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Draft resolutions and purpose of the resolutions

Resolutions submitted to the Ordinary Shareholders' Meeting

Approval of the financial statements for fiscal year 2017 (Resolutions 1 and 2)

Objective

The first two resolutions allow the Shareholders, having reviewed 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 €1,420,661,432 and consolidated net income, Group share, of €1,422,700,147.

FIRST RESOLUTION

Approval of transactions and the parent company financial statements for fiscal year 2017

Having reviewed the financial statements for the year ended December 31, 2017, 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, 2017, 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 €1,420,661,432.

In accordance with Article 223^{quater} of the French General Tax Code, the Shareholders' Meeting duly notes the total amount of expenses and charges referred to in Article 39, paragraph 4, of the French General Tax Code totaling €1,305,400 for 2017.

SECOND RESOLUTION

Approval of the consolidated financial statements for fiscal year 2017

Having reviewed the financial statements for the year ended December 31, 2017, 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, 2017, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports, showing consolidated net income, Group share, for the year of €1,422,700,147.

Appropriation of net income (Resolution 3)

Objective

The Board of Directors asks the Shareholders to note the distributable income and to approve the appropriation of net income and the payment of (i) an ordinary dividend of €0.70 per share and (ii) a supplementary dividend of €0.07 per share, noting that an interim dividend of €0.35 was paid on October 13, 2017.

The shareholders are reminded that under Article 26.2 of the bylaws, a 10% supplementary dividend, amounting to €0.07 per share, is appropriated in 2018 to shares that have been registered for at least two years as of December 31, 2017, and which will be held in registered form by the same shareholder until May 24, 2018, the dividend payment date. This increase may not apply for a single shareholder to a number of shares representing more than 0.5% of the share capital.

The final net dividend for fiscal year 2017, i.e. €0.35 per share, plus the supplementary dividend of €0.07 per share, will be detached on May 22, 2018 and paid out on May 24, 2018.

THIRD RESOLUTION

Appropriation of net income and declaration of dividend for fiscal year 2017

The Shareholders' Meeting, pursuant to the quorum and majority voting requirements for Ordinary Shareholders' Meetings, notes that the financial statements at December 31, 2017 show net income of €1,420,661,432 and retained earnings of €565,539,763.

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, 2017	1,420,661,432
Retained earnings at December 31, 2017	565,539,763
TOTAL AMOUNT AVAILABLE FOR DISTRIBUTION	1,986,201,195
Total dividend distributed for 2017 (including the supplementary dividend) ⁽¹⁾	1,699,669,061
• interim dividend of €0.35 per share paid on October 13, 2017 as part of the 2017 dividend	835,949,424
• final dividend to be paid out for 2017 ⁽¹⁾	863,719,637
The total dividend for fiscal year 2017 of	1,699,669,061
will be paid out of:	
• net income for the period, in the amount of:	1,420,661,432
• retained earnings, in the amount of:	279,007,629

(1) Based on the number of shares comprising the share capital at December 31, 2017, i.e., 2,435,285,011 shares. This includes 162,426,906 registered shares at December 31, 2017 carrying rights to the supplementary dividend of 10% within the limit of 0.5% of the share capital per registered shareholder.

Accordingly, the Shareholders' Meeting declares an ordinary dividend for 2017 of €0.70 per share, and a supplementary dividend of €0.07 per share.

In accordance with Article 26.2 of the bylaws, a supplementary dividend of 10% of the dividend, amounting to €0.07 per share, will be allocated to shares that have been registered for at least two years as of December 31, 2017, and which will be held in registered form by the same shareholder until May 24, 2018, the dividend payment date. This increase may not apply for a single shareholder to a number of shares representing more than 0.5% of the share capital.

After deduction of the interim dividend of €0.35 per share, paid on October 13, 2017, from the total dividend for fiscal year 2017, and corresponding to the number of shares carrying dividend rights at that date, or 2,388,426,992 shares, the final net dividend for 2017 amounts to €0.35 per share for shares carrying rights to an ordinary dividend, plus the supplementary dividend of €0.07 per share for shares carrying rights to the supplementary dividend.

On the date of the dividend payment, the dividend corresponding to the Company's treasury shares will be allocated to "Other reserves". As of March 6, 2018, the Company held 48,729,639 of its own shares.

Similarly, if some of the 162,426,906 registered shares carrying rights to the supplementary dividend as of December 31, 2017 ceased to be held in registered form between January 1, 2017 and May 24, 2018, the amount of the supplementary dividend corresponding to such shares will be allocated to "Other reserves".

The remaining distributable income will be allocated to retained earnings.

The final net dividend, plus the 10% supplementary dividend for shares carrying such rights, will be detached on May 22, 2018 (ex-dividend date) and will be paid in cash on May 24, 2018.

In accordance with the requirements of Article 243 bis of the French General Tax Code, shareholders are informed that, under the conditions defined by the laws and regulations in force, this entire gross dividend will be subject to a single flat-rate withholding tax at the overall rate of 30% (i.e. 12.8% for income tax and 17.2% for social security contributions), unless they opt for the progressive income tax scale, which would in this case apply to all capital revenue received in 2018. The progressive scale option confers entitlement to the 40% proportional deduction provided for in Article 158, paragraph 3-2 of the French General Tax Code. This regime is available to individuals who are tax residents of France.

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

Fiscal year	Number of shares carrying dividend rights (in millions)	Amounts paid out (overall amount) (in euros)	Net dividend (amount per share) (in euros)
2014 ⁽¹⁾	2,368 ⁽²⁾	2,402 million	1.00
2015 ⁽¹⁾	2,397 ⁽³⁾	2,414 million	1.00
2016 ⁽¹⁾	2,397 ⁽⁴⁾	2,414 million	1.00

(1) Pursuant to the disclosure requirement set forth in Article 243(b) of the French General Tax Code, note that dividends for the fiscal years ended December 31, 2014, December 31, 2015, and December 31, 2016 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 2014 in April 2015. It is notably comparable to the number at the time of payment of the interim dividend in 2014.

(3) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2015 in May 2016. It is notably comparable to the number at the time of payment of the interim dividend in 2015.

(4) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2016 in May 2017. It is notably comparable to the number at the time of payment of the interim dividend in 2016.

Regulated agreements (Resolutions 4, 5, and 6)

Objective

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 referred to in resolutions 4, 5, and 6 fall under this regime, pursuant to Article L. 225-38 of the French Commercial Code.

Therefore, the Shareholders are asked to approve the following regulated agreements, described in the Statutory Auditors' special report in Section 4.8 of the 2017 Registration Document:

- resolution 4: Merging of the French gas terminal and transmission businesses (authorized by the Board of Directors on June 28, 2017);
- resolution 5: Firm purchase from the French State of 11,100,000 shares (agreement authorized by the Board of Directors on September 5, 2017); these shares will be offered to employees as part of the Link 2018 employee shareholding plan.
- resolution 6: Potential future purchase from the French State of up to 11,111,111 shares, depending on the number of shares acquired by the employees under the Link 2018 employee shareholding plan (agreement authorized by the Board of Directors on December 13, 2017), which will be proposed to the Group's employees according to the procedures approved by the *Autorité des Marchés Financiers* (AMF – French Financial Markets Authority) on January 19, 2018 and announced to the market on February 15, 2018.

The French State, which is a stakeholder in two agreements relating to share buybacks, may not take part in voting related to Resolutions 5 and 6.

FOURTH RESOLUTION

Approval of agreement relating to the merging of the French natural gas terminal and transmission businesses

Having reviewed 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, resolves on the part of this report relating to all the agreements concerning the merging of the French natural gas terminal and transmission activities, authorized by the Board of Directors on June 28, 2017, and approves the said agreements.

FIFTH RESOLUTION

Approval of the agreement relating to the firm purchase from the French State of 11,100,000 shares

Having reviewed 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, resolves on the part of this report relating to the agreement, authorized by the Board of Directors on September 5, 2017 and relating to the firm repurchase of 11,100,000 shares from the French State, which will be offered to employees as part of the Link 2018 employee shareholding plan, and approves the said agreement.

SIXTH RESOLUTION

Approval of the agreement relating to the potential purchase from the French State of up to 11,111,111 shares, depending on the number of shares acquired by the employees under the Link 2018 employee shareholding plan

Having reviewed 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, resolves on the part of this report relating to the agreement for the potential future purchase from the French State of up to 11,111,111 shares, depending on the number of shares acquired by the employees under the Link 2018 employee shareholding plan, authorized by the Board of Directors on December 13, 2017, and approves the said agreement.

Authorization to trade in the Company's shares (Resolution 7)

Objective

The Shareholders are asked to renew the authorization of the Board of Directors to repurchase shares of the Company for a period of 18 months from September 1, 2018, with corresponding cancellation on the same date of the previous authorization granted by the Combined Ordinary and Extraordinary General Shareholders' Meeting of May 12, 2017.

The purpose of the share buyback program and a full description of the authorization submitted to the vote are provided in the text of Resolution 7 as well as in Section 5.1.5.2 of the 2017 Registration Document.

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

It should be noted that, as at December 31, 2017, the Company held 1.92% of its share capital, or 46,858,019 shares, essentially to cover its commitments to the beneficiaries of stock options, bonus shares, or company savings plans.

SEVENTH RESOLUTION

Authorization of the Board of Directors to trade in the Company's shares

Having reviewed 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, European Regulation 596/2014 of April 16, 2014 on market abuse, related regulations of the European Commission, and Article 241-1 et seq. of the General Regulations of the AMF, and market practices accepted thereby 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 AMF;
- 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 resolved upon 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 as part of any ESOP including stock options plans, awards of outstanding shares, or corporate or intercompany employee shareholding plans set up within the framework of company savings plans;
- award or sell them to any French or foreign entity, with or without legal personality, whose sole 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 leveraged "Multiple" investment formulas), or any trusts set up to establish a Share Incentive Plan under English law;
- 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; or
- 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 €7.3 billion;
- the maximum purchase price may not exceed € 30 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 as of September 1, 2018, for a period of **18 months** from this Shareholders' Meeting; it supersedes, as of September 1, 2018, the unused portion of the authorization of the same kind granted to the Board of Directors by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017 in its sixth resolution.

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.

Appointment of two directors (Resolutions 8 and 9)

Objective

After an in-depth search and selection process conducted by the Appointments, Compensation and Governance Committee, with the assistance of outside consulting firms, the Board of Directors proposes the appointment of Jean-Pierre Clamadieu and Ross McInnes as directors, pursuant to the 8th and 9th resolutions, each for a four-year term expiring at the end of the Ordinary Shareholders' Meeting to be convened in 2022 to approve the financial statements for the year ending December 31, 2021.

Subject to the Shareholders' approval, the Board will appoint Jean-Pierre Clamadieu as Chairman of the Board of Directors, and Ross McInnes as a member of the Audit Committee.

In addition to their respective personalities and motivations, the competencies and experience described below were decisive in the Board's choice of Jean-Pierre Clamadieu and Ross McInnes as candidates for the Shareholders' approval.

Jean-Pierre Clamadieu has exceptional experience as the leader of a CAC 40 industrial company operating worldwide in around 60 countries. In particular, he will contribute his considerable expertise when it comes to ENGIE's global industrial energy-services customers, which are among the key drivers of our development. Over the course of his career, he has been at the forefront of major industrial transformations. His knowledge of Belgium will also be a valuable asset in tackling the challenges facing the Group's businesses in that country. Furthermore, he has been deeply committed for many years to environmental and climate issues, in particular through his chairmanship of the MEDEF Sustainable Development Commission and as executive member of the World Business Council for Sustainable Development. Finally, he has proven experience in the separated governance of listed companies. The independence and availability of Jean-Pierre Clamadieu are detailed in Board of Directors report on page 46 of the Notice of Meeting.

As a non-executive chairman of a CAC 40 company, Ross McInnes combines recognized, proven financial expertise, which will serve ENGIE through his seat on our Audit Committee, with sound knowledge of the industry's strategic challenges. For 20 years, he has been CFO of industrial companies and has chaired several audit committees (Faurecia, IMI plc in the UK and currently Eutelsat). He has also played a key role in complex transformations. His dual French-Australian citizenship gives him an understanding of multicultural issues, particularly in English-speaking environments, while as a member of France's High Committee for Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*), he will provide insight into best governance practices.

The biographies of the directors whose appointment is being submitted to you are found on pages 72 and 73 of the Notice of Meeting.

After the vote on these resolutions, the Board of Directors will have 19 members, including 9 Independent Directors, 8 women, 4 non-French citizens and 1 director with dual nationality.

EIGHTH RESOLUTION

Appointment of a director (Jean-Pierre Clamadieu)

Having reviewed the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, hereby appoints Jean-Pierre Clamadieu as a director for a period of four years.

Jean-Pierre Clamadieu's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2022 to approve the 2021 financial statements.

NINTH RESOLUTION

Appointment of a director (Ross McInnes)

Having reviewed the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, hereby appoints Ross McInnes as a director for a period of four years.

Ross McInnes's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2022 to approve the 2021 financial statements.

Consultation on the components of compensation due or awarded for 2017 to each executive corporate officer of the Company (**Resolution 10**)

Objective

Pursuant to Article L. 225-100-II of the French Commercial Code, the following components of compensation due or awarded for the year ended to each executive corporate officer of the Company are submitted to the *ex-post* vote of the shareholders:

- the fixed portion;
- the annual variable portion with performance criteria for determining its amount;
- exceptional compensation;
- stock options, performance shares and multi-year variable compensation plans with performance criteria for determining these components of compensation;
- compensation associated with the commencement or termination of duties;
- supplementary collective pension plan; and
- benefits of any kind.

By voting on Resolution 10, the Shareholders are asked to give a favorable opinion on the components of compensation due or awarded for 2017 to Isabelle Kocher, Chief Executive Officer, as described in Section 4.6.1.8 of the 2017 Registration Document and in the Board of Directors' report on corporate governance on pages 47 to 49 on the Notice of Meeting.

These components of compensation due or awarded for 2017 are consistent with the compensation policy approved by an *ex-ante* vote of the Ordinary and Extraordinary Shareholders' Meeting of May 17, 2017.

The shareholders are reminded that Gérard Mestrallet had indicated that he did not wish to be compensated for his position as Chairman of the Board of Directors, which he thus exercised free of charge in fiscal year 2017.

TENTH RESOLUTION

Consultation on the components of compensation due or awarded for 2017 to Isabelle Kocher, Chief Executive Officer

Having reviewed the Board of Directors' report on corporate governance, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, gives a favorable opinion on the components of compensation due or awarded in 2017 to Isabelle Kocher, Chief Executive Officer, as described in Section 4.6.1.8 of the 2017 Registration Document.

Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the executive corporate officers (**Resolutions 11 and 12**)

Objective

In accordance with the Article L. 225-37-2 of the French Commercial Code resulting from the law of December 9, 2016 on transparency, the fight against corruption, and the modernization of the economy – the so-called “*Sapin II law*”, the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the executive corporate officers for their service, which form the compensation policy concerning them, are submitted to the shareholders for an *ex-ante* vote.

By voting on Resolution 11, the Shareholders are asked to approve this compensation policy for the Chairman of the Board of Directors.

By voting on Resolution 12, the Shareholders are asked to approve this compensation policy for the Chief Executive Officer.

The components of these compensation policies, as well as the respective weightings of the fixed, variable and exceptional portions, which you are asked to resolve upon, were set by the Board of Directors on March 7, 2018, on the recommendation of the Appointments, Compensation and Governance Committee, and are presented in Section 4.1.6.9 of the 2017 Registration Document and on pages 50 and 51 of the Notice of Meeting.

ELEVENTH RESOLUTION

Approval, pursuant to Article L. 225-37-2 of the French Commercial Code, of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the Chairman of the Board of Directors

Having reviewed the Board of Directors' report on corporate governance, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional components of total compensation and benefits of any kind attributable to the Chairman of the Board of Directors as of May 18, 2018, as presented in this report and appearing in Section 4.6.1.9 of the 2017 Registration Document.

TWELFTH RESOLUTION

Approval, pursuant to Article L. 225-37-2 of the French Commercial Code, of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the Chief Executive Officer

Having reviewed the Board of Directors' report on corporate governance, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional components of total compensation and benefits of any kind attributable to the Chief Executive Officer as of January 1, 2018, as presented in this report and appearing in Section 4.6.1.9 of the 2017 Registration Document.

Resolutions submitted to the Extraordinary Shareholders' Meeting

"Financial" delegations (Resolutions 13 to 25)

Objective

The Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016 had delegated authority to the Board of Directors for a period of 26 months to issue securities with or without preferential subscription rights to the general public or to institutional investors or in consideration of contributions of securities to the Company.

These delegations, which were not used, expired on July 2, 2018. The aim of renewing them is to allow the Company to carry out, at the appropriate time, the financial transactions required to finance its development.

In order to take into account the application of the Florange law and the diversity of expectations of our shareholders, we submit to your vote the renewal of the financial delegations, broken down into two series: the first concerns the delegations previously granted that can be used only outside periods of public tender offers for the Company; and the second concerns the conferral of delegations previously granted that are similar but to be used only during periods of public tender offers for the Company. These delegations would cancel and replace the aforementioned resolutions for a period of 26 months from the date of the Shareholders' Meeting.

The total nominal amount of the capital increases that may be realized in this way, immediately or in the future, may not exceed a nominal amount of €225 million, it being specified that this amount is common to Resolutions 13, 14, 15, 16, 17, 18, 19, 20, 21, and 22, and would be deducted from the overall ceiling of €265 million (nominal amount) provided for in Resolution 23 proposed to this Shareholders' Meeting.

In the event of the issue of securities representing debt securities in the Company, the maximum nominal amount of these debt securities would be set at €5 billion, it being specified that this amount would be deducted from the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 14, 15, 16, 17, 18, 19, 20, 21, and 22.

The authorizations granted by the resolutions submitted to your vote may, in any case, only be used within the limit of a number of securities such that, at the end of the issue in question, the French State holds an interest in the share capital or voting rights of the Company that complies with the legal provisions relating to the French State's shareholding in ENGIE's capital.

For your information, a table summarizing the financial delegations is provided in the Board of Directors' reports on pages 52 to 54 of the Notice of Meeting.

Delegation of authority granted to the Board of Directors to issue various securities with preferential subscription rights (to be used outside public tender offer periods/Resolution 13)

Objective

We submit to your vote the renewal of the resolution authorizing the Board of Directors to issue various securities with preferential subscription rights, which is the preference of the Board of Directors and would give it the necessary flexibility to carry out, where appropriate, issues that are best suited to market opportunities and the Company's needs.

These issues may take place at any time, except during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

THIRTEENTH RESOLUTION

Delegation of authority to the Board of Directors to resolve, maintaining preferential subscription rights, to (i) issue ordinary shares and/or any securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) issue securities giving entitlement to the allocation of debt securities (to be used only outside public tender offer periods)

Having reviewed 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, L. 225-134 and L. 228-91 to L. 228-93 of the French Commercial Code, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors its authority to resolve, on one or more occasions, both in France and abroad, in the proportion and at the times that it deems appropriate, either in euros or in any other currency or monetary unit established by reference to several currencies, maintaining the preferential subscription rights of the shareholders, on the issue of ordinary 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 capital of the Company or giving access to the capital of a company of which it directly or indirectly owns more than half of the capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised, or (ii) giving entitlement to the allocation of debt securities, it being specified that the subscription of shares and other securities may take place either in cash or by offsetting certain, liquid and payable receivables. The Board of Directors may delegate, under the

conditions established by law, the power to resolve to carry out the issue and the power to suspend it. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;

2. sets the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation of authority:

- the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that the nominal amount of the capital increases that may be carried out under Resolutions 14, 15, 16, 17, 18, 19, 20, 21, and 22 below will be deducted from this amount, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation,
- to this ceiling will be added, if necessary, the nominal amount of the supplementary shares to be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,
- this amount will be deducted from the amount of the overall ceiling set in Resolution 23, subject to its adoption by this Shareholders' Meeting, or, if applicable, from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation,
- the maximum nominal amount of the securities representing the debt securities of the Company that may be issued pursuant to this delegation of authority may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 14, 15, 16, 17, 18, 19, 20, 21, and 22 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;

3. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 13 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016;

4. in the event that the Board of Directors uses this delegation:

- resolves that the issue or issues will be reserved by preference for shareholders that may subscribe irreducibly in proportion to the subscription rights they hold, and duly notes that the Board of Directors may establish for the benefit of shareholders a reducible subscription right which will be exercised in proportion to the subscription rights available to them within the limits of their requests,

- resolves that, if the irreducible and, if applicable, the reducible subscriptions have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may use the various powers provided for by law, in the order that it determines, including offering to the public all or part of the shares or, in the case of securities giving access to the capital, said unsubscribed securities, both in France and abroad,

- resolves that issues of Company share warrants may be made by subscription offer under the conditions described above, but also by free allocation to the holders of the old shares,

- resolves that in the event of a free allocation of stand-alone warrants, the Board of Directors may resolve that fractional rights will be non-transferable and that the corresponding shares will be sold,

- duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued pursuant to this delegation and giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;

5. resolves that the Board of Directors will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to:

- set, if applicable, the procedures for exercising the rights attached to the shares or securities giving access to the capital or debt securities to be issued, determine the procedures for exercising rights, if any, particularly to conversion, exchange, and repayment, including by the delivery of Company assets such as securities already issued by the Company,

- resolve, in the event of the issue of debt instruments, including securities giving entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, on whether they are subordinated or not and, where applicable, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code, to set their interest rate, in particular interest at fixed or variable rates or at zero coupon or index-linked, whether their duration is fixed or indefinite and other terms of issue, including the provision of guarantees or other security, and the terms of amortization/repayment, including by the delivery of Company assets, it also being possible for the securities to be bought on the stock market or subject to an offer to purchase or exchange by the Company; to set the conditions under which these securities will give access to the capital of the Company and/or companies in which it directly or indirectly owns more than half of the capital and/or the allocation of debt securities; and to modify the procedures referred to above during the life of the securities concerned,

- at its own 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 new capital after each capital increase,

- set and make any adjustments to take into account the impact of transactions on the capital of the Company, particularly in the event of a change in the share's nominal value, a capital increase by 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 shareholders' equity; and determine, where applicable, the arrangements for protecting the rights of holders of securities giving access to the capital,
- 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.

Delegations of authority granted to the Board of Directors to issue various securities with cancellation of preferential subscription rights (to be used outside public tender offer periods/Resolutions 14 and 15)

Objective

In the context of these two resolutions, we propose that you renew the authorization given to the Board of Directors to issue various securities with cancellation of preferential subscription rights.

Under Resolution 14, the Board of Directors may confer a priority subscription period on existing shareholders for all or part of the proposed issue.

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

With these resolutions, the Board may, where appropriate, carry out issues that are best suited to market opportunities and the Company's needs. As well as the authority to offer new shares to the Company's shareholders, the Board of Directors may carry out operations whose speed is an essential condition for success.

These issues may take place at any time, except during the offer period in the event of the filing by a third party of a public offer for the Company's shares.

FOURTEENTH RESOLUTION

Delegation of authority to the Board of Directors to resolve, with the cancellation of preferential subscription rights, to (i) issue ordinary shares and/or any securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) issue securities giving entitlement to the allocation of debt securities (to be used only outside public tender offer periods)

Having reviewed the Board of Directors' report and the Statutory Auditors' report and in accordance with the provisions of the French Commercial Code, particularly 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, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors its authority to resolve, on one or more occasions, both in France and abroad, in the proportion and at the times that it deems appropriate, either in euros or in any other currency or monetary unit established by reference to several currencies, canceling the preferential subscription rights of the shareholders, on the issue of ordinary 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 capital of the Company or (ii) giving entitlement to the allocation of debt securities, it being specified that the subscription of shares and other securities may take place either in cash or by offsetting receivables. The ordinary shares of the Company and the securities giving entitlement to the ordinary shares of the Company may, in particular, be issued for the purpose of remunerating securities that would be contributed to the Company in the context of a public exchange offer (or any other transaction having the same effect) carried out in France or abroad according to local rules on securities meeting the conditions set out in Article L. 225-148 of the French Commercial Code. The Board of Directors may delegate, under the conditions established by law, the power to resolve to carry out the issue and the power to suspend it. However, in the event of the filing by a third party of a public offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;
2. delegates to the Board of Directors its authority to (i) authorize the issue, by companies of which the Company holds directly or indirectly more than half of the share capital, of securities giving access to the capital of the Company and (ii) resolve to issue the shares or securities giving access to the capital of the Company that would result;
3. delegates to the Board of Directors its authority to resolve to issue securities giving access to the capital of companies in which the Company directly or indirectly owns more than half of the capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the Company in which the rights are exercised;
4. sets the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation:
 - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that the nominal amount of the capital increases that may be carried out under Resolutions 13, 15, 16, 17, 18, 19, 20, 21, and 22 will be deducted from this amount, subject to their adoption by this Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation,
 - to this ceiling will be added, if necessary, the nominal amount of the shares that may be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,

- this amount will be deducted from the amount of the overall ceiling set in Resolution 23, subject to its adoption by this Shareholders' Meeting, or, if applicable, from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation,
 - the maximum nominal amount of the securities representing the debt securities of the Company that may be issued pursuant to this delegation may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 15, 16, 17, 18, 19, 20, 21, and 22 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
5. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 14 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016;
 6. resolves to cancel the preferential subscription rights of shareholders on the securities subject to this resolution, nevertheless leaving the Board of Directors, pursuant to Article L. 225-135, paragraph 2 of the French Commercial Code, the power to confer to the shareholders, within a time frame and according to the procedures that it will establish pursuant to the applicable laws and regulations and for all or part of an issue carried out, a priority subscription period that will not give rise to transferable rights and that must be exercised in proportion to the number of shares held by each shareholder. A reducible subscription right may also be established, it being specified that unsubscribed shares may be subject to a public placement in France and/or abroad;
 7. duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;
 8. resolves that, pursuant to Article L. 225-136 of the French Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum set by the laws and regulations in force at the time of the use of this delegation,
 - the issue price of securities giving access to the capital must be such that the sum received immediately by the Company plus, as the case may be, any sum it may subsequently receive for each share issued as a result of the issue of these securities is at least equal to the minimum subscription price defined in the above paragraph,
 - the conversion, redemption or generally the transformation into shares of each security giving access to the capital shall, in consideration of the nominal value of this security, be made in a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price defined for the issue of the shares in this resolution;
 9. resolves that, if the subscriptions of the shareholders and the general public have not absorbed the entirety of an issue of securities, the Board of Directors may use, in the order it determines, one and/or other of the following powers:
 - limit the amount of the issue to the subscriptions received provided at least three-quarters of the issue initially resolved upon is taken up,
 - freely allocate some or all of the unsubscribed securities,
 - offer to the general public, in France and abroad, all or part of the unsubscribed securities;
 10. duly notes that the provisions of paragraph 6 relating to the priority period and to paragraphs 8 and 9 do not apply to the shares and securities that would be issued in the context of this delegation, for the purpose of remunerating securities that would be contributed 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 will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to:
 - set, if applicable, the procedures for exercising the rights attached to the shares or securities giving access to the capital or debt securities to be issued, determine the procedures for exercising rights, if any, particularly to conversion, exchange, and repayment, including by the delivery of Company assets such as securities already issued by the Company,
 - resolve, in the event of the issue of debt instruments, including securities giving entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, on whether they are subordinated or not and, where applicable, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code, to set an interest rate, including fixed or variable or at zero coupon or index-linked, whether their duration is fixed or indefinite and other terms of issue, including the provision of guarantees or other security, and the terms of amortization and repayment, including by the delivery of Company assets, it also being possible for the securities to be bought on the stock market or subject to an offer to purchase or exchange by the Company; to set the conditions under which these securities will give access to the capital of the Company and/or companies in which it directly or indirectly owns more than half of the capital and/or the allocation of debt securities; and to modify the procedures referred to above during the life of the securities concerned,
 - when issuing shares in consideration for securities contributed as part 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 own discretion, 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 new capital after each capital increase,
- set and make any adjustments to take into account the impact of transactions on the capital of the Company, particularly changes in the share's nominal value, a capital increase by 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 shareholders' equity; and determine, where applicable, the arrangements for protecting the rights of holders of securities giving access to the capital,
- 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.
- the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that this amount will be deducted from the maximum nominal amount stipulated in point 4, paragraph 2 of Resolution 14 above and from the amount of the overall ceiling referred to in Resolution 23 below, subject to their adoption by this Shareholders' Meeting or, if applicable, from any amounts provided for by resolutions of the same kind that may succeed them during the period of validity of this delegation,
- to this ceiling will be added, if necessary, the nominal amount of the shares that may be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,
- the maximum nominal amount of the securities representing the debt securities giving access to the Company's capital may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 14, 16, 17, 18, 19, 20, 21, and 22 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;

FIFTEENTH RESOLUTION

Delegation of authority to the Board of Directors to resolve to issue, without preferential subscription rights, ordinary shares or other securities, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (to be used only outside public tender offer periods)

Having reviewed 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 Commercial Code, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors, with the power to further delegate in the manner provided for by law and regulation, its authority to resolve, in the context of an offer pursuant to Article L. 411-2 II of the French Monetary and Financial Code, on one or more occasions, in the proportion and at the times that it deems appropriate, in France and/or abroad, either in euros or in any other currency or monetary unit established by reference to several currencies, canceling the preferential subscription rights of the shareholders, a capital increase by the issue of ordinary shares or securities issued for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, giving access to the capital of the Company, whether this concerns new or existing shares of the Company. It is specified that shares or other securities may be subscribed in cash or by offsetting certain, liquid and payable receivables. The Board of Directors may delegate, under the conditions established by law, the power to resolve to carry out the issue and the power to suspend it. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;
2. resolves to set the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation:
 3. duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;
 4. resolves that, pursuant to Article L. 225-136 of the French Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum set by the laws and regulations in force at the time of the use of this delegation,
 - the issue price of securities giving access to the capital must be such that the sum received immediately by the Company plus, as the case may be, any sum it may subsequently receive for each share issued as a result of the issue of these securities is at least equal to the minimum subscription price defined in the above paragraph,
 - the conversion, redemption or generally the transformation into shares of each security giving access to the capital shall, in consideration of the nominal value of this security, be made in a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price defined for the issue of the shares in this resolution;
 5. resolves that the Board of Directors will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set the issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to take the same decisions as those referred to in point 11 of Resolution 14 above or any resolution of the same kind that may succeed it during the period of validity of this delegation;
 6. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 15 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.

Delegation of authority to the Board of Directors to increase the number of shares in the event of a securities issue with or without preferential subscription rights, in application of Resolutions 13, 14, and 15, limited to 15% of the initial issue (to be used only outside public tender offer periods/Resolution 16)

Objective

With this resolution, we invite the shareholders to renew the authorization given to the Board of Directors to increase the number of securities to be issued in the event of an issue of securities with or without preferential subscription rights, at the same price as that used for the initial issue, within the time frames and limits stipulated in the applicable regulation on the issue date.

This delegation would enable the Board of Directors to respond to demand in excess of the offer and to deal with market volatility.

These issues may take place at any time, except during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

SIXTEENTH RESOLUTION

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

Having reviewed 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 the Extraordinary General Shareholders Meeting:

1. delegates to the Board of Directors, with the power to further delegate under the conditions established by law, its authority to resolve to increase the number of securities to be issued in the event of an issue of securities with or without preferential subscription rights, at the same price as that used for the initial

issue, within the time frames and limits stipulated in the applicable regulation on the issue date (currently within 30 days of the closing of the subscription and within the limit of 15% of the initial issue) and subject to the ceilings established in the resolution in application of which the issue is decided, as well as the overall ceiling established in Resolution 23 below, subject to its adoption by this Shareholders' Meeting, or if applicable, any ceilings established by a resolution of the same kind that may succeed it during the period of validity of this delegation. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;

2. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 16 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.

Delegation of authority to the Board of Directors to issue various securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (to be used only outside public tender offer periods/Resolution 17)

Objective

We propose that the shareholders renew the authorization given to the Board of Directors to issue various securities up to a limit of 10% of the share capital, at the time of the issue, in consideration for contributions in kind made to the Company and comprising equity securities or securities giving access to the capital of other companies.

This authorization seemed useful to the Board of Directors because it would allow for the acquisition of shares of unlisted companies, of medium size, for shares of the Company rather than in cash.

These issues may take place at any time, except during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

SEVENTEENTH RESOLUTION

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

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-147, para. 6, of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary General Shareholders Meeting:

- delegates to the Board of Directors, with the power to further delegate under the conditions established by law, its authority to issue shares or various securities giving access to the capital of the Company, up to a limit of 10% of the share capital, at the time of the issue, in consideration for contributions in kind made to the Company and comprising equity securities or securities giving access to the capital of other companies, when the provisions of Article L. 225-148 of the French Commercial Code do not apply. However, in the event of the filing by a third party of a public tender offer for the Company's shares, the Board of Directors may not, for the duration of the offer period, resolve to implement this delegation of authority without the prior authorization of the Shareholders' Meeting;
- resolves that the nominal amount of the increase of the capital of the Company resulting from the issue of securities defined in the above paragraph will be deducted from the maximum nominal amount of €225 million stipulated in point 4, paragraph 2 of Resolution 14 above, as well as from the amount of the overall coiling referred to in Resolution 23 below, subject to their adoption by this Shareholders' Meeting, or, if applicable, from any amounts provided for by resolutions of the same kind that may succeed them during the period of validity of this delegation;
- resolves that the maximum nominal amount of the securities representing debt claims on the Company may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 14, 15, 16, 18, 19, 20, 21, and 22 of the Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
- resolves that the Board of Directors will have all powers, particularly to determine the nature and number of securities to be created, their characteristics and the terms of their issue; to approve the valuation of the contributions and, concerning said contributions, to note that these have been carried out; to deduct all fees, charges and rights on premiums, with the balance appropriated as decided by the Board of Directors or by the Ordinary Shareholders' Meeting; to increase the share capital and make the consequential amendments to the bylaws; and, in general, to enter into any agreement, in particular to successfully achieve the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial servicing of securities issued pursuant to this delegation and the exercise of the rights attached thereto or resulting from the capital increases carried out;
- sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation with the same purpose granted under Resolution 17 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.

Delegation of authority granted to the Board of Directors to issue various securities with preferential subscription rights (to be used only during public tender offer periods/Resolution 18)

Objective

We submit to your vote a resolution authorizing the Board of Directors to issue various securities with preferential subscription rights, which is the preference of the Board of Directors and would give it the necessary flexibility to carry out, where appropriate, issues that are best suited to market opportunities and the Company's needs.

These issues may take place at any time during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

EIGHTEENTH RESOLUTION

Delegation of authority to the Board of Directors to resolve, maintaining preferential subscription rights, to (i) issue ordinary shares and/or any securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) issue securities giving entitlement to the allocation of debt securities (to be used only during public tender offer periods)

Having reviewed 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, L. 225-134 and L. 228-91 to L. 228-93 of the French Commercial Code, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors its authority to resolve, on one or more occasions, both in France and abroad, in the proportion and at the times that it deems appropriate, either in euros or in any other currency or monetary unit established by reference to several currencies, maintaining the preferential subscription rights of the shareholders, on the issue of ordinary 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 capital of the Company or giving access to the capital of a company of which it directly or indirectly owns more than half of the capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised, or (ii) giving entitlement to the allocation of debt securities, it being specified that the subscription of shares and other securities may take place either in cash or by offsetting certain, liquid and payable receivables. The Board of Directors may delegate, under the conditions established by law, the power to resolve to carry out the issue and the power to suspend it; this delegation may only be used in the event that a third party files a public tender offer for the shares of the Company and only during this offer;
2. sets the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation of authority:
 - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that the nominal amount of the capital increases that may be carried out under Resolutions 13, 14, 15, 16, 17, 19, 20, 21, and 22 of this Shareholders' Meeting will be deducted from this amount, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation,
 - to this ceiling will be added, if necessary, the nominal amount of the supplementary shares to be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,
 - this amount will be deducted from the amount of the overall ceiling set in Resolution 23, subject to its adoption by this Shareholders' Meeting, or, if applicable, from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation,
 - the maximum nominal amount of the securities representing the debt securities of the Company that may be issued pursuant to this delegation of authority may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 14, 15, 16, 17, 19, 20, 21, and 22 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
3. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 18 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016;
4. in the event that the Board of Directors uses this delegation:
 - resolves that the issue or issues will be reserved by preference for shareholders that may subscribe irreducibly in proportion to the subscription rights they hold, and duly notes that the Board of Directors may establish for the benefit of shareholders a reducible subscription right which will be exercised in proportion to the subscription rights available to them within the limits of their requests,
 - resolves that, if the irreducible and, if applicable, the reducible subscriptions have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may use the various powers provided for by law, in the order that it determines, including offering to the public all or part of the shares or, in the case of securities giving access to the capital, said unsubscribed securities, both in France and abroad,
 - resolves that issues of company share warrants may be made by subscription offer under the conditions described above, but also by free allocation to the holders of the old shares,

- resolves that in the event of a free allocation of stand-alone warrants, the Board of Directors may resolve that fractional rights will be non-transferable and that the corresponding shares will be sold,
 - duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued pursuant to this delegation and giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;
5. resolves that the Board of Directors will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to:
- set, if applicable, the procedures for exercising the rights attached to the shares or securities giving access to the capital or debt securities to be issued, determine the procedures for exercising the rights, if any, particularly to conversion, exchange, and repayment, including by the delivery of Company assets such as securities already issued by the Company,
 - resolve, in the event of the issue of debt instruments, including securities giving entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, on whether they are subordinated or not and, where applicable, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code, to set their interest rate, in particular interest at fixed or variable rates or at zero coupon or index-linked, whether their duration is fixed or indefinite and other terms of issue, including the provision of guarantees or other security, and the terms of amortization/repayment, including by the delivery of Company assets, it also being possible for the securities to be bought on the stock market or subject to an offer to purchase or exchange by the Company; to set the conditions under which these securities will give access to the capital of the Company and/or companies in which it directly or indirectly owns more than half of the capital and/or the allocation of debt securities; and to modify the procedures referred to above during the life of the securities concerned,
 - at its own 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 new capital after each capital increase,
 - set and make any adjustments to take into account the impact of transactions on the capital of the Company, particularly in the event of a change in the share's nominal value, a capital increase by 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 shareholders' equity; and determine, where applicable, the arrangements for protecting the rights of holders of securities giving access to the capital,
 - 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.

Delegations of authority granted to the Board of Directors to issue various securities with cancellation of preferential subscription rights (to be used only during public tender offer periods/Resolutions 19 and 20)

Objective

We are proposing two resolutions that would authorize the Board of Directors to issue various securities with cancellation of preferential subscription rights.

Under Resolution 19, the Board of Directors may confer a priority subscription period on existing shareholders for all or part of the proposed issue.

The aim of Resolution 20 is to facilitate issues to institutional investors, pursuant to Article L. 411-2 II of the French Monetary and Financial Code.

With these resolutions, the Board can, where appropriate, carry out issues that are best suited to market opportunities and the Company's needs. As well as the authority to offer new shares to the Company's shareholders, the Board of Directors may carry out operations whose speed is an essential condition for success.

These issues may take place at any time during the offer period in the event of the filing by a third party of a public offer for the Company's shares.

NINETEENTH RESOLUTION

Delegation of authority to the Board of Directors to resolve, with the cancellation of preferential subscription rights, to (i) issue ordinary shares and/or any securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) issue securities giving entitlement to the allocation of debt securities (to be used only during public tender offer periods)

Having reviewed the Board of Directors' report and the Statutory Auditors' report and in accordance with the provisions of the French Commercial Code, particularly 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, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors its authority to resolve, on one or more occasions, both in France and abroad, in the proportion and at the times that it deems appropriate, either in euros or in any other currency or monetary unit established by reference to several currencies, canceling the preferential subscription rights of the shareholders, on the issue of ordinary 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 capital of the Company or (ii) giving entitlement to the allocation of debt securities, it being specified that the subscription of shares and other securities may take place either in cash or by offsetting receivables. The ordinary shares of the Company and the securities giving entitlement to the ordinary shares of the Company may, in particular, be issued for the purpose of remunerating securities that would be contributed to the Company in the context of a public exchange offer (or any other transaction having the same effect) carried out in France or abroad according to local rules on securities meeting the conditions set out in Article L. 225-148 of the French Commercial Code. The Board of Directors may delegate, under the conditions established by law, the power to resolve to carry out the issue and the power to suspend it; this delegation may only be used in the event that a third party files a public tender offer for the shares of the Company and only during this offer;

2. delegates to the Board of Directors its authority to (i) authorize the issue, by companies of which the Company holds directly or indirectly more than half of the share capital, of securities giving access to the capital of the Company and (ii) resolve to issue the shares or securities giving access to the capital of the Company that would result;
3. delegates to the Board of Directors its authority to resolve to issue securities giving access to the capital of companies in which the Company directly or indirectly owns more than half of the capital, subject to the authorization of the Extraordinary Shareholders' Meeting of the Company in which the rights are exercised;
4. sets the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation:
 - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that the nominal amount of the capital increases that may be carried out under Resolutions 13, 14, 15, 16, 17, 18, 20, 21, and 22 will be deducted from this amount, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation,
 - to this ceiling will be added, if necessary, the nominal amount of the shares that may be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,
 - this amount will be deducted from the amount of the overall ceiling set in Resolution 23, subject to its adoption by this Shareholders' Meeting, or, if applicable, from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation,
 - the maximum nominal amount of the securities representing the debt securities of the Company that may be issued pursuant to this delegation may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 14, 15, 16, 17, 18, 20, 21, and 22 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;

5. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 19 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016;
6. resolves to cancel the preferential subscription rights of shareholders on the securities subject to this resolution, nevertheless leaving the Board of Directors, pursuant to Article L. 225-135, paragraph 2 of the French Commercial Code, the power to confer to the shareholders, within a time frame and according to the procedures that it will establish pursuant to the applicable laws and regulations and for all or part of an issue carried out, a priority subscription period that will not give rise to transferable rights and that must be exercised in proportion to the number of shares held by each shareholder. A reducible subscription right may also be established, it being specified that unsubscribed shares may be subject to a public placement in France and/or abroad;
7. duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;
8. resolves that, pursuant to Article L. 225-136 of the French Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum set by the laws and regulations in force at the time of the use of this delegation,
 - the issue price of securities giving access to the capital must be such that the sum received immediately by the Company plus, as the case may be, any sum it may subsequently receive for each share issued as a result of the issue of these securities is at least equal to the minimum subscription price defined in the above paragraph,
 - the conversion, redemption or generally the transformation into shares of each security giving access to the capital shall, in consideration of the nominal value of this security, be made in a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price defined for the issue of the shares in this resolution;
9. resolves that, if the subscriptions of the shareholders and the general public have not absorbed the entirety of an issue of securities, the Board of Directors may use, in the order it determines, one and/or other of the following powers:
 - limit the amount of the issue to the subscriptions received provided at least three-quarters of the issue initially resolved upon is taken up,
 - freely allocate some or all of the unsubscribed securities,
 - offer to the general public, in France and abroad, all or part of the unsubscribed securities;
10. duly notes that the provisions of paragraph 6 relating to the priority period and to paragraphs 8 and 9 do not apply to the shares and securities that would be issued in the context of this delegation, for the purpose of remunerating securities that would be contributed 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 will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to:
 - set, if applicable, the procedures for exercising the rights attached to the shares or securities giving access to the capital or debt securities to be issued, determine the procedures for exercising rights, if any, particularly to conversion, exchange, and repayment, including by the delivery of Company assets such as securities already issued by the Company,
 - resolve, in the event of the issue of debt instruments, including securities giving entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, on whether they are subordinated or not and, where applicable, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code, to set an interest rate, including fixed or variable or at zero coupon or index-linked coupon, whether their duration is fixed or indefinite and other terms of issue, including the provision of guarantees or other security, and the terms of amortization and repayment, including by the delivery of Company assets, it also being possible for the securities to be bought on the stock market or subject to an offer to purchase or exchange by the Company; to set the conditions under which these securities will give access to the capital of the Company and/or companies in which it directly or indirectly owns more than half of the capital and/or the allocation of debt securities; and to modify the procedures referred to above during the life of the securities concerned,
 - in the event of the issue of securities in consideration for securities contributed as part of a public exchange offer, draw up the list of securities contributed to the exchange, establish the conditions of the issue, the exchange ratio and, if applicable, the amount of the cash balancing payment to be made and determine the terms and conditions of the issue in the context of either a public tender offer or exchange offer as the main offer, combined with a public exchange offer or public tender offer as the secondary offer, or any other form of public offer compliant with the laws and regulations applicable to said public offer, record the number of shares traded, and recognize as liabilities on the balance sheet, in an account entitled "contribution premium" pertaining to the rights of all the shareholders, the difference between the issue price of the new shares and their nominal value,
 - at its own discretion, 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 new capital after each capital increase,
 - set and make any adjustments to take into account the impact of transactions on the capital of the Company, particularly changes in the share's nominal value, a capital increase by 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 shareholders' equity; and determine, where applicable, the arrangements for protecting the rights of holders of securities giving access to the capital,

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.

TWENTIETH RESOLUTION

Delegation of authority to the Board of Directors to resolve to issue, without preferential subscription rights, ordinary shares or other securities, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (to be used only during public tender offer periods)

Having reviewed 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 Commercial Code, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. delegates to the Board of Directors, with the power to further delegate in the manner provided for by law and regulation, its authority to resolve, in the context of an offer pursuant to Article L. 411-2 II of the French Monetary and Financial Code, on one or more occasions, in the proportion and at the times that it deems appropriate, in France and/or abroad, either in euros or in any other currency or monetary unit established by reference to several currencies, canceling the preferential subscription rights of the shareholders, a capital increase by the issue of ordinary shares or securities issued for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, giving access to the capital of the Company, whether this concerns new or existing shares of the Company. It is specified that shares or other securities may be subscribed in cash or by offsetting certain, liquid and payable receivables. The Board of Directors may delegate, under the conditions established by law, the power to resolve to carry out the issue and the power to suspend it; this delegation may only be used in the event that a third party files a public tender offer for the shares of the Company and only during this offer;
2. resolves to set the following limits on the amounts of the authorized issues in the event that the Board of Directors uses this delegation:
 - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation is set at €225 million, it being specified that this amount will be deducted from the maximum nominal amount stipulated in point 4, paragraph 2 of Resolution 19 above and from the amount of the overall ceiling referred to in Resolution 23 below, subject to their adoption by the Shareholders' Meeting or, if applicable, from any amounts provided for by resolutions of the same kind that may succeed them during the period of validity of this delegation,
 - to this ceiling will be added, if necessary, the nominal amount of the shares that may be issued in the event of new financial transactions, to preserve the rights of the holders of stock options and/or securities giving access to the capital,
 - the maximum nominal amount of the securities representing the debt securities giving access to the Company's capital may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 14, 15, 16, 17, 18, 19, 21, and 22 of this Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
3. duly notes that this delegation automatically entails, for the benefit of the holders of the securities issued giving access to the capital of the Company, the waiver by the shareholders of their preferential subscription rights to the shares to which the securities give entitlement;
4. resolves that, pursuant to Article L. 225-136 of the French Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum set by the laws and regulations in force at the time of the use of this delegation,
 - the issue price of securities giving access to the capital must be such that the sum received immediately by the Company plus, as the case may be, any sum it may subsequently receive for each share issued as a result of the issue of these securities is at least equal to the minimum subscription price defined in the above paragraph,
 - the conversion, redemption or generally the transformation into shares of each security giving access to the capital shall, in consideration of the nominal value of this security, be made in a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price defined for the issue of the shares in this resolution;
5. resolves that the Board of Directors will have all powers, with the power to further delegate under the conditions set by law, to implement this delegation of authority and, in particular, to set issue, subscription and payment conditions, to record the carrying out of the resulting capital increases, amending the bylaws accordingly, and to take the same decisions as those referred to in point 11 of Resolution 19 above or any resolution of the same kind that may succeed it during the period of validity of this delegation;
6. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 20 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.

Delegation of authority to the Board of Directors to increase the number of shares in the event of a securities issue with or without preferential subscription rights, in application of Resolutions 18, 19, and 20, limited to 15% of the initial issue (to be used only during public tender offer periods/Resolution 21)

Objective

With this resolution, we invite the shareholders to authorize the Board of Directors to increase the number of securities to be issued in the event of an issue of securities with or without preferential subscription rights, at the same price as that used for the initial issue, within the time frames and limits stipulated in the applicable regulation on the issue date.

This delegation would enable the Board of Directors to respond to demand in excess of the offer and to deal with market volatility.

These issues may take place at any time during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

TWENTY-FIRST RESOLUTION

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

Having reviewed 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 the Extraordinary General Shareholders Meeting:

1. delegates to the Board of Directors, with the power to further delegate under the conditions established by law, its authority to resolve to increase the number of securities to be issued in the event of an issue of securities with or without preferential

subscription rights, at the same price as that used for the initial issue, within the time frames and limits stipulated in the applicable regulation on the issue date (currently within 30 days of the closing of the subscription and within the limit of 15% of the initial issue) and subject to the ceilings established in the resolution in application of which the issue is decided, as well as the overall ceiling established in Resolution 23 below, subject to its adoption by this Shareholders' Meeting, or if applicable, any ceilings established by a resolution of the same kind that may succeed it during the period of validity of this delegation; this delegation may only be used in the event that a third party files a public tender offer for the shares of the Company and only during this offer;

2. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 21 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.

Delegation of authority to the Board of Directors to issue ordinary shares and/or various securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (to be used only during public tender offer periods/Resolution 22)

Objective

We propose that the shareholders renew the authorization given to the Board of Directors to issue various securities up to a limit of 10% of the share capital, at the time of the issue, in consideration for contributions in kind made to the Company and comprising equity securities or securities giving access to the capital of other companies.

This authorization seemed useful to the Board of Directors because it would allow for the acquisition of shares of unlisted companies, of medium size, for shares of the Company rather than in cash.

These issues may take place at any time during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

TWENTY-SECOND RESOLUTION

Delegation of authority to the Board of Directors to issue ordinary shares and/or various securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (to be used only during public tender offer periods)

Having reviewed the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-147, para. 6, of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary General Shareholders Meeting:

- delegates to the Board of Directors, with the power to further delegate under the conditions established by law, its authority to issue shares or various securities giving access to the capital of the Company, up to a limit of 10% of the share capital, at the time of the issue, in consideration for contributions in kind made to the Company and comprising equity securities or securities giving access to the capital of other companies, when the provisions of Article L. 225-148 of the French Commercial Code do not apply; this delegation may only be used in the event that a third party files a public tender offer for the shares of the Company and only during this offer;
- resolves that the nominal amount of the increase of the capital of the Company resulting from the issue of securities defined in the above paragraph will be deducted from the maximum nominal amount of €225 million stipulated in point 4, paragraph 2 of Resolution 19 above, as well as from the amount of the overall ceiling referred to in Resolution 23 below, subject to their adoption by this Shareholders' Meeting, or, if applicable, from any amounts provided for by resolutions of the same kind that may succeed them during the period of validity of this delegation;
- resolves that the maximum nominal amount of the securities representing claims on the Company may not exceed the limit of €5 billion or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that will be issued by virtue of Resolutions 13, 14, 15, 16, 17, 18, 19, 20, and 21 of the Shareholders' Meeting, will be deducted from this amount, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
- resolves that the Board of Directors will have all powers, particularly to determine the nature and number of securities to be created, their characteristics and the terms of their issue; to approve the valuation of the contributions and, concerning said contributions, to note that these have been carried out; to deduct all fees, charges and rights on premiums, with the balance appropriated as decided by the Board of Directors or by the Ordinary Shareholders' Meeting; to increase the share capital and make the consequential amendments to the bylaws; and, in general, to enter into any agreement, in particular to successfully achieve the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial servicing of securities issued pursuant to this delegation and the exercise of the rights attached thereto or resulting from the capital increases carried out;
- sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 22 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.

Limitation of the overall ceiling for immediate or future capital increase delegations (Resolution 23)

Objective The Board of Directors proposes that the shareholders set the maximum nominal amount of the capital increases that may be carried out pursuant to the delegations referred to in Resolutions 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 26, and 27 at €265 billion.

This is an overall ceiling common to the above resolutions, to which is added the nominal amount of any additional shares to be issued in the event of new financial transactions, to preserve the rights of the holders of securities giving access to the capital and the beneficiaries of stock options.

TWENTY-THIRD RESOLUTION

Limitation of the overall ceiling for immediate or future capital increase delegations

Having reviewed the Board of Directors' report and the Statutory Auditors' report, the Shareholders' Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Shareholders' Meetings:

1. resolves to set at €265 million the maximum nominal value of immediate and/or future share capital increases that may be carried out pursuant to the authorizations conferred by Resolutions 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 26, and 27 of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or, if applicable, on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation, it being specified that to this nominal amount will be added (i) the maximum nominal amount of capital increases by capitalization of premiums, reserves, profits or other amounts that may be capitalized pursuant to Resolutions 24 and 25 below, subject to their adoption by the Shareholders' Meeting and on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this
2. resolves to set at €5 billion, or the equivalent of this amount at the date of the issue decision for the foreign currency equivalent, the overall maximum nominal amount of the securities representing debt claims on the Company that may be issued pursuant to the authorizations conferred by Resolutions 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 26, and 27 of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or, if applicable, on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation;
3. resolves that the delegations granted by the above resolutions may, in any case, only be used by the Board of Directors or, if applicable, by the Chief Executive Officer or the Chief Operating Officer acting by delegation of the Board of Directors under legal conditions, within the limit of a number of securities such that, at the end of the issue in question, the French State holds an interest in the share capital or voting rights of the Company that complies with the legal provisions relating to the French State's shareholding in ENGIE's capital.

Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts (Resolution 24)

Objective We propose a resolution to authorize the Board of Directors to increase the share capital, on one or more occasions, by capitalizing premiums, reserves, profits or other amounts that may be capitalized according to the law and to the bylaws.

This delegation would have a period of validity of 26 months as of this Shareholders' Meeting.

These capital increase transactions may take place at any time during the offer period in the event of the filing by a third party of a public tender offer for the Company's shares.

TWENTY-FOURTH RESOLUTION

Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts

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

1. delegates to the Board of Directors its authority to resolve to increase the share capital, on one or more occasions, in the proportion and at the times that it deems appropriate, by capitalizing premiums, reserves, profits or other amounts that may be capitalized according to the law and to the bylaws, including by combination with a capital increase in cash carried out pursuant to Resolutions 13, 14, 15, 16, 18, 19, 20 and 21 of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting or on the basis of issues authorized by resolutions of the same kind that may succeed said resolutions during the period of validity of this delegation, and in the form of awarding bonus shares or raising the nominal value of existing shares or a combination of both. The maximum nominal amount of the capital increases that may be carried out in this regard will be equal to the aggregate amount that may be capitalized and will be added to the overall ceiling referred to in Resolution 23 above, subject to its adoption by this Shareholders' Meeting, or if applicable, any ceiling established by a resolution of the same kind that may succeed it during the period of validity of this delegation; this delegation may only be used in the event that a third party files a public tender offer for the shares of the Company and only during this offer;

2. delegates to the Board of Directors, in the event of the use of this delegation of authority, all powers, with the power to further delegate under the conditions set by law, to implement this delegation and, in particular, to set the terms of issue, to record the completion of the resulting capital increases, to amend the bylaws accordingly, and, particularly, to:
 - set 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 nominal value of the existing shares making up the share capital will be increased, set the date, including retroactively, from which the rights associated with the new shares will take effect, or the date at which the increase in the nominal value will take effect,
 - resolve, in the case of bonus share distributions, that the fractional rights will be non-transferable and that the corresponding shares will be sold; the sums deriving from the sale will be allocated to the holders of rights under the conditions established in law,
 - make any adjustments to take into account the impact of transactions on the capital of the Company, particularly changes in the share's nominal value, a capital increase by 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 shareholders' equity; and determine, where applicable, the arrangements for protecting the rights of holders of securities giving access to the capital,
 - 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;
3. sets the term of validity of this delegation at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegations granted under Resolutions 26 and 27 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016.

Cancellation of shares purchased by the Company by way of share capital reduction (Resolution 25)

Objective	We propose that the shareholders authorize the Board of Directors to cancel all or part of the shares that would be acquired under the share buyback program and to reduce the capital by up to 10% of the share capital per 24-month period, in order to increase the shareholders' proportionate interest in the company. This delegation would cancel and replace that granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016, which has not been used, and would have a period of validity of 26 months as of this Shareholders' Meeting.
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TWENTY-FIFTH RESOLUTION

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

Having reviewed 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 the Extraordinary General Shareholders Meeting:

1. authorizes the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times of its choosing, by canceling all or part of the shares acquired or that may be acquired by virtue of an authorization granted by the Ordinary Shareholders' Meeting by the Company itself, up to a limit of 10% of the share capital per 24-month period. Shareholders are reminded that this limit applies to an amount of the Company's capital that will, if necessary, be adjusted to take into account transactions affecting the share capital after this Shareholders' Meeting;
2. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting and duly notes that this delegation supersedes, as of this date, the delegation granted under Resolution 28 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016;
3. confers all powers on the Board of Directors, with the power to further delegate under the conditions established by law, to carry out the transaction(s) to cancel and reduce the capital by virtue of this authorization, establish their terms, note that they have been carried out, deduct the difference between the carrying amount of the canceled shares and their nominal amount from all reserves and premiums items, amend the bylaws accordingly, and carry out all formalities.

Delegations 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, reserved for employees who are members of employee saving plans as well as for any entity constituted with the purpose of subscribing, holding and disposing of shares of the Company or other financial instruments as part of a Group international employee shareholding plan (Resolutions 26 and 27)

Objective

The Group's aim is to facilitate access to employee shareholding to the greatest number of employees in order to associate them more closely with its development and to share the value created in a different way.

The Link 2018 plan, which was approved by the Board of Directors on September 5, 2017, authorized by the AMF on January 19 of this year and then announced to the market on February 15, is part of this approach.

At the end of 2017, employees held 2.66% of ENGIE'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 Resolution 26, the Board of Directors would be authorized, as of September 1, 2018, for a period of 26 months from this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, for the benefit of employees who are members of one or more employee savings plans, up to the maximum nominal amount of 2% of the share capital on the date of implementation of the authorization, including the implementation of so-called "Multiple" formulas, it being specified that this 2% ceiling shall apply to all capital increases carried out under Resolution 27 of this Shareholders' Meeting.

Under Resolution 27, the Board of Directors would be authorized, from September 1, 2018, 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, for the benefit of any entity whose sole 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, it being specified that such issues will be counted against the 2% overall ceiling set in Resolution 26.

The 2018 Link employee shareholding offer, which is currently under way, was resolved by utilization of Resolutions 14 and 15 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017, the unused portion of which will be canceled as of September 1, 2018. These resolutions will be replaced respectively by Resolutions 26 and 27 of this Shareholders' Meeting.

The amount of the capital increases thus carried out would be deducted from the overall ceiling of €265 million referred to in Resolution 23 of this Shareholders' Meeting.

The issue price of the shares may not be less than the average price of the ENGIE share during the 20 trading days preceding the date of the decision setting the opening date of the subscription period, less a discount of 20%, or 30% when the holding period stipulated by the plan is at least 10 years, in accordance with applicable law, it being specified that the Board may reduce or eliminate the discount.

However, with regard to capital increases for the benefit of any entity whose sole purpose is to purchase, hold and dispose of shares or other financial instruments as part of an international employee shareholding plan, or any trusts set up to establish a Share Incentive Plan under English law, the Board of Directors may set a different subscription price than that set under Resolution 26 of this Shareholders' Meeting, should this be required by applicable local law. In all cases, this price may not be less than 80% (or 70% where applicable) of the average price of the ENGIE share over the 20 trading days preceding the date of the decision (i) setting the opening date of the subscription period for the capital increase carried out for employees who are members of any company savings plan pursuant to resolution 27 or, (ii) if the employee shareholding offer is made through the sale of shares as part of any employee savings plan, setting the opening date of the share purchase period for employees participating in the employee savings plan.

TWENTY-SIXTH 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 the benefit of ENGIE group employee savings plan members**

Having reviewed 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 and L. 225-138-1, L. 228-91 and 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 2% of the share capital on the date of implementation of the authorization, it being specified that this ceiling shall apply to all capital increases carried out under Resolution 27 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 leveraged "Multiple" investment formulas;
 - This amount will be deducted from the overall ceiling referred to in Resolution 23 above, or from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation;
2. sets the period of validity of this delegation, which will take effect on September 1, 2018, at **26 months** as of this Shareholders' Meeting. As of this date, it supersedes the unused portion of previous delegation of the same kind granted by Resolution 14 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017, it being specified that the Link 2018 employee shareholding offer, which is under way at the date of this Shareholders' Meeting, was resolved upon by the Board of Directors on December 13, 2017, mainly by use of Resolution 14 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017;
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 listed 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 a discount of 20%, or 30% when the holding period stipulated by the plan is at least ten years, in accordance with applicable law. 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 cancel 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 securities thus issued and to receive, where applicable, bonus shares or securities giving access to the capital,
 - 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 securities giving access to the capital, 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 securities in accordance with current statutory and regulatory requirements, and in particular decide whether to fully or partially substitute the allocation of such shares or securities 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-SEVENTH 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, 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

Having reviewed 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 General 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 shares or other financial instruments as part of the implementation of one of the ENGIE group's international employee shareholding plans, including leveraged "Multiple" investment formulas, or any trusts set up to establish a Share Incentive Plan under UK law;
2. resolves 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 delegation, it being specified that this amount will be deducted from the ceiling of 2% of the share capital of the delegation under Resolution 26, as well as the overall ceiling referred to in Resolution 23 above, or from the amount of any ceiling provided for by a resolution of the same kind that may succeed it during the period of validity of this delegation;
3. sets the period of validity of this delegation, which will take effect on September 1, 2018, at **18 months** as of this Shareholders' Meeting. As of this date, it supersedes the unused portion of previous delegation of the same kind granted by Resolution 15 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017, it being specified that the Link 2018 employee shareholding offer, which is under way at the date of this Shareholders' Meeting, was resolved upon by the Board of Directors on December 13, 2017, mainly by use of Resolution 15 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017;
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 cancel the shareholders' preferential subscription rights to all shares and securities giving access to equity 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. These shareholders also waive their preferential subscription rights to subscribe to ordinary shares to which the securities issued pursuant to this authorization may entitle them;
8. resolves that the issue price of the new shares may not be less than the average listed price of the ENGIE share on the Euronext Paris stock exchange during the 20 trading days preceding the date of the decision (i) setting the opening date of the subscription period for the capital increase and/or share offer carried out under Resolution 26 of this Shareholders' Meeting, or (ii) if the employee shareholding offer was made as part of any employee savings plan, less a discount of 20% (or 30% if applicable). 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, it being specified that the price so determined may differ from the price set for the capital increase carried out pursuant to Resolution 26 of this Shareholders' Meeting, and/or the sale of shares carried out as part of any employee savings plan;
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 the Company, 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 delegation 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 shares issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

Authorization for the Board of Directors to award bonus shares to all employees and corporate officers of ENGIE group companies (except for the corporate officers of the ENGIE Company) and to employees participating in an international employee shareholding plan of the ENGIE group (Resolution 28)

Objective

The Group's aim is to facilitate access to employee shareholding to the greatest number of employees in order to associate them more closely with its development and to share the value created in a different way.

Under this resolution, bonus shares would be awarded to all employees and corporate officers of Group companies, except for the 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 0.75% of the share capital as of the date of the Board of Directors' decision, it being specified that this amount (i) is an overall ceiling for all awards made pursuant to Resolutions 28 and 29 of this Shareholders' Meeting, and (ii) is combined with an annual sub-ceiling of 0.25% of the share capital. The shares awarded would be outstanding shares.

The shares awarded would be subject to a condition of continuous service at the ENGIE group at the end of the vesting period. They would be subject to a minimum two-year vesting period.

This authorization, which will take effect on September 1, 2018, would be valid for 38 months from this Shareholders' Meeting, and would supersede the unused portion of the delegation previously granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017.

Performance conditions may not necessarily be set.

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TWENTY-EIGHTH RESOLUTION

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

Having reviewed the Board of Directors' report 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 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 periode of validity of this delegation, which will take effect on September 1, 2018, at **38 months** as this Shareholders' Meeting. As this date, it supersedes the unused

portion of previous delegation of the same kind granted by Resolution 16 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017; it being specified that the Link 2018 employee shareholding offer, which is under way at the date of this Shareholders' Meeting, was resolved upon by the Board of Directors on December 13, 2017, mainly by use of Resolution 16 of the Combined Ordinary and Extraordinary Shareholder' Meeting of May 12, 2017;

3. resolves that the total number of shares to be awarded under this authorization may not exceed 0.75% of the share capital outstanding as of the date of the Board of Directors' decision, combined with an annual sub-ceiling of 0.25% of the share capital, it being specified 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 Resolutions 28 and 29 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;

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 for the Board of Directors to award bonus shares to some employees and corporate officers of ENGIE group companies (except for executive corporate officers of the ENGIE Company) (Resolution 29)

Objective

The selective bonus share plan proposed for a significant number of beneficiaries aims both to reward the performance of some employees and to maintain a competitive overall compensation of these same employees while aligning with the interests of shareholders.

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 over a period of 38 months would be limited to 0.75% of the share capital at the date of the Board of Directors' decision, it being specified that this amount is an overall ceiling for all awards made pursuant to Resolutions 28 and 29 of this Shareholders' Meeting, and that it is combined with an annual sub-ceiling of 0.25% of the share capital. The shares awarded would be outstanding shares.

This authorization would be valid for 38 months from this Shareholders' Meeting, and would supersede the unused portion of the delegation previously granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017.

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 annual 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, the aggregate vesting and holding periods would be set at a minimum of four years, including at least three years for vesting. No minimum holding period would apply to any other beneficiary.

All beneficiaries, except those in the Trading business, would also be subject to the following three performance conditions, with each counting for one-third of the total: (i) an internal condition linked to ENGIE's Net recurring income, Group share for the two years preceding the final vesting date compared to the budgeted Net recurring income, Group share set for the same years (pro forma); (ii) an internal condition linked to ROCE (return on capital employed) for the two years preceding the final vesting date compared to the target ROCE set in the budget for the same years (pro forma); and (iii) an external condition linked to the TSR (total shareholders return) of the ENGIE share, for a minimum three-year period, compared with that of a reference panel over the same period. This reference panel is made up of EDF, EDP, E.ON, Innogy, RWE, ENEL, Iberdrola, Gas Natural, Spie and Uniper (hereinafter, the "Panel"), with each of these companies receiving an equal weighting, except for E.ON, Innogy, RWE and Uniper, which are accounted for as a half portion for weighting purposes. Spie and EDP have been added since 2017 to reflect both the transformation of the Group, which is strongly focused on its energy services and renewable energy activities, and, more generally, the current energy landscape.

Except for senior managers, the first 150 shares awarded would be exempt from performance conditions.

In the event of a major change in the ENGIE group's profile, the Board of Directors could choose other performance conditions more relevant to the new profile; similarly, in the event of a major change to one or more companies that make up the reference panel, the Board of Directors could modify the panel to keep it aligned with ENGIE's profile.

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

For beneficiaries under the Innovation promotion programs or similar, the Board of Directors may resolve to eliminate the performance conditions.

TWENTY-NINTH RESOLUTION

Authorization for the Board of Directors to award bonus shares to some employees and corporate officers of ENGIE group companies (except for executive corporate officers of the ENGIE Company)

Having reviewed the Board of Directors' report 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 **38 months** from the date of this Shareholders' Meeting and duly notes that from this date this delegation supersedes (for the unused portion) the similar delegation given under Resolution 17 of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017;
3. resolves that the total number of shares to be awarded under this authorization may not exceed 0.75% of the share capital outstanding as of the date of the Board of Directors' decision, combined with an annual sub-ceiling of 0.25% of the share capital, it being specified 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 Resolutions 28 and 29 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 (except for beneficiaries under the Innovation promotion programs or similar, where applicable), and will be final after a vesting period of a minimum of three years (although the Board of Directors 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 are subject to a mandatory aggregate vesting and holding period of at least four years;
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;
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 of Innovation promotion programs and similar,
 - resolve to waive performance conditions for an initial portion of each award for all beneficiaries, except for senior managers. The maximum number of shares that may be exempted is set at 150 per beneficiary,
 - provide, where appropriate, for the power 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,
 - provide, where appropriate, for the power 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.

Powers for formalities (Resolution 30)

Objective

Resolution 30 is a customary resolution that enables the formalities required by law to be carried out after the Shareholders' Meeting.

THIRTIETH 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.