Draft resolutions and purpose of the resolutions

Resolutions submitted to the Ordinary Shareholders’ Meeting

APPROVAL OF THE FINANCIAL STATEMENTS FOR FISCAL YEAR 2016 (Resolutions 1 and 2)

Purpose

The first two resolutions allow the Shareholders, after having read the reports of the Board of Directors and the Statutory Auditors, to approve the parent company financial statements and the consolidated financial statements of ENGIE, which show, respectively, net income of €448,087,470 and a consolidated net loss, Group share, of €415,349,801.

First resolution

Approval of transactions and the parent company financial statements for fiscal year 2016

After reviewing the financial statements for the year ended December 31, 2016, the Board of Directors’ management report and the Statutory Auditors’ report on the parent company financial statements, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, approves the parent company financial statements for the fiscal year ended December 31, 2016, as presented thereto, as well as the transactions entered in these parent company financial statements or summarized in these reports, showing net income for the year of €448,087,470.

In accordance with Article 223 quater of the French General Tax Code, the Shareholders’ Meeting acknowledges the total amount of expenses and charges referred to in Article 39 paragraph 4 of the French General Tax Code totaling €1,236,540 for 2016.

Second resolution

Approval of the consolidated financial statements for fiscal year 2016

After reviewing the financial statements for the year ended December 31, 2016, the Board of Directors’ management report and the Statutory Auditors’ report on the consolidated financial statements, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, approves the consolidated financial statements for the fiscal year ended December 31, 2016, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports, showing a consolidated net loss, Group share, for the year of €415,349,801.

APPROPRIATION OF NET INCOME (resolution 3)

Purpose

The Board of Directors asks the Shareholders to note the distributable income for 2016 and to approve the appropriation of net income and the payment of (i) an ordinary dividend of €1 per share and (ii) a dividend increase of €0.10 per share, noting that an interim dividend of €0.50 was paid on October 14, 2016.

The shareholders are reminded that under Article 26.2 of the bylaws, a 10% dividend increase, amounting to €0.10 per share, is appropriated for the first time in 2017 to shares that have been registered for at least two years as of December 31, 2016, and which will be held in registered form by the same shareholder until May 18, 2017, the dividend payment date. This increase may not apply for a single shareholder to a number of shares representing more than 0.5% of the share capital.

The final net dividend for fiscal year 2016, of €0.50 per share, plus the dividend increase of €0.10 per eligible share, will be detached on May 16, 2017 and paid out in cash on May 18, 2017.
Third resolution

Appropriation of net income and declaration of dividend for fiscal year 2016

The Shareholders’ Meeting, pursuant to the quorum and majority voting requirements for Ordinary Shareholders’ Meetings, notes that the balance sheet at December 31, 2016 shows net income of €448,087,470 and retained earnings of €2,690,970,198.

Pursuant to the Board of Directors’ recommendations, the Shareholders’ Meeting resolves to appropriate the net income and distribute the dividend as follows:

<table>
<thead>
<tr>
<th>(in euros)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Net income for the fiscal year</td>
<td>448,087,470</td>
</tr>
<tr>
<td>ended December 31, 2016</td>
<td></td>
</tr>
<tr>
<td>Retained earnings at December</td>
<td>2,690,970,198</td>
</tr>
<tr>
<td>31, 2016</td>
<td></td>
</tr>
</tbody>
</table>

**TOTAL AMOUNT AVAILABLE FOR DISTRIBUTION**: 3,139,057,668

- interim dividend of €0.50 per share paid on October 14, 2016 as part of the 2016 dividend
- final dividend to be paid out for 2016

The total dividend payout for 2016 of €2,430,816,945 will be paid out of:

- net income for the period, in the amount of €448,087,470
- retained earnings, in the amount of €1,982,729,475

(1) Based on the number of shares comprising the share capital at December 31, 2016, of 2,435,285,011 shares. This includes 148,573,073 registered shares at December 31, 2016 carrying rights to the 10% dividend increase within the limit of 0.5% of the share capital per registered shareholder.

Accordingly, the Shareholders’ Meeting declares an ordinary dividend for 2016 of €1 per share, and a dividend increase of €0.10 per eligible share.

In accordance with Article 26.2 of the bylaws, a dividend increase of 10% of the dividend, amounting to €0.10 per share, will be appropriated to shares that have been registered for at least two years as of December 31, 2016, and which will be held in registered form by the same shareholder until May 18, 2017, the dividend payment date. This increase may not apply for a single shareholder to a number of shares representing more than 0.5% of the share capital.

After deduction of the interim dividend of €0.50 per share paid on October 14, 2016, from the total dividend for fiscal year 2016, and corresponding to the number of shares carrying dividend rights at that date, or 2,396,634,265 shares, the final net dividend for 2016 amounts to €0.50 per share for shares carrying rights to an ordinary dividend, plus the dividend increase of €0.10 per share for shares carrying rights to the increased dividend.

Pursuant to applicable law, the Shareholders' Meeting hereby notes that dividend payouts for the three previous fiscal years are as follows:

<table>
<thead>
<tr>
<th>Fiscal year</th>
<th>Number of shares carrying dividend rights (in millions)</th>
<th>Dividend (total amount) (in euros)</th>
<th>Net dividend (per share) (in euros)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2013 (1)</td>
<td>2,361</td>
<td>3,576 million</td>
<td>1.50</td>
</tr>
<tr>
<td>2014 (2)</td>
<td>2,368</td>
<td>2,402 million</td>
<td>1.00</td>
</tr>
<tr>
<td>2015 (3)</td>
<td>2,397</td>
<td>2,414 million</td>
<td>1.00</td>
</tr>
</tbody>
</table>

(1) Pursuant to the disclosure requirement set forth in Article 243 bis of the French General Tax Code, it is noted that dividends for the fiscal years ended December 31, 2013, December 31, 2014, and December 31, 2015 were eligible for the 40% deduction available to individuals who are tax residents of France, as provided in Article 158, paragraph 3-2 of the French General Tax Code.

(2) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2013 in April 2014. It is notably comparable to the number at the time of payment of the interim dividend in 2013.

(3) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2014 in April 2015. It is notably comparable to the number at the time of payment of the interim dividend in 2014.

(4) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2015 in May 2016. It is notably comparable to the number at the time of payment of the interim dividend in 2015.

On the date of the dividend payment, the dividend corresponding to the Company’s treasury shares will be allocated to “Other reserves.” As of February 28, 2017, the Company held 36,519,943 of its own shares.

Similarly, if some of the 148,573,073 registered shares carrying rights to the dividend increase as of December 31, 2016 ceased to be held in registered form between January 1, 2017 and May 18, 2017, the amount of the dividend increase corresponding to such shares will be allocated to “Other reserves.”

The remaining distributable income will be allocated to retained earnings.

The final net dividend, plus the 10% dividend increase for shares carrying such rights, will be detached on May 16, 2017 (ex-dividend date) and will be paid in cash on May 18, 2017.

In accordance with Article 158, paragraph 3-2 of the French General Tax Code, the entire dividend is eligible for the 40% deduction available to individuals who are tax residents of France.
REGULATED AGREEMENTS (resolutions 4 and 5)

Purpose

The rules for regulated agreements apply to agreements and commitments made between the Company and its corporate officers or a shareholder having over 10% of voting rights, or between two companies with the same senior management.

The agreements in the 4th resolution concern this plan and consist of one between ENGIE and Isabelle Kocher, executive corporate officer.

In addition, the 5th resolution concerns the collective supplementary pension plans for senior managers, of which Isabelle Kocher is a beneficiary.

Therefore, the Shareholders are asked to approve the following regulated agreements, described in the Statutory Auditors’ special report found in Section 4.5.1 of the 2016 Reference Document:

- The supplementary defined-contribution pension plan with annual matching contributions, and the benefits and health care plans for Isabelle Kocher (4th resolution).
- Renewal by the Board of Directors, on May 3, 2016, of the decision to (i) not terminate Isabelle Kocher’s employment contract and (ii) confirm the freeze and maintenance of the rights held by Isabelle Kocher as of December 31, 2014 under collective supplementary pension plans for senior managers for the period preceding the suspension of her employment contract (5th resolution).

Fourth resolution

Approval of regulated agreements and commitments pursuant to Article L. 225-38 of the French Commercial Code

After reviewing the Statutory Auditors’ special report on regulated agreements governed by Article L. 225-38 of the French Commercial Code, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, approves the agreements and commitments referred to in that report, which were concluded during the year, and acknowledged the regulated agreements and commitments concluded and previously approved by the Shareholders’ Meeting, which continued to be in effect in the last year.

Fifth resolution

Approval, pursuant to Article L. 225-42-1 of the French Commercial Code, of a commitment relating to the retirement benefits of Isabelle Kocher, Chief Executive Officer

After reviewing the Statutory Auditors’ special report on regulated agreements and commitments, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, approves the regulated commitment governed by Article L. 225-42-1 of the French Commercial Code, which was authorized during the past year.

AUTHORIZATION TO TRADE IN THE COMPANY’S SHARES (resolution 6)

Purpose

The Shareholders are asked to renew the authorization of the Board of Directors to repurchase shares of the Company for a period of 18 months, with corresponding cancellation of the previous authorization granted by the Combined Ordinary and Extraordinary General Shareholders’ Meeting of May 3, 2016.

The purpose of the share buyback program and a full description of the authorization submitted to the vote are found in the text of the 6th resolution as well as in Section 5.1.5.2 of the 2016 Registration Document.

This resolution shall not apply during a public tender offer for the shares of the Company.

As of December 31, 2016 the Company held 1.54% of its own capital, totaling 37,522,838 shares, including 1,000,000 shares under the liquidity agreement and 36,522,838 shares to cover its commitments to beneficiaries of stock options, bonus shares and employee shareholding plans.

Sixth resolution

Authorization of the Board of Directors to trade in the Company’s shares

After reviewing the terms of the share buyback program, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, authorizes the Board of Directors, or a duly-authorized representative, to purchase the Company’s shares in accordance with the terms and conditions set forth in Articles L. 225-209 et seq. of the French Commercial Code, European Regulation 596/2014 of April 16, 2014 on market abuse, related regulations of the European Commission, and Article 241-1 et seq. of the General Regulations of the Autorité des Marchés Financiers (AMF – French Financial Markets Authority), and market practices accepted by the AMF in order to:

- maintain liquidity and stimulate the market for the Company’s shares through an independent investment services provider that complies with the Code of Ethics recognized by the AMF;
DRAFT RESOLUTIONS AND PURPOSE OF THE RESOLUTIONS

- cancel all or a portion of the repurchased shares in accordance with Article L. 225-209 of the French Commercial Code, as part of a of share capital reduction decided or authorized by the Shareholders’ Meeting;
- award or sell them to employees or former employees or officers or former officers of the Company and/or companies that are or will be affiliated with it under the terms and conditions provided for by the applicable regulations as part of any ESOP including stock options plans, awards of outstanding shares, or corporate or intercompany employee shareholding plans;
- award or sell them to any French or foreign entity, with or without legal personality, whose exclusive purpose is to purchase, hold and dispose of shares of the Company as part of the implementation of one of the ENGIE group’s international employee shareholding plans (including the leveraged “Multiple” investment formulas), or any trusts set up to establish a Share Incentive Plan under English law;
- hold them for subsequent tendering in an exchange, payment or other transaction as part of external growth transactions, subject to an overall ceiling of 5% of the Company’s share capital;
- use them for allocation upon the exercise of the rights attached to issued securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company; or
- implement any other market practices authorized or to be authorized by market authorities;

and in accordance with the following terms and conditions:

- the maximum number of shares acquired by the Company during the buyback period may not exceed 10% of the Company’s share capital, this percentage applying to adjusted capital based on transactions subsequent to this Shareholders’ Meeting, provided that with respect to the specific case of shares repurchased under the liquidity contract, the number of shares taken into account for calculating the 10% limit corresponds to the number of shares purchased, less the number of shares sold during the term of the authorization;
- the aggregate amount of such purchases after expenses may not exceed €7.3 billion;
- the maximum purchase price may not exceed €30 per share, excluding transaction costs.

The purchase, sale or transfer of shares may be performed at any time, except during a public tender offer for the shares of the Company, and by any means, on the open market or over the counter, including through block trades, public tender offers, or the use of options or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable regulations.

This authorization shall take effect at the close of this Shareholders’ Meeting for a period of 18 months and deprive of effect the similar authorization granted to the Board of Directors under the 6th resolution of the Shareholders’ Meeting of May 3, 2016.

The Shareholders’ Meeting grants full powers to the Board of Directors, with power to delegate as provided by law, to:

- adjust the maximum purchase price above to reflect the impact on the share price of corporate transactions, such as a change in the share’s par value, a capital increase through capitalization of reserves, the award of bonus shares, a stock split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving the shareholders’ equity;
- implement this authorization and to set the terms and conditions applicable to the share buyback program, to place any buy and sell orders, enter into any and all agreements in view of updating the share registers, carry out all filings with the AMF and any other authorities, complete all formalities, and generally do all that is necessary for the purposes hereof.

RATIFICATION OF THE PROVISIONAL APPOINTMENT OF PATRICE DURAND AS A DIRECTOR
(resolution 7)

Purpose

On recommendation of the Appointments and Compensation Committee, Patrice Durand was provisionally appointed as a Director, on the proposal of the French State, by the Board of Directors on December 14, 2016, replacing Bruno Bézard for the remainder of his term, i.e. until after the Ordinary Shareholders’ Meeting convened in 2019 to approve the financial statements for the year ending December 31, 2018.

The Shareholders are asked to ratify this appointment.

You will find the biography of Patrice Durand on page 51 of the present Notice of Meeting.

Seventh resolution

Ratification of the provisional appointment of Patrice Durand as a Director

After reviewing the Board of Directors’ report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, hereby ratifies the provisional appointment of Patrice Durand as a Director, as decided upon by the Board of Directors on December 14, 2016, for the remainder of his predecessor’s term, i.e. until after the Ordinary Shareholders’ Meeting convened in 2019 to approve the financial statements for the year ended December 31, 2018.
Purpose
The term of office of Caroline Simon, Director representing employee shareholders, expires during this Shareholders’ Meeting.

As a result of the meetings of the Supervisory Boards of FCPE Link France and Link International, Christophe Aubert and Ton Willems were designated as candidates for the office of Director.

Under the 8th and 9th resolutions, shareholders will be asked to vote on each of these candidacies. The candidate receiving the highest number of votes will be appointed Director representing employee shareholders.

You will find the biographies of Christophe Aubert and Ton Willems on page 52 of the Notice of Meeting.

Eighth resolution

Appointment of a Director representing employee shareholders (Christophe Aubert)

After reviewing the Board of Directors’ report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, pursuant to Article 13.3 2) of the bylaws, hereby appoints Christophe Aubert as a Director representing employee shareholders, for a period of four years.

Christophe Aubert’s term will expire at the end of the Ordinary Shareholders’ Meeting convened in 2021 to approve the financial statements for the year ending December 31, 2020.

Ninth resolution

Appointment of a Director representing employee shareholders (Ton Willems)

After reviewing the Board of Directors’ report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, pursuant to Article 13.3 2) of the bylaws, hereby appoints Ton Willems as a Director representing employee shareholders, for a period of four years.

Ton Willems’ term will expire at the end of the Ordinary Shareholders’ Meeting convened in 2021 to approve the financial statements for the year ending December 31, 2020.

CONSULTATION ON THE ELEMENTS OF COMPENSATION DUE OR AWARDED FOR 2016 TO EACH CORPORATE OFFICER OF THE COMPANY (resolutions 10 to 12)

Purpose
In accordance with the recommendations of the Afep-Medef Code to which the Company refers pursuant to Article L. 225-37 of the French Commercial Code, the following elements of compensation due or awarded for the fiscal year ended to each corporate officer of the Company are subject to the shareholders’ consultative vote:

- the fixed portion;
- the annual variable portion with performance criteria for determining its amount;
- exceptional compensations;
- stock options, performance shares and multi-year variable compensation plans with performance criteria for determining these components of compensation;
- compensation associated with the commencement or termination of duties;
- supplementary retirement plan;
- benefits of any kind.

By your vote on the 10th to 12th resolutions, the Shareholders are requested to issue a favorable opinion on the elements of compensation due or awarded for fiscal year 2016 to Gérard Mestrallet, Chairman and Chief Executive Officer until May 3, 2016, and to Isabelle Kocher, Deputy Chief Executive Officer and Chief Operating Officer from January 1st to May 3, 2016 and Chief Executive Officer from May 3, 2016, as described in Section 4.6.1.8. of the 2016 Registration Document as well as in the Board of Directors’ report on the draft resolutions on pages 27 to 35 of the Notice of Meeting.
Tenth resolution
Consultation on the components of compensation due or awarded for the period from January 1st to May 3, 2016 to Gérard Mestrallet, Chairman and Chief Executive Officer
After reviewing the Board of Directors’ report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, hereby issues a favorable opinion on the components of compensation due or awarded for the period from January 1st to May 3, 2016 to Gérard Mestrallet, Chairman and Chief Executive Officer, as presented in Section 4.6.1.8 of the 2016 Registration Document.

Eleventh resolution
Consultation on the components of compensation due or awarded for the period from January 1st to May 3, 2016 to Isabelle Kocher, Deputy Chief Executive Officer and Chief Operating Officer
After reviewing the Board of Directors’ report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, hereby issues a favorable opinion on the components of compensation due or awarded for the period from January 1st to May 3, 2016 to Isabelle Kocher, Deputy Chief Executive Officer and Chief Operating Officer, as presented in Section 4.6.1.8 of the 2016 Registration Document.

Twelfth resolution
Consultation on the components of compensation due or awarded for the period from May 3 to December 31, 2016 to Isabelle Kocher, Chief Executive Officer
After reviewing the Board of Directors’ report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, hereby issues a favorable opinion on the components of compensation due or awarded for the period from May 3 to December 31, 2016 to Isabelle Kocher, Chief Executive Officer, as presented in Section 4.6.1.8 of the 2016 Registration Document.

APPROVAL OF THE PRINCIPLES AND CRITERIA FOR THE DETERMINATION, DISTRIBUTION AND ALLOCATION OF THE FIXED, VARIABLE, AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS ATTRIBUTABLE TO THE EXECUTIVE CORPORATE OFFICERS (resolution 13)

Purpose
In accordance with the new Article L. 225-37-2 of the French Commercial Code resulting from the law of December 9, 2016 on transparency, the fight against corruption, and the modernization of the economy – the so-called “Sapin law II” – the Shareholders must now vote at least once a year (ex ante vote) on the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to the Executive Corporate Officers for their service, which form the compensation policy concerning them.

By a vote on the 13th resolution, the Shareholders are asked to approve this compensation policy.

The components of this compensation policy on which the Shareholders are asked to approve, were set by the Board of Directors on March 1, 2017, on the recommendation of the Appointments and Compensation Committee, and are presented in the report appended to the Board of Directors’ Report which is found in Section 4.6.1.9 of the 2016 Registration Document, and in pages 36 and 37 of the Notice of Meeting.

The Shareholders are reminded that the Chairman of the Board of Directors receives no compensation for his service.

Thirteenth resolution
Approval, pursuant to Article L. 225-37-2 of the French Commercial Code, of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to the executive corporate officers
After reviewing the Board of Directors’ report prepared in accordance with Article L. 225-37-2 of the French Commercial Code, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders’ Meetings, hereby approves the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to the executive corporate officers as found in Section 4.6.1.9 of the 2016 Registration Document.
DELEGATIONS OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED, WITH PREFERENTIAL SUBSCRIPTION RIGHTS WAIVED, RESERVED FOR EMPLOYEES WHO ARE MEMBERS OF EMPLOYEE SAVING PLANS AS WELL AS FOR ANY ENTITY CONSTITUTED AS PART OF A GROUP INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN (resolutions 14 and 15)

ENGIE pursues a proactive policy on employee shareholding to promote a sense of belonging among Group employees and to make them genuine partners in the Group’s development. At December 31, 2016, employees held 2.75% of the Group’s share capital.

The Shareholders are therefore asked to renew the authorizations granted to the Board of Directors to carry out additional employee shareholding transactions at the time of its choosing.

Under the 14th resolution, the Board of Directors would be authorized, for a period of 26 months from this Shareholders’ Meeting, to increase the share capital on one or more occasions, with preferential subscription rights waived, for the benefit of employees who are members of one or more employee savings plans, within the maximum nominal amount of 2% of the share capital on the date of implementation of the authorization, including the implementation of the leveraged “Multiple” investment formulas, with the proviso that this 2% ceiling shall apply to all capital increases carried out under the 15th resolution of this Shareholders’ Meeting.

This authorization would cancel and replace the authorization granted by the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016, which has not been used.

Under the 15th resolution, the Board of Directors would be authorized, for a period of 18 months from the date of this Shareholders’ Meeting, to increase the share capital on one or more occasions, with preferential subscription rights waived, for the benefit of all entities whose exclusive purpose is to purchase, hold and dispose of Company shares or other financial instruments as part of the implementation of a Group international employee shareholding plan, or any trusts set up to establish a Share Incentive Plan under English law, for a maximum nominal amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 2% overall ceiling set in the 14th resolution.

This authorization would cancel and replace the authorization granted by the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016, which has not been used.

The amount of the capital increases thus carried out would count against the overall ceiling of €265 million mentioned in the 25th resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016.

The issue price of the shares may not be less than the average price of the ENGIE share during the 20 trading days preceding the date of the decision setting the opening date of the subscription period, less a discount of 20%, or 30% when the holding period stipulated by the plan is equal to or over 10 years, in accordance with applicable law, with the proviso that the Board may reduce or eliminate the discount.

However, with regard to capital increases for the benefit of any entity whose exclusive purpose is to purchase, hold and dispose of shares or other financial instruments as part of an international employee shareholding plan, or any trusts set up to establish a Share Incentive Plan under English law, the Board of Directors may set a different subscription price than that set under the 14th resolution of this Shareholders’ Meeting, should this be required by applicable local law. In all cases, this price may not be less than 80% (or 70% where applicable) of the average price of the ENGIE share over the 20 trading days preceding the date of the decision (i) setting the opening date of the subscription period for the capital increase carried out for employees who are members of any company savings plan pursuant to the 14th resolution or, (ii) if the employee shareholding offer is made through the sale of shares as part of any employee savings plan, setting the opening date of the share purchase period for employees participating in the employee savings plan.
Fourteenth resolution

Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, with preferential subscription rights waived, for the benefit of ENGIE group employee savings plan members

After reviewing the Board of Directors’ report and the Statutory Auditors’ report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Labor Code, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders’ Meeting:

1. delegates its authority to the Board of Directors to increase the share capital on one or more occasions, by a maximum nominal amount representing 2% of the share capital on the date of implementation of the authorization, with the proviso that this ceiling shall apply to all capital increases carried out under the 15th resolution of this Shareholders’ Meeting, by issuing shares or securities giving access to equity securities to be issued, reserved for members of one or more company savings plans to be implemented within the Group, which consists of the Company and the French or international companies included in the Company’s scope of consolidation pursuant to Article L. 3344-1 of the French Labor Code, it being understood that this resolution may be used to implement the leveraged “Multiple” investment formulas.

This amount will count against the overall ceiling mentioned in the 25th resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016;

2. sets the term of validity of this authorization at 26 months from the date of this Shareholders’ Meeting, and from that date deprives of effect the authorization granted to the Board of Directors under the 23rd resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016;

3. resolves that the issue price of new shares shall be determined under the terms laid down in Articles L. 3332-18 et seq. of the French Labor Code and shall not be less than the average listed price of the ENGIE share on the NYSE Euronext Paris stock exchange during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription period for the capital increase reserved for Company employee savings plan members, less a discount of 20%, or 30% when the holding period stipulated by the plan is equal to or over ten years, in accordance with applicable law. The Shareholders’ Meeting nonetheless authorizes the Board of Directors to reduce or eliminate the aforementioned discounts as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems. In case of issue of securities giving access to equity securities to be issued, the price will also be determined by reference to the terms described in this paragraph;

4. authorizes the Board of Directors to award, free of consideration, to the beneficiaries mentioned above and in addition to shares or share equivalents to be subscribed in cash, new or existing shares or share equivalents in substitution for all or a portion of the discount and/or the matching contribution, provided that the benefit from such award does not exceed the statutory or regulatory limits pursuant to Articles L. 3332-21 and L. 3332-11 of the French Labor Code. The maximum nominal amount of capital increases that may be made immediately or in the future as a result of the award of bonus shares or share equivalents shall be counted against the overall ceilings referred to in paragraph 1 above;

5. resolves to waive the shareholders’ preferential subscription rights to the securities covered by this authorization in favor of the beneficiaries mentioned above. In addition, the said Shareholders also waive any right to the bonus shares or share equivalents that would be issued pursuant to this resolution;

6. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, within the limits and under the conditions specified above, and in particular to:
   - determine, in accordance with legal requirements, the list of companies whose members of one or more Company employee savings plans may subscribe to the shares or share equivalents thus issued and to receive, where applicable, bonus shares or share equivalents;
   - decide whether subscriptions may be made directly or through employer-sponsored mutual funds or other vehicles or entities allowed by applicable laws or regulations;
   - determine the criteria, if any, that beneficiaries of capital increases must meet;
   - set the opening and closing dates for subscription periods,
   - determine the amounts of the issues that will be carried out under this authorization and set, inter alia, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements,
   - in the event of an award of bonus shares or share equivalents, set the number of shares or share equivalents to be issued, the number allocated to each beneficiary, and set the dates, periods, terms and conditions for awarding such shares or share equivalents in accordance with current statutory and regulatory requirements, and in particular decide whether to fully or partially substitute the allocation of such shares or share equivalents for the discounts provided above, or to deduct the equivalent value of such shares from the total amount of the matching contribution, or to combine these two options,
   - record the completion of the capital increases in the amount of subscribed shares after any reductions in the event of oversubscription,
   - where applicable, charge the costs of the capital increases against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase,
– enter into all agreements, carry out directly or indirectly by proxy all actions, including to proceed with all formalities required following capital increases, amend the bylaws accordingly and, generally, conclude all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions, and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase;

7. authorizes the Board of Directors, under the terms of this delegation, to proceed with the sale of Company shares to the Beneficiaries as provided by Article L. 3332-24 of the French Labor Code.

Fifteenth resolution

Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, with preferential subscription rights waived, in favor of any entity constituted as part of the implementation of an international employee shareholding plan of the ENGIE group

After reviewing the Board of Directors’ report, the Statutory Auditors’ report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138 of the French Commercial Code, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary General Shareholders Meeting:

1. delegates its authority to the Board of Directors to increase the share capital, on one or more occasions, by issuing shares and/or securities giving access to capital securities to be issued, reserved for the category of legal persons comprising any entity under French or foreign law, with or without legal personality, whose sole purpose is to purchase, hold and sell shares or other financial instruments as part of the implementation of one of the ENGIE group’s international employee shareholding plans, including leveraged “Multiple” investment formulas, or any trusts set up to establish a Share Incentive Plan under English law;

2. decides that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this resolution may not exceed 0.5% of the share capital on the date of implementation of the authorization, with the proviso that this amount will be counted against the ceiling of 2% of the share capital of the delegation under the 14th resolution of this Shareholders’ Meeting, as well as the overall ceiling mentioned in the 25th resolution of Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016;

3. sets the term of validity of this authorization at 18 months from the date of this Shareholders’ Meeting, and notes that from that date it shall supersede (for the unused portion) the authorization granted to the Board of Directors under the 24th resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016;

4. delegates its authority to the Board of Directors to select the entity referred to in paragraph 1 above;

5. resolves that the final amount of the capital increase will be set by the Board of Directors, which shall have full powers to this effect;

6. resolves that the amount of subscriptions by each employee may not exceed the limits that will be set by the Board of Directors under this authorization and that, in the event of excess employee subscriptions, these will be reduced in accordance with the rules defined by the Board of Directors;

7. resolves to waive the Shareholders’ preferential subscription rights to all shares and securities that may be issued under this resolution in favor of the beneficiaries mentioned in paragraph 1 above and to reserve the subscription to all such shares and securities for that category of beneficiaries. In addition, the said Shareholders also waive their preferential subscription rights to common shares or share equivalents to which they may be entitled by the securities issued pursuant to this authorization;

8. resolves that the issue price of the new shares may not be less than the average listed price of the ENGIE share on the Euronext Paris stock exchange during the 20 trading days preceding the date of the decision (i) setting the opening date of the subscription period for the capital increase carried out under the 14th resolution of this Shareholders’ Meeting, or (ii) if the employee shareholding offer is made through the sale of shares as part of any employee savings plan, setting the opening date of the share purchase period for employees participating in the employee savings plan, less a discount of 20% (or 30% if applicable). The Shareholders’ Meeting nonetheless authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems, with the proviso that the price so determined may differ from the price set for the capital increase carried out pursuant to the 14th resolution of this Shareholders’ Meeting, and/or the sale of shares carried out as part of any employee savings plan;

9. resolves that the Board of Directors may determine the methods of subscription to be presented to the employees in each relevant country, subject to applicable local laws, and may select the countries to be included from among those in which the ENGIE group has consolidated subsidiaries pursuant to Article L. 3344-1 of the French Labor Code and those of such subsidiaries whose employees will be able to participate in the program;

10. resolves that the amount of the capital increase or of each capital increase shall be limited, where applicable, to the amount of subscriptions received by the Company, in accordance with applicable statutory and regulatory requirements;

11. delegates full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, within the limits and under the above-mentioned terms and conditions, and more specifically to:

- determine the amounts of the issues that will be carried out under this authorization and set, inter alia, the issue price, dates, periods, terms and conditions of subscription, payment, delivery
and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements,

- where applicable and at its sole discretion, charge the costs of such a capital increase against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase, and

- generally, enter into all agreements, in particular to ensure completion of the proposed issues, record the completion of the capital increase and amend the bylaws accordingly, take all measures and decisions and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

**AUTHORIZATION FOR THE BOARD OF DIRECTORS TO AWARD BONUS SHARES TO EMPLOYEES AND OFFICERS OF ENGIE GROUP COMPANIES (EXCEPT FOR THE CORPORATE OFFICERS OF THE ENGIE COMPANY) AND TO EMPLOYEES PARTICIPATING IN AN INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN OF THE ENGIE GROUP** (resolution 16)

**Purpose**

ENGIE pursues a proactive policy on employee shareholding to promote a sense of belonging among Group employees and to make them genuine partners in the Group’s development.

Under this resolution, bonus shares would be awarded to all employees and officers of Group companies, except for the corporate officers of the Company (“Global Plans”), as well as to all employees participating in any other ENGIE group international shareholding plan.

The number of shares awarded would be limited to 0.75% of the share capital as of the date of the Board of Directors’ decision, with the proviso that this amount (i) is an overall ceiling for all awards made pursuant to the 16th and 17th resolutions of this Shareholders’ Meeting, and (ii) is combined with an annual sub-ceiling of 0.25% of the share capital. The shares awarded would be outstanding shares.

The shares awarded would be subject to a condition of continuous service at the ENGIE group at the end of the vesting period. They would be subject to a minimum two-year vesting period.

This authorization would be valid for 38 months from this Shareholders’ Meeting, and would deprive of effect the authorization (for the unused portion) previously granted by the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016.

Performance conditions may not necessarily be set.

**Sixteenth resolution**

**Authorization for the Board of Directors to award bonus shares to employees and officers of ENGIE group companies (except for the corporate officers of the ENGIE Company) and to employees participating in an international employee shareholding plan of the ENGIE group**

After reviewing the report of the Board of Directors and the Statutory Auditors’ special report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings:

1. authorizes the Board of Directors, or a duly-authorized representative, pursuant to Articles L. 225-197-1 et seq. of the French Commercial Code, to award outstanding bonus shares of the Company on one or more occasions to all or some of the employees of the Company (excluding its corporate officers), as well as to the employees and officers of the companies or entities related thereto pursuant to Article L. 225-197-2 of the French Commercial Code, provided that the award should be made either to the benefit of all employees through a bonus share allocation plan, or to employees participating in an ENGIE group international employee shareholding plan;

2. sets the term of validity of this authorization at **38 months** from the date of this Shareholders’ Meeting, and from that date deprives of effect (for the unused portion) the authorization granted to the Board of Directors under the 29th resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016;

3. resolves that the total number of shares to be awarded under this authorization may not exceed **0.75%** of the share capital outstanding as of the date of the Board of Directors’ decision, combined with an annual sub-ceiling of 0.25% of the share capital, with the proviso that this limit shall not include the number of shares to be awarded, if any, in respect of adjustments to preserve bonus share rights in the event of transactions on the Company’s share capital or equity and, furthermore, that this limit is an overall ceiling for all awards that may be made under the 16th and 17th resolutions of this Shareholders’ Meeting, subject to adoption thereby;

4. resolves that the shares awarded will only vest after a minimum two-year period, that no holding period will be imposed, and that said shares will be freely transferable once they have vested;
5. resolves that, in the event that a beneficiary is classified as having a second- or third-class disability, as defined by Article L. 341-4 of the French Social Security Code, the shares awarded to that beneficiary will vest immediately;

6. grants full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, subject to the above limitations, and in particular to:
   - determine the identities of the beneficiaries and the number of shares to be awarded to each,
   - set the conditions and, where appropriate, the criteria for awarding the shares, including the minimum vesting period,
   - provide, where appropriate, for the possibility to defer the end dates of the vesting period,
   - adjust, as needed, the number of shares awarded in the event that the value of the Company’s shares should change as a result of transactions involving the share capital, in order to protect the rights of the beneficiaries of bonus shares,
   - set the dates and the terms and conditions of the bonus share awards and, in general, take all the necessary steps and enter into all agreements to properly complete the transaction.

AUTHORIZATION FOR THE BOARD OF DIRECTORS TO AWARD BONUS SHARES TO SOME EMPLOYEES AND OFFICERS OF ENGIE GROUP COMPANIES (EXCEPT FOR EXECUTIVE CORPORATE OFFICERS OF THE ENGIE COMPANY) (resolution 17)

Purpose
The selective bonus share plan proposed for a significant number of beneficiaries aims to provide employee recognition, encourage talent retention, maintain a competitive position, and align the company with shareholders’ interests.

Bonus shares would be awarded to some employees and corporate officers of Group companies, except for executive corporate officers of the Company ("Discretionary Plans").

The number of shares granted over a period of 38 months would be limited to 0.75% of the share capital at the date of the Board of Directors’ decision, with the proviso that this amount is an overall ceiling for all awards made pursuant to the 16th and 17th resolutions this Shareholders’ Meeting, and that is combined with an annual sub-ceiling of 0.25% of the share capital. The shares awarded would be outstanding shares.

This authorization would be valid for 38 months from this Shareholders’ Meeting, and would deprive of effect the authorization (for the unused portion) previously granted by the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016.

The award of shares to the beneficiaries would be subject to (i) the condition of continuous service in the ENGIE group at the close of the vesting period and (ii) a vesting period of at least three years, except for some beneficiaries of the Trading business (subject to an obligation to stagger a portion of their annual variable compensation, in the form of securities, over several consecutive years) who may have a vesting period of two years for a portion of their shares.

For the Group’s senior managers, the aggregate vesting and holding periods would be set at a minimum of four years, including at least three years for vesting. No minimum holding period would apply to any other beneficiary.

All beneficiaries, except those in the Trading business, would be subject to the following three performance conditions, with each counting for one-third of the total: (i) an internal condition linked to ENGIE’s Net recurring income, Group share for the two years preceding the final vesting date compared to the budgeted Net recurring income, Group share set for the same years (pro forma); (ii) an internal condition linked to ROCE (return on capital employed) for the two years preceding the final vesting date compared to the target ROCE set in the budget for the same years (pro forma); and (iii) an external condition linked to the TSR (Total Shareholder Return: stock market performance, reinvested dividend) of the ENGIE share, for a minimum three-year period, compared with that of a reference panel of companies comprised of EDF, E.ON, Uniper, RWE, Innogy, ENEL, Iberdrola and Gas Natural over the same period. Except for senior managers, the first 150 shares awarded would be exempt from performance conditions.

In the event of a major change in the ENGIE group’s profile, the Board of Directors could choose other performance conditions more relevant to the new profile.

For some beneficiaries in Trading (subject to an obligation to stagger a portion of their annual variable compensation, in the form of securities, over several consecutive years), a condition specific to their activity may be applied.

For beneficiaries under the Innovation promotion programs or similar, the Board of Directors may decide to eliminate the performance conditions.
Seventeenth resolution

Authorization for the Board of Directors to award bonus shares to some employees and officers of ENGIE group companies (except for executive corporate officers of the ENGIE Company)

After reviewing the report of the Board of Directors and the Statutory Auditors’ special report, the Shareholders’ Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to award, pursuant to Articles L. 225-197-1 et seq. of the French Commercial Code, on one or more occasions, outstanding bonus shares of the Company to some employees of the Company, as well as to the employees and corporate officers of the companies or entities related to it, except for executive corporate officers of the Company, pursuant to Article L. 225-197-2 of the French Commercial Code;

2. sets the term of validity of this authorization at 38 months from the date of this Shareholders’ Meeting and notes that from this date it deprives of effect (for the unused portion) the similar authorization given under the 30th resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of May 3, 2016;

3. resolves that the total number of shares to be awarded under this authorization may not exceed 0.75% of the share capital outstanding as of the date of the Board of Directors’ decision, combined with an annual sub-ceiling of 0.25% of the share capital, with the proviso that this limit shall not include the number of shares to be awarded, if any, in respect of adjustments to preserve bonus share rights in the event of transactions on the Company’s share capital or equity and, furthermore, that this limit is an overall ceiling for all awards that may be made under the 16th and 17th resolutions of this Shareholders’ Meeting, subject to adoption thereby;

4. resolves that the Company shares awarded will be subject to performance conditions based on internal and external criteria (except for beneficiaries under the Innovation promotion programs or similar, where applicable), and will be final after a vesting period of a minimum of three years (although the Board of Directors may reduce this period to two years for beneficiaries in the Trading business, which is subject to specific regulations), and that there will be no minimum holding period for shares after the vesting period, except in the case of the Group’s senior managers, who are subject to a mandatory aggregate vesting and holding period of at least four years;

5. resolves that, in the event that a beneficiary is classified as having a second- or third-class disability, as defined by Article L. 341-4 of the French Social Security Code, the shares awarded to that beneficiary will vest immediately;

6. grants full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, subject to the above limitations, and in particular to:
   - determine the identities of the beneficiaries and the number of shares to be awarded to each,
   - set the conditions and, where appropriate, the criteria for awarding the shares, including the minimum vesting period and the minimum holding period and the potential minimum holding period,
   - eliminate performance conditions for beneficiaries of Innovation promotion programs and similar,
   - decide to waive performance conditions for an initial portion of each award for all beneficiaries, except for senior managers. The maximum number of shares that may be exempted is set at 150 per beneficiary,
   - provide, where appropriate, for the possibility to extend the vesting period and in such case, to defer the end date of the holding period accordingly, so that the minimum holding period remains unchanged,
   - adjust the number of shares awarded in the event that the value of the Company’s shares should change as a result of transactions involving the share capital, in order to protect the rights of the beneficiaries of bonus shares,
   - set the dates and the terms and conditions of the bonus share awards and, in general, take all the necessary steps and enter into all agreements to properly complete the transaction.

POWERS FOR FORMALITIES (resolution 18)

The 18th resolution is the customary resolution that enables the formalities required by law to be carried out after the Shareholders’ Meeting.

Eighteenth resolution

Powers to implement the resolutions adopted by the General Shareholders’ Meeting and to perform the related formalities

The Shareholders’ Meeting grants full powers to the bearer of the original or a copy or extract of the minutes of this Shareholders’ Meeting to carry out all filings and other formalities as required.