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**RECOMMENDED CASH OFFER FOR INTERNATIONAL POWER PLC ("IPR") by ELECTRABEL S.A. ("EBL"), A WHOLLY-OWNED SUBSIDIARY OF GDF SUEZ S.A. ("GDF SUEZ")**

**To be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006**

**Scheme Effective**

**29 June 2012**

Further to the announcements dated 28 June 2012, the Independent IPR Directors announce that the Court Order relating to the Scheme and associated Capital Reduction has now been delivered to, and registered by, the Registrar of Companies and accordingly the Scheme has now become effective in accordance with its terms.

It is expected that trading in IPR Shares on the London Stock Exchange's market for listed securities and the listing of IPR Shares on the Official List will be cancelled with effect from 8.00 a.m. on 2 July 2012.

The latest date for despatch of cheques in respect of cash consideration, Loan Note Certificates in respect of the consideration due under the Loan Note Alternative and for settlement of cash consideration through CREST is 13 July 2012.

Terms defined in the scheme document published by IPR on 14 May 2012 shall have the same meaning(s) when used in this announcement.

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*This announcement has been prepared for the purpose of complying with the laws of England and Wales and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

### **Non-UK Residents**

*The release, publication or distribution of this announcement and the availability of the Offer to IPR Shareholders in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable requirements.*

### **Disclosure requirements of the Takeover Code**

*Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified.*

*An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who*

*deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <http://www.thetakeoverpanel.org.uk/>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.*

### **Publication on Website**

*A copy of this announcement will be made available subject to certain restrictions relating to persons resident in certain restricted jurisdictions, free of charge, on IPR's and GDF SUEZ's websites [www.iprplc-gdfsuez.com](http://www.iprplc-gdfsuez.com) and [www.gdfsuez.com](http://www.gdfsuez.com), respectively.*