



5 June 2024

ENGIE announces a refinancing transaction of hybrid bonds

ENGIE (the “**Company**”) is today launching a tender offer (the “**Tender Offer**”) on two undated deeply subordinated fixed rate resettable notes first callable in November 2024 (the “**NC 2024 Notes**”) and in April 2025, respectively (the “**NC 2025 Notes**” and together with the NC 2024 Notes, the “**Notes**”). The NC 2024 Notes are admitted to trading on Euronext Paris and NC 2025 Notes are listed on the Official List of Euronext Dublin and admitted to trading on the Global Exchange Market.

The Company is also announcing its intention to issue two series of (i) undated non-call 6 years deeply subordinated fixed rate resettable notes and (ii) undated non-call 9 years deeply subordinated fixed rate resettable notes under its Euro 40,000,000,000 Euro Medium Term Note Programme (the “**New Notes**”).

The Company will retain full discretion on the amount of the tenders accepted from each of the Notes, subject to a maximum acceptance amount expected to be approximately equal to the difference between (A) the aggregate nominal amount of the New Notes and (B) €337,800,000 (the “**Maximum Acceptance Amount**”), to be determined and announced as soon as reasonably practicable following the pricing of the New Notes.

The tender offer will be open until 5 pm CEST on 12 June 2024 and the results are expected to be announced on 13 June 2024.

With this Tender Offer, the Company aims at proactively managing its debt redemptions and balance sheet, including its layer of hybrid capital.

Description of the Notes targeted

- EUR 1,000,000,000 Undated Non-Call 6 Years and 1 Month Deeply Subordinated Fixed Rate Resettable Notes (ISIN: FR0013398229) issued by the Company on 28 January 2019, with a first call date on 28 November 2024 and a First Reset Date on 28 February 2025 (of which EUR 1,000,000,000 are currently outstanding) (the “**NC 2024 Notes**”); and
 - EUR 500,000,000 Undated Non-Call 6 Years Deeply Subordinated Fixed Rate Resettable Notes (ISIN: FR0013431244) issued by the Company on 8 July 2019, with a first call date on 8 April 2025 and a First Reset Date on 8 July 2025 (of which EUR 500,000,000 are currently outstanding) (the “**NC 2025 Notes**”).
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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.