

**Final Terms dated 11 March 2015**



**GDF SUEZ**

Issue of EUR 750,000,000 1.00 per cent. Notes due 2026

(the “Notes”)

under the Euro 25,000,000,000

**Euro Medium Term Note Programme**

BNP Paribas

HSBC

(the “Global Coordinators”)

Barclays

BofA Merrill Lynch

Crédit Agricole CIB

Banco Bilbao Vizcaya Argentaria, S.A.

Deutsche Bank

ING Bank N.V. Belgian Branch

KBC Bank NV

Lloyds Bank

MUFG

Mizuho Securities

NATIXIS

Société Générale Corporate & Investment Banking

(together with the Global Coordinators, the “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 2 October 2014 which has received visa no. 14-534 from the *Autorité des marchés financiers* (the “**AMF**”) on 2 October 2014 and the supplement to it dated 3 March 2015 which has received visa no. 15-073 from the AMF on 3 March 2015 which together constitute a base prospectus for the purposes of the Directive 2003/71/EC as amended (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 as supplemented by the supplement. The Base Prospectus and the supplement 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 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: 66  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro (“**EUR**”)
4. Aggregate Nominal Amount:  
(i) Series: EUR 750,000,000  
(ii) Tranche: EUR 750,000,000
5. Issue Price: 99.236 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: EUR 100,000
7. (i) Issue Date: 13 March 2015  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 13 March 2026
9. Interest Basis: 1.00 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: Make-whole Redemption by the Issuer  
Issuer Residual Call  
(further particulars specified below)

13. (i) Status of the Notes: Unsubordinated
- (ii) Date of Board approval for issuance of Notes obtained: Resolution of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 10 December 2014 and decision of Mr Gérard Mestrallet in his capacity as *Président Directeur Général* of the Issuer dated 7 March 2015

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

- 14. Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 1.00 per cent. *per annum* payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 13 March in each year up to and including the Maturity Date, commencing on 13 March 2016
- (iii) Fixed Coupon Amount: EUR 1,000 per EUR 100,000 in nominal amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 13 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** Applicable
- (i) Notice period: As per Conditions
- (ii) Reference Rate: German Government Bund DBR 0.50 per cent. due February 2025

|            |                                                                                                                                                                                                     |                                                               |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
|            | (iii) Redemption Margin:                                                                                                                                                                            | 0.10 per cent.                                                |
|            | (iv) Party, if any,<br>responsible for calculating<br>the principal and/or<br>interest due (if not the<br>Calculation Agent):                                                                       | Not Applicable                                                |
| <b>20.</b> | <b>Residual Call Option</b>                                                                                                                                                                         | Applicable                                                    |
|            | (i) Call Option Date:                                                                                                                                                                               | 13 December 2025                                              |
|            | (ii) Notice period:                                                                                                                                                                                 | As per Conditions                                             |
| <b>21.</b> | <b>Put Option</b>                                                                                                                                                                                   | Not Applicable                                                |
| <b>22.</b> | <b>Change of Control Put<br/>Option</b>                                                                                                                                                             | Not Applicable                                                |
| <b>23.</b> | <b>Final Redemption<br/>Amount of each Note</b>                                                                                                                                                     | EUR 100,000 per Note of EUR 100,000 Specified<br>Denomination |
| <b>24.</b> | <b>Early Redemption<br/>Amount</b>                                                                                                                                                                  |                                                               |
|            | (i) Early Redemption<br>Amount(s) of each Note<br>payable on redemption for<br>taxation reasons<br>(Condition 6(h)), for<br>illegality (Condition 6(k))<br>or on event of default<br>(Condition 9): | As per Conditions                                             |
|            | (ii) Redemption for<br>taxation reasons permitted<br>on days others than<br>Interest Payment Dates<br>(Condition 6(h)):                                                                             | Yes                                                           |
|            | (iii) Unmatured Coupons<br>to become void upon early<br>redemption (Materialised<br>Bearer Notes only)<br>(Condition 7(f)):                                                                         | Not Applicable                                                |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|            |                |                      |
|------------|----------------|----------------------|
| <b>25.</b> | 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                                   |
| <b>26.</b> Financial Centre(s) (Condition 7(h)):                                                                             | Not Applicable                                   |
| <b>27.</b> Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No                                               |
| <b>28.</b> Details relating to Instalment Notes:                                                                             | Not Applicable                                   |
| <b>29.</b> Redenomination, renominatisation and reconventioning provisions:                                                  | Not Applicable                                   |
| <b>30.</b> Consolidation provisions:                                                                                         | Not Applicable                                   |
| <b>31.</b> Masse (Condition 11):                                                                                             | Contractual <i>Masse</i>                         |

Name and address of the Representative:  
 MASSQUOTE S.A.S.U  
 RCS 529 065 880 Nanterre  
 7bis rue de Neuilly  
 F-92110 Clichy  
 Mailing address:  
 33, rue Anna Jacquin  
 92100 Boulogne Billiancourt  
 France  
 Represented by its Chairman

Name and address of the alternate Representative:  
 Alternate Representative  
 Gilbert Labachotte  
 8 Boulevard Jourdan  
 75014 Paris

The Representative will receive a remuneration of EUR 450 (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



G. de THIER

le 11/03/2015

## PART B – OTHER INFORMATION

1. **(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 13 March 2015.  
**(ii) Estimate of total expenses related to admission to trading:** EUR 7,600
2. **RATINGS**  
Ratings: The Notes to be issued are expected to be rated:  
  
S & P: A  
  
Moody's: A1  
  
Each of S&P and Moody's 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**  
  
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**  
  
(i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus.  
  
(ii) Estimated net proceeds: EUR 742,395,000  
  
(iii) Estimated total expenses: EUR 12,600
5. **YIELD**  
  
Indication of yield: 1.074 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.
6. **OPERATIONAL INFORMATION**  
  
ISIN: FR0012602761  
  
Common Code: 120189026  
  
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

## 7. DISTRIBUTION

(i) Method of  
distribution:

Syndicated

(ii) If syndicated:

(A) Names of Managers:

BNP Paribas  
HSBC Bank plc

Barclays Bank PLC  
Crédit Agricole Corporate and Investment Bank  
Merrill Lynch International

Banco Bilboa Vizcaya Argentaria, S.A.  
Deutsche Bank AG, London Branch  
ING Bank N.V. Belgian Branch  
KBC Bank NV  
Lloyds Bank plc  
Mitsubishi UFJ Securities International plc  
Mizuho International plc  
NATIXIS  
Société Générale

(B) Stabilising  
Manager(s) if any:

BNP Paribas

(iii) If non-syndicated,  
name and address of  
Dealer:

Not Applicable

(iv) US Selling  
Restriction (Categories of  
potential investors to which  
the Notes are offered):

Reg. S Compliance Category 2 applies to the Notes;  
TEFRA not applicable