

Final Terms dated 9 July 2018



ENGIE

Issue of AUD 85,000,000 3.78 per cent. Fixed Rate Notes due 11 July 2033  
under the Euro 25,000,000,000  
Euro Medium Term Note Programme

**MIFID II product governance / Professional investors and eligible counterparties only target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018, as determined by the manufacturer(s), has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

#### 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 16 October 2017 which has received visa no. 17-552 from the *Autorité des marchés financiers* (the “**AMF**”) on 16 October 2017 and the first supplement to it dated 15 June 2018 which has received visa no. 18-247 from the AMF on 15 June 2018 and the second supplement to it dated 20 June 2018 which has received visa no. 18-252 from the AMF on 20 June 2018 which together constitutes 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 supplements. The Base Prospectus and the supplements 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.

- |    |                                   |                            |
|----|-----------------------------------|----------------------------|
| 1. | Issuer:                           | ENGIE                      |
| 2. | (i) Series Number:                | 84                         |
|    | (ii) Tranche Number:              | 1                          |
| 3. | Specified Currency or Currencies: | Australian Dollars (“AUD”) |
| 4. | Aggregate Nominal                 |                            |

	Amount:	
	(i) Series:	AUD 85,000,000
	(ii) Tranche:	AUD 85,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	AUD 200,000
7.	(i) Issue Date:	11 July 2018
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	11 July 2033
9.	Interest Basis:	3.78 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:	Issuer Residual Maturity Call Option Clean-Up 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 13 December 2017 and decision of Mrs. Isabelle Kocher in her capacity as Directeur Général of the Issuer dated 5 July 2018.

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

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	3.78 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	11 January and 11 July in each year, commencing on 11 January 2019 to and including the Maturity Date
	(iii) Fixed Coupon Amount:	AUD 3,780 per AUD 200,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360, Unadjusted

- (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 Maturity Call Option** Applicable
- (i) Call Option Date: 11 April 2033
- (ii) Notice period: As per the Conditions
21. **Put Option** Not Applicable
22. **Change of Control Put Option** Not Applicable
23. **Clean-Up Call Option** Applicable
- (i) Clean-Up Call Percentage: 80 per cent.
- (ii) Early Redemption Amount: AUD 200,000 per Note
24. **Final Redemption Amount of each Note** AUD 200,000 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 the Conditions
- (ii) Redemption for Yes

taxation reasons permitted  
on days others than  
Interest Payment Dates  
(Condition 6(h)):

(iii) Unmatured Coupons Not Applicable  
to become void upon  
early redemption  
(Materialised Bearer  
Notes only) (Condition  
7(f)):

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |   |  |
|-----|---|--|
| 26. | Form of Notes:  | 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                                   |
| 27. | Financial Centre(s)<br>(Condition 7(h)):  | TARGET, Sydney                                   |
| 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, renominisation and reconventioning provisions:  | Not Applicable                                   |
| 31. | Consolidation provisions:   | Not Applicable                                   |
| 32. | Meeting and Voting Provisions (Condition 11):   | No <i>Masse</i> shall apply                      |

#### RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of ENGIE:

By: PAUL VEREYKETT  
Duly authorised



9/7/2018

## PART B – OTHER INFORMATION

1. (i) Listing and admission to trading Not Applicable

(ii) Estimate of total expenses related to admission to trading: Not Applicable

### 2. RATINGS

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

S & P: A-

Moody's: A2

Fitch: A

Each of S&P, Fitch 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.

### 5. YIELD

Indication of yield: 3.78 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

### 6. OPERATIONAL INFORMATION

ISIN: FR0013349198

Common Code: 001334919

SEDOL: BD3FZ52

CFI: Not Applicable

FISN: Not Applicable

Any clearing system(s) Not Applicable

other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

## 7. 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: Mizuho International plc  
Mizuho House  
30 Old Bailey  
London  
EC4M 7AU

(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

(vii) Prohibition of Sales to EEA Retail Investors: Not Applicable