



**SECOND SUPPLEMENT DATED 25 MARCH 2020
TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS
DATED 23 DECEMBER 2019
OF ENGIE**

(incorporated with limited liability in the Republic of France) as Issuer

€25,000,000,000 Euro Medium Term Note Programme

This second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 23 December 2019 (the “**Base Prospectus**”) prepared in relation to the €25,000,000,000 Euro Medium Term Note Programme of ENGIE (the “**Programme**”) and the first supplement to the Base Prospectus dated 13 March 2020 (the “**First Supplement**”). The Base Prospectus as supplemented (including by this Second Supplement) constitutes a base prospectus for the purpose of Article 8 of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted approval number n°19-590 on 23 December 2019 to the Base Prospectus and approval number n°20-085 on 13 March 2020 on the First Supplement.

This Second Supplement has been approved by the AMF in France in its capacity as competent authority pursuant to the Prospectus Regulation. The AMF only approves this Second Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes which are the subject of this Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.. This Second Supplement constitutes a supplement to the Base Prospectus, and has been prepared for the purpose of Article 23 of the Prospectus Regulation.

Terms defined in the Base Prospectus have the same meaning when used in the Second Supplement.

This Second Supplement has been prepared for the purposes of (i) incorporating by reference the 2019 universal registration document of the Issuer and modifying consequently certain sections of the Base Prospectus, (ii) updating the “Risk Factors” section of the Base Prospectus and (iii) reflecting the placement by S&P Global Ratings of all ratings of ENGIE SA under CreditWatch with negative implications as part of a global review of the utility sector regarding the economic effects of COVID-19 and modifying consequently certain sections of the Base Prospectus.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus, as supplemented, that could significantly and negatively affect the assessment of the Notes. To the extent that there is any inconsistency between (a) any statements in this Second Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, as supplemented, the statements in the Second Supplement will prevail.

Copies of this Second Supplement (a) will be available on the website of the AMF (www.amf-france.org), and (b) will be available on the website of the Issuer (www.engie.com). A printed copy of the Second Supplement may also be obtained, free of charge, at the registered office of the Issuer during normal business hours.

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COVER PAGE

The eighth paragraph on the cover page of the Base Prospectus shall be replaced by the following:

“The Programme has been rated A- by S&P Global Ratings Europe Limited (“**S&P**”) and A by Fitch Ratings Ltd (“**Fitch**”) and the senior unsecured notes and short term notes of the Issuer under this Programme have been assigned a rating of A3 and Prime-2 respectively by Moody’s Investors Service Ltd (“**Moody’s**”). As at the date of this Base Prospectus, ENGIE is rated A3/P-2 with stable outlook by Moody’s, A- with stable outlook/A-2 by S&P and Fitch has assigned it a long-term issuer default rating of A (stable outlook), a senior unsecured rating of A and a short term issuer default rating of F1. As part of a global review of the utility sector regarding the economic effects of COVID-19, S&P Global Ratings placed on 25 March 2020 all ratings of ENGIE SA under CreditWatch with negative implications. Each of S&P, Moody’s and Fitch is established in the European Union or in the United Kingdom and is registered under Regulation (EC) No 1060/2009 (as amended) (the “**CRA Regulation**”). Each of S&P, Moody’s and Fitch is included in the list of registered credit rating agencies published by the ESMA on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk) in accordance with the CRA Regulation. Notes issued under the Programme may be unrated or rated differently from the current ratings of ENGIE. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.”

INTRODUCTION

The paragraph “Credit ratings” of the Introduction on page 4 of the Base Prospectus, as supplemented, shall be replaced by the following:

“Credit ratings

One or more independent credit rating agencies may assign credit ratings to the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed in this section, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

As at the date of this Base Prospectus, ENGIE has been assigned the following long-term credit ratings/short-term credit ratings: A3/P-2 with stable outlook by Moody’s Investors Service Ltd, A- with stable outlook/A-2 by S&P Global Ratings Europe Limited and Fitch Ratings Ltd has assigned it a long-term issuer default rating of A (stable outlook), a senior unsecured rating of A and a short term issuer default rating of F1. As part of a global review of the utility sector regarding the economic effects of COVID-19, S&P Global Ratings placed on 25 March 2020 all ratings of ENGIE SA under CreditWatch with negative implications.”

GENERAL DESCRIPTION OF THE PROGRAMME

The paragraph “Ratings” of the section “General Description of the Programme” on page 12 of the Base Prospectus shall be replaced by the following:

Rating:

The Programme (as defined below) has been rated A- by S&P Global Ratings Europe Limited (“**S&P**”) and A by Fitch Ratings Ltd (“**Fitch**”) and the senior unsecured notes and short term notes of the Issuer under this Programme have been assigned a rating of A3 and Prime-2 respectively by Moody’s Investors Service Ltd (“**Moody’s**”). ENGIE is currently rated A3/P-2 with stable outlook by Moody’s and A- with stable outlook/A-2 by S&P and Fitch has assigned it a long-term issuer default rating of A (stable outlook), a senior unsecured rating of A and a short term issuer default rating of F1. As part of a global review of the utility sector regarding the economic effects of COVID-19, S&P Global Ratings placed on 25 March 2020 all ratings of ENGIE SA under CreditWatch with negative implications. Each of S&P, Moody’s and Fitch is established in the European Union or in the United Kingdom and is registered under Regulation (EC) No 1060/2009, as amended (the “**CRA Regulation**”). Each of S&P, Moody’s and Fitch is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

Notes issued pursuant to the Programme may be unrated or rated differently from the current ratings of ENGIE. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

RISK FACTORS

The section entitled “Risk Factors Relating to the Issuer and its Operations” in section “Risk Factors” on pages 14 to 36 of the Base Prospectus shall be replaced by the following:

“The risk factors relating to the Issuer and its activities are set out on pages 42 to 58 of the 2019 ENGIE Universal Registration Document which is incorporated by reference herein (see “Documents Incorporated by Reference”). These risks include:

- Political and regulatory risks
 - Risk of non-extension of the Doel 4 and Tihange 3 second-generation Belgian nuclear power plants beyond 2025, the date set in the Law of June 18, 2015
 - Risk of change in regulatory requirements in Belgium relating to nuclear waste management and decommissioning and/or change in the discount rates resulting in an increase in nuclear provisions
 - Risk of a posteriori invalidation of the decision already granted to extend the operating life of the Doel 1 and 2 and Tihange 1 nuclear units in Belgium
 - Risk of a downward trend in the return on gas distribution, transmission, storage and regasification assets in France
 - Risks associated with renewal of hydraulic concessions in France
 - Risk of disagreement with the Australian regulator over the conditions for rehabilitating the Hazelwood coal mine
 - Risk associated with retail electricity sales in France due to an unfavorable market design
 - Risk of unfavorable changes in regulation in Brazil in regulated business sectors (gas and electricity transmission, electricity generation)
 - Country risk
- Risks deriving from climate and environmental issues
 - Position of gas in the French energy mix
 - Risk of climate change affecting energy demand and generation
- Economic and competitive risks
 - Increased competition risk in energy sales and services, with an effect on margins
 - Risk of decrease in revenues from power plants in the Gulf when long-term contracts expire
- Financial risks
 - Commodities market risk
 - Foreign exchange risk
 - Tax risk
 - Pension funding risk
 - Counterparty risk
 - Risk of increase in costs of obtaining energy saving certificates in France
- Industrial risks
 - Processing and storage of nuclear waste and spent fuel
 - Unavailability of one or more nuclear units
 - Nuclear safety and security
 - Industrial accident risk
- Other operational risks
 - Risk relating to major projects
 - Acquisition and integration
 - Cybersecurity
 - Decorrelation of long-term gas supply contracts and selling prices
 - Risk of malicious acts on tangible and intangible assets
- Social and societal risks
 - Risks related to human resources
 - Ethical risks
 - Reputational risk
 - Health and safety at work
 - Security of people

Covid-19 outbreak

Since December 2019, a significant number of cases of pneumonia associated with the COVID-19 has been reported worldwide. Initially reported in the province of Hubei in the People's Republic of China, it has spread across other countries, resulting in reported infections and deaths in numerous countries. The spread of COVID- 19 has resulted globally in governmental authorities imposing quarantines and travel restrictions of varying scope, in decreased economic activity and lowered estimates for future economic growth. In this context, ENGIE has made its business continuity a priority, together with ensuring the safety of its collaborators.

The COVID-19 epidemic is still an ongoing event, the duration of which is uncertain, and measures adopted in reaction to it by public authorities (on an international, national or local scale) are in constant evolution. The Group could face decisions from governments in various countries where it operates such as shutdowns of some industrial sites, or decision of deferring payments of energy bills (as contemplated for very small companies in France), and the demand for its products and services could be reduced due to less industrial production, all of which may have an impact on ENGIE's results or financial situation, and as a result on its financial ratings and/or its financial performance and outlooks."

DOCUMENTS ON DISPLAY

The section entitled “Documents on Display” on page 46 of the Base Prospectus, as supplemented, shall be replaced by the following:

- “1. For the period of twelve (12) months following the date of approval by the AMF of this Base Prospectus, the following documents will be available on the website of the Issuer (www.engie.com):
 - (i) the form of Guarantee;
 - (ii) the constitutive documents of ENGIE;
 - (iii) the 2018 ENGIE Registration Document;
 - (iv) the 2019 ENGIE Universal Registration Document;
 - (v) each Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market in the European Economic Area or listed on any other stock exchange (save that Final Terms relating to Notes which are (i) neither admitted to trading on a Regulated Market in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Regulation (ii) nor listed on any other stock exchange, will only be available for inspection by a holder of such Notes and such holder must produce evidence satisfactory to the Issuer and the relevant Paying Agent as to its holding and identity);
 - (vi) a copy of this Base Prospectus together with any supplement to this Base Prospectus or restated Base Prospectus and any document incorporated by reference; and
 - (vii) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus in respect of each issue of Notes.
2. The following documents will be available, if relevant, (a) on the website of the AMF (www.amf-france.org) and (b) on the website of the Issuer (www.engie.com):
 - (i) the Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market in the EEA;
 - (ii) this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus; and
 - (iii) the documents incorporated by reference into this Base Prospectus.

A printed copy of the documents listed above may also be obtained, free of charge, at the registered office of the Issuer during normal business hours.”

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled “Documents Incorporated by Reference” on pages 47 to 52 of the Base Prospectus, as supplemented, shall be replaced by the following:

“This Base Prospectus should be read and construed in conjunction with the following:

- (1) the sections referred to in the table below which are extracted from the 2019 universal registration document in English language which is the translation of the French language *Document d’enregistrement universel* 2019 of ENGIE which was filed under no. D. 20-141 with the AMF on 18 March 2020. Such document is referred to in the Base Prospectus as the “**2019 ENGIE Universal Registration Document**”. Any reference in the Base Prospectus or in the information incorporated by reference to the 2019 ENGIE Universal Registration Document will be deemed to include those sections only;

https://www.engie.com/sites/default/files/assets/documents/2020-03/ENGIE_2019%20Management%20report%20and%20annual%20consolidated%20financial%20statements_13.03.2020.pdf

- (2) the sections referred to in the table below which are extracted from the 2018 Registration Document of ENGIE in English language which is the translation of the French language *Document de Référence* 2018 of ENGIE which was filed under no. D. 19-177 with the AMF on 20 March 2019. Such document is referred to in the Base Prospectus as the “**2018 ENGIE Registration Document**”. Any reference in the Base Prospectus or in the information incorporated by reference to the 2018 ENGIE Registration Document will be deemed to include those sections only; and

<https://www.engie.com/sites/default/files/assets/documents/2019-10/engie-ddr-2018-vdef-va.pdf>

- (3) the terms and conditions included in the base prospectuses referred to in the table below;

<https://www.engie.com/sites/default/files/assets/documents/2019-12/engie-base-prospectus-dated-13-december-2018.pdf>

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2017-10-16%20%28AMF%29_compressed.pdf

https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2016-10-11%20%28AMF%29_compressed.pdf

<https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2015-10-08%20%28AMF%29.pdf>

<https://www.engie.com/sites/default/files/assets/documents/2019-12/Base-Prospectus-2014-10-02%20%28AMF%29.pdf>

save that any statement contained in this Base Prospectus or in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained in any document which is subsequently incorporated by reference herein by way of a supplement prepared in accordance with article 23 of the Prospectus Regulation modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Any reference in the Base Prospectus to the 2018 ENGIE Registration Document and the 2019 Consolidated Financial Statements shall be deemed to include only the sections mentioned in the table below.

Any information not listed in the cross-reference tables below but included in the documents incorporated by reference is either not relevant for the investor or covered elsewhere in the prospectus information.

Furthermore, no information in the website of the Issuer (www.engie.com) nor the website itself forms any part of this Base Prospectus unless that information is incorporated by reference into the Base Prospectus.

ANNEX VII OF THE COMMISSION DELEGATED REGULATION 2019/980

Annex 7 Article No.	Narrative	Page/Ref No.
3	Risk Factors	2019 ENGIE Universal Registration Document pages 42 to 58
5	Business Overview	
5.1	Principal activities	
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.	2019 ENGIE Universal Registration Document pages 6, 8 to 36
5.1.2	The basis for any statement made by the issuer regarding its competitive position.	2019 ENGIE Universal Registration Document page 6
6	Organisational structure	
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	2019 ENGIE Universal Registration Document page 10
9	Administrative, Management and Supervisory Bodies	
9.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer:	2019 ENGIE Universal Registration Document pages 122 to 141 and 149-150
	(a) members of the administrative, management or supervisory bodies; and	
	(b) partners with unlimited liability, in the case of a limited partnership with a share capital.	
9.2	Administrative, Management, and Supervisory bodies conflicts of interests	
	Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	2019 ENGIE Universal Registration Document page 138
10	Major Shareholders	
10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	2019 ENGIE Universal Registration Document pages 180 and 191-192
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	2019 ENGIE Universal Registration Document page 192
11	Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses	
11.1	Historical Financial Information	
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.	2019 ENGIE Universal Registration Document pages 217 to 339 2018 ENGIE Registration Document pages 206 to 338
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.	

Annex 7 Article No.	Narrative	Page/Ref No.
	If Regulation (EC) No 1606/2002 is not applicable the financial statements must be prepared according to: (a) a Member State's national accounting standards for issuers from the EEA as required by Directive 2013/34/ EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. Otherwise the following information must be included in the registration document: (a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; (b) immediately following the historical financial information a narrative description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements.	
	(a) balance sheet;	2019 ENGIE Universal Registration Document pages 220 to 221 2018 ENGIE Registration Document pages 208 to 209
	(c) income statement;	2019 ENGIE Universal Registration Document pages 218 2018 ENGIE Registration Document page 206
	(d) cash flow statement; and	2019 ENGIE Universal Registration Document page 224 2018 ENGIE Registration Document page 212
	(e) accounting policies and explanatory notes.	2019 ENGIE Universal Registration Document pages 225 to 339 2018 ENGIE Registration Document pages 213 to 338
11.1.5	Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	2019 ENGIE Universal Registration Document pages 217 to 339 2018 ENGIE Registration Document pages 206 to 338
11.1.6	Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document	2019 ENGIE Universal Registration Document pages 220 to 221 2018 ENGIE Registration Document pages 208 to 209
11.2	Auditing of historical annual financial information	
11.2.1	The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014.	2019 ENGIE Universal Registration Document pages 340 to 345 2018 ENGIE Registration Document pages 339 to 344

Annex 7 Article No.	Narrative	Page/Ref No.
11.3	Legal and arbitration proceedings	
	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	2019 ENGIE Universal Registration Document pages 334 to 337, 400
12	Material Contracts	
	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	2019 ENGIE Universal Registration Document page 400

The table below sets out the relevant page references for the terms and conditions contained in the base prospectuses of ENGIE relating to the Programme:

Terms and Conditions Incorporated by Reference	Reference
Base Prospectus of ENGIE which received visa n° 18-562 from the AMF on 13 December 2018	Pages 78 to 116
Base Prospectus of ENGIE which received visa n° 17-552 from the AMF on 16 October 2017	Pages 77 to 113
Base Prospectus of ENGIE which received visa n° 16-474 from the AMF on 11 October 2016	Pages 70 to 102
Base Prospectus of ENGIE which received visa n° 15-518 from the AMF on 8 October 2015	Pages 64 to 96
Base Prospectus of ENGIE which received visa n° 14-534 from the AMF on 2 October 2014	Pages 65 to 97

”

DESCRIPTION OF ENGIE

The subsection entitled “Rating” of the section entitled “Description of ENGIE” on page 103 of the Base Prospectus, as supplemented, shall be replaced by the following text:

“4. Rating

ENGIE is currently rated A3/P-2 with stable outlook since 4 June 2019 by Moody’s and A- with stable outlook/A-2 since 29 April 2016 by S&P and Fitch Ratings Ltd (“**Fitch**”) has assigned it a long-term issuer default rating of A (stable outlook), a senior unsecured rating of A and a short term issuer default rating of F1. As part of a global review of the utility sector regarding the economic effects of COVID-19, S&P Global Ratings placed on 25 March 2020 all ratings of ENGIE SA under CreditWatch with negative implications.”

RECENT DEVELOPMENTS OF THE ISSUER

The section entitled “Recent Developments of the Issuer” on pages 104 to 129 of the Base Prospectus, as supplemented shall be completed by the following press releases, available on the website of the Issuer (www.engie.com):

The following recent developments have been published by ENGIE:

Press release dated 24 March 2020

ENGIE issues a triple tranche senior bond for a total amount of 2.5 bn EUR

On Friday 20 March 2020, ENGIE issued a triple tranche senior bond for a total of EUR 2.5 billion (EUR 1 billion, 5 years, 1.375% coupon / EUR 750 million, 8 years, 1.75% coupon, green / EUR 750 million, 12 years, 2.125% coupon, green). The average coupon amounts to 1.71% for an average maturity of 8 years.

The new issue was significantly oversubscribed with total order book reaching over EUR 9.5 billion at the final price. The banks leading the transaction were Bank of America, Citi, Commerzbank, HSBC, Mizuho, Natixis (also acting as Green Structurer), Royal Bank of Canada and Société Générale.

This successful issuance further improves ENGIE’s financial position that amounted, at the end of February 2020, to EUR 16.4 billion of liquidity⁽¹⁾ including EUR 8.6 billion of cash.

With this new issue, the total outstanding amount of green bonds issued by the Group is EUR 11.15 billion, confirming ENGIE as the largest corporate issuer of green bonds.

Judith Hartmann, member of ENGIE’s executive leadership team, said: *“This successful bond placement is evidence of ENGIE’s recognized strength and leadership in the green financing market, notwithstanding the current health and economic crisis. This issuance further strengthens ENGIE’s already robust balance sheet, and provides enhanced liquidity to enable ENGIE to manage through the continuing volatility in our operating environments.”*

⁽¹⁾ Liquidity = net cash + undrawn credit facilities – outstanding commercial papers”

GENERAL INFORMATION

Paragraphs (3), (4) and (15) of the section entitled “General Information” on pages 149 and 150 of the Base Prospectus, as supplemented shall be replaced respectively by the following:

“(3) Trend information

Save as disclosed in this Base Prospectus and the information incorporated by reference herein, including with respect to the impact that the sanitary crisis resulting from the coronavirus (COVID-19) may have, there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2019.”

“(4) No significant change in the Issuer’s financial position or financial performance

Save as disclosed in this Base Prospectus and the information incorporated by reference herein, including with respect to the impact that the sanitary crisis resulting from the coronavirus (COVID-19) may have, there has been no significant change in the financial position or financial performance of the Issuer and the Group since 31 December 2019.”

“(15) Conflicts of interest

As far as the Issuer is aware, except as disclosed in the items 9.2 of the cross-reference table on page 9 of this Second Supplement, there are no conflicts of interest between the duties of the Chief Executive Officer and the members of the Board of Directors (*Conseil d'administration*) and their private interests and/or their other duties.”

**PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN
IN THE SECOND SUPPLEMENT**

I hereby certify that the information contained in this Second Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

ENGIE

1, place Samuel de Champlain
92400 Courbevoie
France

Duly represented by:

Grégoire de Thier

Head of Corporate Funding and Financial Vehicles

authorised signatory, pursuant to the power of attorney dated 10 March 2020
on 25 March 2020



Autorité des marchés financiers

This Second Supplement has been approved on 25 March 2020 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer described in this Second Supplement.

This Second Supplement obtained the following approval number: n°20-099.