

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



engie

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 FRANCE 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 i.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

NEW:

If you have benefited from a profit-sharing bonus and/or share bonus this year, you were given the option of using it to invest in Link 2024.

The LINK FRANCE 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. The ENGIE PEG (Group Savings Plan) offers you the following funds: EGEPARGNE MONETAIRE, EGEPARGNE ACTIONS MONDE, EGEPARGNE 1 OBLIGATAIRE, EGEPARGNE 2 DIVERSIFIE, EGEPARGNE ACTIONS CROISSANCE EURO, SOLIDAIRE ENGIE RASSEMBLEURS D'ENERGIES FLEXIBLE.

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 FRANCE 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.

✓ FAVOURABLE TAX BENEFITS WITH THE GROUP SAVINGS PLAN (PEG)

If you invested in Link 2024 under the Group Savings Plan (PEG), you enjoy the following tax benefits (as of 1 January 2024):

- following your subscription: discount and matching contribution not subject to tax, only subject to CSG / CRDS⁴
- during the shareholding period: no taxation
- at the end of the investment: your returns, where applicable, including any dividends reinvested in the "LINK CLASSIC 2024" sub-fund during the shareholding period, are exempt from income tax and are subject to social contributions only⁵.

✓ IN RETURN FOR A LOCK-IN PERIOD

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

However, the law makes provision for **10 cases where early release is possible** (as at 1 January 2024⁶), which are listed in the PEG Regulations available at <https://link.engie.com/2024>. You can therefore recover your holdings prior to their maturity date without losing the benefit of the tax and social contribution concessions.

⁴ The CSG (General Social Contribution) and CRDS (Contribution to Reimbursement of the Social Debt) payable on the matching contribution will be deducted from your pay slip by your employer in December 2024 at a rate of 9.7%.

⁵ At the applicable rate at the end of the investment (upon maturity or earlier in the event of early release), which is 17.2% at the time of drafting the brochure.

⁶ Any other early release option subsequently permitted by law will apply automatically.

LINK MULTIPLE

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



✓ BY INVESTING IN LINK MULTIPLE:

■ Your personal contribution is guaranteed

You are guaranteed⁷ 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 contribution¹

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 price.

This profit will be paid instead of the minimum return of 3% per year if it turns out to be higher⁸.

Guaranteed personal contribution
Guaranteed minimum return of 3%

⁷ Except in certain exceptional cases as described in the LINK FRANCE FCPE Regulations.

⁸ N.B.: in the event of a bonus dividend generated by the “LINK MULTIPLE 2024” sub-fund, your return at the end of the investment will be increased by an amount corresponding to the bonus portion of the share dividend applicable to the shares underlying your shareholding, capitalised up until that date at the €STR rate (euro zone 1-day reference interest rate).

Your investment is locked in for 5 years⁹



✓ WHAT DOES LINK MULTIPLE ENTAIL?

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

- any **potential dividends**;
- 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 amounts:
 - your personal contribution + 24 times the protected average increase x the number of shares subscribed
 - and
 - Your personal contribution capitalised by the minimum guaranteed return of 3% per year.

⁹ Except in the event of early release.

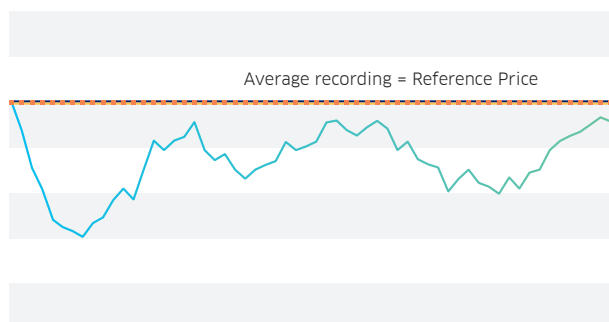
✓ HOW ARE THE PROTECTED AVERAGE INCREASE AND RETURN CALCULATED?

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



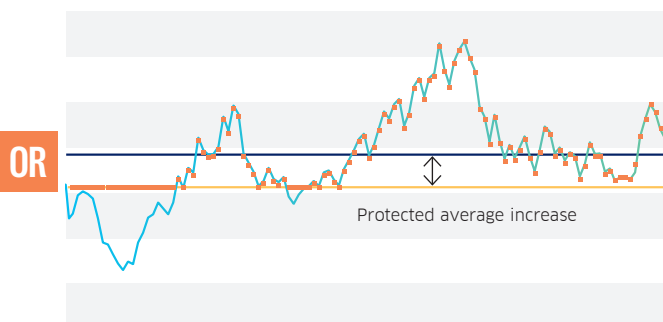
— ENGIE share price — Average recording
■ Monthly recordings — Reference Price

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



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

The protected average increase is positive:

Your profit = the higher of:

- 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 2024” sub-fund of the LINK FRANCE FCPE. At the end of the five-year lock-in period, the “LINK MULTIPLE 2024” sub-fund will be merged with the “LINK LIBERTE” sub-fund of the LINK FRANCE FCPE subject to the prior approval of the Supervisory Board and the French Financial Markets Authority (AMF). 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 LIBERTE” sub-fund of the LINK FRANCE FCPE or moving them to the “EGEPARGNE MONETAIRE” FCPE.

If you do not respond, your holdings will be reinvested in the “LINK LIBERTE” sub-fund of the LINK FRANCE FCPE.

N.B.: if you reinvest your holdings in the PEG (regardless of the FCPE or FCPE sub-fund in which your holdings are reinvested), you will no longer benefit from the capital guarantee afforded by the Link Multiple option as of the date of reinvestment.

LINK CLASSIC

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



✓ BY INVESTING 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 €500¹⁰

The Group supplements your personal contribution with a 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.

20% discount
Matching contribution up to €500

¹⁰ The CSG (General Social Contribution) and CRDS (Contribution to Reimbursement of the Social Debt) payable on the matching contribution will be deducted from your pay slip by your employer in December 2024 at a rate of 9.7%



Your investment is locked in for 5 years¹¹

✓ 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, as stipulated in ENGIE’s Articles of Association, which will further enhance the value of your holdings.

■ A potential return

The potential return corresponds to:

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

✓ 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 across the funds proposed in your Savings Plan: EGEPARGNE MONETAIRE, EGEPARGNE ACTIONS MONDE, EGEPARGNE 1 OBLIGATAIRE, EGEPARGNE 2 DIVERSIFIE, EGEPARGNE ACTIONS CROISSANCE EURO, SOLIDAIRE ENGIE RASSEMBLEURS D’ENERGIES FLEXIBLE.

- **Your investment is locked in for five years, i.e., until 6 November 2024 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 FRANCE 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
- spread your holdings across one or more FCPE within ENGIE’s PEG, and
- request the redemption of your holdings in whole or in part.



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

¹¹ Except in the event of early release.

LINK THE TERMS



✓ WHO CAN TAKE PART?

- **All employees** (or persons who belong to a category of persons eligible to join the PEG pursuant to Article L.3332-2 of the French Labour Code) who have an employment contract on 30 September 2024 with a company that is part of the ENGIE PEG and have been on that contract for at least three months, whether consecutive or not, since 1 January 2023.
- **All employees working in the shared services** common to (1) GRDF SA and ENEDIS SA or to (2) EDF SA and ENGIE SA, and whose gas distribution key for their department is not zero.
- **All retired employees** of companies that are part of the ENGIE PEG and still have holdings in the PEG on 30 September 2024. Retired employees do not receive the matching contribution with the Link Classic plan.

✓ 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

✓ WHAT ARE THE PAYMENT METHODS?

Five payment methods are available. You can make your personal contribution:

- **by using the amount pre-allocated when you were asked how you wished to dispose of your profit-sharing and/or shareholding**, where applicable,
- **by using holdings available** in the “EGEPARGNE MONETAIRE” FCPE of the ENGIE PEG,
- in cash:
 - **via a direct debit**¹² from your bank account in one instalment, or
 - **via online payment** using a bank card¹³ up to a maximum of €1,000,
- **in 6 monthly instalments**¹⁴ debited from your bank account.

✓ HOW TO USE YOUR PROFIT-SHARING BONUS AND/OR SHARE BONUS TO INVEST IN LINK 2024?

Between March and May 2024 (depending on your entity): Period of pre-allocation of your profit-sharing bonus and/or share bonus to Link.

During this period, you can pre-allocate all or part of your profit-sharing bonus and/or share bonus to Link 2024. The amounts have been invested in the “LINK RELAIS” FCPE of the ENGIE PEG.

From 6 to 27 June 2024: Period of reservation for Link:

During this period, you can:

- **spread the amount pre-invested** in the “LINK RELAIS” FCPE across the Link Multiple and Link Classic plans. You can also supplement your investment using the other payment methods proposed;
- or**
- **cease investing in Link 2024** in order to re-allocate the amount pre-invested in the “LINK RELAIS” FCPE to the “EGEPARGNE MONETAIRE” FCPE. In which case, you will no longer be able to subscribe to Link 2024, including using another payment method.

If you do not make a choice, the total amount pre-allocated to Link 2024 will be reinvested in the Link Classic plan.

From 26 to 30 September 2024: Cancellation period

During this period, if you cancel your investment in one or both of the plans, the sums from your profit-sharing bonus and/or share bonus will be transferred to the “EGEPARGNE MONETAIRE” FCPE.

N.B.: if you have pre-allocated all or part of your profit-sharing / shareholding to Link 2024 between March and May 2024, but all or part of these sums are ultimately invested in the “EGEPARGNE MONETAIRE” FCPE (including in the case of withdrawal during the reservation period or cancellation during the cancellation period), the sums thus reallocated will be subject to the provisions of the PEG applicable to the payment of profit-sharing and shareholdings under funds other than Link 2024. For example, these sums (which will not benefit from the Link 2024 matching contribution) may, where applicable, benefit from the matching contribution provided for in the agreement concluded within your company.

The holdings will be inaccessible for the duration stipulated in the ENGIE PEG (except in the case of an early release provided for by law) but can be moved to other FCPEs within the ENGIE PEG.

¹² The debit will be made on October/November 2024.

¹³ Your account will be debited on October/November 2024.

¹⁴ The first debit will be made on October/November 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:

All of your voluntary payments into all the employee savings plans¹⁵, except for the collective company retirement savings plans (PERCOL), during 2024 must 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:**

Debit from your bank account in 1 or 6 instalments or online payment using a bank card
Link Classic x 1

N.B.: the use of available holdings in the "EGEPARGNE MONETAIRE" FCPE and the allocation of your profit-sharing bonus and/or share bonus to Link Classic are not factored into the calculation of the threshold.

+ Debit from your bank account in 1 or 6 instalments or online payment using a bank card to
Link Multiple x 10

+ Use of available holdings from "EGEPARGNE MONETAIRE" FCPE for **Link Multiple x 9**

+ Allocation of all or part of your profit-sharing bonus and/or share bonus to **Link Multiple x 9**

+ Your voluntary payments into any employee savings plan in 2024

≤ 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

¹⁵ Company Savings Plan (PEE), Inter-company Savings Plan (PEI), Group Savings Plan (PEG).



✓ 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**)¹⁶, 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 for each of the plans.

If several payment methods are used, the reduction will be made according to the following order of priority: (1) bank debit (1 or 6 instalments) or bank card (2) use of holdings from the “EGEPARGNE MONETAIRE” FCPE (3) sums from the profit-sharing bonus and (4) sums from the shareholding. The sums from the profit-sharing and/or shareholding that are not invested in Link will be invested in the “EGEPARGNE MONETAIRE” FCPE.

✓ YOU CAN FIND OUT MORE

- At <https://link.engie.com/2024>.
- By contacting your Link manager,
- By calling the Egépargne call centre advisers, who will help you to log on to the Link 2024 subscription website, on **02 31 07 79 21** (from Monday to Friday between 8h30 and 18h00).

¹⁶ For the purpose of applying the reduction rules, the overall share package will be converted into euros based on the subscription.

LINK 2024 TIMETABLE

1

PERIOD OF PRE-ALLOCATION OF THE PROFIT-SHARING BONUS AND/OR SHARE BONUS TO LINK: BETWEEN MARCH AND MAY 2024 DEPENDING ON YOUR ENTITY

You had the option of pre-allocating to Link 2024 all or part of your profit-sharing bonus and/or share bonus.

2

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>.

Note, If you have pre-allocated all or part of your profit-sharing bonus and/or share bonus to Link 2024, you can:

- spread the amount pre-invested in the “LINK RELAIS” FCPE across the 2 options. You can also supplement your investment using the other payment methods proposed; or
- cease investing in Link 2024 in order to re-allocate the amount pre-invested in the “LINK RELAIS” FCPE to the “EGEPARGNE MONETAIRE” FCPE. In which case, you will no longer be able to subscribe to Link 2024, including using another payment method.

3

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

They will be communicated to you on <https://link.engie.com/2024>, for example.

4

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.

5

COMPLETION OF THE TRANSACTION : 7 NOVEMBER 2024

In the weeks following completion of the transaction: Natixis Interépargne, the account holder of the ENGIE PEG, will send confirmation of your investment, including the number of shares you hold in the LINK FRANCE 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 FRANCE FCPE. For more information, please refer to the regulations of the LINK FRANCE 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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