

ENGIE EMPLOYEE SHARE OWNERSHIP PLAN

LINK 2024

Country supplement

BELGIUM

You have been invited to invest in shares of ENGIE S.A. through the subscription of units of the Link Multiple Int 2024 sub-fund (Multiple Offer) and/or of the Link Classic 2024 sub-fund (Classic Offer) of the Link International FCPE in the context of the **2024 ENGIE Employee Share Ownership Plan LINK 2024 ("LINK 2024")**.

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 2024 and in particular the information brochure, the Terms and Conditions of LINK 2024 and the Key Information Documents ("KIDs") of the Link Multiple Int 2024 and Link Classic 2024 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/2024>.

If you do not understand either the contents of the documents (in particular, the information brochure, the Terms and Conditions of LINK 2024 the KIDs and this country supplement) relating to LINK 2024, 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 2024, you should contact an authorised financial advisor.

Participation in LINK 2024 is completely voluntary. The LINK 2024 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 2024 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 2024 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 2024 only.

This Offer constitutes a private investment and has not been registered with or approved by any competent authorities. The 2024 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 and in Article 10(3) 1° of the Belgian Law of July 11, 2018 on the offering of investment instruments to the public and the admission of investment instruments to the trading on a regulated market.

For the purposes of Belgian law, 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 of June 14, 2017 and of the Belgian Law of July 11, 2018 on the offering of investment instruments to the public and the admission of investment instruments to the trading on a regulated market.

3. Custody

- **Multiple Offer:** Your ENGIE shares will be held via the Link Multiple Int 2024 sub-fund of the Link International FCPE.
- **Classic Offer:** Your ENGIE shares will be held via the Link Classic 2024 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 2024 and/or Link Classic 2024 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.

4. Holding period and early release events

In consideration of the benefits granted under LINK 2024, your investment must be held for a five-year period until 6 November 2029 inclusive, except in the case of the following early release events:

- Your dismissal;
- Your death or the death of your spouse (or legal cohabitant);
- Your disability or the disability of your spouse (or legal cohabitant);
- Your retirement at the request of your employer.

These early release events are defined by French law, and adapted according to Belgian law, and must be interpreted and applied in a manner consistent with French law and Belgian 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.

Early releases are possible only after the completion of LINK 2024, which is scheduled to take place on 7 November 2024.

5. "U.S. Person" advertisement

You hereby certify that your units in the Link Multiple Int 2024 and/or of the Link Classic 2024 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).

6. Advertisement for Russian or Belarus nationals and natural persons residing in Russia or Belarus

Pursuant to provisions of Regulation (EC) n° 833/2014 and Regulation (EC) n°765/2006, as amended, the LINK 2024 offer is not made to Russian nationals and persons residing in Russia, nor to Belarussian nationals and persons residing in Belarus, except (i) in case of Russian nationals, if those persons are nationals of a EU Member State, of a country member of the European Economic Area or Switzerland, or have a temporary or permanent residence permit in a EU Member State, a country member of the European Economic Area or in Switzerland and (ii) in case of Belarussian nationals, if those persons are nationals of a EU Member State or have a temporary or permanent residence permit in a EU Member State.

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Tax Information

The following is a brief summary of the tax and social security regime that should apply to you if you are an employee tax resident in Belgium at all relevant times and participate in LINK 2024.

If you are not an employee or not a tax resident in Belgium, 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 2024 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 Belgium in January 2024. These laws and practices may change over time.

Tax treatment of the Classic Offer

1. Taxation at the time of participation

A. Discount

The **20% discount** granted by ENGIE S.A. on the shares issued to the Link Classic 2024 sub-fund is not subject to either income tax or social security contributions.

B. Matching Contribution (Free Shares delivered immediately into the FCPE)

Upon delivery of the Free Shares to the FCPE, you will be liable in Belgium for the **personal income tax** calculated at progressive rates on the amount equal to the market value of the ENGIE shares on the date of delivery.

The applicable rates vary between 25% and 50% (to which must be added the additional local surcharges). Your **employer will withhold the Belgian withholding tax** at similar rates on your salary for the month in which this **benefit in kind** is delivered to you. The withholding tax can be fully deducted from the final tax (and any excess will be refunded).

You will also be liable in Belgium for **social security contributions** on the same amount, which will be **withheld by your employer** from your salary.

In addition, the **Tax on stock-exchange transactions** ("TSET") might be due upon delivery of the Free Shares to the FCPE. The TSET would be levied at a rate of 0.35% (with a maximum amount of €1,600 per transaction and per party). In principle, the financial intermediary is liable to report and pay the TSET to the Belgian treasury. However, foreign financial intermediary may opt-out from their obligations under the TSET. In such case, you would be responsible for reporting and paying the TSET to the Belgian treasury.

C. Monory bis tax reduction

You may benefit from the "Monory bis" mechanism¹, which allows a 30% tax reduction, calculated on the basis of the amount that you actually paid for the ENGIE S.A. shares subscribed for you by the Link Classic 2024 sub-fund, if you can prove in your tax return for the taxable period during which the Subscription Price was paid, to have acquired ENGIE shares through the LINK International FCPE and agree to **hold them for a five-year period**.

¹ **Directors are not eligible** for the "Monory Bis" tax reduction, even if they work under an employment contract.

The maximum amount taken into consideration for the tax reduction per taxable period is **capped at €820** (for the 2024 taxable period – i.e. a maximum reduction of €246). However, you may not combine, during the same taxable period, this tax reduction with the tax reduction provided for pension savings.

Early release: If you redeem your FCPE units before the end of the 5-year holding period, you will **lose the benefit of the tax reduction** (and this in proportion to the number of months remaining until the expiry of the five-year period mentioned above) and will be taxed retroactively². This retroactive taxation is not applied if the early exit takes place in the event of death.

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

A. Taxation of dividends in France

No taxation.

B. Taxation of dividends in Belgium³

The dividends allocated by ENGIE S.A. to the Link Classic 2024 sub-fund will be automatically reinvested into the sub-fund. However, from a Belgian tax perspective, you are deemed to have directly received the dividends and will therefore be **taxed on the dividends** paid by ENGIE S.A. for the year in which they are received by that sub-fund.

You will be required to **report the dividend amount in your corresponding annual income tax return** and will be taxed at the rate of 30%. Dividends are not subject to social security contributions.

A **tax exemption** is provided for in Belgian law on the first **€833** (amount applicable for the 2024 tax period) of dividends received (per year). In relation to ENGIE dividends received through a FCPE, the Belgian tax administration has confirmed in the past that this exemption is applicable. However, it is computed on any eligible dividend you receive, not only the ENGIE dividends. Dividend that benefits from that exemption and that have not been subject to tax must not be reported in the annual income tax return.

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

The capital gain that you may realize from the redemption of your units in the Link Classic 2024 sub-fund should **not be subject to either income tax or social security contributions**.

In the event of an early exit: your income tax for the year in which the transfer took place will be increased in proportion to the Monory bis tax reduction corresponding to $x/60$, where "x" is equal to the number of whole months remaining until the end of the five-year holding period. This retroactive taxation is not applied if the early exit takes place in the event of death.

² Your income tax in respect of the year in which this transfer took place will be increased in proportion to the above-mentioned tax reduction corresponding to $x/60$, where "x" is equal to the number of whole months remaining until the end of the five-year holding period.

³ **Annual tax on securities accounts:** the holding of units of the Link Classic 2024 sub-fund of the Link International FCPE may be subject to the tax on securities accounts levied at the rate of 0.15% if the average value of the shares held in the account, during the applicable reference period of twelve consecutive months, exceeds the threshold of 1 million euros. The amount of the tax is limited to 10% of the difference between the average value and the said threshold. You are invited to consult your tax advisor about the reporting obligations relating to this annual tax on securities accounts.

4. Reporting obligations⁴

"Monory Bis" tax reduction: To obtain and keep the benefit of the tax reduction when you subscribe to the Link Classic 2024 offer, you must provide documentary evidence that you purchased and have been holding ENGIE S.A. shares through the LINK International FCPE for five years following the date on which the ENGIE S.A. shares were paid up.

Free shares: You must include in your annual tax return the amount of the benefit in kind.

Dividends: In principle, you must report in your annual income tax return the amount of the dividends paid by ENGIE S.A. To the extent that the exemption for the €833 would be available, you are not required to report the amount of dividend for which you request the exemption.

Foreign account⁵: Your participation in the FCPE may also be considered as constituting a "foreign account"⁶ and trigger the following obligations:

- To **disclose your participation in LINK 2024 as a foreign account in the relevant section "Foreign accounts"**, with indication of the account owner (your name and surname) and the country (France); and
- To mention in the same section whether certain data on your participation in LINK 2024 has been communicated, at the latest at the same time as the submission of your tax return, to the "Central Contact Point" (CCP) at the National Bank of Belgium (NBB). This must be done either electronically (via the NBB website) or by filling in and sending a (paper) form.

⁴ Securities Account Tax: you should consult your own tax advisor regarding the reporting requirements for the annual securities account tax referred to above.

⁵ For more information on this subject, we refer you to the following websites of the NBB (with among others a FAQ) or of the tax administration dedicated to this point:

<https://www.nbb.be/en/central-credit-register/central-point-contact-accounts-and-financial-contracts-cpc>

<https://finanzen.belgium.be/de/kontrolle-von-finanzinstrumenten-und-institutionen/zentrale-kontaktstelle-konten-und-finanzvertr%ac3%a4ge>

https://finances.belgium.be/fr/sur_le_spf/structure_et_services/administrations_generales/tr%C3%A9sorier/contr%C3%B4le-des-instruments-0-3.

⁶ Under the extended terms of the definition adopted by the Belgian legislator in the Royal Decree of April 3, 2015.

Tax treatment of the Multiple Offer

1. Taxation at the time of participation

A. Discount

The **20% discount** granted by ENGIE S.A. on the shares issued to the Link Multiple Int 2024 sub-fund, and financed through your personal contribution and the bank's contribution, is **not subject to either income tax or social security contributions**.

B. Monory bis tax reduction

You may benefit from the "Monory bis" mechanism⁷, which allows a 30% tax reduction, calculated on the basis of the amount paid for the ENGIE S.A. shares subscribed for you by the Link Multiple Int 2024 sub-fund (i.e. with your personal contribution and the bank payment), if you can prove in your tax return for the taxable period during which the Subscription Price was paid, to have acquired ENGIE shares through the LINK International FCPE and agree to **hold them for a five-year period**.

The maximum amount taken into consideration for the tax reduction per taxable period is **capped at €820** (for the 2024 taxable period – i.e. a maximum reduction of €246). However, you may not combine, during the same taxable period, this tax reduction with the tax reduction provided for pension savings.

Early release: If you redeem your FCPE units before the end of the 5-year holding period, you will **lose the benefit of the tax reduction** (and this in proportion to the number of months remaining until the expiry of the five-year period mentioned above) and will be taxed retroactively⁸. This retroactive taxation is not applied if the early exit takes place in the event of death.

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

A. Taxation of dividends in France

No taxation.

B. Taxation of dividends in Belgium⁹

The dividends allocated by ENGIE S.A. to the Link Multiple Int 2024 sub-fund will be received by the sub-fund and paid to the structuring bank. Given that the LINK International FCPE is regarded as a "transparent" vehicle from a Belgian tax perspective, you should be deemed to have directly received the **dividends paid or awarded for the ENGIE shares financed through your personal contribution and that of the bank**.

You are in principle **taxable on all the dividends paid by ENGIE S.A. to the Link Multiple Int 2024 sub-fund** for the year in which they are received by that sub-fund. You will be required to **report the dividend amount in your corresponding annual income tax return** and will be taxed at the rate of 30%. Dividends are not subject to social security contributions.

⁷ **Directors are not eligible** for the "Monory Bis" tax reduction, even if they work under an employment contract.

⁸ Your income tax in respect of the year in which this transfer took place will be increased in proportion to the above-mentioned tax reduction corresponding to $x/60$, where "x" is equal to the number of whole months remaining until the end of the five-year holding period.

⁹ **Annual tax on securities accounts:** in addition, the holding of units of the Link Multiple Int 2024 sub-fund of the Link International FCPE may be subject to the tax on securities accounts levied at the rate of 0.15% if the average value of the shares held in the account, during the applicable reference period of twelve consecutive months, exceeds the threshold of 1 million euros. The amount of the tax is limited to 10% of the difference between the average value and the said threshold. You are invited to consult your tax advisor about the reporting obligations relating to this annual tax on securities accounts.

However, the **tax exemption on the first €833 of dividends** (for the 2024 tax period) could be available. In relation to ENGIE dividends received through a FCPE in the context of a multiple offer, the Belgian tax administration has confirmed in the past that this exemption is applicable (a tax ruling was obtained in this respect for LINK 2022). However, it is computed on any eligible dividend you receive, not only the ENGIE dividends. Dividend that benefits from that exemption and that have not been subject to tax must not be reported in the annual income tax return.

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)

The capital gain that you may realize from the redemption of your units in the Link Multiple Int 2024 sub-fund should **not be subject to either income tax or social security contributions**.

In the event of an early exit: your income tax for the year in which the transfer took place will be increased in proportion to the Monory bis tax reduction corresponding to $x/60$, where "x" is equal to the number of whole months remaining until the end of the five-year holding period. This retroactive taxation is not applied if the early exit takes place in the event of death.

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 invested in ENGIE shares, **no tax or social security contributions should be due** on such transfer or on the subsequent repurchase of your new FCPE units¹⁰.

Dividends reinvested in the new FCPE: You will be **taxed on any dividend** paid and reinvested in the new FCPE. Dividends are not subject to social security contributions. The tax exemption (on the first €833 for the 2024 tax period) should be available.

4. Reporting obligations¹¹

"Monory Bis" tax reduction: To obtain and keep the benefit of the tax reduction when you subscribe to the Link Multiple Int 2024 offer, you must provide documentary evidence that you purchased and have been holding ENGIE S.A. shares through the LINK International FCPE for five years following the date on which the ENGIE S.A. shares were paid up.

Dividends: In principle, you must report in your annual income tax return the amount of the dividends paid by ENGIE S.A. To the extent that the exemption for the €833 would be available, you are not required to report the amount of dividend for which you request the exemption.

Foreign account¹²: Your participation in the FCPE may also be considered as constituting a "foreign

¹⁰ The holding of units of the new FCPE (or sub-fund) may be subject to the tax on securities accounts levied at the rate of 0.15% mentioned under footnote 6, provided the conditions are met.

¹¹ Securities Account Tax: you should consult your own tax advisor regarding the reporting requirements for the annual securities account tax referred to above.

¹² For more information on this subject, we refer you to the following websites of the NBB (with among others a FAQ) or of the tax administration dedicated to this point:

<https://www.nbb.be/en/central-credit-register/central-point-contact-accounts-and-financial-contracts-cpc>

<https://finanzen.belgium.be/de/kontrolle-von-finanzinstrumenten-und-institutionen/zentrale-kontaktstelle-konten-und-finanzvertr%c3%a4ge>

https://finances.belgium.be/fr/sur_le_spf/structure_et_services/administrations_generales/tr%C3%A9sorerie/contr%C3%B4le-des-instruments-0-3.

account"¹³ and trigger the following obligations:

- To **disclose your participation in LINK 2024 as a foreign account in the relevant section "Foreign accounts"**, with indication of the account owner (your name and surname) and the country (France); and
- To mention in the same section whether certain data on your participation in LINK 2024 has been communicated, at the latest at the same time as the submission of your tax return, to the "Central Contact Point" (CCP) at the National Bank of Belgium (NBB). This must be done either electronically (via the NBB website) or by filling in and sending a (paper) form.

¹³ Under the extended terms of the definition adopted by the Belgian legislator in the Royal Decree of April 3, 2015.