

Final Terms dated 2 July 2025

ENGIE

Issue of €100,000,000 2.00 per cent. Notes due 28 September 2037 (the “Notes”) to be assimilated (*assimilées*) and form a single series with (i) the existing €750,000,000 2.00 per cent. Notes due 28 September 2037 issued on 28 September 2017 and (ii) the existing €100,000,000 2.00 per cent. Notes due 28 September 2037 issued on 31 October 2017 (together, the “Existing Notes”) under the Euro 40,000,000,000

Euro Medium Term Note Programme

Legal Entity Identifier: LAXUQCHT4FH58LRZDY46

MIFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023, as determined by the manufacturer(s), has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth under the section entitled “Terms and Conditions of the Notes” in the Base Prospectus dated 11 October 2016 which is incorporated by reference in the Base Prospectus dated 23 May 2025. This document constitutes the Final Terms of the Notes described herein for the purposes of the Regulation (EU) 2017/1129 as amended (the “**Prospectus Regulation**”) and must be read in conjunction with the Base Prospectus dated 23 May 2025 which has received approval no. 25-178 from the *Autorité des marchés financiers* (the “**AMF**”) on 23 May 2025 which constitute a base prospectus for the purposes of the Prospectus Regulation (the “**Base Prospectus**”), save in respect of the Conditions which are extracted from the Base Prospectus dated 11 October 2016 in order to obtain all the relevant information. The Base Prospectus is available for viewing on the website of the AMF (www.amf-france.org) and of ENGIE (www.engie.com).

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| 1. | Issuer: | ENGIE |
| 2. | (i) Series Number: | 79 |
| | (ii) Tranche Number: | 3 |
| | (iii) Date on which the Notes become fungible: | The Notes will be assimilated (<i>assimilées</i>) and form a single series with (i) the existing €750,000,000 2.00 per cent. Notes due 28 September 2037 issued on 28 September 2017 and (ii) the existing €100,000,000 2.00 per cent. Notes due 28 September 2037 issued on 31 October 2017 (together, the “ Existing Notes ”) as from the date of assimilation which is expected to be on or about forty (40) calendar days after the Issue Date (the “ Assimilation Date ”). |
| 3. | Specified Currency or Currencies: | Euro (“€”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | €950,000,000 |
| | (ii) Tranche: | €100,000,000 |
| 5. | Issue Price: | 81.518 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of €1,528,767.12 corresponding to accrued interest from, and including, 28 September 2024 to, but excluding 4 July 2025. |
| 6. | Specified Denominations: | €100,000 |
| 7. | (i) Issue Date: | 4 July 2025 |
| | (ii) Interest Commencement Date: | 28 September 2024 |
| 8. | Maturity Date: | 28 September 2037 |
| 9. | Interest Basis: | 2.00 per cent. Fixed Rate
(further particulars specified below) |
| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the |

- Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest Basis: Not Applicable
 12. Put/Call Options: Make-Whole Redemption by the Issuer
Issuer Residual Maturity Call Option
Clean-up Call Option
(further particulars specified below)
 13. (i) Status of the Notes: Unsubordinated
(ii) Date of Board approval for issuance of Notes obtained: Resolution of the Board of Directors (Conseil d'Administration) of the Issuer dated 18 December 2024 and decision of Mrs. Catherine MacGregor in her capacity as *Directrice Générale* of the Issuer dated 27 June 2025

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
 - (i) Rate of Interest: 2.00 per cent. *per annum* payable in arrear on each Interest Payment Date
 - (ii) Interest Payment Date(s): 28 September in each year from and including 28 September 2025 to and including the Maturity Date.
 - (iii) Fixed Coupon Amount: €2,000 per €100,000 in nominal amount
 - (iv) Broken Amount(s): Not Applicable
 - (v) Day Count Fraction: Actual/Actual (ICMA)
 - (vi) Determination Dates: 28 September in each year
15. **Floating Rate Note Provisions** Not Applicable
16. **Zero Coupon Note Provisions** Not Applicable
17. **Inflation Linked Interest Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. **Call Option** Not Applicable
19. **Make-Whole Redemption by the Issuer** Applicable
 - (i) Notice period: As per Conditions
 - (ii) Reference Rate: German Government Bund DBR 4 per cent. due January 2037 (ISIN Code: DE0001135275)

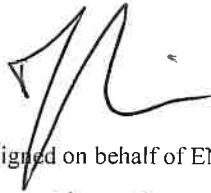
	(iii) Redemption Margin:	0.20 per cent.
	(iv) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
20.	Residual Maturity Call Option	Applicable
	(i) Residual Maturity Call Option Date:	28 June 2037
	(ii) Notice period:	As per Conditions
21.	Put Option	Not Applicable
22.	Change of Control Put Option	Not Applicable
23.	Clean-up Call Option	Applicable
	(i) Clean-up Call Percentage:	80 per cent.
	(ii) Early Redemption Amount:	EUR 100,000 per Note
24.	Final Redemption Amount of each Note	EUR 100,000 per Note
25.	Inflation Linked Notes – Provisions relating to the Final Redemption Amount	Not Applicable
25.	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(l)) or on event of default (Condition 9):	As per Conditions
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(h)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable
	(iv) Early Redemption Amount in respect of Inflation Linked Notes:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form (<i>au porteur</i>)
	(ii) Registration Agent	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable
27.	Financial Centre(s) (Condition 7(h)):	Not Applicable
28.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
29.	Details relating to Instalment Notes:	Not Applicable
30.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
31.	Consolidation provisions:	Not Applicable
32.	Meeting and Voting Provisions (Condition 11):	Contractual <i>Masse</i> shall apply
		Name and address of the Representative of the Series:
		MASSQUOTE S.A.S.U. RCS 529 065 880 Nanterre 7bis rue de Neuilly 5 F-92110 Clichy Mailing address: 33, rue Anna Jacquin 92100 Boulogne Billancourt France.
		Represented by its Chairman.
		The Representative will be entitled to a remuneration of €400 (VAT excluded) per year.
		The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.



Signed on behalf of ENGIE:

By: Maxime SIMON
Duly authorised

PART B – OTHER INFORMATION

1. **Listing and admission to trading** Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Paris with effect from 4 July 2025.

The Existing Notes are admitted to trading on Euronext Paris since 28 September 2017 in respect of the first tranche and since 31 October 2017 in respect of the second tranche.

Estimate of total expenses related to admission to trading: €14,000

2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

S & P: BBB+

Moody's: Baa1

Fitch: BBB+

Each of S&P, Moody's and Fitch is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended, the "**CRA Regulation**") and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website (www.esma.europa.eu/credit-rating-agencies/cra-authorisation)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale" in the Base Prospectus and save for the fees payable to the Dealer in connection with this issue, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus.
Estimated net amount of the proceeds: €82,946,767.12

5. YIELD

Indication of yield: 3.931 per cent. *per annum*
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN: FR00140110W2 before the Assimilation Date and
FR0013284270 from, and including, the Assimilation Date

Common Code: 311087711 before the Assimilation Date and 168964811
from, and including, the Assimilation Date

Any clearing system(s) other than
Euroclear France, Euroclear Bank
SA/NV and Clearstream Banking S.A.
and the relevant identification
number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional
Paying Agent(s) (if any): Not Applicable

7. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated:

(A) Names of Managers: Not Applicable

(B) Stabilisation Manager(s) if any: Not Applicable

(iii) If non-syndicated, name and
address of Dealer: Société Générale
29, boulevard Haussmann
75009 Paris
France

(iv) US Selling Restrictions Reg. S Compliance Category 2 applies to the Notes
(Categories of potential investors to
which the Notes are offered): TEFRA not applicable

(v) Singapore Sales to Institutional
Investors and Accredited Investors only: Not Applicable