

# Agenda

## A. Resolutions submitted to the Ordinary Shareholders' Meeting

- ▶ Approval of transactions and the parent company financial statements for fiscal year 2016 **(1<sup>st</sup> resolution)**
- ▶ Approval of the consolidated financial statements for fiscal year 2016 **(2<sup>nd</sup> resolution)**
- ▶ Appropriation of net income and declaration of dividend for fiscal year 2016 **(3<sup>rd</sup> resolution)**
- ▶ Approval of regulated agreements and commitments pursuant to Article L. 225-38 of the French Commercial Code **(4<sup>th</sup> resolution)**
- ▶ Approval, pursuant to Article L. 225-42-1 of the French Commercial Code, of a commitment relating to the retirement benefits of Isabelle Kocher, Chief Executive Officer **(5<sup>th</sup> resolution)**
- ▶ Authorization of the Board of Directors to trade in the Company's shares **(6<sup>th</sup> resolution)**
- ▶ Ratification of the provisional appointment of Patrice Durand as a Director **(7<sup>th</sup> resolution)**
- ▶ Appointment of a Director representing employee shareholders, pursuant to Article 13.3 2) of the bylaws **(8<sup>th</sup> and 9<sup>th</sup> resolutions)**
- ▶ Consultation on the components of compensation due or awarded for the period from January 1<sup>st</sup> to May 3, 2016 to Gérard Mestrallet, Chairman and Chief Executive Officer **(10<sup>th</sup> resolution)**
- ▶ Consultation on the components of compensation due or awarded for the period from January 1<sup>st</sup> to May 3, 2016 to Isabelle Kocher, Deputy Chief Executive Officer and Chief Operating Officer **(11<sup>th</sup> resolution)**
- ▶ Consultation on the components of compensation due or awarded for the period from May 3 to December 31, 2016 to Isabelle Kocher, Chief Executive Officer **(12<sup>th</sup> 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 attributable to executive corporate officers **(13<sup>th</sup> resolution)**

## B. Resolutions submitted to the Extraordinary Shareholders' Meeting

- ▶ Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, with preferential subscription rights waived, for the benefit of ENGIE group employee savings plan members **(14<sup>th</sup> resolution)**
- ▶ Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, with preferential subscription rights waived, in favor of any entity constituted as part of the implementation of an international employee shareholding plan of the ENGIE group **(15<sup>th</sup> resolution)**
- ▶ Authorization for the Board of Directors to award bonus shares to all employees and officers of ENGIE group companies (except for the corporate officers of the ENGIE Company) and to employees participating in an ENGIE group international employee shareholding plan **(16<sup>th</sup> resolution)**
- ▶ Authorization for the Board of Directors to award bonus shares to some employees and officers of ENGIE group companies (except for executive corporate officers of the ENGIE company) **(17<sup>th</sup> resolution)**
- ▶ Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities **(18<sup>th</sup> resolution)**