

TERMS AND CONDITIONS OF LINK 2022

I have been invited by ENGIE S.A. ("ENGIE") to participate to an offer of Engie shares 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 Link 2022 Free Share Allocation Plan and the Terms and Conditions of the SAR 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 accordance with the provisions of Article L. 3332-18 et seq. of the French Labour Code, ENGIE shares will be acquired or subscribed for 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/acquisition of Engie shares with a free bonus share allocation; and
- (ii) the Link Multiple Offer by subscription/acquisition of Engie shares giving right to SARs.

I can opt to participate in either offer or both. The minimum participation amount per offer is the Subscription Price for one share.

In participating in Link 2022, I will receive ENGIE shares and SARs that will be locked-in for five years, except in the event of death, disability or termination of my employment contract, as set out in the country supplement.

Link Classic

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; and
- (b) by acquiring ENGIE shares, 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.

Link Multiple

I acknowledge that I am aware that, in accordance with the Terms and Conditions of the SAR:

- (a) I will receive a SAR issued by my employer for each ENGIE share subscribed/acquired under the Link Multiple Offer, in accordance with the Terms and Conditions of the SAR;
- (b) at maturity or earlier in the event of early release, each SAR gives me the right to automatically receive, before applicable tax and social security contributions:
 - an amount (**Performance**) equal to the greater of (i) 12 times any protected average increase calculated at maturity (i.e. 22 December 2027) or before depending on the early release date and (ii) an annual return capitalized *pro rata temporis* of 2% on my personal contribution to the Link Multiple Offer, and
 - if the closing price of the ENGIE share observed on the Euronext Paris market at maturity or in case of early release falls below the Subscription Price, an amount corresponding to that shortfall (**Capital Guarantee**); 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 structuring bank;
- (c) at maturity or earlier in the event of early release, I can opt to sell my shares or keep them. If I choose to keep the shares, I run the risk of not recovering the full amount of my personal contribution if I subsequently sell them, depending on the share price at the time of the sale;
- (d) under certain circumstances described in the Terms and Conditions of the SAR and especially in the event of a public offer for the ENGIE shares (the **Shares**) which is successful, a public offer for the Shares or a demerger or a merger-takeover of ENGIE affecting the liquidity of the Shares or the cost of lending/borrowing Shares or any other similar event affecting the liquidity of Shares or the cost of lending/borrowing of Shares, a change of listing compartment or place of listing of the Shares affecting the liquidity of Shares or the cost of lending/borrowing of Shares or a change of listing currency or delisting of the Shares, nationalization or insolvency of ENGIE, then the calculation of the protected average increase will no longer be linked to the ENGIE share price; and
- (e) the SAR payment may be reduced in the event of changes to applicable social security or tax regulations or to the applicable legal or administrative interpretation, as set out in the Terms and Conditions of the SAR. If this should occur, then I may receive an amount lower than my personal contribution to the Link Multiple Offer.

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 the ENGIE shares acquired under Link 2022 and therefore of my investment may go up or down;
- (b) the SAR payment will be settled by my employer (who issued the SAR) in my currency at the applicable exchange rate;
- (c) 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
- (d) 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 the Subscription Price for one share, 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/acquire Engie shares.

A participation request made during the revocation period, i.e. from 16 to 18 November 2022 inclusive, will be considered to be a final participation order to subscribe/acquire Engie shares 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 sale of all of my shares subscribed/acquired under Link 2022. The sale proceeds from will be used in whole or in part to reimburse my non-payment and I will only receive the balance of the sale 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 am aware that ENGIE will limit the aggregate offer amount in the United States to less than USD 10 million (US Maximum Amount). If the total amount of ENGIE shares requested in US exceeds the US Maximum Amount, the requests in US will be reduced by using the reduction rules described below.

Furthermore, 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 (company collective investment fund) 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 per offer, which is the Subscription Price.

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 participation requests within the framework of LINK 2022.
- Société Générale Securities Services, as data controller, in its quality of account holder of the shares subscribed/acquired within the framework of the PEGI and the Link 2022 Offer.

The legal basis for the processing is the execution of the participation 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 shares until they are sold. My personal data may notably be processed by Engie, and as the case may be, by my employer, Société Générale Securities Services, Natixis Interépargne or any services provider mandated by Engie to manage Link 2022 and, as the case may be, to inform me of the process to be followed should I wish to sell my Engie shares as from the maturity date.

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 sale of all my shares, 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 the sale of all my shares 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 - Actionnariat 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;
- For Natixis Interépargne: relais-cnil-interepargne@natixis.com
- For Société Générale Securities Services: SGSS-PersonalData@socgen.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, 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.

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.