

ENGIE launches a tender offer to repurchase its deeply subordinated fixed rate resettable notes

ENGIE (formerly, GDF Suez)

(the "**Company**") is today launching a tender offer (the "**Tender Offer**") on three deeply subordinated fixed rate resettable notes maturing between 2021 and 2024 (the "**Notes**").

The Notes are admitted to trading on Euronext Paris.

Today, the Company also announced its intention to issue euro denominated undated non-call 8 years deeply subordinated fixed rate resettable notes (the "**New Notes**").

The Maximum Acceptance Amount for the notes maturing in 2023 and 2024 subject of the Tender Offer will be announced as soon as reasonably practicable following the pricing of the New Notes, expected to take place on 19 November 2020.

The Tender Offer will expire at 16:00 hours CET on 25 November 2020 and the results will be announced on 26 November 2020.

Description of the Notes

- EUR 750,000,000 Undated Non-Call 8 Year Deeply Subordinated Fixed Rate Resettable Notes (ISIN: FR0011531730) issued by the Company on 10 July 2013, with a First Call Date on 10 July 2021 (of which EUR 413,100,000 are currently outstanding)
- EUR 1,000,000,000 Undated Non-Call 5.25 Year Deeply Subordinated Fixed Rate Resettable Notes (ISIN: FR0013310505) issued by the Company on 16 January 2018, with a First Call Date on 16 January 2023 (of which EUR 1,000,000,000 are currently outstanding)
- EUR 1,000,000,000 Undated Non-Call 10 Year Deeply Subordinated Fixed Rate Resettable Notes (ISIN: FR0011942283) issued by the Company on 2 June 2014, with a First Call Date on 2 June 2024 (of which EUR 1,000,000,000 are currently outstanding)

Disclaimer

This announcement does not constitute an invitation to participate in the Tender Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Tenders of Notes for purchase pursuant to the Tender Offer will not be accepted from qualifying holders in any circumstances in which such offer or solicitation is unlawful. ENGIE does not make any recommendation as to whether or not qualifying holders should participate in the Tender Offer.

United States

The Tender Offer is not being made and will not be made directly or indirectly in or into, to owners of Notes who are located in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "Securities Act") or to U.S. Persons as defined in Regulation S of the Securities Act (each a "U.S. Person") and such Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States, by persons located or resident in the United States or by U.S. Persons. Accordingly, copies of this document are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded in or

into the United States or to any such person. Any purported offer to sell in response to the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and offers to sell made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non- discretionary basis for a principal giving instructions from within the United States or any U.S. Person will not be accepted.