

LINK 2022

Employee shareholding offer

ACT TOGETHER FOR A SUSTAINABLE FUTURE

RESERVATION PERIOD:

FROM 22 SEPTEMBER 2022 TO 12 OCTOBER 2022



All information can be found at
the [LINK.ENGIE.COM/2022](https://www.link.engie.com/2022) website

LINK IN BRIEF

LINK ALLOWS YOU TO ACQUIRE ENGIE SHARES INDIRECTLY VIA THE LINK INTERNATIONAL COMPANY MUTUAL FUND (FONDS COMMUN DE PLACEMENT D'ENTREPRISE – FCPE)¹ ON PREFERENTIAL TERMS IN RETURN FOR A FIVE-YEAR LOCK-IN PERIOD.

This year you are offered two investment options. You can thus participate in Link by choosing the option(s) that match your expectations, your budget and your risk sensitivity.

✓ THE TWO OPTIONS AT A GLANCE!

	LINK MULTIPLE	LINK CLASSIC
Guaranteed personal contribution in euros ²	✓	✗ Risk of capital loss
Minimum guaranteed return on personal contribution in euros	✓ 2% per year	✗
Multiplier	✓ 16 ³	✗
Free shares	✗	✓ 200% of your personal contribution up to € 200 50% between €200 and €300 i.e., maximum of € 450
Subscription price	Reference price - 20%	Reference price - 20%
Returns from discount	✗ ⁴	✓ Returns calculated based on the subscription price
Returns from dividends	✗ ⁵	✓
Lock-in period	5 years	5 years

¹ The Link International FCPE is an FCPE primarily invested in ENGIE shares. Consequently, subscribers are advised to assess the need to diversify their savings.

² This guarantee applies to the value of your personal contribution in euros. Once converted into the currency in which you invest in Link 2022, you may not recover 100% of your personal contribution in your local currency.

³ If changes in the ENGIE share price against the reference price are favourable, you will receive a profit equal to 16 times the protected average increase of the ENGIE share price (more information on page 6)

⁴ With regard to determining potential returns, you waive the benefit of the discount.

⁵ With regard to determining potential returns, you waive the benefit of the dividends.



Two options
are available:
Link Multiple and
Link Classic

✔ WHAT IS THE SUBSCRIPTION PRICE?

The price is unknown at the time of your reservation.

You invest an amount in the currency of the country in which the offer is made to you.

The number of units that you hold in the Link International FCPE will be determined by the subscription price and the exchange rate used to convert your investment into euros. These will be determined and communicated to you on 15 November 2022. After this date, you will have the right to cancel your entire reservation per option during the cancellation period provided for this purpose.

The subscription price is equal to the reference price to which a discount of 20% is applied.

With regard to determining potential returns from the Link Multiple option, you waive the benefit of the discount.

The reference price is equal to the arithmetical average of the average ENGIE share prices, weighted by volume traded on the Euronext Paris stock exchange (Volume-Weighted Average Price), during the 20 trading sessions from 18 October to 14 November 2022 inclusive.

✔ A 5-YEAR LOCK-IN PERIOD

Your investment is locked in for **5 years**, i.e., until 22 December 2027

Please consult the International Group Savings Plan (Plan d'Épargne Groupe International - PEGI) and the Country Supplement regulations available at the link.engie.com/2022 website to find out about early exit scenarios applicable in your country.

Important:

As ENGIE are listed in euros on the Paris stock exchange, during the term of your investment, the value of your investment will vary according to fluctuations in the exchange rate between the euro and your currency. As such, if the euro appreciates against your currency, the share value expressed in your currency will increase. Conversely, if the euro depreciates against your currency, the share value expressed in your currency will decrease.

LINK MULTIPLE

Guaranteed personal contribution
in euros
Guaranteed minimum
return of 2%



✓ BY PARTICIPATING IN LINK MULTIPLE:

■ A guarantee of your personal contribution in euros

You are guaranteed⁶ that at maturity or in the event of early exit you will recover 100% of your personal contribution in euros.

■ A guaranteed minimum return of 2 % per year on your personal contribution in euros

Regardless of any fluctuations in the ENGIE share price, you are guaranteed to benefit from a minimum return of 2% per year on your personal contribution in euros.

■ Or a return higher than the minimum guaranteed return if changes in the ENGIE share price are favourable

If changes in the ENGIE share price against the reference price are favourable, you will receive a profit equal to 16 times the protected average increase of the ENGIE share price⁷.

This profit will be paid instead of the minimum return of 2% per year if it turns out to be higher.

⁶ Except in certain exceptional cases as described in the Link 2022 Terms and Conditions of Participation.

⁷ In the event of an exceptional dividend or bonus dividend, employees can benefit from the bonus dividend through the performance improvement.

Your investment is locked in for
5 years, i.e., until 22/12/2027
Except in the event of
early release

✔ WHAT DOES LINK MULTIPLE ENTAIL?

In return for the guarantee and the multiple, you waive:

- any **potential dividends**;
- the benefit of **the 20% discount**: in practice, the FCPE acquires ENGIE shares at a discounted price but your return on expiry of the lock-in period will be calculated from the reference price and not from the subscription price. You will not therefore benefit from the discount in the calculation of the potential performance of the share;
- the right to **a portion of any potential increase in the ENGIE share price** at maturity: performance is calculated on the basis of the protected average increase of the ENGIE share price recorded during the lock-in period and not on the share price at maturity.

Your investment is locked-in for five years, i.e. until 22/12/2027, except in the event of early redemption.

The value of your investment also depends on the fluctuation of the foreign currency exchange rates and may go up or down.

✔ HOW DOES IT WORK?

- **At the start of the transaction**, depending on the amount of your personal contribution and the bank supplement multiplying the personal contribution by 10, a number of FCPE units will be allocated to you based on the subscription price.
- **As from the date of completion of the transaction (22 December 2022)**, the ENGIE share price will be recorded once a month on the 15th day of the relevant month (and if this day is not a trading day, on the first trading day preceding this date) until the end of the five-year lock-in period, i.e. 60 readings. These 60 readings are used to determine an average ENGIE share price over the five-year period.
- If some of these 60 readings are below the reference price, then these readings will not be taken into account and will be replaced by the reference price for calculation of the average. This average is therefore called “protected”.
- **This average will then be compared to the reference price** to obtain the protected average increase over the period.
- **At the end of the 5-year lock-in period or in the event of early redemption, you will receive the greater of the following two amounts:**
 - your personal contribution in euros + the protected average increase x 16 x the number of units subscribed
and
 - your personal contribution in euros capitalised on the guaranteed minimum return of 2 % per year.

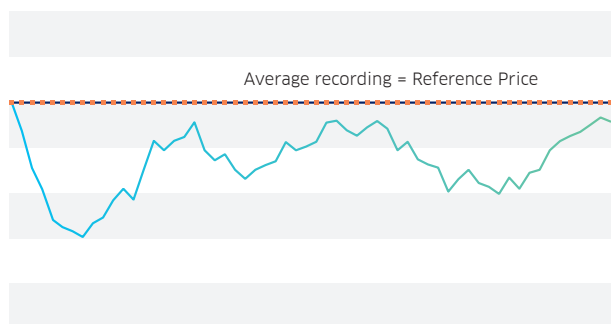
✓ HOW ARE THE PROTECTED AVERAGE INCREASE AND RETURN CALCULATED?

Protected average increase = average reading – reference price

Several situations are possible at maturity, including the following two:

SCENARIO 1

If the share price readings are below the reference price throughout the duration of the transaction.



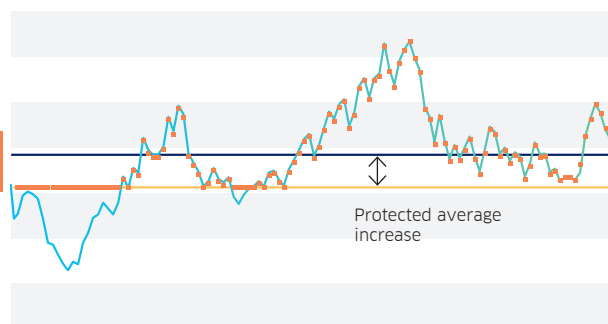
— ENGIE share price — Average recording
■ Monthly recordings — Reference Price

the protected average increase is zero:

Your profit = 2% capitalised per year, i.e., 10.41 % over 5 years, on your personal contribution in euros

SCENARIO 2

If all or some of the share price readings are above the reference price during the lock-in period.



— ENGIE share price — Average recording
■ Monthly recordings — Reference Price

the protected average increase is positive:

Your profit = The higher of:

- 16 x the protected average increase x number of subscribed units
- and
- 2 % capitalised per year on your personal contribution in euros

These examples are intended to illustrate how the option works and do not pre-empt future share performance.

OU



You will find a simulator
at the website
link.engie.com/2022

✓ WHAT HAPPENS TO YOUR INVESTMENT AT THE END OF THE LOCK-IN PERIOD?

By investing in Link Multiple, **you hold units in the Link Multiple Int 2022 sub-fund of the Link International FCPE**. At the end of the five-year lock-in period, you will no longer benefit from the guarantee as described above. You will be contacted no later than two (2) months before the maturity date and asked to make a choice between:

- redemption of your holdings;
- reinvestment of your holdings in the Link Liberty sub-fund of the Link International FCPE. Your reinvested holdings will no longer benefit from the Link Multiple guarantee.

If you do not respond, the Link Multiple 2022 sub-fund will be merged with the Link Liberty sub-fund of the Link International FCPE subject to the prior approval of the Supervisory Board. You will then no longer benefit from the capital guarantee afforded by the Link Multiple option.

LINK CLASSIC



✔ BY PARTICIPATING IN LINK CLASSIC, YOU ENJOY:

■ A 20% discount

Through the 20% discount on the reference price you increase your profits and minimise your potential losses depending on share price trends.

■ Free shares issued to you in 5 years' time based on your investment up to €450

The Group allocates you free shares based on the amount of your investment in Link Classic, in accordance with the regulations of the Link 2022 free share allocation plan, using the following rule:

YOUR PERSONAL CONTRIBUTION	FREE SHARES	
	REPRESENTING A PERCENTAGE OF YOUR PERSONAL CONTRIBUTION	CAPPED AT
Up to €200 inclusive	200%	€400
Above €200 up to €300 inclusive	50%	€50
Or free shares of a maximum value of		€450

With a payment of €300, you enjoy the maximum number of free shares.

The total number of free shares is determined based on the subscription price paid at the time of your participation in Link 2022 and rounded down to the next whole number.

You will find a simulator on the website link.engie.com/2022.

Free shares will be issued in 5 years' time⁸ (in the Link International FCPE⁹) provided that you have not left the Group before 31 August 2027.

⁸ Early delivery is possible in the event of death or disability in accordance with the regulations of the Link 2022 free share allocation plan available on the link.engie.com/2022 website

⁹ The free shares will be allocated to the Link International FCPE except if, at the time of delivery, Engie deems another arrangement to be more appropriate (e.g., registering the shares in a registered individual account).



Your investment is locked in
for 5 years, i.e., until 22/12/2027
Except in the event of
early release



You will find a simulator
at the website
link.enge.com/2022

✔ THROUGH YOUR INVESTMENTS, YOU ENJOY:

■ Potential dividends

Potential dividends and any income associated with each share will be reinvested in the Link Classic 2022 sub-fund of the Link International FCPE, thereby increasing the value of your holdings.

After holding the shares for two years, the FCPE may benefit, where applicable, from the dividend plus a 10% bonus, which will further enhance the value of your investment.

■ Potential profit

Potential profit¹⁰ corresponds to: redemption price of your units valued according to the ENGIE share price + value of your free shares - amount of your personal contribution¹¹.

Your potential profit takes account of any dividends that will be automatically reinvested in the FCPE and increase the value of your holdings and of the fluctuation of the foreign currency exchange rates and may go up or down.

✔ WHAT DOES LINK CLASSIC ENTAIL?

■ Your investment tracks the share price both upward and downward, so your investment carries a risk of capital loss.

In fact, depending on the share price when you redeem your shares, the value of your holdings may be lower than your personal contribution.

■ Your investment is locked-in for five years, i.e. until 22/12/2027, except in the event of early redemption.

■ The value of your investment also depends on the fluctuation of the foreign currency exchange rates and may go up or down.

✔ WHAT HAPPENS TO YOUR INVESTMENT AT THE END OF THE LOCK-IN PERIOD?

By investing in Link Classic, you hold units in the Link Classic 2022 sub-fund of the Link International FCPE.

At the end of the 5-year lock-in period, you can choose to either:

- keep your holdings in the Link Classic 2022 sub-fund; your holdings are available and you have the option of requesting their redemption at any time,
- request the redemption of your holdings in whole or in part.

Free shares will be delivered in five years' time¹² provided that you have not left the Group before 31 August 2027. You are free to sell all or part of your shareholding from 22 December 2027.

¹⁰ Before taxes and social charges.

¹¹ Adjusted, where applicable, to take account of the taxes and social contributions paid within the framework of the Link Classic, as specified in the Country Supplement regulations.

¹² Early delivery is possible in the event of death or disability in accordance with the regulations of the Link 2022 free share allocation plan available on the link.enge.com/2022 website.

LINK THE TERMS

✓ WHO CAN TAKE PART?

- **All employees** holding an employment contract as at 18 November 2022 with a company included in the scope of the Link 2022 offer and which is part of the ENGIE PEGI, who have at least three months' service, whether consecutive or not, between 1 January 2021 and 18 November 2022.

✓ WHAT ARE THE PAYMENT METHODS?

To find out the payment methods for the Link 2022 transaction, please consult your local Link manager.

✓ A SPECIFIC TAX FRAMEWORK FOR YOUR COUNTRY

Depending on your country of residence, you may be liable to pay income tax or social security contributions at different stages of your investment in Link 2022 (participation, receiving dividend payments, etc.).

For more information, please refer to the Country Supplement for your country available at link.engie.com/2022

✓ WHAT AMOUNT CAN YOU INVEST?

You are free to choose the amount you wish to invest in Link, within the following limits:

■ **At least:**

Your personal contribution is at least €10 in Link Multiple or Link Classic.

■ **At most:**

The total of your payments into Link 2022 should not exceed 25% of your gross annual remuneration for 2022 (including allowances, bonuses, etc.).

Specific rules for calculating the cap of one quarter of the remuneration are applicable in the event of participation in the Link Multiple option. You will find a simulator on the website link.engie.com/2022.

Note: the reserved amount will be quoted in euros.

The final exchange rate will be set after the reservation and you will be informed on 15 November 2022 at the same time as announcement of the subscription price. To help you with your reservation, a provisional exchange rate will be provided to allow you to estimate the amount of your investment in local currency.

✔ WHAT HAPPENS IN THE EVENT OF AN OVER-INVESTMENT?

The total number of shares proposed under the Link option comprises a total envelope of 17 million shares with a sub-envelope of 135 million euros for the Link Multiple 2022 option.

For each of the envelopes, if the total shares requested were to exceed the ceiling for the envelope, the percentage by which the relevant envelope has been exceeded will be determined (the **Exceedance Percentage**). **The participation applications would be reduced** in accordance with the conditions below. The reduction will be made, as a matter of priority, to the envelope with the highest Exceedance Percentage:

The maximum amount of the relevant envelope (in euros or in shares) will be divided by the number of participants in this envelope in order to obtain an average amount, which will be allocated per participant (the **Average Amount Allocated****):

- (i) All applications for an amount that is lower than or equal to the Average Amount Allocated will be allocated in full (subject to a potential reduction as specified in iii) below);
- (ii) All applications for an amount greater than the Average Amount Allocated will be allocated initially to the tune of the Average Amount Allocated;
- (iii) Thereafter, the portion of the amount exceeding the Average Amount Allocated will be reduced proportionately by applying a service rate determined on the basis of the number of shares in the envelope still to be allocated in relation to the number of shares requested over and above the Average Amount Allocated;

If, after this reduction, one or two envelopes are still in excess, the reduction rules specified above will be applied again.

✔ HOW TO TAKE PART?

Take part in just a few clicks:

- 1) **Log on** to the website link.engie.com/2022
- 2) **Click on** "Subscribe to Link"
- 3) **Log on** using the username that was sent to you by email.
- 4) **Take note of the legal terms and conditions for participating in Link 2022.**
- 5) **Fill in the reservation screen** and remember to confirm your reservation.
- 6) Download your subscription confirmation.

✔ YOU CAN FIND OUT MORE

- At the link.engie.com/2022 website,
- By contacting your Link manager.



LINK TIMETABLE

From 22 September to 12 October 2022 inclusive, you can make your reservation at unknown price on the link.engie.com/2022 website

1

RESERVATION PERIOD: FROM 22 SEPTEMBER TO 12 OCTOBER 2022 INCLUSIVE

You can make your reservation at unknown price on the link.engie.com/2022 website or by filling in a paper form.

2

SETTING OF THE ENGIE SHARE PRICE: 15 NOVEMBER 2022

The subscription price and the exchange rate for converting your investment into euros will be available on the link.engie.com/2022 website.

3

CANCELLATION PERIOD: FROM 16 TO 18 NOVEMBER 2022 INCLUSIVE

You will be able to cancel your reservation in full by way of one or both of the online forms or by completing the cancellation form available from the link.engie.com/2022 website. For each option, partial cancellations are not permitted.

At the end of this period, if you have not cancelled your reservation, your investment will be considered final and irrevocable.

Important!

Note that if you have not made a reservation during this period, you may subscribe to Link Classic and Link Multiple up to the total limit of 2.5 % of your gross annual remuneration for 2022.

4

COMPLETION OF TRANSACTION: 22 DECEMBER 2022

In the weeks following completion of transaction: Amundi ESR, the account holder of the ENGIE PEGI, will send confirmation of your investment including the number of your units in the Link International FCPE, in each sub-fund corresponding to each option.

IMPORTANT NOTE FOR “US PERSONS”:

The FCPE offered in Link is not open for subscription to residents of the United States of America. For more information, please refer to the regulations and the Key Investor Information Document for the Link International FCPE.

WARNING FOR RUSSIAN/ BELARUSIAN NATIONALS AND NATURAL PERSONS RESIDING IN RUSSIA OR IN BELARUS:

pursuant to the provisions of Council Regulation (EU) No 833/2014 and Council Regulation (EU) No 765/2006, as amended, the LINK 2022 option is not available to Russian nationals and natural persons residing in Russia, or to Belarusian nationals and natural persons residing in Belarus, unless they are nationals of a Member State of the European Union or natural persons in possession of a temporary or permanent residence permit for a Member State of the European Union.

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