

Final Terms dated 13 October 2015



ENGIE

Issue of EUR 50,000,000 1.764 per cent. Notes due 2027 (the “Notes”) to be consolidated (*assimilées*) and form a single series with the EUR 50,000,000 1.764 per cent. Notes due 2027 issued on 1 October 2015 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 2 October 2014 which is incorporated by reference in the Base Prospectus dated 8 October 2015. 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 8 October 2015 which has received visa no. 15-518 from the *Autorité des marchés financiers* (the “AMF”) on 8 October 2015, 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 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. Full information on the Issuer, the Notes and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Conditions 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: | 69 |
| | (ii) Tranche Number: | 2 |
| | (iii) Date on which the Notes become fungible: | The Notes will be assimilated (<i>assimilées</i>) and form a single series with the existing EUR 50,000,000 1.764 per cent. Notes due 2027 issued by the Issuer on 1 October 2015 (the “Existing Notes”) as from the date of assimilation which is expected to be on or about 40 calendar days after the Issue Date (the “Assimilation Date”). |

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| 3. | Specified Currency or Currencies: | Euro (“EUR”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 100,000,000 |
| | (ii) Tranche: | EUR 50,000,000 |
| 5. | Issue Price: | 98.556385 per cent. of the Aggregate Nominal Amount plus EUR 67.48 per Note of EUR 1000,000 Specified Denomination, corresponding to accrued interest from and including 1 October 2015 to but excluding 15 October 2015. |
| 6. | Specified Denomination: | EUR 100,000 |
| 7. | (i) Issue Date: | 15 October 2015 |
| | (ii) Interest Commencement Date: | 1 October 2015 |
| 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 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 10 December 2014 and decision of Mr Gérard Mestrallet in his capacity as Président Directeur Général of the Issuer dated 8 October 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. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment | 1 October in each year up to and including the Maturity |

	Date(s):	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		
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
22.	Clean-Up Call 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(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

25. 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
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.

Name and address of the Representative:

MCM AVOCAT
Represented by M. Antoine Lachenaud
10, rue de Sèze
75009 Paris
France

Name and address of the alternate Representative:

Me Philippe Maisonneuve
10, rue de Sèze,
75009 Paris
France

The Representative will receive a remuneration of EUR500 per annum.

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 15 October 2015.

(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.”

5. YIELD

Indication of yield: 1.900 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

8. OPERATIONAL INFORMATION

ISIN: FR0013017860 (to be consolidated and form a single series with ISIN FR0012990984 on or about the Assimilation Date)

Common Code: 130801480 (to be consolidated and form a single series with 129990643 on or about the Assimilation Date)

WKN: A1Z70R (to be consolidated and form a single series with A1Z7M0 on or about the Assimilation Date)

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: 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;