GDF SUEZ

Notice of Meeting
2013

Ordinary and Extraordinary Shareholders' Meeting

Tuesday, April 23, 2013
at 2:30 p.m.,

at the Palais des Congrès (Grand Auditorium)
2 place de la Porte Maillot - 75017 Paris, France

The shareholders of GDF SUEZ are convened to the Ordinary and Extraordinary Shareholders' Meeting to be held on Tuesday, April 23, 2013 at 2:30 p.m., at the Palais des Congrès (Grand Auditorium), 2 place de la Porte Maillot - 75017 Paris, France.

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GDF SUEZ

BY PEOPLE FOR PEOPLE

GDF SUEZ GENERAL SHAREHOLDERS' MEETING

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AGENDA

A. ORDINARY SHAREHOLDERS' MEETING

- Board of Directors' report.
- Statutory Auditors' reports.
- Approval of transactions and the financial statements for the year ended December 31, 2012 **(1st resolution)**.
- Approval of the consolidated financial statements for the year ended December 31, 2012 **(2nd resolution)**.
- Appropriation of net income and declaration of dividend for the year ended December 31, 2012 **(3rd resolution)**.
- Approval of regulated agreements pursuant to Article L.225-38 of the French Commercial Code **(4th resolution)**.
- Authorization of the Board of Directors to trade in the Company's shares **(5th resolution)**.
- Ratification of the appointment as Director of Ann-Kristin Achleitner **(6th resolution)**.
- Appointment of a Director representing employee shareholders, pursuant to Article 13.3 2) of the bylaws **(7th and 8th resolutions)**.

B. EXTRAORDINARY SHAREHOLDERS' MEETING

- Board of Directors' report.
- Statutory Auditors' reports.
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares, with preferential subscription rights waived, for the benefit of employees belonging to the GDF SUEZ group employee savings plans **(9th resolution)**.
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares, with preferential subscription rights waived, for the benefit of all entities incorporated in the context of implementing the international employee shareholding plan of the GDF SUEZ group **(10th resolution)**.
- Authorization to the Board of Directors to award bonus shares to all employees and officers of Group companies (except for executive corporate officers of the Company) **(11th resolution)**.
- Authorization to the Board of Directors to award bonus shares to some employees and officers of Group companies (except for executive corporate officers of the Company) **(12th resolution)**.
- Amendment of Article 13.3 1) (composition of the Board of Directors) of the bylaws **(13th resolution)**.
- Powers to implement the resolutions adopted by the Shareholders' Meeting and to perform the related formalities **(14th resolution)**.

HOW TO PARTICIPATE IN THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING?

RULES FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING

All shareholders, regardless of the number of shares they hold, may participate in the Shareholders' Meeting in person, on condition that they can prove their status as a shareholder. Shareholders must provide proof of ownership of their shares at least three working days before the Shareholders' Meeting, i.e., on April 18, 2013, at 0:00 a.m. (Paris time) in accordance with Article R. 225-85 of the French Commercial Code. Ownership shall be evidenced as follows:

- for **holders of REGISTERED shares:** by registering their shares in the Company's registers as of such date;
- for **holders of BEARER shares:** by entry, in the name of the shareholder (or of the intermediary acting on their behalf if they are domiciled outside France), in the register of bearer shares held by the financial intermediary who manages the share account at least three working days before the Shareholders' Meeting. The entry of the shares in the share registers must be certified by a **share ownership certificate** issued by the authorized financial intermediary. This share ownership certificate must be attached to the proxy or postal voting form, or to the entry card request form, sent via the authorized intermediary to the authorized representative of GDF SUEZ, namely:

Société Générale
Service des Assemblées Générales
Sgss/Sbo/Cis/Iss/Gms
CS 30812
44308 Nantes Cedex 3, France

HOW TO EXERCISE A VOTING RIGHT?

Shareholders can vote in three ways:

- **by attending** the Shareholders' Meeting **in person;**
- **by using a proxy or postal voting form**, by which it is possible to select one of the following three options:
  - grant a proxy to the Chairman of the Shareholders' Meeting,
  - vote by mail,
  - grant a proxy to a third party (spouse, PACS (civil-union) partner, other GDF SUEZ shareholders, or any other individual or legal entity of his or her choice attending the Shareholders' Meeting);
- **Vote by Internet** (see below).

1) For holders of REGISTERED shares

Shareholders who wish to use the form enclosed with this Notice of Meeting, must fill out the form and send it to the authorized GDF SUEZ representative (Société Générale) in the enclosed postage-paid envelope.

It is essential that Société Générale receive shareholders' instructions by the following dates:

- for shareholders voting by post or by proxy: three calendar days before the Shareholders' Meeting (**Friday, April 19, 2013**);
- for shareholders voting by Internet: one working day before the Shareholders' Meeting (**Monday, April 22, 2013 before 3 p.m., Paris time**).

Shareholders wishing to attend the Shareholders' Meeting in person are strongly advised to send their entry card request by **Friday, April 19, 2013** at the latest.

2) For holders of **BEARER** shares

The shareholders must, in all cases, return the proxy or postal voting form, or entry card request form, to their authorized intermediary. The authorized intermediary will send instructions to Société Générale on an ongoing basis together with a certificate confirming registration of the shares three working days before the Shareholders' Meeting, that is by **Thursday, April 18, 2013, 0:00 a.m. (Paris time)**.

N.B.: if you sell your shares after your instructions are sent (and up to three working days before the Shareholders' Meeting), your authorized intermediary will bring the sale to the attention of Société Générale, which will cancel your instructions (vote, entry card request, proxy) without any action required on your part.

I WILL BE ATTENDING THE SHAREHOLDERS' MEETING

- If you hold **registered** shares, Société Generale will send you an entry card, upon receipt of your request by **Friday, April 19, 2013 at the latest.**
- If you hold **bearer** shares, your authorized intermediary will send your entry card request (together with a share registration certificate three working days before the Shareholders' Meeting, that is by **Thursday, April 18, 2013 at 0:00 a.m (Paris time)** to Société Générale. The entry card will be drawn up and mailed to you by Société Générale.

In the event that you have not received the requested entry card three days before the Shareholders' Meeting, we invite you to contact Société Générale's entry card call center on +33 (0)825 315 315 (cost of call: €0.125 excl. VAT from France) from Monday to Friday, between 8:30 a.m. and 6:00 p.m. (Paris time).

To facilitate proceedings at the Shareholders' Meeting, if you have your entry card we recommend that you arrive **from 1:00/1:30 p.m.** onwards to sign the attendance sheet.

I WILL NOT BE ATTENDING THE SHAREHOLDERS' MEETING

1. **You elect to grant a proxy to the Chairman of the General Meeting:**

The Chairman will issue in your name a vote in favor of adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all other projects.

Please refer to the enclosed form (page 7).

2. **You elect to vote by mail:**

- if you hold **registered** shares, you must send your voting form to Société Générale using the enclosed postage paid envelope directly;
- if you hold **bearer** shares, Société Générale must receive your voting form from your authorized financial intermediary at least three calendar days (**Friday, April 19, 2013, at the latest**) prior to the date of the Shareholders' Meeting. A share ownership certificate issued by said intermediary must be enclosed with the voting form.

Please refer to the enclosed form (page 7) and closely follow the instructions.

3. **You elect to grant a proxy to your spouse, your PACS (civil-union) partner, another GDF SUEZ shareholder or individual or legal entity of your choice attending the Shareholders' Meeting:**

- if you hold **registered** shares, you must send your proxy voting form using the enclosed postage paid envelope directly to Société Générale;
- if you hold **bearer** shares and you elect to grant a proxy to the Chairman of the Meeting, your spouse or another person, you must send your proxy to your authorized financial intermediary, who will send it, together with a share ownership certificate, to Société Générale at least three calendar days prior to the Shareholders' Meeting, i.e., by **Friday, April 19, 2013 at the latest**.

Please refer to the enclosed form (page 7) and closely follow the instructions.

The voting form can be found at www.gdfsuez.com (in the shareholders' section), and can be requested by email or mail from GDF SUEZ by **Friday, April 19, 2013** at the latest.

Pursuant to the regulations in force, you may notify the Company of the appointment or termination of an agent by email. You will find instructions on how to do this on the prior notice of meeting on BALO (Bulletin of Mandatory Legal Announcements) and in the shareholders' section of the website www.gdfsuez.com.

Reminder:

- joint owners are required to have just one of them – considered the owner – represent them at the Shareholders' Meeting;
- shareholders having elected to vote by mail forfeit their the right to attend or be represented at the Shareholders' Meeting.

INTERNET VOTING

GDF SUEZ provides its shareholders with a dedicated website for voting prior to the Shareholders' Meeting.

Shareholders can vote online prior to the Shareholders' Meeting, under the following conditions:

Holders of REGISTERED shares:

- **Directly** registered (with access to Nominet)

  Shareholders connect to the site via the Nominet share management website (www.nominet.socgen.com) using their usual access codes:

  – **access code:** this can be found at the bottom of statements, and is the 5th item in the information under the "For company use" ("Cadre réservé") section of the postal voting form or proxy (see page 7);

  – **password:** this was sent by post at the beginning of the business relationship with Société Générale Securities Services. If this password is lost or forgotten, it can be recovered by going to the website home page and clicking on "Lost access codes" ("Perte de vos identifiants").

  Shareholders follow the instructions in the personal space by clicking the link in the "Shareholders' Meeting" ("Assemblée Générale") section, then select the relevant meeting. They then click on "Vote" to access the voting website.

- **Indirectly** registered (or without access to Nominet):

  Holders of indirectly registered shares have received their password by mail. To connect to the site www.ag.gdfsuez.com, they must first enter their ID Code, available in the box in the upper right-hand corner of the postal voting form or proxy (see page 7), and then follow the on-screen instructions that guide them through the voting process.

  This secure web space dedicated to voting prior to the Shareholders' Meeting will be available **from 9 a.m. on Friday, April 5, 2013 until 3.00 p.m. on Monday, April 22, 2013 (Paris time)**.

  Shareholders are asked to vote as soon as possible in order to avoid any system blockages during the final days, which could result in their vote not being recorded.

Holders of BEARER shares:

Holders of bearer shares wishing to vote online prior to the Shareholders' Meeting will have to connect to their bank's portal dedicated to the management of their assets, using their normal access codes. To access the VOTACCESS website and vote, they simply have to click on the icon that appears on the line corresponding to their GDF SUEZ shares.

Please note that only holders of bearer shares whose custodian is a member of the VOTACCESS system as of this year may access the website, provided that they hold at least **25 shares**.

The VOTACCESS website will be available **from 9 a.m. on Friday, April 5, 2013 until 3:00 p.m. on Monday, April 22, 2013 (Paris time)**.

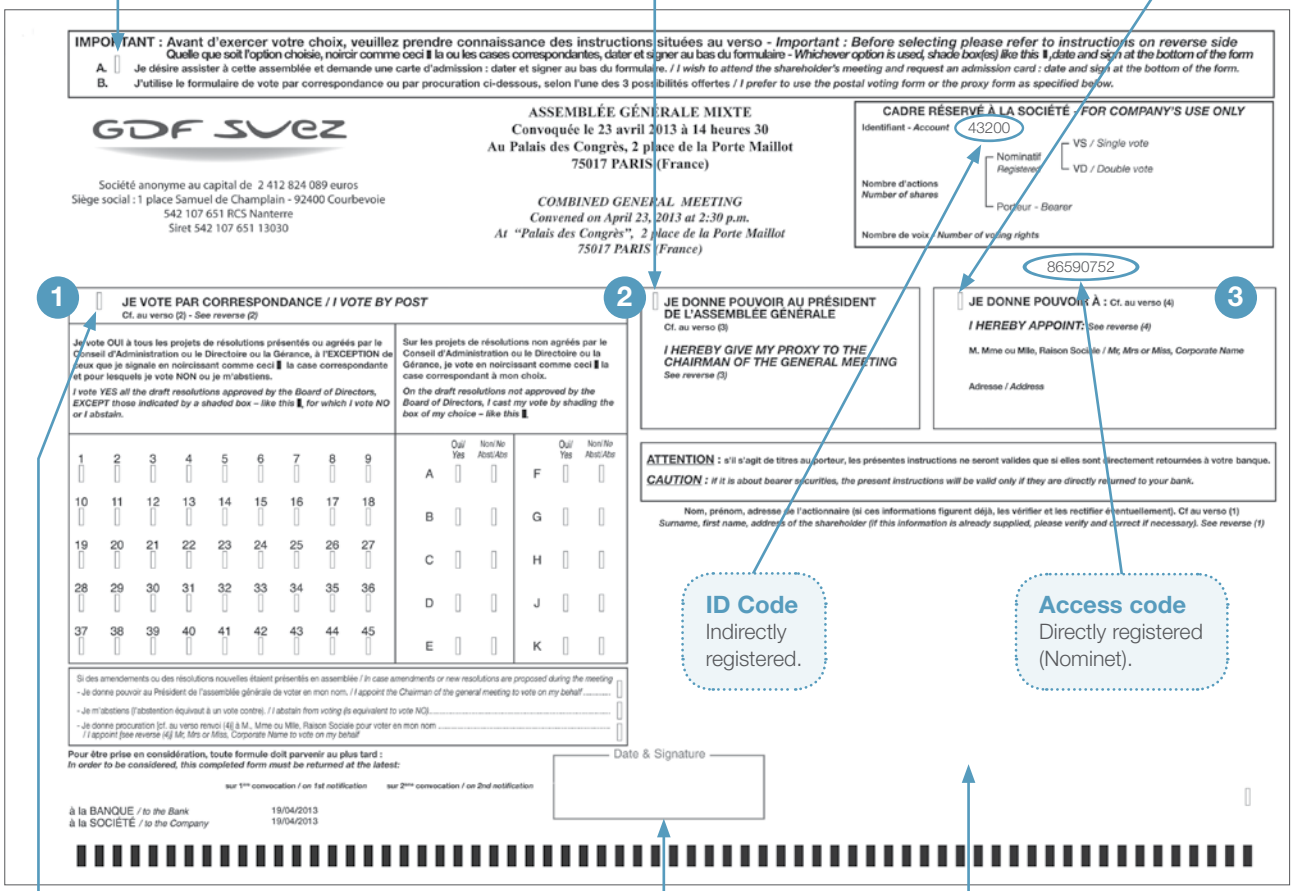
Holders of shares at a custodian bank not connected to VOTACCESS may request, through their authorized financial intermediary, the access codes to vote on the dedicated voting site: www.ag.gdfsuez.com.

HOW TO COMPLETE THE POSTAL VOTING FORM OR THE PROXY?

You elect to attend the Shareholders' Meeting
Check here.

2 You elect to grant a proxy to the Chairman of the Shareholders' Meeting
Check this box, date and sign at bottom of form.

3 You elect to grant a proxy to a designated person who will be present at the Shareholders' Meeting
Check this box and enter the person's contact details.



ID Code
Indirectly registered.

Access code
Directly registered (Nominet).

1 You elect to vote by mail
Check this box and, if applicable, shade in the boxes of the resolutions that you do not agree with.
Do not forget to shade in the boxes for the miscellaneous amendments and resolutions.

Irrespective of your choice, **date and sign here.**

Please write your contact details
Here, or if these details are already provided, check to make sure that they are correct.

OVERVIEW OF THE COMPANY'S ACTIVITIES DURING FISCAL YEAR 2012

FINANCIAL RESULTS FOR THE YEAR ENDED DECEMBER 31, 2012

I – CONSOLIDATED FINANCIAL STATEMENTS (IFRS)

In millions of euros	2012	2011
Revenues	97,038	90,673
Current operating income	9,520	8,978
Income from operating activities	7,133	9,684
NET INCOME	**2,755**	**5,420**
Cash generated from operations before financial income and income tax	16,612	16,117
Net income Group share	1,550	4,003
In euros		
Diluted Group earnings per share	0.67	1.79

II – GDF SUEZ PARENT COMPANY FINANCIAL STATEMENTS (FRENCH GAAP)

In millions of euros	2012	2011
Revenues	27,915	24,126
Net recurring income	482	2,086
Non-recurring items	(134)	8
Income tax	542	295
NET INCOME	**890**	**2,389**

2012 HIGHLIGHTS

ENERGY EUROPE BUSINESS LINE

The Energy Europe business line was created on January 1, 2012.

In Energy Management Trading

April

- A new trading platform opened in Singapore.

October

- Inauguration of second section of Nord Stream gas pipeline.

In Electricity Production

April

- In France: entry into service of the Guerville, France, site, GDF SUEZ passes the milestone of 1,000MW of wind energy operating in France and bolsters its position as the national leader in wind energy.

November

- Entry into service of the Gemenele, Romania, wind farm, the business line's biggest electricity production asset in the country (48MW).

December

- Entry into service of Pagow, Poland, wind farm (51MW) and the Green Unit (biomass) at the Polaniec site (190MW).
- In 2012, GDF SUEZ closed or mothballed the following units: Ruien 3-4 (252MW, Belgium), Dunamenti F (826MW, Hungary), Bergum (504MW, Netherlands), Harculo (263MW, Netherlands) and Eems (530MW, Netherlands). GDF SUEZ also announced a plan to shut down Ruien 5-7 & 6 (627MW, Belgium) and Awirs 5 (294MW, Belgium) in 2013.

Marketing & Sales launched the following innovative offerings

January, March and October

- Electrabel (Belgium): "Car Plug", "Smart Energy Box" and "Smart Thermostat Touch".

June

- Vertuoz, the joint offering of GDF SUEZ Energy France/Cofely to improve building performance for professionals.

September

- GDF SUEZ Global Energy mobile website followed by "mobile" e-services, to meet pan-European customers' needs more effectively.

October

- Energia 3.0 (Italy), an online, eco-responsible offer for the residential market.

New brands were launched to strengthen the Group's market positioning, including:

- GDF SUEZ HOME PERFORMANCE, for housing services in France.
- GDF SUEZ DolceVita (B2C) and GDF SUEZ Energy France (B2B), which are developing into benchmark brands for energy sales in France.

ENERGY INTERNATIONAL BUSINESS LINE

February

- Al Dur Power & Water Company (1,234MW) in Bahrain began supplying water and electricity to the network.

March

- Signing of long-term electricity purchasing contracts (30 years) with partners PT Supreme Energy and Sumitomo Corporation, for two geothermal projects of 220MW with PLN, the state-owned Indonesian electricity operator.
- GDF SUEZ and its consortium partners were selected by the partnership's technical bureau in Kuwait (PTB) to build and operate the IWPP (independent water and power producer) Az Zour North Independent Water & Power Project.

April

- Purchase of development rights for the Beinn Mhor terrestrial wind farm (with capacity of up to 140MW), on the Island of Lewis in north-west Scotland.

- The extension by 532MW of facilities in Tihama in Saudi Arabia was granted by Saudi Aramco. Long-term energy conversion agreements (offtake agreements) were signed until 2026.
- Energy International – GDF SUEZ announced a purchase offer, approved by the Board of Directors, for a 30% minority shareholding in International Power (IPR). IPR's planned flotation on the London stock market was withdrawn in July.

May

- 40% of Hidd Power Company (HPC) in Bahrain was sold to Malakoff International Ltd for USD113.4 million (€87.6 million).

June

- The refinancing of loans for the Hazelwood and Loy Yang B in Australia was completed.

October

- The Brazilian Development Bank (BNDES) confirmed an additional loan of BRL2.3 billion (€0.9 billion) to the Jirau project in Brazil. GDF SUEZ also announced the purchase of 9.9% of additional shareholders' equity in Jirau from Camargo Correa. The new Estreito hydroelectric plant (1,087MW) in Brazil was inaugurated by Dilma Roussel, President of Brazil, and Gérard Mestrallet, Chairman and Chief Executive Officer of GDF SUEZ. Entry into commercial service of two combined-cycle gas turbines of 430MW each by Senoko Energy in Singapore.

November

- Launch of commercial activities by the new ChilcaUno combined-cycle power plant in Peru. The new 266MW steam plant has changed the facility into a combined-cycle plant, with total capacity of 805MW.

December

- Signing of an agreement for the sale of an 80% equity interest in OP Maestrale, a German-Italian 636MW wind power project that will be finalized during 2013. GDF SUEZ will retain an equity interest of 20%.
- Signing a joint venture agreement in Canada as part of the sale of a 60% equity interest in the 680MW portfolio of renewable energy production in Canada to Mitsui & Co. Ltd. and a consortium directed by Fiera Axium Infrastructure.

GLOBAL GAS & LNG BUSINESS LINE

January

- GDF SUEZ E&P UK successfully completed drilling of a second High Pressure High Temperature (HP/HT) "Faraday" well in the North Sea.
- In Norway, GDF SUEZ E&P Norge won three new licenses as an operator, as well as two partner licenses following its participation in the Awards in Predefined Areas (APA) for the Norwegian continental shelf in 2011.

February

- The Orca field development plan was approved by the license partners. GDF SUEZ E&P Nederland BV is the project operator, while GDF SUEZ E&P UK Ltd is a partner.

April

- An agreement was signed for the supply of 7.5TWh of LNG to GASNOR (Norway) over a 12-year period from 2013.
- In India, GDF SUEZ was selected by Andhra Pradesh Gas Distribution Corporation, a joint subsidiary owned by the State of Andhra Pradesh and Gail, the Indian national gas company, for the development of a floating terminal to import LNG on the east coast.

May

- In the United States in May, GDF SUEZ signed a commercial development agreement with Sempra LNG, a subsidiary of Sempra Energy, as part of the development of a liquefaction plant at the existing Cameron LNG terminal site. GDF SUEZ could access 4 million tons per year of LNG liquefaction capacity and could hold an investment stake in the plant.

June

- In Indonesia, a new Jangkrik North-East exploration well was successfully drilled on the Muara Bakau license operated by Eni, in which GDF SUEZ E&P has a 45% stake.
- The GDF SUEZ E&P UK operator, and its partners First Oil Expro and Hansa Hydrocarbons Limited announced the approval to develop Juliet in Block 47/14b located in the gas basin in the southern part of the North Sea.
- In Thailand, GDF SUEZ signed an agreement to supply three LNG cargoes to PTT over 2012.

July

- The discovery of gas at the Katak-Biru and Lebah wells was made near the Jangkrik field, the commercial viability of which remains to be assessed.
- In Cameroon, GDF SUEZ and SNH signed preliminary commercial agreements with Noble Energy, Perenco Rio del Rey and Addax as part of the development of Cameroon LNG. These companies may sell their production to the future liquefaction plant developed by GDF SUEZ and SNH.

August

- GDF SUEZ E&P UK announced the development of the Cygnus project it is operating in the UK alongside its partners Centrica Energy and Bayerngas.
- In South Korea, GDF SUEZ signed an agreement to supply 1.6 million tons of LNG to KOGAS over 2013-2014.
- In Azerbaijan, GDF SUEZ E&P has a 20% stake in the Absheron project which entered the pre-development phase in the summer of 2012 following the announcement of promising results from the ABX-2 well. Secondary evaluation drilling was conducted, which confirmed the potential of the discovery.

September

- In India, GDF SUEZ signed an agreement to supply 0.8 million tons of LNG to GAIL over 2013-2014.
- The Group chartered the Grace Acacia tanker for 4 years from NYK Line.

October

- In connection with the 27th round, GDF SUEZ E&P UK Ltd was awarded nine new licenses in the North Sea and west of the Shetland Islands, three of which it will operate.
- In Australia, the government finalized an environmental agreement as part of the development of the Bonaparte LNG project.
- In Belgium, GDF SUEZ acquired additional berthing and storage capacities at the Zeebrugge LNG terminal from Fluxys, accessible from 2015. These capacities will enable GDF SUEZ to replenish small LNG tankers.

INFRASTRUCTURES BUSINESS LINE

January

- Pursuant to its ruling of January 26, 2012 the Energy Regulation Commission certified GRTgaz as an independent transmission operator (ITO). The same certification was awarded to GRTgaz Deutschland.
- Elengy markets a tanker loading service at the Montoir terminal following the Commission's ruling (January 19).

February

- Storengy signed a contract with an Indian gas company to study the development potential for storage in depleted gas fields. The partnership was renewed in November 2012 for in-depth qualification studies of one of the two potential sites examined.
- Due to the cold wave that gripped France early in the month, more than 18TWh of gas was withdrawn from the Storengy facilities, providing 48% of the gas consumed in the GRTgaz balancing zones, with a peak of 55% on February 3. Storengy delivered this performance for the entire period, maintaining a record withdrawal level of 136 Mm^3 per day over the twelve-day duration. This represents power of 65GW, equivalent to the power of France's nuclear portfolio.

March

- GRTgaz began work on the Hauts de France project, a 191-km pipeline between Loon-Plage (Nord) and Cuvilly (Oise) to connect with the Dunkirk terminal in the long term.
- Following the authorization from the Energy Regulation Commission obtained by Elengy in 2012, the first reloading took place at the end of the month.
- The same authorization was granted for Fos Cavaou by a ruling on March 8, 2012.

July

- The new GrDF gas distribution tariff (known as "ATRD4") came into force on July 1, and discussions on the new GRTgaz transmission tariff (known as "ATRT5") and the new LNG terminals tariff (known as "ATTM3") were completed in late 2012, for entry into force on April 1, 2013.
- GrDF implemented the standard actions, applicable at July 1, 2012, to improve safety and empower stakeholders on all sites created in the vicinity of distribution networks.

November

- Storengy signed a contract with PetroChina for the provision of subsoil services and start-up assistance on a depleted storage site. This is the first service contract to be agreed with a Chinese player.

ENERGY SERVICES BUSINESS LINE

January

- Acquisition of energy efficiency company Adelt in Canada.

February

- Nantes Métropole chose Cofely to extend and operate its urban heating network.

March

- Sanofi signed a partnership agreement with Cofely to improve the energy performance of its sites in Europe and Turkey.

April

- For the third year running, under the patronage of yachtswoman Catherine Chabaud, the Citizens Energy Awards in France were presented in Paris, at the Economic, Social and Environmental Council. Cofely Services Belgium launched the 1st "Most sustainable town" prize. Cofely signed a contract with the Municipality of Bari, Italy, over 19 years for the installation of a roof-based photovoltaic system, the installation of condensing boilers and a remote control system and lighting management for over 80 school buildings.

June

- Cofely was chosen to build and operate two "green" data centers in Hamburg and Norderstedten, Germany. GDF SUEZ pooled all its BtoB energy services brands under its Energy Services business line, using the name Cofely. This is the leading brand in terms of the Group's energy efficiency services for industrial customers, the tertiary sector and public authorities.

July

- Through Cofely and Tianjin Innovative Finance Investment Co., GDF SUEZ signed the final agreement to build and operate the district cooling network over 23 years in Yujiapu, the new business district of Tianjin, China. Cofely was selected by Ineo Lille to replace the power supply of Line 1 of the VAL, the city's automatic metro network.

October

- Cofely signed a five-year contract to provide technical services for "The Shard" in London, the tallest building in Western Europe.

November

- Tractebel Engineering and its consortium partners were appointed by Eskom, a South African community servicing company in charge of electricity, to provide engineering and project management for one of the largest concentrating solar power plants in the world, built according to solar tower technology (estimated capacity 100MW) in Upington, South Africa.
- The municipality of Avignon and the Urban Community of Greater Avignon signed a Public-Private Partnership (PPP) for the renovation, operation, maintenance and financing of public lighting and the enhancement of Avignon's heritage.

SUEZ ENVIRONNEMENT BUSINESS LINE

SUEZ Environnement achieved a sound operating performance in 2012, particularly in water and internationally, despite the difficult economic climate in Europe. The group took a consistently dual approach: it strengthened its positions by continuously improving its performance, in both its traditional businesses and abroad; and it worked towards future growth by extending the scope of its water and waste activities towards four strategic priorities.

Strengthening the platform of water and waste activities

In the European water sector, the Group has continued to rely on robust marketing in France and Spain and to benefit from price increases and the development of new activities. In France, Lyonnaise des Eaux successfully renewed nearly all of its contracts, including in Bordeaux, while in Spain the duration of the AGBAR contracts remained high (19 years on average).

In the European waste sector, despite the difficult economic climate, SUEZ Environnement capitalized on its positioning across the entire waste value chain, particularly in recycling, where volumes grew by more than 3% during the year. The group benefited from the development of recycling units that has been ongoing for several years.

Internationally, the issues associated with the water and waste sectors, the need for infrastructure and the setting up of demanding environmental standards in many countries represent substantial growth opportunities. SUEZ Environnement now generates 31% of its revenues abroad, compared with 29% in 2011, confirming the progress made in the last several years.

Permanently adjusting our activities to help our customers become leaders in environmental performance

In a context of economic crisis and increasingly scarce resources, SUEZ Environnement's traditional markets have changed. Its activities have become more complex as customer requirements focus more and more on technology and service optimization, with growing demand for performance-related contracts. After the "Contract for Water Health", the original value-based model, Lyonnaise des Eaux took another pioneering step in 2012 by offering a contract that includes incremental pricing and an environmental element. AGBAR, meanwhile, has made its new offerings a strategic priority, creating Aqualogy, a division dedicated to new water activities, in 2011.

To help its customers become leaders in environmental performance, SUEZ Environnement has implemented an ambitious research and innovation policy, and offers technological solutions in waste management and processing, protection of water resources and reducing the environmental footprint. In 2012, the expertise of SUEZ Environnement's research centers in micropollutants enabled Lyonnaise des Eaux to rapidly offer a solution for detecting and processing perchlorates in Bordeaux and Lille.

Four strategic priorities to win new areas of growth

In 2012, SUEZ Environnement focused on four key strategic priorities on which the Group has taken a strong position.

Continuing development in smart water services is one of the strategic priorities of the Group, which has developed a higher value-added services offering, providing customers with solutions for preserving water resources, predictive and proactive rainwater management and services to park operators, farmers and individuals. In particular, SUEZ Environnement continues to develop its remote metering offering, with 270,000 Dolce Ô customers and 1.5 million smart water meters sold.

SUEZ Environnement also continued to develop its waste business in the area of recycling, while maintaining a strong presence in the traditional areas of elimination and collection. SUEZ Environnement achieved a ratio of 1.4 metric tons of waste recycled for every metric tons eliminated, in line with its target of 2 metric tons recycled for every 1 metric ton eliminated by 2016.

Internationally, SUEZ Environnement established a presence in new, high-growth regions through selective investments and with new contract models. The company won an operation and maintenance in New Delhi, to improve the water distribution service in the Malviya Nagar district, as well as a PPP contract to build and operate an energy recycling unit in Poznan, Poland.

Lastly, to respond to the challenges of the industrial water sector, SUEZ Environnement created a new, dedicated entity - Degrémont Industry – which in 2012 signed contracts with ENI in Italy and BP in the Netherlands. On this market, SUEZ Environnement aims to achieve average annual growth of 10% by 2016, by developing new offerings in areas including engineering, equipment, operation and maintenance.

OTHER (CORPORATE)

Changes in the scope of consolidation generated a €5,564 million increase in net debt in 2012. The explanation for this increase is as follows:

- Acquisition of a non-controlling 30% interest in International Power The purchase transaction involving the non-controlling interests in International Power resulted in a €8,086 million increase in net debt. To meet the requirements of the United Kingdom regulatory authorities, the Group arranged a dedicated syndicated credit facility for a total amount of €6,000 million on May 4, 2012. This facility was progressively reduced as it has been refinanced by bond issues. This dedicated syndicated credit facility was cancelled at the time of the final repayment on December 17, 2012.
- Purchase of the International Power shares issued following the conversion of a portion of the bonds convertible into International Power PLC shares.
- Sales carried out as part of the "portfolio rationalization" program reduced net debt by €2,026 million.
- Classification of IP Maestrale, Sohar and SPP as "assets held for sale" led to a decrease in net debt of €946 million at December 31, 2012.
- Other changes in the scope of consolidation reduced debt by €273 million.
- Currency fluctuations resulted in a €149 million decrease in net debt over the 2012 financial year (including €285 million on the Brazilian real and +€115 million on the Chilean peso).

In January 2012, GDF SUEZ SA repaid the €1,140 million balance on the €1,750 million bond loan with a coupon of 4.375%.

In November 2012, the bond loan of €300 million with a 5.5% coupon carried by the GDF SUEZ Alliance EIG was repaid.

In December 2012, GDF SUEZ SA repaid a bond loan of CHF975 million (€802 million) with a fixed coupon of 3.5%.

On May 31, 2012, SUEZ Environnement Company drew down €250 million on a "Club Deal" syndicated credit line.

On June 11, 2012, SUEZ Environnement Company launched an intermediated redemption offer on bonds maturing in 2014, which were issued in 2009, and carry a fixed coupon of 4.875%. Following this process, bonds worth €191 million were redeemed. On the same day, SUEZ Environnement Company launched a top-up 10-year €250 million bond issue, which matures on June 24, 2022, and carries a fixed coupon of 4.125%.

The Group also set up €700 million in new centralized credit lines, with the aim of diversifying its counterparties. The Group also obtained another extension of the syndicated loan of €4.5 billion contracted in March 2011, postponing maturity for a year, to March 27, 2018.

FIVE-YEAR FINANCIAL SUMMARY

	2012	2011	2010	2009	2008
CAPITAL AT YEAR-END					
Share capital *(in euros)*	2,412,824,089	2,252,636,208	2,250,295,757	2,260,976,267	2,193,643,820
Number of ordinary shares issued and outstanding	2,412,824,089	2,252,636,208	2,250,295,757	2,260,976,267	2,193,643,820
Maximum number of shares to be issued:					
• by converting bonds	–	–	–	–	–
• by exercising stock options	15,803,200	22,584,740	30,841,031	36,619,478	39,167,750
RESULTS OF OPERATIONS FOR THE YEAR *(in millions of euros)*					
Revenues excluding VAT	27,915	24,126	25,373	24,894	25,209
Income before tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	749	1,460	1,592	1,184	3,254
Income tax (benefit)	(542)	(295)	(356)	(200)	(617)
Employee profit-sharing and incentive payments for the year	0	0	0	0	0
Income after tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	890	2,389	857	2,261	2,767
Total dividends paid (including on treasury shares in 2012)	3,503	3,347	3,336	3,257	4,729
EARNINGS PER SHARE *(in euros)*					
Income after tax and employee profit-sharing but before depreciation, amortization, provisions and transfer of concession termination amortization	0.54	0.78	0.87	0.61	1.76
Income after tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	0.37	1.06	0.38	1.00	1.26
Dividend per share	1.50 (1)	1.50	1.50	1.47	2.20
HEADCOUNT					
Average number of employees during the year	6,641	6,952	7,511	7,456	7,622
Total payroll	374	445	471	498	485
Total employee benefit obligations paid (social security taxes and contributions to pension plans, welfare plans, etc.)	363	324	234	309	335

(1) Shareholders at the Shareholders' Meeting convened to approve the financial statements of GDF SUEZ SA for the fiscal year ended December 31, 2012, will be asked to approve a dividend of €1.50 per share, i.e., a total amount of €3,503 million based on the number of shares outstanding at December 31, 2012, noting that an interim dividend of €0.83 was paid on October 25, 2012.

DRAFT RESOLUTIONS AND PURPOSE OF THE RESOLUTIONS

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

Approval of the financial statements for the year ended December 31, 2012 (Resolutions 1 and 2)

Purpose:

The first two resolutions allow the Shareholders after having read the reports of the Board of Directors and the Statutory Auditors, to approve the parent company financial statements and the consolidated financial statements of GDF SUEZ, which show, respectively, net income of €890,178,918 and consolidated net income, Group share, of €1,549,896,000.

FIRST RESOLUTION

Approval of the transactions and the parent company financial statements for the year ended December 31, 2012

After reviewing the financial statements for the year ended December 31, 2012, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the parent company financial statements for the fiscal year ended December 31, 2012, as presented thereto, as well as the transactions entered in these parent company financial statements or summarized in these reports, showing net income for the year of €890,178,918.

In accordance with Article 223 (quater) of the French Tax Code, the Shareholders' Meeting acknowledges the total amount of expenses and charges governed by Article 39-4 of the French General Tax Code, totaling €325,889 for 2012.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended December 31, 2012

After reviewing the consolidated financial statements for the year ended December 31, 2012, the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the consolidated financial statements for the fiscal year ended December 31, 2012, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports, showing consolidated net income Group share for the year of €1,549,896,000.

Appropriation of net income (Resolution 3)

Purpose:

The Board of Directors asks the Shareholders to acknowledge the distributable income and to approve the appropriation of net income and the payment of a dividend of €1.50, noting that an interim dividend of €0.83 was paid on October 25, 2012.

The final dividend for fiscal year 2012 (€0.67) will be paid out on April 30, 2013.

THIRD RESOLUTION

Appropriation of net income and declaration of dividend for the year ended December 31, 2012

The Shareholders' Meeting, pursuant to the quorum and majority voting requirements for Ordinary Shareholders' Meetings, notes that the balance sheet at December 31, 2012 shows net income of €890,178,918 and retained earnings of €12,230,465,485.

Pursuant to the Board of Directors' recommendations, the Shareholders' Meeting resolves to appropriate the net income and distribute the dividend as follows:

In euros

Net income for the fiscal year ended December 31, 2012	890,178,918
Retained earnings at December 31, 2012	12,230,465,485
TOTAL AMOUNT AVAILABLE FOR DISTRIBUTION	**13,120,644,403**
Dividend paid 2012	3,503,232,546
Interim dividend of €0.83 per share paid on October 25, 2012 as part of the 2012 dividend	1,886,640,406
Final dividend to be paid out for 2012	1,616,592,140
The total dividend payout for 2012	3,503,232,546
will be paid out of:	
• net income for the period, in the amount of:	890,178,918
• retained earnings, in the amount of:	2,613,053,628

Accordingly, the Shareholders' Meeting declares a dividend for 2012 at €1.50 per share, or a total dividend payout of €3,503,232,546. After deduction of the interim dividend of €0.83 per share, paid on October 25, 2012, as part of the 2012 dividend and corresponding to the number of shares carrying dividends at that date, or 2,273,060,731 shares, the final dividend for 2012 amounts to €0.67 per share, for a total payout of €1,616,592,140. The total dividend payout is based on the number of outstanding GDF SUEZ shares as of December 31, 2012 – i.e., 2,412,824,089 shares.

On the date of the dividend payment, the dividend corresponding to the Company's treasury stock will be allocated to "Other Reserves".

In accordance with Article 158 para. 3-2 of the French General Tax Code, the entire dividend is eligible for the 40% deduction available to individuals who are tax residents of France. The final dividend will be declared on Thursday, April 25, 2013 and will be paid in cash on Tuesday, April 30, 2013.

Pursuant to applicable law, the Shareholders' Meeting hereby notes that dividend payouts for the three previous fiscal years are as follows:

Fiscal year	Number of shares carrying dividend rights	Dividend *(total amount)*	Net dividend *(per share)*
	(millions)	*(in euros)*	*(in euros)*
2009 [1]	2,216 [2]	3,257 million	1.47
2010 [1]	2,224 [3]	3,336 million	1.50
2011 [1]	2,252 [4]	3,347 million	1.50

(1) Pursuant to the disclosure requirement set forth in Article 243 bis of the French General Tax Code, it is noted that dividends for the fiscal years ended December 31, 2009, December 31, 2010 and December 31, 2011 were eligible for the 40% deduction available to individuals who are tax residents of France, as provided for in Article 158, paragraph 3-2 of the French General Tax Code.

(2) This figure corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2009 in May 2010. It is comparable to the figure at the time of payment of the interim dividend in 2009.

(3) This figure corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2010 in May 2011. It is comparable to the figure at the time of payment of the interim dividend in 2010.

(4) This figure corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2011 in April 2012. It is comparable to the figure at the time of payment of the interim dividend in 2011.

Regulated agreements (Resolution 4)

Purpose:

The Shareholders are asked to approve the regulated agreements described in the Statutory Auditors' special report, found in section 4.4.1 of the 2012 Reference Document.

FOURTH RESOLUTION

Approval of regulated agreements pursuant to Article L.225-38 of the French Commercial Code

After reviewing the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 of the French commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, approves the transactions referred to therein which were entered into in 2012.

Authorization to trade in the Company's shares (Resolution 5)

Purpose:

The Shareholders are asked to renew the authorization to the Board of Directors to repurchase shares of the Company for a period of 18 months, with corresponding cancellation of the previous authorization granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012.

The purpose of the stock repurchase program and a full description of the authorization submitted to the vote are found in text of the fifth resolution as well as in section 5.1.5.2 of the 2012 Reference Document.

This resolution shall not apply during a public tender offer for the Company.

As of December 31, 2012 the Company held 2.30% of its own capital, totaling 55,533,833 shares, including 6,875,000 shares under the liquidity agreement and 48,658,833 shares to cover its commitments to beneficiaries of stock option, bonus share and employee shareholding plans.

FIFTH RESOLUTION

Authorization to be given to the Board of Directors to trade in the Company's shares

After reviewing the terms of the stock repurchase program, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, authorizes the Board of Directors, or a duly-authorized representative, to purchase the Company's shares in accordance with the terms and conditions set forth in Articles L.225-209 et seq. of the French commercial Code and EC Regulation 2273/2003 of December 22, 2003, in order to:

- maintain a liquid market in the Company's shares through a liquidity agreement with an independent investment services provider that complies with the professional charter recognized by the Autorité des Marches Financiers (AMF – French Financial Markets Authority); or
- cancel all or a portion of the repurchased shares in accordance with Article L.225-209 of the French Commercial Code, as part of a reduction of share capital decided or authorized by the Shareholders' Meeting; or
- award or sell them to employees or former employees or officers or former officers of the Company and/or companies that are or will be affiliated with it under the terms and conditions provided for by the applicable regulations, in particular in relation to stock option plans, awards of outstanding shares, or corporate or intercompany employee shareholding plans; or
- hold them for subsequent remittance in exchange or payment in connection with external growth transactions, subject to a ceiling of 5% of the Company's share capital; or
- use them for allocation upon the exercise of the rights attached to issued securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company; or
- implement any other market practices authorized or to be authorized by market authorities;

and in accordance with the following terms and conditions:

- the maximum number of shares purchased by the Company during the period of the stock repurchase program may not exceed 10% of the shares constituting the Company's share capital as of the date of this Shareholders' Meeting;
- the aggregate amount of such purchases after expenses may not exceed **€9.6 billion**;
- the maximum purchase price may not exceed **€40** per share, excluding transaction costs.

The purchase, sale or transfer of shares may be performed at any time, except during a public tender offer for the Company, and by any means, on the open market or over the counter, including through block trades, public tender offers, or the use of options or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable regulations.

This authorization shall take effect at the close of this Shareholders' Meeting for a period of 18 months and deprive of effect the similar authorization granted to the Board of Directors under the 5th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012.

The Shareholders' Meeting grants full powers to the Board of Directors, with power to delegate as provided by law, to:

- adjust the maximum purchase price above to reflect the impact on the share price of corporate transactions such as a change in the share's par value, a capital increase through capitalization of reserves, the award of bonus shares, a stock-split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving the shareholders' equity;

- implement this authorization and to set the terms and conditions applicable to the stock repurchase program, to place any buy and sell orders, enter into any and all agreements in view of updating the share registers, carry out all filings with the AMF and any other authorities, complete all formalities, and generally do all that is necessary for the purposes hereof.

Ratification of the appointment as Director of Ann-Kristin Achleitner and appointment of a Director representing employee shareholders (Resolutions 6 to 8)

Purpose:

Upon the recommendation of the Appointments and Compensation Committee, Ann-Kristin Achleitner was appointed a Director of the Company by the Board of Directors at its meeting of September 19, 2012, to replace René Carron for the remainder of the latter's term of office, i.e., until the end of the Shareholders' Meeting convened in 2015 to vote on the financial statements for 2014.

Shareholders are asked to ratify this appointment (6th resolution).

The term of office of Gabrielle Prunet, Director representing employee shareholders, expires during this Shareholders' Meeting.

As a result of the meetings of the Supervisory Boards of FCPE Link International, Link France and Spring Classique France, Jonathan Reynolds and Caroline Simon were designated as candidates for the office of Director.

Under the 7th and 8th resolutions, shareholders will be asked to vote on each of these candidacies. The candidate receiving the highest number of votes will be appointed Director representing employee shareholders.

The biographies of the Directors whose appointment is submitted to the vote are provided on pages 40 and 41 of the Notice of Meeting.

SIXTH RESOLUTION

Ratification of the appointment as Director of Ann-Kristin Achleitner

Having acknowledged the Board of Directors' report, and pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, the Shareholders' Meeting ratifies the appointment as Director of Ann-Kristin Achleitner, as resolved upon by the Board of Directors on September 19, 2012, for the remainder of the term of office of her predecessor, i.e., until the end of the Ordinary Shareholders' Meeting convened in 2015 to approve the financial statements for the fiscal year 2014.

SEVENTH RESOLUTION

Appointment of a Director representing employee shareholders, pursuant to Article 13.3 2) of the bylaws

Having reviewed the Board of Directors' report and pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, the General Shareholders' Meeting, pursuant to Article 13.3 2 of the bylaws, appoints Jonathan Reynolds as a Director representing employee shareholders, for a period of four years. His term of office will expire at the end of the Ordinary Shareholders' Meeting convened in 2017 to approve the financial statements for the fiscal year 2016.

EIGHTH RESOLUTION

Appointment of a Director representing employee shareholders, pursuant to Article 13.3 2) of the bylaws

Having reviewed the Board of Directors' report and pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, the General Shareholders' Meeting, pursuant to Article 13.3 2) of the bylaws, appoints Caroline Simon as a Director representing employee shareholders, for a period of four years. His term of office will expire at the end of the Ordinary Shareholders' Meeting convened in 2017 to approve the financial statements for the fiscal year 2016.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Delegations of authority to the Board of Directors to carry out capital increases by issuing shares, with preferential subscription rights waived, reserved for employees who are members of an employee savings plan as well as entities whose purpose is to facilitate the access to the capital of GDF SUEZ's international employee shareholding plan (Resolutions 9 and 10)

Purpose:

The Shareholders are asked to renew the authorizations granted to the Board of Directors, as part of the development of employee shareholding on a Group scale, to carry out new employee shareholding transactions as it sees fit.

Under the 9th resolution, the Board of Directors would be authorized, for a period of 26 months from this Shareholders' Meeting, to increase the share capital on one or more occasions, with preferential subscription rights waived, for the benefit of employees who are members of one or more employee savings plans, within the maximum nominal amount of €40 million.
This authorization would cancel and replace the authorization granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012, which has not been used.

Under the 10th resolution, the Board of Directors would be authorized, for a period of 18 months from this Shareholders' Meeting, to increase the share capital, with preferential subscription rights waived, on one or more occasions for the benefit of entities whose purpose is to facilitate access to the Company's capital by the Group's international employee shareholding plan, within the nominal limit of €10 million.
This authorization would cancel and replace the authorization granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012, which has not been used.

The amount of the capital increases thus carried out would count against the overall ceiling of €275 million mentioned in the 19th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012.

The issue price of the shares would be set at 80% of the average opening price of the share over the 20 trading days preceding the date of the decision setting the opening date of the subscription period, with the proviso that the Board may reduce or eliminate the 20% discount.

However, the Board may set a subscription price different from that set under the 9th resolution, should it be required by applicable local law, it being understood that in any event, this price may not be less than 80% of the average opening price of the GDF SUEZ share.

NINTH RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing shares, with preferential subscription rights waived, for the benefit of the employees belonging to the GDF SUEZ Group employee savings plans

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6, L.225-138 to L.225-138-1, and L.228-91 to L.228-92 of the French Commercial Code, as well as Articles L.3332-1 et seq. of the French Labor Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. authorizes the Board of Directors to increase the share capital on one or more occasions by a maximum nominal amount of €40 million, by issuing shares or share equivalents and reserved for members of one or more Company employee savings plans

(or another plan for which Articles L.3332-18 et seq. of the French Labor Code would allow a capital increase to be reserved under equivalent terms) to be established within the Group comprising the Company and the French or foreign companies that fall within the Company's scope of consolidation pursuant to Article L.3344-1 of the French Labor Code. This amount shall count against the overall ceiling set by the 19th resolution of the Shareholders' Meeting of April 23, 2012, or, where applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid;

2. sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting, and deprives of effect the similar authorization previously given under the 17th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012;

3. resolves that the issue price of the new shares or share equivalents shall be determined under the terms laid down in Articles L.3332-18 et seq. of the French Labor Code and shall be equal to 80% of the average opening price of GDF SUEZ shares on NYSE Euronext Paris stock exchange during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription period for the capital increase reserved for Company employee savings plan members (the "Reference Price"). The Shareholders' Meeting nonetheless authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems;

4. authorizes the Board of Directors to award, at no cost to the beneficiaries mentioned above, and in addition to shares or share equivalents to be subscribed in cash, new or existing shares or share equivalents in substitution for all or a portion of the discount relative to the Reference Price, and/or the matching contribution, provided that the benefit from such award does not exceed the statutory or regulatory limits pursuant to Articles L.3332-18 et seq. and L.3332-11 et seq. of the French Labor Code;

5. resolves to waive the shareholders' preferential subscription rights to the securities covered by this authorization in favor of the beneficiaries mentioned above. In addition, the said Shareholders also waive any right to the bonus shares or share equivalents that would be issued pursuant to this resolution;

6. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, within the limits and under the conditions specified above, and in particular to:

   - determine, in accordance with legal requirements, the list of companies whose members of one or more Company employee savings plans may subscribe to the shares or share equivalents thus issued and to receive, where applicable, bonus shares or share equivalents;
   - decide whether subscriptions may be made directly or through employer-sponsored mutual funds or other vehicles or entities allowed by applicable laws or regulations;
   - determine the conditions, including seniority, that beneficiaries of capital increases must meet;
   - set the opening and closing dates for subscriptions;
   - determine the amounts of the issues that will be carried out under this authorization and set, inter alia, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements;
   - in the event of an award of bonus shares or share equivalents, set the number of shares or share equivalents to be issued, the number allocated to each beneficiary, and set the dates, periods, terms and conditions for awarding such shares or share equivalents in accordance with current statutory and regulatory requirements, and in particular decide whether to fully or partially substitute the allocation of such shares or share equivalents for the discounts relative to the Reference Price provided above, or to deduct the equivalent value of such shares from the total amount of the matching contribution, or to combine these two options;
   - record the completion of the capital increases in the amount of subscribed shares (after any reductions in the event of oversubscription);
   - where applicable, charge the costs of the capital increases against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase;
   - enter into all agreements, carry out directly or indirectly by proxy all actions, including to proceed with all formalities required following capital increases, amend the bylaws accordingly and, generally, conclude all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions, and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

TENTH RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing shares, with preferential subscription rights waived, for the benefit of all entities incorporated in the context of implementing the international employee shareholding plan of the GDF SUEZ Group

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6 and L.225-138 of the French Commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. authorizes the Board of Directors to increase the share capital, on one or more occasions, by a maximum nominal amount of €10 million. This amount shall count against the overall ceiling set by the 19th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012, or, where applicable, against any ceiling set by a similar resolution that might succeed this resolution while this authorization remains valid;

2. sets the term of validity of this authorization at 18 months from the date of this Shareholders' Meeting and deprives of effect the similar authorization previously given under the 18th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012;

3. authorizes the Board of Directors to choose the entity or entities referred to in point 6 below;

4. resolves that the final amount of the capital increase will be set by the Board of Directors, which shall have full powers to this effect;

5. resolves that the amount of subscriptions by each employee may not exceed the limits that will be set by the Board of Directors under this authorization and that, in the event of excess employee subscriptions, these will be reduced in accordance with the rules defined by the Board of Directors;

6. resolves to waive the shareholders' preferential subscription rights and reserve the subscription of all shares to be issued, in accordance with Article L.225-138 of the French Commercial Code, for any French or foreign entities, whether or not they have legal personality, whose sole purpose is to subscribe, hold and dispose of the Company's shares or other financial instruments in order to implement the GDF SUEZ Group international employee shareholding plan, particularly all companies created to implement the Multiple Plan and all trusts created to set up a Share Incentive plan under UK law;

7. resolves that the issue price of the new shares shall be equal to the price of the shares to be issued under the next capital increase reserved for employees who are members of a GDF SUEZ Group employee savings plan, pursuant to the 9th resolution of this General Shareholders Meeting, and which shall be equal to 80% of the average opening price of the shares on the NYSE Euronext Paris stock exchange during the 20 trading sessions preceding the date of the decision setting the opening date of the subscription period for the capital increase reserved for members of a GDF SUEZ Group employee savings plan. The Shareholders' Meeting nonetheless authorizes the Board of Directors to reduce or eliminate, as it sees fit, any discount applied to the subscription price of the shares issued, pursuant to the 9th resolution of this Shareholders' Meeting (capital increase reserved for employees who are members of company employee savings plans), subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems;

8. resolves that the Board of Directors may establish a different subscription price from that set pursuant to the previous paragraph if so required under applicable local laws, particularly as part of the implementation of a share incentive plan under UK law, provided that this price is no lower than 80% of the average opening price of the GDF SUEZ share on the NYSE Euronext Paris stock market during the 20 trading sessions preceding the date of the decision setting the opening date of the subscription period for the capital increase reserved for the members of GDF SUEZ Group employee savings plans;

9. resolves that the Board of Directors may determine the methods of subscription to be presented to the employees in each relevant country, subject to applicable local laws, and may select the countries to be included from among those in which the GDF SUEZ Group has consolidated subsidiaries pursuant to Article L.3344-1 of the French Labor Code and those of such subsidiaries whose employees will be able to participate in the program;

10. resolves that the amount of the capital increase or of each capital increase shall be limited, where applicable, to the amount of subscriptions received by GDF SUEZ, in accordance with applicable statutory and regulatory requirements;

11. delegates full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, within the limits and under the above-mentioned terms and conditions, and more specifically to:

    – determine the amounts of the issues that will be carried out under this authorization and set, inter alia, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (including retroactively) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements,

- where applicable and at its sole discretion, charge the costs of such a capital increase against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from each capital increase; and
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, record the completion of the capital increase and amend the bylaws accordingly, take all measures and decisions and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

Authorization to award bonus shares (Resolutions 11 and 12)

Purpose:

As in previous years, the long-term incentive plan for the Group's employees and corporate officers may involve the award of bonus shares, and no authorization to award stock options is being proposed.

Under the 11th resolution, shares would be allocated to all employees and corporate officers of Group companies, except for the executive corporate officers of the Company ("Global Plans").
The number of shares allocated would be limited to 0.5% of the share capital on the day of the Board of Directors' resolution; this amount would count against the 0.5% ceiling fixed under the 12th resolution of this Shareholders' Meeting. The shares awarded would be existing shares.
The shares awarded would be subject to a condition of continuous service at the GDF SUEZ Group at the end of the vesting period. The shares would be subject to a minimum vesting period of two years for all or part of the shares allocated and a holding period that may be set at two years from the vesting date; there may be no minimum holding period for shares subject to a minimum four-year vesting period, in which case said shares would be freely transferable once they have vested. Performance conditions may not necessarily be set.

Under the 12th resolution, shares would be allocated to some employees and corporate officers of Group companies, except for the executive corporate officers of the Company ("Discretionary Plans"). The award of shares to the beneficiaries would be subject to 1) the condition of continuous service in the GDF SUEZ Group at the end of the vesting period and 2) a vesting period of at least three years, except for some beneficiaries of the Trading activity (subject to an obligation to stagger a portion of their variable compensation, in the form of securities, over several consecutive years) who may have a vesting period of two years.
A minimum holding period may be set at two years from the vesting date; there may be no minimum holding period for shares subject to a minimum four-year vesting period, in which case said shares are freely transferable once they have vested. Some beneficiaries, including members of the Executive Committee, would be subject to the following double condition for a three-year period: half based on the net recurring income, Group share, of GDF SUEZ for the two fiscal years following allocation compared with the target net recurring income, Group share for these two years ; and half based on Total Shareholder Return (TSR) (stock market performance, reinvested dividend) of the GDF SUEZ share compared with those of companies on the Eurostoxx Utilities Index (Eurozone). The other beneficiaries would be subject to the TSR condition only. For some beneficiaries in Trading (subject to an obligation to stagger a portion of their variable compensation, in the form of securities, over several consecutive years), a condition specific to their activity may be applied.
The number of shares allocated would be limited to 0.5% of the share capital on the day of the Board of Directors' resolution; this amount would count against the 0.5% ceiling fixed under the 11th resolution of this Shareholders' Meeting. The shares awarded would be existing shares.

These authorizations would have a duration of 18 months from the date of this Shareholders' Meeting and would from this date deprive of effect the previous authorization granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012.

ELEVENTH RESOLUTION

Authorization to the Board of Directors to award bonus shares to all employees and officers of Group companies (except for executive corporate officers of the Company)

After reviewing the report of the Board of Directors and the Statutory Auditors' special report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to award, pursuant to Articles L.225-197-1 et seq. of the French Commercial Code, on one or more occasions, bonus outstanding shares of the Company to the employees of the Company, as well as to the employees and corporate officers of the companies or entities related to it, except for executive corporate officers of the Company, pursuant to Article L.225-197-2 of the French Commercial Code;
2. sets the term of validity for this authorization at 18 months from the date of this Shareholders' Meeting, and deprives of effect the authorization (for the unused portion) previously granted under the 22nd resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012;
3. resolves that the total number of shares that may be freely awarded under this authorization may not exceed 0.5% of the share capital outstanding as of the date of the resolution to award by the Board of Directors, and will count against the ceiling set under the 12th resolution of this Shareholders' Meeting, subject to its adoption by this Shareholders' Meeting;
4. resolves that all or some of the shares awarded will only vest after a minimum two-year period, and that a minimum holding period of two years will apply from the vesting date, it being specified that there may be no minimum holding period for shares subject to a minimum four-year vesting period, in which case said shares would be freely transferable once they have vested;
5. resolves that in the event that a beneficiary is classified as having a second or third class disability, as defined by Article L.341-4 of the French Social Security Code, the shares awarded to that beneficiary will vest immediately, with no holding period, and will be immediately transferable;
6. grants full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, subject to the above limitations, and in particular to:
   - determine the identities of the beneficiaries and the number of shares to be awarded to each;
   - set the conditions and, where appropriate, the criteria for awarding the shares, including the minimum vesting period and the minimum holding period;
   - provide, where appropriate, for the possibility to extend the vesting period and in such case, to defer the end-date of the holding period accordingly, so that the minimum holding period remains unchanged;
   - adjust the number of shares awarded in the event that the value of the Company's shares should change as a result of transactions involving the share capital in order to protect the rights of the beneficiaries of bonus shares;
   - set the dates and the terms and conditions of the bonus share awards and, in general, take all the necessary steps and enter into all agreements to properly complete the transaction.

TWELFTH RESOLUTION

Authorization to the Board of Directors to award bonus shares to some employees and officers of Group companies (except for executive corporate officers of the Company)

After reviewing the report of the Board of Directors and the Statutory Auditors' special report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to award, pursuant to Articles L.225-197-1 et seq. of the French Commercial Code, on one or more occasions, bonus outstanding shares of the Company to some employees of the Company, as well as to the employees and corporate officers of the companies or entities related to it, except for executive corporate officers of the Company, pursuant to Article L.225-197-2 of the French Commercial Code;
2. sets the term of validity for this authorization at 18 months from the date of this Shareholders' Meeting, and deprives of effect the authorization (for the unused portion) previously granted under the 22nd resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012;
3. resolves that the total number of shares that may be freely awarded under this authorization may not exceed 0.5% of the share capital outstanding at the date of the resolution to award by the Board of Directors, and will count against the ceiling set under the 11th resolution of this Shareholders' Meeting, subject to its adoption by this Shareholders' Meeting;
4. resolves that all or some of the shares awarded will only vest after a minimum three-year period, and that a minimum holding period of two years will apply from the vesting date, it being specified that there may be no minimum holding period for shares subject to a minimum four-year vesting period, in which case said shares would be freely transferable once they have vested;

5. resolves that in the event that a beneficiary is classified as having a second or third class disability, as defined by Article L.341-4 of the French Social Security Code, the shares awarded to that beneficiary will vest immediately, with no holding period, and will be immediately transferable;
6. grants full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, subject to the above limitations, and in particular to:
   - determine the identities of the beneficiaries and the number of shares to be awarded to each;
   - set the conditions and, where appropriate, the criteria for awarding the shares, including the minimum vesting period and the minimum holding period;
   - provide, where appropriate, for the possibility to extend the vesting period and in such case, to defer the end-date of the holding period accordingly, so that the minimum holding period remains unchanged;
   - adjust the number of shares awarded in the event that the value of the Company's shares should change as a result of transactions involving the share capital in order to protect the rights of the beneficiaries of bonus shares;
   - set the dates and the terms and conditions of the bonus share awards and, in general, take all the necessary steps and enter into all agreements to properly complete the transaction.

Amendment of Article 13.3 1) (composition of the Board of Directors) of the bylaws (Resolution 13)

Purpose:

In order to harmonize the expiry dates of the terms of office of all the Directors, we propose an amendment to Article 13.3 1) of the bylaws to change the end of term of office of Directors elected by the employees.

The terms of office of directors elected by the employees would no longer expire at the time of the declaration of the results of the election that the Company is required to hold in order to replace them, but at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the previous year, held after the date of declaration of the results of the election that the Company is required to hold.

THIRTEENTH RESOLUTION

Amendment of Article 13.3 1) (composition of the Board of Directors) of the bylaws

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' Meeting, resolves to change the end of term of office of Directors elected by the employees, and resolves to set it at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the previous year, held after the date of declaration of the results of the election that the Company is required to hold.

As a result of the foregoing, the Shareholders' Meeting resolves to amend Article 13.3 1) final paragraph of the bylaws as follows:

Article 13.3 1) of final paragraph of the bylaws (new):

"The terms of office of the Directors elected by the employees in accordance with this Article 13.3 shall expire either at the close of the Ordinary Shareholders' Meeting called to approved the financial statements for the previous year, held after the date of declaration of the results of the election that the Company is required to hold under the conditions set forth above, or in the case of the termination of the Director's contract of employment, or in the case of a removal from office pursuant to the conditions provided by the applicable laws or regulations, or in the case of Directors appointed by the General Shareholders' Meeting, for other reasons provided by law."

Powers for formalities (Resolution 14)

Purpose:

The 14th resolution is the customary resolution that enables the formalities required by law to be carried out after the Shareholders' Meeting.

FOURTEENTH RESOLUTION

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

The Shareholders' Meeting grants full powers to the bearer of the original or a copy or extract of the minutes of this Shareholders' Meeting to carry out all filings and other formalities as required.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS

SUBMITTED TO THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 23, 2013

A. BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

APPROVAL OF THE TRANSACTIONS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012 (1st RESOLUTION)

The Shareholders are asked to approve the transactions and annual financial statements of GDF SUEZ for the year ended December 31, 2012, resulting in net income of €890,178,918.

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012 (2nd RESOLUTION)

The Shareholders are asked to approve the GDF SUEZ Group's consolidated financial statements for the year ended December 31, 2012, resulting in net income Group Share of €1,549,896,000.

APPROPRIATION OF NET INCOME AND DECLARATION OF DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2012 (3rd RESOLUTION)

The purpose of the third resolution is to appropriate the net income and declare the dividend for fiscal year 2012.

In euros	
Retained earnings at December 31, 2012:	12,230,465,485
Net income for the fiscal year ended December 31, 2012:	890,178,918
Total amount available for distribution:	13,120,644,403

The Shareholders are asked to appropriate the net income for the period as follows:

In euros	
Proposed dividend for 2012	3,503,232,546
Interim dividend paid on November 25, 2012 to be deducted from the total dividend for fiscal year 2012	1,886,640,406
Final dividend to be paid out for 2012	1,616,592,140
The total dividend for fiscal year 2012 will be paid out of:	3,503,232.546
• net income for the period, in the amount of:	890,178,918
• retained earnings, in the amount of:	2,613,053,628

If the Shareholders approve this proposal, the dividend for 2012 will be set at €1.50 per share, for a total dividend payout of €3,503,232,546.

After deduction of the interim dividend of €0.83 per share, paid on October 25, 2012, from the total dividend for fiscal year 2012, and corresponding to the number of shares carrying dividends at this date, i.e., 2,273,060,731 shares, the final dividend per share to be paid out for fiscal year 2012 amounts to €0.67 per share, for a total payout of €1,616,592,140. The total dividend payout is based on the number of outstanding GDF SUEZ shares as of December 31, 2012 – i.e., 2,412,824,089 shares.

On the date of the dividend payment, the dividend corresponding to the Company's treasury stock will be allocated to "Other Reserves".

The final dividend will be declared on Thursday, April 25, 2013 and will be paid in cash on Tuesday, 30 April 2013.

In accordance with Article 158, para. 3-2 of the French General Tax Code, the entire dividend is eligible for the 40% deduction available to individuals who are tax residents of France.

APPROVAL OF REGULATED AGREEMENTS PURSUANT TO ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE (4th RESOLUTION)

Pursuant to Articles L.225-38 et seq. of the French Commercial Code, the Board of Directors asks the Shareholders to approve the regulated agreements described in detail in the special report of the Statutory Auditors, found in Section 4.4.1 of the 2012 GDF SUEZ Registration Document.

AUTHORIZATION OF THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY'S SHARES (5th RESOLUTION)

On April 23, 2012, the Shareholders' Meeting authorized the Company to trade in its own shares under the following terms and conditions:

- maximum purchase price: **€40** per share (excluding transaction costs);
- maximum shareholding: **10%** of the share capital
- maximum percentage of shares acquired during the term of the program: **10%** of the shares comprising the share capital as of the date of this Shareholders' Meeting
- aggregate amount of purchases: **€9 billion**

Between the Shareholders' Meeting of April 23, 2012 and February 27, 2013, the Company has:

- purchased 2,138,100 shares on the stock market for a total of €37 million (an average price per share of €17.16) under the liquidity agreement and 3,632,160 shares for a total of €56 million (an average price per share of €15.49) under the share repurchase program;
- sold 1,995,600 shares on the stock market for a total of €36 million (an average price per share of €18.24) under the liquidity agreement.

The authorization granted by the Shareholders' Meeting of April 23, 2012 to trade in the Company's shares will expire in October 2013.

The Shareholders are now asked to renew the authorization granted to the Board of Directors to trade in the Company's shares for a same period of **18 months**, with a corresponding termination of the previous authorization.

The purchase of shares enables the maintenance of a liquid market in the Company's shares through a liquidity agreement with an independent investment services provider that complies with the Code of Ethics recognized by the Autorité des Marchés Financiers (AMF – French Financial Markets Authority); and the subsequent cancellation of shares in order to improve the return on equity and earnings per share. Share purchases may also be used: to implement programs aimed at employees or corporate officers for stock option plans to purchase or subscribe for shares or for the award of bonus shares; to carry out financial transactions via their transfer, disposal or exchange; to cover securities conferring rights to shares of the Company; and to implement any other market practices allowed or that may be allowed by the authorities, subject to communicating such information to the Company's shareholders.

This resolution shall not apply during a public tender offer for the Company.

The proposed terms and conditions of the new authorization are as follows:

- maximum purchase price: **€40** per share (excluding transaction costs);
- maximum shareholding: **10%** of the share capital
- maximum percentage of shares acquired during the term of the program: **10%** of the shares comprising the share capital as of the date of this Shareholders' Meeting
- aggregate amount of purchases: **€9.6 billion**

It is, however, specified that with respect to the particular case of shares purchased under the liquidity contract, the number of shares taken into account for calculating the 10% limit shall correspond to the number of share purchased minus the number of shares resold during the term of the authorization.

RATIFICATION OF THE APPOINTMENT AS DIRECTOR OF ANN-KRISTIN ACHLEITNER (6th RESOLUTION)

Shareholders are requested to ratify the appointment as Director of Ann-Kristin Achleitner as resolved upon by the Board of Directors at its meeting of September 19, 2012, to replace René Carron for the remainder of the latter's term of office, i.e., until the end of the Shareholders' Meeting convened in 2015 to vote on the financial statements for the fiscal year 2014.

Her biography is provided on page 40 of the Notice of Meeting.

APPOINTMENT OF A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS, PURSUANT TO ARTICLE 13.3 2) OF THE BYLAWS (7th AND 8th RESOLUTIONS)

Pursuant to Article 13.3 2) of the Company bylaws, shareholders are called on to vote, under the 7th and 8th resolutions, on the appointment of a Director representing employee shareholders from among the candidacies that have been submitted. Pursuant to Article R.225-83 5° of the French Commercial Code, information on each of the candidates has been provided on page 41 of the Notice of Meeting. Pursuant to Article 13.2 of the Company bylaws, the Director representing employee shareholders who will be elected by this Shareholders' Meeting will hold this office for a term of four years, i.e., until the close of the Shareholders' Meeting convened in 2017 to approve the financial statements for the fiscal year 2016.

B. BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Employee Shareholding

The intent of the delegations of authority under the **9th and 10th resolutions** below is to renew the authorizations previously granted to the Board of Directors by the Shareholders' Meeting to allow it to issue securities for the development of employee shareholding on a Group scale. These resolutions give the Board the power to carry out additional transactions related to employee shareholding at the time of its choosing. An information prospectus on such transactions shall be submitted, if applicable, to the AMF for approval.

As before, the objectives of employee shareholding plans are:

- to make employees genuine partners in the Group;
- to highlight value creation as one of the points in which the interests of shareholders and those of employees converge;
- to allow employees to join with shareholders in making annual decisions;
- to spread the concept of employee shareholding internationally.

Under such plans, employees are offered two investment options:

- a "Classic" investment plan, without financial leverage; and
- a "Multiple" investment plan that includes financial leverage and capital protection.

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares, with preferential subscription rights waived, for the benefit of GDF SUEZ Group employee savings plans members (9th resolution)

In accordance with Articles L.225-129-6 and L.225-138-1 of the French Commercial Code and L.3332-1 et seq. of the French Labor Code, the **9th resolution** asks the Shareholders to authorize the Board of Directors, or a duly-authorized representative, to increase the share capital on one or more occasions by a maximum nominal amount of €40 million through the issue of shares or securities giving access to capital. Such increase shall be reserved for members of one or more Company employee savings plans (or another plan for participants for whom Articles L. 3332-18 et seq. of the French Labor Code would allow a capital increase to be reserved under equivalent terms) established within the Company or its Group comprising the Company and the French or foreign companies within the Company's consolidation or combined in its financial statements pursuant to Article L.3344-1 of the French Labor Code.

In accordance with the law, the Shareholders' Meeting would waive the shareholders' preferential subscription rights to new shares or other securities giving access to capital in favor of the above-mentioned beneficiaries.

The issue price of new shares or securities giving access to capital would be at least 80% of the Reference Price (as that term is defined below); however, the Board may reduce or eliminate such discounts, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems.

For purposes of this section, the Reference Price shall mean the average trading price of the Company's stock on the NYSE Euronext Paris stock exchange during the twenty (20) trading days preceding the date of the decision setting the opening date for subscriptions by members of Company employee savings plans.

In addition to shares or securities to be subscribed in cash, the Board of Directors may award, at no cost to the beneficiaries listed above, new or existing shares or securities as a substitute for all or a portion of the discount relative to the aforementioned average, and/or the matching contribution, provided that the benefit from such award does not exceed the statutory or regulatory limits pursuant to Articles L. 3332-18 et seq. and L.3332-11 et seq. of the French Labor Code.

In accordance with the law, this decision would entail the Shareholders' waiver of any preferential right to shares or securities giving access to capital which would be freely awarded under this resolution.

The authorization would be renewed for a period of 26 months from the date of the Shareholders' Meeting of April 23, 2013, and would supersede the previous authorization given by the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012, which has not been used.

The amount of the capital increases thus carried out would count against the overall ceiling of €275 million mentioned in the 19th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012.

Delegation of authority to be given to the Board of Directors to increase the share capital, with preferential subscription rights waived, in favor of any entities whose sole purpose is to subscribe, hold and dispose of GDF SUEZ shares or other financial instruments as part of the implementation of one of the "Multiple" plans of the GDF SUEZ Group's international employee shareholding plan (10th resolution)

The purpose of the **10th resolution** is, as previously, to ask the Shareholders to renew the delegation of authority granted to the Board of Directors to increase the Company's share capital, with preferential subscription rights waived, through the issue of shares reserved for all entities whose sole purpose is to subscribe, hold and dispose of GDF SUEZ shares or other financial instruments as part of the implementation of one of the "Multiple" plans of the GDF SUEZ Group's international employee shareholding plan, for a maximum nominal amount of **€10 million,** through the issue of no more than 10 million new shares with a par value of €1 each. The subscription price for the shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the 9th resolution detailed relating to the capital increase reserved for members of Company employee savings plans detailed above and which will be proposed to the present General Shareholders' Meeting, subject to the power granted to the Board of Directors when setting the price to eliminate or reduce the discount provided for in the aforementioned 9th resolution.

The shares or equity interests of the entity or entities that are the beneficiaries of this reserved share issue may be offered to the employees of consolidated foreign subsidiaries of the GDF SUEZ Group pursuant to Article L. 433-3 of the French Labor Code which for local regulatory or tax reasons may not subscribe to GDF SUEZ shares under the aforementioned 9th resolution.

The GDF SUEZ shares subscribed by the entity or entities could, where applicable, be assigned in full or in part to one or more credit institutions headquartered either in France or in another European Union Member State for the purpose of ensuring:

- in part, coverage of the Multiple plan offered to employees of foreign subsidiaries under this resolution;
- in part, coverage of the Multiple plan offered to employees of foreign subsidiaries subscribing for GDF SUEZ shares under the 9th resolution above.

The shareholders are asked to give the Board of Directors a certain amount of latitude in the choice of the structure allowing for the best implementation of the Multiple plan for the employees of the GDF SUEZ Group in the countries concerned, in light of the changes in the applicable legislation.

In order to adapt the subscription plans presented to the employees in each country concerned, where applicable, the proposed delegation of authority to the Board of Directors includes the authority granted to the Board to determine the subscription plans and to distinguish between (i) countries where employees will be offered shares or equity interests in the above-mentioned entity or entities and (ii) countries where employees will subscribe for GDF SUEZ shares under the 9th resolution above.

If, as a result of substantial subscriptions, the number of subscriptions were to exceed the maximum number of shares authorized for issue, the Board of Directors would reduce employee subscriptions in accordance with the rules that it has set under the terms of French law and within the limits set by the authorization granted by the General Shareholders' Meeting. These rules would be set by the Board of Directors by applying, as the case may be, limits on the number or proportion of employee subscriptions, and by drawing upon the following rules, with the proviso that the final rules would be set by the Board of Directors when it determines the subscription plans:

- if the maximum number of shares authorized for issue under one of the two above-mentioned resolutions is not exceeded, the employees concerned by the resolution in question would receive the full amount of their subscriptions, with the reduction in the subscriptions only concerning the oversubscribed share issue (the reduction would be made on a per-resolution basis);
- if, under the above-mentioned 9th or 10th resolutions, the number of subscriptions is greater than the maximum number of shares authorized for issue pursuant to the resolution concerned, a reduction would be made by scaling back the number of subscriptions per employee and, as needed, by a proportional reduction in employee subscriptions;
- where, under above-mentioned 9th or 10th resolutions, the number of subscriptions is greater than the maximum number of shares authorized for issue pursuant to the resolution concerned and where one of the countries falling within the scope covered by such resolution, which is itself subject, for regulatory or tax reasons, to a maximum limit on subscriptions (hereinafter the "country subject to an upper limit") also exceeds its own upper limit, a proportional reduction would be made, in priority, in the subscriptions by the employees of the country subject to an upper limit;
- however, if such a reduction does not make it possible to comply with the maximum number of shares authorized for issue pursuant to the resolution concerned, a new proportional reduction would be made affecting all the employees concerned by such resolution, including those in the country or countries subject to an upper limit, with these employees being treated in the same way as the employees in other countries;
- foreign employees who subscribe for GDF SUEZ shares under the 9th resolution above may receive, for each GDF SUEZ share subscribed, a Share Appreciation Right (SAR), which would be covered by a corresponding issue of GDF SUEZ shares under this resolution;

- in the event of a reduction in subscriptions by foreign employees for GDF SUEZ shares under the 9th resolution above, the number of shares to be issued under this resolution could also be reduced in certain cases, depending on the Multiple plans that are finalized by the Board of Directors.

The authorization would be renewed for a period of **18 months** from the date of this Shareholders' Meeting and would supersede the similar prior authorization given by the Shareholders' Meeting of April 23, 2012, which has not been used.

The amount of the capital increases thus carried out would count against the overall ceiling of €275 million mentioned in the 19th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012.

Authorization to the Board of Directors to award bonus shares to all employees and officers of Group companies (except for executive corporate officers of the Company) (11th resolution)

The authorization given to the Board of Directors at the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012 under its 22nd resolution to award bonus shares of the Company to some employees and/or officers of the Company and/or Group companies will expire in October 2013.

The purpose of the **11th resolution** is to propose that the Shareholders' Meeting grant the Board of Directors authorization to award bonus shares to all employees and corporate officers of the Group companies, except for executive corporate officers of the Company ("Global Plans").

The number of shares awarded would be limited to 0.5% of the share capital on the day of the Board of Directors' resolution; this amount would count against the **0.5%** ceiling fixed under the 12th resolution of this General Shareholders' Meeting. The shares awarded would be outstanding shares.

The shares awarded would be subject to a condition of continuous service at the GDF SUEZ Group at the end of the vesting period. The shares would be subject to a minimum vesting period of two years for all or part of the shares allocated and a minimum holding period that may be set at two years from the vesting date. Note that there may be no minimum holding period for shares subject to a minimum four-year vesting period, in which case said shares would be freely transferable once they have vested. Performance conditions may not necessarily be set.

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, a special report will be drawn up to inform the General Shareholders' Meeting of the transactions carried out under this authorization.

Authorization to the Board of Directors to award bonus shares to some employees and officers of Group companies (except for executive corporate officers of the Company) (12th resolution)

The purpose of the **12th resolution** is to propose that the General Shareholders' Meeting grant the Board of Directors authorization to award bonus shares to some employees and corporate officers of the Group companies, except for executive corporate officers of the Company.

The number of shares awarded would be limited to 0.5% of the share capital on the day of the Board of Directors' resolution; this amount would count against the 0.5% ceiling fixed under the 11th resolution of this Shareholders' Meeting. The shares awarded would be existing shares.

The award of shares to the beneficiaries would be subject to 1) the condition of continuous service in the GDF SUEZ Group at the end of the vesting period and 2) a vesting period of at least three years, except for some beneficiaries of the Trading activity (subject to an obligation to stagger a portion of their variable compensation, in the form of securities, over several consecutive years) who may have a vesting period of two years.

A minimum holding period of two years may be set from the vesting date.

Some beneficiaries, including members of the Executive Committee, would be subject to the following double condition for a three-year period: half based on the net recurring income, Group share, of GDF SUEZ for the two fiscal years following allocation compared with the target net recurring income, Group share for these two years; and half based on Total Shareholder Return (TSR) (stock market performance, reinvested dividend) of the GDF SUEZ share compared with those of companies on the Eurostoxx Utilities Index (Eurozone). The other beneficiaries would be subject to the TSR condition only. The details of these performance conditions are as follows:

(a) internal condition relating to net recurring income, Group share for 2015 and 2016 compared with the target net recurring income, Group share for the same years (pro forma):

- Net recurring income, Group share 2015+2016 < 90% target net recurring income, Group share 2015+2016: success rate of 0%
- Net recurring income, Group share 2015+2016 < 90% target net recurring income, Group share 2015+2016: success rate of 33%
- Net recurring income, Group share 2015+2016 > 90% target net recurring income, Group share 2015+2016 and < target net recurring income, Group share 2015+2016: progressive and linear success rate of 33%
- Net recurring income, Group share 2015+2016 < target net recurring income, Group share 2015+2016: success rate of 100%

(b) external condition related to the TSR (stock market performance, reinvested dividend) of the GDF SUEZ share compared with the TSR (stock market performance, reinvested dividend) of companies on the Eurostoxx Utilities Index (Eurozone):

- GDF SUEZ TSR <= 90% of TSR of Eurostoxx Utilities Eurozone companies: success rate of 0%
- GDF SUEZ TSR = 100% of TSR of Eurostoxx Utilities Eurozone companies: success rate of 70%
- GDF SUEZ TSR >= 103% of TSR of Eurostoxx Utilities Eurozone companies: success rate of 100%
- For interim results (from 90% to 100% and from 100% to 103%): progressive and linear success rate
- To smooth the possible effects of volatility (gain or loss), the TSR (stock market performance, reinvested dividend) will be calculated by taking the average of the TSRs of GDF SUEZ and the Eurostoxx Utilities Eurozone companies over two months.
- For the dual condition plan, the sum of the success rate in (a) and (b) is divided by two to obtain a total success rate.

For some beneficiaries in trading (subject to an obligation to stagger a portion of their variable compensation, in the form of securities, over several consecutive years), a condition specific to their activity would be set for 2014 and 2015.

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, a special report will be drawn up to inform the General Shareholders' Meeting of the transactions carried out under this authorization.

The **11th and 12th resolutions** would apply for a period of **18 months** from this Shareholders' Meeting, and would deprive of effect the authorization (for the unused portion) previously granted under the 22nd resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012.

Common provisions

The delegations of authority and authorizations referred to in the **9th, 10th, 11th and 12th resolutions** would be given to the Board of Directors or a representative duly authorized in accordance with the law.

Shareholders' attention is drawn to the statutory limitation that is imposed on the Company in implementing all delegations of authority and authorizations granted to the Board of Directors which would result in the issue of shares or securities giving access to capital. The authorizations granted under the above resolutions may only be implemented by the Board of Directors, or as applicable, by the Chairman and Chief Executive Officer or the Vice-Chairman and President acting under authorization of the Board of Directors under the conditions provided by law, as it relates to a limited number of securities such that following each proposed issue, the French government holds an interest in the Company's capital in accordance with the law on the privatization of Gaz de France, i.e., over one-third of the Company's share capital, and continues to do so after all securities giving access to capital and stock options awarded have been taken into account.

In addition, under the statutory provisions applicable to the Company, should any of the above-mentioned delegations of authority dilute the French government's shareholding, the privatization process would apply to its implementation. The "privatization process" means that the transactions must be endorsed by the French Privatization Board (Commission des participations et des transferts) and that an Order must be issued on the terms of the transaction.

The Statutory Auditors have issued a report on the **9th, 10th, 11th and 12th resolutions**, which has been made available to the shareholders in accordance with statutory and regulatory requirements.

Should the Board of Directors implement the delegation of authority given by the Shareholders under the **9th, 10th, 11th and 12th resolutions**, it must prepare, as appropriate and in accordance with the laws in force at the time of its decision, an additional report describing the final terms and conditions of the transaction, and indicate, where appropriate, its impact on the situation of holders of shares or securities giving access to capital, especially as regards the proportion of their holdings to total shareholders' equity. This report and, if applicable, that of the Statutory Auditors, would be made available to holders of shares or securities giving access to capital and then brought to their attention at the next Shareholders' Meeting.

Amendment of Article 13.3 1) (composition of the Board of Directors) of the bylaws (13th resolution)

Article 13.3 1) of the bylaws stipulates that "The terms of office of the Directors elected by the employees in accordance with this Article 13.3 shall expire either upon declaration of the results of the election that the Company is required to hold under the conditions set forth above, or in the case of the termination of the Director's contract of employment, or in the case of a removal from office pursuant to the conditions provided by the applicable laws or regulations, or in the case of Directors appointed by the General Shareholders' Meeting, for other reasons provided by law."

The purpose of the **13th resolution** is to set the expiry date of the term of office of Directors elected by employees at the close of the Ordinary Shareholders' Meeting having approved the financial statements for the previous year and meeting after the date of the declaration of the results of the election that the Company is required to hold.

Shareholders are requested to amend Article 13.3 1) of the bylaws correspondingly.

Powers to implement the resolutions adopted by the Shareholders' Meeting and to perform the related formalities (14th resolution)

The purpose of the **14th resolution** is to authorize the bearer of a copy or extract of the minutes of the Shareholders' Meeting to carry out any formalities required by law to execute the decisions made thereby.

The Board of Directors

STATUTORY AUDITOR'S REPORTS

STATUTORY AUDITOR'S REPORTS ON THE VARIOUS CAPITAL RELATED TRANSACTIONS INCLUDED IN THE RESOLUTIONS ADDRESSED TO THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 23, 2013

Combined Ordinary and Extraordinary Shareholders Meeting of April 23, 2012

This is a free translation into English of the statutory auditors' reports issued in French language and is provided solely for the convenience of English-speaking readers; these reports should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of GDF SUEZ (the "Company"), we hereby report on the various capital related transactions upon which you are called to vote.

1. Report on the capital increase through the issue of shares and marketable securities, with preferential subscription rights waived, reserved for employees who are members of employee saving plans under the 9th resolution

In accordance with role laid out in Articles L.228-92 and L.225-125 et seq. of the French Commercial Code, we hereby report on the proposed delegations of authority to the board of Directors to decide a capital increase, on one or more occasions, through the issue of shares or marketable securities giving access to the Company's share capital, with preferential subscription rights waived, reserved for employees who are members of an employee savings plan set up within the Group by the Company and any French or foreign entities included in the Company's scope of consolidation in application of Article 3344-1 of the French Labor code (Code du travail), for a maximum nominal amount of €40 million, a transaction upon which you are called to vote. The nominal amount of capital increases that may be carried out under this resolution will be counted against overall ceiling of €275 million provided in the 19th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012, or where appropriate, against overall ceiling under a resolution of same nature that could replace it within the time period of the current delegation.

This transaction is submitted for your approval in accordance with Articles L.225-129-6 of the French Commercial Code and L.3332-18 of the French Labor Code.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of twenty-six months from the date of this Meeting, to decide an issue on one or more occasions of shares or marketable securities giving access to the share capital, with your preferential subscription rights waived. Where appropriate, it shall be responsible for setting the definitive terms of issue for this transaction.

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R.225-113 et seq. of the French Commercial Code. It is our responsibility to report on the fairness of data drawn from the financial statements, on the proposal to waive the preferential subscription rights, and on certain other information about these transactions provided in that report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on this transaction and on the methods used to determine the price of the shares or capital securities to be issued.

Subject to a subsequent examination of the conditions for the issues to be decided, we have no matters to report as to the methods used to determine the price for the shares of capital to be issued as provided in the Board of Directors' report.

As the final conditions of issue have not been set, we have no opinion to express in their regard and, consequently, on the proposal made to waive your preferential subscription rights.

In accordance with Article R.225-116 of the French Commercial Code, we will issue a supplementary report, as appropriate, once your Board of Directors uses this authorization.

2. Report on the capital increase the issue of shares with preferential subscription rights waived, reserved for all entities created as part of the implementation of GDF SUEZ's international employee shareholding plan, under the 10th resolution

In accordance with role laid out in Articles L.225-135 et seq. of the French Commercial Code, we hereby report on the proposal to delegate the authority your Board of Directors to decide on a capital increase, on one or more occasions, through the issue of common shares, with preferential subscription rights waived, reserved for all entities under French or foreign law whose sole purpose is to subscribe, hold and sell shares of the Company or other financial instruments as part of the implementation of the GDF SUEZ Group's international employee shareholding plans, including any companies created to implement the investment formula referred to as "Multiple" or any trusts set up to establish a Share Incentive Plan under English law, for a maximum nominal amount of €10 million, a transaction upon which you are called to vote. The nominal amount of capital increases that may be carried out under this resolution will be counted against overall ceiling of €275 million provided in the 19th resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012, or where appropriate, against overall ceiling under a resolution of same nature that could replace it within the time period of the current delegation.

On the basis of its report, your Board of Directors proposes that you delegate the authority it, for a period of eighteen months, to decide a capital increase on one or more occasions, with your preferential subscription rights to the common shares to be issued waived. Where appropriate, it shall be responsible for setting the conditions for this transaction.

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R.225-113 and R.225-114 of the French Commercial Code. It is our responsibility to report on the fairness of data drawn from the financial statements, on the proposal to waive the preferential subscription rights, and on certain other information about these transactions provided in that report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement. These procedures included verifying the contents of the Board of Directors' report on this transaction and on the methods used to determine the price of the shares to be issued.

Subject to a subsequent examination of the capital increase to be decided, we have no matters to report as to the methods used to determine the price for the common shares to be issued as provided in the Board of Directors' report.

As the final conditions of the capital increase have not been set, we have no opinion to express in their regard and, consequently, on the proposal made to waive your preferential subscription rights.

In accordance with article R.225-116 of the French Commercial Code, we will issue a supplementary report, as appropriate, once your Board of Directors uses this delegation.

3. Report on the award of bonus shares to all employees and all directors or officers of the Group companies, directors and officers of the Company excluded, under the 11th resolution

In accordance with role laid out in Article L.225-197-1 of the French Commercial Code, we hereby report on the proposed award of existing shares to employees and directors or officers of the Group companies, directors and officers the Company excluded, a transaction upon which you are called to vote.

On the basis of its report, your Board of Directors proposes that you authorize it, for eighteen months from the date of this Meeting, to award bonus shares out of existing shares.

The total number of shares that may be awarded free of consideration may not exceed 0.5% of the Company's share capital as of the date of the decision to award the shares by the Board of Directors and will be counted against overall ceiling provided in the 12th resolution of this Meeting.

It is the responsibility of your Board of Directors to prepare a report on the proposed transaction. It is our responsibility to inform you, where appropriate, of our observations on the information provided to you on the proposed transaction.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement. These procedures included verifying that the procedures proposed and described in the Board of Directors' report are in compliance with current legal provisions.

We have no matters to report on the information provided in the Board of Directors' report on the proposed transaction to authorize the award of bonus shares.

4. Report on the award of bonus shares to some employees and some directors or officers of the Group companies, directors and officers of the Company excluded, under the 12th resolution

In accordance with role laid out in Article L.225-197-1 of the French Commercial Code, we hereby report on the proposed award of existing shares to some employees and some directors or officers of the Group companies, directors and officers of the Company excluded, a transaction upon which you are called to vote.

On the basis of its report, your Board of Directors proposes that you authorize it, for eighteen months from the date of this Meeting, to award bonus shares out of existing shares.

The total number of shares that may be awarded free of consideration may not exceed 0.5% of the Company's share capital as of the date of the decision to award the shares by the Board of Directors.

It is the responsibility of your Board of Directors to prepare a report on the proposed information provided to you on the proposed transaction.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement. These procedures included verifying that the procedures proposed and described in the Board of Directors' report are in compliance with current legal provisions.

We have no matters to report on the information provided in the Board of Directors' report on the proposed transaction to authorize the award of bonus shares.

Neuilly-sur-Seine and Paris-La Défense, March 6, 2013

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		ERNST & YOUNG et Autres		MAZARS	
Véronique Laurent	Pascal Pincemin	Pascal Macioce	Charles-Emmanuel Chosson	Isabelle Sapet	Thierry Blanchetier

PRESENTATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

I – DIRECTORS IN OFFICE

DIRECTORS ELECTED BY THE SHAREHOLDERS' MEETING

Gérard Mestrallet

Born April 1, 1949 in Paris (18th district), is a French citizen
64 years old
Chairman and Chief Executive Officer

Jean-François Cirelli

Born July 9, 1958 in Yenne, Savoie, is a French citizen
54 years old
Vice-Chairman and President

Albert Frère

Born February 4, 1926 in Fontaine-l'Evêque, Belgium, is a Belgian citizen
87 years old
Vice-Chairman

Ann-Kristin Achleitner

Born March 16, 1966 in Düsseldorf, Germany, is a German citizen
47 years old
Member of the Audit Committee
Member of the Ethics, Environment and Sustainable Development Committee

Edmond Alphandéry

Born September 2, 1943 in Avignon, Vaucluse, is a French citizen
69 years old
Chairman of the Strategy and Investment Committee
Member of the Audit Committee

Jean-Louis Beffa

Born August 11, 1941 in Nice, Alpes-Maritimes, is a French citizen
71 years old
Chairman of the Appointments and Compensation Committee

Aldo Cardoso

Born March 7, 1956 in Tunis, Tunisia, is a French citizen
57 years old
Chairman of the Audit Committee
Member of the Strategy and Investment Committee

Paul Desmarais Jr.

Born on July 3, 1954 in Sudbury, Ontario, Canada, is a Canadian citizen
58 years old
Member of the Appointments and Compensation Committee

Françoise Malrieu

Born February 7, 1946 in Savigny-sur-Orge, Essonne, is a French citizen
67 years old
Chairman of the Ethics, Environment and Sustainable Development Committee
Member of the Audit Committee
Member of the Appointments and Compensation Committee

Lord Simon of Highbury

Born July 24, 1939 in London, UK, is a British citizen
73 years old
Member of the Strategy and Investment Committee
Member of the Appointments and Compensation Committee

DIRECTORS REPRESENTING THE FRENCH GOVERNMENT

Ramon Fernandez

Born June 25, 1967 in Paris (15th district), is a French citizen
45 years old

Pierre Mongin

Born August 9, 1954 in Marseille (8th district), is a French citizen
58 years old
Member of the Strategy and Investment Committee

Stéphane Pallez

Born August 23, 1959 in Paris (16th district), is a French citizen
53 years old
Member of the Ethics, Environment and Sustainable Development Committee

Nota:

Bruno Bézard resigned on September 19, 2012.
Olivier Bourges resigned on March 5, 2013.

DIRECTORS REPRESENTING EMPLOYEES AND EMPLOYEE SHAREHOLDERS

Alain Beullier

Born March 26, 1964 in Laval, Mayenne, is a French citizen
49 years old
Member of the Ethics, Environment and Sustainable Development Committee

Anne-Marie Mourer

Born April 20, 1959 in Clermont-Ferrand, Puy-de-Dôme, is a French citizen
54 years old
Member of the Audit Committee

Patrick Petitjean

Born August 23, 1952 in Saint-Dizier, Haute-Marne, is a French citizen
60 years old
Member of the Strategy and Investment Committee

Gabrielle Prunet

Born December 5, 1955, in Biarritz, Pyrenees-Atlantiques, is a French citizen
57 years old

NON-VOTING DIRECTOR

Gérard Lamarche

Born July 15, 1961 in Huy, Belgium, is a Belgian citizen
52 years old

GOVERNMENT COMMISSIONERS

Laurent Michel

Born March 10, 1966 in Lyon, Rhône-Alpes, is a French citizen
47 years old

Florence Tordjman (acting substitute)

Born June 27, 1959 in Poitiers, Vienne, is a French citizen
53 years old

II – DIRECTOR WHOSE APPOINTMENT IS SUBJECT TO RATIFICATION BY THE SHAREHOLDERS' MEETING

Ann-Kristin Achleitner, born March 16, 1966 in Düsseldorf, Germany, is a German citizen.

A doctor of business administration, a doctor of law and authorized to direct research at the University of St. Gallen (HSG – Switzerland), Ann-Kristin Achleitner successively held the office of consultant for MS Management Service AG in St. Gallen (1991-1992) and Assistant Professor of finance and external audit at the University of St. Gallen (1992-1994). Since 1994 she has been a teacher of business administration (finance and accounting) at the University of St. Gallen. In 1994, she became a consultant at McKinsey & Company Inc. in Frankfurt, Germany, and in 1995 she took up the banking and finance chair and the office of Chairman of the Board at the Institut für Finanzmanagement, the European Business School at the International University Schloss Reichartshausen in Oestrich-Winkel, Germany. Since 2001, she has held the corporate finance chair at the Technical University of Munich, where she became Scientific Director of the Enterprise and Finance Research Center in 2003. In 2009, she was also Associate Professor of corporate finance at the University of St. Gallen.

Directorships and offices held in the Company	Directorships and offices held in any company in 2012	Other directorships and offices held within the past five years
Director Member of the Audit Committee Member of the Ethics, Environment and Sustainable Development Committee	Member of the Government Commission on the German Corporate Governance Code Member of the Supervisory Board of Linde AG*, Metro AG*, MunichRe (since January 3, 2013) (Germany), Vontobel Holding AG and Bank Vontobel AG (Switzerland) Member of the Board of Helmholtz-Validierungsfonds of Helmholtz-Gemeinschaft Deutscher Forschungszentren Member of the Advisory Committee of the Social Entrepreuneurship Akademie (SEA) Member of the Board of Fraunhofer Gesellschaft Member of the Board of Directors of Johannes B. Ortner-Stiftung Member of the Finance Committee for Social Enterprises within KfW-Bankengruppe on behalf of the German Federal Ministry Family Affairs, Senior Citizens, Women and Youth (BMFSFJ)	Member of the Board of the Private Capital Industry Agenda, World Economic Forum (WEF) Member of the Scientific Advisory Board, Knowledge Centre of the European Venture Philanthropy Association (EVPA) Member of the Board of the Private Fund Managers Industry Agenda, World Economic Forum (WEF) Member of the Supervisory Board, SpineWelding AG (formerly WW Technology SA) Member of the Research and Innovation (EFI) Expert Committee, German Federal Government Member of the FLÜGGE Committee of Experts, Bavarian State Ministry of Science, Research and the Arts Member of the Technical Advisory Group (TAG) of the World Economic Forum (WEF) Global Education Initiative – Entrepreneurship Education Chairman of the Advisory Board, Ashoka (Germany) Member of the "Future of the Social Market Economy" Expert Committee, Government of the Free State of Bavaria (Germany) Chairman of the Board of Trustees of Berufundfamilie GmbH Chairman (2007-2009) of Förderkreis Gründungs-Forschung e.V. (FGF) Member of the Research Advisory Committee of the Institut für Mittelstandsforschung Bonn (IfM) Member of the Institute of Advanced Studies (IAS) at the Technical University of Munich (TUM) Member of the "Finance" Committeee of Experts of the Advisory Board for Small- and Medium-sized Enterprises of the Federal Ministry of Economics and Technology, Berlin Member of the Expert Advisory Committee for Finanz Betrieb newspaper

** Listed company.*

III – DIRECTORS REPRESENTING EMPLOYEE SHAREHOLDERS WHOSE ELECTION IS SUBMITTED TO THE SHAREHOLDERS' MEETING

Information on each of the candidates for appointment as Director representing employee shareholders.

Jonathan Reynolds

Born January 3, 1988 in Norwich (England)
25 years old
UK citizen
Owns 8.1185 employer-sponsored mutual funds (FCPE) units

Jonathan Reynolds joined the Recycling and Metals division of SITA UK in February 2008. After a brief period performing operational duties, he obtained Managing Safely certification from the Institution of Occupational Safety and Health, and the NEBOSH General Certificate, awarded by the National Examination Board in Occupational Safety and Health, shortly afterwards. In June 2009, he joined the Health & Safety team at the Processing division, which covers the Recycling and Metals division and the south-eastern region of the UK (about 50 sites). He was elected to the works council of SITA UK in 2010. Jonathan Reynolds achieved level 6 of the NEBOSH Diploma in Occupational Health and Safety in 2010. In 2011, he was elected SITA UK representative on the European Works Council of GDF SUEZ, and sits on various sub-committees, such as the working group on the environment and the GPEC committee. Jonathan Reynolds has been a member of the Supervisory Board of LINK International since 2012.

Caroline Simon

Born November 3, 1968 in Boulogne Billancourt
44 years old
French citizen
Owns 108.7411 employer-sponsored mutual funds (FCPE) units and 30 GDF SUEZ shares

Caroline Simon trained in industrial purchasing and began her career at Thomson-CSF in 1991 as a buyer of electrical and electronic components, general expenses, upstream purchasing and investment negotiation. She joined the Group in 1997 and currently holds a purchasing position at INEO Défense in the area of cabling and mechanical sub-contracting.

Caroline Simon sits on the works council as a staff delegate, and is a union delegate for INEO Défense and CFDT representative on INEO's European works council. She is also a CFDT post-holder on the French group works council. She is a member of the Supervisory Boards of Link France and Spring France.

SHARE OWNERSHIP CERTIFICATE REQUEST FORM

To be sent by the shareholder to the financial institution with which the bearer shares are deposited.

A public limited company with share capital of €2,412,824,089

Corporate headquarters:
1, place Samuel de Champlain
92400 COURBEVOIE, France

542 107 651 R.C.S. NANTERRE

Address:
(to be sent by you to your financial institution)

.....

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.....

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Dear Sir/Madam,

With a view to the Ordinary and Extraordinary Shareholders' Meeting of GDF SUEZ to be held on Tuesday, April 23, 2013, at 2:30 p.m., at Palais des Congrès (Grand Auditorium), 2, place de la Porte Maillot - 75017 Paris (France), I hereby request that you prepare a share ownership certificate specifying the number of bearer shares of my property, which are recorded in the register of bearer shares held by your establishment.

I hereby request that you inform Société Générale (Service des Assemblées Générales – Sgss/Sbo/Cis/Iss/Gms – CS 30812 – 44308 Nantes cedex 3) by **April 18, 2013 at 0.00 a.m. (Paris time)** that this certificate has been prepared.

In addition,

☐ I wish to attend this Shareholders' Meeting in person and therefore request an entry card;

☐ I do not wish to attend this Shareholders' Meeting, but nevertheless wish to participate in it and therefore ask you to send:

- a proxy voting form,
- a postal voting form,
- an Internet voting request form,

along with the share ownership certificate prepared by you, to Société Générale.

Yours faithfully,

....., ... 2013

Signature

Sender:

.....

.....

.....

.....

SHAREHOLDER DOCUMENTATION AND INFORMATION REQUEST FORM

(Article R 225-81 of the French Commercial Code)

GDF SUEZ

A public limited company with share capital of €2,412,824,089

Corporate headquarters:
1, place Samuel de Champlain
92400 COURBEVOIE, France

542 107 651 R.C.S. NANTERRE

To be sent to:

Société Générale
Service des Assemblées Générales
Sgss/Sbo/Cis/Iss/Gms
CS 30812
44308 Nantes Cedex 3, France

or using the postage paid envelope attached by holders of registered shares

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 23, 2013

The undersigned:

LAST NAME: .....

FIRST NAME(S): .....

ADDRESS: .....

.....

.....

hereby requests the documentation and the information relating to the Ordinary and Extraordinary Shareholders' Meeting convened on April 23, 2013 as provided for by Article R. 225-83 of the French Commercial Code.

☐ By mail

☐ By email at the following address: .....

....., ... 2013

Signature

NB: By single request, holders of registered shares may receive the documentation and the information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, prior to each subsequent shareholders' meeting.

This request should be sent to Société Générale – Service des Assemblées Générales – Sgss/Sbo/Cis/Iss/Gms – CS 30812 – 44308 Nantes Cedex 3, France.

NOTES

NOTES



This document was produced by an eco-responsible printer.

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Conception and realization: RR Donnelley

Our values

drive
commitment
daring
cohesion

A public limited company with a share capital of €2,412,824,089
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VAT FR 13 542 107 651

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