

ENGIE EMPLOYEE SHARE OWNERSHIP PLAN

LINK 2022

Country supplement

UNITED KINGDOM

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.

This Offer constitutes a private investment and has not been registered with or approved by any competent authorities. The 2022 Offer is made in reliance on the exemption from publishing a prospectus provided for in Articles 1(4)(i) and 1(5)(h) of the EU Prospectus Regulation 2017/1129 as incorporated in the UK under the Financial Services & Markets Act 2000 (as amended).

This document, jointly with the information brochure and the terms and conditions provided to you shall serve as information document required pursuant to Articles 1(4)(i) and 1(5)(h) of the EU Prospectus Regulation 2017/1129.

3. Exchange rate

Your participation in LINK 2022 is in Euro. Consequently, for the purposes of your participation, the amount of your payment in Pound Sterling (GBP) 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 Pound Sterling. The value of your investment in Pound Sterling will depend on the exchange rate on the day of exit.

As a result, if the Euro has strengthened against the Pound Sterling, 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 Pound Sterling 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 United Kingdom at all relevant times and participate in LINK 2022.

If you are not tax resident in the United Kingdom, 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 Kingdom in June 2022. These laws and practices may change over time.

Tax treatment of the Classic Offer

WARNING: It will be necessary for you to complete a tax election in order to participate in the Classic Offer. The tax treatment described below will then apply. You will not be able to receive units of the Link Classic 2022 sub-fund of the Link International FCPE if you do not complete and return that election within the timetable specified by your employer.

1. Taxation at the time of participation

A. Discount

As part of the Link Classic 2022 Offer, you will be **required to enter into a restricted securities election** in order for the tax treatment below to apply (see question 5 on Reporting Obligations).

You will be **liable to income tax and employee's social security** (National Insurance Contributions/NICs) on the difference between (i) the price you paid for your FCPE units and (ii) their market value on the date of subscription (according to HMRC's previous position on this matter, the Reference Price can be taken as the market value of the units on the date of subscription).

Income tax is payable at your marginal rate which for the 2022-2023 tax year, is up to 45% (for taxable income over £150 000).

You will also be subject to NICs at the time of subscription on the amount on which you will be subject to income tax. For the 2022-2023 tax year, employee's NICs are payable at a rate of 13.25% on income from all sources up to £50,270 and at 3.25% on all income above that amount.

These amounts will be **deducted from your salary** under the PAYE system.

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

A. Taxation of dividends in France

No taxation.

B. Taxation of dividends in the United Kingdom

Even though the dividends awarded by ENGIE to the Link Classic 2022 sub-fund would be automatically reinvested into the sub-fund, you should be **taxed if dividends are paid to the FCPE**.

A dividend **allowance of £2,000** is available in the 2022-2023 tax year. To the extent dividends (from all sources) received do not exceed this amount, no tax will be due.

For any dividends received above the allowance, the rate at which tax is payable depends on your marginal income tax rate. For the 2022-2023 tax year, dividends are taxed at 8.75% for basic rate tax-payers, 33.75% for higher rate tax-payers and 39.35% for additional rate tax-payers. NICs are not payable on dividends.

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

Any **capital gain** on the repurchase of your units will be **subject to capital gains tax ("CGT")** on the difference between (i) the redemption proceeds you receive and (ii) the subscription price you paid, increased by any amount on which income tax and NICs has already been paid).

All taxable gains for a tax year are aggregated (this includes gains made under LINK 2022 and any other gains). Capital gains of **up to £12,300 are not taxable** (amount for the 2022-2023 tax year). Above that amount, the capital gain is taxable at a rate of 10% or 20% depending on the amount of your taxable income. No NICs apply to capital gains.

4. Tax treatment of the Free Shares (delivered at the end of the 5-year lock-up period)

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. As the Free Shares will be delivered into a FCPE, dividends will be reinvested into the FCPE and will not be subject to tax in France.

B. In the United Kingdom

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.

b) Upon delivery of the Free Shares

When Free Shares are delivered at the end of the vesting period, they will be **subject to income tax and employee's NICs** on the market value of the shares at that time.

These amounts will be **deducted from your salary** under the PAYE system.

c) If dividends are paid

Even though the dividends awarded by ENGIE to the FCPE would be automatically reinvested into the fund, you should be **taxed if dividends are paid to the FCPE**, as described under point 2 above.

d) At the time of sale of the Free Shares

If you immediately sell the FCPE units corresponding to the Free Shares, no CGT should be payable since the base cost for CGT purposes will be the amount on which you paid income tax on delivery.

If you retain the FCPE units corresponding to the Free Shares and they increase in value, **CGT may arise when you eventually redeem the FCPE units**, subject to the annual tax-free amount and other CGT reliefs that may be available (see point 3 above).

5. Reporting obligations

You will be **required to enter into a restricted securities election** in order for the tax treatment described above to apply. You must sign and return this form within 14 days of the last day of the revocation period (i.e. no later than 2 December 2022).

Your employer will notify HMRC of your acquisition of shares and delivery of Free Shares.

Any income tax payable in respect of dividends, and any capital gains tax, is payable through self-assessment. you should **include details of the share acquisition, any dividends received and any disposal of the shares on a self-assessment tax return**. If you do not normally receive such a return you should request one from your tax office.

Tax treatment of the Multiple Offer

1. Taxation at the time of participation

A. Discount

No income tax and no employee's social security (National Insurance Contributions - NICs) will be due at the time of your participation in Link Multiple 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 Kingdom

As you are not entitled to any dividends received by the FCPE under the Link Multiple INT 2022, you **should not be liable to any tax or social security on such dividends**.

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

At maturity, you may (i) redeem your FCPE units and receive a cash payment or (ii) 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)

You will be **subject to income tax and employee NICs** on the difference between (i) the redemption proceeds you received and (ii) the amount that you paid for the units at subscription.

These amounts will be **deducted from your salary** under the PAYE system.

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

If you opt for the transfer of your assets into another FCPE, you will be **subject to income tax and employee NICs** on the difference between (i) the value of your units at maturity and (ii) the amount you paid upon subscription of the units.

These amounts will be **deducted from your salary** under the PAYE system.

Dividends received, by the new FCPE on your behalf, if any, **must be included in your income** in the year in which such dividends are received, regardless of whether the dividend amounts are reinvested in the FCPE. **Dividends in excess of the personal dividend annual exemption of £2,000 per tax year will be subject to income tax.** No employee NICs is payable on dividends.

When you subsequently redeem your new FCPE units, **capital gains tax ("CGT") may arise** on any gain you make (taxed at your marginal rate of 10% and/or 20%). You will only pay CGT if your gain (together with gains from any other sources during the tax year) is more than the personal exempt amount, which is £12,300 for the 2022/23 tax year.

Your employer is not required to withhold any tax on dividends or CGT due, so it is **your responsibility to include these amounts in your annual tax return** and pay taxes due to HMRC.

4. Reporting obligations

Your employer will notify HMRC of your acquisition of shares.

Any income tax payable in respect of dividends, and any capital gains tax, is payable through self-assessment. you should **include details of the share acquisition, any dividends received and any disposal of the shares on a self-assessment tax return**. If you do not normally receive such a return you should request one from your tax office.