

**INTERNAL RULES
OF THE BOARD OF DIRECTORS**

Certified true copy on April 8 2024

The secretary of the Board of Directors

François-Regis MOURET



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The Internal Rules of the Board of Directors are not part of ENGIE's bylaws. They are not enforceable against third parties. They may not be relied on by third parties or shareholders against ENGIE or its corporate officers.

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INTRODUCTION

The purpose of these Internal Rules is to specify the *modus operandi* of the Board of Directors (hereinafter the “**Board**”) and any standing committee of ENGIE *société anonyme* (hereinafter the “**Company**”), as a supplement to legal and regulatory provisions and the Company’s bylaws.

These Internal Rules and the rules relating to securities transactions and Insider trading applicable to any employees and Corporate Officers (attached as an Appendix) are addressed to each member of the Board (hereinafter, a “**Director**”), to each Permanent Representative of any Director and legal entity, to the representative of the Social and Economic Committee (SEC) or the equivalent body, to the Government Commissioner and, more generally, to each person participating in or attending the Board meetings on a regular or one-off basis.

Article 1 – COMPOSITION OF THE BOARD AND PROCESS OF SELECTION OF DIRECTORS

1.1 Composition of the Board

1.1.1 - The Board of Directors is composed of a maximum of eighteen members.

The Board elects a Chairman and a Vice-Chairman or several Vice-Chairman, in accordance with Article 16 of the bylaws.

The representative of the Social and Economic Committee or the equivalent body attends the Board in an advisory capacity and cannot be represented.

The Government Commissioner, or his or her deputy if absent, attends Board meetings in an advisory capacity.

The Statutory Auditors attend those Board meetings which approve the financial statements.

1.1.2. At least half of Directors must be independent

Directors appointed further to the French State’s proposal and Directors representing employees and employee shareholders are not counted in the calculation of the percentage of independent Directors.

Is generally deemed to be independent, a Director who has no relationship of any kind with the Company, the Group or its management liable to compromise the exercise of his/her freedom of judgment.

A Director is deemed to be independent when he or she cumulatively meets the following conditions:

- not to be or have been during the previous 5 years :
 - an employee or executive corporate officer of the Company,
 - an employee, executive corporate officer or Director of a company of a company consolidated by the Company,
 - an employee, executive corporate officer or Director of the Company's parent company or of a company consolidated by said parent company;
- not to be an executive corporate officer of a company in which the Company directly or indirectly holds a directorship either or in which an employee designated as such or an executive corporate officer (current or within the last 5 years) holds a directorship;
- not to be:
 - a significant customer, supplier, commercial banker, investment banker or consultant of the Company or the Group,
 - a customer, supplier, commercial banker, investment banker or consultant for whom the Company or its Group represents a significant share of the business;
- not to have a close family ties with a corporate officer;
- not to have been the statutory auditor of the Company during the previous 5 years;
- not to have served as Director for more than 12 years, it being specified that independent Director status is lost on the 12th anniversary date;
- not to be the major shareholder of the Company.

The Board of Directors may, however, consider that a Director, although fulfilling the criteria set out above, should not be qualified as independent in view of his/her particular situation or that of the Company. Conversely, the Board of Directors may consider to be independent a Director who does not fulfil the above criteria.

Each year, the independent qualification of each of the Directors is reviewed by the Appointments, Compensation and Governance Committee (ACGC) and established by the Board of Directors regarding the criteria set out above.

The independent qualification is also reviewed at the time of the appointment of a new Director or of the renewal of the term of directorship

The conclusions of the Board of Directors on the qualification as independent are brought to the attention of shareholders in the Board of Directors' corporate governance report.

1.2 Process of selection of independent Directors

The Board ensures that its composition and the composition of the standing Committees are appropriately balanced, in particular in terms of diversity (representation in terms of gender, nationality, age, professional qualifications and experience etc.). The Board publishes in its corporate governance report a description of the diversity policy applied to Directors, as well as a description of the objectives of this policy, the methods used for its implementation and the results achieved the past financial year.

The process for the selection of new independent Directors appointed by the Shareholders' Meeting is led by the Appointments, Compensation and Governance Committee (**ACGC**). It is based on a prior assessment of needs in terms of skills and expertise, the search for a balanced composition within the Board and the diversity policy.

This process is not applicable to those Directors representing employees and employee shareholders, regarding their method of appointment.

Article 2 - POWERS OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER

2.1 Powers of the Board

The Board of Directors determines the Company's business strategy and oversees its implementation thereof. Subject to the powers expressly granted to Shareholders' Meetings and within the limit of the Company's corporate purpose, the Board deals with all matters concerning the smooth running of the Company and settles issues related thereto by virtue of its decisions.

It endeavours to promote long-term value creation by the company by considering social and environmental aspects of its activities, and ensures, in accordance with its Purpose (*Raison d'être*), that it is acting to accelerate the transition to a carbon-neutral economy through more energy-efficient and environmentally-friendly solutions.

The Board of Directors ensures that the shareholders and investors receive a relevant balanced and instructive information about the strategy, development model, the consideration of non-financial issues that are of significance to the Company and its long-term outlook.

The Board of Directors carries out the controls and verifications it considers appropriate.

2.2 Powers of the Chief Executive Officer

The Chief Executive Officer shall obtain prior authorisation from the Board of Directors to carry out the following operations:

- acquire or dispose of the Company's direct or indirect interests of in any company formed or to be formed, take an interest in the formation of any company, joint venture, consortium or body, or subscribe to any issue of shares, share equivalents or bonds in which the Company's or the Group's financial exposure exceeds €250 million for the transaction concerned,

- all transactions involving in asset contribution or exchange transaction, with or without a cash balance, relative to goods, securities, stocks or bonds for an amount exceeding €250 million,
- enter into supply, works or services contracts (excluding the exceptions of contracts related to long-term energy purchase transactions), including, successive amendments thereto, if any, for an amount exceeding €400 million,
- resolve dispute by way of agreement, settlement or arbitration decision, for an amount exceeding €200 million,
- enter into long-term energy procurement plans on behalf of the Group that involves quantities, per transaction, in excess of:
 - 30 billion kWh of gas per year, including the terms of transmission,
 - 20 billion kWh of electricity per year, including the terms of transmission;
- enter into significant transactions beyond the scope of the Company's stated strategy.

The amount submitted to the Board is calculated based on the Group's exposure, which corresponds to the impact of the project on net debt and guarantees, including any future additional commitments induced.

The amount applicable to contracts is assessed by including, where applicable, any successive amendments.

The Chief Executive Officer shall obtain prior authorisation from the Board of Directors to carry out any acquisition or disposal of real property for an amount exceeding €200 million.

The Chief Executive Officer shall obtain prior authorisation from the Board of Directors to carry out the following operations for an amount exceeding €1.5 billion:

- grant or contract all loans, borrowings, credits or cash advances by the Company, or authorise any Group subsidiaries or financing medium to do so,
- acquire or assign any receivables, by any method.

The Board sets the total amount of guarantees securities, other securities and bonds which the Chief Executive Officer is authorised to use per year.

The Chief Executive Officer shall obtain the prior authorisation of the Board of Directors before entering into significant agreements with the French State relating to the objectives and the terms and conditions of implementation of public service assignments entrusted to the Company or its subsidiaries, within the limits set by law.

ARTICLE 3 – FUNCTIONING OF THE BOARD

3.1 Role of the Chairman

The Chairman performs the functions assigned to him / her by law.

3.1.1 - Board of Directors

The Chairman organises and directs the Board's work and reports on this to the Shareholders' Meeting.

He chairs Board's meetings, oversees deliberations made and ensures compliance with the bylaws and the Internal Rules. He may suspend the Board meeting at any time.

He upholds the quality of dialog and ensures that the Board's decisions are made on a collective basis. He makes sure that the Board spends enough time on discussions and allots time to each of the items on the agenda in proportion to the importance that each issue represents for the Company. The Directors collectively ensure that the time allotted to each of them to express their views is evenly balanced. The Chairman pays particular attention, to ensuring that the issues raised on the agenda receive an appropriate response.

In the event of his inability to act, the Chairman is replaced by a Vice-Chairman or, failing this, by the Chief Executive Officer if he /she is himself / herself a Director, or, failing this, by another Director chosen by the Board at the beginning of the meeting.

The Chairman ensures the proper functioning of the Board and its committees, which he may attend and submit questions for opinion. He ensures the application of good governance principles, in particular, that Directors have the information they need to carry out their duties, sufficiently in advance and in a clear and appropriate form.

3.1.2 – Shareholders' Meetings and relations with shareholders

The Chairman ensures that the Shareholders' Meetings which he/she chairs are properly organised.

He/she answers shareholders' questions and more generally ensures good relations with shareholders. If necessary, the Chairman provides assistance in responding the requests of shareholders not represented on the Board and makes him or her available to meet with them and listen to their comments and suggestions.

3.1.3 - Coordination with the Chief Executive Officer

The Chairman coordinates with the Chief Executive Officer, who ensures the direction and operational management of the Group.

As well as exercising the powers conferred on him / her by law, he / she may be consulted by the Chief Executive Officer on any matter relating to the conduct of the business.

The Chairman is kept regularly informed by the Chief Executive Officer about significant events in the life of the Group, particularly with regard to strategy organisation, investment and divestment. At the Chief Executive Officer's invitation, the Chairman may attend internal meetings with the Company's executives and teams to provide his/her point of view on strategic issues.

In conjunction with the Chief Executive Officer , the Chairman is also responsible for:

- organising the strategic work of the Board of Directors,
- monitoring the preparation and implementation of succession plans for the members of the Executive Committee,

- representing the Group at a high level with national and international bodies and institutions in the interest of the Group.

3.1.4 - Other missions

The Chairman also:

- devotes his / her best efforts to promoting the Group's values and image in all circumstances,
- keeps the members of the Board informed as necessary between two meetings,
- is the only person authorised to speak and act on Board of Directors' behalf,
- draws to the attention of the Board of Directors to any of conflict of interest that he /she has identified or of which he/she has been made aware concerning, where applicable, the Chief Executive Officer or Directors. The Chairman examines situations of potential conflicts of interest.

The Board may assign information and consultation missions to the Chairman on specific subjects within the Board's purview.

3.2 Board Secretary

A Board Secretary, who does not necessarily have to be a Director, is appointed by the Board upon Chairman's proposal. He acts as the secretary for both the Board and its committees and prepares the minutes of their meetings.

3.3 Board Meetings

3.3.1 - Calling of meetings and transmission of documents

Calling of meetings

Board meetings are called by the Chairman. Venue and agenda are indicated in the notice of the meeting.

Except in the event of an emergency or a duly justified necessity, notice of the meeting is given at least five (5) calendar days prior to the date of the meeting by any appropriate means, even orally.

Events or transactions that may have an impact on the Company's share price for which a Board decision is urgently required allow to reduce the notice of meeting to a minimum of 24 hours. This delay may be shortened in case of emergency.

Transmission of documents

The Chairman ensures that the Directors receive from the Chief Executive Officer all the documents and information required for the performance of their mission.

Information and documents necessary to enable the Directors to take an informed decision on the subjects on the agenda are sent with the notice of meeting, except in cases of emergency or duly justified necessity.

3.3.2 - Setting of the agenda for the meetings

The Chairman sets the agenda for meetings.

Any Director wishing to discuss with the Board an item, that has not been included on the agenda at any Board meeting shall inform the Chairman prior to the meeting. The Chairman shall inform the Board in this respect.

In addition to those questions for which authority is granted to the Board by the applicable laws and regulations, the examination and voting of the decisions provided for in Article 2.2. below will mandatorily be included in the agenda, after being reviewed by the relevant committee(s) if necessary.

If this is justified by the circumstances, an additional agenda may be provided by the Chairman to the Directors at the start of the meeting.

3.3.3 - Holding of Board meetings

The Board holds at least six (6) meetings a year, including at least one (1) per quarter, and as often as required in the interests of the Company.

An attendance register is kept and signed by the Directors participating in each Board meeting and mentions, where applicable, the name of the Directors participating in the meeting by videoconference or by any other means of telecommunications and considered to be present.

The Board's quorum is at least one half of the Directors present or deemed to be present at the meeting, without taking into account the Directors represented.

For the purposes of calculating quorum and majority, Directors who participate in the Board meeting by videoconference or other means of telecommunications that makes it possible for the Directors to be identified and guarantee their effective participation, in accordance with the conditions provided for by the regulations in force, are deemed present.

Directors are not counted for the calculation of the quorum if they leave the meeting, in particular in the event of a conflict of interest as referred to in clause 4.7 below.

3.3.4 - Participation in Board meetings by videoconference or other means of telecommunication

Board meetings may be held by videoconference or other means of telecommunications that makes it possible to identify the Directors and guarantee their effective participation.

A Director taking part in a Board meeting by videoconference or any means of telecommunications ensures that this method guarantees confidentiality.

Such means may not be used to participate in Board meeting approving the parent Company and consolidated financial statements and corresponding management reports.

Preference must however be given to attending Board meetings in person.

The minutes shall also mention the occurrence of any technical problem when this problem has interfered with the smooth conduct of the meeting.

3.3.5 - Rules relating to the adoption of decisions

Proxy

Any Director may delegate, in writing, the power to vote on its behalf to another Director. The proxy must include the meeting's date for which it is granted.

Each Director may only represent one Director during the same session.

Voting

Voting is public, unless the chairman of the meeting decides otherwise or a Director requests it.

Required majorities

Decisions are adopted by a majority of members present, deemed to be present (in the event of the use of videoconference or any means of telecommunications) or represented at the time of voting.

In the event of a tied vote, the chairman of the meeting shall have the casting vote.

3.3.6 - Minutes of Board meetings

Deliberations by the Board are recorded in minutes drawn up in one .They reflect the discussions and the positions expressed, the submitted deliberations and the results of voting.

The chairman of the meeting submits the minutes of the previous meeting(s) to the Board for approval. Draft minutes of the previous meeting(s) are provided to the Directors at the latest at the same time as the notice for the next meeting.

In the event of emergency or duly justified necessity, the Board decision on a particular issue is adopted upon Chairman's request, at the meeting , so that the Company can notably disclose it to third parties.

In addition to the information required by the regulations in force, each set of minutes shall include, where applicable, an indication of the consequences of any technical incident related to participation by videoconference or other means of telecommunication on the Board's deliberations.

After approval, minutes are initialised and signed by the Chairman of the Board or, failing this, by the chairman of the meeting during which such approval was given, and by an independent Director.

Upon request, each Director may be provided with a copy of the minutes of Board meetings.

The Board Secretary is entitled to issue and certify copies or extracts of the minutes.

3.3.7 – Directors' compensation

The Shareholders' Meeting, acting upon Board of Directors' proposal, sets the total annual amount of Directors' compensation, to be distributed by the Board among Directors.

The Directors' compensation policy as well as their compensation are submitted each year for approval of the Shareholders' Meeting.

The Chairman of the Board and the Chief Executive Officer do not receive any compensation for their directorship.

3.3.8 - Operating expenses

The Board's operating expenses, including those for the studies and expertise needed for the Board to fulfil its tasks, fall under the responsibility of the Chairman of the Board, are made by the General Secretary, and are detailed in an annual

presentation to the Audit Committee. They comply with the Group's processes and policies.

3.3.9 - Assessment of the Board

Once a year, the Board of Directors carries out a self-assessment of its composition, organisation and functioning, under the guidance of the Appointments, Compensation and Governance Committee (ACGC), with the support of the Chairman of the Board.

This assessment is carried out, at least every three years, with the help of an external consultant.

Every year, the Board's corporate governance report gives an account of this assessment and any potential steps taken as a result.

ARTICLE 4 – DUTIES OF DIRECTORS

Each Director should be fully aware of his rights and duties. Directors should, in particular, be aware of and comply with the legal and regulatory provisions relating to their duties, and the specific rules laid down in the Company's bylaws, these Internal Rules and the ENGIE Ethics Programme .

4.1 Onboarding and training program of new Directors

Each Director who takes office, benefits from an "onboarding" program to enable him/her to familiarise him/herself with the Company's activities, issues and the Group's organisation. All documentation necessary for the performance of his/her directorship is made available to him/her.

Directors representing employees or representing employee shareholders receive training appropriate to the performance of their duties.

Other Directors may receive any training necessary for the proper performance of their duties.

4.2 Holding of Company's shares

Each Director, other than:

- the representative of the French State appointed pursuant to Article 4 of Ordinance No. 2014-948 of August 20th, 2014,
- the Directors appointed on the recommendation of the French State pursuant to Article 6 of the said Ordinance,
- Directors representing employees and employee shareholders,

is required to hold at least 25% of his/her annual compensation of the Company's registered shares .

The Director has a period of one year from the date of his/her to acquire these registered shares.

4.3 Company's corporate interest

Each Director must act in all circumstances in the Company's interest.

He/she shall inform the Board of any issue that they believe may impact the Company's corporate interests.

Directors shall not take any initiative which could harm the Company's corporate interests and shall act in good faith in all circumstances.

All Directors must consider themselves as representing all the shareholders, whatever their method of appointment.

Each Director undertakes to preserve, in all circumstances, his independence of analysis, judgement, decision-making and action. He/she also undertakes not to be influenced by any factor unrelated to the Company's corporate interest, which he/she undertakes to defend.

He/she shall notify the Board of any information of which he/she is aware of, that may appear to affect the Company's corporate interests.

Appropriate steps will be taken to ensure the independence of employee Directors, particularly with regard to their professional careers.

4.4. Preparation of meetings – Attendance

Each Director undertakes to devote the necessary time and attention to fulfil his/her directorship.

He/she shall keep himself/herself informed on the Company's businesses and specific issues, its challenges and values, including by asking questions to senior managers.

Directors shall attend Board meetings regularly and diligently. They shall attend Shareholders' Meetings.

Directors shall endeavour to obtain in due time the information which they consider essential to keep themselves informed in order to be able to take part in the Board's deliberations with full knowledge of the facts.

Directors pay attention to keep themselves updated on all knowledge useful to them.

4.5 Confidentiality

The Director is bound by a duty of discretion and confidentiality in the Company's corporate interests.

He/she shall be bound by a duty of discretion with regard to the information and the discussions in which he/she participates and shall respect the confidential nature of all the information provided to them within the scope of his/her directorship. In particular, discussions, minutes reports and documents sent to the Board are confidential and may not be circulated.

He/she undertakes not to use for his/her own personal benefit or for the benefit of any other person privileged information to which he/she has access. In particular, when he/she has Company's information that has not been made public, he/she undertakes not to trade, or has any other person trade Company's securities on the basis of such information.

In the event of a proven breach of a confidentiality obligation by one of the Directors or by any other person attending a Board meeting, the Chairman of the Board shall consider the action to be taken, possibly before the courts, with regard to such breach.

4.6 Number of directorships

A Director must not hold more than four other directorships in listed companies outside of the Company and its subsidiaries, including foreign companies.

An executive corporate officer must not hold more than two other directorships in listed companies outside of the Company and its subsidiaries, including foreign companies.

The Chairman and the Chief Executive Officer shall seek the Board's opinion before accepting a directorship in a listed Company outside the Group.

4.7 Prevention of conflicts of interest

Each Director shall strive to avoid any conflict that may exist between his/her moral and material interests and those of the Company. He/she shall inform the Board of any conflict of interest in which he/she could be directly or indirectly involved. If he/she cannot avoid being in a situation of conflict of interest, he/she shall refrain from participating in the discussions and in any decision on the topics concerned.

4.8 Related-party agreements involving the Directors

Without prejudice to the formalities of prior authorisation and control provided for by French law and the Company's bylaws, the Directors must provide the Chairman immediately with any agreement entered into by the Company to which they are directly or indirectly interested.

Directors shall thus provide the Chairman in particular with any agreement entered into between them or a company of which they are corporate officers or managers or in which they directly or indirectly hold a significant shareholding, and the Company or any of its subsidiaries.

The Chairman shall immediately notify to the Directors of the essential terms and conditions of the agreements to be prior approved. He shall inform the Statutory Auditors of the agreements authorised by the Board within one month from the date of signature of such agreements.

ARTICLE 5 – BOARD COMMITTEES

Committees' establishment

The Board of Directors sets up one or more standing Committees, whose membership and responsibilities it determines, and which operate under its responsibility.

The Board of Directors may, if appropriate, establish other Board Committees which may be created on a standing or temporary ("*ad hoc*") basis.

The Board of Directors is assisted by four standing Committees:

- the Audit Committee,
- the Investment and Technology Committee (hereinafter, the “ITC”),
- the Appointments, Compensation and Governance Committee (hereinafter, the “ACGC”),
- the Ethics, Environment and Sustainable Development Committee (hereinafter, the “EESDC”).

Committees’ composition

Upon Chairman’s proposal and in conjunction with the ACGC, the Board appoints the Committee’s members and Chair of each Committee, based on the skills, experience and availability of each Directors.

Each Committee is chaired by an independent Director.

Missions

Each Committee’s mission consists in studying the matters and projects that the Board or the Chairman submits for its opinion, preparing the work and decisions of the Board on such matters and projects. Each Committee reports its conclusions to the Board in the form of reports, proposals, opinions, information or recommendations.

The Committees carry out their duties under the Board’s responsibility. No Committee may on its own initiative address issues outside the scope of their mission. The Committees have no decision-making power.

Functioning

A meeting of a standing Committee shall be held prior to Board meetings where the agenda includes taking a decision that falls within the missions of at the Committee’, as defined by the Board. In such case, the Committee meeting is held a few days prior to the Board meeting, except in the event of an emergency or duly justified necessity. The Chairman/Chairwoman of the Committee, or a Committee member designated for this purpose, gives the Committee’s opinion at the Board meeting to which the matter or project is submitted.

However, the Committee may hold a meeting at the request of its Chairman/Chairwoman or two of its members.

Committees’ meetings may be held by any means of videoconference or telecommunication, preference must however be given to attending Committee meetings in person.

A Committee may, if appropriate, hold joint meetings with another Committee.

Committees should be in a position to fully perform their mission. For this purpose, the information and documents relating to the Committee meetings agenda are sent, except in the event of an emergency or duly justified necessity, at least five (5) calendar days prior to each meeting.

In order to carry out their tasks, after informing the Chairman of the Board and subject to reporting to the Board thereon, Committees may interview Company or Group's executives and/or commission technical studies on matters within their competence, at the Company's expense. If the Committees use the services of external consultants, they may ensure that the concerned consultant is objective.

The Board Secretary prepares the meetings of each standing Committee and the minutes that are provided to Committee members and to other Board members at the latest when the file for the next meeting will be sent.

5.1 Audit Committee

5.1.1 - Composition and functioning

At least two-thirds of the members are independent.

Executive corporate officers may not be members of this Committee.

The members must have specific skills in the field of finance or accounting.

The EESDC's Chairman/Chairwoman will be invited to all meetings of the Audit Committee that deals with reporting on non-financial statement.

Upon their appointment, Audit Committee members shall be provided with accounting, financial and operational features relating to the Group.

The Committee meets at least four (4) times per year, in particular prior to the approval of the annual and interim financial statements; it sets the dates of its meetings.

5.1.2 - Missions

The missions of the Audit Committee concern:

a) The financial statements

The Committee is required to:

- monitor the process of preparing financial information and, if necessary, make recommendations to ensure its integrity,
- examine in advance, and provide an opinion on the draft annual and interim financial statements, the review of the financial statements must be accompanied by a presentation from the Statutory Auditors and the Chief Financial Officer,
- examine the relevance and consistency of the accounting principles and rules used to draw up the parent company and consolidated financial statements and prevent any breach thereof,
- be presented with any changes in the scope of consolidation companies and, if necessary, receive any necessary explanations,
- interview the Statutory Auditors, Executive Management, Finance department, Internal Audit department and any other member of

- management, whenever it considers it necessary; such interviews may take place, where applicable, without the presence of Executive Management,
- review before their publication, the draft of annual and interim financial statements, management reports, results and all financial statements (including forecast financial statements) prepared for the purpose of significant specific operations,
 - review important financial press releases before they are issued,
 - ensure the quality of procedures for compliance with stock market regulations,
 - be kept informed every year of financial strategy and the terms of the Group's main financial operations.

b) Non-financial statement

The Committee is required to:

- monitor the process of preparing non-financial statement,
- examine the relevance of the principles and standards used in the preparation of non-financial statement,
- give an opinion on the draft of non-financial reporting,
- hear, on the non-financial reporting topic, if necessary, the independent third-party body or any member of executive management.

c) External control

The Audit Committee is required to:

- steer the procedure for selection of the Statutory Auditors and submit a recommendation to the Board for appointment by the Shareholders' Meeting in compliance with the applicable regulations and also submit a recommendation to the Board in the event of renewal of the mandate of the Statutory Auditor(s),
- monitor the completion of the Statutory Auditors' missions and take into account the findings and conclusions of the French statutory auditor supervisory authority (*Haut Conseil du Commissariat aux Comptes*) following the controls carried out,
- ensure the Statutory Auditors meet the independence criteria and take the necessary measures in accordance with the applicable regulations,
- approve the provision by the Statutory Auditors of services other than the auditing of the financial statements and which are not on the list of prohibited services, and ensure the application of rules for ceiling of the related fees;
- examine each year, with the Statutory Auditors, their audit fees paid by the Company and the Group to the networks to which the Statutory Auditors belong, their work plans, the conclusions thereof, their recommendations and how they are followed up,
- settle any disagreements, where applicable between the Statutory Auditors and Executive Management that may arise in the course of these tasks.

d) Internal control

The Audit Committee is required to:

- monitor the effectiveness and quality of the Group's internal control and internal audit systems and procedures, in terms of procedures relative to the drawing up and processing of accounting and financial statements, without prejudice of its independent nature,
- examine with the internal audit managers, the internal audit plans and action plans, the conclusions thereof, their recommendations and how they are

followed up, without the presence of Executive Management, where applicable,

- obtain information from Executive Management, or via any other means, on any third-party complaints and internal data revealing criticisms of the Company's accounting documents or internal control procedures, the procedures put in place for this purpose and the remedies for these complaints and criticisms,
- assign any task that it may consider necessary to the internal audit department.

e) Risks

The Audit Committee is required to:

- monitor the effectiveness and quality of the Group's risk management systems and procedures, in terms of procedures relative to the drawing up and processing of accounting and financial information, without prejudice of its independent nature,
- obtain regular information on the Group's financial position, cash position, significant commitments and risks,
- examine the Group's off-balance sheet commitments and significant risks, assess the scale of any malfunctions or weaknesses disclosed thereto and, if necessary, inform the Board about that.

The Committee reports regularly to the Board the missions it undertakes. It also reports the results of the account certification assignment, how the assignment contributed to the completeness of the financial statement and the role it played in this process. It immediately notifies the Board of any problems encountered.

5.2 Investment and Technology Committee

5.2.1 – Composition and functioning

At least one half of the members of the Committee are chosen from among the independent Directors.

The Committee meets at least four (4) times per year.

5.2.2 - Missions

The Committee prepares Board decisions on all projects and operations that are submitted as referred to in Article 2.2 of these Internal Rules and strategic choices with respect to technological developments.. The Committee also regularly analyses how the projects have been implemented.

5.3 Appointments , Compensation and Governance Committee

5.3.1 - Composition and functioning

The majority of the members must be independent and one (1) is Director representing employees.

Executive corporate officers may not be members of this Committee.

However the Chairman and the Chief Executive Officer attend Committee meetings, unless the meetings address matters that concern them.

The Committee meets at least twice (2) a year, including once prior to approval of the Shareholders' Meeting agenda.

5.3.2 -Missions

The Appointments, Compensation and Governance Committee is assigned the following missions by the Board:

Regarding Appointments and Governance

- review of all nominations for appointment to the Board that must be submitted to the Shareholders' Meeting for approval, taking into account their skills, experience and diversity, and formulate an opinion and/or recommendation to the Board with regard to such nominations,
- examine any proposal from the Chairman/Chairwomen of the Board relating to the appointment of the members of the standing Committees and their Chairmen/Chairwomen, taking into account their skills, experience, diversity and availability and formulate an opinion and/or recommendation to the Board with regard to such proposals,
- ensure that the executive corporate officers implement a non-discrimination and diversity policy, notably with regard to the balanced representation of women and men on the governing bodies,
- direct , in conjunction with the Chairman of the Board, the work carried out for the annua assessment of the Board,
- draw up recommendations for the successors for the Chairman and the Chief Executive Officer when their terms of office are about to expire,
- examine the succession plan for Company's executives and to be informed of Executive Management's plans regarding appointment of members of the Executive Committee,
- examine any application of the Chairman and the Chief Executive Officer for a directorship within a listed company outside the Group.

Regarding Compensation

- make recommendations to the Board on compensation, pension and benefit plans, benefits in kind and various financial rights, including, where applicable, allocations of the Company's share subscription or purchase options and bonus share awards, made to the Chief Executive Officer and to any Directors who have signed employment contracts with the Company,
- advise on whether to maintain the benefit of grants of bonus shares awarded to members of the Executive Committee where the benefit of such grants is normally lost upon the beneficiaries' leaving the Group,
- make recommendations on the envelope and distribution of the compensation for Directors,
- be informed of the compensation policy for members of the Executive Committee,
- make recommendations on the Performance Shares awarded to the Executive Committee's members.

5.4 Ethics, Environment and Sustainable Development Committee

5.4.1 - Composition and functioning

At least half of the Committee's members are chosen from among the Independent Directors.

The Committee meets at least once (1) a year.

5.4.2 - Missions

The Committee is assigned by the Board of Directors the mission of ensuring an appropriate level of commitment on the part of the Group to ethical standards, non-financial compliance and environmental, social and societal responsibility.

In this context, the Committee :

Regarding Ethics and Compliance

- examines Group policies, standards and charters in these areas,
- reviews the identified risks in this area and examines any potential breaches and the follow-up actions taken.

Regarding *Environmental and Social Responsibility*

- sets non-financial objectives and ensures that the various non-financial issues (Environmental, Social and Governance) are taken into account in Group's strategy,
- examines the risks and opportunities related to climate change and gives an opinion on the CO2 trajectory (MTP),
- validate the non-financial information's reporting policy in particular within the framework of the CSRD,
- examines and gives an opinion on the report on the effective implementation of the vigilance plan.

Regarding Employer Social Responsibility

- examines human resources policies and takes note of the corresponding risks' monitoring,
- examines the health and safety indicators and action plans by takes note of the corresponding risks' monitoring .

APPENDIX

Rules relating to securities

transactions and insider trading,

Corporate Officers & Employees

The term corporate officers refers to the Directors, the Chairman and the Chief Executive Officer (collectively the "**Corporate Officers**").

ENGIE wishes to ensure the prudent management of its securities, in accordance with the regulations in force, and to alert its Corporate Officers as well as its employees, in accordance with the precautionary principle, to the rules associated with certain types of trading in securities.

This document describes ENGIE's rules (the "**Rules**") governing trading in securities carried out by Corporate Officers and employees. It also sets out some of the main legal provisions on which this Rules are based.

The securities concerned (the "**Securities**") are:

- all shares, bonds and all compound securities issued by the Company,
- derivatives or other instruments related to such securities (options, units of FCPEs (corporate mutual funds), etc.).

Non-compliance with the present Rules, in general, the applicable regulations could expose ENGIE ("**ENGIE**" or the "**Company**") and/or the persons concerned to civil, criminal¹ or administrative² sanctions. These Rules are intended to ensure maximum security for the employees and Corporate Officers of ENGIE in order to prevent them from incurring any liability

¹ In particular, Articles L465-1 to L465-3 of the French Monetary and Financial Code provide for the following criminal penalties:

- for directors and for any person having insider information in the exercise of their profession or duties, or holding a stake in the capital of the issuer, the fact of carrying out or allowing the carrying out one or more transactions, of cancelling or modifying one or more orders placed, of recommending or inciting the completion of one or more trades, of making use of the recommendation or incitement knowing that it is based on insider information, of communicating this or communicating the recommendation or incitement, to a third party before the public becomes aware of such information, is punishable by five years' imprisonment and a fine of 100,000,000 euros, which may be increased to ten times the amount of the advantage derived from the offence without the fine being less than the amount of this advantage. The maximum fine that may be imposed on legal entities is five times that provided for natural persons, it being specified that such fine may exceed this amount and reach 15% of the consolidated annual turnover.
- Attempts to commit offences are punishable by the same penalties.

² Pursuant to Article L.621-15 III of the French Monetary and Financial Code, the *AMF* may impose financial penalties, the amount of which may not exceed 15 million euros or ten times the amount of the benefit derived from the offence, if this can be determined, for professional natural persons, and 100,000,000 euros or ten times the amount of the benefit derived from the breach if this can be determined. For any legal entity, the financial penalty may be up to 15% of the consolidated annual turnover.

From this standpoint, two types of measures need to be observed: (1) prohibitions with regard to certain transactions involving the Company's securities, and (2) an obligation to report transactions involving the Company's securities carried out by Corporate Officers, certain high-level managers within Executive Management status and persons who are closely linked to them. These Rules also summarise the regulations applicable to lists of insiders (3).

I. Prohibited transactions

1. Legal system

Principle

Inasmuch as the Company's shares are admitted for trading on the Euronext Paris market, the provisions of French criminal law and of the regulations laid down by the French financial markets authority (*Autorité des Marchés Financiers* or "AMF"), in particular those relating to insider trading, apply to ENGIE.

Definition of privileged information

Privileged information is an information which:

- has not been made public;
- directly or indirectly concerns the Company or one or more of its financial instruments;
- is precise information (i) referring to a set of circumstances that exists or it is reasonable to assume will exist, or an event which has occurred or which is likely to occur and (ii) from which it is possible to draw a conclusion with regard to the possible effect of these circumstances or this event on the listed price of the Company's financial instruments (or the financial instruments linked to them, such as derivatives); and
- if it were made public, would be liable to notably affect the listed price of the Company's financial instruments (or of financial instruments linked to them), i.e. information that a reasonable investor would be liable to use as a basis for his investment decisions.

In general, these regulations cover, for example, information relating to the prospects or situation of ENGIE or the prospect of change of a financial instrument of ENGIE, information relating to the issuance by ENGIE of publicly traded securities in France or other countries, external growth transactions or significant disposals, significant changes in the financial situation or results of operations, the signature of major new contracts or the launch of new products or services or a change in dividend distribution policy, or changes in the internal organisational structure or the governance of ENGIE. Both favourable and unfavourable information may be considered material inasmuch as it may result in an increase or decrease in the price of securities or influence the decision by an investor to purchase or sell securities.

In case of doubt with regard to the privileged nature of information or the completion of a transaction, the person concerned should contact the Group's Compliance Officer or the person who he shall appoint for this purpose.

Nature of prohibited transactions involving ENGIE securities

It is prohibited to carry out one or more transactions on the basis of privileged information at all times. It is prohibited for any employee or Corporate Officer of ENGIE at all times:

- to use privileged information that he holds, relating to the Company or any other entity (including the subsidiaries of ENGIE, its competitors, suppliers, customers or persons with whom the Company or subsidiaries maintain a business relationship), by purchasing or selling, directly or indirectly, on his own behalf or on behalf of a third party, financial instruments to which this information relates (or financial instruments to which such instruments are linked), or by cancelling or changing an order concerning the financial instruments to which this information relates if the order was placed before the individual held the privileged information;
- to disclose privileged information to any other person outside the normal scope of his employment, his profession or his duties or for purposes other than those for which it was provided to such person;
- to recommend to or encourage another person to purchase or sell, or have another person purchase or sell, or to cancel or change an order on the basis of privileged information, the financial instruments to which this information relates (or financial instruments to which such instruments are linked).

By way of exception, this prohibition does not apply to transactions carried out pursuant to an agreement entered into before the privileged information was held.

The absence of profit derived from carrying out transactions prohibited by these Rules will not have any impact on the classification of these transactions as prohibited transactions and the applicable sanctions.

It is prohibited to carry out any above-mentioned transaction during the period between the date on which the Corporate Officer becomes aware of privileged information and the date on which this information is made public by means of an official press release by ENGIE or a financial opinion published in the press at the initiative of persons who have been duly empowered to make a statement in the name of ENGIE.

Sale of bonus shares

When the Extraordinary Shareholders' Meeting has authorised the grant bonus shares to employees and/or Corporate Officers under the conditions provided for in Articles L. 225-197-1 et seq. of the French Commercial Code (Code de commerce), these bonus shares may only be sold at the end of the lock-up period set by the Extraordinary Shareholders' Meeting (or the Board of Directors' meeting acting under a delegation of authority). Furthermore, it is prohibited to sell such shares³:

- within a time period beginning 10 trading days prior to publication of the consolidated financial statements of ENGIE and ending 3 trading days after publication thereof; and
- as from the date on which the management bodies become aware of privileged information and until the expiration of a period of 10 trading days after publication of such privileged information.

³ The same disposal restrictions apply to shares resulting from the exercise of share subscription or purchase options.

2. ENGIE policy

ENGIE has adopted these Rules which set forth recommendations enabling its Corporate Officers to comply with the applicable regulations.

Unauthorised periods

Even when they do not hold any privileged information, Corporate Officers may not carry out transactions involving the Company's financial instruments during unauthorised periods.

Unauthorised periods run:

- from 30 calendar days prior to publication of the annual and interim consolidated financial statements through and including the date of publication,
- from 15 calendar days prior to publication of the quarterly financial information through and including the date of publication.

Outside unauthorised periods, Corporate Officers are still prohibited from carrying out transactions involving the Company's financial instruments as long as they hold privileged information.

Entities whose securities are concerned

These Rules apply to any transaction relating to the securities of ENGIE and any subsidiary of ENGIE whose shares or other securities are admitted for trading on Euronext Paris or any other securities market, if such transaction is based on privileged information acquired by a Corporate Officer within the scope of his duties.

Confidentiality

The unauthorised disclosure of privileged information, even to family members, is strictly prohibited. Such disclosures of information are liable to lead to reprehensible transactions involving ENGIE securities, and may also have a negative impact on the company's situation. Any disclosure to the financial community, including to the press, must have received the prior authorisation of the Chairman or the Chief Executive Officer of ENGIE or have been carried out through the intermediary of the managers who they have appointed for this purpose, notably in the Finance department or Communications department.

II. Reporting of transactions carried out by Corporate Officers, High-Level Managers and their close relations involving ENGIE securities

Persons concerned

The following persons are concerned by the rules set out below:

- the Directors and the Corporate Officer,
- persons who, at ENGIE, (i) have the power to take management decisions concerning the future development and strategy of ENGIE, and (ii) have regular access to privileged information directly or indirectly concerning ENGIE ("High-Level Managers")⁴, and
- persons who are closely linked to them⁴⁵, namely:
 - 1° the spouse (where they are not legally separated), or the partner under a civil partnership of the Officer or High-Level Manager concerned;
 - 2° children with regard to whom the Officer or High-Level Manager concerned exercises parental authority or living at such person's home on a habitual or shared custody basis, or for whom such person has effective, permanent responsibility;
 - 3° any other family member or family member by marriage who has lived at the Corporate Officer's or High-Level Manager's home for at least one year at the time of the transaction;
 - 4° any legal entity or company incorporated on the basis of French law or a foreign law, and:
 - a) of which the administration or management is carried out by one of the above-mentioned persons and acting in the interest of any of these persons; or
 - b) which is directly or indirectly controlled, within the meaning of Article L. 233-3 of the French Commercial Code, by one of the above-mentioned persons; or
 - c) which has been set up for the benefit of one of the above-mentioned persons; or
 - d) for which one of the above-mentioned persons receives at least the majority of the economic benefits.

Transactions concerned by the reporting obligation

The reporting obligation applies in particular to any purchase, sale, subscription or exchange of Securities (the "Transactions"). However, bonus share awards are excluded from the scope of the reporting obligation (however, the sale of such shares at the end of the lock-up period must be reported).

⁴ Under EU legislation on market abuse, listed companies must prepare and maintain an up-to-date list of Corporate Officers, Directors, High-Level Managers and persons having close links with them, which is separate from the list under Article 18 of EU Regulation no. 596/2014 of 16 April 2014 on market abuse described above, being specified that this list will be kept available for the AMF.

⁵ The exact definition of persons having close links with Directors, Corporate Officers and High-Level Managers subject to the reporting obligation is set by Articles 3.1.26 and 19 of the EU Regulation and Article R. 621-43-1 of the French Monetary and Financial Code.

Reporting of Transactions to the AMF

Corporate Officers, High-Level Managers and persons closely related to them are obliged to report Transactions to the AMF within three (3) working days following the date when the Transaction was carried out.

The Corporate Officers and High-Level Managers must send written notification of these obligations to the people who are closely related to them and must keep a copy of the notification.

The reporting form must be sent to the AMF via the Onde extranet accessible on the AMF website at the following address: <https://onde.amf-france.org/RemiseInformationEmetteur/Client/PTRemiseInformationEmetteur.aspx>
The transaction reported is published by the AMF on its website.

The Corporate Officers, the High-Level Managers and the persons who are closely related to them must send the Company a copy of their reporting form. In the case of ENGIE, this copy will be provided to the Compliance Officer at the same time as it is submitted to the AMF.

However, no reporting form is required where the cumulative amount of the transactions carried out over a calendar year by one of the persons concerned amounts to less than €20,000.

The reporting form has to specify:

- the name and position of the person who has carried out the Transaction (if this person is closely related to a Corporate Officer or a High-Level Manager, the identity of this person stating: "a person(s) related to ...", followed by the name and position of the Corporate Officer or High-Level Manager concerned);
- the name of the Company;
- the description of the financial instrument;
- the nature of the Transaction (for example, purchase or sale; it should be stated in particular whether these transactions result from the exercise of share subscription or purchase options and where applicable, in what proportions);
- the date and place of the Transaction; and
- the price and amount of each Transaction.

The persons concerned may ask the holder of their account (the institution which is the custodian of the securities) to report the Transactions, as required, on their behalf.

Provision of information to the Shareholders' Meeting

The Board of Directors' management report presented to the Shareholders' Meeting includes a statement with a summary providing a list of names, for each of the Transactions carried out during the past fiscal year by the Directors, the Chief Executive Officer, High-Level Managers and the persons closely related to them. The persons that are subject to this reporting obligation remain liable for the information communicated to ENGIE.

Registration

Pursuant to Article L. 225-109 of the French Commercial Code, Corporate Officers, their dependent minor children and spouses (where they are not legally separated) are obliged to register in their names all the shares in the Company that they hold.

III. List of insiders

Article 18 of European Regulation no. 596/2014 of 16 April 2014 on market abuse requires all issuers of securities to prepare, update and place at the disposal of the AMF, under the conditions of said Regulation, a list of the persons working for the issuer who have access to privileged information directly or indirectly concerning the Company and third parties acting in its name or on its behalf who have access to this information within the scope of their professional relations with the Company (the "List of Insiders"). The List of Insiders is provided in writing as soon as possible by the Company to the AMF when the AMF so requests.

The European Regulation provides that the List of Insiders should specify in particular:

- the name or corporate name of each person or entity concerned,
- the reason for their inclusion on the list, and
- the date and time when the list was created and updated.

The List of Insiders must be rapidly updated in the following cases: change of the ground justifying a person's inclusion on the list, addition of a new person to the list or removal of a person from the list (specifying the date on which such person ceases to have access to privileged information). Each update must specify the date and time when the changes were made. It must be kept for at least five years after it has been prepared or updated.

The Company must inform the persons concerned of their inclusion on the List of Insiders. Furthermore, the Company has the duty to inform the persons included on the List of Insiders of the rules applying to the holding, disclosure and use of privileged information and the sanctions that may be incurred in the event of any breach of these rules. This information is issued through these Rules, which is circulated to the persons concerned.

The persons on the List of Insiders must provide written acknowledgement of the corresponding legal and regulatory and that they are aware of the sanctions applicable to insider activities and to the unlawful disclosure of privileged information.