World Energy Council as Director (15 years), followed by Chairperson of the Board (2013-2016) and then Honorary Chairperson since 2016

FROM 1993 TO 2015

- General Secretary and Executive Chairperson of Hydro-Québec

FROM 1978 TO 1992

- Several strategic roles with the governments of Canada and Québec

Offices held in companies outside the Group

- Director of Transmountain Corporation (Canada)
- Director of Electric Power Research Institute (US)

RENEWAL OF PATRICE DURAND'S TERM OF OFFICE

DIRECTOR PROPOSED BY FRENCH STATE



**Patrice
DURAND**

69 years old
Nationality: French
Shares held: 2500

- **ENGIE director since 2016**
- **Member of the Strategy, Investment and Technologies Committee**

Key areas of expertise

- Finance
- Industrial sector
- Service sector

Biography

Graduate of the *École Polytechnique* and the *École Nationale d'Administration*

SINCE 2015

- Director of French and foreign companies

FROM 2012 TO 2015

- Executive Vice President for Finance and Operations of the Ingenico Group

FROM 2005 TO 2011

- Executive Vice President for Finance and Administration of Thalès

FROM 1999 TO 2004

- Member of the Executive Committee then Assistant Managing Director of Crédit Lyonnais

FROM 1994 TO 1999

- Deputy Managing Director then Assistant Managing Director of Air France

FROM 1981 TO 1994

- Several positions held in Public Government, mainly with the Treasury Department (General Secretary of the Club de Paris, Sub-Director in charge of Holdings)

FROM 1978 TO 1980

- Sub-prefect, Prefect's chief of staff (Eure-et-Loir then Haute-Normandie)

Offices held in companies outside the Group

- None

APPOINTMENT OF LUCIE MUNIESA AS A DIRECTOR

DIRECTOR PROPOSED BY FRENCH STATE



**Lucie
MUNIESA**

48 years old
Nationality: French
Shares held: 0

- Director of Sustainable Development, Compliance and Institutional Affairs, PAPREC

Key areas of expertise

- Director of major companies
- Finance
- CSR

Biography

Graduate of the École Nationale de la Statistique et de l'Administration Économique (ENSAE)

SINCE 2022

- Director of Sustainable Development, Compliance and Institutional Affairs, PAPREC

FROM 2018 TO 2022

- Chief of Staff for the Ministry of Culture, then Deputy Minister in charge of foreign trade and France's appeal

FROM 2016 TO 2018

- Executive Vice President of the APE

FROM 2014 TO 2016

- Director, Executive Vice President, Ministry of culture

FROM 2010 TO 2014

- Financial Director then Executive Vice President of Radio France

FROM 2004 TO 2010

- Head of holdings, then General Secretary of the APE

Offices held in companies outside the Group

- None

COMPOSITION OF THE BOARD FOLLOWING THIS MEETING

1

Independent
Chairman⁽¹⁾



Jean-Pierre
Clamadiou

1

Chief
Executive
Officer



Catherine
MacGregor

1

Director representing
the French State
appointed by decree



Céline
Fornaro

14 members

5

Independent
Directors⁽¹⁾



Fabrice
Brégier



Marie-Claire
Daveu



Ross
McInnes



Marie-José
Nadeau⁽²⁾



Lord Peter Ricketts
of Shortlands

50 %⁽¹⁾ of women

2

Directors nominated
by French State



Patrice
Durand⁽²⁾



Lucie
Muniesa⁽²⁾

3

Directors
representing employees



Christophe
Agogué



Magali
Viot



Yoan
Kosnar

1

Director representing
employee-shareholders



Jacinthe
Delage

60 %⁽¹⁾
Independent
Directors

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

⁽²⁾ Subject to the vote of the Shareholders' Meeting

COMPENSATIONS

An aerial photograph of the Barrage de Foz Tua in Portugal. The dam is a large, curved concrete structure with multiple spillways. Water is flowing over the spillways, creating white rapids. The dam is situated in a deep, rocky gorge. A road runs along the right side of the dam, and a small building is visible on the left. The surrounding landscape is rugged and rocky, with some green vegetation.

Françoise MALRIEU

Chair of the Appointments, Compensation
and Governance Committee

Barrage de Foz Tua, Portugal

COMPENSATION OF CORPORATE OFFICERS



SAY ON PAY
RESOLUTIONS
EX POST

2022 COMPENSATION OF CATHERINE MACGREGOR, CEO (EX POST)

Fixed Salary					€1,000,000
Annual Variable		Weight	Achievement		
	NRIGs	25%	140%		
	EBIT	25%	140%		
	FCF	25%	113.3%		
	Economic Net Debt	25%	54.5%	TARGET	€1,000,000
	Financial Criteria	65%	112%	TOTAL ACHIEVEMENT	113.6%
	Organization & commitment	35%	130%		
	Strategy	35%	130%		
	Safety performance	7.5%	100%		
	Reduction of CO ₂ emissions	7.5%	140%		
	Female managers hired	7.5%	0%		
	Group's ESG rating	7.5%	100%		
	Non-financial Criteria	35%	116.5%		
					€1,136,000
Performance Shares	120,000 performance shares Will be vested in 2025 if performance criteria are met				€1,054,800 ⁽¹⁾

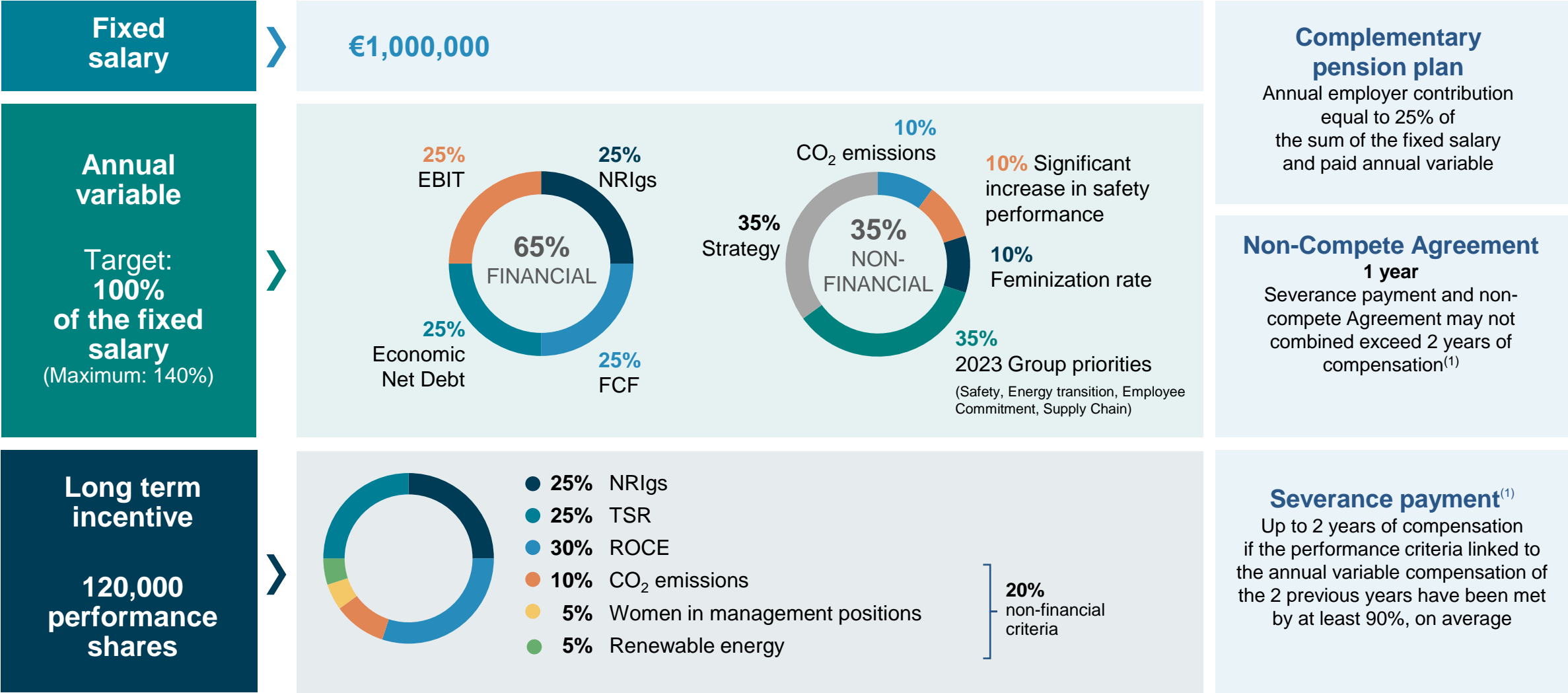
COMPENSATION OF CORPORATE OFFICERS

SAY ON PAY
RESOLUTIONS
EX POST



2023 CEO COMPENSATION POLICY

(EX ANTE)





Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

Parc éolien de l'Auxerrois (89)

AGENDA

ORDINARY RESOLUTIONS

- « Ordinary » resolutions
 - Approval of the financial statements for fiscal year 2022 (1 and 2)
 - Appropriation of net income and declaration for fiscal year 2022 (3)
 - Regulated agreements (4)
 - Authorization to trade in the company's shares (5)
- Governance
 - Renewal of Ms Marie-José Nadeau's term of office as Director (6)
 - Renewal of M. Patrice Durand' term of office as a Director (7)
 - Appointment of Ms Lucie Muniesa as a Director
(Resolution A approved by the Board of Directors, submitted by the French State)
- Compensations
 - 3 resolutions relating to the compensation of corporate officers
(ex post : 8 to 10)
 - 3 resolutions relating to the vote on the compensation policy
(ex ante : 11 to 13)

EXTRAORDINARY RESOLUTIONS

- Climate strategy
 - Amendment to Articles 21 and 24 of the bylaws
(Resolution B not approved by the board, submitted by 16 shareholders)
- Employee shareholding
 - 2 resolutions relating to capital increases reserved for employees:
 - as part of company savings plans (14)
 - as part of an international Group employee shareholding plan (15)
- Financial authorization
 - Cancellation of shares purchased by the company by reduction of the share capital (16)
- Legal formalities (17)

DIALOGUE WITH SHAREHOLDERS

EPI ZONES
ATEX

Centre de Recherche & Développement - plateforme Gaya à Saint-Fons (69)



VOTE ON RESOLUTIONS

Siège ENGIE, Bruxelles

VOTE ON RESOLUTIONS

Claire WAYSAND

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

Siège ENGIE, Bruxelles

2022 COMPANY FINANCIAL STATEMENTS

Approval of transactions and the parent Company financial statements for fiscal year 2022

2022 CONSOLIDATED FINANCIAL STATEMENTS

Approval of the consolidated financial statements for fiscal year 2022

APPROPRIATION OF NET INCOME AND DECLARATION OF DIVIDEND FOR FISCAL YEAR 2022

- The purpose of this resolution is:
 - to propose the appropriation of net income and
 - to allocate the income and set the ordinary dividend per share at €1.40 and the additional loyalty dividend per share at €0.14 attributable to the 282,548,419 registered shares for at least two years as at 31/12/2022
- Ex-date: April 28, 2023
- Date of payment: May 3, 2023

APPROVAL OF REGULATED AGREEMENTS PURSUANT TO ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE

The 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 2022, mentioned in the statutory auditors' report

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

RENEWAL OF THE TERM OF OFFICE OF MARIE-JOSÉ NADEAU AS DIRECTOR

Term of office:

The Ordinary Shareholders' Meeting convened in 2027 to approve the financial statements for the year ended December 31, 2026

RENEWAL OF THE TERM OF OFFICE OF PATRICE DURAND AS DIRECTOR

Term of office:

The Ordinary Shareholders' Meeting convened in 2027 to approve the financial statements for the year ended December 31, 2026

RESOLUTION A

(APPROVED BY THE BOARD OF DIRECTORS)

Ordinary General Meeting

APPOINTMENT OF LUCIE MUNIESA AS DIRECTOR

In replacement of Ms. Mari-Noëlle Jégo-Laveissière

Term of office:

The Ordinary Shareholders' Meeting convened in 2027 to approve the financial statements for the year ended December 31, 2026

**APPROVAL OF THE INFORMATION RELATING TO THE COMPENSATION OF CORPORATE OFFICERS
PAID FOR THE FISCAL YEAR 2022 OR ALLOCATED FOR THE SAME FISCAL YEAR AND MENTIONED
IN ARTICLE L.22-10-9, I OF THE FRENCH COMMERCIAL CODE**

Ex-post vote on all compensation paid or awarded to corporate officers during
the past financial year, as set out in the 2022 Universal Registration Document,
section 4.4

APPROVAL OF TOTAL COMPENSATION AND BENEFITS OF ALL KIND PAID FOR THE FISCAL YEAR 2022 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 2022 to

Jean-Pierre Clamadieu, Chairman of the Board of Directors as described in Section 4.4. of the 2022 Universal Registration Document

**APPROVAL OF TOTAL COMPENSATION AND BENEFITS OF ALL KIND PAID FOR THE
FISCAL YEAR 2022 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 2022 to

Catherine MacGregor, Chief Executive Officer as described in Section 4.4. of the
2022 Universal Registration Document

APPROVAL OF THE DIRECTORS' REMUNERATION POLICY

Shareholders are requested to approve, pursuant to Article L.22-10-8, II of the French Commercial Code, the Directors' remuneration policy, as described in the 2022 Universal Registration Document, section 4.4

APPROVAL OF THE CHAIRMAN OF THE BOARD OF DIRECTORS' COMPENSATION POLICY

Shareholders are requested to approve, pursuant to Article L.22-10-8, II of the French Commercial Code, the compensation policy of the Chairman of the Board of Directors, as described in the 2022 Universal Registration Document in Section 4.4

APPROVAL OF THE COMPENSATION POLICY OF THE CHIEF EXECUTIVE OFFICER

Shareholders are requested to approve, pursuant to Article L.22-10-8, II of the French Commercial Code, the compensation policy of the Chief Executive Officer, as described in the 2022 Universal Registration Document in Section 4.4

RESOLUTION B

(NOT APPROVED BY THE BOARD OF DIRECTORS)

Extraordinary General Meeting

CLIMATE STRATEGY: AMENDMENT TO ARTICLES 21 AND 24 OF THE BYLAWS

This resolution provides for the amendment of the articles to specify that the board of directors of the company:

- can consult shareholders on the company's climate strategy and its proper implementation through two "Say on Climate" votes
- can decide to publish:
 - a Climate report
 - a report on the company's climate strategy in line with the company's purpose
 - a progress report on the implementation of the above-mentioned company's climate strategy in the previous financial year

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 of the April 21, 2022 Combined Shareholders' Meeting
- **Ceiling common** to issuances under the 14th and 15th Resolutions: **2% of share capital**
- Deprives of effect the authorization previously granted by the 24th Resolution of the April 21, 2022 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**

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 overall ceiling with the 14th resolution of 2% of the share capital**.
- Deprives of effect the authorization previously granted by 25th Resolution of the April 21, 2022 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**

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**
- Deprives of effect the authorization previously granted by 23rd Resolution of the April 21, 2022 Shareholders' 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 enable the execution of the decisions of the General Shareholders' Meeting and to carry out the legal formalities

