

Final Terms dated 26 September 2017



ENGIE

Issue of €750,000,000 2.00 per cent. Notes due 28 September 2037

under the Euro 25,000,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 11 October 2016 which has received visa no. 16-474 from the *Autorité des marchés financiers* (the “AMF”) on 11 October 2016, the First Supplement to it dated 30 November 2016 which has received visa no. 16-562 from the AMF on 30 November 2016, the Second Supplement to it dated 13 March 2017 which has received visa no. 17-094 from the AMF on 13 March 2017, the Third Supplement to it dated 16 May 2017 which has received visa no. 17-199 from the AMF on 16 May 2017 and the Fourth Supplement to it dated 18 September 2017 which has received visa no. 17-495 from the AMF on 18 September 2017 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC as amended (the “Prospectus Directive”) (the “Base Prospectus”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as supplemented by the supplements. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented by the supplements. The Base Prospectus and the supplements to the Base Prospectus are available for viewing on the website of the AMF (www.amf-france.org) and of ENGIE (www.engie.com) and printed copies may be obtained from ENGIE at 1, place Samuel de Champlain, 92400 Courbevoie, France.

- | | | |
|----|-----------------------------------|--|
| 1. | Issuer: | ENGIE |
| 2. | (i) Series Number: | 79 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro (“€”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | €750,000,000 |
| | (ii) Tranche: | €750,000,000 |
| 5. | Issue Price: | 99.089 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denominations: | €100,000 |
| 7. | (i) Issue Date: | 28 September 2017 |

	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 September 2037
9.	Interest Basis:	2.00 per cent. Fixed Rate (further particulars specified below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Make-Whole Redemption by the Issuer Issuer Residual Maturity Call Option Clean-Up Call Option (further particulars specified below)
13.	(i) Status of the Notes:	Unsubordinated
	(ii) Date of Board approval for issuance of Notes obtained:	Resolution of the Board of Directors (<i>Conseil d'Administration</i>) of the Issuer dated 14 December 2016 and decision of Mrs. Isabelle Kocher in her capacity as <i>Directeur Général</i> of the Issuer dated 19 September 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.00 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	28 September in each year from and including 28 September 2018 to and including the Maturity Date.
	(iii) Fixed Coupon Amount:	€2,000 per €100,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	28 September in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable
17.	Inflation Linked Interest Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|--|---|
| 18. | Call Option | Not Applicable |
| 19. | Make-Whole Redemption by the Issuer | Applicable |
| | (i) Notice period: | As per Conditions |
| | (ii) Reference Rate: | German Government Bund DBR 4 per cent. due January 2037 (ISIN Code: DE0001135275) |
| | (iii) Redemption Margin: | 0.20 per cent. |
| | (iv) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent): | Not Applicable |
| 20. | Residual Maturity Call Option | Applicable |
| | (i) Call Option Date: | 28 June 2037 |
| | (ii) Notice period: | As per Conditions |
| 21. | Put Option | Not Applicable |
| 22. | Change of Control Put Option | Not Applicable |
| 23. | Clean-Up Call Option | Applicable |
| | (i) Clean-Up Call Percentage: | 80 per cent. |
| | (ii) Early Redemption Amount: | EUR 100,000 per Note |
| 24. | Final Redemption Amount of each Note | EUR 100,000 per Note |
| 25. | Early Redemption Amount | |
| | (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(l)) or on event of default (Condition 9): | As per Conditions |
| | (ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(h)): | Yes |

(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Bearer dematerialised form (*au porteur*) Notes:
- (ii) Registration Agent Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
27. Financial Centre(s) (Condition 7(h)): Not Applicable
28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
29. Details relating to Instalment Notes: Not Applicable
30. Redenomination, renominatisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: Not Applicable
32. Masse (Condition 11): Contractual *Masse* shall apply

Name and address of the Representative:
MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
7bis rue de Neuilly
F-92110 Clichy

Mailing address :
33, rue Anna Jacquin
92100 Boulogne Billancourt
France

Represented by its Chairman

The Representative will be entitled to a remuneration of €400 (VAT excluded) per year.

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of ENGIE:



By: **Grégoire de Thier**
Duly authorised

PART B – OTHER INFORMATION

1. (i) **Listing and admission to trading** Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Paris with effect from 28 September 2017.

(ii) **Estimate of total expenses related to admission to trading:** €18,200 (including Euronext listing fees and AMF expenses)

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P: A-

Moody's: A2

Each of S&P and Moody's is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended).

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer."

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) **Reasons for the offer:** See "Use of Proceeds" wording in Base Prospectus.

(ii) **Estimated net proceeds:** Not Applicable

(iii) **Estimated total expenses:** €18,200 (estimated Euronext listing fees and AMF fees)

5. YIELD

Indication of yield: 2.056 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. OPERATIONAL INFORMATION

ISIN: FR0013284270

Common Code: 168964811

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant

identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: Australia and New Zealand Banking Group Limited

Banco Santander, S.A.

BNP Paribas

Crédit Agricole Corporate and Investment Bank

Deutsche Bank AG, London Branch

HSBC Bank plc

Lloyds Bank plc

Merrill Lynch International

Mizuho International plc

MUFG Securities EMEA plc

NATIXIS

SMBC Nikko Capital Markets Limited

The Royal Bank of Scotland plc (trading as NatWest Markets)

(B) Stabilising Manager(s) if any: Merrill Lynch International

(iii) If non-syndicated, name and address of Dealer: Not Applicable

(iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2 applies to the Notes
TEFRA not applicable