

## Board of Directors' report on the resolutions submitted to the Extraordinary Shareholders' Meeting

The tables below summarize the delegations of authority and authorizations granted to the Board in financial matters.

### AUTHORIZATIONS GRANTED BY THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 3, 2016 AND IN EFFECT AT THE DATE OF THIS SHAREHOLDERS' MEETING

Resolution	Type of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
13 <sup>th</sup>	Issue, with preferential subscription rights, of ordinary shares and/or share equivalents of the Company and/or its subsidiaries, and/or issue of securities entitling the allocation of debt instruments (usable only outside periods of a public tender offer)	26 months (until July 2, 2018)	€225 million for shares <sup>(1) (2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
14 <sup>th</sup>	Issue, without preferential subscription rights, of ordinary shares and/or share equivalents of the Company and/or its subsidiaries, and/or issue of securities entitling the allocation of debt securities (usable only outside periods of a public tender offer)	26 months (until July 2, 2018)	€225 million for shares <sup>(1) (2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
15 <sup>th</sup>	Issue, without preferential subscription rights, of ordinary shares or share equivalents of the Company, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (usable only outside periods of a public tender offer)	26 months (until July 2, 2018)	€225 million for shares <sup>(1) (2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
16 <sup>th</sup>	Increase in the number of shares or other securities to be issued in the event of a securities issue with or without preferential subscription rights, in application of the 13 <sup>th</sup> , 14 <sup>th</sup> and 15 <sup>th</sup> resolutions, limited to 15% of the initial issue (usable only outside periods of a public tender offer)	26 months (until July 2, 2018)	Up to 15% of the initial issue <sup>(1) (2)</sup>	None	Full amount of the authorization
17 <sup>th</sup>	Issue of shares and/or other securities in consideration for contributions of equity securities, limited to 10% of the share capital (usable only outside periods of a public tender offer)	26 months (until July 2, 2018)	€225 million for shares <sup>(1) (2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization

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18 <sup>th</sup>	Issue, with preferential subscription rights, of shares and/or share equivalents of the Company and/or its subsidiaries, and/or issue of securities entitling the allocation of debt securities (usable only during periods of a public tender offer)	26 months (until July 2, 2018)	€225 million for shares <sup>(1)</sup> <sup>(2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
19 <sup>th</sup>	Issue, without preferential subscription rights, of shares and/or share equivalents of the Company and/or its subsidiaries, and/or issue of securities entitling the allocation of debt securities (usable only during periods of a public tender offer)	26 months (until July 2, 2018)	€225 million for shares <sup>(1)</sup> <sup>(2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
20 <sup>th</sup>	Issue, without preferential subscription rights, of shares or other securities, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (usable only during periods of a public tender offer)	26 months (until July 2, 2018)	€225 million for shares <sup>(1)</sup> <sup>(2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
21 <sup>st</sup>	Increase in the number of shares to be issued in the event of a securities issue with or without preferential subscription rights, in application of the 18 <sup>th</sup> , 19 <sup>th</sup> and 20 <sup>th</sup> resolutions, limited to 15% of the initial issue (usable only during periods of a public tender offer)	26 months (until July 2, 2018)	Up to 15% of the initial issue <sup>(1)</sup> <sup>(2)</sup>	None	Full amount of the authorization
22 <sup>nd</sup>	Issue of shares and/or other securities in consideration for contributions of equity securities, limited to 10% of the share capital (usable only during periods of a public tender offer)	26 months (until July 2, 2018)	€225 million for shares <sup>(1)</sup> <sup>(2)</sup> +€5 billion for debt securities <sup>(1)</sup>	None	Full amount of the authorization
26 <sup>th</sup>	Capital increases via the capitalization of premiums, reserves, earnings or other sums (usable only outside public tender offer periods)	26 months (until July 2, 2018)	Aggregate amount that may be capitalized	None	Full amount of the authorization
27 <sup>th</sup>	Capital increases via the capitalization of premiums, reserves, earnings or other accounting items (usable only during periods of a public tender offer)	26 months (until July 02, 2018)	Aggregate amount that may be capitalized	None	Full amount of the authorization
28 <sup>th</sup>	Authorization to reduce the share capital by canceling treasury shares	26 months (until July 02, 2018)	10% of the share capital per 24 month period	None	Full amount of the authorization

(1) This is a ceiling set by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2016 for the issues decided pursuant to the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, and 22<sup>nd</sup> resolutions.

(2) The overall maximum nominal amount decided pursuant to the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, and 24<sup>th</sup> resolutions was set at €265 million by the Combined Shareholders' Meeting of May 3, 2016.

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### AUTHORIZATIONS GRANTED BY THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 12, 2017 AND IN EFFECT AT THE DATE OF THIS SHAREHOLDERS' MEETING

Resolution	Type of authorization or delegation of authority	Validity and expiration	Maximum nominal amount per authorization	Amounts utilized	Remaining balance
6 <sup>th</sup>	Authorization to trade in the Company's shares	18 months (until November 11, 2018)	Maximum purchase price: €30. Maximum shareholding: 10% of the share capital. Aggregate amount of purchases: ≤ €7.3 billion.	ENGIE held 1.92% of its share capital as of December 31, 2017	8.08% of the share capital
14 <sup>th</sup>	Capital increase reserved for members of the Group Employee Savings Plan	26 months (until July 11, 2019)	2% of the share capital <sup>(1)</sup> <sup>(2)</sup>	None	Full amount of the authorization
15 <sup>th</sup>	Capital increase reserved for any entity formed as part of the implementation of the international employee shareholding plan offered by the Group	18 months (until November 11, 2018)	0.5% of the share capital <sup>(1)</sup> <sup>(2)</sup>	None	Full amount of the authorization
16 <sup>th</sup>	Authorization to award bonus shares (i) to employees and/or corporate officers of companies belonging to the Group (with the exception of corporate officers of the Company) and (ii) to employees participating in a Group international employee shareholding plan	38 months (until July 11, 2020)	Maximum shareholding: 0.75% of the share capital <sup>(3)</sup>	None	0.52% of the share capital
17 <sup>th</sup>	Authorization to award bonus shares to certain employees and officers of Group companies (except for officers of the Company)	38 months (until July 11, 2020)	Maximum shareholding: 0.75% of the share capital <sup>(3)</sup>	Allocation on December 13, 2017 of 5,278,045 performance shares i.e., 0.22% of the share capital at December 31, 2017, and on March 7, 2018 of 135,583 performance shares for a total allocation of 0.0056% of the share capital at March 7, 2018.	0.52% of the share capital

(1) The overall maximum nominal amount of the issues decided in application of the 14<sup>th</sup> and 15<sup>th</sup> resolutions of the Combined Shareholders' Meeting of May 12, 2017 was set at €265 million by the 25<sup>th</sup> resolution of the Combined Shareholders' Meeting of May 3, 2016.

(2) The nominal amount of the issues decided in application of the 15<sup>th</sup> resolution counts against the ceiling of 2% of the share capital under the 14<sup>th</sup> resolution.

(3) This is a ceiling set by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 12, 2017 for the awards decided pursuant to the 16<sup>th</sup> and 17<sup>th</sup> resolutions.