



Financial Information
March 13, 2024

ENGIE announces the hedging through a forward sale of its residual stake in GTT

ENGIE Group announces today its intention to fully hedge its economic exposure relating to its residual stake in Gaztransport & Technigaz (“**GTT**”) (representing approximately 5.38% of the share capital of GTT¹), by entering into 18-month forward sale agreements with Morgan Stanley Europe SE and Natixis (the “**Hedging Banks**”), over approximately 2 million GTT shares (the “**Forward Sale Transactions**”).

The Forward Sale Transactions enable the ENGIE Group to sell, at maturity (i.e., September 18, 2025), its residual stake in GTT² at a pre-agreed price based on the price of the Offering (as described below) while retaining full ownership and voting rights attached to its residual stake until such sale at maturity.

The Hedging Banks, in order to hedge their commitment under the Forward Sale Transactions, will conduct a private placement of GTT shares to qualified investors to be executed through an accelerated bookbuild offering (the “**Offering**”) for a number of shares equal to the aggregate number of shares under the Forward Sale Transactions.

The GTT shares so sold in the Offering by the Hedging Banks will be borrowed by them in the market.

The Offering will start immediately following this announcement.

The Offering will only be made to eligible qualified investors. The final terms of the Offering will be set at the end of the bookbuilding process. There will be no public offering in any country other than to qualified investors.

Morgan Stanley Europe SE and Natixis, in addition of being Hedging Banks, are acting as Joint Global Coordinators of the Offering.

¹ Held by ENGIE at 5.05% and its subsidiary ENGIE Group Participations at 0.33%, on the basis of an outstanding share capital of GTT composed of 37,078,357 shares as of February 29, 2024

² Subject to the Offering being fully subscribed

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The final terms of the Offering are expected to be announced by ENGIE on March 14, 2024. Settlement and delivery of the Offering should take place on March 18, 2024.

The conclusion of the Forward Sale Transactions follows ENGIE's announcement on November 13, 2020 of an enhanced divestment programme and initiation of a strategic review of options for its shareholding in GTT, which led to the sell-down in May 2021 of 10% of the share capital of GTT, the issuance of exchangeable bonds in May 2021 which have been since exchanged in full, a sell-down in March 2022 of 9% of the share capital of GTT and an additional sell-down of approximately 6% of the share capital of GTT in September 2022.

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About ENGIE

ENGIE is a global reference in low-carbon energy and services. With its 97,000 employees, clients, partners and stakeholders, the Group strives every day to accelerate the transition towards a carbon-neutral economy, through reduced energy consumption and more environmentally friendly solutions. Inspired by its purpose statement, ENGIE reconciles economic performance with a positive impact on people and the planet, building on its key businesses (gas, renewable energy, services) to offer competitive solutions to its clients.

Turnover in 2023: €82.6 billion. 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 Euro 100, MSCI Europe) and non-financial indices (DJSI World, Euronext Vigeo Eiris - Europe 120 / France 20, MSCI EMU ESG screened, MSCI EUROPE ESG Universal Select, Stoxx Europe 600 ESG-X).

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This press release is for information purposes only and does not, and shall not, constitute an offer to sell or a solicitation of an offer to buy or subscribe any securities nor a solicitation to offer to purchase or to subscribe securities in any jurisdiction and does not constitute a public offer in any jurisdiction, including in France.

The sale of shares of Gaztransport & Technigaz (“GTT”) (the “Transaction”) does not constitute a public offering and will not be offered or sold in 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.

No communication or information relating to the Transaction may be distributed or transmitted to the public in any jurisdiction where a registration or an approval is required. No action has been or will be taken in any jurisdiction in which such registration or approval would be required. The offer or sale of GTT shares 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.

United States of America

*This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities nor of any offer or solicitation to sell securities in the United States. Securities may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or an exemption from registration thereunder. The GTT shares described in this press release have not been, and will not be, registered under the Securities Act or the securities laws of any state of the United States. None of ENGIE or the Joint Global Coordinators intends to register any portion of the proposed offering in the United States or to conduct a public offer of securities in the United States.*

European Economic Area

*With respect to the member states of the European Economic Area (the “**Member States**”), no action has been or will be taken in order to permit a public offer of the securities which would require the publication of a prospectus in one of such Member States. As a result, the GTT shares can only be offered or sold and will only be offered or sold in any Member State to (a) to qualified investors as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (as amended, the “**EU Prospectus Regulation**”) or (b) in accordance with the other exemptions of Article 1(4) of the EU Prospectus Regulation.*

This press release is not a prospectus within the meaning of the EU Prospectus Regulation.

France

In France, any offer or sale of the GTT shares and distribution of any offering material relating to the Offering have been and will be made only to qualified investors (investisseurs qualifiés), as defined in Article 2(e) of the Prospectus Regulation, and in accordance with French laws and regulations, including 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 GTT shares.

United Kingdom

*With respect to the United Kingdom, no action has been or will be taken in order to permit a public offer of the securities which would require the publication of a prospectus in the United Kingdom. As a result, the GTT shares can only be offered or sold and will only be offered or sold in the United Kingdom to (a) to qualified investors as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) or (b) in accordance with the other exemptions of Article 1(4) of the UK Prospectus Regulation.*

This press release is not a prospectus within the meaning of the UK Prospectus Regulation.