



Press release
27 May 2024

ENGIE launches a new global employee share ownership plan "Link 2024"

- **ENGIE announces the launch of a new global employee share ownership plan "Link 2024".**
- **ENGIE thus confirms its commitment to placing the Group's employees at the heart of the company's project and sharing with them the value they help create.**
- **Link 2024 is rolling out in more than 20 countries.**

Link 2024 Terms and Conditions

Formulas

ENGIE S.A. offers Group employees from more than twenty countries the opportunity to acquire ordinary shares of ENGIE S.A. (hereinafter the "**Shares**"), through a company mutual fund ("**FCPE**") or, as the case may be, directly depending on the legal and tax constraints of the countries concerned, within the framework of the Group Savings Plan ("**PEG**") and the International Group Savings Plan ("**PEGI**") of ENGIE.

Two formulas are offered as part of the Link 2024 offer (hereinafter the "**Offer**"):

- **Link Classique**: a formula with a 20% discount and free allocation of additional Shares as a matching contribution; and
- **Link Multiple**: a formula allowing the participant to receive, at maturity or in the event of an early release, an amount corresponding to his personal contribution, increased by a performance corresponding to the greater of the following amounts: (i) a guaranteed annual return on the personal contribution and (ii) a multiple of the increase in the protected average of the Share price compared to the Reference Price (as defined below).

Beneficiaries

The employees benefiting from the Offer (the "**Beneficiaries**") are all employees and eligible persons in accordance with the provisions of the French Labor Code and the PEG and PEGI who fulfil, on the last day of the revocation period, the seniority condition provided for in the PEG or PEGI regulations. Former employees of an eligible company who have left it following retirement or early retirement and who have assets in the PEG or PEGI can participate in Link 2024 without benefiting from the matching contribution.

The scope of the Link 2024 offer includes: ENGIE S.A., and companies headquartered in Belgium, Brazil, Chile, France, French Polynesia, Germany, Italy, Luxembourg, Mexico, Monaco, the Netherlands, New Caledonia, Poland, Portugal, Romania, Saudi Arabia, Singapore, Slovakia, Spain, the United Arab Emirates, the United Kingdom, the United States, Vanuatu and Wallis and Futuna that are members of the PEG or the PEGI: (i) included in the scope of consolidation by full consolidation of the ENGIE group; or (ii) the majority of the share capital of which is held directly or indirectly by ENGIE S.A.; with the exception of GRTgaz in accordance with the provisions of the Energy Code.



Investment limits

Each Beneficiary's investment in the Link Multiple formula may not exceed €1,000 (or the equivalent in local currency, if applicable) during the reservation period (this ceiling is reduced to €100 if the investment is made during the revocation period).

Each Beneficiary's investment in the Offer may not exceed 25% of its gross annual remuneration for 2024. If the Beneficiary participates in the Offer during the revocation period, its investment may not exceed 2.5% of its gross annual remuneration for 2024.

Reference Price and Subscription Price

The Shares are offered to the Beneficiaries at a price discounted by 20% compared to the Reference Price (the "**Subscription Price**"). The "**Reference Price**" will be equal to the arithmetic average of each of the volume-weighted average prices of the Share traded on Euronext Paris (*Volume-Weighted Average Price*) during the 20 trading days preceding the decision of the Chief Executive Officer of ENGIE S.A. setting the dates of the revocation period, legally corresponding to the subscription period.

Unavailability

The shares and FCPE units offered under Link 2024 must be held by participants for a lock-up period of 5 years, except upon the occurrence of early release cases provided for by the French Labor Code and possibly adapted in certain countries according to local legal and tax constraints.

Link 2024 Indicative Timeline

- Reservation period: from 6 June to 27 June 2024 inclusive;
- Period for setting the Reference Price and the Subscription Price: from 26 August to 20 September 2024 inclusive;
- Setting of the Reference Price and the Subscription Price: 23 September 2024;
- Revocation period: from 26 to 30 September 2024 inclusive;
- Completion of the Offer: 7 November 2024.

These dates are indicative and subject to change.

Offered Shares

The Shares offered as part of Link 2024 may be existing Shares previously repurchased by ENGIE S.A. in accordance with the share buyback program and/or new Shares issued in accordance with the provisions of the 25th and 26th resolutions of the Combined Shareholders' Meeting of 30 April 2024.

In accordance with the decision of the Board of Directors of ENGIE S.A. dated 30 April 2024, the maximum number of Shares offered within the framework of the Offer is set at 0.58% of the share capital on the date of the Board of Directors' decision (the "**Global Envelope**"), i.e. 14.2 million Shares. This Global Envelope includes a sub-envelope for the Link Multiple formula limited to €105 million. This amount could, if necessary, be increased without exceeding €115 million (the "**Multiple Sub-Envelope**"). A ceiling of 0.5% of the share capital will also be taken into account for the Shares issued, pursuant to the 26th resolution of the Combined Shareholders' Meeting mentioned above, to the financial institution that is the counterparty of the Offer for the Link Multiple formula to allow the allocation of *Stock Appreciation Rights* ("**SARs**") in countries where the FCPE will not be offered.

The amount of the Beneficiaries' individual requests may be reduced if the amounts requested under Link 2024 exceed the Link 2024 Global Envelope or one of the sub-envelopes referred to above.

The existing Shares that may be offered in connection with the Offer would be ordinary shares of ENGIE S.A., listed on the Euronext Paris market under the ISIN code FR0010208488. The new Shares issued



as part of Link 2024 would be admitted to trading on Euronext Paris as soon as possible from the completion of the capital increase, on the same listing line as the existing Shares. These new Shares would carry current dividend rights and would be fully assimilated to the existing Shares.

The voting rights of the Shares held through the FCPE are exercised by the Supervisory Board of the FCPE.

Hedging transactions

The implementation of the Link Multiple formula implies hedging transactions on the part of the financial institution structuring this offer, on the markets and/or off-markets, by means of purchases and/or sales of Shares, the purchase of options relating to the Share and/or any other transactions, at any time and in particular from the opening date of the period for setting the Reference Price and throughout the duration of the of the operation.

International - Specific mentions

This document is for informational purposes only and does not constitute an offer to sell or a solicitation to purchase or subscribe for any Shares. Link 2024 is not made to Beneficiaries who are nationals or residents of countries subject to international sanctions in accordance with applicable laws (except as provided for in such laws) and will only be made in countries where, as the case may be, such an offer has been registered or notified to the competent authorities and in countries where all authorisations have been obtained. This document is not intended to be communicated in countries where such procedures are required and have not yet been conducted or in which the necessary authorisations have not yet been obtained.

The Shares that may be acquired or subscribed for in connection with the Offer are not subject to any recommendation by governmental market authorities or regulatory authorities. No advice or recommendation to invest is given by ENGIE S.A. or any employer. The investment decision is a personal decision, which must be made by each employee considering his or her financial resources, investment objectives, personal tax situation, other investment alternatives and the fact that the value of a listed share fluctuates. In this regard, beneficiaries are encouraged to consider diversifying their investment portfolio to ensure that the risk considered is not overly concentrated in a single investment.

The Offer is offered on a voluntary basis by ENGIE S.A. Neither ENGIE S.A. nor the employers of the ENGIE Group are obliged to repeat the Offer or to make similar offers in the future. The terms and conditions of Link 2024 do not form part of the employment contracts of the employees.

"U.S. Persons": FCPE units cannot be offered or sold, directly or indirectly, in the United States of America (including its territories and possessions), to or for the benefit of a "U.S. Person", as defined by U.S. regulations.

This document is prepared in particular to meet the requirements of the French Market Authority (Autorité des Marchés Financiers - AMF) set out in Article 3.1 of the AMF's Guide to Employee Savings Funds ("Guide relatif aux fonds d'épargne salariale") (DOC-2012-10) as amended on 8 March 2024.



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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