

Final Terms dated 29 September 2015



ENGIE (formerly GDF Suez)
Issue of EUR 50,000,000 1.764 per cent. Notes due 2027
(the "Notes")
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 2 October 2014 which has received visa no. 14-534 from the *Autorité des marchés financiers* (the "AMF") on 2 October 2014 and the supplements to it dated 3 March 2015 which has received visa no. 15-073 from the AMF on 3 March 2015, 21 May 2015 which has received visa no. 15-213 from the AMF on 21 May 2015 and 7 September 2015 which has received visa no. 15-473 from the AMF on 7 September 2015, 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. 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 (formerly GDF Suez)
2. (i) Series Number: 69
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount:
(i) Series: EUR 50,000,000
(ii) Tranche: EUR 50,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. Specified Denominations: EUR 100,000
7. (i) Issue Date: 1 October 2015

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| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 1 October 2027 |
| 9. | Interest Basis: | 1.764 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 Call |
| 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 10 December 2014 and decision of Mr Gérard Mestrallet in his capacity as Président Directeur Général of the Issuer dated 25 September 2015 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 1.764 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | 1 October in each year up to and including the Maturity Date, commencing on 1 October 2016 |
| | (iii) Fixed Coupon Amount: | EUR 1,764 per EUR 100,000 in nominal amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Dates: | 1 October 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

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| 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 6.50 per cent. due 7 April 2027 |
| | (iii) Redemption Margin: | 0.15 per cent. |
| | (iv) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent): | Not Applicable |
| 20. | Residual Call Option | Applicable |
| | (i) Call Option Date: | 3 July 2027 |
| | (ii) Notice period: | As per Conditions |
| 21. | Put Option | Not Applicable |
| 22. | Change of Control Put Option | Not Applicable |
| 23. | Final Redemption Amount of each Note | EUR 100,000 per Note of EUR 100,000 Specified Denomination |
| 24. | Early Redemption Amount | |
| | (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(k)) 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 Not Applicable
to become void upon
early redemption
(Materialised Bearer
Notes only) (Condition
7(f)):

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 25. | Form of Notes: | Dematerialised Notes |
| | (i) Form of Dematerialised Notes: | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent | Not Applicable |
| | (iii) Temporary Global Certificate: | Not Applicable |
| | (iv) Applicable TEFRA exemption: | Not Applicable |
| 26. | Financial Centre(s) (Condition 7(h)): | Not Applicable |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28. | Details relating to Instalment Notes: | Not Applicable |
| 29. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 30. | Consolidation provisions: | Not Applicable |
| 31. | Masse (Condition 11): | Contractual masse shall apply, subject to the provisions of Condition 11(d) |

RESPONSIBILITY

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

Signed on behalf of ENGIE:

By:

Duly authorised


Grégoire de THIER

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 Euronext Paris with effect from the Issue Date.

(ii) Estimate of total expenses related to admission to trading: EUR 6,250

2. RATINGS

Ratings: The Notes to be issued have not been rated.

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. YIELD

Indication of yield: 1.764 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.

5. OPERATIONAL INFORMATION

ISIN: FR0012990984

Common Code: 129990643

WKN: A1Z7M0

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

6. DISTRIBUTION

(i) Method of Non-syndicated

distribution:

(ii) If syndicated:

(A) Names of Managers: Not Applicable

(B) Stabilising
Manager(s) if any: Not Applicable

(iii) If non-syndicated,
name and address of
Dealer: HSBC Bank plc
8 Canada Square
London E14 5HQ
United Kingdom

(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