

Agenda

A. Resolutions submitted to the Ordinary Shareholders' Meeting

- Approval of transactions and financial statements for fiscal year 2018 **(1st resolution)**.
- Approval of the consolidated financial statements for fiscal year 2018 **(2nd resolution)**.
- Appropriation of net income and declaration of dividend for fiscal year 2018 **(3rd resolution)**.
- Approval of benefit and healthcare coverage for Jean-Pierre Clamadieu, Chairman of the Board of Directors, pursuant to Article L. 225-38 of the French Commercial Code **(4th resolution)**.
- Authorization to be given to the Board of Directors to trade in the Company's shares **(5th resolution)**.
- Reappointment of a Director (Françoise Malrieu) **(6th resolution)**.
- Reappointment of a Director (Marie-José Nadeau) **(7th resolution)**.
- Reappointment of a Director (Patrice Durand) **(8th resolution)**.
- Reappointment of a Director (Mari-Noëlle Jégo-Laveissière) **(9th resolution)**.
- Approval of the components of compensation due or awarded, for the period from May 18 to December 31, 2018, to Jean-Pierre Clamadieu, Chairman of the Board of Directors **(10th resolution)**.
- Approval of the components of compensation due or awarded, for fiscal year 2018, to Isabelle Kocher, Chief Executive Officer **(11th resolution)**.
- Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and extraordinary components of total compensation and benefits of any kind, attributable to the Chairman of the Board of Directors **(12th resolution)**.
- Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of total compensation and benefits of any kind, attributable to the Chief Executive Officer **(13th resolution)**.

B. Resolutions submitted to the Extraordinary Shareholders' Meeting

- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities granting access to equity securities to be issued, with preferential subscription rights waived, for the benefit of ENGIE group employee savings plan members **(14th 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, in favor of any entity whose sole purpose is to subscribe, hold and sell shares or other financial instruments as part of the implementation of an international employee shareholding plan of the ENGIE group **(15th resolution)**.
- Power to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities **(16th resolution)**.