

Final Terms dated 19 June 2019



ENGIE

Issue of €750,000,000 1.375 per cent. Notes due 21 June 2039

under the Euro 25,000,000,000

Euro Medium Term Note Programme

Legal Entity Identifier: LAXUQCHT4FH58LRZDY46

MIFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018, as determined by the manufacturer(s), has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended or superseded (the “**Prospectus Directive**”). Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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 13 December 2018 which has received visa no. 18-562 from the *Autorité des marchés financiers* (the “**AMF**”) on 13 December 2018, the first supplement to it dated 10 April 2019 which has received visa no. 19-149 from the AMF on 10 April 2019 and the second supplement to it dated 11 June 2019 which has received visa no. 19-254 from the AMF on 11 June 2019, which together constitute a base prospectus for the purposes of the Directive 2003/71/EC as amended or superseded (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: 90
(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: 97.973 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: €100,000
7. (i) Issue Date: 21 June 2019
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 21 June 2039
9. Interest Basis: 1.375 per cent. *per annum* 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 11 December 2018 and decision of Mrs. Isabelle Kocher in her capacity as *Directeur Général* of the Issuer dated 14 June 2019.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.375 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	21 June in each year from and including 21 June 2020 to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€1,375 per €100,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	21 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

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 4.25 per cent. due July 2039 (ISIN Code: DE0001135325)
	(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:	21 March 2039
	(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:	75 per cent.
	(ii) Early Redemption Amount:	€100,000 per Note

24. **Final Redemption Amount of each Note** €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

26. **Form of Notes:** Dematerialised Notes

(i) **Form of Dematerialised Notes:** Bearer dematerialised form (*au porteur*)

(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):** Not Applicable

29. **Details relating to Instalment Notes:** Not Applicable

30. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable

31. **Consolidation provisions:** Not Applicable

32. **Meeting and Voting Provisions (Condition 11):** No *Masse* shall apply

RESPONSIBILITY

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

Signed on behalf of ENGIE:

By:

Duly authorised


Gregoire 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:** €18,200 (including Euronext listing fees and AMF expenses)

2. RATINGS

Ratings: The Notes to be issued have been rated:

S&P: A-

Moody's: A3

Fitch: A

Each of S&P, Moody's and Fitch 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. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND TOTAL EXPENSES

- (i) **Reasons for the offer:** Green Bonds - The net proceeds of the issuance of the Notes shall be used to fund Eligible Green Projects, as defined in the Green Bond Framework (<https://www.engie.com/wp-content/uploads/2019/06/engie-green-bond-framework-june-2019.pdf>). See "Use of Proceeds" wording in Base Prospectus.
- (ii) **Estimated total expenses:** €18,200 (estimated Euronext listing fees and AMF fees)

5. YIELD

Indication of yield: 1.493 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: FR0013428513

Common Code: 201620775

CFI: Not Applicable

FISN: Not Applicable

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. 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: Banco Bilbao Vizcaya Argentaria, S.A.
BNP Paribas
HSBC Bank plc
ING Bank N.V., Belgian Branch
Société Générale

Commerzbank Aktiengesellschaft
ICBC Standard Bank plc
MUFG Securities (Europe) N.V.
Natixis
Standard Chartered Bank

(B) Stabilising Manager if any: Société Générale

(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

(vii) Prohibition of Sales to EEA Retail Investors: Applicable