

Final Terms dated 18 July 2012



GDF SUEZ

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: 55

TRANCHE NO: 1

Issue of EUR 750,000,000 2.625 per cent. Notes due 2022 (the "Notes")

Issued by GDF SUEZ (the "Issuer")

Joint Lead Managers

Banco Bilbao Vizcaya Argentaria, S.A.  
BofA Merrill Lynch  
Crédit Agricole CIB  
HSBC  
J.P. Morgan  
Mizuho Securities  
Santander Global Banking & Markets

BNP Paribas  
Citigroup  
Deutsche Bank AG, London Branch  
ING Commercial Banking  
Mitsubishi UFJ Securities  
NATIXIS  
The Royal Bank of Scotland

UniCredit Bank

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Joint Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. In particular, offers and sales of Notes in any Member State of the European Economic Area may only be made (a) to a qualified investor as defined in the Prospectus Directive, and/or, (b) if any prospective investor is not a qualified investor, to any such investor who acquires Notes for a total consideration of at least Euro 100,000. Neither the Issuer nor any Joint Lead Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Prospectus Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

## 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 9 September 2011 which received visa no. 11-406 from the *Autorité des marchés financiers* (the “AMF”) on 9 September 2011 and the supplements to the Base Prospectus dated 28 October 2011, 3 April 2012, 7 May 2012, 27 June 2012 and 5 July 2012, which respectively received visa no.11-489, visa no.12-144, visa no. 12-195, visa no.12-304 and visa no.12-322, respectively on 28 October 2011, 3 April 2012, 7 May 2012, 27 June 2012 and 5 July 2012 from the AMF, which together constitute a base prospectus for the purposes of 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. The Base Prospectus and the supplements to the Base Prospectus are available for viewing on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and of GDF SUEZ ([www.gdfsuez.com](http://www.gdfsuez.com)) and copies may be obtained from GDF SUEZ at 1, place Samuel de Champlain, 92400 Courbevoie, France.

1	Issuer:	GDF SUEZ
2	(i) Series Number:	55
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“EUR”)
4	Aggregate Nominal Amount:	
	(iii) Series:	EUR 750,000,000
	(iv) Tranche:	EUR 750,000,000
5	Issue Price:	98.997 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 1,000
7	(v) Issue Date:	20 July 2012
	(vi) Interest Commencement Date:	Issue Date
8	Maturity Date:	20 July 2022
9	Interest Basis:	2.625 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	(vii) Status of the Notes:	Unsubordinated
	(viii) Date of Board approval for issuance of Notes obtained:	Resolution of the Board of Directors ( <i>Conseil d'administration</i> ) of the Issuer dated 6 December 2011 and decision of Mr Gérard Mestrallet in his capacity as <i>Président Directeur Général</i> of the Issuer dated 10 July 2012
14	Method of distribution:	Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>15</b>	<b>Fixed Rate Note Provisions</b>	Applicable
	(ix) Rate of Interest:	2.625 per cent. per annum payable annually in arrear
	(x) Interest Payment Date(s):	20 July in each year up to and including the Maturity Date, commencing on 20 July 2013
	(xi) Fixed Coupon Amount(s):	EUR 26.25 per EUR 1,000 in nominal amount
	(xii) Broken Amount(s):	Not Applicable
	(xiii) Day Count Fraction (Condition 5(a)):	Actual/Actual (ICMA)
	(xiv) Determination Dates (Condition 5(a)):	20 July in each year
	(xv) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>17</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>18</b>	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
<b>19</b>	<b>Dual Currency Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>20</b>	<b>Call Option</b>	Not Applicable
<b>21</b>	<b>Put Option</b>	Not Applicable
<b>22</b>	<b>Change of Control Put Option</b>	Not Applicable
<b>23</b>	<b>Final Redemption Amount of each Note</b>	EUR 1,000 per Note of EUR 1,000 Specified Denomination
<b>24</b>	<b>Early Redemption Amount</b>	
	(xvi) 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
	(xvii) Redemption for taxation reasons permitted on days others	

than Interest Payment Dates (Condition 6(f)):	Yes
(xviii) 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
	(xix) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> )
	(xx) Registration Agent:	Not Applicable
	(xxi) Temporary Global Certificate:	Not Applicable
	(xxii) Applicable TEFRA exemption:	Not Applicable
26	Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates:	Not Applicable
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:
		Sarah Berdal Israel c/o Natixis 47, quai d'Austerlitz 75013 Paris France
		The alternate Representative will be:
		Marc Gueguen c/o Natixis 47, quai d'Austerlitz 75013 Paris France
		The initial Representative and the alternate

33 Other final terms: Representative will receive no remuneration.  
Not Applicable

**DISTRIBUTION**

34 (xxiii) If syndicated, names and addresses of Managers and underwriting commitments:

**Joint Lead Managers**

Banco Bilbao Vizcaya Argentaria, S.A.  
Via de los Poblados S/N  
Madrid 28033  
Spain

Underwriting commitment: EUR 50,000,000

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

Underwriting commitment: EUR 50,000,000

BNP Paribas  
10 Harewood Avenue  
London NW1 6AA  
United Kingdom

Underwriting commitment: EUR 50,000,000

Citigroup Global Markets Limited  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

Underwriting commitment: EUR 50,000,000

Crédit Agricole Corporate and Investment Bank  
9, quai du Président Paul Doumer  
92920 Paris La Défense  
France

Underwriting commitment: EUR 50,000,000

Deutsche Bank AG, London Branch  
Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom

Underwriting commitment: EUR 50,000,000

HSBC Bank plc

8 Canada Square  
London E14 5HQ  
United Kingdom

Underwriting commitment: EUR 50,000,000

ING Belgium SA/NV  
Avenue Marnix 24  
B-1000 Brussels  
Belgium

Underwriting commitment: EUR 50,000,000

J.P. Morgan Securities plc  
25 Bank Street  
Canary Wharf  
London E14 5JP  
United Kingdom

Underwriting commitment: EUR 50,000,000

Merrill Lynch International  
2 King Edward Street  
London EC1A 1HQ  
United Kingdom

Underwriting commitment: EUR 50,000,000

Mitsubishi UFJ Securities International plc  
Ropemaker Place  
25 Ropemaker Street  
London EC2Y 9AJ  
United Kingdom

Underwriting commitment: EUR 50,000,000

Mizuho International plc  
Bracken House  
One Friday Street  
London EC4M 9JA  
United Kingdom

Underwriting commitment: EUR 50,000,000

Natixis  
30, avenue Pierre Mendès France  
75013 Paris  
France

Underwriting commitment: EUR 50,000,000

The Royal Bank of Scotland plc  
135 Bishopsgate

London EC2M 3UR  
United Kingdom

Underwriting commitment: EUR 50,000,000

UniCredit Bank AG  
Arabellastrasse 12  
D-81925 Munich  
Germany

Underwriting commitment: EUR 50,000,000

	(xxiv) Date of Subscription Agreement:	18 July 2012
	(xxv) Stabilising Manager(s) (if any):	Not Applicable
35	If non-syndicated, name and address of Dealer:	Not Applicable
36	Total commission and concession:	0.30 per cent. of the Aggregate Nominal Amount
37	Additional selling restrictions:	<p><b>The selling restriction below replaces the "Public Offer Selling Restriction" under the Prospectus Directive contained in the Base Prospectus:</b></p> <p><b>"Public Offer Selling Restriction under the Prospectus Directive</b></p> <p>In relation to each Member State of the European Economic Area that has implemented the Prospectus Directive (each a <b>Relevant Member State</b>), each Joint Lead Manager has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the <b>Relevant Implementation Date</b>) it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Final Terms and the Base Prospectus as supplemented in relation thereto to the public in that Relevant Member State except that it may with effect from and including the Relevant Implementation Date, make an offer of Notes in that Relevant Member State:</p> <p>(a) at any time to any legal entity which is a qualified investor (as defined in the Prospectus Directive);</p> <p>(b) at any time, if any prospective investor is not a qualified investor, to any such investor who acquires Notes of a Series for</p>

a total consideration of at least Euro 100,000,

provided that no such offer of Notes referred to in paragraphs (a) and (b) above shall require the Issuer or any Joint Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression **an offer of Notes to the public** in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression **2010 PD Amending Directive** means Directive 2010/73/EC."

**The selling restriction below replaces the selling restriction relating to France contained in the Base Prospectus:**

**"France**

Each of the Joint Lead Managers has represented and agreed that it has not offered or sold and will not offer or sell, directly or indirectly, any Notes to the public in France and it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Base Prospectus as supplemented, these Final Terms or any other offering material relating to the Notes and such offers, sales and distributions have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties, and/or (b) qualified investors



(*investisseurs qualifiés*), as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French *Code monétaire et financier* and/or (c) if any prospective investor is not a qualified investor, to any such investor who acquires Notes of a Series for a total consideration of at least Euro 100,000."

- |    |                           |  |
|----|---------------------------|--|
| 38 | United States of America: | Category 2 restrictions apply to the Notes |
| 39 | Non-Exempt Offer:         | Not Applicable                             |

#### 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.

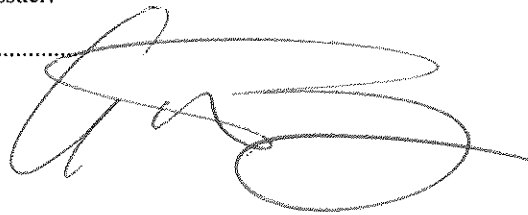
#### RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: .....

Duly authorised



**Grégoire de THIER**

## PART B – OTHER INFORMATION

### 40 RISK FACTORS

Not Applicable

### 41 LISTING AND ADMISSION TO TRADING

(xxvi) Listing: Euronext Paris

(xxvii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 20 July 2012

(xxviii) Additional publication of Base Prospectus and Final Terms: Not Applicable

### 42 RATINGS

Ratings: The Notes to be issued have been rated:

S & P: A

Moody's: A1

S&P and Moody's are established in the European Union and are registered under Regulation (EC) No 1060/2009 (as amended) (the "CRA Regulation"). Each of S&P and Moody's is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

### 43 NOTIFICATION

Not Applicable

### 44 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.

### 45 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: EUR 740,227,500

(iii) Estimated total expenses: EUR 12,000 (estimated listing fees)

### 46 YIELD

Indication of yield: 2.741 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 47 OPERATIONAL INFORMATION

ISIN Code: FR0011289230

Common Code:	080475411
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, Société Anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable