THIRD SUPPLEMENT DATED 26 AUGUST 2019
TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS
DATED 13 DECEMBER 2018
OF ENGIE

(*incorporated with limited liability in the Republic of France*) *as Issuer*

€25,000,000,000 Euro Medium Term Note Programme

This Third supplement (the "**Third Supplement**") is supplemental to, and should be read in conjunction with, the Base Prospectus dated 13 December 2018 (the "**Base Prospectus**") prepared in relation to the €25,000,000,000 Euro Medium Term Note Programme of ENGIE (the "**Programme**"), the first supplement to the Base Prospectus dated 10 April 2019 (which was granted visa n°19-0149 on 10 April 2019 by the *Autorité des marchés financiers* (the "**AMF**") and the second supplement to the Base Prospectus dated 11 June 2019 (which was granted visa n°19-254 on 11 June 2019 by the AMF. The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 as amended or superseded (the "**Prospectus Directive**"). The AMF has granted visa n°18-562 on 13 December 2018 to the Base Prospectus.

Application has been made for approval of this Third Supplement to the AMF in its capacity as competent authority pursuant to article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France. This Third Supplement constitutes a supplement to the Base Prospectus, and has been prepared for the purpose of article 16.1 of the Prospectus Directive and of article 212-25 of the AMF's *Règlement Général*.

Terms defined in the Base Prospectus have the same meaning when used in the Third Supplement.

This Third Supplement has been prepared for the purposes of (i) incorporating by reference the 2019 half year financial report of the Issuer (the "**2019 ENGIE Half Year Financial Report**") and (ii) updating the "Recent Developments" section of the Base Prospectus in particular with the inclusion of the press release relating to financial information of the Issuer as of 30 June 2019.

Save as disclosed in this Third Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus that could significantly and negatively affect the assessment of the Notes. To the extent that there is any inconsistency between (a) any statements in this Third Supplement, (b) any statements in the second supplement dated 11 June 20189, (d) any statements in the first supplement dated 10 April 2019 and (e) any other statement in, or incorporated in, the Base Prospectus, the statements in the Third Supplement will prevail.

In relation to any offer of Notes to the public, and provided that the conditions of article 16(2) of the Prospectus Directive are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Third Supplement is published, have the right according to article 16(2) of the Prospectus Directive, to withdraw their acceptances within a time limit of two (2) working days after the publication of this Third Supplement, i.e. until 28 August 2019.

Copies of this Third Supplement (a) will be available on the website of the AMF (www.amf-france.org), and (b) will be available on the website of the Issuer (www.engie.com). A printed copy of the Third Supplement may also be obtained, free of charge, at the registered office of the Issuer during normal business hours.

TABLE OF CONTENTS

INTRODUCTION

The thirteenth paragraph of the Introduction on page 4 of the Base Prospectus shall be replaced by the following:

"**The consolidated financial statements of ENGIE for the years ended 31 December 2018 and 31 December 2017 and the consolidated semi-annual financial statements of ENGIE for the period ended 30 June 2019 have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and endorsed by the European Union**."

SUMMARY OF THE PROGRAMME

Paragraphs B.12 and B.13 of the section entitled “Summary of the Programme” on pages 11 to 13 of the Base Prospectus shall be replaced by the following:

“

B.12	**Selected financial information**	Save as disclosed in Element B.4b of this Summary, there has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2018. There has been no significant change in the financial or trading position of the Issuer and the Group since 30 June 2019. • The following tables show the Group’s key figures related to the income statement and balance sheet (consolidated figures) as at 31 December 2018 and 31 December 2017.

SUMMARY STATEMENTS OF FINANCIAL POSITION

FINANCIAL APPENDICES

In €bn

ASSETS	12/31/2017	12/31/2018
NON CURRENT ASSETS	92.4	91.7
CURRENT ASSETS	57.7	62.0
of which financial assets valued at fair value through profit/loss	0.0	0.0
of which cash & equivalents	8.9	8.7
TOTAL ASSETS	**150.1**	**153.7**

LIABILITIES	12/31/2017	12/31/2018
Equity, Group share	36.3	35.6
Non-controlling interests	5.8	5.4
TOTAL EQUITY	42.1	40.9
Provisions	21.7	21.8
Financial debt	33.5	32.2
Other liabilities	52.8	58.8
TOTAL LIABILITIES	**150.1**	**153.7**

FY 2018 Net Debt €21.1bn = Financial debt of €32.2bn - Cash & equivalents of €8.7bn – Assets related to investments €1.2bn - Assets related to financing of €0.8bn - Derivative instruments hedging items included in the debt of €0.4bn

FY2018 RESULTS

SUMMARY INCOME STATEMENT

FINANCIAL APPENDICES

In €m	FY 2017	FY 2018
REVENUES	**59,576**	**60,596**
Purchases	-31,465	-32,190
Personnel costs	-10,051	-10,624
Amortization depreciation and provisions	-3,787	-3,586
Other operating incomes and expenses	-9,523	-9,431
Share in net income of entities accounted for using the equity method	422	361
CURRENT OPERATING INCOME after share in net income of entities accounted for using the equity method	**5,172**	**5,126**
MtM, impairment, restructuring, disposals and others	-2,437	-2,481
INCOME FROM OPERATING ACTIVITIES	**2,735**	**2,645**
Financial result	-1,388	-1,381
of which recurring cost of net debt	*-677*	*-625*
of which non recurring items included in financial income/loss	*-238*	*-205*
of which others	*-474*	*-552*
Income tax	395	-704
of which current income tax	*-367*	*-712*
of which deferred income tax	*761*	*9*
Non-controlling interests relating to continued operations	695	572
Net income/(loss) relating to discontinued operations, Group share	**273**	**1,045**
NET INCOME GROUP SHARE	**1,320**	**1,033**
EBITDA	**9,199**	**9,236**

FY2018 RESULTS

- The following tables show the Group's key figures related to the income statement and balance sheet (consolidated figures) as at 30 June 2019 (unaudited).

SUMMARY STATEMENTS OF FINANCIAL POSITION

In €bn

ASSETS	12/31/2018	06/30/2019
NON-CURRENT ASSETS	**93.8**	**96.6**
CURRENT ASSETS	**62.0**	**51.8**
of which cash & equivalents	8.7	8.0
TOTAL ASSETS	**155.8**	**148.4**

LIABILITIES	12/31/2018	06/30/2019
Equity, Group share	35.5	34.5
Non-controlling interests	5.4	4.9
TOTAL EQUITY	**40.9**	**39.4**
Provisions	21.5	22.7
Financial debt	34.3	37.0
Other liabilities	59.1	49.3
TOTAL LIABILITIES	**155.8**	**148.4**

H1 2019 Net Financial Debt €26.1bn = Borrowings and debt of €34.6bn + Lease liabilities of €2.4bn - Cash & cash equivalents of €8.0bn – Liquid debt instruments held for cash investment purposes of €1.4bn - Assets related to financing of €0.01bn (incl. in non-current assets) - Derivative instruments hedging items included in the debt of €0.4bn – Margin calls on derivatives hedging borrowing carried in assets of €1.1bn

SUMMARY INCOME STATEMENT

In €m	H1 2018(1)	H1 2019
REVENUES	**30,182**	**32,978**
Purchases	-15,632	-17,574
Personnel costs	-5,320	-5,751
Amortization depreciation and provisions	-2,054	-2,126
Other operating incomes and expenses	-4,312	-4,638
Share in net income of entities accounted for using the equity method	209	276
CURRENT OPERATING INCOME AFTER SHARE IN NET INCOME OF ENTITIES ACCOUNTED FOR USING THE EQUITY METHOD	**3,072**	**3,166**
MtM, impairment, restructuring, disposals and others	-397	232
INCOME FROM OPERATING ACTIVITIES	**2,675**	**3,397**
Financial result	-680	-719
of which recurring cost of net debt	*-287*	*-337*
of which cost of lease liabilities	*-22*	*-22*
of which non recurring items included in financial income/loss	*-87*	*-112*
of which others	*-285*	*-249*
Income tax	-655	-221
of which current income tax	*-429*	*-472*
of which deferred income tax	*-226*	*251*
Non-controlling interests relating to continued operations	262	373
NET INCOME/(LOSS) RELATING TO DISCONTINUED OPERATIONS, GROUP SHARE	**-148**	**0**
NET INCOME GROUP SHARE	**929**	**2,084**
EBITDA	**5,288**	**5,321**

(1) H1 2018 restated for IFRS 16 treatment.

<table>
<tr>
<td>B.13</td>
<td>Recent material events particular to the Issuer’s solvency</td>
<td>

ENGIE financial results as of June 30, 2019
Solid financial results - 2019 full year guidance confirmed

Group results as of June 30, 2019 – phasing in line with expectations within the year: current operating income[1] of EUR 3.2bn, up 3%, and 6% on an organic[2] basis, and EBITDA of EUR 5.3bn, up 1%, and 2% on an organic[2] basis.
Softer first quarter followed by a significant improvement, resulting in a first half driven by strong Energy Management, Nuclear and an improvement in Client Solutions performance in the second quarter.
Expected full year profit growth remains weighted towards the second half.
ENGIE confirms its 2019 guidance[3] for net recurring income Group share (in a range of EUR 2.5 billion to EUR 2.7 billion) and for the net financial debt / EBITDA ratio (equal to or below 2.5x excluding the TAG acquisition).

Key financial figures as of June 30, 2019[4]

<table>
<tr><th>In EUR billion</th><th>06/30/2019</th><th>06/30/2018[5]</th><th>Δ 2019/18 gross</th><th>Δ 2019/18 organic[2]</th></tr>
<tr><td>Revenues</td><td>33.0</td><td>30.2</td><td>+ 9.3%</td><td>+ 7.6%</td></tr>
<tr><td>EBITDA</td><td>5.3</td><td>5.3</td><td>+ 0.6%</td><td>+ 2.2%</td></tr>
<tr><td>Current operating income[1]</td><td>3.2</td><td>3.1</td><td>+ 3.1%</td><td>+ 5.6%</td></tr>
<tr><td>Net recurring income Group share (continued[6] activities)</td><td>1.5</td><td>1.5</td><td>0.0%</td><td>+ 1.7%</td></tr>
<tr><td>Net income Group share</td><td>2.1</td><td>0.9</td><td></td><td></td></tr>
<tr><td>Cash flow from operations[7]</td><td>2.7</td><td>3.5</td><td>EUR - 0.8 bn</td><td></td></tr>
<tr><td>Net financial debt</td><td>26.1</td><td colspan="3">EUR + 2.8 bn vs. 12/31/2018[5]</td></tr>
</table>

[1] Including share in net income of entities accounted for using the equity method.
[2] Organic variation = gross variation without scope and foreign exchange impacts.
[3] These targets and this indication assume average weather conditions in France, full pass through of supply costs in French regulated gas tariffs, no significant accounting changes except for IFRS 16, no major regulatory and macro-economic changes, commodity price assumptions based on market conditions as of December 31, 2018 for the non-hedged part of the production, average foreign exchange rates as follows for 2019: EUR/USD: 1.16; EUR/BRL: 4.42, and without significant impacts from disposals not announced as of February 28, 2019.
[4] Variations vs. H1 2018.
[5] 2018 figures adjusted for IFRS 16.
[6] i.e. excl. E&P and LNG.
[7] Cash flow from operations = Free Cash Flow before maintenance Capex.
</td>
</tr>
</table>

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RÉSUMÉ DU PROGRAMME EN FRANÇAIS

(SUMMARY IN FRENCH OF THE PROGRAMME)

Paragraphs B.12 and B.13 of the section entitled "*Résumé du Programme en français* (Summary in French of the Programme)" on pages 35 to 38 of the Base Prospectus shall be replaced by the following:

"

B.12 | **Informations financières sélectionnées**

A l'exception de ce qui est indiqué à l'Elément B.4b de ce résumé, depuis le 31 décembre 2018, aucune détérioration significative n'a eu de répercussions sur les perspectives de l'émetteur ou du Groupe.

Aucun changement significatif de la situation financière ou commerciale de l'émetteur et du Groupe n'est survenu depuis le 30 juin 2019.

- Les tableaux ci-dessous font état des chiffres clés concernant le compte de résultat et le bilan du Groupe (données consolidées) aux 31 décembre 2018 et 31 décembre 2017.

ÉTAT DE SITUATION FINANCIÈRE SIMPLIFIÉ

FINANCIAL APPENDICES

En Mds€

ACTIF	31/12/2017	31/12/2018	PASSIF	31/12/2017	31/12/2018
ACTIFS NON COURANTS	92,4	91,7	Capitaux propres, part du groupe	36,3	35,6
			Participations ne donnant pas le contrôle	5,8	5,4
ACTIFS COURANTS	57,7	62,0	TOTAL CAPITAUX PROPRES	42,1	40,9
dont actifs financiers évalués à la juste valeur par résultat	0,0	0,0	Provisions	21,7	21,8
dont trésorerie et équivalents de trésorerie	8,9	8,7	Dettes financières	33,5	32,2
			Autres dettes	52,8	58,8
TOTAL ACTIF	150,1	153,7	TOTAL PASSIF	150,1	153,7

Dette nette 2018 : 21,1 Mds€ = dettes financières s'élevant à 32,2 Mds€ - trésorerie et équivalents de trésorerie 8,7 Mds€ - actifs de placement 1,2 Md€ - actifs liés au financement 0,8 Md€ – instruments financiers dérivés relatifs à la dette 0,4 Md€

ENGIE

FY2018 RESULTS

COMPTE DE RÉSULTAT SIMPLIFIÉ

En M€	2017	2018
CHIFFRE D'AFFAIRES	59 576	60 596
Achats	-31 465	-32 190
Charges de personnel	-10 051	-10 624
Amortissements dépréciations et provisions	-3 787	-3 586
Autres produits et charges opérationnels	-9 523	-9 431
Quote-part du résultat net des entreprises mises en équivalence	422	361
RÉSULTAT OPÉRATIONNEL COURANT après quote-part du résultat net des entreprises mises en équivalence	5 172	5 126
MtM, dépréciations d'actifs, restructurations et cessions	-2 437	-2 481
RÉSULTAT DES ACTIVITÉS OPERATIONNELLES	2 735	2 645
Résultat financier (charge)	-1 388	-1 381
Impôts	395	-704
dont impôts exigibles	*-367*	*-712*
dont impôts différés	*761*	*9*
Résultat net des participations ne donnant pas le contrôle des activités poursuivies	695	572
Résultat net Part du Groupe des activités non poursuivies	273	1 045
RESULTAT NET PART DU GROUPE	1 320	1 033
EBITDA	9 199	9 236

- Les tableaux ci-dessous font état des chiffres clés concernant le compte de résultat et le bilan du Groupe (donnés consolidées) au 30 juin 2019 (non audités).

ÉTAT DE SITUATION FINANCIÈRE SIMPLIFIÉE

En Mds€

ACTIF	31/12/2018	30/06/2019
ACTIFS NON COURANTS	**93,8**	**96,6**
ACTIFS COURANTS	**62,0**	**51,8**
dont trésorerie et équivalents de trésorerie	8,7	8,0
TOTAL ACTIF	**155,8**	**148,4**

PASSIF	31/12/2018	30/06/2019
Capitaux propres, part du groupe	35,5	34,5
Participations ne donnant pas le contrôle	5,4	4,9
TOTAL CAPITAUX PROPRES	**40,9**	**39,4**
Provisions	21,5	22,7
Dettes financières	34,3	37,0
Autres dettes	59,1	49,3
TOTAL PASSIF	**155,8**	**148,4**

Endettement financier net S1 2019: 26,1 Mds€ = Dettes financières de 34,6 Mds€ + Dettes de location 2,4 Mds€ – Trésorerie et équivalents de trésorerie 8,0 Mds€ – Instruments liquids de dette destinés au placement de la trésorerie 1,4 Md€ - Actifs liés au financement 0,01 Md€ (inclus dans les actifs non courants) – instruments financiers dérivés relatifs à la dette €0.4bn – Appels de marge sur dérivés de couverture de la dette – actif 1,1 Md€

COMPTE DE RÉSULTAT SIMPLIFIÉ

En M€	S1 2018[1]	S1 2019
CHIFFRE D'AFFAIRES	**30 182**	**32 978**
Achats	-15 632	-17 574
Charges de personnel	-5 320	-5 751
Amortissements, dépréciations et provisions	-2 054	-2 126
Autres produits et charges opérationnels	-4 312	-4 638
Quote-part du résultat net des entreprises mises en équivalence	209	276
RÉSULTAT OPÉRATIONNEL COURANT APRÈS QUOTE-PART DU RÉSULTAT NET DES ENTREPRISES MISES EN ÉQUIVALENCE	**3 072**	**3 166**
MtM, dépréciations d'actifs, restructurations et cessions	-397	232
RÉSULTAT DES ACTIVITÉS OPÉRATIONNELLES	**2 675**	**3 397**
Résultat financier	-680	-719
dont coût de l'endettement net récurrent	*-287*	*-337*
dont coût des dettes de location	*-22*	*-22*
dont éléments non récurrents du résultat financier	*-87*	*-112*
dont autres	*-285*	*-249*
Impôt sur les bénéfices	-655	-221
dont impôt sur les bénéfices courant	*-429*	*-472*
dont impôt sur les bénéfices différé	*-226*	*251*
Résultat net des participations ne donnant pas le contrôle des activités poursuivies	262	373
RÉSULTAT NET PART DU GROUPE DES ACTIVITÉS NON POURSUIVIES	**-148**	**0**
RÉSULTAT NET PART DU GROUPE	**929**	**2 084**
EBITDA	**5 288**	**5 321**

(1) Données S1 2018 retraitées suite à l'application de la norme IFRS 16.

B.13 — **Evénement récent propre à l'Emetteur présentant un intérêt significatif pour l'évaluation de sa solvabilité**

Résultats semestriels ENGIE au 30 juin 2019

Résultats financiers solides – Confirmation des objectifs annuels 2019

- **Résultats du Groupe au 30 juin 2019 en ligne avec la trajectoire prévue au cours de l'exercice 2019 : résultat opérationnel courant[1] de 3,2 milliards d'euros en hausse de 3 % en brut et de 6 % en organique[2], avec un Ebitda de 5,3 milliards d'euros en hausse de 1 % en brut et de 2 % en organique[2].**
- **Un premier trimestre en baisse, suivi d'une amélioration significative, résultant en un premier semestre porté par les activités de gestion d'énergie et du nucléaire ainsi que par une amélioration de la performance des Solutions Clients au deuxième trimestre.**
- **La croissance annuelle attendue reste concentrée sur le second semestre.**
- **ENGIE confirme ses objectifs financiers pour 2019[3]** en matière de résultat net récurrent part du Groupe (dans une fourchette de 2,5 à 2,7 milliards d'euros) et de ratio dette financière nette / Ebitda (inférieur ou égal à 2.5x hors acquisition de TAG).

Chiffres-clés du premier semestre 2019[4]

En milliards d'euros	30/06/2019	30/06/2018[5]	Δ 2019/18 brute	Δ 2019/18 organique[2]
Chiffres d'affaires	**33,0**	30,2	+ 9,3 %	+ 7,6 %
Ebitda	**5,3**	5,3	+ 0,6 %	+ 2,2 %
Résultat Opérationnel Courant[1]	**3,2**	3,1	+ 3,1 %	+ 5,6 %
Résultat net récurrent part du Groupe (activités poursuivies[6])	**1,5**	1,5	0,0 %	+ 1,7 %
Résultat net part du Groupe	**2,1**	0,9		
Cash Flow From Operations[7]	**2,7**	3,5	- 0.8 Md €	
Dette financière nette	**26,1**	+ 2.8 Md € vs. 31/12/2018[5]		

[1] Y compris quote part du résultat net des entreprises mises en équivalence.
[2] Variation organique = variation brute hors effets change et périmètre.
[3] Ces objectifs et cette indication reposent sur des hypothèses de température moyenne en France, de répercussion complète des coûts d'approvisionnement sur les tarifs régulés du gaz en France, d'absence de changements comptables significatifs autres que liés à IFRS 16, d'absence de changement substantiel de réglementation et de l'environnement macro-économique, d'hypothèses de prix des commodités basées sur les conditions de marché à fin décembre 2018 pour la partie non couverte de la production, de cours de change moyens suivants pour 2019 : €/$: 1,16; €/BRL: 4,42, et ne tiennent pas compte d'impacts significatifs des cessions non encore annoncées au 28 février 2019.
[4] Variations vs. H1 2018.
[5] Données 2018 ajustées suite à l'application de la nouvelle norme IFRS 16.
[6] i.e. hors E&P et GNL.
[7] *Cash flow from operations* = *Free Cash Flow* avant Capex de maintenance.

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DOCUMENTS ON DISPLAY

The section entitled "Documents on Display" on page 69 of the Base Prospectus shall be replaced by the following:

"1. For the period of twelve (12) months following the date of approval by the AMF of this Base Prospectus, the following documents will be available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection and, in the case of documents listed under (ii) to (vii) collection free of charge, at the office of the Fiscal Agent and the Paying Agents:

(i) the form of Guarantee;

(ii) the constitutive documents of ENGIE;

(iii) the 2017 ENGIE Registration Document;

(iv) the 2018 ENGIE Registration Document;

(v) the 2019 ENGIE First-Half Financial Report;

(vi) each Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market in the European Economic Area or listed on any other stock exchange (save that Final Terms relating to Notes which are (i) neither admitted to trading on a Regulated Market in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Directive (ii) nor listed on any other stock exchange, will only be available for inspection by a holder of such Notes and such holder must produce evidence satisfactory to the Issuer and the relevant Paying Agent as to its holding and identity);

(vii) a copy of this Base Prospectus together with any supplement to this Base Prospectus or restated Base Prospectus and any document incorporated by reference; and

(viii) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus in respect of each issue of Notes.

2. The following documents will be available, if relevant, (a) on the website of the AMF (www.amf-france.org) and (b) on the website of the Issuer (www.engie.com):

(i) the Final Terms for Notes that are admitted to trading on Euronext Paris or any other Regulated Market in the EEA;

(ii) this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus; and

(iii) the documents incorporated by reference into this Base Prospectus (including the 2017 ENGIE Registration Document and the 2018 ENGIE Registration Document but except for the 2019 ENGIE First-Half Financial Report which shall be available only on the website of the Issuer (www.engie.com)).

A printed copy of the documents listed above may also be obtained, free of charge, at the registered office of the Issuer during normal business hours."

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "Documents Incorporated by Reference" on pages 70 to 76 of the Base Prospectus shall be replaced by the following:

"This Base Prospectus should be read and construed in conjunction with the following:

(1) the sections referred to in the table below which are extracted from the 2019 First-Half Financial Report of ENGIE in English language. Such document is referred to in the Base Prospectus as the "**2019 ENGIE First-Half Financial Report**". Any reference in the Base Prospectus or in the information incorporated by reference to the 2019 ENGIE First-Half Financial Report will be deemed to include those sections only;

(2) the sections referred to in the table below which are extracted from the 2018 Registration Document of ENGIE in English language which is the translation of the French language *Document de Référence* 2018 of ENGIE which was filed under no. D. 19-177 with the AMF on 20 March 2019. Such document is referred to in the Base Prospectus as the "**2018 ENGIE Registration Document**". Any reference in the Base Prospectus or in the information incorporated by reference to the 2018 ENGIE Registration Document will be deemed to include those sections only;

(3) the sections referred to in the table below which are extracted from the 2017 Registration Document of ENGIE in English language which is the translation of the French language *Document de Référence* 2017 of ENGIE which was filed under no. D. 18-207 with the AMF on 28 March 2018. Such document is referred to in the Prospectus as the "**2017 ENGIE Registration Document**". Any reference in the Prospectus or in the information incorporated by reference to the 2017 ENGIE Registration Document will be deemed to include those sections only; and

(4) the terms and conditions included in the base prospectus referred to in the table below;

save that any statement contained in this Base Prospectus or in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained in any document which is subsequently incorporated by reference herein by way of a supplement prepared in accordance with article 16 of the Prospectus Directive modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Any reference in the Base Prospectus to the 2017 ENGIE Registration Document, the 2018 ENGIE Registration Document and the 2019 ENGIE First-Half Financial Report shall be deemed to include only the sections mentioned in the table below.

The cross-reference tables below set out the relevant page references for the information incorporated herein by reference:

ANNEX IV OF REGULATION EC 809/2004 AS AMENDED

Annex IV Article No.	Narrative	Page/Ref No.
3	**Selected historical information**	
3.1	Selected historical financial information regarding the issuer, presented, for each financial year for the period covered by the historical financial information, and any subsequent interim financial period, in the same currency as the financial information. The selected historical information must provide key figures that summarise the financial condition of the issuer.	2018 ENGIE Registration Document pages 14 to 16 2017 ENGIE Registration Document pages 13 to 15
4	**Risk Factors**	
	Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	2018 ENGIE Registration Document pages 41 to 60 2019 ENGIE First-Half Financial Report page 31
5	**Information about the Issuer**	
5.2	**Investments:**	
5.2.1	A description of the principal investments made since the date of the last published financial statements.	2018 ENGIE Registration Document pages 199 to 201
5.2.2	Information concerning the issuer's principal future investments, on which its management bodies have already made firm commitments.	2018 ENGIE Registration Document pages 9 to 11 and 16 to 34
5.2.3	Information regarding the anticipated sources of funds needed to fulfil commitments referred to in item RDA4-5.2.2	2018 ENGIE Registration Document pages 9 to 11
6	**Business Overview**	
6.1	**Principal activities:**	
6.1.1	A description of the issuer's principal activities stating the main categories of products sold and/or services performed; and	2018 ENGIE Registration Document pages 6 to 13 and 16 to 34
6.1.2	an indication of any significant new products and/or activities.	2018 ENGIE Registration Document pages 16 to 34
6.2	**Principal markets:**	
	A brief description of the principal markets in which the issuer competes.	2018 ENGIE Registration Document pages 7 to 13
6.3	The basis for any statements made by the issuer regarding its competitive position.	2018 ENGIE Registration Document page 13
8	**Trend Information:**	
8.2	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year.	2018 ENGIE Registration Document pages 9 to 11 and 186 to 192
10	**Administrative, Management and Supervisory Bodies**	
10.1	Names, business addresses and functions in the issuer of the following persons, and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer:	2018 ENGIE Registration Document pages 110 to 141
	(a) members of the administrative, management or supervisory bodies; and	
	(b) partners with unlimited liability, in the case of a limited partnership with a share capital.	

Annex IV Article No.	Narrative	Page/Ref No.
10.2	**Administrative, Management, and Supervisory bodies conflicts of interests**	
	Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 10.1 and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, make a statement to that effect.	2018 ENGIE Registration Document pages 130 to 131
11	**Board Practices**	
11.1	Details relating to the issuer's audit committee, including the names of committee members and a summary of the terms of reference under which the committee operates.	2018 ENGIE Registration Document pages 136 to 139
11.2	A statement as to whether or not the issuer complies with its country's of incorporation corporate governance regime(s). In the event that the issuer does not comply with such a regime a statement to that effect must be included together with an explanation regarding why the issuer does not comply with such regime.	2018 ENGIE Registration Document pages 134 to 135 and 164
12	**Major Shareholders**	
12.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	2018 ENGIE Registration Document pages 182 to 183
12.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	2018 ENGIE Registration Document page 183
13	**Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses**	
13.1	**Historical Financial Information** Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member State's national accounting standards for issuers from the Community. For third country issuers, such financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. If such financial information is not equivalent to these standards, it must be presented in the form of restated financial statements.	2018 ENGIE Registration Document pages 205 to 344 2017 ENGIE Registration Document pages 203 to 340
	The most recent year's historical financial information must be presented and prepared in a form consistent with that which will be adopted in the issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.	
	If the issuer has been operating in its current sphere of economic activity for less than one year, the audited historical financial information covering that period must be prepared in accordance with the standards applicable to annual financial statements under the Regulation (EC) No 1606/2002, or if not applicable to a Member State's national accounting standards where the issuer is an issuer from the Community. For third country issuers, the historical financial information must be prepared according to the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 or to a third country's national accounting standards equivalent to these standards. This historical financial	

Annex IV Article No.	Narrative	Page/Ref No.
	information must be audited.	
	If the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least:	
	(a) balance sheet;	2018 ENGIE Registration Document pages 202 and 208 to 209 2017 ENGIE Registration Document pages 206 to 207
	(b) income statement;	2018 ENGIE Registration Document page 206 2017 ENGIE Registration Document page 204
	(c) cash flow statement; and	2018 ENGIE Registration Document page 212 2017 ENGIE Registration Document page 210
	(d) accounting policies and explanatory notes.	2018 ENGIE Registration Document pages 213 to 338 2017 ENGIE Registration Document pages 211 to 333
	The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State or an equivalent standard.	2018 ENGIE Registration Document pages 339 to 344 2017 ENGIE Registration Document pages 334 to 340
13.2	**Financial statements**	
	If the issuer prepares both own and consolidated financial statements, include at least the consolidated financial statements in the registration document.	2018 ENGIE Registration Document pages 205 to 344 and 345 to 395 2017 ENGIE Registration Document pages 203 to 340 and 341 to 393
13.3	**Auditing of historical annual financial information**	
13.3.1	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given.	2018 ENGIE Registration Document pages 339 to 344 and 392 to 395 2017 ENGIE Registration Document pages 334 to 340 and 387 to 393
13.3.2	An indication of other information in the registration document which has been audited by the auditors.	Not Applicable
13.3.3	Where financial data in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is unaudited.	Not Applicable
13.5	**Interim and other financial information**	
13.5.1	If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.	2019 ENGIE First-Half Financial Report pages 34 to 85 and 89
13.5.2	If the registration document is dated more than nine months after the end of the last audited financial year, it must contain interim financial information, covering at least the first six months of the financial year. If the interim financial information is un-audited state that fact. The interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be	2019 ENGIE First-Half Financial Report pages 34 to 85 and 89

Annex IV Article No.	Narrative	Page/Ref No.
	satisfied by presenting the years end balance sheet.	
13.6	**Legal and arbitration proceedings**	
	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	2019 ENGIE First-Half Financial Report pages 81 to 83 2018 ENGIE Registration Document pages 335 to 337 and 403 2017 ENGIE Registration Document pages 326 to 329 and 401
13.7	**Significant change in the issuer's financial or trading position**	
	A description of any significant change in the financial or trading position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or an appropriate negative statement.	2018 ENGIE Registration Document page 337 2017 ENGIE Registration Document page 329
14	**Additional Information**	
14.1	**Share Capital**	
14.1.1	The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.	2018 ENGIE Registration Document pages 174 to 183
15	**Material Contracts**	
	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligation to security holders in respect of the securities being issued.	2018 ENGIE Registration Document pages 204, 241 to 245 and 403
16	**Third party information and statement by experts and declarations of any interests**	
16.1	Where a statement or report attributed to a person as an expert is included in the registration document, provide such person's name, business address, qualifications and material interest if any in the issuer. If the report has been produced at the issuer's request a statement to that effect that such statement or report is included, in the form and context in which it is included, with the consent of that person who has authorised the contents of that part of the registration document.	Not Applicable
16.2	Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, the issuer shall identify the source(s) of the information.	Not Applicable

The table below sets out the relevant page references for the terms and conditions contained in the base prospectus of ENGIE relating to the Programme:

Terms and Conditions Incorporated by Reference	**Reference**
Base Prospectus of ENGIE which received visa n° 17-552 from the AMF on 16 October 2017	Pages 77 to 113
Base Prospectus of ENGIE which received visa n° 16-474 from the AMF on 11 October 2016	Pages 70 to 102
Base Prospectus of ENGIE which received visa n° 15-518 from the AMF on 8 October 2015	Pages 64 to 96
Base Prospectus of ENGIE which received visa n° 14-534 from the AMF on 2 October 2014	Pages 65 to 97
Base Prospectus of ENGIE which received visa n° 13-514 from the AMF on 27 September 2013	Pages 64 to 95
Base Prospectus of ENGIE which received visa n° 12-441 from the AMF on 12 September 2012	Pages 52 to 84
Base Prospectus of ENGIE which received visa n° 11-406 from the AMF on 9 September 2011	Pages 44 to 72
Base Prospectus of ENGIE which received visa n° 11-150 from the AMF on 10 May 2011	Pages 43 to 71
Base Prospectus of ENGIE which received visa n° 10-409 from the AMF on 22 November 2010 and first supplement which received visa n° 11-066 from the AMF on 8 March 2011	Pages 49 to 78 and page 13, respectively
Base Prospectus of ENGIE and Electrabel filed which received visa n° 09-319 from AMF on 4 November 2009 and first supplement which received visa n° 10-298 from the AMF on 1 September 2010	Pages 58 to 90 and page 25, respectively
Base Prospectus of ENGIE and Electrabel approved by the CSSF on 7 October 2008	Pages 47 to 79
Offering Circular of Gaz de France registered with the *Commission des opérations de bourse* on 17 October 2002	Pages 16 to 45

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RECENT DEVELOPMENTS OF THE ISSUER

The section entitled "Recent Developments of the Issuer" on pages 126 to 154 of the Base Prospectus shall be completed by the following press releases, available on the website of the Issuer (www.engie.com):

The following recent developments have been published by ENGIE:

Press release dated 30 July 2019

ENGIE financial results as of June 30, 2019
Solid financial results - 2019 full year guidance confirmed

- **Group results as of June 30, 2019 – phasing in line with expectations within the year: current operating income[1] of EUR 3.2bn, up 3%, and 6% on an organic[2] basis, and EBITDA of EUR 5.3bn, up 1%, and 2% on an organic[2] basis.**
- **Softer first quarter followed by a significant improvement, resulting in a first half driven by strong Energy Management, Nuclear and an improvement in Client Solutions performance in the second quarter.**
- **Expected full year profit growth remains weighted towards the second half.**
- **ENGIE confirms its 2019 guidance[3]** for net recurring income Group share (in a range of EUR 2.5 billion to EUR 2.7 billion) and for the net financial debt / EBITDA ratio (equal to or below 2.5x excluding the TAG acquisition).

Key financial figures as of June 30, 2019[4]

In EUR billion	06/30/2019	06/30/2018[5]	Δ 2019/18 gross	Δ 2019/18 organic[2]
Revenues	**33.0**	30.2	+ 9.3%	+ 7.6%
EBITDA	**5.3**	5.3	+ 0.6%	+ 2.2%
Current operating income[1]	**3.2**	3.1	+ 3.1%	+ 5.6%
Net recurring income Group share (continued[6] activities)	**1.5**	1.5	0.0%	+ 1.7%
Net income Group share	**2.1**	0.9		
Cash flow from operations[7]	**2.7**	3.5	EUR - 0.8 bn	
Net financial debt	**26.1**	EUR + 2.8 bn vs. 12/31/2018[5]		

Presenting the 2019 first half financial results, Isabelle Kocher, ENGIE's CEO, said: *"The Group results improved, thanks to a solid second quarter mainly driven by Energy Management, Nuclear, lower than average temperatures and improved Client Solutions performance on a sequential basis from the first to the second quarter. We reaffirm our 2019 guidance[3] of net recurring income (Group share) between EUR 2.5 billion to EUR 2.7 billion, based on the positive momentum built over the second quarter and our visibility for rest of the year."*

- **Energy management** results were strong, driven by gas contract renegotiations and international activities;
- **Nuclear** was driven by achieved price improvements and higher availability following the restart of all seven Belgian production units;
- **Client Solutions** results improved significantly on an underlying basis performance on a sequential basis from the first to the second quarter but remained atypical due to dynamics in certain markets. SUEZ one-offs additionally contributed;
- **Renewables** were impacted by lower hydro power production in France partly offset by commissioning of wind capacities;

- **Thermal** was affected by the disposal of Glow, partly offset by positive Power Purchase Agreement (PPA) effects in Latin America and positive contribution from gas power plants in Australia and Europe;
- **Supply** activities continued to suffer mainly from margin contractions in French retail;
- **Networks** were impacted by several headwinds, particularly in gas transmission in France with the end of subscriptions on the North-South pipe and tariff linearization.

Cash flow from operations[7] **decreased** due to timing effects from commodity related margin calls, notwithstanding increasing operating cash flow and improving operating working capital requirements. Management team expects a substantial improvement for the full year 2019.
Net financial debt increased in comparison with end of 2018[5], due to high Capex which were only partly offset by disposal proceeds. ENGIE also paid a higher than usual dividend during the first half of 2019 (EUR0.75 per share paid in May, no more interim dividend next October).
The Group's robust financial structure has been reaffirmed by S&P, which confirmed its A- rating in April, and by Fitch, which confirmed its A rating in June, both maintaining their stable outlook. In June, as announced, Moody's downgraded its rating from A2 to A3 following the adoption of the *Loi PACTE* in France which has prompted a reappraisal of its one notch uplift for government support.

ENGIE continued to pursue its strategy, focused on zero-carbon transition leadership in the first half of 2019, with strategic progress made particularly in Renewables, complemented by the TAG acquisition in Networks. **Management team expects growth to further accelerate over the second half**, driven by **improving underlying business performance across the main activities of the Group.**
In **Client Solutions**, ENGIE and its partners were awarded a 35-year energy efficiency contract in Ottawa (Canada) to deliver and modernize heating and cooling systems for Government buildings. In addition, ENGIE acquired Conti in North America, a company delivering services in the building, design, engineering and construction sectors. Over the second half, Client Solutions results are expected to benefit from contract phasing effects expected to subside, from increasing order backlog and contributions from tuck-in acquisitions as well as from the performance plan to continue to address markets with increasing competitive intensity affecting margins.
In **Networks**, ENGIE announced on June 13, 2019 that the consortium in which it holds a majority stake has completed the acquisition of a 90% shareholding in TAG, the largest gas transmission network owner in Brazil. TAG has a portfolio of long-term contracts providing an attractive earnings stream and rebalancing ENGIE's geographic exposure in Networks activities. Over the second half, Networks results will continue to be impacted by the constraints which were evident in the first half, partly offset by the organic[2] French distribution and transmission tariff increases. The TAG acquisition will also positively contribute to earnings.
In **Renewables**, 1.4 GW of wind and solar capacity was commissioned in the first half, confirming a marked acceleration after the commissioning of 1.1 GW for the full year 2018, and 8.7 GW are now installed, under construction or secured to reach the 9 GW target of commissionings over 2019-21. The new joint-venture in Mexico with Tokyo Gas demonstrates our ability to deploy our DBSO[8] model and attract strong partners to accelerate the development of our portfolio, and the signing of a strategic Memorandum of Understanding with EDP aims at creating a leading global offshore wind player. Over the second half, Renewables results are expected to be enhanced by the ramp-up of wind contributions (especially in Brazil), improving hydrology in France and new DBSO[8] margins to be recorded mainly in the second half.
In **Thermal,** ENGIE continued to execute its strategy of carbon footprint reduction. ENGIE closed the disposal of its 69.1% stake in Glow in Thailand and Laos (3.2 GW of generation capacity, of which 1.0 GW is coal), ending its participation in coal in Asia-Pacific. ENGIE also announced the disposal of its German and Dutch coal assets (capacity of 2.3 GW), reducing coal to below 4% of its global power generation capacity after closing of this transaction. Over the second half, Thermal results will be impacted by these disposals.

Analysis of 2019 first half financial data

Revenues of EUR 33.0 billion

Revenues were EUR 33.0 billion, up 9.3% on a gross basis and 7.6% on an organic[2] basis.
Reported revenue growth includes a positive foreign exchange effect, mainly due to the appreciation of the US dollar, partly offset by the depreciation of the Argentinian peso and the Brazilian real against the euro, and to an aggregate positive scope effect. Changes in the scope of consolidation included various acquisitions in Client Solutions (primarily in the United States with Unity, Donelly and Systecon, in Latin America with CAM and in Germany with OTTO) and in Supply (Plymouth Rock in the United States), partly offset by the disposals of the business Supply activities in Germany at the end of 2018 and of the stake of Glow in Thailand and Laos in March 2019.
Organic[2] revenue growth was primarily driven by Supply activities (benefitting from a favorable market context for business customers in France, higher power sales in France both to business and retail customers and positive price effects in the United States, Belgium, Romania and the Netherlands), by effective energy management services and favorable market conditions for Global Energy Management (GEM) activities, by Thermal in Europe with higher volumes sold, by a wide ranging momentum in Latin America (tariff increases in Mexican and Argentinian gas distribution activities, PPA portfolio growth in Chile and dynamic energy allocation as well as commissioning of new wind farms in Brazil) and growth in Client Solutions in France and Belgium. This growth was partly offset by lower revenues from gas storage activities (less purchase/sale operations in France and in the United Kingdom) and by lower hydroelectric power generation in France (- 26% versus an exceptional first half in 2018).
Clients Solutions revenues were up 10% on a gross basis and 3% on an organic[2] basis.

EBITDA of EUR 5.3 billion

EBITDA was EUR 5.3 billion, up 0.6% on a gross basis and 2.2% on an organic[2] basis.
Reported EBITDA increase includes a positive foreign exchange effect, mainly due to the appreciation of the US dollar, partly offset by the depreciation of the Brazilian real against the euro, and to an aggregate negative scope effect. This negative scope effect stems mainly from the sale of Glow, partly offset by various acquisitions predominantly in Client Solutions and Networks.
Organic[2] EBITDA increase was mainly driven by GEM's good performance in market activities (notably with strong positive impact from contract renegotiations and significant positive timing effects), by strong results in Latin America (related to the wide ranging momentum for revenues and including positive one-offs in Chile in 2019) and Nuclear activities (benefitting from + 3€/MWh better achieved prices and + 590bps higher availability rates in Belgium). This increase was partly offset by headwinds in French gas Networks activities (lower volumes in transmission caused by the end of subscriptions on North-South transit after the merger of the market zones and lower contribution of storage activities due technical issues in France during the withdrawal period), lower hydroelectric power generation in France, lower margins in French Supply activities and by the suspension of capacity remuneration mechanism in the United Kingdom since October 1, 2018.

Current operating income[1] of EUR 3.2 billion

Current operating income including share of net income of entities accounted for using the equity method (COI) amounted to EUR 3.2 billion, up 3.1% on a reported basis and 5.6% on an organic[2] basis.
These gross and organic[2] variations are in line with EBITDA growth, benefitting in addition from the positive one-offs in SUEZ (mainly linked to the settlement of the Argentina court case in 2019).

Organic[2] COI[1] performance varied across segments:

In EUR million	06/30/2019	06/30/2018[5]	Δ 2019/18 gross	Δ 2019/18 organic[2]
France	1,616	1,794	- 9.9%	- 10.3%
France excl. Infrastructures	*488*	*553*	*- 11.8%*	*- 13.0%*
France Infrastructures	*1,128*	*1,241*	*- 9.1%*	*- 9.1%*
Rest of Europe	279	257	+ 8.7%	+ 9.4%
Latin America	818	723	+ 13.2%	+ 11.9%
USA & Canada	30	72	- 57.8%	- 52.6%
Middle East, Asia & Africa	376	461	- 18.5%	+ 3.3%
Others	47	(235)		

- **France** reported an organic[2] COI[1] decrease. For France excluding Infrastructures, the organic[2] COI[1] drop is mainly due to the impact of lower hydroelectric power generation, to margin pressure in our Supply activities (on market offers in gas and power), and to a slight margin decline in Client Solutions. For France Infrastructures activities, the decrease is mainly due to the transmission activity affected in France by the effects of the merger of the zones (end of subscriptions on North-South transit) which have so far only been partially offset by the tariff increase of April 1, 2019, mainly due to the tariff linearization mechanism and higher than expected congestion costs. To a lesser extent, the storage profits were impacted by customer penalties due to technical issues in France and by negative price effects in Germany.
- **Rest of Europe** showed an organic[2] COI[1] increase. This increase is mainly driven by Nuclear activities and a slight growth in Client Solutions partially offset by lower contributions in other activities. Nuclear activities benefitted from better achieved prices, higher availability rates in Belgium as well as from a lower depreciation charge following the 2018 asset impairment. The growth in Client Solutions mainly arises from the development of on-site generation and decentralized energy activities, partly offset by contract phasing and selected market dynamics affecting certain contract renewals in Western Europe. On the other side, in addition to suspension of capacity market revenues in the United Kingdom, Thermal activities contribution is negatively impacted by positive 2018 one-offs in the Netherlands. Supply activities are decreasing in Benelux and Romania and Renewable activities are decreasing in Benelux.
- **Latin America** delivered strong organic[2] COI[1] growth. This growth is mainly due to the favorable impact of liquidated damages received in Chile in 2019, tariff increases in Mexican and Argentinian gas distribution activities, PPA portfolio growth in Chile, commissioning of new wind farms in Brazil as well as the first contribution of TAG. These impacts are being partially offset by positive one-off recorded in 2018 for Mexican Networks activities.
- **USA & Canada** reported a significant organic[2] COI[1] decrease. Main drivers are Client Solutions due to one-offs booked in 2019, the lower contribution from Thermal activities due to higher costs for LNG sourcing in Puerto, to lower spreads in the US North East in the first half of 2019 and to the temporary margin pressure on business Supply activities. These effects are partly offset by higher margins on LNG activities.
- **Middle East, Asia & Africa** reported an organic[2] COI[1] increase. This increase notably reflects higher achieved margins and generated volumes in Thermal generation in Australia. This effect is partly offset by a negative temperature effect for Australian Supply.
- The **Others segment** reported a significant organic[2] COI[1] increase. This increase is mainly due to GEM's good performance in market activities, notably with strong positive impact from gas contract renegotiations and significant positive timing effects, to positive one-offs in SUEZ (mainly linked to the settlement of the Argentina court case in 2019), to higher power margins for business Supply and to lower Corporate costs.

Organic[2] COI[1] performance also varied across the Group's business lines:

In EUR million	06/30/2019	06/30/2018[5]	Δ 2019/18 gross	Δ 2019/18 organic[2]	2019 Outlook
Client Solutions	438	374	+ 17.2%	+ 10.4%	up mid to high single digit*
*Excluding Suez Argentina one-off**			*+ 3.8%**	*- 2.9%**	
Networks	1,346	1,434	- 6.1%	- 7.2%	down low single digit
Renewables	572	605	- 5.5%	- 2.2%	up mid to high single digits
Thermal	694	744	- 6.6%	+ 4.9%	reduction of c. 15%
Nuclear	(216)	(303)	+ 28.9%	+ 28.9%	2018 losses cut by c. 75%
Supply	350	432	- 19.0%	- 17.1%	down mid single digit
Others	(18)	(214)	+ 91.4%	+ 91.7%	2018 losses cut by c. 15%

* Year-on-year evolution excluding the 2019 positive one-off from SUEZ linked to the Argentina court case (c. EUR 50 million). 2019 outlook excludes this positive impact.

- **Client Solutions** reported an organic[2] COI[1] increase, benefitting from 2019 one-offs from SUEZ (mainly linked to the settlement of the Argentina court case in 2019). On an underlying basis, Client Solutions results improved sequentially in the second quarter, driven by the development of on-site generation and decentralized energy activities in Europe, partly offset by difficulties in few build and install entities (notably with one-offs booked in 2019 in USA and Canada) and by contract phasing and selected market dynamics affecting certain contract renewals in Western Europe. Besides, development costs to lay foundations for growth in new businesses increased mainly across the US and Asia.
- **Networks** reported an organic[2] COI[1] decrease. The decrease is mainly due to the transmission activities in France with the effects of the merger of the zones (end of subscriptions on North-South transit) which have so far only been partially offset by the tariff increase of April 1, 2019, mainly due to the tariff linearization mechanism and higher than expected congestion costs. To a lesser extent, storage profits were impacted by customer penalties due to technical issues in France and negative price effects in Germany. Lastly, a positive one-off was recorded in 2018 in Latin America. Tariff increases in Mexican and Argentinian gas distribution activities as well as the first contribution of TAG only partly offset these negative effects.
- **Renewables** reported a slight organic[2] COI[1] decrease. This was primarily driven by the lower hydroelectric power generation in France. This negative effect was partly offset by the commissioning of new wind farms, notably in Brazil.
- **Thermal** showed an organic[2] COI[1] increase. This increase is mainly attributable to the favorable impact of liquidated damages received in Chile in 2019, the PPA portfolio growth in Chile and the higher margin achieved and volumes generated in Thermal activities in Australia. These positive effects were partly offset by the suspension of capacity market revenues in the United Kingdom, the positive 2018 one-offs in the Netherlands and the lower contribution in the United States due to higher costs for LNG sourcing in Puerto Rico so as lower spreads in the US North East in the first half of 2019.
- **Nuclear** delivered a significant organic[2] COI[1] growth, benefitting from better achieved prices (+ 3€/MWh), higher availability rates in Belgium (+ 590bps) as well as from a lower depreciation charge following the 2018 asset impairment.
- **Supply** organic[2] COI[1] reduced significantly, primarily driven by margin pressures on retail sales in France (on market offers in gas and power), by a negative temperature effect in Australia as well as lower results in business sales in Benelux and in the United States. These effects were partly offset by higher power margins for business sales in France.

- The **Others** activities delivered a significant organic[2] COI[1] growth, mainly reflecting GEM's good performance on market activities, notably with strong positive impact from gas contract renegotiations and significant positive timing effects, and lower Corporate costs.

Net recurring income Group share relating to continued[6] operations of EUR 1.5 billion
Net income Group share of EUR 2.1 billion

Net recurring income, Group share relating to continued[6] activities amounted to EUR 1.5 billion in first half of 2019, stable year-on-year, driven by the continued improvement in current operating income after share in net income of entities accounted for using the equity method partly offset by higher financial costs and recurring effective tax rate.
Net income Group share amounted to EUR 2.1 billion compared with EUR 0.9 billion in the first half of 2018[5]. This sharp increase was mainly driven by income from disposals (EUR 1.6 billion, mainly resulting from the Glow transaction) despite a negative mark-to-market variation before tax (EUR 1.5 billion). Lower impairment losses (EUR 0.5 billion positive impact) over the period also contributed to this sharp increase.

Net financial debt at EUR 26.1 billion

Net financial debt stood at EUR 26.1 billion, up EUR 2.8 billion compared with December 31, 2018[5]. This variation was mainly due (i) capital expenditures over the period (EUR 5.5 billion[9], including notably the EUR 1.5 billion expenditures for the TAG transaction in Brazil), (ii) dividends paid to ENGIE SA shareholders (EUR 1.8 billion) and to non-controlling interests (EUR 0.3 billion) and (iii) other elements (EUR 0.4 billion) mainly related to foreign exchange rates, new right-of-use assets accounted for over the period and mark-to-market variation. These items were partly offset by (i) cash flow from operations[7] (EUR 2.7 billion) and (ii) the impacts of the portfolio rotation program (EUR 2.7 billion, mainly related to the completion of the disposal of the stake in Glow).

Cash flow from operations[7] amounted to EUR 2.7 billion, down EUR 0.8 billion. The decrease stemmed chiefly from temporary working capital requirement variations (EUR 1.1 billion negative impact) caused by margin calls on derivatives and mark-to-market variation of financial derivatives, partly offset by the increase of operating cash flow (EUR 0.2 billion) and lower tax paid (EUR 0.1 billion).

At the end of June 2019, **net financial debt to EBITDA ratio** amounted to 2.7x. Excluding the TAG acquisition which does not yet materially contribute to the EBITDA, this ratio amounted to 2.5x, slightly increasing compared with the end of 2018[5] and on the target of less than or equal to 2.5x. The average cost of gross debt was 2.89%, up 21bps compared with the end of 2018, due to new borrowings in Brazil.
At the end of June 2019, **net economic debt[10] to EBITDA ratio** stood at 4.0x. Excluding the TAG acquisition, this ratio stood at 3.8x, slightly increasing compared with the end of 2018[5].

2019 financial targets[3]

ENGIE confirms its financial anticipations for 2019[3]:

- **a net recurring income Group share (NRIgs) between EUR 2.5 and EUR 2.7 billion**. This guidance[3] is based on an indicative range for the EBITDA of EUR 9.9 to 10.3 billion,
- a net financial debt / EBITDA ratio below or equal to 2.5x excluding the TAG acquisition,
- an 'A' category credit rating.

Significant operational milestones since January 2019

Client Solutions

In North America, ENGIE acquired energy services company Conti delivering services in the building, design, engineering and construction sectors, providing heating and air conditioning, electrical and mechanical systems and digital networks, industrial systems and control panels. In addition, Conti is a North American leader in solar farm construction, from the smallest projects through to the largest plants.

In the Middle-East, and in line with the Group's strategy to reinforce its local presence in integrated client solutions for a zero-carbon transition, ENGIE, which already owned 50% of Cofely BESIX Facility Management (CBFM), acquired the share that BESIX held (50%) and became the only shareholder of CBFM, which will be rebranded ENGIE Cofely.

ENGIE continued its investments in innovative decentralized technologies, with the inauguration of its first PowerCorner mini-grid in Zambia, confirming its progress in off-grid renewable energy solutions to improve electricity access in Africa.

The Group won landmark contracts with cities and local authorities. For example, ENGIE and its partners PCL Construction and Black & McDonald were awarded a 35-year energy efficiency contract with the Government of Canada in the National Capital Region. This public-private partnership to deliver and modernize heating and cooling systems for Government buildings in Ottawa illustrates ENGIE's strategy to lead the zero-carbon transition with pioneering energy efficiency client solutions.

In mobility solutions ENGIE signed an agreement with Fiat Chrysler Automobiles (FCA) for new e-mobility solutions to support the distribution of FCA's plug-in hybrid and full-electric models. ENGIE will provide innovative electric mobility solutions for FCA and its customers and will work with FCA to continue the training and electrification activities of its dealer network across 14 European countries. This partnership illustrates ENGIE's strategy to lead the zero-carbon transition with pioneering mobility solutions.

Networks

In Brazil, ENGIE announced that the consortium in which it holds a majority stake has won the competitive bidding process conducted by Petrobras for the sale of a 90% shareholding in TAG with a final and binding offer amounting to USD 8.6 billion. TAG is the largest gas transmission network owner in Brazil, a priority country within ENGIE's recently announced strategic framework, with an asset base providing an attractive earning stream to ENGIE.

Renewables

In France, in offshore wind power, the *Eoliennes in Mer Dieppe - Le Tréport* project obtained the necessary prefectural authorizations, enabling it to prepare the farm's construction (foundations, electricity substation, cables between the wind turbines, etc.) and to proceed with the calls for tender to subcontractors to manufacture and install the components.
Besides, ENGIE and farmers joined forces to develop the biomethane sector in France by signing three partnerships at the 2019 Paris International Agricultural Show: biomethane is an energy of the future and a fully-fledged opportunity for farmers to diversify their income. In addition, ENGIE acquired Vol-V Biomasse,

which operates along the entire biomethane value chain (origination, development, construction, monitoring and operation), and became France's leading biomethane producer.

In Europe, ENGIE strengthened its presence in the renewable energy market in Spain with the launch of Phoenix, a new project developed in cooperation with Mirova and Forestalia. Phoenix aims to develop 10 wind farms in Aragon for a total capacity of 342 MW. ENGIE will participate as equity investor and as energy manager selling the generated electricity to the wholesale market and hedging in the forward market.
Furthermore, EDP and ENGIE announced the signing of a strategic Memorandum of Understanding (MoU), to create a co-controlled 50/50 joint-venture in fixed and floating offshore wind. The new entity will be the exclusive vehicle of investment of EDP, through its subsidiary EDP Renewables, and ENGIE for offshore wind opportunities worldwide and will become a global top-5 player in the field, bringing together the industrial expertise and development capacity of both companies.

In Mexico, ENGIE and Tokyo Gas Co., Ltd. announced their intention to invest in Heolios EnTG, a 50/50 joint-venture company to develop renewable energy projects. Heolios EnTG will develop, finance, construct, own, operate and maintain six renewable energy projects in Mexico: two of the plants are onshore wind while the remaining four are solar photovoltaic, totalling 899 MW.

In India, following a series of successes, ENGIE's total renewable capacity now exceeds 1.5 GW.

ENGIE also commissioned the Kathu thermodynamic solar power plant, one of South Africa's largest renewable energy projects. This thermodynamic concentrated solar power plant has a capacity of 100 MW and allows, via a molten salt storage system, to store 4.5 hours of autonomy.

Thermal

ENGIE announced the completion of the sale of its entire stake in Glow in Asia-Pacific, and thus ceased its coal-fired power plant operations in the region, in line with its strategy of reducing its carbon footprint.
ENGIE also announced the signing of the sale of its shares in coal-fired power plants in the Netherlands and Germany. The assets sold represent a total installed capacity of 2.3 MW. This sale is subject to customary conditions with closing expected during the second half 2019. After this sale, coal will represent 4% of ENGIE's global power generation capacity, down from 13% at the end of 2015.

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The presentation of the Group's first quarter 2019 financial information used during the investor conference call is available to download from ENGIE's website: https://www.engie.com/en/investors/results/2019-results/

UPCOMING EVENTS

November 07, 2019: Publication of financial information as of September 30, 2019 before market opening.

Footnotes

[1] Including share in net income of entities accounted for using the equity method.
[2] Organic variation = gross variation without scope and foreign exchange impacts.
[3] These targets and this indication assume average weather conditions in France, full pass through of supply costs in French regulated gas tariffs, no significant accounting changes except for IFRS 16, no major regulatory and macro-economic changes, commodity price assumptions based on market conditions as of December 31, 2018 for the non-hedged part of the production, average foreign exchange rates as follows for 2019: EUR/USD: 1.16; EUR/BRL: 4.42, and without significant impacts from disposals not announced as of February 28, 2019.
[4] Variations vs. H1 2018.
[5] 2018 figures adjusted for IFRS 16.
[6] i.e. excl. E&P and LNG.
[7] Cash flow from operations = Free Cash Flow before maintenance Capex.
[8] DBSO = Develop, Build, Share & Operate.
[9] Net of DBSO partial sell-downs.
[10] Net economic debt amounted to EUR 38.9 billion at the end of June 2019 (compared with EUR 35.7 billion at the end of December 2018); it includes, in particular, nuclear provisions and post-employment benefits.

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Important notice

The figures presented here are those customarily used and communicated to the markets by ENGIE. This message includes forward-looking information and statements. Such statements include financial projections and estimates, the assumptions on which they are based, as well as statements about projects, objectives and expectations regarding future operations, profits, or services, or future performance. Although ENGIE management believes that these forward-looking statements are reasonable, investors and ENGIE shareholders should be aware that such forward-looking information and statements are subject to many risks and uncertainties that are generally difficult to predict and beyond the control of ENGIE, and may cause results and developments to differ significantly from those expressed, implied or predicted in the forward-looking statements or information. Such risks include those explained or identified in the public documents filed by ENGIE with the French Financial Markets Authority (AMF), including those listed in the "Risk Factors" section of the ENGIE (ex GDF SUEZ) reference document filed with the AMF on March 20, 2019 (under number D.19-0177). Investors and ENGIE shareholders should note that if some or all of these risks are realized they may have a significant unfavorable impact on ENGIE.

About ENGIE

Our Group is a global reference in low-carbon energy and services. In response to the urgency of climate change, our ambition is to become the world leader in the zero-carbon transition "*as a service*" for our customers, in particular global companies and local authorities. We rely on our key activities (renewable energy, gas, services) to offer competitive turnkey solutions.
With our 160,000 employees, our customers, partners and stakeholders, we are a community of Imaginative Builders, committed every day to more harmonious progress.

Turnover in 2018: EUR 60.6 billion. The Group is listed on the Paris and Brussels stock exchanges (ENGI) and is represented in the main financial indices (CAC 40, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe) and non-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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ENGIEgroup

APPENDIX: COMPARABLE BASIS ORGANIC[2] GROWTH ANALYSIS

In EUR million	June 30, 2019	June 30, 2018[5]	Gross/organic[2] variation
Revenues	**32,978**	**30,182**	**+ 9.3%**
Scope effect Exchange rate effect	- 816	- 393 + 105	
Comparable basis	**32,162**	**29,893**	**+ 7.6%**

In EUR million	June 30, 2019	June 30, 2018[5]	Gross/organic[2] variation
EBITDA	**5,321**	**5,288**	**+ 0.6%**
Scope effect Exchange rate effect	- 65	- 168 + 21	
Comparable basis	**5,256**	**5,141**	**+ 2.2%**

In EUR million	June 30, 2019	June 30, 2018[5]	Gross/organic[2] variation
Current operating income[1]	**3,166**	**3,072**	**+ 3.1%**
Scope effect Exchange rate effect	- 39	- 122 + 13	
Comparable basis	**3,127**	**2,962**	**+ 5.6%**

The calculation of organic[2] growth aims to present comparable data both in terms of the exchange rates used to convert the financial statements of foreign companies and in terms of contributing entities (consolidation method and contribution in terms of comparable number of months). Organic[2] growth in percentage terms represents the ratio between the data for the current year (N) and the previous year (N-1) restated as follows:

- The N-1 data is corrected by removing the contributions of entities transferred during the N-1 period or *pro rata temporis* for the number of months after the transfer in N.
- The N-1 data is converted at the exchange rate for the period N.
- The N data is corrected with the N acquisition data or *pro rata temporis* for the number of months prior to the N-1 acquisition.

Press release dated 23 July 2019

ENGIE launches ENGIE Impact to bridge sustainability expertise and digital capabilities as a key pillar to the ENGIE Group's zero-carbon strategy

ENGIE Impact was launched this month, uniting ENGIE Insight, Ecova UK, Red Engineering and the Advisory and Advanced Analytics division of Tractebel under a common umbrella.

ENGIE Impact will offer consulting and services for sustainability strategy development, execution and tracking to accelerate sustainability transformation for corporations, cities and governments around the world.

Citizens, customers, investors and civil society demand more action against climate change from companies and local governments. In February 2019, ENGIE adopted a strategy aiming to offer businesses and local government the ability to achieve their zero-carbon transition in a simple, integrated and financed manner.

As part of this effort, ENGIE Impact was created to engage with executives and organizational leaders to set tailored strategies and specific roadmaps to achieve their sustainability and zero-carbon objectives, across energy, water, waste and more, globally. With 18 offices worldwide and headquarters in New York City, ENGIE Impact today has a portfolio of 1,000 clients, including 25% of the Fortune 500 Companies, across more than 1,000,000 sites.

Over 500 companies have made public commitments to sustainability targets in accord with the Paris Agreement, with an increasing amount targeting a zero-carbon objective. More than 90 of the world's largest cities have joined C40, a network of the world's megacities committed to climate change, and New York City recently signed the world's most ambitious carbon reduction goal in history.

But achieving near-term results has been difficult, while long-term business and environmental threats remain: only 15% of those committed companies are on track to achieving these targets and businesses report to have identified over $1 trillion in risk related to climate change. The complexity in identifying and acting on sustainability investments means that countless opportunities go unrealized every day.

In addition to more effectively assessing new technologies and business models via strategic engagements, ENGIE Impact will eliminate market barriers to driving sustainability at scale by orchestrating global implementation of the right solutions for clients. This includes the ability to aggregate all of ENGIE's solutions and technologies to design for each client the proper way to improve its assets, upgrade its energy facilities and optimize energy usage.

This combination will help companies and local governments achieve their goals, deal with the complexity of the transition, lower economic risks and offer financial certainty.

"Society is making strides towards a zero-carbon future, but it's not happening fast enough. Businesses and local governments can significantly accelerate their action against climate change," said Olivier Biancarelli, Executive Vice President of ENGIE Group. "With ENGIE Impact, and its CEO Mathias Lelievre, we are proud to lead the sustainability transformation and zero-carbon transition with our clients, developing and applying greener profitable solutions, supported by world class expertise and technology."

"Companies, cities and governments embarking on a path towards zero-carbon face many complex challenges, ENGIE Impact is able to deal with this complexity for them, from strategy to implementation, at the proper speed and scale" said Isabelle Kocher, CEO of ENGIE Group. "As we eliminate barriers on the path to a zero-carbon world, ENGIE Impact will strengthen and accelerate ENGIE's overall mission, creating value for our clients and all of the group activities."

For more information on ENGIE Impact please visit https://www.engieimpact.com

Press release dated 9 July 2019

ENGIE updates investors on Renewables Global Business Line

Gwenaëlle Avice-Huet, Executive Vice President of ENGIE, and Thierry Kalfon, Managing Director of the Renewables Global Business Line, will review ENGIE's new Renewables Global Business Line during an investor seminar to be held in London today. Investors and analysts will be updated on market dynamics, and ENGIE's mission, strategy and capabilities in renewable energy.

ENGIE will further elaborate on the targets presented at the Capital Markets Day on 28 February 2019:

- A capacity of 1.3 GW was installed in the first half of 2019. Additional projects for a total of 7.2 GW are currently under construction or secured at the end of the first half. The gap with the target of 9 GW of installed renewable capacity by 2021 is now 0.5 GW, compared to 3 GW last February.

- Over 2019-2021, ENGIE will invest around EUR 2.5 billion[1] of Capex net of DBSO[2], of which around 40% invested in fully consolidated assets (DBOO[3] model) and around 60% in deconsolidated assets (DBSO and DSBO[4] models).

- ENGIE confirms its indicative expectation of 8-11% COI CAGR[5] over 2018-21:

    - Hydro to grow 8-11% CAGR
    - Wind & solar to grow 10-13% CAGR

Summing up the seminar, Gwenaëlle Avice-Huet, said: "*There is a huge growth potential on the global renewables market and ENGIE is in a unique position to capture this to deliver value. Our Renewables business has a strong momentum and is on track to reach the targets announced at the Capital Markets Day*".

In line with its strategy focused on leading the zero-carbon transition globally, ENGIE is steadily scaling its expertise in complex, multi-source, profiled power purchase agreements (PPAs) and 24/7 green energy flows to meet the increasing demand from global companies and local authorities. ENGIE is also significantly advancing its strategy in next generation renewable platforms including offshore wind and green gas. By 2021 the Group will have 50% of new renewable projects dedicated to specific customers while simultaneously becoming a leading corporate PPA supplier and the world leader in 24/7 green PPAs.

[1]*Middle of the range of EUR2.3 – EUR2.5bn*
[2]*DBSO – Develop Build Share Operate*
[3]*DBOO – Develop Build Own Operate*
[4]*DSBO – Develop Share Build Operate*
[5]*CAGR – Compound Annual Growth Rate*

Press release dated 8 July 2019

Appointment within Engie Group

Starting on 1st July 2019, Thierry Kalfon has been appointed Managing Director of the Renewables Global Business Line. He will report to Gwenaëlle Avice-Huet, Group Executive Vice President.

Aged 51, Thierry Kalfon is a graduate of the Ecole Nationale de la Statistique et de l'Administration économique, the Ecole de Management de Lyon and the Institut d'Etudes Politiques de Paris (Laureate). He is a graduate of the Ecole Nationale d'Administration, Marc Bloch class.

Thierry Kalfon began his career with the Budget Department in the French Ministry of Economy, Finance and Industry, where he had a number of responsibilities, including serving as deputy director in charge of sovereign budgets. From 2001 to 2005, he was a Senior Economist at the International Monetary Fund in Washington (US). From 2007 to 2009, he was an adviser to the French Ecology, Energy and Sustainable Development Minister, in charge of industrial, economic and financial affairs.

In 2009, Thierry Kalfon joined GRTgaz as Chief Financial Officer.

In 2012, he was appointed ENGIE’s Director of Strategy, Economics and Tariffs for France, then in 2014 he became General Secretary and CFO of ENGIE’s Renewable Energies Business Unit in Europe.

In 2016, he joined ENGIE’s Finance Department, serving as Director of Financial Planning and Analysis. Since 2017, Thierry Kalfon has been the Group's Deputy Chief Financial Officer, in charge of the Enterprise Performance Management Department (Analysis and Performance).

This appointment follows the Group's announcement on April 10, to strengthen its organization to achieve its strategic ambition of becoming the world leader in the zero-carbon transition "as a service" to its clients.

The Renewables Global Business Line’s mission is to propose an international strategy for the Group’s activities in Renewables, to support the local teams within the different Business Units and to promote transversal performance delivering the strategic ambition of the Group of becoming the world leader in the zero-carbon transition “as a service”.

Press release dated 4 July 2019

ENGIE issued EUR 500 million of hybrid bonds

On June 27, ENGIE issued EUR 500 million of perpetual subordinated bonds with a first call date after 6 years.

ENGIE was able to attract strong demand from European investors, mainly asset managers, with a final order book oversubscribed more than 2 times. The Group will pay a coupon on these bonds of 1.625% p.a., which is amongst the lowest ever for this type of financial instruments.

Proceeds of the new issue will be used amongst others to finance a tender offer on the PerpNC2021 hybrid bonds that was launched concurrently, in line with ENGIE's policy to dynamically manage its stock of hybrid instruments.

With this transaction, ENGIE reduces its hybrid coupon expenses (1.625% p.a. for the new PerpNC6 vs. 4.750% for the refinanced PerpNC2021), while at the same time partly anticipating its next hybrid call date and lengthening its debt maturity profile. Hybrid bonds issued by ENGIE benefit from a 50% equity content from the credit rating agencies.

Judith Hartmann, ENGIE Executive Vice President and Chief Financial Officer commented: "*ENGIE successfully returned to the hybrid bond market for the second time in 2019 and perfectly timed the launch of this new hybrid transaction, taking advantage of the historically favorable market conditions and confirming the attractiveness of ENGIE*."

In 2019, ENGIE placed in total EUR 1.5 billion of hybrid bonds.

Press release dated 1 July 2019

ENGIE acquires energy services company Conti and strengthens its position in North America

ENGIE announces an agreement to buy Conti Corporation ("Conti") and its subsidiaries Indicon Corporation ("Indicon"), Ion Electric, LLC ("Ion") and McGilvray Mechanical, LLC ("McGilvray"). Conti is a construction and energy services company operating in the United States and Canada.

Conti and its subsidiaries provide services in the building, design, engineering and construction sectors providing heating and air conditioning, electrical and mechanical systems and digital networks, industrial systems and control panels. In addition, Conti is a North American leader in solar farm construction, from the smallest projects through to the largest plants.

ENGIE has adopted a strategy aiming to offer its business and local authority clients the possibility of achieving their zero-carbon transition in a simple, integrated and funded way. To do so, ENGIE takes on the management and optimization of its clients' assets over a large number of energy uses to achieve significant energy savings while also supplying the green energy required, thanks to dedicated capacities installed at the client's site or off site.

Conti, its subsidiaries, their skills and their 2,000 employees are another great contribution to the deployment of ENGIE's strategy in North America. They will significantly increase the Group's ability to optimize and modernize its clients' assets, in order to make them more energy-efficient. Conti's arrival in the Group will enable its offers to be enriched by ENGIE's technical and digital solutions, to include them in the high added value offer of the zero-carbon transition "as a service" and to benefit from ENGIE's commercial strength. In addition, Conti's excellence in solar power plant construction will support the development of ENGIE's renewable energy projects in the region.

This acquisition is therefore, a highly value-creating transaction and is perfectly in line with the Group's objectives and strategy.

"*We are pleased to welcome our 2,000 new colleagues from Conti. They will bring great wealth to our portfolio of activities and skills. Together, we will be able to extend our range of services while expanding and strengthening our geographic presence in North America, " said Franck Bruel, Executive Vice President of ENGIE, who supervises the North America, United Kingdom and Latin America Business Units. "We are also looking forward to welcoming clients of Conti, Ion, McGilvray and Indicon to our client base in North America, where we are working on more than 55,000 projects. With them, we will continue to develop our potential and devise comprehensive and innovative solutions to lead the zero-carbon transition.*"

ENGIE has acquired several energy services companies in North America since the fall of 2017, including six mechanical and electrical services companies owned by Talen Energy Group, Unity International Group, Donnelly Mechanical Corporation and Systecon Inc. In addition, ENGIE is already undertaking a large number of zero-carbon transition "as a service" projects in North America, for Target, Walmart, Ohio State University, Verizon Wireless, Walgreens, and Canadian government and parliament buildings in Ottawa.

With 6,000 employees in North America, the Group offers a wide portfolio of skills to its clients in the United States and Canada to help them decarbonize, decentralize and digitize their operations. The Group is the world's largest independent electricity generator and energy efficiency services provider and has 160,000 employees.

The transaction is subject to several legal formalities, notably approval by the Federal Trade Commission, the U.S. competition authority. Closing of the transaction is scheduled for early July 2019.

<u>Press release dated 24 June 2019</u>

TAG's acquisition financial impacts

On June 13, 2019, ENGIE Brasil has announced that the consortium in which the Group holds a majority stake had completed the acquisition of a 90% share in Transportadora Associada de Gás S.A. (TAG), after the approval of the relevant governance bodies of Petrobras and of the Brazilian and European Union anti-trust authorities.

For ENGIE, the financial impacts of this acquisition are the following:

- Additional contribution at current operating income[1] level of c. EUR 0.13bn in 2021, with significant medium-term growth expectations increasing this contribution by more than 10% CAGR[2] between 2021 and 2024

- Additional contribution at net recurring income Group share level of c. EUR 0.1bn in 2021, with significant medium-term growth expectations increasing this contribution by more than 15% CAGR[2] between 2021 and 2024

- Net debt impact of EUR 1.6bn

Isabelle Kocher, ENGIE CEO declared: "With an attractive and stable profit stream, we are proud to present the very interesting additional financial contributions of this acquisition to the Group. TAG is a formidable asset, in which we will bring ENGIE's knowledge and expertise in the management of complex gas infrastructure, and it will give us the opportunity to develop new uses for gas transportation networks stemming from new technologies such as biomethane and green hydrogen. TAG is a key component of our offer in Brazil, a priority country for ENGIE".

TAG is the largest natural gas transmission network owner in Brazil with 4,500 kilometers of gas pipelines, which represents 47% of the country's entire gas infrastructure.

The consortium – made of ENGIE S.A. (32.5% share), ENGIE Brasil Energia (32.5% share) and Caisse de Dépôt et Placement du Québec (35.0% share) – won the bidding process organized by Petrobras in early April 2019.

[1] *Incl. share in net income of associates*
[2] *CAGR = Compound Annual Growth Rate*

Press release dated 21 June 2019

“The good day”: ENGIE gathers more than 1500 people to speed up the zero-carbon transition

Following its “The good day” event on 20 June 2019 at the Parc de Saint-Cloud, ENGIE is paying tribute to the major commitment of the stakeholders who have committed to the zero-carbon transition. Indeed, more than 1500 people took part in this exceptional day. It was an opportunity for sharing, engaging in discussion and debate and finding out about the various innovative and concrete solutions developed by ENGIE, partner companies and start-ups, as well as charities and NGOs.

The zero-carbon transition will only be possible if all the stakeholders involved commit to it. If "The good day" was a success, it's because of just how committed all the various activists, NGOs, charities, companies, partners, researchers, students, schoolchildren, elected representatives and start-ups are, demonstrating that there is a need and a desire to get behind this common cause. Since limiting global mean temperature increase to below 2°C between now and 2050 is not enough, ENGIE wanted to assemble this wide and diversified panel of participants from all over the world so they could “get together and speed things up” and commit to a partner approach to the zero-carbon transition.

Participants got to hear Chilean architect Alejandro Aravena and French diplomat Laurence Tubiana discuss the future of cities and regions, for example, as well as a keynote address from psychologist and essayist Steven Pinker. Participants were also able to meet numerous societal stakeholders and people who are part of the social and solidarity economy in the event's “Good Galaxy” area. For example, the Start-up for kids association was there to teach the schoolchildren at the event how to code. And women from the Meet My Mama start-up, many of whom are from immigrant communities, were there to prepare meals – which proved highly popular among the visitors present. What's more, the whole venue used for the event was decorated with flowers supplied by Fleurs d’ici, the first ever company that sells flowers that are exclusively seasonal and local.

“The good day” was designed and delivered as an eco-responsible, inclusive event. All of the energy needed for it was produced on site by generators powered by vegetable oil and green hydrogen. Much of the furniture was provided by La Collecterie, an organisation that acquires objects that are considered rubbish, sorts them and then repairs or transforms them in order to give them a second life. Local fresh and organic products supplied via short distribution channels were served throughout the day on reusable, eco-designed plates. And all uneaten food was donated to Biocycle, a charity that tackles food waste. All of the event's installations will be recycled and 100% of the carpets will be reused.

When the event ended, Isabelle Kocher, ENGIE’s CEO said: “*I saw people talking and engaging in discussions throughout the day. They were all in agreement about one thing: we need to adopt a wider approach if we are to tackle climate change more effectively. During one discussion, one participant said to me: “we need to aim for the triple zero – zero carbon, zero poverty, zero exclusion”. I think he's right! Tonight, we'll all be going home feeling a little more motivated with a few more ideas. That was the whole point of The good day: get together in order to speed things up*."

<u>Press release dated 19 June 2019</u>

ENGIE issues EUR 1.5 billion of green bonds, now largest corporate green bond issuer

- **Total amount of green bonds issued by ENGIE now EUR 8.75 billion**
- **75% of issue allotted to green investors**

On Friday, 14 June, ENGIE launched a EUR 1.5 billion bond issuance in green bonds format: the issuance proceeds will be used exclusively to finance numerous green projects in the area of renewable energies and energy services developed by the Group across the world.

With this new issue, the total outstanding amount of green bonds issued by ENGIE is EUR 8.75 billion, meaning that the Group is now the largest corporate issuer of green bonds.

This issue has been made in two tranches of EUR 750 million each, for periods of 8 and 20 years. These new bond investments carry coupons of 0.375% and 1.375% respectively – i.e. an average coupon of 0.875% for a bond issue with an average term of 14 years. Furthermore, the Group is shoring up its appeal for green investors, to whom more than 75% of bonds have been allotted.

Judith Hartmann, ENGIE's EVP and CFO said: "ENGIE has undertaken to reconcile the company's long-term vision with the financial objectives of investors. Green bonds, which help fund our clients' zero carbon transition, are an essential lever for doing so".

Green finance has a key role to play in helping to deliver the energy transition. As a pioneer in green finance, ENGIE has proceeded with 6 issuances of green bonds since 2014, including one worth EUR 1 billion in January 2019.

<u>Press release dated 14 June 2019</u>

ENGIE signs partnership with FCA for new e-mobility solutions

- **ENGIE signs an agreement with Fiat Chrysler Automobiles (FCA) for new e-mobility solutions to support the distribution of FCA's plug-in hybrid and full-electric models.**
- **ENGIE will provide innovative electric mobility solutions for FCA and its customers and will work with FCA to continue the training and electrification activities of its dealers network across 14 European countries.**
- **This partnership illustrates ENGIE's strategy to lead the zero-carbon transition with pioneering mobility solutions.**

ENGIE signs an agreement with Fiat Chrysler Automobiles (FCA) for new e-mobility solutions in 14 European countries. The Group will supply innovative charging solutions, both for dealers and customers, that will serve the new FCA's hybrid and full electric models recently announced.

ENGIE will bring its expertise directly and through its subsidiaries ENGIE Eps (Electro Power Systems), a technology pioneer on energy storage solutions, and EVBox, a leading global manufacturer of electric vehicle charging stations.

Indeed, ENGIE Eps has been collaborating with FCA since 2016 on innovative solutions for the management of electric vehicles batteries and the related smart charging when the vehicle is parked and connected to the grid. The ambition is to accelerate the green mobility adoption by reducing the total cost of ownership for electric vehicles customers.

In addition, EVBox will supply FCA with charging stations for their dealers and customers, and will set up the online platform needed for FCA to manage its growing charging infrastructure in the majority of European markets.

ENGIE will thus support FCA with all its innovative technology and know-how, implementing the full installation and maintenance of the charging stations for FCA and for approximately 2,800 dealers. Final users will be offered the possibility to have their own charging point at home (wallbox), while in public spaces ENGIE and FCA will develop a dedicated app for easy localization, booking, use and payment. Furthermore, ENGIE will also provide the software and infrastructure to manage FCA's growing charging network, allowing the automotive group to offer best-in-class services to its customers moving towards electric mobility.

The partnership will involve FCA's activities in Austria, Belgium, Czech Republic, Denmark, France, Germany, Greece, Hungary, the Netherlands, Poland, Slovakia, Sweden, Switzerland and the UK.

Isabelle Kocher, ENGIE's CEO said: "*This agreement, fully in line with our strategy to become the leader of the zero-carbon transition, makes ENGIE a key partner for FCA in Europe and is the beginning of a long-lasting partnership. We will support FCA's dealers and final customers to best manage the transition to electric mobility, in order to provide a rewarding user experience. Beyond that, we will continue to work together to develop new solutions to further improve use and management of the sustainable mobility*".

ENGIE, as a leading provider of green mobility solutions, is developing a range of offers tailored to its customers' needs such as urban planning consultancy services, public transport solutions (electrification, installation of signaling systems), solutions using alternative fuels (electricity, natural gas and hydrogen) and digital platforms aiming to improve traffic flows. This partnership with FCA confirms the pioneering role of ENGIE as a leader in the zero-carbon transition, helping to create the conditions for an innovative cleaner mobility in cities and regions.

Press release dated 13 June 2019

On 20 June 2019, at the Parc de Saint-Cloud in Paris, ENGIE presents "The good day", a day to experience the zero-carbon transition

On the program: 1000 pioneers of the energy revolution, leaders of the economic world and civil society, experts, researchers, business leaders, international start-up entrepreneurs.

Between now and 2050, it's up to us to lead the second wave of the zero-carbon transition. We are therefore at the heart of an unprecedented revolution for our planet. The magnitude and speed of the task at hand imply economic and social changes in transport, housing and business within regions and cities, as well as major technological innovations. The reduction in the carbon intensity of energies is at the heart of these changes but not only.

At ENGIE, we are convinced that human ingenuity is up to this challenge. We know that we can't do it all alone, but we are not alone. The zero-carbon transition will succeed by being inclusive, collaborative and open to all. Every day, we meet activists, scientists, innovators and entrepreneurs, with different levels of experience, who want to act for a more harmonious world. We want to make these men and women known. We want to bring together and unite the community of change and thus engage the greatest possible number in the transformation in a practical way.

Together, we have the means to make the transition a factor of cohesion between generations, strengthening regional solidarity, development and prosperity.

The good day is the gathering of pioneers of the zero carbon world, the place of concrete and replicable solutions. A day of inspiration, sharing and commitment to contribute collectively to harmonious progress.

The good day,
It's the day to make connections and accelerate the zero-carbon transition.
It's the meeting place with those who, right now, are building a sustainable planet.

It’s the event for making a commitment and being part of the solution.

By bringing together more than 1000 committed players from the world of business and civil society, we are pooling all ideas and all energies!

The good day has been built around 3 experiences of dialogue and discovery

- **The good inspiration**, a stage that puts the spotlight on international actors in harmonious progress, who will offer various plenary sessions such as:
  - ***Reinventing society***: is less the new more?
  - ***Cities and territories***: the new utopia?
  - ***Business for society***: to be (good) or not to be?

- **The good journey**, an immersive experience around more than 40 projects at the forefront of housing, city, region, building and industry,

- **The good galaxy**, a societal hub around the fundamental issues of education, employment, diversity, access to energy, respect for life and responsible development...

For ENGIE’s CEO Isabelle Kocher, “*The urgency of the zero-carbon transition is becoming more pressing every day. There is a need to create accelerators of change wherever we can. We want to unite the community of this zero-carbon transition, to fight for action and involve the greatest possible number in the transformation. That is the purpose of The good day: to make people want to act collectively, to come together to get inspired, to connect the actors in this ongoing revolution, through rich, positive and authentic encounters. The good day will allow you to discover exemplary transformation projects and meet a new generation of actors in harmonious progress.*”

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All ENGIE’s leaders will be present at The good day, along with prestigious speakers such as:

- **Ashton Cofer** – a young inventor for positive change. At 17, he already has several patents pending in his name, including a method to transform polystyrene foam waste into activated carbon to purify water.

- **Dr. Vandana Shiva** – environmental activist, entrepreneur and researcher (Alternative Nobel Prize winner). In particular, she founded the Research Foundation for Science, Technology and Ecology in Dehradun, India.

- **Bertrand Piccard** – psychiatrist, adventurer and aeronaut. He is known worldwide for having made the first round-the-world flight in the Solar Impulse solar aircraft.

- **Steven Pinker** – cognitive science researcher, professor and author. He teaches at Harvard and conducts research in the fields of visual cognition, psycholinguistics and social relations. Author of Enlightenment Now, he is the theorist of optimistic progress.

- **Rhea Singhal** – entrepreneur and founder of Ecoware, the largest biodegradable packaging company in India. She was recently awarded the Nari Shakti Puraskar, the highest civilian honor for women in India.

- **Alejandro Aravena** graduated in architecture from the Catholic University of Chile in 1992. He received the prestigious Pritzker Prize and became well known by imagining the city of the future, designed by and for its inhabitants.

The good day is an eco-responsible and inclusive event: ENGIE is committed to a sustainable vision from its core business through to its events. The good day is rooted in this dynamic and its organization has been thought through in the finest detail to be as sustainable as possible.

To learn more: www.thegooddaybyengie.com

A dedicated website with the program, the philosophy of the event, speaker portraits, etc.

GENERAL INFORMATION

Paragraphs (4) and (9) of the section entitled "General Information" on pages 209 and 210 of the Base Prospectus shall be replaced respectively by the following:

"**(4) No significant change in the Issuer's financial or trading position**

Save as disclosed in this Base Prospectus and the information incorporated by reference herein, there has been no significant change in the financial or trading position of the Issuer and the Group since 30 June 2019."; and

"**(9) Auditors**

Ernst & Young et Autres and Deloitte & Associés (all entities regulated by the *Haut Conseil du Commissariat aux Comptes* and duly authorised as *Commissaires aux comptes*) (i) have audited and rendered audit reports on the consolidated financial statements of the Issuer for the years ended 31 December 2017 and 31 December 2018 and (ii) have rendered a limited review report on the consolidated semi-annual financial statements of the Issuer for the period ended 30 June 2019. The French auditors carry out their duties in accordance with the principles of *Compagnie Nationale des Commissaires aux Comptes* and are members of the CNCC professional body."

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD SUPPLEMENT

I hereby certify, after having taken all reasonable care to ensure that such is the case, that the information contained in this Third Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

ENGIE
1, place Samuel de Champlain
92400 Courbevoie
France

Duly represented by:
Grégoire de Thier
Head of Corporate Funding and Financial Vehicles
authorised signatory, pursuant to the power of attorney dated 4 March 2019
on 26 August 2019

AMF | AUTORITÉ DES MARCHÉS FINANCIERS

Autorité des marchés financiers

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Réglement Général*) of the *Autorité des marchés financiers* ("**AMF**"), in particular Articles 212-31 to 212-33, the AMF has granted to this First Supplement the visa no. 19-409 on 26 August 2019. It was prepared by the Issuer and its signatories assume responsibility for it.

In accordance with Article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has approved the opportunity of the transactions contemplated hereby nor verified the accounting and financial data set out in it.

This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.