

Final Terms dated 26 March 2020



ENGIE

Issue of €750,000,000 2.125 per cent. Notes due 30 March 2032

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 each 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 manufacturers’ 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 manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) and in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (“**IDD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

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 23 December 2019 which has received visa no. 19-590 from the *Autorité des marchés financiers* (the “**AMF**”) on 23 December 2019, the first supplement to it dated 13 March 2020 which has received visa no. 20-085 from the AMF on 13 March 2020 and the second supplement to it dated 25 March 2020 which has received visa no. 20-099 from the AMF on 25 March 2020, which together constitute a base prospectus for the purposes of the Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”), (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented in order to obtain all the relevant information. The Base Prospectus and the supplements to the Base Prospectus are 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: 96
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro (“€”)
4. Aggregate Nominal Amount:
(i) Series: €750,000,000
(ii) Tranche: €750,000,000
5. Issue Price: 98.998 per cent. of the Aggregate Nominal Amount
6. Specified Denominations: €100,000
7. (i) Issue Date: 27 March 2020
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 30 March 2032
9. Interest Basis: 2.125 per cent. *per annum* 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: Make-Whole Redemption by the 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 (*Conseil d’Administration*) of the Issuer dated 24 February 2020 and decision of Mrs. Claire Waysand in her capacity as *Directrice Générale* of the Issuer dated 20 March 2020.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.125 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date. There will be a first long coupon for the period from and including the Interest Commencement Date to but excluding 30 March 2021.
	(ii) Interest Payment Date(s):	30 March in each year from and including 30 March 2021 to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€2,125 per €100,000 in nominal amount (subject to Broken Amount(s) specified below)
	(iv) Broken Amount(s):	€2,142.42 payable on the Interest Payment Date falling on 30 March 2021 for the period from and including the Interest Commencement Date to but excluding 30 March 2021
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	30 March in each year
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	Applicable
	(i) Notice period:	As per Conditions
	(ii) Reference Rate:	German Government Bund DBR 0.000 per cent. due February 2030 (ISIN Code: DE0001102499)
	(iii) Redemption Margin:	+0.40 per cent.
	(iv) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
20.	Residual Maturity Call Option	Applicable
	(i) Call Option Date:	30 December 2031
	(ii) Notice period:	As per 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:	75 per cent.
	(ii) Early Redemption Amount:	€100,000 per Note
24.	Final Redemption Amount of each Note	€100,000 per Note
25.	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)) or for illegality (Condition 6(l)):	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 (<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)):	Not Applicable
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

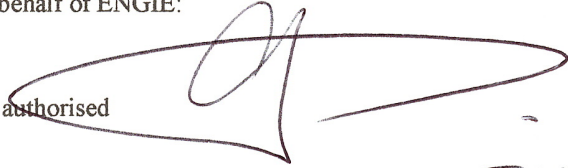
RESPONSIBILITY

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

Signed on behalf of ENGIE:

By:

Duly authorised

A large, stylized handwritten signature in dark ink, consisting of several loops and a long horizontal stroke.

G. OUTHIER

le 26/03/2020

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:** €8,825

2. RATINGS

Ratings: The Notes to be issued have been rated:

S&P: A- (CreditWatch negative)

Moody's: A3

Fitch: A

S&P is established in the European Union, Moody's and Fitch are established in the United Kingdom and each of S&P, Moody's and Fitch are 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" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. USE OF PROCEEDS

Use of Proceeds: Green Bonds - The net proceeds of the issuance of the Notes shall be used to fund Eligible Green Projects, as defined in the Green Financing Framework (https://www.engie.com/sites/default/files/assets/documents/2020-03/engie-green-bond-framework-March%202020-version%20finale%20_0.pdf). See "Use of Proceeds" wording in Base Prospectus.

Estimated net amount of the proceeds: €740,760,000

5. YIELD

Indication of yield: 2.221 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: FR0013504693

Common Code: 214736284

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 additional Paying Agent(s) (if any): Not Applicable

7. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers:

Citigroup Global Markets Limited
 Commerzbank Aktiengesellschaft
 HSBC Bank plc
 Merrill Lynch International
 Mizuho Securities Europe GmbH
 Natixis
 RBC Europe Limited
 Société Générale

Australia and New Zealand Banking Group Limited
 Banca IMI S.p.A.
 Banco Bilbao Vizcaya Argentaria, S.A.
 BNP Paribas
 Crédit Agricole Corporate and Investment Bank
 ICBC Standard Bank Plc
 KBC Bank NV
 Lloyds Bank Corporate Markets Wertpapierhandelsbank GmbH

(B) Stabilising Manager(s) if any: Not Applicable

(iii) If non-syndicated, name and address of Dealer: Not Applicable

(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