

Final Terms dated 17 May 2021



ENGIE (formerly GDF SUEZ)

Listing and admission to trading of the Euro 100,000,000 Fixed Rate Notes due 25 March 2033 issued on 25 March 2013

under the Euro 25,000,000,000

Euro Medium Term Note Programme

Legal Entity Identifier: LAXUQCHT4FH58LRZDY46

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**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. 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.

PROHIBITION OF SALES TO UK 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 United Kingdom (the “UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE (THE “SFA”) – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations**”), the Issuer has determined the classification of the Notes as capital markets products other than prescribed capital markets products (as defined in the CMP Regulations) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth under the section entitled “Terms and Conditions of the Notes” in the Base Prospectus dated 12 September 2012 which is incorporated by reference in the Base Prospectus dated 29 April 2021. This document constitutes the Final Terms of the Notes described herein for the purposes of the Regulation (EU) 2017/1129 as amended (the “**Prospectus Regulation**”) and must be read in conjunction with the Base Prospectus dated 29 April 2021 which has received approval no. 21-124 from the *Autorité des marchés financiers* (the “**AMF**”) on 29 April 2021, which constitutes a base prospectus for the purposes of the Prospectus Regulation (the “**Base Prospectus**”), save in respect of the Conditions which are extracted from the Base Prospectus dated 12 September 2012 in order to obtain all the relevant information. This document supplements the Final Terms dated 21 March 2013 only for the purpose of the listing and admission to trading of the Notes on Euronext Paris and does not purport to amend any Conditions of the Notes. The Base Prospectus is 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 (formerly GDF SUEZ)
2.	(i) Series Number:	58
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro (“€”)
4.	Aggregate Nominal Amount:	€100,000,000
5.	Issue Price:	98.773 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination:	€100,000
7.	(i) Issue Date:	25 March 2013
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	25 March 2033
9.	Interest Basis:	3.375 per cent. 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:	Not Applicable
13.	(i) Status of the Notes:	Unsubordinated
	(ii) Date of Board approval for issuance of Notes obtained:	5 December 2012

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
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(i)	Rate of Interest:	3.375 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	25 March in each year
(iii)	Fixed Coupon Amount:	€3,375 per €100,000 in nominal amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	25 March 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	Not Applicable
20.	Residual Maturity Call Option	Not Applicable
21.	Put Option	Not Applicable
22.	Change of Control Put Option	Not Applicable
23.	Clean-up Call Option	Not Applicable
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(k)) or on events of default (Condition 9):	€100,000
(ii)	Redemption for taxation reasons permitted on days other 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
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):	No
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):	Full <i>Masse</i>
		Name and address of the Representative: Massquote S.A.S.U (RCS 529 065 880 Nanterre), 33 rue Anna Jacquin, 92100 Boulogne Billancourt, France, represented by its Chairman
		Name and address of the alternate Representative: Mr Gilbert Labochotte, 8 boulevard Jourdan, 75014 Paris France
		The Representative will receive a remuneration of Euro 400 per annum, excluding VAT

RESPONSIBILITY

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

Signed on behalf of ENGIE (formerly GDF Suez):

By:
Duly authorised



Grégoire de THIER
Head of Corporate Funding

PART B – OTHER INFORMATION

- 1. 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 19 May 2021.
- Estimate of total expenses related to admission to trading:** €8,925
- 2. RATINGS**
- Ratings: The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally:
- S & P: BBB+
- Moody's: Baa1
- 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, the "**CRA Regulation**") and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website (www.esma.europa.eu/supervision/credit-rating-agencies/risk)
- 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.
- 4. USE OF PROCEEDS**
- Use of Proceeds Not Applicable
- Estimated net amount of the proceeds: Not Applicable
- 5. YIELD**
- Indication of yield: 3.461 per cent.
- The yield was calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
- 6. OPERATIONAL INFORMATION**
- ISIN: FR0011450964
- Common Code: 090687077
- 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 free of payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. DISTRIBUTION

(i) Method of distribution: Not Applicable

(ii) If syndicated:

(A) Names of Managers: Not Applicable

(B) Stabilising Manager(s) if any: Not Applicable

(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