

ENGIE launches a tender offer to repurchase its deeply subordinated fixed rate resettable notes

ENGIE (formerly, GDF Suez)

(the "**Company**") is today launching a tender offer (the "**Tender Offer**") on two deeply subordinated fixed rate resettable notes callable between 2023 and 2024 (the "**Notes**").

The Notes are admitted to trading on Euronext Paris.

The Company is also announcing its intention to issue euro-denominated undated non-call 10 years deeply subordinated fixed rate resettable notes (the "**New Notes**").

The Company will repurchase any and all of the 2023 Notes offered to tender. The Maximum Acceptance Amount for the 2024 Notes subject to the tender offer will be announced as soon as reasonably practicable on 01 July 2021.

The tender offer will be open until 4 pm CEST on 30 June, 2021 and the results are expected to be announced on 01 July 2021.

Description of the Notes

- EUR 1,000,000,000 Undated Non-Call 5.25 Year Deeply Subordinated Fixed Rate Resettable Notes (ISIN: FR0013310505) issued by the Company on 16 January 2018, with a First Call Date on 16 January 2023 (of which EUR 657,700,000 are currently outstanding) (the "**2023 Notes**")
- EUR 1,000,000,000 Undated Non-Call 10 Year Deeply Subordinated Fixed Rate Resettable Notes (ISIN: FR0011942283) issued by the Company on 2 June 2014, with a First Call Date on 2 June 2024 (of which EUR 542,000,000 are currently outstanding) (the "**2024 Notes**")

Disclaimer

This announcement does not constitute an invitation to participate in the Tender Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Tenders of Notes for purchase pursuant to the Tender Offer will not be accepted from qualifying holders in any circumstances in which such offer or solicitation is unlawful. ENGIE does not make any recommendation as to whether or not qualifying holders should participate in the Tender Offer.

United States

The Tender Offer is not being made and will not be made directly or indirectly in or into, to owners of Notes who are located in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "Securities Act") or to U.S. Persons as defined in Regulation S of the Securities Act (each a "U.S. Person") and such Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States, by persons located or resident in the United States or by U.S. Persons. Accordingly, copies of this document are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded in or into the United States or to any such person. Any purported offer to sell in response to the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and offers to sell made by a person

located in the United States or any agent, fiduciary or other intermediary acting on a non- discretionary basis for a principal giving instructions from within the United States or any U.S. Person will not be accepted.