

Final Terms dated 2 January 2019



ENGIE

Issue of USD 50,000,000 3.593 per cent. Fixed Rate Notes due 14 December 2029
under the Euro 25,000,000,000
Euro Medium Term Note Programme

Legal Entity Identifier: LAXUQCHT4FH58LRZDY46

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 13 December 2018 which has received visa no. 18-562 from the *Autorité des marchés financiers* (the “**AMF**”) on 13 December 2018 which 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. The Base Prospectus is available for viewing on the website of the AMF (www.amf-france.org) and of ENGIE (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: | 88 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | United States Dollars (“ USD ”) |
| 4. | Aggregate Nominal Amount: | |

	(i) Series:	USD 50,000,000
	(ii) Tranche:	USD 50,000,000
5.	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	USD 1,000,000
7.	(i) Issue Date:	4 January 2019
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	14 December 2029
9.	Interest Basis:	3.593 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 11 December 2018 and decision of Mrs. Isabelle Kocher in her capacity as <i>Directeur Général</i> of the Issuer dated 21 December 2018.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.593 per cent. <i>per annum</i> payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	14 June and 14 December in each year, commencing on 14 June 2019 to and including the Maturity Date
	(iii) Fixed Coupon Amount:	USD 17,965.00 per USD 1,000,000 in nominal amount; there will be a first short coupon payable in respect of the first Interest Period commencing on the Issue Date and ending on 14 June 2019, as further described in "Broken Amount" below
	(iv) Broken Amount(s):	USD 15,968.89 per USD 1,000,000 in nominal amount payable on 14 June 2019
	(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** 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** USD 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 the 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): Not Applicable

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) (Condition 7(h)): | London, New York, TARGET |
| 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, renominatisation 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:

Duly authorised



G. AUTHIER

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 have not been rated

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. The net proceeds of the issue of the Notes will be used for the Issuer’s general corporate purposes.

5. YIELD

Indication of yield: 3.593 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: FR0013392602

Common Code: 193008950

SEDOL: BJ1K216

CFI: Not Applicable

FISN: Not Applicable

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of Not Applicable

additional Paying Agent(s)
(if any):

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: Nomura International plc
1 Angel Lane
London
EC4R 3AB

(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