

Final Terms dated 14 September 2015



ENGIE (formerly GDF SUEZ)

Issue of JPY 20,000,000,000 0.535 per cent. Notes due January 2024
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 2 October 2014 which has received visa no. 14-534 from the *Autorité des marchés financiers* (the “AMF”) on 2 October 2014 and the first supplement to it dated 3 March 2015 which has received visa no. 15-073 from the AMF on 3 March 2015, the second supplement to it dated 21 May 2015 which has received visa no. 15-213 from the AMF on 21 May 2015 and the third supplement to it dated 7 September 2015 which has received visa no. 15-473 from the AMF on 7 September 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 GDF SUEZ (www.gdfsuez.com) and printed copies may be obtained from GDF SUEZ at 1, place Samuel de Champlain, 92400 Courbevoie, France.

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| 1. | Issuer: | ENGIE (formerly GDF SUEZ) |
| 2. | (i) Series Number: | 68 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Japanese Yen (“JPY”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | JPY 20,000,000,000 |
| | (ii) Tranche: | JPY 20,000,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination: | JPY 100,000,000 |
| 7. | (i) Issue Date: | 16 September 2015 |

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| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 16 January 2024 |
| 9. | Interest Basis: | 0.535 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 (<i>Conseil d'Administration</i>) of the Issuer dated 10 December 2014 and decision of Mr Gérard Mestrallet in his capacity as <i>Président Directeur Général</i> of the Issuer dated 9 September 2015 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 0.535 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | Semi-annually on 16 January and 16 July in each year from and including 16 January 2016 up to and including the Maturity Date. There will be a short first coupon in respect of the first Interest Period from and including the Issue Date to but excluding 16 January 2016. |
| | (iii) Fixed Coupon Amount: | JPY 267,500 per JPY 100,000,000 in nominal amount |
| | (iv) Broken Amount: | JPY 178,333.33 per JPY 100,000,000 in nominal amount payable on the Interest Payment Date falling on 16 January 2016 |
| | (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 Call Option** Not Applicable
21. **Put Option** Not Applicable
22. **Change of Control Put Option** Not Applicable
23. **Final Redemption Amount of each Note** JPY 100,000,000 per Note of JPY 100,000,000 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(k)) 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** Not Applicable

Certificate:

- (iv) Applicable TEFRA exemption: Not Applicable
26. Financial Centre(s) (Condition 7(h)): TARGET2 and Tokyo
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, 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:

Franck Hergault
Crédit Agricole Corporate and Investment Bank
9, quai du Président Paul Doumer
92920 Paris La Défense Cedex
France

Name and address of the alternate Representative:

Ousseynou Diagne
Crédit Agricole Corporate and Investment Bank
9, quai du Président Paul Doumer
92920 Paris La Défense Cedex
France

The Representative will receive no remuneration

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: EUR 5,150

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

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. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: See "Use of Proceeds" wording in Prospectus

(ii) Estimated net proceeds: JPY 19,972,000,000

(iii) Estimated total expenses: Not Applicable

5. YIELD

Indication of yield: 0.535 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: FR0012967404

Common Code: 129259086

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Not Applicable

Banking, *société anonyme*
and the relevant
identification number(s):

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: Not Applicable

(iii) If non-syndicated,
name and address of Dealer: Crédit Agricole Corporate and Investment Bank
9, quai du Président Paul Doumer
92920 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