

Agenda

A. *ORDINARY SHAREHOLDERS' MEETING*

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

B. *EXTRAORDINARY SHAREHOLDERS' MEETING*

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