



**GENERAL
SHAREHOLDERS'
MEETING**
MAY 17TH 2019



ENGie



ENGIE

OPENING

Jean-Pierre CLAMADIEU

CHAIRMAN OF THE BOARD OF DIRECTORS



INTRODUCTION



AGENDA

- Support the Zero-Carbon transition
- 2018 results and 2019 outlook
- Governance supporting sustainable value creation
- Presentation of resolutions
- Statutory auditors report
- Dialogue with shareholders
- Vote on resolutions





ENGIE

A nighttime photograph of a cityscape, likely Singapore, featuring a prominent bridge with a blue railing in the foreground. The background is filled with blurred city lights and buildings, creating a bokeh effect. The overall scene is illuminated with warm yellow and white lights, contrasting with the cool blue tones of the bridge and the dark night sky.

SUPPORT THE ZERO CARBON TRANSITION

Isabelle KOCHER

Chief Executive Officer

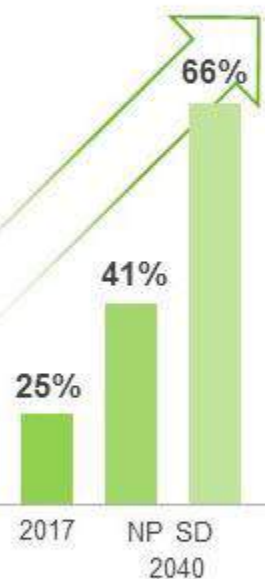
AIE

Projections 2040

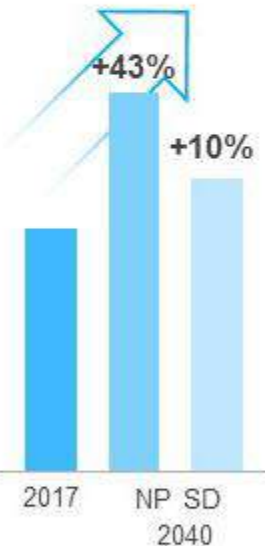
Renewables

Gas

Energy Efficiency



Share of renewables in the power mix



Growth in demand



GDP per unit of energy usage

ENGIE

COI 2015-2018, in € billion

Client Solutions

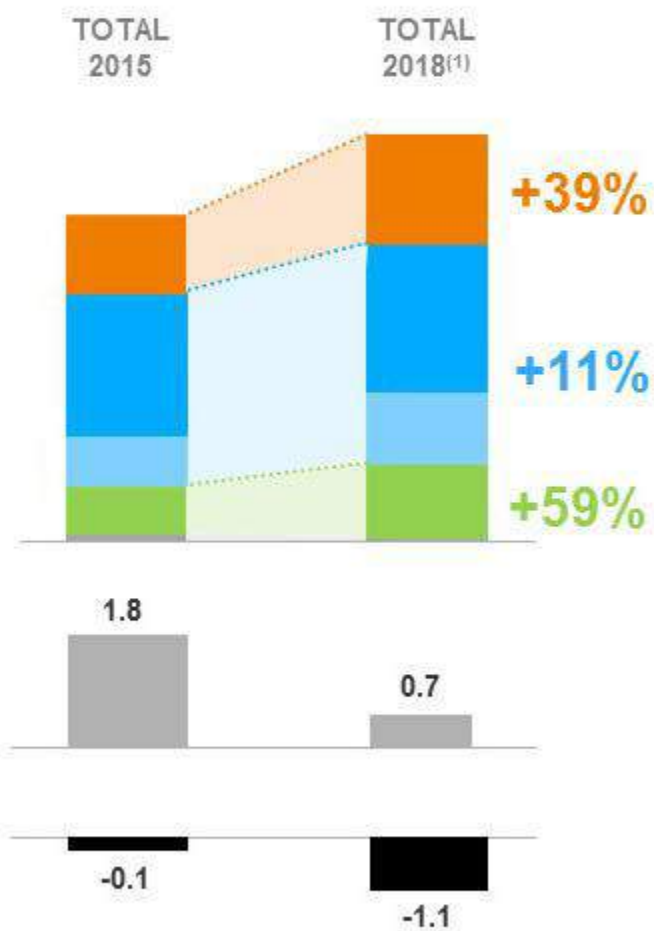
Network

Gas

Renewables

Discontinued activities & coal

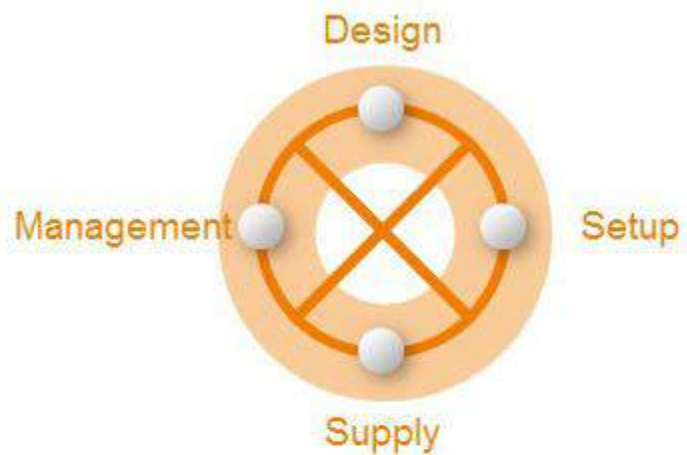
Nuclear



ENGIE HAS REFOCUSSED ITS ACTIVITIES ON GROWING SEGMENTS

Sources: IEA World Energy Outlook 2018
 NP: x New Policies x scenario ; SD: x Sustainable Development x scenario
 (1) Before allocation of corporate cost of multi-meters Bus

CLIENT SOLUTIONS



HELP OUR CLIENTS
to improve their energy usage
and build better places to live...

... **PRODUCE**

AND

FORWARD...

Renewables



Nuclear

Distribution



Transport

Thermal gas

Storage

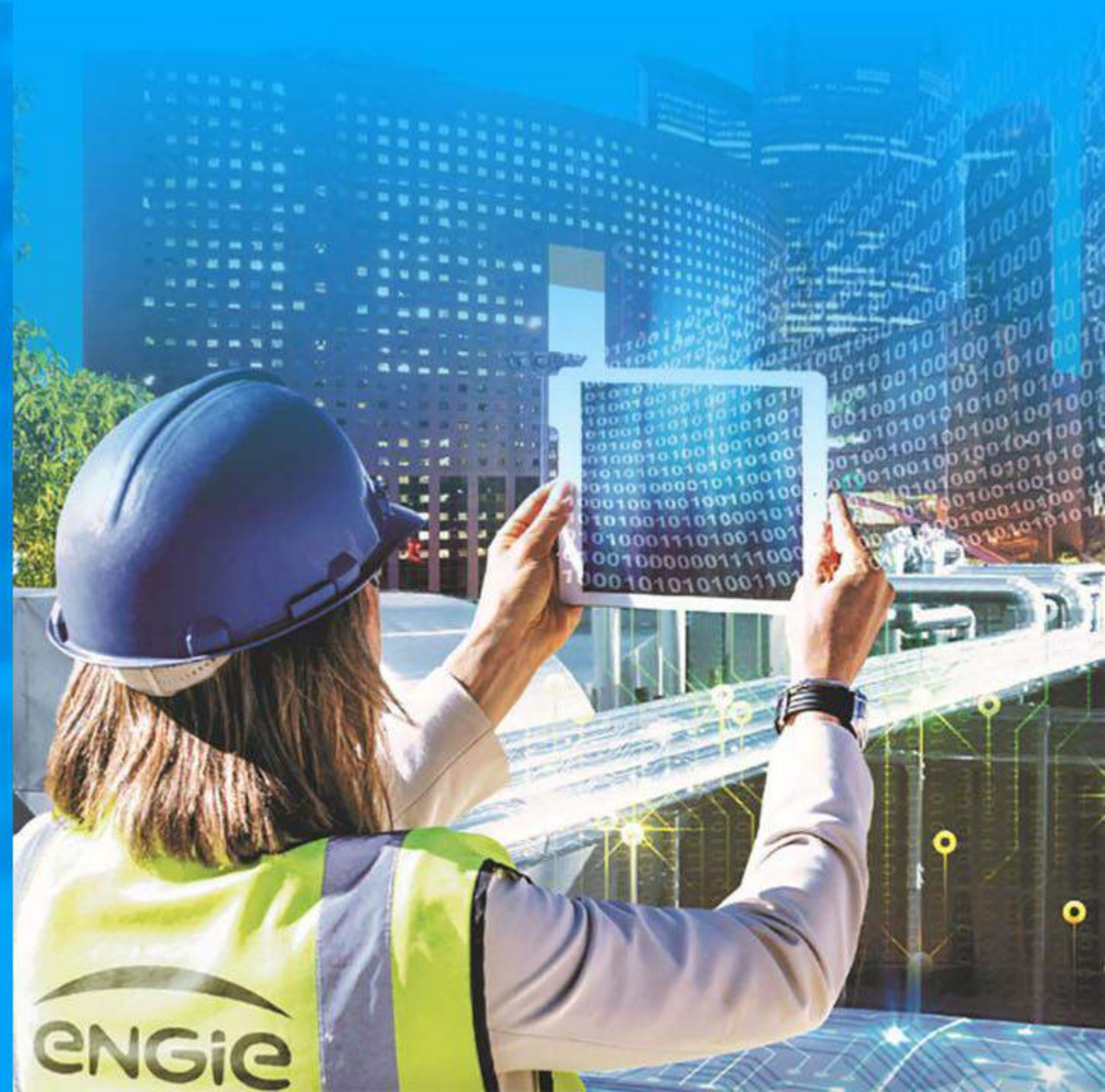


Coal



E&P LNG

... **AN ENERGY**
whose carbon
content goes to zero





Growth capex

€14.3 bn



CLIENT SOLUTIONS



NETWORKS



RENEWABLES



Portfolio rotation

€15.0 bn



COAL



E&P



UPSTREAM LNG



Innovation

€1.5 bn



DIGITAL



NEW ENERGY TECHNOLOGIES



Efficiency and agility

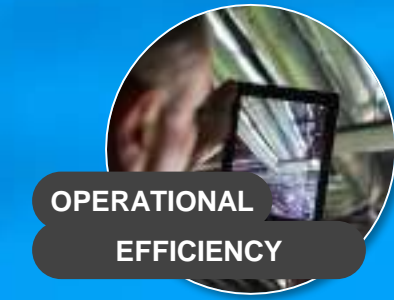
€1.3 bn



ADAPTATION



PERFORMANCE



OPERATIONAL EFFICIENCY

THIS REFOCUSING IS THE RESULT OF THE 2016-2018 TRANSFORMATION PLAN

« CORE »

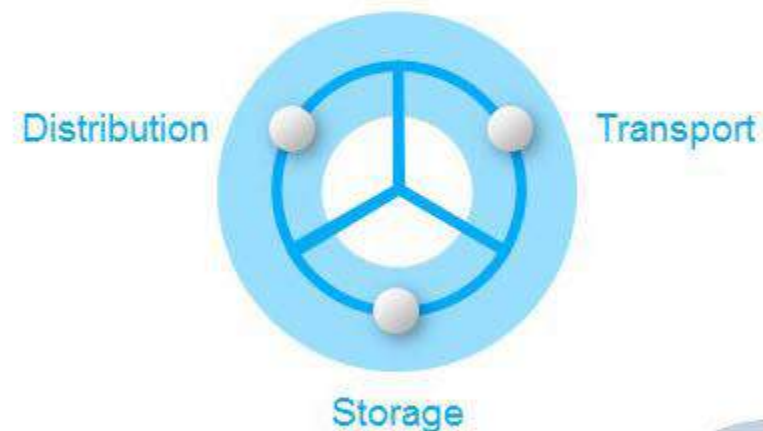
« NEW »

#1 Transport and gas distribution in Europe

#1 Gas storage in France / stabilised regulation

Acquisition of **4,500 km** of gas pipelines in Brazil

FORWARD



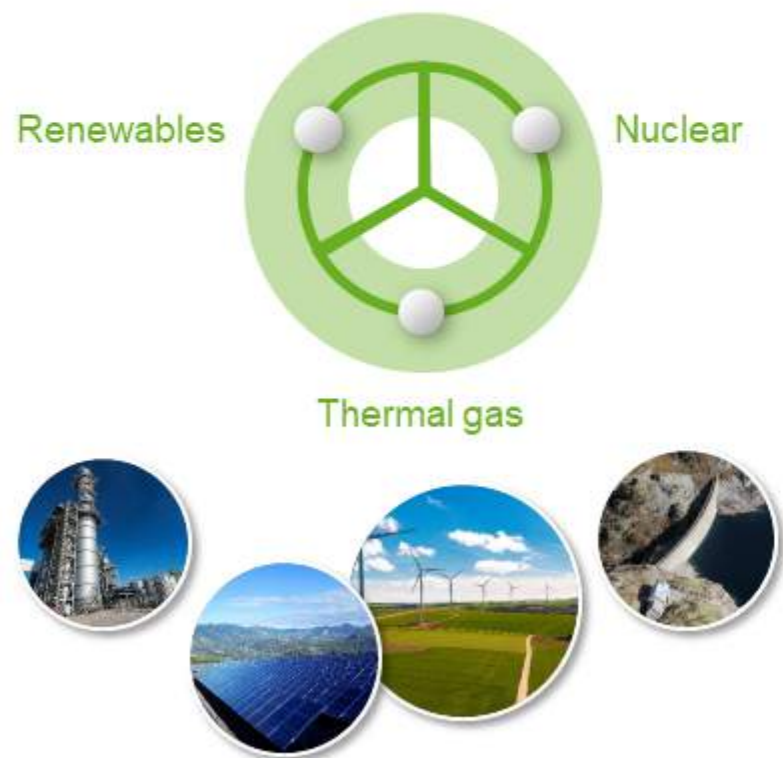
2.5 million smart gas meters installed in France

80 **biogas** injection stations

10 **hydrogen** injection stations



PRODUCE



Renewables
Creation of a competitive development platform of **3.1 GW/year**



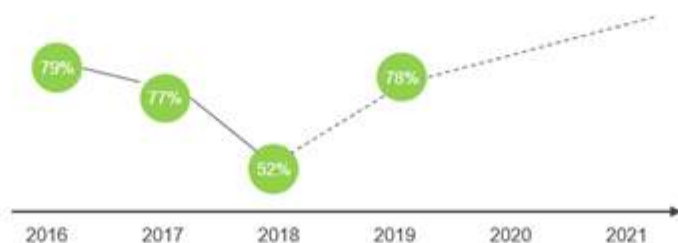
Sources : communication officielle des entreprises

Thermal gas
Restructured and flexible european fleet of **15 GW** of gas thermal capacity



3.3 GW of additional gas thermal capacities built or under construction in the Middle East

Nuclear
Major works on the Belgian nuclear fleet



« NEW »

1st **concentrated solar power plant** commissioned

50 MW of **floating wind projects** under development

1 **biogas** in France

3 **organic solar** pilot projects

3 macro-projects for **hydrogen production**

11 MW of **electrical storage** in operation & 10 MW in construction



A nighttime photograph of a cityscape, likely Singapore, featuring a prominent bridge with a blue railing in the foreground. The background is filled with blurred city lights and buildings, creating a bokeh effect. The overall scene is illuminated with warm yellow and white lights, contrasting with the cool blue tones of the bridge and the dark night sky.

SUPPORT THE ZERO CARBON TRANSITION

Isabelle KOCHER

Chief Executive Officer

2015

2018

- 9%

BACK TO ORGANIC GROWTH

ORGANIC GROWTH OF EBITDA 2015 VS 2014 AND 2018 VS 2017

+ 5%

REDUCTION IN CO₂ EMISSIONS
BETWEEN 2015 AND 2018

- 50%

6.5%

MORE PROFITABLE

ROCEp

7.4%

70%

LESS RISKY

CONTRACTED / REGULATED PART OF EBITDA

93%

27.7 €bn

STRENGTHENED FINANCIAL STRUCTURE

NET DEBT

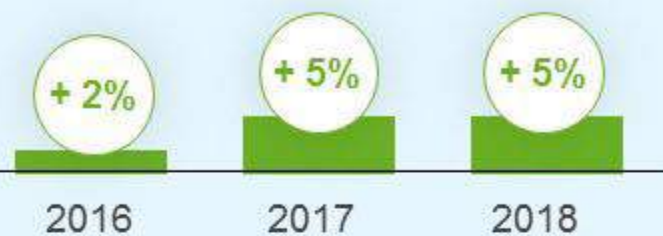
21.1 €bn



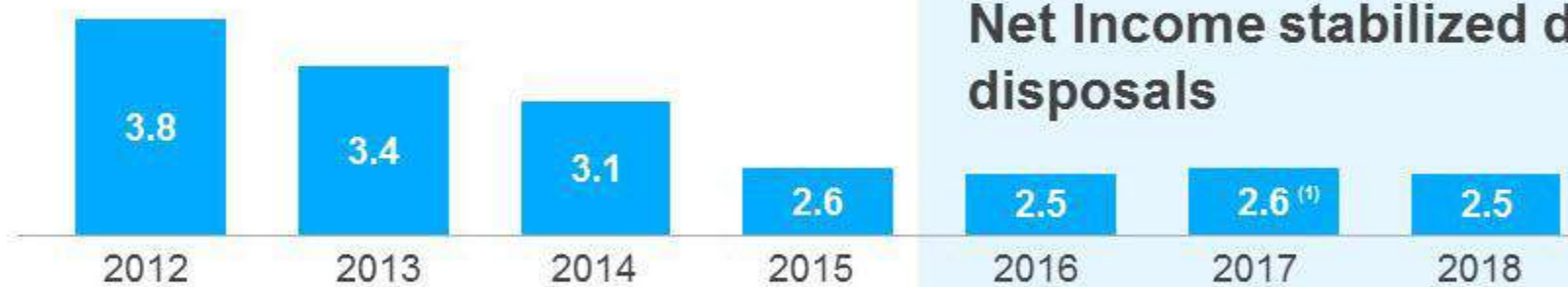
**COI
Organic Growth**



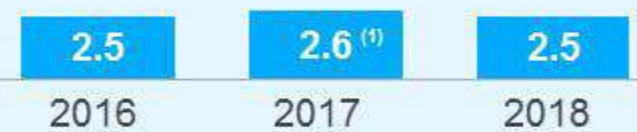
Back to organic growth



NRlgs



Net Income stabilized despite disposals



**Total
shareholder
return**

2012-2015

- 15%

TSR returned positive



(1) Hors Impact IFRS 5



> 15,000

PEOPLE

70

COUNTRIES

13,476

POSTS

16,600

REACTIONS

imagine
2030

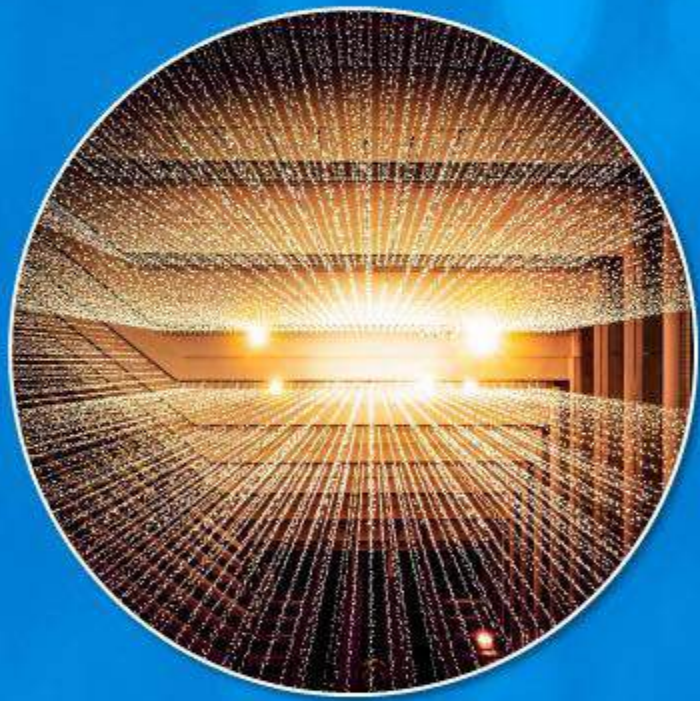
UNTIL NOW THE ENERGY TRANSITION WAS
PUSHED BY CENTRAL GOVERNMENTS...

...A SECOND HAS STARTED...

... pulled by industries
& local authorities



Decarbonization



Digitalization



Decentralization

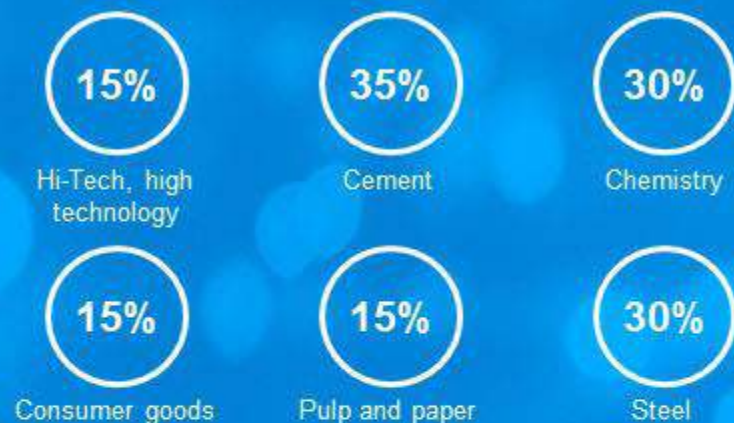


Local
governments

Corporates



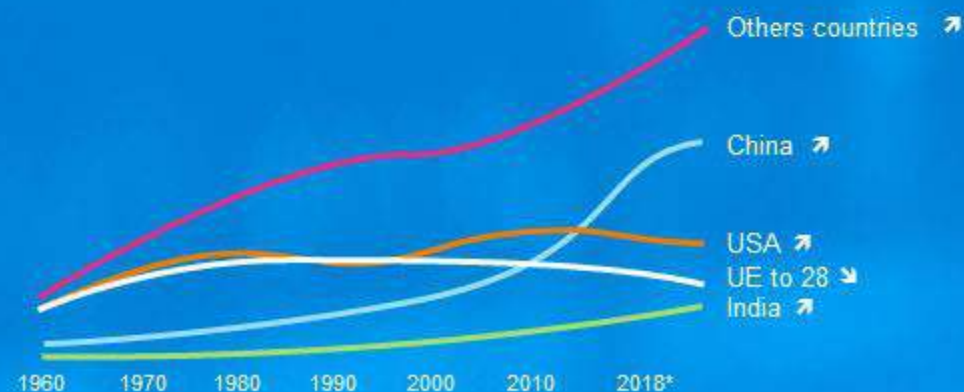
Share of energy costs over total operating costs (in %)



Source : McKinsey, 2015

INDUSTRIES AND LOCAL AUTHORITIES FACE A GROWING VOLTAGE BETWEEN EMERGENCY CLIMATE AND ECONOMIC CHALLENGES

Europe is the only geographical area where CO2 emissions fall in 2018



Source : CDAC, Global Carbon Project





Zero Carbon
Transition

COMPETITIVE

FINANCED

SIMPLE

« as a service »



**OVERHAUL & REINVENT
ENERGY USES**

**REPLACE
INFRASTRUCTURES
EQUIPMENTS**



**Modern public
lighting system:**

**20%
energy
saving**

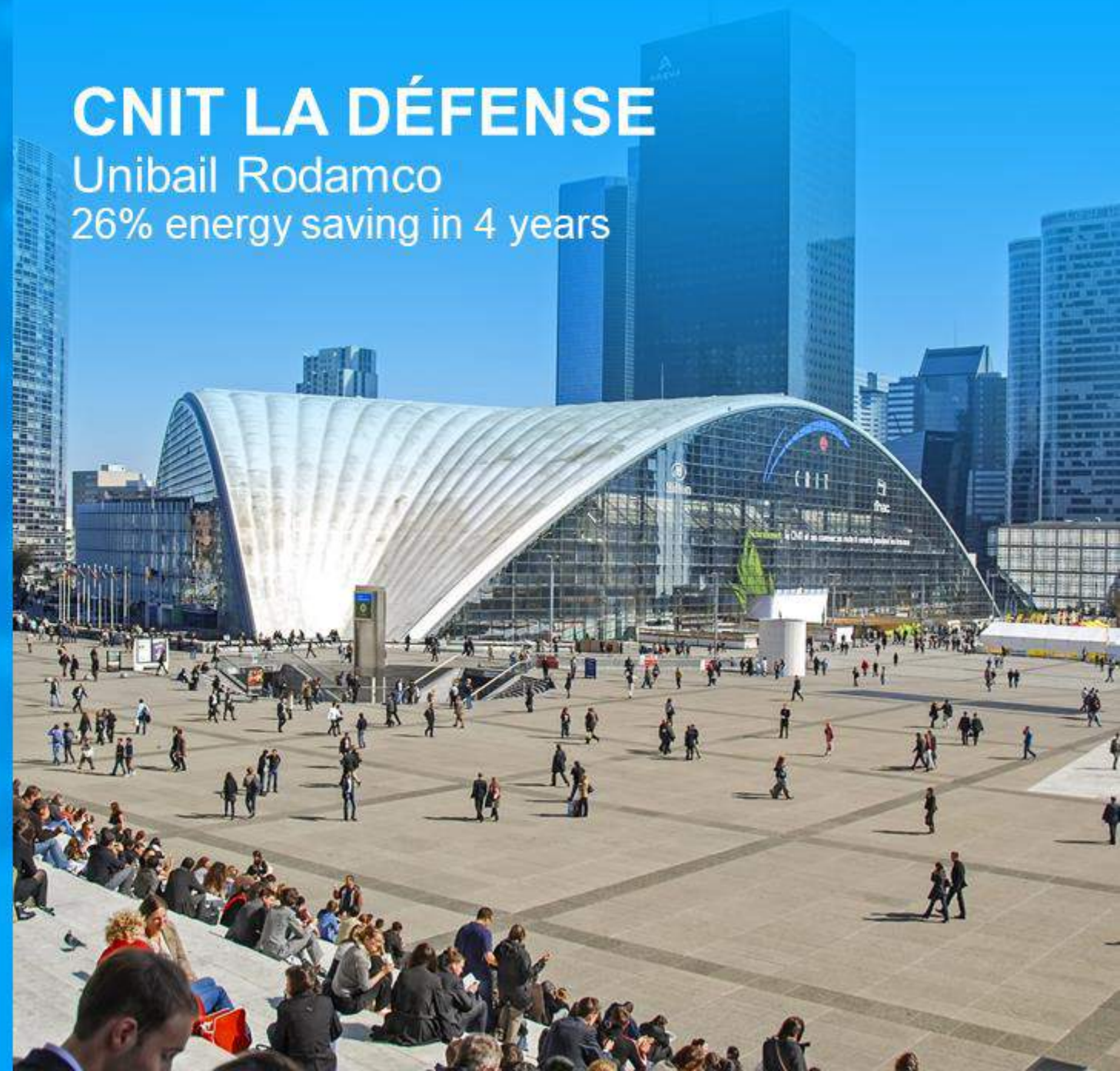


**New biomass boiler
on a industrial site:**

**30%
energy
saving**

CNIT LA DÉFENSE

Unibail Rodamco
26% energy saving in 4 years





More 170 companies became
RE100
In 5 years





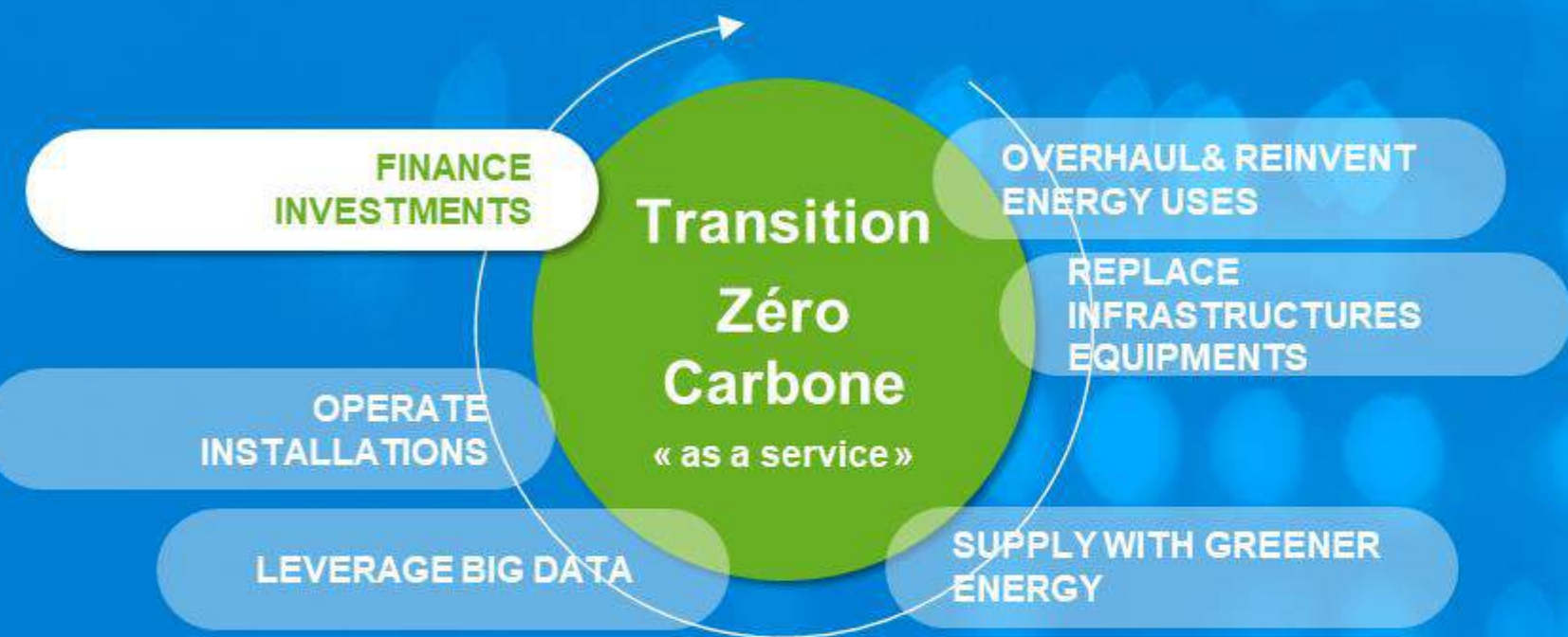
Digital monitoring of the performance of a refrigeration system:
15% cost reduction without equipment change⁽¹⁾

**2,000 PUBLIC BUILDINGS
 CONNECTED AND MANAGED IN REAL
 TIME FROM NANTES MÉTROPOLE**



Source: Engie Axima, 2019





➤ **Less than 50% of companies consider that they are able to finance their own energy transition**

LONGWOOD MEDICAL AREA Boston

Replacing energy systems and setting up of a mini-grid : 650 MU\$D

A nighttime photograph of a cityscape. In the foreground, a modern pedestrian bridge with a glass railing spans across a body of water. The bridge is illuminated with warm lights, and several people are walking across it. In the background, tall skyscrapers are lit up with blue and white lights, creating a bokeh effect. The overall atmosphere is vibrant and urban.

ENGIE AMBITION:

**Be the WORLD LEADER
in ZERO-CARBON TRANSITION**

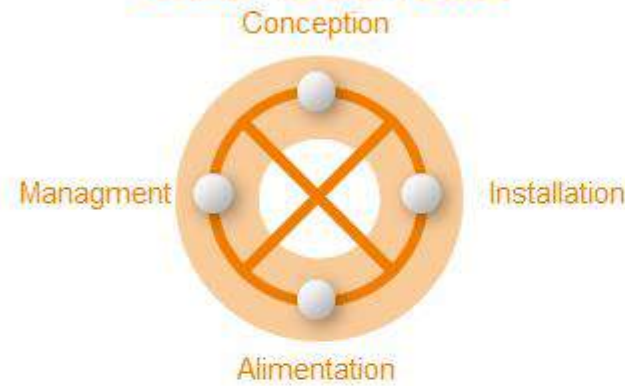
for INDUSTRIES and LOCAL AUTHORITIES

IN 2021...

... **+ 9GW**
of developed renewable
capacities

... **50%**
of our new projects will be
dedicated to businesses
and local authorities

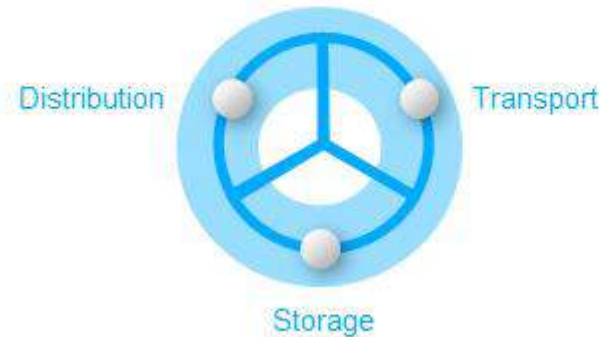
CLIENT SOLUTIONS



... PRODUCE



DELIVERING...



... **50%** of our investments will concern
solutions linked to our assets

... **55%** of our activities will be based on
digital tools

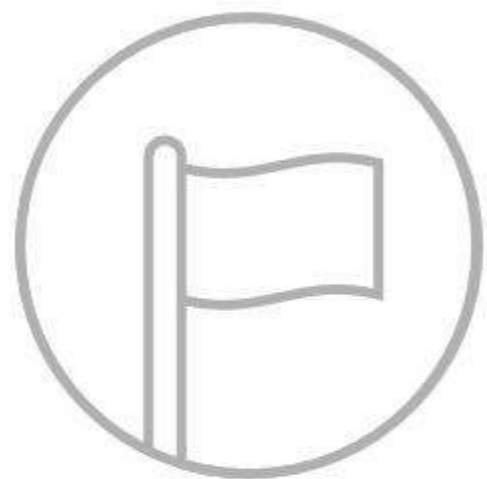
... **> 55%** of the Global Fortune 500 will be
our partners

... We have limited our BtoC activities to our
current activities

... We have crossed
250 sites stages of the
adaptation of our networks

... We will have continued our
expansion at the international
level

ENGIE SPECIALIZES
EACH OF ITS ACTIVITIES
TO SUPPORT THIS
AMBITION



20

Countries



30

urban areas



500

Global companies

ENGIE FOCUSES ON FEWER GEOGRAPHIES





CLIENT SOLUTIONS

4.0 – 5.0 bn€

RENEWABLES

2.3 – 2.8 bn€

NETWORKS

3.0 – 3.3 bn€

THERMAL

1.0 – 1.2 bn€

ENGIE INVESTS

Net of DBpSO proceeds



GROWTH
Accelerated

7-9%

TCAC⁽¹⁾ du RNRpg

Better
PROFITABILITY

ROCEp upper
single digits

ROCEp *upper single digits*
in 2021

Better
IMPACT

CO₂ ↓
Access to energy ↗



⁽¹⁾Compound annual growth rate

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SUPPORT THE ZERO CARBON TRANSITION

Isabelle KOCHER

Chief Executive Officer

A nighttime cityscape featuring a prominent bridge with a blue railing in the foreground. The background is filled with blurred city lights and buildings, creating a bokeh effect. The text is overlaid on the left side of the image.

**GENERAL
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MAY 17TH 2019



2018 RESULTS & 2019 GUIDANCE

Judith HARTMANN

EVP, Chief Financial Officer

2018 RESULTS

Guidance
on Net **Result**
Income Group share
achieved



Solid
organic growth



Sound
operating **cash**
generation and strong
financial structure



2018 STRATEGY EXECUTION

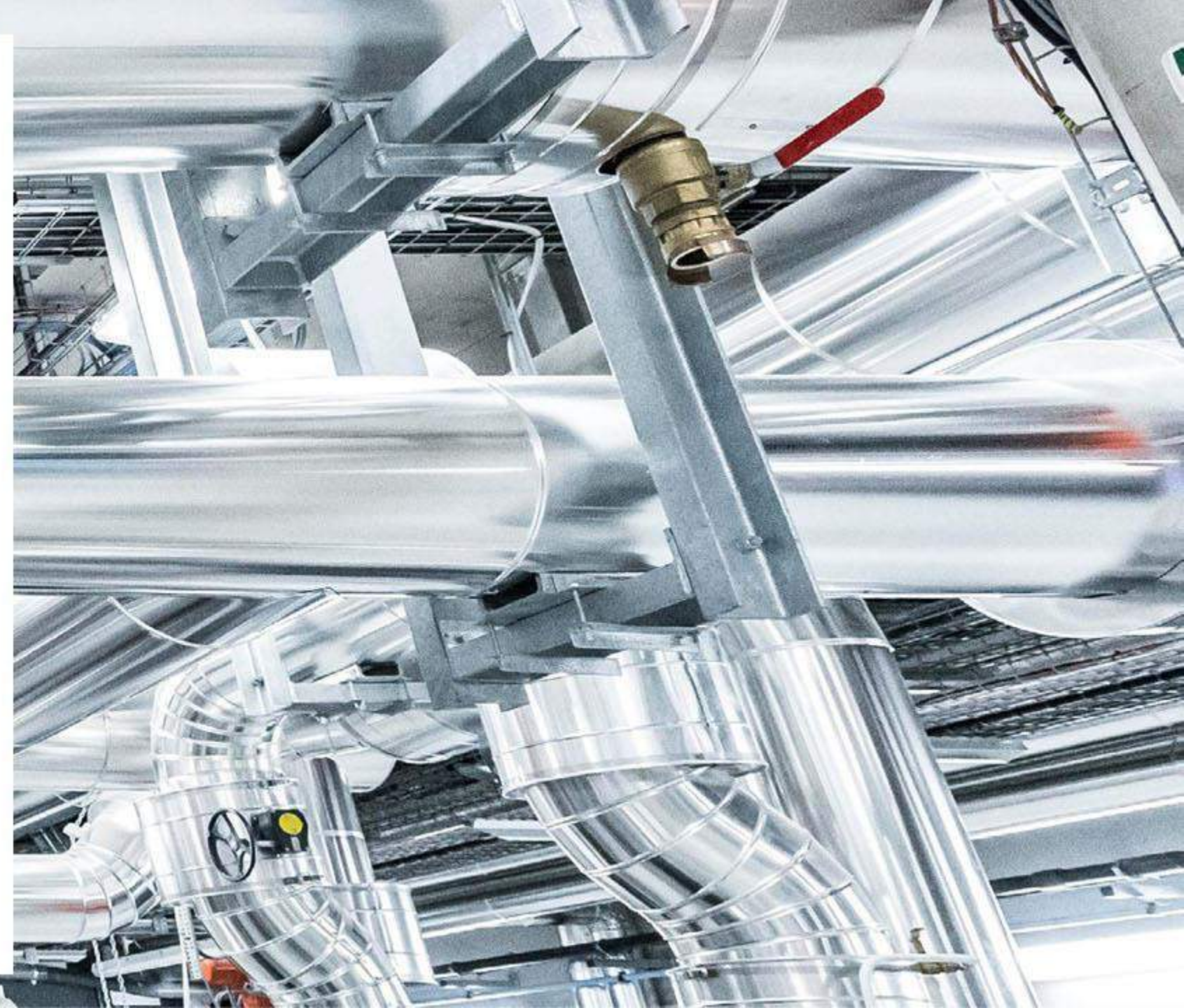
More profitable: through focused investments and cost efforts

Client Solutions: strong growth driven by targeted acquisitions

Renewables: acceleration with 1.1 GW of wind & solar capacity added in 2018 and 9 GW of capacity in addition over 2019-21

Networks: increased regulated asset base thanks to storage regulation

Thermal: coal exposure reduction, sale of Loy Yang B and announcement of Glow disposal



2018 ORGANIC GROWTH RESULTS

➤ 2018 Results and organic growth - in €bn

Revenues

60.6

+2%

EBITDA

9.2

+5%

Net Recurring Income
Group share⁽¹⁾

2.46

+17%

Net income Group share

1.0

-22%

⁽¹⁾ Excl. E&P & GNL

GROWTH DRIVEN BY SERVICES, RENEWABLES & GAS STORAGE

EBITDA⁽¹⁾

2018

CLIENT SOLUTIONS⁽²⁾

+9%

NETWORKS

+4%

GENERATION - RES &
THERMAL CONTRACTED

+9%

GENERATION - MERCHANT


-29%

⁽¹⁾ Gross figures excluding unallocated corporate costs and non-core sold

⁽²⁾ Including B2C & B2B supply

TRANSFORMATION DRIVING HIGHER CAPITAL EFFICIENCY

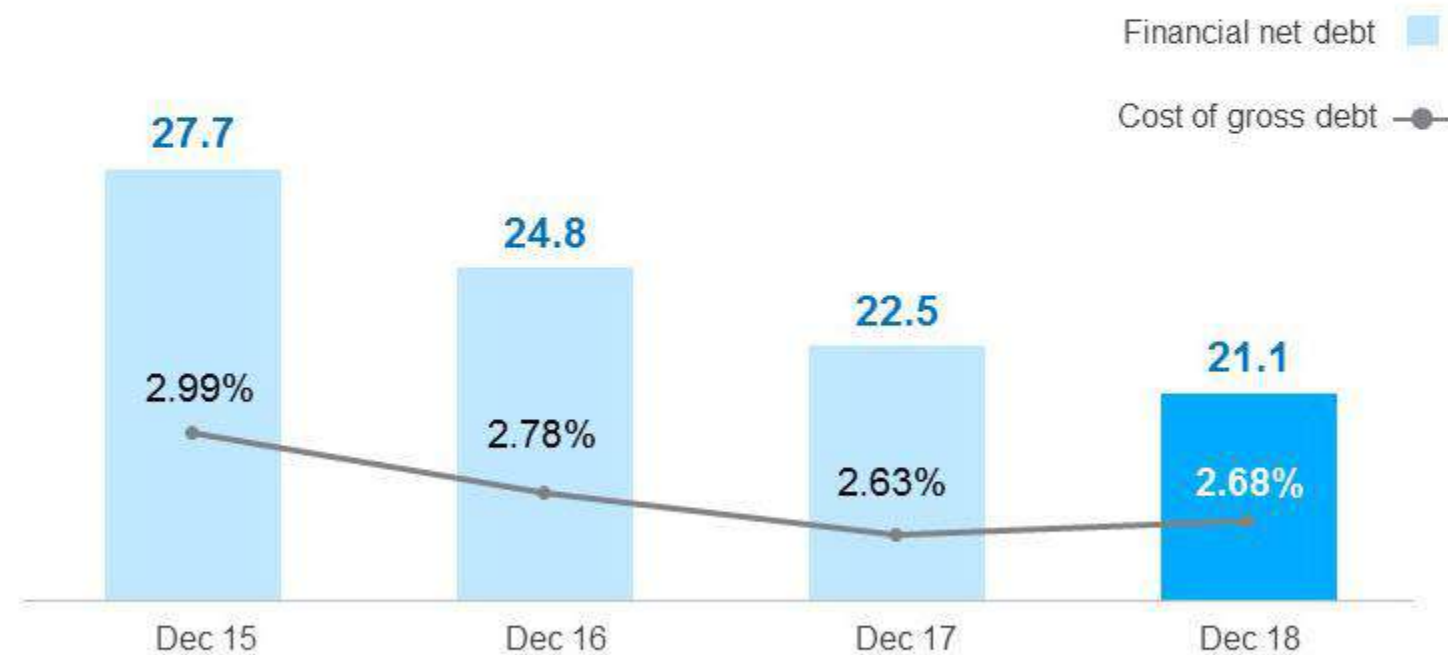
Return on productive capital employed⁽¹⁾

	2015		2018
ENGIE	6.5%		7.4%
CLIENT SOLUTIONS	10.4%		12.2%
GENERATION - RES& THERMAL CONTRACTED	10.3%		12.8%
NETWORKS	7.3%		7.7%

⁽¹⁾ See detail of calculation in 2018 FY appendices

STRONG FINANCIAL STRUCTURE

➤ Financial net debt & cost of gross debt - in €bn



2018 GUIDANCE REACHED

Net debt /
Ebitda

2.3x

Credit
rating

A- / A2

Ordinary
dividend

€0.75
/ share

Exceptional
Dividend

€0.37
/ share

A SHARED VALUE CREATION



Shareholders

2.7
bn€

Dividends



Employees

10.6
bn€

Payments
and benefits



Companies

32
bn€

Purchases

8.2
bn€

Investments



State & local Governments

1.8
bn€

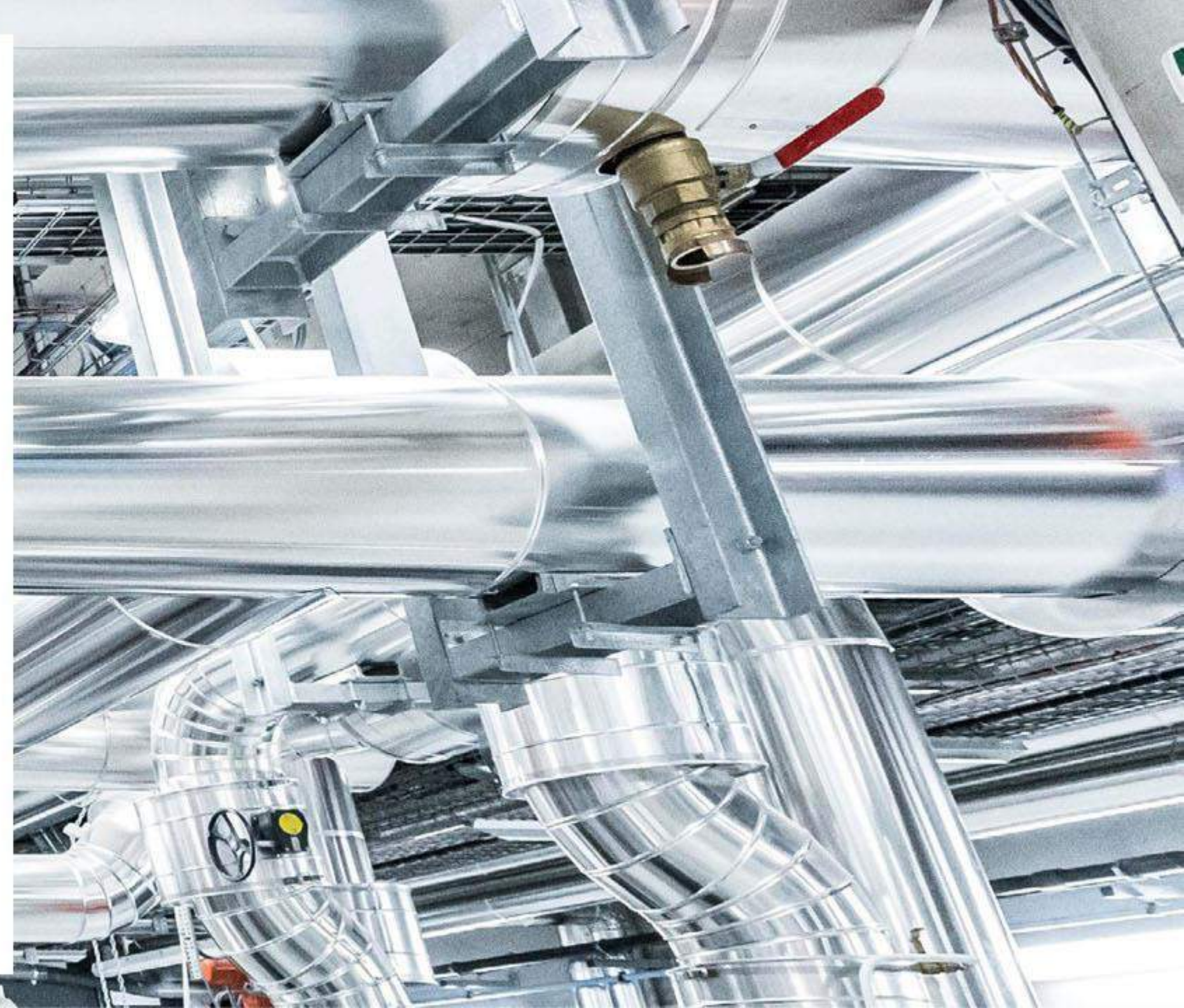
Taxes

A LEADING RESPONSIBLE PERFORMANCE

ENGIE ratings above the sector average

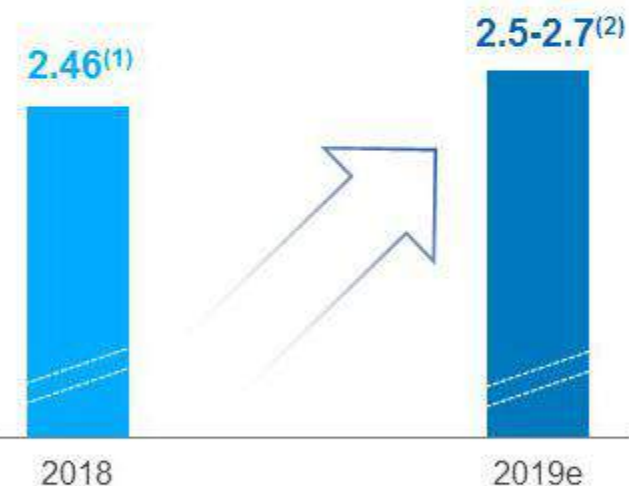


⁽¹⁾ Sector CDP (EDF, EON, RWE, ENEL, IBERDROLA, ENGIE)

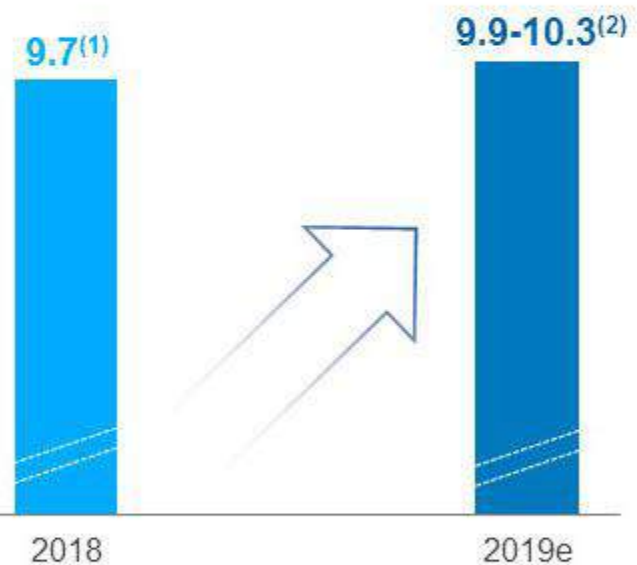


2019 GUIDANCE

Net Recurring income Group share - in €bn



EBITDA indication - in €bn



Dividend for 2019

65-75%

pay-out ratio on NRlgs

Leverage & rating⁽³⁾

Financial net debt / EBITDA $\leq 2.5x$
"A" category rating

(1) Without E&P and GNL contributions, restated for IFRS 16 treatment (€0.5bn at EBITDA level, negligible at NRlgs level)

(2) Main assumptions: average weather in France, full pass through of supply costs in French regulated gas tariffs, no major regulatory and macro-economic changes, market commodity prices as of 12/31/2018
average forex for 2019: €/\$: 1.16; €/BRL: 4.31, no significant impacts from disposals not already announced

(3) The debt forecasts assume no change in the existing Belgian nuclear provision legal and regulatory framework.



**ASSEMBLÉE
GÉNÉRALE**
MIXTE | 17 MAI 2019



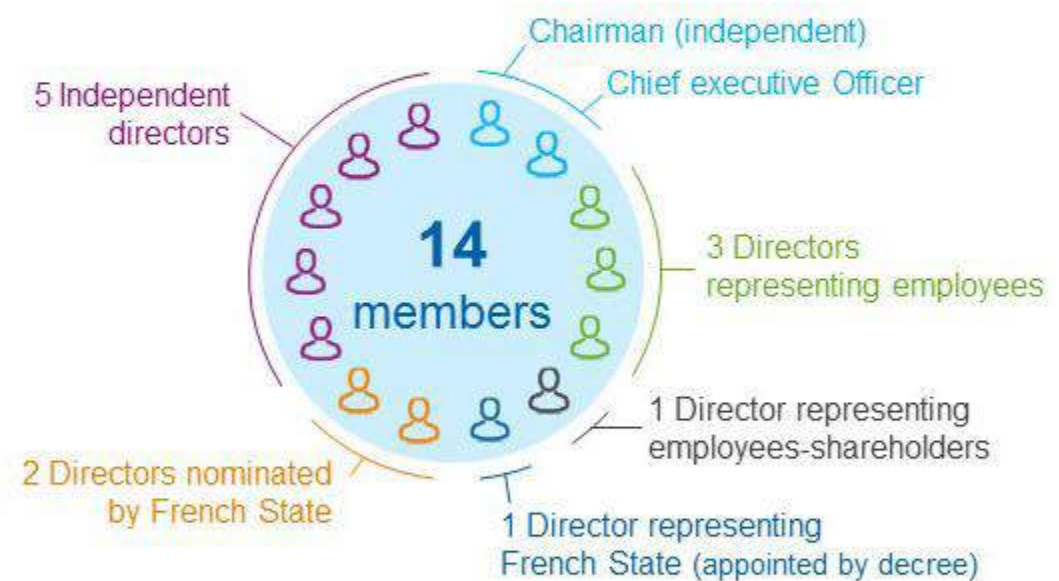
GOVERNANCE SUPPORTING SUSTAINABLE VALUE CREATION

Jean-Pierre CLAMADIEU

Chairman of the Board of Directors

A MORE EFFICIENT BOARD OF DIRECTORS

➤ After the Combined General Meeting of May 2019



- **14 members** against 19 today
- **40%⁽¹⁾** Women
- **60%** Independent directors

(1) Excluding the director representing French State (appointed by decree)



**Ann-Kristin
ACHLEITNER**



› Director
since 09/19/2012



**Edmond
ALPHANDERY**



› Director
since 07/16/2008



**Aldo
CARDOSO**



› Director
since 11/20/2004



**Catherine
GUILLOUARD**



› Director
depuis le 04/28/2015



**Barbara
KUX**



› Director
since 04/28/2015

4 COMMITTEES ASSISTING THE BOARD OF DIRECTORS

➤ Strategy, Investments and Technology Committee

11 meetings

- Strategic plan Investment and divestment projects
- Exit points of the 2016-2018 transformation plan
- Medium term business plan
- Research and Technology
- Relations with SUEZ
- ...

➤ Ethic, Environment and sustainable Development Committee

4 meetings

- CSR performance
- Ethical assessment and certification of the anti-corruption system
- Climate risk and TCFD recommendations
- Review of policies, standards and charters
- Employer's social responsibility on the progress of the transformation plan
- Health and security
- Protection of personal data
- ...

➤ Audit Committee

11 meetings

- Financial accounts, financial situation and communication
- Risk and Insurance Review
- Internal Control Review
- Internal audit plan
- Cash mandate
- ...

➤ Nominations, Compensations and Governance Committee

9 meetings

- Evaluation of the composition and functioning of the Board of Directors
- Independence of the directors
- Executive compensation
- Employee share ownership
- Career management and succession plans of key executives
- ...

Chaired by an independent director

An aerial photograph of a vast solar farm. The image shows numerous rows of blue photovoltaic solar panels, each divided into a grid of smaller cells by thin white lines. The panels are tilted at an angle and arranged in long, parallel rows that stretch across a dry, sandy landscape. The perspective is from a high angle, looking down at the panels, which creates a strong sense of depth and repetition. The overall scene is brightly lit, suggesting a clear, sunny day.

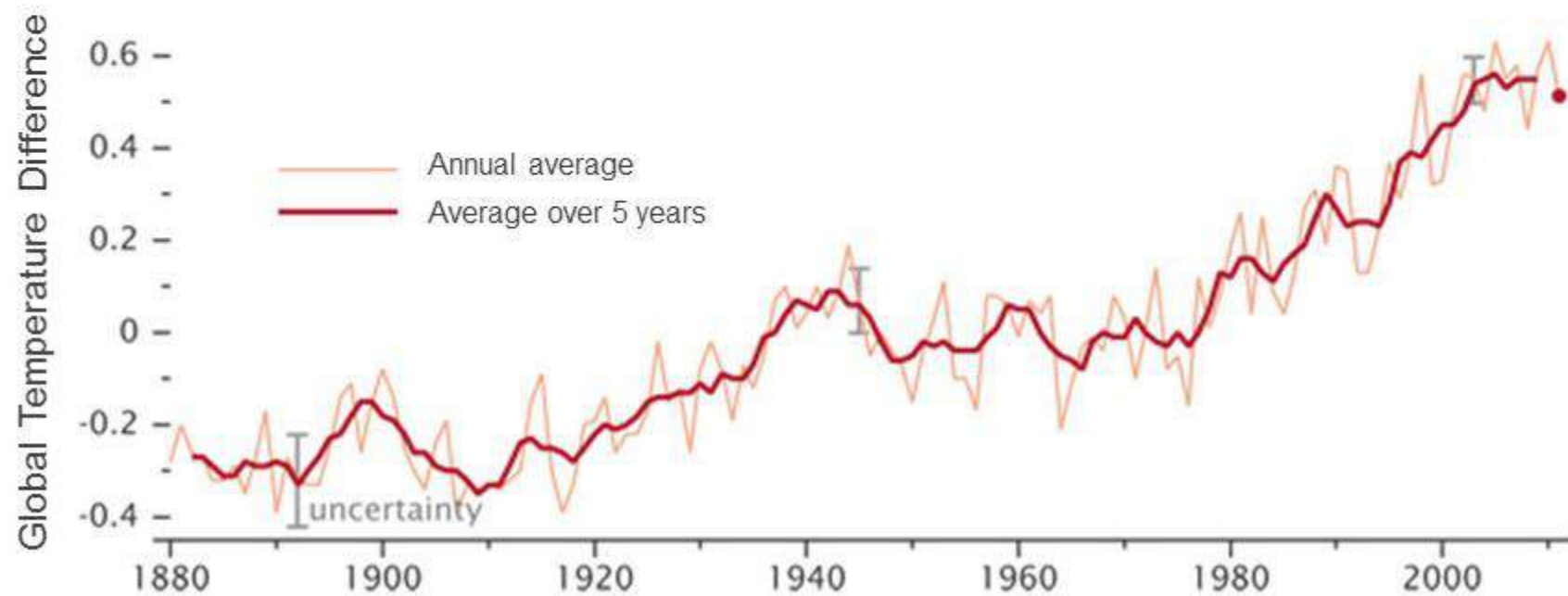
**Direct dialogue
with shareholders
& Investors**



A new strategy

GLOBAL TEMPERATURE INCREASE OF + 1.1 ° C

- Since the industrial revolution (beginning around 1750), human activities have emitted a lot of greenhouse gases: + 70%
- Acceleration
 - Since 1900, the average temperature of the globe has increased by about 0.6 ° C
 - Ocean level rise: +1.7 mm / yr in the 20th century and 3.7 mm / yr since 1990



SIGNIFICANT DECREASE IN CO₂ EMISSIONS OF THE GROUP



THE COMPETITIVE ADVANTAGES OF ENGIE

OUR DNA

- Developer and manager of complex infrastructures
- Customer proximity

GROWTH ACCELERATORS

- Upstream advise
- Digital
- Financement plateformes

MORE GROWTH

MORE VALUE

MORE IMPACT

New **Dividend**
policy

Sharing value
with shareholders

Distribution rate
of **65%** to **75%**
NRIs



An aerial photograph of a vast solar farm. The image shows numerous rows of blue photovoltaic solar panels, each composed of many smaller cells. The panels are arranged in a grid pattern and are tilted at an angle to capture sunlight. The ground between the rows is a dry, brownish soil. The overall scene is brightly lit, suggesting a clear, sunny day.

PRESENTATION OF THE RESOLUTIONS

AGENDA 1/2

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

- Approval of transactions and financial and consolidated financial statements for fiscal year 2018, appropriation of net income and declaration of dividend for fiscal year 2018 ([Resolutions 1 to 3](#))
- Regulated commitments and agreements ([Resolution 4](#))
- Renewal of the authorization of the Board of Directors to trade in the Company's shares ([Resolution 5](#))
- Renewal of the term of office of 4 Directors : Françoise Malrieu, Marie-José Nadeau, Patrice Durand, Mari-Noëlle Jégo-Laveissière ([Resolutions 6 to 9](#))
- Approval of the components of compensation due or awarded for 2018 to the Executive Corporate Officers ([Resolutions 10 to 11](#))
- Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to the Executive Corporate Officers ([Résolutions 12 and 13](#))



**Françoise
Malrieu**

73 years
French nationality



- > Director since 05/02/2011
- > Chairman of the Appointments, Compensation and Governance Committee
- > Member of the Audit Committee
- > Member of the Ethics, Environment and Sustainable Development Committee



**Marie-José
Nadeau**

65 years
Canadian nationality



- > Director since 04/28/2015
- > Chairman of the Audit Committee
- > Member of the Strategy, Investment and Technology Committee



**Patrice
Durand**

65 years
French nationality



- > Director since 12/14/2016
- > Member of the Strategy, Investment and Technology Committee



**Mari-Noëlle
Jégo-Laveissière**

50 years
French nationality



- > Director since 04/28/2015
- > Member of the Ethics, Environment and Sustainable Development Committee

AGENDA 1/2

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

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- Renewal of the term of office of 4 Directors : Françoise Malrieu, Marie-José Nadeau, Patrice Durand, Mari-Noëlle Jégo-Laveissière ([Resolutions 6 to 9](#))
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- Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to the Executive Corporate Officers ([Résolutions 12 and 13](#))

AGENDA 2/2

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

- > Delegations of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, without preferential subscription rights, reserved for employees who are members of employee saving plans as well as for any entity constituted with the purpose of subscribing, holding and disposing of shares of the Company or other financial instruments as part of a Group international employee shareholding plan ([Resolutions 14 to 15](#))
- > Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities ([Resolution 16](#))



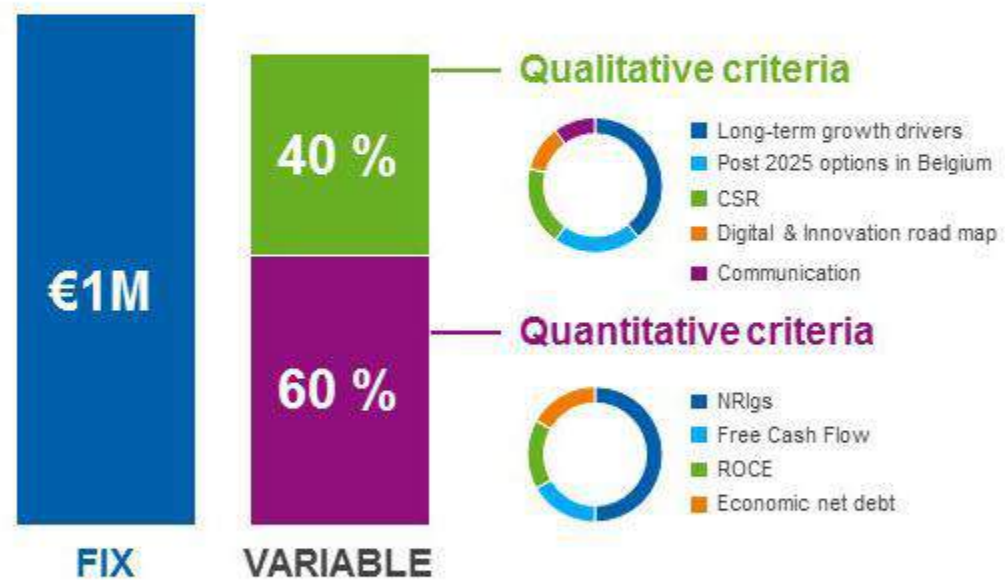
COMPENSATION OF EXECUTIVE CORPORATE OFFICERS

Françoise MALRIEU

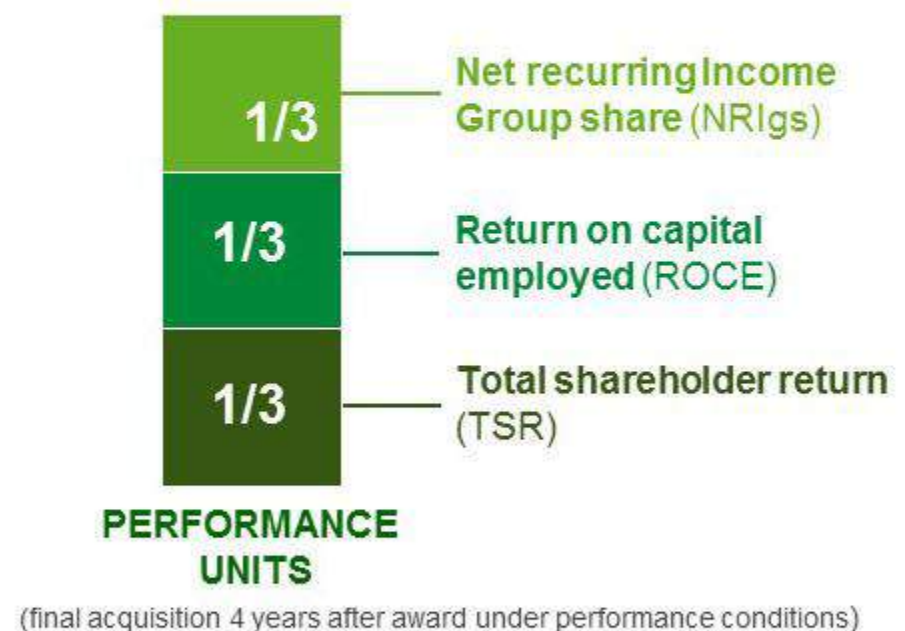
Chairman of the appointments,
compensation and governance committee

COMPENSATIONS STRUCTURED AT SHORT, MEDIUM AND LONG TERM

Short term



Medium / long - term



No hiring or termination compensation



ENGIE

STATUTORY AUDITORES REPORT



STATUTORY AUDITORS INTERVENTION

STATUTORY AUDITORS' REPORTS

➤ Reports submitted under the resolutions of the Ordinary Shareholders' Meeting

OGM

- Report on the annual accounts
(Resolution 1) – pp. 339 à 334 du DDR
- Report on the consolidated accounts
(Resolution 2) - pp. 392 à 395
- Statutory Auditors' special report on regulated agreements and commitments
(Resolution 4) – pp. 165 and 166 du DDR

➤ Reports submitted under the resolutions of the Extraordinary Shareholders' Meeting

EGM

- Reports on capital transactions
(Resolutions 14 et 15) – pp. 45 et 46 of the notice of meeting



**GENERAL
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A group of four diverse people (two men and two women) are shown in profile, looking out over a body of water towards a city skyline at dusk. The city lights are blurred in the background, creating a bokeh effect. The people are smiling and appear to be in conversation. The overall mood is positive and collaborative.

DIALOGUE WITH SHAREHOLDERS



**GENERAL
SHAREHOLDERS'
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MAY 17TH 2019

A hand holding a magnifying glass over a document with "E/BOT" written on it. The background is dark with some blurred lights.

VOTE ON RESOLUTIONS

Pierre MONGIN

Executive vice president general secretary

RESOLUTIONS SUBMITTED TO THE **ORDINARY** SHAREHOLDERS' MEETING





**GENERAL
SHAREHOLDERS'
MEETING**
MAY 17TH 2019

FIRST RESOLUTION



2018 company financial statements

- Approval of transactions and the parent Company financial statements for fiscal year 2018



SECOND RESOLUTION

AGO

2018 consolidated financial statements

- Approval of the consolidated financial statements for fiscal year 2018



THIRD RESOLUTION

AGO

Appropriation of net income and declaration of dividend for fiscal year 2018

- The purpose of this resolution is to allocate the income and set the ordinary dividend per share at €1.12 and the additional loyalty dividend per share at € 0.112, payable to the shares that have been registered for at least two years of December 31, 2018
- Taking into account the interim dividend of €0.37 per share paid on October 12, 2018, the balance of the dividend will be €0.75 per share for the shares benefiting from dividend and is increased to €0.862 per share for the shares benefiting from loyalty dividend
- Date of declaration of the balance of the dividend : May 21, 2019
- Date of payment : May 23, 2019

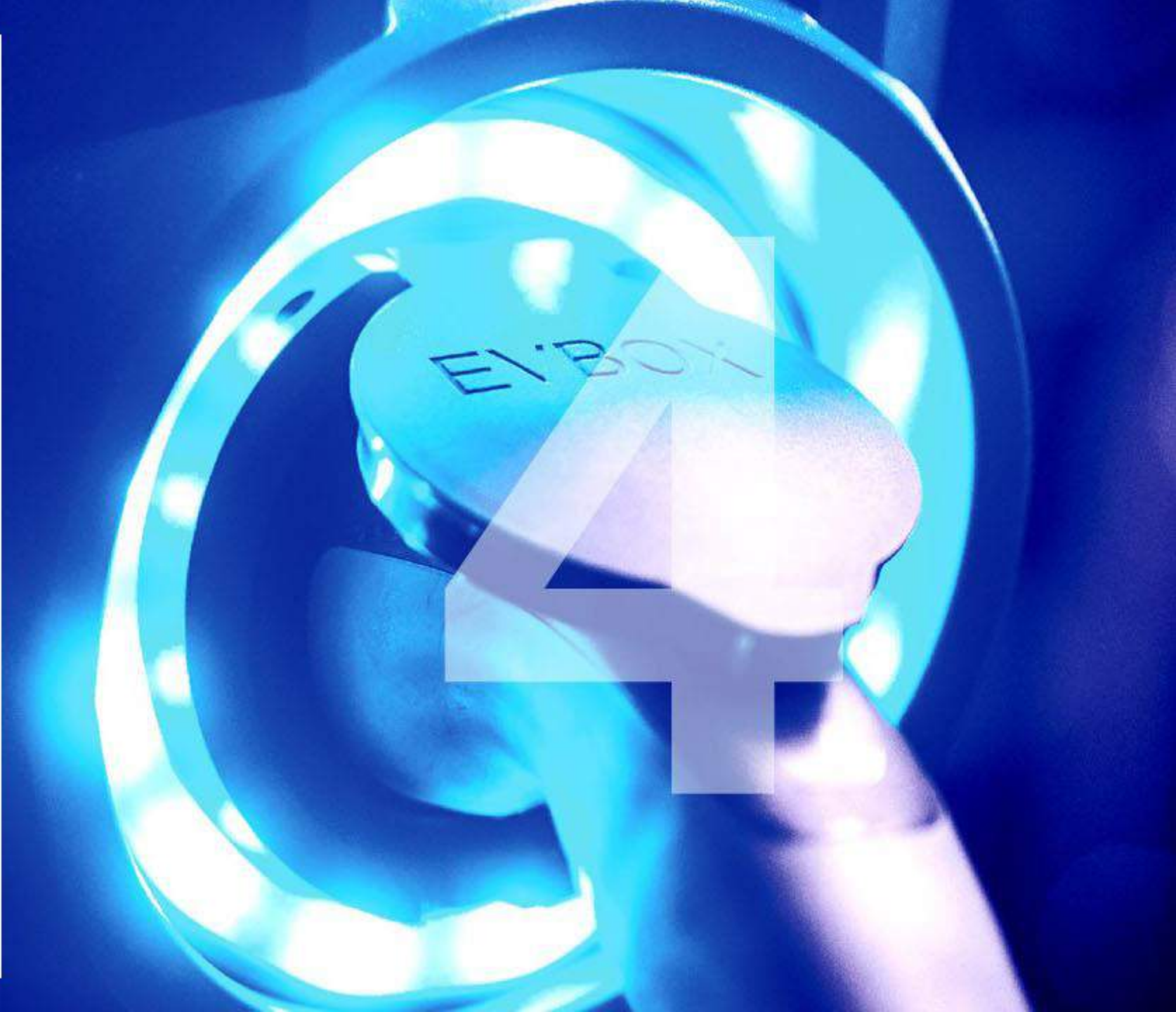


FOURTH RESOLUTION

AGO

Regulated commitments and agreements

- Pursuant to Article L. 225-38 of the French commercial code, the purpose of this resolution is to approve all the regulated commitments and agreements concluded during fiscal year 2018 and since its close, mentioned in the statutory auditor's report



FIFTH RESOLUTION

AGO

Renewal of the authorization of the Board of Directors to trade in the Company's shares

- Maximum purchase price: €30
- Maximum number of shares purchased during the program and maximum stake at any time: 10 % of the share capital
- Maximum aggregate amount of purchases: €7.3 billion
- This resolution may not be used in case of a takeover bid on the Company's shares
- Authorization period: 18 months

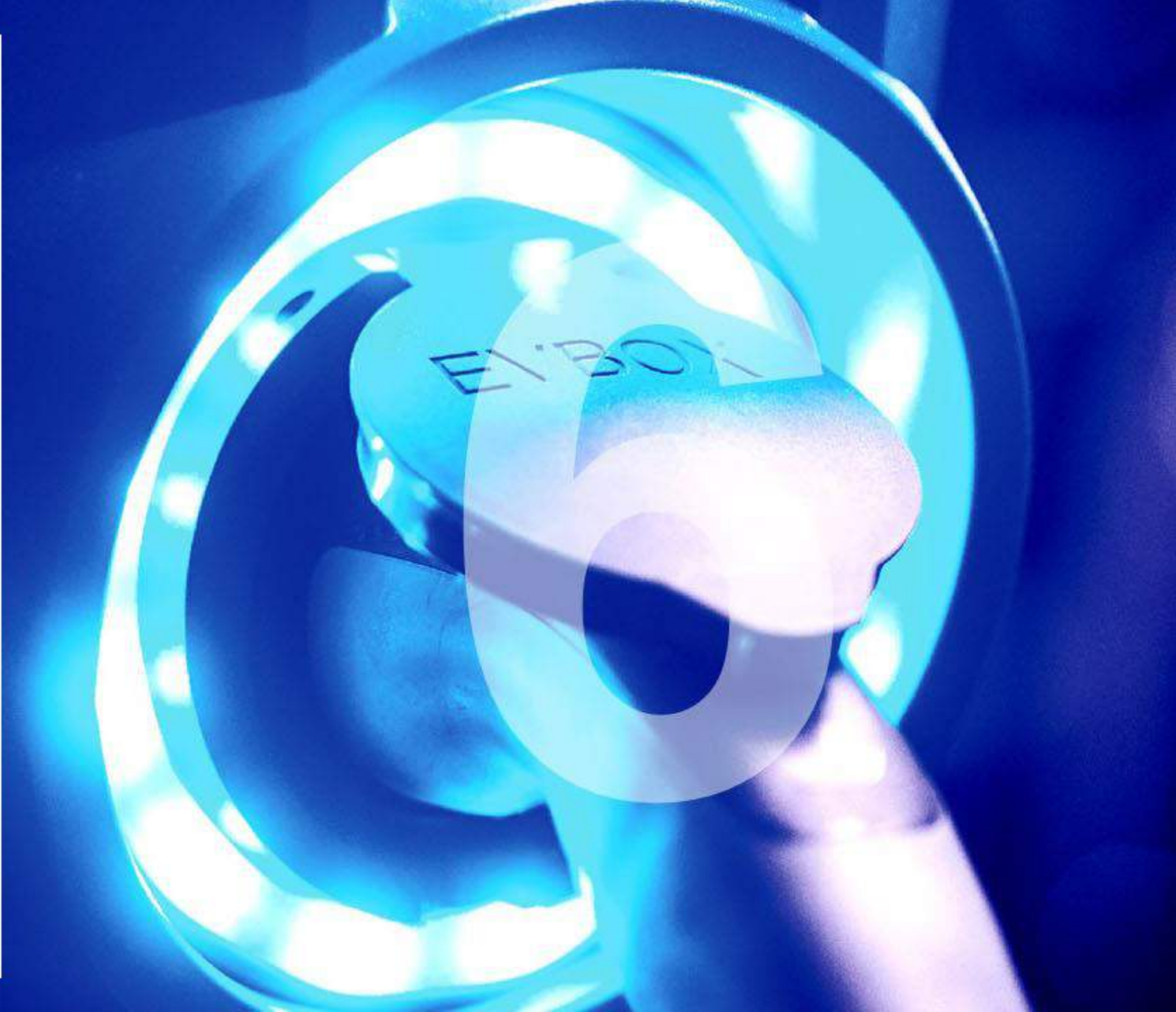


SIXTH RESOLUTION

AGO

Renewal of the term of office of Ms. Françoise Malrieu as director

- French nationality
- Term of office: Shareholders' Meeting convened in 2023 to approve the 2022 financial statements



SEVENTH RESOLUTION

AGO

Renewal of the term of office of Ms. Marie-José Nadeau as director

- Canadian nationality
- Term of office: Shareholders' Meeting convened in 2023 to approve the 2022 financial statements



EIGHTH RESOLUTION

AGO

Renewal of the term of office of M. Patrice Durand as director

- French nationality
- Term of office: Shareholders' Meeting convened in 2023 to approve the 2022 financial statements



NINTH RESOLUTION

AGO

Renewal of the term of office of Ms. Mari-Noëlle Jégo-Laveissière as director

- French nationality
- Term of office: Shareholders' Meeting convened in 2023 to approve the 2022 financial statements



TENTH RESOLUTION

AGO

Approval of the components of the compensation due or awarded to Jean-Pierre Clamadieu, the Chairman of the Board of Directors for the period from May 18 to December 31, 2018

- Shareholders are requested to approve the components of compensation due or awarded to Jean-Pierre Clamadieu, Chairman of the Board of Directors, for the period from 18th May until 31st December 2018 as described in the Notice of Meeting and in Section 4.1.4.1.8 of the 2018 Registration Document



ELEVENTH RESOLUTION

AGO

Approval of the components of compensation due or awarded for fiscal year 2018 to Isabelle Kocher, the Chief Executive Officer

- Shareholders are requested to approve the components of compensation due or awarded for fiscal year 2018 to Isabelle Kocher, Chief Executive Officer as described in Section 4.1.4.1.8 of the 2018 Registration Document



TWELFTH RESOLUTION

AGO

Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to M. Jean-Pierre Clamadieu, the Chairman of the Board of Directors

- Shareholders are requested to approve the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the Chairman of the Board of Directors as of January 1st, 2019, as presented in Section 4.1.4.1.9 of the 2018 Registration Document



THIRTEENTH RÉSOLUTION

AGO

Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits attributable to Ms. Isabelle Kocher, the Chief Executive Officer

- Shareholders are requested to approve the principles and criteria for the determination, distribution and allocation of the fixed, variable, and exceptional components of the total compensation and benefits of any kind attributable to the Chief Executive Officer as of January 1st, 2019, as presented in Section 4.1.4.1.9 of the 2018 Registration Document



RESOLUTIONS SUBMITTED TO THE **EXTRAORDINARY**
SHAREHOLDERS' MEETING



FOURTEENTH RESOLUTION

AGE

Delegation of authority to the Board of Directors to decide on the capital increase reserved for employee members of a Group employee shareholding plan

- Maximum nominal amount: 2% of share capital; this amount shall count against the €265 million overall ceiling set in the 23rd Resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018
- Ceiling common to issuances under the 14th and 15th Resolutions: 2% of share capital
- Deprives of effect the authorization previously granted by the 26th Resolution of the May 18, 2018 Shareholders' Meeting
- Issue price: average opening share price over the 20 trading days preceding the date of the decision, reduced by a discount which may not exceed the maximum discount allowed by the legislation in force at the time of the implementation of the delegation
- Authorized period: 26 months



FIFTEENTH RESOLUTION

AGE

Delegation of authority to the Board of Directors to decide on Issuance of shares for the benefit of all entities created as part of the implementation of the ENGIE Group international employee shareholding plan

- Maximum nominal amount: 0.5% of share capital ; this amount shall count against the €265 million overall ceiling set in the 23rd Resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 18, 2018
- The amount of issuances shall count against the ceiling of 2% of share capital set forth in the 14th Resolution
- Deprives of effect the authorization previously granted by 27th Resolution of the May 18, 2018 Shareholders' Meeting
- Issue price: average opening share price over the 20 trading days preceding the date of the decision, reduced by a discount which may not exceed the maximum discount allowed by the legislation in force at the time of the implementation of the delegation
- Authorized period: 18 months



SIXTEENTH RESOLUTION

AGE

Powers to implement the resolutions adopted by the General Shareholders' Meeting and to perform the related formalities



A hand holding a gavel, symbolizing justice or a legal proceeding. The background is a dark blue with bokeh light effects. The text is white and bold.

**GENERAL
SHAREHOLDERS'
MEETING**
MAY 17TH 2019



**GENERAL
SHAREHOLDERS'
MEETING**
MAY 17TH 2019



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