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A. Resolutions submitted to the Ordinary Shareholders' Meeting

- Approval of the transactions and parent company financial statements for fiscal year 2017 (**Resolution 1**).
- Approval of the consolidated financial statements for fiscal year 2017 (**Resolution 2**).
- Appropriation of net income and declaration of dividend for fiscal year 2017 (**Resolution 3**).
- Approval of regulated agreements and commitments pursuant to Article L. 225-38 of the French Commercial Code (**Resolutions 4, 5 and 6**).
- Authorization of the Board of Directors to trade in the Company's shares (**Resolution 7**).
- Appointment of Jean-Pierre Clamadieu and Ross McInnes as directors (**Resolutions 8 and 9**).
- Consultation on the components of compensation due or awarded for 2017 to Isabelle Kocher, Chief Executive Officer (**Resolution 10**).
- Approval, pursuant to Article L. 225-37-2 of the French Commercial Code, of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the Chairman of the Board of Directors (**Resolution 11**).
- Approval, pursuant to Article L. 225-37-2 of the French Commercial Code, of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the Chief Executive Officer (**Resolution 12**).

B. Resolutions submitted to the Extraordinary Shareholders' Meeting

- Delegation of authority to the Board of Directors to resolve, maintaining pre-emption rights, (i) to issue ordinary shares and/or any marketable securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) to issue marketable securities giving entitlement to the allocation of debt securities (**to be used only outside public tender offer periods/Resolution 13**).
- Delegation of authority to the Board of Directors to resolve, canceling pre-emption rights, (i) to issue ordinary shares and/or any marketable securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) to issue marketable securities giving entitlement to the allocation of debt securities (**to be used only outside public tender offer periods/Resolution 14**).
- Delegation of authority to the Board of Directors to resolve to issue, without pre-emption rights, ordinary shares or other marketable securities, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (**to be used only outside public tender offer periods/Resolution 15**).
- Delegation of authority to the Board of Directors to increase the number of shares in the event of a securities issue with or without pre-emption rights, in application of Resolutions 13, 14, and 15, limited to 15% of the initial issue (**to be used only outside public tender offer periods/Resolution 16**).
- Delegation of authority to the Board of Directors to issue ordinary shares and/or various marketable securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (**to be used only outside public tender offer periods/Resolution 17**).
- Delegation of authority to the Board of Directors to resolve, maintaining pre-emption rights, (i) to issue ordinary shares and/or any marketable securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) to issue marketable securities giving entitlement to the allocation of debt securities (**to be used only during public tender offer periods/Resolution 18**).
- Delegation of authority to the Board of Directors to resolve, canceling pre-emption rights, (i) to issue ordinary shares and/or any marketable securities giving access to the capital of the Company and/or its subsidiaries, and/or (ii) to issue marketable securities giving entitlement to the allocation of debt securities (**to be used only during public tender offer periods/Resolution 19**).
- Delegation of authority to the Board of Directors to resolve to issue, without pre-emption rights, ordinary shares or various marketable securities, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (**to be used only during public tender offer periods/Resolution 20**).
- Delegation of authority to the Board of Directors to increase the number of shares in the event of a securities issue with or without pre-emption rights, in application of Resolutions 18, 19, and 20, limited to 15% of the initial issue (**to be used only during public tender offer periods/Resolution 21**).
- Delegation of authority to the Board of Directors to issue ordinary shares and/or various marketable securities in consideration for contributions of securities made to the Company, up to a limit of 10% of the share capital (**to be used only during public tender offer periods/Resolution 22**).

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- Limitation of the overall ceiling for immediate or future capital increase delegations (**Resolution 23**).
- Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts (**Resolution 24**).
- Authorization of the Board of Directors to reduce the share capital by canceling treasury shares (**Resolution 25**).
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or marketable securities giving access to equity securities to be issued, without pre-emption rights, for the benefit of ENGIE group employee savings plan members (**Resolution 26**).
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or marketable securities giving access to equity securities to be issued, without pre-emption rights, in favor of any entity whose exclusive 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 (**Resolution 27**).
- Authorization for the Board of Directors to award bonus shares to all employees and corporate officers of ENGIE Group companies (except for corporate officers of the ENGIE company) and to employees participating in an ENGIE group international employee shareholding plan (**Resolution 28**).
- Authorization for the Board of Directors to award bonus shares to some employees and corporate officers of ENGIE group companies (except for corporate officers of the ENGIE company) (**Resolution 29**).
- Powers to implement the resolutions adopted by the Shareholders' Meeting and to perform the related formalities (**Resolution 30**).
