

Draft Resolutions and purpose

A. Resolutions submitted to the Ordinary Shareholders' Meeting

Approval of the financial statements for fiscal year 2018 (Resolutions 1 and 2)

Purpose

The first two resolutions allow the Shareholders, after reviewing the reports of the Board of Directors and the Statutory Auditors, to approve the annual and consolidated financial statements of ENGIE, which show, respectively, net income of €1,102,065,471 and consolidated net income, Group share, of €1,033,270,412.

FIRST RESOLUTION

Approval of transactions and the financial statements for fiscal year 2018

After reviewing the financial statements for the year ended December 31, 2018, the Board of Directors' management report and the Statutory Auditors' report on the 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, 2018, 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 €1,102,065,471.

In accordance with Article 223-*quater* of the French General Tax Code, the Shareholders' Meeting duly notes that the total amount of

expenses and charges referred to in Article 39, paragraph 4, of the General Tax Code is €1,244,824 for 2018.

SECOND RESOLUTION

Approval of the consolidated financial statements for fiscal year 2018

After reviewing the consolidated financial statements for the year ended December 31, 2018, 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, 2018, 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 €1,033,270,412.

Appropriation of net income and declaration of dividend for fiscal year 2018 (Resolution 3)

Purpose

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) a dividend of €1.12 per share and (ii) a supplementary dividend of €0.112 per share, noting that an interim dividend of €0.37 was paid on October 12, 2018.

The dividend paid out includes the ordinary dividend of €0.75 per share, in line with the Group objective announced on March 8, 2018 when the 2017 annual results were published, and confirmed on July 26, 2018, when the 2018 half-year results were published.

As of 2020, the annual dividend will be paid out in a single amount, at the end of the Ordinary Shareholders' Meeting called to approve the annual financial statements. In order to neutralize the impact of this transition for shareholders in 2019, an extraordinary dividend of €0.37 per share is submitted for your approval, which will increase the total dividend payment approved by this Shareholders' Meeting to €1.12 per share.

The shareholders are reminded that under Article 26.2 of the bylaws, a 10% supplementary dividend, amounting to €0.112 per share, is allocated to shares that have been registered for at least two years as of December 31, 2018, and which will be held continuously in registered form by the same shareholder until May 23, 2019, 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 2018, i.e., €0.75 per share, plus the supplementary dividend of €0.112 per share, will be detached on May 21, 2019 and paid out on May 23, 2019.

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THIRD RESOLUTION

Allocation of net income and declaration of dividend for fiscal year 2018

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings:

- notes that net income for the year ended December 31, 2018, is €1,102,065,471;

- notes that the total distributable amount, comprising net income for the year of €1,102,065,471, to which should be added retained earnings of €288,976,415, "Other reserves" of €255,692,382, and issue, contribution and merger premiums of €32,565,413,573, is €34,212,147,840.

The Shareholders' Meeting resolves, as recommended by the Board of Directors, to allocate the distributable amount of €34,212,147,840 as follows:

(in euros)

Distributable amount	
Net income for 2018	1,102,065,471
Retained earnings	288,976,415
Other reserves	255,692,382
Issue, contribution and merger premiums	32,565,413,573
TOTAL AMOUNT AVAILABLE FOR DISTRIBUTION	34,212,147,840
Proposed dividend (including the supplementary dividend) ⁽¹⁾ :	
• interim dividend of €0.37 per share paid on October 12, 2018 as part of the 2018 dividend	891,697,196
• final dividend to be paid out for 2018 ⁽¹⁾	1,850,805,602
THE TOTAL DIVIDEND FOR FISCAL YEAR 2018 OF	2,742,502,798
will be paid out of:	
• net income for the period, in the amount of	1,102,065,471
• retained earnings, in the amount of	288,976,415
• reserves, in the amount of	255,692,382
• the merger premium, in the amount of	1,095,768,530

(1) On the basis of the number of shares making up the share capital at December 31, 2018, i.e., a total of 2,435,285,011 shares, of which 217,337,896 were registered shares at December 31, 2018, giving entitlement to the supplementary dividend of 10% after application of the 0.5% ceiling on share capital per shareholder.

Accordingly, the Shareholders' Meeting declares a dividend for 2018 of €1.12 per share, and a supplementary dividend of €0.112 per share.

In accordance with Article 26.2 of the bylaws, a supplementary dividend of 10% of the dividend, amounting to €0.112 per share, will be allocated to shares that have been registered for at least two years as of December 31, 2018, and which will be held continuously in registered form by the same shareholder until May 23, 2019, 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 the interim dividend of €0.37 per share, paid on October 12, 2018, paid out from the total dividend for fiscal year 2018, corresponding to the number of shares carrying dividend rights at that date, i.e., 2,409,992,421 shares, the final net dividend for 2018 amounts to €0.75 per share for shares carrying rights to a dividend, plus the supplementary dividend of €0.112 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 February 26, 2019, the Company held 23,891,178 treasury shares.

Similarly, if some of the 217,337,896 registered shares carrying rights to the supplementary dividend as of December 31, 2018 ceased to be held in registered form between January 1, 2019 and May 23, 2019, the amount of the supplementary dividend corresponding to such shares will be allocated to "Other reserves."

The final net dividend, plus the 10% supplementary dividend for shares carrying such rights, will be detached on May 21, 2019 (ex-dividend date) and will be paid in cash on May 23, 2019.

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 has been subject, since January 1, 2018, 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 expressly and irrevocably for the progressive income tax scale, which would in this case apply to all capital revenue received in 2019. 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.

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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	Amounts paid out (overall amount)	Net dividend (amount per share)
	(in millions)	(in euros)	(in euro)
2015 ⁽¹⁾	2,397 ⁽³⁾	2,414 million	1.00
2016 ⁽¹⁾	2,397 ⁽⁴⁾	2,414 million	1.00
2017 ⁽²⁾	2,390 ⁽⁵⁾	1,688 million	0.70

(1) Pursuant to the disclosure requirement set forth in Article 243(b) of the General Tax Code, note that dividends for the fiscal years ended December 31, 2015 and 2016 were eligible for the progressive income tax scale after 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) In accordance with the requirements of Article 243-bis of the General Tax Code, dividends paid out for the year ended December 31, 2017 were eligible for the overall rate of 30% (i.e., 12.8% for income tax and 17.2% for social security contributions), unless shareholders opted for the progressive income tax scale, giving entitlement to the proportional 40% deduction provided for in Article 158, paragraph 3(2) of the French General Tax Code.

(3) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2015 in April 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.

(5) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2017 in May 2018. It is notably comparable to the number at the time of payment of the interim dividend in 2017.

Regulated agreements (Resolution 4)

Purpose

The rules for regulated agreements apply to agreements and commitments made between the Company and its company officers or a shareholder with over 10% of the voting rights, or between two companies with the same senior management.

The agreements covered by resolution 4 relate to these rules, and concern ENGIE and Jean-Pierre Clamadieu, a non executive corporate officer.

Pursuant to the *ex-ante* vote on remuneration policy by the Shareholders' Meeting of May 18, 2018, the Board of Directors, at its meeting of June 19, 2018, decided to grant Mr. Clamadieu a benefit coverage with immediate effect.

At its meeting of December 11, 2018, the Board of Directors also decided to grant him a healthcare coverage, which was put in place on March 4, 2019.

These two forms of coverage set up under a collective insurance agreement signed by ENGIE, are equivalent to those provided to all ENGIE's senior managers in France.

Therefore, the Shareholders are asked to approve the two regulated agreements described in the Statutory Auditors' special report in Section 4.1.7 of the 2018 Registration Document.

FOURTH RESOLUTION

Approval, in application of Article L. 225-38 of the Commercial Code, of the benefit and healthcare coverages of Jean-Pierre Clamadieu, Chairman of the Board of Directors

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, approves the agreements and commitments referred to in this report entered into in 2018 and duly notes the agreements and commitments entered into and previously approved by the Shareholders' Meeting that continued in 2018.

Authorization to trade in the Company's shares (Resolution 5)

Purpose

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, with corresponding cancellation on the same date of the previous authorization granted by the Combined Ordinary and Extraordinary General Shareholders' Meeting of May 18, 2018.

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 5 as well as in Section 5.1.4.2 of the 2018 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, 2018, the Company held 0.98% of its share capital, or 23,891,170 shares, essentially to cover its commitments to the beneficiaries of bonus shares and company savings plans.

FIFTH RESOLUTION

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

After reviewing the terms of the share buyback program, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, authorizes the Board of Directors, or a duly authorized representative, to purchase the Company's shares in accordance with the terms and conditions set forth in Articles L. 225-209 *et seq.* of the French Commercial Code, 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 employee shareholding plan, including stock option plans and awards of outstanding shares;
- 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;

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 at the end of this Shareholders' Meeting, for a period of **18 months**; it supersedes 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 18, 2018 in its 7th 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 if necessary, 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 formal recording requirements, and generally do all that is necessary for the purposes hereof.

Re-appointment of four directors (Resolutions 6 to 9)

Purpose

The directorships of Ann-Kristin Achleitner, Catherine Guillouard, Barbara Kux, Mari-Noëlle Jégo-Laveissière, Françoise Malrieu and Marie-José Nadeau, and of Edmond Alphandéry, Aldo Cardoso and Patrice Durand expire at the end of this Shareholders' Meeting.

Given that some directors have expressed a wish not to be reappointed and that other members are no longer independent, the Board of Directors, on the recommendation of the Appointments, Compensation and Governance Committee, proposes that you:

- in accordance with the terms of Resolutions 6 and 7, reappoint Françoise Malrieu and Marie-José Nadeau as independent directors for a period of four years;
- in accordance with the terms of Resolutions 8 and 9, reappoint as directors nominated by the State, pursuant to Article 6 of Ordinance 2014-948 of August 20, 2014 relating to the governance and transactions on the capital of partially state-owned companies, Patrice Durand and Mari-Noëlle Jégo-Laveissière for a period of four years.

If these resolutions are approved, and given the designation by ministerial order of the State representative pursuant to Article 4 of the above Ordinance, the Board of Directors will comprise 14 members.

The reduction of the number of Board members from 19 to 14 includes a reduction from 4 to 3 of the number of seats reserved for members that the State may designate or nominate pursuant to Articles 4 and 6 of the above Ordinance.

As a result of the 2008 merger between Gaz de France and SUEZ, the Board of Directors is currently larger than is generally observed in CAC 40 companies. The reduction in size is a response to a request regularly made by shareholders. This initial step to resize the Board will be assessed on conclusion of the 2019 fiscal year and, if necessary, will be adapted to suit the implementation of the new strategic plan. It has been defined with a view to preserving balanced diversity on the Board.

The biographies of the directors whose appointment or reappointment are submitted for your approval are provided on pages 12 to 15 of the Notice of Meeting.

SIXTH RESOLUTION

Reappointment of a director (Françoise Malrieu)

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

Françoise Malrieu's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2023 to approve the 2022 financial statements.

SEVENTH RESOLUTION

Reappointment of a director (Marie-José Nadeau)

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

Marie-José Nadeau's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2023 to approve the 2022 financial statements.

EIGHTH RESOLUTION

Reappointment of a director (Patrice Durand)

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

Patrice Durand's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2023 to approve the 2022 financial statements.

NINTH RESOLUTION

Reappointment of a director (Mari-Noëlle Jégo-Laveissière)

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

Mari-Noëlle Jégo-Laveissière's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2023 to approve the 2022 financial statements.

Approval of the components of compensation due or awarded for 2018 to each Corporate Officer of the Company (Resolutions 10 and 11)

Purpose

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 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;
- extraordinary 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 approve the components of compensation due or awarded for 2018 for the period May 18 to December 31, 2018 to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.1.4.1.8 of the 2018 Registration Document and in the Board of Directors' report on corporate governance.

By voting on resolution 11, the Shareholders are asked to approve the components of compensation due or awarded for 2018 to Isabelle Kocher, Chief Executive Officer, as described in Section 4.1.4.1.8 of the 2018 Registration Document and in the Board of Directors' report on corporate governance.

These components of compensation due or awarded for 2018 are consistent with the compensation policy approved by an *ex-ante* vote of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

As a reminder, Gérard Mestrallet, Chairman of the Board until May 18, 2018, received no compensation in respect of his office for 2018.

TENTH RESOLUTION

Approval of the components of compensation due or awarded for the period May 18 to December 31, 2018, to Jean-Pierre Clamadieu, Chairman of the Board of Directors

After reviewing the Board of Directors' report on corporate governance, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves on the components of compensation due or awarded for the period May 18 to December 31, 2018, to Jean-Pierre Clamadieu, Chairman of the Board of Directors, as described in Section 4.1.4.1.8 of the 2018 Registration Document.

ELEVENTH RESOLUTION

Approval of the components of compensation due or awarded for 2018 to Isabelle Kocher, Chief Executive Officer

After reviewing 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 components of compensation due or awarded in 2018 to Isabelle Kocher, Chief Executive Officer, as described in Section 4.1.4.1.8 of the 2018 Registration Document.

Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind attributable to the Corporate Officers (Resolutions 12 and 13)

Purpose

In accordance with Article L. 225-37-2 of the French Commercial Code, the principles and criteria for the determination, distribution and allocation of the fixed, variable, and extraordinary components of the total compensation and benefits of any kind attributable to the 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 12, the Shareholders are asked to approve this compensation policy for the Chairman of the Board of Directors.

By voting on resolution 13, the Shareholders are asked to approve this compensation policy for the Chief Executive Officer.

The components of these compensation policies, as well as, where applicable, the respective weightings of the fixed, variable and extraordinary portions, which you are asked to approve, were set by the Board of Directors on February 27, 2019, on the recommendation of the Appointments, Compensation and Governance Committee, and are presented in Section 4.1.4.1.9 of the 2018 Registration Document and on pages 38 and 39 of the Notice of Meeting.

TWELFTH RESOLUTION

Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and extraordinary components of total compensation and benefits of any kind attributable to the Chairman of the Board of Directors

After reviewing 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 extraordinary components of total compensation and benefits of any kind attributable to the Chairman of the Board of Directors as of January 1, 2019, as presented in this report and appearing in Section 4.1.4.1.9 of the 2018 Registration Document.

THIRTEENTH RESOLUTION

Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and extraordinary components of total compensation and benefits of any kind attributable to the Chief Executive Officer

After reviewing 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 extraordinary components of total compensation and benefits of any kind attributable to the Chief Executive Officer as of January 1, 2019, as presented in this report and appearing in Section 4.1.4.1.9 of the 2018 Registration Document.

B. Resolutions submitted to the Extraordinary Shareholders' Meeting

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 14 and 15)

Purpose

The Group aims to increase employee shareholding until it represents a substantial proportion of the share capital and voting rights. This lever makes it possible to involve employees in its plans in a different way and to enable them to share the value that they help to create.

The Link 2018 deal is part of this approach.

At the end of 2018, employees held 3.97% 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 14, the Board of Directors would be authorized, for a period of 26 months from this Shareholders' Meeting, to increase the share capital on one or more occasions, 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, noting that this 2% ceiling is common with all capital increases carried out under resolution 15 of this Shareholders' Meeting.

Under resolution 15, the Board of Directors would be authorized, for a period of 18 months from the date of this Shareholders' Meeting, to increase the share capital on one or more occasions, without preferential subscription rights, 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, noting that such issues will be counted against the 2% overall ceiling set in resolution 14.

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 the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018.

The issue prices of the shares may not be less than the average listed 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 that may not exceed the maximum discount permitted under the laws in force when the delegation is implemented.

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 UK law, the Board of Directors may set a subscription price other than that set under resolution 14 of this Shareholders' Meeting, should this be required by applicable local law. In all cases, this price may not be less than the average price, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented, of the ENGIE share 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 for employees who are members of any company savings plan pursuant to resolution 15, 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.

FOURTEENTH 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

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6, L.225-138 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, noting that this ceiling shall apply to all capital increases carried out under resolution 15 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, on the understanding 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 of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018, 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 term of validity of this delegation at **26 months** from the date of this Shareholders' Meeting and renders ineffective as of this date the unused portion of the similar delegation given under resolution 26 of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018;
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 that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. 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, where applicable, 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 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 formal recording requirements 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 formal recording requirements 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;

Draft Resolutions and purpose

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.

FIFTEENTH 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

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. delegates its authority to the Board of Directors to increase the share capital, on one or more occasions, by issuing shares and/or securities giving access to capital securities to be issued, reserved for the category of legal persons comprising any entity under French or foreign law, with or without legal personality, whose sole purpose is to purchase, hold and sell 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, noting that this amount will be deducted from the ceiling of **2%** of the share capital of the delegation under resolution 14, as well as the overall ceiling referred to in resolution 23 of the Extraordinary and Ordinary Shareholders' Meeting of May 18, 2018, 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 term of validity of this delegation at **18 months** from the date of this Shareholders' Meeting and renders ineffective the unused portion of the similar delegation given under resolution 27 of the Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018;
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 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 14 of this Shareholders' Meeting, or (ii) if the employee shareholding offer was made as part of any employee savings plan, less a discount that may not exceed the maximum discount authorized by the laws in force when the delegation is implemented. The Shareholders' Meeting nonetheless expressly 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, noting that the price so determined may differ from the price set for the capital increase carried out pursuant to resolution 14 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 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 formal recording requirements 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.

Powers for formalities (Resolution 16)

Purpose

Resolution 16 is a customary resolution that enables the formal recording requirements required by law to be carried out after the Shareholders' Meeting.

SIXTEENTH 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 formal recording requirements as required.