

Final Terms dated 25 November 2015



ENGIE

Issue of AUD 115,000,000 4.235 per cent. Notes due November 2025

(the “Notes”)

under the Euro 25,000,000,000

Euro Medium Term Note Programme

Crédit Agricole Corporate and Investment Bank

Nomura International plc

(the “**Joint Lead Managers**”)

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 8 October 2015 which has received visa no. 15-518 from the *Autorité des marchés financiers* (the “AMF”) on 8 October 2015 and the supplement to it dated 9 November 2015 which has received visa no. 15-567 from the AMF on 9 November 2015 (the “**Supplement**”) which together constitute a base prospectus for the purposes of the Directive 2003/71/EC as amended (the “**Prospectus Directive**”), (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented by the Supplement. The Base Prospectus and the Supplement to the Base Prospectus are available for viewing on the website of the AMF (www.amf-france.org) and of ENGIE (www.engie.com) and printed copies may be obtained from ENGIE at 1, place Samuel de Champlain, 92400 Courbevoie, France.

- | | | |
|-----|--|---|
| 1. | Issuer: | ENGIE |
| 2. | (i) Series Number: | 72 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Australian Dollars ("AUD") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | AUD 115,000,000 |
| | (ii) Tranche: | AUD 115,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination: | AUD 200,000 |
| 7. | (i) Issue Date: | 27 November 2015 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 27 November 2025 |
| 9. | Interest Basis: | 4.235 per cent. Fixed Rate
(further particulars specified below) |
| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |

13. (i) Status of the Notes: Unsubordinated
- (ii) Date of Board approval for issuance of Notes obtained: Resolution of the Board of Directors (Conseil d'Administration) of the Issuer dated 10 December 2014 and decision of Mr Gérard Mestrallet in his capacity as Président Directeur Général of the Issuer dated 10 November 2015

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 4.235 per cent. *per annum* payable semi-annually in arrear on each Interest Payment Date
- (ii) Interest Payment Dates: Semi-annually on 27 May and 27 November in each year, up to and including the Maturity Date, commencing on 27 May 2016
- (iii) Fixed Coupon Amount: AUD 4,235 per AUD 200,000 in nominal amount on each Interest Payment Date
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: 30E/360
15. **Floating Rate Note Provisions** Not Applicable
16. **Zero Coupon Note Provisions** Not Applicable
17. **Inflation Linked Interest Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. **Call Option** Not Applicable
19. **Make-Whole Redemption by the Issuer** Not Applicable
20. **Residual Maturity Call Option** Not Applicable
21. **Put Option** Not Applicable
22. **Change of Control Put Option** Not Applicable

22.	Clean-Up Call Option	Not Applicable
23.	Final Redemption Amount of each Note	AUD 200,000 per Note of AUD 200,000 Specified Denomination
24.	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(l)) or on event of default (Condition 9):	As per Conditions
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(h)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form (<i>au porteur</i>)
	(ii) Registration Agent	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable
26.	Financial Centre(s) (Condition 7(h)):	Target, Sydney
27.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable

28. Details relating to Instalment Notes: Not Applicable
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
31. Masse (Condition 11): Contractual *Masse* shall apply.

Name and address of the Representative:

MASSQUOTE S.A.S.U
RCS 529 065 880 Nanterre
7bis rue de Neuilly
F-92110 Clichy
Mailing address:
33, rue Anna Jacquin
92100 Boulogne Billancourt
France

Represented by its Chairman

Name and address of the Alternate Representative:

Gilbert Labachotte
8 Boulevard Jourdan
75014 Paris

The Representative will receive a remuneration of EUR 450 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue Date.

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

RESPONSIBILITY

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

Signed on behalf of ENGIE:

By:



Grégoire de THIER

Duly authorised

PART B – OTHER INFORMATION

1. (i) Listing and admission to trading:

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.

(ii) Estimate of total expenses related to admission to trading:

Euro 9,168 (including AMF expenses)

2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

S&P: A

Moody's: A1

Each of S&P and Moody's is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale" of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. YIELD

Indication of yield: 4.235 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

8. OPERATIONAL INFORMATION

ISIN: FR0013054053

Common Code: 132196419

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant

identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

9. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: Crédit Agricole Corporate and Investment Bank
Nomura International plc

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

(iii) If non-syndicated, name and address of Dealer: Not Applicable

(iv) US Selling Restrictions(Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable