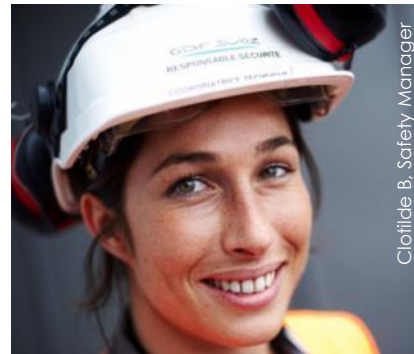


Shareholders' Meeting



Clotilde B, Safety Manager



Matthew Gas tanker

2013



Wind farm in Germinon, France



Plant in Chica Uno, Peru

GDF SUEZ

SOLIDARITÉ



AVEC TANGUY

Le Groupe et l'ensemble de ses collègues
expriment leur émotion
et témoignent de leur soutien.

LIBRES, ENFIN !

...Saint-Fournier
sa famille, enlevés le 19 février 2013.



Clotilde B. Safety Manager



LEGAL OPENING

Gérard Mestrallet

Chairman and Chief Executive Officer



Plant in Patton, Thailand

GDF SUEZ

▪ Resolutions within the competence of the Ordinary General Meeting

- Board of Directors' Report
- Statutory Auditors' Reports
- Approval of the annual financial statements for financial year 2012 **(first resolution)**
- Approval of the consolidated financial statements for financial year 2012 **(second resolution)**
- Distribution of earnings and establishment of the amount of the dividend for financial year 2012 **(third resolution)**
- Approval of related party agreements **(fourth resolution)**
- Authorisation to give the Board of Directors the power to carry out transactions on the company's shares **(fifth resolution)**
- Ratification of the appointment of Ann-Kristin Achleitner as Director **(sixth resolution)**
- Appointment of a Director representing employee shareholders **(seventh and eighth resolutions)**

▪ Resolutions within the competence of the Extraordinary General Meeting

- Board of Directors' Report
- Statutory Auditors' Reports
- Authorisation for an issue reserved for employees enrolled in the Group savings plans **(ninth resolution)**
- Authorisation for an issue reserved for any entities whose purpose is to facilitate access to GDF SUEZ's capital for the Group's international employee shareholders **(tenth resolution)**
- Authorisation to award bonus shares to all employees and company officers in the Group's companies (except for the Company's executive officers) **(eleventh resolution)**
- Authorisation to award bonus shares to all employees and company officers in the Group's companies (except for the Company's executive officers) **(twelfth resolution)**
- Amendment to Article 13.3 1) of the bylaws **(thirteenth resolution)**
- Powers to implement the resolutions adopted by the General Meeting and to perform the related formalities **(fourteenth resolution)**

▪ Resolutions within the competence of the Ordinary General Meeting

- Resolution A (not approved by the Board):
Amendment presented by FCPE LINK France to the **3rd resolution**



Clotilde B. Safety Manager



INTRODUCTION

Gérard Mestrallet

Chairman and Chief Executive Officer



Plant in Patton, Thailand

GDF SUEZ

A long-term shareholder loyalty policy

Nearly **one million** individual and employee shareholders in 2013

An attractive dividend policy

The option for all shareholders to **vote online**

A large, multi-channel system for **informing, meeting, listening & dialoguing**

- 11,200 shareholders met
- 96 events organized by the club
- More than 120 media contents broadcast via e-club
- 44,800 contacts and requests handled by telephone or e-mail



Tour of district heating in Bourges

Service quality recognised with **4 prestigious awards in 2012**

An active and contributing **Shareholders' Advisory Committee**

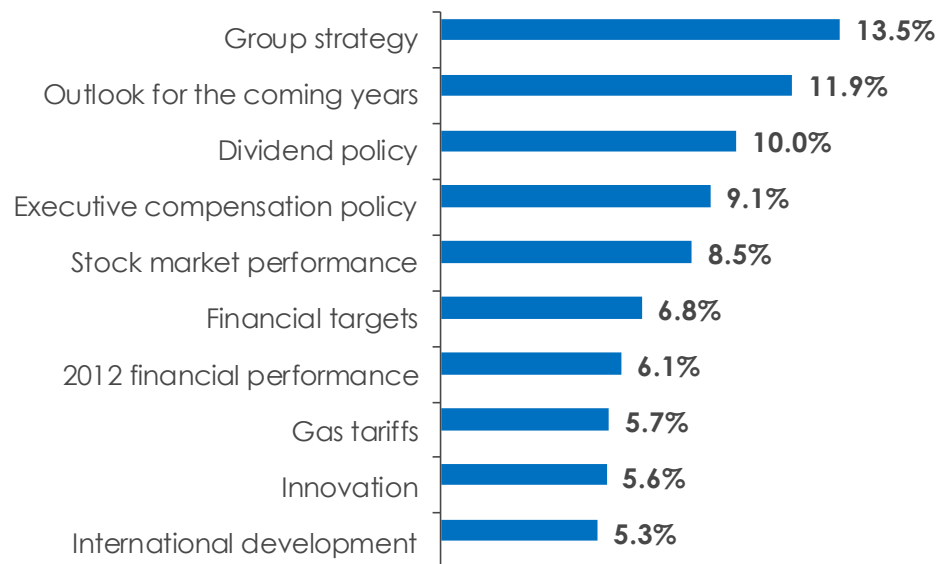
Consultation prior to the GM addressed each year to **more than 14,000 shareholders**

A group present at **the main events**

An active approach with **Socially Responsible Investment Funds**

A will to better understand shareholder expectations

Main topics to be treated at the General Meeting



QUESTIONS ASKED:

Long-term perspectives

Management and exit of the crisis

Growth drivers

2012: a transformation year

Accelerating our strategic orientation
towards new growth markets

Reinforcing the Group's flexibility in Europe

A financial strategy serving
the corporate plan

Conclusion

Wind farm,
Germinon
France



LNG terminal
in Mijillones,
Chile



Sohar Plant, Oman



Clotilde B. Safety Manager



2012: A TRANSFORMATION YEAR

Gérard Mestrallet

Chairman and Chief Executive Officer



Plant in Chica Uno, Peru

GDF SUEZ

Solid operational performance allowing the achievement of all 2012 financial objectives

GDF SUEZ

REVENUES

€97bn

EBITDA

€17bn

NET INCOME, GROUP SHARE

€1.6bn

NET RECURRING INCOME, GROUP SHARE

€3.8bn

GROSS INVESTMENTS⁽¹⁾

€10bn

FINANCIAL STRUCTURE

Adjusted net debt/EBITDA = 2.5 ⁽³⁾

RATINGS

A / A1 ⁽²⁾

DIVIDEND

€1.50 per share ⁽⁴⁾



Electrical plant, Thailand



Umm Al Nar Plant, Abu Dhabi



Provalys LNG carrier

⁽¹⁾ Excluding IPR's minorities acquisition for €9.9 bn ⁽²⁾ LT S&P/Moody's ratings, with negative watch/negative outlook

⁽³⁾ Based on adjusted net debt after SPP disposal closed on 23/01/2013 ⁽⁴⁾ Including interim dividend of €0.83 per share paid in October 2012.
Subject to approval of the Annual General Meeting on 23 April 2013

Q1 2013 results in line with our guidance

Figures as of 31.03.2013, unaudited pro forma equity consolidation of Suez Environnement

REVENUES	€24.6bn	+ 0 %
EBITDA	€5bn	- 5.1 %
NET DEBT	€34.1bn	€-2.5bn ⁽¹⁾

(1) Compared with net debt as of end of 2012

Extra-financial targets serving of the corporate vision

RENEWABLE ENERGY

(increase in installed capacity vs. 2009)

HEALTH AND SAFETY⁽¹⁾

BIODIVERSITY⁽²⁾

DIVERSITY

(% of women in managerial staff)

TRAINING

(% of employees trained each year)

EMPLOYEE SHAREHOLDERS

(% of Group capital held by employees)

2012
level

2015
targets

+26%

+50%

7.6

<6

14%

100%

23%

25%

69%

>2/3

2.3%

3%

Canunda
wind farm,
Australia



Protection of biodiversity



Clotilde B
Safety Manager
Montoir-de-Bretagne



(1) Frequency rate: (number of disabling injuries / worked hours) x 1,000,000

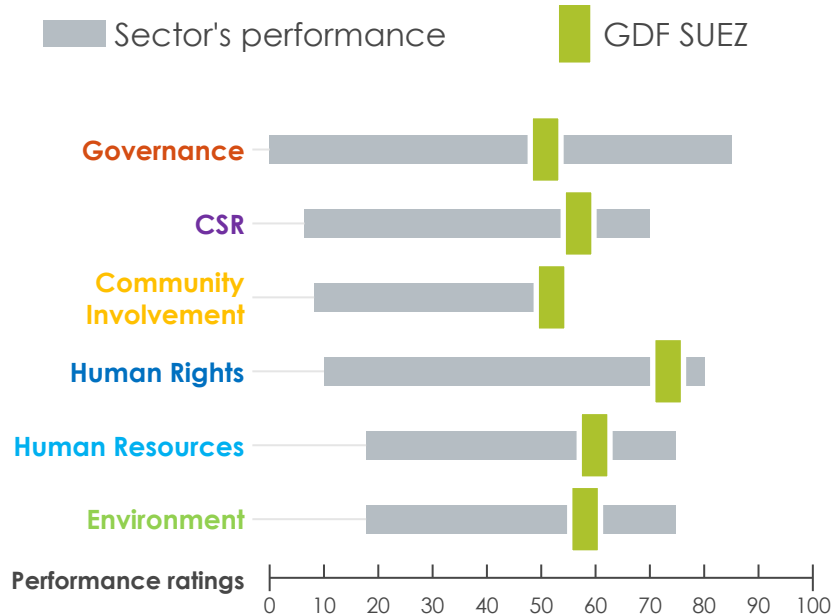
(2) % of sensitive sites in the EU with a biodiversity action plan

GDF SUEZ, a responsible company delivering its commitment

Vigeo external rating



- No.1 integrated energy player



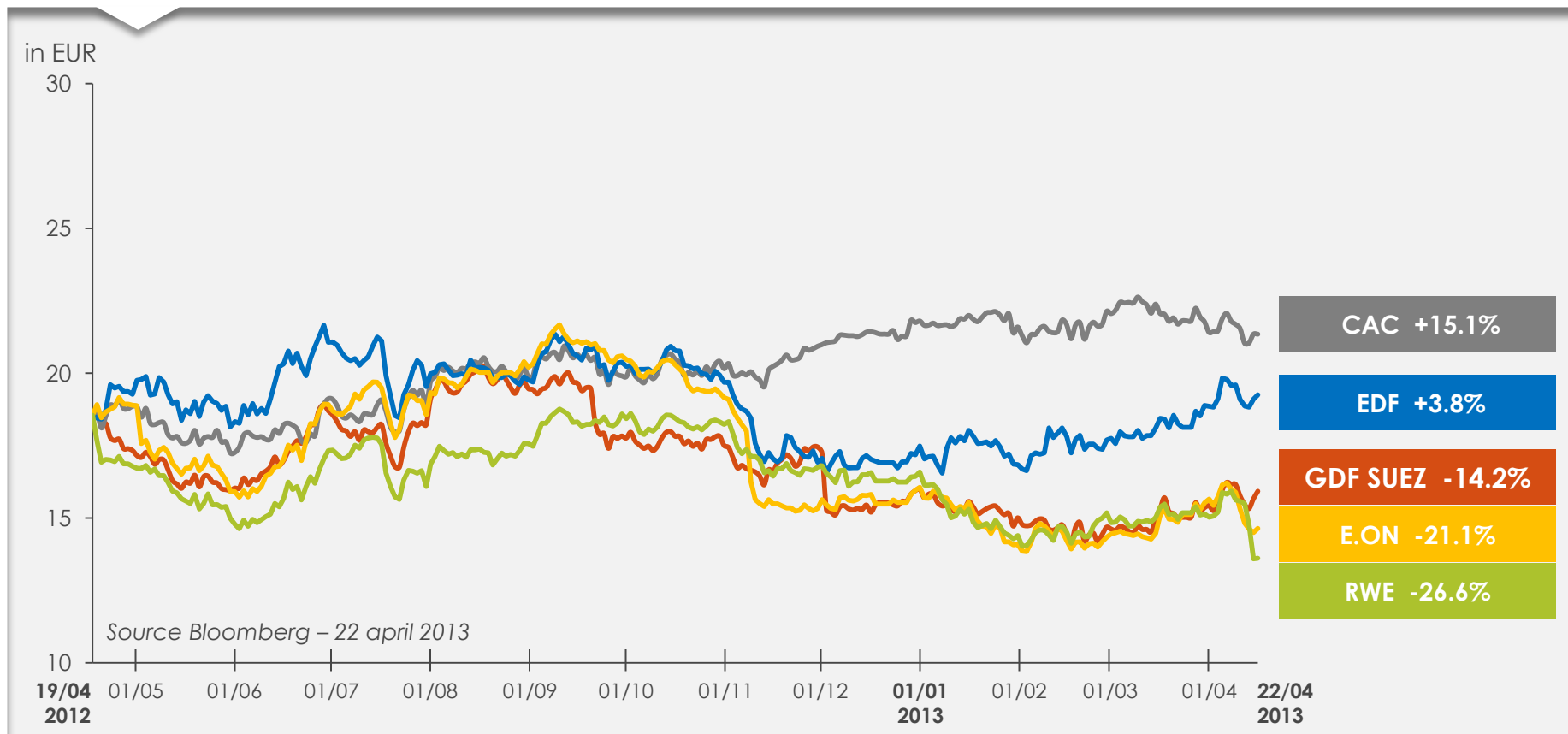
2012 Key Events

- Significant progress in health and safety
- French government label granted to biodiversity action plan
- Diversity label awarded by AFNOR: 42,000 employees covered in France
- Sustainable development criteria integrated in investment decisions
- 10 projects for *Rassembleurs d'Energies*
- An ambitious hiring programme by 2015:
 - 18,000 permanent hires in France



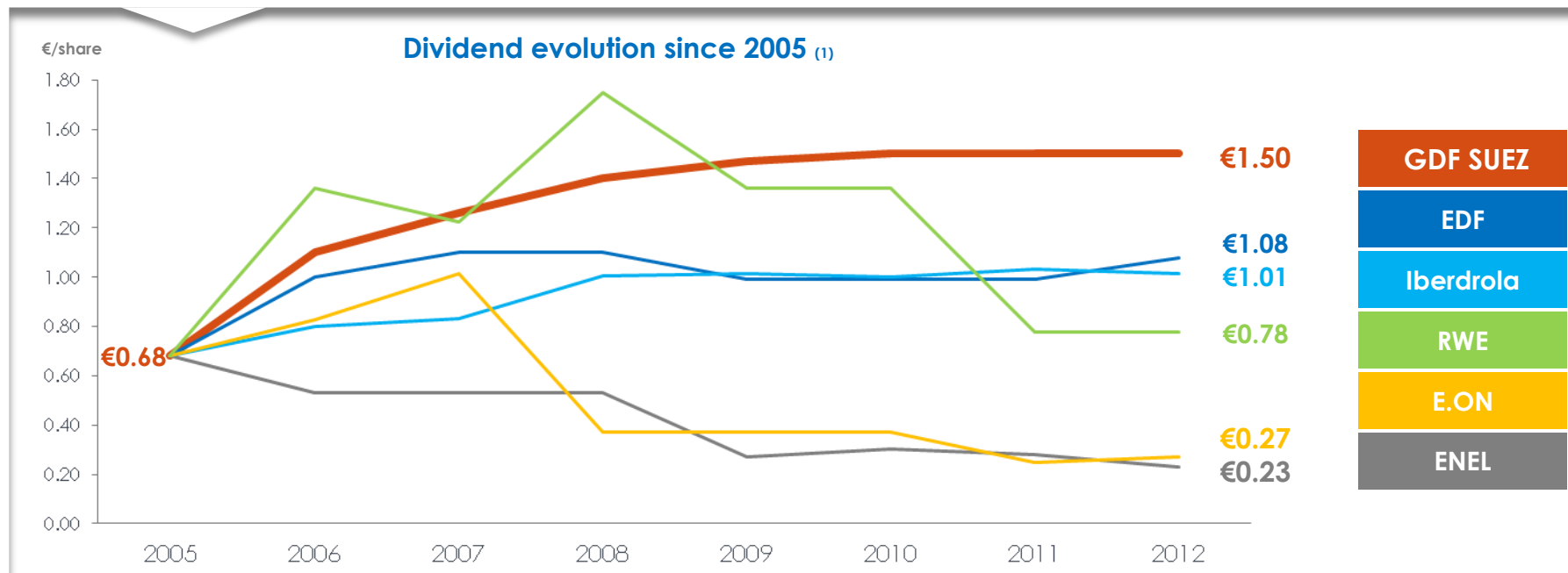
Rassembleurs d'Energies Projects in Tanzania and Chênelet in France

Stock market evolution since 1 year



Dividend offered for 2012

€1.50 per share



(1) Ordinary dividend, excluding special dividend (source: Bloomberg) / Rebased on 2005 GDF SUEZ dividend of €0.68 per share
SHAREHOLDERS' MEETING, PARIS, 23 APRIL 2013

VIDEO ON THE SECTOR

Acceleration of the Group's transformation in 2012

Energy Europe Branch Creation

International Power full acquisition

Evolution of the relationship with Suez Environnement:
non-renewal of shareholders' agreement



Solar power facility, Bollène, France



Chilca Uno, Peru

A large-scale action plan with *Perform 2015*

TARGETS

Gross P&L contribution
€3.5bn

Investments and working capital
optimization
€1bn



GDF SUEZ Headquarters

- Reducing overhead, streamlining buildings
- Closing, mothballing or transforming assets
- Optimizing purchasing
- Increasing flexibility, efficiency and availability of power plants

- Improving in trade receivables
- Adapting the maintenance frequency of thermal power plants
- Optimizing technical specifications for new projects



Clotilde B., Safety Manager

ACCELERATING OUR STRATEGIC ORIENTATION TOWARDS NEW GROWTH MARKETS

Gérard Mestrallet

Chairman and Chief Executive Officer



Employee at LNG
terminal, Meijllones

GDF SUEZ

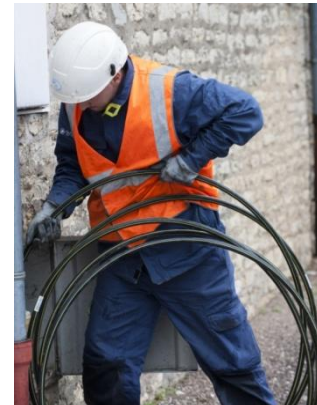
A clear strategy in a difficult environment

- **Stepping up development in high-growth markets and focused development in Europe**
 - Electricity generation
 - Liquefied Natural Gas (LNG)
 - Energy efficiency
 - Renewable energies
- **Optimizing and integrating in mature markets**



Estreito Dam,
Brazil

Natural gas
connection
eco-site in France

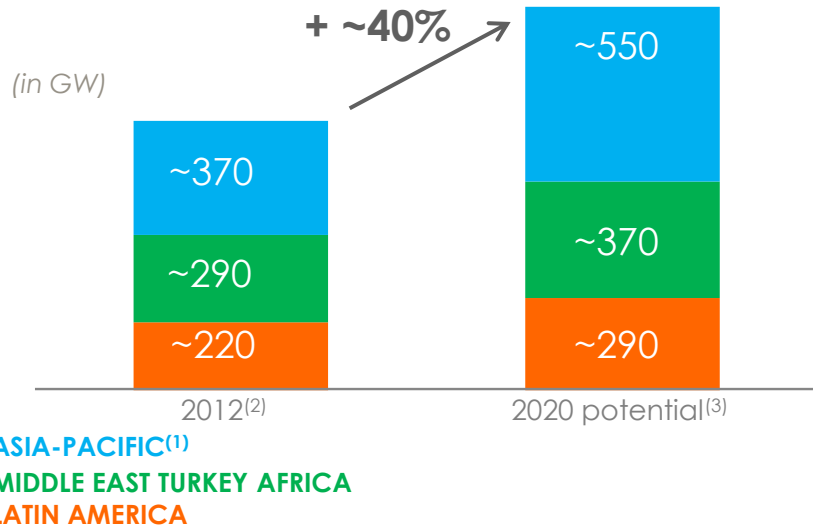


Biomass heating plant
France
Internal photo competition

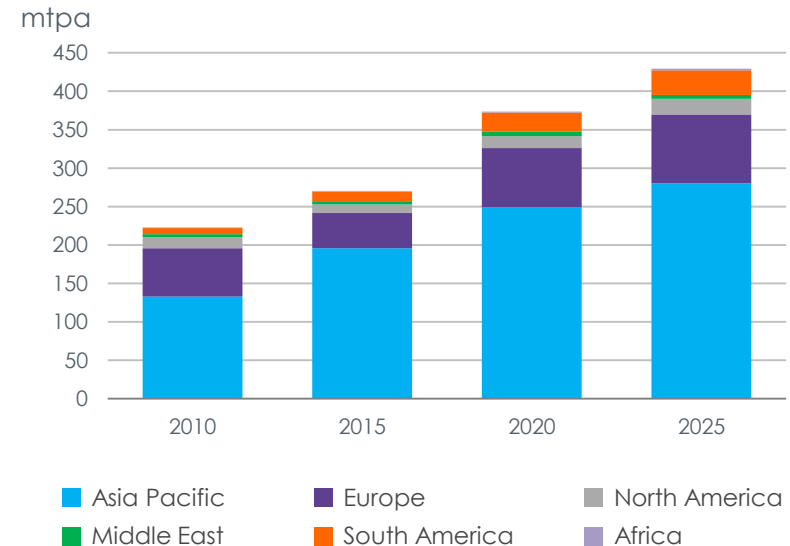
Clear perspectives in high growth markets

Steady growth of energy demand in emerging markets

Expected growth of installed capacity



Demand growth by zone for Liquefied Natural Gas

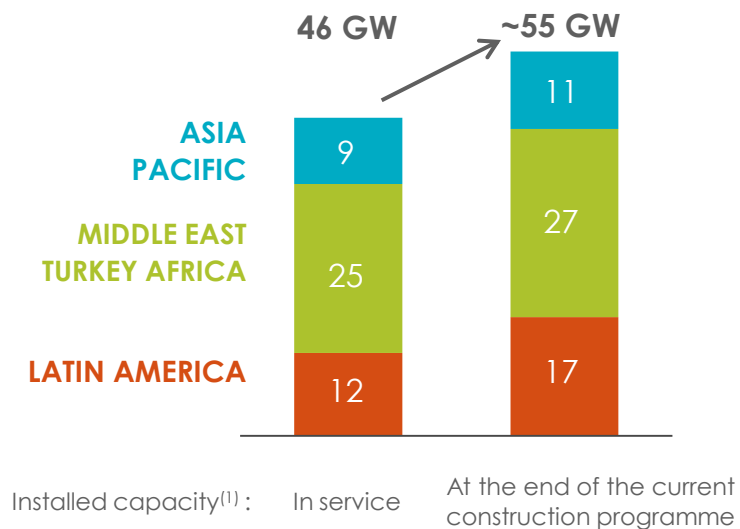


Source: CERA – Oct 2012

(1) Excluding capacity requirements in China (2) as at 12.31.12 Source: Global Data, Cera
(3) GDF SUEZ estimates

Accelerating international development through power generation activities...

ELECTRICITY



(1) As at 31.12.12 at 100%



Ras Laffan,
Qatar

Paiton, Indonesia



Wind farm, Monte Redondo,
Chile

VIDEO Estreito hydro plant inauguration

... and through Liquefied Natural Gas activities

Leadership positions

3rd supply portfolio worldwide

A fleet of 17 LNG carriers

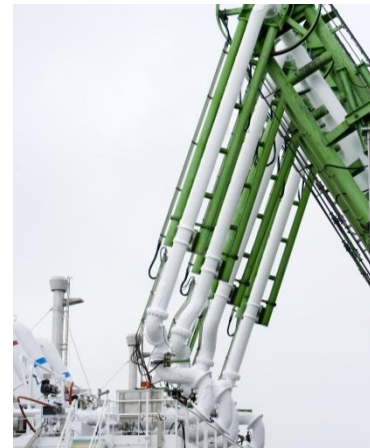
No.1 in regasification capacity in Europe



Gaselys LNG plant, in Yangshan Port, China



Liquefaction in Snøvit, Norway



Unloading arms in Montoir de Bretagne, France

Ambitious targets

A 20 mtpa supply portfolio by 2020
~x2 external sales by 2020 (vs. 2010), mainly in emerging markets

Growing requirements

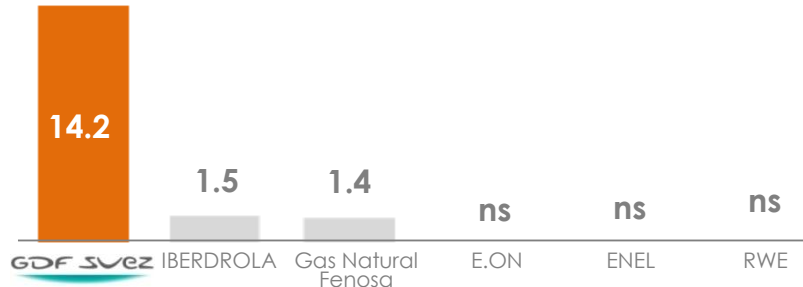
- Satisfying new market expectations
- Anticipating technology trends
- Benefit from the potential market for energy efficiency

Ambitious targets

- Developing innovative offers combining the Group's skills
- Increasing revenues in energy efficiency by 40% by 2017

Leadership positions

Services revenues in 2011 (in €bn)



Source: GDF SUEZ estimates based on 2011 annual results

SHAREHOLDERS' MEETING, PARIS, 23 APRIL 2013

1st Green Data Centre
in Europe, Grenoble



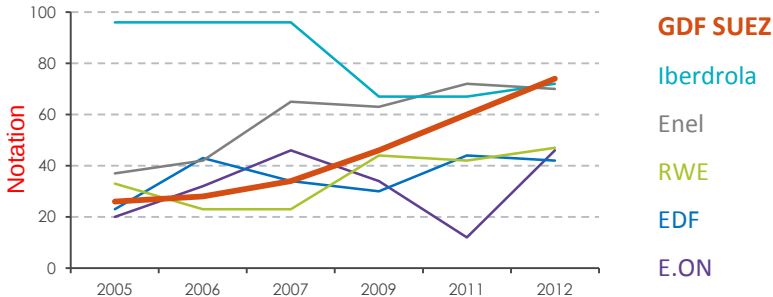
Dijon Tramway



Ariane V, Guyana

Renewable energy: value the Group's expertise

Change in VIGEO rating on the criterion "Development of renewable energy"



Solar power facility, Curbans, France

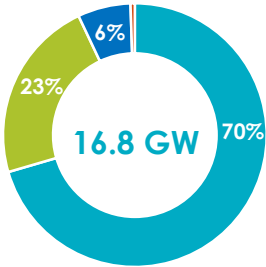


Wind farm, Italy



Renewable energy: nearly 15% of power installed capacity

100% at end-2012



- Hydro⁽¹⁾
- Wind
- Biomass & biogas
- Solar energy

(1) Excluding pumped storage



Artouste Lake Dam, France

Power plant of Olympic Park in London, UK





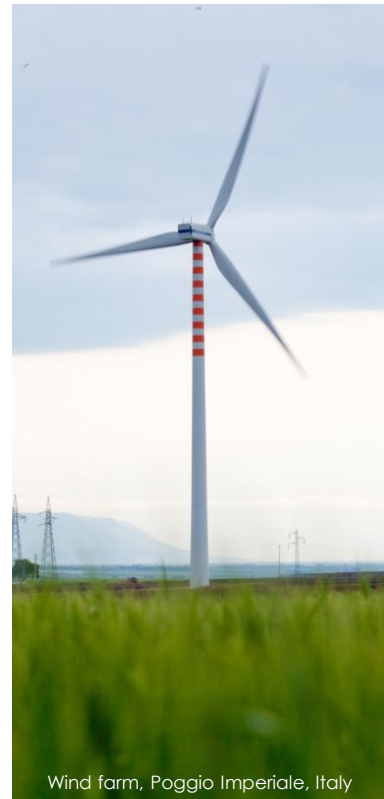
Clotilde B. Safety Manager



REINFORCING THE GROUP'S FLEXIBILITY IN EUROPE

Jean-François CIRELLI

*Vice-Chairman and President
in charge of Energy Europe Branch*



Wind farm, Poggio Imperiale, Italy

GDF SUEZ

A difficult European environment

A dynamic management policy
for our industrial assets

Secured and optimized gas supply

Continued innovative
developments in Europe

Biomass plant in
Rodenhuize,
Belgium



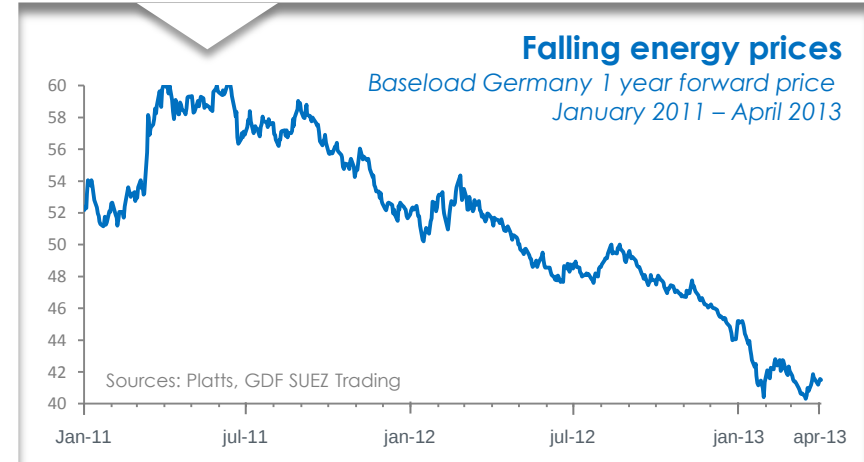
Solar panels
at San Giovanni
Hospital,
Rome



Wind farm in Germinon, France

A difficult European environment

- Low demand for energy in a competitive environment
- A decrease in energy wholesale prices
- Difficult regulatory context in most European countries
- A CO₂ price not favorable for investments in low-emission technologies



Flevo Plant,
Netherlands

A dynamic management policy for our European assets

Optimizing industrial assets

- Increase flexibility
- Close or mothball some electricity and gas assets

Ongoing tests on Nuclear in Belgium



Tihange Plant,
Belgium

Developing renewable energies

- Target: 2,000 MW of new renewable energy capacity commissioned by 2017
- Selective and low capital intensive development
- Priority to hydro and onshore wind farms

Wind farm, Poland



Fabrège Lake Dam ,
France

Intensifying price renegotiations



- **Renegotiate our long-term contracts to bring prices down**
- **Maintain our competitive advantages through a diversified portfolio**

Zapoliarny Field,
Siberia



Platform in
North Sea



Provalys LNG



Continued innovative developments in Europe

GDF SUEZ

MARINE ENERGY



NATURAL GAS VEHICLE



BIOGAS



Energia 3.0

CON ENERGIA 3.0 DI GDF SUEZ, LA SERENITÀ È DI CASA.



Da oggi c'è la tua nuova energia per la tua casa. È semplice, perché puoi gestirla quando vuoi: tu decidi da PC, tablet o smartphone. È trasparente, perché tu sei sempre monitorato senza alcun impegno. Ed è naturale, perché proviene esclusivamente da fonti rinnovabili. Si chiama **Energia 3.0**, la rivoluzionaria idea di GDF SUEZ. Scopri la tua energia qui: energiaper3.it

GDF SUEZ
ENERGIE PER TE



SMART GRID – Toulouse Business District

ENERGY BOX



DIGITAL



Clotilde B. Safety Manager

A FINANCIAL STRATEGY SERVING THE CORPORATE PLAN

Isabelle Kocher

Executive Vice-President, Chief Financial Officer



GDF SUEZ

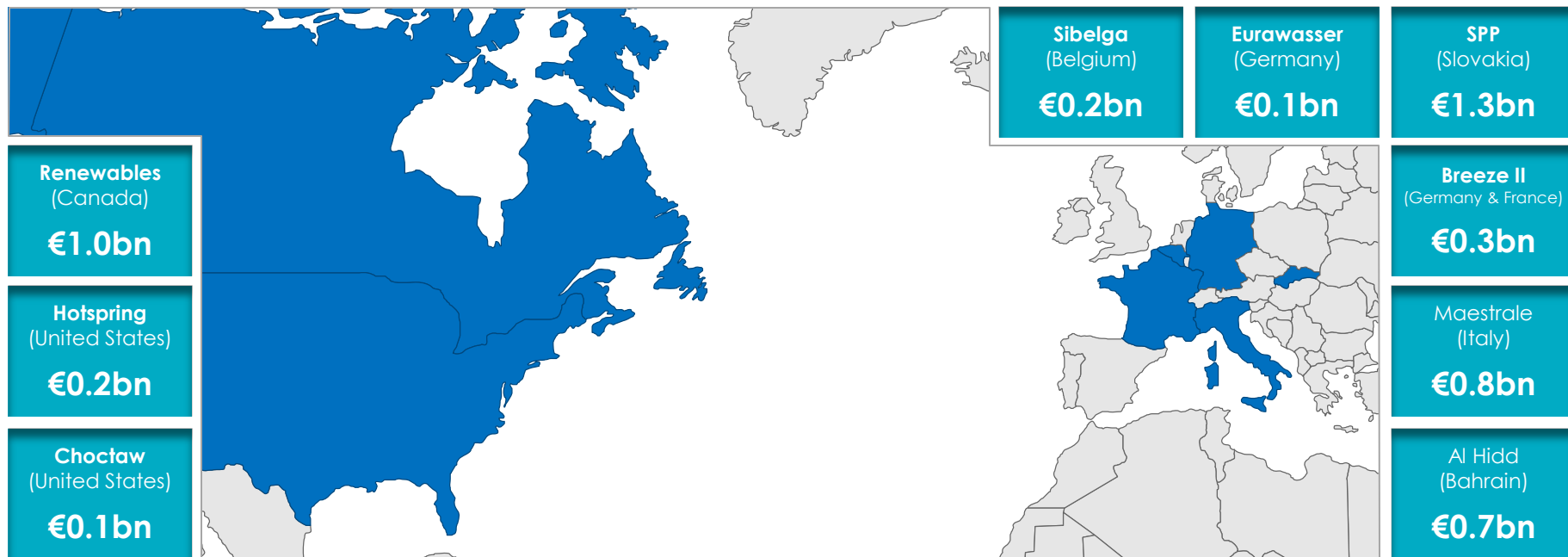
- A strong and quick reaction to a difficult environment
- Solid operational performance
- Sustained cash flow generation and dynamic debt management

Mejillones LNG terminal,
Chile



Biomass plant,
Polaniec,
Poland

A disposal plan accelerating the Group's reprofiling

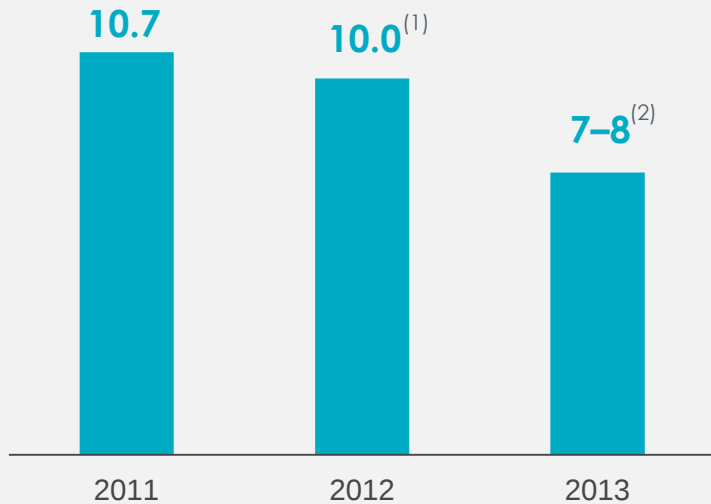


Transactions announced in 2012: €5.4bn ⁽¹⁾ of impact on net debt

(1) Including disposal of SPP, finalised on January 23, 2013, of which €0.1bn in 2015

Reduction and focused capex

Gross capex in €bn



Growth capex:
From 30 to 40-50% in fast growing markets on the medium term



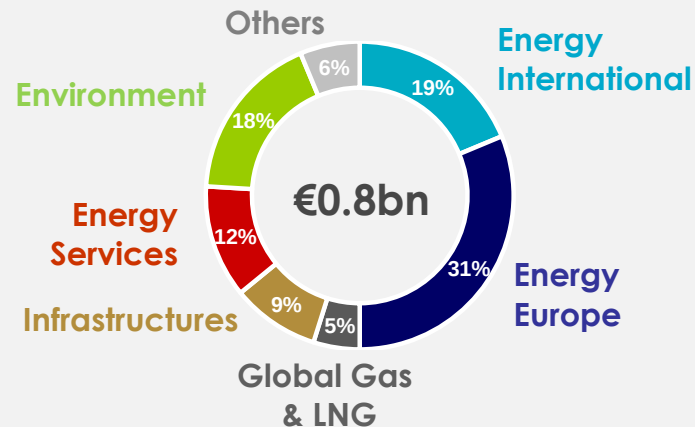
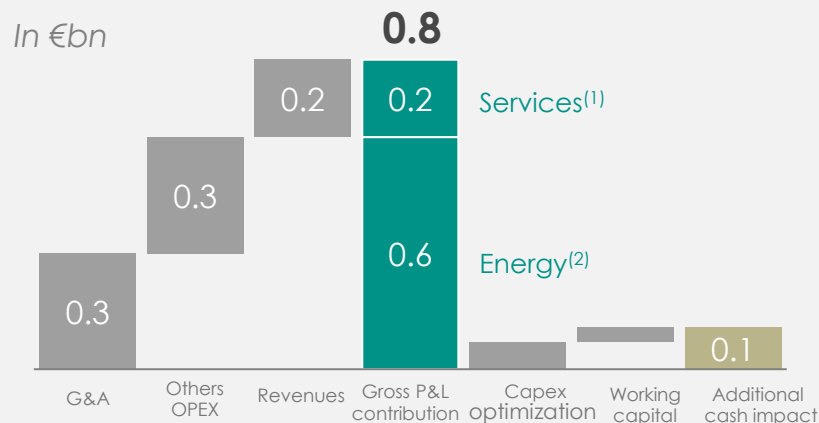
Fujairah Plant, United Arab Emirates

(1) Excluding IPR's minorities acquisition for €9.9 bn
ASSEMBLÉE GÉNÉRALE MIXTE, PARIS, 23 AVRIL 2013

(2) Including impact of equity method of Suez Environnement: €1.5bn

An ambitious performance plan

**Perform 2015: €0.8bn gross P&L contribution,
higher than Efficio 2 target of €0.6bn**



Net impact on EBITDA: €0.2bn

(1) Energy Services and Environment

(2) Energy International, Energy Europe, Global Gas & LNG and Infrastructures

2012 target achieved in a difficult context

In €bn	2011	2012	Δ 12/11
Current net income, Group share ⁽¹⁾	3.5	3.8	+11%
EBITDA	16.5	17.0	
Current operating Income	9.0	9.5	
Net income, Group share	4.0	1.6	Of which -€2bn of impairments post tax

Growth from all energy business lines

(1) Net income excluding restructuring costs, MtM, impairment, disposals, other non recurring items and nuclear contribution in Belgium

Recognised impairment of certain European assets reflecting deteriorating energy markets

More than 85% on European markets

United Kingdom

€~120 M*

Western Europe

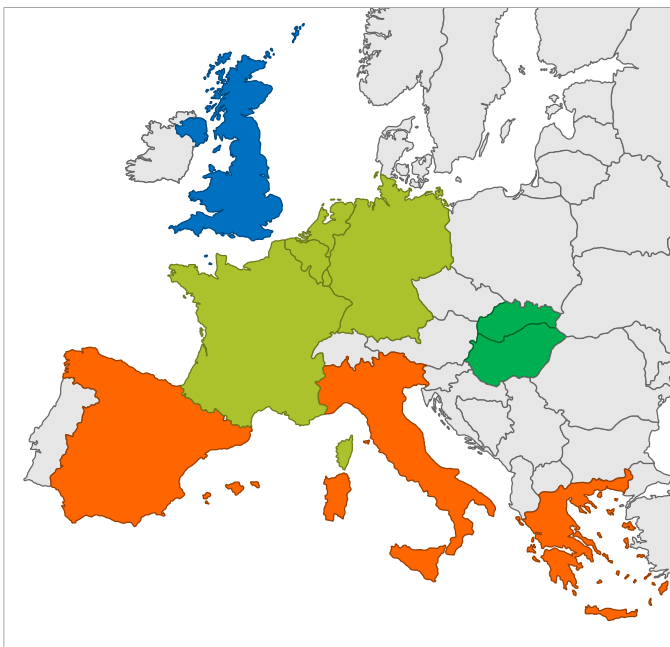
€~970 M*

Eastern Europe

€~210 M*

Spain, Italy, Greece

€~450 M*

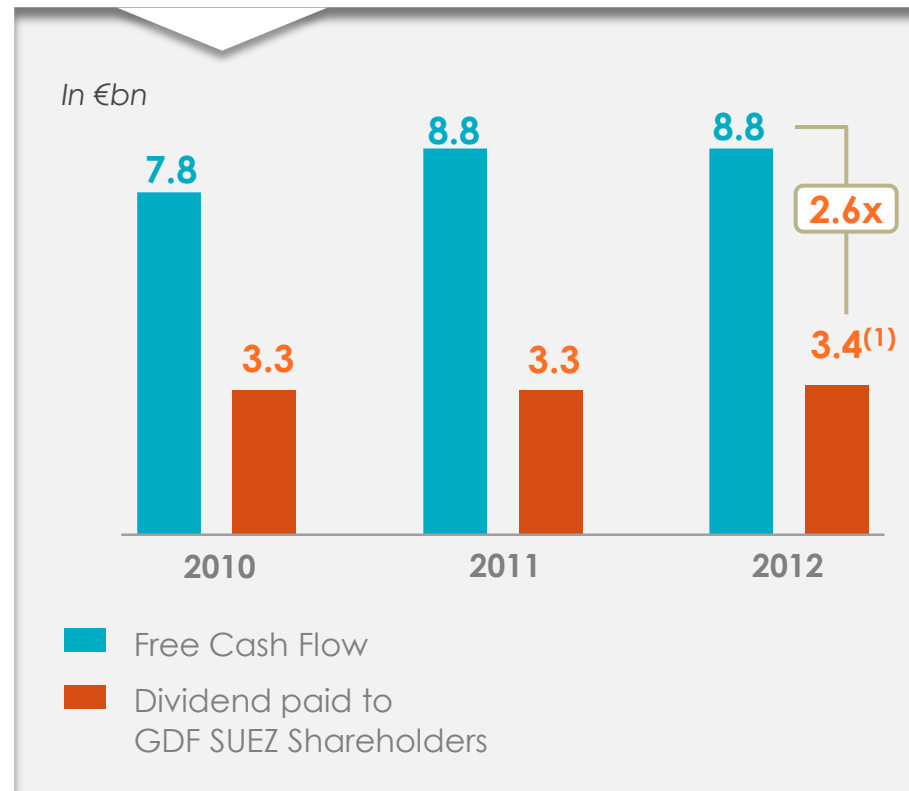
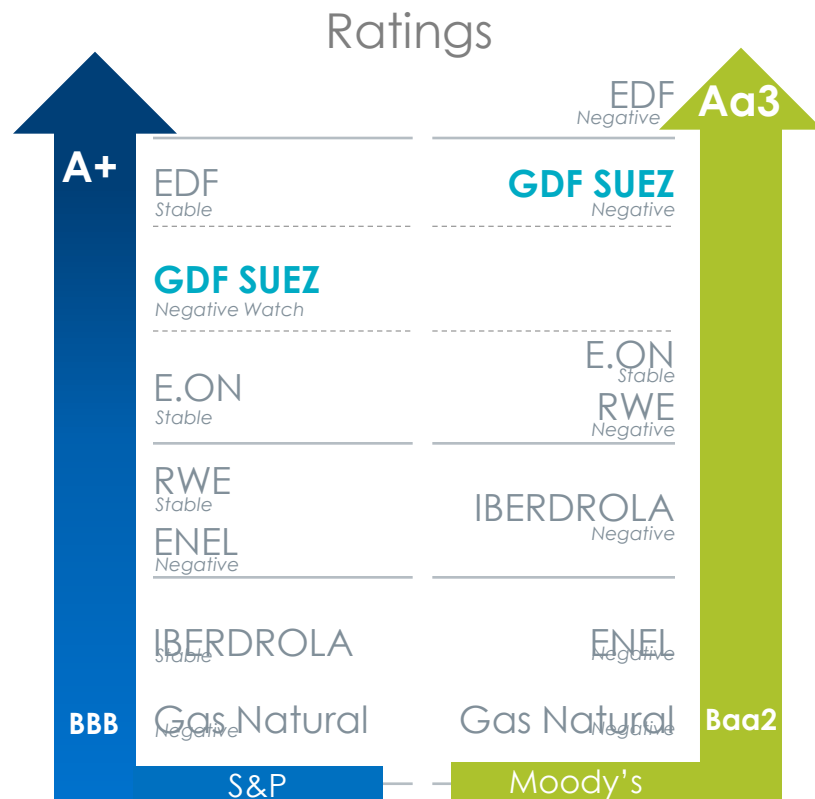


- €2bn of impairment losses post tax
- In relation with the deterioration of economic conditions in European energy markets
- Adaptation of accounting values with no impact on cash or liquidity
- Measure mainly reversible in case of a recovery of economic conditions

* After tax figures

SHAREHOLDERS' MEETING, PARIS, 23 APRIL 2013

A solid financial structure combined with strong cash-flow generation securing the financial equation of GDF SUEZ



(1) o/w €2.6bn paid in shares

Short and medium-term financial targets⁽¹⁾ confirmed

2013

- **Recurring net income, Group share⁽²⁾ : €3.1 – 3.5bn**
 - Indicative EBITDA : €13 – 14bn
- **Gross investments: €7 – 8bn**
- **Net debt/EBITDA $\leq$ 2.5x and "A" rating**

2014

- **Expected recurring net income (Group share) in a similar range**

2015

- **Rebound in financial performance**

(1) Targets assume average weather conditions, Doel 3 and Tihange 2 restart in Q2 2013, no significant regulatory and macro economic changes, pro forma equity consolidation of Suez Environnement as of 01/01/2013, commodity prices assumptions based on market conditions as of end of January 2013 for the non-hedged part of the production, and average foreign exchange rates as follow for 2013: €/ \$ 1.27, €/BRL 2.42. Targets include positive impact of January 30, 2013 decision from 'Conseil d'Etat' on gas tariffs

(2) Net income excluding restructuring costs, MtM, impairment, disposals, other non recurring items and nuclear contribution in Belgium



Clotilde B. Safety Manager



CONCLUSION

Gérard Mestrallet

Chairman and Chief Executive Officer



Ita Dam, Brazil

GDF SUEZ

Protecting value in a difficult environment

- A balanced and diversified profile
- *Perform 2015*
Operational efficiency
- Commitment to a solid financial structure and attractive dividend policy

Wind farm,
Coesmé,
France



LNG
carrier
Matthew



Energy
efficiency
in Dubai

Position to benefit from medium term growth

- Leader in independent electricity production in fast growing markets
- Global player in Liquefied Natural Gas
- Significant potential of energy services businesses
- Expertise in renewable energy

An industrial, social and identity project, creating value for all of the company's stakeholders

Shareholders



€3.4bn Dividends* in 2012

1,000,000 Individual shareholders and employees

25,000 Members of the Shareholders' Club

2.3% Employee shareholding

6% of free float held by socially responsible investment funds

Investments



€10bn CAPEX in 2012

6.2GW New capacity on line worldwide in 2012

1,100 researchers and **€240m** invested in Research & Innovation

Employees



€13bn Compensation and social charges

220,000 Employees worldwide

29,900 New hires in 2012

2/3 Workforce trained every year

20% of variable compensation for senior managers is related to the management way, including CSR

Civil community



Major partnerships such as Fondation Agir contre l'Exclusion, France Nature Environnement, Emmaüs France ou l'Union Nationale des centres Communaux d'Actions Sociales

10 projects for Rassembleurs d'Energies

> 370,000 Customers pay the Tarif Spécial de Solidarité

Suppliers



€26bn Goods and services purchases

52 suppliers audited for CSR in 2012

Nearly **59,000** SME - suppliers in France

Lenders



€1.9bn Financial interest paid

State and local governments



€2bn Taxes & duties worldwide



Clotilde B., Safety Manager



GOVERNANCE

Gérard Mestrallet

Chairman and Chief Executive Officer



Tanger Plant, Barcelona

GDF SUEZ

A diversified, active Board of Directors, upholding high standards

14 meetings
in 2012

Participation
89%

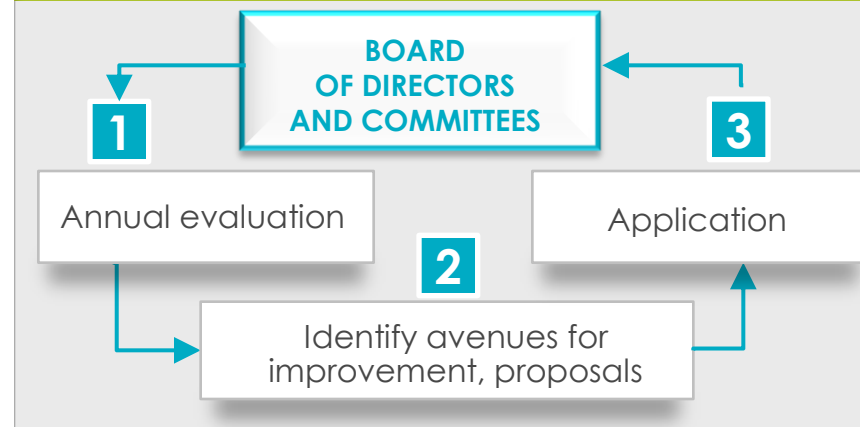
Diversity
28%

Foreign
Directors
23%

Main trends in 2012

- Board of Directors downsized
- Diversity improved
- Committee projects optimized
- Appointment Committee grouped with Compensation Committee

External annual evaluation



4 Committees supporting the Board of Directors



**Edmond
Alphanéry**

Strategy & Investments

- Olivier Bourges
- Aldo Cardoso
- Pierre Mongin
- Patrick Petitjean
- Lord Simon of Highbury



**Françoise
Malrieu**

Ethics, Environment & Sustainable Development

- Ann-Kristin Achleitner
- Alain Beullier
- Stéphane Pallez



**Aldo
Cardoso**

Audit

- Ann-Kristin Achleitner
- Edmond Alphanéry
- Olivier Bourges
- Françoise Malrieu
- Anne-Marie Mourer



**Jean-Louis
Beffa**

Appointments & Compensation

- Olivier Bourges
- Paul Desmarais Jr
- Françoise Malrieu
- Lord Simon of Highbury

Committee's principal duties

- Advise on major strategic guidelines
- Advise on growth projects and strategic agreements

6 members

10 meetings in 2012

Attendance **86%**

Committee's key activities in 2012

- Analysed the Group's business lines and activities: ambitions in LNG, nuclear situation, market trends and electrical strategy in Europe, etc.
- Advised on the buyback of minority shares in IP in 2012 and the shareholders' agreement on SUEZ Environnement expiring this year
- Planned optimisation of assets and review of strategic issues resulting from the 2012-2017 Medium-Term Business Plan (PAMT)
- Reviewed the 2013-2018 PAMT and the Perform 2015 performance plan

Committee's principal duties

- Review of draft accounts and financial situation
- Review of internal audit procedures, inspection of internal audit contingency and action plans
- Review of risk management
- Monitoring of external audit

6 members

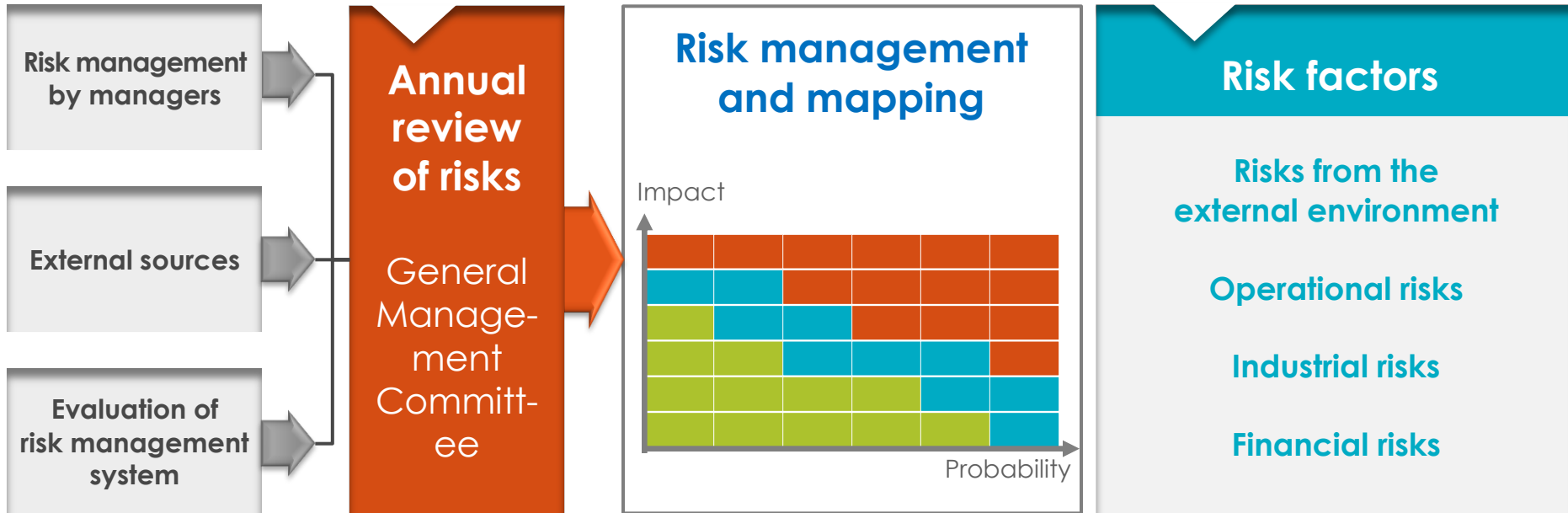
11 meetings in 2012

Attendance **94%**

Committee's key activities in 2012

- 2012 projected budget, estimated 2011 closing forecasts, closing of 2011 consolidated and company accounts
- Valuation and accounting treatment of International Power transaction
- Option to pay the balance of the 2011 dividend in GDF SUEZ shares
- Review of the Group's risk mapping

Risk management, an essential process for the Group



Risk review by the Board of Directors and its Committees

Committee's principal duties

- Review ethics systems and compliance
- Review sustainable-development policy

4 members

5 meetings in 2012

Attendance **85%**

Committee's key activities in 2012

- Reviewed status on ethics incidents and the Group ethics officer's report
- Monitored the Group's environmental performance report and the annual status of sustainable-development action plans
- Reviewed the annual status report on occupational health and safety
- Evaluated the Board's operation under the supervision of the Committee Chairman, in partnership with an independent expert

Compensation of Chief Executive Officers

Variable portion

70%

Quantitative criteria:

Recurring Net Income, Group share, per share } Half

Free cash flow
ROCE
Net debt } Half

30%

Qualitative criteria:

Extra-financial targets (CSR, technology trends, management quality)

Fixed portion

Amount unchanged since 2009

Long term incentive

- No stock options since 2008
- Performance shares
 - ✓ Only one allocation since 2009
 - ✓ Renunciation of all allocation for 2012
 - ✓ No allocation in 2013

Committee's principal duties

(since the grouping of the appointments & compensation committees on April 23, 2012)

- Recommendations to the Board of Directors regarding appointments and compensation

5 members

8 meetings in 2012
(before and after the merger)

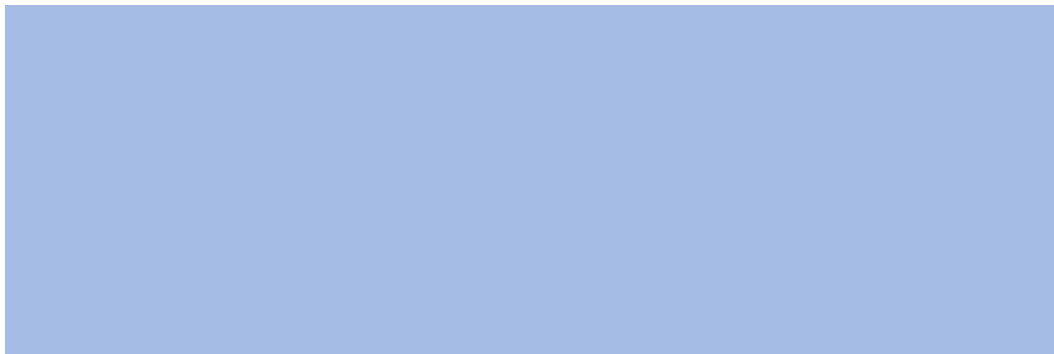
Attendance **68%**

Committee's key activities in 2012

- Proposed fixed and variable compensation for Chief Executive Officers, criteria for their variable portion, allocations of performance shares to Group employees, performance conditions, etc.
- Proposed co-opting one independent director; process for nominating one Director representing employee shareholders
- Reviewed the management of the succession plan and the various human resources policies



Clotilde B., Safety Manager



STATUTORY AUDITORS' REPORT



Tanger Plant, Barcelona



Clotilde B., Safety Manager



Q&A



Tanger Plant, Barcelona



Clotilde B., Safety Manager



RESOLUTIONS

Gérard Mestrallet

Chairman and Chief Executive Officer



Tanger Plant, Barcelona

GDF SUEZ



Clotilde B., Safety Manager

VOTE ON RESOLUTIONS

Board of Directors



Tanger Plant, Barcelona

GDF SUEZ

▪ Annual financial statements for FY 2012

- The purpose of this resolution is to approve the annual financial statements for fiscal year 2012

▪ Consolidated financial statements for FY 2012

- The purpose of this resolution is to approve the consolidated financial statements for fiscal year 2012

▪ **Distribution of earnings and establishment of the amount of the dividend for FY 2012**

- The purpose of this resolution is to distribute the earnings and set the dividend at €1.50 per share
- Given the interim dividend of €0.83 paid on 25 October 2012, the remaining dividend payable will be €0.67
- Ex-dividend date for the remainder of the dividend: 25 April 2013
- Payment date for the remainder of the dividend: 30 April 2013
- This entire distribution is eligible for a 40% tax cut for French residents

▪ Related party agreements

- The purpose of this resolution is to have the Meeting approve the related party agreements, entered into during financial year 2012, mentioned in the Statutory Auditors' special report

▪ **Renewal of the authorisation to carry out transactions on Company shares**

- Valid period: 18 months
- Maximum purchase price: €40
- Aggregate holding and buyback over the authorisation period: 10% of capital
- Aggregate acquisitions: €9.6 billion
- Resolution unusable during public offer period intended for the Company

▪ **Ratification of the appointment of Ann-Kristin Achleitner as Director**

- Independent Director
- Member, Audit Committee
- Member, Committee for Ethics, the Environment and Sustainable Development
- German national
- Term expires at: General Meeting to be held in 2015 on the accounts for financial year 2014

▪ **Appointment of a Director representing employee shareholders**

- Jonathan REYNOLDS
- Member, Supervisory Board of LINK International
- British national
- Appointed to a four-year term

▪ **Appointment of a Director representing employee shareholders**

- Caroline Simon
- Member, Supervisory Councils of LINK France and Spring France
- French national
- Appointed to a four-year term

Resolutions relatives to the election of a Director representing employee shareholders



GDF SUEZ

- **Mrs Caroline SIMON**

Vote

- **Mr Jonathan REYNOLDS**

Vote

- **Corporate capital increase reserved for employees enrolled in GDF SUEZ Group's Savings Plans**
 - Valid period: 26 months
 - Maximum nominal amount: €40 million, taken from the total ceiling of €275 million covered in the 19th resolution of the AGM of 23 April 2012
 - Delegation terminating the one given by the Combined General Meeting of 23 April 2012 in its 17th resolution
 - Issue price: 80% of the average of the share's opening prices for the 20 trading sessions preceding the date of the decision

- **Capital increase reserved for any entities whose purpose is to facilitate access to GDF SUEZ capital for the Group's international employee shareholders**
 - Valid period: 18 months
 - Maximum nominal amount: €10 million, taken from the total ceiling of €275 million covered in the 19th resolution of the AGM of 23 April 2012
 - Delegation terminating the one given by the Combined General Meeting of 23 April 2012 in its 18th resolution
 - Issue price: 80% of the average of the share's opening prices for the 20 trading sessions preceding the date of the decision

- **Authorisation to be given to the Board of Directors for the purpose of awarding bonus shares to all employees and company officers in the Group's companies (except for the Company's executive officers)**
 - Valid period: 18 months
 - Maximum amount: 0.5% of the share capital on the day on which the allocation is approved, taken from the ceiling set out in the 12th resolution of this General Meeting

- **Authorisation to be given to the Board of Directors for the purpose of awarding bonus shares to some employees and company officers in the Group's companies (except for the Company's executive officers)**
 - Valid period: 18 months
 - Maximum amount: 0.5% of the share capital on the day on which the award is approved, taken from the ceiling set out in the 11th resolution of this General Meeting
 - The award is subject to performance conditions

▪ Amendment to Article 13.3 1) of the Bylaws

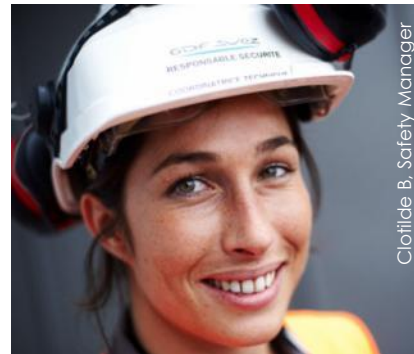
- Target: amendment to the expiration date of the terms of office for the directors elected by employees
- Those terms of office reaching maturity would end after the ordinary general meeting of shareholders, which would be called to rule on the accounts for the past financial year and would occur after the date on which the results of the elections the Company is obligated to organise are announced

- **Powers for formalities**

- The purpose of this resolution is to implement the resolutions adopted by the General Meeting and to perform the related formalities

- **Distribution of earnings and establishment of the amount of the dividend for fiscal year 2012**
 - The purpose of this resolution is to set dividend at €0.83 per share, corresponding to the amount of the interim dividend paid on 25 October 2012

Shareholders' Meeting



Clotilde B., Safety Manager



Matthew Gas tanker

2013



Wind farm in Germinon, France



Plant in Chica Uno, Peru

GDF SUEZ