



**ENGIE EPS S.A.**

**French *société anonyme* organized with a Board of Directors**  
**Share capital of 2,553,372 euros**  
**Registered office: 28, rue de Londres, 75009 Paris**  
**808 631 691 RCS Paris**

**(the « Company »)**

<p style="text-align: center;"><b>TEXT OF RESOLUTIONS TO BE SUBMITTED</b> <b>TO THE ORDINARY ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING</b> <b>OF 1 JULY 2020</b></p>
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## **AGENDA**

### **(I) RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY MEETING OF SHAREHOLDERS**

- Approval of the individual financial statements of the Company for the financial year ended on 31 December 2019 and discharge to the members of the Board of Directors (Resolution n°1);
- Approval of the consolidated financial statements of the Company for the financial year ended on 31 December 2019 (Resolution n°2);
- Allocation of the results of the financial year ended on 31 December 2019 (Resolution n°3);
- Regulated agreements referred to under Articles L.225-38 et seq. of the French Commercial Code (Resolution n°4);
- Approval of the expenses and charges referred to under Article 39-4 of the French General Tax Code (Resolution n°5);
- Determination of the attendance fees (Resolution n°6);
- Ratification of the co-opting of a Director, Mrs. Alice Tagger (Resolution n°7);
- Non-renewal of the Board mandate of Mrs. Cristina Tomassini (Resolution n°8);
- Non-renewal of the Board mandate of Mrs. Csilla Kohalmi-Monfils (Resolution n°9);
- Renewal of the Board mandate of Mr. Massimo Prelz Oltramonti (Resolution n°10);
- Ratification of the resignation of Mr. Jean Rappe as Director (Resolution n°11);
- Appointment of a new Director, Mrs. Carly Wishart (Resolution n°12);
- Appointment of a new Director, Mrs. Mireille Van Staeyen (Resolution n°13);
- Appointment of a new Director, Mr. Luigi Michi (Resolution n°14);
- Approval of the compensation policy applicable to the corporate officers (*mandataires sociaux*) for the 2020 financial year (Resolution n°15);

**Unofficial translation for your information purposes only**

- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2020 financial year (Resolution n°16);
- Approval of the compensation policy applicable to the Chief Executive Officer for the 2020 financial year (Resolution n°17);
- Approval of the compensation policy applicable to the members of the Board of Directors for the 2020 financial year (Resolution n° 18);
- Approval of the overall compensation and benefits of all kind granted to the corporate officers (*mandataires sociaux*) for the 2019 financial year (Resolution n°19);
- Approval of the overall compensation and benefits of all kind granted to the Chief Executive Officer for the 2019 financial year (Resolution n°20);
- Appointment of Deloitte & Associés as principal Statutory Auditor (Resolution n°21);
- Ratification of the transfer of the registered office (Resolution n°22);
- Authorisation to be given to the Board of Directors for the purchase by the Company of its own shares (Resolution n°23).

**(II) RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY MEETING OF SHAREHOLDERS**

- Delegation of authority to the Board of Directors for the purpose of reducing the share capital through share cancellation as part of the authorization to purchase its own shares (Resolution n°24);
- Powers for formalities (Resolution n°25).

## **RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY MEETING OF SHAREHOLDERS**

### **1. FIRST RESOLUTION**

#### **Approval of the individual financial statements of the Company for the financial year ended on 31 December 2019 and discharge to the members of the Board of Directors**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed:

- the Board of Directors' management report on the activity and situation of the Company during the financial year ended on 31 December 2019 and on the financial statements of such financial year,
- the report on corporate governance attached to the above-mentioned management report and provided for under Article L.225-37 of the French Commercial Code, and
- the reports of the statutory auditors regarding the execution of their mission during such financial year;

**approves** the above-mentioned reports, the individual financial statements of the Company for the financial year ended on 31 December 2019, as they have been presented, which show a net accounting loss amounting to 13,831,595 Euros, as well as the transactions reflected in such financial statements and summarized in such reports.

As a result of such approval, the shareholders' meeting grants a general discharge, without reserve, to the members of the Board of Directors, regarding the execution of their office during this financial year.

### **2. SECOND RESOLUTION**

#### **Approval of the consolidated financial statements of the Company for the financial year ended on 31 December 2019**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed:

- the Board of Directors' management report on the activity and situation of the group during the financial year ended on 31 December 2019 and on the consolidated financial statements of such financial year, and
- the reports of the statutory auditors regarding such consolidated financial statements;

**approves** the above-mentioned reports, the consolidated financial statements, as they have been presented, drawn up pursuant to Article L.233-16 *et seq.* of the French Commercial Code, which show a net consolidated accounting loss amounting to 14,644,285 Euros, as well as the transactions reflected in such consolidated financial statements and summarized in such reports.

### 3. THIRD RESOLUTION

#### **Allocation of the results of the financial year ended on 31 December 2019**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' reports;

**having acknowledged** that the net accounting loss for the financial year ended on 31 December 2019 amounts to 13,831,595 Euros;

**decides** to allocate this loss of the financial year which amounts to 13,831,595 Euros to the "Retained Earnings" account, which will increase from 10,352,826 Euros to 24,184,421 Euros. Pursuant to Article 243 *bis* of the French General Tax Code, the shareholders' meeting acknowledges that it has been reminded that no dividend has been paid since the Company's incorporation.

### 4. FOURTH RESOLUTION

#### **Regulated agreements referred to under Articles L.225-38 *et seq.* of the French Commercial Code**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed the statutory auditors' special report on the regulated agreements referred to under Articles L.225-38 *et seq.* of the French Commercial Code;

**expressly approves** the content of such report, in all its terms, and the agreements which are referred therein.

### 5. FIFTH RESOLUTION

#### **Approval of the expenses and charges referred to under Article 39-4 of the French General Tax Code**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' reports, and pursuant to Article 223 *quater* of the French General Tax Code;

**acknowledges** the fact that the Company has not incurred any expense or charge referred to under Article 39-4 of the said code during the last financial year.

### 6. SIXTH RESOLUTION

#### **Determination of the attendance fees**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' reports;

**decides** to set at 120,000 Euros the maximum amount of attendance fees allocated to the board members for the 2020 financial year and for each subsequent financial year until otherwise decided by the shareholders' ordinary meeting.

## 7. SEVENTH RESOLUTION

### **Ratification of the co-opting of a Director, Mrs. Alice Tagger**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and acknowledging the resignation of Mrs Elise Collange as Director, which became effective on 10 March 2020;

**ratifies** the temporary appointment made pursuant to Article L.225-24 of the French Commercial Code, by decision of the Board of Directors on 19 March 2020 as a Director, of:

- Mrs. Alice Tagger, born on 07 September 1974, French, residing at 30, rue Alexandre Guilmant, 92190 Meudon, France,

until the end of the General Meeting called to approve the financial statements for the year ended 31 December 2020.

Mrs. Alice Tagger has already indicated that she agrees to assume these functions if they are entrusted to her by the present meeting and that she is not affected by any measure or provision likely to prohibit her for exercising these functions within the Company.

## 8. EIGHTH RESOLUTION

Non-renewal of the board **mandate** of Mrs. Cristina Tomassini

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, decides not to renew Mrs. Cristina Tomassini as Director. Her mandate will cease at the end of the present shareholders' meeting.

## 9. NINTH RESOLUTION

### **Non-renewal of the board mandate of Mrs. Csilla Kohalmi-Monfils**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, decides not to renew Mrs. Csilla Kohalmi-Monfils as Director. Her mandate will cease at the end of the present shareholders' meeting.

## 10. TENTH RESOLUTION

### **Renewal of the board mandate of Mr. Massimo Prelz Oltramonti**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, decides to renew Mr. Massimo Prelz Oltramonti as Director, for a new term of three (3) years, expiring at the end of the shareholders' meeting held in 2023 to be called to approve the financial statements for the year ending 31 December 2022,

Mr. Massimo Prelz Oltramonti has already indicated that he agrees to assume these functions if they are entrusted to him by the present meeting and that he is not affected by any measure or provision likely to prohibit him for exercising these functions within the Company.

## 11. ELEVENTH RESOLUTION

### **Ratification of the resignation of Mr. Jean Rappe as Director**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, and after acknowledging the resignation of Mr. Jean Rappe as Director, ratifies this resignation, which will become effective at the end of the present shareholders' meeting.

## 12. TWELFTH RESOLUTION

### **Appointment of a new Director, Mrs. Carly Wishart**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and after acknowledging the non-renewal of Mrs. Cristina Tomassini,

**appoints** as Director, for a term of three (3) years, expiring at the end of the shareholder's meeting held in 2023 to be called to approve the financial statements for the year ending 31 December 2022,

- Carly Wishart, born on 24 May 1976, Australian, residing at 298 Beach Road, #19-11, Singapore, 199554.

Carly Wishart has already indicated that she agrees to assume these functions if they are entrusted to her by the present meeting and that she is not affected by any measure or provision likely to prohibit her for exercising these functions within the Company.

## 13. THIRTEENTH RESOLUTION

### **Appointment of a new Director, Mrs. Mireille Van Staeyen**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and after acknowledging the non-renewal of Mrs. Csilla Kohalmi-Monfils,

**appoints** as Director, for a term of three (3) years, expiring at the end of the shareholder's meeting held in 2023 to be called to approve the financial statements for the year ending 31 December 2022,

- Mireille Van Staeyen, born on 18 June 1969, Belgian, residing at Marcel de Backestraat 2A, 2180 Ekeren, Belgium.

Mireille Van Staeyen has already indicated that she agrees to assume these functions if they are entrusted to her by the present meeting and that she is not affected by any measure or provision likely to prohibit her for exercising these functions within the Company.

## 14. FOURTEENTH RESOLUTION

### **Appointment of a new Director, Mr. Luigi Michi**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and after acknowledging the resignation of Mr. Jean Rappe,

**appoints** as Director, for a term of three (3) years, expiring at the end of the shareholder's meeting held in 2023 to be called to approve the financial statements for the year ending 31 December 2022,

- Luigi Michi, born on 4 November 1958, Italian, residing at Viale Liegi, 7 – 00198 Rome, Italy.

Luigi Michi has already indicated that he agrees to assume these functions if they are entrusted to him by the present meeting and that he is not affected by any measure or provision likely to prohibit him for exercising these functions within the Company.

#### **15. FIFTEENTH RESOLUTION**

##### **Approval of the compensation policy applicable to the corporate officers (*mandataires sociaux*) for the 2020 financial year**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.225-37-2 II of the French Commercial Code;

**approves** the compensation policy applicable to the corporate officers (*mandataires sociaux*) for the 2020 financial year, as described in section 3.1 of the Corporate Governance Report attached to the report referred to in Article L.225-37 of the French Commercial Code.

#### **16. SIXTEENTH RESOLUTION**

##### **Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2020 financial year**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.225-37-2 II of the French Commercial Code;

**approves** the compensation policy applicable to Mr. Thierry Kalfon, in his quality of Chairman of the Board of Directors for the 2020 financial year, as described in paragraph 3.1.1 of the Corporate Governance Report attached to the report referred to in Article L.225-37 of the French Commercial Code.

#### **17. SEVENTEENTH RESOLUTION**

##### **Approval of the compensation policy applicable to the Chief Executive Officer for the 2020 financial year**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.225-37-2 II of the French Commercial Code;

**approves** the compensation policy applicable to Mr. Carlalberto Guglielminotti, in his quality of Chief Executive Officer for the 2020 financial year, as described in paragraph 3.1.3 of the Corporate Governance Report attached to the report referred to in Article L.225-37 of the French Commercial Code.

#### **18. EIGHTEENTH RESOLUTION**

##### **Approval of the compensation policy applicable to the members of the Board of Directors for the 2020 financial year**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.225-37-2 II of the French Commercial Code;

**approves** the compensation policy applicable to the members of the Board of Directors for the 2020

financial year, as described in paragraph 3.1.2 of the Corporate Governance Report attached to the report referred to in Article L.225-37 of the French Commercial Code.

#### **19. NINETEENTH RESOLUTION**

##### **Approval of the overall compensation and benefits of all kind granted to the corporate officers (*mandataires sociaux*) for the 2019 financial year**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.225-100 II of the French Commercial Code;

**approves** the fixed, variable and extraordinary components of overall compensation and benefits of all kind granted for the financial year 2019 to the corporate officers (*mandataires sociaux*), as described in paragraph 3.2.1 of the Corporate Governance Report attached to the report referred in Article L.225-37 of the French Commercial Code.

#### **20. TWENTIETH RESOLUTION**

##### **Approval of the overall compensation and benefits of all kind granted to the Chief Executive Officer for the 2019 financial year**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.225-100 III of the French Commercial Code;

**approves** the overall compensation and benefits of all kind granted for the financial year 2019 to Mr. Carlalberto Guglielminotti, in his quality of Chief Executive Officer, as described in paragraph 3.2.5 of the Corporate Governance Report attached to the report referred to in Article L.225-37 of the French Commercial Code.

#### **21. TWENTY- FIRST RESOLUTION**

##### **Appointment of Deloitte & Associés as principal Statutory Auditors**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.225-228 of the French Commercial Code and acknowledging the expiration of the mandate of BDO Paris Audit & Advisory, principal Statutory Auditor of the Company and having reviewed the report of the Board of Directors;

**approves** the appointment of Deloitte & Associés as principal Statutory Auditor of the Company, for a term of six (6) years, expiring at the end of the shareholders' meeting held in 2026 to be called to approve the financial statements for the year ending 31 December 2025,

- Deloitte & Associés, Tour Majunga, 6 Place de la Pyramide, 92908 Paris-la-Défense Cedex Puteaux, France

The Statutory Auditor informed the Company in advance that it would accept such appointment.

## 22. TWENTY-SECOND RESOLUTION

### **Ratification of the transfer of the registered office**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings;

**ratifies** the transfer of the registered office of the Company made by decision of the Board of Directors on 30 September 2019, from 115, rue Réaumur, 75002 Paris, to 28, rue de Londres, 75009 Paris, and the related amendment made to the article 4 of Articles of Association as follows:

#### **“ARTICLE 4 REGISTERED OFFICE**

*The registered office is at 28, rue de Londres, 75009 Paris, France.*

*It may be relocated to any other location in the city of Paris or in a neighbouring area (département) by decision of the Board of Directors, provided that such decision is ratified by the next ordinary general meeting of shareholders. The Board of Directors is authorised to modify the articles of association as a result of a relocation decided by it.”*

## 23. TWENTY-THIRD RESOLUTION

### **Authorisation to be given to the Board of Directors for the purchase by the Company of its own shares**

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed the reports of the Board of Directors;

**decides** to authorise the Board of Directors, with the power to sub-delegate, pursuant to the conditions set forth under articles L. 225-209 *et seq.* of the French Commercial Code, to purchase the Company's shares through the implementation of a share repurchase program;

#### **decides:**

- the maximum purchase price (excluding expenses and fees) per share is set at 15.00 Euros; and
- the maximum amount of funds allocated to the implementation of this share repurchase program may not exceed 1,500,000 Euros;

**decides** to delegate to the Board of Directors, with the power to sub-delegate, pursuant to the conditions set forth under articles L. 225-209 of the French Commercial Code, in the event of a change in the nominal share value, a share capital increase by incorporation of reserves, an allocation of free shares, a split or reverse split of securities, a distribution of reserves or of any other assets, a capital amortization or any other transaction affecting shareholders' equity, the power to adjust the purchase price mentioned above in order to take into account the effect of those transactions on the value of the share;

**decides** that the Company may purchase a number of shares such that:

- the maximum number of shares that may be acquired pursuant to this authorization may not exceed ten percent (10%) of the total number of shares comprising the Company's share capital and five percent (5%) of the total number of shares comprising the Company's share capital for the acquisitions made to retain shares and to subsequently use them as payment or in an exchange in the context of a merger, split or contribution transaction; it being specified

that (i) these limits apply to an amount of the Company's share capital that will be adjusted, if necessary, to take into account those transactions that will affect the share capital subsequent to this Shareholders' Meeting, and (ii) when the shares are bought back to promote liquidity under the conditions set out by the General Regulations ("*Règlement Général*") of the French *Autorité des marchés financiers*, the number of shares taken into account to calculate the above mentioned 10% limit corresponds to the number of shares purchased, minus the number of shares re-sold during the authorization period; and

- the acquisitions carried out by the Company must not result in the Company holding, at any moment whatsoever, directly or indirectly, more than ten percent (10%) of its share capital.

**acknowledges** that his authorization is intended to allow the Company to pursue the following objectives, in compliance with applicable legislative and regulatory provisions:

- (i) to retain the Company's shares that will have been purchased and to use them in exchange or in payment within the context of potential external growth transactions, in accordance with stock market regulations;
- (ii) to deliver shares upon the exercise of rights attached to securities giving access to the share capital of the Company;
- (iii) to allocate shares to employees or corporate officers of the Company or its subsidiaries in accordance with the terms and conditions set forth by law, in particular with respect to the allocation of free shares, the participation in the profits resulting from the expansion of the business, the stock option plans or through a company savings plan;
- (iv) to ensure liquidity and to promote the secondary market for the Company's securities, which would be accomplished by an investment services provider acting under a liquidity contract in compliance with the ethics charter approved by the French *Autorité des marchés financiers*;
- (v) to cancel all or part of the repurchased securities, provided the twenty-fourth resolution below is adopted; and
- (vi) to accomplish all other authorized goals or goals that could become authorized by law or recognized or that would be recognized as a market practice by the French *Autorité des Marchés Financiers*, in which case the Company would inform its shareholders by way of a press release;

**decides** that these purchase, sale, exchange or transfer transactions may be carried out in any manner, in one or several instalments, that is, either on the regulated market, on a multilateral trading facility, through a systematic internalizer or through an over-the-counter transaction, such as an acquisition or block trades, or by resorting to financial instruments, in particular financial derivatives negotiated on a regulated market, on a multilateral trading facility, through a systematic internalizer or through an over-the-counter transaction or by resorting to warrants, in compliance with the conditions set forth by the legislative and regulatory provisions that are applicable on the date of the considered transactions and during the periods set by the Company's Board of Directors or by the person to whom the Board of Directors delegated its authority. The maximum portion of the share capital acquired or transferred in the form of blocks trades can be the total amount of the repurchase program;

**grants** full powers to the Board of Directors, along with the power to sub-delegate pursuant to the conditions set forth in article L. 225-209 of the French Commercial Code, to decide and implement this authorization, to specify, if necessary, its terms and, in particular, to place any on or off-market orders, to allocate or reallocate purchased shares to the various set objectives, in accordance with

applicable laws and regulations, to enter into any agreements, particularly for the purpose of maintaining share purchase and sale registries, to complete any formalities or statements with any agencies, particularly the French *Autorité des marchés financiers* and, in general, to take any necessary action in order to complete the transactions carried out pursuant to this authorization;

**grants** also full powers to the Board of Directors, if the law or the French *Autorité des marchés financiers* were to extend or supplement to the authorized objectives for share repurchase programs, to inform the public of any changes to the repurchase program concerning the modified objectives, in accordance with applicable laws and regulations;

**acknowledges** that the Board of Directors shall inform, every year, the shareholders' meeting, in its management report, of the completion of the share repurchase transactions carried out pursuant to this authorization;

**acknowledges** that this delegation invalidates any prior delegation having the same purpose; and

**sets** the duration of validity of the present authorization at eighteen (18) months starting from the present shareholders' meeting.

## RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY MEETING OF SHAREHOLDERS

### 24. TWENTY-FOURTH RESOLUTION

#### **Delegation of authority to the Board of Directors for the purpose of reducing the share capital through share cancellation as part of the authorization to purchase its own shares**

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings:

- having reviewed the report of the Board of Directors and the auditors' special report,
- pursuant to the provisions of Articles L.225-209 et seq. of the French Commercial Code, and
- subject to the adoption of the twenty-third resolution abovementioned;

**authorizes** the Board of Directors to reduce the share capital in one or several instalments, up to the 10% limit of the existing share capital at the cancellation decision date (in other words adjusted according to the transactions carried out on the share capital since the adoption of the present resolution) in periods of twenty-fourth (24) months, through the cancellation of the shares held or likely to be held by the Company following repurchases made pursuant to Articles L.225-209 *et seq.* of the French Commercial Code, in accordance with the provisions set forth by applicable legal and regulatory provisions;

**decides** that any excess of the purchase price of the ordinary shares on the nominal value will be deducted from any reserves and premiums, including the legal reserve, up to the limit of 10% of the share capital reduction carried out;

**grants** full powers to the Board of Directors, with the power to sub-delegate in accordance with the conditions set forth by law, to:

- carry out the transactions necessary to such cancellations and corresponding reductions to the share capital,
- determine the final amount of the share capital reduction, to set the terms and conditions thereof and to record its achievement,
- deduct the difference between the purchase price of the shares cancelled and their nominal value from any reserves and premiums, and
- modify, as a result, the Articles of association of the Company and complete all required formalities;
- acknowledges that this delegation invalidates any prior delegation having the same purpose; and

**decides** that the present authorization is valid for a period of eighteen (18) months starting from the date of the present shareholders' meeting.

**25. TWENTY- FIFTH RESOLUTION**

**Powers for formalities**

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings;

**grants** full powers to the holder of an original or an excerpt of these minutes, in order to complete all the filing and posting legal formalities at the Paris Commercial Court (*Tribunal de Commerce de Paris*).