

Final Terms dated 6 June 2017



ENGIE

Issue of EUR 100,000,000 1.625 per cent. Notes due 2032
under the Euro 25,000,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 11 October 2016 which has received visa no. 16-474 from the *Autorité des marchés financiers* (the “**AMF**”) on 11 October 2016 and the supplements to it dated 30 November 2016, 14 March 2017 and 16 May 2017 which have received visa no. 16-562, 17-094 and 17-199, respectively from the AMF on 30 November 2016, 14 March 2017 and 16 May 2017, respectively, which together constitute a base prospectus for the purposes of the Directive 2003/71/EC as amended (the “**Prospectus Directive**”), (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented by the supplements. The Base Prospectus and the supplements to the Base Prospectus are available for viewing on the website of the AMF (www.amf-france.org) and of ENGIE (www.engie.com) and printed copies may be obtained from ENGIE at 1, place Samuel de Champlain, 92400 Courbevoie, France.

1. Issuer: ENGIE
2. (i) Series Number: 76
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro (“EUR”)
4. Aggregate Nominal Amount:
(i) Series: EUR 100,000,000
(ii) Tranche: EUR 100,000,000
5. Issue Price: 99.329 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: EUR 100,000
7. (i) Issue Date: 7 June 2017
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 7 June 2032
9. Interest Basis: 1.625 per cent. Fixed Rate
(further particulars specified below)
10. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest Basis: Not Applicable
12. Put/Call Options: Make-Whole Redemption by the Issuer
Issuer Residual Maturity Call Option
Clean-Up Call Option
(further particulars specified below)
13. (i) Status of the Notes: Unsubordinated
(ii) Date of Board approval for issuance of Notes obtained: Resolution of the Board of Directors (*Conseil d’Administration*) of the Issuer dated 14 December 2016 and decision of Mrs Isabelle Kocher in her capacity as *Directeur Général* of the Issuer dated 1st June 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
(i) Rate of Interest: 1.625 per cent. per annum payable in arrear on each Interest Payment Date
(ii) Interest Payment Date(s): 7 June in each year, commencing on 7 June 2018 to and including the Maturity Date

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| | (iii) Fixed Coupon Amount: | EUR 1,625 per EUR 100,000 in nominal amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Dates: | 7 June in each year |
| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions | Not Applicable |
| 17. | Inflation Linked Interest Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 18. | Call Option | Not Applicable |
| 19. | Make-Whole Redemption by the Issuer | Applicable |
| | (i) Notice period: | As per Conditions |
| | (ii) Reference Rate: | German Government Bund DBR 5.5 per cent. due 4 January 2031 (DE0001135176) |
| | (iii) Redemption Margin: | 0.20 per cent. |
| | (iv) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent): | Not Applicable |
| 20. | Residual Maturity Call Option | Applicable |
| | (i) Call Option Date: | 1 March 2032 |
| | (ii) Notice period: | As per Conditions |
| 21. | Put Option | Not Applicable |
| 22. | Change of Control Put Option | Not Applicable |
| 23. | Clean-Up Call Option | Applicable |
| | (i) Clean-Up Call Percentage: | 80 per cent. |

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| | (ii) Early Redemption Amount: | EUR 100,000 per Note |
| 24. | Final Redemption Amount of each Note | EUR 100,000 per Note |
| 25. | Early Redemption Amount | |
| | (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(l)) or on event of default (Condition 9): | As per Conditions |
| | (ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(h)): | Yes |
| | (iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)): | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 26. | Form of Notes: | Dematerialised Notes |
| | (i) Form of Dematerialised Notes: | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent | Not Applicable |
| | (iii) Temporary Global Certificate: | Not Applicable |
| | (iv) Applicable TEFRA exemption: | Not Applicable |
| 27. | Financial Centre(s) (Condition 7(h)): | Not Applicable |
| 28. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |

29. Details relating to Instalment Notes: Not Applicable
30. Redenomination, renominatisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: Not Applicable
32. Masse (Condition 11): Contractual *Masse* shall apply

Name and address of the Representative:

MASSQUOTE S.A.S.U
RCS 529 065 880 Nanterre
7bis rue de Neuilly
F-92110 Clichy

Mailing address:

33, rue Anna Jacquin
92100 Boulogne Billiancourt
France

Represented by its Chairman

Name and address of the alternate Representative:

Gilbert Labachotte
8 Boulevard Jourdan
75014 Paris

The Representative will receive a remuneration of
EUR 450 (VAT excluded) per year.

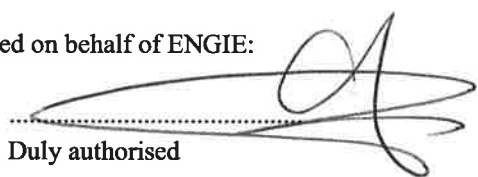
RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of ENGIE:

By:

Duly authorised



Grégoire de Thier

PART B – OTHER INFORMATION

1. (i) **Listing and admission to trading** Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.

(ii) **Estimate of total expenses related to admission to trading:** EUR 7,600

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S & P: A-

Moody's: A2

Each of S&P and Moody's is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: See "Use of Proceeds" wording in Prospectus

(ii) Estimated net proceeds: EUR 99,329,000

(iii) Estimated total expenses: EUR 12,600

5. YIELD

Indication of yield: 1.676 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

8. OPERATIONAL INFORMATION

ISIN: FR0013260767

Common Code: 162803107

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the Not Applicable

relevant identification
number(s):

Delivery: Free of payment

Names and addresses of
additional Paying Agent(s)
(if any): Not Applicable

9. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated:

(A) Names of Managers: Barclays Bank PLC

(B) Stabilising Manager
if any: Not Applicable

(iii) If non-syndicated,
name and address of
Dealer: Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB
United Kingdom

(iv) US Selling
Restrictions(Categories of
potential investors to which
the Notes are offered): Reg. S Compliance Category 2 applies to the Notes;
TEFRA not applicable