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Agenda

A. Resolutions submitted to the Ordinary Shareholders' Meeting

- Approval of transactions and the parent company financial statements for fiscal year 2015 **(1st resolution)**
- Approval of the consolidated financial statements for fiscal year 2015 **(2nd resolution)**
- Appropriation of net income and declaration of dividend for fiscal year 2015 **(3rd resolution)**
- Approval of regulated agreements and commitments pursuant to Article L. 225-38 of the French Commercial Code **(4th resolution)**
- Approval of a commitment and waiver relating to the retirement benefits of Isabelle Kocher, Deputy CEO and Chief Operating Officer, pursuant to Article L. 225-42-1 of the French Commercial Code **(5th resolution)**
- Authorization of the Board of Directors to trade in the Company's shares **(6th resolution)**
- Reappointment of a director (Gérard Mestrallet) **(7th resolution)**
- Reappointment of a director (Isabelle Kocher) **(8th resolution)**
- Appointment of Sir Peter Ricketts as a director **(9th resolution)**
- Appointment of Fabrice Brégier as a director **(10th resolution)**
- Consultation on the components of compensation due or awarded for 2015 to Gérard Mestrallet, Chairman and Chief Executive Officer **(11th resolution)**
- Consultation on the components of compensation due or awarded for 2015 to Isabelle Kocher, Deputy CEO and Chief Operating Officer **(12th resolution)**

B. Resolutions submitted to the Extraordinary Shareholders' Meeting

- ▶ Delegation of authority to the Board of Directors to (i) issue common shares and/or share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preferential subscription rights maintained **(usable only outside of periods of a public tender offer / 13th resolution)**
- ▶ Delegation of authority to the Board of Directors to (i) issue common shares and/or any share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preferential subscription rights waived **(usable only outside of periods of a public tender offer / 14th resolution)**
- ▶ Delegation of authority to the Board of Directors to issue common shares or other securities, with preferential subscription rights waived, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code **(usable only outside of periods of a public tender offer / 15th resolution)**
- ▶ Delegation of authority to the Board of Directors to increase the number of shares or other securities to be issued in the event of a securities issue, with or without preferential subscription rights, in application of the 13th, 14th and 15th resolutions, within the limit of 15% of the initial issue **(usable only outside of periods of a public tender offer / 16th resolution)**
- ▶ Delegation of authority to the Board of Directors to issue shares and/or other securities in consideration for contributions of securities to the Company, within the limit of 10% of the share capital **(usable only outside of periods of a public tender offer / 17th resolution)**
- ▶ Delegation of authority to the Board of Directors to (i) issue common shares and/or share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preferential subscription rights maintained **(usable only during periods of a public tender offer / 18th resolution)**
- ▶ Delegation of authority to the Board of Directors to (i) issue common shares and/or share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with preferential subscription rights waived **(usable only during periods of a public tender offer / 19th resolution)**
- ▶ Delegation of authority to the Board of Directors to issue common shares or other securities, with preferential subscription rights waived, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code **(usable only during periods of a public tender offer / 20th resolution)**
- ▶ Delegation of authority to the Board of Directors to increase the number of shares or other securities to be issued in the event of a securities issue, with or without preferential subscription rights, in application of the 18th, 19th and 20th resolutions, within the limit of 15% of the initial issue **(usable only during periods of a public tender offer / 21st resolution)**
- ▶ Delegation of authority to the Board of Directors to issue shares and/or other securities in consideration for contributions of securities to the Company, within the limit of 10% of the share capital **(usable only during periods of a public tender offer / 22nd resolution)**
- ▶ Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, with preferential subscription rights waived, for the benefit of ENGIE group employee savings plan members **(23rd resolution)**

- ▶ Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, with preferential subscription rights waived reserved for the benefit of any entity whose exclusive purpose is to purchase, hold and dispose of shares or other financial instruments as part of the implementation of an international employee shareholding plan of the ENGIE group **(24th resolution)**
- ▶ Limitation of the overall ceiling of authorizations for immediate and/or future capital increases **(25th resolution)**
- ▶ Delegation of authority to the Board of Directors to increase the share capital by capitalizing premiums, reserves, earnings or other accounting items **(usable only outside of periods of a public tender offer / 26th resolution)**
- ▶ Delegation of authority to the Board of Directors to increase the share capital by capitalizing premiums, reserves, earnings or other accounting items **(usable only during periods of a public tender offer / 27th resolution)**
- ▶ Authorization to the Board of Directors to reduce the share capital by canceling treasury shares **(28th resolution)**
- ▶ Authorization for the Board of Directors to award bonus shares to all employees and officers of ENGIE group companies (except for the executive corporate officers of the ENGIE Company) and to employees participating in an international employee shareholding plan of the ENGIE group **(29th resolution)**
- ▶ Authorization to the Board of Directors to award bonus shares to some employees and officers of ENGIE group companies (with the exception of executive corporate officers of the ENGIE Company) **(30th resolution)**
- ▶ Amendment of Article 13.5 of the Company bylaws to bring it into line with the provisions of the Order of June 13, 2015 concerning the time necessary for directors representing employees to fulfill the duties of their office **(31st resolution)**
- ▶ Amendment of Article 16 paragraph 2 of the Company bylaws (Chairman and Vice-Chairman of the Board of Directors) in order to change the age limit for service as Chairman of the Board of Directors **(32nd resolution)**
- ▶ Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities **(33rd resolution)**