

**[FORM OF CERTIFICATE
FOR EXCHANGE OR TRANSFER FROM RESTRICTED GLOBAL
NOTE TO UNRESTRICTED GLOBAL NOTE]
(exchanges or transfers pursuant to
Section 6(b)(i) of the Fiscal Agency Agreement)**

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New York, NY []

Re: ENGIE S.A.
[]% Notes due 20[] (the "Notes")

Reference is hereby made to the Fiscal Agency Agreement dated as of April 10, 2024 (the "Fiscal Agency Agreement") between ENGIE S.A. (the "Issuer") and Citibank, N.A., London Branch (the "Fiscal Agent"). Capitalized terms used but not defined herein shall have the meanings given to them in the Fiscal Agency Agreement.

This letter relates to \$_____ principal amount of Notes which are held through a beneficial interest in the Restricted Global Note (CUSIP No: []) (ISIN Code []) (Common Code No. []) with Depositary Trust Company ("DTC") in the name of [NAME OF TRANSFEROR] (the "Transferor"). The Transferor has requested an exchange or transfer of such beneficial interest for an interest in the Unrestricted Global Note (CUSIP No. []) with Depositary Trust Company ("DTC") (ISIN Code []) (Common Code []).

In connection with such request and in respect of such Notes, the Transferor does hereby certify that such exchange or transfer has been effected in accordance with the transfer restrictions set forth in the Notes and pursuant to and in accordance with Regulation S under the Securities Act ("Regulation S"), and accordingly the Transferor does hereby certify that:

- (1) the offer of the Notes was not made to a person in the United States;
- (2) (A) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the transferee was outside the United States, or
(B) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on our behalf knows that the transaction was pre-arranged with a buyer in the United States;
- (3) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable;
- (4) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and

(5) upon completion of the transaction, the beneficial interest being exchanged or transferred as described above was held with DTC, CUSIP _____ ISIN _____ (Common Code [_____]).

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the Initial Purchasers.

[Insert Name of Transferor]

By _____
Title
Name

Dated: _____, 202_
cc: ENGIE S.A.

**[FORM OF TRANSFER CERTIFICATE FOR TRANSFER OR
EXCHANGE FROM UNRESTRICTED GLOBAL NOTE TO RESTRICTED GLOBAL
NOTE]**

**(exchanges or transfers pursuant to
Section 6(b)(iii) of the Fiscal Agency Agreement)**

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New York, NY []

Re: ENGIE S.A.
[]% Notes due 20[] (the "Notes")

Reference is hereby made to the Fiscal Agency Agreement dated as of April 10, 2024 (the "Fiscal Agency Agreement") between ENGIE S.A. (the "Issuer") and Citibank, N.A., London Branch (the "Fiscal Agent"). Capitalized terms used but not defined herein shall have the meanings given to them in the Fiscal Agency Agreement.

This letter relates to \$_____ principal amount of Notes which are held in the form of the Unrestricted Global Note (CUSIP No. []) with Depositary Trust Company ("DTC") (ISIN Code []) (Common Code []) through DTC in the name of [NAME OF TRASFEROR] (the "Transferor"). The Transferor has requested an exchange or transfer of such beneficial interest in the Notes for an interest in the Restricted Global Note (CUSIP No: []) (ISIN Code []) (Common Code No. []).

In connection with such request, and in respect of such Notes, the Transferor does hereby certify that such Notes are being transferred in accordance with Rule 144A under the Securities Act ("Rule 144A") to a transferee that the Transferor reasonably believes is purchasing the Notes for its own account or an account with respect to which the transferee exercises sole investment discretion and the transferee and any such account is a "qualified institutional buyer" within the meaning of Rule 144A, in each case in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the Initial Purchasers.

[Insert Name of Transferor]

By _____
Title
Name

Dated: _____, 202__
cc: ENGIE S.A.