



12 October 2022

## **ENGIE launches a tender offer to repurchase several of its senior and subordinated notes**

ENGIE (formerly, GDF Suez) (the “**Company**”) is today launching a tender offer (the “**Tender Offer**”) on ten series of senior unsecured notes (the “**Senior Notes**”) and three series of undated deeply subordinated fixed rate resettable notes callable in 2023, 2024 and 2031, respectively (the “**Hybrid Notes**”, together with the “**Senior Notes**”, the “**Notes**”). The Notes are admitted to trading on Euronext Paris.

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

The Company will retain full discretion on the amount of the tenders accepted from each of the Senior Notes, subject to a maximum acceptance amount for the Senior Notes of EUR 1,000,000,000 in aggregate principal amount (the “**Senior Notes Maximum Acceptance Amount**”).

The Company will repurchase (i) any and all of the NC 2023 Hybrid Notes offered to tender and (ii) the NC 2024 Hybrid Notes and the NC 2031 Hybrid Notes up to a maximum acceptance amount of EUR 100,000,000 (the “**NC 2024/NC 2031 Hybrid Notes Maximum Acceptance Amount**”), it being understood that at all time the NC 2024/NC 2031 Hybrid Notes Maximum Acceptance Amount will be such that the overall amount of Hybrid Notes repurchased in the context of the Tender Offer (including any clean-up call option that the Company may elect to exercise with respect to the NC 2023 Hybrid Notes) will not result in a reduction of the Company’s hybrid stock benefiting from “Intermediate Equity Content” from S&P Global Ratings Europe Limited by more than EUR 375,000,000 (i.e. 10% of such hybrid stock).

The tender offer will be open until 4 pm CEST on 19 October 2022 and the results are expected to be announced on 20 October 2022.



## Description of the Notes

### Senior Notes

- EUR 1,000,000,000, 3.000%, Senior Unsecured Notes (ISIN: FR0011261924) issued by the Company on 1 June 2012 and maturing on 1 February 2023 (of which EUR 742,451,000 are currently outstanding)
- EUR 500,000,000, 0.375%, Senior Unsecured Notes (ISIN: FR0013284247) issued by the Company on 28 September 2017 and maturing on 28 February 2023 (of which EUR 500,000,000 are currently outstanding)
- EUR 700,000,000, 0.875%, Senior Unsecured Notes (ISIN: FR0013245859) issued by the Company on 27 March 2017 and maturing on 27 March 2024 (of which EUR 700,000,000 are currently outstanding)
- EUR 1,000,000,000, 1.375%, Senior Unsecured Notes (ISIN: FR0013504644) issued by the Company on 27 March 2020 and maturing on 27 March 2025 (of which EUR 1,000,000,000 are currently outstanding)
- EUR 500,000,000, 0.875%, Senior Unsecured Notes (ISIN: FR0013365285) issued by the Company on 19 September 2018 and maturing on 19 September 2025 (of which EUR 500,000,000 are currently outstanding)
- EUR 750,000,000, 1.000%, Senior Unsecured Notes (ISIN: FR0012602761) issued by the Company on 13 March 2015 and maturing on 13 March 2026 (of which EUR 750,000,000 are currently outstanding)
- EUR 1,300,000,000, 2.375%, Senior Unsecured Notes (ISIN: FR0011911247) issued by the Company on 19 May 2014 and maturing on 19 May 2026 (of which EUR 1,300,000,000 are currently outstanding)
- EUR 750,000,000, 0.000%, Senior Unsecured Notes (ISIN: FR0013444775) issued by the Company on 4 September 2019 and maturing on 4 March 2027 (of which EUR 750,000,000 are still outstanding)
- EUR 750,000,000, 0.375%, Senior Unsecured Notes (ISIN: FR0013517190) issued by the Company on 11 June 2020 and maturing on 11 June 2027 (of which EUR 750,000,000 are still outstanding)
- EUR 750,000,000, 0.375%, Senior Unsecured Notes (ISIN: FR0013428489) issued by the Company on 21 June 2019 and maturing on 21 June 2027 (of which EUR 750,000,000 are still outstanding)

### Hybrid 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 and a First Reset Date on 16 April 2023 (of which EUR 274,200,000 are currently outstanding) (the “**NC 2023 Hybrid 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 392,900,000 are currently outstanding) (the “**NC 2024 Hybrid Notes**”)
- EUR 750,000,000 Undated Non-Call 10 Year Deeply Subordinated Fixed Rate Resettable Notes (ISIN: FR00140046Y4) issued by the Company on 2 July 2021, with a First Call Date on 2 January 2031 and a First Reset Date on July 2031 (of which EUR 750,000,000 are currently outstanding) (the “**NC 2031 Hybrid 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.