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Financial Information
September 15, 2022

ENGIE to sell part of its shareholding in GTT

- Sell-down of c. 2.2 million GTT shares representing approximately 6% of GTT's share capital through an accelerated bookbuild offering to institutional investors
- The disposal is consistent with ENGIE's enhanced divestment programme for non-core businesses and minority shareholdings, and follows the sell-down of 10% of GTT's share capital in May 2021, the issuance of Exchangeable Bonds in June 2021 over 10% of GTT's share capital and the additional sell-down of 9% of GTT's share capital in March 2022
- ENGIE's shareholding in GTT would, upon completion of the Offering and in case of exchange in full of the outstanding Exchangeable Bonds, be reduced to c. 5% of GTT's share capital. This shareholding is subject to a 1-year lock-up, which reflects ENGIE's willingness to support GTT in the transition of its shareholder reorganization and its belief in GTT's future performance

ENGIE launches the sale of c. 2.2 million shares of Gaztransport & Technigaz ("**GTT**") (the "**Shares**") through a private placement to institutional investors to be executed through an accelerated bookbuild offering process (the "**Offering**").

Following the Offering, in case of exchange in full of the outstanding bonds exchangeable into GTT ordinary shares issued by ENGIE in June 2021 (the "**Exchangeable Bonds**"), ENGIE's shareholding in GTT would be reduced to approximately 5% of GTT's share capital.

The Offering follows ENGIE's announcement on 13 November 2020 of an enhanced divestment programme and initiation of a strategic review of options for its shareholding in GTT, which resulted in the sell-down of 10% of GTT's share capital in May 2021, the issuance of the Exchangeable Bonds in June 2021, as well as an additional sell-down of 9% of GTT's share capital in March 2022.

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The proceeds of the Offering will be used for the general corporate purposes of ENGIE and to fund future growth.

ENGIE has agreed to a 1-year lock-up for its remaining shares in GTT, which reflects ENGIE's willingness to support GTT in the transition of its shareholder reorganization and its belief in GTT's future performance.

The Offering is targeted at eligible institutional investors with final terms to be determined following the completion of the bookbuilding process. There will be no public offering in any country other than to qualified investors.

Citigroup Global Markets Europe AG, Morgan Stanley Europe SE and Natixis are acting as Joint Global Coordinators and Joint Bookrunners of the Offering.

The final terms of the Offering are expected to be announced on September 16, 2022 at the latest. Settlement is expected to take place on or around September 20, 2022.

About ENGIE

Our group is a global reference in low-carbon energy and services. Together with our 170,000 employees, our customers, partners and stakeholders, we are committed to accelerate the transition towards a carbon-neutral world, through reduced energy consumption and more environmentally-friendly solutions. Inspired by our purpose ("raison d'être"), we reconcile economic performance with a positive impact on people and the planet, building on our key businesses (gas, renewable energy, services) to offer competitive solutions to our customers. Turnover in 2021: 57.9 billion Euros. The Group is listed on the Paris and Brussels stock exchanges (ENGI) and is represented in the main financial indices (CAC 40, Euronext 100, FTSE Eurotop 100, MSCI Europe) and non-financial indices (DJSI World, DJSI Europe, Euronext Vigeo Eiris - Eurozone 120/ Europe 120/ France 20, MSCI EMU ESG screened, MSCI EUROPE ESG Universal Select, Stoxx Europe 600 ESG, and Stoxx Global 1800 ESG).

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No communication or information relating to the Offering may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The Offering may be subject to legal and regulatory restrictions in certain jurisdictions; none of ENGIE and the Joint Global Coordinators assumes any liability in connection with the breach by any person of such restrictions.

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*This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This press release is not an offer to the public other than to qualified investors, or an offer to subscribe or designed to solicit interest for purposes of an offer to the public other than to qualified investors in any jurisdiction, including France.*

The Shares have only been and will only be offered by way of an offering in France and outside France (excluding the United States of America, Australia, Canada, Japan and any other jurisdiction where a registration process or an approval would be required by applicable laws and regulations), solely to qualified investors as defined in article 2 point (e) of the Prospectus Regulation and in accordance with Article L. 411-2 1° of the French monetary and financial code (Code monétaire et financier). There will be no public offering in any country (including France) in connection with the Offering. The value of the Shares of GTT can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Shares for the person concerned.

Prohibition of sales to European Economic Area retail investors

No action has been undertaken or will be undertaken to make available or offer any Shares to any retail investor in the European Economic Area. For the purposes of this provision:

- a. *the expression "**retail investor**" means a person who is one (or more) of the following:*
 - i. *a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or*
 - ii. *a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or*
 - iii. *not a "qualified investor" as defined in the Prospectus Regulation; and*
- b. *the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to purchase or subscribe the Shares.*

*Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Shares or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Shares or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation.*

Prohibition of sales to UK retail Investors

*No action has been undertaken or will be undertaken to make available or offer any Shares to any retail investor in the United Kingdom ("**UK**"). For the purposes of this provision:*

- a. *the expression "**retail investor**" means a person who is one (or more) of the following:*
 - i. *a retail client, as defined in point (11) of Article 4(1) of MiFID II as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or*
 - ii. *a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or*
 - iii. *not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA; and*
- b. *the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Shares.*

*Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Shares or otherwise making*

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them available to retail investors in the UK has been prepared and therefore offering or selling the Shares or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

France

The Shares have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France other than to qualified investors. Any offer or sale of the Shares and distribution of any offering material relating to the Offering have been and will be made in France only to qualified investors (investisseurs qualifiés), as defined in article 2 point (e) of the Prospectus Regulation, and in accordance with Article L.411-2 1° of the French monetary and financial code (Code monétaire et financier).

United Kingdom

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