GDF SUEZ

REDISCOVERING ENERGY

NOTICE OF MEETING **2010**

Ordinary and Extraordinary Shareholders' Meeting

Monday, May 3, 2010, at 2:30 p.m.,
at 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 General Meeting to be held on Monday, May 3, 2010
at 2:30 p.m., at the Palais des Congrès (Grand Auditorium),
2 place de la Porte Maillot - 75017 Paris (France).

This document is an informal English translation of the French language "Convocation" booklet, issued in pursuance of articles R. 225-81 and R. 225-83 of the French Commercial Code. It is provided solely for the information and convenience of shareholders of GDF SUEZ, and is of no binding or other legal effect. No assurances are given as to the accuracy or completeness of this translation, and GDF SUEZ assumes no responsibility with respect to this translation or any misstatement or omission that may be contained therein. In the event of any ambiguity or discrepancy between this English translation and the French language "Convocation" booklet, the French language "Convocation" booklet shall prevail.

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AMENDMENT FILED BY THE SUPERVISORY BOARD OF THE ACTIONS GAZ 2005 FCPE ("ACTIONS GAZ 2005 FRENCH EMPLOYEE MUTUAL FUND") located at 23 rue Philibert Delorme, 75840 Paris Cedex 17, PURSUANT TO ARTICLES L. 225-105 AND R. 225-71 OF THE FRENCH COMMERCIAL CODE 24

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AGENDA

ORDINARY SHAREHOLDERS' MEETING

- Board of Directors' report.
- Statutory Auditors' reports.
- Approval of transactions and the Company financial statements for the year ended December 31, 2009 **(first resolution)**.
- Approval of the consolidated financial statements for the year ended December 31, 2009 **(second resolution)**.
- Appropriation of net income and declaration of dividend for fiscal year 2009 **(third resolution)**.
- Approval of regulated agreements **(fourth resolution)**.
- Authorization to be given to the Board of Directors to trade in the Company's shares **(fifth resolution)**.

EXTRAORDINARY SHAREHOLDERS' MEETING

- Board of Directors' report.
- Statutory Auditors' reports.
- Delegation of authority to be given to the Board of Directors to (i) issue common shares and/or common share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with maintenance of preferential subscription rights **(sixth resolution)**.
- Delegation of authority to be given to the Board of Directors to (i) issue common shares and/or any share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with cancellation of preferential subscription rights **(seventh resolution)**.
- Delegation of authority to be given to the Board of Directors to issue shares or other securities with cancellation of preferential subscription rights in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code **(eighth resolution)**.
- Delegation of authority to be given to the Board of Directors to increase the number of securities to be issued, with or without preferential subscription rights, in application of the sixth, seventh and eighth resolutions **(ninth resolution)**.
- Delegation of authority to be given to the Board of Directors to issue shares and/or other securities in consideration of contributions of securities made to the Company, within the limit of 10% of the share capital **(tenth resolution)**.
- Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares with cancellation of preferential subscription rights in favor of the Group employee savings plans members **(eleventh resolution)**.
- Delegation of authority to be given to the Board of Directors to increase the share capital, with cancellation of preferential subscription rights, 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 under the GDF SUEZ Group's international employee shareholding plan **(twelfth resolution)**.
- Limit on the overall ceiling for immediate and/or future capital increases carried out under shareholder authorizations **(thirteenth resolution)**.
- Delegation of authority to be given to the Board of Directors to increase the share capital by capitalizing premiums, reserves, earnings or other accounting items **(fourteenth resolution)**.
- Authorization to be given to the Board of Directors to reduce the share capital by cancellation of treasury stock **(fifteenth resolution)**.
- Authorization to be given to the Board of Directors to grant options for the subscription or purchase of shares of the Company to employees and/or officers of the Company and/or Group companies **(sixteenth resolution)**.
- Authorization to be given to the Board of Directors to award shares to employees and/or officers of the Company and/or Group companies **(seventeenth resolution)**.
- Powers to implement the resolutions adopted by the Shareholders' Meeting and perform the related formalities **(eighteenth resolution)**.

HOW TO PARTICIPATE IN THE ORDINARY AND EXTRAORDINARY GENERAL 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., by midnight (Paris time) on April 27, 2010, 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 Assemblées
  BP 81236
  44312 Nantes Cedex 3

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 post,
  - grant a proxy to a third party (spouse or other GDF SUEZ shareholder attending the Shareholders' Meeting).
- **Vote by Internet** (see hereafter).

1) For holders of REGISTERED shares

Should the shareholder decide to use the form enclosed with this Notice of Meeting, it must be completed and sent to the following authorized GDF SUEZ representative:

Société Générale
Service Assemblées
BP 81236
44312 Nantes Cedex 3

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

- for shareholders voting by post: three calendar days before the Shareholders' Meeting (April 30, 2010);
- for shareholders voting by proxy: three working days before the Shareholders' Meeting (April 27, 2010 before midnight, Paris time).
- for shareholders voting by Internet: three calendar days (April 30, 2010 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 April 27, 2010 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 its instructions to Société Générale on an ongoing basis along with a certificate confirming registration of the shares three working days before the Shareholders' Meeting.

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, who will cancel your instructions (vote, entry card request, proxy) without any action required on your part.

I WILL BE ATTENDING THE GENERAL MEETING

If you hold registered shares, Société Générale will send you an entry card, upon receipt of your request by April 27, 2010 at the latest.

If you hold bearer shares, your authorized intermediary will send your entry card request (along with a share registration certificate three working days before the General Meeting) 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, from Monday to Friday, between 8:30 a.m. and 6:00 p.m., on +33 (0) 251 855 982 (international rate in caller's country apply).

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

I WILL NOT BE ATTENDING THE GENERAL MEETING

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

2. You elect to vote by post:

Please refer to the enclosed form (page 6).

- if you hold registered shares, you must send your voting form directly to Société Générale;
- if you hold bearer shares, Société Générale must receive your voting form from your authorized financial intermediary at least three calendar days ***(April 30, 2010)*** prior to the date of the General Meeting. A share ownership certificate issued by said intermediary must be enclosed with the voting form.

Please refer to the enclosed form (page 6) and closely follow the instructions.

3. You elect to grant a proxy to your spouse or another shareholder attending the General Meeting:

Please refer to the enclosed form (page 6).

- If you hold registered shares, you must send your proxy voting form 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 shareholder, you must send your proxy to your authorized financial intermediary, who will send it, along with a share ownership certificate, to Société Générale at least three working days prior to the General Meeting, i.e. by ***April 27, 2010 at midnight (Paris time)*** at the latest.

It should be noted that:

- in the event of joint shareholders, only one party is required to attend the General Meeting, said party being considered as the owner on the whole of the shares;
- shareholders having elected to vote by post no longer have the right to attend or be represented at the General Meeting.

INTERNET **VOTING**

GDF SUEZ allows its shareholders the possibility of voting by internet prior to the General Meeting.

Shareholders can vote online at **www.ag.gdfsuez.com** prior to the General Meeting, under the following conditions:

Holders of REGISTERED shares:

- Holders of registered shares (fully registered or administered registered) have received their user name and password. For connection to the site, they must first enter their ID Code available in the "for company use" ("Cadre réservé") box in the upper right-hand corner of the postal voting form or proxy, and then their password.
- Once connected, on-screen instructions will guide shareholders through the voting process.

Holders of BEARER shares:

- Holders of bearer shares wishing to vote by internet, prior to the General Meeting, should ask their authorized intermediary for a share ownership certificate, specifying their intention to vote by internet.
- The share ownership certificate must be sent by the authorized intermediaries, with the mention "Internet Vote", to Société Générale (see request form, page 37).
- Upon receipt of this certificate, Société Générale will mail the user name and password for connection to the site to the shareholder, to the address given on the certificate. The shareholder may then vote.

This secure, dedicated web page will be available from April 12, 2010 to April 30, 2010, 3:00 p.m. (Paris time).

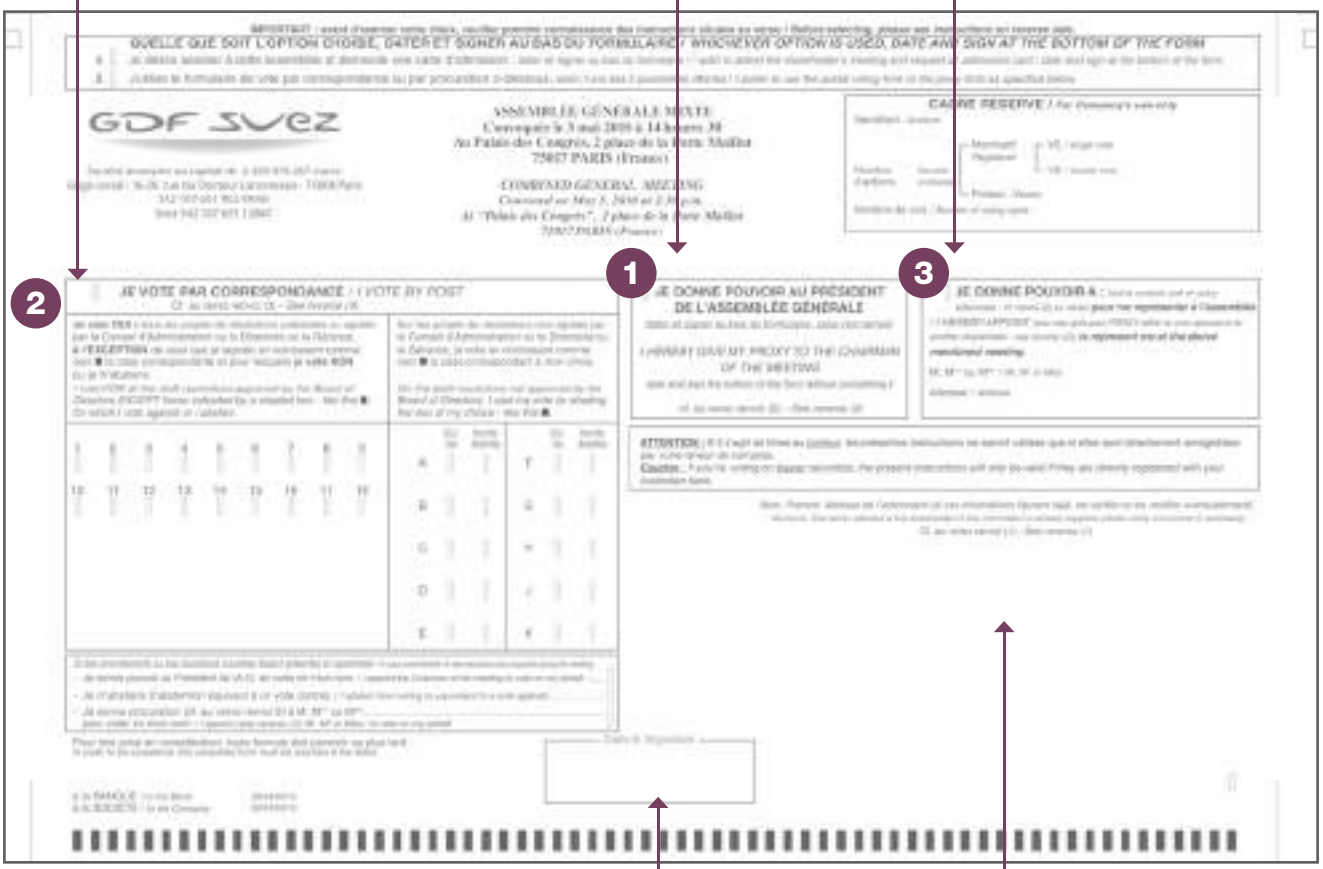
Shareholders are asked to vote as soon as possible in order to avoid any system blockages during the final days, which could result in their vote not being recorded.

HOW TO COMPLETE THE POSTAL VOTING FORM OR THE PROXY?

You elect to vote by post (2):
tick here and follow the instructions.

You elect to grant a proxy to the Chairman of the Shareholders' Meeting (1):
tick here.

You elect to grant a proxy to a designated person (3):
who will be present at the Shareholders' Meeting: tick here and give the person's contact details.



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

Please write your contact details here, or if these details are already provided, ensure that they are correct.

A. RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION:

Approval of transactions and the financial statements for the year ended December 31, 2009

Under this resolution, the Shareholders are asked to approve the transactions and financial statements for the year ended December 31, 2009 of the GDF SUEZ company, showing **net income of €2,260,840,261.**

SECOND RESOLUTION:

Approval of the consolidated financial statements for the year ended December 31, 2009

Under this resolution, the Shareholders are asked to approve the Group's consolidated financial statements for the year ended December 31, 2009, showing **net income - Group Share of €4,477,323,000.**

THIRD RESOLUTION:

Appropriation of net income and declaration of dividend for 2009

This resolution asks the Shareholders to approve the appropriation of net income and declaration of the dividend.

With the balance sheet showing net income at December 31, 2009 of €2.26 billion and retained earnings of €16.71 billion euros, the total earnings available for distribution is €18.97 billion.

On the basis of a **net dividend of €1.47 per share**, and the number of GDF SUEZ existing shares entitled to dividend at December 31, 2009, totaling 2,260,976,267, Shareholders are asked to distribute a maximum total of **€3.29 billion**, of which €2.26 billion will be levied on the net income for the 2009 fiscal year and €1.03 billion on retaining earnings. It is noted that at the time of payment of this dividend, the unpaid dividend corresponding to treasury stock held by the Company will be allocated to "Other reserves".

Given that the interim dividend of €0.80 per share, to be deducted from the total dividend for fiscal year 2009, was paid on December 18, 2009, the final dividend for fiscal year 2009 comes to €0.67 per share, for a final dividend payout of €1.51 billion.

The net dividend of **€1.47** per share represents an increase of 5% over the ordinary dividend paid in 2009 for 2008 fiscal year.

In accordance with Article 158-3 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 outstanding dividend will be declared on May 5, 2010 and will be paid in cash on **May 10, 2010**.

FOURTH RESOLUTION:

Approval of regulated agreements

This resolution submits for approval by the Shareholders, transactions concluded or executed during fiscal year 2009, as described in the Statutory Auditors' special report on regulated agreements provided in Section 7.3.5 of the GDF SUEZ 2009 Reference Document.

The regulated agreements authorized or concluded during the 2009 fiscal year by GDF SUEZ relate to two topics:

- the agreement with the French government to exercise its option for payment of the fiscal 2008 special dividend in shares;
- a public service contract with the French government which provides for a continuation of activities conducted under previous public service contracts.

FIFTH RESOLUTION:

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

This resolution asks Shareholders to renew the authorization previously granted to the Board for the purpose of acquiring shares of the Company to:

- maintain a liquid market in the Company's shares; or
- cancel all or a portion of the repurchased shares; or
- to assign or transfer 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, in particular in relation to stock option plans, awards of outstanding shares, or corporate or inter-company employee savings plans;

- hold them for subsequent use in exchange or payment in connection with external growth transactions, subject to a ceiling of 5% of the share capital; or
- use them for allocation upon the exercise of the rights attached to issued securities convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company; or
- to implement any accepted market practice.

The terms of this authorization are as follows:

- maximum purchase price:.....**€55 per share** (excluding transaction costs);
- maximum shareholding:.....10% of the share capital;
- aggregate amount of purchases:.....**€12 billion.**

This resolution would renew the authorization granted to the Board of Directors under the fifth resolution of the Shareholders' Meeting of May 4, 2009, extending it for a period of **18 months** following the Shareholders' Meeting of May 3, 2010 It may not apply during a public tender offer for the Company.

B. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

SIXTH RESOLUTION:

Issues with maintenance of preferential subscription rights

It is proposed that the Shareholders' Meeting renew the delegation of authority granted to the Board of Directors to issue common shares and/or securities conferring immediate or deferred entitlement to the share capital of the Company or subsidiaries of the Company, with preferential subscription rights maintained.

The authorization sought by this resolution involves the following amounts:

- **€250 million** for capital increases, noting that this amount shall count against the amount of the Overall Ceiling set in the 13th resolution;
- **€5 billion** for debt securities, noting that this amount shall count against the nominal amount of debt instruments mentioned in the 7th, 8th, 9th and 10th resolutions.

These issues shall be reserved in priority to shareholders who are entitled to subscribe thereto in proportion to their current number of shares. The Board of Directors may also give shareholders the opportunity to subscribe for excess shares.

Where subscriptions have not absorbed the entire issue, the Board of Directors may:

- limit the capital increase to the amount of the subscriptions under the condition that they total at least three-quarters of the issue amount initially approved;
- freely distribute all or a portion of the unsubscribed issued securities;
- offer all or a portion of the unsubscribed issued securities to the public in France and/or abroad and/or on the international market.

This resolution would renew the authorization granted to the Board of Directors under the 13th resolution of the Shareholders' Meeting of July 16, 2008, extending it for a period of **26 months** following the Shareholders' Meeting of May 3, 2010.

SEVENTH RESOLUTION:

Issues with cancellation of preferential subscription rights

It is proposed that the Shareholders' Meeting renew the delegation of authority granted to the Board of Directors to issue common shares and/or securities conferring immediate or deferred entitlement to the shares of the Company or subsidiaries of the Company, including issues for the purpose of remunerating securities contributed thereto, with cancellation of preferential subscription rights.

The amount of the authorizations and ceilings sought for this resolution is identical to that provided by the 6th resolution, namely:

- **€250 million** for capital increases, noting that this amount shall count against the amount of the Overall Ceiling set in the 13th resolution;
- **€5 billion** for debt securities, noting that this amount shall count against the nominal amount of debt instruments mentioned in the 6th, 8th, 9th and 10th resolutions.

The Board of Directors shall have power to implement a priority period of subscription in the manner it shall determine in accordance with current laws and regulations, in favor of the shareholders.

Where subscriptions have not absorbed the entire issue, the Board of Directors may:

- limit the capital increase to the amount of the subscriptions on condition that they reach a total of at least three-quarters of the initially approved issue amount; or
- freely distribute all or a portion of the unsubscribed issued shares.

The share issue price shall be at least equal to the average weighted price of the GDF SUEZ share over last three trading days before the launch of the issue, less the 5% discount provided by law.

This resolution would renew the authorization granted to the Board of Directors under the 14th resolution of the Shareholders' Meeting of July 16, 2008, extending it for a period of **26 months** following the Shareholders' Meeting of May 3, 2010.

EIGHTH RESOLUTION:

Private placements

It is proposed that the Shareholders' Meeting grant the Board of Directors the authority to carry out financial transactions in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code – i.e., by private placement of shares or securities with qualified investors or a limited circle of investors, within the limit of 20% of the share capital per year, and for a period of **26 months** following the Shareholders' Meeting of May 3, 2010. This authorization shall be implemented under the same conditions and in the same manner as that provided under the 7th resolution hereof, while remaining within the nominal limits provided by the 7th resolution – i.e.:

- **€250 million** for capital increases, within the limit of 20% of the share capital per year, noting that this amount shall count against the amount of the Overall Ceiling set in the 13th resolution;
- **€5 billion** for debt securities conferring entitlement to the Company's share capital, noting that this amount shall count against the nominal amount of debt instruments mentioned in the 6th, 7th, 9th and 10th resolutions.

NINTH RESOLUTION:

Extension of capital increases

This resolution requests the Shareholders to authorize the Board of Directors to decide, if it determines there is excess demand during a capital increase with or without preferential subscription rights approved under the 6th, 7th and 8th resolutions, to increase the number of shares to be issued at the same price as that set for the initial issue, within the applicable regulatory time limits and conditions.

This option would allow the Board of Directors, in order to meet the demand for an issue which exceeds the proposed amount, to issue additional shares within 15% of the initial issue amount, within 30 days of the close of subscriptions, while remaining within the maximum nominal amount provided under the 6th, 7th and 8th resolutions – i.e.:

- **€250 million** for capital increases, noting that this amount shall count against the amount of the Overall Ceiling set in the 13th resolution;
- **€5 billion** for debt securities, noting that this amount shall count against the nominal amount of debt instruments mentioned in the 6th, 7th, 8th and 10th resolutions.

This resolution would renew the authorization granted to the Board of Directors under the 15th resolution of the Shareholders' Meeting of July 16, 2008, extending it for a period of **26 months** following the Shareholders' Meeting of May 3, 2010.

TENTH RESOLUTION:

Contributions of securities

Shareholders are asked to authorize the Board of Directors, where the conditions for a public exchange offer do not apply, to carry out a capital increase within 10% of the share capital, on one or more occasions and with cancellation of preferential subscription rights, in order to remunerate contributions made to the Company in the form of equity securities or securities entitling access to the capital of an outside company, while remaining within the nominal limit provided by the 7th resolution – i.e.:

- **€250 million** for capital increases, within the limit of 10 % of the share capital, nothing that this amount shall count against the amount of the Overall Ceiling set in the 13th resolution ;
- **€5 billion** for debt securities, noting that this amount shall count against the nominal amount of debt instruments mentioned in the sixth, seventh, eighth and ninth resolutions.

This resolution would renew the authorization granted to the Board of Directors under the 16th resolution of the Shareholders' Meeting of July 16, 2008, extending it for a period of **26 months** following the Shareholders' Meeting of May 3, 2010.

ELEVENTH RESOLUTION:

Capital increase reserved for GDF SUEZ Group Employee Savings Plans members

It is proposed that the Shareholders' Meeting authorize the Board of Directors to proceed with a capital increase reserved for employees who subscribe to a GDF SUEZ Group Employee Savings Plan.

The terms of this authorization are as follows:

- the total number of shares to be subscribed pursuant to this resolution shall not exceed a value of €40 million;
- the subscription price of new shares to be issued shall be equal to 80% of the average opening price of a GDF SUEZ share over twenty trading days preceding the date of the Board of Directors' decision.

This resolution would renew the authorization granted to the Board of Directors under the 17th resolution of the Shareholders' Meeting of May 4, 2009, extending it for a period of **21 months** following its expiry on September 16, 2010.

TWELFTH RESOLUTION:

Capital increase reserved for any entity whose sole purpose is to promote access to the share capital of GDF SUEZ as part of an international employee shareholding plan offered by the GDF SUEZ Group

It is proposed that the Shareholders' Meeting authorize the Board of Directors to increase the share capital, with cancellation of preferential subscription rights, by issuing shares reserved for any entity 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 scheme.

The terms of this authorization are as follows:

- the total number of shares to be subscribed pursuant to this resolution shall not exceed a value of €20 million;
- the subscription price shall be identical to that offered to employees under the 11th resolution – i.e., equal to 80% of the average opening price of the GDF SUEZ share during the twenty trading days preceding the day of the decision by the Board or the Chairman, as the case may be.

This resolution would renew the authorization granted to the Board of Directors under the 13th resolution of the Shareholders' Meeting of May 4, 2009, extending it for a period of **12 months** following its expiry on November 4, 2010.

THIRTEENTH RESOLUTION:

Limiting the overall ceiling of authorized capital increases

It is proposed that the Shareholders limit the maximum nominal amount of share capital increases which may be carried out under the authorizations provided for in the 6th, 7th, 8th, 9th, 10th, 11th and 12th resolutions to **€310 million**.

This constitutes an overall ceiling (the "Overall Ceiling") applicable to these resolutions, to which would be added the nominal amount of shares issued to protect the rights of holders of securities conferring entitlement to the share capital and the beneficiaries of stock options in the event of new financial transactions.

In all cases, the French State must continue to hold over one-third of the Company's share capital after all issued securities conferring entitlement to the Company's share capital have been taken into account.

This limit replaces that in the same amount set by the Shareholders' Meeting of July 16, 2008.

FOURTEENTH RESOLUTION:

Capital increase through the capitalization of premiums, reserves, earnings or other accounting items

It is proposed that the Shareholders' Meeting authorize the Board of Directors to carry out capital increases by capitalizing premiums, reserves, earnings or other accounting items.

This resolution would renew the authorization granted to the Board of Directors under the 20th resolution of the Shareholders' Meeting of July 16, 2008, extending it for a period of **26 months** following the Shareholders' Meeting of May 3, 2010.

FIFTEENTH RESOLUTION:

Reduction of share capital by cancellation of treasury stock

It is proposed that the Shareholders' Meeting authorize the Board of Directors to reduce the share capital by cancellation of all or a portion of the shares acquired by the Company, **within the limit of 10% of the shares constituting the share capital per 24-month period.**

This resolution would renew the authorization granted to the Board of Directors under the 23rd resolution of the Shareholders' Meeting of July 16, 2008, extending it for a period of **26 months** following the Shareholders' Meeting of May 3, 2010.

SIXTEENTH RESOLUTION:

Options for the subscription or purchase of shares

It is proposed that the Shareholders' Meeting authorize the Board of Directors to grant options for the subscription of new shares and/or the purchase of existing shares of the Company to all or certain employees and officers of the Company or of companies or groups that are affiliated therewith.

The total number of options granted under this resolution shall be limited to **0.5% of the Company's share capital** at the date of the Board's decision, this percentage being the same as that set under the 17th resolution hereof ("Awarding of bonus shares").

In all cases, the French State must continue to hold over one-third of the Company's share capital after all issued securities conferring entitlement to the Company's share capital and stock options awarded have been taken into account.

The subscription or purchase price of the shares shall be determined, without discount, in accordance with legal provisions.

This resolution would renew the authorization granted to the Board of Directors under the 14th resolution of the Shareholders' Meeting of May 4, 2009, extending it for a period of **18 months** following the Shareholders' Meeting of May 3, 2010.

SEVENTEENTH RESOLUTION:

Awarding of bonus shares

It is proposed that the Shareholders' Meeting authorize the Board of Directors to award bonus shares to employees and/or officers of the Company and companies affiliated therewith. The shares awarded under this resolution are not intended to supplement the stock option plans in place, but rather to replace, in whole or in part, such options.

The number of shares so awarded would be limited to **0.5% of the Company's share capital** at the date of the Board's decision, it being understood that the number of shares shall count against those that may be subscribed or purchased under the 16th resolution ("Stock options").

This resolution would renew the authorization granted to the Board of Directors under the 15th resolution of the Shareholders' Meeting of May 4, 2009, extending it for a period of **12 months** following its expiry on November 4, 2010.

EIGHTEENTH RESOLUTION:

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

This resolution is intended to allow the completion of formalities resulting from the decisions of the Shareholders' Meeting.

A. DRAFT RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION:

Approval of transactions and the Company financial statements for the year ended December 31, 2009

After reviewing the financial statements for the year ended December 31, 2009, the Board of Directors' management report and the Statutory Auditors' report on the Company financial statements, the General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, approves the Company financial statements for the fiscal year ended December 31, 2009, as presented thereto, as well as the transactions entered in these Company financial statements or summarized in these reports, showing net income for the year of €2,260,840,261.

In accordance with Article 223 quater of the French Tax Code, the General Meeting approves the non-deductible expenses and charges governed by Article 39–4 of the French Tax Code totaling €760,058 for the past financial year as well as the corresponding tax liability of €261,713.

SECOND RESOLUTION:

Approval of the consolidated financial statements for the year ended December 31, 2009

After reviewing the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements, the General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, approves the consolidated financial statements for the fiscal year ended December 31, 2009, as presented thereto, as well as the transactions entered in these consolidated financial statements or summarized in these reports, showing net income Group share of €4,477,323,000.

THIRD RESOLUTION:

Appropriation of net income and declaration of dividend for fiscal year 2009

The General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, notes that the balance sheet at December 31, 2009 shows net income of €2,260,840,261 and retained earnings of €16,711,431,594.

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

	(euros)
Net income for the fiscal year ended December 31, 2009	**2,260,840,261**
Retained earnings at December 31, 2009	16,711,431,594
TOTAL AMOUNT AVAILABLE FOR DISTRIBUTION:	**18,972,271,855**
Dividend payout for 2009: **(i.e., a net dividend of €1.47 per share)**	**3,287,384,637**
Interim dividend of €0.80 paid on December 18, 2009 to be deducted from the dividend for fiscal year 2009:	1,772,530,538
Remaining dividend payout for 2009: **(i.e., a net dividend of €0.67 per share)**	**1,514,854,099**
The total amount of dividend payout for 2009 of:	3,287,384,637
will be paid out of:	
• net income for the period:	2,260,840,261
• retained earnings:	1,026,544,376

Accordingly, the General Meeting declares a net dividend for 2009 of €1.47 per share – i.e., a total dividend payout of €3,287,384,637.

Given that the interim dividend of €0.80 per share, to be deducted from the dividend for fiscal year 2009, was paid on December 18, 2009, the final dividend for fiscal year 2009 amounts to €0.67 per share, for a total dividend payout of €1,514,854,099. The total dividend payout is based on the number of existing GDF SUEZ shares as of December 31, 2009 – i.e., 2,260,976,267 shares. Consequently, 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 243 bis of the French Tax Code (Code général des impôts), the entire distribution is eligible for the 40% deduction available to individuals who are tax residents of France in accordance with Article 158-3-2 of the French Tax Code.

The outstanding dividend will be declared on May 5, 2010 and will be paid in cash on May 10, 2010.

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

Fiscal year	Number of shares carrying dividend rights *(in million)*	Dividend *(total amount)* *(in million euros)*	Net dividend per share *(euros)*
2006*	984	1,082	1.10
2007*	964	1,215	1.26
2008*	2,146 **	4,729	2.20

* *Dividends for fiscal years ending December 31, 2006, December 31, 2007 and December 31, 2008 were eligible for the 40% tax deduction available to individuals who are tax residents in France in accordance with Article 158–3-2 of the French Tax Code.*

** *This number corresponds to shares carrying dividend rights at the time of payment of the outstanding dividend for 2008 in May 2009. It is lower than that existing at the time of payment of the interim dividend for 2008 due to the purchase, between these two dates of treasury stock not entitled to the dividend.*

FOURTH RESOLUTION:

Approval of regulated agreements

After reviewing the Statutory Auditors' special report on regulated agreements governed by Article L. 225-38 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, approves the transactions referred hereto which were entered into or which remained in force during the past year.

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 General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, 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 No. 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 Code of Ethics recognized by the French Financial Markets Authority (*Autorité des Marchés Financiers - AMF*); 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 inter-company 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 convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company; or
- implement any other market practices authorized or to be authorized by market authorities.

The Company may also use this stock repurchase program for any other purpose authorized or to be authorized by the laws and regulations.

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 and the aggregate amount of these purchases after expenses may not exceed €12 billion;
- maximum purchase price may not exceed €55, excluding transaction costs.

The purchase, sale or transfer of shares may be performed at any time, and by any means, except during the period of public offer for the Company, 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 legislation.

This authorization is given for a period of 18 months from the date of this Shareholders' Meeting. It deprives of effect the authorization of the same kind granted to the Board of Directors under the 5th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 4, 2009.

The General Meeting authorizes the Board of Directors, or a duly authorized representative, 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.

The General Meeting grants full powers to the Board of Directors, or a duly authorized representative, to 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.

B. EXTRAORDINARY SHAREHOLDERS' MEETING

SIXTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to (i) issue common shares and/or common share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with maintenance of preferential subscription rights

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. authorizes the Board of Directors to proceed on one or several occasions and in such proportions and at such times as it deems appropriate, in euros or a foreign currency or a unit of account based on several currencies, and with shareholders' preferential subscription rights maintained, with the issue of common shares of the Company or securities issued for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, (i) giving access to the Company's share capital or to the share capital of a company in which it directly or indirectly owns more than half of the share capital (share equivalents), subject to the approval of the Extraordinary Shareholders' Meeting of the Company in which the rights are exercised, or (ii) entitling the allocation of debt instruments, noting that the subscription of shares and other securities may be made either in cash or by offsetting debt;

2. resolves to set the following limits on the amounts of the issues authorized if should the Board of Directors implement this authorization:

(a) the maximum nominal amount of capital increases that may be carried out under this authorization is set at €250 million,

(b) to this ceiling shall be added, if necessary, the nominal amount of shares to be issued under any supplementary issue to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,

(c) this amount shall count against the Overall Ceiling set in the 13th resolution,

(d) the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount in another currency. This amount shall count against the nominal amount of debt instruments to be issued under the 7th, 8th, 9th and 10th resolutions of this Shareholders' Meeting;

3. resolves that this authorization will be valid for a period of 26 months from the date of this Shareholders' Meeting and shall deprive of effect the authorization granted under the 13th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008;

4. should the Board of Directors implement this authorization:

– resolves that any issue (s) of shares or securities shall be reserved in priority to shareholders who are entitled to subscribe thereto in proportion to their current number of shares, and notes that the Board of Directors may give shareholders the opportunity to apply for excess shares or securities in proportion to their rights,

- resolves that, if subscriptions for new shares under shareholder entitlements and, where applicable, for excess shares, have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may decide, in order of its choosing and in accordance with the law, to, inter alia, offer the excess shares or securities to the public on the French market and/or abroad, and/or on the international market,
- resolves that equity warrants in the Company may be issued through a subscription offer, under the terms described above, as well as by awarding them to the owners of existing shares,
- resolves that in case of stand-alone warrants (e.g., bonus share options), the Board of Directors shall have the power to decide that fractional rights will not be negotiable and that the corresponding shares will be sold,
- notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to the shares to which the securities give entitlement in favor of the holders of the issued share equivalents of the Company;

5. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increase resulting therefrom, to amend the bylaws accordingly, and more specifically to:

- set, where applicable, the terms of exercise of rights attached to the shares or share equivalents or to debt instruments to be issued, determine the procedures for exercising such rights, where appropriate, whether conversion, exchange, or redemption, including delivery of Company assets such as securities previously issued by the Company,
- determine, where debt securities are issued (including securities entitling the allocation of debt instruments governed by Article 229–91 of the French Commercial Code), whether or not they are subordinated and, if relevant, their level of subordination in accordance with Article L. 228-97 of the French Commercial Code; set their interest rates, whether fixed, variable, zero coupon or indexed; set their term, whether fixed or perpetual; set the other terms of issue, including the granting of security or collateral, and redemption, including the possibility of redemption by delivery of Company assets (such securities may also be repurchased on the stock market or be used in a public tender or public exchange offer); set the conditions under which such securities give access to the share capital of the Company and/or companies in which it directly or indirectly owns more than half of the share capital and/or entitling the allocation of debt instruments; and amend the above terms during the lifetime of the relevant securities,
- at its sole discretion, charge the costs of the 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 after each capital increase,
- establish and carry out any adjustments necessary to reflect the impact of transactions in the Company's share capital, such as a change in the share's par value, a capital increase through capitalization of reserves, 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; and establish procedures, if necessary, preserving the rights of holders of common share equivalents,
- and, generally, enter into 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.

SEVENTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to (i) issue common shares and/or common share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with cancellation of preferential subscription rights

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 225-148, L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. authorizes the Board of Directors to proceed on one or several occasions and in such proportions and at such times as it deems appropriate, in France and/or abroad and/or on the international market, via a public offering denominated in euros or a foreign currency or a unit of account based on several currencies, and with cancellation of shareholders' preferential subscription rights, with the issue of common shares or securities issued for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, (i) giving access to the Company's share capital (share equivalents), or (ii) entitling the allocation of debt instruments, noting that the subscription of shares and other securities may be made either in cash or by offsetting debt. The Company's common shares and common share equivalents may be issued, inter alia, in consideration for securities contributed to the Company, as part of a public exchange offer (or any other transaction having similar effect) conducted in France or abroad according to local rules on securities meeting the conditions laid down in Article L. 225-148 of the French Commercial Code;

2. authorizes the Board of Directors to (i) authorize the issue, by companies in which the Company directly or indirectly owns more than half of the share capital, of share equivalents of the Company, and (ii) to issue the shares or share equivalents that would result from this authorization;

3. authorizes the Board of Directors to issue share equivalents of companies in which the Company directly or indirectly owns more than half of the share capital, subject to the approval of the Extraordinary Shareholders' Meeting of the company in which the rights are exercised;

4. resolves to set the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:

(a) the maximum nominal amount of capital increases that may be carried out under this authorization is set at €250 million,

(b) to this ceiling shall be added, if necessary, the nominal amount of any shares to be issued to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,

(c) this amount shall count against the Overall Ceiling set in the 13th resolution,

(d) the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount in another currency. This amount shall count against the nominal amount of debt instruments to be issued under the 6th, 8th, 9th and 10th resolutions of this Shareholders' Meeting;

5. resolves that the authorization under this resolution will be valid for a period of 26 months from the date of this Shareholders' Meeting and shall deprive of effect the authorization granted to the Board of Directors under the 14th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008;

6. resolves to cancel the shareholders' preferential subscription rights to the securities covered by this resolution, nevertheless leaving the Board of Directors, pursuant to Article L. 225-135-2 of the French Commercial Code, the discretion to grant to shareholders, for a period and on terms to be set thereby in compliance with the applicable laws and regulations and for some or all of any issue carried out, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the quantity of shares owned by each shareholder. This may be supplemented by an opportunity for shareholders to apply for excess shares or securities in proportion to their rights, it being noted that any subsequent excess securities shall be offered to the public in France and/or abroad and/or on the international market.

7. notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the issued share equivalents;

8. resolves that in accordance with Article L. 225-136 of the French Commercial Code:

- the issue price of shares directly issued shall be at least equal to the minimum set by the laws and regulations in force when this authorization is implemented,
- the issue price of share equivalents shall be such that the sum received immediately by the Company plus, where applicable, any sum it may receive at a later date, for each share issued as a result of the issue of such securities is at least equal to the minimum subscription price defined in the preceding paragraph,
- the conversion, redemption, or in general, the transformation of each share equivalent shall be carried out, based on the nominal value of such security, in a number of shares such that the sum received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution.

9. resolves that, in the event that subscriptions by the shareholders and the public have not absorbed the entire issue of securities, the Board of Directors may implement, in the order of its choosing, one or more of the following measures:

- it may limit the amount of the subscriptions under the condition that it totals at least three-quarters of the amount of the initially approved issue,
- it may freely distribute all or a portion of the unsubscribed issued shares;

10. notes that the provisions of paragraph 6 on the priority period and paragraphs 8 and 9 would not apply to shares and securities that might be issued under this authorization in consideration for securities contributed to the Company as part of a public exchange offer pursuant to Article L. 225-148 of the French Commercial Code;

11. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increase resulting therefrom, to amend the bylaws accordingly, and more specifically to:

- set, where applicable, the terms of exercise of rights attached to the shares or share equivalents or to debt instruments to be issued, determine the procedures for exercising such rights, where appropriate, whether conversion, exchange, or redemption, including delivery of Company assets such as securities previously issued by the Company,

- determine, where debt securities are issued (including securities entitling the allocation of the debt instruments governed by Article 229–91 of the French Commercial Code), whether or not they are subordinated and, if relevant, their level of subordination in accordance with Article L. 228-97 of the French Commercial Code; set their interest rates, whether fixed, variable, zero coupon or indexed; set their term, whether fixed or perpetual; set the other terms of issue, including the granting of security or collateral, and redemption, including the possibility of redemption by delivery of Company assets (such securities may also be repurchased on the stock market or be used in a public tender or public exchange offer); set the conditions under which such securities give access to the share capital of the Company and/or companies in which it directly or indirectly owns more than half of the share capital and/or entitling the allocation of debt instruments; and amend the above terms during the lifetime of the relevant securities,
- when issuing securities in consideration for financial instruments contributed in the context of a public exchange offer, draw up the list of securities contributed in the exchange; set the terms and conditions of the issue, the exchange ratio and, where applicable, the amount of cash payment to be made; and determine the procedures for the issue, whether for a public exchange offer, a secondary tender or exchange offer, a single tender offer to purchase or exchange such securities against payment in securities and cash, a principle tender or exchange offer combined with a secondary exchange or tender offer, or any other form of public offer in accordance with the laws and regulations applicable to such public offer; note the number of shares contributed to the exchange; and record the difference between the issue price of the new shares and their par value in balance sheet liabilities under an "additional paid-in capital" (capital contribution premium) account, to which all the shareholders shall have rights,
- at its sole discretion, charge the costs of the 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 after each capital increase,
- establish and carry out any adjustments necessary to reflect the impact of transactions in the Company's share capital, such as a change in the share's par value, a capital increase through capitalization of reserves, 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; and establish procedures, if necessary, preserving the rights of holders of share equivalents,
- and, generally, enter into 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.

EIGHTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to issue shares or other securities with cancellation of preferential subscription rights in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127, L.225-128, L.225-129, L.225-129-2, L.225-135, L.225-136, L.228-92 and L.228-93 of the French Commercial Code, and Article L. 411-2 II of the French Monetary and Financial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to proceed, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code, on one or several occasions and in such proportions and at such times as it deems appropriate, in France, abroad or on the international market, whether in euros or a foreign currency or a unit of account based on several currencies, and with cancellation of preferential subscription rights, with a capital increase through the issue of common shares or securities for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code and which give access to the Company's share capital (whether new or existing shares of the Company). It is noted that the subscription of shares and other securities may be made either in cash or by offsetting debt.

2. resolves to set the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:

(a) the maximum nominal amount of capital increases that may be made under this authorization, within the limit of 20% of the share capital per year, is set at €250 million euros, it being understood that this amount shall count against the maximum nominal amount provided in paragraph 4 (a) of the 7th resolution above and against the Overall Ceiling mentioned in the 13th resolution,

(b) to this ceiling shall be added, if necessary, the nominal amount of any shares to be issued to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,

(c) the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount in another currency. This amount shall count against the nominal amount of debt instruments to be issued under the 6th, 7th, 9th and 10th resolutions of this Shareholders' Meeting;

3. notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the issued share equivalents;

4. resolves that in accordance with Article L. 225-136 of the French Commercial Code:

   – the issue price of shares directly issued shall be at least equal to the minimum set by the laws and regulations in force when this authorization is implemented,

   – the issue price of share equivalents shall be such that the sum received immediately by the Company plus, where applicable, any sum it may receive at a later date, is for each share issued as a result of the issue of such securities at least equal to the minimum subscription price defined in the preceding paragraph,

   – the conversion, redemption, or in general, the transformation of each share equivalent shall be carried out, based on the nominal value of such security, in a number of shares such that the sum received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution;

5. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increases resulting therefrom, to amend the bylaws accordingly, and more specifically to make the same decisions as those mentioned in point 11 of the 7th resolution above;

6. sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting.

NINTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to increase the number of securities to be issued, with or without preferential subscription rights, in application of the sixth, seventh and eighth resolutions

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-135-1 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. delegates to the Board of Directors, or a representative duly authorized in accordance with the law, its authority to increase the number of shares or other securities to be issued in the event of a securities issue with or without preferential subscription rights, within the periods and limits provided by the regulations in force on the issue date (to date, within thirty (30) days from the close of subscriptions and within the limit of 15% of the initial issue) and subject to the ceilings provided for in the resolution which is applicable to the approved securities issue, as well as the Overall Ceiling set by the 13th resolution below;

2. sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting, and notes that it shall deprive of effect the authorization granted to the Board of Directors under the 15th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008.

TENTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to issue shares and/or other securities in exchange for contributions of securities to the Company, within the limit of 10% of the share capital

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-147-6 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. delegates to the Board of Directors, or a representative duly authorized in accordance with the law, full powers to issue shares, securities or other instruments giving or potentially giving access to the Company's share capital (share equivalents), within the limit of 10% of the share capital at the time of issue in consideration for contributions in kind made to the Company and comprising equity or other share equivalents of other companies, where the provisions of Article L. 225-148 of the French Commercial Code do not apply;

2. resolves that the nominal amount of the increase in the Company's share capital resulting from the issue of securities defined above shall count against the maximum nominal amount of €250 million provided in paragraph 4 (a) of the 7th resolution above and against the Overall Ceiling mentioned in the 13th resolution;

3. resolves that the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount in another currency. This amount shall count against the nominal amount of debt instruments to be issued under the 6th, 7th, 8th and 9th resolutions of this Shareholders' Meeting;

4. resolves that the Board of Directors shall have full powers to, inter alia, determine the nature and number of securities to be created, their features and terms and conditions of issue; to approve the valuation of contributions and concerning such contributions, record their completion, deduct all expenses, charges and fees from the related premiums, with the balance being appropriated in any way decided by the Board of Directors or Shareholders' Meeting, increase the share capital, amend the bylaws accordingly and, generally, enter into 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;

5. sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting, and notes that it shall deprive of effect the authorization granted to the Board of Directors under the 16th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008.

ELEVENTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares with cancellation of preferential subscription rights in favor of the Group employee savings plans members

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 General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. authorizes the Board of Directors to increase the share capital on one or several occasions by a maximum nominal amount of 40 million euros, by issuing shares or share equivalents and reserved for participants in one or more employee savings plans (or another plan for participants for whom Articles L. 3332-18 et seq. of the French Labor Code that would allow a capital increase to be reserved under equivalent terms) to be established within the Company or its Group comprising the Company and the French or foreign companies that fall within the Company's scope of consolidation or are combined in its financial statements pursuant to Article L. 3344-1 of the French Labor Code. This amount shall count against the Overall Ceiling provided in the 13th resolution;

2. sets the term of validity of this authorization at 21 months, effective upon expiration of the similar authorization previously given to the Board of Directors under the 17th resolution of the Shareholders' Meeting of July 16, 2008 – i.e., as from September 16, 2010;

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 et seq. of the French Labor Code and shall be equal to 80% of the average opening price of the 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 plans members (the "Reference Price"). The General 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 listed 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 cancel 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 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 legislation or regulations,
   - determine the conditions, including seniority, that the 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 (even retroactive) 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,
   - to 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 such capital increases,

– 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.

TWELFTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to increase the share capital, with cancellation of preferential subscription rights, 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

After reviewing the Board of Directors' report, 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 General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. authorizes the Board of Directors to increase the share capital, on one or several occasions, by a maximum nominal amount of €20 million via the issue of a maximum of 20 million new shares with a par value of €1 each. This amount shall count against the Overall Ceiling provided in the 13th resolution;

2. sets the term of validity of this authorization at 12 months, effective upon expiration of the similar authorization previously given to the Board of Directors under the 13th resolution of the Shareholders' Meeting of May 4, 2009 – i.e., as from November 4, 2010;

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 for such purpose;

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 cancel 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 GDF SUEZ shares or other financial instruments in order to implement one of the Multiple plans of the GDF SUEZ Group's international employee shareholding plan;

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 share issue reserved for employees who are members of a GDF SUEZ Group employee savings plan, pursuant to the 11th resolution above, 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 share issue reserved for members of a GDF SUEZ Group employee savings plan. The General 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 11th resolution above (capital increase reserved for employees who are members of an employee savings plan), 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 determine the methods of subscription to be presented to the employees in each relevant company, subject to applicable local laws, and select the countries to be included from among those in which GDF SUEZ 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;

9. 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.

THIRTEENTH RESOLUTION:

Limit on the Overall Ceiling for immediate and/or future capital increases carried out under shareholder authorizations

After reviewing the report of the Board of Directors and the Statutory Auditors' report, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. resolves to set at €310 million the maximum aggregate nominal amount of share capital increases, whether immediate or future, that may be made under authorizations granted under the 6th, 7th, 8th, 9th, 10th, 11th and 12th resolutions of this Shareholders' Meeting, it being noted that to this nominal amount shall be added (i) the maximum nominal amount of capital increases via the capitalization of premiums, reserves, earnings or other sums that may be capitalized under the 14th resolution below of this Shareholders' Meeting, and (ii) optionally, the nominal amount of shares issued under any supplementary issue to protect the rights of holders of stock options and share equivalents in accordance with the law and, where applicable, contractual provisions; and

2. resolves, in accordance with Article 39 of Act No. 2006-1537 of December 7, 2006 concerning the energy sector, that 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, 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 over one-third of the Company's share capital and continues to do so after all share equivalents and stock options awarded have been taken into account.

FOURTEENTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to increase the share capital by capitalizing premiums, reserves, earnings or other accounting items

After reviewing the Board of Directors' report, and in accordance with Articles L. 225-98, L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code, the General Meeting, acting extraordinarily and under the quorum and majority requirements provided in article L. 225-98 of the above-mentioned Code:

1. authorizes the Board of Directors to increase the share capital on one or several occasions and in such proportions and at such times as it deems appropriate, by capitalizing premiums, reserves, earnings or accounting items that may be capitalized under the law and the bylaws, including by association with a capital increase in cash made under the 6th, 7th, 8th and 9th resolutions, and under the award of bonus shares or an increase the par value of existing shares or by the combined use of these two means. The maximum nominal amount of capital increases that may be carried out in this manner shall be equal to the aggregate amount that may be capitalized and shall be added to the Overall Ceiling provided in the 13th resolution above;

2. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall, where applicable, have full powers to implement this authorization, including to set the terms of issue, to record the completion of capital increases resulting therefrom, to amend the bylaws accordingly, and more specifically to:

(a) determine the amount and nature of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares comprising the share capital shall be increased; set the date, which may be retroactive, from which the new shares shall carry dividend rights, or the date on which the increase in the par value shall takes effect,

(b) decide, for any distribution of bonus shares:

– that fractional rights are not negotiable and that the corresponding shares will be sold, with proceeds from their sale being awarded to the rights holders as provided by law,

– carry out any adjustments necessary to reflect the impact of transactions in the Company's share capital, 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; and establish procedures, if necessary, preserving the rights of holders of share equivalents,

(c) and, generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures 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;

3. sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting, and notes that it shall deprive of effect, from this date, the authorization granted under the 20th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008.

FIFTEENTH RESOLUTION:

Authorization to be given to the Board of Directors to reduce the share capital by cancellation of treasury stock

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-209 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. authorizes the Board of Directors to reduce the share capital, on one or several occasions and in such proportions and at such times as it deems appropriate, by canceling all or a portion of the shares held or purchased by the Company under an authorization granted by the Ordinary Shareholders' Meeting, within the limit of 10% of the Company's share capital, within a twenty-four month period. This limit applies to the Company's total share capital after any adjustments for transactions impacting the share capital which are completed after the date of this Shareholders' Meeting;
2. sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting, and notes that it shall deprive of effect, from this date, the authorization granted under the 23rd resolution of the Shareholders' Meeting of July 16, 2008;
3. confers full powers on the Board of Directors, or a representative duly authorized in accordance with the law, to carry out the cancellation (s) of shares and reduction (s) of the share capital under this authorization; set the terms and conditions and record the completion thereof; charge the difference between the carrying value of the canceled shares and their par value against all reserves and premiums; amend the bylaws accordingly; and complete all formalities required for this purpose.

SIXTEENTH RESOLUTION:

Authorization to be given to the Board of Directors to grant options for the subscription or purchase of shares of the Company to employees and/or officers of the Company and/or Group companies

After reviewing the report of the Board of Directors and the Statutory Auditors' special report, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, pursuant to Articles L. 225-177 et seq. of the French Commercial Code, to grant options for the subscription of new shares and/or the purchase of existing shares of the Company, on one or several occasions, to all or certain employees and officers of the Company and of companies or groups that are affiliated with the Company, as defined in Article L. 225-180 of the French Commercial Code, subject to the limitations provided by law;
2. sets the term of validity of this authorization at 18 months from the date of this Shareholders' Meeting, and notes that it shall deprive of effect, from this date, the authorization granted under the 14th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 4, 2009;
3. resolves that the total number of options granted pursuant to this resolution may not give entitlement to the subscription or purchase of shares representing over 0.5% of the Company's share capital as of the date of the Board of Directors' decision and that the number of aforementioned shares shall be deducted from the total number of shares that may be granted to certain employees and/or officers of the Company pursuant to the seventeenth resolution below (authorization for the award of stock options), which is limited to 0.5% of the share capital as of the date of the Board of Directors' decision. It is specified that, in accordance with Article 39 of Act No. 2006-1537 of December 7, 2006 concerning the energy sector, the authorization granted under this resolution may only be used by the Board of Directors or, as applicable by the Chairman and Chief Executive Officer or the Vice-Chairman, President acting under a delegation of authority granted by the Board of Directors under the conditions provided by law, as it relates to a limited number of stock options, such that following each proposed award, the French government holds over one-third of the Company's share capital and will continue to do so after all share equivalents and stock options awarded have been taken into account;
4. resolves that the exercise price for new shares and the purchase price for existing shares will be set, without any discount, in accordance with Articles L. 225-177 and L.225-179 of the French Commercial Code;
5. notes that this authorization will automatically entail the waiver by shareholders of their preferential right to subscribe for new shares issued as and when share subscription options are exercised, in favor of the beneficiaries of those options;
6. resolves to grant to the Board of Directors the necessary powers to implement this resolution, subject to the limitations set forth above and in the Company's bylaws, including the power to:
   - set the dates and the terms and conditions of each grant, draw up the list of beneficiaries and decide on the number of shares that each beneficiary may acquire,
   - determine, where appropriate, the periods during which the exercising of options will be temporarily suspended as a result of certain financial transactions,
   - determine the terms and conditions for exercising the options, including the exercise price for new shares, the purchase price for existing shares, the exercise period or periods and the period of validity of the options, which may not exceed ten years,

- specify, where appropriate, the holding period applicable to all or any shares obtained by exercising the options, which may not exceed three years from the exercise date,
- set the number of shares to be held in registered form by the Company's officers until the end of their term of office,
- determine the conditions in which the price and the number of shares to be purchased or issued may be adjusted in the cases provided for by law,
- record the increases in share capital resulting from the exercise of options: amend the bylaws accordingly, accomplish all formalities directly or by proxy,
- charge the costs of the capital increase against the related premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the new capital after each issue increase ;

and generally do all that is necessary for this purpose :

7. instructs the Board of Directors to inform the shareholders, at each Ordinary Shareholders' Meeting, of the transactions carried out pursuant to this authorization in accordance with the applicable statutory and regulatory provisions;
8. grants full powers to the Board of Directors to decide, where appropriate, all modifications and adjustments to the terms and conditions of stock purchase and subscription options granted prior to this Shareholders' Meeting.

SEVENTEENTH RESOLUTION:

Authorization to be given to the Board of Directors to award bonus shares to employees and/or officers of the Company and/or Group companies

After reviewing the report of the Board of Directors and the Statutory Auditors' special report, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to award existing shares, on one or several occasions, in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code;
2. sets the term of validity of this authorization at 12 months, effective upon expiration of the similar authorization previously given under the 15th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 4, 2009 – i.e., as from November 4, 2010;
3. resolves that the total number of shares awarded pursuant to this authorization may not represent more than (i) 0.5% of the Company's share capital as of the date of the Board of Directors' decision to award shares to certain employees and/or officers of the Company and/or of companies or groups that are affiliated with the Company under the conditions provided by law, and that said number of shares will be deducted from the total number of shares that may be granted pursuant to the 16th resolution above, which is limited to 0.5% of the share capital as of the date of the Board of Directors' decision;
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. In the event of the death of a beneficiary, his or her successors may ask within six months of the date of death, for the shares to vest, in which case they 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:
   - set the number of shares to be awarded to each beneficiary,
   - 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,
   - set the dates and the terms and conditions of the free share awards and, in general, take all the necessary steps and enter into all agreements to properly complete the transaction.

EIGHTEENTH RESOLUTION:

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

The shareholders grant 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.

AMENDMENT FILED BY THE SUPERVISORY BOARD OF THE ACTIONS GAZ 2005 FCPE ("ACTIONS GAZ 2005 FRENCH EMPLOYEE MUTUAL FUND")

located at 23 rue Philibert Delorme, 75840 Paris Cedex 17,

PURSUANT TO ARTICLES L. 225-105 AND R. 225-71 OF THE FRENCH COMMERCIAL CODE

RESOLUTION A

Amendment to the resolution no. 3 submitted by the Board of Directors to the Ordinary and Extraordinary General Meeting of May 3, 2010

In order to limit reliance on debt while increasing the Group's investment capacity, specifically with regard to research & development and infrastructure, the General Meeting hereby resolves that, in the place and stead of the dividend proposed in Resolution 3, total dividends paid for fiscal year 2009 shall be set at €0.80 per share, including the advance of €0.80 per share already paid on December 18, 2009.

FINANCIAL RESULTS FOR THE YEAR ENDED DECEMBER 31, 2009

I - CONSOLIDATED FINANCIAL STATEMENTS (IFRS)

In millions of euros	2009	2008
Revenues	79,908.3	67,923.80
Current operating income	8,347.4	6,223.60
Income from operating activities	8,174.4	7,678.80
Net income	5,230.5	5,591.20
Cash generated from operations before income tax and working capital requirements	13,015.8	9,686.10
NET INCOME GROUP SHARE	**4,477.3**	**4,857.10**
(in euros)		
Diluted earnings per share	2.03	2.95

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

In millions of euros	2009	2008
Net recurring income	1,877	2,255
Non-recurring items	184	(105)
Income tax, profit sharing and incentive schemes	200	617
NET INCOME	**2,261**	**2,767**

HIGHLIGHTS

ENERGY FRANCE BUSINESS LINE

February

- www.gazdefrance.fr was elected the best online customer relations website in the "water – energy" sector in France as part of the 11th Qualiweb survey.
- Zero-rate and Photovoltaic eco-loans launched by Banque Solfea, which has signed the Grenelle Building Plan Commitment.

April

- 2nd National Meeting of the Points Partenariaux d'Accueil et d'Orientation (Partnership Welcome and Orientation Cells) in charge of social mediation.

September

- The CyCoFos CCGT was commissioned (424 MW, located in Fos-sur-Mer).
- The "heating + insulation Eco-comfort package" launched by the Housholds Services BU.

November

- Energies Communes Conseil joint venture created, to support local authorities in orienting, structuring and implementing sustainable territorial projects.

December

- Synchronization of the CombiGolfe plant to the network (424 MW in Fos-sur-Mer).
- Steelworks gas recovery unit commissioned at the CyCoFos plant (62 MW).
- New French Public Service Contract signed between GDF SUEZ and the French State, for a 4-year period from 2010 to 2013.
- Savelys buys out Services activity from Poweo.
- Thanks to the B to C BU, GDF SUEZ becomes the 3rd French company to hold the Corporate Social Responsibility (CSR) label in the contractor category.

GDF SUEZ ENERGY EUROPE & INTERNATIONAL

On July 20, 2009, a new structure was launched for the GDF SUEZ Energy Europe & International.

- **GDF SUEZ Energy Benelux & Germany.**

February

- Electrabel sold 250 MW of Belgian nuclear capacity to SPE through an increase of SPE's share in the units Doel 3 & 4 and Tihange 2 & 3. Moreover, SPE acquired 100 MW of capacity on the Belgian grid in exchange for its 100 MW participation in the Chooz nuclear power plant in France.

- **April**

Electrabel commissioned its first wind farm in Eems in the Netherlands, representing an investment of €30 million. The electricity generated by the nine 3 MW wind turbines will meet the needs of 22,000 households.

October

- GDF SUEZ entered into a global agreement with the Belgian government to extend the lifetime of the nuclear plants Doel 1, Doel 2 and Tihange 1 by 10 years.

November

- GDF SUEZ and E.ON finalized the generation capacity swap agreement agreed in July (Belgium/Germany).

- **GDF SUEZ Energy Europe.**

January

- The total halt of Russian gas supplies through the Ukraine left Central Europe without a major part of its provisions. In light of this unusual situation and to support the countries which were most affected, GDF SUEZ took steps to supply quantities of natural gas to the Central European countries where it is present with 4 million customers, as well as to the neighbouring countries.

June

- A 50/50 joint venture between GDF SUEZ and GEK TERNA became shareholder of the two project companies that will run Heron I and II, two gas-fired power plants located in Viotia, 120 km north of Athens, Greece.

October

- A consortium of GDF SUEZ, Iberdrola, and Scottish and Southern Energy secured an option to purchase land in the UK for the development of a new nuclear power station at Sellafield on the Cumbrian Coast from the Nuclear Decommissioning Authority.

- **GDF SUEZ Energy North America**

September

- GDF SUEZ signed an agreement to expand the production capacity of its Astoria power plant in the Queens Borough of New York City, United States.

December

- GDF SUEZ completed construction and achieved commercial operation at the 99 MW Caribou Wind Park, located 70 km northwest of Bathurst, New Brunswick, Canada.

- **GDF SUEZ Energy Latin America.**

February

- Tractebel Energia inaugurated the new 241 MW hydroelectric power plant at São Salvador, Brazil, representing a total investment of approximately €307 million.

July

- GDF SUEZ agreed the finance contract for the 3,450 MW Brazilian Jirau hydropower plant through its special purpose company Energia Sustentável do Brasil.

September

- GDF SUEZ signed a cooperation agreement with Eletrobras and Eletronuclear, in the field of nuclear power in Brazil. The cooperation will be aimed primarily at the exchange of information and experience, in order to pursue the country's nuclear programme.

October

- EnerSur inaugurated the third gas turbine of the ChilcaUno Power Plant in Peru. The new 194 MW-turbine, located 62 km south of the city of Lima, required an investment of USD 80 million and has the equivalent capacity to supply power to one and a half million people (Peru).

November

- GDF SUEZ and Codelco, the world's largest copper producer, announced the merger of all their electricity assets and gas transport activity in Chile through their subsidiary Edelnor.

- **GDF SUEZ Energy Middle East – Asia – Africa.**

July

- GDF SUEZ and Gulf Investment Corporation completed the limited recourse financing of the USD 2.1 billion Al Dur Independent Water and Power Producer project in Bahrain.

October

- GDF SUEZ, together with Abu Dhabi Water and Electricity Authority (ADWEA) and Marubeni Corporation, finalised a 22 year limited recourse debt financing deal of USD 2.7 billion for the Shuweihat S2 Independent Water and Power Producer project located in Abu Dhabi.

- GDF SUEZ marked the commercial operation of the first power and desalination units of the Marafiq Independent Water and Power Project - 2,750 MW power capacity and 800,000 m^3/day seawater desalination facility in Saudi Arabia.

November

- Senoko Power, Singapore, concluded a SG$2.35 billion senior debt financing, which will be used to refinance the bridge loan facility that was used by shareholders to acquire Senoko Power from Temasek Holdings in September 2008.

GLOBAL GAS AND LNG BUSINESS LINE

April

- Exploration and operating licence obtained for the Heilo field (GDF SUEZ E&P Norge, 40%) in the Barents Sea.

- Representative office opened for exploration-production activities in Baku (Azerbaijan).

May

- New brand launched for Major European Accounts (GDF SUEZ Global Energy) in partnership with the Energy France and Energy Europe & International business lines.

June

- Long-term L-gas supply contracts extended and reinforced with GasTerra, to 2029.

- Development phase of the Touat project launched after operating licence being granted by the Algerian authorities.

- 20% stake acquired in an exploration, development and production sharing contract for the Absheron offshore block, located in the Azerbaijan part of the Caspian Sea.

- The economic crisis and uncertainties concerning the future evolution of demand for natural gas in the country have affected the profitability outlook for the LNG terminal project in Singapore. The government has decided to take development under its own wing. Consequently, GDF SUEZ is no longer a partner or shareholder.

July

- 60% stake in Block 4 in Qatar purchased from the American company Anadarko Petroleum Corporation. GDF SUEZ thus becomes an operator in Qatar.

August

- GDF SUEZ becomes involved in the integrated Bonaparte LNG project in Australia in partnership with Santos: GDF SUEZ acquires 60% of the Petrel, Tern and Frigate natural gas fields. GDF SUEZ and Santos form a joint venture on a 60/40 basis, directed by GDF SUEZ, covering the:
  - development and operation of a liquefaction plant (floating plant) with a forecast capacity of 2 mtpa of LNG which will use natural gas from the Petrel, Tern and Frigate gas fields,
  - marketing by GDF SUEZ of the entire production of LNG which will be routed to markets in the Asia-Pacific region, in accordance with the terms of the joint venture;
- Delivery to GDF SUEZ of two new LNG vessels on a long-term charter agreement, BW GDF SUEZ BRUSSELS and BW GDF SUEZ PARIS.

September

- In Chile, the combined offer of the Energy Europe & International – Global Gas & LNG business lines won the Emel tender for electricity production (2000 GWh/yr between 2012 and 2026), which will be generated from the LNG in the Group's portfolio, imported and regasified at the Mejillones terminal (50/50 owned by GDF SUEZ and Codelco).

- Finalization with Eni of the acquisition of a 45% stake in the Muara Bakau offshore production sharing contract in Indonesia (licence in exploration phase).

October

- Memorandum of understanding signed (Heads of Agreement) for the acquisition from KazMunaiGas (KMG) of 8% of the Khvalynskoye offshore field, one of the largest gas production projects in the Northern part of the Caspian Sea (Russia – Kazakhstan border). A representative office opened in Astana.

November

- GDF SUEZ collected its first cargo of LNG from the Yemen LNG liquefaction plant, under the contract signed in 2005 for the purchase over 20 years of 2.55 million tons of LNG a year.
- Delivery of GDF SUEZ Neptune, the Group's first LNG regasification vessel. This ship, chartered on a long-term basis, is equipped with its own regasification system, allowing it to regasify liquefied natural gas and offload it directly into the network, under high pressure, via offshore facilities.

December

- GDF SUEZ sold 20% of its stake in the Egyptian Alam El Shawish field to Shell (GDF SUEZ retains 25%).
- Representative office opened in Yaoundé (Cameroon). This new office will reinforce the partnership between GDF SUEZ and the Société Nationale des Hydrocarbures (National Hydrocarbon Corporation) as part of the liquefaction plant project jointly run by the two companies.

INFRASTRUCTURES BUSINESS LINE

January

- Elengy, Storengy and GRTgaz took action to overcome majorfalls in supplies during the Russia-Ukraine gas dispute and meet the French gas demand in a context of intense cold. GRTgaz saw natural gas supplies virtually interrupted at the entry point of Russian gas and was proactive, in liaison with all gas suppliers in France, in ensuring the normal routing of natural gas to France. The Storengy storage facilities as well as LNG terminals in Montoir and Fos were in high demand. During this period, stored supplies were used to meet on average 50% of the gas demand, and the two terminals supplied 20% of the gas consumed in France.

March

- Storengy auctioned a new commercial offer, resulting in the entire proposed capacity (12 TWh) being sold to 13 different companies, for the period April 1, 2009 to April 1, 2010. The sale was open to all players in the market and conducted on a secure electronic platform.

April

- Storengy UK was presented with the Gas Industry Safety Award at the annual awards ceremony of the UK gas industry, for its excellent safety record.

May

- GrDF launched a single help desk number for gas safety and breakdown repair (0800 47 33 33), which is shown on all invoices produced by suppliers. This number puts the caller in contact with the GrDF's Gas Safety & Repair Call Center and 900 operators who ensure intervention free of charge as rapidly as possible.

July

- The LNG terminal at Montoir-de-Bretagne obtained a level 7 ISRS certification for its safety management system, thus becoming the first industrial site in France to attain this level of ISRS certification.

September

- Elengy launched a consultation process for its Fos Tonkin terminal. The open season for regasification capacities after 2014, which will be transparent and non-discriminatory, applies to its capacities which could be as much as 7 billion m^3 per year and will run until April 2010.
- GrDF signed a framework agreement with French Environment and Energy Management Agency, ADEME. This agreement is to implement joint action in four areas: the development of natural gas solutions, energy management, energy policy, and training.

October

- The Fos Cavaou LNG terminal received its first cargo of liquefied natural gas (LNG). This cargo is intended for the "cold running" operation which consists of taking the facilities from ambient temperature to - 160 °C. The first volumes of gas were injected into the GRTgaz network in November.
- GRTgaz published the 4th edition of its prospective study of the development of the transmission network (2009-2018). It confirms steady demand for new transmission capacities. GRTgaz should continue developing its transport infrastructures and offer, in time, a significant increase in network entry and exit capacities.
- GrDF launched the first low consumption wooden house using natural gas. Within the framework of the *Grenelle de l'Environnement* recommendations, GrDF is supporting its customers in creating low-energy houses that combine natural gas and renewable energies, are better heated, better insulated and very economical.

December

- GRTgaz started using the Powernext Gas Spot exchange to cover part of the transmission system's balancing needs. The purpose of these transactions is to promote liquidity on the gas exchange and to improve the quality and transparency of the reference prices used to balance the transmission system.

ENERGY SERVICES BUSINESS LINE

January

- Cofely renewed for five years the FM contract with IBM for its sites in France and Belgium. Services were extended to new sites (data centers in particular) with strong commitments to improve energy performance.

April

- Cofely (Italy) was part of a consortium which won the contract to manage the Energy Services of the University of Catania in Sicily. This contract is for the electricity supply and the maintenance management of photovoltaic facilities in more than 78 hospital buildings over 20 years.

May

- Areva renewed its confidence in Ineo and Axima for the construction of the second George Besse II Nord unit. Ineo, representing a consortium, won the lot for high and low voltage supply and Axima the ventilation and pipework lot.
- Cofely (Germany) won a 20-year contract with A-Rosa Resort Management to supply the energy requirements of its new luxury hotel on Sylt Island, operate the heating and air-conditioning equipment, and for the seawater supply.

June

- Cofely (France) was part of a consortium which won the Public-Private Partnership to design, finance, build and operate for 30 years the future regional police center in Sathonay-Camp.
- Tractebel Engineering carried out its design studies for the new LNG terminal in Mundra in Gujarat India.
- Algemene Pensioen Groep (APG) and Cofely in the Netherlands signed a 10-year contract. The pension fund will sub-contract part of its logistics to the Cofely Data Center which guarantees a high class service powered solely by green energy.

July

- Ineo won the 1st Public Private Partnership for public lighting with the City of Vallauris-Golfe-Juan. Ineo will finance, renovate, operate and maintain the public lighting facilities, road equipment and festive illuminations over a 15-year period.

September

- Heading up a consortium formed with Lemants and GeoSea, Fabricom won the global management contract for the electrical equipment for the offshore London Array wind farm, the largest offshore wind farm in the world due to be built in the Thames Estuary by 2014.
- Axima Contracting signed one of the largest contracts in the hospital sector by winning lot I of the Toulouse Cancer Center. This contract covers, in particular, the centralized technical maintenance and climatic engineering of the future University Cancer Clinic.
- Tractebel Engineering was commissioned by the Jordan Atomic Energy Commission to conduct a site selection study for the construction of a nuclear plant in Jordan.

October

- Ineo won the 1st Public-Private Partnership with the City of Beaune to develop French Heritage sites. Over the next three years, Ineo will renovate over 81% of the public lighting facilities of Beaune in order to reduce the associated energy consumption by more than 47%.
- In Belgium, Cofely Services signed a 3-year Facilities Management contract to manage the GSK Biologicals service desk. Last April, GSK Biologicals had awarded Axima Contracting the contract for the renovation of climate control facilities in a building in Rixensart in Belgium and the installation of heating, ventilation and air-conditioning equipment at the Saint-Amand-les-Eaux site in France.

November

- An agreement was signed with Energy Investment Group of Chongqing to create a 40/60 joint venture specially focused on environmental and energy efficiency. Located in the west of China, Chongqing is the largest municipality in the world with some 30 million residents. The purpose of this joint venture is to build and operate urban heating and cooling networks and propose solutions to supply environmentally and energy efficient services.

December

- SMEG renewed its Public Service Delegation to supply electricity and gas to Monaco for 20 years.
- In Italy, Pastificio Antonio Amato, an agri-foodstuffs group specializing in pasta production, awarded to Cofely the contract to design and operate a 2.4 MW trigeneration system and install 750 photovoltaic modules.
- Cofely (France) signed a public-private partnership with the Alsace Region to design, finance, build and operate the energy equipment for fourteen Alsace schools. With a term of 20 years, it will reduce energy consumption in all buildings by 35% and reduce their greenhouse gas emissions by 65%. At the national level, it is the first energy performance contract awarded by a municipality in the form of a partnership for public equipment.

SUEZ ENVIRONNEMENT DIVISION

Water Europe

New contracts with innovative solutions

- Resource Management
  - Aviles (Spain, 25 years, €138 million): audit of water consumption and reuse for municipal parks.
  - National Agency of Dams and Transfers (Algeria, Safege, 4 years, €25 million): optimization of water resources.
- Sludge Recovery
  - Châteauroux municipality (7 years, €23 million).
  - SIVOM in the Ehn Basin (15 years, €18 million).
- Renewable Energy Production
  - Martorell (Spain, 30 years, €81 million): energy audit of facilities.
  - Syndicat Ouest Provence (20 years, €18 million): WWTP (waste water treatment plant) energy independence through installation of solar panels.
  - Hauts de Bievre (12 years, €17 million), Syndicat Intercommunal de Riom (9 years, €7 million): review of CO2 and of heat recovery from wastewater.
- Improved Social and Environmental Impacts
  - Leon (Spain, 25 years, €176 million).
  - Bidart (12 years, €8 million): assessment of water quality near public beaches.

Renewal of contracts with differentiated offerings

- Environmental Protection
  - Villajoyosa (Spain, 25 years, €94 million): leak detection with tracer gas and a permanent system for pre-localization.
  - Rhone Loire Nord (12 years, €44 million): 15% reduction in GHG.
  - Biarritz (15 years, €42 million): automated leak monitoring and leak reduction objective.
  - Les Monts du Lyonnais (12 years, €40 million).
  - Nice Côte d'Azur (6 years, €13 million): electric vehicles.
  - SIE Roannaise de l'Eau (8 years, €11 millions): odor management and quality assessment of river water.
- Technical Expertise
  - Le Havre (4 years, €19 million): automatic alerts in case of water service interruption.
  - URA Syndicat (11 years, €18 million): improvement of network output.
  - Puy-en-Velay (12 years, €13 million): ISO 14001 certification.
- Socially Responsible
  - Libourne (8 years, €23 million): lifeline rates, lifeline fund.

Waste Europe

New contracts with innovative solutions

Consistent with increasing regulatory objectives, higher recovery rates

- Energy Recovery from Waste
  - Startup of EVI (Netherlands/Germany).
  - Northumberland PFI (United Kingdom): £70 million, green energy facility.
  - Cyclamax (United Kingdom): gasification (new processing technology to burn waste and generate energy).
- Material Recovery
  - Bottle-to-bottle (France Plastics Recycling): production of PET aggregate with characteristics identical to raw materials.
  - Strengthening of partnership with Renault: dismantling of vehicles at end-of-life and recovery of metal.
  - Partnership with Nexans for the recovery of cables.
- Other Treatment Solutions
  - Remediation and rehabilitation of 3 plants (€100 million, UK and France).

Renewal of contracts with differentiated offerings

- Household Waste Collection
  - Noumea (€71 million, 7 years), Rennes (€60 million, 6 years), Intradel (€45 million, 8 years, Belgium), Montpellier (€29 million, 6 years) SMICTOM Carcassonnais (€17 million, 5 years), Malmö (€15 million, 5 + 2 years, Sweden).
- Residual Waste Disposal (Burial)
  - Vichy Val d'Allier (€68 million, 20 years).
- Incineration
  - SMETOM of Haut-Doubs (€38 million, 15 years).
- Transfer Station/Management of Waste Reception Centers
  - Grand Lyon (€13 million, 5 years), SMICTOM Saverne (€13 million, 7 years).

International

New contracts with innovative solutions

Leadership in seawater desalination by reverse osmosis

- Melbourne, a benchmark project
  - Largest desalination plant in the southern hemisphere.
  - Innovative project integrated into the natural environment and minimizing impact on the populace.
  - Renewable energy.
  - 2009 "PPP Deal of the Year" (Project Finance International award).
- Sanitation and Sludge Treatment
  - Suzhou Industrial Park (China, €300 million, 30 years).
  - Mapucho (Chile, €68 million), sludge incinerators.
  - East Providence (USA, DBO, €37 million, 10 years).
- Process and Industrial Wastewater
  - Petrobras (Brazil, €49 million), Chengdu (China, €30 million).
- Greenhouse Gas Emissions Reduction and Renewable Energy
  - Panama (WWTP, €84 million), Evreux (WWTP, €42 million).

Renewal of contracts with differentiated offerings

Wastewater Treatment: A response to drought and environmental issues

- United Water: O&M with West Basin ($270 million, 5 years)
  - Reuse of water for commercial and industrial applications and irrigation.
  - Larger project to ensure water supply for Southern California.
- Concession Contracts and Regulated Activities
  - Macao Water: renewal of concession (€500 million, 20 years).
  - New Jersey: success of the rate case for the Haworth water plant's capital investments with setup of an ionization process.
- Waste Collection and Processing Contracts
  - Brisbane (€120 million, 8 years).

Major strategic move: follow-on acquisition of Agbar

- Creation of a second European pillar in Water, based in Barcelona
  - Consolidation of position as a leader and "pure player" in the environment.
  - Sustained international expansion of SUEZ Environment and Agbar.
  - Maintenance of historic partnership with Criteria CaixaCorp.
- Reinforcement of positions in attractive Water markets in Spain, emerging markets and regulated activities
  - Potential growth in Spain with long-term contracts, infrastructure needs, water stress.
  - Major regulated activities in Chile and the United Kingdom.
- A transaction creating value, completed at an opportune time
  - Generation of operating and financial synergies.
  - Accretive to earnings per share from 2010.

FIVE-YEAR FINANCIAL SUMMARY

	2009	2008	2007	2006	2005
CAPITAL AT YEAR-END					
Share capital (in euros)	2,260,976,267	2,193,643,820	983,871,988	983,871,988	983,871,988
Number of ordinary shares issued and outstanding	2,260,976,267	2,193,643,820	983,871,988	983,871,988	983,871,988
Maximum number of shares to be issued:					
• by converting bonds	-	-	-	-	-
• by exercising stock options	36,619,478	39,167,750	-	-	-
RESULTS OF OPERATIONS FOR THE YEAR *(in millions of euros)*					
Revenues excluding VAT	24,894	25,209	20,991	20,933	17,704
Income before tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	1,184	3,254	15,429	2,814	2,542
Income tax (- = benefit)	(200)	(617)	2,813	409	554
Employee profit-sharing and incentive payments for the year	0	0	-	-	-
Income after tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	2,261	2,767	11,611	1,785	1,234
Total dividends paid (including on treasury shares in 2009)	3,287[2]	4,729[1]	1,240	1,082	669
EARNINGS PER SHARE *(in euros)*					
Income after tax and employee profit-sharing but before depreciation, amortization, provisions and transfer of concession termination amortization	0.61	1.76	12.82	2.44	2.02
Income after tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	1.00	1.26	11.80	1.81	1.25
Dividend per share	1.47[2]	2.20[1]	1.26	1.10	0.68
HEADCOUNT					
Average number of employees during the year	7,456	7,622	20,970	21,780	21,943
Total payroll	498	485	914	892	862
Total employee benefit obligations paid (social security taxes and contributions to pension plans, welfare schemes, etc.)	309	335	470	493	573

(1) The Shareholders' Meeting of May 4, 2009 approved payment of an ordinary dividend of €1.40 per share and a special non-recurring dividend of €0.80 per share, payable in cash or in stock at shareholders' discretion. The dividend paid in cash by GDF SUEZ SA in respect of 2008 totaled €3,352 million. The equivalent euro value of the share dividend was €1,377 million.

(2) Amount subject to the approval of the Shareholders' Meeting convened to approve the financial statements.

PRESENTATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

DIRECTORS ELECTED BY THE GENERAL SHAREHOLDERS' MEETING

Gérard Mestrallet

A French citizen, born on April 1, 1949 in Paris (18th district)
61 years old
Chairman and Chief Executive Officer

Jean-François Cirelli

A French citizen, born on July 9, 1958 in Chambéry (Savoie)
51 years old
Vice-Chairman, President

Albert Frère

A Belgian citizen, born on February 4, 1926 in Fontaine-L'Évêque (Belgium)
84 years old
Vice-Chairman of the Board of Directors

Edmond Alphandéry

A French citizen, born on September 2, 1943 in Avignon (Vaucluse)
65 years old
Chaiman of the Ethics, Environment and Sustainable Development Committee
Member of the Audit Committee

Jean-Louis Beffa

A French citizen, born on August 11, 1941 in Nice (Alpes-Maritimes)
68 years old
Chaiman of the Nominations Committee
Member of the Compensation Committee

Aldo Cardoso

A French citizen, born on March 7, 1956 in Tunis (Tunisia)
54 years old
Chaiman of the Audit Committee

René Carron

A French citizen, born on June 13, 1942 in Yenne (Savoie)
67 years old
Member of the Nominations Committee

Étienne Davignon

A Belgian citizen, born on October 4, 1932 in Budapest (Hungary)
77 years old
Member of the Nominations Committee
Member of the Compensation Committee

Paul Desmarais Jr.

A Canadian citizen, born on July 3, 1954 in Sudbury, Ontario (Canada)
55 years old
Member of the Nominations Committee
Member of the Compensation Committee

Jacques Lagarde

A French and US citizen, born on May 2, 1938 in Rennes (Ille-et-Vilaine)
71 years old
Chaiman of the Strategy and Investment Committee

Anne Lauvergeon

A French citizen, born on August 2, 1959 in Dijon (Côte-d'Or)
50 years old
Member of the Strategy and Investments Committee
Member of the Ethics, Environment and Sustainable Development Committee

Thierry de Rudder

A French and Belgian citizen, born on September 3, 1949 in Paris (8th district)
60 years old
Member of the Audit Committee
Member of the Strategy and Investments Committee

Lord Simon of Highbury

A British citizen, born on July 24, 1939 in London (UK)
70 years old
Chaiman of the Compensation Committee

REPRESENTATIVE DIRECTORS OF THE FRENCH STATE

Jean-Paul Bailly

A French citizen, born on November 29, 1946 in Hénin Liétard (Pas-de-Calais)
63 years old
Member of the Ethics, Environment and Sustainable Development Committee

Olivier Bourges

A French citizen, born on December 24, 1971 in Auxerre (Yonne)
43 years old

Member of the Audit Committee
Member of the Strategy and Investments Committee
Member of the Compensation Committee

Pierre-Franck Chevet

A French citizen, born on September 28, 1967 in Grenoble (Isère)
48 years old
Member of the Strategy and Investments Committee

Ramon Fernandez

A French citizen, born on June 25, 1967 in Paris (15th district)
42 years old
Member of the Nominations Committee

Pierre Graff

A French citizen, born on November 11, 1947 in Paris (15th district)
62 years old
Director

Pierre Mongin

A French citizen, born on August 9, 1954 in Marseille (8th district)
55 years old
Director

DIRECTORS REPRESENTING THE EMPLOYEES AND THE EMPLOYEES SHAREHOLDERS

Alain Beullier

A French citizen, born on March 26, 1964 in Laval (Mayenne)
46 years old

Anne-Marie Mourer

A French citizen, born on April 20, 1959 in Clermont-Ferrand (Puy-de-Dôme)
50 years old
Member of the Ethics, Environment and Sustainable Development Committee

Patrick Petitjean

A French citizen, born on August 23, 1952 in Saint-Dizier (Haute-Marne)
57 years old

Gabrielle Prunet

A French citizen, born on December 5, 1959 in Biarritz (Pyrénées-Atlantiques)
50 years old

NON-VOTING DIRECTORS

Richard Goblet d'Alviella

A Belgian citizen, born on July 6, 1948 in Brussels (Belgium)
61 years old

Philippe Lemoine

A French citizen, born on November 3, 1949 in Neuilly-sur-Seine (Hauts-de-Seine)
60 years old

FRENCH GOVERNMENT COMMISSIONER

Florence Tordjman

A French citizen, born on June 27, 1959 In Poitiers (Vienne)
50 years old

INTERNET VOTE REQUEST FORM

To be returned exclusively to your authorized financial intermediary

A Public Limited Company with a share capital of €2,260,976,267 Corporate headquarters: 16-26, rue du Docteur Lancereaux 75008 Paris France Paris
Register of Commerce: 542 107 651 RCS PARIS

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 3, 2010

The undersigned:

SURNAME: .....

FIRST NAME(S): .....

ADDRESS: .....

.....

.....

Holder of: .....registered shares

And/or: ..... bearer shares

wishes to vote by internet at this Shareholders' Meeting

Executed in: ....., on: ....., 2010

Signature

HOLDERS OF BEARER SHARES

This Internet vote request form must be sent exclusively to the authorized financial intermediary in charge of managing your shares, with the share ownership certificate request form.

Société Générale will send shareholders their user name and password directly upon receipt of their share ownership certificate.

HOLDERS OF REGISTERED SHARES

Société Générale will send shareholders their user name and password directly.

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 a share capital of €2,260,976,267
Corporate headquarters: 16-26, rue du Docteur Lancereaux
75008 Paris France
Paris Register of Commerce: 542 107 651 RCS PARIS

Addressee:

(to be sent by you to your financial institution)

.....

.....

.....

.....

Dear Sir/Madam,

With a view to the Extraordinary Shareholders' Meeting of GDF SUEZ to be held on Monday, May 3, 2010, 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 you that inform Société Générale (Service Assemblées, BP 81236, 44312 Nantes Cedex 3), by April 27, 2010, **at the latest**, that this certificate has been prepared.

Furthermore,

- I wish to attend this Shareholders' Meeting in person and therefore request an admission card;
- I do not wish to attend this Shareholders' Meeting, but nevertheless wish to participate in it and therefore request 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,

Executed in: ....., on: ....., 2010

Signature

Sender:

.....

.....

.....

.....

SHAREHOLDER DOCUMENTATION AND INFORMATION REQUEST FORM (Art. R. 225-81 of the French Commercial Code)

GDF SUEZ

A Public Limited Company with a share capital of €2,260,976,267
Corporate headquarters: 16-26, rue du Docteur Lancereaux
75008 Paris France
Paris Register of Commerce: 542 107 651 RCS PARIS

To be sent to:

Société Générale
Service Assemblées
BP 81236
44312 Nantes Cedex 3

EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 3, 2010

The undersigned:

SURNAME: .....

FIRST NAME(S): .....

ADDRESS: .....

.....

.....

hereby requests the documentation and the information relating to the Ordinary and Extraordinary Shareholders' Meeting convened on May 3 2010 as provided for by Article R. 225-83 of the French Commercial Code.

☐ By post

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

Executed in: ....., on: ....., 2010

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 Assemblées, BP 81236, 44312 Nantes Cedex 3.

GDF SUEZ

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