

Final Terms dated 26 September 2017



ENGIE

Issue of €750,000,000 1.375 per cent. Notes due 28 February 2029
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, the First Supplement to it dated 30 November 2016 which has received visa no. 16-562 from the AMF on 30 November 2016, the Second Supplement to it dated 13 March 2017 which has received visa no. 17-094 from the AMF on 13 March 2017, the Third Supplement to it dated 16 May 2017 which has received visa no. 17-199 from the AMF on 16 May 2017 and the Fourth Supplement to it dated 18 September 2017 which has received visa no. 17-495 from the AMF on 18 September 2017 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 as supplemented by the supplements. 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.

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| 1. | Issuer: | ENGIE |
| 2. | (i) Series Number: | 78 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro (“€”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | €750,000,000 |
| | (ii) Tranche: | €750,000,000 |
| 5. | Issue Price: | 99.437 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denominations: | €100,000 |
| 7. | (i) Issue Date: | 28 September 2017 |

	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 February 2029
9.	Interest Basis:	1.375 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 (<i>Conseil d'Administration</i>) of the Issuer dated 14 December 2016 and decision of Mrs. Isabelle Kocher in her capacity as <i>Directeur Général</i> of the Issuer dated 19 September 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.375 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	28 February in each year from and including 28 February 2018 to and including the Maturity Date. There will be a short first coupon in respect of the first Interest Period, from and including the Interest Commencement Date up to, but excluding, 28 February 2018 (the “ First Short Coupon ”)
	(iii) Fixed Coupon Amount:	€1,375 per €100,000 in nominal amount, except for the First Short Coupon
	(iv) Broken Amount(s):	EUR 576.37 per €100,000 in nominal amount for the First Short Coupon
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	28 February in each year
15.	Floating Rate Note Provisions	Not Applicable

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| 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 0.5 per cent. due August 2027 (ISIN Code: DE0001102424) |
| | (iii) Redemption Margin: | 0.15 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: | 28 November 2028 |
| | (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. |
| | (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 <i>Masse</i> 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 Billancourt
France

Represented by its Chairman

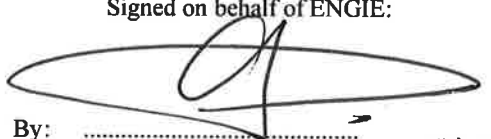
The Representative will be entitled to a remuneration of €400 (VAT excluded) per year.

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

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 the regulated market of Euronext Paris with effect from 28 September 2017.
- (ii) **Estimate of total expenses related to admission to trading:** €13,825 (including Euronext listing fees and AMF expenses)

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

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:** The net proceeds of the issuance of the Notes shall be used to fund, in whole or in part, Eligible Green Projects (as defined below).

Eligible Green Projects are defined in ENGIE Green Bond Framework, available on the Green Bond section of the Issuer's website (<https://www.engie.com/wp-content/uploads/2017/09/engie-green-bond-2017-framework-applicable-to-green-bond-issuance-from-15th-of-march-2017.pdf>), and include Renewable Energy Projects, Energy Efficiency Projects and Eligible Natural Resources Preservation Projects which meet a set of environmental and social criteria ("**ESG Criteria**").

Eligible Green Projects include:

- financing of, and investments in Eligible Renewable Energy Projects, Eligible Energy Efficiency Projects, and Eligible Natural Resources Preservation Projects ;
- majority acquisitions of companies and minority equity participations in entities specialized in any of the 3 above categories; and
- research and development ("**R&D**") investments which aim at developing new products and solutions in renewable energy, energy efficiency and/or natural resources preservation projects

"**Eligible Green Projects**" shall be:

- committed after the issuance of the Notes,
- committed before the issuance of the Notes but funded or disbursed after the issuance of the Notes, and/or
- funded or disbursed during the last calendar year (since 1st January 2016).

At the end of each calendar year, the net proceeds of the issuance will be reduced by the amounts invested in Eligible Green Projects in such annual period. Pending the full allocation to Eligible Green Projects, the Issuer will hold the balance of net proceeds not already allocated to Eligible Green Projects within the treasury of the Group, invested in cash, cash equivalent and/or money market instruments. The Issuer has established systems to monitor and account for the allocation of the proceeds.

Until the net proceeds are allocated in full to Eligible Green Projects and later in the case of any material change in the list of Eligible Green Projects, the Issuer will provide annually to the investors:

- i. the amount of proceeds allocated to Eligible Green Projects, and the list of Eligible Green Projects, with their related description, in ENGIE's Registration Document, and
- ii. information on the environmental outcomes of the Eligible Green Projects, to be available on its website www.engie.com, on or about the same date of the publication of the Registration Document.

Allocations on this bond should start from 2018 onward.

(ii) Estimated net proceeds: Not Applicable

(iii) Estimated total expenses: €13,825 (estimated Euronext listing fees and AMF fees)

5. YIELD

Indication of yield: 1.429 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

6. OPERATIONAL INFORMATION

ISIN: FR0013284254

Common Code: 168964633

Any clearing system(s)
other than Euroclear Bank
S.A./N.V. and Clearstream
Banking, *société anonyme*

and the relevant
identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of
additional Paying Agent(s)
(if any):

Not Applicable

7. DISTRIBUTION

(i) Method of
distribution:

Syndicated

(ii) If syndicated:

(A) Names of Managers:

Australia and New Zealand Banking Group Limited

Banco Santander, S.A.

BNP Paribas

Crédit Agricole Corporate and Investment Bank

Deutsche Bank AG, London Branch

HSBC Bank plc

Lloyds Bank plc

Merrill Lynch International

Mizuho International plc

MUFG Securities EMEA plc

NATIXIS

SMBC Nikko Capital Markets Limited

The Royal Bank of Scotland plc (trading as NatWest Markets)

(B) Stabilising
Manager(s) if any:

Merrill Lynch International

(iii) If non-syndicated,
name and address of
Dealer:

Not Applicable

(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