

Corporate Governance Update

Jean-Pierre Clamadieu, Chairman

March 2021

1. Greenhouse Gases
2. Science Based targets

Agenda

1. Strategy & Finance
2. Environment & CSR
3. Executive Management & Compensation Considerations
4. Board of Directors



Strategy & Finance

ENGIE announced end of July 2020 its plan to refocus and accelerate growth in renewables and infrastructure assets

RATIONALE

- **ENGIE's purpose** (Raison d'être) at the heart of our strategy
- **Strengthen** ENGIE's capacity to play a key role in the energy transition
- **Clarify** strategic priorities, including geographies, and simplify the Group
- **Increase** financial flexibility
- **Set the roadmap** to be implemented by new CEO

OBJECTIVES

- **Acceleration of investment in renewables and infrastructure assets**
- **Strategic review of part of the Client Solutions business**
- **Enhanced divestment programme to fund future growth**

Employee representatives consultation underway for potential creation of new leader in multi-technical services.

Progress at pace in 2020 despite challenging backdrop

Group simplification and focus on the strategic orientation execution …

- SUEZ disposal[1] completed in October
- Strategic reviews launched; strengthened position in key countries

. . . while ensuring delivery of essential services for customers and executing on capital projects

- Continuously evolved operational processes to ensure high health and safety standards
- €7.7bn Capex[2], incl. €4.0bn growth Capex[2]
- Commissioned 3 GW wind and solar assets

Update on Belgian nuclear assets



1 Sale of 29.9% shareholding in SUEZ

2 Net of DBSO and US tax equity proceeds

2020 financial highlights

Strong recovery from Q2 levels, with H2 organic performance in line with previous year

Strong liquidity maintained

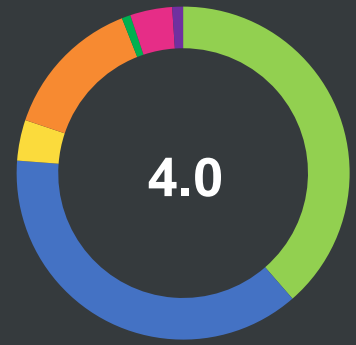
EBITDA
€9.3bn
2019: **€10.4**bn

COI
€4.6bn
2019: **€5.8**bn

NRIgs
€1.7bn
2019: **€2.7**bn

Proposed Dividend Per Share
€0.53

2020 Growth[1] Capex by business line
(€bn)



39%	Renewables
38%	Networks
4%	Client Solutions Asset light
14%	Client Solutions Asset based
1%	Thermal
4%	Supply
1%	Others

1 Net of DBSO and US tax equity proceeds

FY 2021 Guidance[1]

EBITDA indicative range

€9.9-10.3bn

COI indicative range

€5.2-5.6bn

NRIgs guidance range

€2.3-2.5bn

Leverage

"Strong investment grade" rating

Economic Net Debt / EBITDA ≤ 4.0x
over the long term

Dividend

policy reaffirmed

65-75% payout ratio on NRIgs

1 Main assumptions for these targets and indications: average weather in France for 2021, full pass through of supply costs in French regulated gas tariffs, no major regulatory or macro-economic changes, no change in Group accounting policies, market commodity prices as of 12/31/2020, average forex for 2021: €/$: 1.23; €/BRL: 6.27; up to €0.1bn dilution effect at the COI level from c. €2bn disposals in addition to previously signed transactions. Assumptions of no additional stringent lockdowns and gradual easing of restrictions over 2021

Reallocating capital to fund growth towards strategic priorities

Indications for FY 2021

2021 Growth Capex[1] split per BL
(€bn)



- Renewables
- Networks
- Client Solutions
- Thermal & Supply

Maintenance and Nuclear funding Capex

c. €4bn

Disposals driving simplification

c. €2bn

- Strategic reviews
- Geographical refocus
- Coal exit

1 Net of DBSO and US tax equity proceeds

Environment & CSR

Operationalisation of the purpose *(Raison d'être)*

Approved by 99.9% at 2020 AGM

Define the Purpose

Act to **accelerate** the transition towards a carbon-neutral economy, through reduced energy consumption and more environmentally-friendly solutions.

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

ENGIE's actions are assessed in their entirety and over time.

Construction of an **internal taxonomy** detailing the main mission and the **structuration of Engie main impacts** on the people and the planet.

New strategic orientation announced in July 2020

Capitalise on Tools

Ambitious CSR objectives
to drive ENGIE positive impact

Duty of vigilance
to limit and alert on negative impacts

Compatibility tool
to analyse decision alignment with purpose

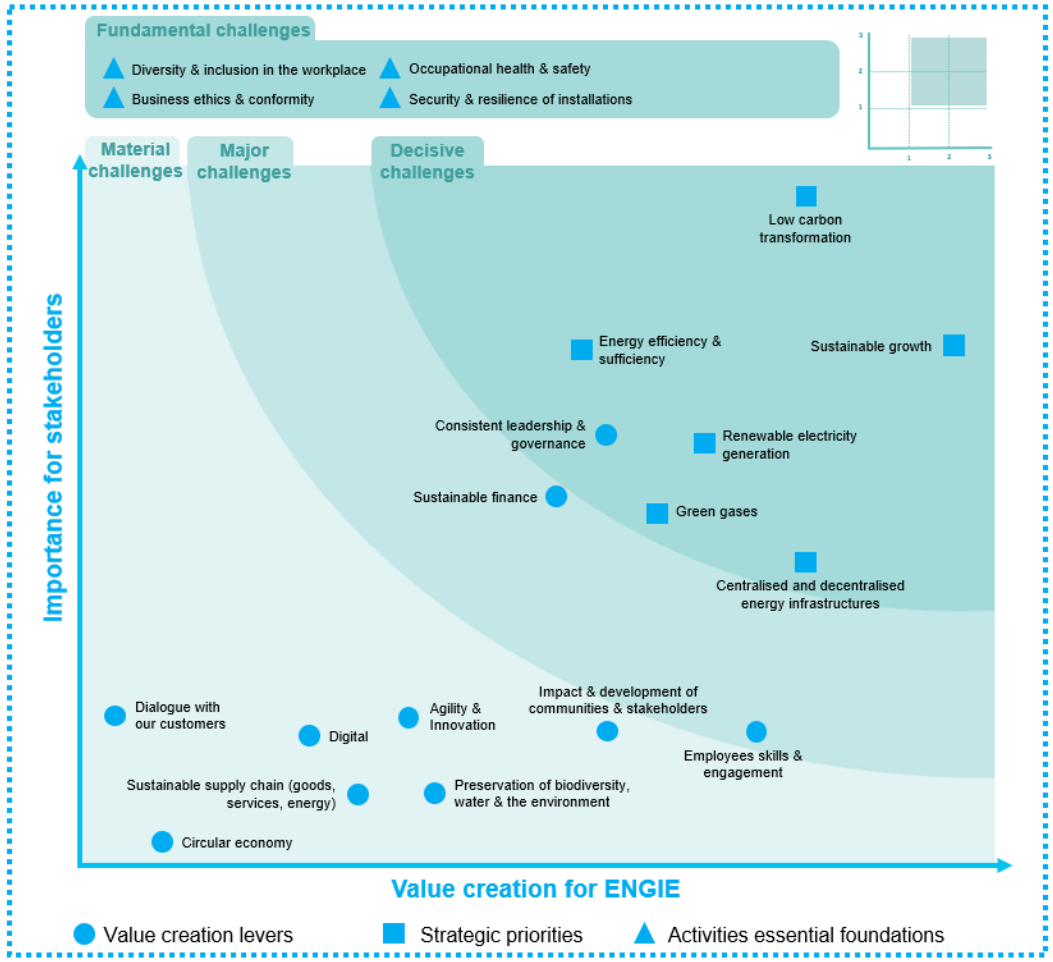
Integrated reporting
to follow Group progress

Deploy in the Group



Strategy; Investments; Human resources; Customer relations; Procurement & energy purchases; R&D; Communication

Materiality matrix update & ENGIE's contribution to the UN Sustainable Development Goals (SDGs)









ENGIE's purpose aligning financial and non-financial performance

Planet

Respecting planetary limits by acting in particular for the Paris Agreement

Tier 1 objectives	2020 results	Objective 2030
GHG emissions related to energy production (Scope 1 and 3) in line with the SBT commitments ($MtCO_2$ eq)	68	43
GHG emissions from the use of products sold, in line with the SBT commitments ($MtCO_2$ eq)	62	52
Share of renewable electricity capacities, in line with the SBT commitments (%)	31%	58%
Offer an alternative to customers that contributes to decarbonization (%)	51%	100%
Share of preferred suppliers (excluding energy purchase) certified or aligned SBT (%)	15%	100%



People

Building a new and more inclusive world of energy together

Tier 1 objectives		2020 results	Objective 2030
Lost time injury frequency rate for Group employees and subcontractor employees on closed sites		2.7	≤2.9
Percentage of women in Group management (%)		24%	50%
Gender Equality Index	France	87	100
	International	80	100



Profit

Ensuring responsible performance shared between employees, shareholders and stakeholders

- Economic net debt to EBITDA ratio below or equal 4.0x over the long term
- Dividend policy of a 65 - 75% based on Net Recurring income Group share pay out ratio
- 2021 guidance NRIgs € 2.3 – 2.5 bn
- 2021 expected Growth Capex[1] € 5.5 – 6.0 bn



1 Net of DBSO and US tax equity proceeds

ENGIE's contribution to the Sustainable Development Goals:

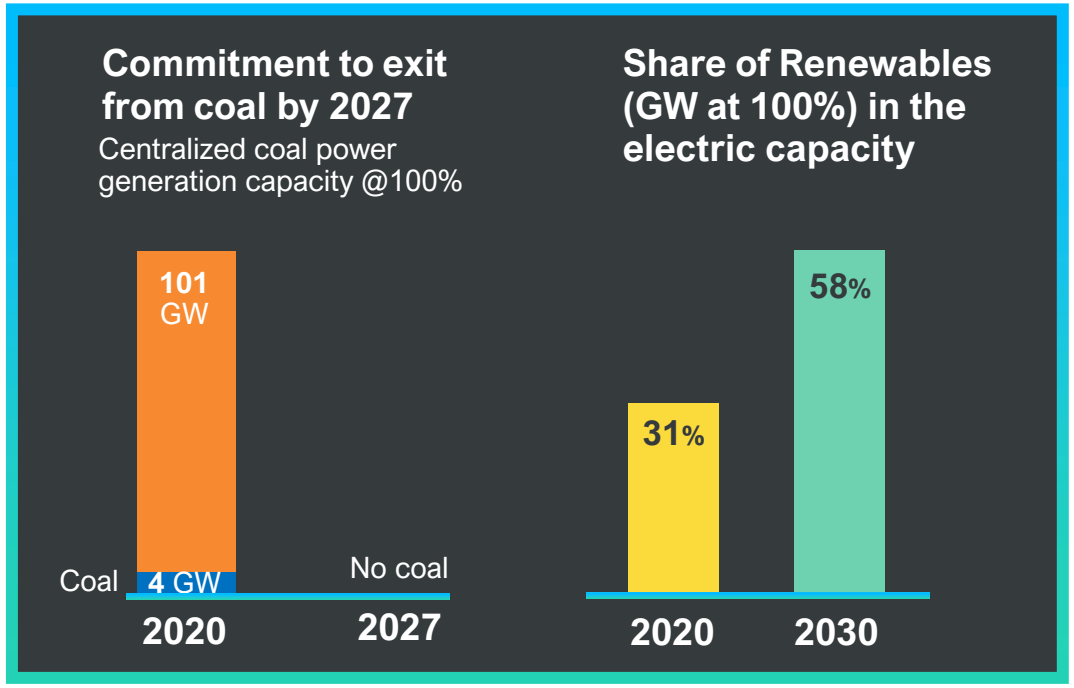
☐ **Key contribution** ☐ **Relevant contribution via Tier 2 objectives**

Ambitious decarbonization commitments in the medium term

Power generation capacities

58% of renewable energy in the electric capacity mix by 2030

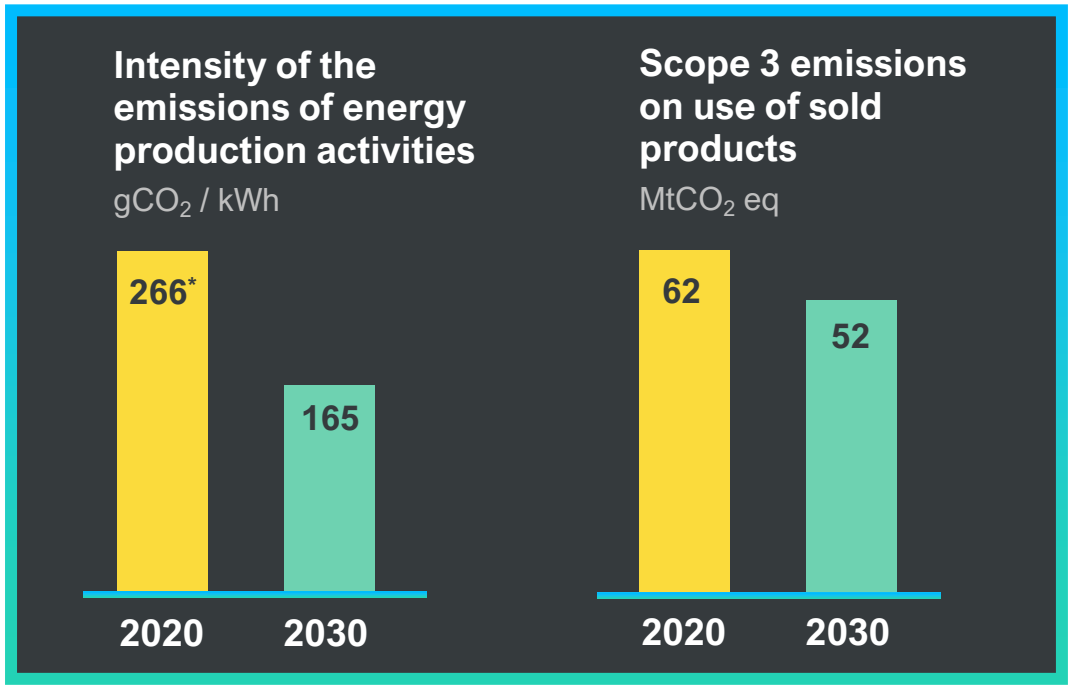
Commitment to exit from all coal in Europe by 2025 and globally by 2027, including coal generation for DHC networks while implementing a just transition



SBT objectives

Reduction of the intensity of emissions of energy production activities **by 52%** by 2030 on 2017

Reduce Scope 3 emissions on use of sold products **by 34%** by 2030 on 2017



* Lower to 165 gCO2/kWh from 180 gCO_2/kWh due to 2017 figure proforma excluding emissions linked to fatal steel gases

Next update on ENGIE's long-term climate commitments



Following highest standards on climate reporting and governance

CLIMATE GOVERNANCE

- Climate under the responsibility of the Board (as per internal regulation of the Board)
- Priority risks reviewed every year by the board
- Internal carbon prices and carbon budget to comply with Group's climate targets
- CSR targets on CO_2eq emissions covering the whole value chain
- Publication of a climate lobbying policy

A Climate Notebook

disclosing our commitments in the fight against climate change



TCFD

TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES

- Reporting following TCFD recommendations in the URD and integrated report
- Extensive work on activities and assets of the Group to assess impact of major climate events
- Adaptation plans under construction to ensure resilience of our business

Leading position in CSR ratings and indexes

ENGIE listed in the main indexes

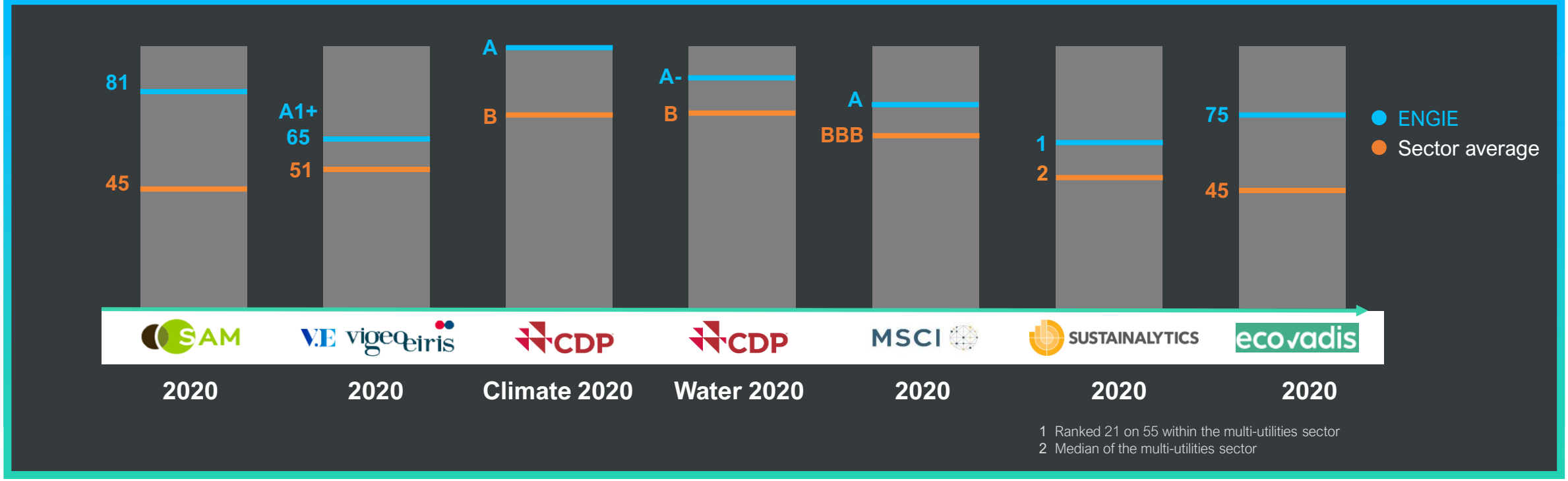
DJSI World, DJSI Europe

MSCI EMU ESG, MSCI Europe ESG

Euro Stoxx 50 ESG

Euronext Vigeo Eris Europe 120 / Eurozone 120 / France 20

Stoxx Europe 600 ESG, Stoxx Global 1800 ESG



1 Ranked 21 on 55 within the multi-utilities sector
2 Median of the multi-utilities sector

United Nations Global Compact

Communication on progress: Advanced level

Committed to increase Group financing through sustainable finance tools



ENGIE CFO, Judith Hartmann
member of the
CFO Taskforce for the SDGs

UN GLOBAL COMPACT

A pioneer & leader on the Green Bond market

with **€12bn**
of green bonds issued since 2014

Green's share of outstanding bond financing expected to climb further **over the next 10 years to reach more than 50%**

Adherence to the B Team Responsible tax Principles

THE B TEAM

€5bn

of Sustainable Revolving Credit Facility. Margin index on
two climate change KPIs:
1) direct CO_2 émissions
2) renewable electricity capacities

≃ 20,000

employees invested in solidarity fund *Rassembleurs d'énergies*

>70%

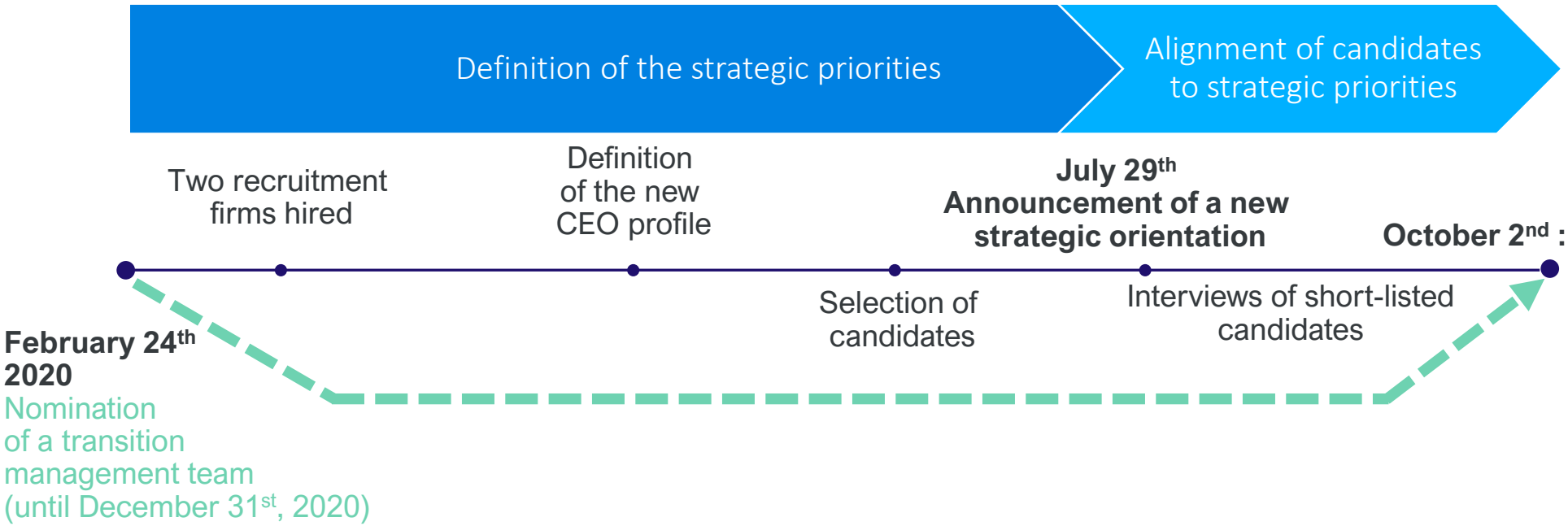
of assets funding pension liability invested with asset managers signatories of UN PRI

assets funding Group's French pension liabilities
€2.5bn
with **integrated ESG criteria**
€30m of investments **in gender equality funds**

Executive Management
&
Compensation Considerations

CEO Appointment Process

- Under the supervision of the Appointments, Compensation and Governance Committee (4 meetings) with the support of the Chairman of the Board.
- Internal and external process in accordance with best standards.
- Two parallel processes:
  - ➢ definition and approval by the Board of new strategic priorities and;
  - ➢ selection of the future CEO in charge of implementing the new strategy.
- The timetable allowed to assess for alignment of the short-listed candidates to the new strategy and the splitted governance system.



Appointment of Catherine MacGregor*

- Vision of the transformation and development of the Group in line with ENGIE Strategy
- Industrial and international experience
- Leadership and recognized managerial qualities

Implementation of the strategy by the CEO & ExCom

*as of January 1st, 2021

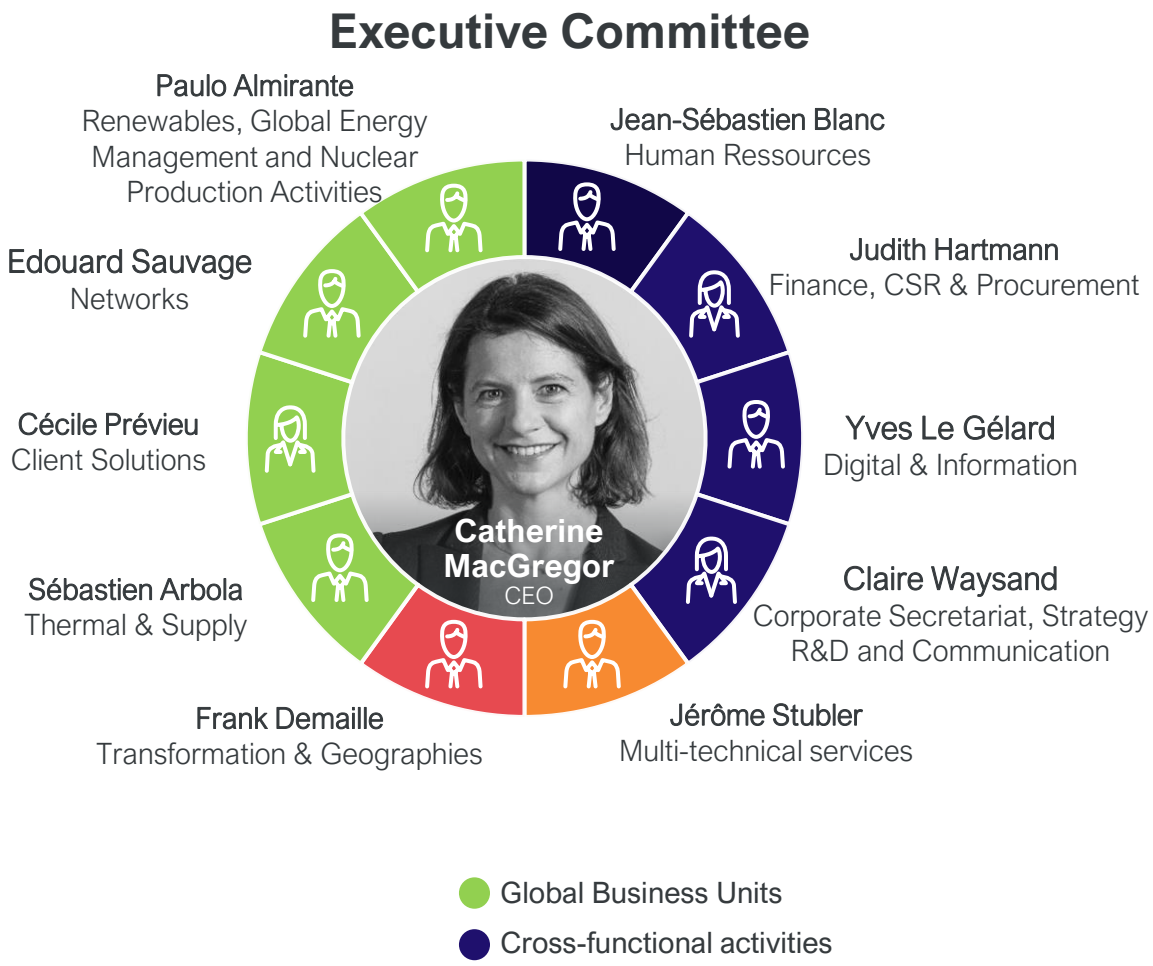
New business organisation

An organisation with clear priorities and high-performance orientation

ExCom with 10 Executives Vice-Presidents (EVP):

- 4 EVPs Global Business Units in charge of the P&Ls;
- 4 EVPs in charge of cross-functional activities;
- 1 EVP Transformation & Geographies in charge of the geographic BUs, responsible to define and set up the future geographic platform of the Group
- 1 EVP project manager reporting to the CEO, for the multi-technical services organizational project.

36% women in the Executive Committee (target of minimum 40% women by 2025).



2021 CEO Compensation policy (ex ante)

Fixed salary €1m

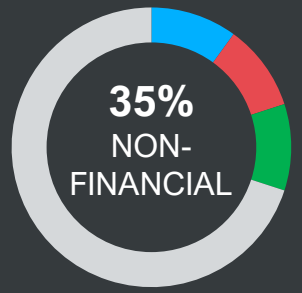
Annual variable

Target: 100% of the fixed salary (Maximum: 140%)

- 25% NRIgs
- 25% COI
- 25% Economic Net Debt
- 25% Free Cash Flow



- 10% CO_2 emissions
- 10% Injury rate
- 10% CSR ratings
- 70% Other objectives

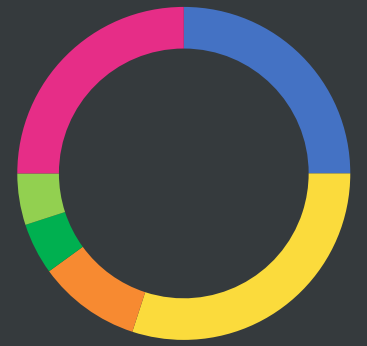


Long term incentive

120,000 performance units

- 25% NRIgs
- 25% Total Shareholder Return
- 30% ROCE
- 10% CO_2 emissions
- 5% Women in management positions
- 5% Renewable energy

20% non-financial criteria



Complementary pension plan

Annual employer contribution equal to 25% of the sum of the fixed salary and paid annual variable

Non-Compete Agreement

1 year

Severance payment and non-compete Agreement may not combined exceed 2 years of remuneration*

Severance payment*

Up to 2 years of remuneration if the performance criteria linked to the annual variable compensation of the 2 previous years have been met by at least 90%, on average

* as per AFEP-MEDEF code

Long term performance criteria

(Performance units / performance shares)

Long term targets	Comments	Calculation method	Weight
Total Shareholder Return	Relative performance vs. peers	**3 years variance compared to peer group*** if variance with peers < 100% → 0% if variance = 100% → 50% linear between 100% and 120% → 50% to 120% capped at 120%	25%
NRIgs growth	Relative performance vs. peers	**2 years variance compared to peer group*** NRIgs variance being calculated as follows: if variance with peers < 75% → 0% linear between 75% and 100% → 0% to 80% linear between 100% and 120% → 80% to 120% capped at 120%	25%
ROCE	Forecasting accuracy	**As included in the MTP approved by the BoD** if variance < 75% → 0% linear between 75% and 100% → 0% to 100% linear between 100% and 120% → 100% to 120% capped at 120%	30%
CSR	3 quantitative indicators : • CO_2 emissions from energy production (10%) • Share of Renewables in the electric capacity mix (5%) • Share of women in management (5%)	**Comparison to 2023 targets for each indicator:** if variance < 75% → 0% linear between 75% and 100% → 0% to 100% linear between 100% and 120% → 100% to 120% capped at 120%	20%

* Peer group: EDP, ENEL, Iberdrola, RWE, Naturgy, SNAM

2020 Compensation of Claire Waysand, acting CEO (ex post)

Fixed Salary

550,000€ for 1 year

Claire Waysand was CEO from the 24th of February until the 31st of December

458,333€

Annual Variable

	Weight	Achievement
NRIgs	*50%*	*0%*
COI	*25%*	*0%*
Economic Net Debt	*25%*	*150%*
Quantitative Criteria	**65%**	**37.5%**
Qualitative Criteria	**35%**	**132%**

TARGET (on a 12-month basis)	550,000
TOTAL ACHIEVEMENT	70.58%
Annual variable FOR 12 months	*388,190*
Annual variable from February 24th to December 31st	**323,491**
Management of the interim period	**400,000**

723,491€

Performance Shares

60 000 performance shares

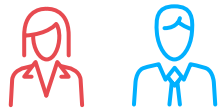
Will be granted in 2024 if performance criteria are met, one third each, relating to NRIgs, ROCE and TSR

566,400€

Board of Directors

Board structure post 2021 General Meeting





60% Independent*

Independent Chairman of the Board

16 meetings in 2020

98% attendance rate

A balanced and independent Board

*In compliance with French law and Afep-Medef governance Code, directors representing employees or employee shareholders are not taken into consideration when calculating the percentage of women and independent directors.

Board committees as of December 31st, 2020

Chairpersons of the Committees are all independent

Audit Committee

Chairwoman
Marie-José Nadeau



3 | 2 | 7 + 2 joint meetings with the SITC*

100% attendance

75% independent*

Appointments, Compensation And Governance Committee

Chairwoman
Françoise Malrieu



2 | 3 | 11

100% attendance

75% independent*

The Ethics, Environment and Sustainable Development Committee

Chairman
Ross McInnes



2 | 2 | 4

100% attendance

67% independent*

Strategy, Investment and Technology Committee

Chairman
Jean-Pierre Clamadieu



2 | 4 | 6 + 2 joint meetings with the Audit Committee

96% attendance

60% independent*

* In compliance with Afep-Medef governance Code, directors representing employees or employee shareholders are not taken into consideration when calculating the percentage of independent directors.

Board Evaluation in 2020

- Evaluation is undertaken every year
- Under the supervision of the Committee of the Appointments, Compensation and Governance

Process

QUESTIONNAIRE

- Designed with an external consultant
- Closed-ended questions
- Open-ended questions

TOPICS

- Board efficiency
- Committee efficiency
- Major decisions adopted in 2020
- Definition and implementation of the Group strategy
- Priorities of the Board of Directors for 2021

Conclusion

POSITIVE ASPECTS

- Significant decisions were taken in a complex environment
- Independence of the board and its Chairman
- Role of the Chairman
- Quality of the Information
- Attendance increased

FOCUS FOR 2021

- Strategy Implementation
- Financial and non-financial value creation
- Confidentiality
- Information thematic meetings
- Continuation of the positive dynamic collaboration between the CEO, the Executive Committee and the Board of Directors

Appendix

CEO election at the Board of Directors



Catherine MacGregor

Chief Executive Officer

48-year-old
French Nationality
Shares held: 15,000 ENGIE shares bought on March 1st, 2021

Catherine MacGregor is graduated of the École Centrale de Paris (CentraleSupélec) in 1995 in General Engineering, postgraduate diploma in Energetics and Heat Transfers.

Biography

Catherine MacGregor has spent her entire professional career working in the energy sector, including 23 years with Schlumberger, the world's leading supplier of technologies for characterising, drilling, producing and processing reservoirs for the oil and gas sector. She has managed numerous major complex industrial projects, both in France and abroad. She has had a number of roles with Schlumberger: operations engineer in the Republic of Congo, Scotland and the US; manager in charge of drilling and measuring operations in the Malaysia, Philippines and Brunei region; Group Executive Vice President in charge of human resources, and head of a number of the Group's various entities (Europe & Africa, drilling, etc.). Then from 2019 to 2020, she worked for TechnipFMC, the oil and gas services supplier, as head of Technip Energies. Catherine MacGregor joined the ENGIE group on 1 January 2021 as Chief Executive Officer. She brings to the ENGIE Group her specialist background, her knowledge of operational challenges and energy professions and her international experience.

Professional career

- 2019 – 2020: CEO of Technip Energies (Paris), TechnipFMC
- 1995 – 2018: Schlumberger

Employee-Shareholders representative elections

Shareholders are requested to vote for one of the following two candidates:



Jacinthe Delage

FCPE Link France candidate

44-year-old
French Nationality
Shares held: 353 ENGIE shares + 640 FCPE shares
Works at ENGIE since 2007

Biography

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 taking on her current role as Head of the Legal Department of ENGIE RESEAUX.

Activities and positions in companies outside the Group

None

Skills

- Law (energy, environment, public and private partnerships, public procurement, competition)
- Ethics (compliance)
- Representation and negotiation



Steven Lambert

FCPE Link International candidate

47-year-old
Belgian Nationality
Shares held: 4450 ENGIE shares + 23 FCPE shares
Works at ENGIE since 2007

Biography

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.

Activities and positions in companies outside the Group

None

Skills

- Energy – Services
- Business management

Disclaimer

Forward-Looking statements

This communication contains forward-looking information and statements. These statements include financial projections, synergies, cost-savings and estimates, statements regarding plans, objectives, savings, expectations and benefits from the transactions and expectations with respect to future operations, products and services, and statements regarding future performance. Although the management of ENGIE believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of ENGIE securities are cautioned that forward-looking information and statements are not guarantees of future performances and are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of ENGIE, that could cause actual results, developments, synergies, savings and benefits to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public filings made by ENGIE with the *Autorité des Marchés Financiers* (AMF), including those listed under "*facteurs de risque*" (risk factors) section in the *Document de Référence* filed by ENGIE with the AMF on March 17, 2021 (under no: D.21-0142). Investors and holders of ENGIE securities should consider that the occurrence of some or all of these risks may have a material adverse effect on ENGIE.

For more information about ENGIE

Ticker: ENGI

+33 1 44 22 66 29

ir@engie.com

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

FOR MORE INFORMATION ABOUT FY 2020 RESULTS:

https://www.engie.com/en/finance/results/2020