Notice of Meeting 2021

Ordinary and Extraordinary Shareholders' Meeting

Thursday, May 20, 2021

at 2:30 p.m.
Espace Grande Arche
1 Parvis de La Défense
92044 Paris La Défense

Without the presence of shareholders

ENGIE

#Act With ENGIE

The Ordinary and Extraordinary Shareholders' Meeting shall be held on
Thursday May 20, 2021 at 2:30 p.m.
Espace Grande Arche
1 Parvis de La Défense
92044 Paris La Défense

In line with the measures taken by the French Government to curb the spread of the Covid-19, the Board of Directors has decided exceptionally to hold the Shareholders' Meeting **with no shareholders' present** (based on Article 4 of Ordinance No. 2020-321 of March 25, 2020 as extended by Decree 2021-255 of March 9, 2021).

A live and record broadcast will be available on the ENGIE website (www.engie.com/en/general-meeting-may-2021).

We invite you to exercise your shareholder voting rights by voting by mail or by granting a proxy to the Chairman or to a third party.

TO DO THIS, YOU CAN:

- either vote on the VOTACCESS secure platform (including through your bank's website) before **3 p.m. on Wednesday May 19, 2021;**
- or send back your completed voting form by mail before **midnight on Monday, May 17, 2021.**

YOU ARE ALSO ENTITLED TO ASK QUESTIONS IN WRITING:

This questions, which must be accompanied by a share account registration certificate, may be sent:

- either by recorded delivery letter with acknowledgment of receipt to the following address: ENGIE, Secrétariat Général, 1 place Samuel de Champlain, 92400 Courbevoie, France;
- or by email to the following address: questionsecritesAG2021@engie.com

By derogation to paragraph 1 of Article R. 225-84 of the French Commercial Code and pursuant to Article 8 of Decree 2020-1614 of December 18, 2020 (extended by Decree 2021-255 of March 9, 2021), written questions are taken into account provided that they are received by the end of the second business day preceding the date of the Shareholders' Meeting, i.e. **midnight (Paris time) on Tuesday, May 18, 2021.**

In order to encourage participation in this privileged moment of exchange with the company's leaders, you will have the opportunity, in addition to the legally framed mechanism of written questions, to ask questions on the day of the General Assembly. The details and details of these questions will be communicated and accessible on the ENGIE website (www.engie.com/en/general-meeting-may-2021).

MORE INFORMATION:

ENGIE
Shareholder Relations Service
1, place Samuel de Champlain
92400 Courbevoie
relation@actionnaires.engie.com

Shareholder relations

0 800 30 00 30 Service & appel gratuits
(France Only)
or
0 800 25 125 Service & appel gratuits
(from Belgium)

Monday to Friday from 9:00 a.m to 6:00 p.m.

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ENGIE a leader in energy transition

THE PURPOSE

Accelerate the transition to a carbon-neutral economy

"Act to accelerate the transition to a carbon-neutral economy, through low-energy solutions that are more respectful of the environment.

This purpose brings together the company, its employees, customers and shareholders, and reconciles economic performance and a positive impact on people and the planet.

ENGIE's action is assessed in its entirety and over time."

2020 was a pivotal year for ENGIE: despite the shock of the pandemic, we continued to prepare for the Group's future by laying the foundations for a strategic transformation in line with our purpose.

The year 2020 was characterized by the health crisis and its economic consequences. How did ENGIE get through it?

Jean-Pierre Clamadieu: During this period, ENGIE and its employees have shown tremendous mobilization and a remarkable ability to adapt. We are an energy producer and supplier, and we know that every company, every community, and every household needs energy. It was therefore necessary to ensure continuity of service to our customers while guaranteeing the best sanitary conditions for our employees; to do this, we made massive changes, sometimes in just a few hours, to our working methods. Our teams are well aware of their public service role and what this implies in terms of mobilization, even in extreme situations. Like many companies, we also reached out to our shareholders, asking them to waive the dividend for 2020. This allowed us to maintain leeway at a time when we still didn't know the full depth of the crisis or how long it would last. We are pleased to propose a return to our dividend policy to the 2021 Shareholders' Meeting.

Catherine MacGregor: I am struck on a daily basis by the incredible commitment of our teams and their desire to go the extra mile in the energy transition. I'm very proud to be working with the entire ENGIE team, alongside our customers and territories, to accelerate the transition towards a carbon-neutral economy. This commitment has allowed the Group to get through the crisis. The full-year results that we announced in February very much speak to this. Not surprisingly, the Group suffered from the 2020 economic downturn, but our performance recovered noticeably starting in the second half. This is extremely satisfying for us because it shows ENGIE's resilience and our ability to bounce back. This allows us to approach 2021 with complete confidence.

Climate change is increasingly high on the agenda for businesses and public authorities alike. How is ENGIE preparing for this?

Jean-Pierre Clamadieu: The health crisis has made the vulnerability of our societies to major risks, starting with those related to climate change, considerably more noticeable. We have seen this in Europe, where recovery plans include major components designed to accelerate the decarbonization of the economy, and the United States is now embarking on the same path. Against this backdrop, the purpose statement that our shareholders approved unanimously in 2020 – by a 99.9% vote – provides a clear framework for our strategic decisions. It also shows that Engie's Board of Directors and the Group's teams became aware earlier than others of the transformations occurring, and that we are therefore in a better position to benefit from the opportunities that they open up.

Catherine MacGregor: Over the past few months, we have constantly demonstrated our ability to align our industrial resources with the energy transition. For example, we added 3 GW of renewable power capacity to the grids, mainly in offshore wind, and negotiated corporate PPA for a total of 1.5 GW. We also earned the Science Based Targets certification, which means that the Group is now on a trajectory to reducing its greenhouse gas emissions in line with the Paris Agreement. We are now positioned to make a commitment to move out of coal-fired energy production by 2025 in Europe and by 2027 worldwide. Climate objectives will soon be systematically incorporated into the variable compensation criteria of the Group's executive managers and certain key employees.

“I’m very proud to be working with the entire ENGIE team, alongside our customers and territories, to accelerate the transition towards a carbon-neutral economy.”

● **Catherine MacGregor**
Chief Executive Officer

“The purpose statement that our shareholders approved unanimously in 2020 will be invaluable in guiding our key strategic decisions.”

● **Jean-Pierre Clamadieu**
Chairman of the Board of Directors

The Group has also continued to work on its strategic challenges. What can you tell us about that?

Jean-Pierre Clamadieu: Within the context of modern and effective governance that acknowledges everyone’s roles, the Board of Directors has set the Group’s strategic trajectories for the years to come. Guided by our purpose and the conviction that we needed to move forward in the direction of simplifying and clarifying our priorities, in July 2020, we announced that we would henceforth focus on two strategic areas, renewable energies and energy infrastructure, while concentrating our Client Solutions activities around operations related to the optimization of the use of energy. After an in-depth research and selection process, the Board of Directors chose to appoint Catherine MacGregor as the Group’s CEO, because she brings the experience and unique qualities needed to successfully implement these strategic objectives.

Catherine MacGregor: Renewable energy and energy infrastructures are our two key strengths. They enhance each other, and this is where we will have the greatest impact, because we have a unique lead and unparalleled knowledge. Both require an ability to finance, design and operate complex systems over the long term. This is where I see the legacy of our history. Over the years, from the Compagnie de SUEZ to the Société Générale de Belgique, Tractebel, Electrabel, International Power and of course Gaz de France, we have helped finance and operate infrastructures at every major economic turning point. Today we must concentrate our efforts into making our transformation a success and seizing the opportunities created by the energy transition in both France and around the world. With the management team by my side, I will present our strategic road map to our shareholders when we report our quarterly results and at the next Shareholders’ Meeting.

1 Overview of the company's activities during the year

2020 Key figures

172,703
employees worldwide

€0.53
dividend per share*

€4Bn
growth investments

31%
share of renewables
in the energy mix

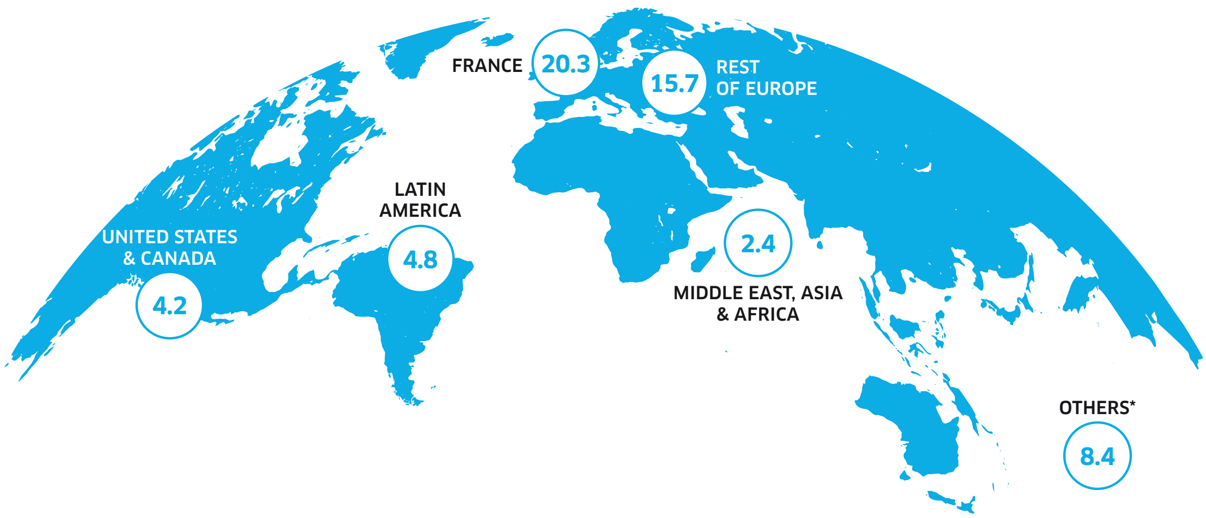
Key financial indicators
(in € billions)

REVENUES 55.8	EBITDA 9.3
NET RECURRING INCOME, GROUP SHARE (1) 1.7	NET INCOME, GROUP SHARE -1.5
OPERATING CASH FLOW 7.1	NET DEBT 22.5

(1) Activities conducted excluding Exploration & Production and LNG.

* *Subject to the approval by the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021 of the 3rd resolution proposed by the Board of Directors.*

Geographical distribution
(in € billions)



* *The "Other" sector includes GEM, Entreprises & Collectivités (E&C), Tractebel, GTT, New business, and the Group's holding and corporate activities which include the entities centralizing the Group's financing requirements and the contribution of the associate company SUEZ (until the beginning of October 2020) and Touat B.V.*

Financial results for the year ended December 31, 2020

I – Consolidated financial statements (IFRS)

(in € millions)	**2020**	**2019**
Revenues	55,751	60,058
Current operating income including operating MtM	4,087	4,800
Current operating income including operating MtM and share in net income of equity method entities	4,640	5,300
NET INCOME	(893)	1,649
Net income, Group share	(1,536)	984
Earnings before interest and tax (EBIT)	8,788	9,863

(in euro)		
Diluted Group earnings per share	(0.71)	0.34

II – ENGIE parent company financial statements (French GAAP)

(in € millions)	**2020**	**2019**
Revenues	19,272	17,282
Net recurring income	(200)	262
Non-recurring items	(4,023)	(835)
Income tax	532	377
NET INCOME	(3,691)	(196)

2020 Highlights

Financial data analysis

The Renewables, Networks, Thermal, Nuclear and "Other" activities demonstrated resilience. Nevertheless, due mainly to impacts suffered during the first half, ENGIE's results fell markedly in 2020, with the impact of COVID-19 on current operating income (COI) estimated at around €1.2 billion. More than 75% of this negative effect related to Client Solutions and Supply.

Renewables posted organic growth [(1)] of 11%. Despite the challenging context, ENGIE reiterated the excellent operating performance of 2019, with the commissioning of 3 GW of renewable energy capacity. The Group also acquired 2 GW of operating assets in Europe.

Revenues were €55.8 billion, down 7.2% on a gross basis and 5.7% on an organic basis.

The gross decline in revenues included a negative foreign exchange effect, mainly due to the depreciation of the Brazilian real against the euro and, to a lesser extent, to the depreciation of the US dollar and the Argentinian and Mexican pesos against the euro, which were only partially offset by a net positive scope effect.

The organic fall in revenues was for the most part due to the COVID-19 crisis which mainly affected Supply and Client Solutions in all geographic areas. High temperatures also had an impact on Supply revenues in Europe and Australia. This decrease was only partially offset by the increase in revenues in Brazil. In France, volume and price effects on electricity sales also partially offset this decline.

Group EBITDA totaled €9.3 billion, down 10.5% on a gross basis and 6.5% on an organic basis [(1)]. These gross and organic changes were in line overall with the decrease in COI, with the exception of the increase in depreciation not factored into EBITDA. This increase was due to the rise in nuclear dismantling assets following the three-year review of Belgian nuclear provisions carried out at the end of 2019, work carried out as part of long-term operations on first generation Belgian reactors, and the accelerated amortization of certain gas distribution assets in France.

Current operating income totaled €4.6 billion, down 21.3% on a gross basis and 16.4% on an organic basis [(1)]. The COVID-19 impact, estimated at around €1.2 billion, applied to more than 75% of Client Solutions and Supply activities.

In addition, high temperatures in France had a negative impact of €160 million on the COI of Networks and Supply.

The net recurring income, Group share amounted to €1.7 billion, compared with €2.7 billion at December 31, 2019. This decrease was mainly due to the decline in current operating income, an increase in recurring financial expenses, as well as the increase in the recurring effective tax rate from 28.2% to 32.5%.

Financial net debt amounted to €22.5 billion, a decrease of €3.5 billion compared with December 31, 2019. At the end of December 2020, the financial net debt to EBITDA ratio stood at 2.4x, representing a decrease of 0.1x compared with the end of 2019.

2021 financial objectives [(2)]

The overall financial performance should improve markedly in 2021 following the year 2020 which was affected by COVID-19, assuming no new major lockdowns are announced and a gradual easing of restrictive measures during 2021.

For 2021, **ENGIE anticipates net recurring income, Group share to be between €2.3 and €2.5 billion**. This guidance is based on an indicative EBITDA range of €9.9 to €10.3 billion and a COI range of €5.2 to €5.6 billion.

The Group plans to invest between €5.5 and €6 billion in growth investments, of which more than 90% will be dedicated to Renewables, Networks and the Asset-based activities of Client Solutions, as well as €4 billion in maintenance investments and the financing of Belgian nuclear provisions.

ENGIE continues to target a strong investment grade credit rating and an economic net debt to EBITDA ratio lower than or equal to 4.0x in the long-term.

Dividend

The Board of Directors reconfirmed the dividend policy, within a range of 65% to 75% of the distribution ratio, based on net recurring income, Group share.

For 2020, the Board of Directors proposed setting the distribution ratio at the high end of the range at 75%. This represents **a dividend of €0.53 per share**, which will be submitted to shareholders for their approval during the Shareholders' Meeting on May 20, 2021.

(1) Organic change = gross change excluding scope and foreign exchange effect.

(2) These targets and these indications assume average weather conditions in France in 2021, full pass through of supply costs in French regulated gas tariffs, no major regulatory or macroeconomic changes, no significant accounting changes, commodity price assumptions based on market conditions as of December 31, 2020, average foreign exchange rates as follows for 2020: €/USD: 1.23; €/BRL: 6.27; a dilutive impact on COI of up to €0.1 billion due to disposals of around €2 billion in addition to transactions already signed. These forecasts are based on the assumptions that no new major lockdowns are announced and of a gradual easing of restrictive measures during 2021.

Progress in terms of environmental, social and corporate governance objectives (ESG)

In 2020, **greenhouse gas emissions from electricity production** were reduced by 9% to 68 million metric tons (objective of 43 million metric tons by 2030), driven mainly by the disposal of coal-fired power plants in Western Europe.

ENGIE has committed to withdraw from all coal-based power generation assets in Europe by 2025 and worldwide by 2027. These assets currently represent 4 GW of a total centralized electricity production portfolio of 101 GW.

ENGIE has also increased **the share of renewable energies in the electricity production capacity mix,** from 28% at the end of 2019 to 31% at the end of 2020 (target of 58% in 2030), through the addition of 5 GW of capacity.

In terms of **gender diversity, the number of female executives in the Group** has increased slightly. At the end of 2020, 24% of executives at ENGIE were female (target of 50% by 2030).

Significant events

NEW STRATEGIC PLAN IMPLEMENTED AT A SUSTAINED PACE

Following the announcement in July of a new strategic plan aimed at simplifying the Group's structure and stepping up growth in Renewables and Networks, ENGIE progressed at a sustained pace despite the challenging context.

Progress achieved in the simplification of the Group's structure and a more focused strategic plan with the disposal of SUEZ, the launch of strategic reviews and rationalization.

The disposal of the 29.9% stake in SUEZ for €3.4 billion was completed in October, and ENGIE has started a strategic review of a significant part of the Client Solutions, GTT and ENGIE EPS activities.

In addition, ENGIE has also made progress in terms of its geographic rationalization and has strengthened its positions in key countries. The acquisition of an additional 7% in ENGIE Energia Chile, thus reducing the level of non-controlling interests in this company, is an example of this.

The strategic review of a part of Client Solutions was launched with a view to creating a potential new leader in multi-technical services, whose size will facilitate scale effects and which will enjoy strong growth prospects. A consultation of employee representative bodies regarding the structure of the proposed organization for the new entity was launched in February 2021. This consultation should be completed by the end of the second quarter of 2021. The Group will set out the next steps during the second half of 2021 and review future shareholding options for the potential new entity.

ENGIE will examine all options in order to maximize value and will act in the interest of all stakeholders.

A NEW EXECUTIVE COMMITTEE AND A SIMPLIFIED STRUCTURE

Catherine MacGregor, ENGIE's Chief Executive Officer since January 1, 2021, announced the appointment of the Group's new Executive Committee (effective as of February 1, 2021), which reflects the aim of implementing a more simplified structure focused on four activities: Renewables, Networks, Client Solutions and Thermal & Supply. With members of the Executive Committee responsible for functional activities and specific projects, the new management team is tasked with implementing ENGIE's new strategic plan and improving the Group's performance culture.

STRONG GROWTH FOR RENEWABLE ENERGY

In 2020, the Group commissioned 3 GW of renewable energy capacity and acquired 2 GW of operating assets in Europe.

Over the past two years, ENGIE's 100%-renewable energy capacity has increased by 32%, with 6.0 GW of capacity commissioned and 2.1 GW of capacity acquired, to reach 31.1 GW at the end of 2020.

With a relatively recent portfolio of wind and solar assets (average age of five years) that benefit from long-term contracts (average remaining term of 15 years) and offer visibility on revenues, renewable energies represent a key long-term growth driver for the Group.

3 GW of renewable energy capacity currently under construction will be commissioned in 2021. ENGIE is well positioned to reach its 2019 objective of commissioning an additional 9 GW of renewable energy capacity over three years by the end of 2021.

ENGIE is also working on projects to drive the long-term energy transition: at the beginning of 2021, ENGIE and Total signed a partnership agreement to develop the largest green hydrogen production plant in France fueled by 100% renewable electricity. This partnership is one of the numerous renewable hydrogen projects currently being developed by ENGIE.

UPDATE ON NUCLEAR POWER ASSETS IN BELGIUM

Following announcements by the Belgian government during the fourth quarter of 2020, the decision was made to cease all preparatory work to extend the lifespan of two units by 20 years beyond 2025 as this extension appears unlikely considering technical and regulatory constraints. This change in expected lifespan, coupled with changes to commodity price assumptions, led to the recognition of a depreciation of €2.9 billion in nuclear power assets, a non-recurring item in the 2020 income statement. ENGIE remains committed to Belgium and to contributing to the security of the country's supply. In addition to renewable energies, the Group is also developing up to 3 GW in gas-fired power plant projects. These projects may take part in the auctions relating to the introduction in Belgium of a capacity remuneration market during the second half of this year 2021, once approved by the European authorities.

2 Governance

The board of directors and its committees (Situation as at December 31, 2020)


Jean-Pierre Clamadieu
Chairman of the Board of Directors

6 DIRECTORS
elected by the Shareholders' Meeting


Fabrice Brégier


Françoise Malrieu


Ross McInnes


Marie-José Nadeau


Lord Peter Ricketts of Shortlands

1 DIRECTOR
representing the French State


Isabelle Bui

13 BOARD MEMBERS

98% attendance

16 meetings in 2020

40% women

67% independent directors (1)

4 nationalities represented

3 DIRECTORS
elected to represent employees


Christophe Agogué


Alain Beullier


Philippe Lepage

2 DIRECTORS
elected by the Shareholders' Meeting on the recommendation of the French State


Patrice Durand


Mari-Noëlle Jégo-Laveissière

1 DIRECTOR
elected by the Shareholders' Meeting to represent employee shareholders


Christophe Aubert

AUDIT COMMITTEE	STRATEGY, INVESTMENT AND TECHNOLOGY COMMITTEE	APPOINTMENTS, COMPENSATION AND GOVERNANCE COMMITTEE	ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE
5 MEMBERS	6 MEMBERS	5 MEMBERS	4 MEMBERS
100% attendance	96% attendance	100% attendance	100% attendance
9 meetings in 2020	8 meetings in 2020	12 meetings in 2020	4 meetings in 2020

(1) *Pursuant to the Afep-Medef Code, the number of directors representing employees and employee shareholders is not taken into account in calculating the percentage of independent directors.*

Composition of the Board of Directors (1)

	Age	Nationality	Independence	Date of appointment / reappointment	End of term of office	Audit	Strategy, Investment and Technology	Appointments, Compensation and Governance	Ethics, Environment and Sustainable Development
						Participation in the committees of the Board of Directors			
Directors elected by the Shareholders' Meeting									
Jean-Pierre Clamadieu	62 years old		√	05/18/2018	2022		●	Δ	
Fabrice Brégier	59 years old		√	05/14/2020	2024			□	
Françoise Malrieu	75 years old		√		2023	□		●	□
Ross McInnes	66 years old		√	05/18/2018	2022	□	□		●
Marie-José Nadeau	67 years old		√	04/28/2015	2023	●	□		
Lord Ricketts of Shortlands	68 years old		√	05/14/2020	2024			□	
Director representing the French State									
Isabelle Bui	39 years old		-	06/05/2019	2023	□	□	□	
Directors elected by the Shareholders' Meeting on the recommendation of the French State									
Patrice Durand	67 years old		-	12/14/2016	2023		□		
Mari-Noëlle Jégo-Laveissière	52 years old		-	04/28/2015	2023				□
Directors elected to represent employees									
Christophe Agogué	59 years old		N/A (2)	05/18/2018	2022				□
Alain Beullier	56 years old		N/A (2)	01/21/2009	2022			□	
Philippe Lepage	56 years old		N/A (2)	04/28/2014	2022		□		
Director elected by the Shareholders' Meeting to represent employee shareholders									
Christophe Aubert	56 years old		N/A (2)	05/12/2017	2021	□			

(1) On February 25, 2021.

(2) Pursuant to the Afep-Medef Code, the number of Directors representing employees and employee shareholders is not taken into account in calculating the percentage of Independent Directors.

● *Chair.* □ *Member.* Δ *Attends the committee without being a member.*

Government Commissioner
Laurent MICHEL
Nationality
54 years old

Substitute Government Commissioner
Anne-Florie CORON
Nationality
39 years old

Representative of the Social and Economic Committee
Hamid AIT-GHEZALA
Nationality
46 years old

Map of Directors' areas of expertise*

GENERAL MANAGEMENT	3	●●●○○○○○○○○○○
OFFICE OF CHAIRMAN OR DIRECTOR OF LARGE COMPANIES	5	●●●●●○○○○○○○○
CSR	3	●●●○○○○○○○○○○
FINANCE	6	●●●●●●○○○○○○○
DIGITAL, INNOVATION, NEW TECHNOLOGIES	3	●●●○○○○○○○○○○
SOCIAL DIALOGUE, HUMAN RESOURCES	3	●●●○○○○○○○○○○
ENERGY SECTOR	4	●●●●○○○○○○○○○
SERVICES SECTOR	3	●●●○○○○○○○○○○
INDUSTRIAL SECTOR	4	●●●●○○○○○○○○○
PUBLIC SECTOR	2	●●○○○○○○○○○○○
GEO-STRATEGIC ISSUES	1	●○○○○○○○○○○○○
REGULATORY ENVIRONMENT	2	●●○○○○○○○○○○○

** Information presented in Section 4.1.1.7 of the 2020 Universal Registration Document.*

Activities of the Board of Directors and its committees in 2020

MAIN ACTIVITIES OF THE BOARD OF DIRECTORS IN 2020

Group strategic planning and monitoring of its operations: • Monitoring of the impact of the health crisis. • Examination of the strategy of the Global Business Lines. • Definition of the new strategic plan: - Increased selectivity with two priority areas, renewable energy and infrastructure, and in geographical terms; increased sales of assets to support this strategy; - Strategic review of the services business (Client Solutions). • Operational implementation of the new strategic plans: sale of 29.9% of shares of SUEZ; definition of the scope of the Client Solutions activities retained within the Group and those that will create a new entity.	**Governance, appointments and compensation:** • Management of changes in governance. • Definition of the purpose and its inclusion in the bylaws. • Preparation for the Ordinary and Extraordinary Shareholders' Meeting and responses to written questions from shareholders. • Lessons to be learned from the dialog between the Chairman and the shareholders, investors and proxy advisors, particularly in the context of governance roadshows. • Diversity, expertise and independence policy for directors in office. • Appointments to the Board committees. • Assessment of the functioning of the Board.
Finance, audit and risks: • Approval of the separate and consolidated financial statements. • Approval of the provisional management documents. • Approval of the budget and medium-term business plan. • Analysis of the Group's annual risk review. • Renewal of the annual authorizations granted to the Chief Executive Officer to issue bond loans and to issue guarantees and other securities.	**Corporate Social Responsibility:** • CSR goals. • Examination of the adequacy of investment projects vis-a-vis each of the Group's CSR criteria. • Professional and salary equality policy. • Rexamination of the annual health and safety report and the 2021-2025 Health and safety action plan. • Internal CSR reports.
Investments and sales of assets: • Review of investments and divestments projects. • Feedback on acquisitions made.	**Strategic planning seminar in October 2020:** • Discussion of developments in the sector and the expectations of the Group's stakeholders. • Review of the strategic plan for each business line.

MAIN ACTIVITIES OF THE COMMITTEES IN 2020

Audit Committee

- Consolidated and separate financial statements as at December 31, 2019 and June 30, 2020, the financial information for the first and third quarters of 2020.
- Closing assumptions and forecasts.
- Dividend policy and 2020 guidance.
- Changes in the operational KPIs communicated to the market.
- Quarterly activity reports from the internal audit, 2020 and 2021 annual internal audit plans, update of the 2020 annual audit plan relating to the Covid-19 health crisis.
- Review of the Group's internal control, including the control process applicable to its nuclear facilities in Belgium.
- Operating accounts of the Chairman and the Board of Directors.
- 2020 and 2021 risk reviews.
- Financial rating.
- Group's new tax policy.
- Transparency of establishments abroad.
- Group's position in relation to the Covid-19 health crisis.
- Accounting treatment of the tax equity structure.
- Monitoring of financial risks (cybersecurity, industrial safety and insurance, nuclear safety).
- Issue of hybrid bonds.
- 2020 treasury management policy.

Appointments, Compensation and Governance Committee

- Terms and conditions of the departure of the Chief Executive Officer, establishment of a temporary management team and Recruitment process for the new Chief Executive Officer.
- Compensation of the corporate officers.
- Purpose.
- Policy of diversity within the Board; composition of the Board and its committees; independence and expertise of the directors.
- Assessment of the functioning of the Board and its committees.
- Employee shareholding and the process of appointing the director representing employee shareholders.
- Changes in the composition of the Executive Committee and the ENGIE50.
- Amendments to the Board's Internal Regulations.
- Target for numbers of women on the Executive Committee.
- Level of achievement of performance share and unit plans.
- 2020 performance share plan.
- Equality ratios.

Strategy, Investment and Technology Committee (SITC)

- Strategic challenges.
- Geographical selectiveness.
- Strategic review of Client Solutions activities.
- Operational management in the period of the Covid-19 health crisis, impact on and outlook of peers.
- Feedback on acquisitions and look-back on a series of completed projects.
- Series of investment and disposal projects.

Joint meetings of the Audit Committee and the SITC

- Operational management in the period of the Covid-19 health crisis:
  - CAPEX action plan;
  - Resilience of the financial information production processes;
  - Liquidity/financing status;
  - Processus de re-prévision.
- Budget and medium-term business plan.

Ethics, Environment and Sustainable Development Committee

Ethics and compliance:

- Annual ethics and compliance report.
- Changes in the policy for business consultants.
- Declaration on modern slavery (UK regulations).

Environmental and social responsibility:

- Examination of the Group's CSR performance.
- CSR goals and their roll-out.
- Analysis of the action taken in the context of the priority "climate change" risk, Science Based Targets certification and the implementation of the recommendations of the Task Force on Climate-related Financial Disclosures;
- Updates of the CSR, environmental and societal policies.
- Report and new strategy of the *Rassembleurs d'Énergies* impact fund.

Employer's social responsibility:

- Monitoring of the "HR transformation" priority risk.
- Professional and salary equality policy and index;
- Annual health and safety report.
- 2021-2025 Health and safety action plan.
- Review of every fatal accident.

Informations on Director whose appointment is being submitted to the Shareholders' Meeting

Age and nationality

48

French nationality

Business address

ENGIE

1 place Samuel de Champlain

92400 Courbevoie

Shares held

15,000 ENGIE shares(1)

Catherine MacGregor

Catherine MacGregor is an engineer and graduate of École Centrale de Paris (CentraleSupélec). She has spent her entire career in the energy sector. She has managed numerous complex industrial projects, both internationally and in France. At Schlumberger, the world's leading provider of reservoir identification, drilling, production and processing technologies for the oil and gas industry, where she spent 23 years, she held various positions: engineer in operations in Congo, Scotland and the United States; manager in charge of drilling and measurement operations in Malaysia, the Philippines and Brunei; group Vice-President in charge of human resources; and President of various group entities (Europe & Africa, Drilling). She then headed the Technip Energies entity of the oil services sector company TechnipFMC between 2019 and 2020. Catherine MacGregor joined the ENGIE group on January 1, 2021 as Chief Executive Officer.

Areas of expertise

Her specialist profile, knowledge of operational issues and energy business lines, and international experience are all assets for the ENGIE group.

2

Recruitment process for the new Chief Executive Officer

The recruitment process for the new Chief Executive Officer was led by the Appointments, Compensation and Governance Committee with the support of the Chairman of the Board of Directors. Following the departure of Isabelle Kocher on February 24, 2020, a transitional governance was put in place and the proces launched for the recruitment of a new Board Chief Executive Officer. The new profile determined and two recruitment firms were hired. At the same time, the Board of Directors adopted new strategic priorities which were announced in July 2020 and shared with selected candidates to ensure their alignment on the priorities to be pursued. At its meeting of October 2, 2020, the Board of Directors decided to appoint Catherine MacGregor as the Chief Executive Officer as of January 1, 2021. Catherine MacGregor's vision of the transformation and development of the Group, her industrial and international experience as well as her leadership and recognized managerial qualities will contribue fully to the implementation of the Group's strategic priorities. Her appointment as a Director will be submitted to the Annual Shareholders' Meeting of May 20, 2021.

(1) Catherine MacGregor, Chief Executive Officer since January 1, 2021, purchased 15,000 ENGIE shares on Euronext Paris on March 1, 2021 at a unit price of €12.305, representing a total personal investment of €184,575 in ENGIE shares.

Informations on the candidates for the appointment of the Director representating employee shareholders submitted to the shareholders' meeting

Age and nationality

44

French nationality

Business address

ENGIE

1 place Samuel de Champlain

92400 Courbevoie

Shares held

353 ENGIE shares

640 units in various sub-funds of Link France solidarity employee mutual fund

Jacinthe Delage

Jacinthe Delage has several post-graduate degrees in law and holds an administrator's certificate from ESSEC. After working in companies such as Novergie and Neuf Cegetel as a lawyer, she joined ENGIE Cofely in April 2007 as a business development lawyer in the South-West region. She held various successive legal positions before she occupied her current position as Head of the Legal Department of ENGIE RESEAUX.

In 2021, she became the representative of the unitholders on the AG2S[1] list on the Supervisory Board of the Link France solidarity employee mutual fund.

Areas of expertise

Law (energy, environment, public and private partnerships, public procurement, competition)

Ethics (compliance)

Representation and negotiation

Age and nationality

47

Belgian nationality

Business address

1 Esplanade Oscar Van De Voorde

9000 Ghent (Belgium)

Shares held

1,150 ENGIE shares

23 units of the Classic compartment of the Link International solidarity employee mutual fund and 163 units of the Free Shares employee mutual fund

Steven Lambert

After completing his studies in economics and business sciences in Belgium, Steven Lambert joined ELECTRABEL in 2007 where he is currently employed in the Marketing and Sales Department of the Benelux BU. He is also secretary of the Works Council of Electrabel Marketing & Sales Belux.

In his private capacity, he held several political offices, including alderman of the municipality of Lievegem, in which capacity he became Director of a water company (Farys).

Steven Lambert holds several elective and trade union offices with the Confederation of Christian Trade Unions of Belgium ACV-CSC and has been a member of the European Works Council of ENGIE for Belgium since 2015.

In 2021, he became the Chairman and the unitholder representative following elections to the Supervisory Board of the Link International and Free Shares employee mutual funds.

Areas of expertise

Energy

Services

Business management

Appointment process

Only the candidate who receives the most votes at the Ordinary and Extraordinary Meeting of May 20, 2021 will be appointed Director representing employee shareholders for a period of 4 years.

(1) Association of Employee and Former Employee Shareholders of the ENGIE group

3 Compensation of executives and corporate officers

Compensation components paid in 2020 or awarded for the same year to each executive corporate officer of the Company, subject to shareholder approval

In accordance with Article L.22-10-34 II of the French Commercial Code, the Shareholders' Meeting of May 20, 2021 will vote on the fixed, variable and extraordinary components of the total compensation and benefits in kind paid in, or awarded for, 2020 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, to Isabelle Kocher, Chief Executive Officer from January 1 to February 24, 2020 and to Claire Waysand, acting Chief Executive Officer from February 24 to December 31, 2020.

The variable or extraordinary compensation components awarded for 2020 can only be paid after approval by the Shareholders' Meeting of the components of the compensation of the executive corporate officer concerned.

COMPENSATION COMPONENTS PAID IN, OR AWARDED FOR, 2020 TO JEAN-PIERRE CLAMADIEU, CHAIRMAN OF THE BOARD

Compensation components	Amounts paid in 2020	Amounts awarded for 2020	Details
Fixed compensation	€450,000	€450,000	The annual fixed compensation of Jean-Pierre Clamadieu is €450,000 per full year.
Annual variable compensation	None	None	Jean-Pierre Clamadieu receives no annual variable compensation.
Employer contribution to retirement plan	None	None	Jean-Pierre Clamadieu receives no employer pension contribution.
Multi-annual variable compensation	None	None	Jean-Pierre Clamadieu receives no multi-annual variable compensation.
Directors' fees	None	None	Jean-Pierre Clamadieu receives no Directors' fees.
Extraordinary compensation	None	None	Jean-Pierre Clamadieu receives no extraordinary compensation.
Allocation of stock options, Performance Shares and any other long-term compensation	None	None	Jean-Pierre Clamadieu is not allocated stock options, Performance Shares or any other long-term compensation.
Compensation associated with the commencement or termination of duties	None	None	Jean-Pierre Clamadieu receives no compensation associated with the commencement or termination of duties.
Supplementary pension plan	None	None	Jean-Pierre Clamadieu is not a beneficiary of any supplementary pension plan.
Benefits in kind	None	None	Jean-Pierre Clamadieu did not benefit from the use of a company vehicle.

COMPENSATION COMPONENTS PAID IN, OR AWARDED FOR, 2020 TO ISABELLE KOCHER, CHIEF EXECUTIVE OFFICER FROM FEBRUARY 1 TO FEBRUARY 24, 2020.

In the context of the end of Isabelle Kocher's tenure, the Board of Directors, at its meeting of February 24, 2020, authorized a settlement agreement which was approved by the ENGIE Shareholders' Meeting of May 14, 2020 under the regulated agreements.

This agreement is described in Section 4.4.1.5 of the 2020 Universal Registration Document (URD) to which it is referred.

The annual variable compensation for the period from January 1 to February 24, 2020 and the employer contribution to retirement plans were the only matters put to the vote at the Shareholders' Meeting of May 20, 2021.

Compensation components	Amounts paid in 2020	Amounts awarded for 2020	Details
Fixed compensation	€166,667	€166,667	Isabelle Kocher's fixed compensation was €1,000,000 for a full year, *i.e.* a *pro rata* amount of €166,667 for the period from January 1 to February 24, 2020.
Annual variable compensation	€661,500	€110,250	As mentioned in the compensation policy for the Chief Executive Officer for the period from January 1 to February 24, 2020, which was approved by the Shareholders' Meeting of May 14, 2020 in its 16th resolution, and in view of the end of Isabelle Kocher's tenure on February 24, 2020, the Board of Directors decided on February 24, 2020 to set the amount of the variable component for 2020 as the amount of the annual variable component awarded to the CEO for 2019, on a *pro rata* basis, *i.e.* a gross amount of €110,250. This amount will only be paid if approved by the shareholders at the Shareholders' Meeting of May 20, 2021.
Employer contribution to retirement plan	€415,375	€69,229	Isabelle Kocher benefited from a supplementary pension plan system, under which the Company does not guarantee the amount of pension but pays an annual employer contribution, half of which comprises contributions paid to a third-party organization under an optional defined contribution pension plan (Article 82) and half is a cash sum, given the immediate taxation on commencement of this new mechanism. The employer contribution corresponds to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. This amount will only be paid if approved by the shareholders at the Shareholders' Meeting of May 20, 2021.
Multi-annual variable compensation	None	None	Isabelle Kocher did not receive any multi-annual variable compensation.
Directors' fees	None	None	Isabelle Kocher did not receive any Directors' fees.
Extraordinary compensation	None	None	Isabelle Kocher did not receive any extraordinary compensation.
Awarding of stock options, Performance Shares and any other long-term compensation	None	None	On February 24, 2020, the Board of Directors decided to raise the continuous service condition associated with the 99,717 Performance Units (PUs) (1) awarded to it for 2016, which were scheduled to vest in March 2020, to the level of the success rate for the performance conditions associated with them. At its meeting of February 26, 2020, the Board of Directors set the success rate for the performance criteria at 22.39%. The number of PUs that were awarded for 2016 and that vested was therefore 22,326. They can be exercised until March 2023. Furthermore, at its meeting of February 24, 2020, the Board of Directors noted that the continuous service condition attached to the 360,000 PUs awarded to Isabelle Kocher for 2017, 2018, and 2019, and not yet vested, had not been met. These 360,000 PUs therefore became null and void.
Compensation associated with the commencement or termination of duties	See Section 4.4.1.5 of URD	See Section 4.4.1.5 of URD	

(1) See the Note on this theoretical valuation in Section 4.4.1.7 of the 2020 Universal Registration Document.

Compensation components	Amounts paid in 2020	Amounts awarded for 2020	Details
Supplementary pension plan	See employer contribution to retirement plan above	See employer contribution to retirement plan above	
Benefits of any kind	€6,012	€1,002	Isabelle Kocher had a company car during the period in question.

COMPENSATION COMPONENTS PAID IN, OR AWARDED FOR, 2020 TO CLAIRE WAYSAND, ACTING CHIEF EXECUTIVE OFFICER FROM FEBRUARY 24 TO DECEMBER 31, 2020

Following the departure of the former Chief Executive Officer and to ensure the success of the transition, the Board of Directors, at its meeting of February 24, 2020, appointed General Secretary Claire Waysand as acting Chief Executive Officer, with immediate effect, as part of a management team comprising Paulo Almirante, Executive Vice-President and Chief Operating Officer, and Judith Hartmann, Executive Vice-President and Chief Financial Officer. The Board has asked Jean-Pierre Clamadieu, Chairman of the Board of Directors, to support this transitional management team to ensure that the transition phase goes smoothly.

In view of the temporary nature of the role of Chief Executive Officer performed by Claire Waysand, the Board of Directors decided, at its meeting of February 26, 2020, on the recommendation of the Appointments, Compensation and Governance Committee (ACGC), that Ms Waysand would retain the benefit of her employment contract with ENGIE Management Company for her role as General Secretary of the ENGIE group, which she also continued to perform.

3

Compensation components	Amounts paid in 2020	Amounts awarded for 2020	Details
Fixed compensation	€458,333	€458,333	The annual fixed compensation of Claire Waysand under her employment contract was €550,000, *i.e.* a *pro rata* amount of €458,333 for the period from February 24 to December 31, 2020. There was no additional fixed compensation for the role of Chief Executive Officer.
Specific variable compensation	None	€400,000	In the context of her role as acting Chief Executive Officer, on February 26, 2020 the Board of Directors, on the recommendation of the ACGC, approved a specific compensation amount of up to €400,000, subject to two performance conditions: the effective functioning of the management team and its ability to provide operational guidance to the Group during this period. On the ACGC's recommendation, the Board of Directors, at its meeting of December 17, 2020, decided to approve this specific compensation amount at the cap of €400,000, in view of the quality of management during the transition period, particularly in terms of the above criteria. This amount will only be paid if approved by the shareholders at the Shareholders' Meeting of May 20, 2021.

Compensation components	Amounts paid in 2020	Amounts awarded for 2020	Details
Annual variable compensation under the employment agreement	€154,000 [(1)]	€323,491	Under Claire Waysand's employment contract, the annual variable compensation takes the form of a target bonus of 100% of the annual fixed compensation, corresponding to 100% achievement of targets, with a cap of 150% in case of overperformance. Sixty-five percent of this bonus is subject to quantitative criteria (net recurring income, Group share for 50% and current operating income and economic net debt for 25% each) and 35% to qualitative assessment. Lastly, a penalty of up to 20% of the target may apply (health & safety / compliance). The qualitative portion was subject to the following performance criteria: • management of the COVID crisis and preparation for the end of the crisis (60%): ◦ employee health / safety, ◦ continuity of essential services and rapid resumption of all activities, ◦ securing liquidity and mitigating financial impacts; • progress made with the simplification of the Group and the selection of activities and geographical areas (20%); • the quality of relations between the Board and Management and the engagement of the Executive Committee and the teams (20%). At its meeting of February 25, 2021, the Board of Directors, on the recommendation of the ACGC: • noted that the success rate of the quantitative criteria was 37.5% (broken down as follows: Net recurring income Group share, per share (1/2): 0%; COI (1/4): 0%; Economic net debt (1/4): 150%); • set the success rate of the qualitative criteria at 132%. Based on the respective weightings of the quantitative (65%) and qualitative (35%) criteria, the overall success rate was determined to be 70.58%. The amount of variable compensation for 2020 to be paid to Claire Waysand under her employment contract is therefore €388,190 for the 2020 full year, *i.e.* €323,491 on a *pro rata* basis from February 24 to December 31, 2020. It will only be paid if approved by the shareholders at the Shareholders' Meeting of May 20, 2021.
Profit-sharing and incentives	€3,492	Not known at February 25, 2021	The profit-sharing amount for 2020 is not known on February 25, 2021, the date of approval of the corporate governance report by the Board of Directors. The profit-sharing amount of €3,492 received in 2020 for 2019 was placed in the Group savings plan, which resulted in an employer contribution of €800 under the collective bargaining agreement of ENGIE Management Company.
Multi-annual variable compensation	None	None	Claire Waysand did not receive any multi-annual variable compensation.
Directors' fees	None	None	Claire Waysand was not a Director of ENGIE.
Extraordinary compensation	None	None	Claire Waysand did not receive any extraordinary compensation.

(1) Corresponding to the period from October 1, 2019 (when Claire Waysand joined the ENGIE group) to December 31, 2019.

Compensation components	Amounts paid in 2020	Amounts awarded for 2020	Details
Awarding of stock options, Performance Shares and any other long-term compensation	None	€566,400	Under her employment contract, after the end of her tenure as Chief Executive Officer, Claire Waysand was awarded 60,000 performance shares for 2020 by the Board of Directors, on the recommendation of the ACGC, at its meeting of February 25, 2021. These performance shares are subject to the parameters and conditions set forth in the 29th resolution adopted by the Shareholders' Meeting of May 18, 2018 and in the corresponding report of the Board of Directors (please see these for details). They will vest on March 15, 2024 if three performance conditions are met, each corresponding to one-third of the total: the two internal conditions of net recurring income, Group share and return on capital employed for 2022 and 2023, compared with the target level set in the budget for these two years (on a *pro forma* basis); and one external condition of total shareholder return (TSR) (share price, reinvested dividend) compared with a benchmark panel comprising EDF, EDP, E.ON, RWE, ENEL, Iberdrola, Naturgy, Spie and Uniper. Their unit value is €9.44 according to the valuation method used for the consolidated financial statements. As a member of the Executive Committee, Claire Waysand will be obliged to retain the vested shares for at least one year, until March 14, 2025. After March 14, 2025, she must retain at least two-thirds of the vested performance shares until the ownership target for ENGIE shares applicable to Executive Committee members is met, corresponding to a year and a half of fixed compensation.
Compensation associated with the commencement or termination of duties	None	None	Claire Waysand's employment contract does not specifically provide for non-compete or severance compensation. As part of the Company's human resources policies, all employees of ENGIE Management Company receive severance compensation when their employment contract is terminated. Indemnities due under said policies amounts to 3/5 of the monthly salary per year of service in the Company or Group and is capped at 18 months' salary. "Monthly salary" is understood to mean one-twelfth of the annual fixed compensation of the current year plus the last variable component that was paid.
Supplementary pension plans			Claire Waysand exclusively benefits under her employment contract from the collective schemes in place for all ENGIE Management Company employees, including supplementary pension plans (Articles 82 and 83) and additional health care and social security insurance coverage.
Benefits of any kind	€5,139	€5,139	Claire Waysand had a company car. The annual benefit is €6,236, *i.e.* €5,139 on a *pro rata* basis from February 24 to December 31, 2020.

COMPARISON TABLES OF THE LEVEL OF COMPENSATION OF EXECUTIVE CORPORATE OFFICERS IN RELATION TO THE COMPENSATION OF EMPLOYEES – ANNUAL CHANGES IN PERFORMANCE AND COMPENSATION [(1)]

Compensation multiples for the role of Chairman

Table of ratios relating to I.6 and 7 of Article L.22-10-9 of the French Commercial Code

	Year N-5	Year N-4	Year N-3	Year N-2	Year N-1
Compensation for the **role of Chairman:** J.P. Clamadieu as of 05/18/2018. Previously, G. Mestrallet was Chairman and CEO			350,000	433,064	450,000
Change compared with previous year				*24%*	*4%*
Information on the scope of the listed company – not representative in terms of activity and the number of employees					
Average compensation of employees	68,915	72,365	73,875	73,845	76,791
Change compared with previous year				*0%*	*4%*
Median compensation of employees	61,979	64,361	66,175	66,487	72,571
Ratio to average compensation of employees					
Change compared with previous year					
Ratio to median compensation of employees					
Change compared with previous year					
Additional information on the expanded French scope [(2)]					
Average compensation of employees	45,102	45,551	46,307	46,476	46,870
Change compared with previous year		*1%*	*2%*	*0%*	*1%*
Median compensation of employees					Not available
Ratio to average compensation of employees			**7.6**	**9.3**	**9.6**
Change compared with previous year				*23%*	*3%*
Ratio to median compensation of employees					Not calculable
Change compared with previous year					
Company performance [(3)]					
COI organic growth	2%	5%	5%	14%	-16%
Change compared with previous year		*150%*	*0%*	*180%*	*-214%*
ROCE	5.80%	6.30%	6.50%	6.10%	5.45%
Change compared with previous year		*9%*	*3%*	*-6%*	*-11%*
Net recurring income, Group share, excluding E&P and GNL *(in €Bn)*	2.78	2.54	2.38	2.46	1.70
Change compared with previous year		-9%	-6%	3%	-31%

(1) The information contained in this Section will establish pursuant to the Afep guidelines, updated in February 2021.

(2) The ratio deemed relevant is that which takes into account all employees in France.

(3) Performance is assessed on a consolidated basis.

Compensation multiples for the role of CEO

Table of ratios relating to I.6 and 7 of Article L.22-10-9 of the French Commercial Code

	Year N-5	Year N-4	Year N-3	Year N-2	Year N-1
Compensation for the **role of Chairman and CEO / CEO**: G. Mestrallet Chairman and CEO until 05/03/2016, then I. Kocher from 05/03/2016 to 02/24/2020, then C. Waysand on an interim basis from 02/24/2020 to 12/31/2020	2,378,132	2,319,438	2,550,142	2,588,572	1,287,669
Change compared with previous year		*-2%*	*10%*	*2%*	*-50%*
Information on the scope of the listed company – not representative in terms of activity and the number of employees					
Average compensation of employees	68,915	72,365	73,875	73,845	76,791
Change compared with previous year		*5%*	*2%*	*0%*	*4%*
Median compensation of employees	61,979	64,361	66,175	66,487	72,571
Ratio to average compensation of employees					
Change compared with previous year					
Ratio to median compensation of employees					
Change compared with previous year					
Additional information on the expanded French scope (1)					
Average compensation of employees	45,102	45,551	46,307	46,476	46,870
Change compared with previous year		*1%*	*2%*	*0%*	*1%*
Median compensation of employees					Not available
Ratio to average compensation of employees	**52.7**	**50.9**	**55.1**	**55.7**	**27.5**
Change compared with previous year		*-3%*	*8%*	*1%*	*-51%*
Ratio to median compensation of employees					Not calculable
Change compared with previous year					
Company performance (2)					
COI organic growth	2%	5%	5%	14%	-16%
Change compared with previous year		*150%*	*0%*	*180%*	*-214%*
ROCE	5.80%	6.30%	6.50%	6.10%	5.45%
Change compared with previous year		*9%*	*3%*	*-6%*	*-11%*
Net recurring income, Group share, excluding E&P and GNL *(in €Bn)*	2.78	2.54	2.38	2.46	1.70
Change compared with previous year		*-9%*	*-6%*	*3%*	*-31%*

(1) *The ratio deemed relevant is that which takes into account all employees in France.*

(2) *Performance is assessed on a consolidated basis.*

Compensation policy for corporate officers

The compensation policies for the corporate officers below will be submitted for shareholder approval at the Ordinary Shareholders' Meeting of May 20, 2021, in accordance with Article L.22-10-8 of the French Commercial Code.

COMPENSATION POLICY FOR DIRECTORS

On the recommendation of the Board of Directors, the Shareholders' Meeting sets the total annual amount of Directors' compensation to be distributed by the Board among its members.

On the recommendation of the ACGC, the Board of Directors, at its meeting of December 11, 2013, amended the rules for distributing the annual amount of Directors' Fees, set by the Gaz de France Shareholders' Meeting of July 16, 2008 at €1.4 million (unchanged since 2008) in line with an individual distribution system, combining a fixed portion with a predominant variable portion based on the attendance of Directors at Board and Committee Meetings, in accordance with the recommendation of Article 21.1 of the Afep-Medef Code.

The allocation rules applied are shown below. They are the same in 2021 as in 2020. They were last changed on July 29, 2019. It should be noted that the executive corporate officers are not compensated for sitting on the Board of Directors.

Director		Fixed fee	€15,000 per year
		Variable fee, dependent on attendance	€55,000 [(1)] if 100% attendance
Audit Committee	Chairman	Fixed fee	€15,000 per year
		Variable fee, dependent on attendance	€44,000 [(1)], if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€22,000 [(1)], if 100% attendance
SITC	Chairman	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€27,500 [(1)], if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 [(1)], if 100% attendance
EESDC	Chairman	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€22,000 [(1)], if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 [(1)], if 100% attendance
ACGC	Chairman	Fixed fee	€10,000 per year
		Variable fee, dependent on attendance	€22,000 [(1)], if 100% attendance
	Committee member	Fixed fee	€5,000 per year
		Variable fee, dependent on attendance	€16,500 [(1)], if 100% attendance

(1) Variable portion increased by 25% for European non-residents and 50% for non-European non-residents, in the event of physical attendance at meetings.

Directors appointed by the Shareholders' Meeting

The corporate officers who are not executives received the compensation shown in the table below for fiscal year 2020. Unless otherwise indicated, no other compensation was paid to these officers by the Company or by its subsidiaries for the said fiscal year.

In euro	Fiscal year 2020 (1)	Fiscal year 2019 (1)
Ann-Kristin Achleitner	/	37,500 (2)
Edmond Alphandéry	/	47,917 (3)
Fabrice Brégier	91,500 (3)	84,063 (3)
Aldo Cardoso	/	45,833 (2) (4)
Patrice Durand (5)	77,775 (3)	74,552 (3)
Mari-Noëlle Jégo-Laveissière (5)	74,970 (3)	68,354 (3)
Barbara Kux	/	35,417 (2)
Françoise Malrieu	150,500 (3)	141,458 (3)
Ross McInnes	150,500 (3)	126,541 (3)
Marie-José Nadeau	166,389 (2)	165,573 (2)
Peter Ricketts of Shortlands	97,672 (2)	91,432 (2)
TOTAL	**809,306**	**918,640**

(1) Directors' compensation due for a given fiscal year are paid during the fiscal year concerned.

(2) Before deduction of withholding tax levied on Directors' fees paid to Directors residing outside France.

(3) Before deduction of withholding tax relating to tax and social contributions.

(4) In his capacity as Chairman of the Board of Directors since June 15, 2018 of Société Monégasque de l'Électricité et du Gaz (SMEG), a subsidiary 63.9% owned by ENGIE, Aldo Cardoso received €38,461.54 for fiscal year 2019 in Directors' compensation from SMEG.

(5) Director elected from the private sector by the Shareholders' Meeting on the proposal of the French State.

Director representing the French State and the Directors elected by the Shareholders' Meeting on the proposal of the French State

The Director representing the French State, Isabelle Bui, did not personally receive any compensation from the Company or its subsidiaries for her role in 2020.

The Directors from the private sector appointed by the Shareholders' Meeting on the proposal of the French State, namely Mari-Noëlle Jégo-Laveissière and Patrice Durand, received 85% of the Directors' fees corresponding to their office, pursuant to the ministerial Order of December 28, 2014, as amended by the ministerial order of January 5, 2018, taken in application of Article 6 of Ordinance No.2014-948 of August 20, 2014 concerning governance and equity operation of companies with a public shareholder (see the table above).

In respect of the foregoing, the balance of the Directors' compensation corresponding to these offices (€164,983) was paid directly to the Public Treasury in compliance with regulations.

Directors representing the employees and employee shareholders

Directors representing employees and employee shareholders on the ENGIE Board of Directors received no compensation (Directors' fees or other) from the Company or from companies controlled by the Company in consideration of their service as Directors.

These Directors are Christophe Agogué, Alain Beullier, Philippe Lepage and Christophe Aubert.

COMPENSATION POLICY FOR EXECUTIVE CORPORATE OFFICERS

The compensation policy for executive corporate officers is determined by the Board of Directors based on the recommendations of the ACGC. It is subject to a presentation and binding votes at the Annual Shareholders' Meeting in accordance with Article L.22-10-8 of the French Commercial Code.

The compensation policy is reviewed annually by the ACGC and is based in particular on specific studies carried out by an external firm specializing in this area.

Pursuant to Article 3.3.1 of the Board's Internal regulations, executive corporate officers do not take part in meetings of the ACGC on matters relating to them.

In its recommendations to the Board of Directors, the ACGC seeks to propose a compensation policy that is in line with corporate responsibility and the practices of comparable major international groups for similar positions, based on a benchmark established by a specialized external firm that includes companies listed on the CAC40, the Eurostoxx 50 (excluding companies in the financial sector), and the Eurostoxx Utilities indices.

Pursuant to Article 9.6 of the Afep-Medef Code, the Chairman of the Board of Directors, as an Independent Director, does not receive variable compensation linked to the Company's performance.

Compensation of the other executive corporate officers generally includes:

- a fixed component, which remains unchanged throughout the term of office, unless the Board of Directors, on the recommendation of the ACGC, resolves otherwise;
- a variable component, balanced relative to total compensation, the purpose of which is to reflect the executive's personal contribution to the Group's development and results; and
- a long-term incentive component, subject to performance conditions.

Stringent performance criteria are set both for the variable component and for long-term incentive plans, maintaining a link between the Group's performance and the compensation of its Directors in the short, medium and long term and contributing to the Company's strategy and sustainability.

If the approval rate for the compensation policy is less than 80% at the last Shareholders' Meeting, the ACGC looks at the direction of the vote of the shareholders that opposed the approval of this policy and the possible follow-up to be given to their vote.

Compensation policy for the Chairman of the Board for 2021

The compensation of the Chairman of the Board of Directors is the same in 2021 as in 2020. It includes annual fixed compensation. It does not include any annual or multi-year variable compensation or long-term incentive plans.

The fixed annual compensation is €450,000.

In accordance with current policy, executive corporate officers do not receive Directors' fees for their participation in the work of the Board and its committees.

The Chairman of the Board receives social security coverage and health care coverage.

He may benefit from the use of a company vehicle.

Compensation policy for the Chief Executive Officer for 2021

The Chief Executive Officer's compensation includes a fixed component, a variable annual component and a long-term incentive component.

The fixed portion is €1,000,000. It was determined according to the role, experience and reference market of the CEO, particularly in relation to the fixed compensation of executive corporate officers of groups similar to ENGIE in terms of size and scope, and, more generally, on the basis of the above benchmark. It is reviewed annually. It will not change for the duration of the term of office, which is four years, unless the Board of Directors, on the recommendation of the ACGC, votes otherwise, in particular with regard to the market context, or any changes in ENGIE's profile or Group employee compensation.

The annual variable component is designed to reflect the executive's personal contribution to the Group's development and results. It is balanced in relation to the fixed component and determined as a percentage of fixed compensation.

The target annual variable compensation component is equal to 100% of the fixed compensation (€1,000,000) for 100% achievement of targets, with a cap of 140% of the fixed compensation (€1,400,000) if the targets are exceeded.

It is calculated annually, according to the Chief Executive Officer's performance, using financial criteria to compensate economic performance (65%), and non-financial criteria (35%), where at least one quantifiable criterion reflects the Group's CSR objectives, in line with ENGIE's purpose in the bylaws.

For the financial component, the criteria applied are net recurring income, Group share (25%), COI (25%), free cash flow (excluding GEM) (25%) and economic net debt (25%). The financial targets for 2021 were included in the Group's projected budget as approved by the Board of Directors on February 25, 2021.

The free cash flow (excluding GEM) criterion was added to the 2020 criteria to reflect the importance of generating operational cash which both finances the Group's growth investments and remunerates its shareholders.

The non-financial component includes the occupational accidents frequency rate (10%), CO_2 emissions related to power generation (10%) and the outperformance of the sector average as published by each of the following five ratings agencies: SAM, Sustainalytics, Vigeo-Eiris, MSCI and CDP Climat (10%). The other non-financial criteria (constituting 70% of this component) will be made public in 2022 as they may contain information that is strategically sensitive.

The long-term incentive component takes the form of Performance Units (PUs) that are subject to performance conditions comparable to those of the performance share plans for certain employees for which Company executive corporate officers are not eligible. These performance conditions are exclusively quantifiable. They include at least one non-financial performance condition reflecting the Group's CSR targets, in line with the Company's statutory purpose. This long-term incentive component is designed to encourage executives to make a long-term commitment as well as to increase their loyalty and align their interests with the Company's corporate interests and the interests of shareholders [1]. This particular component may not account for more than 50% of the executive's total compensation at the initial award. Pursuant to Article 25.3.3 of the Afep-Medef Code, the Chief Executive Officer has formally undertaken not to make use of hedging mechanisms for these performance units.

For 2021, the Chief Executive Officer has been allocated 120,000 PUs, approved by the Board of Directors on February 25, 2021 on the recommendation of the ACGC. The PUs will vest on March 15, 2024. The Chief Executive Officer will then have three years in which to exercise them. They may be partially exercised. For as long as she does not hold at least the equivalent of two years' fixed compensation in shares of ENGIE, the Chief Executive Officer will dedicate two-thirds of the proceeds of exercising the PUs, net of tax and social security contributions, to purchasing shares of the Company.

The purchase of these PUs in 2024 will depend on the fulfillment of parameterized quantifiable financial and non-financial performance conditions, so that the performance of the Chief Executive Officer can be measured as of her entry to the Group's management team on January 1, 2021. The overall achievement rate will be the arithmetic mean of the individual achievement rates after application of the respective weightings.

The financial performance conditions relate to growth in net recurring income, Group share over two years compared with a benchmark panel, hereinafter referred to as the "Panel" (constituting 25% of the total performance conditions), to changes in total shareholder return (TSR) (stock market performance, reinvested dividend) over three years compared with this same Panel (constituting 25%), and to return on capital employed (ROCE) (constituting 30%).

The Panel used to assess the relative growth of net recurring income, Group share and TSR is made up of EDP, ENEL, Iberdrola, Naturgy, Snam and RWE, with each of these companies having the same weighting. EDF, E.ON, Spie and Uniper were taken off the previous panel and Snam was added, in order to more closely reflect the changes at the Group.

To assess the performance condition relating to growth in net recurring income, Group share, growth will be calculated as the ratio of net recurring income, Group share in the 12 months prior to June 30, 2023 (H2 2022 and H1 2023) over net recurring income, Group share in the 12 months prior to June 30, 2021 (H2 2020 and H1 2021).

To assess the performance condition relating to the TSR over three years (stock market performance, reinvested dividend), in order to spread any effects of volatility (gain or loss), the TSR (stock market performance, reinvested dividend) will be calculated by taking the averages of the three-year TSRs for ENGIE and for the Panel companies over a period of two months, ending at least one month before the scheduled delivery date of the Performance Units.

Lastly, the ROCE achievement rate will be determined on the basis of the results of the 2023 fiscal year compared with the targets set out in the Medium-Term Business Plan (MTBP) as approved by the Board of Directors (on a *pro forma* basis) in the first half of 2021.

Unlike previous PU plans, which were subject to exclusively financial performance conditions, non-financial performance conditions have been introduced to reflect the statutory purpose approved by the Shareholders' Meeting of May 14, 2020 and the Company's CSR strategy.

Thus, the PUs will be subject to exclusively quantifiable non-financial performance conditions (together constituting 20% of the total performance conditions), selected for consistency with the Company's statutory purpose, *i.e.* its objectives in terms of greenhouse gas emissions from power generation (10%), increasing the proportion of renewable capacities (5%) and increasing the proportion of women in management (5%). The targets will be those planned in the trajectory for end-2023 established to achieve the targets for 2030.

The performance condition slopes relating to growth in net recurring income, Group share are as follows: for a result of less than 75% of the target, the achievement rate will be zero. For a result of 100% of the target, the achievement rate will be 80%. For a result of 120% or more of the target, the achievement rate will be 120%. The progression between these markers is linear[2].

The non-financial performance condition slopes and the slope relating to the ROCE are as follows: for a result of less than 75% of the target, the achievement rate will be zero. For a result of 100% of the target, the achievement rate will be 100%. For a result of 120% or more of the target, the achievement rate will be 120%. The progression between these markers is linear.

The performance condition slopes relating to the TSR (stock market performance, reinvested dividend) will be as follows: for a result of less than 100% of the target, the achievement rate will be zero. For a result of 100% the target, the achievement rate will be 50%. For a result of 120% or more of the target, the achievement rate will be 120%. For a result of more than 100% and less than or equal to 120% of the target, the achievement rate will be progressive and linear between 50% and 120%[2].

The overall achievement level for the PUs will be capped at 100%.

Subject to the exceptions that also apply to performance shares (death, retirement, disability), in the event of the departure from the Group of the executive corporate officer during the PU vesting period, the PUs will become null and void unless there is a contrary, reasoned decision by the Board of Directors.

The determination of the aforementioned performance criteria stems from the Board of Directors' commitment to the variable nature of the long-term incentive component which rewards financial and non-financial performance in the medium and long term. They are therefore not intended to be reviewed. However, in the event of specific circumstances that are out of the ordinary or external in origin (such as a change in accounting standards, a significant change in scope, the completion of a transformative transaction, a substantial change in market conditions or an unforeseen change in the competitive environment), the Board of Directors may, on an exceptional basis, adjust upward or downward the results of one or more of the performance criteria associated with the annual variable portion and / or the long-term incentive portion to ensure that the results of applying these criteria reflect both the performance of the Chief Executive Officer and that of the Group. This adjustment would be made by the Board of Directors on the proposal of the ACGC, after the Board of Directors has ensured that the ajustment can reasonably restore the balance or objectctive initially sought, adjusted for all or part of the impact of the event over the period under review and that the interest of the Company and its shareholders are aligned with the interests of the executive corporate officer. Justification and explanation for any adjustments that might be made will be communicated by the Company. Under no circumstances can these adjustments result in an annual variable component exceeding 140% of fixed compensation or a PU delivery rate exceeding 100%.

The payment of the variable and extraordinary compensation components for 2021 is contingent on the approval of shareholders at the 2022 Ordinary Shareholders' Meeting.

(1) *Catherine MacGregor, Chief Executive Officer since January 1, 2021, purchased 15,000 ENGIE shares on Euronext Paris on March 1, 2021 at a unit price of €12.305, representing a total personal investment of €184,575 in ENGIE shares.*

(2) *It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.*

Lastly, the Chief Executive Officer will continue to benefit from a supplementary pension plan, under which the Company does not guarantee the amount of the pension but pays an annual employer contribution, half of which comprises contributions paid to a third-party organization under an optional defined contribution pension plan (Article 82) and half is a cash sum, given the immediate taxation on commencement of this mechanism. The employer contribution will correspond to 25% of the sum of the fixed compensation and the actual variable compensation accrued for the given year. It will thus depend on the Company's performance, since the calculation base includes the variable portion linked to the Group's results. The Chief Executive Officer will also benefit from the mandatory pension plan (Article 83) applicable to all the Group's executive officers.

The Chief Executive Officer will also benefit from health care and social security schemes equivalent to the collective schemes for ENGIE's executive officers in France.

The Chief Executive Officer, if also a Director, does not receive any Directors' fees for sitting on the Board of Directors.

In the event of a departure from the Group, the former Chief Executive Officer will be bound by a non-compete commitment for one year, starting at the end of the term of office, and compensated with one year of compensation paid in 12 monthly installments. The Board of Directors may waive the application of this clause when the executive leaves.

In the event of a forced departure not resulting from serious misconduct on the part of the executive corporate officer and regardless of the form of this departure, the Chief Executive Officer shall receive an indemnity of two years' compensation, which shall be payable only if the performance conditions attached to the annual variable component of the composention for the two years preceding the year of departure have been met by at least 90% on avearage.

In addition, all provisions of the Afep-Medef Code are applicable to the non-compete commitment and severance payments, in particular with regard to those two payments combined, which may not exceed two years of compensation. "Year of compensation" within the meaning of the above non-compete commitment and severance payments referred to above means the last annual fixed compensation plus the annual variable compensation paid calculated on the average annual variable compensation paid for the two years preceding the year of departure.

Lastly, the Chief Executive Officer benefits from the use of a company vehicle.

4 Current financial delegations

Authorizations granted by the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018

Resolution	Type of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
28th	Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of companies belonging to the ENGIE group (with the exception of corporate officers of ENGIE the Company) and (ii) to employees participating in an ENGIE group international employee shareholding plan (World Plans)	**38 months until July 17, 2021** Ends, as of September 1, 2018, for the unutilized portion (Link 2018 currently in progress), the delegation given by the Shareholders' Meeting of 05/12/2017 (16th resolution)	**0.75%** of the share capital, (with an annual ceiling of 0.25% of the share capital), **the common ceiling of the 28th and 29th resolutions of the Shareholders' Meeting of 05/18/2018 (1)**	None	Full amount of the authorization
29th	Authorization to award bonus shares to certain employees and corporate officers of companies belonging to the ENGIE group (except for corporate officers of ENGIE) (Discretionary Plans)	**38 months until July 17, 2021** Ends, as of September 1, 2018, for the unutilized portion (Link 2018 currently in progress), the delegation given by the Shareholders' Meeting of 05/12/2017 (17th resolution)	**0.75%** of the share capital (with an annual sub-ceiling of 0.25% of the share capital), **the common ceiling of the 28th and 29th resolutions of the Shareholders' Meeting of 05/18/2018 (1)**	Allocation: • on December 11, 2018 of 5,022,660 Performance Shares and on February 27, 2019 of 187,674 Performance Shares (*i.e.* 0.21% of the share capital at February 27, 2019); • on December 17, 2019 of 5,157,215 Performance Shares and on February 26, 2020 of 279,497 Performance Shares (*i.e.* 0.22% of the share capital at February 26, 2020); • on December 17, 2020 and February 25, 2021 of 5,072,390 Performance Shares (*i.e.* 0.22% of the share capital at February 25, 2021).	0.1% of the share capital

(1) This is a common ceiling set by the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018 for the awards decided pursuant to the 28th and 29th resolutions.

Authorizations granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020

Resolution	Type of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
6th	Authorization to trade in the Company's shares	**18 months until November 13, 2021** Ends the delegation given by the Shareholders' Meeting of 05/17/2019 (5th resolution)	Maximum purchase price: **€30** Maximum shareholding: **10%** of the share capital Aggregate amount of purchases: **€7.3 billion** **May not be used during a public tender offer for the shares of the Company**	Holding of 0.76% of the share capital at 12/31/2019	9.24% of the capital remains
19th	Issues of shares and / or marketable securities with the PSR (1) *(may only be used outside public tender offer periods)*	**26 months until July 13, 2022** Ends the delegation given by the Shareholders' Meeting of 05/18/2018 (13th resolution)	**€225 million** for shares (2) (3) and **€5 billion** for marketable securities representing receivables	None	Full amount of the authorization
20th	Issue of shares and / or marketable securities without the PSR (1) *(may only be used outside public tender offer periods)*	**26 months until July 13, 2022** Ends the delegation given by the Shareholders' Meeting of 05/18/2018 (14th resolution)	**€225 million** for shares (2) (3) and **€5 billion** for marketable securities representing receivables	None	Full amount of the authorization
21st	Issue of shares and / or marketable securities without the PSR (1) in the context of an offer governed by Article L.411-2 of the French Monetary and Financial Code *(may only be used outside public tender offer periods)*	**26 months until July 13, 2022** Ends the delegation given by the Shareholders' Meeting of 05/18/2018 (15th resolution)	**€225 million** for shares (2) (3) and **€5 billion** for marketable securities representing receivables	None	Full amount of the authorization
22nd	Increase in the amount of capital increases (green-shoe option) pursuant to the 19th, 20th and 21st resolutions *(may only be used outside public tender offer periods)*	**26 months until July 13, 2022** Ends the delegation given by the Shareholders' Meeting of 05/18/2018 (16th resolution)	Up to **15%** of the initial issue (2) (3)	None	Full amount of the authorization
23rd	Issue of ordinary shares and / or marketable securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital *(may only be used outside public tender offer periods)*	**26 months until July 13, 2022** Ends the delegation given by the Shareholders' Meeting of 05/18/2018 (17th resolution)	**€225 million** for shares (2) (3) and **€5 billion** for marketable securities representing receivables	None	Full amount of the authorization

Resolution	Type of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
25th	Issue of shares *via* the capitalization of premiums, reserves, earnings or other sums *(may only be used outside public tender offer periods)*	**26 months until July 13, 2022** Ends the delegations given by the Shareholders' Meeting of 05/18/2018 (24th resolution)	Aggregate amount that may be capitalized (excluding ceiling)	None	Full amount of the authorization
26th	Authorization to reduce the share capital by canceling treasury shares	**26 months until July 13, 2022** Ends the delegations given by the Shareholders' Meeting of 05/18/2018 (25th resolution)	10% of the share capital per 24-month period	None	Full amount of the authorization
27th	Share capital increase reserved for ENGIE group employee savings plan members	**26 months until July 13, 2022** Ends the delegation given by the Shareholders' Meeting of 05/17/2019 (14th resolution)	**2%** of the share capital on the date of implementation of the delegation. **Common amount with the 28th resolution of the Shareholders' Meeting of 05/14/2020** (2) (3)	None	Full amount of the authorization
28th	Capital increase reserved for all entities formed as part of the implementation of the international employee shareholding plan offered by the ENGIE group	**18 months until November 13, 2021** Ends the delegation given by the Shareholders' Meeting of 05/17/2019 (15th resolution)	**0.5%** of the share capital on the date of implementation of the delegation, **to be deducted from the ceiling of 2% referred to in the 27th resolution of the Shareholders' Meeting of 05/14/2020** (2) (3)	None	Full amount of the authorization

(1) PSR: Preemptive subscription rights.

(2) Common ceiling set by the 24th resolution of the Shareholders' Meeting of 05/14/2020 for the 19th, 20th, 21st, 22nd, 23rd, 27th and 28th resolutions of the Shareholders' Meeting of 05/14/2020: €265 million.

(3) Common amounts of the issues of marketable securities approved under the 19th, 20th, 21st, 22nd and 23rd resolutions of the Shareholders' Meeting of 05/14/2020.

4

5 Agenda

A. Resolutions submitted to the Ordinary Shareholders' Meeting

- Approval of transactions and annual financial statements for fiscal year 2020 **(1st resolution)**.
- Approval of the consolidated financial statements for fiscal year 2020 **(2nd resolution)**.
- Appropriation of net income and declaration for fiscal year 2020 **(3rd resolution)**.
- Approval of the regulated agreements referred to in Article L.225-38 of the French Commercial Code **(4th resolution)**.
- Authorization of the Board of Directors to trade in the Company's shares **(5th resolution)**.
- Appointment of Catherine MacGregor as a Director **(6th resolution)**.
- Appointment of a Director representing employee shareholders pursuant to Article 13.3 2) of the bylaws **(7th and 8th resolutions)**.
- Approval of information relating to the compensation of corporate officers paid during fiscal year 2020, or awarded for said year and referred to in Article L.22-10-9 of the French Commercial Code **(9th resolution)**.
- Approval of the total compensation and benefits of any kind paid during fiscal year 2020, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors **(10th resolution)**.
- Approval of the total compensation and benefits of any kind paid to Isabelle Kocher, Chief Executive Officer during the period from January 1 to February 24, 2020, or allocated for the same period **(11th resolution)**.
- Approval of the total compensation and benefits of any kind paid to Claire Waysand, Chief Executive Officer during the period from February 24 to December 31, 2020, or allocated for the same period **(12th resolution)**.
- Approval of the compensation policy for Directors **(13th resolution)**.
- Approval of the compensation policy for the Chairman of the Board of Directors **(14th resolution)**.
- Approval of the compensation policy for the Chief Executive Officer **(15th resolution)**.

B. Resolutions submitted to the Extraordinary Shareholders' Meeting

- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, with preemptive subscription rights waived, for the benefit of ENGIE group employee savings plan members **(16th resolution)**.
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, without preemptive subscription rights, reserved for a category of beneficiaries as part of the implementation of an ENGIE group international employee shareholding plan **(17th resolution)**.
- Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of companies belonging to the ENGIE group (with the exception of corporate officers of the ENGIE Company) and (ii) to employees participating in an ENGIE group international employee shareholding plan **(18th resolution)**.
- Authorization to be given to the Board of Directors to award bonus shares to certain employees and corporate officers of companies belonging to the ENGIE group (except for corporate officers of the ENGIE Company) **(19th resolution)**.
- Powers to implement the resolutions adopted by the Shareholders' Meeting and for formalities **(20th resolution)**.

Alternative resolution to the 3rd resolution

Appropriation of net income and declaration for fiscal year 2020 **(resolution A submitted pursant to Article L.225-105 of French Commercial Code (*not approved by the Board of Directors*))**.

6 Draft resolutions and Board of Directors' Report

The draft resolutions that will be submitted to shareholders at the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021 are provided below.

Each of the proposed resolutions is preceded by an introductory paragraph setting out its terms and reasons.

All of these introductory paragraphs, which are supplemented by other chapters of this Notice of Meeting, form the Board of Directors' report to the Shareholders' Meeting. This report must be read in conjunction with the draft resolutions.

Resolutions submitted to the Ordinary Shareholders' Meeting

Approval of the financial statements for fiscal year 2020 (Resolutions 1 and 2)

Objective — **The first two resolutions allow the shareholders, after reviewing the reports of the Board of Directors and of the Statutory Auditors, to approve the annual and consolidated financial statements of ENGIE, which show, respectively, a net loss of €3,928,252,423 and a consolidated net loss, Group share of €1,536,305,773.**

FIRST RESOLUTION

Approval of transactions and the financial statements for fiscal year 2020

After reviewing the financial statements for the year ended December 31, 2020, the Board of Directors' management report and the Statutory Auditors' report on the financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the parent company financial statements for the fiscal year ended December 31, 2020, as presented thereto, as well as the transactions entered in these parent company financial statements or summarized in these reports, showing net loss for the year of €3,928,252,423.

In accordance with Article 223-*quater* of the French General Tax Code, the Shareholders' Meeting duly notes that the total amount of expenses and charges referred to in Article 39, paragraph 4, of the General Tax Code is €1,238,685 for last year.

SECOND RESOLUTION

Approval of the consolidated financial statements for fiscal year 2020

After reviewing the consolidated financial statements for the year ended December 31, 2020, the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the consolidated financial statements for the fiscal year ended December 31, 2020, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports, showing a consolidated net loss, Group share, for the year of €1,536,305,773.

Appropriation of net income and declaration for fiscal year 2020 (Resolution 3)

Objective — **The purpose of the third resolution is to propose the appropriation of net income and to establish the dividend for fiscal year 2020 at €0.53 per share.**

The Board of Directors reaffirmed the Group's dividend policy, with a payout ratio within the range of 65% to 75% based on net recurring income, Group share. For fiscal year 2020, the Board of Directors, at its meeting of February 25, 2021, proposed a payout ratio of 75%, at the top of the range. This translates into a dividend of €0.53 per share, which you are asked to approve.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend totaling €0.053 per share is allocated to shares that have been held in registered form for at least two years as at December 31, 2020 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of May 26, 2021. This increase shall not apply to a number of shares representing more than 0.5% of the share capital held by the same individual shareholder.

The dividend for fiscal year 2020, *i.e.* €0.53 per share, plus the increase in the dividend of €0.053 per share, will be detached on May 24, 2021 and paid out on May 26, 2021.

THIRD RESOLUTION

Appropriation of net income and declaration for fiscal year 2020

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, records that the net loss for the year ending December 31, 2020, is €3,928,252,423 and Retained Earnings is nil.

On the recommendation of the Board of Directors, the Shareholders' Meeting resolves to allocate the net loss for the year, *i.e.* €3,928,252,423, to the "Merger premium" item.

The Shareholders' Meeting sets the total dividend amount for fiscal year 2020 at €1,304,535,923 [(1) (2)], fully deducted from the "Merger premium" item, which, after allocation of the net loss for the year ended December 31, 2020, amounts to €22,233,760,727.

Accordingly, the Shareholders' Meeting sets the dividend for fiscal year 2020 at €0.53 per share.

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend, *i.e.* €0.053 per share, will be allocated to shares that have been held in registered form for at least two years as at December 31, 2020 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of May 26, 2021. This increase shall not apply to a number of shares representing more than 0.5% of the share capital held by the same individual shareholder.

When the dividend is paid out, the dividend corresponding to the treasury stock held by the Company will be allocated to the "Other reserves" item, it being specified that, as of February 24, 2021, the Company held 18,639,634 own shares.

Similarly, if any of the 261,035,225 registered shares entitling the bearers to the increased dividend as at December 31, 2020 cease to qualify as registered shares between January 1, 2021 and May 26, 2021, the amount of the increase in the dividend corresponding to these shares will be allocated to the "Other reserves" item.

The dividend to be paid and the increase of 10% in the dividend for eligible shares will be detached on May 24, 2021 and paid out in cash on May 26, 2021.

In accordance with the requirements of Article 243-*bis* of the General Tax Code, shareholders are informed that, under the conditions defined by the laws and regulations in force, all of this gross dividend is subject to a single flat-rate deduction at the overall rate of 30% (*i.e.* 12.8% for income tax and 17.2% for social security contributions), unless shareholders opt expressly and irrevocably for the progressive income tax scale, which in this case would apply to all their capital income received in 2021. If shareholders opt for the progressive scale, they will be entitled to the proportional 40% deduction provided for in Article 158, paragraph 3(2) of the General Tax Code. This regime applies to individuals who are resident in France for tax purposes.

Pursuant to applicable law, the Shareholders' Meeting duly notes that the dividend payouts for the three previous fiscal years are as follows:

Fiscal year	Number of shares carrying dividend rights *(€ millions)*	Amounts paid out *overall amount, (€ millions)*	Net dividend *amount per share, (€)*
2017 [(1)]	2,390 [(2)]	1,688	0.70
2018 [(1)]	2,413 [(3)]	2,743	1.12
2019 [(1)]	0 [(4)]	0	0

(1) In accordance with the requirements of Article 243-bis of the General Tax Code, dividends paid out for the years ended December 31, 2017, December 31, 2018 and December 31, 2019 were eligible for the overall rate of 30% (i.e. 12.8% for income tax and 17.2% for social security contributions), unless shareholders opted for the progressive income tax scale, giving entitlement to the proportional 40% deduction provided for in Article 158, paragraph 3(2) of the French General Tax Code.

(2) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2017 in May 2018. It is notably comparable to the number at the time of payment of the interim dividend in 2017.

(3) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2018 in May 2019. It is notably comparable to the number at the time of payment of the interim dividend in 2018.

(4) Due to the global health crisis related to the Covid-19 epidemic, the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 decided not to distribute a dividend for fiscal year 2019.

(1) Including the increased dividend.

(2) On the basis of the number of shares comprising the share capital as at December 31, 2020, i.e. a total of 2,435,285,011 shares, including 261,035,225 registered shares as at December 31, 2020 entitling the bearers to a 10% increase in the dividend after application of the cap of 0.5% of the share capital per shareholder.

Regulated agreements (Resolution 4)

Objective The shareholders are asked to approve the terms of the special report of the Statutory Auditors which appears in Section 4.7 of the 2020 Universal Registration Document, which describes the regulated agreements concluded and previously approved by the Shareholders' Meeting that continued last year, it being specified that no new regulated agreement has to be approved by the Shareholders' Meeting for fiscal year 2020.

FOURTH RESOLUTION

Approval of the regulated agreements referred to in Article L.225-38 of the French Commercial Code

Having reviewed the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the terms of the above report and acknowledges the regulated agreements and commitments entered into and previously approved by the Shareholders' Meeting that continued last year.

Authorizations to trade in the Company's shares (Resolution 5)

Objective The shareholders are asked to renew the authorization of the Board of Directors to repurchase shares of the Company for a period of 18 months, with corresponding cancellation on the same date of the previous authorization granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.

The purpose of the share buyback program and a full description of the authorization submitted to the vote are provided in the text of the 5th resolution as well as in Section 5.1.4.2 of the 2020 Universal Registration Document.

It should be noted that, as at December 31, 2020, the Company held 0.76% of its share capital, or 18,464,634 shares, all of which to cover its commitments to the beneficiaries of bonus shares and Company savings plans.

As a reminder, on May 14, 2020, the Shareholders' Meeting authorized the Company to trade in its treasury stock under the following terms and conditions:

- maximum purchase price: €30 per share (excluding transaction costs);
- maximum shareholding: 10% of the share capital;
- maximum percentage of shares purchased during the term of the program: 10% of the shares comprising the share capital as of the date of this Shareholders' Meeting;
- maximum amount of purchases: €7.3 billion.

Between the Shareholders' Meeting of May 14, 2020 and February 24, 2021, the Company has:

- purchased 9,261,970 shares for a total value of €110 million (an average price of €11.88 per share), including 9,261,970 shares under the liquidity agreement and 0 share under the share buyback program;
- sold 9,086,970 shares for a total value of €107.70 million (an average price of €11.85 per share) under the liquidity agreement.

The authorization granted by the Shareholders' Meeting of May 14, 2020 to trade in the Company's shares will expire on November 13, 2021.

Consequently, the shareholders are now asked to grant the Board of Directors a new authorization to trade in the Company's shares, with corresponding cancellation of the unused portion of the previous authorization, for a period of 18 months from the date of this Shareholders' Meeting.

For the purposes mentioned hereinafter, this new authorization complies with the terms and conditions set forth in Articles L.22-10-62 *et seq*. of the French Commercial Code, European Regulation No.596/2014 of April 16, 2014 on market abuses, related regulations of the European Commission, Articles 241-1 *et seq*. of the General Regulations of the Autorité des marchés financiers (AMF – French Financial Markets Authority), and market practices accepted by the AMF.

Share purchases allow stimulation of the share price on the Paris and Brussels stock exchanges by an independent investment services provider, under a liquidity agreement that complies with the Code of Ethics recognized by the Association Française des Entreprises d'Investissement (AFEI), and the subsequent cancellation of shares in order to improve the return on equity and earnings per share. The shares purchased may also be used to implement programs for employees or corporate officers, including stock option plans to purchase or subscribe for shares, bonus share awards, or employee share ownership plans set up for Company-sponsored employee savings plans. They may also be used to carry out financial transactions, including transfers, sales or exchanges, and to ensure coverage of securities convertible into Company shares. The Company may hold and subsequently deliver such shares in exchange, payment, or other, in connection with external growth transactions, within the limit of 5% of the share capital, or to implement any other market practices allowed or that may be allowed by the market authorities, subject to communicating such information to the Company's shareholders.

This resolution may be used to conduct employee savings operations through the transfer of treasury shares to employees, instead of through the capital increases which are the subject of the 16th and 17th resolutions submitted to this Shareholders' Meeting.

This resolution may not be used during a public tender offer for the shares of the Company.

The proposed terms and conditions of the new authorization are as follows:

- **maximum purchase price: €30 per share (excluding transaction costs);**
- **maximum shareholding: 10% of the share capital;**
- **maximum percentage of shares purchased during the term of the program: 10% of the shares comprising the share capital as of the date of this Shareholders' Meeting;**
- **maximum amount of purchases: €7.3 billion.**

It is, however, specified that with respect to the particular case of shares purchased under the liquidity contract, the number of shares used to calculate 10% limit shall correspond to the number of shares purchased minus the number of shares resold during the term of the authorization.

FIFTH RESOLUTION

Authorization of the Board of Directors to trade in the Company's shares

After reviewing the terms of the share buyback program, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, authorizes the Board of Directors, or a duly authorized representative, to purchase the Company's shares in accordance with the terms and conditions set forth in Articles L.22-10-62 *et seq*. of the French Commercial Code, European Regulation 596/2014 of April 16, 2014 on market abuse, related regulations of the European Commission, and Article 241-1 *et seq*. of the General Regulations of the AMF, and market practices accepted thereby in order to:

- maintain liquidity and stimulate the market for the Company's shares through an independent investment services provider under the liquidity agreement that complies with the Code of Ethics recognized by the AMF;
- cancel all or a portion of the repurchased shares in accordance with Article L.22-10-62 of the French Commercial Code, as part of a share capital reduction resolved upon or authorized by the Shareholders' Meeting;
- award or sell them to employees or former employees or officers or former officers of the Company and / or companies that are or will be affiliated with it under the terms and conditions provided for by the applicable regulations as part of all employee shareholding plans, including stock option plans and awards of outstanding shares or offers as part of a Company-sponsored employee savings plans;
- hold them for subsequent tendering in an exchange, payment or other transaction as part of external growth transactions, subject to an overall ceiling of 5% of the Company's share capital;
- use them for allocation upon the exercise of the rights attached to issued securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company; or
- implement any other market practices authorized or to be authorized by market authorities.

In accordance with the following terms and conditions:

- the maximum number of shares acquired by the Company during the buyback period may not exceed 10% of the Company's share capital, this percentage applying to adjusted capital based on transactions subsequent to this Shareholders' Meeting, provided that with respect to the specific case of shares repurchased under the liquidity contract, the number of shares taken into account for calculating the 10% limit corresponds to the number of shares purchased, less the number of shares sold during the term of the authorization;
- the aggregate amount of such purchases after expenses may not exceed €7.3 billion;
- the maximum purchase price may not exceed **€30** per share, excluding transaction costs.

The purchase, sale or transfer of shares may be performed at any time, except during a public tender offer for the shares of the Company, and by any means, on the open market or over the counter, including through block trades, public tender offers, or the use of options or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable regulations.

This authorization shall take effect at the end of this Shareholders' Meeting, for a period of 18 months; it renders ineffective the unused portion of the authorization of the same kind granted to the Board of Directors by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 in its 6th resolution.

The Shareholders' Meeting grants full powers to the Board of Directors, with power to delegate as provided by law, to:

- adjust the maximum purchase price above to reflect the impact on the share price of corporate transactions, such as a change in the share's par value, a capital increase through capitalization of reserves, the award of bonus shares, a stock split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving the shareholders' equity;
- implement this authorization and if necessary, to set the terms and conditions applicable to the share buyback program, to place any buy and sell orders, enter into any and all agreements in view of updating the share registers, carry out all filings with the AMF and any other authorities, complete all formal recording requirements, and generally do all that is necessary for the purposes hereof.

Appointment of Catherine MacGregor as a Director (Resolution 6)

Objective	The Board of Directors has decided to put to the vote of the shareholders, under the terms of this 6th resolution, the appointment as a Director of Catherine MacGregor, Chief Executive Officer of ENGIE since January 1, 2021. Ms MacGregor's vision of the Group's transformation and development, her industrial and international experience and her recognized leadership and management qualities, will play an important part in the implementation of our business strategy. Catherine MacGregor would be appointed for a period of four years that expires at the end of the Ordinary Shareholders' Meeting that will be called in 2025 to approve the financial statements for the fiscal year ended December 31, 2024. Her biography is provided on page 13 of this Notice of Meeting.

SIXTH RESOLUTION

Appointment of Catherine MacGregor as a Director

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, appoints Catherine MacGregor as a Director for a term of four years.

Ms MacGregor's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2025 to approve the 2024 financial statements.

Appointment of a Director representing employee shareholders (Resolutions 7 and 8)

Objective	The term of office of Christophe Aubert, the Director representing employee shareholders, will expire during this Shareholders' Meeting. Following the meetings of the Supervisory Boards of the Link France and Link International solidarity employee mutual funds, Jacinthe Delage and Steven Lambert were nominated as candidates for the role of Director. Under the terms of the 6th and 7th resolutions, in accordance with Article 13.3 2) of the Company's bylaws, you will be asked to vote on each of these nominations. The candidate with the highest number of votes will be appointed Director representing employee shareholders. The biographies of Jacinthe Delage and Steven Lambert can be found on page 14 of this Notice of Meeting. The Director representing employee shareholders will hold his or her office for a period of four years, *i.e.* until the end of the Ordinary Shareholders' Meeting called in 2025 to approve the financial statements for fiscal year 2024.

SEVENTH RESOLUTION

Appointment of a Director representing employee shareholders (Jacinthe Delage)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, in accordance with Article 13.3 2) of the bylaws, appoints Jacinthe Delage as the Director representing employee shareholders for a term of four years.

Jacinthe Delage's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2025 to approve the 2024 financial statements.

EIGHTH RESOLUTION

Appointment of a Director representing employee shareholders (Steven Lambert)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, in accordance with Article 13.3 2) of the bylaws, appoints Steven Lambert as Director representing employee shareholders for a term of four years.

Steven Lambert's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2025 to approve the 2024 financial statements.

Approval of the components of compensation paid in 2020 or awarded for the same year to corporate officers of the Company (Resolutions 9 to 12)

Objective

In compliance with Article L.22-10-34 I of the French Commercial Code, a draft resolution on the information set out in Article L.22-10-9 I of the French Commercial Code is now subject to approval by the Shareholders' Meeting (9th resolution).

By voting on the 10th resolution, the shareholders are asked to approve the total compensation and benefits of any kind paid in 2020 or awarded for the same year to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in the Board of Directors' corporate governance report.

You are also asked to approve, by voting on the 11th resolution, the total compensation and benefits in kind paid to Isabelle Kocher, Chief Executive Officer in the period from January 1 to February 24, 2020 or allocated for the same period, as described in the corporate governance report produced by the Board of Directors.

Similarly, by voting on the 12th resolution, the shareholders are asked to approve the total compensation and benefits in kind paid to Claire Waysand, acting Chief Executive Officer in the period from February 24 to December 31, 2020 or awarded for the same period, as described in the Board of Directors' corporate governance report.

All information pertinent to the vote on these four resolutions is provided in the Board of Directors' corporate governance report, which is included in Section 4.4 of the 2020 Universal Registration Document. This information is also specified in Chapter 3 of this Notice of Meeting.

NINTH RESOLUTION

Approval of information relating to the compensation of corporate officers paid in 2020 or awarded for the same year and mentioned in Article L.22-10-9 I of the French Commercial Code

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.22-10-34 I of the French Commercial Code, the information mentioned in Article L.22-10-9 I of the French Commercial Code, as described in Section 4.4 of the 2020 Universal Registration Document.

TENTH RESOLUTION

Approval of the total compensation and benefits of any kind paid during fiscal year 2020, or awarded for said year, to Jean-Pierre Clamadieu, Chairman of the Board of Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, approves the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid in 2020 or awarded for 2020 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.4 of the 2020 Universal Registration Document.

ELEVENTH RESOLUTION

Approval of the total compensation and benefits of any kind paid to Isabelle Kocher, Chief Executive Officer, during the period from January 1 to February 24, 2020, or allocated for the same period

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, approves the fixed, variable and extraordinary components of the total compensation and benefits in kind paid to Isabelle Kocher, Chief Executive Officer in the period from January 1 to February 24, 2020 or awarded for the same period, as described in Section 4.4 of the 2020 Universal Registration Document.

TWELFTH RESOLUTION

Approval of the total compensation and benefits in kind paid to Claire Waysand, Chief Executive Officer, during the period from February 24 to December 31, 2020, or allocated for the same period

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, approves the fixed, variable and extraordinary components of the total compensation and benefits in kind paid to Claire Waysand, Chief Executive Officer in the period from February 24 to December 31, 2020 or awarded for the same period, as described in Section 4.4 of the 2020 Universal Registration Document.

Approval of the compensation policy of corporate officers of the Company (Resolutions 13 to 15)

Objective

Presented within the report prepared by the Board of Directors on corporate governance, the compensation policy for all corporate officers, including Directors, must be submitted to the Shareholders' Meeting for approval in the form of a draft resolution and must comply with the Company's corporate interest, contribute to its continuity and be in line with its business strategy.

Accordingly, under Article L.22-10-8 of the French Commercial Code, the shareholders are asked, by voting on the 13th resolution, to approve the compensation policy for the Company's Directors, as described in the Board of Directors' corporate governance report, which is included in Section 4.4 of the 2020 Universal Registration Document.

Likewise, by voting on the 14th resolution, the shareholders are asked to approve the compensation policy for Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in the Board of Directors' corporate governance report.

You are also asked, by voting on the 15th resolution, to approve the compensation policy for Catherine MacGregor, appointed Chief Executive Officer as of January 1, 2021, as described in the Board of Directors' corporate governance report.

All the components that form this compensation policy for each category of corporate officer were approved by the Board of Directors on February 25, 2021, on the recommendation of the Appointments, Compensation and Governance Committee. Details of the compensation policy are provided in Chapter 3 of this Notice of Meeting.

THIRTEENTH RESOLUTION

Approval of the compensation policy for Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the Directors' compensation policy, as they are described in Section 4.4 of the 2020 Universal Registration Document.

FOURTEENTH RESOLUTION

Approval of the compensation policy for the Chairman of the Board of Directors

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as they are described in Section 4.4 of the 2020 Universal Registration Document.

FIFTEENTH RESOLUTION

Approval of the compensation policy for the Chief Executive Officer

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having reviewed the Board of Directors' corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy for corporate officers, approves, pursuant to Article L.22-10-8 of the French Commercial Code, the compensation policy for the Chief Executive Officer, as described in Section 4.4 of the 2020 Universal Registration Document.

Resolutions submitted to the Extraordinary Shareholders' Meeting

Delegations of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, without preferential subscription rights, reserved for employees who are members of employee saving plans as well as for any category of beneficiaries in the context of the implementation of a Group international employee shareholding plan (Resolutions 16 and 17)

Objective

The Group aims to increase employee shareholding until it represents a substantial proportion of the share capital and voting rights. This lever makes it possible to involve employees in its plans in a different way and to enable them to share the value that they help to create.

At the end of 2020, employees held 3.2% of ENGIE's share capital.

The shareholders are therefore asked to renew the authorizations granted to the Board of Directors to carry out additional employee shareholding transactions at the time of its choosing.

Under the 16th resolution, the Board of Directors would be authorized, for a period of 26 months from this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of employees who are members of one or more employee savings plans, up to the maximum nominal amount of 2% of the share capital on the date of implementation of the authorization, including the implementation of leveraged "Multiple" investment formulas, noting that this 2% ceiling is common to all capital increases carried out under the 17th resolution of this Shareholders' Meeting.

Under the 17th resolution, the Board of Directors would be authorized, for a period of 18 months from the date of this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of any entity under French or foreign law, with or without legal personality, including any credit establishment or subsidiary thereof, acting at the request of the Company for the requirements of the implementation of a Group international employee shareholding plan or any trusts constituted in order to set up a share incentive plan under UK law, for a maximum nominal amount of 0.5% of the share capital on the date of implementation of the authorization, noting that such issues will be counted against the 2% overall ceiling set in the 16th resolution.

The amount of the capital increases thus carried out would be deducted from the overall ceiling of €265 million referred to in the 24th resolution of this Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.

The issue prices of the shares may not be less than the Reference Price, *i.e.* the average listed price of the ENGIE share during the 20 trading days preceding the date of the decision setting the opening date of the subscription period, less a discount that may not exceed the maximum discount permitted under the laws in force when the delegation is implemented. In case of issue of securities giving access to equity securities to be issued, the price would also be determined by reference to the terms described in this paragraph.

The Board of Directors may award, at no cost, to the beneficiaries indicated in the 16th resolution, in addition to shares or securities giving access to capital subscribed in cash, new or existing shares or securities as a substitute for all or a portion of the aforementioned discount and / or employer contribution. The benefit from such an award may not exceed the statutory or regulatory limits pursuant to Article L.3332-11 *et seq*. and Article L.3332-21 *et seq.* of the French Labor Code. In accordance with the law, this decision would entail the shareholders' waiver of any preferential right to shares or securities giving access to capital which would be freely awarded under the 16th resolution.

Nevertheless, as this would involve a capital increase benefiting any entity under French or foreign law, with or without legal personality, including any banking establishment or subsidiary thereof, acting at the request of the Company for the requirements of the implementation of a Group international employee shareholding plan or any trusts constituted in order to set up a share incentive plan under UK law, the Board of Directors may:

(i) set a subscription price other than that set under the 16th resolution of this Shareholders' Meeting, should this be required by applicable local law. In all cases, this price may not be less than the average price, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented, of the ENGIE share during the 20 trading days preceding the date of the decision;

(ii) set the opening date of the subscription period for the capital increase and / or share offer for employees who are members of any company savings plan pursuant to the 17th resolution; or

(iii) if the employee shareholding offer is made through the sale of shares as part of any employee savings plan, set the opening date of the share purchase period for employees participating in the employee savings plan.

The shareholders are thus asked to give the Board of Directors a certain amount of latitude in the choice of the structure allowing for the best implementation of the leveraged "Multiple" formulas for employees of the ENGIE group in the countries concerned, in light of the changes in the applicable legislation.

In order to adapt the shareholding plans presented to the employees in each country concerned, where applicable, the proposed delegation of authority granted to the Board of Directors, under the terms of the 17th resolution, shall include the authority granted to the Board to determine the shareholding plans and to distinguish between (i) countries where employees will be offered shares or equity interests in the above-mentioned entity or entities and (ii) countries where employees will subscribe for ENGIE shares under the aforementioned 16th resolution.

Furthermore, the Statutory Auditors have produced a report on the 16th and 17th resolutions, which has been made available to the shareholders in accordance with statutory and regulatory requirements.

Should the Board of Directors implement the delegations of authority granted by the Shareholders' Meeting under the 16th and 17th resolutions, it would be required to prepare, as appropriate and in accordance with the laws in force at the time of its decision, an additional report. This report would describe the final terms and conditions of the transaction and indicate, where appropriate, its impact on the status of shareholders or holders of convertible or exchangeable securities, specifically as regards their proportion of the total shareholders' equity.

The renewal of these authorizations subject to the 16th and 17th resolutions would take effect as from the date of this Shareholders' Meeting for a period of 26 months and would supersede the authorizations previously granted by the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020, in its 27th and 28th resolutions.

SIXTEENTH RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, without preferential subscription rights, for the benefit of ENGIE group employee savings plan members

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6, L.225-138 and L.225-138-1, L.228-91 and L.228-92 of the French Commercial Code, as well as Articles L.3332-18 *et seq*. of the French Labor Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. Delegates its authority to the Board of Directors to increase the share capital on one or more occasions, by a maximum nominal amount representing 2% of the share capital on the date of implementation of the authorization, noting that this ceiling shall apply to all capital increases carried out under the 17th resolution of this Shareholders' Meeting, by issuing shares or securities giving access to equity securities to be issued, reserved for members of one or more Company savings plans to be implemented within the Group, which consists of the Company and the French or international companies included in the Company's scope of consolidation pursuant to Article L.3344-1 of the French Labor Code, on the understanding that this resolution may be used to implement the leveraged "Multiple" investment formulas. This amount will be deducted from the Overall Ceiling referred to in the 24th resolution of this Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020, or from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation.
2. Sets the term of validity of this delegation at **26 months** from the date of this Shareholders' Meeting and renders ineffective as of this date the unused portion of the similar delegation given under the 27th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.
3. Resolves that the issue price of new shares shall be determined under the terms laid down in Articles L.3332-18 *et seq*. of the French Labor Code and shall not be less than the average listed price of the ENGIE share on the NYSE Euronext Paris stock exchange during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription period for the capital increase reserved for Company employee savings plan members, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems. In case of issue of securities giving access to equity securities to be issued, the price will also be determined by reference to the terms described in this paragraph.
4. Authorizes the Board of Directors to award, free of consideration, to the beneficiaries mentioned above, where applicable, and in addition to shares or share equivalents to be subscribed in cash, new or existing shares or share equivalents in substitution for all or a portion of the discount and / or the matching contribution, provided that the benefit from such award does not exceed the statutory or regulatory limits pursuant to Articles L.3332-11 and L.3332-21 of the Labor Code. The maximum nominal amount of capital increases that may be made immediately or in the future as a result of the award of bonus shares or share equivalents shall be counted against the overall ceilings referred to in paragraph 1 above.
5. Resolves to cancel the shareholders' preferential subscription rights to the securities covered by this authorization in favor of the beneficiaries mentioned above. In addition, the said shareholders also waive any right to the bonus shares or share equivalents that would be issued pursuant to this resolution.

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6. Resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, within the limits and under the conditions specified above, and in particular to:
   - determine, in accordance with legal requirements, the list of companies whose members of one or more Company employee savings plans may subscribe to the shares or securities thus issued and to receive, where applicable, bonus shares or securities giving access to the capital;
   - decide whether subscriptions may be made directly or through employer-sponsored mutual funds or other vehicles or entities allowed by applicable laws or regulations;
   - determine the criteria, if any, that beneficiaries of capital increases must meet;
   - set the opening and closing dates for subscription periods;
   - determine the amounts of the issues that will be carried out under this authorization and set, *inter alia*, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements;
   - in the event of an award of bonus shares or securities giving access to the capital, set the number of shares or share equivalents to be issued, the number allocated to each beneficiary, and set the dates, periods, terms and conditions for awarding such shares or securities in accordance with current statutory and regulatory requirements, and in particular decide whether to fully or partially substitute the allocation of such shares or securities for the discounts provided above, or to deduct the equivalent value of such shares from the total amount of the matching contribution, or to combine these two options;
   - record the completion of the capital increases in the amount of subscribed shares after any reductions in the event of oversubscription;
   - where applicable, charge the costs of the capital increases against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase;
   - enter into all agreements, carry out directly or indirectly by proxy all actions, including to proceed with all formal recording requirements required following capital increases, amend the bylaws accordingly and, generally, conclude all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions, and accomplish all formal recording requirements required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.
7. Authorizes the Board of Directors, under the terms of this delegation, to proceed with the sale of Company shares to the Beneficiaries as provided by Article L.3332-24 of the French Labor Code.

SEVENTEENTH RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, without preemptive subscription rights, reserved for a category of beneficiaries as part of the implementation of an ENGIE group international employee shareholding plan

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6 and L.225-138 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. Delegates its authority to the Board of Directors to increase the share capital, on one or more occasions, by issuing shares and / or securities giving access to capital securities to be issued, reserved for the category of legal persons comprising any entity under French or foreign law, with or without legal personality, including any banking establishment or subsidiary thereof, acting on behalf of the Company as part of the implementation of one of the ENGIE group's international employee shareholding plans, including leveraged "Multiple" investment formulas, or any trusts set up to establish a share incentive plan under UK law.
2. Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution may not exceed 0.5% of the share capital on the date of implementation of the delegation, noting that this amount will be deducted from the ceiling of 2% of the share capital of the delegation under the 16th resolution, as well as the Overall Ceiling referred to in the 24th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020, or from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation.
3. Sets the term of validity of this delegation at **18 months** from the date of this Shareholders' Meeting and supersedes the unused portion of the similar delegation given under the 28th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020.
4. Delegates its authority to the Board of Directors to select the entity referred to in paragraph 1 above.
5. Resolves that the final amount of the capital increase will be set by the Board of Directors, which shall have full powers to this effect.
6. Resolves that the amount of subscriptions by each employee may not exceed the limits that will be set by the Board of Directors under this authorization and that, in the event of excess employee subscriptions, these will be reduced in accordance with the rules defined by the Board of Directors.
7. Resolves to cancel the shareholders' preferential subscription rights to all shares and securities giving access to equity securities that may be issued under this resolution in favor of the beneficiaries mentioned in paragraph 1 above and to reserve the subscription to all such shares and securities for that category of beneficiaries. These shareholders also waive their preferential subscription rights to subscribe ordinary shares to which the securities issued pursuant to this authorization may entitle them.

8. Resolves that the issue price of the new shares may not be less than the average listed price of the ENGIE share on the Euronext Paris stock exchange during the 20 trading days preceding the date of the decision (i) setting the opening date of the subscription period for the capital increase and / or share offer carried out under the 16th resolution of this Shareholders' Meeting, or (ii) if the employee shareholding offer was made as part of any employee savings plan, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless expressly authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems, noting that the price so determined may differ from the price set for the capital increase carried out pursuant to the 16th resolution of this Shareholders' Meeting, and / or the sale of shares carried out as part of any employee savings plan.
9. Resolves that the Board of Directors may determine the methods of subscription to be presented to the employees in each relevant country, subject to applicable local laws, and may select the countries to be included from among those in which the ENGIE group has consolidated subsidiaries pursuant to Article L.3344-1 of the Labor Code and those of such subsidiaries whose employees will be able to participate in the program.
10. Resolves that the amount of the capital increase or of each capital increase shall be limited, where applicable, to the amount of subscriptions received by the Company, in accordance with applicable statutory and regulatory requirements.
11. Delegates full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, within the limits and under the above-mentioned terms and conditions, and more specifically to:
    - determine the amounts of the issues that will be carried out under this delegation and set, *inter alia*, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements;
    - where applicable and at its sole discretion, charge the costs of such a capital increase against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase; and
    - generally, enter into all agreements, in particular to ensure completion of the proposed issues, record the completion of the capital increase and amend the bylaws accordingly, take all measures and decisions and accomplish all formal recording requirements required for the issue, listing and financial administration of the shares issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of companies belonging to the ENGIE group (with the exception of corporate officers of the ENGIE Company) and (ii) to employees participating in an ENGIE group international employee shareholding plan (Resolution 18)

Objective	
	The Group aims to make it easier for as many people as possible to access employee shareholding, in order to involve its employees more closely in its development and to share the value created in a different way. Shares would be awarded to all employees and corporate officers of the Group companies, except for the corporate officers of the Company (World Plans), and to employees participating in any other ENGIE group international employee shareholding plan. The number of shares thus awarded would be limited to 0.75% of the share capital on the date of the decision of the Board of Directors. This amount is an overall ceiling for all the allocations carried out under the 18th and 19th resolutions of this Shareholders' Meeting, and is accompanied by an annual sub-ceiling of 0.25% of the share capital. These would be existing shares. The shares thus allocated would be subject to the condition of actual presence at the ENGIE group at the end of the vesting period. They would be subject to a vesting period of no less than two years. Performance conditions would not necessarily be established. Furthermore, the Statutory Auditors have produced a report on the 18th and 19th resolutions, which has been made available to the shareholders in accordance with statutory and regulatory requirements. In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, a special report will be produced to inform the Shareholders' Meeting of the transactions carried out under this authorization. This authorization would have a period of validity of 38 months from the date of this Shareholders' Meeting, rendering ineffective as of this date the unused portion of the authorization previously granted under the 28th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

EIGHTEENTH RESOLUTION

Authorization to be given to the Board of Directors to award bonus shares (i) to all employees and corporate officers of companies belonging to the ENGIE group (with the exception of corporate officers of the ENGIE Company) and (ii) to employees participating in an ENGIE group international employee shareholding plan

Having reviewed the Board of Directors' report and the Statutory Auditors' special report, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. Authorizes the Board of Directors, with power to delegate as provided by law, to award, in accordance with Article L.225-197-1 *et seq.* and Article L.22-10-59 of the French Commercial Code, on one or more occasions, to award outstanding Company shares free of charge to all or part of the Company's employees and the employees and corporate officers of the companies or groupings linked to it under the conditions referred to in Article L.225-197-2 of the French Commercial Code, with the exception of the Company's corporate officers, it being specified that the award must be made either to all employees under a bonus share plan or to employees participating in an ENGIE group international employee shareholding plan.
2. Sets the term of validity of this delegation at **38 months** from the date of this Shareholders' Meeting and renders ineffective as of this date the unused portion of the similar delegation given under the 28th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.
3. Resolves that the total number of bonus shares that may be awarded under this authorization may not exceed **0.75%** of the existing share capital on the date of the award decision by the Board of Directors, together with an annual sub-ceiling of 0.25% of the share capital, it being specified that this ceiling and sub-ceiling are set without taking into account the number of shares to be awarded, if applicable, in respect of the adjustments made to preserve the rights to bonus shares in the case of transactions involving the share capital or shareholders' equity of the Company and that they are an overall ceiling and sub-ceiling for all awards that may be made under the 18th and 19th resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting.
4. Resolves that the award of the Company's shares to their beneficiaries will be definitive at the end of a vesting period of at least two years, that no mandatory lock-up period for shares will be imposed, and that the shares will be freely transferable as soon as they vest.
5. Resolves that in the event of the disability of the beneficiary according to the classification in the second or third of the categories set out in Article L.341-4 of the French Social Security Code, the shares may vest immediately and the beneficiary concerned will not be subject to any obligation to retain the shares, which will be immediately transferable.
6. Grants full powers, within the limits established above, to the Board of Directors, with the power to sub-delegate under the conditions established by law, to implement this authorization and more specifically to:
   - determine the identity of the beneficiaries of the awards and the number of shares awarded to each of the beneficiaries;
   - set the conditions and, where applicable, the criteria for the award of shares, in particular the minimum vesting period;
   - provide, where applicable, for the right to postpone the share vesting dates;
   - adjust, where applicable, the number of shares awarded in the event of transactions on the Company's share capital or shareholders' equity with the effect of changing the value of the shares comprising the share capital, in order to preserve the rights of the beneficiaries of bonus shares;
   - determine the dates and terms of the awards and generally take all the necessary measures and enter into any agreements for the successful completion of the planned awards.

Authorization to be given to the Board of Directors to award bonus shares to certain employees and corporate officers of companies belonging to the ENGIE group (except for corporate officers of the ENGIE Company) (Resolution 19)

Objective	The selective bonus share plan proposed for a significant number of beneficiaries is intended to both reward the performance of certain employees and maintain a competitive level of overall compensation for these employees, while aligning it with the interests of the shareholders. Shares would be awarded to certain employees and corporate officers of Group companies, except for the Company's executive corporate officers (Discretionary Plans). The number of shares thus awarded during a period of 38 months would be limited to 0.75% of the share capital on the date of the decision of the Board of Directors, it being specified that (i) this amount is an overall ceiling for all the allocations carried out under the 18th and 19th resolutions of this Shareholders' Meeting; and (ii) it is accompanied by an annual sub-ceiling of 0.25% of the share capital. These would be existing shares. This authorization would have a period of validity of 38 months from the date of this Shareholders' Meeting, rendering ineffective as of this date the unused portion of the authorization previously granted under the 29th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018. The award of shares to beneficiaries would be subject to both the condition of actual presence at the ENGIE group at the end of the vesting period, which should be at least three years, except for certain beneficiaries in the Trading business (subject to an obligation to spread part of their annual variable compensation over several successive years in the form of shares) for whom the minimum vesting period could be two years for part of the award. For the main executives of the Group, the cumulative duration of the vesting and lock-up periods would be set at least four years, including at least three vesting years, it being specified that for the other beneficiaries no lock-up obligation would be imposed. It should also be recalled that the members of the Executive Committee aim to create a portfolio of ENGIE shares by retaining, until the end of their term of office on the Executive Committee, vested performance shares corresponding to a percentage of their compensation established by the Board of Directors (see Section 4.4.3.1 of the 2020 Universal Registration Document). All the beneficiaries outside the Trading business would, however, be subject to financial and non-financial performance conditions. The financial performance conditions relate to growth in net recurring income, Group share over two years compared with a benchmark panel, hereinafter referred to as the "Panel" (constituting 25% of the total performance conditions), to changes in total shareholder return (TSR) (stock market performance, reinvested dividend) over three years compared with this same Panel (constituting 25%), and to the return on capital employed (ROCE) in the Medium-Term Business Plan (MTBP) approved by the Board of Directors (on a *pro forma* basis) (constituting 30%). The Panel used to assess the relative growth of net recurring income, Group share and TSR is made up of EDP, ENEL, Iberdrola, Naturgy, Snam and RWE, with each of these companies having the same weighting. EDF, E.ON, Spie and Uniper were taken off the previous panel and Snam was added, in order to more closely reflect the changes at the Group. To assess the performance condition relating to growth in net recurring income, Group share, growth will be calculated as the ratio of net recurring income, Group share in the 12 months prior to June 30, 2023 (H2 2022 and H1 2023) over net recurring income, Group share in the 12 months prior to June 30, 2021 (H2 2020 and H1 2021). To assess the performance condition relating to the TSR over three years (stock market performance, reinvested dividend), in order to spread any effects of volatility (gain or loss), the TSR (stock market performance, reinvested dividend) will be calculated by taking the averages of the three-year TSRs for ENGIE and for the Panel companies over a period of two months, ending at least one month before the scheduled delivery date of the Performance shares. Unlike previous performance share plans, which were subject to exclusively financial performance conditions, non-financial performance conditions have been introduced to reflect the statutory purpose approved by the Shareholders' Meeting of May 14, 2020 and the Company's CSR strategy. Thus, the performance shares will be subject to exclusively quantifiable non-financial performance conditions (together constituting 20% of the total performance conditions), selected for consistency with the Company's statutory purpose, *i.e.* its objectives in terms of greenhouse gas emissions from power generation (10%), increasing the proportion of renewable capacities (5%) and increasing the proportion of women in management (5%). The targets will be those planned in the trajectory for end-2023 established to achieve the targets for 2030. The performance condition slopes relating to the TSR (stock market performance, reinvested dividend) will be as follows: for a result of less than 100% of the target, the achievement rate will be zero. For a result of 100% of the target, the achievement rate will be 50%. For a result of 120% or more of the target, the achievement rate will be 120%. For a result of more than 100% and less than or equal to 120% of the target, the achievement rate will be progressive and linear between 50% and 120%. It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.

The performance condition slopes relating to growth in net recurring income, Group share are as follows: for a result of less than 75% of the target, the achievement rate will be zero. For a result of 100% of the target, the achievement rate will be 80%. For a result of 120% or more of the target, the achievement rate will be 120%. The progression between these markers is linear. It is specified that a result of 100% of the target corresponds to the average of the companies of the Panel.

The non-financial performance condition slopes and the slope relating to the ROCE are as follows: for a result of less than 75% of the target, the achievement rate will be zero. For a result of 100% of the target, the achievement rate will be 100%. For a result of 120% or more of the target, the achievement rate will be 120%. The progression between these markers is linear.

The overall achievement level for the performance shares will be capped at 100%.

Except in the case of the executive officers, the first 150 shares awarded would be exempt from performance conditions.

The determination of the above performance criteria derives from the Board of Directors' commitment to the variable nature of the long-term incentive component which rewards financial and non-financial performance in the medium and long term. They are therefore not intended to be reviewed. However, in the event of specific circumstances that are out of the ordinary or external in origin (such as a change in accounting standards, a significant change in scope, the completion of a transformative transaction, a substantial change in market conditions or an unforeseen change in the competitive environment), the Board of Directors may, on an exceptional basis, adjust upward or downward the results of one or more of the performance criteria associated with the long-term incentive portion to ensure that the results of applying these criteria reflect the performance of the Group. This adjustment would be made by the Board of Directors on the recommendation of the Appointments, Compensation and Governance Committee when the Board of Directors is satisfied both that this adjustment is intended to reasonably restore the balance or the target initially sought, adjusted for all or part of the impact of the event over the period in question, and that the interest of the Company and its shareholders is aligned with that of the beneficiaries. Justification and explanation for any adjustments that might be made will be communicated by the Company. These adjustments may not in any case result in a delivery rate of shares above 100%.

For certain beneficiaries in the Trading business (subject to an obligation to spread part of their annual variable compensation over several successive years in the form of shares), a condition specific to their activity would be applied.

For beneficiaries in respect of innovation promotion programs or similar, the Board of Directors may decide to remove the performance conditions.

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, a special report will be produced to inform the Shareholders' Meeting of the transactions carried out under this authorization.

NINETEENTH RESOLUTION

Authorization to be given to the Board of Directors to award bonus shares to certain employees and corporate officers of companies belonging to the ENGIE group (except for corporate officers of ENGIE the Company)

Having reviewed the Board of Directors' report and the Statutory Auditors' special report, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. Authorizes the Board of Directors, with the power to sub-delegate under the conditions established by law, to award, in accordance with Article L.225-197-1 *et seq.* and Article L.22-10-59 of the French Commercial Code, on one or more occasions, to award outstanding Company shares free of charge to some of the Company's employees and some of the employees and corporate officers of the companies or groupings linked to it, with the exception of the Company's corporate officers, under the conditions set out in Article L.225-197-2 of the French Commercial Code.
2. Sets the term of validity of this authorization at **38 months** from the date of this Shareholders' Meeting and duly notes that this authorization supersedes, as of this date, the unused portion of the delegation granted under the 29th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.
3. Resolves that the total number of bonus shares that may be awarded under this authorization may not exceed **0.75%** of the existing share capital on the date of the award decision by the Board of Directors, together with an annual sub-ceiling of 0.25% of the share capital, it being specified that this ceiling and sub-ceiling are set without taking into account the number of shares to be awarded, if applicable, in respect of the adjustments made to preserve the rights to bonus shares in the case of transactions involving the share capital or shareholders' equity of the Company and that they are an overall ceiling and sub-ceiling for all awards that may be made under the 18th and 19th resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting.
4. Resolves that the award of the Company's shares to the beneficiaries will be definitive at the end of a vesting period of at least three years, with the Board of Directors nevertheless able to reduce this period to two years for the beneficiaries in the Trading business, subject to specific regulations, and that, with the exception of the Group's main executives, the beneficiaries will not be required to retain the shares of the Company after they vest, it being specified that, for these main executives, a cumulative vesting and lock-up period of four years will be imposed.
5. Resolves that in the event of the disability of the beneficiary according to the classification in the second or third of the categories set out in Article L.341-4 of the French Social Security Code, the shares may vest immediately and the beneficiary concerned will not be subject to any obligation to retain the shares, which will be immediately transferable.
6. Grants full powers, within the limits established above, to the Board of Directors, with the power to sub-delegate under the conditions established by law, to implement this authorization and more specifically to:
   - determine the identity of the beneficiaries of the awards and the number of shares awarded to each of the beneficiaries;

- set the conditions for the acquisition of shares, in particular performance shares, based on internal and external criteria, and, where applicable, the criteria for the granting of the shares, in particular the minimum vesting period and, where applicable, the minimum holding period;
- decide to remove the performance conditions for beneficiaries in respect of innovation promotion programs or similar;
- decide to remove the performance conditions for an initial portion of each award for all beneficiaries, except for the Group's executive officers, with the number of shares concerned by this removal not exceeding 150 shares per beneficiary;
- provide, where applicable, for the right to postpone the share vesting dates, and, for the same period, the lock-up obligation on the said shares, so that the minimum lock-up period is unchanged;
- adjust the number of shares awarded in the event of transactions on the Company's share capital or shareholders' equity with the effect of changing the value of the shares comprising the share capital, in order to preserve the rights of the beneficiaries of bonus shares;
- determine the dates and terms of the awards and generally take all the necessary measures and enter into any agreements for the successful completion of the planned awards.

Powers for formalities (Resolution 20)

Objective	Resolution 20 is a customary resolution that enables the formal recording requirements required by law to be carried out after the Shareholders' Meeting.

TWENTIETH RESOLUTION

Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities

The Shareholders' Meeting grants full powers to the bearer of the original or a copy or extract of the minutes of this Shareholders' Meeting to carry out all filings and other formal recording requirements as required.

Resolution A (resolution not approved by the Board of Directors)

Following publication of the Notice of Meeting for the Company's Shareholders' Meeting in the *Bulletin d'Annonces Légales Obligatoires* ("Bulletin of Mandatory Legal Announcements" - BALO) on March 12, 2021, an alternative draft resolution was submitted by the Supervisory Board of the solidarity employee mutual fund, Link France, 1-2 place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris La Défense Cedex, France, pursant to Article R.225-71 of the French Commercial Code an Article 8.2 of the regulations of Link France, which give the Supervisory Board the option of submitting resolutions to shareholders' meetings.

6

Explanatory of reasons	In the context of preserving the Group's capacity to finance its investments and development, in line with its ambitions, the following resolution is submitted to the vote of Annual General Meeting for the appropriation of net income and the setting of the amount of the dividend for fiscal year 2020, with the objective of moderating the amount of the latter.

Resolution A (to amend the draft resolution 3)

Appropriation of net income and declaration for fiscal year 2020

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, records that the net loss for the year ending December 31, 2020, is €3,928,252,423 and Retained Earnings is nil. On the recommendation of the Board of Directors, the Shareholders' Meeting resolves to allocate the net loss for the year, i.e. €3,928,252,423, to the "Merger premium" item.

The Shareholders' Meeting sets the total dividend amount for fiscal year 2020 at €861,485,987[(1)(2)] fully deducted from the "Merger premium" item, which, after allocation of the net loss for the year ended December 31, 2020, amounts to €22,233,760,727.

Accordingly, the Shareholders' Meeting sets the dividend for fiscal year 2020 at €0.35 per share.

(1) *Including the increased dividend*

(2) *On the basis of the number of shares comprising the share capital as at December 31, 2020, i.e a total of 2,435,285,011 shares, including 261,035,225 registered shares as at December 31, 2020 entitling the beares to a 10% increase in the dividend after application of the cap of 0.5% of the share capital per shareholder.*

Pursuant to Article 26.2 of the bylaws, an increase of 10% in the dividend, i.e. €0.035 per share, will be allocated to shares that have been held in registered form for at least two years as at December 31, 2020 and that will remain held in this form without interruption in the name of the same shareholder until the dividend payment date of May 26, 2021. This increase shall not apply to a number of shares representing more than 0.5% of the share capital held by the same individual shareholder.

When the dividend is paid out, the dividend corresponding to the treasury stock held by the Company will be allocated to the "Other reserves" item, it being specified that, as of February 24, 2021, the Company held 18,639,634 own shares.

Similarly, if any of the 261,035,225 registered shares entitling the bearers to the increased dividend as at December 31, 2020 cease to qualify as registered shares between January 1, 2021 and May 26, 2021, the amount of the increase in the dividend corresponding to these shares will be allocated to the "Other reserves" item.

The dividend to be paid and the increase of 10% in the dividend for eligible shares will be detached on May 24, 2021 and paid out in cash on May 26, 2021.

In accordance with the requirements of Article 243-bis of the General Tax Code, shareholders are informed that, under the conditions defined by the laws and regulations in force, all of this gross dividend is subject to a single flat-rate deduction at the overall rate of 30% (i.e. 12.8% for income tax and 17.2% for social security contributions), unless shareholders opt expressly and irrevocably for the progressive income tax scale, which in this case would apply to all their capital income received in 2021. If shareholders opt for the progressive scale, they will be entitled to the proportional 40% deduction provided for in Article 158, paragraph 3(2) of the General Tax Code. This regime applies to individuals who are resident in France for tax purposes.

Pursuant to applicable law, the Shareholders' Meeting duly notes that the dividend payouts for the three previous fiscal years are as follows:

Fiscal year	**Number of shares carrying dividend rights**	**Amounts paid out *(overall amount)***	**Net dividend *(amount per share)***
	(in millions of euros)	*(in millions of euros)*	*(in euros)*
2017 [(1)]	2,390 [(2)]	1,688	0.70
2018 [(1)]	2,413 [(3)]	2,743	1.12
2019 [(1)]	0 [(4)]	0	0

(1) In accordance with the requirements of Article 243-bis of the General Tax Code, dividends paid out for the years ended December 31, 2017, December 31, 2018 and December 31, 2019 were eligible for the overall rate of 30% (i.e 12.8% for income tax and 17.2% for social security contributions), unless shareholders opted for the progressive income tax scale, giving entitlement to the proportional 40% deduction provided for in Article 158, paragraph 3(2) of the French General Tax Code.

(2) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2017 in May 2018. It is notably comparable to the number at the time of payment of the interim dividend in 2017.

(3) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2018 in May 2019. It is notably comparable to the number at the time of payment of the interim dividend in 2018.

(4) Due to the global health crisis related to the Covid-19 epidemic, the Ordinary and Extraordinary Shareholders' Meeting of May 14, 2020 decided not to distribute a dividend for fiscal year 2019.

7 Statutory Auditors' reports

Statutory Auditors' reports on the various capital-related transactions included in the resolutions addressed to the Combined Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021

This a free translation into English of the Statutory Auditors' reports issued in the French language and is provided solely for the convenience of English-speaking readers; these reports should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders' Meeting of ENGIE,

In our capacity as Statutory Auditors of ENGIE (the "Company"), we hereby report on the various capital-related transactions upon which you are called to vote.

REPORT ON THE CAPITAL INCREASE THROUGH THE ISSUE OF SHARES AND MARKETABLE SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR MEMBERS OF THE ENGIE GROUP'S EMPLOYEE SAVINGS PLANS, UNDER THE SIXTEENTH RESOLUTION

In accordance with the role laid out in Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code, we hereby report on the proposed delegations of authority to the Board of Directors to decide a capital increase, on one or more occasions, through the issue of shares or marketable securities giving access to the Company's shares to be issued, with cancellation of preferential subscription rights, reserved for members of an employee savings plan that may be set up within the Group by the Company and the French or foreign entities included in the Company's scope of consolidation in application of Article 3344-1 of the French Labor Code *(Code du travail)*, with the proviso that this authorization may be used for the purposes of implementing the so-called leveraged "Multiple" investment formulas, a transaction upon which you are called to vote.

The nominal amount of capital increases that may be carried out immediately or in the future under this resolution may not exceed 2% of the share capital on the day of the implementation of the delegation, provided that this limit is common to the capital increases carried out pursuant to the seventeenth resolution of this Combined Shareholders' Meeting and will be counted against the overall ceiling of €265 million referred to in the twenty-fourth resolution of the Combined Shareholders' Meeting held on May 14, 2020.

This issue is submitted for your approval in accordance with Articles L.225-129-6 of the French Commercial Code and L.3332-18 *et seq*. of the French Labor Code.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of twenty-six months from the date of this Combined Shareholders' Meeting, to decide on one or more issues and cancel your preferential subscription rights to the shares to be issued. Where appropriate, it shall be responsible for setting the definitive terms of issue for this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq*. of the French Commercial Code. It is our responsibility to report on the fairness of data drawn from the financial statements, on the proposal to cancel the preferential subscription rights, and on certain other information about the issue provided in that report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on this transaction and on the methods used to determine the price of the equity securities to be issued.

Subject to a subsequent examination of the conditions governing each issue to be decided, we have no matters to report as to the methods used to determine the price for the shares to be issued as provided in the Board of Directors' report.

As the final conditions governing the issue have not been set, we have no opinion to express in their regard or, consequently, on the proposal made to cancel your preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will issue a supplementary report, as appropriate, once your Board of Directors uses this authorization.

REPORT ON THE CAPITAL INCREASE THROUGH THE ISSUE OF SHARES OR MARKETABLE SECURITIES GIVING ACCESS TO THE COMPANY'S EQUITY SECURITIES TO BE ISSUED, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR A CATEGORY OF BENEFICIARIES AS PART OF THE IMPLEMENTATION OF ENGIE GROUP'S INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN, UNDER THE SEVENTEENTH RESOLUTION

In accordance with the role laid out in Articles L.228-92 and L.225-135 *et seq*. of the French Commercial Code, we hereby report on the proposed delegations of authority to the Board of Directors to decide a capital increase, on one or more occasions, through the issue of shares and / or marketable securities giving access to the Company's equity securities to be issued, with cancellation of preferential subscription rights, reserved for the category of legal persons constituting any entities under French or foreign law whose sole purpose is to subscribe, hold and sell shares of the Company or other financial instruments as part of the implementation of one of the ENGIE group's international employee shareholding plans, including any companies created to implement the leveraged "Multiple" investment formula, or any trusts set up to establish a Share Incentive Plan under English law, a transaction upon which you are called to vote.

The nominal amount of capital increases that may be carried out immediately or in the future under this resolution may not exceed 0.5% of the share capital as of the date of implementation of the delegation and will be counted against the ceiling of 2% of the share capital of the delegation under the sixteenth resolution of this Combined Shareholders' Meeting, and the overall ceiling of €265 million provided in the twenty-fourth resolution of the Combined Shareholders' Meeting held on May 14, 2020.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of eighteen months from the date of this Combined Shareholders' Meeting, to decide a capital increase on one or more occasions, with cancellation of your preferential subscription rights to the shares to be issued. Where appropriate, it shall be responsible for setting the conditions governing this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to report on the fairness of data drawn from the financial statements, on the proposal to cancel the preferential subscription rights, and on certain other information about the issue provided in that report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on this transaction and on the methods used to determine the price of the shares to be issued.

Subject to a subsequent examination of the conditions governing each issue to be decided, we have no matters to report as to the methods used to determine the price for the shares to be issued as provided in the Board of Directors' report.

As the final conditions governing the issue have not been set, we have no opinion to express in their regard or, consequently, on the proposal made to cancel your preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will issue a supplementary report, as appropriate, once your Board of Directors uses this authorization.

REPORT ON THE FREE AWARD OF EXISTING BONUS SHARES TO ALL EMPLOYEES AND CORPORATE OFFICERS OF THE GROUP COMPANIES, CORPORATE OFFICERS OF THE COMPANY EXCLUDED, AND TO EMPLOYEES BENEFITING FROM ENGIE GROUP'S INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN UNDER THE EIGHTEENTH RESOLUTION

In accordance with the role laid out in Article L.225-197-1 of the French Commercial Code, we hereby report on the proposed free award of outstanding bonus shares of the Company to (i) all or some of the employees of the Company, as well as employees and corporate officers of companies or groups linked to it under the conditions referred to in Article L.225-197-2 of the French Commercial Code, corporate officers of the Company excluded, provided that the award should be made either to the benefit of all employees through a bonus share allocation plan, or to (ii) employees participating in an ENGIE group international employee shareholding plan, a transaction upon which you are called to vote.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of thirty-eight months from the date of this Combined Shareholders' Meeting, to freely award existing bonus shares.

The total number of shares that may be awarded free of consideration may not exceed 0.75% of the Company's share capital as of the date of the decision to award the shares by the Board of Directors, combined with an annual sub-ceiling of 0.25% of the share capital, being specified that this ceiling and sub-ceiling are set in view of the number of shares to be allocated, if any, for adjustments made to preserve the rights of the free allocation of shares in the event of transactions relating to the capital or equity of the Company, and will be counted against the overall ceiling for all awards provided for in the twenty-eight and twenty-ninth resolutions of this Combined Shareholders' Meeting.

It is up to the Board of Directors to prepare a report on this transaction which it wishes to be able to proceed with. It is up to us to share with you, if necessary, our observations on the information given to you on the proposed transaction.

We have implemented the due diligence that we have deemed necessary in light of the professional doctrine of the National Company of Auditors relating to this mission.

These procedures included verifying that the terms envisaged and given in the Board's report were consistent with the statutory provisions.

We have no comment to make on the information given in the Board of Directors' report on the proposed transaction to authorize the allocation of free shares.

REPORT ON THE FREE AWARD OF EXISTING BONUS SHARES TO CERTAIN EMPLOYEES AND CORPORATE OFFICERS OF THE GROUP COMPANIES, CORPORATE OFFICERS OF THE COMPANY EXCLUDED, UNDER THE NINETEENTH RESOLUTION

In accordance with the role laid out in Article L.225-197-1 of the French Commercial Code, we hereby report on the proposed free award of outstanding bonus shares to certain employees of the Company and certain employees and corporate officers companies or groups linked to it, corporate officers of the Company excluded, under the award and performance conditions described in the report of your Board of Directors, a transaction upon which you are called to vote.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of thirty-eight months from the date of this Combined Shareholders' Meeting, to freely award existing bonus shares.

The total number of shares that may be awarded free of consideration may not exceed 0.75% of the Company's share capital as of the date of the decision to award the shares by the Board of Directors, combined with an annual sub-ceiling of 0.25% of the share capital, being specified that this ceiling and sub-ceiling are set in view of the number of shares to be allocated, if any, for adjustments made to preserve the rights of the free allocation of shares in the event of transactions relating to the capital or equity of the Company, and will be counted against the overall ceiling for all awards provided for in the eighteenth and nineteenth resolutions of this Combined Shareholders' Meeting.

It is the responsibility of the Board of Directors to prepare a report on the proposed transaction. It is our responsibility to inform you, where appropriate, of our observations on the information provided to you on the proposed transaction.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement.

These procedures included verifying that the terms and conditions proposed and described in the Board of Directors' report are in compliance with current legal provisions.

We have no matters to report on the information provided in the Board of Directors' report on the proposed transaction to authorize the free granting of existing shares.

Paris-La Défense,
March 19, 2021

The Statutory Auditors

DELOITTE & ASSOCIES		ERNST & YOUNG et Autres	
Patrick E. Suissa	Olivier Broissand	Charles-Emmanuel Chosson	Stéphane Pédron

7

8 How to participate in the Shareholders' Meeting

Conditions of participation

Warning – Health situation

In the context of the Covid-19 crisis and the government measures to curb its spread, the Company's Board of Directors, has decided, as an exceptional measure, to convene the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021 (hereinafter referred to as the "Shareholders' Meeting") behind closed doors, without the physical presence of the shareholders and other persons with the right to attend. This decision was made pursuant to the conditions set forth in Ordinance 2020-321 of March 25, 2020 and Decree 2020-418 of April 10, 2020 (extended by Decree 2021-255 of March 9, 2021). In fact, at the time of publication, administrative measures limiting or prohibiting travel and gatherings for health reasons prevent attendance of the Shareholders' Meeting in person.

No admission tickets will be sent out and shareholders may only exercise their voting rights remotely and before the Shareholders' Meeting.

You are therefore invited to vote remotely (by mail or proxy) with the help of the voting form for this purpose, which can be found on the Company's website (www.engie.com/en/general-meeting-may-2021) or online on the VOTACCESS secure voting platform.

The Shareholders' Meeting will be broadcast live on the Company's website (www.engie.com) and the video will also be provided as a recording within the regulatory deadline. Shareholders are invited to regularly visit the area of the Company's website (www.engie.com) dedicated to the Shareholders' Meeting, which may be updated, where applicable, to specify the final procedures for taking part in this Shareholders' Meeting according to any health and / or legal requirements that may arise after publication of this notice.

All shareholders, regardless of the number of shares they hold, may participate in the Shareholders' Meeting.

In accordance with Article R.22-10-28 of the French Commercial Code, only those shareholders will be allowed to vote or be represented who have proven that they are such through the registration of shares in their name or in the name of the authorized intermediary registered on their behalf if the shareholder resides abroad, by the second business day preceding the Shareholders' Meeting, *i.e.* **no later than Tuesday, May 18, 2021 at midnight**, (Paris time):

- either in the registered share accounts held for the Company by its authorized representative, *Société Générale Securities Services*, for shareholders with **registered shares** (pure or administered);
- or in the bearer share accounts held by an authorized intermediary pursuant to Article L.211-3 of the French Monetary and Financial Code, for shareholders with **bearer shares**.

The registration of securities in bearer share accounts held by an authorized intermediary referred to in Article L.211-3 of the Monetary and Financial Code must be confirmed by a share ownership certificate provided by the latter, attached to the remote voting or proxy form.

Ways of participating

As indicated above, the ENGIE Ordinary and Extraordinary Shareholders' Meeting of Thursday, May 20, 2021, will take place behind closed doors as an exceptional measure, without the physical presence of the shareholders and other persons with the right to attend.

No admission tickets will be sent out. Shareholders may participate in the meeting in one of three ways:

- **voting remotely** on the resolutions;
- **granting a proxy to the Chairman** of the Shareholders' Meeting; or
- **granting a proxy to any named person**, natural or legal, shareholder or not *(this proxy may be revoked by the same procedures as those required to designate the authorized representative)*.

Instructions for participation may be sent before the Shareholders' Meeting:

- either **online** on the VOTACCESS secure platform;
- or using the **paper form** to vote by mail or proxy *(please see page 59 "how to fill in the form")*.

If you decide to send your participation instructions online, you do not have to send the paper form, and vice versa.

Please note that, for proxies assigned with no indication of an authorized representative, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against any other proposed resolutions.

How to exercise your voting rights

EXAMPLE 1: You would like to vote remotely (by mail or online)

1.1 BY MAIL

Your shares are registered shares: Please complete and sign the single vote-by-mail form attached to this notice of meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by regular mail, to *Société Générale Securities Services - Service des Assemblées Générales – CS 30812, 44308 Nantes Cedex 3*.

Your shares are bearer shares: You can ask your account custodian for a single voting form allowing you to vote by mail. This authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services*.

To be counted, the duly completed and signed vote-by-mail forms must be received by *Société Générale Securities Services* at least three days prior to the Shareholders' Meeting, **by Monday, May 17, 2021, at midnight** (Paris time).

1.2 ONLINE

The VOTACCESS platform for the Ordinary and Extraordinary Shareholders' Meeting of May 20, 2021 will be open **from 9:00 a.m. (Paris time) on Friday, April 30, 2021**.

The option of voting online will not be available after **3:00 p.m. (Paris time) on May 19, 2021.**

It is even more important this year, when the health situation has resulted in changes to the arrangements for participating in Shareholders' Meetings, that shareholders vote as soon as possible in order to avoid any blockages in the online system during the final days, which could result in their vote not being recorded.

Your shares are registered shares: You can access the VOTACCESS platform through the Sharinbox site at www.sharinbox.societegenerale.com, using your Sharinbox access code. This can be found on the single voting form or in the email if you opted to receive a paperless notice of meeting.

The password for the website was sent to you by mail at the beginning of your business relationship with Société Générale Securities Services. To have the email resent, click on "Get your codes" on the website home page.

Once on the home page of the website, you can follow the instructions on screen to access the VOTACCESS platform and enter your voting instructions.

Your shares are bearer shares: Please find out from your account custodian whether it is connected to VOTACCESS and, if so, whether this access is subject to specific conditions of use. If your account custodian is connected to VOTACCESS, you can identify yourself on your custodian's website using your usual access codes. You should then follow the instructions on screen to access the VOTACCESS platform and enter your voting instructions.

Please note that only bearer shareholders whose custodian is a member of the VOTACCESS system may vote online.

EXAMPLE 2: You would like to grant a proxy to the Chairman (or send a proxy to the Company without indicating an authorized representative)

The Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against any other proposed resolutions.

2.1 BY MAIL

Your shares are registered shares: Please complete and sign the single postal proxy / vote-by-mail form attached to this notice of meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by regular mail, to *Société Générale, Securities Services - Service des Assemblées Générales– CS 30812, 44308 Nantes Cedex 3*.

Your shares are bearer shares: Please ask your account custodian for a single voting form allowing you to grant a proxy to the Chairman. This authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services*.

To be counted, the duly completed and signed vote-by-mail forms must be received by *Société Générale Securities Services* at least three days prior to the Shareholders' Meeting, *i.e.* **by Monday, May 17, 2021 at midnight** (Paris time).

2.2 ONLINE

Your shares are registered shares: If you would like to grant a proxy to the Chairman online, you can access the VOTACCESS platform through the Sharinbox site at www.sharinbox.societegenerale.com, using your Sharinbox access code. This can be found on the single voting form or in the email if you opted to receive a paperless notice of meeting.

The password for the website was sent to you by mail at the beginning of your business relationship with Société Générale Securities Services. To have the email resent, click on "Get your codes" on the website home page.

Once on the home page of the website, you can follow the instructions on screen to access the VOTACCESS platform and grant a proxy to the Chairman.

Your shares are bearer shares: If your account custodian is connected to VOTACCESS, please identify yourself on your account custodian's online portal with your usual access codes. You can then click on the icon that appears on the line corresponding to your ENGIE shares and follow the instructions on screen to grant a proxy to the Chairman.

A proxy with no indication of an authorized representative is equivalent to a proxy granted to the Chairman: Thus for all proxies with no indication of an authorized representative, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against any other proposed resolutions.

Meeting broadcast

As in previous years, the event will be broadcast live on the website

www.engie.com/en/general-meeting-may-2021

EXAMPLE 3: You would like to be represented by someone else

You can be represented at the Shareholders' Meeting by another ENGIE shareholder, your spouse, your civil partner, or any other natural or legal person of your choice, under the conditions set forth in Article L.22-10-39 of the French Commercial Code. This authorized representative can be designated by mail or electronically:

3.1 BY MAIL

Your shares are registered shares: Please complete and sign the single proxy / vote-by-mail form attached to this notice of meeting (specifically checking the box corresponding to your choice) and send it in the enclosed prepaid envelope or by regular mail, to *Société Générale, Securities Services - Service des Assemblées Générales– CS 30812, 44308 Nantes Cedex 3*.

Your shares are bearer shares: You can ask your account custodian for a single voting form allowing you to be represented by someone else. This authorized intermediary will be responsible for sending the duly completed and signed voting form, together with a share ownership certificate, to *Société Générale Securities Services*.

Proxies indicating the authorized representative must be received by the Company or the Shareholders' Meeting Service of *Société Générale Securities Services* by the fourth day preceding the Shareholders' Meeting, *i.e.* **no later than Sunday, May 16, 2021.** Authorized representatives must send their instructions for exercising mandates as described below (please see the *Voting procedure for designated authorized representatives at a Shareholders' Meeting behind closed doors*).

3.2 ONLINE

Your shares are registered shares: You can access the VOTACCESS platform through the Sharinbox site at www.sharinbox.societegenerale.com, using your Sharinbox access code. This can be found on the single voting form or in the email if you opted to receive a paperless notice of meeting.

The password for the website was sent to you by mail at the beginning of your business relationship with Société Générale Securities Services. To have the email resent, click on "Get your codes" on the website home page.

Once on the home page of the website, you can follow the instructions on screen to access the VOTACCESS platform and grant a proxy to the person of your choice.

Your shares are bearer shares:

1. Please find out from your account custodian whether it is connected to VOTACCESS and, if so, whether this access is subject to specific conditions of use. If your account custodian is connected to VOTACCESS, you can identify yourself on your custodian's website using your usual access codes. You should then follow the instructions on screen to access the VOTACCESS platform and designate your authorized representative.
2. If the account custodian is not connected to the VOTACCESS platform, you can grant a proxy to the person of your choice **by email**, pursuant to Article R.22-10-24 of the French Commercial Code, as described below:

   To do this, please send an email to this address: assemblees.generales@sgss.socgen.com.

   The email must contain the following information: the name of the Company concerned (ENGIE), the date of the Shareholders' Meeting, the full name, address, and bank details of the person granting the proxy and the full name and, if possible, the address of the authorized representative.

You must also ask your financial intermediary that manages your share account to send written confirmation to the Shareholders' Meeting Service of Société Générale at the following address: Société Générale Securities Services – Service des Assemblées Générales – CS 30812, 44308 Nantes Cedex 3.

Only notifications of the granting or revocation of proxies can be sent to the above email address. Any other requests or notifications on other matters cannot be taken into account and / or processed.

Unsigned digital copies of proxy voting forms will not be taken into account.

Forms sent by email must be received by *Société Générale Securities Services* no later than the fourth day preceding the Shareholders' Meeting, *i.e.* **Sunday, May 16, 2021**.

Proxy revocation

Article R.22-10-24 of the French Commercial Code introduces the right to revoke a previously granted proxy. A proxy granted for a Shareholders' Meeting may be revoked by the same procedures as those required to designate the authorized representative.

BY MAIL

Notifications of the granting or revocation of proxies by mail must be received by the Company by the fourth day preceding the date of the Shareholders' Meeting, *i.e.* no later than **Sunday, May 16, 2021**.

To designate a new authorized representative after revocation, please ask *Société Générale Securities Services* (if you hold **registered shares**) or your authorized intermediary and account custodian (if you hold **bearer shares**) to send you a new proxy voting form marked "Change of proxy". Please return this form to *Société Générale Securities Services - Service des Assemblées Générales– CS 30812, 44308 Nantes Cedex 3*, at least four days before the Shareholders' Meeting, *i.e.* before **Sunday, May 16, 2021 at 11:59 p.m. (Paris time)**.

Shareholders owning **bearer** shares must also ask the authorized intermediary that manages their share account to send written confirmation to the Shareholders' Meeting Service of *Société Générale Securities Services*.

ELECTRONICALLY

Your shares are registered shares: You may revoke your proxy and designate a new authorized representative, if applicable, by connecting to the VOTACCESS platform, *via* the Sharinbox website at the above address.

Your shares are bearer shares:

1. If your authorized intermediary and account custodian is connected to VOTACCESS, you can identify yourself on your account custodian's online portal with your usual access codes and access the VOTACCESS platform.
2. If your authorized intermediary and account custodian is not connected to the VOTACCESS platform, you can revoke your proxy **by email**, pursuant to Article R.22-10-24 of the French Commercial Code, as described below:

   Please send an email to this address: assemblees.generales@sgss.socgen.com. The email must contain the following information: the name of the company concerned (ENGIE), the date of the Shareholders' Meeting, the full name, address and bank details of the person granting the proxy and the full name and, if possible, the address of the authorized representative.

   To designate a new authorized representative after revocation, please obtain a new proxy voting form from your account custodian marked "Change of proxy" and send it by email to this address: assemblees.generales@sgss.socgen.com. You must also ask the financial intermediary managing your share account to send written confirmation to the Shareholders' Meeting Service of *Société Générale Securities Services*, by mail or by email

Voting procedure for designated authorized representatives

Authorized representatives must send their voting instructions to exercise their proxies in the form of a digital copy of the single form to *Société Générale Securities Services*, by email to this address: assemblees.generales@sgss.socgen.com. The form must state the full name and address of the authorized representative, be marked "As the authorized representative" and be dated and signed. The voting indications are provided in the box "I am voting by mail" on the form.

Authorized representatives must attach a copy of their identity card and, where applicable, a proxy from the legal person that they represent.

To be taken into account, the email must be received by *Société Générale Securities Services* no later than the fourth calendar day preceding the date of the Shareholders' Meeting, *i.e.* **Sunday, May 16, 2021 at 11:59 p.m. (Paris time)**. If they are also voting for themselves, authorized representatives must also send their voting instructions on their own behalf according to the above procedures.

Option to change mode of participation

By derogation from Article R.22-10-28 (III) of the French Commercial Code and pursuant to Article 7 of Decree 2020-418 of April 10, 2020 (extended by Decree n°2021-255 of March 9, 2021), any shareholders that have already cast their votes remotely, sent a proxy or requested an admission ticket or share ownership certificate, may choose another way of participating in the Shareholders' Meeting, provided that their instructions to this effect arrive at *Société Générale Securities Services* within a time frame compatible with the provisions of this notice.

Your shares are registered shares: Please send your new voting instructions by duly signing and completing the single voting form and emailing it to the following address: ag2021.fr@socgen.com. The form must state your full name and address and be signed, dated and marked "New instruction – cancels and replaces." You must attach a copy of your identity document and, where applicable, a proxy from the legal person you are representing.

Your shares are bearer shares: You can ask your account custodian, who will send the new instruction to *Société Générale Securities Services*, together with a share ownership certificate proving your shareholder status.

Sale of shares before the Shareholders’ Meeting

Pursuant to Article R.22-10-28 of the French Commercial Code, all shareholders may sell all or part of their shares:

- for sales of shares that would be settled no later than **midnight (Paris time) on May 18, 2021**, the seller’s share ownership certificate will be invalidated for the number of shares sold and any vote on those shares will be disregarded. To this end, for holders of **bearer** shares, the authorized intermediary managing the share account will notify the *Service des Assemblées of Société Générale Securities Services* of the sale and send it the necessary information;
- for all sales settled after **May 18, 2021 at midnight (Paris time)**, the seller’s share ownership certificate will remain valid and the vote will be counted on the seller’s behalf.

Written questions

Each shareholder is entitled to send written questions to the Board of Directors of the Company as of the date on which the documents submitted to the Shareholders’ Meeting are published on the Company’s website (please see below).

These questions must be sent by recorded delivery letter with acknowledgment of receipt to the Company’s registered office at ENGIE, General Secretariat, 1 place Samuel de Champlain, 92400 Courbevoie, or by email to this address: questionsecritesAG2021@engie.com.

To be considered, these questions must be accompanied by an account registration certificate.

By derogation to para. 1 of Article R.225-84 of the French Commercial Code and pursuant to Article 8 of Decree 2020-1614 of December 18, 2020 (extended by Decree n°2021-255 of March 9, 2021), written questions are taken into account provided that they are **received** by the end of the second business day preceding the date of the Shareholders’ Meeting, *i.e.* **Tuesday, May 18, 2021 at midnight** (Paris time).

A joint response may be provided for questions with the same content. A response to a written question shall be regarded as having been given when it appears in a dedicated Q&A area of the Company’s website (www.engie.com).

Please visit

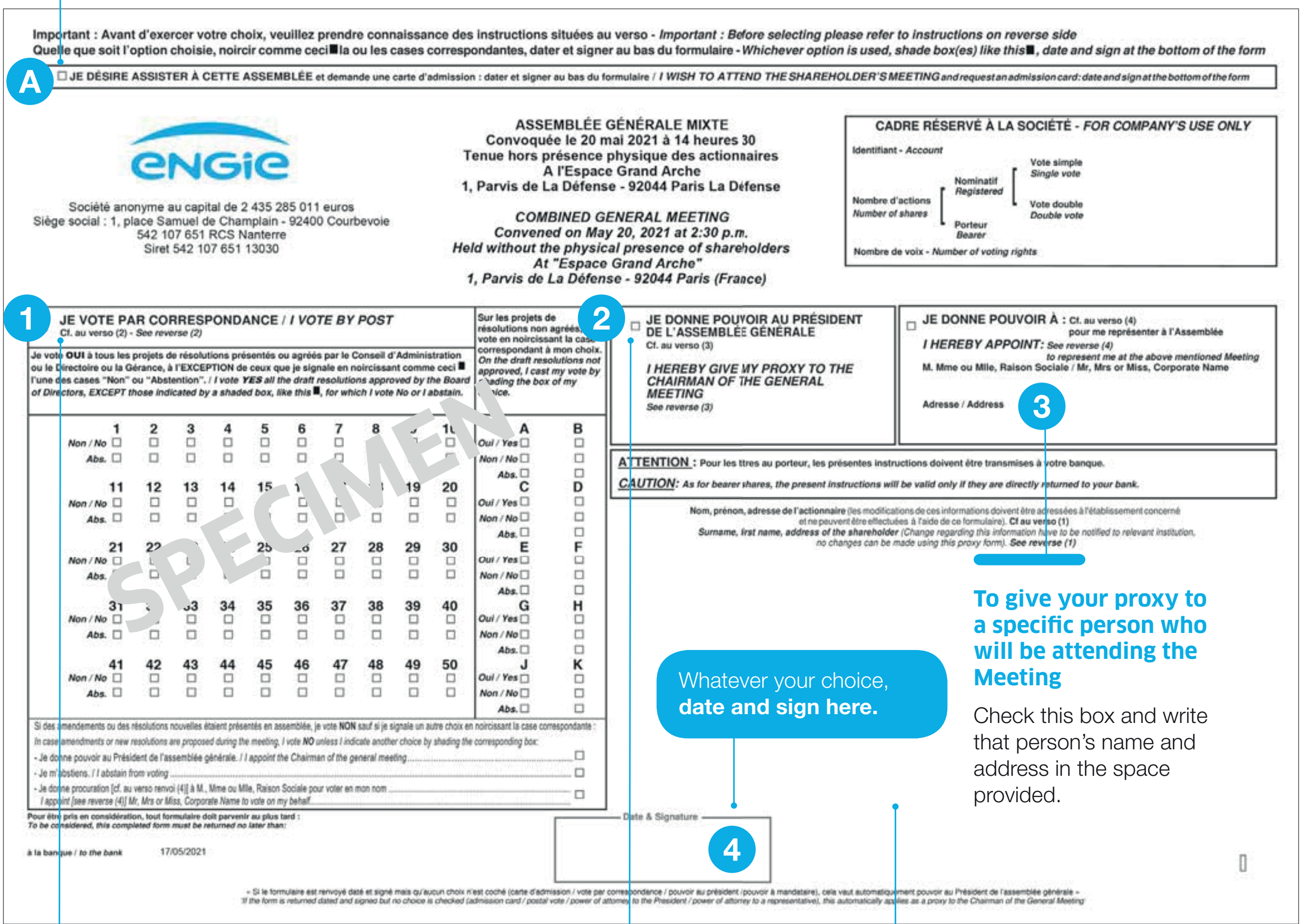
www.engie.com/en/general-meeting-may-2021

How to complete the voting form by mail or by proxy?

Box A is not applicable
in a closed session situation

If you want to vote by mail or by proxy

Choose **Option 1**, **2** or **3**.



Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - *Important : Before selecting please refer to instructions on reverse side*
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form*

A ☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / *I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form*

ENGIE
Société anonyme au capital de 2 435 285 011 euros
Siège social : 1, place Samuel de Champlain - 92400 Courbevoie
542 107 651 RCS Nanterre
Siret 542 107 651 13030

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le 20 mai 2021 à 14 heures 30
Tenue hors présence physique des actionnaires
A l'Espace Grand Arche
1, Parvis de La Défense - 92044 Paris La Défense

COMBINED GENERAL MEETING
Convened on May 20, 2021 at 2:30 p.m.
Held without the physical presence of shareholders
At "Espace Grand Arche"
1, Parvis de La Défense - 92044 Paris (France)

CADRE RÉSERVÉ À LA SOCIÉTÉ - *FOR COMPANY'S USE ONLY*
Identifiant - *Account*
Nombre d'actions - *Number of shares*: Nominatif - *Registered* (Vote simple - *Single vote*; Vote double - *Double vote*); Porteur - *Bearer*
Nombre de voix - *Number of voting rights*

1 JE VOTE PAR CORRESPONDANCE / *I VOTE BY POST*
Cf. au verso (2) - *See reverse (2)*

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / *I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.*

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. *On the draft resolutions not approved, I cast my vote by shading the box of my choice.*

1 2 3 4 5 6 7 8 9 10 — Non / No ☐ Abs. ☐
11 12 13 14 15 16 17 18 19 20 — Non / No ☐ Abs. ☐
21 22 23 24 25 26 27 28 29 30 — Non / No ☐ Abs. ☐
31 32 33 34 35 36 37 38 39 40 — Non / No ☐ Abs. ☐
41 42 43 44 45 46 47 48 49 50 — Non / No ☐ Abs. ☐
A B C D E F G H J K — Oui / Yes ☐ Non / No ☐ Abs. ☐

SPECIMEN

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'assemblée générale. / *I appoint the Chairman of the general meeting* ☐
- Je m'abstiens. / *I abstain from voting* ☐
- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / *I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf* ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:
à la banque / *to the bank* 17/05/2021

2 ☐ JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

☐ JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address
3

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Date & Signature
4

- Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président /pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale -
If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

Whatever your choice, date and sign here.

To give your proxy to a specific person who will be attending the Meeting

Check this box and write that person's name and address in the space provided.

To vote by post

Check this box and black out the boxes of any resolutions that you do not approve or for which you wish to abstain. Do not forget to fill in the boxes of the amendments and resolutions and miscellaneous resolutions.

To give your proxy to the Chairman of the Meeting

Check this box, then date and sign the bottom of the form in, **box 4**.

Write here

Your full name and address, or check them if they are already printed there.

Sign up for e-notices!

Registered shareholders,
welcome to electronic notices.

A paper brochure will be automatically sent to your home address, in accordance with the law, if you don't do anything.

Signing up couldn't be easier

Visit the website sharinbox.societegenerale.com

- Use your 8-digit login, which can be found in the top right of the personalised voting form attached to this brochure
- Enter your password: if you have forgotten your password, click on "Get your codes" on the home page and your password will be emailed to you instantly
- Visit "My account > My e-services > e-notice for general meetings > Subscribe for free"

You will receive your notices and the documents relating to the general meetings in your email inbox

Thank you in advance

engie.com
relation@actionnaires.engie.com
0800 30 00 30 (from France) – 0 800 25 125 (from Belgium)

Shareholder documentation and information request form

ENGIE

Public limited company with share capital of €2,435,285,011

Corporate headquarters: 1, place Samuel de Champlain

92400 Courbevoie (France)

Trade and Companies Register

542 107 651 RCS NANTERRE

To be addressed to Société Générale - Service des Assemblées Générales

Recipient:

Société Générale

Sgss/Sbo/Cis/Iss/Gms

CS 30812

44308 Nantes Cedex 3

or using the enclosed envelope for holders of registered shares

(assemblees.generales@sgss.socgen.com)

Dear Sir/Madam,

With a view to the Combined Ordinary and Extraordinary Shareholders' Meeting of Thursday, May 20, 2021, I the undersigned:

LAST NAME : ....

FIRST NAME(S): ....

ADDRESS: ....

....

....

hereby request the documentation and the information relating to the Combined Ordinary and Extraordinary Shareholders' Meeting called for May 20, 2021 as provided for by Article R.225-83 of the French Commercial Code, by email at the following address:

....

Signed in ...., on 2021

Signature

NOTE - At their sole request, holders of registered shares may receive the documentation and the information referred to in Articles R.225-81 and R.225-83 of the French Commercial Code, prior to each subsequent shareholders' meeting.

This is a free translation into English of the original issued in the French language and is provided solely the convenience of English speaking readers.

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ISO 14001
BUREAU VERITAS
Certification

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A public limited company
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Corporate headquarters: 1 place Samuel de Champlain
92400 Courbevoie - France
Tel.: +33 (0)1 44 22 00 00
Trade and Companies Register: 542 107 651 RCS NANTERRE
VAT FR 13 542 107 651