

Certified 
on 10/4/2010 at 5:40 PM

by  Labrador on  worldreginfo.com

Final Terms dated 29 September 2010

GDF SUEZ

GDF SUEZ

Electrabel

Euro 25,000,000,000

Euro Medium Term Note Programme
for the issue of Notes

Due from one month from the date of original issue

SERIES NO: 41

TRANCHE NO: 1

GBP 700,000,000 5.00 per cent. Notes due October 2060 (the “Notes”)

Issued by: GDF SUEZ (the “Issuer”)

BARCLAYS CAPITAL

HSBC

THE ROYAL BANK OF SCOTLAND

(the “Joint Lead Managers”)

MERRILL LYNCH INTERNATIONAL

SANTANDER GLOBAL BANKING & MARKETS

(the “Co Lead Managers”)

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 4 November 2009 which received visa no. 09-0319 from the *Autorité des marchés financiers* (the “**AMF**”) on 4 November 2009 and the supplement to the Base Prospectus dated 1 September 2010 which received visa no. 10-0298 from the AMF on 1 September 2010 which together constitute a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing on the website of the AMF (www.amf-france.org) and in the case of GDF SUEZ on GDF SUEZ’s website (www.gdfsuez.com) and copies may be obtained from GDF SUEZ at 16-26, rue du Docteur Lancereaux, 75008 Paris, France.

1	(i) Issuer:	GDF SUEZ
	(ii) Guarantor:	Not Applicable
2	(i) Series Number:	41
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Pound sterling (“ GBP ”)
4	Aggregate Nominal Amount:	
	(i) Series:	GBP 700,000,000
	(ii) Tranche:	GBP 700,000,000
5	Issue Price:	97.509 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	GBP 50,000
7	(i) Issue Date:	1 October 2010
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	1 October 2060
9	Interest Basis:	5.00 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable

13	(i) Status of the Notes:	Unsubordinated
	(ii) Status of the Guarantee:	Unsubordinated
	(iii) Date of Board approval for issuance of Notes obtained:	Resolution of the Board of Director (<i>Conseil d'Administration</i>) dated 15 September 2010 and a decision of Mr Jean-François CIRELLI in his capacity as <i>Vice Président, Directeur Général Délégué</i> of the Issuer dated 22 September 2010.

14	Method of distribution:	Syndicated
-----------	-------------------------	------------

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	5.00 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	1 April and 1 October in each year, up to and including the Maturity Date, commencing on 1 April 2011
	(iii) Fixed Coupon Amount:	GBP 1,250.00 per GBP 50,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 5(a)):	Actual/Actual (ICMA)
	(vi) Determination Dates (Condition 5(a)):	1 April and 1 October in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions:	Not Applicable
17	Zero Coupon Note Provisions:	Not Applicable
18	Index-Linked Interest Note/other variable-linked interest Note Provisions:	Not Applicable
19	Dual Currency Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Call Option:	Not Applicable
21	Put Option:	Not Applicable
22	Change of Control Put Option:	Not Applicable
23	Final Redemption Amount of each Note:	GBP 50,000 per Note of GBP 50,000 Specified Denomination
24	Early Redemption Amount:	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As set out in the Conditions
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form (<i>au porteur</i>)

	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable
26	Financial Centre(s) (Condition 7(i)) or other special provisions relating to Payment Dates:	London
27	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
29	Details relating to Instalment Notes:	Not Applicable
30	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
31	Consolidation provisions:	Not Applicable
32	Masse (Condition 11):	Applicable
		The initial Representative will be: Raphael de Riberolles 33 rue Anna Jacquin 92100 Boulogne Billancourt France Email : massquote@gmail.com
		The Alternative Representative will be: Gilbert Labachotte 8, Boulevard Jourdan 75014 Paris

France

The initial Representative will initially receive a remuneration of Euro 400 per annum.

- 33 Representation of Noteholders of
Electrabel Dematerialised Notes: Not Applicable
- 34 Other final terms: Not Applicable

DISTRIBUTION

- 35 (i) If syndicated, names and
addresses of Managers and
underwriting commitments:

Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB
United Kingdom

Underwriting commitment: GBP 221,666,000

HSBC Bank plc
8 Canada Square
London E14 5HQ
United Kingdom

Underwriting commitment: GBP 221,668,000

The Royal Bank of Scotland plc
135 Bishopsgate
London EC2M 3UR
United Kingdom

Underwriting commitment: GBP 221,666,000

as "Joint Lead Managers"

Banco Santander, S.A.
Ciudad Grupo Santander
Edificio Encinar
Avenida de Cantabria
28660, Boadilla del Monte
Madrid

Spain

Underwriting commitment: GBP 17,500,000

Merrill Lynch International

2 King Edward Street

London EC1A 1HQ

United Kingdom

Underwriting commitment: GBP 17,500,000

as "Co Lead Managers"

(ii) Date of Subscription Agreement: 29 September 2010

(iii) Stabilising Manager(s) (if any): HSBC Bank plc

- 36** If non-syndicated, name and address of Dealer: Not Applicable
- 37** Additional selling restrictions: Not Applicable
- 38** United States of America: Category 2 restrictions apply to the Notes

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €25,000,000,000 Euro Medium Term Note Programme of GDF SUEZ and Electrabel

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1 Listing and Admission to Trading

- | | |
|---|---|
| (i) Listing: | Euronext Paris |
| (ii) Admission to trading: | Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 1 October 2010 |
| (iii) Estimate of total expenses related to admission to trading: | EUR 22,000.00 |
| (iv) Additional publication of Base Prospectus and Final Terms: | Not Applicable |

2 Ratings

- | | |
|----------|---|
| Ratings: | The Notes to be issued have been rated:
S & P: A (credit watch negative)
Moody's: Aa3 (under review for a possible downgrade)
A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency |
|----------|---|

3 Notification

Not Applicable

4 Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- | | |
|---------------------------------|---|
| (i) Reasons for the offer: | The net proceeds of the issue of the Notes will be used for the Issuer's general corporate purposes |
| (ii) Estimated net proceeds: | Not Applicable |
| (iii) Estimated total expenses: | Not Applicable |

6 Fixed Rate Notes only – Yield

Indication of yield: 5.205 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7 Operational Information

ISIN Code for the Notes issued by GDF SUEZ: FR0010946855

Common Code: 054510624

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and National Bank of Belgium SA/NV and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable