



Press release
13 March 2019

A tightened Board of Directors following the General Meeting to be held on 17 May 2019

ENGIE shareholders are invited to the Combined General Meeting that will be held at the Palais des Congrès, Porte Maillot, in Paris at 2.30 pm on Friday 17 May¹. An important item on the agenda for this General Meeting is the change in the composition of the Group's Board of Directors.

The terms of Ann-Kristin Achleitner, Edmond Alphandéry, Aldo Cardoso, Patrice Durand, Catherine Guillouard, Barbara Kux, Mari-Noëlle Jégo-Laveissière, Françoise Malrieu and Marie-José Nadeau will expire at the end of this meeting. Taking into consideration the willingness of some Board members not to seek another term and the end of the independent status of other members, it is proposed to renew, for a period of four years, the terms of office of independent Board members Françoise Malrieu and Marie-José Nadeau, together with the terms of office of Board members who are proposed by the French State² Patrice Durand and Mari-Noëlle Jégo-Laveissière.

After the General Meeting, if these proposed resolutions are accepted and following the designation of the Board member representing the French State³, the Board of Directors will consist of 14 members. Resulting from the merger between Gaz de France and SUEZ, the size of the Group's Board of Directors is currently larger than what is generally observed in CAC 40 companies. This reduction meets expectation regularly expressed by shareholders.

Jean-Pierre Clamadieu, Chairman of ENGIE's Board of Directors, said: *"I am pleased with the change we are proposing today in the composition of our Board of Directors. This set-up will enable our governance bodies to be more tightened while maintaining our objectives in terms of independence and diversity. I would like to warmly thank Ann-Kristin Achleitner, Edmond Alphandéry, Aldo Cardoso, Catherine Guillouard and Barbara Kux and to highlight their commitment throughout their mandate and their high-quality individual contribution to the work performed by the Board"*.

¹ The Notice of Meeting, comprising the Agenda and Proposed Resolutions, together with the conditions and methods of participating in, and voting at, the General Meeting, is published in the French official bulletin of legal notices (Bulletin des Annonces Légales Obligatoires - BALO) on 13 March. Preparatory information documents for this Combined General Meeting will be made available to shareholders in accordance with the applicable legal and regulatory requirements and may be consulted on the Group's website (www.engie.com, Shareholders section). The 2018 Reference Document will be published before the end of March.

² In accordance with Decree 2014-948 of 20 August 2014.

³ Following the resignation of Lucie Muniesa on 30 October 2018, the Board member seat representing the State remains vacant.



Ann-Kristin Achleitner, appointed ENGIE Board member in 2012, chairs the Ethics, Environment and Sustainable Development Committee. She is also a member of the Supervisory Board of Linde AG, Linde plc, Deutsche Börse AG and MunichRe, of the International Advisory Board of Investcorp, of the Executive Committee of Deutsche Akademie der Technikwissenschaften, and of the Board of Directors of Johannes B. Ortner-Stiftung. She sits at the Economic Council of the French Embassy in Berlin.

Edmond Alphandéry, appointed ENGIE Board member in 2008, chairs the Strategy, Investment and Technology Committee and is a member of the Audit Committee. He is also Senior Advisor of Bank Nomura France, member of the Board of Directors of the Stichting Continuïteit ST Foundation, of the Advisory Committee of Omnès Capital, of the Advisory Board of Montrose and of Quadrille, Vice-Chairman of the Club of Three, and Chairman of the Strategic Committee of InfraLion Capital Management.

Aldo Cardoso, appointed ENGIE Board member in 2004, is a member of the Strategy, Investment and Technology Committee and of the Audit Committee which he chaired until December 2017. He is also Chairman of the Board of Directors of Société Monégasque de l'Electricité et du Gaz and Bureau Veritas, and a member of the Board of Directors of Imerys, Worldline and DWS.

Catherine Guillouard, appointed ENGIE Board member in 2015, is a member of the Strategy, Investment and Technology Committee. She is also Chairwomen and CEO of RATP and member of the Board of Directors of Airbus.

Barbara Kux, appointed ENGIE Board member in 2015, is a member of the Ethics, Environment and Sustainable Development Committee. She is also Vice-Chairwoman of Firmenich, a member of the Board of Directors of Pargesa Holding, of the Supervisory Board of Henkel AG & Co KGaA, of the European Commission's High Level Panel for European Decarbonisation, and of the Advisory Board of INSEAD.

About ENGIE

We are a global energy and services group, focused on three core activities: low-carbon power generation, mainly based on natural gas and renewable energy, global networks and client solutions. Driven by our ambition to contribute to a harmonious progress, we take up major global challenges such as the fight against global warming, access to energy to all, or mobility, and offer our residential customers, businesses and communities energy production solutions and services that reconcile individual and collective interests.

Our integrated - low-carbon, high-performing and sustainable - offers are based on digital technologies. Beyond energy, they facilitate the development of new uses and promote new ways of living and working. Our ambition is conveyed by each of our 160,000 employees in 70 countries. Together with our customers and partners, they form a community of imaginative builders who invent and build today solutions for tomorrow.

2018 turnover: EUR 60.6 billion. Listed in Paris and Brussels (ENGI), the Group is represented in the main financial (CAC 40, BEL 20, Euro STOXX 50, STOXX Europe 600, MSCI Europe, Euronext 100, FTSE Eurotop 100, Euro STOXX Utilities, STOXX Europe 600 Utilities) and extra-financial indices (DJSI World, DJSI Europe and Euronext Vigeo Eiris - World 120, Eurozone 120, Europe 120, France 20, CAC 40 Governance).

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