

Final Terms dated 27 October 2017



ENGIE

**Issue of €100,000,000 2.00 per cent. Notes due 28 September 2037
to be assimilated (*assimilées*) and form a single series with the existing
€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 (the “**Conditions**”) set forth under the section entitled “Terms and Conditions of the Notes” in the Base Prospectus dated 11 October 2016 which is incorporated by reference in the Base Prospectus dated 16 October 2017. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Directive 2003/71/EC as amended (the “**Prospectus Directive**”) and must be read in conjunction with the Base Prospectus dated 16 October 2017 which has received visa no. 17-552 from the *Autorité des marchés financiers* (the “**AMF**”) on 16 October 2017 which constitutes a base prospectus for the purposes of the Prospectus Directive (the “**Base Prospectus**”), save in respect of the Conditions which are extracted from the Base Prospectus dated 11 October 2016 which received visa no. 16-474 from the AMF on 11 October 2016. 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. The Base Prospectus is 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.

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|----|-----------------------------------|--------------|
| 1. | Issuer: | ENGIE |
| 2. | (i) Series Number: | 79 |
| | (ii) Tranche Number: | 2 |
| 3. | Specified Currency or Currencies: | Euro (“€”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | €850,000,000 |

The Notes will be assimilated (*assimilées*) and form a single series with the existing €750,000,000 2.00 per cent. Notes due 28 September 2037 (the “**Existing Notes**”) as from the date of assimilation which is expected to be on or about forty (40) calendar days after the Issue Date (the “**Assimilation Date**”)

	(ii) Tranche:	€100,000,000
5.	Issue Price:	102.173 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount of €180,822 corresponding to accrued interest from, and including, 28 September 2017 to, but excluding 31 October 2017.
6.	Specified Denominations:	€100,000
7.	(i) Issue Date:	31 October 2017
	(ii) Interest Commencement Date:	28 September 2017
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 24 October 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.00 per cent. <i>per annum</i> 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 Notes: Bearer dematerialised form (*au porteur*)
- (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. Meeting and Voting Provisions (Condition 11): Contractual *Masse* shall apply
- Name and address of the Representative of the Series:
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:
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 31 October 2017.

The Existing Notes are admitted to trading on Euronext Paris since 28 September 2017.

- (ii) Estimate of total expenses related to admission to trading:** €11,700

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: €11,700

5. YIELD

Indication of yield: 1.867 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: FR0013292968 before the Assimilation Date and FR0013284270 from, and including, the Assimilation Date

Common Code: 171155070 before the Assimilation Date and 168964811 from, and including, the Assimilation Date

Any clearing system(s) other than Euroclear Bank Not Applicable

SA/NV and Clearstream
Banking S.A. and the
relevant identification
number(s):

Delivery: Delivery against payment

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

7. DISTRIBUTION

(i) Method of
distribution: Non-syndicated

(ii) If syndicated:

(A) Names of Managers: Not Applicable

(B) Stabilising
Manager(s) if any: Deutsche Bank AG, London Branch

(iii) If non-syndicated,
name and address of
Dealer: Deutsche Bank AG, London Branch

(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