

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>ENGIE 401(K) PLAN</u>	1b	Three-digit plan number (PN) ► <u>001</u>
		1c	Effective date of plan <u>08/01/1984</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>ENGIE HOLDINGS INC.</u> <u>1990 POST OAK BOULEVARD SUITE 1900</u> <u>HOUSTON, TX 77056</u>	2b	Employer Identification Number (EIN) <u>47-0977302</u>
		2c	Plan Sponsor's telephone number <u>713-636-1155</u>
		2d	Business code (see instructions) <u>221100</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	LORI JOHNSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name GDF SUEZ ENERGY NORTH AMERICA, INC.		4b EIN 13-3092178	
5 Total number of participants at the beginning of the plan year		4c PN 002	
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		5 1955	
a(1) Total number of active participants at the beginning of the plan year.....		6a(1) 1338	
a(2) Total number of active participants at the end of the plan year		6a(2) 1326	
b Retired or separated participants receiving benefits.....		6b 36	
c Other retired or separated participants entitled to future benefits		6c 569	
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 1931	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0	
f Total. Add lines 6d and 6e		6f 1931	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 1801	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan ENGIE 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ENGIE HOLDINGS INC.	D Employer Identification Number (EIN) 47-0977302

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
AMERICAN FUNDS	333 S. HOPE STREET 50TH FLOOR LOS ANGELES, CA 90071

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
ARTISAN	875 E. WISCONSIN AVE. STE 800 MILWAUKEE, WI 53202

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
BRANDES FUNDS	11988 EL CAMINO REAL STE 500 SAN DIEGO, CA 92109

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
DODGE & COX	ONE SANSOME STREET, 35TH FLOOR SAN FRANCISCO, CA 94104

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

INVESCO

11 GREENWAY PLAZA, SUITE 100
HOUSTON, TX 77046-1173

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NEUBERGER BERMAN

600 MONTGOMERY STREET
19TH FLOOR
SAN FRANCISCO, CA 94111

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

OPPENHEIMER FUNDS

225 LIBERTY ST. 14TH FLOOR
NEW YORK, NY 10281

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PUTNAM FIDUCIARY TRUST COMPANY

ONE POST OFFICE SQUARE
BOSTON, MA 02109

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PUTNAM INVESTMENTS

ONE POST OFFICE SQUARE
BOSTON, MA 02109

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

T. ROWE PRICE ASSOCIATES

100 E. PRATT ST
BALTIMORE, MD 21212

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD FUNDS

100 VANGUARD BLVD
MAIL STOP #242
MALVERN, PA 19355

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DELOITTE & TOUCHE LLP

PO BOX 7247-6446
PHILADELPHIA, PA 19170-6446

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	92500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

XEROX CORPORATION DBA BUCK CONSULTA

PO BOX 202617
DALLAS, TX 75320-2917

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	92200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PEPPER HAMILTON LLP

THE NEW YORK TIMES BUILDING
620 EIGHTH AVENUE 37TH FLOOR
NEW YORK, NY 10018-1405

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	ATTORNEY	4807	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 15	RECORDKEEPER	1948	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

QDRO CONSULTANTS CO LLC

3071 PEARL ROAD
MEDINA, OH 44256

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTING	1800	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan ENGIE 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ENGIE HOLDINGS INC.	D Employer Identification Number (EIN) 47-0977302	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN 04-3159710-202	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50705732
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a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM S&P 500 INDEX

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN 04-2884233-201	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan ENGIE 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ENGIE HOLDINGS INC.	D Employer Identification Number (EIN) 47-0977302	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	1107412	939237
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	4674976	3704253
(9) Value of interest in common/collective trusts	1c(9)	69161933	50705732
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	239822678	256052679
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	314766999	311401901

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	314766999	311401901
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8648986	
(B) Participants	2a(1)(B)	13937008	
(C) Others (including rollovers)	2a(1)(C)	1788617	
(2) Noncash contributions	2a(2)	0	24374611
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	169379	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		169379
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	10336733	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		10336733
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2368751
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		6935607
c Other income.....	2c		-88485
d Total income. Add all income amounts in column (b) and enter total.....	2d		44096596

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	28778914	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		28778914
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		81722
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	99107	
(2) Contract administrator fees.....	2i(2)	1948	
(3) Investment advisory and management fees.....	2i(3)	92200	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		193255
j Total expenses. Add all expense amounts in column (b) and enter total	2j		29053891

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		15042705
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		18407803

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE**

(2) EIN: **13-3891517**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
FIRSTLIGHT POWER 401(K) PLAN	90-1112269	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>ENGIE 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ENGIE HOLDINGS INC.</u>	D Employer Identification Number (EIN) <u>47-0977302</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>84-1455663</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

ENGIE 401(k) Plan
(formerly GDF SUEZ Energy North
America, Inc. 401(k) Plan)

EIN 47-0977302/Plan Number 001

**Financial Statements as of December 31, 2016 and 2015,
and for the Year Ended December 31, 2016,
Supplemental Schedule as of December 31, 2016, and
Independent Auditors' Report**

ENGIE 401(k) PLAN (formerly GDF SUEZ Energy North America, Inc. 401(k) Plan)

TABLE OF CONTENTS

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FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2016	4
Notes to Financial Statements as of December 31, 2016 and 2015, and for the Year Ended December 31, 2016	5-12
SUPPLEMENTAL SCHEDULE —	13
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2016	14
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
ENGIE 401(k) Plan (formerly GDF SUEZ Energy North America, Inc. 401(k) Plan):

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the ENGIE 401(k) Plan (formerly GDF SUEZ Energy North America, Inc. 401(k) Plan) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Great-West Trust Company LLC, the trustee for the Plan from January 1, 2016 through December 31, 2016 and by Putnam Fiduciary Trust Company, the trustee for the Plan as of December 31, 2015, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Emphasis of Matter

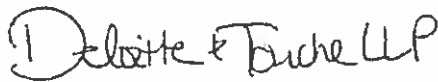
As discussed in Note 2 to the financial statements, the Plan retrospectively adopted Financial Accounting Standards Board Accounting Standards Update ("ASU") No. 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value Per Share (or Its Equivalent) and ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965). Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule listed in the Table of Contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Deloitte & Touche LLP". The signature is written in a cursive, flowing style.

October 16, 2017

**ENGIE 401(k) PLAN (formerly GDF SUEZ Energy
North America, Inc. 401(k) Plan)**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015**

	2016	2015
ASSETS:		
Participant-directed investments — at fair value	\$306,758,411	\$308,608,057
Receivables — employer contributions	939,237	1,107,412
Notes receivables from participants	<u>4,032,511</u>	<u>4,683,716</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$311,730,159</u>	<u>\$314,399,185</u>

**ENGIE 401(k) PLAN (formerly GDF SUEZ Energy
North America, Inc. 401(k) Plan)**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016**

ADDITIONS:

Contributions:

Participant contributions	\$ 13,937,008
Employer contributions	8,648,986
Rollover contributions	<u>1,788,617</u>

Total contributions	<u>24,374,611</u>
---------------------	-------------------

Investment income:

Interest and dividends	11,245,887
Net appreciation in fair value of investments	<u>8,771,757</u>

Total investment income	20,017,644
-------------------------	------------

Interest income on notes receivable from participants	169,793
Other	<u>230,620</u>

Total additions	<u>44,792,668</u>
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DEDUCTIONS:

Benefits paid to participants	(28,860,636)
Administrative expenses	<u>(193,255)</u>

Total deductions	<u>(29,053,891)</u>
------------------	---------------------

INCREASE IN NET ASSETS	15,738,777
------------------------	------------

Transfer out to FirstLight Power 401(k) Plan	(18,407,803)
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>314,399,185</u>
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End of year	<u>\$ 311,730,159</u>
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See notes to financial statements.

ENGIE 401(k) PLAN (formerly GDF SUEZ Energy North America, Inc. 401(k) Plan)

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2016 AND 2015, AND FOR THE YEAR ENDED DECEMBER 31, 2016

1. DESCRIPTION OF THE PLAN

The following description of the ENGIE 401(k) Plan (formerly GDF SUEZ Energy North America, Inc. 401(k) Plan) (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General — The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective October 1, 2016, the Plan is sponsored by ENGIE Holdings Inc. (the “Company”) and the name of the Plan was changed to ENGIE 401(k) Plan. Prior to that date the Plan was sponsored by GDF SUEZ Energy North America, Inc. With the exception of certain union employees, nonresident aliens, inpatriates (other than an inpatriate employee who is subject to local employment terms and conditions), and leased employees, the Plan covers substantially all employees of the Company. There are no age or service requirements.

The Company acts as the Plan administrator and is responsible for the Plan. Putnam Fiduciary Trust Company (“Putnam”) served as the trustee and managed the assets of the Plan prior to January 1, 2016. Effective January 1, 2016, Great-West Trust Company LLC became the trustee of the assets of the Plan. Empower Retirement serves as the record keeper of the Plan, maintaining individual accounts for each participant.

During 2016, the Company entered into a Purchase and Sale Agreement with PSP H2O FL USA Inc. to sell its hydro assets located in Massachusetts and Connecticut. As part of this agreement, the assets of approximately 100 employees, amounting to \$18,407,803, were transferred to the FirstLight Power 401(k) Plan, established and sponsored by First Light Power Resources Services, LLC.

Contributions — Participants may contribute up to 100% of their eligible compensation, as defined in the Plan. The Company contributes 50% of each participant’s elective deferrals made on the first 6% of eligible compensation.

The Plan also requires the Company to contribute an amount equal to 3% of each participant’s eligible quarterly compensation as a profit-sharing contribution on a quarterly basis, provided the participant is an active employee of the Company at the end of the quarter.

The Company makes a non-elective contribution on behalf of each 401(k) Plus participant of the FirstLight Bargaining Associates Plan, a 401(k) plan that was previously merged into the Plan.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, the Company’s matching contribution, Company profit-sharing contributions and allocations of Company discretionary contributions and Plan earnings, and charged with withdrawals and allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

All new employees are automatically enrolled into the Plan sixty days after the employee's initial hire date. Absent an election by the employee to the contrary, 3% is automatically withheld from his/her compensation and deposited in the Plan as an employee contribution. This amount will increase by 1% each year until it reaches 6% of participants before-tax pay. If the employee does not select an investment option, the contributions will be invested in the Vanguard Target Retirement Fund that most closely matches the employees target retirement year, but may be subsequently redirected by the employee at any time. Each employee is responsible for directing his/her account.

Investments — Upon enrollment in the Plan, a participant may direct employee contributions into various investment options. Company contributions are contributed according to the same allocation.

Vesting — All participant and employer contributions and earnings thereon vest immediately. Upon termination of service, retirement, death, disability, or termination of the Plan, the participant receives a lump-sum amount equal to his/her account balance.

Notes Receivable from Participants — Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% of their account balance. Loan transactions are treated as a transfer between the investment fund and the loan fund. Loan terms range from one to five years, or longer for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1% of interest on the date of the loan. Principal and interest are paid ratably through payroll deductions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds and a common collective trust fund that is considered to be a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The common collective trust fund (Putnam Stable Value Fund) is stated at fair value as determined by the issuer of the common collective trust based on the net asset value of the underlying investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds and stable value fund are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — Administrative expenses of the Plan may be paid by the Company or the Plan, as provided in the Plan document.

Benefit Payments — Benefits are recorded upon distribution. At December 31, 2016 and 2015, there were no benefits payable to retired or terminated participants who had elected to withdraw from the Plan, but have not yet been paid.

Accounting Standards Update — On May 1, 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (“ASU 2015-07”) which removes the requirement to present certain investments for which the practical expedient is used to measure fair value at net asset value within the fair value hierarchy table. Instead, a Plan would be required to include those investments as a reconciling item so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of net assets available for benefits. ASU 2015-07 is effective for non-public entities reporting periods beginning after December 15, 2016 and early adoption is permitted. The Plan elected to early adopt ASU 2015-07 as of December 31, 2016, as permitted, and has applied ASU 2015-07 retrospectively, as required. The Plan presents the investment disclosure required by this new guidance in Note 3, Fair Value Measurements. There are no effects on the statements of net assets available for plan benefits or the changes therein.

In July 2015, FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Part I eliminates the requirement to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Part III is not applicable to the Plan. ASU 2015-12 is effective for fiscal years beginning after December 15, 2015. Parts I and II are to be applied retrospectively. The Plan has adopted ASU 2015-12 as of December 31, 2016, and has applied the provisions of ASU 2015-12 retrospectively, as required. Parts I and II are reflected in the statements of net assets available for benefits and in the notes to the financial statements. The adoption resulted in the reclassification of the adjustment from fair value to contract value for fully benefit-responsive investment contracts totaling \$376,554, in the statements of net assets available for benefits. Certain historical disclosures that are no longer required were removed.

3. FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurements and Disclosures, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis as of December 31, 2016 and 2015.

Fair Value Measurements at December 31, 2016, Using			
Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	\$ 256,052,679	\$ -	\$ 256,052,679
Total fair value of mutual funds	\$ 256,052,679	\$ -	\$ 256,052,679
Common collective trust fund			50,705,732
Total value of investments			\$ 306,758,411

Fair Value Measurements at December 31, 2015, Using			
Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	\$ 239,822,678	\$ -	\$ 239,822,678
Total fair value of mutual funds	\$ 239,822,678	\$ -	\$ 239,822,678
Common collective trust fund			68,785,379
Total value of investments			\$ 308,608,057

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of the transfer between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended, December 31, 2016 and 2015, there were no transfers between levels.

The valuation methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

4. STABLE VALUE FUND

The stable value fund (the “Fund”) is a common collective trust fund sponsored by Putnam Fiduciary Trust Company. The investment objective of the Fund is to provide a competitive yield with minimal market-related risk through investing in a variety of guaranteed investment contracts (GICs), security-backed investment contracts (SBICs), and money market instruments.

The Fund is valued on a daily basis by Putnam Fiduciary Trust Company. All income and expenses shall be deemed to be accrued, received or paid at an equal rate from day to day. Daily unit values are determined by dividing the Fund’s net assets by the number of participating units outstanding on the valuation date. Contributions and redemptions to the Fund may be made daily at the current net asset value and are considered as made immediately after the daily valuation. The Fund declares and records dividends daily and pays them monthly. Dividends are reinvested in the Fund and the units issued are adjusted accordingly.

Subject to certain restrictions, withdrawals from the Fund are generally permitted daily at contract value. The Fund invests at least 5% of its assets in high-quality money market instruments, cash, cash equivalents and pursuant to liquidity and deposit agreements, stable value funds with investment policies and other provisions similar to those of the Fund.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Events that Limit the Ability of the Fund to Transact at Contract Value — All of the contracts that the Fund purchases are benefit responsive at contract value for all plan permitted, participant directed transactions. There are no exceptions to this stipulation. Additionally, the Fund negotiates contracts with certain employer-initiated transaction provisions including percentage allowances for targeted layoffs, bankruptcy resulting in employee job loss, reorganizations, spin-offs, and Plan terminations. Due to the size of the Fund and specific percentage allowances negotiated by the Fund, it is highly unlikely (not probable) that any event would occur that would limit the Fund’s ability to transact at contract value with each issuer under these events.

The only event or circumstance that would allow issuers to immediately terminate a fully benefit-responsive wrap contract with the Fund at an amount different from contract value would be if they were provided with willingly fraudulent information about the Fund by Putnam Fiduciary Trust Company. This would constitute a breach of contract and would allow for termination at a value that could be different from contract value. Additionally, most wrap contracts have provisions that allow the issuer to terminate at book value over a specified period of time, normally the duration of the portfolio being wrapped. At no point may an issuer of a wrap contract immediately terminate at market value (other than as specified above) if the market value of the underlying portfolio is less than the book value.

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and units of common collective trust funds that are managed by Putnam Fiduciary Trust Company and therefore, these transactions qualify as exempt party-in-interest transactions. Additionally, in 2016 and 2015, participant loans qualified as exempt party-in-interest transactions.

The Plan Sponsor changed Trustees from Putnam to Great West effective 1/1/2016. Putnam and Empower Retirement had an agreement at the time of the change that allowed for the payment of reasonable plan expenses, paid either annually or monthly directly to the Plan, in order for the Plan to be reimbursed or in order to reimburse the Plan Sponsor for payment of such expenses. During 2016, Putnam paid the Plan directly \$66,667 in unused expense credits which were payable to the Plan due to the change in trustees.

During 2016, Empower paid the Plan directly \$100,000 in unused expense credits which were payable to the Plan. During 2016, the Plan reimbursed the Plan Sponsor \$121,701 for 2016 plan expenses. The reimbursement was made up of the expense credits given to the Plan directly from Putnam due to the change in trustees and the 2016 unused credits provided by Empower. These transactions qualify as exempt party-in-interest transactions.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

7. TAX STATUS

The Plan uses a prototype plan document sponsored by Great-West Trust Company. Great-West Trust Company received an opinion letter from the Internal Revenue Service (IRS), dated March 31, 2014, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code (IRC). The Plan itself has not received a determination letter from the IRS. However, the plan's administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax position taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by the taxing jurisdictions. There are currently no audits for any tax periods in progress and the plan administrator believes it is no longer subject to income tax examination for years prior to 2013.

8. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, and for the year ended December 31, 2016, included in the Plan's financial statements and supplemental schedule of assets (held at end of year), that was prepared by or derived from information

prepared by the Trustees of the Plan and furnished to the plan administrator. The Plan administrator has obtained certifications from the Trustees that such information is complete and accurate.

	2016	2015
Statements of net assets available for benefits — investments	\$ 306,758,411	\$ 308,608,057
Notes receivable from participants	4,032,511	4,683,716
Statement of changes in net assets available for benefits — investment income:		
Interest and dividends	11,245,887	
Net appreciation in value of investments	8,771,757	
Interest income on notes receivable from participants	169,793	

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Note 3: All investment balances and activity in the note, excluding the level of investments.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation to Form 5500 of net assets available for benefits per the financial statements at December 31, 2016 and 2015, is as follows:

	2016	2015
Net assets available for benefits	\$ 311,730,159	\$ 314,399,185
Deemed distribution of participant loans	(328,258)	(8,740)
Adjustment from contract value to fair value for fully benefit-responsive stable value fund	-	376,554
Net assets available for benefits per the Form 5500	<u>\$ 311,401,901</u>	<u>\$ 314,766,999</u>

The reconciliation to total income per the Form 5500 to total increase per the financial statements for the year ended December 31, 2016, is as follows:

Total increase per financial statements	\$ 15,738,777
Prior year adjustment from contract value to fair value for fully benefit-responsive stable value fund	(376,554)
Change in deemed distribution of participant loans	<u>(319,518)</u>
Total income per the Form 5500	<u>\$ 15,042,705</u>

10. NET ASSET VALUE (NAV) PER SHARE

The following table for December 31, 2016 and 2015, sets forth a summary of the Plan's investments with a reported NAV:

Fair Value Estimated Using Net Asset Value per Share December 31, 2016					
Investment	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Putnam Stable Value Fund	<u>\$ 50,705,732</u>	<u>\$ -</u>	See Note 4	See Note 4	See Note 4
Total	<u>\$ 50,705,732</u>	<u>\$ -</u>			

Fair Value Estimated Using Net Asset Value per Share December 31, 2015					
Investment	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Putnam Stable Value Fund	<u>\$ 48,652,657</u>	<u>\$ -</u>	See Note 5 Daily	See Note 5	See Note 5
Putnam S&P 500 Index Fund Class M	<u>20,509,276</u>	<u></u>			
Total	<u>\$ 69,161,933</u>	<u>\$ -</u>			

* The fair values of the investments have been estimated using the NAV of the investment.

11. SUBSEQUENT EVENTS

For the year ended December 31, 2016, subsequent events were evaluated through, October 16, 2017, the date the financial statements were available to be issued.

Effective January 1, 2017, the Plan was amended to change the percentage of employer matching contributions. The Employer will make matching contributions equal to 100% of salary deferrals that do not exceed 3% of employee compensation plus 50% of salary deferrals between 3% and 5% of employee compensation. The quarterly profit sharing contribution will decrease to 1.5% of employee compensation.

The Company has entered into an Amended and Restated Stock Purchase Agreement with Atlas Power Finance LLC, a wholly owned subsidiary of Atlas Power, LLC, an indirect wholly owned subsidiary of Dynegy Inc. for the sale of the majority of its thermal assets located throughout the United States. The closing date of sale was February 7, 2017. With this transaction, certain employees were terminated and received information to facilitate an individual rollover to Dynegy's 401(k) plan or an IRA. In addition, those employees with balances greater than \$5,000 may leave their account in the Company's plan until age 70 ½, when mandatory required minimum disbursements must take place.

* * * * *

SUPPLEMENTAL SCHEDULE

**ENGIE 401(k) PLAN (formerly GDF SUEZ Energy
North America, Inc. 401(k) Plan)**

Plan 002

(EIN) 13-3092178

**FORM 5500, SCHEDULE H, PART IV, LINE 4I — SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
AS OF DECEMBER 31, 2016**

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	Value
	American funds	American Funds Europacific Growth Fund R5	**	\$ 16,869,458
	American funds	American Funds Fundamental Investors R5	**	20,691,860
	Artisan Funds	Artisan Mid-Cap Fund	**	14,612,431
	Brandes	Brandes International Small Cap Equity 1	**	11,016,027
	Dodge & Cox	Dodge & Cox Income Fund	**	31,067,306
	INVESCO	INVESCO REAL Estate Fund Inst	**	8,674,341
	Neuberger Berman	Neuberger Berman Genesis Fund Institutional	**	17,999,981
	Oppenheimer Funds	Oppenheimer Developing Markets Fund Y Class	**	8,346,308
*	Putnam Fiduciary Trust Company	Putnam Equity Income Fund Class R5	**	14,933,423
	T. Rowe Price Funds	T. Rowe Price New America Growth Fund	**	27,924,521
	Vanguard	Vanguard Institutional Index Fund	**	21,704,497
	Vanguard	Vanguard Selected Value Inv	**	10,152,340
	Vanguard	Vanguard Small Cap Index Institutional	**	10,346,691
	Vanguard	Vanguard Target Retirement 2020 Inv	**	8,220,630
	Vanguard	Vanguard Target Retirement 2030 Inv	**	10,603,945
	Vanguard	Vanguard Target Retirement 2040 Inv	**	8,613,745
	Vanguard	Vanguard Target Retirement 2050 Inv	**	3,964,018
	Vanguard	Vanguard Target Retirement 2060 Inv	**	466,346
	Vanguard	Vanguard Target Retirement Income Inv	**	2,449,557
	Vanguard	Vanguard Total Bond Market Index Admiral	**	3,534,636
	Vanguard	Vanguard Total International Stock Index Admiral	**	<u>3,860,618</u>
	Total mutual funds			<u>256,052,679</u>
*	Putnam Fiduciary Trust Company	Putnam Stable Value Fund	**	<u>50,705,732</u>
	Total common collective trust funds			<u>50,705,732</u>
				<u>\$306,758,411</u>
*	Participant notes receivable	Loans to participants, interest rates ranging from 4.25% to 9.25%, maturing through 2026 net of deemed loan distributions \$328,258		<u>3,704,253</u>
	TOTAL INVESTMENTS available for benefits			<u>\$310,462,664</u>

* Party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included
See accompanying independent auditors' report



Deloitte & Touche LLP
Suite 4500
1111 Bagby Street
Houston, TX 77002-2591
USA

Tel: +1 713 982 2000
Fax: +1 713 982-2001
www.deloitte.com

October 16, 2017

Mr. Craig Woolcott, Vice President of Human Resources
Member of Executive 401(k) Committee
ENGIE Holdings Inc.
1990 Post Oak Boulevard, Suite 1900
Houston, TX 77056

Ms. Katie Farris
Director of Accounting
ENGIE Holdings, Inc.
1990 Post Oak Boulevard, Suite 1900
Houston, TX 77056

Dear Mr. Woolcott and Ms. Farris:

We have performed a limited-scope audit of the financial statements of Engie 401(k) Plan (formerly known as GDF SUEZ Energy North America, Inc. 401(k) Plan (the "Plan") as of and for the year ended December 31, 2016, in accordance with auditing standards generally accepted in the United States of America ("generally accepted auditing standards") and the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA), ("Limited-Scope Election"). We have issued our report thereon dated October 16, 2017.

We have prepared the following comments to assist you in fulfilling your obligation to oversee the financial reporting and disclosure process for which management of the Plan is responsible.

This report is intended solely for the information and use of Plan management, and others within the organization and is not intended to be and should not be used by anyone other than these specified parties.

Yours truly,

cc: The Management of the Plan

Our Responsibility under Generally Accepted Auditing Standards

Our responsibility under generally accepted auditing standards has been described in our engagement letter dated May 30, 2017. As described in that letter, the objective of a limited-scope audit conducted under generally accepted auditing standards and the Limited-Scope Election is the issuance of an opinion on whether the form and content of the information included in the Plan's financial statements and supplemental schedules, other than that derived from the information certified by the trustees, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The limited-scope audit of the financial statements does not relieve Plan management or Mr. Craig Woolcott, Vice President of Human Resources and Member of the Executive 401(k) Committee, and Ms. Katie Farris, Director of Accounting (collectively the "Responsible Parties") of their responsibilities.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether caused by fraud or error. In making those risk assessments, we considered internal control over financial reporting relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that were appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control over financial reporting. Our consideration of internal control over financial reporting was not designed to identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material weaknesses.

Significant Accounting Policies

The Plan's significant accounting policies are set forth in Note 2 to the Plan's 2016 financial statements. We are not aware of any significant changes in previously adopted accounting policies or their application during the year ended December 31, 2016.

We have evaluated the significant qualitative aspects of the Plan's accounting practices, including accounting policies, accounting estimates, and financial statement disclosures and concluded that the policies are appropriate, adequately disclosed, and consistently applied by management.

Accounting Estimates

Accounting estimates are an integral part of the financial statements prepared by Plan management and are based on management's current judgments. Those judgments are ordinarily based on knowledge and experience about past and current events and on assumptions about future events. Significant accounting estimates reflected in the Plan's 2016 financial statements include the fair value measurements and disclosures as discussed in Notes 2 and 3 to the financial statements. During the year ended December 31, 2016, we are not aware of any significant changes in accounting estimates or in Plan management's judgments relating to such estimates.

Uncorrected Misstatements

Except with respect to the investment information certified by the trustees, our limited-scope audit of the financial statements was designed to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement, whether caused by error or fraud. There were no uncorrected misstatements or disclosure items passed identified during our limited-scope audit.

Material Corrected Misstatements

There were no material misstatements that were brought to the attention of Plan management as a result of our limited-scope audit procedures.

Other Information in the Form 5500

When audited financial statements are included in documents containing other information such as the Plan's Form 5500, we read such other information and consider whether it, or the manner of its presentation, is materially inconsistent with the information, or the manner of its presentation, in the financial statements audited by us. We have read the other information in the Plan's Form 5500 and have inquired as to the methods of measurement and presentation of such information. We did not note any material inconsistencies or obtain knowledge of a material misstatement of fact in the other information.

Disagreements with Plan Management

We have not had any disagreements with Plan management related to matters that are material to the Plan's 2016 financial statements.

Our Views About Significant Matters That Were The Subject Of Consultation With Other Accountants

We are not aware of any consultations that Plan management may have had with other accountants about auditing and accounting matters during 2016.

Significant Findings or Issues Discussed, or Subject of Correspondence, with Plan Management Prior to Our Initial Engagement or Retention

Throughout the year, routine discussions were held, or were the subject of correspondence, with Plan management regarding the application of accounting principles or auditing standards in connection with transactions that have occurred, transactions that are contemplated, or reassessment of current circumstances. In our judgment, such discussions or correspondence were not held in connection with our retention as auditors.

Other Significant Findings or Issues Arising from the Audit Discussed, or Subject of Correspondence, with Plan Management

Throughout the year, routine discussions were held, or were the subject of correspondence, with Plan management. In our judgment, such discussions or correspondence did not involve significant findings or issues requiring communication to the Responsible Parties.

Significant Difficulties Encountered in Performing the Limited-Scope Audit

In our judgment, we received the full cooperation of the Plan's management and staff and had unrestricted access to the Plan's senior management in the performance of our limited-scope audit.

Management's Representations

We have made specific inquiries of the Plan's management about the representations embodied in the financial statements. In addition, we have requested that Plan management provide to us the written representations the Plan is required to provide to its independent auditors under generally accepted auditing standards. We have attached to this letter, as Appendix A, a copy of the representation letter we obtained from Plan management.

Modifications to Our Opinion

As stated above, we have performed a limited-scope audit of the financial statements of the Plan as permitted by 29 CFR 2520.103-8 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA. As a result, we have issued an opinion on whether the form and content of the information included in the Plan's financial statements and supplemental schedule, other than that derived from the information certified by the trustees, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and we have disclaimed an opinion on the financial statements.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by Great-West Trust Company LLC, the trustee for the Plan from January 1, 2016 through December 31, 2016 and by Putnam Fiduciary Trust Company, the trustee for the Plan as of December 31, 2015, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Emphasis-of-Matter Paragraph

We have included the following emphasis-of-matter paragraph in our audit report:

As discussed in Note 2 to the financial statements, the Plan retrospectively adopted Financial Accounting Standards Board Accounting Standards Update ("ASU") No. 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value Per Share (or Its Equivalent) and ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965). Our opinion is not modified with respect to this matter.

Other-Matter Paragraph

We have been engaged to report on supplemental schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and as such have included the following other-matter paragraph in our audit report:

The supplemental schedule of Schedule of Assets (Held at Year End) as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

* * * * *



October 16, 2017

Deloitte & Touche LLP
1111 Bagby Street, Suite 4500
Houston, TX 77002

We are providing this letter in conjunction with your engagement to audit the statements of net assets available for benefits of the ENGIE 401(k) Plan (formerly, GDF SUEZ Energy North America, Inc. 401(k) Plan) (the "Plan") as of December 31, 2016 and 2015 and the related statement of changes in net assets available for benefits for the year ended December 31, 2016 and the supplemental schedule as of December 31, 2016. We understand that, at our instruction, you did not perform any audit procedures with respect to investment-related information as of December 31, 2016 and 2015 and for the year ended December 31, 2016, prepared and certified by Great-West Trust Company LLC, the trustee for the Plan from January 1, 2016 through December 31, 2016 and by Putnam Fiduciary Trust Company, the trustee for the Plan as of December 31, 2015, in accordance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (29 CFR 2520.103-8) (ERISA), other than comparing such information to the financial statements and supplemental schedule. Because of the significance of the information that you did not audit, we understand that you will not express an opinion on the financial statements and schedule taken as a whole.

We confirm that we are responsible for the following:

- a. The preparation and fair presentation in the Plan's financial statements of net assets available for benefits and changes in net assets available for benefits in conformity with accounting principles generally accepted in the United States of America (GAAP)
- b. The fair presentation of the applicable supplemental schedules in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA
- c. The design, implementation, and maintenance of internal control:
 - Relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error
 - To prevent and detect fraud.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

We confirm, to the best of our knowledge and belief, the following representations made to you during your limited-scope audits.

1. The financial statements referred to above are fairly presented in conformity with GAAP and the notes include all disclosures required by laws and regulations to which the Plan is subject. The accompanying supplemental schedule is fairly presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
2. Plan management has provided to you all relevant information and access as agreed in the terms of the audit engagement letter.
3. Plan Management has made available to you:
 - a. All financial records and related data
 - b. All minutes of the meetings of the Plan Sponsor's stockholders, directors, and committees of directors pertinent to the operation of the Plan or summaries of actions of recent meetings for which minutes have not yet been prepared. All significant board and committee actions are included in the summaries.
 - c. Amendments made to the Plan document, the trust agreement, or insurance contracts (if applicable) during the year, including amendments to comply with applicable laws.
4. There have been no communications with regulatory agencies concerning noncompliance with or deficiencies in financial reporting or administrative practices.
5. The Plan has disclosed to you the results of Plan management's risk assessment, including the assessment of the risk that the financial statements may be materially misstated as a result of fraud.
6. We have no knowledge of any fraud or suspected fraud affecting the Plan involving:
 - a. Management
 - b. Employees who have significant roles in the Plan's internal control over financial reporting
 - c. Others, where the fraud could have a material effect on the financial statements.
7. We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan's financial statements communicated by employees, former employees, plan participants, regulators, third-party service providers, or others.
8. Significant assumptions used by us in making accounting estimates are reasonable.
9. We have filed the current versions of the Plan and trust documents with the appropriate agencies, as necessary.
10. The Plan uses a prototype plan document sponsored by Great-West Trust Company. Great-West Trust Company received an opinion letter from the Internal Revenue Service (IRS), dated March 31, 2014, which states that the prototype document satisfies the applicable provisions of the Internal Revenue Code (IRC). The plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

11. No participant exceeded the annual additions limitation on benefits or contributions under Section 415 of the IRC.
12. The plan complies with the compensation limits of IRC Section 401(a)(17).
13. After corrections, no participant exceeded the deferral limits of IRC Section 402(g).
14. The Plan has passed the Actual Deferred Percentage (ADP) and the Actual Contribution Percentage (ACP) non-discrimination tests.
15. The Plan has complied with the fidelity bonding requirements of ERISA.
16. There are no matters (e.g., breach of fiduciary responsibilities, nonexempt party-in-interest transactions, loans or leases in default, events that may jeopardize the Plan's tax qualification status) that are required to be disclosed in accordance with the Department of Labor (DOL)'s Rules and Regulations for Reporting and Disclosure, Internal Revenue Code, or ERISA, and we have not consulted a lawyer concerning such matters.

The Plan Sponsor changed Trustees from Putnam to Great West effective 1/1/2016. Putnam and Empower Retirement had an agreement at the time of the change that allowed for the payment of reasonable plan expenses, paid either annually or monthly directly to the Plan, in order for the Plan to be reimbursed or in order to reimburse the Plan Sponsor for payment of such expenses. During 2016, Putnam paid the Plan directly \$66,667 in unused expense credits which were payable to the Plan due to the change in trustees.

Subsequently, the Plan Sponsor entered into agreements with Great West and Empower Retirement calling for Empower to provide certain administrative services to the plan. Empower collects payments from Great West. Empower has entered into an agreement with the plan to provide monthly payments from Empower, to the plan of \$8,333.33, which are offset by the monthly expenses incurred by Empower.

During 2016, Empower paid the Plan directly \$100,000 in unused expense credits which were payable to the Plan. During 2016, the Plan reimbursed the Plan Sponsor \$121,701 for 2016 plan expenses. The reimbursement was made of the expense credits given to the Plan directly from Putnam due to the change in trustees and the 2016 unused credits provided by Empower. These transactions qualify as exempt party-in-interest transactions.

17. There were no reviews or inquiries by the DOL, IRS, or other regulatory agency of the Plan's activities or filings since our last audit.
18. We are not aware of any intention on the part of the Plan Sponsor to terminate the Plan or take any other action that could result in an effective termination for the Plan. We are not aware of any occurrences that could result in the termination of the Plan.
19. There have been no unusual or infrequent events or transactions, including Plan amendments, occurring after the latest benefit information date but before issuance of the Plan's financial statements that might affect the usefulness of the Plan's financial statements when assessing the Plan's present and future ability to pay benefits.

20. The Plan's investment in the Putnam Stable Value Fund meets all of the conditions of the definition of fully benefit responsive as defined by FASB ASC 962, *Plan Accounting – Defined Contribution Pension Plans*, as amended as follows:
- a. The underlying investment contracts of the fund are affected directly between the fund and the issuers and prohibit the fund from assigning or selling the contract or its proceeds to another party without the consent of the issuers.
 - b. The repayment of principal and interest credited to participants in the Plan is a financial obligation of the issuers of the underlying investment contracts within the fund.
 - c. The terms of the underlying investment contracts of the fund require all permitted participant-initiated transactions with the Plan to occur at contract value with no conditions, limits or restrictions.
 - d. An event that limits the ability of the Plan to transact at contract value with the stable value fund (for example, partial or complete termination of the Plan or its merger with another plan, plant closings, layoffs, bankruptcy, mergers, early retirement incentives, certain transfers of assets from the stable value fund) and that also limits the ability of the stable value fund to transact at contract value with the participants in the Plan are probable of not occurring.
 - e. The Plan allows participant reasonable access to their funds.
21. The Plan has complied with the DOL's regulations concerning the timely remittance of contributions to trusts containing assets of the Plan.
22. A form 5500 for the Direct Filing Entities (DFEs) for which the plan invests in have been filed with the applicable supplemental schedules.
23. We have concluded that Great-West Trust Company LLC and Putnam Fiduciary Trust Company's certifications of investments and investment-related information, as the trustees for the Plan, satisfy the certification requirements to permit a limited-scope audit under 29 CFR §2520.103-8 of the U.S. Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) ("Limited-Scope Election"). Based on the certifications from Great-West Trust Company LLC and Putnam Fiduciary Trust Company, we have elected the permissible Limited-Scope Election and have concluded that the examination and report of the independent qualified public accountant need not extend to any investment-related information derived from the information certified by Great-West Trust Company LLC and Putnam Fiduciary Trust Company.
24. The Plan's final version of the Form 5500 containing the audited financial statements and your auditor's report thereon will be provided to you when available, and prior to its issuance.
- Except where otherwise stated below, immaterial matters less than \$1,000,000 collectively are not considered to be exceptions that require disclosure for the purpose of the following representations. This amount is not necessarily indicative of amounts that would require adjustment to, or disclosure in, the financial statements.
25. There are no transactions that have not been recorded and reflected in the financial statements.

26. The Plan has no plans or intentions that may affect the carrying value or classification of the Plan's assets and liabilities, nor are we aware of any such plans or intentions on the part of the Plan's Sponsor.
27. The following, to the extent applicable, have been appropriately identified, properly accounted for, and disclosed in the financial statements or supplemental schedules:
- a. Transactions with parties-in-interest, as defined in ERISA Section 3(14) and regulations thereunder, including those transactions set forth in Sections 406 and 407(a) of ERISA and Section 4975(c) of the Internal Revenue Code
 - b. Other related parties and all the related-party relationships and transactions of which Plan management is aware, including sales, purchases, loans, transfers, leasing arrangements, and guarantees (written or oral)
 - c. Reportable transactions as defined under ERISA Section 103(b) (3) (H) and regulations thereunder
 - d. All derivative financial instruments (e.g., futures, options, swaps), including outstanding commitments to purchase or sell securities under forward placement and standby commitments
 - e. Securities lending, including securities on loan, collateral held under securities lending agreements, and the liability to return collateral held under securities lending agreements.
28. In preparing the financial statements in conformity with GAAP, Plan management uses estimates. All estimates have been disclosed in the financial statements for which known information available prior to the issuance of the financial statements indicates that both of the following criteria are met:
- a. It is reasonably possible that the estimate of the effect on the financial statements of a condition, situation, or set of circumstances that existed at the date of the financial statements will change in the near term due to one or more future confirming events.
 - b. The effect of the change would be material to the financial statements.
29. There are no:
- a. Instances of identified or suspected noncompliance with laws and regulations whose effects should be considered when preparing the financial statements.
 - b. Known actual or possible litigation and claims whose effects should be considered when preparing the financial statements that have not been disclosed to you and accounted for and disclosed in accordance with GAAP.
30. The Plan has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets, nor has any asset been pledged as collateral.
31. The Plan has complied with all aspects of contractual agreements that may affect the financial statements.
32. Regarding supplemental information:

- a. We are responsible for the preparation and fair presentation of the supplemental information and the form and content of that supplemental information in conformity with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.
 - b. We believe the supplemental information, including its form and content, is fairly stated in all material respects.
 - c. The methods of measurement and presentation of the supplemental information have not changed from those used in the prior period.
 - d. The supplemental information complies, in all material respects, with regulatory requirements or other applicable criteria, and DOL Rules and Regulations for Reporting and Disclosure under ERISA.
33. With regard to the fair value measurements and disclosures of certain assets and liabilities, we believe that:
- a. The measurement methods, including the related assumptions, used in determining fair value were appropriate, consistent with market participant assumptions where available without undue cost and effort, and were consistently applied in accordance with GAAP
 - b. The completeness and adequacy of the disclosures related to fair values are in conformity with GAAP
 - c. No events have occurred after December 31, 2016 but before October 16, 2017, the date the financial statements were available to be issued, that require adjustment to the fair value measurements and disclosures included in the financial statements
34. GAAP requires Plan management to evaluate tax position by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the positions taken by the Plan, and concluded that as of December 31, 2016 and 2015, respectively, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. There are currently no audits for any tax periods in progress and the Plan administrator believes it is no longer subject to income tax examination for years prior to 2013.
35. Receivables recorded in the financial statements represent valid claims or other charges arising on or before the date of the statement of net assets available for benefits and have been appropriately reduced to their estimated net realizable value.
36. For the year ended December 31, 2016, subsequent events were evaluated through, October 16, 2017, the date the financial statements were available to be issued.

Effective January 1, 2017, the Plan was amended to change the percentage of employer matching contributions. The Employer will make matching contributions equal to 100% of salary deferrals that do not exceed 3% of employee compensation plus 50% of salary deferrals between 3% and 5% of employee compensation. The quarterly profit sharing contribution will decrease to 1.5% of employee compensation.

The Company has entered into an Amended and Restated Stock Purchase Agreement with Atlas Power Finance LLC, a wholly owned subsidiary of Atlas Power, LLC, an indirect wholly owned subsidiary of Dynegy Inc. for the sale of the majority of its thermal assets located throughout the United States. The closing date of sale was February 7, 2017. With this transaction, certain employees were terminated and received information to facilitate an individual rollover to Dynegy's 401(k) plan or an IRA. In addition, those employees with balances greater than \$5,000 may leave their account in the Company's plan until age 70 ½, when mandatory required minimum disbursements must take place.

A handwritten signature in black ink, appearing to read 'Craig Woolcott', written over a horizontal line.

Craig Woolcott, Vice President of Human Resources

A handwritten signature in black ink, appearing to read 'Katie Farris', written over a horizontal line.

Katie Farris, Director, Accounting

SCHEDULE OF ASSETS (HELD AT END OF YEAR)**ENGIE 401(k) Plan
01-JAN-16 to 31-DEC-16**

27-JAN-17 20:33:37

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1VTINX			2,458,919.67	2,449,557.29
1VTWNX			8,020,711.65	8,220,630.45
1VTHRX			10,200,656.87	10,603,944.94
1VFORX			8,232,792.20	8,613,744.89
1VFIFX			3,747,351.92	3,964,018.18
1VTTX			458,935.13	466,345.58
1RERFX			16,299,849.78	16,869,458.28
1BISMX			10,812,775.54	11,016,026.80
1ODVYX			8,832,986.73	8,346,308.46
1VTIAX			4,063,182.16	3,860,617.82
1IARIX			10,009,713.16	8,674,340.67
1VSCIX			10,193,140.02	10,346,690.89
1ARTMX			15,921,145.51	14,612,430.68
1NBGIX			16,933,178.82	17,999,980.98
1VASVX			10,011,368.68	10,152,339.51
1PEQLX			15,150,686.69	14,933,423.28
1RFNFX			16,886,262.69	20,691,859.89
1PRWAX			25,888,027.12	27,924,520.65
1INSIDX			21,413,592.11	21,704,497.41
1DC-INC			31,653,316.94	31,067,305.01
1VBTLX			3,611,125.14	3,534,636.19
1PCSV15			50,563,609.86	50,563,609.84
			301,363,328.39	306,616,287.69
PARTICIPANT LOANS	VARIOUS	4.250-9.250	3,703,327.42	3,704,253.49
FORFEITURES			142,122.52	142,122.52

SCHEDULE OF ASSETS (HELD AT END OF YEAR)**ENGIE 401(k) Plan
01-JAN-16 to 31-DEC-16**

27-JAN-17 20:33:37

INVESTMENT OPTION

MATURITY DATE

INTEREST RATE

COST OF ASSETS

CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1VTINX Vanguard Target Retirement Income Inv
1VTHR Vanguard Target Retirement 2030 Inv
1VFIFX Vanguard Target Retirement 2050 Inv
1RERFX American Funds EuroPacific Gr R5
1ODVYX Oppenheimer Developing Markets Y
1IARIX Invesco Real Estate R5
1ARTMX Artisan Mid Cap Inv
1VASVX Vanguard Selected Value Inv
1RFNFX American Funds Fundamental Investors R5
1INSIDX Vanguard Institutional Index Fund
1VBTLX Vanguard Total Bond Market Index Admiral

1VTWNX Vanguard Target Retirement 2020 Inv
1VFORX Vanguard Target Retirement 2040 Inv
1VTTSX Vanguard Target Retirement 2060 Inv
1BISMX Brandes International Small Cap Equity I
1VTIAX Vanguard Total Intl Stock Index Admiral
1VSCIX Vanguard Small Cap Index Instl
1NBGIX Neuberger Berman Genesis Instl
1PEQLX Putnam Equity Income R5
1PRWAX T. Rowe Price New America Growth
1DC-INC Dodge & Cox Income Fund
1PCSV15 Putnam Stable Value Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year