

# ENGIE EMPLOYEE SHARE OWNERSHIP PLAN

## LINK 2026

### Country supplement

#### INDIA

You have been invited to invest in shares of ENGIE S.A. through the subscription of units of the sub-fund Link Classic 2026 of the FCPE LINK INTERNATIONAL 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 your investment.

#### GENERAL DISCLAIMER

*This document is provided to you in addition to the documents relating to LINK 2026 and in particular the information brochure, the Terms and Conditions of LINK 2026 and the Key Information Document ("KID") of the sub-fund Link Classic 2026 of the FCPE LINK INTERNATIONAL. For additional details, please refer to the Regulations of the International Group Savings Plan (Plan d'Epargne de Groupe International or "PEGI") of ENGIE S.A.. 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, the KID 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 S.A. shares are listed on Euronext Paris. The value of your investment will depend on the value of ENGIE S.A. shares and therefore implies a risk.*

*Neither your employer nor ENGIE S.A. can give you or has given you any personal, financial, investment or tax advice nor any guarantee as to the future price of the ENGIE S.A. share. Please carefully read the information below before taking your investment decision.*

## 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**" or "**ENGIE**").

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. 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 Indian Rupee will be converted into Euro using the exchange rate set by ENGIE on the date the Subscription Price is determined, scheduled to be on 2 June 2026.

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

As a result, if the Euro has strengthened against the Indian Rupee, 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 Indian Rupee, you will see a potential negative impact because of the exchange rate.

### **3. Custody**

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The FCPE (*Fonds Commun de Placement d'Entreprise* in French) is a shareholding vehicle created under French law allowing employees to collectively hold their company shares.

The sub-fund Link Classic 2026 of the FCPE LINK INTERNATIONAL will acquire ENGIE shares and issue FCPE units to you that correspond to your investment.

During the life of your investment, voting rights attached to the shares held by the FCPE will be exercised at the General Shareholders meetings by the FCPE Supervisory Board.

#### **4. 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 29 July 2031 inclusive, except in the case of the following early release events:

- Marriage;
- Birth or arrival at home of a 3<sup>rd</sup> child (or more);
- Divorce or separation when it is accompanied by a court decision specifying that your home is to be the sole or shared ordinary place of residence of at least one child;
- Use of invested amounts for the purpose of creation of a certain type of business by you, your spouse or child;
- Use of invested amounts for the purpose of acquisition or enlargement of a main residence which includes the creation of new living space;
- Over-indebtedness acknowledged by a commission of over-indebtedness or a judge;
- Termination of your employment contract;
- Your death or the death of your spouse;
- Your disability, or the disability of your spouse or child;
- Domestic violence, as acknowledged by or giving rise to legal proceedings.

These early release events are defined by French law and must be interpreted and applied in a manner consistent with French law. 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.

Your request for early release must be made within 6 months of the event occurring, except in cases of termination of your employment contract, domestic violence, bankruptcy, disability or death, where your request may be made at any time. Each generating event may be invoked only once (relating at your choice, to all or a part of your assets).

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

#### **5. Labour law disclaimer**

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Please note that this LINK 2026 is provided to you by the French company and not directly by your local employer. The decision to include a beneficiary in this or in any future offering is taken by ENGIE, at its sole discretion. This LINK 2026 does not form part of your employment agreement and does not amend or supplement such agreement. Your participation in this LINK 2026 does not entitle you to future benefits or payments of a similar nature or value and does not entitle you to any compensation in the event that you lose your rights under this LINK 2026 as a result of the termination of your employment. Benefits or payments that you may receive or be eligible for under this LINK 2026 will not be taken into consideration in determining the amount of any future benefits, payments or other entitlements that may be due to you, if any (including in cases of termination of employment).

#### **6. Warning on tax collected at source ("TCS")**

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In view of recently introduced Tax Collected at Source ("**TCS**") provisions on Liberalized Remittance Scheme ("**LRS**") of the Reserve Bank of India ("**RBI**"), remittances under the Offer would be subject to TCS, if your total remittances under the LRS scheme in a financial year (April 1st, 2026-31st March 2027) exceeds INR 10 Lakhs (including remittances for the Offer), on the date you make the payment for the Offer.

The additional amount above this threshold will be subject to TCS at a rate of 20% as your income tax.

This means that you must pay 20% of the excess amount to the Authorized Dealer Bank (“**AD Bank**”), in addition to the amount of your personal contribution in the Offer.

Making this additional payment will be recovered from you by your employer which will make the required remittance on your behalf to the AD Bank handling the transfer of the subscription amounts abroad.

Because the calculation of the threshold that triggers TCS must take into account other payments made by you abroad under LRS in addition to your subscription to the Offer, as the case may be, it is your personal responsibility to ensure that your employer is informed of whether your subscription to the Offer triggers TCS, in whole or in part.

Also, **you must ensure that your aggregate remittances, in the financial year commencing on 1 April 2026, and ending on 31 March 2027, including those proposed to be made for participation in the Offer do not exceed USD 250,000.** Non-compliance may lead to penalties, interest and other legal implications as applicable.

It may be worthwhile to note that, if the TCS is collected, it would not be a cost to you as you would be able to claim refund/credit of such TCS when filing of your income tax return for that respective financial year – for more information, please refer to the tax section below.

## 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 India at all relevant times and participate in LINK 2026.*

*If you are not tax resident in India, you should consult your own tax advisor regarding the applicable tax regime.*

*This summary lists only some of the tax and social security consequences which may result from participating in LINK 2026 and it is for information 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 India as of January 2026. These laws and practices may change over time.*

### 1. Taxation at the time of participation

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#### A. Discount

The difference between the subscription price you pay and the fair market value (“**FMV**”) of such units on the specified date will be treated as a “perquisite” income and taxable in the hands of employees.

The valuation of "perquisite" income is calculated on the difference between:

- (i) the FMV of the FCPE units, as determined by a “category I merchant banker” registered with the Security and Exchange Board of India. The merchant banker will take into account all the parameters like the value of underlying shares in order to value the FCPE unit on the specified date (i.e. date of subscription of FCPE units or any date within 180 days earlier to the date of such subscription) as considerations; and
- (ii) the subscription amount you paid.

In other words:

**Amount of perquisite taxable = (fair market value of the FCPE units x total number of FCPE units received) - price paid in total for purchase.**

Such perquisite is subject to taxation at a progressive slab rate applicable to employees as per the New Tax Regime which has been made as a default tax regime from FY 2025-26. The proposed applicable rates for FY 2025-26 are as under:

- For income up to INR 4,00,000- Nil tax is payable.
- For income between INR 4,00,001 and INR 8,00,000 – rate is 5%.
- For income between INR 8,00,001 and INR 12,00,000 – rate is 10%.
- For income between INR 12,00,001 and INR 16,00,000 – rate is 15%.
- For income between INR 16,00,001 and INR 20,00,000 – rate is 20%.
- For income between INR 20,00,001 and INR 24,00,000 – rate is 25%.
- For income above INR 24,00,000 – rate is 30%.

The aforementioned rates will be effective from April 01, 2026, and are subject to increase by applicable surcharge and cess.

Alternatively, employees can also opt to pay tax at slightly higher tax slab rates with certain exemption and deduction available ("Old Tax Regime"). The tax rates for the Old Tax Regime are as follows:

- For income up to INR 250,000 - nil tax is payable.
- For income between INR 250,001 and INR 500,000- tax rate is 5%.
- For income between INR 500,001 and INR 1,000,000- tax rate is 20%.
- For income exceeding INR 10,00,001- tax rate is 30%.

In case of every individual employee having a total income exceeding : (i) INR 5,000,000 but not exceeding INR 10,000,000, the total income tax payable will be increased by a surcharge of 10%; (ii) income exceeding INR 10,000,000 but not exceeding INR 20,000,000, the total income tax payable will be increased by a surcharge of 15% of such income tax; (iii) income exceeding INR 20,000,000 but not exceeding INR 50,000,000, the total income tax payable will be increased by a surcharge of 25% of such income tax; and (iv) income exceeding INR 50,000,000, the total income tax payable will be increased by 37%.

Further, the maximum rate of surcharge under the New Tax Regime is capped at 25%.

Please note that such tax rates may change as tax rates applicable in respect of a previous year are fixed by the Finance Act passed by the Parliament of India for such previous year.

The amount of the tax (including surcharge and health and education cess) payable by you will be withheld by your employer.

If TCS has been collected at the time of inception to the Offer, this amount will be available for credit against any income tax payable by you in the relevant financial year in which TCS is collected.

No Social Security charges will apply.<sup>1</sup>

## **B. Matching Contribution (Free Shares delivered directly into the FCPE)**

The Matching Contribution will increase the value of the FCPE units allotted to you and will therefore become one of the factors for arriving at the value of "perquisite", to be **taxed in the same manner as described above for the Discount.**

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

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### **A. Taxation of dividends in France**

Dividends reinvested by the FCPE will **not be subject to taxation at the time of reinvestment.**

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<sup>1</sup> Please note that the employment laws in India have been re-enacted, however the rules governing the social security contributions are yet to be notified. While there is not likely to be an impact on social security charges under the new regime on account of an employee's participation in the offering, this would have to be reconfirmed once the relevant rules are notified.

## **B. Taxation of dividends in India**

Despite reinvestment of dividends in the FCPE, you will need to include dividends in your taxable income under the head 'Income from Other Sources' and pay tax accordingly as per the applicable slab rate, surcharge and cess (such as described for acquired shares above). The maximum surcharge applicable for individuals having dividend income is 15%.

No employer withholding obligation applies to dividend income. You shall report dividend income in your annual income tax return and pay the corresponding tax individually.

## **3. Redemption of your FCPE units as from the end of the 5-year lock-up period (or in case of early release)**

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The proceeds from redemption of FCPE units will be subject to tax as capital gains.

Tax base for computation of capital gains will take into account the FMV of the FCPE unit on which tax on perquisite has been paid by you at the time of allotment of shares. Accordingly, capital gains tax will be payable on the consideration received on redemption of units as reduced by the "cost of acquisition" (*i.e.*, FMV, see below).

Corresponding taxation will depend on how long FCPE units are held:

- If FCPE units are held for more than 24 months, gains will be treated as long-term capital gains subject to taxation at the rate of 12.5%, plus the applicable surcharge and cess (such as described for the Discount above). The maximum surcharge applicable for individuals earning such long-term capital gains is 15%.
- If FCPE units are redeemed within 24 months of their purchase, gain will be treated as short-term capital gain, taxable as per the applicable slab rates to you (such as described for the Discount).

Please note that for FCPE units resulting from the reinvestment of the dividends into the FCPE, the holding period of those units should be computed from the date of issuance of those new units. For example, if a dividend is paid to the FCPE by ENGIE on 3 May 2027, this dividend will result in the issuance of new FCPE units. The holding period to assess if the gain should be treated as long-term capital gains or not should be computed from 3 May 2027.

No employer withholding obligation applies on capital gains. You shall report capital gains in your annual income tax return and pay the corresponding tax individually.

## **4. Reporting obligations**

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Every resident person having any asset (including financial asset) located outside India is mandatorily required to file their annual income tax return in India and disclose such holding in such return in the schedule 'FA'. FCPE units issued to you fall in the category of "financial assets held abroad" and will have to be disclosed by you in your tax return filed for the financial years pertaining to the period of holding.

You will also need to report/disclose capital gains at the time of redemption of units and the receipt of dividends in your annual income tax return.