

# ENGIE EMPLOYEE SHARE OWNERSHIP PLAN

## LINK 2024

### Country supplement

### SINGAPORE

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**

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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](http://www.engie.com)) and in particular in the universal registration document available on this website.

### **2. Securities law notice**

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This document is directed at employees eligible to participate in LINK 2024 only.

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the ENGIE shares or units of the FCPE may not be circulated or distributed, nor may the ENGIE shares or units of the FCPE be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, an exemption under any provision of Subdivision (4) of Division 1 of Part 13 of the Securities and Futures Act 2001 of Singapore.

The ENGIE shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The units of the Link Classic 2024 and Link Multiple INT 2024 sub-funds of the Link International FCPE are capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

### **3. Exchange rate**

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Your participation in LINK 2024 is in Euro. Consequently, for the purposes of your participation, the amount of your payment in Singapore Dollars (SGD) will be converted into Euro using the exchange rate set by ENGIE on the date the Subscription Price is determined, planned to be on 23 September 2024.

Your investment can be affected (positively or negatively) by the fluctuations in the currency exchange rate between the Euro and the Singapore Dollar. The value of your investment in Singapore Dollars will depend on the exchange rate on the day of exit.

As a result, if the Euro has strengthened against the Singapore Dollar, 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 Singapore Dollar 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

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- **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.

## 5. Holding period and early release events

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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:

- Marriage or civil union agreement;
- Birth or arrival at home for adoption of a 3<sup>rd</sup> 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 2024, which is scheduled to take place on 7 November 2024.

## 6. "U.S. Person" advertisement

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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).

## **7. Advertisement for Russian or Belarus nationals and natural persons residing in Russia or Belarus**

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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.

## Tax Information

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

*If you are not tax resident in Singapore, 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 Singapore in January 2024. These laws and practices may change over time.*

### Tax treatment of the Classic Offer

#### 1. Taxation at the time of participation

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##### A. Discount

You should **not be subject to tax or social security charges** at the time of subscription.

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

You should not be subject to tax or social security charges at the time of subscription on the basis that the Free Shares are subject to the 5-year lock-up period.

##### C. Payment facility

Generally, the amount of an interest-free or reduced interest loan provided by a Singapore employer to an employee would be regarded as an employment benefit subject to income tax. However, pursuant to an administrative concession announced by the Inland Revenue Authority of Singapore (“IRAS”), and given the similar terms and the broad-based nature of the above financing and offering extended to ENGIE group employees in Singapore, **any benefits from the grant of such interest-free loans to you should be exempt from tax**, on the basis that you do not have substantial shareholdings in or control or influence over your Singapore employer by virtue of your shareholdings or otherwise.

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

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##### A. Taxation of dividends in France

**No taxation.**

##### B. Taxation of dividends in Singapore

Foreign-sourced income (including foreign dividends) received in Singapore by a Singapore resident individual, other than through a partnership in Singapore, is **exempt from Singapore tax**. Therefore, you should **not be subject to taxation or social security charges** with respect to dividends reinvested in the FCPE.

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

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You will be **subject to income tax** at the personal income tax rates applicable to you **when:**

**(i) the five-year lock-up period ends** (even if you chose not to redeem your FCPE units at that time); or

**(ii) you exercise your right to sell your units earlier** under one of the prescribed early redemption events,

whichever is earlier (the “**Restriction Period**”).

Income tax rates range from 0% to 24% currently. **No social security charges** will apply.

The income that you are deemed to receive will be the amount equal to the (i) fair market value of your units (including the Free Shares) when the Restriction Period ends minus (ii) the Subscription Price you paid (the “Gain”), and **should be included in your tax return** for the year of assessment relating to the basis period for which the Restriction Period ends.

Please note that **if you are neither a Singapore citizen nor a Singapore Permanent Resident, or you are a Singapore Permanent Resident leaving Singapore permanently, you may become subject to tax on the gains in respect of the units (including the Free Shares) earlier than would normally be the case if you should cease employment** with the company for which you are exercising employment when the FCPE units were subscribed by you. Please contact your human resource department for further information.

If you did not request redemption of your FCPE units (including the Free Shares) upon the end of the five-year lock-up period, you will be nevertheless taxed as described above.

Once you are taxed upon the Gain derived from your FCPE units (including the Free Shares) as described above, you will not ordinarily be taxed again when you redeem your FCPE units after that, assuming you are holding such units for investment and not trading purposes.

### 4. Reporting obligations

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For income tax purposes, you have to **declare any profit or gain arising from your FCPE units in your annual income tax return**, which must be filed by 15 April each year (or 18 April if filed electronically). Generally, **you have to declare:** the Gain (including the gain from the Free Shares) in your income tax return for the year of assessment relating to the basis period for which (i) the 5-year lock-up period ends; or (ii) you exercise your right of early redemption following an early redemption event, whichever is the earlier.

The IRAS will then subsequently assess you on such income.

Your **employer will also include the relevant amounts** (i.e. the Gain, including the gain from the Free Shares) in the Form IR8A (Return of Employee’s Remuneration) and relevant annexes given to you or will arrange for such information to be transmitted directly to the IRAS electronically under the Auto-Inclusion Scheme for Employment Income.

## Tax treatment of the Multiple Offer

### 2. Taxation at the time of participation

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#### A. Discount

You should **not be subject to tax or social security charges** at the time of subscription.

#### B. Payment facility

Generally, the amount of an interest-free or reduced interest loan provided by a Singapore employer to an employee would be regarded as an employment benefit subject to income tax. However, pursuant to an administrative concession announced by the IRAS, and given the similar terms and the broad-based nature of the above financing and offering extended to ENGIE group employees in Singapore, **any benefits from the grant of such interest-free loans to you should be exempt from tax**, on the basis that you do not have substantial shareholdings in or control or influence over your Singapore employer by virtue of your shareholdings or otherwise.

### 3. Taxation during the 5-year lock-up period

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#### A. Taxation of dividends in France

**No taxation.**

#### B. Taxation of dividends in Singapore

During the 5-year lock-up period, you will not receive any dividends on the shares which you hold as FCPE units under the Multiple Offer.

Foreign-sourced income (including foreign dividends) received in Singapore by a Singapore resident individual, other than through a partnership in Singapore, is **exempt from Singapore tax**. Therefore, you should **not be subject to taxation or social security charges** with respect to dividends received on the shares represented by the FCPE units.

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

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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 ("New FCPE").

#### A. End of the 5-year lock-up period or repurchase of your FCPE units for a cash payment in case of early release)

You will be **subject to income tax** at the personal income tax rates applicable to you **when:**

**(i) the five-year lock-up period ends** (even if you choose not to redeem your FCPE units at that time and instead, you choose to transfer your assets into the New FCPE); **or**

**(ii) you exercise your right to sell your units earlier** under one of the prescribed early redemption events,

whichever is earlier (the "**Restriction Period**").

Income tax rates range from 0% to 24% currently. **No social security charges** will apply.

Pursuant to a tax ruling obtained from the IRAS with respect to ENGIE's 2022 Multiple Offer, the IRAS has confirmed that you should be **subject to income tax** at the personal income tax rates applicable to you **on the redemption proceeds** due to you under the Multiple Offer at the end of the Restriction Period **minus the Subscription Price you paid**, and should be included in your tax return for the year

of assessment relating to the basis period for which the Restriction Period ends. On the basis that the terms of the ENGIE 2022 Multiple Offer are similar to the terms of the ENGIE 2024 Multiple Offer, you should similarly be taxed in the same manner as stated above.

Please note that **if you are neither a Singapore Citizen nor a Singapore Permanent Resident, or you are a Singapore Permanent Resident leaving Singapore permanently, you may become subject to tax on the gains in respect of your FCPE units earlier than would normally be the case if you should cease employment with the company** for which you are exercising employment when the FCPE units were subscribed by you. Please contact your human resource department for further information.

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

Once you are taxed upon the gains derived from the shares at the end of the Restriction Period as described above, **you will not ordinarily be taxed or subject to social security charges again when you subsequently transfer your assets into the New FCPE**, assuming you are holding such units for investment and not trading purposes.

Dividends received on the shares held as units in the New FCPE, if any, **will not be taxed** as foreign-sourced income (including foreign dividends) received in Singapore by a Singapore resident individual, other than through a partnership in Singapore, is exempt from Singapore tax.

### **5. Reporting obligations**

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For income tax purposes, you have to **declare any profit or gain arising from your FCPE units in your annual income tax return**, which must be filed by 15 April each year (or 18 April if filed electronically).

Generally, **you have to declare** the gain in your income tax return for the year of assessment relating to the basis period for which (i) the 5-year lock-up period ends; or (ii) you exercise your right of early redemption following an early redemption event, whichever is the earlier.

The IRAS will then subsequently assess you on such income.

Your employer will also include the gain in the Form IR8A (Return of Employee's Remuneration) and relevant annexes given to you or will arrange for such information to be transmitted directly to the IRAS electronically under the Auto-Inclusion Scheme for Employment Income.