

Final Terms dated 16 April 2013



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: 60

TRANCHE NO: 1

**USD 50,000,000 3.75 per cent. Notes due 18 April 2033 (the “Notes”)**  
Issued by: GDF SUEZ (the “Issuer”)

**HSBC Bank plc**  
(the “Lead Manager”)

## 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. 12-441 from the *Autorité des marchés financiers* (the “AMF”) on 12 September 2012 and the supplement to it dated 4 April 2013 which has received visa no. 13-123 from the AMF on 4 April 2013 which together constitute 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](http://www.amf-france.org)) and of GDF SUEZ ([www.gdfsuez.com](http://www.gdfsuez.com)) and printed copies may be obtained from GDF SUEZ at 1, place Samuel de Champlain, 92400 Courbevoie, France.

1.	Issuer:	GDF SUEZ
2.	(i) Series Number:	60
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	United States Dollars (“USD”)
4.	Aggregate Nominal Amount:	
	(i) Series:	USD 50,000,000
	(ii) Tranche:	USD 50,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	USD 200,000
7.	(i) Issue Date:	18 April 2013
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	18 April 2033, subject to adjustment in accordance with the Modified Following Business Day Convention
9.	Interest Basis:	3.75 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:	Resolution of the Board of Directors ( <i>Conseil d'Administration</i> ) of the Issuer dated 5 December 2012; and decision of Gérard Mestrallet in his capacity as CEO ( <i>Président-Directeur Général</i> ) of the Issuer dated 8 April 2013

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

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	3.75 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	18 April in each year, subject to adjustment in accordance with the Modified Following Business Day Convention, for which purpose the Business Days shall be TARGET, London and New York
	(iii) Fixed Coupon Amount(s):	USD 7,500 per USD 200,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	18 April
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable
17.	<b>Inflation Linked Interest Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

18.	<b>Call Option</b>	Not Applicable
19.	<b>Make-Whole Redemption by the Issuer</b>	Not Applicable
20.	<b>Residual Call Option</b>	Not Applicable
21.	<b>Put Option</b>	Not Applicable
22.	<b>Change of Control Put Option</b>	Not Applicable
23.	<b>Final Redemption Amount of each Note</b>	USD 200,000 per Note of USD 200,000 Specified Denomination
24.	<b>Early Redemption Amount</b>	
	(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):	As set out in the Conditions

- |   |                |
|---|----------------|
| (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:  | 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(h)):   | New York, London and TARGET                      |
| 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> :    | Applicable                                       |
| 31. | Consolidation provisions:   | Not Applicable                                   |
| 32. | Masse (Condition 11):   | Contractual <i>Masse</i> shall apply             |

The initial Representative shall be:  
 MASSQUOTE S.A.S.U.  
 RCS 529 065 880 Nanterre  
 33, rue Anna Jacquin  
 92100 Boulogne Billancourt  
 France  
 Represented by its Chairman

The alternate Representative shall be:  
 Gilbert Labachotte  
 8 Boulevard Jourdan  
 75014 Paris

The Representative will be entitled to a

(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: HSBC Bank plc  
8 Canada Square  
London E14 5HQ  
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



remuneration of €400 (VAT excluded) per year.

**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. LISTING

(i) Listing and admission to trading Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.

(ii) Estimate of total expenses related to admission to trading: EUR 9,400

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated “A” on creditwatch with negative implications by S & P.

Standard & Poor’s Ratings Services is 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. Fixed Rate Notes only – YIELD

Indication of yield: 3.75 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

### 5. OPERATIONAL INFORMATION

ISIN Code: FR0011469006

Common Code: 091829304

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

### 6.. 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: HSBC Bank plc  
8 Canada Square  
London E14 5HQ  
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