

Final Terms dated 17 April 2013



GDF SUEZ

Issue of NOK500,000,000 4.02 per cent. Notes due 22 April 2024
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. 12-441 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) 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.

1. Issuer: GDF SUEZ
2. (i) Series Number: 61
(ii) Tranche Number: 1
- Specified Currency or Currencies: Norwegian Krone ("NOK")
- Aggregate Nominal Amount:
 - (i) Series: NOK500,000,000
 - (ii) Tranche: NOK500,000,000
5. Issue Price: 100.00 per cent, of the Aggregate Nominal Amount
6. Specified Denominations: NOK1,000,000
7. (i) Issue Date: 22 April 2013
(ii) Interest Issue Date
Commencement Date:
8. Maturity Date: 22 April 2024
9. Interest Basis: 4.02 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: Resolution of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 5 December 2012

of Notes obtained:

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	4.02 per cent, per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	22 April in each year from and including 22 April 2014 to and including 22 April 2024
	(iii) Fixed Coupon Amount(s):	NOK 40,200 per NOK 1,000,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
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	NOK1,000,000 per Note of NOK1,000,000 Specified Denomination
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):	NOK1,000,000 per Note of NOK1,000,000 Specified Denomination
	(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	Bearer dematerialised form (<i>au porteur</i>)

	Notes:	
	(ii) Registration Agent	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable
26.	Financial Centre(s) (Condition 7(h)):	TARGET and Oslo
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

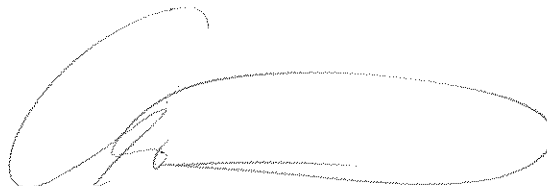
The initial Representative shall be:
Amaury Gosse
Citigroup Global Markets Limited
Citigroup Centre
Canada Square
Canary Wharf
London
E14 5LB

The initial Representative will receive no remuneration

RESPONSIBILITY

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

Signed on behalf of GDF Suez:

A handwritten signature in black ink, appearing to read 'G. de Thier', enclosed within a large, loopy oval shape.

By:
Duly authorised

Gregoire de THIER

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 22 April 2013
(ii) Estimate of total expenses related to admission to trading: EUR 5.350
2. RATINGS
Ratings: The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally :
S&P : "A" under creditwatch with negative implications,
Moody's : A1 with negative outlook

Standard & Poor's and Moody's are established in the European Union and registered under Regulation (EC) N° 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 Prospectus*
(ii) Estimated net proceeds: NOK500,000,000

(iii) Estimated total expenses: EUR 5.350 (estimated listing fees)
5. **Fixed Rate Notes only - YIELD**
Indication of yield: 4.02 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 Code: FR0011470822
Common Code: 091818809
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
7. 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: | Citigroup Global Markets Limited
Citigroup Centre
Canada Square
Canary Wharf
London
E14 5LB |
| (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 |