



# GENERAL SHAREHOLDERS' MEETING 2018



# OPENING



## AGENDA (1/3)

### Resolutions submitted to the ORDINARY Shareholders' Meeting

- Approval of the Company financial and consolidated financial statements for fiscal year 2017, allocation of net income and declaration of dividend for 2017, regulated commitments and agreements, authorization of the Board of Directors to trade in the Company's shares (**Resolutions 1 to 7**)
- Appointment of two directors, M. Jean-Pierre Clamadieu and M. Ross McInnes (**Resolutions 8 and 9**)
- Consultation on the components of compensation due or awarded for 2017 to Isabelle Kocher, Chief Executive Officer (**Resolution 10**)
- Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the executive corporate officers (**Resolutions 11 and 12**)

## AGENDA (2/3)

### Resolutions submitted to the EXTRAORDINARY Shareholders' Meeting

- Delegation of authority to the Board of Directors to issue common shares and/or share equivalent only outside public tender offer periods for the Company's shares **(Resolutions 13 to 17)**
- Delegation of authority to the Board of Directors to issue common shares and/or share equivalent only during public tender offer periods for the Company's shares **(Resolutions 18 to 22)**
- Limitation of the overall ceiling for immediate or future capital increase delegations **(Resolution 23)**
- Delegation of authority to the Board of Directors to resolve to increase the share capital by capitalizing premiums, reserves, profits or other amounts **(Resolution 24)**
- Authorization of the Board of Directors to reduce the share capital by cancelling treasury shares **(Resolution 25)**



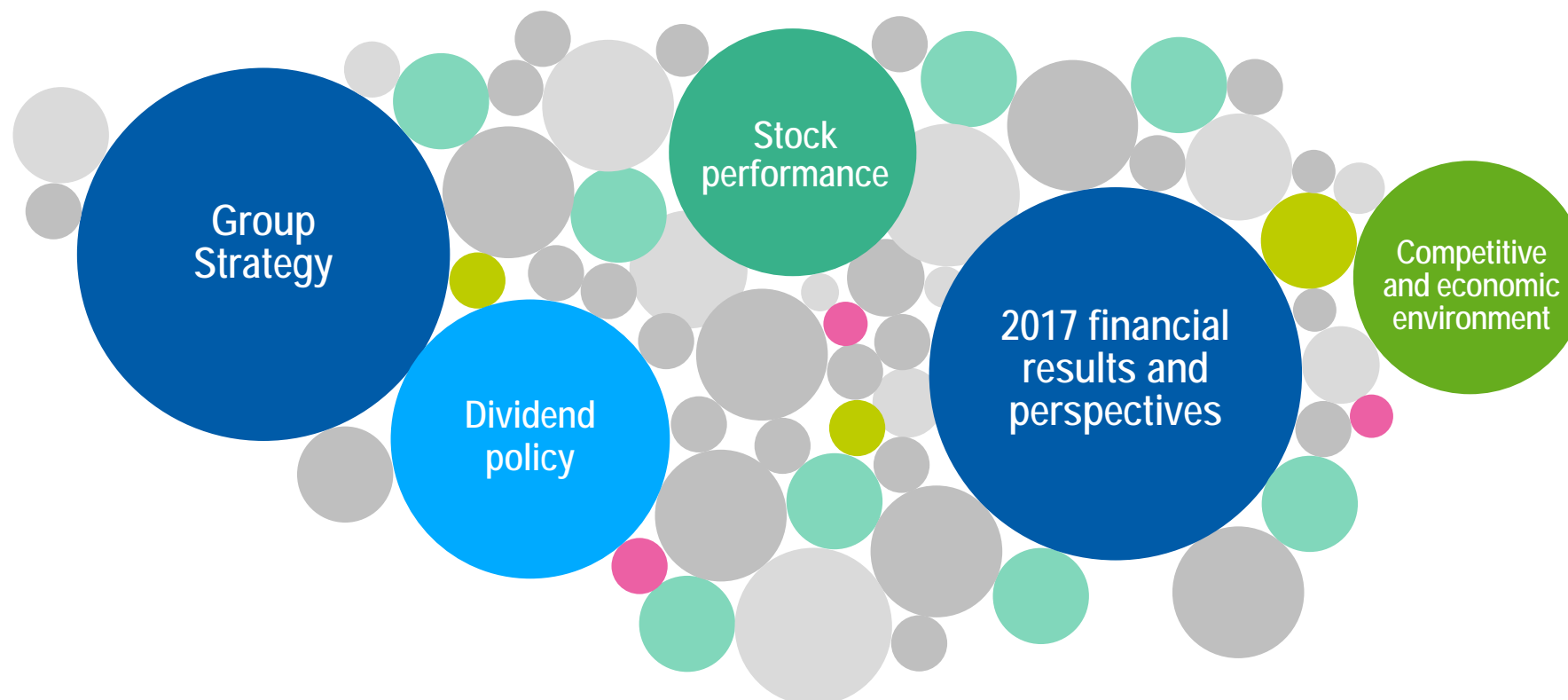
## AGENDA (3/3)

- 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 **(Resolution 26)**
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to capital, with preferential subscription rights waived, for the benefit of entities created as part of the implementation of the ENGIE group's international employee shareholding plan **(Resolution 27)**
- Authorization for the Board of Directors to award bonus shares to all employees and corporate officers of ENGIE group companies (except for the corporate officers of the ENGIE company) and to employees participating in an international employee shareholding plan of the ENGIE group **(Resolution 28)**
- Authorization for the Board of Directors to award bonus shares to some employees and corporate officers of ENGIE group companies (except for the corporate officers of the ENGIE company) **(Resolution 29)**
- Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities **(Resolution 30)**

# DIALOGUE WITH STAKEHOLDERS

## MAIN TOPICS TO BE TREATED DURING THE SHAREHOLDERS' MEETING

*In % of respondents*





# AGENDA

- ENGIE, a major player of the worldwide energy revolution
- The successful industrial repositioning
- 2017 results and 2018 outlook
- Governance
- Presentation of the resolutions
- Statutory auditors
- Dialogue with shareholders
- Vote on Resolutions





# **ENGIE, A MAJOR PLAYER OF THE WORLDWIDE ENERGY REVOLUTION**









# THE SUCCESSFUL INDUSTRIAL REPOSITIONING





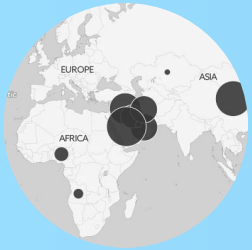
## GLOBAL WARMING

World average annual rise of temperatures of 1°C since 1980



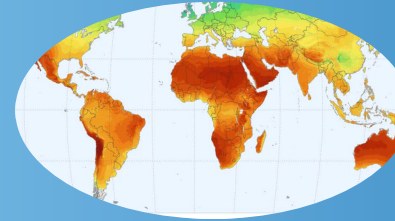
In 2040, gas and renewables will exceed fossil energies

(Source : IEA)



## GEOPOLITICAL BALANCES

Increasing energy dependence of emerging countries



Solar resources widely distributed: 65% of solar production will come from emerging countries in 2030

(Source: IEA)



## ACCESS TO ENERGY

1.2 billion people do not have access to energy in the world



The flexibility of production solutions at home speeds up



## QUALITY OF LIFE

9 out of 10 people live in cities whose air quality does not respect the limits recommended by the WHO

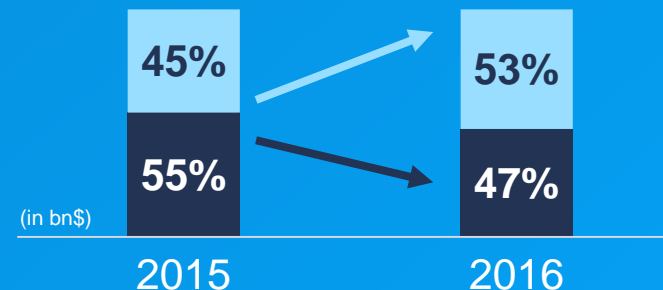


Green mobility helps redesign the sustainable city



In 2040, gas and renewables will exceed fossile energies

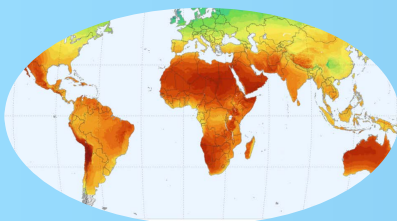
(Source : IEA)



In 2016, investments in renewables exceed investments in hydrocarbures

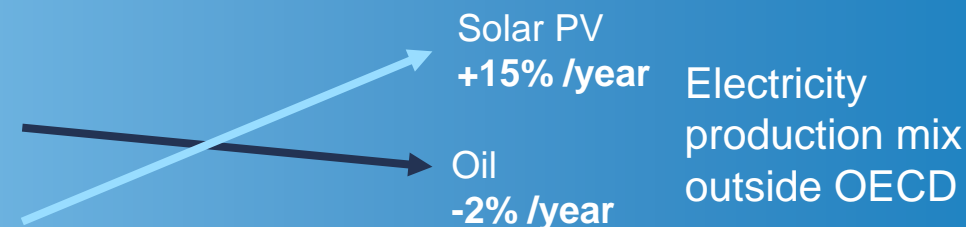
(Source : IEA)

Electricity Hydrocarbures



Solar resources widely distributed: 65% of solar production will come from emerging countries in 2030

(Source: IEA)



The flexibility of production solutions at home speeds up

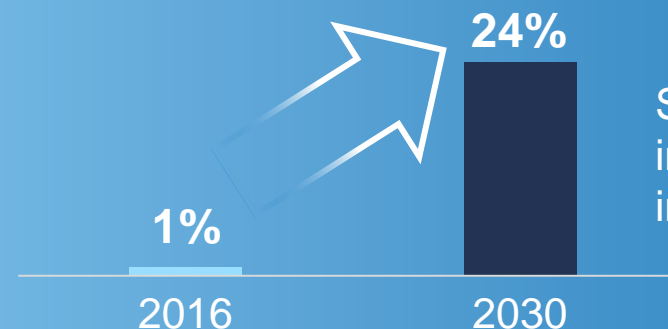


71% of new connections will be made by decentralized solutions, allowing access to energy for all in 2030

(Source: IEA)



Green mobility helps redesign the sustainable city



Share of electric vehicules in the sales of light vehicles in the world



Active consumers ask  
for integrated solutions

A greener  
electricity

A greener  
gas



# TRANSFORMATION PLAN 2016-2018

## DISPOSALS



€15.0bn



P/E Disposals ~25  
Vs P/E ENGIE ~14

## INVESTMENTS



€14.3bn



RoI > WACC+2

## INNOVATION



€1.5bn

10  
digital platforms  
under deployment

## EFFICIENCY AND AGILITY



1 → €1.3bn





	2015	2017
NET RECURRING INCOME, GROUP SHARE	€2.6bn	€2.6bn
NET INCOME, GROUP SHARE	€4.6bn	€1.4bn
LESS CARBON SHARE OF EBITDA FROM LOW CO <sub>2</sub> ACTIVITIES	75%	91%
STRONG ORGANIC GROWTH POTENTIAL ORGANIC GROWTH OF EBITDA 2015 VS 2014 AND 2017 VS 2016	-9%	+5%
MORE PROFITABLE ROCE	6.5%	7.2%
STRONGER FINANCIAL STRUCTURE NET DEBT	€27.7bn	€20.9bn
IMPROVED RISK PROFILE SHARE OF EDITDA CONTRACTED / REGULATED	70%	89%
TOTAL SHAREHOLDER RETURN	<b>+24%</b> SINCE THE CLOSING OF ACCOUNTS 2015	

**HELP OUR CLIENTS TO IMPROVE  
THEIR ENERGY USAGE AND TO BUILD  
BETTER PLACES TO LIVE**

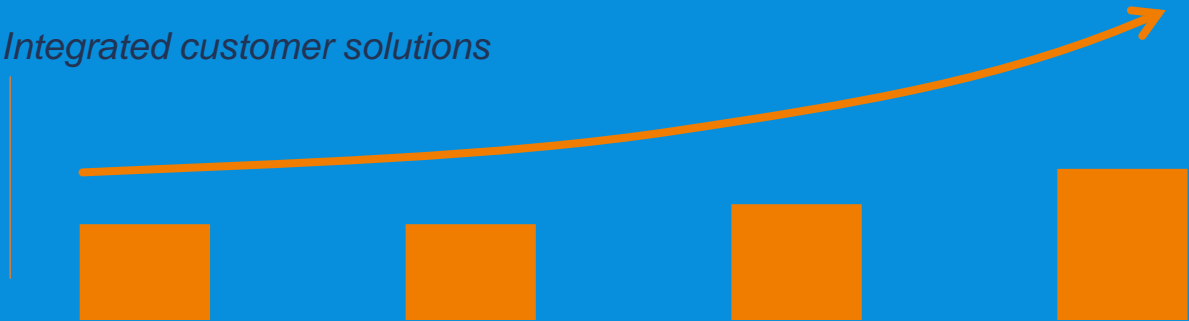


**...AND PRODUCE AND DISTRIBUTE  
A GREENER ENERGY**



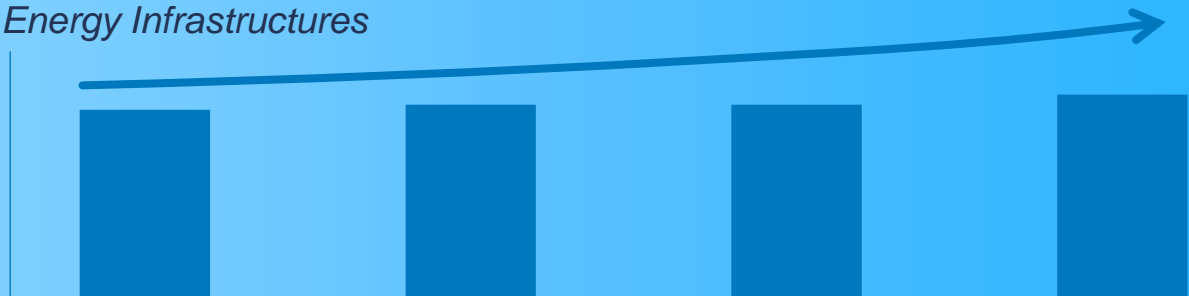
HELP OUR CUSTOMERS TO IMPROVE  
THEIR ENERGY USAGE AND BUILD  
BETTER PLACES TO LIVE

*Integrated customer solutions*

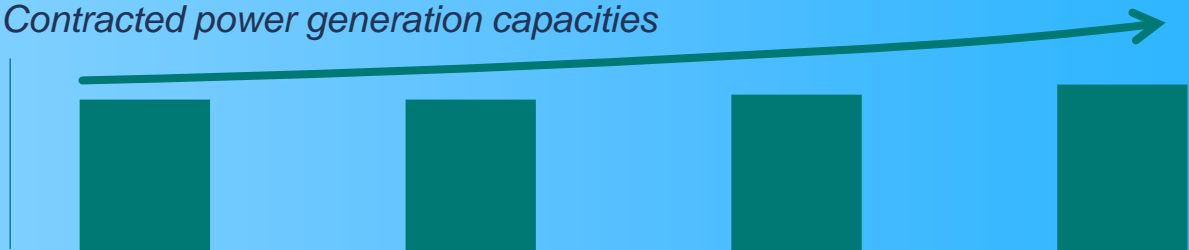


PRODUCE AND DISTRIBUTE  
A GREENER ENERGY

*Energy Infrastructures*



*Contracted power generation capacities*



*Merchant power generation capacities*



2015

2016

2017

2018



HELP OUR CUSTOMERS  
TO IMPROVE THEIR  
ENERGY USAGE  
AND BUILD BETTER  
PLACES TO LIVE



ACTIVITIES DEPLOYED AT LARGE SCALE



24 M of contracts  
#1 Green offers in France

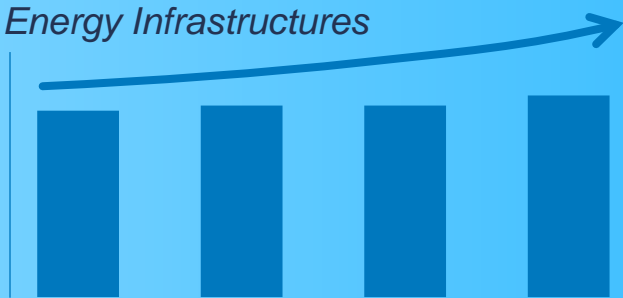


#1 Worldwide  
Leader in 10 countries



#1 Worldwide cooling networks  
#4 Worldwide heating networks

PRODUCE AND  
DISTRIBUTE  
A GREENER  
ENERGY



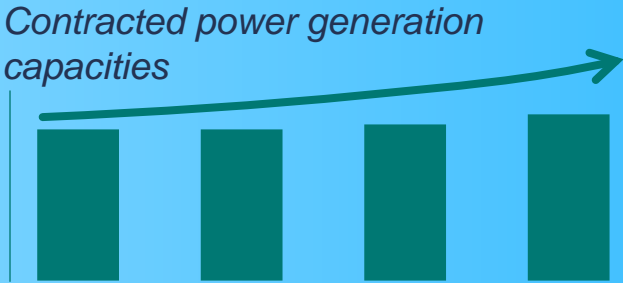
#3 worldwide  
of gas storage



Europe : #1 distribution network  
World : 295 000 km of pipelines



International  
projects



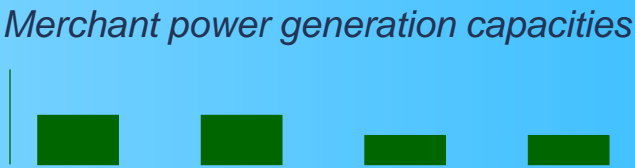
Natural gas  
capacities: 57GW  
Coal capacities: 7GW



Capacities: 16GW  
2<sup>nd</sup> producer in France  
1<sup>st</sup> private producer in Brazil



24GW  
+1GW in 2018  
#1 solar / wind in France  
1<sup>st</sup> actor non-Indian in India



> 6GW of nuclear capacities

5% of  
organic  
growth

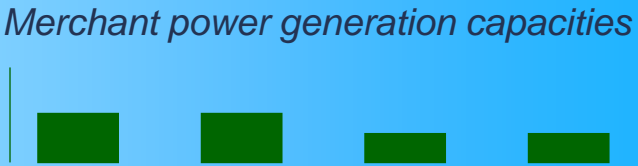
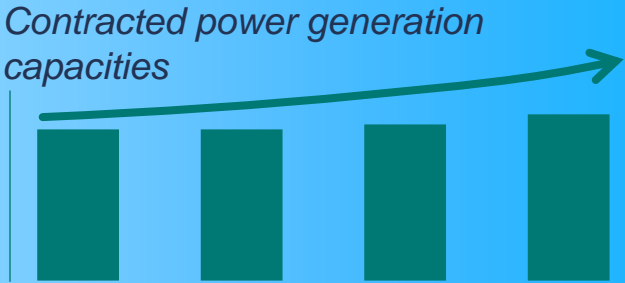
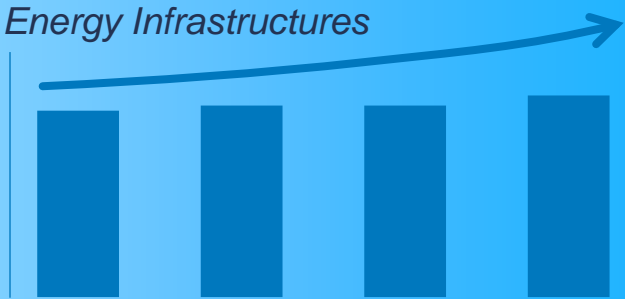
2015 2016 2017 2018



HELP OUR CUSTOMERS  
TO IMPROVE THEIR  
ENERGY USAGE  
AND BUILD BETTER  
PLACES TO LIVE



PRODUCE AND  
DISTRIBUTE  
A GREENER  
ENERGY



2015 2016 2017 2018

EMERGING ACTIVITIES

Green gas



Building integrated  
production



Storage

Digital



Green mobility




Hydrogen



Microgrids










# **2017 RESULTS AND 2018 OUTLOOK**



# 2017 RESULTS IN ORGANIC GROWTH

## 2017 RESULTS AND ORGANIC GROWTH *In €bn*

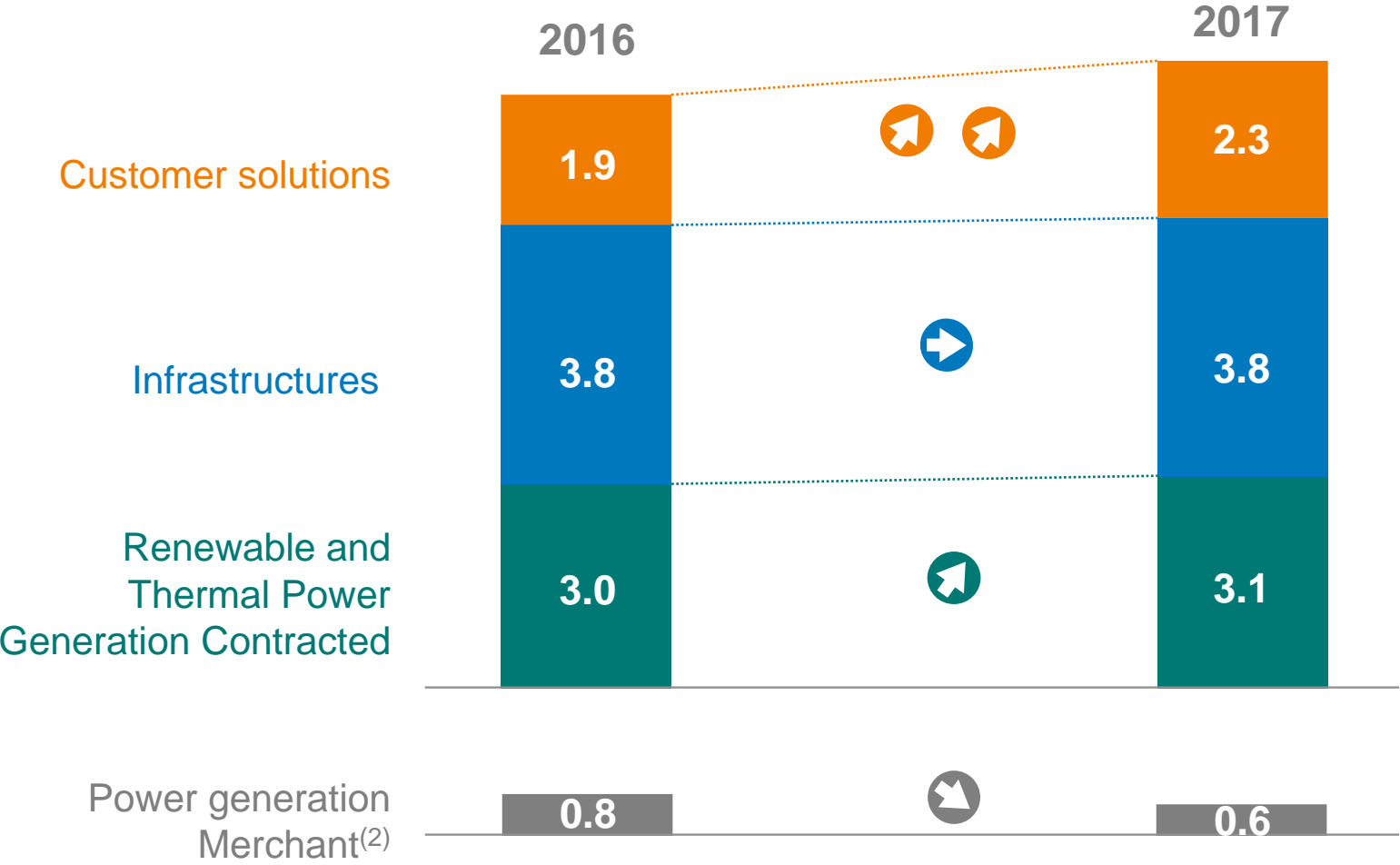
Revenues	65.0	
EBITDA	9.3	
Net recurring income, Group share <sup>(1)</sup>	2.6	 
Net income, Group share	1.4	 

(1) NRIs excluding IFRS 5 accounting treatment for E&P (E&P classified as "discontinued operations") i.e. NRIs excluding the D&A upside (€0.1bn) but including E&P underlying contribution (€0.2bn)



# STRATEGY IS PAYING OFF

EBITDA<sup>(1)</sup>  
In €bn



(1) Unaudited figures, excluding unallocated corporate costs and non-core activities sold (2) 2016 restated of nuclear tax



## 2017 TARGETS ACHIEVED

**Net Debt<sup>(1)</sup> / Ebitda**

**2.2x**

**Credit rating**

**A- / A2**

**Dividend**

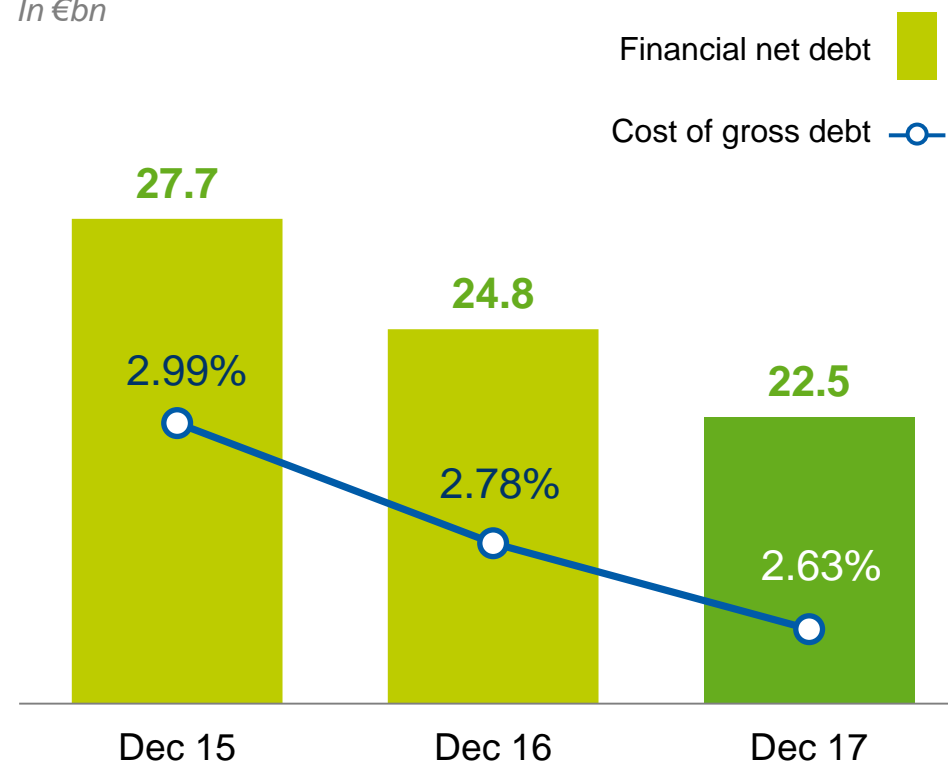
**€0.70 / share**

(1) Net debt pro forma from E&P interco debt



# A STRONGER FINANCIAL STRUCTURE

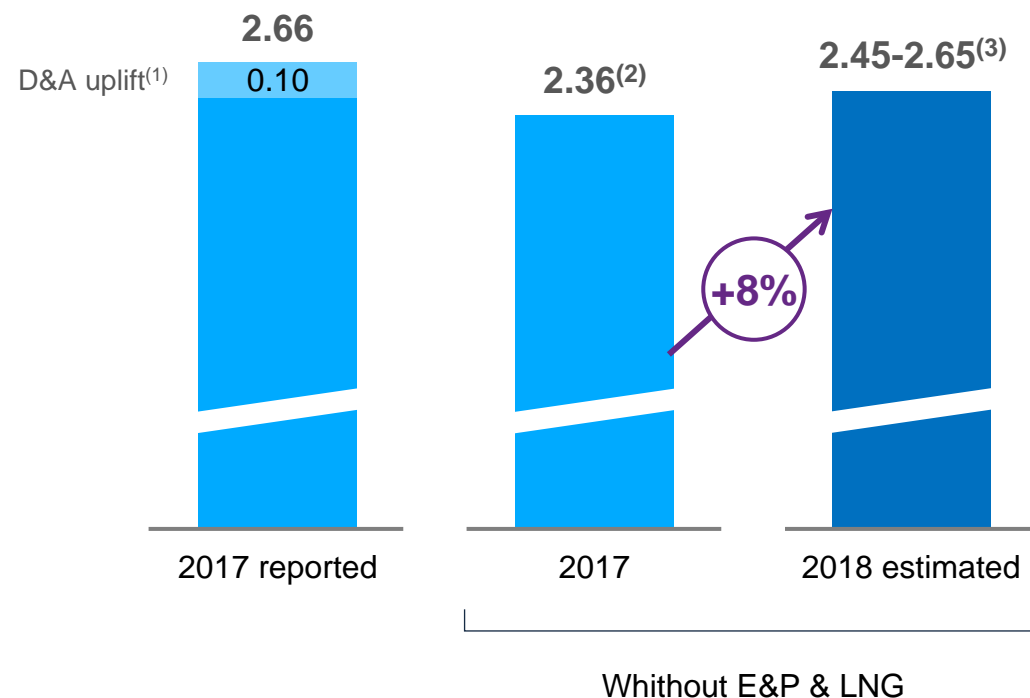
**FINANCIAL STRUCTURE**  
*In €bn*



# SUSTAINED DYNAMICS IN 2018

## NET RECURRING INCOME GROUP SHARE

In €bn



Net debt / Ebitda  $\leq 2.5x$

“A” category rating

(1) Coming from IFRS 5 treatment of E&P

(2) Without E&P and LNG contributions and without IFRS 9 and IFRS 15 treatments

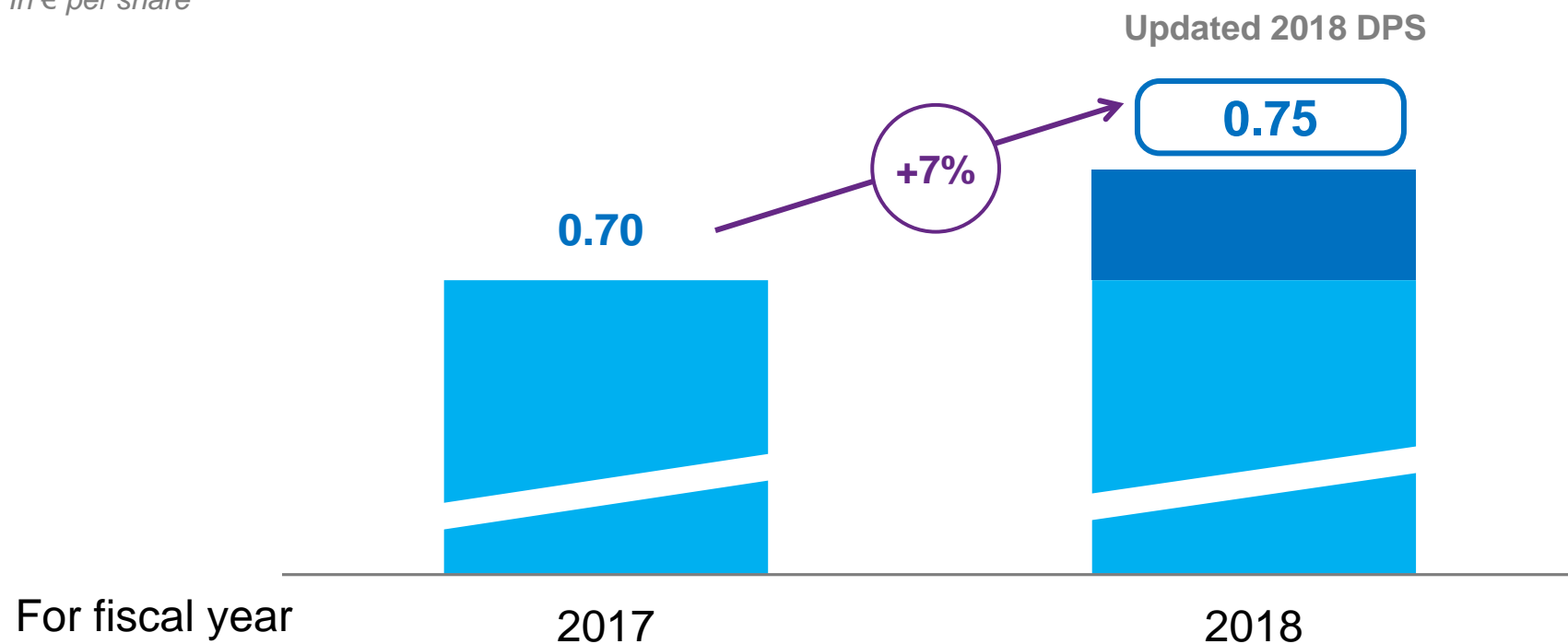
(3) Main assumptions: no E&P and LNG contributions, average weather in France, full pass through of supply costs in French regulated gas tariffs, no significant accounting treatment changes except for IFRS 9 and IFRS 15, no major regulatory and macro-economic changes, market commodity prices as of 12/31/2017, average forex for 2018: €/£: 1.22; €/BRL: 3.89, no significant impacts from disposals not already announced.



# 2018 DIVIDEND INCREASE

## DIVIDEND PER SHARE

*In € per share*



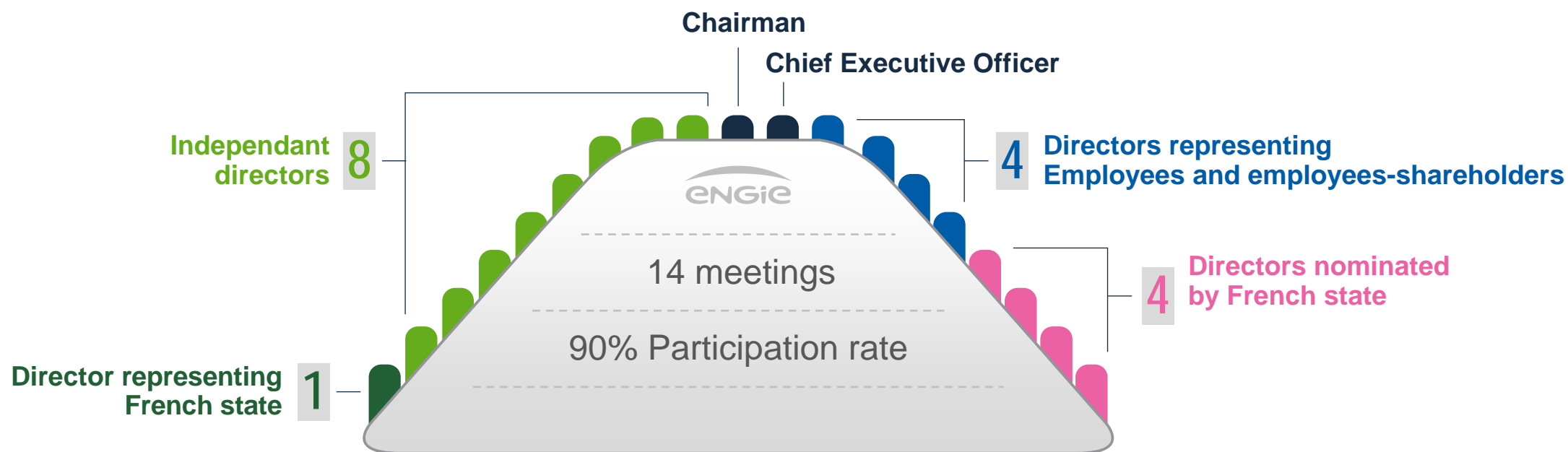


# GOVERNANCE



# AN ACTIVE AND DIVERSIFIED BOARD OF DIRECTORS

## BOARD ACTIVITIES IN 2017



**19 directors**

**53% independent directors<sup>(1)</sup>**

**21% foreign directors**

**56% women<sup>(2)</sup>**

(1) Pursuant to the Afep-Medef Code, the number of Directors representing employees and employee shareholders is not counted when determining the percentage of independent Directors.

(2) In assessing the ratio of women to men on Boards of Directors, the law stipulates that Directors who are employee representatives – who are not elected by the General Shareholders' Meeting – are not taken into account.

# 4 COMMITTEES ASSISTING THE BOARD OF DIRECTORS



## Strategy, Investments and Technology



Edmond  
**Alphandéry**

Meetings

15

Participation rate

89%

Aldo Cardoso  
Patrice Durand  
Catherine Guillouard  
Philippe Lepage  
Lucie Muniesa  
Marie-José Nadeau

## Ethic, Environment and sustainable Development



Ann-Kristin  
**Achleitner**

4

85%

Mari-Noëlle Jégo-Laveissière  
Barbara Kux  
Françoise Malrieu  
Olivier Marquer

## Audit



Marie-José  
**Nadeau**

10

94%

Edmond Alphandéry  
Aldo Cardoso  
Françoise Malrieu  
Lucie Muniesa  
Christophe Aubert

## Nominations, Compensations and Governance



Françoise  
**Malrieu**

6

97%

Alain Beullier  
Fabrice Brégier  
Lucie Muniesa  
Lord Ricketts of Shortlands



# ANTICIPATE OUR MAIN RISKS

## STRUCTURAL TRENDS

### Risks related to the external environment

Country risks

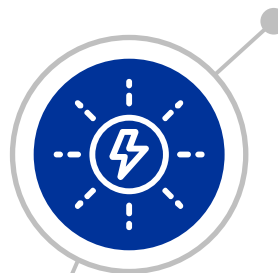


Regulatory risks

## ENERGY MARKETS TRENDS

### Strategic risks of sector transformation

Transformation of the electricity market

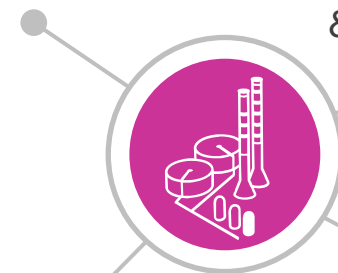


Evolution of the natural gas market

## ENGIE BUSINESS MODEL

### Operational risks related to the business

Industrial safety/  
Nuclear safety

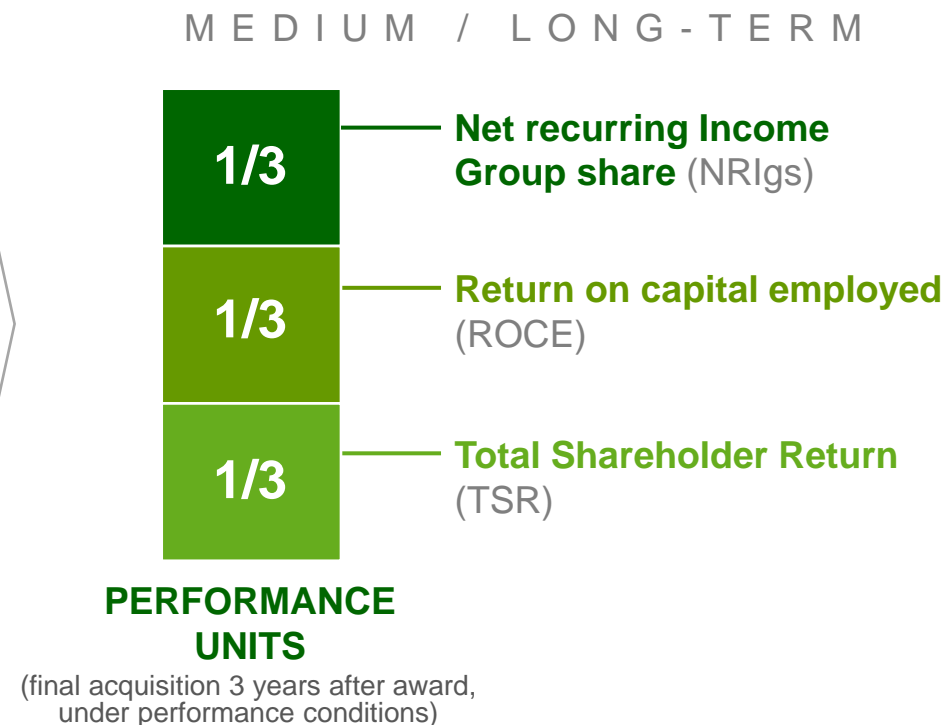
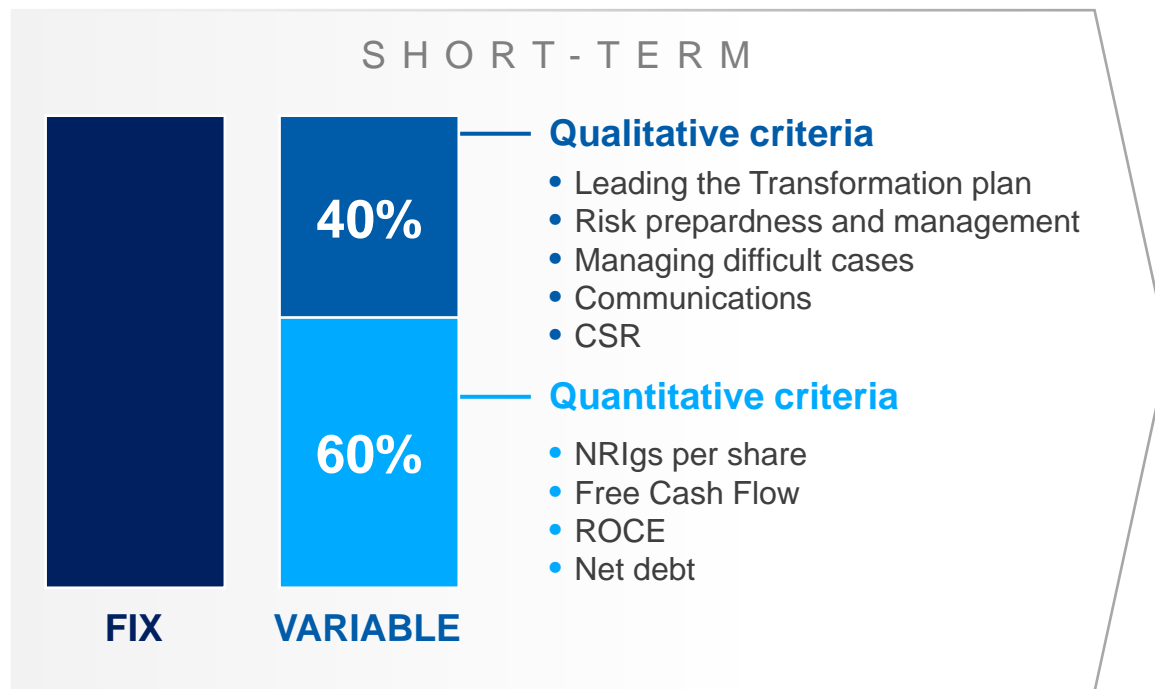


Digitalization  
& Cybersecurity

Projects

Human Resources  
and transformation issues

# COMPENSATIONS STRUCTURED AT SHORT, MEDIUM AND LONG-TERMS



No attendance  
fee

No hiring or termination  
compensation

No multi year variable  
compensation





**Ross  
McInnes**

Born March 8, 1954

French-Australian nationality

Chairman of  
the Board of Safran

Co-chairman of  
the “Action Publique 2022”  
committee

**Since April, 2015**

- Chairman of the Board of Directors of Safran

**Since February, 2013**

- Director of Eutelsat

**From May 2011 to April 2015**

- Executive Vice President, Economic and Financial Affairs of Safran

**From July 2009 to April 2011**

- Member of the Executive Board of Safran

**From 2006 to June 2007**

- Supervisory Board of Générale de Santé and Chairman of its Management Board

**From 2005 to 2006**

- Executive Vice President for Finance and Strategy - PPR (became Kering)

**From 2000 to 2005**

- Executive Vice President and Chief Financial Officer - Thomson-CSF (became Thales)

**From 1991 to 1999**

- Chief Financial Officer - Eridania - Beghin-Say

**From 1980 to 1989**

- Number of corporate finance positions - Continental Bank (became Bank of America)



**Jean-Pierre  
Clamadieu**

Born August 15, 1958

French nationality

Chairman of the Executive  
Committee of Solvay

**Since May 2012**

- Chairman of Solvay's Executive Committee

**From September 2011 to April 2012**

- Vice-Chairman of Solvay's Executive Committee

**From 2008 to September 2011**

- Chairman and Chief Executive Officer of Rhodia

**From 2003 to 2008**

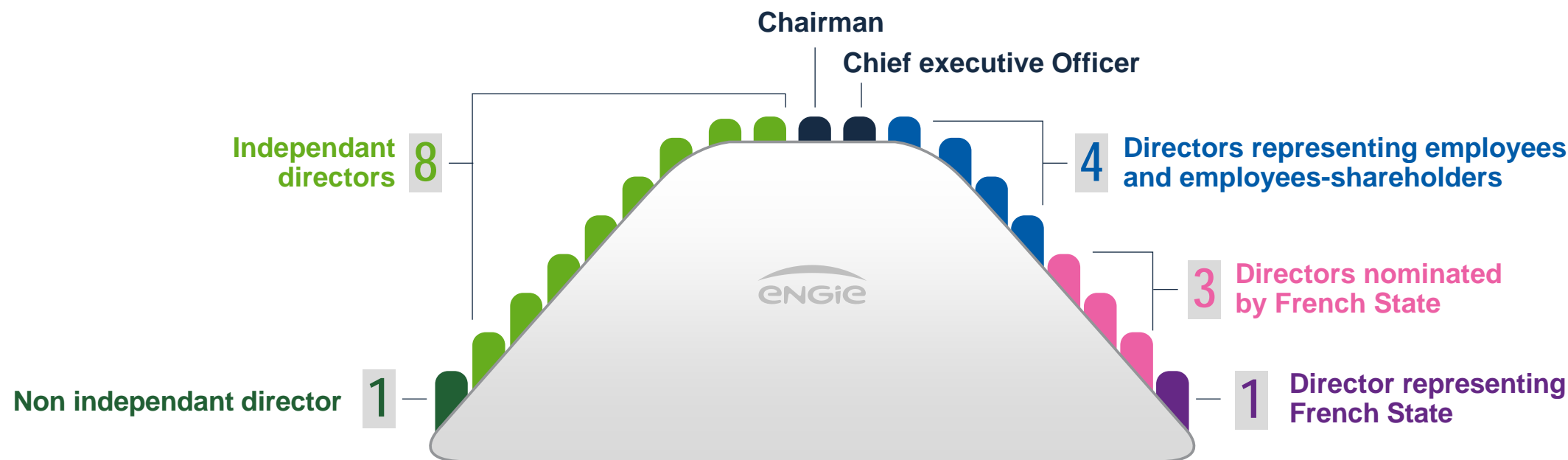
- Chief Executive Officer of Rhodia

**From 1993 to 2003**

- Rhône-Poulenc Group: number of Senior management positions



# COMPOSITION OF THE BOARD AT THE END OF THE MEETING



**19 directors**

**60% independant directors<sup>(1)</sup>**

**21% foreign directors**

**50% women<sup>(2)</sup>**

<sup>(1)</sup> Pursuant to the Afep-Medef Code, the number of Directors representing employees and employee shareholders is not counted when determining the percentage of independent Directors

<sup>(2)</sup> In assessing the ratio of women to men on Boards of Directors, the law stipulates that Directors who are employee representatives – who are not elected by the General Shareholders' Meeting – are not taken into account.



# PRESENTATION OF THE RESOLUTIONS



## AGENDA (1/3)

### Resolutions submitted to the ORDINARY Shareholders' Meeting

- Approval of the Company financial and consolidated financial statements for fiscal year 2017, allocation of net income and declaration of dividend for 2017, regulated commitments and agreements, authorization of the Board of Directors to trade in the Company's shares **(Resolutions 1 to 7)**
- Appointment of two directors, M. Jean-Pierre Clamadieu and M. Ross McInnes **(Resolutions 8 and 9)**
- Consultation on the components of compensation due or awarded for 2017 to Isabelle Kocher, Chief Executive Officer **(Resolution 10)**
- Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the executive corporate officers **(Resolutions 11 and 12)**

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- Delegation of authority to the Board of Directors to issue common shares and/or share equivalent only outside public tender offer periods for the Company's shares **(Resolutions 13 to 17)**
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- Authorization of the Board of Directors to reduce the share capital by cancelling treasury shares **(Resolution 25)**



## AGENDA (3/3)

- 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 **(Resolution 26)**
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to capital, with preferential subscription rights waived, for the benefit of entities created as part of the implementation of the ENGIE group's international employee shareholding plan **(Resolution 27)**
- Authorization for the Board of Directors to award bonus shares to all employees and corporate officers of ENGIE group companies (except for the corporate officers of the ENGIE company) and to employees participating in an international employee shareholding plan of the ENGIE group **(Resolution 28)**
- Authorization for the Board of Directors to award bonus shares to some employees and corporate officers of ENGIE group companies (except for the corporate officers of the ENGIE company) **(Resolution 29)**
- Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities **(Resolution 30)**



# STATUTORY AUDITORS



# STATUTORY AUDITORS INTERVENTION

## STATUTORY AUDITORS' REPORTS



### Reports submitted under the resolutions of the Ordinary Shareholders' Meeting

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- Report on the annual accounts  
(*Resolution 1*)
- Report on the consolidated accounts  
(*Resolution 2*)
- Statutory Auditors' special report on regulated agreements and commitments  
(*Resolutions 4,5 and 6*)



### Reports submitted under the resolutions of the Extraordinary Shareholders' Meeting

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- Reports on capital transactions  
(*Resolutions 13 à 29*)



# DIALOGUE WITH SHAREHOLDERS



# VOTE ON RESOLUTIONS



# FIRST RESOLUTION

OGM

## 2017 Company financial statements

- Approval of transactions and the parent Company financial statements for fiscal year showing net income for the year of €1,420,661,432.



# SECOND RESOLUTION

OGM

## 2017 Consolidated financial statements

- Approval of the consolidated financial statements for fiscal year 2017 showing consolidated net income, Group share, for the year of €1,422,700,147.

## THIRD RESOLUTION



### Appropriation of net income and declaration of dividend for fiscal year 2017

- The purpose of this resolution is to allocate the income and set the **ordinary** dividend per share at €0.7 and the **supplementary** dividend per share at €0.07, payable to the shares that have been registered for at least two years as of December 31, 2017.
- Taking into account the interim dividend of €0.35 per share paid on October 13, 2017, the final net dividend will be €0.35 per share for the shares benefiting from **ordinary** dividend and to €0.07 per share for the shares carrying rights to **supplementary** dividend.
- Date of declaration of the final net dividend: May 22, 2018.
- Date of payment of the final net dividend: May 24, 2018.



## FOURTH RESOLUTION

OGM

### **Approval of agreement relating to the merging of the French natural gas terminal and transmission businesses**

- Pursuant to Article L.225-38 of the French Commercial Code, the purpose of this resolution is to approve all the agreements relating to the merging of the French natural gas terminal and transmission businesses, authorized by the Board of Directors on June 28, 2017.

## FIFTH RESOLUTION

OGM

### **Approval of the agreement relating to the firm purchase from the French State of 11,100,000 shares**

- Pursuant to Article L.225-38 of the French Commercial Code, the purpose of this resolution is to approve the agreement, authorized by the Board of Directors on September 5, 2017, relating to the the firm purchase of 11,100,000 shares from the French State, which are offered to employees as part of the Link 2018 employee shareholding plan.



## SIXTH RESOLUTION

OGM

### **Approval of the agreement relating to the potential purchase from the French State of up to 11,111,111 shares, depending on the number of shares acquired by the employees under the Link 2018 employee shareholding plan**

- Pursuant to Article L.225-38 of the French Commercial Code, the purpose of this resolution is to approve the agreement, authorized by the Board of Directors on December 13, 2017, relating to the potential future purchase from the French State of up to 11,111,111 shares, depending on the number of shares acquired by the employees under the Link 2018 employee shareholding plan.

# SEVENTH RESOLUTION



## **Renewal of the the authorization to trade in the Company's shares**

- Maximum purchase price : €30.
- Maximum number of shares purchased during the program and maximum stake at any time: 10 % of the share capital.
- Maximum aggregate amount of purchases: €7.3 billion.
- This resolution may not be used in case of a takeover bid on the Company's shares.
- Authorization period: 18 months.



## EIGHTH RESOLUTION

OGM

### **Appointment of Mr. Jean-Pierre Clamadieu as Director**

- French citizen.
- Term of office: Shareholders' Meeting convened in 2022 to approve the 2021 financial statements.

## NINTH RESOLUTION

OGM

### **Appointment of Mr. Ross McInnes as Director**

- Dual French-Australian citizen
- Term of office: Shareholders' Meeting convened in 2022 to approve the 2021 financial statements.



# TENTH RESOLUTION

OGM

## **Approval of the components of compensation due or awarded for 2017 to Isabelle Kocher, Chief Executive Officer**

- Shareholders are requested to approve the components of compensation due or awarded for 2017 to Isabelle Kocher, Chief Executive Officer as described on pages 47 to 49 of the Notice of Meeting and in Section 4.6.1.8 of the 2017 Registration Document.

## ELEVENTH RESOLUTION



**Approval, in accordance with Article L. 225-37-2 of French Commercial Code, of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to the Chairman of the Board of Directors**

- Shareholders are requested to approve the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the Chairman of the Board of Directors as of May 18, 2018, as presented on pages 50 and 51 of the Notice of Meeting and in Section 4.6.1.9 of the 2017 Registration Document.



## TWELFTH RESOLUTION



**Approval, in accordance with Article L. 225-37-2 of French Commercial Code, and benefits attributable to the Chief Executive Officer of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation**

- Shareholders are requested to approve the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the Chief Executive Officer as of January 1, 2018, as presented on pages 50 and 51 of the Notice of Meeting and in Section 4.6.1.9 of the 2017 Registration Document.

# THIRTEENH RESOLUTION



**Renewal of delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights maintained (delegation to be used, only outside the context of a public tender offer).**

- Public offering of:
  - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company (maximum nominal amount : **€225 million**), or
  - Securities entitling the allocation of debt instruments (maximum nominal amount : **€5 billion**).
- These ceilings are common to issuances under the 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> Resolutions.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.



## FOURTEENTH RESOLUTION

EGM

**Renewal of delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights waived (delegation to be used only outside the context of a public tender offer).**

- Public offering, including in the context of a tender offer on a listed company, of:
  - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company (maximum nominal amount: **€225 million**), or
  - Securities entitling the allocation of debt instruments (maximum nominal amount: **€5 billion**).
- Maximum offering price: weighted average of the last three trading days less the 5% discount provided by law.
- These ceilings are common to issuances under the 13<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> Resolutions.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.

## FIFTEENTH RESOLUTION

**Delegation of authority to the Board of Directors to issue ordinary shares or other securities, with preferential subscription rights waived, in the context of a private placement with qualified investors or a limited circle of investors (to be used only outside public tender offer periods)**

- Reserved issuance of:
  - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company.  
Maximum nominal amount: **€225 million**, or
  - Securities entitling the allocation of debt instruments. Maximum nominal amount: **€5 billion**.
- These ceilings are common to issuances under the 13<sup>th</sup>, 14<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> Resolutions.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.



## SIXTEENTH RESOLUTION

The logo consists of the letters "EGM" in a bold, blue, sans-serif font, enclosed within a thin blue circular border.

**Renewal of delegation of authority to the Board of Directors to increase the number of securities to be issued under the 13th, 14th, and 15th resolutions (“greenshoe”) (delegation to be used only outside the context of a public tender offer).**

- Maximum nominal amount: 15% of the initial issue counting against the **€225 million** ceiling set in the 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> Resolutions as well as **€5 billion** for securities representing debt instruments.
- These ceilings are common to issuances under the 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> Resolutions.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.

## SEVENTEENTH RESOLUTION

**Renewal of delegation of authority to the Board of Directors to issue ordinary shares and/or various securities in consideration for contributions of securities to the Company, within the limit of 10% of the share capital (delegation to be used only outside the context of a public tender offer).**

- Reserved issuance.
- Maximum nominal amount: 10% of the share capital counting against the **€225 million** ceiling set in the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> resolutions as well as **€5 billion** for securities representing debt instruments.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.



## EIGHTEENTH RESOLUTION

**Renewal of delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights maintained (delegation to be used only within the context of a public tender offer).**

- Public offering of:
  - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company (maximum nominal amount: **€225 million**), or
  - Securities entitling the allocation of debt instruments (maximum nominal amount: **€5 billion**).
- These ceilings are common to issuances under the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> Resolutions.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.

# NINETEENTH RESOLUTION

EGM

**Renewal of delegation of authority to the Board of Directors to issue various securities, with preferential subscription rights waived (delegation to be used only within the context of a public tender offer).**

- Public offering, including in the context of a tender offer on a listed company, of:
  - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company (maximum nominal amount: **€225 million**), or
  - Securities entitling the allocation of debt instruments (maximum nominal amount: **€5 billion**).
- Maximum offering price : weighted average of the last three trading days less the 5% discount provided by law.
- These ceilings are common to issuances under the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> Resolutions.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.



# TWENTIETH RESOLUTION

EGM

**Renewal of delegation of authority to the Board of Directors to issue common shares or other securities, with preferential subscription rights waived, in the context of a private placement with qualified investors or a limited circle of investors (delegation to be used only within the context of a public tender offer).**

- Reserved issuance of:
  - Common shares and/or share equivalents of the Company and/or subsidiaries of the Company.  
Maximum nominal amount: **€225 million**, or
  - Securities entitling the allocation of debt instruments. Maximum nominal amount: **€5 billion**.
- These ceilings are common to issuances under the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> Resolutions.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.

## TWENTY-FIRST RESOLUTION

**Renewal of delegation of authority to the Board of Directors to increase the number of securities to be issued under the 18th, 19th and 20th resolutions (delegation to be used only within the context of a public tender offer).**

- Maximum nominal amount: 15% of the initial issue counting against the **€225 million** ceiling set in the 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> Resolutions as well as **€5 billion** for securities representing debt instruments.
- These ceilings are common to issuances under the 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> Resolutions.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.



## TWENTY-SECOND RESOLUTION

EGM

**Renewal of delegation of authority to the Board of Directors to issue ordinary shares and/or various securities in consideration for contributions of securities to the Company, within the limit of 10% of the share capital (delegation to be used only within the context of a public tender offer).**

- Reserved issuance.
- Maximum nominal amount: 10% of the share capital counting against the **€225 million** ceiling set in the 13th, 14th, 15th, 16th, 17th, 18th, 19th, 20th and 21st resolutions as well as **€5 billion** for securities representing debt instruments.
- The maximum amount of **€225 million** shall count against the **€265 million** overall nominal ceiling set in the 23rd Resolution.
- Authorized period: 26 months.

# TWENTY-THIRD RESOLUTION



## Limit on the overall ceiling for immediate or future capital increase authorizations

- Maximum nominal amount: **€265 million**.
- Maximum aggregate nominal amount common to the 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup>, 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions.
- The authorizations may only be implemented within the limit of a number of securities such that, following each proposed issue, the French State holds an interest in the Company's share capital or in voting rights in accordance with the legal provisions governing its shareholding in ENGIE's capital.



## TWENTY-FOURTH RESOLUTION

EGM

### **Renewal of delegation of authority to the Board of Directors to issue shares by capitalizing premiums, reserves, earnings or other accounting items**

- The overall amount that may be capitalized shall be in addition to the aggregate ceiling of **€265 million** referred to in the 23<sup>rd</sup> Resolution.
- Authorized period: 26 months.

## TWENTY-FIFTH RESOLUTION

**Renewal of authorization granted to the Board of Directors to reduce the share capital by cancellation of treasury shares.**

- Limit: **10%** of the share capital per 24 month period.
- Authorized period: 26 months.



## TWENTY-SIXTH RESOLUTION

EGM

### Issuance of shares reserved for employee members of a Group employee shareholding plan

- Maximum nominal amount: **2%** of share capital; this amount shall count against the **€265 million** overall ceiling set in the 23<sup>rd</sup> Resolution.
- Ceiling common to issuances under the 27th Resolution: **2%** of share capital.
- Issue price: average opening share price over the 20 trading days preceding the date of the decision, less a 20% discount (or 30% when, in accordance with applicable law, the holding period is at least 10 years).
- Authorized period: 26 months as of this Shareholders' meeting.
- Deprives of effect the authorization previously granted by the 14<sup>th</sup> Resolution of the May 12, 2017 Shareholders' Meeting as of September 1, 2018.

## TWENTY-SEVENTH RESOLUTION

EGM

### Issuance of shares for the benefit of all entities created as part of the implementation of the ENGIE group international employee shareholding plan

- Maximum nominal amount: **0.5%** of share capital ; this amount shall count against the **€265 million** overall ceiling set in the 23<sup>th</sup> Resolution.
- The amount of issuances shall count against the ceiling of **2%** of share capital set forth in the 26<sup>th</sup> Resolution.
- Issue price: average opening share price over the 20 trading days preceding the date of the decision, less a 20% discount.
- Authorized period: 18 months as of this Shareholders' meeting.
- Deprives of effect the authorization previously granted by 15<sup>th</sup> Resolution of the May 12, 2017 Shareholders' Meeting as of September 1, 2018.



## TWENTY-EIGHT RESOLUTION

The logo consists of the letters "EGM" in a bold, blue, sans-serif font, enclosed within a thin blue circular border.

**Renewal of authorization for the Board of Directors to award bonus shares to all employees and officers of ENGIE group companies (except for executive corporate officers of the ENGIE Company) and to employees participating in an international employee shareholding plan of ENGIE group**

- Maximum amount: **0.75%** of the share capital as of the decision date, common to the 28<sup>th</sup> and 29<sup>th</sup> Resolutions. This ceiling is combined with an annual sub-ceiling of 0,25% of the share capital.
- Minimal vesting period: 2 years.
- Authorized period: 38 months as of this Shareholders' meeting.
- Deprives of effect the authorization previously granted by 16<sup>th</sup> Resolution of the May 12, 2017 Shareholders' Meeting as of September 1, 2018.

## TWENTY-NINTH RESOLUTION



### **Renouvellement de l'autorisation donnée au Conseil d'Administration à l'effet de procéder à des attributions gratuites d'actions en faveur de certains salariés et mandataires sociaux des sociétés du groupe ENGIE (à l'exception des mandataires sociaux de la société ENGIE)**

- Maximum amount: **0.75%** of the share capital as of the decision date, common to the 28<sup>th</sup> and 29<sup>th</sup> Resolutions. This ceiling is combined with an annual sub-ceiling of 0.25% of the share capital.
- Minimal vesting period: 3 years.
- Minimal holding period: none, except for Group's Senior managers for whom the aggregate vesting and holding periods will be set at a minimum of 4 years.
- Grants of bonus shares are subject to performance conditions, being specified that the first 150 shares awarded would be exempt from performance conditions when beneficiaries are not top executives.
- The shares awarded are outstanding shares.
- Authorized period: 38 months as of this Shareholders' meeting.



# THIRTIETH RESOLUTION



- Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities.



