

Engie – Annual General Meeting – 26 April 2023

Resolution on modification of the articles of association on the company's climate strategy

The general meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having taken note of the information contained in the explanatory memorandum accompanying this draft resolution, and the report of the board of directors, resolves to amend the Article 21 - Powers of the General Meetings of Shareholders – Officers of the Meetings – Agenda and the Article 24 - Financial year of the articles of association as follows:

I.- Article 21 - Powers of the General Meetings of Shareholders – Officers of the Meetings – Agenda is completed by a fifth and sixth paragraph that read:

“Every three general meeting of shareholders, the board of directors can decide to submit to a consultative vote of the shareholders a resolution on the company's climate strategy referred to in article 24.

Should the company make significant changes to such climate strategy within this period, this vote can be submitted, based on a board of directors' decision, to the next closest general meeting of shareholders after these changes.

“At each general meeting of shareholders, the board of directors can decide to submit to a consultative vote of the shareholders a resolution on the progress report of the company's climate strategy implementation referred to in article 24.”

II.- Article 24 – Financial year is completed by two other paragraphs that read:

“At the close of each financial year, the board of directors can decide to publish the following reports:

1. A company's climate strategy consistent with the purpose of the company referred to in article 2 – Purpose (“raison d'être”), enabling the shareholders to assess it against a climate scenario limiting global warming to 1.5°C above pre-industrial levels, with low or no overshoot and with limited use of negative emission technologies (also called carbon dioxide removal).

2. A progress report of the above-mentioned company's climate strategy implementation over the past financial year.”

III.- The title of Article 24 - Financial year is modified as follows:

“Article 24 - Financial year – Climate strategy”.