

**TERMS AND CONDITIONS OF LINK 2022**

I have been invited by ENGIE S.A. ("ENGIE") to participate to an offer of Engie shares through the Link Multiple Int 2022 sub-fund (**Link Multiple Offer**) and/or through the Link Classic 2022 sub-fund (**Link Classic Offer**) of the FCPE Link International, within the framework of the International Group Savings Plan (*Plan d'Epargne de Groupe International* or **PEGI**) of ENGIE (the **Offer** or **Link 2022**).

**By participating in the Offer, I agree with the terms and conditions applying to my participation in the Offer mentioned below.**

I acknowledge that I have read the documents relating to LINK 2022 made available to me and, in particular, the information brochure, the Key Investor Information Documents ("**KIID**") of the Link Multiple Int 2022 and Link Classic 2022 sub-funds of the Link International FCPE, the Link 2022 Free Share Allocation Plan and these terms and conditions applicable to my participation in LINK 2022.

**Eligibility for Link 2022**

Are eligible for Link 2022 those who are, as of 18 November 2022, employees of a company of the ENGIE Group belonging to the PEGI and/or corporate officers of such company employing between 1 and 249 employees, with a total duration of the employment contract(s) and/or corporate term(s) within the ENGIE Group of at least three months (consecutive or not) as from 1 January 2021.

**Features of Link 2022**

Link 2022 is an employee shareholding offer under the PEGI. In compliance with the provisions of Article L. 3332-18 et seq. of the French Labour Code, ENGIE shares will be acquired or subscribed for by the Link Multiple Int 2022 sub-fund and the Link Classic 2022 sub-fund of the Link International FCPE at a price (the **Subscription Price**) to be determined by the Board of Directors of ENGIE (or its Managing Director (*Directrice Générale*) acting on delegation) on the day the Board or the Managing Director sets the dates for the revocation period. The Subscription Price will be the average of the daily Volume Weighted Average Prices (VWAP) of ENGIE share observed on the Euronext Paris market during the 20 trading days preceding the date of the above decision (the **Reference Price**), minus a 20% discount and rounded up to the highest euro cent.

The Subscription Price will be communicated to me on 15 November 2022 on the Offer's website: <https://link.engie.com/2022>.

**Two offers are proposed**

(i) the Link Classic Offer by subscription of units in the Link Classic 2022 sub-fund of the Link International FCPE; and

(ii) the Link Multiple Offer, by subscription of units in the Link Multiple Int 2022 sub-fund of the Link International FCPE.

I can opt to participate in either offer or both. The minimum investment amount per offer is €10 or the equivalent in local currency, using the exchange rate determined by ENGIE on 15 November 2022.

I acknowledge that I am aware that FCPE units subscribed under Link 2022 will be locked-in for five years, except upon the occurrence of an early release case as set out in the country supplement.

In accordance with the FCPE rules, the redemption proceeds of FCPE units should be paid directly to the unit holders. However, when this direct payment is not possible or is impractical, and by way of exception, I expressly accept that the reimbursement of my assets may be paid to me through my employer or an establishment authorized by local regulations, net of applicable social security charges and tax levies, as the case may be.

By participating in Link 2022, I acquire FCPE units of the Link International FCPE within the framework of the PEGI and I may be required to pay management fees as set out on the website of

Amundi Asset Management, the management company of the FCPE.

**Link Classic Offer (Link Classic 2022 sub-fund)**

I acknowledge that I am aware that:

- (a) the value of my investment in the Link Classic Offer is linked solely to the performance of ENGIE shares and that my personal contribution is therefore at risk;
- (b) by investing in the Link Classic Offer, I benefit from a free share allocation on 22 December 2027, provided that I have not resigned from ENGIE Group before 31 August 2027, in accordance with rules of the Link 2022 Free Share Allocation Plan specifying the allocation scale of the free shares; and
- (c) I have taken due note that any dividends paid under the Link Classic Offer (i) will be reinvested in the Link Classic 2022 sub-fund of the Link International FCPE and (ii) will increase the value of my assets.

**Link Multiple Offer (Link Multiple Int 2022 sub-fund)**

I acknowledge that I am aware that:

- (a) the mechanism of the Link Multiple Int 2022 sub-fund (whereby the Link Multiple Int 2022 sub-fund will enter into a swap transaction with the structuring bank) will enable me to receive, on termination of the lock-in period or in the event of early release, and before taking into account any applicable tax and/or social security deductions, an amount that corresponds to (i) the euro amount of my personal contribution in euros (the **Capital Guarantee**) increased by (ii) a performance corresponding to the greater of the following amounts: an annual return capitalized *pro rata temporis* of 2% on my personal contribution and 16 times any average protected increase of ENGIE shares compared to the Reference Price for each ENGIE share subscribed by the Link Multiple Int 2022 sub-fund of the Link International FCPE with my personal contribution (**the Performance**). In the event of payment of a dividend comprising a loyalty bonus, the Performance will be improved to take into account the bonus received by the sub-fund and paid to the structuring bank in respect of the swap transaction;

(b) the amount paid by the Link Multiple Int 2022 sub-fund as defined in paragraph (a) above could be reduced in the event of (i) changes in the social security or tax rules and/or (ii) the occurrence of the certain events, in particular: (1) in the event of a default or a change of circumstances (as defined in the documents signed between the Management Company and the structuring bank); and (2) upon the occurrence of a case of termination referred to in the swap transaction, including in particular:

- in the event of a public exchange offer in respect of the Engie shares (the **Shares**) affecting the liquidity or cost of the loans/borrowings of the Share or share to be substituted;
- in the event of a successful public tender offer in respect of the Shares or a public tender offer in respect of the Shares affecting the liquidity or cost of loans/borrowings of the Share;
- in the event of a public tender offer, public tender exchange or takeover bid in respect of the Shares that does not allow the financial balance of the swap transaction to be maintained or affects the liquidity or cost of the loans/borrowings of the Share;
- in the event of a de-merger of the Company, a merger with the absorption of the Company by another company, with the creation of a new company and other similar events, affecting the liquidity or the cost of loans/borrowings of the Share or share to be substituted;
- transfer of the listing of the Share to another compartment of Euronext Paris or to another market affecting the liquidity or cost of loans/borrowings of the Share or the event that the Shares are mainly listed in a currency other than the Euro that does not allow the financial balance of the swap transaction to be maintained;
- delisting or announcement of the delisting of the Share;
- any other situations where the liquidity or cost of loans/borrowings of the Share is affected,
- change in the risk of the structuring bank;
- changes to applicable laws or regulations in respect of regulatory ratios or collateralization obligations affecting the financial balance of the swap transaction;
- nationalization of the Company or opening of any insolvency proceedings against it;
- under certain conditions, in the event of a change in the applicable taxation or certain taxes.

In the cases mentioned above, the structuring bank may terminate the swap transaction at the end of a consultation period as provided for in the swap transaction agreement.

If this should occur, then I may receive an amount that is lower than my personal contribution to the Link Multiple Offer;

(c) In return for the mechanism of the Link Multiple Int 2022 sub-fund, I will not benefit from any dividends or other income on the Engie shares subscribed for or acquired by the sub-fund, nor from the amount of the 20% discount. A full description is given in the KIID of the sub-fund.

### Exchange rate impact

I have taken due note that:

- (a) due to currency exchange fluctuations, the amount in my currency corresponding to the euro value of my investment under Link 2022 may go up or down;
- (b) the Capital Guarantee applies to the euro value of my personal contribution to the Link Multiple Offer. Once converted into local currency, it may represent a higher or lower amount than my personal contribution; and
- (c) the Performance applies to the euro value of my personal contribution to the Link Multiple Offer.

### How to participate

I have taken due note that if the amount of my personal contribution per offer is lower than €10 (or the equivalent in local currency, using the exchange rate determined by ENGIE on 15 November 2022) then my participation will not be taken into account.

During the reservation period, I may alter my reservation order.

A reservation request made during the reservation period, i.e. from 22 September to 12 October 2022 inclusive, is deemed to be a reservation order. Unless cancelled by 18 November 2022 at midnight (Paris time) at the latest, it will be considered to be a participation order to subscribe for units of the Link International FCPE.

A participation request made during the revocation period, i.e. from 16 to 18 November 2022 inclusive, will be considered to be a participation order to subscribe for units of the Link International FCPE which cannot be revoked.

### Ceilings

**I have taken due note that the amount of my personal contribution to the Link Classic Offer and 10 times my personal contribution to the Link Multiple Offer may not exceed (i) one quarter (25%) of my 2022 gross remuneration if I participate in Link 2022 from 22 September to 12 October 2022 inclusive, and (ii) 2.5% of my 2022 gross remuneration if I participate in Link 2022 from 16 to 18 November 2022 inclusive.** A simulator is available to me on: <https://link.engie.com/2022>.

### How to pay

My investment will be made in local currency and converted into euros at the exchange rate determined by ENGIE on 15 November 2022.

I have taken due note that my personal contribution will be made in the manner set out by my employer and, if at the time of payment and delivery of the Offer (and in light of the payment method chosen), all or part of the sums due on my participation have not been received, then my participation will not be taken into account and will be cancelled.

If, for practical reasons, it has not been possible to cancel my participation before the completion of Link 2022, I acknowledge and accept that Engie or my employer may proceed, without any prior or formal notice, to the redemption of all of my FCPE units subscribed under Link 2022. The proceeds from redemption will be used in whole or in part to reimburse my non-payment and I will only receive the balance of the redemption proceeds corresponding to my personal contribution actually paid, if any. In such a case, I would no longer benefit from the Free Share Allocation Plan under the Classic Offer.

I have taken due note that I will remain in debt to my employer (or former employer) for any sums which may have been advanced or paid on my account. I hereby authorize my employer to deduct from my salary or, if my employment should cease, to deduct from my final settlement any and all sums that may have been advanced.

I have taken due note that I will be liable to pay all my own taxes and social security contributions. The amounts that will be due to me at the end of the five-year lock-in period or in the event of early release may be reduced accordingly.

### Right to cancel (revocation period)

I have taken due note that I will only be informed of the Reference Price and the Subscription Price on 15 November 2022 and that I have the right to cancel 100% of my reservation in one and/or both offer(s) during the revocation period from 16 to 18 November 2022 inclusive online. **Partial cancellation for the same offer is not possible.**

**If no revocation has taken place by 18 November 2022 at the latest, my participation will become definitive.**

I have also noted that if I decide to cancel my reservation made to the Link Classic Offer, I will not benefit from the Free Share Allocation Plan.

### Reduction

I have taken due note that my participation amount in the Link Classic and Link Multiple Offers 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 ceiling 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 cannot be offered.

The number of shares requested and offered in each of these Offers 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 my participation below the minimum investment amount of €10 euros per offer (or the equivalent in local currency).

### At the end of the lock-in period

**Multiple Link Offer:** All shares held by the Link Multiple Int 2022 sub-fund will be sold. After 22 December 2027, I will no longer benefit from the guarantee in euros of my personal contribution. I will be able to obtain a refund of my assets or transfer my assets into another FCPE of the PEGI invested in Engie shares. In the absence of a choice, my assets

will be reinvested in the Link Liberty sub-fund of the Link International FCPE, invested in Engie shares.

**Link Classic Offer:** After 22 December 2027, my assets will be kept in the Link Classic 2022 sub-fund. I will be able to: (i) maintain my assets in the Link Classic 2022 sub-fund; or (ii) obtain the refund (total or partial) of my assets.

### Data protection

The personal data collected for the implementation of the Offer are subject to the provisions of the French law n° 78-17 dated 6 January 1978 as modified relating to Data Processing, Data Files and Individuals Liberties and of the EU Regulation (2016/679) of the European Parliament and of the Council of 27 April 2016, on the protection of natural persons with regards to the processing of personal data and on the free movement of such data as well as the rules and regulations applicable in your jurisdiction with respect to the protection of personal data.

I am informed of the computer processing of data to be done of the information contained in the participation and revocation forms by:

- ENGIE S.A., 1 Place Samuel de Champlain 92400 Courbevoie - France, as data controller of the Offer;
- Natixis Interépargne, as data controller for the collection and centralization of subscription requests within the framework of LINK 2022;
- Amundi ESR, as data controller in its quality of register holder and of account holder of the assets subscribed for within the framework of the PEGI and the Link International FCPE.

The legal basis for the processing is the execution of the subscription contract for Link 2022, to which I am a party and operations resulting therefrom (including the allocation of free shares under Link 2022). All the personal data required in the participation and revocation forms are mandatory and necessary to my participation or my revocation to Link 2022, as well as for the execution of the Free Share Allocation Plan. If I do not provide some of this information, my request will not be taken into account.

This information will be used to process my participation request, to satisfy any applicable legal requirements, especially regulatory and tax requirements, linked to the Offer implementation and to manage my assets until the redemption of my FCPE units. My personal data may notably be processed by Engie, and as the case may be, by my employer, Amundi ESR, Natixis Interépargne or any services provider mandated by Engie for the election of the members of the FCPE's supervisory board representing employee unitholders, as well as to allow me to choose between the options offered at maturity of the Offer regarding my assets.

I authorise the personal data and information provided in the participation or revocation forms and related to my participation to be processed for administrative purposes relating to the holding of FCPE units, in particular, I authorise this information to be transferred outside of my country of residence, including to France.

My personal data will be retained for the purposes of the above-mentioned processing for the time necessary for the Offer implementation, for the allocation of free shares under the Classic Offer and for the management of the PEGI, at least until the redemption of all my FCPE units, and subsequently for archiving purposes until the expiry of the limitation period of any possible dispute, unless I decide to withdraw my reservation for the Offer.

I have a right to access, modify and rectify, or erase (after redemption of all my FCPE units within the PEGI), and a right to restrict and to object to the processing, a right to the portability of my data, or to define guidelines relating to the conservation, erasure and communication of my personal data after my death by contacting ENGIE S.A. - DRH Groupe, Développement et Comp and Ben - Actionariat et Epargne

Salariale, 1 place Samuel de Champlain – 92930 Paris La Défense Cedex, France.

In addition, each Personal Data Protection Officer can be contacted at the following email addresses:

- For Engie: [privacy@engie.com](mailto:privacy@engie.com);
- For Natixis Interépargne: [relais-cnil-interepargne@natixis.com](mailto:relais-cnil-interepargne@natixis.com)
- For Amundi ESR: [dpo@amundi.com](mailto:dpo@amundi.com).

I also note that I have the right to lodge a complaint with the French data protection authority, by mail to the CNIL – 3, Place de Fontenoy, 75007 Paris, France or by e-mail on the website [www.cnil.fr](http://www.cnil.fr), or to the relevant data protection authority in my jurisdiction.

I declare that I keep a copy of the participation form for my personal records.

#### **"U.S. Person" notice**

I hereby certify that the units are not being subscribed for the benefit of, directly or indirectly, any "U.S. Person".

#### **Advertisement for Russian / Belarus nationals and natural persons residing in Russia or Belarus**

Under the provisions of Regulation (EU) No 833/2014 and Regulation (EU) No 765/2006, as amended, the LINK 2022 offer is not open to Russian nationals and natural persons residing in Russia, nor to Belarusian nationals and natural persons residing in Belarus, unless they are nationals of a Member State of the European Union or a natural person holding a temporary or permanent residence permit in a Member State of the European Union.

#### **General Disclaimer**

Participation in LINK 2022 is completely voluntary. LINK 2022 is made on a discretionary basis and does not form any part of your terms of employment. In particular, any benefits derived from LINK 2022 do not constitute salary for the purposes of any retirement or other benefit plans nor for the purposes of calculating any severance or similar payment. Your participation in LINK 2022 does not give rise to a contractual entitlement to continued employment.