

FINAL TERMS

Final Terms dated 5 October 2012

GDF SUEZ

Issue of CHF 275,000,000 1.125 per cent. Notes due 9 October 2020

under the Euro 25,000,000,000
Euro Medium Term Note Programme

Issued by: GDF SUEZ (the "Issuer")

as

SERIES NO: 56

Deutsche Bank AG London Branch, acting through Deutsche Bank AG Zurich Branch

BNP Paribas (Suisse) SA

UBS AG

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 12 September 2012 which received visa no. 12-441 from the *Autorité des marchés financiers* (the "AMF") on 12 September 2012 which constitutes a base prospectus for the purposes of Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU, to the extent implemented in the Relevant Member State) (the "Prospectus Directive"), (the "Base Prospectus"). 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 and the listing prospectus dated 5 October 2012 (the "Swiss Prospectus"). 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 Swiss Prospectus. The Swiss Prospectus is available for viewing at Deutsche Bank AG Zurich Branch, Uraniastrasse 9, P.O. Box 3604, CH-8021 Zurich, Switzerland, or can be ordered by telephone (+41 44 227 3781) or fax (+41 44 227 3084).

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| 1. Issuer: | GDF SUEZ |
| 2. (i) Series Number: | 56 |
| (ii) Tranche Number: | 1 |
| 3. Specified Currency or Currencies: | Swiss Francs (CHF) |
| 4. Aggregate Nominal Amount: | |
| (i) Series: | CHF 275,000,000 |
| (ii) Tranche: | CHF 275,000,000 |
| 5. Issue Price: | 100.345 per cent. of the Aggregate Nominal Amount |
| 6. Specified Denominations: | CHF 5,000 and integral multiples thereof |
| | (The issue of Notes is made outside the |

countries where the Prospectus Directive applies and according to Swiss regulations)

7. (i) Issue Date: 9 October 2012
(ii) Interest Commencement Date: 9 October 2012
8. Maturity Date: 9 October 2020
9. Interest Basis: 1.125 per cent. Fixed Rate
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) Date Board approval for issuance of Notes obtained: Resolution of the Board of Directors (conseil d'administration) of the Issuer dated 6 December 2011 and decision of Mr. Gérard Mestrallet in his capacity as Président Directeur Général of the Issuer dated 13 September 2012.
14. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions:** Applicable.
- (i) Rate(s) of Interest: 1.125 per cent. per annum payable annually in arrears
- (ii) Interest Payment Date(s): 9 October in each year from and including 9 October 2013 to and including the Maturity Date, adjusted in accordance with the Following Business Day Convention, Business Centre Zurich
- (iii) Fixed Coupon Amount(s): CHF 56.25 per CHF 5,000 in nominal amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction (Condition 5(a)): 30/360 (following, unadjusted)
- (vi) Determination Dates (Condition 5(a)): Not Applicable
16. **Floating Rate Note Provisions:** Not Applicable
17. **Zero Coupon Note Provisions:** Not Applicable
18. **Inflation Linked Interest Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. **Call Option:** Not Applicable
20. **Make-Whole Redemption by the Issuer:** Not Applicable

21. Residual Call Option:	Not Applicable
22. Put Option:	Not Applicable
23. Change of Control Put Option:	Not Applicable
24. Final Redemption Amount of each Note:	CHF 5,000 per Note of CHF 5,000 Specified Denomination
25. 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):	CHF 5,000 per Note of CHF 5,000 Specified Denomination
(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)):	Yes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes:	<p>Materialised Notes. (Materialised Notes are only in bearer form and may only be issued outside France.</p> <p>Temporary Global Certificate exchangeable for Definitive Materialised Bearer Notes on or after 18 November 2012 (the "Exchange Date"), being 40 days after the Issue Date subject to postponement as provided in the Temporary Global Certificate.</p> <p>The Notes will be represented by a temporary global certificate without interest coupons (the "Temporary Global Certificate"), which will initially be issued and deposited with SIX SIS AG, Olten, Switzerland ("SIS") the Swiss Securities Services Corporation in Olten, Switzerland (SIX SIS AG) or any other intermediary in Switzerland recognized for such purposes by SIX Swiss Exchange Ltd (SIX SIS AG or any such other intermediary, the "Intermediary") until the printing of the definitive materialised notes (the "Definitive Materialised Notes").</p> <p>Once the Temporary Global Certificate, and, subsequently, the Definitive Materialised Notes, is</p>
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deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Notes will constitute intermediated securities (*Bucheffekten*) ("**Intermediated Securities**") in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*).

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of the Notes held in the form of Intermediated Securities, the holders of the Notes (the "**Holders**") will be the persons holding the Notes in a securities account (*Effektenkonto*) which is in their name, or in the case of intermediaries (*Verwahrungsstellen*) holding the Notes for their own account in a securities account which is in their name.

Each Holder shall have a quotal co-ownership interest (*Miteigentumsanteil*) in the Temporary Global Certificate to the extent of his claims against the Issuer, provided that for so long as the Temporary Global Certificate remains deposited with the Intermediary, the co-ownership interest shall be suspended, and for so long as the Temporary Global Certificate or the Definitive Materialised Notes remain deposited with the Intermediary, the Notes may only be transferred by the entry of the transferred Notes in a securities account of the transferee.

In accordance with the listing rules of the SIX Swiss Exchange, the Definitive Materialised Notes will be printed free of charge for the Noteholders.

Neither the Issuer nor the Holders shall at any time have the right to effect or demand the conversion of the Definitive Materialised Bearer Notes into, or the delivery of, a permanent global certificate (*Globalurkunde* for Swiss law purposes) or Dematerialised Notes (*Wertrechte* for Swiss law purposes).

The Definitive Materialised Bearer Notes (*Wertpapiere* for Swiss law purposes) shall only be individually delivered to the Holders, if the Principal Swiss Paying Agent determines, in its sole discretion, that the delivery of the Definitive Materialised Bearer Notes (*Wertpapiere* for Swiss law purposes) is necessary or useful, against cancellation of the Notes in the Holders' securities accounts. For the avoidance of doubt, in circumstances where the Principal Swiss Paying Agent decides not to deliver the Definitive Materialised Bearer Notes (*Wertpapiere* for Swiss

law purposes), the Holders shall not have any recourse to the Issuer.

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| (i) Form of Dematerialised Notes: | Not Applicable |
| (ii) Registration Agent | Not Applicable |
| (iii) Temporary Global Certificate: | Applicable |
| (iv) Applicable TEFRA exemption: | D Rules |
| 27. Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: | Zurich |
| 28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 29. Details relating to Instalment Notes: | Not Applicable |
| 30. Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 31. Purchase in accordance with Article L.213-A and D.213-1 A of the French <i>Code monétaire et financier</i> : | Not Applicable |
| 32. Consolidation provisions: | Not Applicable |
| 33. Masse (Condition 11): | Not Applicable |
| 34. Other final terms: | Payments |

Payments of principal and interest in respect of the Notes will be made, irrespective of any present or future transfer restrictions and without regard to any bilateral or multilateral payment or clearing agreement which may be applicable at the time of such payments, in freely disposable Swiss Francs without collection costs in Switzerland and without any restrictions and irrespective of nationality, domicile or residence of the holder of a Note or Coupon and without requiring any certification, affidavit or the fulfilment of any other formality.

The receipt by the Principal Swiss Paying Agent of the due and punctual payment of the funds in Swiss Francs in Zurich, in the manner provided by the Conditions and these Final Terms, shall release the Issuer from its obligation under the Notes and Coupons for the payment of interest and principal due on the respective Interest Payment Dates and on the Maturity Date to the extent of such payment.

Condition 7 of the Terms and Conditions of the Notes shall be construed accordingly.

Taxation

Condition 8 (Taxation) shall be completed, in relation to this issue of Notes, with the following:

- (v) **Agreements between the European Community and other countries or territories:** on account of any taxes, duties or governmental charges which are required to be made pursuant to any agreements between the European Community and other countries or territories providing for measures equivalent to those laid down in the European Council Directive 2003/48/EC or any law or other governmental regulation implementing or complying with, or introduced in order to conform to, such agreements, including, but not limited to, the agreement between the European Union and Switzerland of 26 October 2004 and any laws enacted by Switzerland implementing this agreement;
- (vi) **Laws enacted by Switzerland:** on account of any taxes, duties or governmental charges which are required to be made pursuant to laws enacted by Switzerland providing for the taxation of payments according to principles similar to those laid down in the draft legislation proposed by the Swiss Federal Council on 24 August 2011, in particular, the principle to have a person other than the Issuer withhold or deduct tax; or
- (vii) **Agreement between Switzerland and other countries on final withholding taxes:** on account of any taxes, duties or governmental charges which are required to be made pursuant to an agreement between Switzerland and other countries on final withholding taxes levied by Swiss paying agents in respect of persons resident in the other country on income of such person on Covered Bonds booked or deposited with a Swiss paying agent (*Abgeltungssteuer*).

Notices

Condition 16 (Notices) shall be deleted and replaced, in relation to this issue of Notes, with the following:

"All notices concerning the Notes to Noteholders will be validly given if given through Deutsche

Bank AG London Branch, acting through Deutsche Bank AG Zurich Branch, by means of electronic publication on the internet website of the SIX Swiss Exchange (www.six-swiss-exchange.com/news/official_notices/search_en.html). Notices shall be deemed to be validly given on the date of such publication."

DISTRIBUTION

- 35. (i)** If syndicated, names and addresses of Managers and underwriting commitments:
- Deutsche Bank AG London Branch, acting through Deutsche Bank AG Zurich Branch
Uraniastrasse 9
8001 Zurich
Switzerland
CHF 118,500,000
- BNP Paribas (Suisse) SA
Place de Hollande, 2
1204 Geneva
Switzerland
CHF 41,500,000
- UBS AG
Bahnhofstrasse 45
8001 Zurich
Switzerland
CHF 115,000,000
- (ii) Date of Subscription Agreement: 5 October 2012
- (iii) Stabilising Manager(s) (if any): Not Applicable
- 36.** If non-syndicated, name and address of Dealer: Not Applicable
- 37.** Total commission and concession: 1.00 per cent. of the Aggregate Nominal Amount
- 38.** Additional selling restrictions: The Notes shall not be offered to the public in the territory of any Member State of the European Economic Area which has implemented the Directive 2003/71/EC (Prospectus Directive) of the European Parliament and of the Council of 4 November 2003 as amended (by Directive 2010/73/EU).
- 39.** United States of America: Category 2 restrictions apply to the Instruments
TEFRA D Rules are applicable in accordance with usual Swiss practice.

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.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: 
.....**Gregoire de THIER**

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: SIX Swiss Exchange
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Standard for Bonds of the SIX Swiss Exchange with effect from 8 October 2012.
- (iii) Additional publication of Base Prospectus and Final Terms: Not Applicable

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- S & P: A stable
- Moody's: A1 neg
- (The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating)*
- Moody's Investors Service ("**Moody's**") and Standard & Poor's Credit Market Services Europe Limited ("**S&P**") are established in the European Union and have each applied for registration under Regulation (EC) No 1060/2009 (as amended), although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

3. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimated net proceeds: CHF 273,148,750
- (iii) Estimated total expenses: CHF 50,000

4. Fixed Rate Notes only – YIELD

- Indication of yield: Not Applicable

5. OPERATIONAL INFORMATION

- ISIN Code: CH0195288102
- Common Code: 083171804
- Any clearing system(s) other than Euroclear Bank S.A./N.V. and SIX SIS AG, Olten, Switzerland
Swiss Security Number: 19.528.810

Clearstream Banking Société
Anonyme and National Bank of
Belgium SA/NV and the relevant
identification number(s):

Delivery:

Delivery against payment

Names and addresses of
additional Paying Agent(s) (if
any):

Principal Swiss Paying Agent:
Deutsche Bank AG Zurich Branch
Uraniastrasse 9
P.O. Box 3604
8021 Zurich
Switzerland

Swiss Paying Agents:

BNP Paribas (Suisse) SA
Place de Hollande, 2
1204 Geneva
Switzerland

UBS AG
Bahnhofstrasse 45
8001 Zurich
Switzerland