

Final Terms dated 16 November 2015



ENGIE

Issue of US\$ 50,000,000 2.6805 per cent. Notes due 17 November 2021
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 8 October 2015 which has received visa no. 15-518 from the *Autorité des marchés financiers* (the “AMF”) on 8 October 2015 and the supplement to it dated 9 November 2015 which has received visa no. 15-567 from the AMF on 9 November 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 supplement. The Base Prospectus and the supplement 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: 70
(ii) Tranche Number: 1
3. Specified Currency or Currencies: United States Dollars ("US\$")
4. Aggregate Nominal Amount: US\$ 50,000,000
(i) Series: US\$ 50,000,000
(ii) Tranche: US\$ 50,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: US\$ 1,000,000
7. (i) Issue Date: 17 November 2015
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 17 November 2021
9. Interest Basis: 2.6805 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: Not Applicable
13. (i) Status of the Notes: Unsubordinated
(ii) Date of Board approval for issuance of Notes obtained: Resolution of the Board of Directors (*Conseil d'administration*) of Engie passed on 10 December 2014 and decision of Mr Gérard Mestrallet, in his capacity as *Président Directeur général* of the Issuer, dated 9 November 2015.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
 - (i) Rate of Interest: 2.6805 per cent. *per annum* payable in arrear on each Interest Payment Date
 - (ii) Interest Payment: Semi-annually on 17 May and 17 November in each

	Date(s):	year
	(iii) Fixed Coupon Amount:	US\$ 13,402.50 per US\$ 1,000,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
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	Not Applicable
20.	Residual Maturity Call Option	Not Applicable
21.	Put Option	Not Applicable
22.	Change of Control Put Option	Not Applicable
22.	Clean-Up Call Option	Not Applicable
23.	Final Redemption Amount of each Note	US\$ 1,000,000 per Note of US\$ 1,000,000 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(l)) or on event of default (Condition 9):	As per the Conditions
	(ii) Redemption for taxation reasons	Yes

permitted on days others
than Interest Payment
Dates (Condition 6(h)):

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

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | | |
|------------|---|--|
| 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)): | London, New York and TARGET 2 |
| 27. | Talons for future Coupons
or Receipts to be attached
to Definitive Notes (and
dates on which such
Talons mature): | Not Applicable |
| 28. | Details relating to
Instalment Notes: | Not Applicable |
| 29. | Redenomination,
renominalisation and
reconventioning
provisions: | Not Applicable |
| 30. | Consolidation provisions: | Not Applicable |
| 31. | Masse (Condition 11): | Contractual <i>Masse</i> shall apply, subject to the provisions
of Condition 11(d). |

If at any time there is more than one Noteholder,
Condition 11(c) shall apply and the name and address of
the Representative will be:

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

Name and address of the alternate Representative:
Alternate Representative
Gilbert Labachotte
8 Boulevard Jourdan
75014 Paris

The Representative will be entitled to an upfront fee of
€1,500 (VAT excluded), payable on the Issue date.

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: Euro 3,550 (excluding the costs of the AMF)

2. RATINGS

Ratings: The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally:

S & P: A

Moody's: A1

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. *Fixed Rate Notes only* – YIELD

Indication of yield: 2.6805 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: FR0013053899

Common Code: 132144656

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

9. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(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: Société Générale
Tours Société Générale
17, cours Valmy
92987 Paris La Défense cedex
France

(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