

LINK 2024

Employee shareholding offer

ACT TOGETHER FOR A SUSTAINABLE FUTURE

RESERVATION PERIOD:
FROM 6 TO 27 JUNE 2024

All information at
[LINK.ENGINE.COM/2024](https://link.engie.com/2024)



The ENGIE logo, featuring the word "engie" in a lowercase, white, sans-serif font with a white curved line above it, set against a background of a man lifting a child in a field of tall grass.

LINK IN BRIEF

Reservation period:
from 6 to 27 June 2024

Link allows you to acquire ENGIE shares indirectly via the Link International Company Mutual Fund (Fonds Commun de Placement d'Entreprise - FCPE) LINK INTERNATIONAL on preferential terms in return for a 5-year lock-in period.

As in 2022, two investment plans are on offer. You can thus participate in Link 2024 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
Guarantee of personal contribution	✓	✗ Risk of capital loss
Minimum guaranteed return on personal contribution	✓ 3% per year	✗
Multiplier coefficient	✓ 24 ¹	✗
Gross matching contribution	✗	✓ 200% up to €250 e., €500 maximum
Subscription price of a share	Reference price - 20%	Reference price - 20%
Benefit of the discount	✗ ²	Return calculated on the basis of the reference price - 20%
Benefit of potential dividends	✗ ³	✓
Lock-in period	5 years	5 years

The LINK INTERNATIONAL FCPE is an FCPE that is classified as "investment in Company shares" (ENGIE shares). Consequently, subscribers are advised to assess the need to diversify their savings.

¹ If changes in the ENGIE share price against the reference price are favourable, you will receive a return equal to 24 times the protected average increase of the ENGIE share price (more information on page 6).

² When determining potential returns, you waive the benefit of the discount as the increase will be calculated from the reference price and not from the subscription price.

³ When determining potential returns, you waive the benefit of the dividends.

Two options: Link Multiple and Link Classic



✓ WHAT IS THE PRICE OF A SHARE?

The price is unknown at the time of your reservation.

You are investing an amount in euros and the number of shares that you will hold in the LINK INTERNATIONAL FCPE will be determined according to the subscription price of a share.

The date on which the subscription price will be set is scheduled for 23 September 2024. After this date, you will have the right to cancel your entire reservation per option during the period provided for this purpose.

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

When 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 26 August to 20 September 2024 inclusive.

✓ A 5-YEAR LOCK-IN PERIOD

Your investment is locked in for **5 years**, i.e., until 6 November 2029 inclusive.

However, the law makes provision for **cases where early release** is possible; these are listed in the PEGI (International Group Savings Plan) and in the Supplement Regulations in your country, which are available at <https://link.engie.com/2024>.

LINK MULTIPLE

BY INVESTING IN LINK MULTIPLE, YOU WILL HOLD SHARES IN THE “LINK MULTIPLE INT 2024” SUB-FUND OF THE LINK INTERNATIONAL FCPE.



✓ BY INVESTING IN LINK MULTIPLE:

■ Your personal contribution is guaranteed

You are guaranteed⁴ that, at maturity or in the event of early release, you will recover 100% of your personal contribution.

■ A guaranteed minimum return of 3% per year on your personal contribution

Whatever the fluctuations in the ENGIE share price, you are guaranteed to enjoy a minimum capitalised return of 3% per year on your personal contribution.

■ 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 return equal to 24 times the protected average increase of the ENGIE share price⁵.

This return will be paid to you instead of the minimum return of 3% per year if it turns out to be higher.

Guarantee of personal contribution
Guaranteed minimum return 3%

⁴ Except in certain exceptional cases, as described in the Link 2024 Terms and Conditions of Participation.

⁵ N.B.: in the event of a bonus dividend generated by the “LINK MULTIPLE INT 2024” sub-fund, you will benefit from a performance improvement at the end of the investment.

Your investment is locked in for 5 years⁶

✓ WHAT DOES LINK MULTIPLE ENTAIL?

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

- any **potential dividends**⁷;
- the benefit of the **20% discount**: your return at the end of the investment will be calculated from the reference price and not from the subscription price (reference price minus the 20% discount). 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 the end of the investment: performance is calculated on the basis of the protected average increase of the ENGIE share price recorded during the lock-in period rather than on the basis of the share price at the end of the investment.

Your investment is locked in for five years, i.e. until 6 November 2029 inclusive, except in the event of early release.

✓ HOW DOES IT WORK?

- At the start of the transaction, depending on the amount of your personal contribution, a number of FCPE shares will be allocated to you based on the subscription price of a share
- As of the date of completion of the transaction (scheduled for 7 November 2024), the ENGIE share price will be recorded once a month on the 25th calendar day of the relevant month (and if this day is not a trading day or a business day in France, on the first trading day following 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, 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 release, you will receive the greater of the following two amounts⁸:
 - your personal contribution + 24 times the protected average increase x the number of shares subscribedand
 - Your personal contribution capitalised by the minimum guaranteed return of 3% per year.

⁶ Except in the event of early release.

⁷ However, in the event of a bonus dividend generated by the “LINK MULTIPLE INT 2024” sub-fund, you will benefit from a performance improvement at the end of the investment in the form of the bonus dividend.

⁸ Before taxes and social charges.

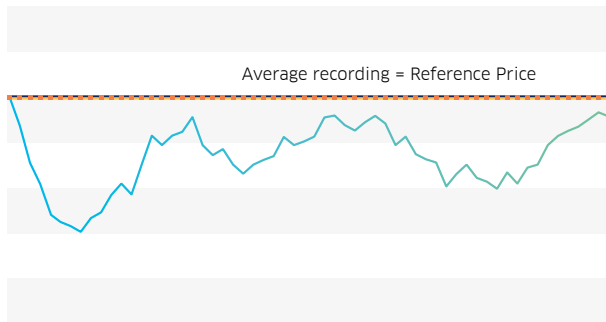
✓ HOW ARE THE PROTECTED AVERAGE INCREASE AND RETURN CALCULATED?

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 all below the reference price



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

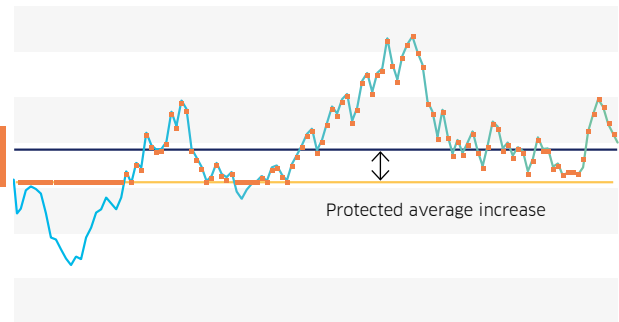
The protected average increase is zero:

Your return = 3% per year capitalised on your personal contribution

SCENARIO 2

If all or some of the share price readings are above the reference price

OR



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

The protected average increase is positive:

Your return⁹ = the higher of the following sums:

- 24 x protected average increase x number of shares subscribed
and
- 3% per year capitalised on your personal contribution

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



You will find a simulator at
<https://link.engie.com/2024>

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

By investing in Link Multiple, you will hold shares in the “Link Multiple INT 2024” sub-fund of the LINK INTERNATIONAL FCPE. At the end of the five-year lock-in period, the “LINK MULTIPLE INT 2024” 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 be contacted at the latest two months before the maturity date and asked to make a choice between:

- redemption of your holdings; and
- reinvestment of your holdings in the “LINK LIBERTY” sub-fund of the LINK INTERNATIONAL FCPE.

If you do not respond, your holdings will continue to be held in the Link Multiple Int 2024 sub-fund until its merger with the “LINK LIBERTY” sub-fund of the LINK INTERNATIONAL FCPE.

N.B.: if you reinvest your holdings in the “LINK LIBERTY” sub-fund of the LINK INTERNATIONAL FCPE, you will no longer benefit from the capital guarantee afforded by the Link Multiple option as of the date of reinvestment.

⁹ In the event of a bonus dividend generated by the “LINK MULTIPLE INT 2024” sub-fund, you will benefit from a performance improvement at the end of the investment.

LINK CLASSIC

BY INVESTING IN LINK CLASSIC, YOU WILL HOLD SHARES IN THE “LINK CLASSIC 2024” SUB-FUND OF THE LINK INTERNATIONAL FCPE.



✓ BY PARTICIPATING IN LINK CLASSIC, YOU ENJOY:

■ A 20% discount

Through the 20% discount on the reference price, you increase any returns and mitigate your potential losses depending on share price trends.

■ A maximum matching contribution of €500

The Group supplements your personal contribution with an immediate matching contribution of 200% up to a maximum investment of €250.

Thus, if you subscribe to €250 of shares in Link Classic, you will receive a gross matching contribution of €500. Your initial investment (personal contribution + matching contribution) will therefore be €750.

New feature unlike with Link 2022, the free shares allocated under the matching contribution will not be delivered at the end of the five-year period (and subject to a condition of presence), but instead will be deposited into the FCPE upon completion of the transaction (scheduled for 7 November 2024).

Depending on your country of residence, the matching contribution may be subject to income tax and/or social security contributions.



For more information, please refer to the Supplement Regulations for your country available at <https://link.engie.com/2024>



Your investment
is locked in for 5 years¹⁰

✓ THROUGH YOUR INVESTMENT, YOU ENJOY:

■ Potential dividends

The potential dividends and any income associated with each share will be reinvested in the “LINK CLASSIC 2024” sub-fund, thereby increasing the value of your ENGIE holdings.

After a two-year shareholding period, the “LINK CLASSIC 2024” sub-fund will benefit from a bonus dividend of 10%, as stipulated in ENGIE’s Articles of Association, which will further enhance the value of your holdings.

■ A potential return

The potential return¹¹ corresponds to:

the sale price of your shares valued according to the ENGIE share price - amount of your initial investment (personal contribution + matching contribution)¹².

Your potential return takes account of any dividends, which will be automatically reinvested in the FCPE and will increase the value of your holdings.

✓ WHAT DOES LINK CLASSIC ENTAIL?

- **Your investment depends on the upward or downward fluctuations in the share price, so your investment comes with a capital risk.**

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

Consequently, you are advised to assess the need to diversify your savings.

- **Your investment is locked in for five years, i.e., until 6 November 2029 inclusive, except in the event of early release.**

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

By investing in Link Classic, **you will hold shares in the LINK CLASSIC 2024” 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 2024” sub-fund; your holdings are available and you have the option of requesting their redemption in full or in part at any time, and
- request the redemption of your holdings in whole or in part.



An investment simulator
is available at
<https://link.engie.com/2024>

¹⁰ Except in the event of early release.

¹¹ Before taxes and social charges.

¹² 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.

LINK THE TERMS



✓ WHO CAN TAKE PART?

- **All employees** who have an employment contract on 30 September 2024 with a company that is part of ENGIE PEGI and have been on that contract for at least three months, whether consecutive or not, since 1 January 2023.

✓ WHAT ARE THE PAYMENT METHODS?

To find out about the payment methods for Link 2024, 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 and/or social security contributions at different stages of your investment in Link 2024 (shareholding, receipt of dividends, etc.).

For more information, please refer to the Supplement Regulations for your country available at <https://link.engie.com/2024>.



✓ 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 whichever option you choose.

■ At most:

The total amount of your payments into Link 2024 should not exceed 25% of your gross annual remuneration for 2024 (including allowances, bonuses, etc.).

Moreover, your personal contribution to the Link Multiple plan is limited to €1,000.

N.B.: when calculating whether the threshold of 25% of your gross annual remuneration has been reached, you must take into account:

Voluntary payments into **Link Classic** x 1

+ Voluntary payments into **Link Multiple** x 10

≤ **25% OF YOUR GROSS ANNUAL REMUNERATION FOR 2024**



A simulator is available at <https://link.engie.com/2024> to help you check that your investment in Link 2024 does not exceed the authorised threshold

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

The total number of shares offered under Link 2024 comprises an overall package of 14.2 million shares (**overall package**)¹³, which includes a sub-package of 105 million euros for the Link Multiple option (**Multiple package**).

For each of the packages, if total subscription requests exceed the amount allocated to the package, **the subscription requests will be reduced** in accordance with the terms and conditions below, starting with the Multiple package.

The amount allocated to the affected package will be divided by the number of participants in this package in order to ascertain an average amount in euros that will be allocated to each participant (**Average Sum Allocated**):

- All requests for an amount that is lower than or equal to the Average Sum Allocated will be allocated in full;
- All requests for an amount higher than the Average Sum Allocated will be allocated, initially, up to the Average Sum Allocated;
- Thereafter, the amount above the Average Sum Allocated will be reduced proportionally by applying an allocation rate that is determined on the basis of the amount still to be allocated in relation to the amount requested that exceeds the Average Sum Allocated.

If the overall package is exceeded, and if you have invested in both plans, i.e., Link Classic and Link Multiple, the reduction will be applied pro rata to your subscription in each of the plans.

✓ HOW TO TAKE PART?

- 1) **Log on** to <https://link.engie.com/2024>
- 2) **Click on** “Participate in Link 2024”
- 3) **Log in** with your username and password
- 4) **Read the legal terms and conditions** for participating in Link
- 5) **Fill in the reservation screen** and remember to confirm your reservation
- 6) **Download** your subscription confirmation

✓ YOU CAN FIND OUT MORE

- At <https://link.engie.com/2024>,
- By contacting your Link manager.

¹³ For the purpose of applying the reduction rules, the overall share package will be converted into euros based on the subscription price.

LINK 2024 TIMETABLE



1 RESERVATION PERIOD: FROM 6 TO 27 JUNE 2024 INCLUSIVE

You can make your reservation before the price is known at <https://link.engie.com/2024>.

2 THE REFERENCE PRICE AND THE SUBSCRIPTION PRICE FOR AN ENGIE SHARE WILL BE SET ON: 23 SEPTEMBER 2024

The prices will be communicated to you shortly before the cancellation period commences via <https://link.engie.com/2024>, for example.

3 CANCELLATION PERIOD: FROM 26 TO 30 SEPTEMBER 2024 INCLUSIVE

You will be able to cancel your reservation in full for one or both of the plans at <https://link.engie.com/2024>. Partial cancellations are not permitted for either plan.

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

N.B.:

During this period, if you have not made a reservation, you can still take part in Link 2024 but the applicable thresholds will be lower than during the reservation period:

- an overall threshold of 2.5% of your gross annual remuneration for 2024 (including the complementary benefit corresponding to 9 times your personal contribution to the Link Multiple plan), and
- your personal contribution to Link Multiple is limited to €100.

4 COMPLETION OF THE TRANSACTION: 7 NOVEMBER 2024

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

IMPORTANT NOTE FOR “US PERSONS”:

Residents of the United States of America cannot subscribe to the LINK INTERNATIONAL FCPE. For more information, please refer to the regulations of the LINK INTERNATIONAL FCPE and consult the fund manager’s website: www.amundi.com.

SPECIFIC MEASURES FOR RUSSIA AND BELARUS

Due to the sanctions imposed by the European Union, this offer is not open to citizens or residents of Russia or Belarus, except under the following conditions:

- If the national or resident is Russian and is also a national of a Member State of the European Union, the European Economic Area or Switzerland or holds a temporary or permanent residence permit in one of these States;
- If the national or resident is Belarusian and is also a national of a Member State of the European Union or holds a temporary or permanent residence permit in one of these Member States.

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