



## SECOND PARTY OPINION<sup>1</sup> ON THE SUSTAINABILITY OF ENGIE'S GREEN BOND<sup>2</sup>

Issued in March 2017

### SCOPE

Vigeo Eiris was commissioned to provide an independent opinion on the sustainability credentials and management of the Green Bond (the "Bond") considered to be issued by ENGIE (the "Issuer"), according to Vigeo Eiris' Environmental, Social and Governance (ESG) assessment methodology, in line with the Green Bond Principles guidelines.

The opinion is based on the review of the two following components:

- Issuer: document-based evaluation of ENGIE's ESG performance, controversies and capacity to mitigate these risks.
- Issuance: analysis of the coherence between the Green Bond framework and ENGIE's strategy and commitments, and document-based evaluation of the Green Bond framework, including:
  - ▶ analysis of the process for categorisation and selection of projects eligible to the use of proceeds, and the process for evaluation of their environmental and social risks and impacts
  - ▶ assessment of reporting systems dedicated to information, monitoring and control related to fund allocation, to management and impacts of financed projects.

Vigeo Eiris' sources of information are gathered from our rating database, from ENGIE, press content providers and stakeholders. Vigeo Eiris has carried out its due diligence from the 6<sup>th</sup> of March to the 10<sup>th</sup> of March 2017, complemented by interviews with involved managers.

We were able to access to some appropriate documents and to meet some solicited people. We consider that the provided information enable us to establish our opinions with a limited level of assurance on their completeness, precision and reliability.

### VIGEO EIRIS' OPINION

Vigeo Eiris confirms that the Bond intended by ENGIE is a "Green Bond" with positive contribution to sustainable development, aligned with the Green Bond Principles.

Vigeo Eiris reaches a reasonable<sup>3</sup> level of assurance on the sustainability of the Bond:

- ENGIE displays an overall advanced<sup>3</sup> ESG performance (see Part I).
- The Issuer's Green Bond framework is coherent with ENGIE's main strategic priorities and is considered to be robust (see Part II):
  - ▶ The net proceeds of the Bond issuance will be used to finance and refinance Eligible Green Projects, which contribute to climate change mitigation and natural resources preservation, in line with five United Nations Sustainable Development Goals.
  - ▶ The processes for categorisation, selection and evaluation of Eligible Green Projects are clearly defined and robust, and would enable documented and transparent governance of the Bond.
  - ▶ The Issuer's reporting commitments and process are robust, covering the fund allocation and environmental benefits of selected projects (outputs and impacts), reaching an overall reasonable level of assurance on its capacity to report on the Green Bond's use and impacts.

<sup>1</sup> Second Party Opinion – Green Bond Principles: This opinion is to be considered as the "Second Party Opinion" described by the Green Bond Principles (2016 edition in the 'External Review' section). The Green Bond Principles include the Voluntary Process Guidelines for Issuing Green Bonds and the Guidance for Borrowers of Social Bonds (see: [www.icmagroup.org/Regulatory-Policy-and-Market-Practice/green-Bonds/](http://www.icmagroup.org/Regulatory-Policy-and-Market-Practice/green-Bonds/))

<sup>2</sup> The "Green Bond" is to be considered as the potential forthcoming Bond, which issuance is subject to market conditions.

<sup>3</sup> Definition of Vigeo Eiris' scales of assessment (as detailed on the last page of this document):

Level of Performance: Advanced, Robust, Limited, Weak.  
Level of Assurance: Reasonable, Moderate, Weak.

## Part I. ISSUER

### Level of the Issuer's sustainability performance

As of October 2016, ENGIE's overall approach to manage ESG related issues is advanced and has slightly improved since the last review in October 2014. ENGIE ranks fifth in the "Electric & Gas utilities" Vigeo Eiris sector which covers 48 European companies. ENGIE's displays heterogeneous performance on the three ESG pillars: it achieves advanced performance for its Governance and Social pillars, while the Environmental domain remains limited, almost robust.

Vigeo Eiris' assurance that ESG risk factors of ENGIE are adequately managed is reasonable, including reputational, human capital, legal and operational risks.

### Stakeholder-related ESG controversies<sup>4</sup> and involvement in controversial activities<sup>5</sup>

As of March 6<sup>th</sup> 2017, ENGIE faces persistent allegations regarding Environment, Business Behavior, Human Resources, Community Involvement and Corporate Governance. The severity ranges from minor to high based on the analysis of their impact on the company and its stakeholders. The company is overall reactive: it reports transparently in most of the cases to cooperate with interested parties or to take corrective actions.

Regarding the 9 disputable activities analysed by Vigeo Eiris, ENGIE's involvement in Nuclear energy is major (due to semi-nuclear and nuclear-related activities).

## Part II. ISSUANCE

### Coherence of the issuance

ENGIE is a global energy player active in 70 countries and an expert operator in the three businesses of electricity, natural gas and energy services. The Group is committed to develop its businesses around a model based on responsible growth and energy transition to a low-carbon economy. ENGIE has identified the Sustainable Development Goals that are particularly relevant for the Group and committed to six new ambitious Corporate Social Responsibility (CSR) objectives in 2016 to be achieved by 2020, including the development of renewables and the reduction of CO<sub>2</sub> emissions.

ENGIE's Green Bond Framework is coherent with its main strategic priorities, and contributes to achieve its commitments and objectives. Vigeo Eiris has a reasonable level of assurance on ENGIE's willingness and capacity to align the objectives and the management of this Green Bond with relevant issues in terms of environmental responsibility.

### Use of proceeds

In line with ENGIE's commitments and with its CSR policy, the net proceeds of the Green Bond will be used to finance and refinance Eligible Green Projects included in 3 categories:

- Renewable Energy Projects
- Energy Efficiency Projects
- Natural Resources Preservation Projects.

Eligible Green Projects are located worldwide and include:

- Projects, acquisitions of companies and minority equity participations, and research and development ("R&D") investments.
- Recent (2016) and future investments or disbursements corresponding to existing, on-going and/or future projects.

Vigeo Eiris estimates that the objectives and expected benefits associated with the Eligible Green Projects are visible, precise, relevant and measurable. The Eligible Green Projects' contribution to sustainable development is considered to be positive, due to expected environmental benefits associated with defined categories on climate change mitigation and on natural resources preservation.

<sup>4</sup> The opinion delivered on stakeholder-related ESG controversies is not a conclusion on the creditworthiness of ENGIE or its financial obligations.

<sup>5</sup> The 9 controversial activities analysed by Vigeo Eiris are: Alcohol, Animal maltreatment, Armament, Hazardous chemicals, Gambling, Genetically Modified Organisms in food & feed, Nuclear energy, Sex industry, Tobacco. The controversial activities research provides screening on companies to identify involvement in business activities that are subject to philosophical or moral beliefs.

In addition, Vigeo Eiris considers the Eligible Projects align with the following UN Sustainable Development Goals:

- 6. Clean Water and Sanitation
- 7. Affordable and Clean Energy
- 9. Industry, Innovation and Infrastructure
- 11. Sustainable Cities and Communities
- 12. Responsible Consumption and Production



Process for project evaluation and selection:

The process for evaluation and selection of Eligible Green Projects to be (re)financed is formalised in the Green Bond framework, made publically available on ENGIE’s website<sup>6</sup>, and which relies on relevant criteria including:

- The definition of each Eligible Green Projects’ category
- Additional eligibility criteria defined to exclude projects related to fossil fuels and nuclear energy production, and to integrate ESG factors in projects evaluation and selection, except for R&D investments where these criteria do not applied, which is an area of improvement.

The Issuer’s evaluation and selection process is reasonably structured in terms of governance:

- The evaluation and selection process is based on relevant internal expertise, internal roles and responsibilities are well-defined, involving concerned business units in charge of evaluated the selected projects according to the selection criteria
- A dedicated Green Bond Committee, to be chaired by the Head of the CSR Department, is in charge of the final selection of Eligible Green Projects and of the review of projects allocation.

Vigeo Eiris considers that the evaluation and selection process of the eligible projects is clearly defined, in line with the Group’s policies. The Green Bond framework is considered to be robust in terms of transparency, governance and relevance of defined process and eligibility criteria, in line with the Green Bond Principles requirements.

Beyond the Green Bond Principles requirements, in line with international standards, certain ESG factors have been integrated in the evaluation and selection process, covering main ESG risks related to most of the Eligible Green Projects. We have recommended to apply ESG criteria to R&D investments, to all acquisitions and to all projects (when relevant size).

Management of proceeds

The rules for the management of proceeds are clearly defined by the Issuer and would enable a transparent allocation process.

The net proceeds of the bond will be managed within the ENGIE’s treasury liquidity portfolio, in cash, cash equivalent and/or money market instruments that do not include GHG intensive activities nor controversial activities. ENGIE will track investments of the proceeds allocated to Eligible Green Projects. All the management of funds (allocation process) will be reviewed annually by external auditor.

Reporting

ENGIE is committed to report annually, publically and until the net proceeds are fully allocated, on:

- Use of the Green Bond proceeds: list of (re)financed projects, with related description and detailed illustration of emblematic projects, and the total amount of proceeds allocated to Eligible Green Projects
- Environmental benefits: annual estimates of benefits (outputs and/or impacts) aggregated at category level, based on methodologies that will be defined and make publically available for each reporting
- Any major controversy on an Eligible Green Project related to ESG matters and information on key issues at stake and actions put in place by ENGIE.

Conditions and process for monitoring are clearly defined and selected reporting indicators are relevant on the use of proceeds and environmental benefits.

<sup>6</sup> [www.engie.com](http://www.engie.com) in the CSR area.

The reporting commitments comply with the Green Bond Principles guidelines. Regarding monitoring and reporting on ESG management, ENGIE will report at corporate level only, through its annual Integrated Report, apart from any potential litigation related to ESG matters observed at project level. We have further recommended to reinforce disclosure at project level and reporting related to projects ESG management.

Vigeo Eiris considers that ENGIE's overall reporting commitments are robust, providing a reasonable level of assurance on its capacity to report regularly and transparently on fund allocation and impacts of the Green Bond.

## EXTERNAL REVIEW

ENGIE's Green Bond issuance is supported by external reviews, provided by:

- The sustainability consultant review, i.e. the hereby Second Party Opinion performed by Vigeo Eiris, on the sustainability credentials of the Green Bond, based on pre-issuance commitments and covering all bond dimensions, i.e. Issuer's sustainability profile and commitments related to the issuance (use of proceeds, evaluation, selection and allocation processes and reporting).
- An annual verification, i.e. the Third Party auditor, covering the management of funds (allocation process) during the fund allocation process and the compliance with all material respects of the Eligible Green Projects criteria set forth in the Green Bond Framework, until the net proceeds are allocated in full to Eligible Green Projects and later in the case of any material change in the list of Eligible Green Projects.

Paris, March 13<sup>th</sup>, 2017



**Muriel CATON**

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## Disclaimer

Transparency on the relation between Vigeo Eiris and the Issuer: Vigeo Eiris has executed 1 audit missions for ENGIE (Second Party Opinion delivery on Green Bonds in May 2014). ENGIE has a stake in Vigeo Eiris holding 0,96% of its share capital.

This opinion aims to explain for investors why the Green Bond is considered as sustainable and responsible, based on the information which has been made available to Vigeo Eiris and which has been analyzed by Vigeo Eiris. Providing this opinion does not mean that Vigeo Eiris certifies the materiality, the excellence or the irreversibility of the projects financed by the Green Bond. ENGIE is fully responsible for attesting the compliance with its commitments defined in its policies, for their implementation and their monitoring. The opinion delivered by Vigeo Eiris neither focuses on financial performance of the Green Bond, nor on the effective allocation of its proceeds. Vigeo Eiris is not liable for the induced consequences when third parties use this opinion either to make investments decisions or to make any kind of business transaction.

## DETAILED RESULTS

### Part I. ISSUER

#### Level of ENGIE's ESG performance

As of October 2016, ENGIE's overall approach to manage ESG related issues is advanced.

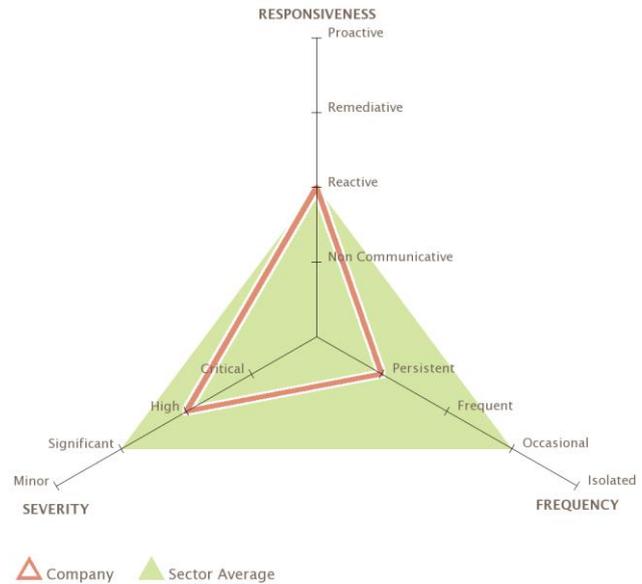
| Domain      | Comments   | Opinion  |
|-------------|--|----------|
| Environment | <p>ENGIE's performance in the Environment domain is considered as limited, almost robust, aligned to the sector average.</p> <p>The Company displays an advanced environmental strategy, characterised by the definition of quantitative targets, however there is a lack of transparent communication of certain performance indicators. The Company has set quantitative targets to reduce its footprint, but the share of revenues covered by an environmental management system is no longer outstanding. The share of renewable generation is relatively low and GHG emission intensity of gas transmission and distribution has increased.</p> <p>ENGIE Australia has communicated on additional corrective measures completed following a 2014 45-day long fire in an Australia, but ENGIE faces other industrial safety and pollution allegations.</p>   | Advanced |
|             |  | Robust   |
|             |  | Limited  |
|             |  | Weak     |
| Social      | <p>ENGIE's performance on the Social pillar is advanced, and has improved since the last review.</p> <p>Regarding Human Resources, ENGIE displays an advanced performance and has become the sector leader following a slight score increase. The Global Framework Agreement covers all HR sector issues and means in place appear to be efficient. The Company has set quantitative targets on employee development, although the number of training hours per employee has decreased while the turnover has increased.</p> <p>Regarding the Human Rights domain, ENGIE's performance is particularly advanced. The Global Framework Agreement covers all sector issues at stake. Quantified targets have been set to promote gender equality and adequate means have been implemented to ensure respect for human rights and for freedom of association and discrimination prevention.</p> <p>ENGIE's Community Involvement performance is robust. The Environmental and Societal Responsibility policy covers all sector issues. ENGIE strives to promote access to energy in developing countries, providing donations, technical support and investments, and has put in place measures to address fuel poverty, including financial support and energy demand-side measures. ENGIE's performance linked to mitigation of impacts of its operations is affected by the presence of condemnations and allegations, on which the Company is nonetheless transparent.</p> <p>Finally, in terms of Responsible Customer Relations and Integration of social factors in the supply chain, ENGIE's performances are advanced.</p> | Advanced |
|             |  | Robust   |
|             |  | Limited  |
|             |  | Weak     |
| Governance  | <p>ENGIE's performance in the Corporate Governance domain is advanced and above the sector average. CEO and Chairman roles are separated and the Board is more independent. Sound corporate governance practices also include the presence of an Ethics, Environment and Sustainable Development Committee at Board level and the disclosure of fair value estimates of individual grants under the Long Term Incentive Programme.</p> <p>ENGIE's Business Behaviour performance is robust. The Environmental and Societal Responsibility policy lays down provisions on all sector issues at stake but lobbying. However, the presence of repeated customer relation, corruption and competition investigations, on which the Company is transparent, contributes to lower the score on this domain. ENGIE also faces an isolated allegation of lobbying against EU renewable energy targets, on which the Company does not report.</p>   | Advanced |
|             |  | Robust   |
|             |  | Limited  |
|             |  | Weak     |

ENGIE is included in the following Vigeo Eiris Indices (as the date of publication):

- Euronext Vigeo Eiris World 120
- Euronext Vigeo Eiris Europe 120
- Euronext Vigeo Eiris Eurozone 120
- Euronext Vigeo Eiris France 20

Stakeholder-related ESG controversies and Involvement in controversial activities

- **Frequency:** As of March 6<sup>th</sup> 2017, ENGIE faces persistent allegations: the Company is involved in 30 stakeholder-related ESG controversies, on several domains:
  - Business Behavior especially on corruption and anti-competitive practices
  - Environment especially on industrial accidents and pollution
  - Human Resources especially on health & safety
  - Community Involvement especially on social and economic development
  - Corporate Governance especially on audit & internal control (tax allegations)
- **Severity:** The level of severity ranges from minor to high: the company faces 17 cases of minor severity, 12 cases of significant severity and 6 cases of high severity (related to industrial accidents and pollution, health & safety, social and economic development and anti-competitive practices).
- **Responsiveness:** ENGIE is overall reactive: the company is proactive in 3 cases, implements remedial actions for 5 cases (including all cases with high severity), reports transparently in 23 cases and is not communicative in 4 cases.

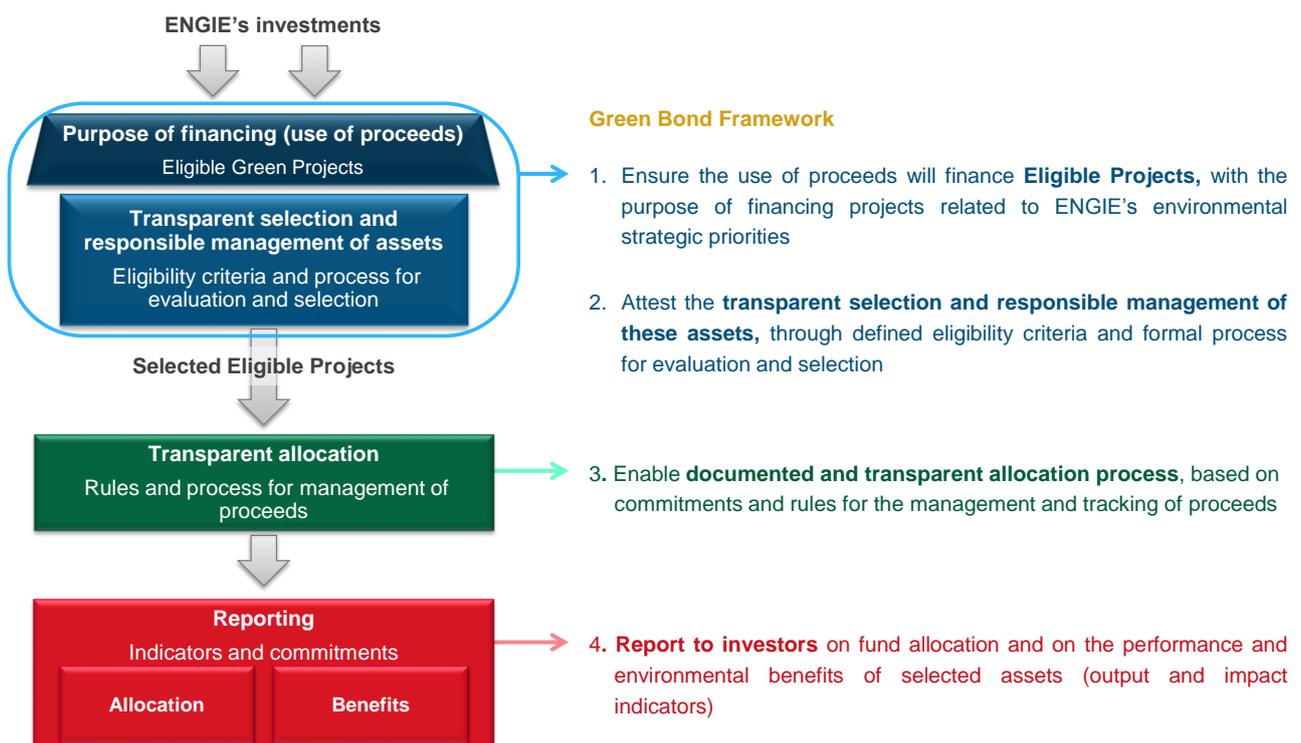


Regarding the 9 controversial activities analysed by Vigeo Eiris, and based on an estimation of the level and type of company involvement, ENGIE's involvement in Nuclear energy is major:

- Nuclear-related activities account for around 9% of ENGIE revenues in 2015, and 9% of ENGIE's power generation capacity and 10% of its energy production were nuclear based.
- Semi-nuclear activities where Vigeo Eiris reasonably assumes the level of revenues to be in the 0-1% range. The company is part of the consortium along with Mitsubishi Heavy Industry and Itochu for the building of a nuclear power plant near Sinop in Turkey.

ENGIE is not involved in any of the 8 other controversial activities analysed by Vigeo Eiris.

**Part II. ISSUANCE**



### Coherence of the issuance

ENGIE is a global energy player active in 70 countries and an expert operator in the three businesses of electricity, natural gas and energy services. The Group is committed to develop its businesses around a model based on responsible growth to take on the major challenges of energy's transition to a low-carbon economy: access to sustainable energy, climate-change mitigation and adaptation, security of supply and the rational use of resources.

Solar energy is a key pillar in ENGIE strategy of becoming the world leader in the energy transition. The Group already holds dominant market positions in some of the world's sunniest regions: 471 MW in India, 120 GW under development in Chile and other contracts worldwide. ENGIE is also active in the European market, ranking first in the sector in France. It intends to roughly quadruple its installed solar capacity in France over the next five years.

ENGIE has identified the Sustainable Development Goals that are particularly relevant for the Group and committed to six new ambitious CSR objectives in 2016 to be achieved by 2020, including:

- a 25% contribution from renewables to the Group energy generation portfolio (18% in 2015);
- a 20% reduction in the ratio of CO<sub>2</sub> emissions per energy produced (compared with 2012: 443kgCO<sub>2</sub>e/MWh).

ENGIE is committed to play an important role in the development of the Green Bond market as a relevant mean to channel more investments toward climate change mitigation and environmental projects. To support its strategy and ambition, ENGIE already issued a Green Bond in 2014 to (re)finance renewable energy and energy efficiency projects.

ENGIE's Green Bond Framework is coherent with its main strategic priorities, and contributes to achieve its commitments and objectives. Vigeo Eiris has a reasonable level of assurance on ENGIE's willingness and capacity to align the objectives and the management of this Green Bond with relevant issues in terms of environmental responsibility.

### Use of proceeds

The net proceeds of the Green Bond will be used to finance and refinance, in whole or in part, Eligible Green Projects included in 3 categories:

- Renewable Energy Projects
- Energy Efficiency Projects
- Natural Resources Preservation Projects.

Eligible Green Projects, except for R&D investments, will meet a set of eligibility criteria evaluated by Vigeo Eiris.

The definition of each Eligible Green Projects' category and expected environmental benefits have been evaluated in the table below:

| Eligible Green Projects          | Definition   | Sustainability benefits  | Vigeo Eiris' analysis  |
|----------------------------------|--|--|--|
| <b>Renewable Energy Projects</b> | <p>Financing of, or investments in, the conception, construction and installation of renewable energy production units.</p> <p>Renewable Energy covers energy produced from renewable non-fossil sources, including hydro, geothermal, wind, solar, biogas, biomass and any other renewable source of energy.</p> <ul style="list-style-type: none"> <li>- Biomass projects may be included subject to local production and lack of conflicting utilization of the resources.</li> <li>- Large hydroelectricity production may be included, subject to the development of a recognized international standard for Green Bonds, including inter alia Climate Bonds Initiative, UNFCCC Clean Development Mechanism, IFC Reference Standards for hydro projects or equivalent, and the conformity of ENGIE projects to such international standards.</li> </ul> | <p><b>Climate change mitigation</b></p> <ul style="list-style-type: none"> <li>- Avoidance/reduction of GHG emissions</li> </ul> | <p>The definition is clear and the content is relevant.</p> <ul style="list-style-type: none"> <li>• Alignment with ENGIE's strategy</li> <li>• Additional criteria applied for biomass and hydropower-related projects include relevant criteria minimizing environmental impacts of the project</li> </ul> <p>The objectives are visible, measurable and relevant.</p> |

|  |  |  |   |
|--|--|--|---|
| <b>Energy Efficiency Projects</b>              | Financing of, or investments in, projects that contribute to a reduction of the energy consumption per unit of output, such as – for instance – heating and cooling network (which recover heat sources that would otherwise be lost), co-generation, optimization of building or plant efficiency, systems for energy management (Smart Grids, Smart Metering), and more globally energy and facility management solutions. | <b>Climate change mitigation</b><br>- Energy savings and reduction of GHG emissions  | The definition is clear and the content is relevant.<br>• Alignment with ENGIE’s strategy<br>The objectives are visible, measurable and relevant. |
| <b>Natural Resources Preservation Projects</b> | Financing of, or investments in, projects that contribute to a reduction of scarce natural resources consumption, such as – for instance – water, and waste management.  | <b>Natural resources preservation</b><br>- Natural resources savings, reduction of waste production and improvement of recycling | The definition is clear and the content is relevant.<br>• Alignment with ENGIE’s strategy<br>The objectives are visible, measurable and relevant. |

In addition, Vigeo Eiris considers that the Eligible Green Projects align with the following United Nations Sustainable Development Goals (UN SDGs):

| Eligible Green Projects                        | UN SDGs  |
|--|--|
| <b>Renewable Energy Projects</b>               | - 7. Affordable and clean energy<br>- 9. Industry, Innovation and Infrastructure<br>- 12. Responsible Consumption and Production         |
| <b>Energy Efficiency Projects</b>              | - 9. Industry, Innovation and Infrastructure<br>- 11. Sustainable Cities and Communities<br>- 12. Responsible Consumption and Production |
| <b>Natural Resources Preservation Projects</b> | - 6. Clean water and sanitation<br>- 9. Industry, Innovation and Infrastructure<br>- 12. Responsible Consumption and Production          |

Contribution to achieving the UN SGD 6. Clean water and sanitation



The UN SDG 6 consists in ensuring access to water and sanitation for all, with targets by 2030 on the achievement of universal and equitable access to safe and affordable drinking water for all, the improvement of water quality and the increase of water-use efficiency across all sectors. By using the Green Bond proceeds to (re)finance defined Natural Resources Preservation Projects, the Issuer is contributing to the UN SDG 6, with regards to the above-mentioned targets.

Contribution to achieving the UN SGD 7. Affordable and clean energy



The UN SDG 7 consists in ensuring universal access to affordable, reliable, sustainable and modern energy, with targets by 2030 on the share of renewable energy in the global energy mix and the promotion of investment in energy infrastructure and clean energy technology. By using the Green Bond proceeds to (re)finance defined Renewable Energy Projects, the Issuer is contributing to the UN SDG 7, with regards to the above-mentioned targets.

Contribution to achieving the UN SGD 9. Industry, Innovation and Infrastructure



The UN SDG 9 consists in building resilient infrastructure, promote sustainable industrialization and foster innovation, with targets by 2030 on the upgrading of infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes. By using the Green Bond proceeds to (re)finance all defined Eligible Green Projects categories, the Issuer is contributing to the UN SDG 9, with regards to the above-mentioned targets.

Contribution to achieving the UN SGD 11. Sustainable Cities and Communities



The UN SDG 11 consists in ensuring universal access to affordable, reliable, sustainable and modern energy, with targets by 2030 on the share of renewable energy in the global energy mix and the promotion of investment in energy infrastructure and clean energy technology. By using the Green Bond proceeds to (re)finance defined Energy Efficiency Projects, the Issuer is contributing to the UN SDG 11, with regards to the above-mentioned targets.

## Contribution to achieving the UN SGD 12. Responsible Consumption and Production



The UN SDG 12 consists in ensuring sustainable consumption and production patterns, with targets by 2030 on the achievement of sustainable management and efficient use of natural resources. By using the Green Bond proceeds to (re)finance defined Energy Efficiency Projects and Natural Resources Preservation Projects, the Issuer is contributing to the UN SDG 12, with regards to the above-mentioned targets.

### Process for project evaluation and selection

The Issuer is committed to attest the transparency and efficiency of selection process and the responsible management of the proceeds and financed projects, through defined eligibility criteria as defined within the existing Green Bond framework, which have been evaluated by Vigeo Eiris using our evaluation methodology based on international and sectors standards, in line with the Green Bond Principles guidelines.

The process for project evaluation and selection is robust, regarding the transparency, governance and efficiency of the defined internal process, in line with the Green Bond Principles guidelines.

- The process is clearly defined, formalised and publically available, relying on relevant selection criteria. In particular, the selection process aimed to
  - Exclude projects related to fossil fuels and nuclear energy production
  - Integrate ESG factors in projects evaluation and selection, except for R&D investments where these criteria do not applied, which is an area of improvement
- The evaluation and selection process is based on relevant internal expertise, internal roles and responsibilities are well-defined
  - Concerned business units propose a selection of investments eligible for Green Bond financing, ensuring the first analysis of projects eligibility, and are in charge of verifying the selection criteria and of preparing audit trails and storage of evidence, to facilitate external auditor's verification
  - A dedicated Green Bond Committee, to be chaired by the Head of the CSR Department and composed of the Corporate Finance Department, the CSR Department and the relevant Business Units representatives, is in charge of the final selection of projects and of the review of projects allocation.
  - Finally, the "Ethics, Environment and Sustainable Development Committee" of the Board will be periodically inform by the Head of the CSR Department on the bond proceeds allocation and projects selection.

Beyond the Green Bond Principles requirements, in line with international standards, certain ESG factors have been integrated in the evaluation and selection process, covering main ESG risks related to most of the Eligible Green Projects.

- Relevant criteria and commitments have been defined within the ESG eligibility grid regarding:
  - Environmental domain, including environmental management of the project, climate change mitigation, protection of biodiversity and natural resources, except for eco-design of projects and systematic integration of dismantling impacts,
  - Social and community domain, including respect og human and labour rights, health and safety, stakeholders dialogue and community involment, except for systematic social impact assessment especially for renewable energy projects
  - Governance domain, including business ethics and responsible procurement
- We have recommended to apply ESG criteria to R&D investments, to all acquisitions and to all projects (when relevant size) and to reinforce ESG risks management and monitoring, especially regarding social impact assessment of Eligible Green Projects.

### Management of proceeds:

Vigeo Eiris considers that the Issuer's rules for management of proceeds are clearly defined and would enable a transparent allocation process.

- The net proceeds of the bond will be managed within ENGIE's treasury liquidity portfolio, in cash or other short term and liquid instruments that do not include GHG intensive activities nor disputable activities.
- The Issuer intends to allocate the Green Bond proceeds towards Eligible Green Projects in a two-year period from the issue date of each Green Bond issuance, and not to exceed three years
- The overall share of refinancing (i.e. refinancing of projects financed from 2016) will be disclosed for each reporting.

- ENGIE will track investments of the proceeds allocated to Eligible Green Projects. This tracking is integrated into the annual financial reporting process.
- All the management of proceeds (allocation process) will be reviewed annually by external auditor.
- In case of project divestment, the Issuer does not commit to use the net proceeds to finance other Eligible Green Projects which are compliant with the Green Bond framework, but to finance its development and financing needs in line with its CSR strategic targets.

### Reporting

The process for data collection, consolidation and reporting will rely on internal expertise, including relevant people from across the Group, and has been partially defined in the Green Bond framework.

- Business unit representatives are in charge of collecting the identified information.
- Then the consolidation and aggregation of indicators will be made at category level by the CSR Department, in charge of drafting the Green Bond report before external review.

The Issuer has identified reporting indicators and calculation methodologies will be define and make publically available on the Issuer website for each reporting.

The Issuer commits to transparently report on the Green Bond, until the net proceeds are allocated in full to Eligible Green Projects and later in the case of any material change in the list of Eligible Green Projects, on:

- Use of proceeds

| Reporting indicators at project level   | Reporting indicators at Bond level   |
|---|--|
| - List of (re)financed projects with related description (type, location, operation date) | - Total amount of proceeds allocated to Eligible Green Projects<br>- Detailed illustration of emblematic projects<br>- Share of refinancing (in %) |

- Environmental benefits: annual estimates aggregated at category level and per geographic area for all projects categories and per technology for Renewable Energy Projects

| Eligible Green Projects                 | Outputs reporting indicators   | Impacts reporting indicators                                |
|---|--|---|
| Renewable Energy Projects               | - Installed renewable energy capacity (in MW)<br>- Annual renewable energy production (in MWh) | - Annual GHG emissions avoided (in tCO <sub>2</sub> e)      |
| Energy Efficiency Projects              | - Annual reduction of energy consumption (in % and in MWh)                                     | - Annual GHG emissions reduced (in tCO <sub>2</sub> e)      |
| Natural Resources Preservation Projects | - Annual reduction of waste in (Mt)  | - Annual reduction of natural resources consumption (in Mt) |

- Any major controversy (according to internal methodology based on severity, exposure and frequency of the case) on an Eligible Green Project related to ESG matters and information on key issues at stake and actions put in place by ENGIE.

The selected reporting indicators related to the fund allocation and environmental benefits are relevant for all defined Eligible Green Projects categories. The reporting commitments of the Issuer comply with the Green Bond Principles guidelines.

Regarding monitoring and reporting on ESG management (i.e. additional ESG indicators) of each project, the Issuer will report at corporate level only, apart from any potential litigation related to ESG matters observed at project level. Eligible Green Projects are fully integrated in each business unit, covered by the overall annual group reporting, which is disclosed in the annual Integrated Report and dedicated web pages, available on the Issuer website. We have recommended to reinforce disclosure at project level and reporting related to projects ESG management.

In order to report on the projects' benefits, the Issuer may select alternative quantitative or qualitative indicators, to remain relevant to the selected Eligible Green Projects. For all Eligible Green Projects, the Issuer may integrate additional qualitative or quantitative indicators as considered appropriate to disclose relevant performances or details on project management.

The reporting will be performed on an annual basis through an annual dedicated report available on the Issuer's website, according to the Green Bonds Principles guidelines, including calculation methodologies.

## METHODOLOGY

In Vigeo Eiris' view, Environmental, Social and Governance (ESG) factors are intertwined and complementary. As such they cannot be separated in the assessment of ESG management in any organization, activity or transaction. In this sense, Vigeo Eiris writes an opinion on the Issuer's Corporate Social Responsibility as an organization, and on the objectives, management and reporting of the projects to be (re)financed by this transaction.

Vigeo Eiris' methodology to define and to assess corporate's ESG performance is based on criteria aligned with public international standards, in compliance with the ISO 26000 guidelines, and organized in 6 domains: Environment, Human Resources, Human Rights, Community Involvement, Business Behavior and Corporate Governance. The evaluation framework has been customized regarding material issues, based on the Electric & Gaz Utilities assessment framework, projects specificities and emerging issues.

Vigeo Eiris reviewed information provided by the Issuer, press content providers and stakeholders (partnership with Factiva Dow Jones: access to the content of 28,500 publications worldwide from reference financial newspapers to sector-focused magazines, local publications or Non-Government Organizations). Information gathered from these sources will be considered as long as they are public, documented and traceable. Vigeo Eiris has reviewed documents and websites of the Issuer, related to the Bond evaluation and interviewed members from several departments of the Issuer.

Our research and rating procedures are subject to internal quality control at three levels (analysts, heads of cluster sectors, internal review by the audit department for second party opinions) complemented by a final review and validation by the Direction of Methods. A right of complaint and recourse is guaranteed to all companies under our review, including three levels: first, the team linked to the company, then the Direction of Methods, and finally Vigeo Eiris' Scientific Council. All collaborators are signatories of Vigeo Eiris' Code of Ethics.

## Part I. ISSUER

*NB : The Issuer performance, i.e., commitments, processes, results of the Issuer, related to ESG issues have been assessed through a complete process of rating and benchmark developed by Vigeo Eiris Rating.*

### Level of the Issuer's ESG performance

ENGIE has been evaluated by Vigeo Eiris in October 2016 on its Corporate Social Responsibility (CSR) performance, based on 25 relevant ESG drivers organized in the 6 sustainability domains. ENGIE's performance has been assessed by Vigeo Eiris on the basis of its:

- Leadership: relevance of the commitments (content, visibility and ownership).
- Implementation: coherence of the implementation (process, means, control/reporting).
- Results: indicators, stakeholders feedbacks and controversies.
- Scale for assessment of ESG performance: Advanced, Robust, Limited, Weak.

### Stakeholder-related ESG controversies and involvement in controversial activities

A controversy is an information, a flow of information, or a contradictory opinion that is public, documented and traceable, allegation against an Issuer on corporate responsibility issues. Such allegations can relate to tangible facts, be an interpretation of these facts, or constitute an allegation on unproven facts.

Vigeo Eiris provides an opinion on companies' controversies risks mitigation based on the analysis of 3 factors:

- Severity: the more a controversy will relate to stakeholders' fundamental interests, will prove actual corporate responsibility in its occurrence, and will have adverse impacts for stakeholders and the company, the highest its severity. Severity assigned at corporate level will reflect the highest severity of all cases faced by the company (scale: Minor, Significant, High, Critical).
- Responsiveness: ability demonstrated by an Issuer to dialogue with its stakeholders in a risk management perspective and based on explanatory, preventative, remediating or corrective measures. At corporate level, this factor will reflect the overall responsiveness of the company for all cases faced (scale: Proactive, Remediate, Reactive, Non Communicative).
- Frequency: reflects for each ESG challenge the number of controversies faced. At corporate level, this factor reflects on the overall number of controversies faced and scope of ESG issues impacted (scale: Isolated, Occasional, Frequent, Persistent).

The impact of a controversy on a company's reputation reduces with time, depending on the severity of the event and the company's responsiveness to this event. Conventionally, Vigeo Eiris' controversy database covers any controversy with Minor or Significant severity during 24 months after the last event registered and during 48 months for High and Critical controversies.

In addition, 9 controversial activities have been analysed following 30 parameters to verify if the company is involved in any of them. The company's level of involvement (Major, Minor, No) in a controversial activity is based on:

- An estimation of the revenues derived from controversial products or services.
- The precise nature of the controversial products or services provided by the company.

## Part II. ISSUANCE

The Green Bond framework has been evaluated by Vigeo Eiris according to the Green Bond Principles and our methodology based on international standards and sector guidelines applying in terms of ESG management and assessment.

### Use of proceeds

The use of proceeds requirements are defined to ensure that the funds raised are used to finance and/or refinance an Eligible Projects and are traceable within the issuing organisation. Each Project endorsed shall comply with at least one of the Eligible Projects category definition in order to be considered as an Eligible Project. Vigeo Eiris evaluates the relevance, visibility, and measurability of the associated environmental and/or social objectives. The sustainability purpose of the Green Bond related Eligible Projects has been precisely defined, with regard to the Issuer's commitments, and assessed based on the described and estimated benefits of Eligible Projects. The contribution of Eligible Projects to sustainable development is evaluated based on the United Nations Sustainable Development Goals.

### Process for project evaluation and selection

The evaluation and selection process has been assessed by Vigeo Eiris regarding its transparency, governance and efficiency. The relevance and exhaustiveness of selection criteria and associated supporting elements integrated in the Green Bond framework, and the coherence of the process are analysed based on material issues considered in Vigeo Eiris' methodology.

### Management of proceeds

The rules for the management of proceeds and the allocation process have been evaluated by Vigeo Eiris regarding their transparency, coherence and efficiency.

### Reporting

Reporting indicators, processes and methodologies are defined by the Issuer to enable annual reporting on fund allocation, environmental benefits (output and impact indicators) and on the responsible management of the Eligible Projects financed by the Green Bond proceeds, collected at project level and potentially aggregated at Bond level. Vigeo Eiris has evaluated the relevance of the reporting framework according to three principles: transparency, exhaustiveness and effectiveness.

- Scale of assessment for processes and commitments: Weak, Limited, Robust, Advanced.
- Scale of level of assurance on Issuer's capacity: Reasonable, Moderate, Weak.

## VIGEO EIRIS'S ASSESSMENT SCALES

| Performance evaluation |   | Level of assurance |  |
|------------------------|---|--------------------|--|
| Advanced               | Advanced commitment; strong evidence of command over the issues dedicated to achieving the objective of social responsibility. Reasonable level of risk management and using innovative methods to anticipate emerging risks. | Reasonable         | Able to convincingly conform to the prescribed principles and objectives of the evaluation framework                 |
| Robust                 | Convincing commitment; significant and consistent evidence of command over the issues. Reasonable level of risk management.   | Moderate           | Compatibility or partial convergence with the prescribed principles and objectives of the evaluation framework       |
| Limited                | Commitment to the objective of social responsibility has been initiated or partially achieved; fragmentary evidence of command over the issues. Limited to weak level of risk management.                                     | Weak               | Lack or unawareness of, or incompatibility with the prescribed principles and objectives of the evaluation framework |
| Weak                   | Commitment to social responsibility is non-tangible; no evidence of command over the issues. Level of insurance of risk management is weak to very weak.  |                    |  |

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