

**Final Terms dated 4 October 2017**



**ENGIE**

Issue of HKD 1,400,000,000 2.65 per cent. Notes due 2032  
(the "Notes")

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 11 October 2016 which has received visa no. 16-474 from the *Autorité des marchés financiers* (the "AMF") on 11 October 2016, the first supplement to it dated 30 November 2016 which has received visa no. 16-562 from the AMF on 30 November 2016, the second supplement to it dated 13 March 2017 which has received visa no. 17-094 from the AMF on 13 March 2017, the third supplement to it dated 16 May 2017 which has received visa no. 17-199 from the AMF on 16 May 2017 and the fourth supplement to it dated 18 September 2017 which has received visa no. 17-495 from the AMF on 18 September 2017, 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. The Base Prospectus is 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.

1. Issuer: ENGIE
2. (i) Series Number: 80  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Hong Kong Dollar ("HKD")
4. Aggregate Nominal Amount:
  - (i) Series: HKD 1,400,000,000
  - (ii) Tranche: HKD 1,400,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. Specified Denominations: HKD 1,000,000
7. (i) Issue Date: 6 October 2017

	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	26 September 2032
9.	Interest Basis:	2.65 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 14 December 2016 and decision of Mrs. Isabelle Kocher in her capacity as <i>Directeur Général</i> of the Issuer dated 27 September 2017

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

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	2.65 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	26 September in each year, from and including 26 September 2018 to and including the Maturity Date.  There will be a short first coupon in respect of the first Interest Period, from and including the Interest Commencement Date up to, but excluding, 26 September 2018 (the “ <b>First Short Coupon</b> ”)
	(iii) Fixed Coupon Amount:	HKD 26,500 per HKD 1,000,000 in nominal amount, except for the First Short Coupon
	(iv) Broken Amount(s):	HKD 25,773.97 per HKD 1,000,000 in nominal amount payable on the Interest Payment Date falling on 26 September 2018
	(v) Day Count Fraction:	Actual/365 (Fixed)
	(vi) Determination Dates:	26 September in each year
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note</b>	Not Applicable

**Provisions**

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 Maturity Call Option** Not Applicable
21. **Put Option** Not Applicable
22. **Change of Control Put Option** Not Applicable
23. **Clean-Up Call Option** Not Applicable
24. **Final Redemption Amount of each Note** HKD 1,000,000 per Note
25. **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

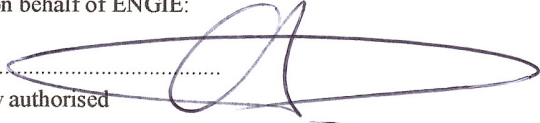
26. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
27. Financial Centre(s) (Condition 7(h)): Target, Hong Kong, London, New York
28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
29. Details relating to Instalment Notes: Not Applicable
30. Redenomination, renominalisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: Not Applicable
32. Masse (Condition 11): Contractual *Masse* shall apply:
- 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 Billancourt  
France
- Represented by its Chairman
- The Representative will be entitled to a remuneration of €400 (VAT excluded) per year.
- 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   
G. de THIEK

## 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 6 October 2017.
- (ii) Estimate of total expenses related to admission to trading:** EUR 14,900 (estimated Euronext listing fees and AMF fees)
2. **RATINGS**

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

S & P: A-

Moody's: A2

Moody's and S&P are 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: The net proceeds of the issue of the Notes will be used for the Issuer's general corporate purposes.
  - (ii) Estimated net proceeds: HKD 1,396,500,000
  - (iii) Estimated total expenses: EUR 14,900 (estimated Euronext listing fees and AMF fees)
5. **YIELD**

Indication of yield: 2.65% 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: FR0013285723

Common Code: 169398372

Any clearing system(s) Not Applicable

other than Euroclear Bank  
S.A./N.V. and Clearstream  
Banking, *société anonyme*  
and the relevant  
identification number(s):

Delivery: Delivery against payment

**9. DISTRIBUTION**

(i) Method of distribution: Non-syndicated

(iii) If non-syndicated,  
name and address of  
Dealer: **HSBC Bank plc**  
8 Canada Square  
London, E14 5HQ  
Tel: +44 20 7991 8888  
Fax: +44 20 7992 4973

Attention: Transaction Management Group

(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