

GENERAL SHAREHOLDERS' MEETING

April 30 2024



OPENING

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors



Hazelwood battery energy storage system - Australia



AGENDA

Introduction **01**
Jean-Pierre CLAMADIEU

2023, Another year of strong growth in results **02**
Catherine MACGREGOR

2023 Results & financial outlook **03**
Pierre-François RIOLACCI

Statutory auditors' report **04**

Climate strategy **05**
Catherine MACGREGOR

Governance **06**
Jean-Pierre CLAMADIEU

Dialogue with shareholders **07**

Vote on resolutions **08**
Claire WAYSAND

AGENDA

Implementation
of the climate
strategy¹

ORDINARY RESOLUTIONS

« Ordinary » resolutions

- Approval of financial statements for fiscal year 2023 (1 and 2)
- Appropriation of net income and declaration of dividend for fiscal year 2023 (3)
- Approval of related-party agreements (4)
- Authorization to trade in the company's shares (5)

Governance

- Reappointment of Mr Fabrice Brégier as a Director (6)
- Appointment of Mr Michel Giannuzzi as a Director (7)

Statutory Auditors

- Appointment of Deloitte & Associés as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting (8)
- Appointment of Ernst & Young & Autres as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting (9)

Compensation

- 3 resolutions about compensation of corporate officers (ex post : 10 to 12)
- Setting of the total compensation granted to Directors (13)
- 3 resolutions about compensation policy of corporate officers (ex ante: 14 to 16)

EXTRAORDINARY RESOLUTIONS

Renewal of financial delegations

- Delegation of authority to the Board of Directors to decide on the capital increase (17 to 28)
- o/w 4 resolutions about Group employee shareholding plan
 - 2 resolutions about capital increase reserved for employees (25 to 26)
 - 2 resolutions about awarding bonus shares (27 to 28)

Legal formalities (29)

INTRODUCTION

Jean-Pierre CLAMADIEU
Chairman of the Board of Directors

01

Coo pumped storage power station - Belgium

A CHANGING GLOBAL ENERGY LANDSCAPE

Record year for the energy transition¹

New renewable capacities
connected in the world in 2023

+ 510 GW

Share of renewable electricity
generated in the EU in 2023

44%

Investments in low-carbon
technologies in the world in 2023

**€1 700
billions**

In an uncertain economic environment

Weakness of global growth



Geopolitical risks



OUR VISION OF ENERGY TRANSITION



Sobriety and energy **efficiency**

Alliance of the molecule and the electron

Massive **development** of renewable energies

Contribution to the **management** of **flexibility** in networks

2023 : AN OUTSTANDING YEAR FOR ENGIE

**Continued implementation
of the transformation strategy**

Acceleration in renewable energies

Pivotal move in batteries

Fundamental agreement on Belgian nuclear power

Solid operational performance

Efficient organisation

Solid financial results



A PURPOSE REFLECTED IN OUR AMBITIOUS ESG COMMITMENTS

Well in line **with** our
Net **Zero trajectory**



Climate strategy
updated and presented
to our shareholders in **2025**



Greater **transparency**
and **active dialogue**
with our stakeholders



2023

**ANOTHER YEAR OF
STRONG EARNINGS**

Catherine MACGREGOR
CEO

02

FY 2023 EXTENDING OUR TRACK RECORD OF STRONG PERFORMANCE



Strong financial performance,
reaching
our upgraded
guidance range

**Further rapid roll-out
of our strategy**
with expansion in
renewables and pivotal
move in batteries

Continued progress in
our **Net Zero trajectory**

**Fundamental
de-risking**
with final
agreement on
Belgian nuclear

2023 ANOTHER YEAR OF STRONG EARNINGS



EBIT ex Nuclear

€9.5bn

*Up 18%
organically*

NRIs

€5.4bn

*Up 3%
organically*

CFFO¹

€13.1bn

Up 5,1€bn

Dividend

€1.43

Per share

CONTINUED PROGRESS IN ESG

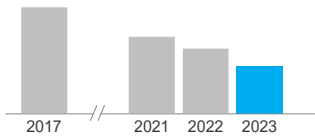
2023



2030
TARGETS



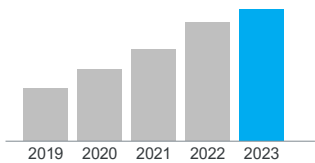
2045



52¹ Mt

Greenhouse gas emissions²
from energy production (Mt)

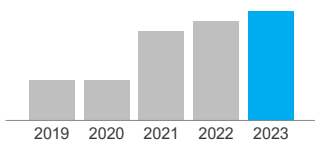
43 Mt



41%

Share of renewables
in total power generation capacity (%)

58%



31%

Diversity % of women
in Group management

40-60%

Net ZERO

Transition plan assessment

Moody's assessed ENGIE transition plan with a NZ-2 rating

SBTI certification

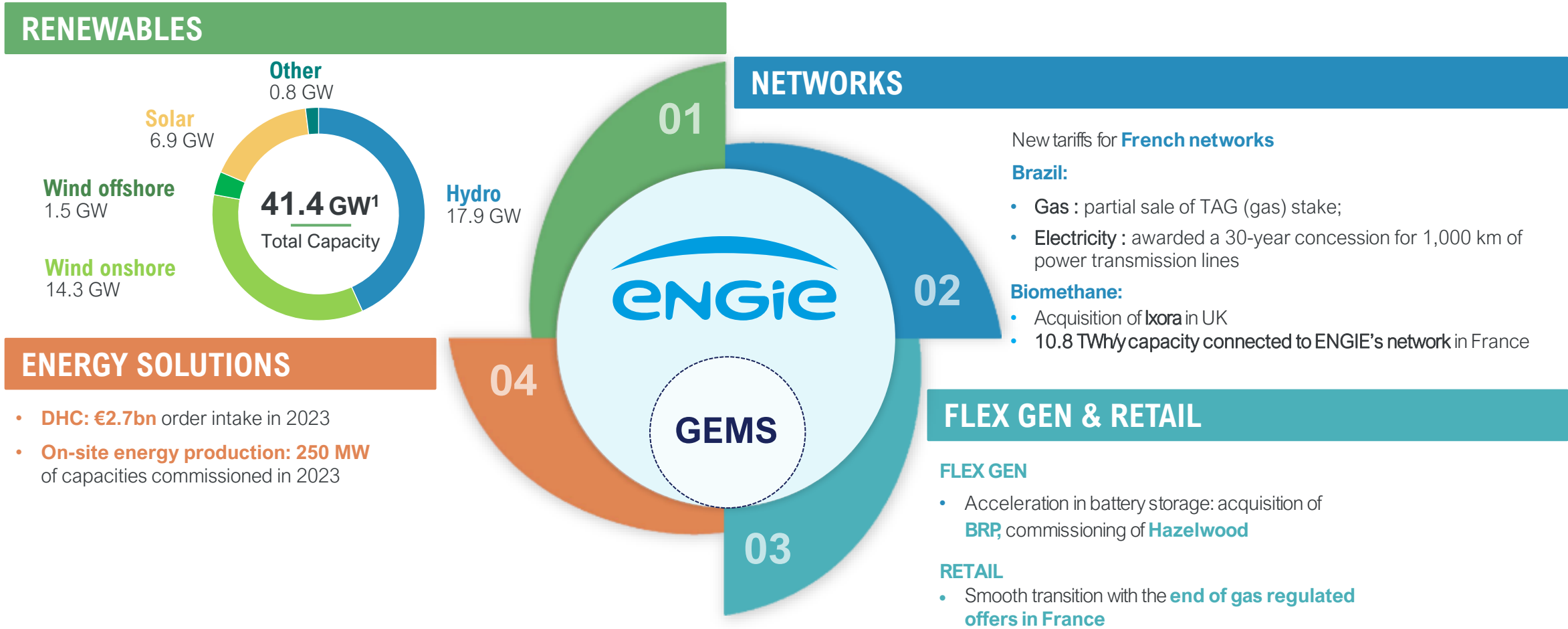
following a

well below 2°C trajectory

Coal exit

(2025 in Europe, 2027 worldwide)

CONTINUOUS RAPID ROLL-OUT OF OUR STRATEGIC PLAN



RENEWABLES: MAINTAINING A FAST PACE IN ANNUAL INSTALLED CAPACITY

Significant additional capacity

3.9 GW commissioned in 2023

o/w **1.9 GW** in North America, **0.8 GW** in Europe, **0.7 GW** in Latin America

Reinforced platform in South Africa

- Completion of BTE (340 MW operating, 3 GW pipeline)
- Full consolidation of Kathu solar park

High level of construction activity

6.3 GW under construction

60 projects

#1 worldwide¹ in Green PPAs

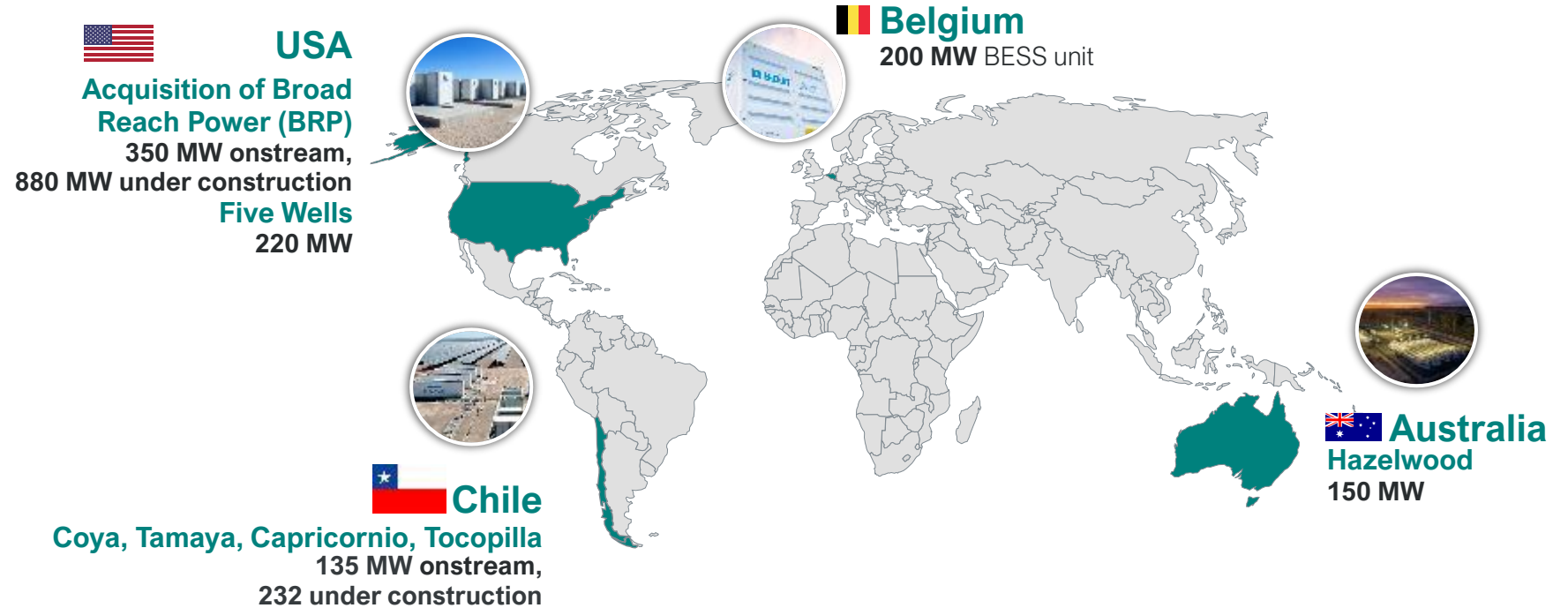
2.7 GW in 2023

of PPAs signed, o/w **2 GW** with maturity longer than 5 years



BATTERY ENERGY STORAGE SYSTEM (BESS): A PIVOTAL YEAR, BOOSTING OUR FLEXIBLE GENERATION

At end-December 2023



In line with ENGIE's ambition to reach **10 GW** of BESS by **2030**

NUCLEAR: A FUNDAMENTAL DE-RISKING OF THE GROUP

Final agreement between ENGIE and Belgian State

- **10-year extension** of **Doel 4** and **Tihange 3** targeting a re-start as of November 2025 through *Flex* LTO
- **JV dedicated** to the 2 units equally owned with the Belgian State with a Contract for Difference-type mechanism
- Agreement on a fixed amount of **€15bn** related to the transfer of all nuclear waste liabilities
- On track, with **a closing expected by the end of 2024**

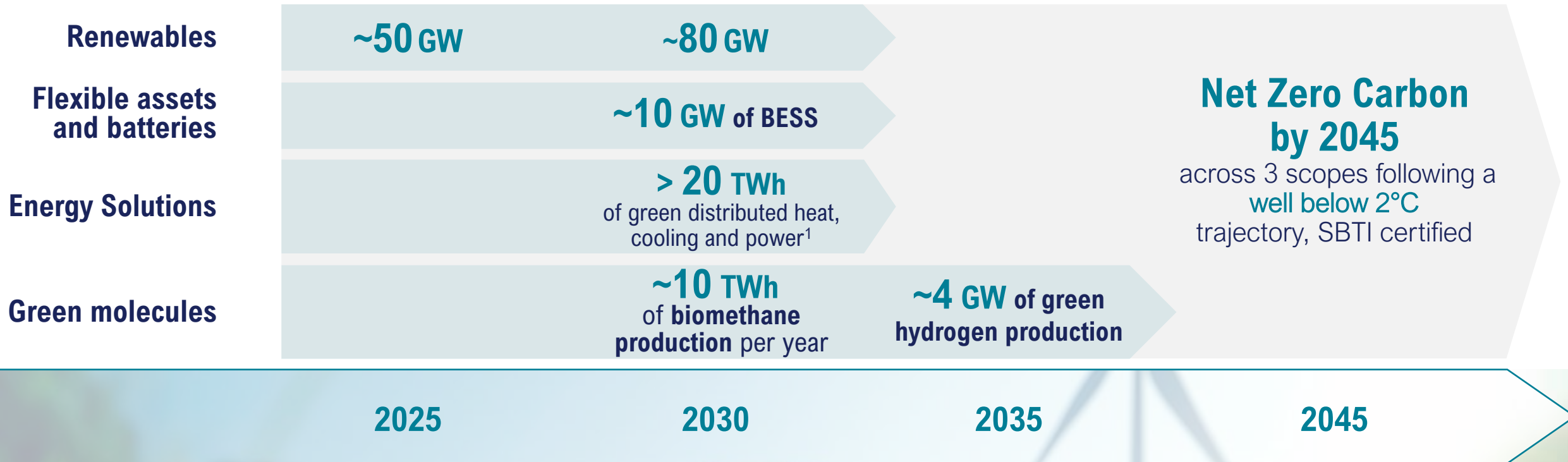


MEDIUM-TERM OUTLOOK

02

Chantonnay biogas power station - France

OUR GROWTH STRATEGY: COMBINING GREEN MOLECULES AND ELECTRONS TO ENSURE THE RESILIENCE AND AFFORDABILITY OF THE SYSTEM

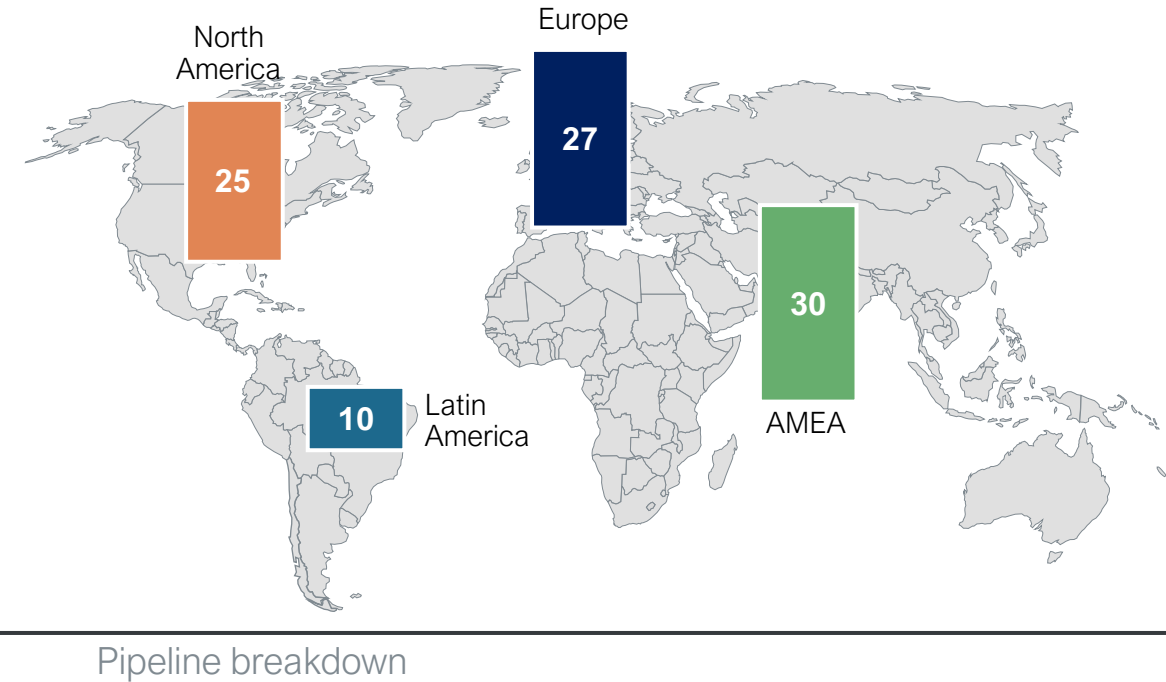
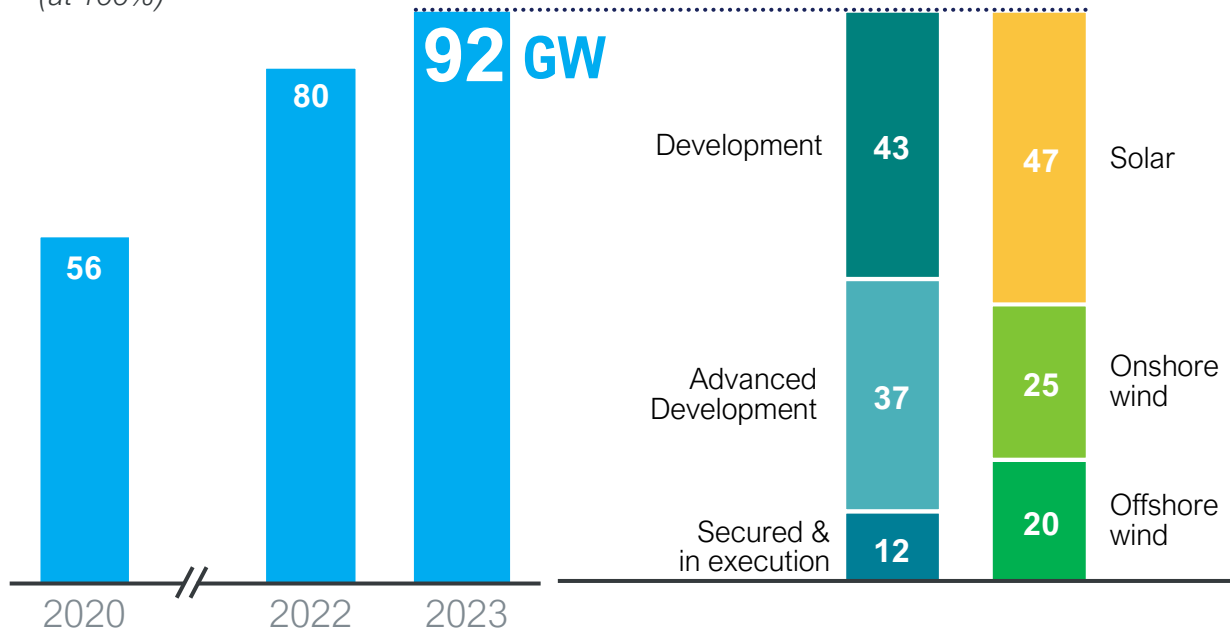


RENEWABLES: VISIBILITY FOR FASTER GROWTH WITH NO COMPROMISE IN FINANCIAL DISCIPLINE

A growing pipeline
offering flexibility to reach our 2030 targets

Global Pipeline

(at 100%)



2021-2023 returns¹
(between 3.6%-14.9%)

Return on investment target of 150 to 250 basis points
higher than the weighted cost of capital

NETWORKS: REGULATORY RESILIENCE FOR GAS FRANCE, EXPANSION IN POWER OVERSEAS

Domestic gas networks: stability and visibility

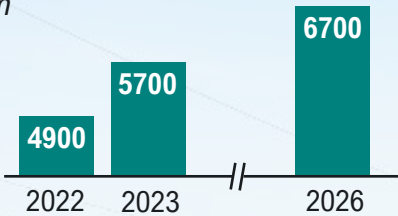
2024-28 remuneration close to previous levels

- 4.1%¹ in transport (vs 4.25% previously)
- 4.6%² in storage (vs 4.75% previously)
- 4.0%³ in distribution (vs 4,1% previously)



Power lines: expanding internationally

km



Key growth criteria

- Stable regulatory frameworks
- Through greenfield projects (auctions)
- Building on strong existing ENGIE presence



2026: ENERGY TRANSITION DRIVING HIGHER EARNINGS POWER

The old norm

NRIGs: €2.9bn...

- Last year of 'normal' energy markets
- Last year of regional BU structure

2021

2022-2025

2026

...simpler, de-risked, stronger...

- Simpler industrial structure
- Major disposal program and country exits
- Belgian nuclear deal
- Strong track record of delivery

New ENGIE

...€4.0bn NRIGs
(mid guidance range)

- **Transformed earnings power**
- **Strong growth momentum**
- **Highly flexible** generation
- **Predictable network** businesses
- **Limited merchant exposure**

FY 2023 FINANCIALS

03

Pierre-François RIOLACCI

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

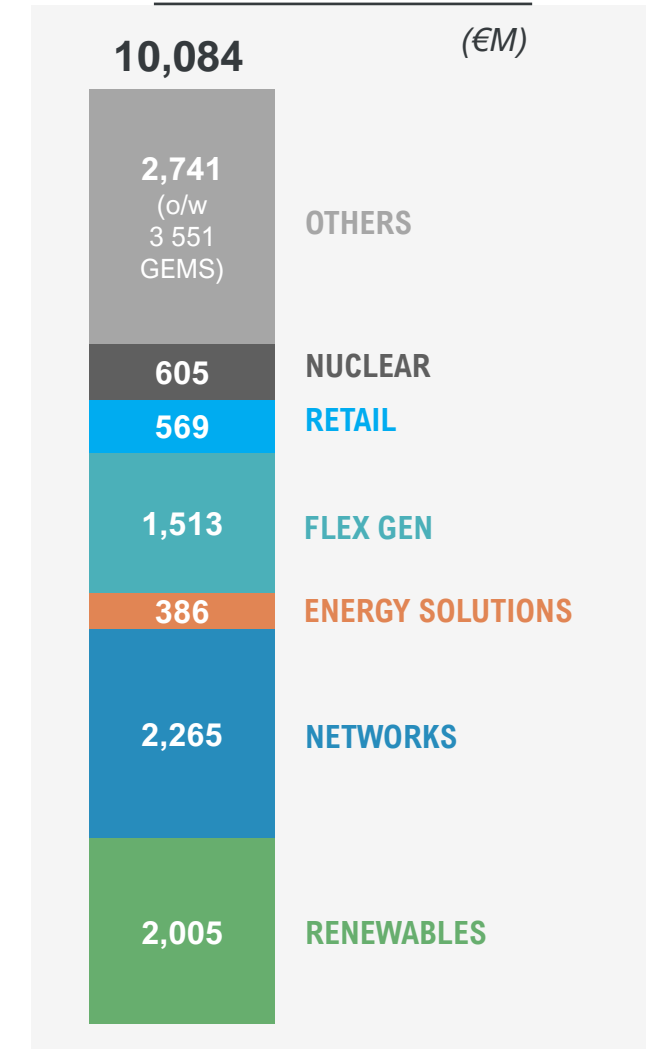
WindFloat Atlantic Project - Portugal

FY 2023 RESULTS

FY 2023 RESULTS (€bn)

	2023	Δ Gross	Δ organic ¹
Revenue	82.6	- 12 %	- 11 %
EBIT	10.1	+ 12 %	+ 12 %
NRIGs (continuing activities)	5.4	+ 0.1	
Economic Net Debt	46.5	+ 7.7	
Economic Net Debt / EBITDA	3.1x	+ 0.3x	
Proposed dividend	€1.43		

EBIT 2023



A SHARED VALUE CREATION



Shareholders

€3.5 bn¹

Dividend **65%**
pay-out ratio



Employees

€8.1 bn

Salaries and
social charges



Suppliers

€57.0 bn

Procurement



States and local authorities

€5.1 bn

Taxes

2024-2026

FINANCIAL

OUTLOOK

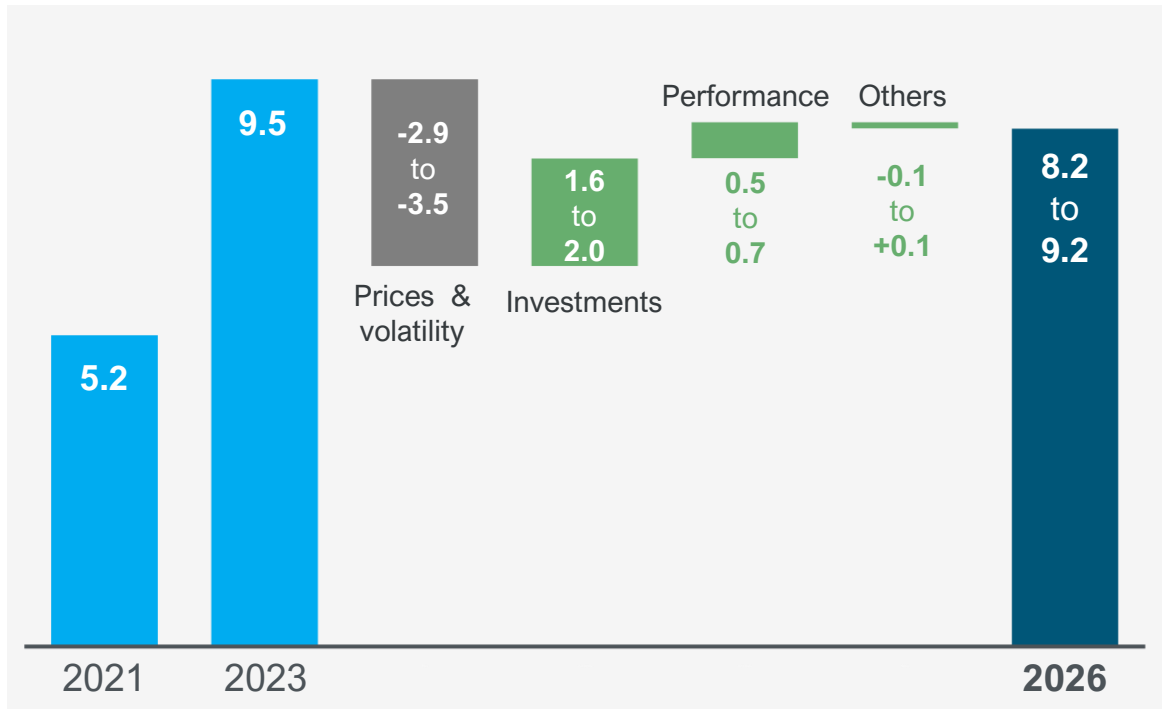
03



Kathu thermodynamic solar power plant - South Africa

GROWING RESULTS VS 2021 DRIVEN BY INVESTMENT AND CONTINUOUS IMPROVEMENT

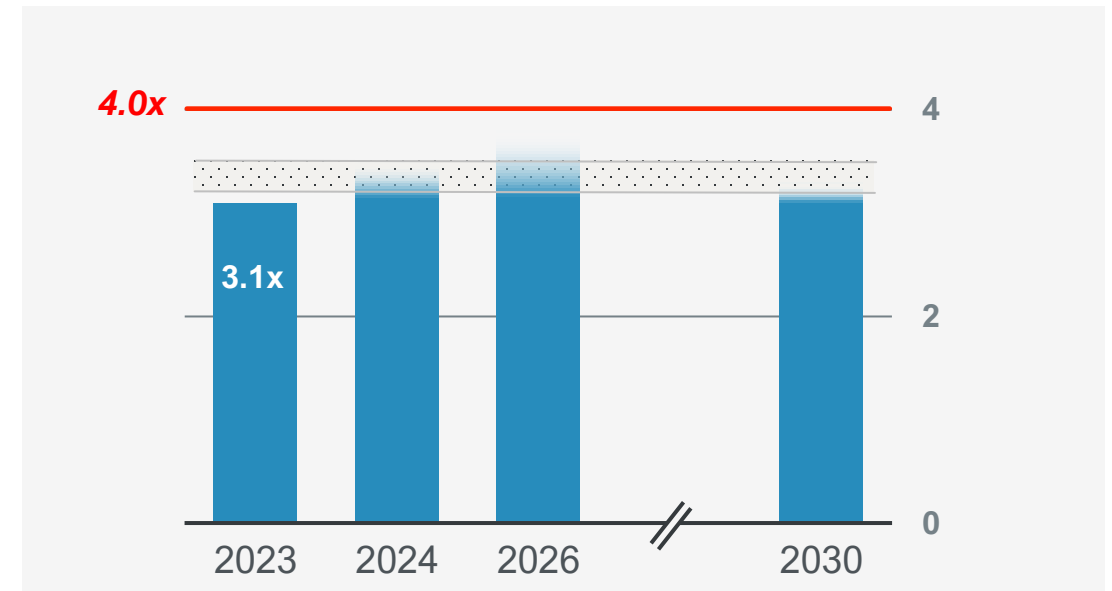
2023-24 EBIT¹ EVOLUTION EXCLUDING NUCLEAR (€bn)



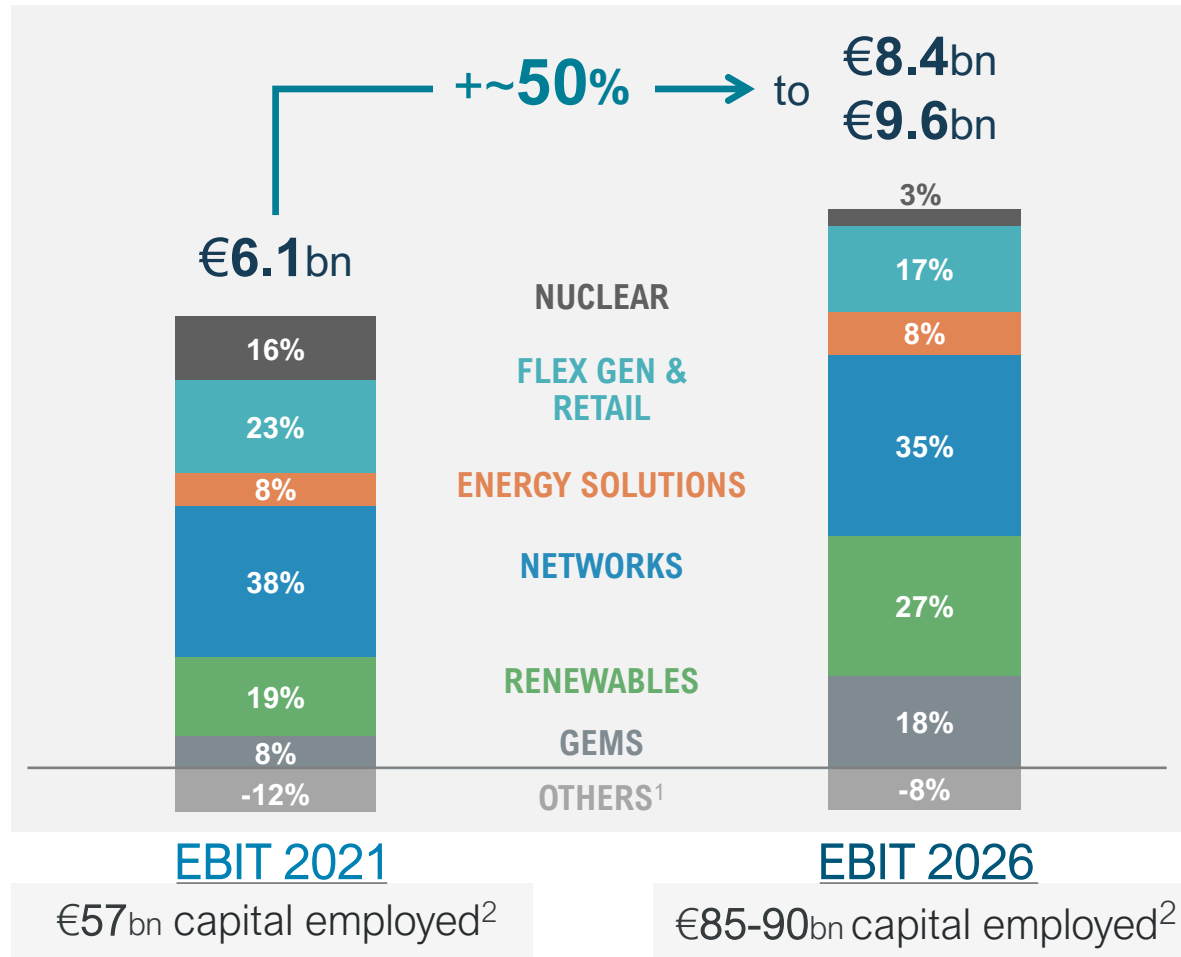
CAGR² 2021- 2026 : + 10-12%

CREDIT RATIO – financial flexibility

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



ENGIE: A DE-RISKED PLATFORM POISED FOR PROFITABLE GROWTH



Simplifying & de-risking

- Simpler & Industrialized organisation
- Non-core business divested
- Significant reduction of merchant exposure

Unlocking growth

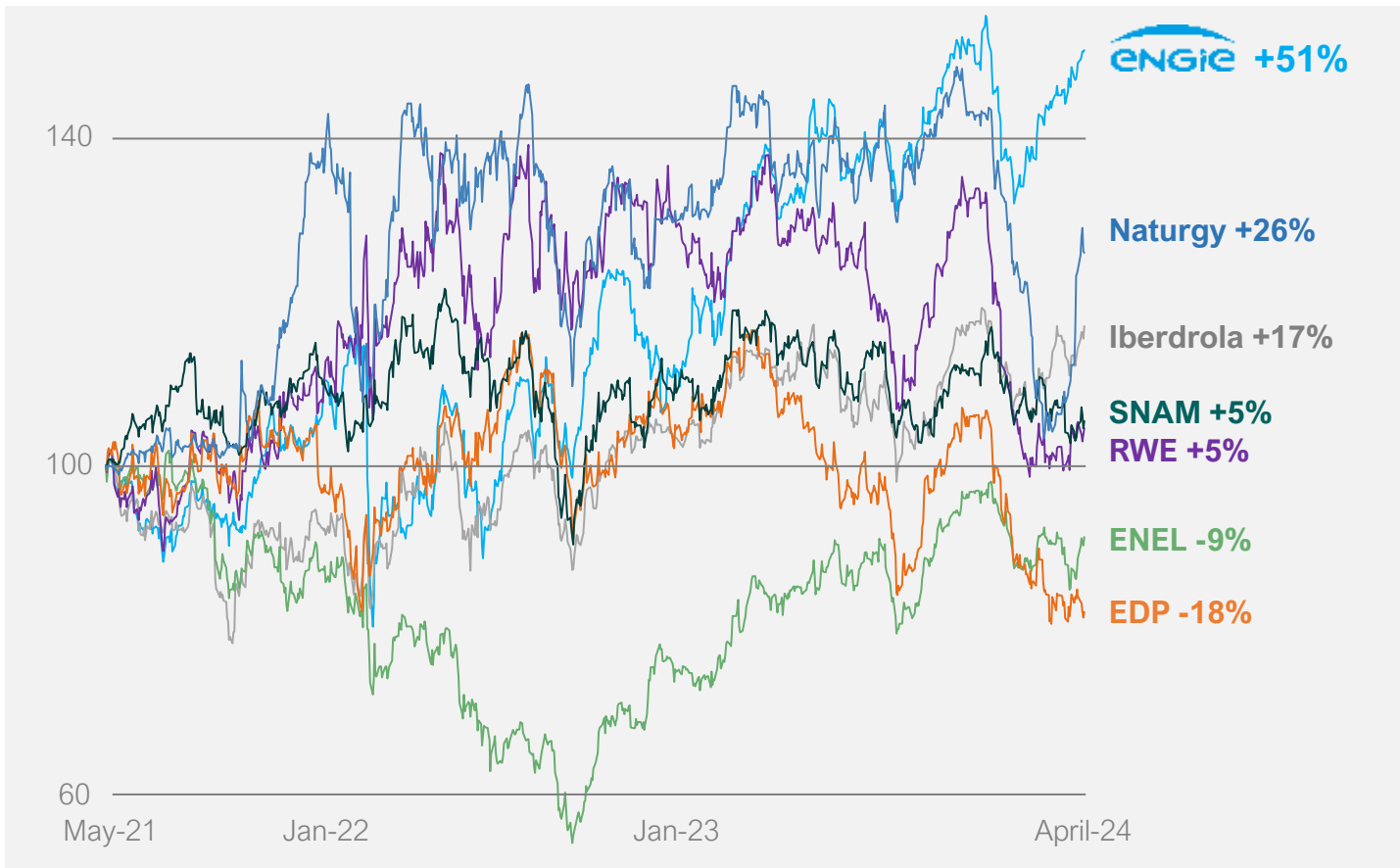
- Increased renewable contribution
- Resilient and growing networks
- Strong need for flexibility

TOTAL SHAREHOLDER RETURN

ENGIE leads its peers

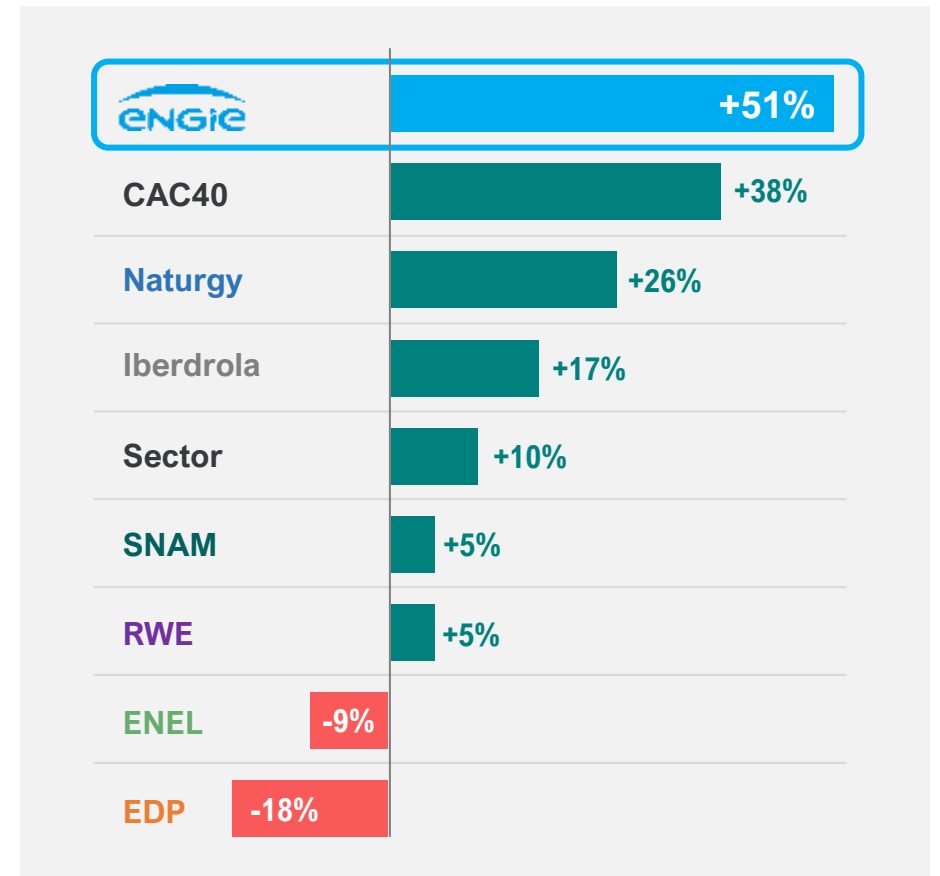
TSR - ENGIE vs Peers¹

Closing price: May 18, 2021 - April 26, 2024



TSR - ENGIE vs market¹

Closing price: May 18, 2021 - April 26, 2024



STATUTORY AUDITOR'S REPORT

Charles-Emmanuel CHOSSON
Statutory Auditor

04

ENGIE Tower Brussels - Belgium

STATEMENT BY THE STATUTORY AUDITORS

STATUTORY AUDITORS' REPORTS

REPORTS SUBMITTED UNDER THE RESOLUTIONS OF THE GENERAL SHAREHOLDERS' MEETING

- **Report on the annual and consolidated financial statements**
(Resolutions 1 & 2)
- **Special report on regulated agreements**
(Resolution 4)
- **Reports on capital transactions**
(Resolutions 17 to 22 & 24 to 28)

OTHER REPORTS

- **Report on the extra-financial performance declaration**
- **Social and environmental informations**

CLIMATE STRATEGY

05

Florianópolis - Brazil

CLIMATE STRATEGY

Catherine MACGREGOR
CEO

05

Florianópolis - Brazil

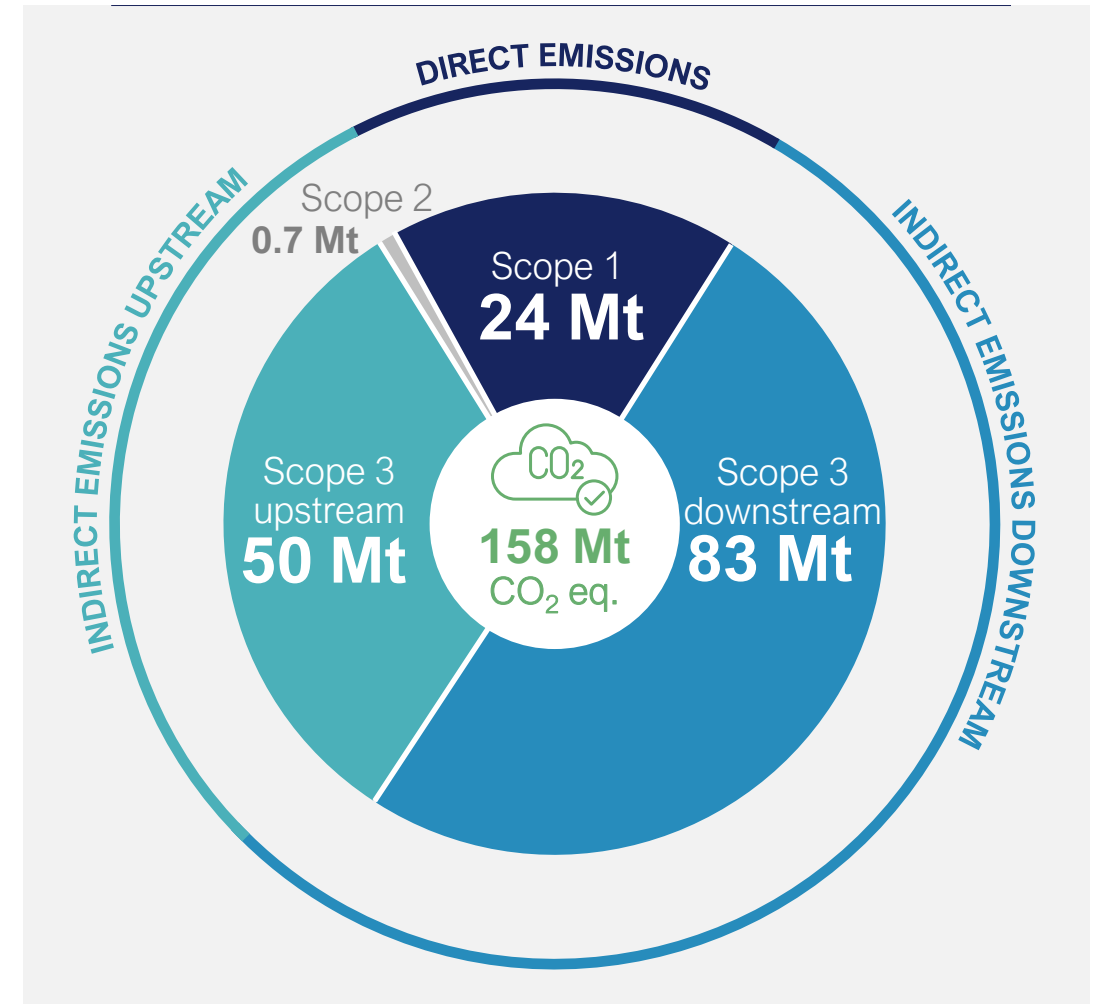
A REDUCED CARBON FOOTPRINT

A quantified and audited **carbon footprint** including all Group emissions (3 scopes)

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

~40% reduction since 2017,
ie **-100 Mt** of CO₂ in 6 years

ENGIE's CO₂ footprint in 2023



A COMMITMENT: TO ACHIEVE NET ZERO CARBON BY 2045



Emissions reduction targets



related to
energy production

43 Mt CO₂ eq.
vs 107 Mt in 2017

-66% vs 2017
in carbon intensity

related to
sales

52 Mt CO₂ eq.
vs 80 Mt in 2017 (gas)

-56% vs 2017
In the carbon intensity
of energy sales

Assessment of the 2030 trajectory
Moody's¹ NZ-2 (February 2024)
AMBITION 1.5°C
Target implementation rated "solid"

Certification trajectory 2030
SBTi (February 2023)
"well below 2°C"

1.5°C Alignment with 2030 trajectory
according to the **Transition Pathway Initiative**

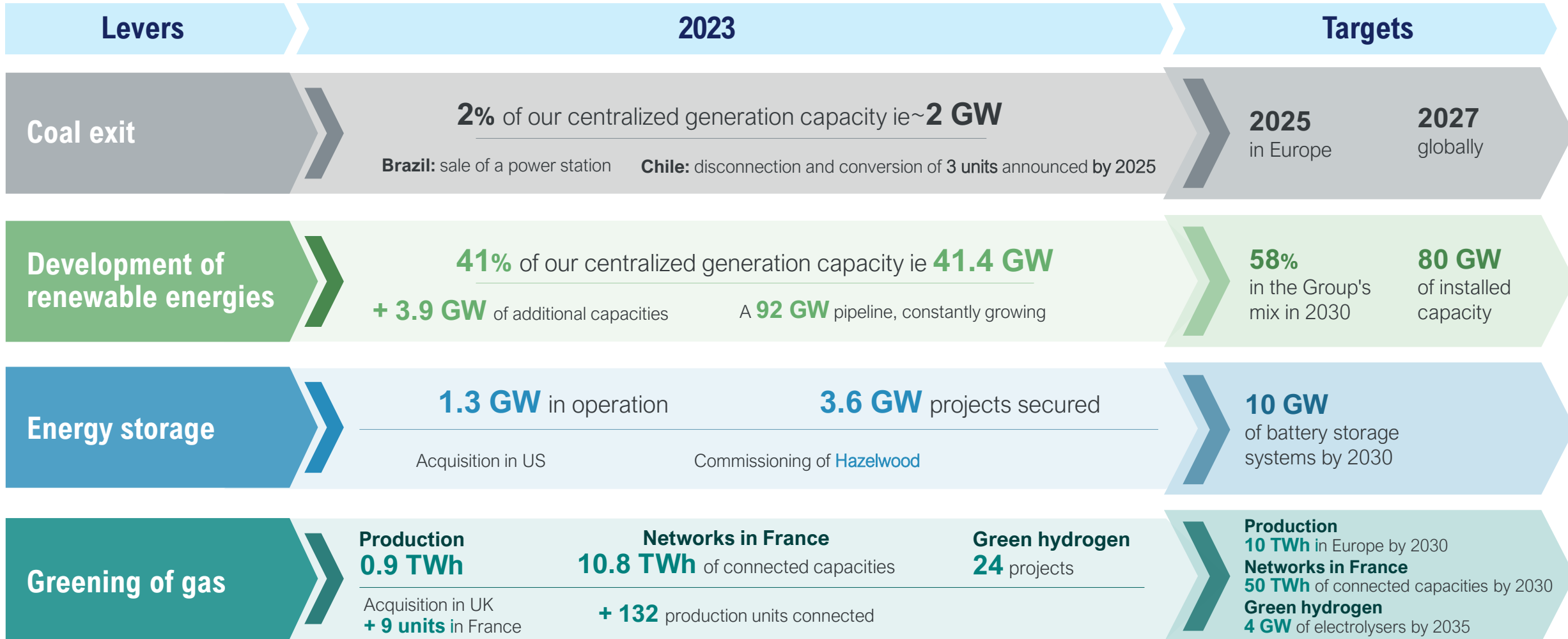
Net ZERO

At least **90%**

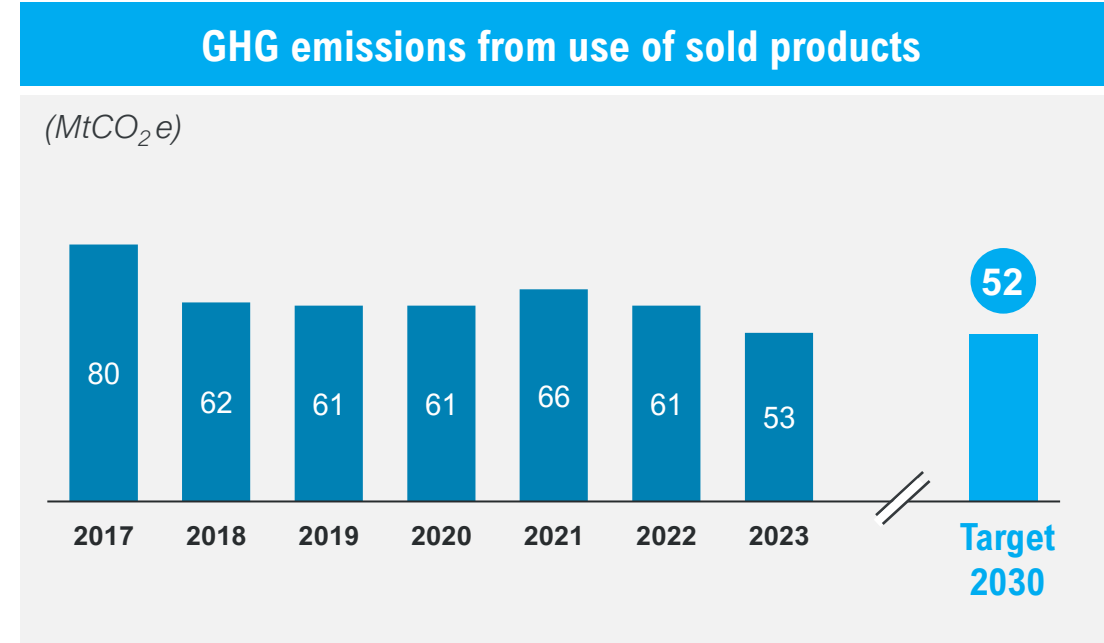
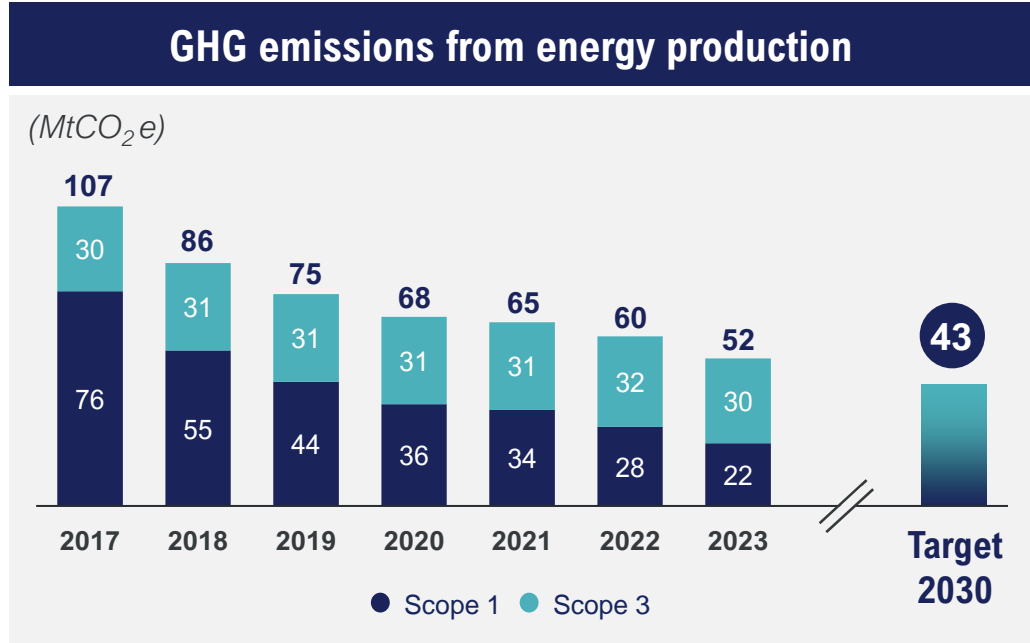
**reduction in
emissions**

between 2017 and 2045

SIGNIFICANT PROGRESS IN 2023 TO CONSOLIDATE OUR CLIMATE TRAJECTORY



EMISSIONS REDUCTION: A GOOD PERFORMANCE IN 2023



Strong performance:

- underpinned by our strategic actions
- driven by Circumstantial factors (under-consumption of electricity and gas in France and Europe)

AN OPERATIONALISED STRATEGY: ALIGNED INVESTMENTS AND APPROPRIATE GOVERNANCE

Aligned **investments**

83%

2024-26 CAPEX plan aligned with **European taxonomy**

Growth investments over
2023-2025

€22bn
to
€25bn

2026

Investments planned for a similar amount on average each year

Adapted **management**

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

Annual forecasts up to **2030** in line with these forecasts with the **3-year Medium-Term Financial Plan**

Quarterly performance management

Emissions reduction targets incorporated into **executive remuneration** policy

INTEGRATING NATURE IN GROUP'S STRATEGY



Biodiversity



- Engaged in the **act4nature** international initiative
- Deployment of our **SET label in 7 countries** to preserve biodiversity around each renewable project



Fresh water & Ocean



- Signatory of the **UN ocean principles**
- Signatory of call **to accelerate global action on water**
- **Reduction by 30%** of the ratio “freshwater consumption to energy produced” since 2019



Biomass / Biomethane



- **100%** of sourced woody biomass **traceable and certified** from 2023
- ### Energy crops
- **New-built units:** use of single-digit percentage at most of energy crops¹
 - **Acquired units:** phase-out plan implementation within 10 years – one-digit percentage for remaining energy crops²

STRONG COMMITMENT OF THE GROUP IN FAVOR OF SOCIAL AND ENVIRONMENTAL IMPROVEMENT



Worldwide recognition
of the Group's commitments

Collective Mobilisation for CSRD



Vote on 'Say-on-Climate' in 2025

CLIMATE STRATEGY

DIALOGUE WITH SHAREHOLDERS

05

Florianópolis - Brazil

GOVERNANCE

Jean-Pierre CLAMADIEU
Chairman of the Board of Directors

06



Construction of a Wind Farm in Lomas de Taltal - Chile

THE BOARD OF DIRECTORS IN 2023



members



of women



Independent directors



THE BOARD OF DIRECTORS AND ITS WORK IN 2023

13
meetings

Finance,
audit and
risks

Group
strategic
planning and
monitoring of
its operations

Governance,
appointments
and
compensation

Investments and
sales of assets

Corporate Social
Responsibility

BOARD ASSESSMENT

- Evaluation of the Board's operation and the individual contribution of Directors
- Under the supervision of CNRG, Chairman of the Board of Directors and external consultant

POSITIVE ASPECTS

- **Positive perception** of how the Board operates by the Directors
- **Varied skills** of Directors
- **Balanced relations** between the Board and management



FOCUS FOR 2024

- Review of **strategic** topics **by the Board**
Projects will be discussed in committee
- Further work on **management succession plans**
- Development of a **feedback** culture

AGENDA

Implementation
of the climate
strategy¹

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COMPENSATIONS

06

Marie-José NADEAU
**Chair of the Appointments, Compensation
and Governance Committee**



Storengy's Chémery underground natural gas storage facility - France

COMPENSATION OF CORPORATE OFFICERS

**SAY ON PAY
RESOLUTIONS
EX POST**

SAY ON PAY
RESOLUTIONS
EX ANTE

COMPENSATION OF THE CHIEF EXECUTIVE OFFICER FOR 2023

(EX POST)

Fixed Salary				➤	€1,000,000	
Annual Variable		Weight	Achievement		➤	
	NRIGs	25%	140%			
	EBIT	25%	140%			
	FCF	25%	140%			
	Economic Net Debt	25%	101.7%			
	Financial Criteria	65%	130%	TARGET		€1,000,000
	Operational priorities	35%	135%	TOTAL ACHIEVEMENT		130.5 %
	Strategy	35%	140%			
	Safety performance	10%	80%			
	CO ₂ emissions	10%	140%			
	Female managers hired	10%	124%			
	Non-financial Criteria	35%	130.7%			€1,305,000
Performance Shares	120,000 performance shares Will be vested in 2025 if performance criteria are met			➤	€1,189,200¹	

COMPENSATION OF CORPORATE OFFICERS



Diversity of profiles

Attracting international profiles

COMPENSATION OF CORPORATE OFFICERS

SAY ON PAY
RESOLUTIONS
EX POST

**SAY ON PAY
RESOLUTIONS
EX ANTE**

2024 CEO COMPENSATION POLICY (EX ANTE)

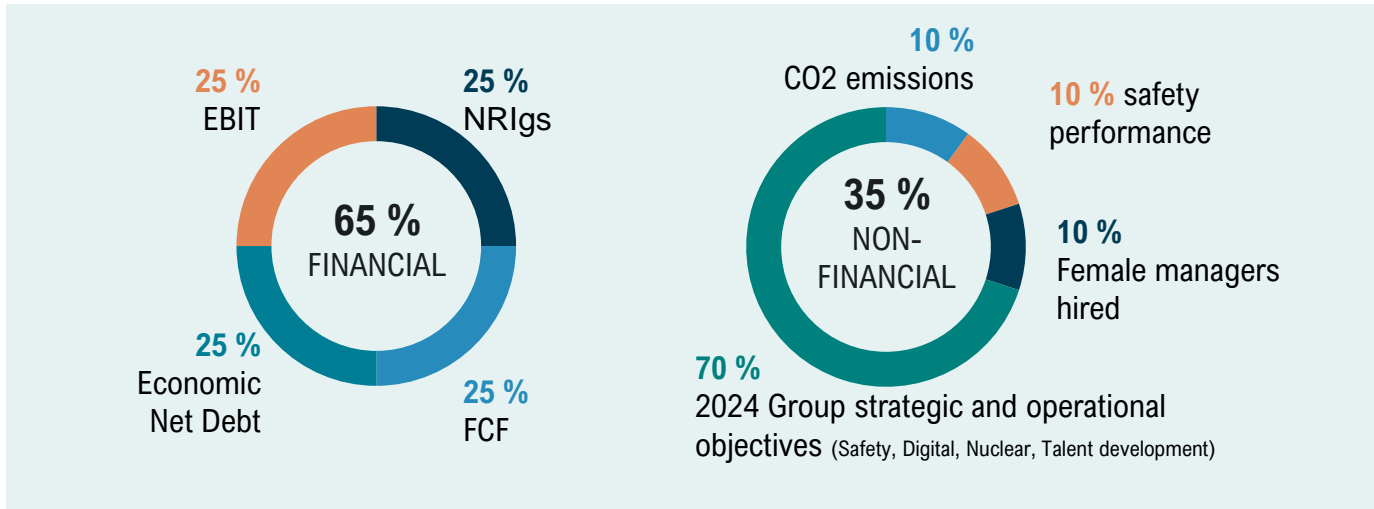
Fixed salary



€1,000,000

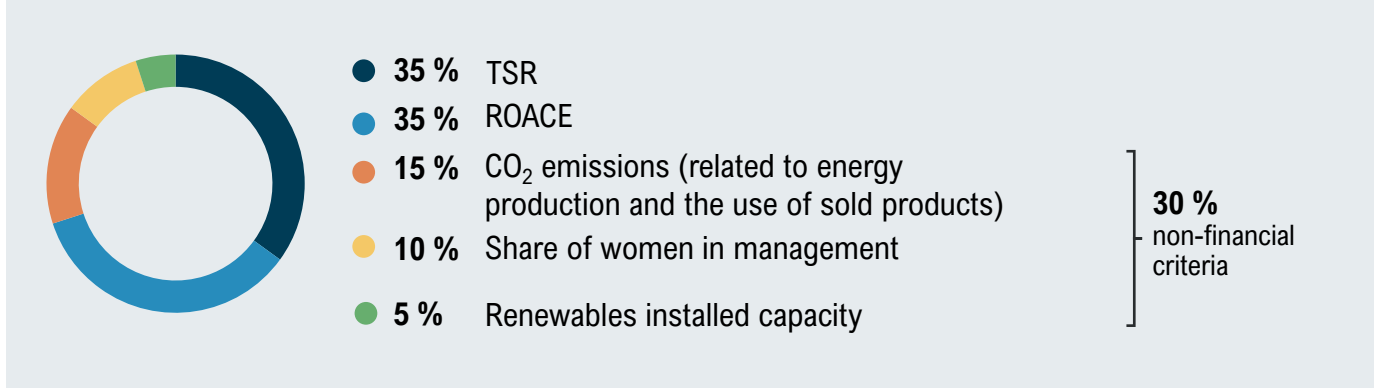
Annual variable

Target: **100%** of the fixed salary (Maximum: 140%)



Long term incentive

120,000 performance shares (with a maximum of 144,000 shares if all targets are exceeded)



Complementary pension plan

Annual employer contribution equal to 25% of the sum of the fixed salary and paid annual variable

Non-Compete Agreement

1 year

Severance payment and non-compete Agreement may not combined exceed 2 years of compensation⁽¹⁾

Severance payment⁽¹⁾

Up to 2 years of compensation if the performance criteria linked to the annual variable compensation of the 2 previous years have been met by at least 90%, on average

AGENDA

Implementation
of the climate
strategy¹

ORDINARY RESOLUTIONS

« Ordinary » resolutions

- Approval of financial statements for fiscal year 2023 (1 and 2)
- Appropriation of net income and declaration of dividend for fiscal year 2023 (3)
- Approval of related-party agreements (4)
- Authorization to trade in the company's shares (5)

Governance

- Reappointment of Mr Fabrice Brégier as a Director (6)
- Appointment of Mr Michel Giannuzzi as a Director (7)

Statutory Auditors

- Appointment of Deloitte & Associés as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting (8)
- Appointment of Ernst & Young & Autres as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting (9)

Compensation

- 3 resolutions about compensation of corporate officers (ex post : 10 to 12)
- Setting of the total compensation granted to Directors (13)
- 3 resolutions about compensation policy of corporate officers (ex ante: 14 to 16)

EXTRAORDINARY RESOLUTIONS

Renewal of financial delegations

- Delegation of authority to the Board of Directors to decide on the capital increase (17 to 28)

o/w 4 resolutions about Group employee shareholding plan

- 2 resolutions about capital increase reserved for employees (25 to 26)
- 2 resolutions about awarding bonus shares (27 to 28)

Legal formalities (29)

DIALOGUE WITH SHAREHOLDERS

07



Hazelwood battery energy storage system - Australia

GENERAL SHAREHOLDERS' MEETING

April 30 2024



Hazelwood battery energy storage system - Australia

VOTE ON RESOLUTIONS

Claire WAYSAND

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

08

FIRST RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- 2023 Company financial statements

– The purpose of this resolution is to approve the parent Company financial statements for fiscal year 2023

SECOND RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- 2023 Consolidated financial statements

– The purpose of this resolution is to approve the consolidated financial statements for fiscal year 2023

THIRD RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Appropriation of net income and declaration of dividend for fiscal year 2023
 - The purpose of this resolution is:
 - to allocate the income and
 - to set the ordinary dividend per share at **€ 1,43** and the additional loyalty dividend per share at **€ 0,143**
 - Date of declaration of the balance of the dividend: **May 2, 2024**
 - Date of payment: **May 6, 2024**

FOURTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Approval of regulated-party agreements referred to in Article L.225-38 of the French Commercial Code
 - The purpose of this resolution is to approve the terms of the Statutory Auditors' special report on agreements entered into in prior years and continuing in effect in 2023

FIFTH RESOLUTION

- Authorization to be given to the Board of Directors to trade in the Company's shares
 - The purpose of this resolution is to renew the authorization given to the Board of Directors to implement a ENGIE's stock repurchase program
 - 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**

SIXTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Reappointment of **Fabrice Brégier** as a Director
 - Term of office: four years expiring at the close of the Ordinary Shareholders' Meeting convened in 2028 to approve the financial statements for the year ended December 31, 2027

SEVENTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Appointment of Michel Giannuzzi as a Director
 - Term of office: four years expiring at the close of the Ordinary Shareholders' Meeting convened in 2028 to approve the financial statements for the year ended December 31, 2027

EIGHTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Appointment of **Deloitte & Associés** as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting
 - 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

NINTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Appointment of **Ernst & Young et Autres** as statutory auditor responsible for carrying out an assurance engagement on sustainability reporting
 - 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

TENTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Approval of the informations relating to the compensation of corporate officers paid for the fiscal year 2023 or awarded for said year and referred to in Article L.22-10-9, I of the French Commercial Code
 - The purpose of this resolution is to approve all compensation paid or awarded to corporate officers during the past year, as set out in section 4.2. of the 2023 Universal Registration Document

ELEVENTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Approval of total compensation and benefits of all kind paid for the fiscal year 2023 or allocated for the same fiscal year to **Jean-Pierre Clamadiou**, Chairman of the Board of Directors
 - The purpose of this resolution is to approve the components of compensation paid or awarded for fiscal year 2023 to **Jean-Pierre Clamadiou**, Chairman of the Board of Directors as described in Section 4.2. of the 2023 Universal Registration Document

TWELFTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Approval of total compensation and benefits of all kind paid for the fiscal year 2023 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 2023 to **Catherine MacGregor**, Chief Executive Officer as described in Section 4.2. of the 2023 Universal Registration Document

THIRTEENTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Setting of the total annual amount of compensation granted to Directors
 - The purpose of this resolution is to to increase the total annual compensation package for Directors to €1.6 million as from the 2024 financial year, up from €1.4 million at the Annual General Meeting of July 16, 2008

FOURTEENTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Approval of the compensation policy for Directors
 - The purpose of this resolution is to approve, pursuant to Article L.22-10-8 of the French Commercial Code, the Directors' compensation policy, as described in Section 4.2. of the 2023 Universal Registration Document

FIFTEENTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Approval of the compensation policy for the Chairman of the Board of Directors
 - The purpose of this resolution is to approve, pursuant to Article L.22-10-8 of the French Commercial Code, the elements of the compensation policy for the Chairman of the Board of Directors, as presented in the 2023 Universal Registration Document in Section 4.2.

SIXTEENTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Approval of the compensation policy for the Chief Executive Officer
 - The purpose of this resolution is to approve, pursuant to Article L.22-10-8 of the French Commercial Code, the elements of the compensation policy for the Chief Executive Officer, as presented in the 2023 Universal Registration Document in Section 4.2.

SEVENTEETH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Delegation of authority to be given to the Board of Directors to issue various securities, with preferential subscription rights maintained (*delegation to be used only outside public tender offer periods*)
 - The purpose of this resolution is to renew the authorization given by the Annual Shareholders' Meeting of April 21, 2022
 - Authorized period: **26 months**

EIGHTEENTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Delegation of authority to be given to the Board of Directors to issue various securities, without preferential subscription rights waived (*delegation to be used only outside public tender offer periods*)
 - The purpose of this resolution is to renew the authorization given by the Annual Shareholders' Meeting of April 21, 2022
 - Minimum share issue price: weighted average of prices quoted over the last three trading days, less a 5 % discount, in accordance with the law
 - Authorized period: **26 months**

NINETEETH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Delegation of authority to be given to the Board of Directors to issue common shares or other securities, without 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 public tender offer periods*)
 - The purpose of this resolution is to renew the authorization given by the Annual Shareholders' Meeting of April 21, 2022
 - “Reserved” issuance
 - Authorized period: 26 months

TWENTIETH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Delegation of authority to be given to the Board of Directors to increase the number of securities (“greenshoe”) to be issued under the 17th, 18th, or 19th resolution (*delegation to be used only outside public tender offer periods*)
 - The purpose of this resolution is to renew the authorization given by the Annual Shareholders’ Meeting of April 21, 2022
 - Amount: **maximum 15% of the initial issue**
 - Authorized period: **26 months**

TWENTY-FIRST RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Delegation of authority to be given 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 public tender offer periods)
 - The purpose of this resolution is to renew the authorization given by the Annual Shareholders' Meeting of April 21, 2022
 - “Reserved” issuance
 - Amounts: up to **10% of share capital**
 - Authorized period: **26 months**

TWENTY-SECOND RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Limit on the overall ceiling for immediate or future capital increase authorizations
 - The purpose of this resolution is to renew the ceiling on capital increases and the maximum nominal amount of debt securities issued by the Company authorized by the Annual General Meeting of April 21, 2022

TWENTY-THIRD RESOLUTION

- Delegation of authority to be given to the Board of Directors to issue shares by capitalizing premiums, reserves, profits or other amounts
 - The purpose of this resolution is to renew the ceiling on capital increases and the maximum nominal amount of debt securities issued by the Company authorized by the Annual General Meeting of April 21, 2022
 - The overall amount that may be capitalized shall be in addition to the aggregate ceiling of **€265 million** referred to in the 22nd resolution
 - Authorized period: **26 months**

TWENTY-FOURTH RESOLUTION

- Delegation of authority to be given to the Board of Directors to reduce the share capital by cancellation of treasury shares
 - The purpose of this resolution is to renew the ceiling on capital increases and the maximum nominal amount of debt securities issued by the Company authorized by the Annual General Meeting of April 26, 2023
 - Purpose: dilution compensation, active capital management. This authorization is required to continue implementing ENGIE's stock repurchase program
 - Limit: **10 % of the share capital per 24-month period**
 - Authorized period: **26 months**

TWENTY-FIFTH RESOLUTION

- Delegation of authority to be given to the Board of Directors to decide on the capital increase reserved for **employee members of a Group employee shareholding plan**
 - The purpose of this resolution is to renew the ceiling on capital increases and the maximum nominal amount of debt securities issued by the Company authorized by the Annual General Meeting of April 26, 2023
 - “Reserved” issuance
 - Issue price: average opening share price over the 20 trading days preceding the date of the decision, less a discount that may not exceed the maximum discount authorized by the legislation in force at the time the delegation is implemented
 - Authorized period: **26 months**

TWENTY-SIXTH RESOLUTION

- Delegation of authority to be given 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
 - The purpose of this resolution is to renew the ceiling on capital increases and the maximum nominal amount of debt securities issued by the Company authorized by the Annual General Meeting of April 26, 2023
 - “Reserved” issuance
 - Issue price: average opening share price over the 20 trading days preceding the date of the decision, less a discount that may not exceed the maximum discount authorized by the legislation in force at the time the delegation is implemented
 - Authorized period: **18 months**

TWENTY-SEVENTH RESOLUTION

- Authorization to be given to the Board of Directors to award bonus shares to **all employees and officers of ENGIE group companies** (except for executive corporate officers of ENGIE S.A.) and to **employees participating in an international employee shareholding plan of ENGIE group**
 - The purpose of this resolution is to renew the ceiling on capital increases and the maximum nominal amount of debt securities issued by the Company authorized by the Annual General Meeting of April 21, 2022
 - “Reserved” issuance
 - Maximum amount: **0.75 % of the share capital** as of the decision date
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-EIGHTH RESOLUTION

- Authorization to be given to the Board of Directors to award bonus shares to **some employees and corporate officers of ENGIE group companies (including executive corporate officers of ENGIE S.A.)**
 - The purpose of this resolution is to renew the ceiling on capital increases and the maximum nominal amount of debt securities issued by the Company authorized by the Annual General Meeting of April 21, 2022
 - “Reserved” issuance
 - Maximum amount: **0.75 %** of the share capital as of the decision date
This ceiling is combined with an annual sub-ceiling of **0.25% of the share capital** and a sub-ceiling of **0.025% of the share capital** for the allocation of performance shares to executive corporate officers of the Company valid throughout all period of validity of this authorization
 - Minimal vesting period: **3 years**
 - Minimal holding period: none, except for Group’s Senior managers who will be required to hold two-thirds of their shares until they have obtained a minimum shareholding
 - Authorized period: **38 months**

TWENTY-NINTH RESOLUTION

GENERAL MEETING

Ordinary

Extraordinary

- Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities
 - The purpose of this resolution is to carry out the decisions of the Annual Shareholders' Meeting and to complete all legal formalities

GENERAL SHAREHOLDERS' MEETING

April 30 2024

