

Final Terms dated 22 October 2019



ENGIE

Issue of € 600,000,000 1.250 per cent. Notes due 24 October 2041
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(10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**").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, the second supplement to it dated 11 June 2019 which has received visa no. 19-254 from the AMF on 11 June 2019 and the third supplement to it dated 26 August 2019 which has received visa no. 19-409 from the AMF on 26 August 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: 93
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro ("€")
4. Aggregate Nominal Amount:
(i) Series: €600,000,000
(ii) Tranche: €600,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: €100,000
7. (i) Issue Date: 24 October 2019
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 24 October 2041
9. Interest Basis: 1.250 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 17 October 2019.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.250 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	24 October in each year from and including 24 October 2020 to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€1,250 per €100,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	24 October 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 4.750 per cent. due July 2040 (ISIN Code: DE0001135366)
	(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:	24 July 2041
	(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 (<i>au porteur</i>)
	(ii) Registration Agent	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable

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| 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,
renominalisation and
reconventioning
provisions: | Not Applicable |
| 31. | Consolidation provisions: | Not Applicable |
| 32. | Meeting and Voting
Provisions (Condition 11): | No <i>Masse</i> 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 THIEH

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:** €13,200

2. RATINGS

Ratings: The Notes to be issued have been rated
S & P: A- (Stable)
Moody's: A3 (Stable)
Fitch: A (Stable)

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/OFFER

Save as discussed in "Subscription and Sale" in the Base Prospectus, 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:** The net proceeds of the issue of the Notes will be used for the Issuer's general corporate purposes.
- (ii) **Estimated total expenses:** €13,200

5. YIELD

Indication of yield: 1.250 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: FR0013455821

Common Code: 206932694

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: Crédit Agricole Corporate and Investment Bank
Merrill Lynch International
Société Générale

Banco Santander, S.A.
Deutsche Bank Aktiengesellschaft
HSBC Bank plc

Crédit Industriel et Commercial S.A.
KBC Bank NV
MUFG Securities (Europe) N.V.

(B) Stabilising Manager if any: Crédit Agricole Corporate and Investment Bank

(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

