

Final Terms dated 21 March 2013

GDF SUEZ

Issue of Euro 100,000,000 Fixed Rate Notes due 25 March 2033
under the Euro 25,000,000,000
Euro Medium Term Note Programme

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 has received visa no. 12 - 0441 from the *Autorité des marchés financiers* (the “AMF”) on 12 September 2012 which constitutes a base prospectus for the purposes of the 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 the Base 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 Base Prospectus. The Base Prospectus is available for viewing on the website of the AMF (www.amf-france.org) and of GDF SUEZ (www.gdfsuez.com) and printed copies may be obtained from GDF SUEZ at 1, place Samuel de Champlain, 92400 Courbevoie, France.

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| 1. | Issuer: | GDF SUEZ |
| 2. | (i) Series Number: | 58 |
| 3. | Specified Currency or Currencies: | Euro |
| 4. | Aggregate Nominal Amount: | 100,000,000 |
| 5. | Issue Price: | 98.773 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denominations: | 100,000 |
| 7. | (i) Issue Date: | 25 March 2013 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 25 March 2033 |
| 9. | Interest Basis: | 3.375 per cent. Fixed Rate
(further particulars specified below) |
| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Notes: | Unsubordinated |
| | (ii) Date of Board approval for issuance of Notes obtained: | 5 December 2012 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 3.375 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | 25 March in each year |
| | (iii) Fixed Coupon Amount: | 3,375 per 100,000 in nominal amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |

	(vi) Determination Dates:	25 March in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable
17.	Inflation Linked Interest Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Call Option	Not Applicable
19.	Make-Whole Redemption by the Issuer	Not Applicable
20.	Residual Call Option	Not Applicable
21.	Put Option	Not Applicable
22.	Change of Control Put Option	Not Applicable
23.	Final Redemption Amount of each Note	100,000 per Note
24.	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(h)), for illegality (Condition 6(k)) or on event of default (Condition 9):	100,000
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(h)):	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: (i) Form of Dematerialised Notes: (ii) Registration Agent (iii) Temporary Global Certificate: (iv) Applicable TEFRA exemption:	Dematerialised Notes Bearer dematerialised form (<i>au porteur</i>) Not Applicable Not Applicable Not Applicable
26.	Financial Centre(s) (Condition 7(h)):	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 Instalment Notes:	Not Applicable
29.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
30.	Purchase in accordance with Article L.213-1 A and D.213-1 A of the French <i>Code monétaire et financier</i> :	Not Applicable
31.	Consolidation provisions:	Not Applicable
32.	Masse (Condition 11):	Full <i>Masse</i>
		Name and address of the Representative: Massquote S.A.S.U (RCS 529 065 880 Nanterre), 33 rue Anna Jacquin, 92100 Boulogne Billancourt, France, represented by its Chairman
		Name and address of the alternate Representative: Mr Gilbert Labochotte, 8 boulevard Jourdan, 75014 Paris, France
		The Representative will receive a remuneration of Euro 400 per annum, excluding VAT

RESPONSIBILITY

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

Signed on behalf of GDF Suez:

By:
Duly authorised



Gregoire de THIER

PART B – OTHER INFORMATION

1. (i) Listing and admission to trading Not Applicable

(ii) Estimate of total expenses related to admission to trading: Not Applicable

2. RATINGS

Ratings: The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally:

S & P: A negative watch

Moody's: A1 negative outlook

Standard & Poor's and Moody's are established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended).

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

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.

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

Not Applicable

5. YIELD

Indication of yield: 3.461 per cent.

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

6. HISTORIC INTEREST RATES

Not Applicable

7. PERFORMANCE OF INDEX AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

8. OPERATIONAL INFORMATION

ISIN Code: FR0011450964

Common Code: 090687077

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 free of payment

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

9. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated:

(A) Names of Managers: Not Applicable

(B) Stabilising Manager(s) if any: Not Applicable

(iii) If non-syndicated, name and address of Dealer: Merrill Lynch International, 2 King Edward Street, London EC1A 1HQ, United Kingdom

(iv) US Selling Restrictions(Categories of potential investors to which the Notes are offered): Reg. S Compliance Category 2 applies to the Notes; TEFRA not applicable