

GENERAL SHAREHOLDERS' MEETING

APRIL 29, 2026
ENGIE CAMPUS – LA GARENNE-COLOMBES



OPENING



Yeu wind farm – Noirmoutier, France

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

AGENDA



01 Introduction
Jean-Pierre CLAMADIEU

02 2025 Performance & Strategic overview
Catherine MACGREGOR

03 2025 Results & Financial Outlook
Pierre-François RIOLACCI

04 Statutory auditors' report

05 Governance
Jean-Pierre CLAMADIEU

06 Dialogue
with shareholders

07 Vote on resolutions
Julia MARIS

AGENDA

REGULAR RESOLUTIONS

"CLASSIC" RESOLUTIONS

- ① and ② – Approval of the 2025 financial statements
- ③ – Appropriation of profit and determination of the amount of the 2025 dividend
- ④ – Regulated agreements
- ⑤ – Share buyback

GOVERNANCE

- ⑥ – Renewal of Mr. Jean-Pierre Clamadieu as Director
- ⑦ – Renewal of Mrs. Marie-Claire Daveu as Director
- ⑧ – Renewal of Mr. Ross McInnes as Director

STATUTORY AUDITORS

- ⑨ – Renewal of Deloitte & Associés as CAC in charge of the audit mission
- ⑩ – Appointment of KPMG as Auditors in charge of the audit of the accounts
- ⑪ – Renewal of Deloitte & Associés as CAC in charge of the assurance of sustainability information
- ⑫ – Appointment of KPMG as Auditors for the assurance of sustainability reporting

REMUNERATION

- ⑬ – ⑮ Remuneration of corporate officers (ex post)
- ⑯ – ⑰ Remuneration policies for corporate officers (ex ante)

TRANSFER OF THE REGISTERED OFFICE

- ⑱ – Ratification of the transfer of the Company's registered office

EXTRAORDINARY RESOLUTIONS

RENEWAL OF FINANCIAL AUTHORITIES

- ⑳ – ㉑ Delegations of powers granted to the Board of Directors to act on the company's capital

including 2 resolutions relating to employee share ownership

- Capital increase reserved for employees
- Allocation of free shares

RATIFICATION OF A BY-LAW AMENDMENT

- ㉒ – Compliance with the legal and regulatory provisions concerning the date of registration of shareholders for participation in the AGM

- ㉓ – Powers for formalities

INTRODUCTION



Power Lines, Brazil

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

A MORE UNSTABLE, MORE FRAGMENTED WORLD

MAJOR GEOPOLITICAL CONFLICTS, PARTICULARLY IN THE MIDDLE EAST



PRIORITIZING THE SAFETY OF EMPLOYEES AND ASSETS

Impact on **regional stability**

Disruption of international **supply chains**

Impact on **energy markets**

DISRUPTION OF ECONOMIC AND TRADE BALANCES



Trade wars

Increased tensions over tariffs

Energy price volatility

UNCERTAIN POLICY AND LEGAL FRAMEWORKS

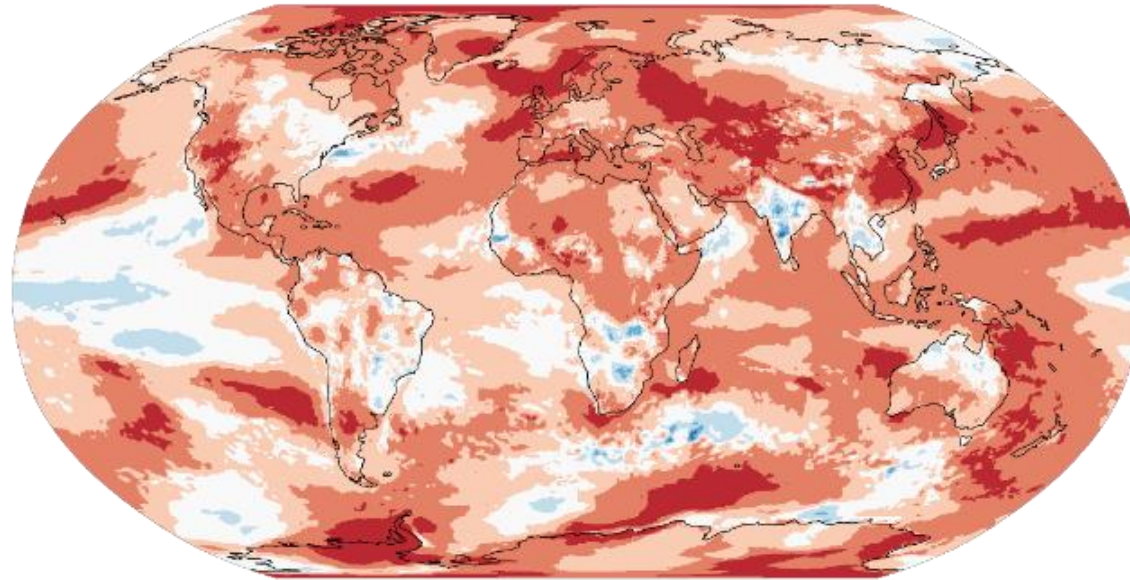


Rise of **populism** and questioning of **international law**

Instability of legal and regulatory frameworks in certain countries

IN THIS UNSTABLE CONTEXT, THE CLIMATE EMERGENCY REMAINS

2025

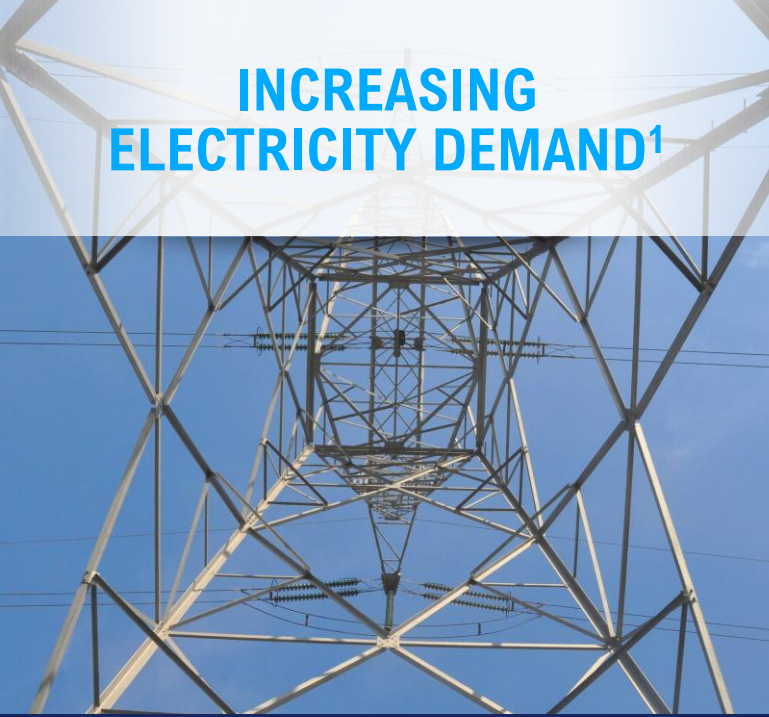


2025,
among the **3 hottest** years
on record

Intensification
of extreme weather events

The energy transition
is no longer an option

THE TRANSFORMATION OF THE ENERGY SECTOR CONTINUES...



INCREASING ELECTRICITY DEMAND¹

Electrification of household uses worldwide

+3.5% per year

between 2026 and 2030



SHARP REDUCTION IN THE COST OF RENEWABLES¹

Solar PV	Onshore wind
-70%	-50%
~135	~80
~43	~34

LCOE³ USD/MWh (2015 to 2025)



BIOMETHANE GROWTH²

In Europe

200 TWh by 2030

vs. 2025

¹ Sources: AIE

² Source: ENGIE & AIE

³ Levelized average cost of energy

... WITH DIFFERENT GEOGRAPHICAL VARIATIONS



SOVEREIGNTY AND DECARBONIZATION

RES

47% of the electricity mix
(+1% vs. 2024)



INDUSTRY LEADERSHIP

RES

35% of the electricity mix
(+16% vs. 2024)



RISING DEMAND DRIVEN BY THE EXPANSION OF DATACENTERS

RES

25% of the electricity mix
(+11% vs. 2024)



INDIA

RES

22% of the electricity mix
(+19% vs. 2024)

GULF COUNTRIES

RES

c.40 GW pipeline

ENGIE DEMONSTRATED ONCE AGAIN THIS YEAR THE RESILIENCE OF ITS INTEGRATED MODEL



100 YEARS
OF ENERGY TRANSITION
150 YEARS OF HISTORY



SOLID ECONOMIC PERFORMANCE



A REBALANCED BUSINESS PORTFOLIO following the acquisition of **UK Power Networks**



CONFIRMATION OF OUR Net Zero Carbon TRAJECTORY

2025 PERFORMANCE AND STRATEGIC OVERVIEW

Karstädt-Waterloo Wind Arc, Germany

Catherine MACGREGOR

CEO



2025 PERFORMANCE

2025: A PERFORMANCE DYNAMIC THAT IS CONFIRMED

Another robust financial performance

Reaching the top end of the guidance range

Strong strategic achievement with flagship projects

A pivotal year in Belgium

EARNINGS AT THE UPPER END OF THE GUIDANCE, WITH PROPOSED DIVIDEND OF €1.35

EBIT excluding nuclear

€8.8bn

vs. €8.9bn in 2024

RNRpg¹

€4.9bn

vs. €5.5bn in 2024

CFFO¹

€13.6bn

Up €0.6bn

DIVIDENDE

€1.35

per share

RENEWABLES AND STORAGE: A RECORD YEAR IN TERMS OF NEW INSTALLED CAPACITY

Significant
additional capacity

6.2 GW

commissioned
in 2025
o/w **2.4 GW** in the US,
1.6 GW in Europe,
1.6 GW in Latam
0.6 GW in AMEA

57.2 GW

total installed capacity

7.9 GW

under construction

More integrated in the markets
where we have recently expanded

BRAZIL

Commissioning of our largest
onshore windfarm in the world (856 MW)

INDIA

Award of our first BESS Project (280 MW)

CHILE

Lile New battery project at the former
Mejillones coal plant,
(140 MW / 802 MWh)

UAE

1.5 GW solar PPA signed

A global leader in
green PPAs

4.8 GW

of PPAs signed in 2025,
up 11% y-o-y

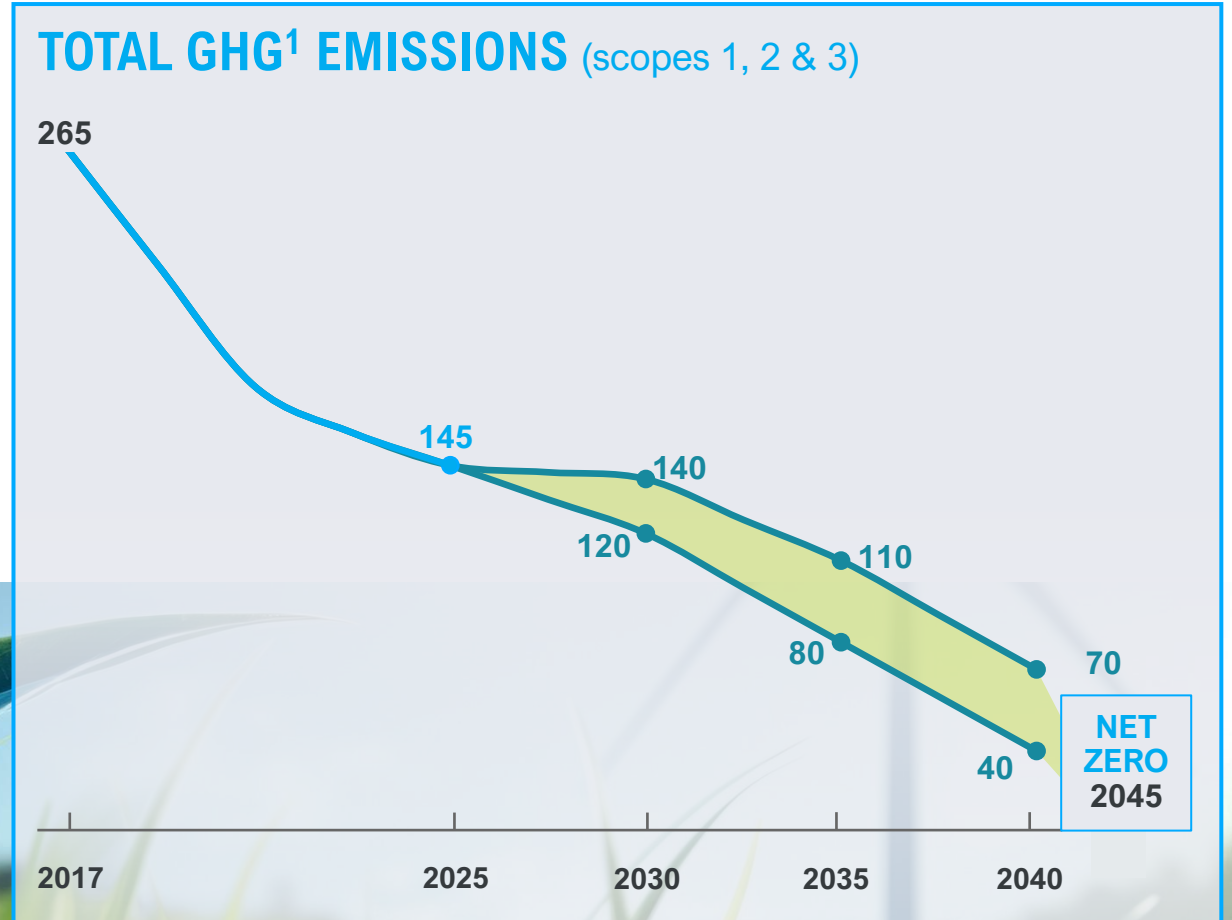
#1

in corporate PPAs

In 2025
and over last 15 years
(Source: BNEF)

CLIMATE STRATEGY: ANOTHER YEAR OF MAJOR ACHIEVEMENTS

- **c.45%** emissions reduction since 2017
- **Rationalization** of our portfolio of thermal assets
- **Successful exit of coal** in Continental Europe
- Ramp-up of **renewables, electrification and green gases**



SHARING VALUE CREATION 2025



Shareholders

€3.4bn

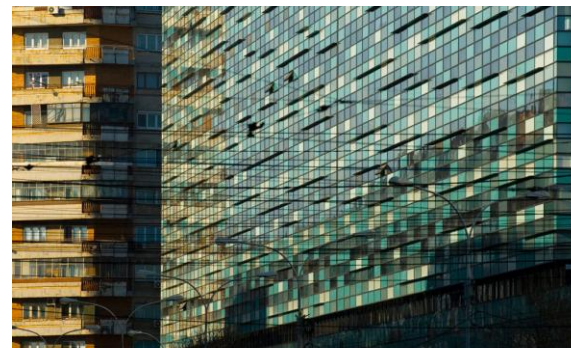
Dividends



Employees

€8.6bn

*Salaries
and social charges*



Suppliers

€49bn

*Procurement,
including energy*



States and communities

€4.7bn

Taxes

**Success of LINK 2025:
strong participation that confirms the teams' support for ENGIE's strategic orientations**



UK POWER NETWORKS: **acquiring the best-in-class regulated power distribution network in the UK**

DECISIVE MOVE TOWARDS OUR BEST ENERGY TRANSITION UTILITY AMBITION

Unique opportunity
to **rebalance**
ENGIE portfolio
towards
power networks

Growing, **regulated**
predictable cashflows
to enhance
our Utility profile

Bolstering
our presence
in the UK, now our
2nd largest country

Earnings accretive
from first full-year,
with dividend policy
and rating unchanged

**Delivering on our mid-2024 pledge to expand
in power networks in Europe**

UK POWER NETWORKS, BEST-IN CLASS REGULATED POWER DISTRIBUTION NETWORK IN THE UK

Leading DNO in UK, across 3 licenses (East of England, London and South-East of England)

192,000km
Networks length

76%
Underground lines

8.5M
Customers



Track record of outstanding safety & operational performance

- #1 One of the **best returns on regulated equity**
- #1 Best DNO in Ofgem’s broad measure of **customer satisfaction (94.2%)**
- #1 Leading innovation with #1 in the UK for **smart grid capabilities**¹

March 2024/25 key indicators

+14%	
£9.2bn RAV ² end-March 2025	£10.5bn RAV estimated end-March 2028
£1.3bn Capex	£1.4bn CFFO ³

6,500 professionals, recognized for their expertise, excellence & commitment

1. Singapore Power Group’s Smart Index
 2. Regulatory Asset Value
 3. Cash Flow From Operations = Free Cash Flow before Maintenance Capex



STRATEGIC OVERVIEW

ENGIE IN FIGURES AS OF 31 DECEMBER 2025

RENEWABLES & FLEX POWER

103 GW

installed capacity

o/w 57 GW Renewables and BESS

NETWORKS

€32bn
gas RAB¹

LOCAL ENERGY INFRASTRUCTURES

372
DHC Networks

SUPPLY & ENERGY MANAGEMENT

500 TWh

sold

o/w 232 TWh power B2B/B2C



INFRASTRUCTURES AND RENEWABLE & BESS: THE TWO PILLARS OF OUR INVESTMENT STRATEGY

2026-28 total CAPEX¹



€34bn
to
€38bn

Renewables & BESS
c.44%

Infrastructures
c.45%

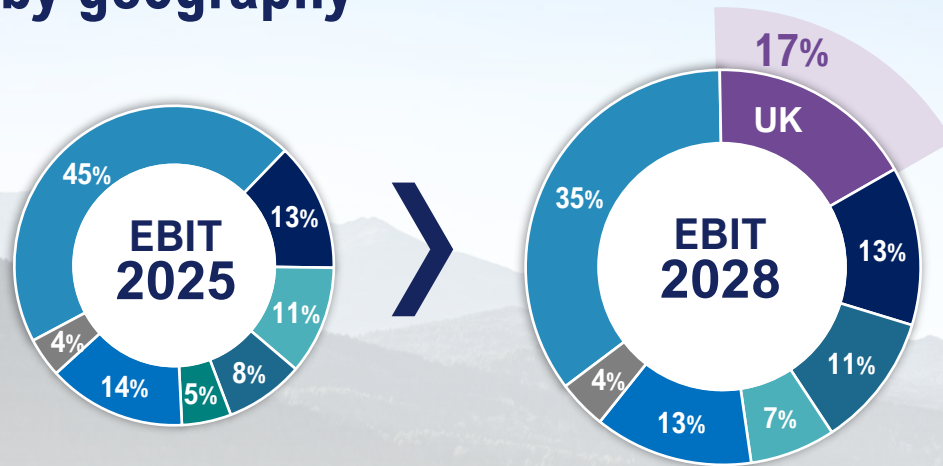
**DYNAMIC CAPITAL
ALLOCATION**

with **c.90%** in renewables, batteries
and infrastructures

- A balanced 121 GW **renewable and battery** pipeline
- Strong cash flows in the **GBU Networks** supporting growth
- Unique know-how **to benefit from the growth of the data center market** with 3 to 4 GW co-located by 2030

MORE BALANCED GEOGRAPHICAL FOOTPRINT, UK NOW OUR 2ND COUNTRY

EBIT by geography



■ France ■ UK ■ Brazil ■ Belgium ■ US ■ Chile
■ Next 5 countries ■ Other

- **Top 5 countries in 3 regions** (Europe, Latam, Noram)
- **UK becomes our 2nd country** with a presence across the whole value chain (R&F, SEM and Networks)

IMPROVED RISK PROFILE, WITH GREATER PREDICTABILITY

Risk profile



■ Regulated / Long term contracted
 ■ Other contracted
 ■ Merchant / Hedged

- **67% EBIT** regulated & long term contracted in 2028 up from **42%** in 2024
- **15% merchant exposure** in 2028 down from **45%** in 2024

ENGIE IN 2030

RENEWABLES & FLEX POWER

95 GW

Renewables and storage
installed capacity

INFRASTRUCTURES

€60bn

RAB¹ & capital employed

10,000km
Transmission Lines

50 TWh
of Biomethane capacity
connected to French
networks

550
DHC

SUPPLY & ENERGY MANAGEMENT

300 TWh

Power sales B2B/B2C



2025 RESULTS



Karstädt wind farm, Germany

Pierre-François RIOLACCI

EVP in charge of Finance, ESG and Procurement



FY 2025 RESULTS



FINANCIAL RESULTS HIGHLIGHTS

SOLID EBIT PROGRESS AND EXCELLENT CASH FLOW DELIVERY

- **EBIT (excluding Nuclear) at €8.8bn**, up 2% organically, with a strong H2 2025
- Excellent cash generation with **CFFO at €13.6bn**, up €0.6bn vs previous year
- **Net financial debt up €5.7bn** due to nuclear agreement in Belgium
- **Economic net debt down €2.7bn**. Stable credit ratio, well below 4x threshold

PROPOSED DIVIDEND

€1.35

FY RESULTS

(in €bn, unaudited figures¹)

	Actual	Δ Gross	Δ Organic ²
EBITDA (excl. Nuclear)	13.4	0%	+3%
EBIT (excl. Nuclear)	8.8	-2%	+2%
NRlgs	4.9	-0.6	
NIgs	3.8	-0.3	
CFFO ³	13.6	+0.6	
Capex ⁴	7.9	-2.0	
Net Financial Debt	38.9	+5.7	
Economic Net Debt	45.2	-2.7	
Economic Net Debt/EBITDA	3.1x	+0.0x	

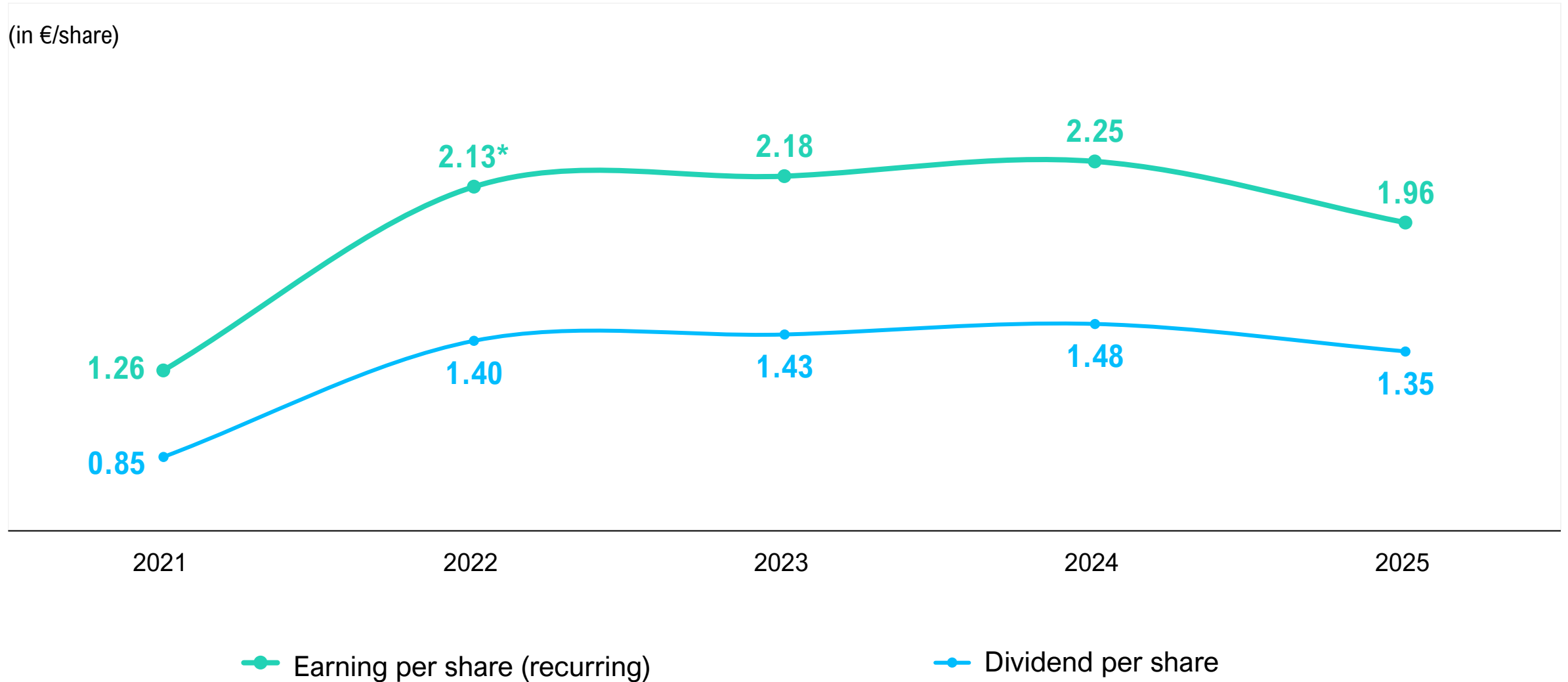
¹ Unaudited figures through the presentation

² Organic variation = gross variation without scope and foreign exchange effects

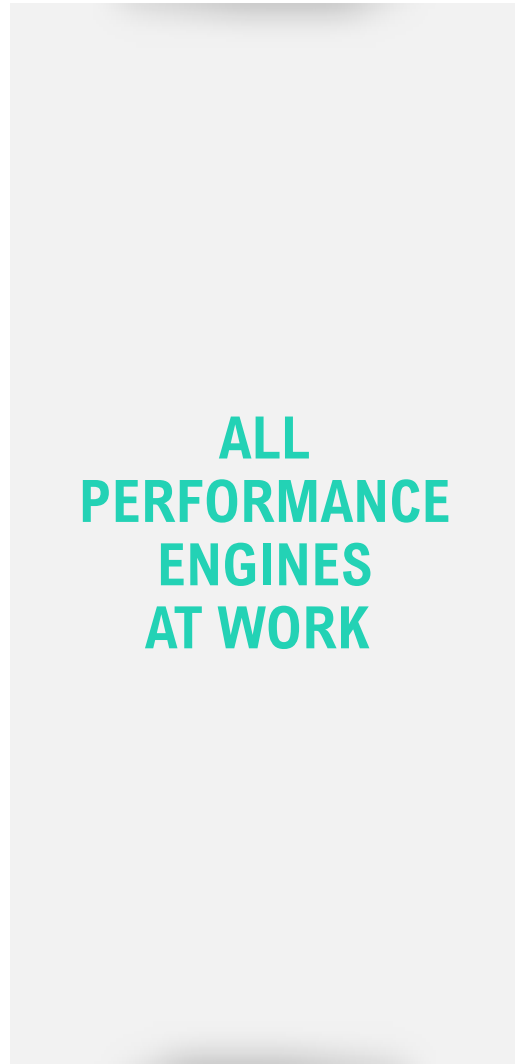
³ Cash flow from Operations = Free Cash Flow before Maintenance Capex and nuclear provisions funding

⁴ Including maintenance Capex. Growth Capex: net of DBSO and US tax equity proceeds, including netdebt acquired

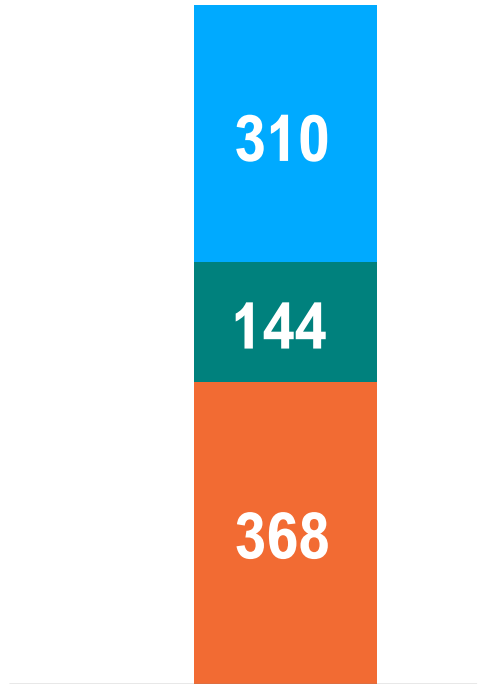
PERFORMANCE AND DIVIDEND PER SHARE



OUTSTANDING CONTRIBUTION OF THE PERFORMANCE PLAN



2025 PROGRESS
€823m



- Operational Excellence
- Culture & competitiveness
- Loss-making activities

OPERATIONAL EXCELLENCE

- **Renewables:** PPA renegotiations, asset optimizations
- **LEI:** contract portfolio cleaning, pricing improvements
- **Others:** margin efficiency and lifetime extension for Flex Power, procurement, ...

CULTURE & COMPETITIVENESS (C2)

- **LEI:** removal of France management layer
- **Frugality actions** focusing on travel, consulting and events
- **Ramping up of efficiency measures** in digital and other support functions

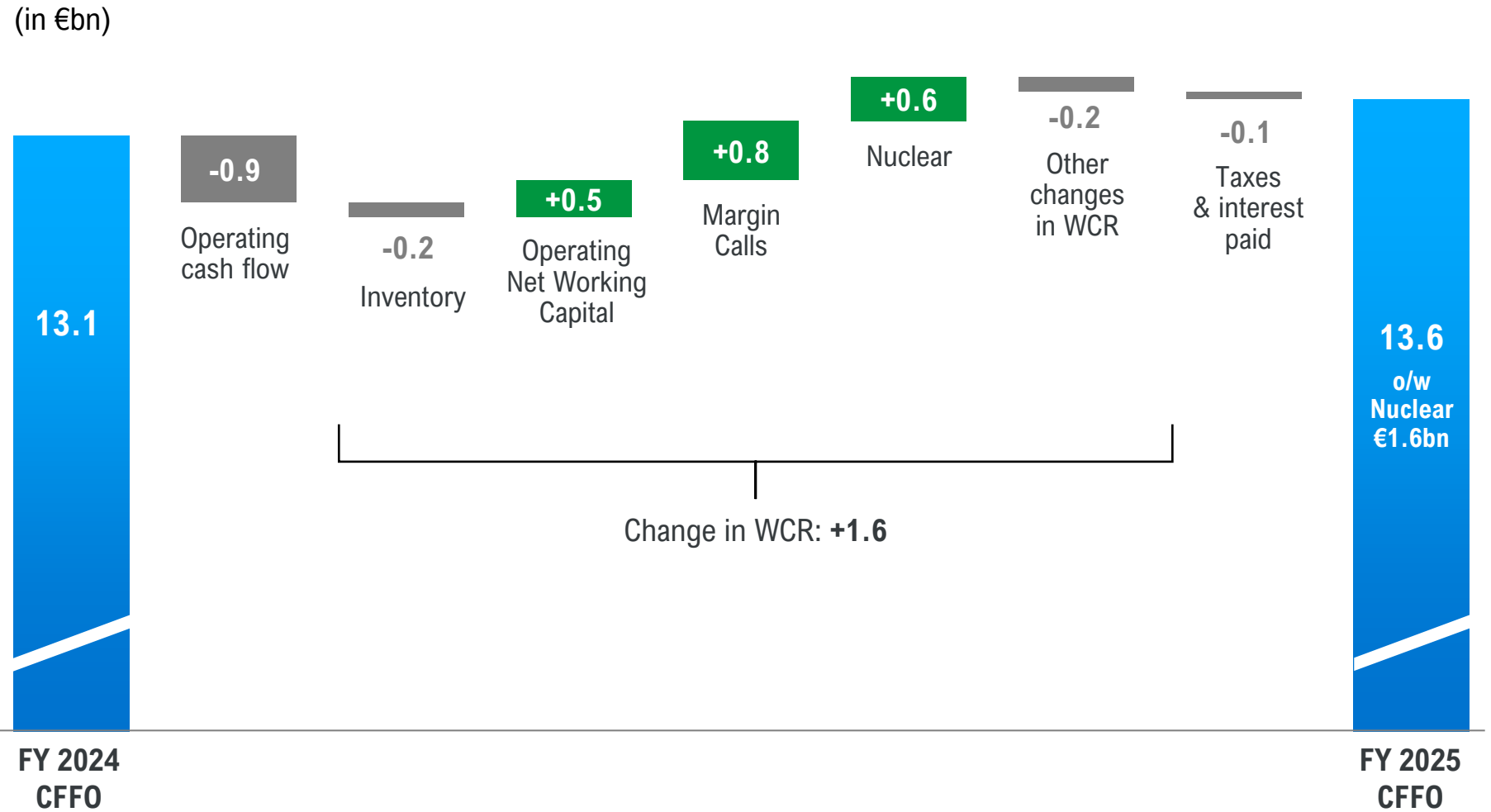
LOSS-MAKING ACTIVITIES

- Main contribution from **turnaround of EV Box and Retail Energy Saving Certificates (CEE)**
- Most **actions are already executed**, limiting further effects in 2026–2028



CASH FLOW FROM OPERATIONS

EXCELLENT CASH GENERATION SUPPORTED BY POSITIVE WCR DYNAMICS



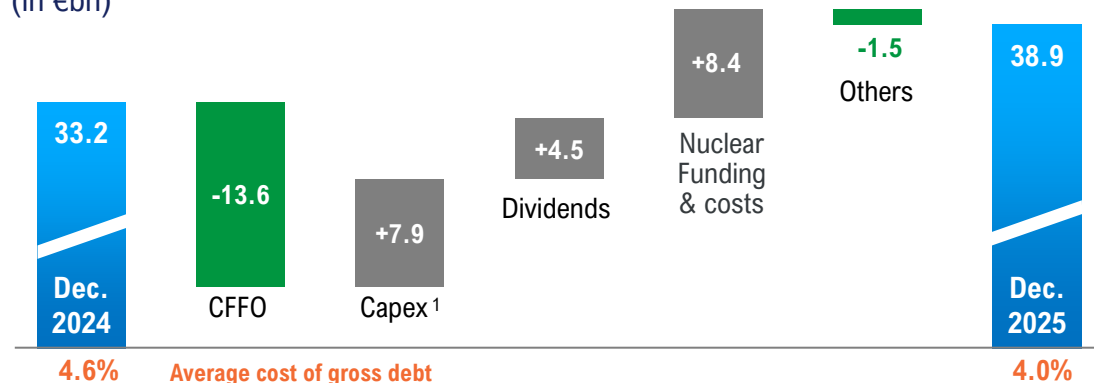


STABLE CREDIT RATIOS, RATING MAINTAINED

DELIVERING
STRONG
CASH FLOW
TO FUND
INVESTMENTS
& DIVIDENDS

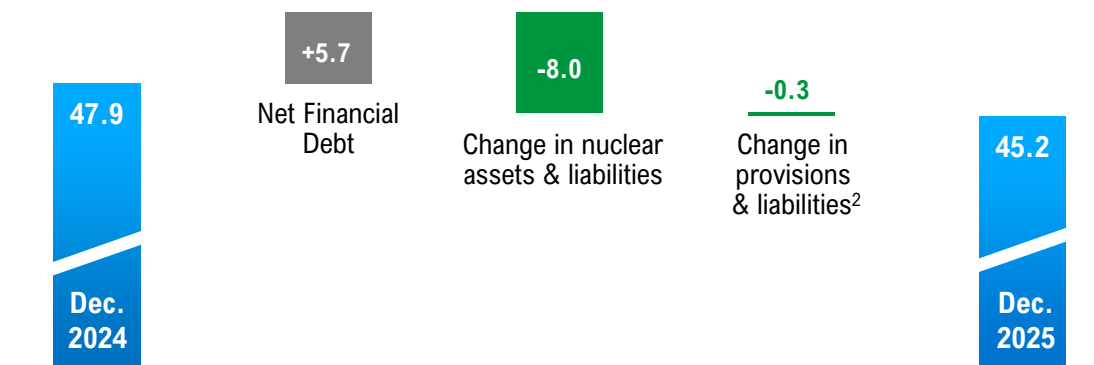
NET FINANCIAL DEBT

(in €bn)

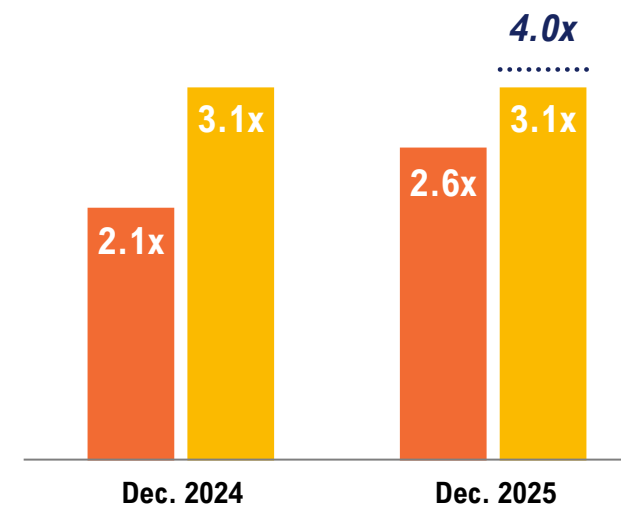


ECONOMIC NET DEBT

(in €bn)



LEVERAGE RATIOS



- Net Financial Debt / EBITDA
- Economic Net Debt / EBITDA

RATING
'Strong investment grade'
maintained

FINANCIAL OUTLOOK 2026 - 2028



DELIVERING ON THE GROWTH BLUEPRINT

DYNAMIC TRAJECTORY

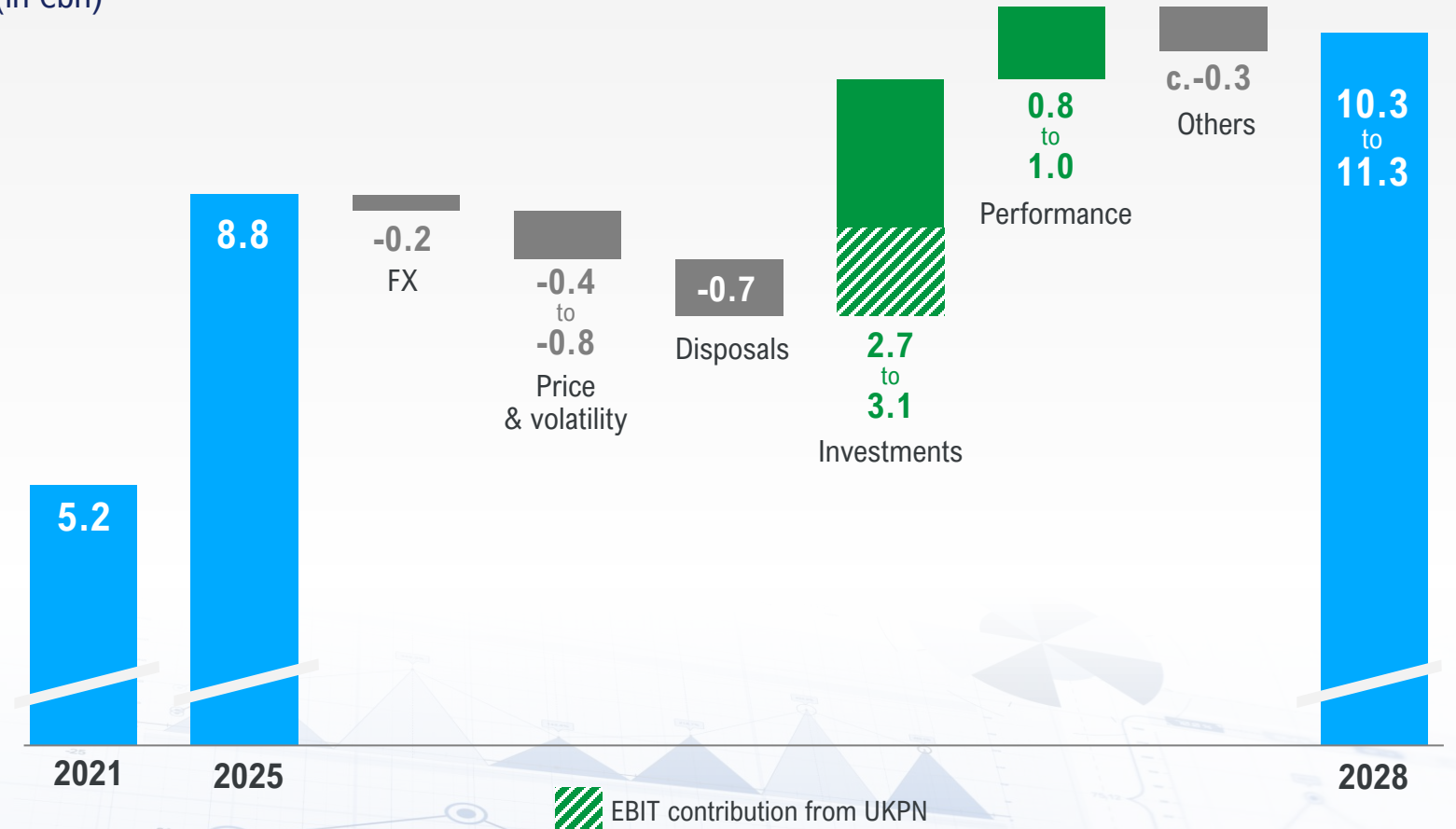
7%

EBIT¹ CAGR
over 2025-28

Driven by investment
& performance plan

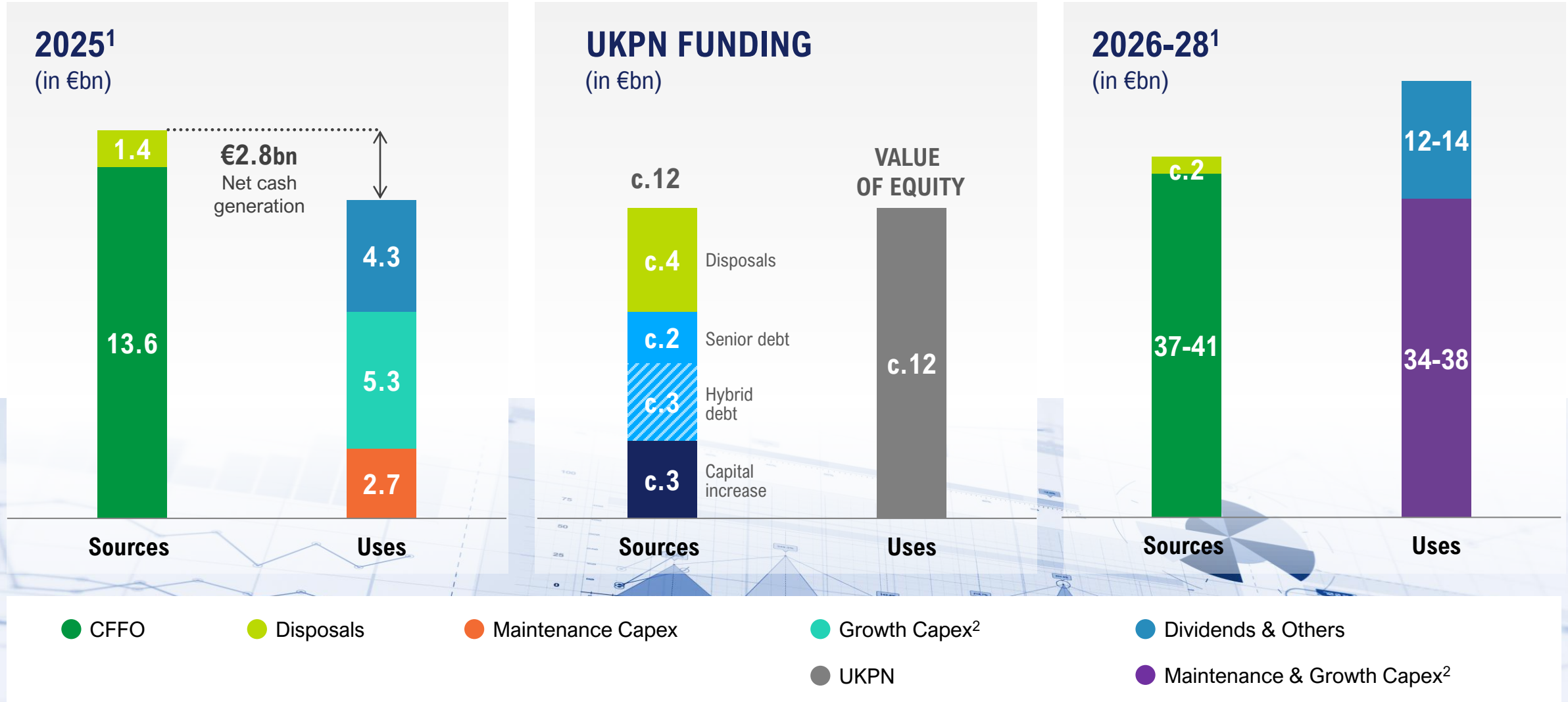
2025-28 EBIT¹ EVOLUTION

(in €bn)





CASH FLOW EQUATION & ACQUISITION FINANCING



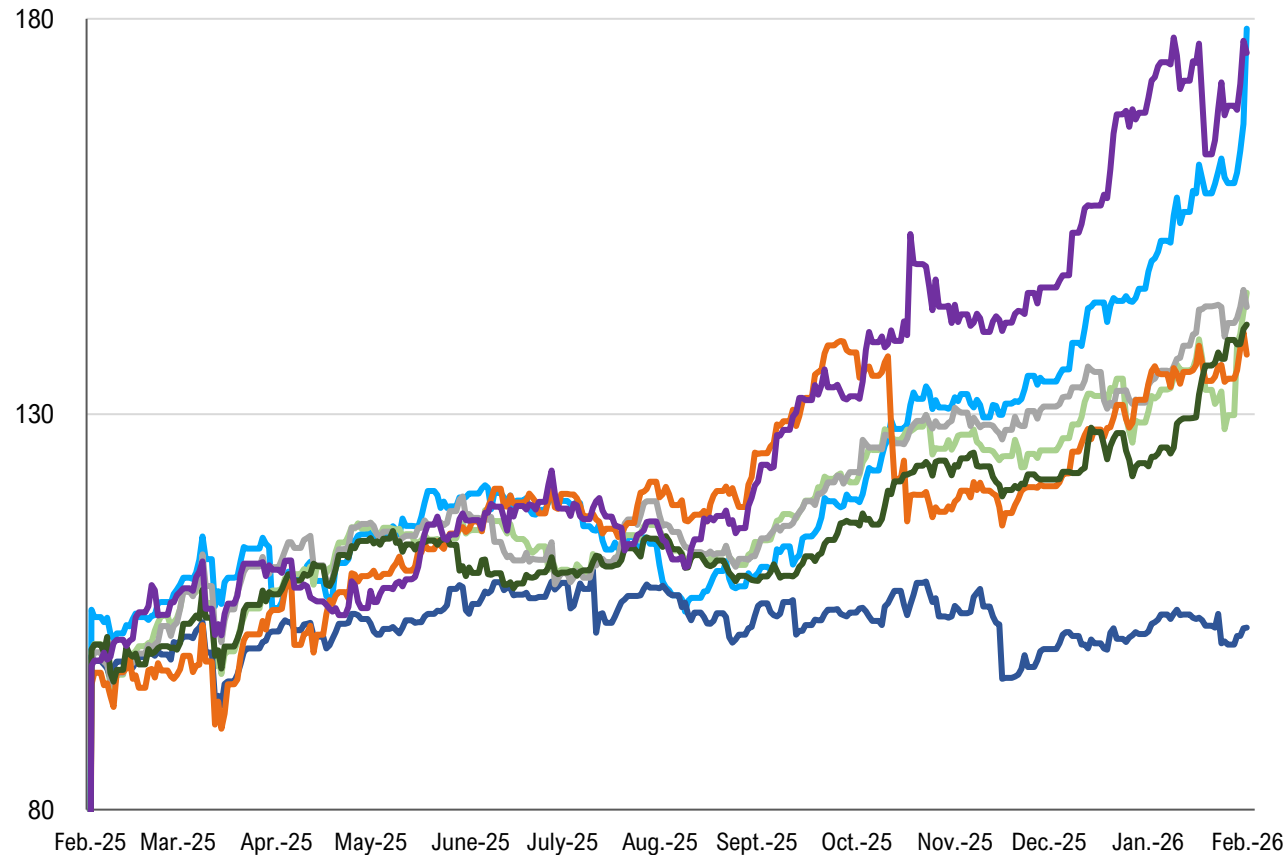
1. Financial equation (excluding Nuclear phase-out & UKPN Acquisition price & Financing)
 2. Growth Capex net of sell down, US tax equity proceeds and including net debt acquired

POSITIVE MARKET REACTION: +7% ON FEBRUARY 26

ENGIE has outperformed the sector since the beginning of the year

SHARE PRICE PERFORMANCE – ENGIE VS. PAIRS

February 26, 2025 - February 26, 2026



	TSR 2025 31/12/24 – 31/12/25	TSR YTD 31/12/25 – 14/04/26
ENGIE	+59%	+32%
RWE	+58%	+18%
Iberdrola	+45%	+17%
snam	+38%	+16%
enel	+35%	+15%
edp	+35%	+12%
Naturgy	+34%	+10%
Industry	+19%	+6%
CAC40	+14%	+1%

STATUTORY AUDITORS' REPORT



Cold production site - Canada Paris 15th, France

Sarah KOKOT
Statutory Auditor

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 21 to 24 and 27 to 29)

OTHER REPORTS

- **Sustainability Statement Assurance Report under the ESRS standards**

GOVERNANCE



Beauce Gâtinais Biomethazization plant (BGB), Pithiviers, France

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

COMPOSITION OF THE BOARD OF DIRECTORS IN 2025

14 members¹

45% of women²

60% Independent Directors³



¹ Since the 2025 General Shareholders' Meeting

² In accordance with the Women on Boards Directive, parity in the Council is assessed by separate colleges. The percentage of 45% concerns the Directors appointed by the General Meeting; Directors representing employees are assessed separately (33%, taking into account the fact that the college is composed of three members).

³ In accordance with the provisions of the French Commercial Code and the recommendations of the Afep-Medef Code, the assessment of the proportion of independent Directors on the Board of Directors is carried out by excluding from the count the Directors representing employees as well as the Directors representing employee shareholders.

THE BOARD OF DIRECTORS AND ITS WORK IN 2025

9 meetings

99% participation

**Group strategic
planning
and monitoring
of its operations**

**Investments
and sales
of assets**

**Finance,
Audit & Risks**

**Governance,
appointments
and compensation**

ESG

BOARD ASSESSMENT

Positive aspects

Well-conducted and **balanced** discussions,
high-quality inputs and **solid documentation**

Quality and relevance of the topics discussed at the Council

Increased understanding of the Group, its activities
and key strategic themes by the Board

Strengthening risk management

More **effective** review of investment projects

Preparation of the work of the Board
of Directors and committees

Increased capacity of the Board to anticipate
and prepare for the future

Focus for 2026

Continue work
on **succession** plans

Increase attention to HR topics,
especially for transformation projects

Continue to deepen the deepening
of forward-looking strategic themes
(geopolitics, R&I, AI and digitalization, competition)

Executive sessions at the end
of each Board meeting

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- ⑬ – ⑮ Remuneration of corporate officers (ex post)
- ⑯ – ⑱ Remuneration policies for corporate officers (ex ante)

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- 31 – Powers for formalities

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PROPOSAL FOR THE REAPPOINTMENT OF MANDATES



JEAN-PIERRE CLAMADIEU

Chairman of the Board of Directors
of ENGIE
(since May 2018)

Chairman of the Investment
and Technology Committee

67 years old

French nationality

Shares held: 50,000



MARIE-CLAIRE DAVEU

Director of ENGIE
(since April 2022)

President of the Committee
for Ethics, Environment
and Sustainable Development

55 years old

French nationality

Shares held: 3,500



ROSS McINNES

Director of ENGIE (since May 2018)
Chairman of the Audit Committee

Member of the Investment
and Technology Committee

Member of the Ethics, Environment
and Sustainable Development Committee

72 years old

French and Australian nationalities

Shares held: 4,900

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- ⑲ – Ratification of the transfer of the Company's registered office

EXTRAORDINARY RESOLUTIONS

RENEWAL OF FINANCIAL AUTHORITIES

- ⑳ – ㉑ Delegations of powers granted to the Board of Directors to act on the company's capital
- including 2 resolutions relating to employee share ownership
- Capital increase reserved for employees
 - Allocation of free shares

RATIFICATION OF A BY-LAW AMENDMENT

- ⑳ – Compliance with the legal and regulatory provisions concerning the date of registration of shareholders for participation in the AGM
- ㉓ – Powers for formalities

AGENDA

REGULAR RESOLUTIONS

"CLASSIC" RESOLUTIONS

- ① and ② – Approval of the 2025 financial statements
- ③ – Appropriation of profit and determination of the amount of the 2025 dividend
- ④ – Regulated agreements
- ⑤ – Share buyback

GOVERNANCE

- ⑥ – Renewal of Mr. Jean-Pierre Clamadieu as Director
- ⑦ – Renewal of Mrs. Marie-Claire Daveu as Director
- ⑧ – Renewal of Mr. Ross McInnes as Director

STATUTORY AUDITORS

- ⑨ – Renewal of Deloitte & Associés as CAC in charge of the audit mission
- ⑩ – Appointment of KPMG as Auditors in charge of the audit of the accounts
- ⑪ – Renewal of Deloitte & Associés as CAC in charge of the assurance of sustainability information
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REMUNERATION

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COMPENSATION OF THE CEO FOR 2025 (EX POST)

FIXED ANNUAL €1,150,000

€1,150,000

ANNUAL VARIABLE €1,265,000 at target

TOTAL ACHIEVEMENT 125.1%

PONDÉRATION **TAUX DE VERSEMENT**

		PONDÉRATION	TAUX DE VERSEMENT
FINANCIAL CRITERIA	NRIGs	16.25%	108.3%
	EBIT	16.25%	106.2%
	Economic Net Debt	16.25%	150%
	Free Cash Flow	16.25%	150%
EXTRA-FINANCIAL CRITERIA	Greenhouse Gas Emissions	7%	150%
	Safety performance	7%	100%
	Female managers hired	6%	50% ²
	Group strategic and operational objectives	15%	140%

€1,582,515

LONG-TERM INCENTIVE

Allocation to the target equivalent to 180% of the annual fixed in book valuation – 192,567 performance shares awarded

Acquired in 2028, subject to the fulfilment of performance conditions

€2,070,000¹

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2026 CEO COMPENSATION POLICY (EX ANTE)

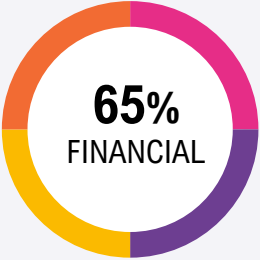
FIXED ANNUAL €1,150,000

LONG-TERM INCENTIVE €2,070,000 to the target

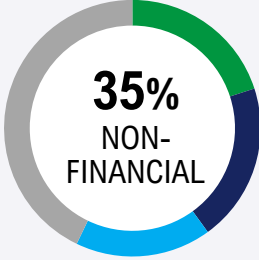
ANNUAL VARIABLE €1,265,000 to the target

Target: 110% of fixed salary
Maximum: 150% of the target

- 16.25% NRIGs
- 16.25% EBIT
- 16.25% Economic Net Debt
- 16.25% Free Cash Flow
- 7% Greenhouse gas emissions
- 7% Safety Performance (LTIR)
- 6% Safety Performance (LTIR)
- 15% Group strategic and operational objectives



65%
FINANCIAL

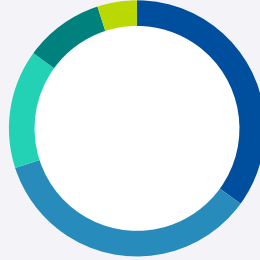


35%
NON-FINANCIAL

Target: 180% of fixed salary¹
Maximum: 120% of target

- 35% Total Shareholder Return (TSR)
- 35% ROACE²
- 15% GHG emissions (related to total carbon footprint of the Group)
- 10% Share of women among Group managers³
- 5% Renewables installed capacity

30% non-financial criteria



NEW SINCE 2025

- Wider scope for Greenhouse gas emissions
- Wider scope of Renewables installed capacity

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 compensation⁴

SEVERANCE PAYMENT
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% average

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DIALOGUE WITH SHAREHOLDERS



Wind farm, Courcelles, France

GENERAL SHAREHOLDERS' MEETING

APRIL 29, 2026
ENGIE CAMPUS – LA GARENNE-COLOMBES



VOTE ON RESOLUTIONS



Dinorwig Pumped Storage Hydroelectric Power Station, UK

Julia MARIS

Executive Vice President in charge of Corporate Secretariat

Fonctionnement des tablettes de vote

Lorsque le vote est ouvert, la résolution s'affiche automatiquement (même si votre tablette était en veille).

Pour voter :

1 Appuyer sur le bouton correspondant à votre choix :

Pour

Abstention

Contre

Tant que votre choix n'est pas validé vous pouvez le modifier

2 Valider avec le bouton **OK** avant la clôture du vote.

Attention toute validation est définitive



FIRST RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Annual accounts for the 2025 financial year

- The purpose of this resolution is to approve the annual accounts for the 2025 financial year.

SECOND RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Consolidated financial statements for the 2025 financial year

- The purpose of this resolution is to approve the consolidated financial statements for the 2025 financial year.

THIRD RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Appropriation of profit and determination of the 2025 dividend

- The purpose of this resolutions is:
 - to allocate the profit for the financial year, and
 - to set the dividend at €1.35 per share, together with the increased dividend applicable to the 283,595,163 registered shares held in registered form for at least two years as at 31 December 2025, amounting to €0.135 per share.
- Ex-dividend date: 30 April 2026.
- Dividend payment date: 5 May 2026.

FOURTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Approval of the Statutory Auditors' special report on related agreements referred to in Article L.225-38 of the French Commercial Code

- The purpose of this resolution is to approve, by the General Meeting, the terms of the Statutory Auditors' special report on agreements entered into in prior financial years and continuing in force during 2025.

FIFTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Renewal of the authorization for the Company to repurchase its own shares

- Maximum purchase price: €40 per share;
- Maximum holding and aggregate repurchase limit over the term of the authorization: 10% of the share capital;
- Aggregate amount of acquisitions: €9.8 billion;
- This resolution may not be used during a public offer for the Company's shares;
- Term of the authorization: 18 months.

SIXTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Renewal of Mr Jean-Pierre Clamadiou's term of office as Director

- Term of office: General Meeting to be held in 2030 to approve the financial statements for the 2029 financial year.

SEVENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Renewal of Mrs Marie-Claire Daveu's term of office as Director

- Term of office: General Meeting to be held in 2030 to approve the financial statements for the 2029 financial year.

EIGHTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Renewal of Mr Ross McInnes' term of office as Director

- Term of office: General Meeting to be held in 2030 to approve the financial statements for the 2029 financial year.

NINTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Renewal of Deloitte & Associés as Statutory Auditor in charge of the certification of the financial statements

- Term of office: General Meeting to be held in 2032 to approve the financial statements for the 2031 financial year.

TENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Appointment of KPMG S.A. as Statutory Auditor in charge of the certification of the financial statements

- Term of office: General Meeting to be held in 2032 to approve the financial statements for the 2031 financial year.

ELEVENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Renewal of Deloitte & Associés as Statutory Auditor in charge of sustainability information

- Term of office: General Meeting to be held in 2032 to approve the financial statements for the 2031 financial year.

TWELFTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Appointment of KPMG S.A. as Statutory Auditor in charge of sustainability information

- Term of office: General Meeting to be held in 2032 to approve the financial statements for the 2031 financial year.

THIRTEENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Approval of the information referred to in Article L.22-10-9, I of the French Commercial Code relating to the remuneration paid during the 2025 financial year or granted in respect of the same financial year to corporate officers

- Ex post vote on all remuneration paid or granted in respect of the office to corporate officers during the past financial year, as set out in the 2025 Universal Registration Document, section 4.2.2.

FOURTEENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Approval of the total remuneration and benefits of any kind paid during the 2025 financial year or granted in respect of the same financial year to Mr Jean-Pierre Clamadieu, Chairman of the Board of Directors

- Shareholders are requested to approve the items comprising the total remuneration and benefits of any kind paid during the 2025 financial year, or granted in respect of the same financial year, to Mr Jean-Pierre Clamadieu, as set out in section 4.2.1.1 of the 2025 Universal Registration Document.

FIFTEENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Approval of the total remuneration and benefits of any kind paid during the 2025 financial year or granted in respect of the same financial year to Mrs Catherine MacGregor, Chief Executive Officer

- Shareholders are requested to approve the items comprising the total remuneration and benefits of any kind paid during the 2025 financial year, or granted in respect of the same financial year, to Mrs Catherine MacGregor, as set out in section 4.2.1.2 of the 2025 Universal Registration Document.

SIXTEENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Approval of the remuneration policy for Directors

- Shareholders are requested to approve, pursuant to Article L.22-10-8 of the French Commercial Code, the remuneration policy for Directors, as presented in the 2025 Universal Registration Document, section 4.2.4.

SEVENTEENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Approval of the remuneration policy for the Chairman of the Board of Directors

- Shareholders are requested to approve, pursuant to Article L.22-10-8, II of the French Commercial Code, the elements of the remuneration policy for the Chairman of the Board of Directors, as presented in section 4.2.3.1 of the 2025 Universal Registration Document.

EIGHTEENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Approval of the remuneration policy for the Chief Executive Officer

- Shareholders are requested to approve, pursuant to Article L.22-10-8, II of the French Commercial Code, the elements of the remuneration policy for the Chief Executive Officer, as presented in section 4.2.3.2 of the 2025 Universal Registration Document.

NINETEENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Ratification of the transfer of the Company's registered office

- Shareholders are requested to ratify the transfer of the Company's registered office to 67 rue Jules Ferry, 92250 La Garenne-Colombes, and the corresponding amendment to the bylaws.

TWENTIETH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Delegation of authority to the Board of Directors to increase the share capital, with preferential subscription rights

- The purpose of this resolution is to renew the authorization granted by the General Meeting of 30 April 2024;
- Maximum amount: €225 million;
- Term of the authorization: 26 months.

TWENTY-FIRST RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Delegation of authority to the Board of Directors to increase the share capital, without preferential subscription rights

- The purpose of this resolution is to renew the authorization granted by the General Meeting of 30 April 2024;
- Minimum issue price of the shares: the market price at the last trading session preceding the start of the offering, possibly less a maximum discount of 10%;
- Maximum amount: €225 million;
- Term of the authorization: 26 months.

TWENTY-SECOND RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Delegation of authority to the Board of Directors to increase the share capital, without preferential subscription rights, in connection with an offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code

- The purpose of this resolution is to renew the authorization granted by the General Meeting of 30 April 2024.
- “*Reserved*” issue;
- Minimum issue price of the shares: the market price at the last trading session preceding the start of the offering, possibly less a maximum discount of 10%;
- Maximum amount: €225 million;
- Term of the authorization: 26 months.

TWENTY-THIRD RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights for shareholders

- The purpose of this resolution is to renew the authorization granted by the General Meeting of 30 April 2024;
- Amount: up to a maximum of 15% of the initial issuance;
- Term of the authorization: 26 months.

TWENTY-FOURTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Delegation of authority to the Board of Directors to increase the share capital in consideration for contributions of equity securities or securities giving access to the share capital granted to the Company

- The purpose of this resolution is to renew the authorization granted by the General Meeting of 30 April 2024;
- “*Reserved*” issue;
- Maximum amount: €225 million;
- Term of the authorization: 26 months.

TWENTY-FIFTH RESOLUTION

ASSEMBLÉE GÉNÉRALE

ORDINAIRE

EXTRAORDINAIRE

Limitation of the Overall Ceiling for delegations of authority to increase the share capital and issue debt securities

- The purpose of this resolution is to renew the Overall Ceiling authorized by the General Meeting of 30 April 2024:
 - for capital increases through the issuance of shares, up to an amount of €265 million; and
 - for issuances of securities representing debt instruments of the Company, up to an amount of €5 billion.

TWENTY-SIXTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Delegation of authority to the Board of Directors to increase the share capital by capitalizing premiums, reserves, profits or any other amounts

- The purpose of this resolution is to renew the authorization granted by the General Meeting of 30 April 2024;
- The aggregate amount of sums that may be capitalized shall be added to the overall cap of €265 million referred to in the 25th resolution;
- Term of the authorization: 26 months.

TWENTY-SEVENTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Authorization to the Board of Directors to reduce the share capital by cancelling treasury shares

- This resolution aims to renew the authorization granted by the General Meeting of 30 April 2024;
- Purpose: offsetting dilution and active capital management;
- Limit: up to 10% of the share capital over any 24-month period;
- Term of the authorization: 26 months.

TWENTY-EIGHTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Delegation of authority to the Board of Directors to increase reserved for employees participating in ENGIE group employee savings plans

- This resolution aims to renew the authorization granted by the General Meeting of 24 April 2025;
- “*Reserved*” issuance;
- Issue price: the average of the opening prices of the share over the 20 trading sessions preceding the date of the decision, reduced by a discount that may not exceed the maximum discount permitted under the legislation in force at the time the delegation is implemented;
- Cap: 2% of the share capital;
- Term of the authorization: 26 months.

TWENTY-NINTH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Authorization to the Board of Directors to award bonus shares to certain employees and corporate officers of ENGIE group companies (including executive corporate officers of ENGIE)

- This resolution aims to renew the authorization granted by the General Meeting of 30 April 2024;
- “*Reserved*” issuance;
- Maximum amount: 0.75% of the share capital as at the date of the grant decision;
- This cap is subject to a sub-cap of 0.05% of the share capital for executive corporate officers;
- Minimum vesting period: 3 years;
- Term of the authorization: 38 months.

THIRTIETH RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Ratification of the amendment to paragraph 2 of Article 20.2 of the bylaws relating to attending Shareholders' Meetings, in order to bring it into compliance with new legal and regulatory provisions

- Bringing the bylaws into compliance with the provisions of Decree No. 2026-94 of 13 February 2026 relating to the record date of shareholders entitled to participate in General Meetings.

THIRTY-FIRST RESOLUTION

GENERAL MEETING

REGULAR

EXTRAORDINARY

Powers to implement the resolutions adopted by the Shareholders' Meeting and for formalities

- The purpose of this resolution is to enable the implementation of the resolutions of the General Meeting and the completion of the required legal formalities.

GENERAL SHAREHOLDERS' MEETING

APRIL 29, 2026
ENGIE CAMPUS – LA GARENNE-COLOMBES



Parc éolien Yeu – Noirmoutier, France