

Final Terms dated 4 December 2015



ENGIE

Issue of Euro 350,000,000 Floating Rate Notes due December 2017  
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 8 October 2015 which has received visa no. 15-518 from the *Autorité des marchés financiers* (the “AMF”) on 8 October 2015 and the supplement to it dated 9 November 2015 which has received visa no. 15-567 from the AMF on 9 November 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](http://www.amf-france.org)) and of ENGIE ([www.engie.com](http://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:                             | 73                                            |
|    | (ii) Tranche Number:                           | 1                                             |
|    | (iii) Date on which the Notes become fungible: | Not Applicable                                |
| 3. | Specified Currency or Currencies:              | Euro (“EUR”)                                  |
| 4. | Aggregate Nominal Amount:                      |                                               |
|    | (i) Series:                                    | EUR 350,000,000                               |
|    | (ii) Tranche:                                  | EUR 350,000,000                               |
| 5. | Issue Price:                                   | 100 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination:                        | EUR 100,000                                   |
| 7. | (i) Issue Date:                                | 7 December 2015                               |

(ii) Interest Commencement Date:	Issue Date
8. Maturity Date:	Interest Payment Date falling on or nearest to 7 December 2017
9. Interest Basis:	3 month EURIBOR + 0.22 per cent. Floating 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 30 November 2015

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. <b>Fixed Rate Note Provisions</b>	Not Applicable
15. <b>Floating Rate Note Provisions</b>	Applicable
(i) Interest Period(s):	Each period from and including a Specified Interest Payment Date (or, in the case of the first Interest Period, the Issue Date) to but excluding the next following Specified Interest Payment Date
(ii) Specified Interest Payment Dates:	Interest payable quarterly in arrear, on 7 March, 7 June, 7 September and 7 December on each year, commencing 7 March 2016, in each case up to, and including, the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in paragraph (iii) below
(iii) Business Day Convention:	Modified Following Business Day Convention
(iv) Business Centre(s):	TARGET
(v) Manner in which the Rate(s) of	

Interest is/are to be determined:	Screen Rate Determination
(vi) Interest Period Date(s):	Not Applicable
(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(viii) Screen Rate Determination:	Applicable
– Reference Rate:	3 month EURIBOR
– Interest Determination Date(s):	11.00 a.m. (Brussels time) two (2) TARGET Business Days prior to the first day of each Interest Accrual Period
– Relevant Screen Page:	Reuters Page EURIBOR01
– EUR CMS combination formula:	Not Applicable
(ix) ISDA Determination:	Not Applicable
(x) Margin(s):	+0.22 per cent. <i>per annum</i>
(xi) Minimum Rate of Interest:	0.00 per cent.
(xii) Maximum Rate of Interest:	Not Applicable
(xiii) Day Count Fraction:	Actual/360
<b>16. Zero Coupon Note Provisions</b>	Not Applicable
<b>17. Inflation Linked Interest Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

<b>18. Call Option</b>	Not Applicable
<b>19. Make-Whole Redemption by the Issuer</b>	Not Applicable
<b>20. Residual Maturity Call Option</b>	Not Applicable
<b>21. Put Option</b>	Not Applicable
<b>22. Change of Control Put Option</b>	Not Applicable
<b>22. Clean-Up Call Option</b>	Not Applicable

<b>23. Final Redemption Amount of each Note</b>	EUR 100,000 per Note of EUR 100,000 Specified Denomination
<b>24. Early Redemption Amount</b>	
(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):	EUR 100,000 per Note of EUR 100,000 Specified Denomination
(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(h)):	No
(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

<b>25 Form of Notes:</b>	Dematerialised Notes
(i) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> )
(ii) Registration Agent	Not Applicable
(iii) Temporary Global Certificate:	Not Applicable
(iv) Applicable TEFRA exemption:	Not Applicable
<b>26 Financial Centre(s) (Condition 7(h)):</b>	Not Applicable
<b>27 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):</b>	Not Applicable
<b>28 Details relating to Instalment Notes:</b>	Not Applicable
<b>29 Redenomination, renominalisation and reconventioning provisions:</b>	Not Applicable
<b>30 Consolidation provisions:</b>	Not Applicable
<b>31 Masse (Condition 11):</b>	Full <i>Masse</i>

Name and address of the Representative:

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 Billiancourt  
France  
Represented by its Chairman

Name and address of the alternate Representative:

Gilbert Labachotte  
8 Boulevard Jourdan  
75014 Paris

The Representative will receive a remuneration of EUR 450 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue Date.

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



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 1,975 (excluding AMF expenses)

### 2. RATINGS

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

S & P: A1 (neg)  
Moody's: A (stable)

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/OFFER

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. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters Screen page EURIBOR01.

### 5. OPERATIONAL INFORMATION

ISIN:      FR0013066404

Common Code:      133097368

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

**6. DISTRIBUTION**

(i) Method of distribution: Non-syndicated

(ii) If syndicated: Not Applicable

(iii) If non-syndicated, name and  
address of Dealer:  
Natixis  
47 quai d'Austerlitz  
75013 Paris  
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.

