

ENGIE EMPLOYEE SHARE OWNERSHIP PLAN

LINK 2022

Country supplement

UNITED ARAB EMIRATES

You have been invited to invest in shares of ENGIE S.A. through the subscription of units of the Link Multiple INT 2022 sub-fund (Multiple Offer) and/or of the Link Classic 2022 sub-fund (Classic Offer) of the Link International FCPE in the context of the **2022 ENGIE Employee Share Ownership Plan LINK 2022 ("LINK 2022")**.

This document contains local offer information and a summary of principal tax consequences relating to your investment.

GENERAL DISCLAIMER

This document is provided to you in addition to the documents relating to LINK 2022 and in particular the information brochure, the Terms and Conditions of LINK 2022, the Link 2022 Free Share Allocation Plan and the Key Investor Information Documents ("KIIDs") of the Link Multiple INT 2022 and Link Classic 2022 sub-funds of the FCPE Link International. For additional details, please refer to the Regulations of the International Group Savings Plan (Plan d'Epargne de Groupe International or "PEGI") of ENGIE. All documents are made available to you on the Offer website <https://link.engie.com/2022>.

If you do not understand either the contents of the documents (in particular, the information brochure, the participation forms, the Terms and Conditions of LINK 2022, the Link 2022 Free Share Allocation Plan, the KIIDs and this country supplement) relating to LINK 2022, the nature of the investment in any proposed offers (the Classic Offer and the Multiple Offer), or the comparative risks and benefits associated with LINK 2022, you should contact an authorised financial advisor.

Participation in LINK 2022 is completely voluntary. The LINK 2022 offer 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.

Local Offer information

1. Issuing Company

ENGIE S.A. (Euronext Paris: ENGI – ISIN code: FR0010208488), a French *société anonyme* with its registered office at 1 Place Samuel de Champlain, 92400 Courbevoie, France, and identified at the Trade and Companies Registry under number 542 107 651 RCS Nanterre (hereinafter the "Company").

Information regarding the Company is available on its website (www.engie.com) and in particular in the universal registration document available on this website.

2. Securities law notice

This document is directed at employees eligible to participate in LINK 2022 only.

The information contained in this country supplement, in the participation forms, and in the Terms and Conditions (together, the "**Memorandum**") does not constitute an offer of securities registered under the laws of the United Arab Emirates ("**UAE**") relating to funds, investments or otherwise.

Neither the LINK 2022 offering made within the context of the employee share ownership plan of ENGIE (the "**Offer**") nor this Memorandum is approved by the UAE Central Bank, the Securities and Commodities Authority (the "**SCA**"), the Dubai Financial Services Authority, the Financial Services Regulatory Authority, the Dubai International Financial Centre, the Abu Dhabi Global Market or any other authority in the UAE. Furthermore, no authorization, permit or license has been granted by the SCA or any authority in the UAE to market, offer, place or sell the Offer in the UAE.

This Memorandum is strictly private and confidential and is being distributed to a limited number of selected investors at the request of such investors. This Memorandum (a) does not constitute a public offer, or an advertisement or solicitation to the general public; (b) is intended only for the original recipients hereof to whom this document is personally provided and may not be reproduced or used for any other purpose. The Offer referred to in this Memorandum is not offered or intended to be sold directly or indirectly to the public in the UAE.

3. Exchange rate

Your participation in LINK 2022 is in Euro. Consequently, for the purposes of your participation, the amount of your payment in UAE Dirham (AED) will be converted into Euro using the exchange rate set by ENGIE on the date the Subscription Price is determined, planned to be on 15 November 2022.

Your investment can be affected (positively or negatively) by the fluctuations in the currency exchange rate between the Euro and the UAE Dirham. The value of your investment in UAE Dirham will depend on the exchange rate on the day of exit.

As a result, if the Euro has strengthened against the UAE Dirham, you will see a positive impact on the value of your investment because of the exchange rate, regardless of changes in the ENGIE share price. On the other hand, if the Euro has weakened against the UAE Dirham, you will see a potential negative impact because of the exchange rate.

If you opted for the Multiple Offer, please note that only the Euro amount of your investment is protected.

4. Custody

- **Multiple Offer:** Your ENGIE shares will be held via the Link Multiple INT 2022 sub-fund of the Link International FCPE.

- **Classic Offer:** Your ENGIE shares will be held via the Link Classic 2022 sub-fund of the Link International FCPE.

The FCPE (*Fonds Commun de Placement d'Entreprise* in French) is a shareholding vehicle created under French law allowing employees to collectively hold their company shares. The Link Multiple INT 2022 and/or Link Classic 2022 sub-fund(s) will acquire / subscribe for ENGIE shares and issue FCPE units to you that correspond to your investment.

During the life of your investment, voting rights attached to the shares held by the FCPE will be exercised at the General Shareholders meetings by the FCPE Supervisory Board.

5. Holding period and early release events

In consideration of the benefits granted under LINK 2022, your investment must be held for a five-year period ending on 21 December 2027 inclusive, except in the case of the following early release events:

- Marriage or civil union agreement;
- Birth or arrival at home for adoption of a 3rd child (or more);
- Divorce or separation when it is accompanied by a court decision specifying that your home is to be the sole or shared ordinary place of residence of at least one child;
- Use of invested amounts for the purpose of creation of certain type of business by you, your spouse or child;
- Use of invested amounts for the purpose of acquisition or enlargement of a main residence which includes the creation of new living space;
- Over-indebtedness acknowledged by a commission of over-indebtedness or a judge;
- Termination of your employment contract;
- Your death or the death of your spouse;
- Your disability, or the disability of your spouse or child;
- Domestic violence, acknowledged or giving rise to legal proceedings.

These early release events are defined by French law and must be interpreted and applied in a manner consistent with French law. If applicable, you should not conclude that an early release event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing of the requisite supporting documentation.

Your request for early release must be made within 6 months of the event occurring, except in cases of termination of your employment contract, domestic violence, bankruptcy, disability or death, where your request may be made at any time. Each generating event may be invoked only once.

Early releases are possible only after the completion of LINK 2022, which is scheduled to take place on 22 December 2022.

6. "U.S. Person" advertisement

You hereby certify that your units in the Link Multiple INT 2022 and/or of the Link Classic 2022 sub-fund(s) of the Link International FCPE are not being acquired for the benefit of, directly or indirectly, any « U.S. Person » (as defined in the U.S. Regulations).

7. 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.

8. Free Shares under the Classic Offer

Under the Classic Offer, Free Shares will be delivered to you at the end of the five-year period, i.e. on 22 December 2027, except in the following cases:

- **in case of your death**, your heirs can request that the Free Shares be delivered within six months of the death. If no such request is made within six months of the death, your heirs will lose the right to the Free Shares,
- **in case of your disability prohibiting you from exercising any professional activity**, the Free Shares can be delivered to you by anticipation within 3 months as from the notification of your disability to the human resources department of your employer,
- **in case of termination of your employment contract**, you will keep the rights to the Free Shares which will be delivered to you on 22 December 2027, except in case of resignation where you will lose your rights to the Free Shares.

Tax Information

The following is a brief summary of the tax and social security regime that should apply to you if you are tax resident in the UAE at all relevant times and participate in LINK 2022.

If you are not tax resident in the UAE, you should consult your own tax advisor regarding the applicable tax regime.

This summary lists only some of the tax and social security consequences which may result from participating in LINK 2022 and it is for information purposes only. Therefore, this summary should not be treated as the opinion of your employer, its advisors or ENGIE S.A. nor should it be relied upon as being either complete or conclusive.

The tax and social security consequences listed below are described in accordance with the law and practices applicable in the United Arab Emirates in June 2022. These laws and practices may change over time.

Tax treatment of the Classic Offer

1. Taxation at the time of participation

A. Discount

The subscription of Link Classic 2022 units will not result in any tax liabilities for you or give rise to any social security contributions.

B. Payment facility

No income tax or social security contributions on the advance granted by your employer to allow you to participate in the Link 2022.

2. Taxation during the 5-year lock-up period

A. Taxation of dividends in France

No taxation.

B. Taxation of dividends in the United Arab Emirates

In the United Arab Emirates, dividends reinvested by Link Classic 2022 will not result in any tax liabilities for you or give rise to any social security contributions.

3. Redemption of your FCPE units as from the end of the 5-year lock-up period (or in case of early release)

The repurchase of Link Classic 2022 units will not result in any tax liabilities for you or give rise to any social security contributions.

4. Tax treatment of the Free Shares

A. In France

You should not be subject to tax or social charges in France with respect to the grant, delivery or sale of your Free Shares.

B. In the United Arab Emirates

a) Upon grant of the rights to receive Free Shares

No social security and/or taxes are payable upon the grant of the rights to receive Free Shares from ENGIE.

b) Upon delivery of the Free Shares

No tax or other charges shall apply with respect to the delivery or sale of Free Shares.

c) Dividends paid by ENGIE, if any

No taxation will arise.

d) At the time of sale of the Free Shares

No tax or social security charges will apply.

5. Reporting obligations

You are not subject to any filing obligations.

Tax treatment of the Multiple Offer

1. Taxation at the time of participation

A. Discount

The subscription of Link Multiple INT 2022 units under the Multiple Offer will not result in any tax liability or give rise to any social security contributions.

B. Payment facility

No income tax or social security contributions on the advance granted by your employer to allow you to participate in the Link 2022.

2. Taxation during the 5-year lock-up period

A. Taxation of dividends in France

No taxation.

B. Taxation of dividends in the United Arab Emirates

The holding of Link Multiple INT 2022 units under the Multiple Offer will not result in any tax or social security liability during the lock-up period.

3. Taxation at the end of the 5-year lock-up period or in case of early release

At maturity, you may redeem your FCPE units and receive a cash payment or transfer your assets into another FCPE (or sub-fund) invested in ENGIE Shares.

A. Repurchase of your FCPE units for a cash payment, at maturity (or in case of early release)

The repurchase of Link Multiple INT 2022 units will not result in any tax liabilities for you or give rise to any social security contributions.

B. Transfer of your assets into another FCPE invested in ENGIE shares at maturity

Transfer of your assets into another FCPE does not constitute a taxable event.

Dividends received by the FCPE (or sub-fund) on your behalf, if any will not have a tax impact. No taxation will arise upon subsequent redemption of your units for cash.

4. Reporting obligations

You are not subject to any filing obligations.