

PRESS RELEASE

Gaz de France Board of Directors

Paris, 25 February 2006 - The Board of Directors of Gaz de France today met and examined the project of a merger between Gaz de France and Suez, put forward by its Chairman & Chief Executive, Jean-Francois Cirelli.

This merger project builds on existing joint developments and is the result of talks between the two companies, begun several weeks ago. It fully corresponds to Gaz de France's strategic objectives and will accelerate its implementation.

The Board stresses the need to respect the cultures' of the two groups and the importance that the project is job creating.

The Board of Gaz de France has mandated its Chairman & Chief Executive, Jean-Francois Cirelli, to pursue the merger talks and has asked that all shall be done for the project to be completed whilst respecting the necessary consultations.

The project remains subject to approval by the relevant authorities.

This press release contains forward-looking statements based on estimates and forecasts of Gaz de France's management. Readers are informed that such statements, made as of data available today, are subject to risk and uncertainty factors. Therefore, actual results or events may differ from such forward-looking information and statements, which readers shall not consider as certain. Please note that Gaz de France disclaims any obligation to update the forward-looking information contained in this press release.

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Gaz de France is a major energy player in Europe. The leading European natural gas supplier, the Group has more than 45,000 employees, recorded net sales of €22.4 billion in 2005, and serves 13.7 million customers, including 11 million in France. Listed on the Paris Stock Exchange since July 2005, the Group joined the CAC 40 share index and the Dow Jones Stoxx 600 in September 2005.