

ENGIE S.A.

Employee shareholding plan "LINK 2022"

Information Document for Beneficiaries in Poland

The Board of Directors of ENGIE S.A. ("**ENGIE**", the "**Company**" or the "**Issuer**") decided on 21 April 2022 to implement an offer of shares of the company (the "**Shares**"), up 17 million of Shares (i.e. approx. 0.70% of the share capital of the Company), reserved for employees of the ENGIE group (the "**Group**") (the "**Offer**" or "**LINK 2022**").

Under LINK 2022, employees will be invited to subscribe for new Shares issued under the Resolution no. 24 adopted by the General Shareholders' Meeting on 21 April 2022 and/or to acquire existing Shares held in treasury by the Company, repurchased in accordance with the Company's share buy-back program.

The Offer will be implemented in accordance with Art. L. 3332-18 *et seq.* of the French Labour Code. The Company is conducting the Offer on the basis of Article 1.4 (i) and 1.5 (h) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"), pursuant to which the obligation to publish a prospectus shall not apply to securities offered, allotted or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking provided that a document is made available containing information on the number and nature of the securities and the reasons for and details of the offer or allotment.

This document constitutes the information document within the meaning of Article 1.4 (i) and 1.5 (h) of the Prospectus Regulation (the "**Information Document**") and does not constitute a prospectus.

This Information Document was prepared on 6 September 2022 in Paris (France) and contains information current as at 6 September 2022.

This Information Document is valid until 22 December 2022.

This Information Document will be made available from 8 September 2022 on the Company's website dedicated for the Offer (<https://link.engie.com/2022>).

The subscription price and the Offer period will be determined by the Board of Directors of the Company (or its Managing Director acting by delegation). Currently, the decision is scheduled for 15 November 2022.

1. OFFER

1.1 Name and registered office of the issuer

ENGIE S.A. is a French public limited company (*Société Anonyme à Conseil d'administration*) with share capital of EUR 2,435,285,011, with its registered office at 1 Place Samuel de

Champlain, 92400 Courbevoie, France, registered in the RCS of Nanterre under no. 542 107 651.

The shares in ENGIE are admitted to trading on the Compartment A of the Euronext Paris stock market. ISIN code FR0010208488 ENGI.

Information on the Company is available at <https://www.engie.com/en> and in particular in the universal registration document available on this site.

1.2 Number, type, unit nominal value and marking of the issue of the offered securities

Under the Offer, the Shares offered by the Company are :

- ordinary shares in the Company to be issued under the General Shareholders' Meeting Resolution no. 24 of 21 April 2022 (the "**New Shares**"). The Company intends that the New Shares are admitted to trading and listed on the Compartment A of the Euronext Paris stock market under the ISIN code FR0010208488 ENGI, together with the existing Shares in the Company ; and/or
- existing shares of the Issuer held by the Issuer in treasury ("**Existing Shares**"), bought back or to be bought back by the Company in accordance with the Company's share buy-back program;
- the New Shares and the Existing Shares being together referred to hereinafter as the Shares.

The maximum number of Shares to be offered to the employees is 17,000,000 shares, offered to be acquired/subscribed by the employees using their personal contribution (the "**Global Cap**").

The nominal value of each Share is EUR 1. The maximum nominal value of the New Shares offered under the Offer is EUR 17,000,000.

Each eligible employee who subscribed/acquired Shares under the Classic Offer (as defined below) may be granted by the Issuer additional Shares free of charge (the "**Free Shares**"), in accordance with the rules of the Free Share allocation plan.

1.3 Companies participating in the Offer

The companies participating in the Offer in Poland are the following:

- ENGIE EC serwis Sp. z o.o.
- ENGIE EC SLUPSK Sp. z o.o.
- ENGIE Elektromontaż Sp. z o.o.
- ENGIE SAR SP z.o.o.
- ENGIE Services Sp. z o.o.
- ENGIE ZIELONA ENERGIA Sp. Z.o.o
- ENGIE Zlotow So. z o.o.
- EVBOX POLAND SP ZOO
- ENGIE OTTO ENGINEERING POLSKA SP. Z.O.O

(the "**Polish Group**").

1.4 **Details of the Offer**

The price of one Share (the "**Subscription Price**") will be equal to the reference price, minus a 20% discount (the "**Discount**"), rounded up to the highest euro cent. The reference price will be the average of the daily Volume Weighted Average Prices (VWAP) of the Share from 17 October to 14 November 2022 (inclusive) (the "**Reference Price**"), i.e. on the twenty trading days preceding the date on which the Company's board of directors (or its Managing Director acting by delegation) determines the Subscription Price (i.e. on 15 November 2022) (the "**Recording Period**").

The Offer will comprise two subscription formulas :

- A "classic" offer ("**Classic Offer**") in which eligible employees can subscribe/acquire shares of ENGIE S.A. at a discounted Subscription Price, and in addition benefit from the grant of Free Shares (100% of the employee's investment up to €450) on the following terms: On 22 December 2022 (the "**Allocation Date**"), the participant in the Classic Formula will be granted the right to receive Free Shares the number of which will be determined by dividing the amount in euros of the allocation by the Subscription Price, rounded down to the nearest whole number. The amount in euros of the grant is determined by adding together the amounts per block determined under the following terms and conditions:
 - a) for the block relating to the participant's personal contribution up to €200 (or its equivalent in local currency at the exchange rate communicated on the date of the decision setting the revocation period), the amount of the allocation is equal to 200% of the amount of the personal contribution; and
 - b) for the block relating to the participant's personal contribution over €200 and up to €300 (or its equivalent in local currency), the amount of the allocation in euros is equal to 50% of the amount of the personal contribution in this block.

The number of Free Shares may be adjusted during the Vesting Period (as defined below) in order to preserve the rights of the Beneficiaries.

The Free Shares will be subject to a vesting period until 22 December 2022 and a presence condition. The Free Shares will be transferred to the beneficiaries at the end of the vesting period provided that:

- (i) the beneficiary has not resigned from his/her employment contract (or corporate office where applicable) between the Allocation Date and 31 August, 2027, it being specified that this condition will be considered to have been met if the beneficiary has resigned to become an employee of another company included within the scope of consolidation of the ENGIE Group; and
- (ii) on 31 August, 2027, the Company of which the beneficiary is an employee (or corporate officer where applicable) on that date or was an employee (or corporate officer where applicable) on the date of termination of his/her employment contract for a reason other than resignation is included within the scope of consolidation of the ENGIE Group.

The Free Shares may be delivered by anticipation in the event of the beneficiary's death or disability .

Delivery of the Free Shares entails a transfer of full ownership of the Free Shares to the beneficiary (or his/her assignees).

The Free Shares shall be identical to the ordinary shares of the Company, with regard specifically to voting rights, dividend rights and any distributed reserves, the right to participate in meetings, the right to communication and the preferential subscription right associated with each share. They are subject to all the provisions of the Company's articles of association, and all the decisions of General Meetings will be enforceable vis-à-vis beneficiaries.

From the time of delivery of the Free Shares, i.e., 22 December, 2027, the Free Shares shall be available and may be freely transferred by the beneficiary subject to legal provisions.

- a "multiple" offer ("**Multiple Offer**") in which eligible employees can subscribe/acquire shares of ENGIE S.A. at the same discounted Subscription Price and, in addition, benefit from a grant of "Stock Appreciation Rights" (SAR).

Stock Appreciation Rights are granted by the employer of the participant to the Multiple Offer who acquired/subscribed for the Shares. For each Share financed with the personal contribution of the employee, the employer will grant one SAR. The SAR is an undertaking of the employer to pay to the participant, following the end of the lock-up period or in the case of the occurrence of an Early Release Event, a cash amount that correspond to:

- (i) a performance corresponding to the greater of the following amounts: (i) an annual return capitalized pro rata temporis of 2% on the employee's personal contribution or (ii) a percentage in the increase of the ENGIE share, if any, above the non-discounted Reference Price (the "**Performance**"). The Performance is calculated based on an average of 60 readings of ENGIE share recorded prior to the plan maturity date (the "**Plan Maturity Date**"). This average is "protected" because only share prices that are above the Reference Price will be used. In case of the occurrence of an Early Release Event, calculation method is described in point 1.13.2 of this Information Document;

and/or

- (ii) in case of decrease of the share price below the Subscription Price, an amount equal to the difference between the amount of the employee's personal contribution in Euro and the price of the ENGIE share on the date of calculation of the SAR pay-out (the "**Protection**").

The SAR pay-out is calculated in Euro and does not take into account the fluctuation of the exchange rate between PLN and EUR. The SAR pay-out is calculated before taxes and social security charges.

Detailed rules of the SAR payment are described in point 1.13 below.

1.5 Investment limits

The minimum amount of the participation in the Offer shall be equal to the Subscription Price of one Share, as determined on 15 November 2022.

As it is not possible to subscribe a fraction of share, the investment of each of the beneficiaries, and consequently the number of Free Shares granted under the Classic Offer, will be rounded down to the nearest whole number of the Shares.

The minimum investment amount is equal to the Subscription Price of one Share. Additionally, the participation to the LINK 2022 plan is limited to 25% of the estimated gross annual compensation for 2022 of the beneficiary. In case of a participation during the Revocation Period, participation to the LINK 2022 plan is limited to 2.5% of the estimated gross annual compensation for 2022 of the beneficiary.

In order to calculate the investment limit, the beneficiary must take into account:

- (i) her/his personal contribution in the Classic Offer – "**ICO**"; and/or
- (ii) 10 times his/her personal contribution in the Multiple Offer. – "**IMO**";

and apply the below formula:

$ICO + 10 \times IMO \leq 25\%$ of the estimated gross annual compensation for 2022 of the Beneficiary

or, in case of a participation during the Revocation Period:

$ICO + 10 \times IMO \leq 2.5\%$ of the estimated gross annual compensation for 2022 of the Beneficiary.

1.6 Eligible persons

The beneficiaries of the Offer (the "**Beneficiaries**") will be all the employees of the Polish Group and/or corporate officers of a company of the Polish Group employing between 1 and 249 employees on the last day of the Revocation Period (defined hereafter), scheduled on 18 November 2022 and having at least three-month seniority in the period from 1 January 2021 to 18 November 2022.

The Beneficiaries will be offered the possibility of subscribing/acquiring Shares under preferential conditions, within the framework of the Company's International Group Savings Plan governed by French law (*Plan d'Epargne de Groupe International*, "**PEGI**") and in accordance with the conditions set in this Information Document.

All the Shares delivered/transferred to the Beneficiaries are non-transferrable during a lock-in period of 5 years (except in case of an Early Release Event) as defined in point 1.7 below.

1.7 Early Release Events

Pursuant to the rules of the PEGI, the Beneficiaries will not be able to dispose of their Shares before 22 December 2027, unless one of the following events ("**Early Release Events**") occurs and the Beneficiary requests such disposal:

- (a) disability of the Beneficiary
- (b) termination of the employment contract;
- (c) death of the Beneficiary.

Upon the occurrence of an Early Release Event, the SAR payout will be made automatically with respect to all SARs that the Beneficiary holds, irrespective of whether his/her Shares are also sold or are kept in the plan.

1.8 Rights under the offered securities

Pursuant to the currently applicable provisions of French law, as well as the terms of the Company's statutes, the main rights attached to the Shares include:

1.8.1 Right to the dividend

An annual dividend is paid out to the shareholders in proportion to the number of the shares they hold. The dividend is determined each year by the General Shareholders' Meeting. As for any shareholder of Engie, any Beneficiary who can prove that it has been registered for at least two years as a shareholder and that it has been maintained on the date of payment of the dividend paid for that financial year will benefit from an increase in the dividend accruing to the shares thus registered, equal to 10% of the dividend paid to the other shares.

1.8.2 Voting right attached to the Shares

Subject to the exceptional circumstances envisaged in provisions of law, each shareholder holds as many votes as shares fully paid up. All Shares registered in the name of the same Beneficiary for at least two years will have double voting rights.

1.8.3 Pre-emptive right

Shareholders have the pre-emptive right to take up new shares, proportionate to the number of shares they hold. This right applies to any transactions to increase the share capital in exchange for a cash contribution, unless such right is excluded following a decision of the General Shareholders' Meeting.

1.8.4 Right to participate in the surplus assets in the case of liquidation

In the case of the liquidation or planned winding up of the Company, the net assets remaining following the repayment of the nominal value of the shares will be divided between the shareholders in proportion to their share in the Company's capital.

1.9 Timetable

The following timetable is envisaged for the employee Share purchase program LINK 2022:

- The Reservation Period: 22 September to 12 October 2022 (inclusive);
- The Recording Period: 17 October to 14 November 2022 (inclusive);
- Decision of the board of directors of the Company (or the Managing Director by delegation) fixing the Offer period and the Subscription Price: 15 November 2022;
- Informing the Beneficiaries about the Subscription Price: 15 November 2022;

- The Revocation Period: 16 to 18 November 2022 (inclusive);
- The Settlement (i.e. the capital increase and the delivery/transfer of the Shares to the Beneficiaries): 22 December 2022;
- The end of the lock-up period: 21 December 2027 at midnight Paris time.

The Issuer intends to introduce the New Shares to trading on the Compartment A of Euronext Paris stock exchange. The Company intends that the trading of the New Shares commences on or about 22 December 2022.

Pursuant to the regulations of the PEGI of the Company which are governed by French law, the Shares will become transferable without any limitations as of 22 December 2027 (it being the Plan Maturity Date), or earlier, following the occurrence of an Early Release Event.

1.10 Subscription process

The Beneficiaries will be able to place their subscriptions during the Reservation Period (i.e. from 22 September to 12 October 2022 inclusive)).

- The subscriptions may be placed online through <https://link.engie.com/2022> website, by using a login individually communicated to each of the Beneficiaries. Please note that no electronic signature will be used. Instead, the Beneficiaries will be required to click on the Terms and Conditions to validate their participation in the Offer and then, click again on the summary of their request confirm to confirm their participation in the Offer. Alternatively, the Beneficiaries can use the paper Reservation Form which should be provided to a local coordinator (the Link Manager) who will enter the subscription request on the dedicated website.
- After the Subscription Price is established on 15 November 2022, the Beneficiaries will be offered opportunity to cancel their reservations during the Revocation Period lasting from 16 to 18 November 2022 (inclusive). The procedure for cancellation of the subscription will be analogical to the procedure of their placement.

During the Revocation Period (i.e. from 16 to 18 November 2022 (inclusive)), only Beneficiaries who did not make a reservation during the Reservation Period will be able to make subscriptions, with an investment ceiling amounting to 10% of that applicable during the Reservation Period (see 3.2 below).

All the purchase orders will be definitive following the end of the Revocation Period, i.e. on 18 November 2022.

1.11 Rules applicable in the case of oversubscription and return of the overpaid amounts

The participation amount in the Offer may be reduced if the total number of ENGIE shares requested under Link 2022 exceeds the maximum number to be offered under Link 2022 set by the Board of Directors of ENGIE on 21 April 2022.

It consists of a Global Cap of 17 million Shares, with a sub-ceiling of 135 million euros for the Link Multiple Offer. It is provided that the above shall also take into account an additional and

specific ceiling amounting to 0.5% of the share capital of ENGIE, in accordance with the twenty-fifth resolution of the combined general shareholders' meeting dated 21 April 2022, in order to allow the SAR award in jurisdictions where the FCPE (company collective investment fund) cannot be offered.

The number of Shares requested and offered in each of the Offer and under each of these ceilings will be calculated by using the Subscription Price set on 15 November 2022.

If the participation requests exceed one of these ceilings in term of amount or number of Shares, a percentage of excess demand will be determined ("**Excess-demand Percentage**").

If one of the ceilings is exceeded, the ENGIE shares requested under Link 2022 shall be reduced as follows:

- (a) the reduction shall start with the ceiling with the highest Excess-demand Percentage;
- (b) the total amount or total number of shares offered under that ceiling will be divided by the number of participants to obtain the participation average ("**Participation Average**");
 - All requests in an amount less than or equal to the Participation Average will be fully honored, subject to any further reduction as indicated in c) below;
 - All requests in an amount greater than the Participation Average will first be honored up to the Participation Average;
 - The portion of the request which exceeds the Participation Average will then be reduced proportionally, by applying a ratio obtained by dividing the total number of Shares remaining available in the envelope by the total number of Shares requested but not yet honored;
- (c) If after this first round of reduction, one or two ceilings remain exceeded, the reduction rules set forth in (a) and (b) above will be repeated until all the ceilings are met.

In any event, the application of the reduction rules described above cannot lead to a reduction of the employee's participation below the minimum investment amount per offer, which is the Subscription Price.

The payment for the Shares will be made only following the reductions (if applicable) are completed (i.e. at the end of November 2022), therefore no return of the overpaid amounts is envisaged.

1.12 Circumstances in which the offering may not be successful or the issuer may withdraw from it

The Company may decide, at its discretion and for any reason whatsoever, not to conduct the Offer, if it decides that it is not in the interest of the employees, at any time until the completion of the Offer (i.e., 22 December 2022). If such a situation occurs, the Beneficiaries will be promptly informed of this. If the Company decides not to conduct the Offer after the date on which the funds for participation have been collected, the funds will be returned to the Beneficiaries.

1.13 Terms and conditions of applicable to SAR pay-out

1.13.1 Payment of the Protection

The Protection aim is to protect a Beneficiary's investment under the Multiple Offer in case of decrease of the ENGIE share price below the Subscription Price.

Payment of the Protection at the end of the lock-up period (the Plan Maturity Date)

If at the Plan Maturity Date, being the end of the lock-up period, i.e. on 22 December 2027, the ENGIE share price at the closing time on the Euronext Paris exchange is lower than the Subscription Price, a Beneficiary who has acquired Shares under the Multiple Offer shall receive an amount equal to the difference between the Subscription Price and such price of ENGIE share, multiplied by the number of SARs that such Beneficiary holds.

Payment of the Protection is made automatically, shortly after the Plan Maturity Date. Following that time the Beneficiary's investment in the ENGIE Shares is no longer covered by SAR and is not protected against share price fluctuation.

Payment of the Protection in case of occurrence of an Early Release Event

In case of occurrence of an Early Release Event, if the ENGIE share price at the closing time on the Exchange on the Valuation Date (please see point 3.2.3 Early Release below) associated to the Early Release period is lower than the Subscription Price, a Beneficiary who has acquired Shares under the Multiple Offer shall receive an amount equal to the difference between the Subscription Price and such price, multiplied by the number of all SARs that such Beneficiary holds.

The SAR payout will be made automatically with respect to all SARs that the Beneficiary holds, irrespective of whether his/her Shares are also sold or are kept in the plan.

If the Beneficiary will not dispose of all his/her Shares within an Early Release Event, the part of the Shares that he/she will continue to hold will no longer benefit from SAR and will not be protected against share price fluctuation.

The amount of the Protection will be calculated once per month on the Valuation Date of such month, whereas the Beneficiary might sell the ENGIE Shares at any time, subject to the occurrence of an Early Release Event. Please see below section 3.2.3 Early Release for details. Consequently, the amount of the Protection will not necessarily match the difference between the Subscription Price and proceeds from the sale of the ENGIE Shares held by the Beneficiary.

1.13.2 Payment of the Performance

The Performance aim is to provide a Beneficiary who invested in the Multiple Offer with additional benefit which will be equal to the higher of the two following amounts:

- (i) a Multiple¹ of the average increase of the Share price above the Reference Price during the investment period (the "**Multiple**"); or
- (ii) a capitalized annual return of 2 % on the Subscription Price (the "**Annual Return**").

It being specified in the event of payment by ENGIE S.A. of a dividend comprising a loyalty bonus, the Performance will be improved to take into account the bonus received by the structuring bank.

Payment of the Performance at the end of the lock-up period (the Plan Maturity Date)

Subject to the below described conditions, a Beneficiary who has acquired shares under the Multiple Offer shall have a right to receive an amount equal to the higher of the two following amounts: (i) the difference between the Final Average Price and the Reference Price, multiplied by 12, and multiplied by the number of SARs that such Beneficiary holds and (ii) a capitalized Annual Return of 2 % on the Subscription Price.

The "**Final Average Price**" is calculated at the end of the lock-up period based on the monthly recordings of 60 ENGIE share prices prior to the Plan Maturity Date. The recording retained for the purpose of calculation of the Final Average Price will be the higher of the Reference Price and the ENGIE share price at the closing time on Euronext Paris on the relevant recording day. The Final Average Price will be equal to the average of these 60 recordings.

The Final Average Price cannot be less than the Reference Price as each recording is higher or equal to the Reference Price in the calculation of the Final Average Price.

Payment of the Performance is made automatically, shortly after the Plan Maturity Date. Following that time the Beneficiary's investment in the ENGIE shares is no longer covered by SAR.

Payment of the Performance in case of occurrence of an Early Release Event

In case of occurrence of an Early Release Event, subject to the below described conditions, a Beneficiary who has acquired shares under the Multiple Offer shall have a right to receive an amount equal to the higher of the two following amounts: (i) the difference between the Early Settlement Average Price and the Reference Price, multiplied by 12, and multiplied by the number of all SARs that such Beneficiary holds and (ii) a capitalized Annual Return of 2 % on the Subscription Price.

The SAR payout will be made automatically with respect to all SARs that the Beneficiary holds, irrespective of whether his/her shares are also sold or are kept in the Plan.

¹ Multiple yet to be determined, which will be communicated to eligible participants prior to the opening of the Reservation Period.

If the Beneficiary will not dispose of all his/her Shares within an Early Release Event, the part of the Shares that he/she will continue to hold will no longer benefit from SAR.

The Early Settlement Average Price cannot be less than the Reference Price as each recording is higher or equal to the Reference Price in the calculation of the Early Settlement Average Price.

1.13.3 Early Release

In the case of occurrence of an Early Release Event, a Beneficiary who has acquired shares under the Multiple Offer will automatically receive the pay-out of all SARs that have been granted with respect to his/her investment in the Multiple Offer. If the Beneficiary will not dispose of all his/her Shares within an Early Release Event, the part of the Shares that he/she will continue to hold will no longer benefit from SAR.

Early Release of the SAR amount will be processed once a month, on the Valuation Date associated to a relevant Early Release period. Consequently, the amount of the Protection will not necessarily match the difference between the Subscription Price and proceeds from the sale of the ENGIE shares held by the Beneficiary.

The SAR payment (both the Protection and the Performance) applicable in case of the occurrence of an Early Release Event will be calculated based on the Valuation Date of the applicable Early Exercise period depending on the month in which the "**Effective Date**" occurs, i.e., (i) the date of death, (ii) the date the employer's acknowledgment of the disability, or (iii) the date of the termination of the employment, as applicable). If the Effective Date occurs before the last Business Day day of that month, the SAR payment will be calculated based on the Valuation Date of the following month. The "**Valuation Date**" means for each month, the 15th of the relevant month. The first Valuation Date is 13 January 2023 and the last Valuation Date is 15 December 2027.

If, on a Valuation Date a market disruption event occurs (e.g. listing of ENGIE share is suspended), the recording of the share price will be postponed until the first trading day following the end of the market disruption event. If the market disruption event continues for more than 5 consecutive trading days, the relevant share price shall be determined by an *ad hoc* committee composed of members appointed by ENGIE S.A., on the basis of the fair market value of the ENGIE share. Determinations and payments will be postponed accordingly.

1.13.4 Adjustments to the SAR formula

Certain situations, such as described below, may lead to adjustment of the formula of SAR payout or of elements used in the calculation, such as the multiple or the Reference Price. Such adjustments may occur if any of the following circumstances occurs:

- (i) Certain events affecting the value of the Shares or the share capital of ENGIE S.A. (including, but without limitation, a share split, regrouping of shares, buyback of the shares or increase of the share capital with preferential subscription rights for shareholders, free allotment of securities to the shareholders, extraordinary distribution of reserves in cash or otherwise);

- (ii) Certain events affecting ENGIE S.A. (such as, but without limitation, a merger (*fusion*), de-merger (*scission*), an exchange take-over bid (*offre publique d'échange*), a cash take-over bid (*offre publique d'achat*), or a combined public tender offer (*offre publique mixte*));
- (iii) A change in the listing currency of the Shares, if no longer denominated in euros;
- (iv) Changes in taxation applicable to any agreement, financial instrument or warrant entered into or subscribed by the beneficiary's employer in order to hedge their commitments under the sar and to any payment there under.

If any of the events listed in (ii) occurs, the SAR payment may no longer be calculated on the basis of the value of the Shares but on the basis of the value of the shares which will be substituted for the Shares.

1.13.5 Termination of commitments under SAR

Commitments under the SARs may be early terminated in some exceptional situations, in the case of (i) events that affect the liquidity of the Shares, (ii) increases in the cost for securities lending/borrowing transactions on the Shares, (iii) in case of cash take-over bid (*offre publique d'achat*) if such offer is successful, (iv) a major change in the principal trading venue of the Shares, including a change in the listing currency of the Shares if no longer denominated in Euros which affects the financial equilibrium of the transaction even after adjustment, (v) delisting of the Shares, nationalization, insolvency proceedings or opening against ENGIE S.A. of any reorganization procedure (*procédure de redressement judiciaire*) or court-ordered winding-up procedure (*procédure de liquidation judiciaire*) or any equivalent procedure, or (vi) illegality or impossibility of or increases of taxation applicable to the hedging arrangements entered into by the Beneficiary's employer, in each case in connection with the SARs or when such hedging arrangements cannot be maintained or are otherwise terminated.

In the case of such early termination, the amount payable under each SAR shall be determined based on the market conditions and may be different (i.e. lower or greater) than the amount that would have been calculated absent such event. The Beneficiary shall not be entitled to receive or claim any amounts that would have been calculated and granted absent such event.

2. STATEMENT

2.1 The Issuer

The Issuer is responsible for all information included in this Information Document.

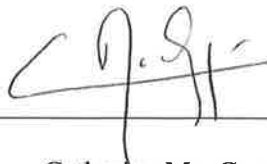
Business name: ENGIE S.A.
Seat: Courbevoie, France
Address: 1 place Samuel de Champlain, 92400 Courbevoie,
France
Telephone number: +33 1 44 22 00 00
Fax: None
Website: <https://www.engie.com/en>

Registration number in
the Nanterre Corporate 542 107 651
& Trade Register:

2.2 The person that makes the statement on behalf of the Issuer:

Name and Surname	Position
Catherine MacGregor	Chief Executive Officer

Acting on behalf of the Issuer, we state that having taken all reasonable care to ensure that such is the case, the information contained in this Information Document is, to the best of our knowledge, true, reliable and in accordance with the facts and contains no omission likely to affect its import.



Catherine MacGregor

Chief Executive Officer