

# ENGIE EMPLOYEE SHARE OWNERSHIP PLAN

## LINK 2026

### Country supplement

#### USA

You have been invited to invest in shares of ENGIE S.A. in the context of the **2026 ENGIE Employee Share Ownership Plan** ("LINK 2026" or the "Offer").

This document contains local offer information and a summary of principal tax and social security consequences relating to participating in LINK 2026.

### GENERAL DISCLAIMER

*This document is provided to you in addition to the documents relating to LINK 2026 and in particular the information brochure and the Terms and Conditions of LINK 2026. For additional details, please refer to the Regulations of the International Group Savings Plan (Plan d'Epargne de Groupe International or "PEGI") of ENGIE. All documents are made available to you on the Offer website <https://link.engie.com/2026>.*

*If you do not understand either the contents of the documents (in particular, the information brochure, the Terms and Conditions of LINK 2026 and this country supplement) relating to LINK 2026, the nature of the investment, or the comparative risks and benefits associated with LINK 2026, you should contact an authorised financial advisor.*

*ENGIE shares are listed on Euronext Paris. The value of your investment will depend on the value of ENGIE shares and therefore implies a risk.*

*Neither your employer nor ENGIE can give you investment advice nor any guarantee as to the future price of the ENGIE share.*

## **Local Offer information**

### **1. Issuing Company**

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ENGIE S.A. (Euronext Paris: ENGI – ISIN code: FR0010208488), a French société anonyme with its registered office at 67 Rue Jules Ferry, 92250 La Garenne-Colombes, France, and identified at the Trade and Companies Registry under number 542 107 651 RCS Nanterre (hereinafter the "Company").

Information regarding the Company is available on its website ([www.engie.com](http://www.engie.com)) and in particular in the universal registration document available on this website.

### **2. Maximum amount**

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The maximum amount of the ENGIE shares to be offered to employees in the United States under LINK 2026 is limited so that the amount of USD 10 million provided by Rule 701 of the Securities Act of 1933 is respected for 2026 (calculation of the aggregate investments made in reliance on Rule 701 is based on a fixed 12-month period consisting of the calendar year). This limit applies in addition to the maximum amounts offered under LINK 2026 to all employees, as described in the LINK 2026 brochure.

In the event the participation requests exceed this limit, the reduction procedure indicated in the Terms and Conditions will apply.

### **3. Securities law notice**

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This document is directed at employees eligible to participate in LINK 2026 only.

The shares offered hereby will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under any state securities laws, and neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities or passed on the adequacy or accuracy of this Country Supplement or any other documents delivered to you in connection with LINK 2026. Any representation to the contrary is a criminal offense.

The shares are offered pursuant to exemptions provided by the Securities Act, and certain state securities laws and certain rules and regulations promulgated pursuant thereto. The securities may not be sold, transferred or otherwise disposed of within the United States in the absence of an effective registration statement under the Securities Act or an exemption from the registration requirements under the Securities Act and applicable state securities laws. In connection with any proposed sale or other transfer of the shares, the custodian, Société Générale, may require an opinion of U.S. counsel that an exemption from registration is available.

### **4. Exchange rate**

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Your participation in LINK 2026 is in Euro. Consequently, for the purposes of your participation, the amount of your payment in U.S. dollars (USD) will be converted into Euro using the exchange rate set by ENGIE on the date the Subscription Price is determined, planned to be on June 2, 2026.

Your investment can be affected (positively or negatively) by the fluctuations in the currency exchange rate between the Euro and the U.S. dollar. The value of your investment in U.S. dollars will depend on the exchange rate on the day of exit.

As a result, if the Euro has strengthened against the U.S. dollar, you will see a positive impact on the value of your investment because of the exchange rate, regardless of changes in the ENGIE share price. On the other hand, if the Euro has weakened against the U.S. dollar, you will see a potential negative impact because of the exchange rate.

## 5. Shares offered

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The ENGIE shares offered within the framework of LINK 2026 will be existing shares previously repurchased by the Company.

Existing shares offered within the framework of LINK 2026 are ordinary shares of the Company, listed on the Euronext Paris stock market.

## 6. Custody

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Your ENGIE shares will be held in your name in an account maintained by *Société Générale Securities Services* within the framework of the PEGI. More information regarding custody of your shares will be provided to you following the offering period.

As any shareholder of ENGIE S.A., you will benefit from the right to receive dividends, if any are paid out by ENGIE S.A., and the right to vote in the general shareholders' meetings.

## 7. Holding period and early release events

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In consideration of the benefits granted under LINK 2026, your investment must be held for a five-year period until July 29, 2031 inclusive, except in the case of the following early release events:

- Termination of your employment contract;<sup>1</sup>
- Your death; or
- Your disability<sup>2</sup>.

If applicable, you should not conclude that an early release event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing of the requisite supporting documentation.

Early releases are possible only after the completion of LINK 2026, which is scheduled to take place on July 30, 2026.

## 8. Labour law disclaimer

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Participation in LINK 2026 is completely voluntary. The LINK 2026 offer is made on a discretionary basis and does not form any part of your terms of employment. In particular, any benefits derived from LINK 2026 do not constitute salary for the purposes of any retirement or other benefit plans nor for the purposes of calculating any severance or similar payment. Your participation in LINK 2026 does not give rise to a contractual entitlement to continued employment.

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<sup>1</sup> Your employment contract will not be considered terminated unless you incur a "separation from service" within the meaning of U.S. Treasury Regulation section 1.409A-1(h).

<sup>2</sup> As determined in accordance with U.S. Treasury Regulation section 1.409A-3(i)(4).

## Tax Information

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*The following is a brief summary of the tax and social security regime that should apply to you if you are tax resident in the United States at all relevant times and participate in LINK 2026.*

*If you are not tax resident in the United States, you should consult your own tax advisor regarding the applicable tax regime. All employees should consult their own tax advisor regarding the potential tax implications of participating in LINK 2026.*

*This summary lists only some of the federal income tax and social security consequences that may result from participating in LINK 2026 and it is for informational purposes only. Therefore, this summary should not be treated as the opinion of your employer, its advisors or ENGIE S.A. nor should it be relied upon as being either complete or conclusive.*

*The tax and social security consequences listed below are described in accordance with the law and practices applicable in the United States in February 2026. These laws and practices may change over time.*

### 1. Taxation at the time of participation

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#### A. Discount

You will recognize U.S. federal ordinary **compensation income** in an amount equal to the excess of (i) the Reference Price over (ii) the price you paid for the shares.

The "discount" will be taxed at **U.S. federal ordinary income tax rates** (the same as other compensation, up to 37%) and will be subject to employment taxes. You will have an adjusted basis in each share equal to the sum of the acquisition price and the amount recognized as income by you for such share.

The amount of compensation recognized will be subject to applicable **employment taxes**, including Social Security and Medicare.

Your portion of social security taxes is paid at the rate of 6.2% up to the first \$184,500 of your wages for 2026. Wages in excess of \$184,500 are not subject to social security taxes. Your portion of Medicare taxes is paid at the rate of 1.45%. In addition, your portion of Medicare tax will be increased by 0.9% if you are a "high income" taxpayer<sup>3</sup>.

Your **employer will withhold both income tax and employment taxes** on the amount recognized as compensation. You will have to **report the income** on your annual tax return.

#### B. Matching contribution (Free Shares delivered immediately)

When Free Shares are delivered, you will be subject to individual **U.S. federal income tax as ordinary income** equal to the fair market value of Free Shares on the date of delivery.

Your **employer is required to withhold** income taxes from your wages at prescribed rates, as discussed above in the same manner as the discounted shares. The tax obligations may be satisfied by withholding shares to be delivered or other compensation owed to you. You will be **responsible for paying any amount of tax that you owe above the amount withheld** by your employer when you file your annual tax return with the U.S. Internal Revenue Service ("IRS") or, if earlier, at the time estimated tax payments are required.

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<sup>3</sup> Generally, for those whose tax filing status is "single", if they have adjusted gross income (AGI) of more than \$200,000; for married couples filing a joint return, if their AGI is more than \$250,000.

### C. Payment facility

The advance will be **considered a taxable benefit** if the amount of any financing extended by your employer combined with all other loans granted to you by your employer, **exceeds \$10,000**. In such a case, imputed interest will be imposed on the total amount of the advance, based on interest rates published by the IRS. The imputed interest will be considered part of your compensation.

## 2. Taxation during the 5-year lock-up period

### A. Taxation of dividends in France

Dividends paid by ENGIE S.A. on the ENGIE shares you hold, if any, will be **subject to a 12.8% withholding tax in France**.

### B. Taxation of dividends in the USA

Under the Offer, the **U.S. dollar value of any distributions** on the shares (paid out of current or accumulated earnings and profits of the Company (as determined for U.S. federal income tax purposes)), **before reduction for any French withholding tax** paid by the Company with respect thereto, will be **taxable as dividend income**.

Subject to certain limitations, you generally will be entitled to a **credit against, or deduction** in computing, your U.S. federal income tax liability **for any French withholding taxes** withheld by the Company.

Currently and through the 2026 taxable year, the maximum rate of tax on dividends paid by a U.S. corporation to individual U.S. shareholders is generally reduced to 20%. This tax rate may also apply to dividends paid by a non-U.S. corporation, such as the Company, to its individual U.S. shareholders if certain requirements are satisfied including, among others, such non-U.S. corporation not being a “passive foreign investment company” for U.S. federal income tax purposes.

In general, social security taxes are not imposed on dividend income. However, your dividend income may be subject to a 3.8% Medicare tax. This tax is imposed on net investment income, which generally includes income from dividends, if a taxpayer’s modified adjusted gross income is higher than a threshold amount. The amount of net investment income subject to this tax is the lesser of (a) total net investment income; or (b) the amount of a taxpayer’s modified adjusted gross income that exceeds \$200,000 (\$250,000 for married couples filing jointly) for 2026.

## 3. Taxation at the end of the 5-year lock-up period (or in case of early release)

Upon the sale of shares, the **capital gain** will be taxed as:

- Long-term capital gain at a maximum rate of 20%<sup>4</sup> if you sell the shares **more than one year** from the acquisition date.
- Short-term capital gain, at a maximum rate of 37% (your U.S. federal ordinary income rate) if you sell the shares **one year or less** from the acquisition date.

The one-year period starts as of the day after the shares are transferred to your account with the custodian. You will have to **report your gain or loss on your annual tax return**.

<sup>4</sup> The tax rate for long-term capital gains in the U.S. is currently 20% for individuals with taxable income above \$545,500 (\$613,700 for married couples filing jointly), 15% for individuals with taxable income more than \$49,450 but less than or equal to \$545,500 (more than \$98,900 but less than or equal to \$613,700 for married couples filing jointly) and 0% for individuals with taxable income up to \$49,450 (up to \$98,900 for married couples filing jointly) in 2026.

The capital gain is equal to positive difference between (i) the amount realized on the disposition and (ii) your tax basis in such shares (i.e. acquisition cost of such shares including both your investment and any amount recognized as income in connection with the purchase).

If the shares are sold at a loss (equal to the negative difference between the selling price and your tax basis in such shares), then the loss will be treated as a capital loss and will be long-term or short-term depending on whether the shares were held for one year prior to sale.

In general, **Social Security taxes are not imposed** on capital gains from the sale of shares. However, a **3.8% Medicare tax** will be applied on net investment income of certain high-income taxpayers, which would generally include any capital gains.

#### **4. Reporting obligations**

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In any year in which you recognize income or gains related to the ENGIE shares you acquired, you will be required to report the relevant amount(s) on your annual federal income tax form (e.g., Form 1040) and any applicable state or local tax form.

You may be required to report to the IRS certain information with respect to your ownership of the ENGIE shares. Generally, any such reporting would be filed with your annual tax return<sup>5</sup>. You should consult your own tax advisors regarding these rules and any other reporting requirements you may have as a result of your acquisition, ownership, or disposition of the shares.

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<sup>5</sup> The IRS requires taxpayers to include a Form 8938 with the annual federal income tax form to disclose "specified foreign financial assets" if the total foreign financial assets that an individual holds outside the United States exceed a minimum threshold that, depending on individual circumstances, can be as low as \$50,000. Generally, foreign securities, including ENGIE shares, and foreign financial accounts are considered to be "specified foreign financial assets".

In addition, the Bank Secrecy Act requires U.S. persons who own a foreign bank account, brokerage account, mutual fund, unit trust or other financial account to file a FinCEN Form 114, Report of Foreign Bank and Financial Accounts ("FBAR"), annually with the Department of Treasury if: (i) the person has a financial interest in or signature or other authority over one or more accounts in a foreign country, and (ii) the aggregate value of the person's foreign financial accounts exceeds \$10,000 at any time during the calendar year. FinCEN Form 114 must be filed electronically and is due April 15 following the year being reported on, subject to an automatic extension until October 15 available to all filers.

Foreign securities held in accounts maintained by U.S. financial institutions generally do not need to be counted against the filing thresholds for Form 8938 and FBAR.