



Press release
May 3, 2016

ENGIE's Shareholders' Meeting of May 3rd, 2016

The combined Shareholders' Meeting convened on May 3rd, 2016, 20,452 shareholders chaired by Mr. Gérard Mestrallet.

All the resolutions were approved and the shareholders have in particular¹:

- approved the financial statements and the allocation of profit for the Financial Year 2015. The dividend per share for the financial year 2015 was set at €1,00 per share²;
- noted the departures of Mr. Jean-Louis Beffa and Lord Simon of Highbury, who did not request the renewal of their mandate. Appreciation was expressed in the Shareholders' Meeting for Mr. Jean-Louis Beffa and Lord Simon of Highbury, who have shown their significant support over a very long time. They brought their management experience of a global group. Their support has been instrumental, as well as courage, clarity and determination they have shown in difficult times of the life of the Group;
- appointed in the role of independent director for a 4 year term, Sir Peter Ricketts and Mr. Fabrice Brégier who will bring their particular geostrategic and industrial experience respectively;
- renewed for a term of 4 years the director mandates of Mr. Gérard Mestrallet and Mrs. Isabelle Kocher.

At the end of the Shareholders' Meeting, the Board of Directors appointed Mrs. Isabelle Kocher as ENGIE's Chief Executive Officer as part of a divided governance. She succeeds Mr. Gérard Mestrallet, who becomes Chairman of the Board of Directors for a fixed term of 2 years.

In accordance with the law, Mrs. Isabelle Kocher is now in charge of the management of the company. She exercises the powers of decision-making, representation, and communication in all circumstances on behalf of the company, with the possibility of delegation of responsibility. She recommends company strategy to the Board.

¹ The voting results and the repeat of Shareholders' Meeting are available on our website, broadcasted live on May 3, 2016.

² The dividend balance, being €0.50 per share, will be detached on May 5, 2016, and the payment date is May 9, 2016; the deposit of €0.50 per share was paid on October 15, 2015.



Gérard Mestrallet chairs the Board of Directors, which he leads and organizes its work. He will continue in his role of representation in national and international bodies, these missions being carried out in close consultation with the Chief Executive Officer.

The Board also reviewed the composition of some of its committees, chaired respectively by:

- Mrs. Ann-Kristin Achleitner, for the Ethics, Environment and Sustainable Development Committee;
- Mr. Edmond Alphandéry, for the Strategy, Investment, and Technology Committee;
- Mr. Aldo Cardoso, for the Audit Committee;
- Mrs. Françoise Malrieu, for the Appointments and Remuneration Committee.

In the meeting it was also decided the principle of an interim dividend of €0.50 per share for the Financial Year 2016, which would be paid on October 14, 2016.

With the new appointments, the Board is currently comprised of 19 members³, including 8 independent³, 3 directors representing employees, a director representing employee shareholders, as well as 5 representative directors appointed pursuant to French Law. The Board includes 63% of women, which is the largest female representation of the Board of a CAC 40 company. 5 different nationalities are represented in the Board.

The Board of ENGIE also expresses its appreciation to Gérard Mestrallet for his exceptional personal commitment and for all his achievements as Chairman and Chief Executive Officer of the Group.

During the last 30 years he has succeeded to create a French leader in the energy sector which is recognized globally.

His entrepreneurial skills have been key during difficult economic times. At the same time he has been instrumental in preparing the Group to face the challenges of the energy transition.

The Board very much appreciates that he accepted to continue to assume the Board's Chairmanship, after having been the Chairman and CEO of the Group, and that he will provide the new CEO with his sound experience and knowledge of energy markets for two years.

³ The appointment of Sir Peter Ricketts in the role of the Director of ENGIE will take effect on August 1st, 2016, upon his acceptance of the mandate in accordance with the rules applicable with the former British senior officials.



About ENGIE

ENGIE develops its businesses (power, natural gas, energy services) around a model based on responsible growth to take on the major challenges of energy's transition to a low-carbon economy: access to sustainable energy, climate-change mitigation and adaptation and the rational use of resources. The Group provides individuals, cities and businesses with highly efficient and innovative solutions largely based on its expertise in four key sectors: renewable energy, energy efficiency, liquefied natural gas and digital technology. ENGIE employs 154,950 people worldwide and achieved revenues of €69.9 billion in 2015. The Group is listed on the Paris and Brussels stock exchanges (ENGI) and is represented in the main international indices: CAC 40, BEL 20, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe, DJSI World, DJSI Europe and Euronext Vigeo (Eurozone 120, Europe 120 and France 20).

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