

Draft resolutions and purpose of the resolutions

Resolutions submitted to the Ordinary Shareholders' Meeting

APPROVAL OF THE FINANCIAL STATEMENTS FOR FISCAL YEAR 2015 (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 €267,901,423 and a consolidated net loss, Group share, of €4,616,875,944.

First resolution

Approval of transactions and the parent company financial statements for fiscal year 2015

After reviewing the financial statements for the year ended December 31, 2015, 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, 2015, 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 €267,901,423.

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 €1,112,099 for 2015.

Second resolution

Approval of the consolidated financial statements for fiscal year 2015

After reviewing the financial statements for the year ended December 31, 2015, 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, 2015, 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 €4,616,875,944.

APPROPRIATION OF NET INCOME (Resolution 3)



Purpose

The Board of Directors asks the Shareholders to note the distributable income for 2015 and to approve the appropriation of net income and the payment of a dividend of €1 per share, noting that an interim dividend of €0.50 was paid on October 15, 2015.

The final dividend for fiscal year 2015 (€0.50 per share) will be declared on May 5, 2016 and will be paid out in cash on May 9, 2016.

Third resolution

Appropriation of net income and declaration of dividend for fiscal year 2015

The Shareholders' Meeting, pursuant to the quorum and majority voting requirements for Ordinary Shareholders' Meetings, notes that the balance sheet at December 31, 2015 shows net income of €267,901,423 and retained earnings of €4,836,956,356.

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

(in euros)

Net income for the fiscal year ended December 31, 2015	267,901,423
Retained earnings at December 31, 2015	4,836,956,356
TOTAL AMOUNT AVAILABLE FOR DISTRIBUTION	5,104,857,779
Proposed dividend for 2015:	
• interim dividend of €0.50 per share paid on October 15, 2015 as part of the 2015 dividend	1,196,245,075
• final dividend to be paid out for 2015	1,217,642,505
The total dividend payout for 2015 of	2,413,887,580
will be paid out of:	
- net income for the period, in the amount of:	267,901,423
- retained earnings, in the amount of:	2,145,986,158

Accordingly, the Shareholders' Meeting declares a net dividend for 2015 at €1 per share, or a total net dividend payout of €2,413,887,580. After deduction of the interim dividend of €0.50 per share, paid on October 15, 2015, the 2015 dividend, and corresponding to the number of shares carrying dividends at that date, or 2,392,490,150 shares, the final net dividend for 2015 amounts to €1,217,642,505, for a total payout on the year of €2,413,887,580. The total dividend payout is based on the number of outstanding ENGIE shares as of December 31, 2015, or €2,435,285,011.

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 23, 2016, the Company held 39,399,837 of its own shares.

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. The final dividend will be declared on May 5, 2016 (ex-dividend date) and will be paid in cash on May 9, 2016.

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

Fiscal year	Number of shares carrying dividend rights (in millions)	Dividend (total amount) (in euros)	Net dividend (per share) (in euros)
2012 ⁽¹⁾	2,412 ⁽²⁾	3,503 million	1.50
2013 ⁽¹⁾	2,361 ⁽³⁾	3,576 million	1.50
2014 ⁽¹⁾	2,368 ⁽⁴⁾	2,402 million	1.00

(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, 2012, December 31, 2013, and December 31, 2014 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 2012 in April 2013. It is comparable to the number at the time of payment of the interim dividend in 2012.

(3) 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.

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

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: one between ENGIE and Suez Environnement Company which have senior executives in common, and the others between ENGIE and Isabelle Kocher, Chief Executive Officer.

In addition, the 5th resolution concerns the collective supplementary pension plans benefitting Ms. Kocher.

Therefore, the Shareholders are asked to approve the three following regulated agreements and commitments, described in the Statutory Auditors' special report found in section 4.5.1 of the 2015 Reference Document:

- ▶ the transfer of the SUEZ trademark from ENGIE to Suez Environnement Company (4th resolution);
- ▶ commitments related to collective benefits, pension and health care plans of Ms. Kocher (4th resolution);
- ▶ the commitment and waiver relating to the collective supplementary pension plan (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 since its close, 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 commitments and waivers relating to the retirement benefits of Isabelle Kocher, Deputy CEO and Chief Operating Officer

After reviewing the Statutory Auditors' special report on regulated agreements and commitments governed by Article L. 225-42-1 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the regulated agreement under Article L. 225-42-1 of the French Commercial Code, which was authorized during the past year, and acknowledges the waiver of this commitment by the interested party after the reporting date.

AUTHORIZATION TO TRADE IN THE COMPANY'S SHARES (Resolution 6)



Purpose

The Shareholders are asked to renew the authorization to 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 Shareholders' Meeting of April 28, 2015.

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 2015 Registration Document.

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

As of December 31, 2015, the Company held 1.62% of its own capital, totaling 39,407,541 shares, including no shares under the liquidity agreement and 39,407,541 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 and European Regulation 2273/2003 of December 22, 2003, 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 Autorité des Marchés Financiers (AMF – French Financial Markets Authority);
- ▶ 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 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 under any ESOP including stock options plans, awards of outstanding shares, or corporate or intercompany employee shareholding plans. The maximum nominal amount of shares that may be awarded or transferred under company savings plans is capped at **1%** of the share capital, as provided for in the 23rd resolution below of this General Shareholders' Meeting;
- ▶ 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 "Multiple" investment plan), or any trust set up to establish a Share Incentive Plan

under English law, provided that the maximum nominal amount of shares that may be awarded or sold for this purpose is capped at **0.5%** of the share capital, as provided for in the 24th resolution of this Shareholders' Meeting;

- ▶ 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;
- ▶ 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 €9.7 billion;
- ▶ the maximum purchase price may not exceed €40 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 5th resolution of the Shareholders' Meeting of April 28, 2015.

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.

REAPPOINTMENT OF TWO CURRENT DIRECTORS AND APPOINTMENT OF TWO NEW DIRECTORS (Resolutions 7 to 10)



Purpose

The terms of office of the following directors will expire at the close of this Shareholders' Meeting: Gérard Mestrallet, Isabelle Kocher, Jean-Louis Beffa and Lord Simon of Highbury.

Jean-Louis Beffa and Lord Simon of Highbury have announced their decision not to seek reappointment as directors.

The Board of Directors has expressed its desire to see Gérard Mestrallet continue his work on behalf of ENGIE as Chairman of the Board of Directors, as part of a split governance structure wherein Isabelle Kocher would assume the role of Chief Executive Officer.

On the recommendation of the Appointments and Compensation Committee, the Shareholders are asked, under the 7th and 8th resolutions, to reappoint Gérard Mestrallet and Isabelle Kocher as directors for a term of four years, expiring at the close of the Ordinary Shareholders' Meeting to be held in 2020 to approve the financial statements for the year ending December 31, 2019.

The Appointments and Compensation Committee presented to the Board of Directors its recommendations on candidacies for appointment as a director which have been submitted to the Committee.

Accordingly, the Board of Directors asks the Shareholders under the 9th and 10th resolutions, to appoint Sir Peter Ricketts and Fabrice Brégier as directors for a term of four years, expiring at the close of the Ordinary Shareholders' Meeting to be held in 2020 to approve the financial statements for the year ending December 31, 2019.

The appointment of Sir Peter Ricketts will take effect on August 1, 2016, by his acceptance of this directorship and subject to the approval of the British authorities in line with the rules applicable to former senior British officials.

After the vote on these resolutions, the Board of Directors will have 18 members, including 7 independent, 11 women, and 3 foreign national directors. As of August 1, 2016, if the appointment of Sir Peter Ricketts comes into effect, the Board of Directors will then have 19 members, including 8 independent, 11 women, and 4 foreign national directors.

You will find the biographies of the directors whose appointment and reappointment are submitted for your approval on pages 80 and 81 of this Notice of Meeting.

Seventh resolution

Reappointment of a director (Gérard Mestrallet)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, hereby reappoints Gérard Mestrallet as director for a term of four years.

Gérard Mestrallet's term will expire at the close of the Ordinary Shareholders' Meeting convened in 2020 to approve the financial statements for the year ending December 31, 2019.

Eighth resolution

Reappointment of a director (Isabelle Kocher)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, hereby reappoints Isabelle Kocher as director for a term of four years.

Isabelle Kocher's term will expire at the close of the Ordinary Shareholders' Meeting convened in 2020 to approve the financial statements for the year ending December 31, 2019.

Ninth resolution

Appointment of a director (Sir Peter Ricketts)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, hereby appoints Sir Peter Ricketts as a director for a term of four years. The appointment of Sir Peter Ricketts will take effect on August 1, 2016, by his acceptance of this directorship and subject to the approval of the British authorities in line with the rules applicable to former senior British officials.

Sir Peter Ricketts' term will expire at the close of the Ordinary Shareholders' Meeting convened in 2020 to approve the financial statements for the year ending December 31, 2019.

Tenth resolution

Appointment of a director (Fabrice Brégier)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, decides to appoint Fabrice Brégier as director for a term of four years.

Fabrice Brégier's term will expire at the close of the Ordinary Shareholders' Meeting to be held in 2020 to approve the financial statements for fiscal year 2019.

CONSULTATION ON THE ELEMENTS OF COMPENSATION DUE OR AWARDED FOR 2015 TO EACH CORPORATE OFFICER OF THE COMPANY (Resolutions 11 and 12)



Purpose

In accordance with the recommendations of Article 24.3 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 and, where appropriate, the multi-year variable portion with the objectives contributing to the determination of this variable portion;
- exceptional compensation;
- stock options, performance shares and any other long-term compensation;
- compensation associated with the commencement or termination of duties;
- supplementary retirement plan; and
- benefits of any kind.

By your vote on the 11th and 12th resolutions, the Shareholders are requested to issue a favorable opinion on the elements of compensation due or awarded for fiscal year 2015 to Gérard Mestrallet, Chairman and Chief Executive Officer, and to Isabelle Kocher, Deputy CEO and Chief Operating Officer, as described in section 4.6.1.8. of the 2015 Registration Document as well as in the Board of Directors' report on the draft resolutions on pages 53 to 57.

For your information, the overall compensation policy for corporate officers of the Company is provided in Section 4.6.1 of the 2015 Registration Document.

Eleventh resolution

Consultation on the components of compensation due or awarded for 2015 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 fiscal year 2015 to Gérard Mestrallet, Chairman and Chief Executive Officer, as presented in section 4.6.1.8 of the 2015 Registration Document.

Twelfth resolution

Consultation on the components of compensation due or awarded for 2015 to Isabelle Kocher, Deputy CEO 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 fiscal year 2015 to Isabelle Kocher, Deputy CEO and Chief Operating Officer, as presented in section 4.6.1.8 of the 2015 Registration Document.

Resolutions submitted to the Extraordinary Shareholders' Meeting

“FINANCIAL” AUTHORIZATIONS (Resolutions 13 to 22 and 25 to 28)



Purpose

The Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014 delegated to the Board of Directors, for a period of 26 months, the authority to issue securities, with or without preferential subscription rights, to the public or to institutional investors or in consideration for contributions of securities to the Company.

These authorizations, which have not been used, will expire on June 27, 2016. Renewing them would enable the Company to carry out financial transactions at the appropriate time, as needed, to finance its growth.

In application of the Florange Act and to reflect the diversity and expectations of our shareholders, we submit for your approval two series of financial authorizations: a first series on the renewal of the authorizations previously granted, usable only outside of periods of a public tender offer for the shares of the Company. These authorizations would cancel and replace the above-mentioned resolutions for a period of 26 months from the date of this Shareholders' Meeting; a second series concerns the granting of similar authorizations usable only during a period of a public tender offer on the Company, for a period of 26 months from the date of this Shareholders' Meeting.

The total nominal amount of capital increases that may be carried out immediately or at a later date may not exceed a nominal amount of €225 million, with the proviso that this amount also applies to the 13th, 14th, 15th, 16th, 17th, 18th, 19th, 20th, 21st and 22nd resolutions and would be counted against the overall ceiling of €265 million set by the 25th resolution proposed to this Shareholders' Meeting.

In case of issuance of securities representing debt securities in the Company, the maximum nominal amount of such debt securities will be set at €5 billion, with the proviso that this amount would be counted against the nominal amount of debt securities that may be issued under the 13th, 14th, 15th, 16th, 17th, 18th, 19th, 20th, 21st and 22nd resolutions.

The authorizations granted under the above resolutions may only be implemented within the limit of a number of securities such that, following each proposed issue, the French State holds an interest in the Company's share capital in accordance with the laws governing its interest in the share capital of ENGIE.

For information, a summary of financial authorizations is available in the Board of Directors' report on pages 58 to 61 of the Notice of Meeting.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE VARIOUS SECURITIES MAINTAINING PREFERENTIAL SUBSCRIPTION RIGHTS

(usable outside of periods of a public tender offer / Resolution 13)



Purpose

We submit for your approval the renewal of the resolution authorizing the Board of Directors to issue various securities maintaining preferential subscription rights, which has the Board's preference and would provide it the needed flexibility to proceed, when necessary, with the issues that are best suited to market opportunities and needs of the Company.

Such issues could be carried out at any time, except in the case of a public tender offer for the shares of the Company launched by a third party, for the duration of the tender offer period.

Thirteenth resolution

Delegation of authority to the Board of Directors to (i) issue common shares and/or share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preferential subscription rights maintained (usable only outside of periods of a public tender offer)

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127 to L. 225-129-6, L. 225-132 to L. 225-134 and L. 228-91 to L. 228-93 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. authorizes the Board of Directors to proceed on one or more occasions, and in such proportions and at such times as it deems appropriate, in France or abroad, in euros or a foreign currency or a unit of account based on several currencies, and with shareholders' preferential subscription rights maintained, with the issue of common shares of the Company or securities issued for consideration or free of charge, governed by Articles L. 228-91 *et seq.* of the French Commercial Code, (i) giving access to the Company's share capital or to the share capital of a company in which it directly or indirectly owns more than half of the share capital (share equivalents), subject to the approval of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised, or (ii) entitling the allocation of debt instruments, noting that the subscription of shares and other securities may be made either in cash or by offsetting debt. The Board of Directors may, in accordance with the law, delegate the power to carry out or postpone an issue. However, in the case of a public tender offer for the shares of the Company launched by a third party, the Board of Directors may not implement this authorization for the duration of the tender offer period without the prior consent of the Shareholders' Meeting;

2. sets the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:
 - the maximum nominal amount of capital increases that may be carried out under this authorization is set at €225 million, with the proviso that this amount also applies to the nominal amount of capital increases that may be carried out under the 14th, 15th, 16th, 17th, 18th, 19th, 20th, 21st and 22nd resolutions below, subject to their approval by this Shareholders' Meeting and including any issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid,
 - to this ceiling shall be added, if necessary, the nominal amount of shares to be issued under any supplementary issue to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,
 - this amount shall count against the overall ceiling set in the 25th resolution, provided that this resolution is approved by this Shareholders' Meeting, or, if applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid,
 - the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 14th, 15th, 16th, 17th, 18th, 19th, 20th, 21st and 22nd resolutions of this Shareholders' Meeting, subject to their approval thereby, or on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;
3. 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 given under the 10th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014;

4. in the event that the Board of Directors uses this authorization, it:
 - resolves that any issue(s) of shares or securities shall be reserved in priority to shareholders who are entitled to subscribe thereto in proportion to their current number of shares, and notes that the Board of Directors may give shareholders the opportunity to apply for excess shares or securities in proportion to their rights, within the limit of their requests,
 - resolves that, if subscriptions for new shares under shareholder entitlements and, where applicable, for excess shares, have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may decide, in order of its choosing and in accordance with the law, to, inter alia, offer the excess shares or securities to the public on the French market and/or abroad,
 - resolves that equity warrants in the Company may be issued through a subscription offer, under the terms described above, as well as by awarding them to the owners of existing shares,
 - resolves that in case of stand-alone warrants (e.g., bonus share options), the Board of Directors shall have the power to decide that fractional rights will not be negotiable and that the corresponding shares will be sold,
 - notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the share equivalents issued under this authorization;
5. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increase resulting therefrom, to amend the bylaws accordingly, and to:
 - set, where applicable, the terms of exercise of rights attached to the shares or share equivalents or to debt instruments to be issued, determine the procedures for exercising such rights, where appropriate, whether conversion, exchange, or redemption, including delivery of Company assets such as securities previously issued by the Company,
 - determine, where debt securities are issued (including securities entitling the allocation of debt instruments governed by Article L. 228-91 of the French Commercial Code), whether or not they are subordinated and, if relevant, their level of subordination in accordance with Article L. 228-97 of the French Commercial Code; set their interest rates, whether fixed, variable, zero-coupon or indexed; set their term, whether fixed or perpetual; set the other terms of issue, including the granting of security or collateral, and redemption, including the possibility of redemption by delivery of Company assets (such securities may also be repurchased on the stock market or be used in a public tender or public exchange offer); set the conditions under which such securities give access to the share capital of the Company and/or companies in which it directly or indirectly owns more than half of the share capital and/or entitling the allocation of debt instruments; and amend the above terms during the lifetime of the relevant securities,
 - 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;
 - establish and carry out any adjustments necessary to reflect the impact of transactions on the Company's share capital, such as a change in the share's par value, a capital increase through capitalization of reserves, 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; and establish procedures, if necessary, preserving the rights of holders of common share equivalents, 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.

DELEGATIONS OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE VARIOUS SECURITIES WITH PREFERENTIAL SUBSCRIPTION RIGHTS WAIVED

(usable outside of periods of a public tender offer) / Resolutions 14 and 15)



Purpose

With these two resolutions the Shareholders are asked to renew the authorization given to the Board of Directors to issue various securities with preferential subscription rights waived.

Under the 14th resolution, the Board of Directors may grant existing shareholders a priority subscription period for some or all of the proposed issue.

The purpose of the 15th resolution is to facilitate issues to institutional investors, pursuant to Article L. 411-2 II of the French Monetary and Financial Code.

Under these resolutions, the Board will be able to proceed as needed with the issues that are best suited to prevailing market opportunities and the Company's needs. In addition to offering new securities to the Company's shareholders, the Board of Directors would be able to carry out transactions in which speed is vitally important for success.

Such issues could be carried out at any time, except in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period.

Fourteenth resolution

Delegation of authority to the Board of Directors to (i) issue common shares and/or any share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preferential subscription rights waived (usable only outside of periods of a public tender offer)

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127 to L. 225-129-2, L. 225-129-5 to L. 225-129-6, L. 225-134 to L. 225-148 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. authorizes the Board of Directors to proceed on one or more occasions and in such proportions and at such times as it deems appropriate, in France or abroad, via a public offering denominated in euros or a foreign currency or a unit of account based on several currencies, and with shareholders' preferential subscription rights waived, with the issue of common shares or securities issued for consideration or free of charge, governed by Articles L. 228-91 *et seq.* of the French Commercial Code, (i) giving access to the Company's share capital (share equivalents), or (ii) entitling the allocation of debt instruments, noting that the subscription of shares and other securities may be made either in cash or by offsetting debt. The Company's common shares and share equivalents may be issued, inter alia, in consideration for contributions of securities to the Company as part of a public exchange offer (or any other transaction having similar effect) conducted in France or abroad according to local rules on securities meeting the conditions laid down in

Article L. 225-148 of the French Commercial Code. The Board of Directors may, in accordance with law, delegate the power to carry out or postpone an issue. However, in the case of a public tender offer for the shares of the Company launched by a third party, the Board of Directors may not implement this authorization for the duration of the tender offer period without the prior consent of the Shareholders' Meeting;

2. authorizes the Board of Directors to (i) authorize the issue, by companies in which the Company directly or indirectly owns more than half of the share capital, of share equivalents of the Company, and (ii) issue the shares or share equivalents that would result from this authorization;
3. authorizes the Board of Directors to issue share equivalents of companies in which the Company directly or indirectly owns more than half of the share capital, subject to the approval of the Extraordinary Shareholders' Meeting of the Company in which the rights are exercised;
4. sets the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:
 - the maximum nominal amount of capital increases that may be carried out under this authorization is set at €225 million, with the proviso that this amount also applies to the nominal amount of capital increases that may be carried out under the 13th, 15th, 16th, 17th, 18th, 19th, 20th, 21st and 22nd resolutions below, subject to their approval by this Shareholders' Meeting and including any issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid,
 - to this ceiling shall be added, if necessary, the nominal amount of any shares to be issued to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,

- this amount shall count against the overall ceiling set in the 25th resolution, provided that this resolution is approved by this Shareholders' Meeting, or, if applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid,
 - the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 13th, 15th, 16th, 17th, 18th, 19th, 20th, 21st and 22nd resolutions of this Shareholders' Meeting, subject to their approval thereby, or on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;
5. 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 given under the 11th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014;
 6. resolves to waive the shareholders' preferential subscription rights to the securities covered by this resolution, nevertheless leaving the Board of Directors, pursuant to Article L. 225-135-2 of the French Commercial Code, the discretion to grant to shareholders, for a period and on terms to be set thereby in compliance with the applicable laws and regulations and for some or all of any issue carried out, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the quantity of shares owned by each shareholder. This may be supplemented by an opportunity for shareholders to apply for excess shares or securities in proportion to their rights, it being noted that any subsequent excess securities shall be offered to the public in France and/or abroad;
 7. notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the issued share equivalents;
 8. resolves that, pursuant to Article L. 225-136 of the French Commercial Code:
 - the issue price of shares directly issued shall be at least equal to the minimum set by the laws and regulations in force when this authorization is used,
 - the issue price of securities given access to capital shall be such that the sum received immediately by the Company plus, where applicable, any sum it may receive at a later date, for each share issued as a result of the issue of such securities is at least equal to the minimum subscription price defined in the preceding paragraph,
 - the conversion, redemption, or in general, the transformation of each share equivalent shall be carried out, based on the nominal value of such security, in a number of shares such that the sum received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution;
 9. resolves that, in the event that subscriptions by the shareholders and the public have not absorbed the entire issue of securities, the Board of Directors may implement, in the order of its choosing, one or more of the following measures:
 - it may limit the issue to the amount of the subscriptions under the condition that it totals at least three-quarters of the amount of the initially approved issue,
 - it may freely distribute all or a portion of the unsubscribed issued shares,
 - it may offer all or a portion of the unsubscribed issued shares to the public, in France or abroad;
 10. notes that the provisions of paragraph 6 on the priority period and paragraphs 8 and 9 would not apply to shares and securities that might be issued under this authorization in consideration for contributions of securities to the Company as part of a public exchange offer pursuant to Article L. 225-148 of the French Commercial Code;
 11. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increase resulting therefrom, to amend the bylaws accordingly, and more specifically to:
 - set, where applicable, the terms of exercise of rights attached to the shares or share equivalents or to debt instruments to be issued, determine the procedures for exercising such rights, where appropriate, whether conversion, exchange, or redemption, including delivery of Company assets such as securities previously issued by the Company,
 - determine, where debt securities are issued (including securities entitling the allocation of the debt instruments governed by Article L. 228-91 of the French Commercial Code), whether or not they are subordinated and, if relevant, their level of subordination in accordance with Article L. 228-97 of the French Commercial Code; set their interest rates, whether fixed, variable, zero coupon or indexed; set their term, whether fixed or perpetual; set the other terms of issue, including the granting of security or collateral, and redemption, including the possibility of redemption by delivery of Company assets (such securities may also be repurchased on the stock market or be used in a public tender or public exchange offer); set the conditions under which such securities give access to the share capital of the Company and/or companies in which it directly or indirectly owns more than half of the share capital and/or entitling the allocation of debt instruments; and amend the above terms during the lifetime of the relevant securities,

- when issuing securities in consideration for financial instruments contributed in the context of a public exchange offer, draw up the list of securities contributed in the exchange; set the terms and conditions of the issue, the exchange ratio and, where applicable, the amount of cash payment to be made; and determine the procedures for the issue, whether for a public exchange offer, a secondary tender or exchange offer, a single tender offer to purchase or exchange such securities against payment in securities and cash, a principle tender or exchange offer combined with a secondary exchange or tender offer, or any other form of public offer in accordance with the laws and regulations applicable to such public offer; note the number of shares contributed to the exchange; and record the difference between the issue price of the new shares and their par value in balance sheet liabilities under an “additional paid-in capital” account, to which all the shareholders shall have rights,
- at its sole discretion, charge the costs of the 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,
- establish and carry out any adjustments necessary to reflect the impact of transactions in the Company's share capital, such as a change in the share's par value, a capital increase through capitalization of reserves, 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; and establish procedures, if necessary, to protect the rights of holders of share equivalents, 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.

Fifteenth resolution

Delegation of authority to the Board of Directors to issue ordinary shares or other securities, with preferential subscription rights waived, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (usable only outside of periods of a public tender offer)

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the Statutory

Auditors' report, and in accordance with Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L. 228-93 and Article L. 411-2 II of the French Monetary and Financial Code:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to proceed, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code, on one or more occasions and in such proportions and at such times as it deems appropriate, in France and/or abroad, whether in euros or a foreign currency or a unit of account based on several currencies, and with preferential subscription rights waived, with a capital increase through the issue of common shares or securities for consideration or free of charge, governed by Articles L. 228-91 *et seq.* of the French Commercial Code and which give access to the Company's share capital (whether new or existing shares of the Company). The subscription of shares and other securities may be made either in cash or by offsetting debt. The Board of Directors may, in accordance with law, delegate the power to carry out or postpone an issue. However, in the case of a public tender offer for the shares of the Company launched by a third party, the Board of Directors may not implement this authorization for the duration of the tender offer period without the prior consent of the Shareholders' Meeting;
2. resolves to set the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:
 - the maximum nominal amount of capital increases that may be made under this authorization, within the limit of 20% of the share capital per year, is set at €225 million, it being understood that this amount shall count against the maximum nominal amount provided in paragraph 2-4 of the 14th resolution above and against the amount of the overall ceiling mentioned in the 25th resolution below, subject to their approval by the Shareholders' Meeting or, where applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid,
 - to this ceiling shall be added, if necessary, the nominal amount of any shares to be issued to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,
 - the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 13th, 14th, 16th, 17th, 18th, 19th, 20th, 21st and 22nd resolutions of this Shareholders' Meeting, subject to their approval thereby, and on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;

3. notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the issued share equivalents;
4. resolves that, pursuant to Article L. 225-136 of the French Commercial Code:
 - the issue price of shares directly issued shall be at least equal to the minimum set by the laws and regulations in force when this authorization is used,
 - the issue price of securities given access to capital shall be such that the sum received immediately by the Company plus, where applicable, any sum it may receive at a later date, for each share issued as a result of the issue of such securities is at least equal to the minimum subscription price defined in the preceding paragraph,
 - the conversion, redemption, or in general, the transformation of each share equivalent shall be carried out, based on the nominal value of such security, in a number of shares such that the sum received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution;
5. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increases resulting therefrom, to amend the bylaws accordingly, and more specifically to make the same decisions as those mentioned in point 11 of the 14th resolution above or any similar resolution that might succeed this resolution while this authorization remains valid;
6. 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 given under the 12th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES OR SECURITIES TO BE ISSUED IN THE EVENT OF A SECURITIES ISSUE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, IN APPLICATION OF THE 13th, 14th AND 15th RESOLUTIONS WITHIN THE LIMIT OF 15% OF THE INITIAL ISSUE

(usable only outside of periods of a public tender offer / Resolution 16)



Purpose

With this resolution, the Shareholders are asked to renew the authorization given to the Board of Directors to increase the number of shares or securities to be issued in the event of a securities issue, with or without preferential subscription rights, at the same price as that set for the initial issue and within the regulatory time limits and conditions applicable at the issue date.

This delegation would enable the Board of Directors to respond to market volatility and to meet the demand for an issue which exceeds the proposed amount.

Such issues could be carried out at any time, except in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period.

Sixteenth resolution

Delegation of authority to the Board of Directors to increase the number of shares or securities to be issued in the event of a securities issue, with or without preferential subscription rights, in application of the 13th, 14th and 15th resolutions, within the limit of 15% of the initial issue (usable only outside of periods of a public tender offer)

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-135-1 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. authorizes Board of Directors, or a representative duly authorized in accordance with the law, to increase the number of shares or other securities to be issued in the event of a securities issue

with or without preferential subscription rights, within the periods and limits provided by the regulations in force on the issue date (to date, within thirty (30) days from the close of subscriptions and within the limit of 15% of the initial issue) and subject to the ceilings provided for in the resolution which is applicable to the approved securities issue, as well as the overall ceiling set by the 25th resolution below, subject to its approval by this Shareholders' Meeting, or, where applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid. However, in the case of a public tender offer for the shares of the Company launched by a third party, the Board of Directors may not implement this authorization for the duration of the tender offer period without the prior consent of the Shareholders' Meeting;

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 given under the 13th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE VARIOUS SECURITIES IN CONSIDERATION FOR CONTRIBUTIONS OF SECURITIES TO THE COMPANY, WITHIN THE LIMIT OF 10% OF THE SHARE CAPITAL

(usable outside of periods of a public tender offer / Resolution 17)



Purpose

The Shareholders are asked to renew the authorization given to the Board of Directors to issue various securities, within the limit of 10% of the share capital at the issue date, in consideration for contributions in kind to the Company in the form of shares or share equivalents of other companies.

The Board of Directors views this authorization as useful because it allows for the purchase of the shares of medium-sized unlisted companies using the Company's shares instead of cash.

Such issues could be carried out at any time, except in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period.

Seventeenth resolution

Delegation of authority to the Board of Directors to issue ordinary shares and/or other securities in consideration for contributions of securities to the Company, within the limit of 10% of the share capital (usable only outside of periods of a public tender offer)

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-147-6 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors, or a representative duly authorized in accordance with the law, full powers to issue shares, securities or other instruments giving or potentially giving access to the Company's share capital (share equivalents), within the limit of 10% of the share capital at the time of issue in consideration for contributions in kind made to the Company and comprising equity or other share equivalents of other companies, where the provisions of Article L. 225-148 of the French Commercial Code do not apply. However, in the case of a public tender offer for the shares of the Company launched by a third party, the Board of Directors may not implement this authorization for the duration of the tender offer period without the prior consent of the Shareholders' Meeting;
2. resolves that the nominal amount of the increase in the Company's share capital resulting from the issue of securities defined above shall count against the maximum nominal amount of €225 million provided in paragraph 2-4 of the 14th resolution above, and against the overall ceiling mentioned in the 25th resolution below, subject to their approval by the Shareholders' Meeting or, where applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid;
3. resolves that the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 13th, 14th, 15th, 16th, 18th, 19th, 20th, 21st and 22nd resolutions of this Shareholders' Meeting, subject to their approval thereby, or on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;
4. resolves that the Board of Directors shall have full powers to, inter alia, determine the nature and number of shares or securities to be issued, their features and terms and conditions of issue; to approve the valuation of contributions and concerning such contributions, record their completion, deduct all expenses, charges and fees from the related premiums, with the balance being appropriated in any way decided by the Board of Directors or Shareholders' Meeting, increase the share capital, amend the bylaws accordingly and, generally, enter into 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;
5. 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 given under the 14th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE VARIOUS SECURITIES MAINTAINING PREFERENTIAL SUBSCRIPTION RIGHTS

(usable only during periods of a public tender offer / Resolution 18)



Purpose

We submit for your approval a resolution authorizing the Board of Directors to issue various securities maintaining preferential subscription rights, which has the Board's preference and would provide it the needed flexibility to proceed, when necessary, with the issues that are best suited to market opportunities and needs of the Company.

Such issues could be carried out at any time during a public tender offer for the shares of the Company launched by a third party.

Eighteenth resolution

Delegation of authority to the Board of Directors to (i) issue common shares and/or share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preferential subscription rights maintained (usable only during periods of a public tender offer)

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127 to L. 225-129-6, L. 225-132 to L. 225-134 and L. 228-91 to L. 228-93 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. authorizes the Board of Directors to proceed on one or more occasions, and in such proportions and at such times as it deems appropriate, in France or abroad, in euros or a foreign currency or a unit of account based on several currencies, and with shareholders' preferential subscription rights maintained, with the issue of common shares of the Company or securities issued for consideration or free of charge, governed by Articles L. 228-91 *et seq.* of the French Commercial Code, (i) giving access to the Company's share capital or to the share capital of a company in which it directly or indirectly owns more than half of the share capital (share equivalents), subject to the approval of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised, or (ii) entitling the allocation of debt instruments, noting that the subscription of shares and other securities may be made either in cash or by offsetting debt. The Board of Directors may, in accordance with law, delegate the power to carry out or postpone an issue; this authorization may only be used in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period;
2. sets the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:
 - the maximum nominal amount of capital increases that may be carried out under this authorization is set at €225 million, with the proviso that this amount also applies to the nominal amount of capital increases that may be carried out under the 13th, 14th, 15th, 16th, 17th, 19th, 20th, 21st and 22nd resolutions of the Shareholders' Meeting, subject to their approval by this Shareholders' Meeting and including any issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid,
 - to this ceiling shall be added, if necessary, the nominal amount of shares to be issued under any supplementary issue to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,
 - this amount shall count against the overall ceiling set in the 25th resolution, provided that this resolution is approved by this Shareholders' Meeting, or, if applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid,
 - the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 13th, 14th, 15th, 16th, 17th, 19th, 20th, 21st and 22nd resolutions of this Shareholders' Meeting, subject to their approval thereby, or on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;
3. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting;

4. in the event that the Board of Directors uses this authorization, it:
 - resolves that any issue(s) of shares or securities shall be reserved in priority to shareholders who are entitled to subscribe thereto in proportion to their current number of shares, and notes that the Board of Directors may give shareholders the opportunity to apply for excess shares or securities in proportion to their rights, within the limit of their requests,
 - resolves that, if subscriptions for new shares under shareholder entitlements and, where applicable, for excess shares, have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may decide, in order of its choosing and in accordance with the law, to, inter alia, offer the excess shares or securities to the public on the French market or abroad,
 - resolves that equity warrants in the Company may be issued through a subscription offer, under the terms described above, as well as by awarding them to the owners of existing shares,
 - resolves that in the case of stand-alone warrants (e.g., bonus share options), the Board of Directors shall have the power to decide that fractional rights will not be negotiable and that the corresponding shares will be sold,
 - notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the share equivalents issued under this authorization;
5. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increase resulting therefrom, to amend the bylaws accordingly, and to:
 - set, where applicable, the terms of exercise of rights attached to the shares or share equivalents or to debt instruments to be issued, determine the procedures for exercising such rights, where appropriate, whether conversion, exchange, or redemption, including delivery of Company assets such as securities previously issued by the Company,
 - determine, where debt securities are issued (including securities entitling the allocation of debt instruments governed by Article L. 228-91 of the French Commercial Code), whether or not they are subordinated and, if relevant, their level of subordination in accordance with Article L. 228-97 of the French Commercial Code; set their interest rates, whether fixed, variable, zero-coupon or indexed; set their term, whether fixed or perpetual; set the other terms of issue, including the granting of security or collateral, and redemption, including the possibility of redemption by delivery of Company assets (such securities may also be repurchased on the stock market or be used in a public tender or public exchange offer); set the conditions under which such securities give access to the share capital of the Company and/or companies in which it directly or indirectly owns more than half of the share capital and/or entitling the allocation of debt instruments; and amend the above terms during the lifetime of the relevant securities,
 - 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,
 - establish and carry out any adjustments necessary to reflect the impact of transactions on the Company's share capital, such as a change in the share's par value, a capital increase through capitalization of reserves, 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; and establish procedures, if necessary, preserving the rights of holders of common share equivalents, 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.

DELEGATIONS OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT CAPITAL INCREASES BY ISSUING SHARES OR SECURITIES GIVING ACCESS TO CAPITAL, WITH PREFERENTIAL SUBSCRIPTION RIGHTS WAIVED

(usable only during periods of a public tender offer) / Resolutions 19 and 20)



Purpose

In these two resolutions the Shareholders authorize the Board of Directors to issue various securities with preferential subscription rights waived.

Under the 19th resolution, the Board of Directors may grant existing shareholders a priority subscription period for some or all of the proposed issues.

The purpose of the 20th resolution submitted for Shareholder approval is to facilitate issues to institutional investors, pursuant to Article L. 411-2 II of the French Monetary and Financial Code.

Under these resolutions, the Board will be able to proceed as needed with the issues that are best suited to prevailing market opportunities and the Company's needs. In addition to offering new securities to the Company's shareholders, the Board of Directors would be able to carry out transactions in which speed is vitally important for success.

Such issues could be carried out at any time during a public tender offer for the shares of the Company launched by a third party.

Nineteenth resolution

Delegation of authority to the Board of Directors to (i) issue common shares and/or share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preferential subscription rights waived (usable only during periods of a public tender offer)

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127 to L. 225-129-2, L. 225-129-5 to L. 225-129-6, L. 225-134 to L. 225-148 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. authorizes the Board of Directors to proceed on one or more occasions and in such proportions and at such times as it deems appropriate, in France or abroad, via a public offering denominated in euros or a foreign currency or a unit of account based on several currencies, and with shareholders' preferential subscription rights waived, with the issue of common shares or securities issued for consideration or free of charge, governed by Articles L. 228-91 *et seq.* of the French Commercial Code, (i) giving access to the Company's share capital (share equivalents), or (ii) entitling the allocation of debt instruments, noting that the subscription of shares and other securities may be made either in cash or by offsetting debt. The Company's common shares and share equivalents may be issued, *inter alia*, in consideration for contributions of securities to the Company

as part of a public exchange offer (or any other transaction having similar effect) conducted in France or abroad according to local rules on securities meeting the conditions laid down in Article L. 225-148 of the French Commercial Code. The Board of Directors may, in accordance with law, delegate the power to carry out or postpone an issue; this authorization may only be used in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period;

2. authorizes the Board of Directors to (i) authorize the issue, by companies in which the Company directly or indirectly owns more than half of the share capital, of share equivalents of the Company, and (ii) to issue the shares or share equivalents that would result from this authorization;
3. authorizes the Board of Directors to issue share equivalents of companies in which the Company directly or indirectly owns more than half of the share capital, subject to the approval of the Extraordinary Shareholders' Meeting of the Company in which the rights are exercised;
4. resolves to set the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:
 - the maximum nominal amount of capital increases that may be carried out under this authorization is set at €225 million, with the proviso that this amount also applies to the nominal amount of capital increases that may be carried out under the 13th, 14th, 15th, 16th, 17th, 18th, 20th, 21st and 22nd resolutions, subject to their approval by this Shareholders' Meeting and including any issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid,

- to this ceiling shall be added, if necessary, the nominal amount of any shares to be issued to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,
 - this amount shall count against the overall ceiling set in the 25th resolution, provided that this resolution is approved by this Shareholders' Meeting, or, if applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid,
 - the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 13th, 14th, 15th, 16th, 17th, 18th, 20th, 21st and 22nd resolutions of this Shareholders' Meeting, subject to their approval thereby, or on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;
5. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting;
 6. resolves to waive the shareholders' preferential subscription rights to the securities covered by this resolution, nevertheless leaving the Board of Directors, pursuant to Article L. 225-135-2 of the French Commercial Code, the discretion to grant to shareholders, for a period and on terms to be set thereby in compliance with the applicable laws and regulations and for some or all of any issue carried out, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the quantity of shares owned by each shareholder. This may be supplemented by an opportunity for shareholders to apply for excess shares or securities in proportion to their rights, it being noted that any subsequent excess securities shall be offered to the public in France and/or abroad;
 7. notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the issued share equivalents;
 8. resolves that, pursuant to Article L. 225-136 of the French Commercial Code:
 - the issue price of shares directly issued shall be at least equal to the minimum set by the laws and regulations in force when this authorization is used,
 - the issue price of securities given access to capital shall be such that the sum received immediately by the Company plus, where applicable, any sum it may receive at a later date, for each share issued as a result of the issue of such securities is at least equal to the minimum subscription price defined in the preceding paragraph,
 - the conversion, redemption, or in general, the transformation of each share equivalent shall be carried out, based on the nominal value of such security, in a number of shares such that the sum received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution;
 9. resolves that, in the event that subscriptions by the shareholders and the public have not absorbed the entire issue of securities, the Board of Directors may implement, in the order of its choosing, one or more of the following measures:
 - it may limit the issue to the amount of the subscriptions under the condition that it totals at least three-quarters of the amount of the initially approved issue,
 - it may freely distribute all or a portion of the unsubscribed issued shares,
 - it may offer all or a portion of the unsubscribed issued shares to the public, in France or abroad;
 10. notes that the provisions of paragraph 6 on the priority period and paragraphs 8 and 9 would not apply to shares and securities that might be issued under this authorization in consideration for contributions of securities to the Company as part of a public exchange offer pursuant to Article L. 225-148 of the French Commercial Code;
 11. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increase resulting therefrom, to amend the bylaws accordingly, and more specifically to:
 - set, where applicable, the terms of exercise of rights attached to the shares or share equivalents or to debt instruments to be issued, determine the procedures for exercising such rights, where appropriate, whether conversion, exchange, or redemption, including delivery of Company assets such as securities previously issued by the Company,
 - determine, where debt securities are issued (including securities entitling the allocation of the debt instruments governed by Article L. 228-91 of the French Commercial Code), whether or not they are subordinated and, if relevant, their level of subordination in accordance with Article L. 228-97 of the French Commercial Code; set their interest rates, whether fixed, variable, zero coupon or indexed; set their term, whether fixed or perpetual; set the other terms of issue, including the granting of security or collateral, and redemption, including the possibility of redemption by delivery of Company assets (such securities may also be repurchased on the stock market or be used in a public tender or public exchange offer); set the conditions under which such securities give access to the share capital of the Company and/or companies in which it directly or indirectly owns more than half of the share capital and/or entitling the allocation of debt instruments; and amend the above terms during the lifetime of the relevant securities,

- when issuing securities in consideration for financial instruments contributed in the context of a public exchange offer, draw up the list of securities contributed in the exchange; set the terms and conditions of the issue, the exchange ratio and, where applicable, the amount of cash payment to be made; and determine the procedures for the issue, whether for a public exchange offer, a secondary tender or exchange offer, a single tender offer to purchase or exchange such securities against payment in securities and cash, a principle tender or exchange offer combined with a secondary exchange or tender offer, or any other form of public offer in accordance with the laws and regulations applicable to such public offer; note the number of shares contributed to the exchange; and record the difference between the issue price of the new shares and their par value in balance sheet liabilities under an “additional paid-in capital” account, to which all the shareholders shall have rights,
- at its sole discretion, charge the costs of the 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,
- establish and carry out any adjustments necessary to reflect the impact of transactions in the Company's share capital, such as a change in the share's par value, a capital increase through capitalization of reserves, 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; and establish procedures, if necessary, to protect the rights of holders of share equivalents, 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.

Twentieth resolution

Delegation of authority to the Board of Directors to issue common shares or other securities, with preferential subscription rights waived, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (usable only during periods of a public tender offer)

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136,

L. 228-92 and L. 228-93 and Article L. 411-2 II of the French Monetary and Financial Code:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to proceed, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code, on one or more occasions and in such proportions and at such times as it deems appropriate, in France and/or abroad, whether in euros or a foreign currency or a unit of account based on several currencies, and with preferential subscription rights waived, with a capital increase through the issue of common shares or securities for consideration or free of charge, governed by Articles L. 228-91 *et seq.* of the French Commercial Code and which give access to the Company's share capital (whether new or existing shares of the Company). The subscription of shares and other securities may be made either in cash or by offsetting debt. The Board of Directors may, in accordance with law, delegate the power to carry out or postpone an issue; this authorization may only be used in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period;
2. resolves to set the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:
 - the maximum nominal amount of capital increases that may be made under this authorization, within the limit of 20% of the share capital per year, is set at €225 million, it being understood that this amount shall count against the maximum nominal amount provided in paragraph 2-4 of the 19th resolution above and against the amount of the overall ceiling mentioned in the 25th resolution below, subject to their approval by the Shareholders' Meeting or, where applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid,
 - to this ceiling shall be added, if necessary, the nominal amount of any shares to be issued to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,
 - the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 13th, 14th, 15th, 16th, 17th, 18th, 19th, 21st and 22nd resolutions of this Shareholders' Meeting, subject to their approval thereby, and on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;
3. notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the issued share equivalents;

4. resolves that, pursuant to Article L. 225-136 of the French Commercial Code:

- the issue price of shares directly issued shall be at least equal to the minimum set by the laws and regulations in force when this authorization is used,
- the issue price of securities given access to capital shall be such that the sum received immediately by the Company plus, where applicable, any sum it may receive at a later date, for each share issued as a result of the issue of such securities is at least equal to the minimum subscription price defined in the preceding paragraph,
- the conversion, redemption, or in general, the transformation of each share equivalent shall be carried out, based on the nominal value of such security, in a number of shares such

that the sum received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution;

5. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increases resulting therefrom, to amend the bylaws accordingly, and more specifically to make the same decisions as those mentioned in point 11 of the 19th resolution above or any similar resolution that might succeed this resolution while this authorization remains valid;
6. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES OR SECURITIES TO BE ISSUED IN THE EVENT OF A SECURITIES ISSUE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, IN APPLICATION OF THE 18th, 19th AND 20th RESOLUTIONS WITHIN THE LIMIT OF 15% OF THE INITIAL ISSUE

(usable only during periods of a public tender offer / Resolution 21)



Purpose

With this resolution, the Shareholders are asked to grant the Board of Directors the authority to increase the number of shares or securities to be issued in the event of a securities issue, with or without preferential subscription rights, at the same price as that set for the initial issue and within the regulatory time limits and conditions applicable at the issue date.

This delegation would enable the Board of Directors to respond to market volatility and to meet the demand for an issue which exceeds the proposed amount.

Such issues could be carried out at any time during a public tender offer for the shares of the Company launched by a third party.

Twenty-first resolution

Delegation of authority to the Board of Directors to increase the number of shares or securities to be issued in the event of a securities issue, with or without preferential subscription rights, in application of the 18th, 19th and 20th resolutions, within the limit of 15% of the initial issue (usable only during periods of a public tender offer)

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-135-1 of the French Commercial Code, 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 increase the number of shares or other securities to be issued in the event of a securities issue with or without preferential subscription rights, within the periods and limits provided by the regulations in force on the issue date (to date, within thirty (30) days from the close of subscriptions and within the limit of 15% of the initial issue) and subject to the ceilings provided for in the resolution which is applicable to the approved securities issue, as well as the overall ceiling set by the 25th resolution below, subject to its approval by this Shareholders' Meeting, or, where applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid; this authorization may only be used in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period;
2. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting.



Purpose

The Shareholders are asked to renew the authorization given to the Board of Directors to issue various securities, within the limit of 10% of the share capital at the issue date, in consideration for contributions in kind to the Company in the form of shares or share equivalents of other companies.

The Board of Directors views this authorization as useful because it allows for the purchase of the shares of medium-sized unlisted companies using the Company's shares instead of cash.

Such issues could be carried out at any time during a public tender offer for the shares of the Company launched by a third party.

Twenty-second resolution

Delegation of authority to the Board of Directors to issue shares and/or other securities in consideration for contributions of securities to the Company, within the limit of 10% of the share capital (usable only during periods of a public tender offer)

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-147-6 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors, or a representative duly authorized in accordance with the law, full powers to issue shares, securities or other instruments giving or potentially giving access to the Company's share capital (share equivalents), within the limit of 10% of the share capital at the time of issue in consideration for contributions in kind made to the Company and comprising equity or other share equivalents of other companies, where the provisions of Article L. 225-148 of the French Commercial Code do not apply; this authorization may only be used in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period;
2. resolves that the nominal amount of the increase in the Company's share capital resulting from the issue of securities defined above shall count against the maximum nominal amount of €225 million provided in paragraph 2-4 of the 19th resolution above, and against the overall ceiling mentioned in the 25th resolution below,

subject to their approval by the Shareholders' Meeting or, where applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid;

3. resolves that the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 13th, 14th, 15th, 16th, 17th, 18th, 19th, 20th and 21st resolutions of this Shareholders' Meeting, subject to their approval thereby, or on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;
4. resolves that the Board of Directors shall have full powers to, inter alia, determine the nature and number of shares or securities to be issued, their features and terms and conditions of issue; to approve the valuation of contributions and concerning such contributions, record their completion, deduct all expenses, charges and fees from the related premiums, with the balance being appropriated in any way decided by the Board of Directors or Shareholders' Meeting, increase the share capital, amend the bylaws accordingly and, generally, enter into 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;
5. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting.

DELEGATIONS OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT CAPITAL INCREASES BY ISSUING SHARES OR SECURITIES GIVING ACCESS TO CAPITAL, WITH PREFERENTIAL SUBSCRIPTION RIGHTS WAIVED, RESERVED FOR EMPLOYEES WHO ARE MEMBERS OF EMPLOYEE SAVING PLANS AS WELL AS ANY CORPORATE ENTITY WHOSE PURPOSE IS TO PURCHASE, HOLD AND DISPOSE OF SHARES OR OTHER FINANCIAL INSTRUMENTS AS PART OF A GROUP INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN (Resolutions 23 and 24)



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. At December 31, 2015, employees held 2.7% 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 23rd 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 1% of the share capital on the date of implementation of the authorization, including the implementation of the so-called "Multiple" plan, with the proviso that this 1% ceiling shall apply to all capital increases carried out under the 24th resolution of this Shareholders' Meeting.

This authorization would cancel and replace the authorization granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2015, which has not been used.

Under the 24th 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, without preferential subscription rights, by issuing shares or securities giving access to securities to be issued, 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, 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 1% overall ceiling set in the 23rd resolution.

This authorization would cancel and replace the authorization granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2015, 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 this Shareholders' Meeting.

The issue price of the new shares may not be less than the average opening price of the ENGIE share during the 20 trading days preceding the date of the decision setting the opening date of the subscription period, with the proviso that the Board may reduce or eliminate the 20% 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, the Board of Directors may set a different subscription price than that set under the 23rd resolution of this Shareholders' Meeting, should this be required by applicable local law. In all cases, this price may not be less than 80% of the average opening price of the ENGIE share over the 20 trading days preceding the date of the decision setting the opening date of the subscription period for the capital increase carried out and/or the share offering reserved for employees who are members of any company savings plan pursuant to the 24th resolution.

Twenty-third 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 to L. 225-138-1, and L. 228-91 to L. 228-92 of the French Commercial Code, as well as Articles L. 3332-18 *et seq.* 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 **1%** 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 24th 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 so-called "Multiple" plans;

This amount shall count against the overall cap set by the 25th resolution below, subject to its approval by this Shareholders' Meeting, or, where applicable, against any cap set by a similar resolution that might succeed this resolution while this authorization remains valid;

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 19th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2015;
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 opening 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 20%. 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. 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.

Twenty-fourth 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, without preferential subscription rights, for existing shareholders, in favor of any entity whose exclusive purpose is to purchase, hold and dispose of shares or other financial instruments as part of the implementation of an international employee shareholding plan of the ENGIE group

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 and L. 225-138 of the French Commercial 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 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 of shares or other financial instruments as part of the implementation of one of the ENGIE group's international employee shareholding plan, including the "Multiple" investment plan;
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 cap of **1%** of the share capital of the delegation under the 23rd resolution, as well as the overall cap provided in the 25th resolution below, subject to its approval by this Shareholders' Meeting or, if applicable, against the amount of the cap set by a similar resolution that may succeed it during the validity period of this authorization;

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 20th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2015;
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 opening price of the ENGIE share on the NYSE Euronext Paris stock exchange during the 20 trading days preceding the date of the decision setting the opening date of the subscription period for the capital increase and/or the share offering carried out under the 23rd resolution of this Shareholders' Meeting, less a 20% discount. 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 and/or the share offering carried out pursuant to the 23rd resolution of this Shareholders' Meeting;
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 ENGIE, 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.

LIMITATION OF THE OVERALL CEILING FOR IMMEDIATE AND/OR FUTURE CAPITAL INCREASES CARRIED OUT UNDER SHAREHOLDER AUTHORIZATIONS (Resolution 25)



Purpose

The Board of Directors proposes to set at €265 million for share issues, and at €5 billion for debt securities issues, the maximum nominal amount of capital increases that may be carried out under the authorization of the 13th, 14th, 15th, 16th, 17th, 18th, 19th, 20th, 21st, 22nd, 23rd and 24th resolutions.

This is an overall ceiling applicable to all of these resolutions, to which shall be added the nominal amount of shares to be issued under any supplementary issue to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions.

Twenty-fifth resolution

Limitation of the overall ceiling for immediate and/or future capital increases

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

1. resolves to set at €265 million the maximum aggregate nominal amount of share capital increases, whether immediate or future, that may be carried out under the 13th, 14th, 15th, 16th, 17th, 18th, 19th, 20th, 21st, 22nd, 23rd and 24th resolutions of this Shareholders' Meeting, subject to their approval thereby, and on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid. To this nominal amount shall be added (i) the maximum nominal amount of capital increases via the capitalization of premiums, reserves, earnings or other sums that may be capitalized under the 26th and 27th resolutions below of this Shareholders' Meeting, and subject to their approval thereby, and on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid, and
 - (ii) optionally, the nominal amount of shares issued under any supplementary issue to protect the rights of holders of stock options and share equivalents in accordance with the law and, where applicable, contractual provisions;
2. resolves that the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount (evaluated on the date of the decision to issue) in another currency. This ceiling also covers the nominal amount of debt instruments to be issued under the 13th, 14th, 15th, 16th, 17th, 18th, 19th, 20th, 21st, 22nd, 23rd and 24th resolutions of this Shareholders' Meeting, subject to their approval thereby, and on the basis of issues authorized by similar resolutions that might succeed these resolutions while this authorization remains valid;
3. resolves that the authorizations granted under the above resolutions may only be implemented by the Board of Directors, or as applicable, by the Chief Executive Officer or the Deputy CEO acting under authorization of the Board of Directors under the conditions provided by law, as it relates to a limited number of securities such that following each proposed issue, the French government holds an interest in the Company's capital or voting rights in accordance with the laws governing its interest in the share capital of ENGIE.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY CAPITALIZING PREMIUMS, RESERVES, EARNINGS OR OTHER ACCOUNTING ITEMS

(usable only outside of periods of a public tender offer / Resolution 26)



Purpose

The Shareholders are asked to renew the authorization given to the Board of Directors to increase the share capital, on one or more occasions, via the capitalization of premiums, reserves, earnings or other sums as permitted by law and the Company's bylaws.

This authorization would cancel and replace the authorization granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014, which has not been used, and would be valid for 26 months from the date of this Shareholders' Meeting.

Such capital increase transactions could be carried out at any time, except in the case of a public tender offer for the shares of the Company launched by a third party, for the duration of the tender offer period.

Twenty-sixth resolution

Delegation of authority to the Board of Directors to increase the share capital by capitalizing premiums, reserves, earnings or other accounting items (usable only outside of periods of a public tender offer)

After reviewing the Board of Directors' report, and in accordance with Articles L. 225-98, L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. authorizes the Board of Directors to increase the share capital on one or more occasions and in such proportions and at such times as it deems appropriate, by capitalizing premiums, reserves, earnings or other accounting items that may be capitalized under the law and the bylaws, including by association with a capital increase in cash carried out under the 13th, 14th, 15th and 16th resolutions or on the basis of issues authorized by similar resolutions that might succeed this resolution while this authorization remains valid, under the award of bonus shares or an increase in the par value of existing shares or by the combined use of these two means. However, in the case of a public tender offer for the shares of the Company launched by a third party, the Board of Directors may not implement this authorization for the duration of the tender offer period without the prior consent of the Shareholders' Meeting. The maximum nominal amount of capital increases that may be carried out in this manner shall be equal to the aggregate amount that may be capitalized and shall be added to the Overall Ceiling provided in the 25th resolution above, subject to its approval by this Shareholders' Meeting or, where applicable, to the amount of the ceiling set under a similar resolution that might succeed this resolution while this authorization remains valid;
2. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall, where applicable, have full powers to implement this authorization, including to set the terms of issue, to record the completion of capital increases resulting therefrom, to amend the bylaws accordingly, and more specifically to:
 - determine the amount and nature of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares comprising the share capital shall be increased; set the date, which may be retroactive, from which the new shares shall carry dividend rights, or the date on which the increase in the par value shall take effect,
 - decide, for any distribution of bonus shares, that fractional rights are not negotiable and that the corresponding shares will be sold, with proceeds from their sale being awarded to the rights holders as provided by law,
 - carry out any adjustments necessary to reflect the impact of transactions in the Company's share capital, 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; and establish procedures, if necessary, preserving the rights of holders of share equivalents, 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;
3. 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 given under the 18th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY CAPITALIZING PREMIUMS, RESERVES, EARNINGS OR OTHER

(usable only during periods of a public tender offer / Resolution 27)



Purpose

By this resolution, the Shareholders are asked to authorize the Board of Directors to increase the share capital, on one or more occasions, by capitalizing premiums, reserves, earnings or other accounting items which are permitted by law and the Company's bylaws.

This authorization would be valid for 26 months from this Meeting.

Such capital increase transactions could be carried out at any time during a public tender offer for the shares of the Company launched by a third party.

Twenty-seventh resolution

Delegation of authority to the Board of Directors to increase the share capital by capitalizing premiums, reserves, earnings or other accounting items (usable only during periods of a public tender offer)

After reviewing the Board of Directors' report, and in accordance with Articles L. 225-98, L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. authorizes the Board of Directors to increase the share capital on one or more occasions and in such proportions and at such times as it deems appropriate, by capitalizing premiums, reserves, earnings or other accounting items that may be capitalized under the law and the bylaws, including by association with a capital increase in cash carried out under the 18th, 19th, 20th and 21st resolutions of this Shareholders' Meeting, subject to their approval thereby, or on the basis of issues authorized by similar resolutions that might succeed this resolution while this authorization remains valid, under the award of bonus shares or an increase in the par value of existing shares or by the combined use of these two means. The maximum nominal amount of capital increases that may be carried out in this manner shall be equal to the aggregate amount that may be capitalized and shall be added to the Overall Ceiling provided in the 25th resolution above, subject to its approval by this Shareholders' Meeting or, where applicable, to the amount of the ceiling set under a similar resolution that might succeed this resolution while this authorization remains valid; this authorization may only be used in the case of a public tender offer filed by a third party on the Company's shares, for the duration of the tender offer period;
2. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall, where applicable, have full powers to implement this authorization, including to set the terms of issue, to record the completion of capital increases resulting therefrom, to amend the bylaws accordingly, and more specifically to:
 - determine the amount and nature of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares comprising the share capital shall be increased; set the date, which may be retroactive, from which the new shares shall carry dividend rights, or the date on which the increase in the par value shall take effect,
 - decide, for any distribution of bonus shares, that fractional rights are not negotiable and that the corresponding shares will be sold, with proceeds from their sale being awarded to the rights holders as provided by law,
 - carry out any adjustments necessary to reflect the impact of transactions in the Company's share capital, 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; and establish procedures, if necessary, preserving the rights of holders of share equivalents, 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;
3. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting.

AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELING OF TREASURY SHARE (Resolution 28)



Purpose

The Shareholders are asked to authorize the Board of Directors to cancel some or all of the shares that may be acquired under the share repurchase program and to reduce the capital within the limit of 10% of the share capital per 24-month period, in order to increase the shareholders' proportionate share of the company's equity.

This authorization would cancel and replace the authorization granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014, which has not been used, and would be valid for 26 months from the date of this Shareholders' Meeting.

Twenty-eighth resolution

Authorization to the Board of Directors to reduce the share capital by canceling of treasury shares

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-209 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings:

1. authorizes the Board of Directors to reduce the share capital, on one or more occasions and in such proportions and at such times as it deems appropriate, by canceling all or a portion of the shares held or purchased by the Company under an authorization granted by the Ordinary Shareholders' Meeting, within the limit of 10% of the Company's share capital, within a **24-month** period. This limit applies to the Company's total share capital after any adjustments for transactions impacting the share capital which are completed after the date of this Shareholders' Meeting;
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 similar authorization given under the 19th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2014;
3. confers full powers on the Board of Directors, or a representative duly authorized in accordance with the law, to carry out the cancellation(s) of shares and reduction(s) of the share capital under this authorization; set the terms and conditions and record the completion thereof; charge the difference between the carrying value of the canceled shares and their par value against all reserves and premiums; amend the bylaws accordingly; and complete all formalities required for this purpose.

AUTHORIZATION FOR THE BOARD OF DIRECTORS TO AWARD BONUS SHARES TO EMPLOYEES AND OFFICERS OF ENGIE GROUP COMPANIES (EXCEPT FOR THE EXECUTIVE CORPORATE OFFICERS OF THE ENGIE COMPANY) AND TO EMPLOYEES PARTICIPATING IN AN INTERNATIONAL EMPLOYEE SHAREHOLDING PLAN OF THE ENGIE GROUP (Resolution 29)



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 executive 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 0.5% of the share capital on the day of the Board of Directors' resolution; this amount would count against the 0.5% ceiling set under the 29th and 30th resolutions of this Shareholders' Meeting. The shares awarded would be outstanding shares.

They would also be subject to a minimum vesting period of two years and a condition of continuous service within the ENGIE group at the end of the vesting period.

This authorization would be valid for 18 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 April 28, 2015.

Performance conditions may not necessarily be set.

Twenty-ninth resolution

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

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 **18 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 21st resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2015;
3. resolves that the total number of shares to be awarded under this authorization may not exceed 0.5% of the share capital outstanding as of the date of the Board of Directors' decision, 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 29th and 30th 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. In the event of the death of a beneficiary, his or her successors may ask within six months of the date of death, for the shares to vest, in which case they will be immediately transferable;

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 TO 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 30)



Purpose

The selective bonus share plan proposed for a significant number of beneficiaries has the following objectives: (i) to maintain a competitive position, (ii) to encourage talent retention, and (iii) to 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 would be limited to 0.5% of the share capital at the date of the Board's decision, with the proviso that this amount is an overall ceiling on all awards made pursuant to the 29th and 30th resolutions of this Shareholders' Meeting. The shares awarded would be outstanding shares.

This authorization would be valid for 18 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 April 28, 2015.

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 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, a minimum holding period of one year may be set from the vesting date. 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: an internal condition linked to ENGIE's recurring net income, Group share for 2018 and 2019 compared to the same target recurring net income, Group share, as budgeted for the same years (pro forma); an internal condition linked to ROCE (return on capital employed) for 2018 and 2019 compared to the target ROCE as budgeted set for these same years (pro forma); and an external condition linked to the TSR (stock market performance, reinvested dividend) of the ENGIE share compared with that of a reference panel of companies comprised of EDF, E.ON, RWE, ENEL, Iberdrola and Gas Natural.

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

Thirtieth resolution

Authorization to the Board of Directors to award bonus shares to some employees and officers of ENGIE group companies (with the exception of 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 **18 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 22nd resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 28, 2015;
3. resolves that the total number of shares to be awarded under this authorization may not exceed 0.5% of the share capital outstanding as of the date of the Board of Directors' decision, 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 29th and 30th 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 and will be final after a vesting period of a minimum of three years (although the Board 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 must hold their vested shares for a minimum of one year;
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. In the event of the death of a beneficiary, his or her successors may ask within six months of the date of death, for the shares to vest, in which case they will be immediately transferable;
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 in promotion of innovation programs and the like,
 - 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.

AMENDMENT OF ARTICLE 13.5 OF THE BYLAWS (Resolution 31)



Purpose

The purpose of the 31st resolution is to amend Article 13.5 of the Company bylaws to bring it in line with the provisions of the Order of June 13, 2015 concerning the time required for directors representing employees to serve in their office.

Thirty-first resolution

Amendment of Article 13.5 of the Bylaws

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, resolves to amend Article 13.5 of the Bylaws to bring it in line with the Order of June 13, 2015 concerning the time required for directors representing employees to serve in their office. Accordingly:

The text of the 2nd paragraph of Article 13.5 of the Bylaws shall henceforth read as follows:

13.5 The Shareholders' Meeting sets the amount of directors' fees awarded to the directors.

The Company reimburses directors for expenses incurred in the performance of their duties upon presentation of substantiating documents.

Directors representing employees have a preparation time of no less than 15 hours, and no more than one-half of the monthly legal working time, per meeting of the Board of Directors or the relevant committee. The Board of Directors determines this time, taking into account the importance of the Company, its workforce and its economic role, and, as the case may be, the purpose of the meeting.

AMENDMENT OF ARTICLE 16, PARAGRAPH 2 OF THE BYLAWS, "CHAIRMAN AND VICE-CHAIRMEN OF THE BOARD OF DIRECTORS" (Resolution 32)



Purpose

The purpose of the 32nd resolution is to amend Article 16 paragraph 2 of the Bylaws in order to raise the age limit for service as the Chairman of the Board of Directors from 67 to 69.

Thirty-second resolution

Amendment of Article 16 of the Bylaws "Chairman and Vice-Chairmen of the Board of Directors"

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements for Extraordinary Shareholders' Meetings resolves to amend Article 16 of the Bylaws to raise the age limit for service as the Chairman of the Board of Directors from 67 to 69. Accordingly:

The text of the 2nd paragraph of Article 16 of the Bylaws shall henceforth read as follows:

"Whatever the term for which he/she is appointed, the office of the Chairman shall expire no later than the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the previous fiscal year and held in the year in which the Chairman reaches the age of 69."

POWERS FOR FORMALITIES (Resolution 33)



Purpose

The 33rd resolution is the customary resolution that enables the formalities required by law to be carried out after the Shareholders' Meeting.

Thirty-third 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.