



A French *société anonyme* with a capital of €2,191,532,680
Registered office: 16-26 rue du Docteur Lancereaux, 75008 Paris
Registered with the Paris Trade and Companies
Registry under number 542 107 651
SIRET number 542 107 651 12867

NOTICE OF MEETING

Extraordinary General Meeting of Shareholders

Wednesday, December 17, 2008, at 2:30 p.m.,

at Grande Arche, Parvis de la Défense, 92044 Paris - La Défense (France)

Notice is hereby given that an Extraordinary General Meeting of Shareholders is convened on Wednesday, December 17, 2008, at 2:30 p.m., at the Grande Arche, Parvis de la Défense, 92044 Paris – La Défense.

The following is a free translation of the French language document which is provided for information purposes only, and is of no binding or other legal effect.

Only the original French language document shall govern with respect to the matters described herein.

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AGENDA

- Board of Directors' report;
- Demerger auditors' reports;
- Partial contribution of assets (*apport partiel d'actifs*) by GDF SUEZ to GDF INVESTISSEMENTS 31 consisting of all assets, rights and obligations relating to the liquid natural gas (LNG) terminal business operated in France by GDF SUEZ:

Review and approval of the agreement for the partial contribution of assets, approval of the valuation and consideration of said contribution, allocation of the contribution premium, delegation of powers to the Board of Directors to record the fulfillment of the conditions precedent and the completion of the contribution;

- Partial contribution of assets by GDF SUEZ to GDF INVESTISSEMENTS 37 consisting of all assets, rights and obligations relating to the underground natural gas storage business operated in France by GDF SUEZ:

Review and approval of the agreement for the partial contribution of assets, approval of the valuation and consideration of said contribution, allocation of the contribution premium, delegation of powers to the Board of Directors to record the fulfillment of the conditions precedent and the completion of the contribution;

- Amendment of the by-laws:
 - Article 16 regarding the election of a Vice-Chairman or several Vice-Chairmen of the Board of Directors,
 - Articles 13.1 and 13.3 1) and 2) regarding the method for appointing the Director representing shareholder employees and the voting system for the election of Directors representing employees on the Board of Directors;
- Powers for carrying out the required legal formalities.

HOW TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

RULES FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING

All shareholders, regardless of the number of shares they hold, may participate in the Shareholders' Meeting in person, on condition that they can prove their status as a shareholder. Shareholders must provide proof of ownership of their shares, at least three working days before the Shareholders' Meeting, i.e., by midnight (Paris time) on December 11, 2008, in accordance with article R. 225-85 of the French Commercial Code. Ownership shall be evidenced as follows:

- for holders of **registered shares**: by registering their shares in the Company's registers as of such date;
- for holders of **bearer shares**: by entry, in the name of the shareholder (or of the intermediary acting on their behalf if they are domiciled outside France), in the register of bearer shares held by the financial intermediary who manages the share account at least three working days before the Shareholders' Meeting. The entry of the shares in the share registers must be certified by a **share ownership certificate**

issued by the authorized financial intermediary. This share ownership certificate must be attached to the proxy or postal voting form, or to the entry card request form, sent, via the authorized intermediary, to the authorized representative of GDFSUEZ, namely :

Société Générale
Service Assemblées
BP 81236
44312 Nantes Cedex 3

HOW TO EXERCISE A VOTING RIGHT

Shareholders can vote in two ways:

- **by attending** the Shareholders' Meeting **in person**;
- **by using a proxy or postal voting form**, by which it is possible to select one of the following three options:
 - grant a proxy to the Chairman of the Shareholders' Meeting,
 - vote by post,
 - grant a proxy to a third party (spouse or other GDF SUEZ shareholder attending the Shareholders' Meeting).

1) For holders of **registered shares**

Should the shareholder decide to use the form enclosed with this Notice of Meeting, it must be completed and sent to the following authorized GDF SUEZ representative:

Société Générale
Service Assemblées
BP 81236
44312 Nantes Cedex 3

It is essential that Société Générale receive shareholders' instructions by the following dates:

- for shareholders voting by post: three calendar days before the Shareholders' Meeting (December 13, 2008);
- for shareholders voting by proxy: three working days before the Shareholders' Meeting (December 11, 2008).

Shareholders wishing to attend the Shareholders' Meeting in person are strongly advised to send their entry card request by December 12, 2008 at the latest.

2) For holders of **bearer shares**

The shareholders must, in all cases, return the proxy or postal voting form, or entry card request form, to their authorized intermediary. The authorized intermediary will send its instructions to Société Générale on an ongoing basis along with a certificate confirming registration of the shares three working days before the Shareholders' Meeting.

N.b.: if you sell your shares after your instructions are sent (and up to three working days before the Shareholders' Meeting), your authorized intermediary will bring the sale to the attention of Société Générale, who will cancel your instructions (vote, entry card request, proxy) without any action required on your part.

I WILL BE ATTENDING THE GENERAL MEETING

If you hold registered shares, Société Générale will send you an entry card, upon receipt of your request by December 12, 2008 at the latest.

If you hold bearer shares, your authorized intermediary will send your entry card request (along with a share registration certificate three working days before the General Meeting) to Société Générale. The entry card will be drawn up and mailed to you by Société Générale.

In the event that you have not received the requested entry card three days before the Shareholders' Meeting, we invite you to contact Société Générale's entry card call center, from Monday to Friday, between 8:30 a.m. and 6:00 p.m., on 0825 315 315 (calls cost €0.125 per minute from France).

To facilitate proceedings at the Shareholders' Meeting, we recommend that you arrive, if you have your entry card, from 1:30 p.m. onwards to sign the attendance sheet.

I WILL NOT BE ATTENDING THE GENERAL MEETING

1. You elect to grant a proxy to the Chairman of the General Meeting: Please refer to the enclosed form (page 6).

2. You elect to vote by post:

- If you hold registered shares, you must send your voting form directly to Société Générale;
- if you hold bearer shares, Société Générale must receive your voting form from your authorized financial intermediary at least **three calendar days (December 13, 2008)** prior to the date of the General Meeting. A share ownership certificate issued by said intermediary must be enclosed with the voting form.

Please refer to the enclosed form (page 6) and closely follow the instructions.

It should be noted that:

- in the event of joint shareholders, only one party is required to attend the General Meeting, said party being considered as the owner on the whole of the shares;
- shareholders having elected to vote by post no longer have the right to attend or be represented at the General Meeting.

3. You elect to grant a proxy to your spouse or another shareholder attending the General Meeting:

Please refer to the enclosed form (page 6).

- If you hold registered shares, you must send your proxy voting form directly to Société Générale;
- if you hold bearer shares and you elect to grant a proxy to the Chairman of the Meeting, your spouse or another shareholder, you must send your proxy to your authorized financial intermediary, who will send it, along with a share ownership certificate, to Société Générale **at least three working days prior to the General Meeting, i.e. by December 11, 2008 at midnight (Paris time) at the latest.**

HOW TO COMPLETE THE POSTAL VOTING FORM OR THE PROXY

You elect to vote by post (2) :
tick here and follow the instructions.

**You elect to grant a proxy to the Chairman
of the Shareholders' Meeting (1) :**
tick here.

**You elect to grant a proxy to a
designated person (3),**
who will be present at the Shareholders' Meeting:
tick here and give the person's contact details.

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side.

QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM

A. ☐ Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

B. ☐ J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

GDF SUEZ

Société anonyme au capital de 2 191 532 680 euros
Siège social : 16-26 rue du Docteur Lancereaux - 75008 Paris
S42 107 651 RCS PARIS
Siret 542 107 651 12867

ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE
Convoquée le 17 décembre 2008 à 14 heures 30
A la Grande Arche, Parvis de la Défense
92044 PARIS LA DEFENSE (FRANCE)

EXTRAORDINARY GENERAL MEETING
Convened on December 17, 2008 at 2:30 p.m.
At "Grande Arche", Parvis de la Défense
92044 PARIS LA DEFENSE (FRANCE)

CADRE RESERVE / For Company's use only

Identifiant / Account

Nombre d'actions / Number of shares

Nombre de voix / Number of voting rights :

Nominatif / Registered

Porteur / Bearer

VS / single vote

VD / double vote

2 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso renvoi (3) - See reverse (3)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote against or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noirissant comme ceci ■ la case correspondante à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

1 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
dater et signer au bas du formulaire, sans rien remplir
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING
date and sign the bottom of the form without completing it
cf. au verso renvoi (2) - See reverse (2)

3 JE DONNE POUVOIR A : (soit le conjoint, soit un autre actionnaire - cf. renvoi (2) au verso) **pour me représenter à l'assemblée**
/ I HEREBY APPOINT (you may give your PROXY either to your spouse or to another shareholder - see reverse (2)) **to represent me at the above mentioned meeting.**
M, M^{me} ou M^{lle} / Mr, M^{rs} or Miss
Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement enregistrées par votre teneur de comptes.
Caution : If you're voting on bearer securities, the present instructions will only be valid if they are directly registered with your custodian bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso renvoi (1) - See reverse (1)

1 ☐ 2 ☐ 3 ☐ 4 ☐ 5 ☐

A ☐ Oui/Yes ☐ Non/No ☐ Abst/Abs F ☐ Oui/Yes ☐ Non/No ☐ Abst/Abs

B ☐ C ☐ D ☐ E ☐

G ☐ H ☐ J ☐ K ☐

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting.

- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the meeting to vote on my behalf. ☐

- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote against). ☐

- Je donne procuration (cf. au verso renvoi 2) à M, M^{me} ou M^{lle} pour voter en mon nom / I appoint (see reverse (2)) M, M^{rs} or Miss to vote on my behalf ☐

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest

à la BANQUE / to the Bank 13/12/2008
à la SOCIÉTÉ / to the Company 13/12/2008

Date & Signature

Irrespective of your choice,
date and sign here.

Please write your contact details
here, or if these details are already
provided, ensure that they are correct.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING SHAREHOLDERS OF DECEMBER 17, 2008

To the Shareholders,

We have called this Extraordinary General Meeting of Shareholders in order to submit for your approval the proposed partial contribution of assets of the liquid natural gas (LNG) terminal and storage businesses operated in France by GDF SUEZ, as well as certain amendments to the Company's by-laws.

In accordance with the last paragraph of Article L. 225-105 of the French Commercial Code (*Code de commerce*), the central works' council's opinion dated September 23, 2008 regarding the proposed partial contribution of assets was made available to you together with the other documents to be made available for consultation by shareholders prior to an Extraordinary General Meeting of Shareholders.

I. PROPOSED PARTIAL CONTRIBUTION OF ASSETS RELATING TO THE LNG TERMINAL BUSINESS (FIRST RESOLUTION)

On October 23, 2008, GDF SUEZ and GDF INVESTISSEMENTS 31 entered into an agreement for the partial contribution of assets relating to the LNG terminal business operated in France by GDF SUEZ following a Meeting of the Company's Board of Directors held on October 22, 2008. During this Meeting, the Board of Directors approved the proposed contribution and authorized the Chairman and Chief Executive Officer as well as the Vice-Chairman and President and Mr Yves Colliou, Deputy Managing Director in charge of the Infrastructure Branch, acting jointly or separately, to enter into and sign said agreement.

The agreement was filed with the Clerk of the Paris Commercial Court under number 95 512 on October 23, 2008.

The operation consists of spinning off the LNG terminal business operated in France by GDF SUEZ, through a partial contribution of assets by GDF SUEZ to its existing wholly-owned subsidiary GDF INVESTISSEMENTS 31 (99.85%).

GDF INVESTISSEMENTS 31 is a *société anonyme* with a capital of €40,000, whose registered office is located at 23, rue Philibert Delorme, 75017 Paris, registered with the Paris Trade and Companies Registry under number 451 438 782. It was set up at the end of 2003 and has not performed any business to date.

REASONS FOR AND PURPOSES OF THE CONTRIBUTION

The purpose of the contribution is to satisfy the commitments made at the time of the merger between Gaz de France and SUEZ, and to ensure a rational and independent operation of the LNG

terminal business operated in France by GDF SUEZ directly or through its subsidiary Société du Terminal Méthanier de Fos-Cavaou ("STMFC").

CONTRIBUTED BUSINESS

This partial contribution of assets relates to all assets, rights and obligations comprising the complete and independent business line of GDF SUEZ involving the building, financing, research, planning, development and operation of LNG terminals in France and the sale of access to third parties of these facilities, comprising

the Fos-Tonkin and Montoir-de-Bretagne LNG terminals and their extensions in progress or in planning, and the operation and maintenance agreement for the Fos-Cavaou LNG terminal, as well as the related agreements between GDF SUEZ and STMFC.

LEGAL REGIME

In accordance with Article L. 236-22 of the French Commercial Code, GDF SUEZ and GDF INVESTISSEMENTS 31 have jointly resolved to subject this contribution to the legal regime applicable

to demergers, referred to by the provisions of Articles L. 236-16 to L. 236-21 of said Code.

VALUATION METHOD

Pursuant to CRC Regulation 2004-01 of May 4, 2004 and to the extent that it is a pure restructuring internal to the contributing company, GDF SUEZ, which holds 99,85% of the share capital of the beneficiary company, GDF INVESTISSEMENTS 31, the net book value at December 31, 2007 was used as the contribution value of the assets transferred and liabilities assumed:

	€
Assets contributed	161,660,702
Liabilities assumed	47,566,102
Total net assets contributed	114,094,600

EFFECTIVE DATES

The final completion date of the contribution is set at December 31, 2008 and it will take retroactive effect on January 1, 2008 for tax and accounting purposes.

CONSIDERATION

In consideration for the net contribution, valued at €114,094,600 in the financial statements of GDF SUEZ, GDF SUEZ will be awarded 1,140,946 new GDF INVESTISSEMENTS 31 shares, with a par value of €10 each, fully paid up, to be issued by the latter as a share capital increase.

The difference between the net value of the assets and rights contributed by GDF SUEZ, (€114,094,600) and the par value of the shares created through the aforementioned capital increase (€11,409,460) will represent a contribution premium of €102,685,140, which will be recorded as a liability in GDF INVESTISSEMENTS 31's balance sheet in favor of existing and future shareholders.

NO RECOURSE

Subject to mandatory legal provisions, GDF INVESTISSEMENTS 31 shall take over the assets, rights and obligations constituting the business in the condition in which they are found on the

completion date, without the right to thereby take any recourse against GDF SUEZ or claim any indemnification whatsoever for any reason whatsoever.

ASSUMPTION OF LIABILITIES

GDF INVESTISSEMENTS 31 shall generally be subrogated purely and simply in all the various rights, actions, obligations and commitments relating to the contributions. In this regard, it shall specifically and, in compliance with the provisions of Article L. 236-20 of the French Commercial Code, be debtor to the contributing company's creditors, instead of and in lieu of the contributing company, and the subrogation shall involve no novation or substitution with regard to those creditors, and the two companies shall not be jointly and severally liable.

The contributing company's and the beneficiary company's creditors whose receivables pre-date the disclosure of the contribution plan may oppose it within thirty (30) days from the latest disclosure of said plan. Under current law and regulations, opposition brought by a creditor shall not have the effect of preventing the pursuit of the contribution transactions.

CONDITIONS PRECEDENT

The contribution and GDF INVESTISSEMENTS 31's capital increase resulting therefrom shall not become final unless the following conditions are fulfilled:

- approval of this contribution by the Extraordinary Shareholders' Meeting of GDF SUEZ;
- approval of this contribution by the Extraordinary Shareholders' Meeting of GDF INVESTISSEMENTS 31, resolving to increase the capital and make the corresponding amendments to the by-laws;
- obtaining the Prefecture orders from the refectores concurred authorizing the change of operator in favor of the beneficiary company for the Fos-Tonkin, Fos-Cavaou, and Montoir-de-Bretagne LNG terminals relative to facilities classified

for environmental protection purposes and subject to authorization;

- approval by the Port Autonome of Marseille and by the Port Autonome of Nantes Saint-Nazaire or by the Grands Ports Maritimes which shall substitute for them, of the transfer to GDF INVESTISSEMENTS 31 of the agreements for the occupation of public domain relative to the Fos-Tonkin and to the Montoir-de-Bretagne LNG terminals, respectively.

In the event that these conditions precedent are not fulfilled before midnight on December 31, 2008, the provisions of the contribution agreement between GDF SUEZ and GDF INVESTISSEMENTS 31 shall be considered null and void, without indemnification of either party.

TAX REGIME

This contribution, which includes all the items constituting a complete and independent business line within the meaning of Article 210 B of the French General Tax Code (*Code général des*

impôts), is placed under the special regime applicable to mergers as provided in Article 210 A of said Code.

OBLIGATIONS OF THE PARTIES

The beneficiary company shall carry out all formalities that may be necessary in order to effect the transfer to it of the assets and rights included in this contribution, and to make said contribution enforceable against third parties.

As from the completion date, the contributing company shall, upon first request and at the expense of the beneficiary company, provide the beneficiary company with any support, signatures and proof that may be necessary to transfer the assets included in this contribution, and to carry out all necessary formalities.

We propose that, by adopting the **first resolution**, you approve all provisions of the agreement for the partial contribution of assets entered into between GDF SUEZ and GDF INVESTISSEMENTS 31, as described above, as well as the valuation of the contributions, and that you grant full powers to the Board of Directors to record the fulfillment of the conditions precedent stipulated in the agreement, and in general, to carry out all the necessary formalities for the completion of the contribution.

II. PROPOSED PARTIAL CONTRIBUTION OF ASSETS RELATING TO THE STORAGE BUSINESS (SECOND RESOLUTION)

On October 23, 2008, GDF SUEZ and GDF INVESTISSEMENTS 37 entered into an agreement for the partial contribution of assets relating to the underground natural gas storage business operated in France by GDF SUEZ following a meeting of the Company's Board of Directors held on October 22, 2008. During this meeting, the Board of Directors approved the proposed contribution and authorized the Chairman Chief Executive Officer as well as the Vice-Chairman and President and Mr Yves Colliou, Deputy Managing Director in charge of the Infrastructure Branch, acting jointly or separately, to enter into and sign said agreement.

The agreement was filed with the Clerk of the Paris Commercial Court under number 95 514 on October 23, 2008.

The operation consists of spinning off the business constituted by the operation and sale of underground natural gas storage sites in France performed by GDF SUEZ to its existing wholly-owned subsidiary GDF INVESTISSEMENTS 37 (99.85%).

GDF INVESTISSEMENTS 37, is a *société anonyme* with a capital of €40,000, whose registered office is located at 23, rue Philibert Delorme, 75017 Paris, registered with the Paris Trade and Companies Registry under number 487 650 632. It was set up at the end of 2005 and has not carried on any business to date.

REASONS FOR AND PURPOSES OF THE CONTRIBUTION

The reason for the contribution is to ensure a rational and independent operation of the storage business currently held by GDF SUEZ. The purpose of the contribution is to ensure transfer of the complete and independent GDF SUEZ business line involving

underground natural gas storage in France and extensions thereof in progress or in planning, and of the sale of third-party access to these facilities.

CONTRIBUTED BUSINESS

This partial contribution of assets relates to all assets, rights and obligations comprising the complete and independent business line of GDF SUEZ involving the building, research, planning,

development and operation of underground natural gas storage sites in France and extensions thereof in progress or in planning, and of the sale of third-party access to these facilities.

LEGAL REGIME

In accordance with Article L. 236-22 of the French Commercial Code, GDF SUEZ and GDF INVESTISSEMENTS 37 have jointly resolved to subject this contribution to the legal regime applicable

to demergers, referred to by the provisions of Articles L. 236-16 to L. 236-21 of said Code.

VALUATION METHOD

Pursuant to CRC Regulation 2004-01 of May 4, 2004 and to the extent that it is a pure restructuring internal to the contributing company, GDF SUEZ, which holds 99,85% of the share capital of the beneficiary company, GDF INVESTISSEMENTS 37, the net book value at December 31, 2007 was used as contribution value of the assets transferred and liabilities assumed:

	€
Assets contributed	2,094,534,084
Liabilities assumed	190,923,884
Total net assets contributed	1,903,610,200

EFFECTIVE DATES

The final completion date of the contribution is set at December 31, 2008 and it will take retroactive effect on January 1, 2008 for tax and accounting purposes.

CONSIDERATION

In consideration for the net contribution, valued at €1,903,610,200 in the financial statements of GDF SUEZ, GDF SUEZ will be awarded 19,036,102 new GDF INVESTISSEMENTS 37 shares, with a par value of €10 each, fully paid up, to be issued by the latter as a share capital increase.

The difference between the net value of the assets and rights contributed by GDF SUEZ, (€1,903,610,200) and the par value of the shares created through the aforementioned capital increase (€190,361,020) will represent a contribution premium of €1,713,249,180, which will be recorded as a liability in GDF INVESTISSEMENTS 37's balance sheet in favor of existing and future shareholders.

NO RECOURSE

Subject to mandatory legal provisions, GDF INVESTISSEMENTS 37 shall take over the assets, rights and obligations constituting the business in the condition in which they are found on the

completion date, without the right to thereby take any recourse against GDF SUEZ or claim any indemnification whatsoever for any reason whatsoever.

ASSUMPTION OF LIABILITIES

GDF INVESTISSEMENTS 37 shall generally be subrogated purely and simply in all the various rights, actions, obligations and commitments relating to the contributions. In this regard, it shall specifically and, in compliance with the provisions of Article L. 236-20 of the French Commercial Code, be debtor to the contributing company's creditors, instead of and in lieu of the contributing company, and the subrogation shall involve no novation or substitution with regard to those creditors, and the two companies shall not be jointly and severally liable.

The contributing company's and the beneficiary company's creditors whose receivables pre-date the disclosure of the contribution plan may oppose it within thirty (30) days from the latest disclosure of said plan. Under current law and regulations, opposition brought by a creditor shall not have the effect of preventing the pursuit of the contribution transactions.

CONDITIONS PRECEDENT

The contribution and GDF INVESTISSEMENTS 37's capital increase resulting therefrom shall not become final unless the following conditions are fulfilled:

- approval of this contribution by the Extraordinary Shareholders' Meeting of GDF SUEZ;
- approval of this contribution by the Extraordinary Shareholders' Meeting of GDF INVESTISSEMENTS 37, resolving to increase the capital and make the corresponding amendments to the by-laws;
- non-opposition by the Secretary of State in charge of Mines, at the end of the period stipulated in Article 43-4° of

Decree 2006-648 of June 2, 2006 relating to mining titles and to underground storage titles;

- obtaining an order from the prefecture authorizing the change of operator, pursuant to legislation relating to facilities classified for environmental protection purposes, for the Chémery site.

In the event that these conditions precedent are not fulfilled before midnight on December 31, 2008, the provisions of the contribution agreement between GDF SUEZ and GDF INVESTISSEMENTS 37 shall be considered null and void, without indemnification of either party.

TAX REGIME

This contribution, which includes all the items constituting a complete and independent business line within the meaning of Article 210 B of the General Tax Code, is placed under the special

regime applicable to mergers as provided in Article 210 A of said Code. Consequently, the contribution shall not be submitted to taxation.

OBLIGATIONS OF THE PARTIES

The beneficiary company shall carry out all formalities that may be necessary in order to effect the transfer to it of the assets and rights included in this contribution, and to make said contribution enforceable against third parties.

As from the completion date, the contributing company shall, upon first request and at the expense of the beneficiary company, provide the beneficiary company with any support, signatures and proof that may be necessary to transfer the assets included in this contribution, and to carry out all necessary formalities.

We propose that, by adopting the **second resolution**, you approve all provisions of the agreement for the partial contribution of assets entered into between GDF SUEZ and GDF INVESTISSEMENTS 37, as described above, as well as the valuation of the contributions, and that you grant full powers to the Board of Directors to record the fulfillment of the conditions precedent stipulated in the agreement, and in general to carry out the necessary formalities for the completion of the contribution.

*
* *

The reports produced by Dominique Ledouble (of the firm Ledouble) and Vincent Baillot (of ABPR Ile-de-France), the demerger auditors appointed by order of the Presiding Judge of the Paris Commercial Court on July 10, 2008, provide you with their opinion on the valuation and the terms and conditions of the two contributions described above.

III. PROPOSED AMENDMENTS TO THE BY-LAWS (THIRD AND FOURTH RESOLUTIONS)

AMENDMENT OF ARTICLE 16 OF THE BY-LAWS (CHAIRMAN AND VICE-CHAIRMAN)

The **third resolution** relates to the proposed amendment of Article 16 of the by-laws, which would allow the Board of Directors to elect **a Vice-Chairman or several Vice-Chairmen**. It is proposed to amend Article 16 as follows:

"Article 16 – Chairman and Vice-Chairmen of the Board of Directors

The Board of Directors shall elect a Chairman and a Vice-Chairman or several Vice-Chairmen from among its members. Their term of office shall not exceed that of their term of office as Director. Their appointments may be renewed in the same manner in which they were initially appointed.

Whatever the term for which appointed, the term of office of the Chairman shall expire at the latest at the close of the Ordinary

Shareholders' Meeting called to approve the accounts for the preceding financial year and held during the year in which the Chairman reaches the age of 65.

Meetings of the Board of Directors shall be chaired by the Chairman, or in the latter's absence by the Vice-Chairman or one of the Vice-Chairmen or, failing that, by a Director chosen by the Board of Directors at the beginning of the meeting.

The Chairman of the Board of Directors shall represent the Board of Directors, organize and manage its work and report on it to the General Shareholders' Meeting. The Chairman shall ensure the correct functioning of Company board of directors, and in particular shall ensure that the Directors are able to carry out their duties."

AMENDMENT OF PARAGRAPH 4 OF ARTICLE 13.1 AND ARTICLE 13.3 1) AND 2) OF THE BY-LAWS (COMPOSITION OF THE BOARD OF DIRECTORS)

The purpose of the **fourth resolution** is (i) to specify that the Director representing shareholder-employees is elected by the Ordinary Shareholders' Meeting and (ii) to simplify the voting system for the election of Directors representing employees on the Board of Directors, by allowing voting by internet.

Article 8-1 of Law 86-912 of August 6, 1986 on privatization procedures provides that the Director representing shareholder-employees on the Board of Directors must be appointed "at the first Ordinary Shareholders' Meeting" following the transfer of the Company to the private sector.

The purpose of the proposed amendment to paragraph 4 of Article 13.1, and of Article 13.3 2) of the by-laws is to specify that the Shareholders' Meeting called to appoint the Director representing shareholder-employees on the Board of Directors is an **Ordinary** Shareholders' Meeting, in accordance with said Law.

The purpose of the amendment of Article 13.3 1) is to extend the voting system for the election of Directors representing employees on the Board of Directors in order to include **voting by internet**, given the number of employees concerned and in light of technical and regulatory changes.

These articles would be amended as follows:

"Article 13

Composition of the Board of Directors

13.1 Until the close of the Ordinary Shareholders' Meeting called in 2010 to approve the accounts for financial year 2009, the Company shall be administered by a Board of Directors made up of not more than 24 members, including:

- the representatives of the French State appointed in accordance with the amended Article 2 of the decree-law dated October 30, 1935; and
- three Directors representing the employees of the Company and those of its subsidiaries, direct or indirect (defined in accordance with the law), whose registered office is located on French territory (including one Director elected by the employees of the engineers, executives and equivalents category), and a Director representing the shareholder-employees, appointed respectively as laid down by Articles L. 225-27 et seq. and L. 225-23, the third paragraph of Article L. 225-25 and the fourth paragraph of Article L. 225-106 of the French Commercial Code.

The Directors representing employees must be appointed within a period of six months of the transfer to the private sector of the majority of the share capital; as the terms of office of the Directors elected by the employees pursuant to the provisions of the law dated July 26, 1983 shall terminate on the date of transfer to the private sector, the Board of Directors shall in the meantime not include any Directors representing the employees. The Director representing the shareholder-employees shall be appointed at the first Ordinary Shareholders' Meeting after the transfer to the private sector of the majority of the share capital.

(The rest of the article remains unchanged.)"

13.3 The representatives of the employees and the representative of the shareholder-employees shall be appointed respectively (i) in accordance with the provisions of Articles L. 225-28 and L. 225-23 of the French Commercial Code and (ii) in accordance with the provisions of this article.

- 1)** Directors elected by the employees of the Company and those of its subsidiaries, direct or indirect, whose headquarters are situated on French territory

The election procedure for each position of Director representing members of personnel is as provided for by the applicable laws and regulations.

In particular:

- for the Director elected by employees of the engineers, executives and equivalents category, the election shall be by two-round majority vote;
- for the Directors elected by the other employees category, the election shall be from a list of candidates using the largest remainder proportional representation system, without vote-splitting.

The electors and those eligible are the employees of the Company and those of its subsidiaries, direct or indirect (defined in accordance with the law), with headquarters located on French territory, who meet the conditions provided by law.

Each candidacy for the directorship representing the engineers, executives and equivalents category must include not only the name of the candidate but also a possible replacement. The winner of the election shall be the candidate who obtains an absolute majority of the votes in the first round, or a relative majority in the second round.

Each list of candidates for the directorships representing the other employees category must have twice as many candidates as there are directorships to be filled.

In the case of a tie, the candidates validly employed for the longest period of time shall be declared to have been elected.

The members of the Board of Directors elected by the employees following the transfer of the majority of the share capital to the private sector shall take office at the first meeting of the Board of Directors to be held after the announcement of the definitive results of the first election. Subsequent members shall take office on expiry of the terms of office of the outgoing members.

Subject to the provisions of Article 13.1 concerning the election of the first Directors representing the employees following the transfer to the private sector of the majority of the share capital, the elections shall be organized by the Company within a period of six months prior to the normal end of the term of office of the outgoing board members representing the employees.

For each election, the Board of Directors shall set the voting date so as to comply with the following periods.

The periods to be observed for each stage of the election are as follows:

- *the election date must be published at least eight weeks prior to the date of the vote;*
- *voter registers must be published at least six weeks prior to the date of the vote;*
- *candidacies must be registered at least five weeks prior to the date of the vote;*
- *lists of candidates must be published at least four weeks prior to the date of the vote;*
- *the documents necessary for voting by mail must be sent at least three weeks prior to the date of the vote.*

Candidacies other than those proposed by one or more of the trade union organizations must be accompanied by a document bearing the names and signatures of one hundred electors.

Voting shall be by mail or by internet, according to the terms and conditions announced after consultation with the trade union organizations.

The polling stations shall be responsible for the correct counting of the votes; the number of polling stations and the electoral areas covered by them shall be set by the Board of Directors. Each polling station shall be made up of three members who are electors, appointed by the general management, with the eldest of them acting as president.

The votes shall be counted in each polling station immediately after the closing of the vote; a report of the results shall be drawn up at the end of the counting operations by the president of the polling station.

The report of the results shall be sent immediately to the headquarters of the Company where there shall be a station for centralizing the results, in order to draw up the summary report and declare the results.

The voting terms and conditions not provided by the provisions of the applicable laws or regulations or by these by-laws shall be specified by the general management after consulting the trade union organizations within the Company.

In the event that the position of Director elected by the employees becomes vacant, the vacant directorship shall be filled in accordance with Article L. 225-34 of the French Commercial Code.

The terms of office of the Directors elected by the employees in accordance with this Article 13.3 shall come to an end either upon declaration of the results of the election that the Company is required to hold under the conditions set forth above, or in the case of the termination of the Director's contract of employment, or in the case of a removal from office pursuant to the conditions provided by the applicable laws or regulations, or in the case of Directors appointed by the General Shareholders' Meeting, for other reasons provided by law.

2) Director representing the shareholder-employees

The representative of the shareholder-employees shall be elected by the Ordinary Shareholders' Meeting from among the shareholder-employees or from among those employees who are members of the supervisory board of a corporate mutual fund holding shares in the Company.

This Director shall be elected by the Ordinary Shareholders' Meeting upon motion by (i) the shareholder-employees of the Company or of the associated companies or groups within the meaning of Article L. 225-180 of the French Commercial Code with respect to Company savings plans, (ii) employees or former employees holding units in the mutual fund, and (iii) the shareholder-employees during the period of non-transferability for legal or taxation reasons, under the mandatory profit sharing scheme as provided by in Article L. 3324-10 of the French Labor Code.

The candidates for the position of Director representing the shareholder-employees shall be appointed in accordance with the applicable legal provisions, and in particular under the following conditions:

- a) *when the employees hold shares through the intermediary of a mutual fund, and when the voting rights attached to these shares are exercised by the members of the supervisory boards of these funds, two candidates shall be nominated from among the members of these boards.*

If there is more than one mutual fund, the Board of Directors shall be empowered to group together the supervisory boards of the mutual funds holding the investments of the shareholder-employees in France on the one hand, and

on the other, the supervisory boards of the mutual funds holding the investments of the employees abroad. In such a case, each grouping of funds can appoint not more than two candidates;

- b) when the employees (i) hold the shares through the intermediary of a mutual fund and when the voting rights attached to these shares are exercised directly by the shareholder-employees who hold units in these funds, or (ii) when the employees hold the shares directly, the candidates shall be appointed by a vote among the shareholder-employees, according to conditions defined below. Consultation of the employees may take place by any technical means that ensures the reliability of the vote, including electronic voting or voting by post. Each shareholder-employee shall have a number of votes equal to the number of shares held by them, either directly or indirectly through units in a corporate mutual fund in which voting rights are exercised individually.

Only candidates who have obtained more than 5% of the votes cast in the consultation of the shareholder-employees may be presented for election by the General Shareholders' Meeting. In the event that no candidate reaches the threshold of 5%, the two candidates who have obtained the largest number of votes shall be presented for election by the Ordinary Shareholders' Meeting.

For the purposes of application of paragraph 2) a) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall consult the supervisory boards of the mutual funds with a view to appointing one or more candidates.

For the purposes of application of paragraph 2) b) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall announce the rules for consulting the shareholder-employees who exercise their voting rights directly, with a view to appointing their candidate(s).

Those members of personnel of the Company or of affiliated companies or groups within the meaning of Article L. 225-180 of the French Commercial Code and who meet the conditions provided by law shall be eligible.

The rules for the appointment of candidates not defined by the law or by these by-laws shall be determined by the general management.

The Chairman of the Board of Directors shall draw up a list of all candidates validly appointed under the terms of a) and b) above. The number of candidates on this list must be at least double the number of directorships to be filled.

The Ordinary Shareholders' Meeting shall vote on all the candidates validly represented, and the candidate who obtains the most votes shall be appointed as Director representing the shareholder-employees.

(The rest of the article remains unchanged.)"

IV. POWERS FOR CARRYING OUT THE REQUIRED LEGAL FORMALITIES (FIFTH RESOLUTION)

Lastly, you will be asked to adopt the **fifth resolution**, authorizing the Board of Directors to carry out, where necessary, all requested legal formalities.

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* *
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We hope that you approve the various proposals set out in this report and that you will adopt the corresponding resolutions.

The Board of Directors

1st RESOLUTION

PARTIAL CONTRIBUTION OF ASSETS BY GDF SUEZ TO GDF INVESTISSEMENTS 31 CONSISTING OF ALL ASSETS, RIGHTS AND OBLIGATIONS RELATING TO THE LNG TERMINAL BUSINESS OPERATED IN FRANCE BY GDF SUEZ: REVIEW AND APPROVAL OF THE AGREEMENT FOR THE PARTIAL CONTRIBUTION OF ASSETS, APPROVAL OF THE VALUATION AND CONSIDERATION OF SAID CONTRIBUTION, ALLOCATION OF THE CONTRIBUTION PREMIUM, DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO RECORD THE FULFILLMENT OF THE CONDITIONS PRECEDENT AND THE COMPLETION OF THE CONTRIBUTION

Having considered:

- the opinion of the central works' council dated September 23, 2008;
- the Board of Directors' report drawn up in accordance with Articles L. 236-9 paragraph 4 and R. 236-5 paragraph 1 of the French Commercial Code (*Code de commerce*);
- the reports produced by Dominique Ledouble (of the firm Ledouble) and Vincent Baillot (of ABPR Ile-de-France), the demerger auditors appointed by order of the Presiding Judge of the Paris Commercial Court on July 10, 2008, on the terms and conditions of the partial contribution of assets and on the value of the contributions in kind;
- the agreement for the partial contribution of assets drawn up by private instrument on October 23, 2008 between GDF SUEZ (hereinafter "GDF SUEZ" or the "Contributing Company") and GDF INVESTISSEMENTS 31 – a French société anonyme with capital of €40,000, whose registered office is located at 23, rue Philibert Delorme – 75017 Paris, registered with the Paris Trade and Companies Registry under number 451 438 782 (hereinafter "GDF INVESTISSEMENTS 31" or the "Beneficiary Company");
- the annual financial statements and the management reports for the last three financial years approved by the respective Shareholders' Meetings of GDF SUEZ and GDF INVESTISSEMENTS 31; and
- the financial statements of GDF SUEZ and GDF INVESTISSEMENTS 31 as at August 31, 2008, prepared using the same methods and presentation as those used for the most recent annual financial statements, in accordance with Article R. 236-3 4° of the French Commercial Code;

the Extraordinary Shareholders' Meeting

1. approves:

- all provisions of the agreement for the partial contribution of assets, pursuant to which GDF SUEZ contributes to GDF INVESTISSEMENTS 31, under the French legal regime applicable to demergers and subject to the fulfillment of the conditions precedent stipulated in Chapter IV of said agreement, all assets, rights and obligations relating to the complete and independent LNG terminal business line operated in France by GDF SUEZ, as defined in such agreement,

- the valuation, based on their net book value, of the assets contributed, amounting to €161,660,702, and the assumed liabilities, amounting to €47,566,102, giving net contributed assets of €114,094,600, on the basis of the GDF SUEZ financial statements as at December 31, 2007,
- the grant, to GDF SUEZ, in consideration of the contributions made, of 1,140,946 new GDF INVESTISSEMENTS 31 shares with a par value of €10 each, created by the Beneficiary Company as a share capital increase. The difference between the net value of the assets and rights contributed by GDF SUEZ, (€114,094,600) and the par value of the shares created through the aforementioned capital increase (€11,409,460) will represent a contribution premium of €102,685,140, which will be recorded as a liability in the Beneficiary Company's balance sheet in favor of existing and future shareholders,
- December 31, 2008, at midnight, as the completion date of the partial contribution of assets, and
- January 1, 2008 as the date of retroactive effect of the partial contribution of assets for accounting and tax purposes so that the gains or losses of all transactions performed by GDF SUEZ between January 1, 2008 and the completion date of the partial contribution of assets will accrue to GDF INVESTISSEMENTS 31 and will be deemed to have been carried out by GDF INVESTISSEMENTS 31 since January 1, 2008;

2. grants, as a consequence of the above, full powers to the Board of Directors, with powers of delegation, to:

- record the fulfillment of the conditions precedent stipulated in Chapter IV of the agreement for the partial contribution of assets entered into between GDF SUEZ and GDF INVESTISSEMENTS 31, and, in particular, the approval of said contribution by the Extraordinary Shareholders' Meeting of GDF INVESTISSEMENTS 31,
- record the issue of 1,140,946 new, fully paid up shares, which will be created by GDF INVESTISSEMENTS 31 in consideration of said contribution and granted to GDF SUEZ upon completion thereof,
- if necessary, restate the terms and conditions of the contribution, prepare all confirmatory or supplementary acts in connection with the agreement for the partial contribution of assets, carry out all recording, communication and other

formalities that may be necessary to the completion of the contribution by GDF SUEZ to GDF INVESTISSEMENTS 31,

- and, in general, carry out all the necessary formalities relating to the adoption of this resolution, in particular any actions required for the completion of the contribution by GDF SUEZ to GDF INVESTISSEMENTS 31.

2nd RESOLUTION

PARTIAL CONTRIBUTION OF ASSETS BY GDF SUEZ TO GDF INVESTISSEMENTS 37 CONSISTING OF ALL ASSETS, RIGHTS AND OBLIGATIONS RELATING TO THE UNDERGROUND NATURAL GAS STORAGE BUSINESS OPERATED IN FRANCE BY GDF SUEZ: REVIEW AND APPROVAL OF THE AGREEMENT FOR THE PARTIAL CONTRIBUTION OF ASSETS, APPROVAL OF THE VALUATION AND CONSIDERATION OF SAID CONTRIBUTION, ALLOCATION OF THE CONTRIBUTION PREMIUM, DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO RECORD THE FULFILLMENT OF THE CONDITIONS PRECEDENT AND THE COMPLETION OF THE CONTRIBUTION

Having considered:

- the opinion of the central works' council dated September 23, 2008;
- the Board of Directors' report drawn up in accordance with Articles L. 236-9 paragraph 4 and R. 236-5 paragraph 1 of the French Commercial Code;
- the reports produced by Dominique Ledouble (of the firm Ledouble) and Vincent Baillot (of ABPR Ile-de-France), the demerger auditors appointed by order of the Presiding Judge of the Paris Commercial Court on July 10, 2008, on the terms and conditions of the partial contribution of assets and on the value of the contributions in kind;
- the agreement for the partial contribution of assets drawn up by private instrument on October 23, 2008 between GDF SUEZ (hereinafter "GDF SUEZ" or the "Contributing Company") and GDF INVESTISSEMENTS 37 – a French société anonyme with capital of €40,000, whose registered office is located at 23, rue Philibert Delorme – 75017 Paris, registered with the Paris Trade and Companies Registry under number 487 650 632 (hereinafter "GDF INVESTISSEMENTS 37" or the "Beneficiary Company");
- the annual financial statements and the management reports for the last three financial years approved by the respective Shareholders' Meetings of GDF SUEZ and GDF INVESTISSEMENTS 37; and
- the financial statements of GDF SUEZ and GDF INVESTISSEMENTS 37 as at August 31, 2008, prepared using the same methods and presentation as the most recent annual financial statements, in accordance with Article R. 236-3 4° of the French Commercial Code;

the Extraordinary Shareholders' Meeting

1. approves:
 - all provisions of the agreement for the partial contribution of assets, pursuant to which GDF SUEZ contributes to GDF INVESTISSEMENTS 37, under the French legal regime applicable to partial contribution of assets and subject to the fulfillment of the conditions precedent stipulated in Chapter IV of said agreement, all assets, rights and obligations relating to the complete and independent business line constituted by the operation and sale of underground natural gas storage sites in France, performed by GDF SUEZ, as defined in said agreement,
 - the valuation, based on their net book value, of the assets contributed, amounting to €2,094,534,084, and the assumed liabilities, amounting to €190,923,884, giving net contributed assets of €1,903,610,200, on the basis of the GDF SUEZ financial statements as at December 31, 2007,
 - the grant, to GDF SUEZ, in consideration of the contributions made, of 19,036,102 new GDF INVESTISSEMENTS 37 shares with a par value of €10 each, created by the Beneficiary Company as a share capital increase. The difference between the net value of the assets and rights contributed by GDF SUEZ, (€1,903,610,200) and the par value of the shares created through the aforementioned capital increase (€190,361,020) will represent a contribution premium of €1,713,249,180, which will be recorded as a liability in the Beneficiary Company's balance sheet in favor of existing and future shareholders,
 - December 31, 2008, at midnight, as the completion date of the partial contribution of assets, and
 - January 1, 2008 as the date of retroactive effect of the partial contribution of assets for accounting and tax

purposes so that the gains or losses of all transactions performed by GDF SUEZ between January 1, 2008 and the completion date of the partial contribution of assets will accrue to GDF INVESTISSEMENTS 37 and will be deemed to have been carried out by GDF INVESTISSEMENTS 37 since January 1, 2008;

2. grants, as a consequence of the above, full powers to the Board of Directors, with powers of delegation, to:
 - record the fulfillment of the conditions precedent stipulated in Section IV of the agreement for the partial contribution of assets entered into between GDF SUEZ and GDF INVESTISSEMENTS 37, and, in particular, the approval of said contribution by the Extraordinary Shareholders' Meeting of GDF INVESTISSEMENTS 37,

- record the issue of 19,036,102 new, fully paid up shares, which will be created by GDF INVESTISSEMENTS 37 in consideration of said contribution and granted to GDF SUEZ upon completion thereof,
- if necessary, restate the terms and conditions of the contribution, prepare all confirmatory or supplementary acts in connection with the agreement for the partial contribution of assets, carry out all recording, communication and other formalities that may be necessary to the completion of the contribution by GDF SUEZ to GDF INVESTISSEMENTS 37,
- and, in general, carry out all the necessary formalities relating to the adoption of this resolution, in particular any actions required for the completion of the contribution by GDF SUEZ to GDF INVESTISSEMENTS 37.

3rd RESOLUTION

AMENDMENT OF ARTICLE 16 OF THE BY-LAWS REGARDING THE ELECTION OF A VICE-CHAIRMAN OR VICE-CHAIRMEN OF THE BOARD OF DIRECTORS

Having considered the Board of Directors' report, the Extraordinary Shareholders' Meeting resolves to reword Article 16 of the by-laws, as follows:

"Article 16 – Chairman and Vice-Chairmen of the Board of Directors

The Board of Directors shall elect a Chairman and a Vice-Chairman or several Vice-Chairmen from among its members. Their term of office shall not exceed that of their term of office as Director. Their appointments may be renewed in the same manner in which they were initially appointed.

Whatever the term for which appointed, the term of office of the Chairman shall expire at the latest at the close of the Ordinary Shareholders' Meeting called to approve the accounts for the

preceding financial year and held during the year in which the Chairman reaches the age of 65.

Meetings of the Board of Directors shall be chaired by the Chairman, or in the latter's absence by the Vice-Chairman or one of the Vice-Chairmen or, failing that, by a Director chosen by the Board of Directors at the beginning of the meeting.

The Chairman of the Board of Directors shall represent the Board of Directors, organize and manage its work and report on it to the General Shareholders' Meeting. The Chairman shall ensure the correct functioning of Company board of directors, and in particular shall ensure that the Directors are able to carry out their duties."

4th RESOLUTION

AMENDMENT OF ARTICLES 13.1 AND 13.3 1) AND 2) OF THE BY-LAWS REGARDING THE METHOD FOR APPOINTING THE DIRECTOR REPRESENTING SHAREHOLDER-EMPLOYEES AND THE VOTING SYSTEM FOR THE ELECTION OF DIRECTORS REPRESENTING EMPLOYEES ON THE BOARD OF DIRECTORS

Having considered the Board of Directors' report, the Extraordinary Shareholders' Meeting resolves to amend Article 13.1 and Article 13.3 1) and 2) of the by-laws as follows:

"Article 13

Composition of the Board of Directors

13.1 Until the close of the Ordinary Shareholders' Meeting called in 2010 to approve the accounts for financial year 2009, the Company shall be administered by a Board of Directors made up of not more than 24 members, including:

- the representatives of the French State appointed in accordance with the amended Article 2 of the decree-law dated October 30, 1935; and
- three Directors representing the employees of the Company and those of its subsidiaries, direct or indirect (defined in accordance with the law), whose registered office is located on French territory (including one Director elected by the employees of the engineers, executives and equivalents category), and a Director representing the shareholder-employees, appointed respectively as laid down by Articles L. 225-27 et seq. and L. 225-23, the third paragraph of Article L. 225-25 and the fourth paragraph of Article L. 225-106 of the French Commercial Code.

The Directors representing employees must be appointed within a period of six months of the transfer to the private sector of the majority of the share capital; as the terms of office of the Directors elected by the employees pursuant to the provisions of the law dated July 26, 1983, shall terminate on the date of transfer to the private sector, the Board of Directors shall in the meantime not include any Directors representing the employees. The Director representing the shareholder-employees shall be appointed at the first Ordinary Shareholders' Meeting after the transfer to the private sector of the majority of the share capital.

(The rest of the article remains unchanged.)

13.3 The representatives of the employees and the representative of the shareholder-employees shall be appointed respectively (i) in accordance with the provisions of Articles L. 225-28 and L. 225-23 of the French Commercial Code and (ii) in accordance with the provisions of this article.

1. Directors elected by the employees of the Company and those of its subsidiaries, direct or indirect, whose headquarters are situated on French territory

The election procedure for each position of Director representing members of personnel is as provided for by the applicable laws and regulations.

In particular:

- for the Director elected by employees of the engineers, executives and equivalents category, the election shall be by two-round majority vote;
- for the Directors elected by the other employees category, the election shall be from a list of candidates using the largest remainder proportional representation system, without vote-splitting.

The electors and those eligible are the employees of the Company and those of its subsidiaries, direct or indirect (defined in accordance with the law), with headquarters located on French territory, who meet the conditions provided by law.

Each candidacy for the directorship representing the engineers, executives and equivalents category must include not only the name of the candidate but also a possible replacement. The winner of the election shall be the candidate who obtains an absolute majority of the votes in the first round, or a relative majority in the second round.

Each list of candidates for the directorships representing the other employees category must have twice as many candidates as there are directorships to be filled.

In the case of a tie, the candidates validly employed for the longest period of time shall be declared to have been elected.

The members of the Board of Directors elected by the employees following the transfer of the majority of the share capital to the private sector shall take office at the first meeting of the Board of Directors to be held after the announcement of the definitive results of the first election. Subsequent members shall take office on expiry of the terms of office of the outgoing members.

Subject to the provisions of Article 13.1 concerning the election of the first Directors representing the employees following the transfer to the private sector of the majority of the share capital, the elections shall be organized by the Company within a period of six months prior to the normal end of the term of office of the outgoing board members representing the employees.

For each election, the Board of Directors shall set the voting date so as to comply with the following periods.

The periods to be observed for each stage of the election are as follows:

- the election date must be published at least eight weeks prior to the date of the vote;
- voter registers must be published at least six weeks prior to the date of the vote;
- candidacies must be registered at least five weeks prior to the date of the vote;
- lists of candidates must be published at least four weeks prior to the date of the vote;
- the documents necessary for voting by mail must be sent at least three weeks prior to the date of the vote.

Candidacies other than those proposed by one or more of the trade union organizations must be accompanied by a document bearing the names and signatures of one hundred electors.

Voting shall be by mail or by internet, according to the terms and conditions announced after consultation with the trade union organizations.

The polling stations shall be responsible for the correct counting of the votes; the number of polling stations and the electoral areas covered by them shall be set by the Board of Directors. Each polling station shall be made up of three members who are electors, appointed by the general management, with the eldest of them acting as president.

The votes shall be counted in each polling station immediately after the closing of the vote; a report of the results shall be drawn up at the end of the counting operations by the president of the polling station.

The report of the results shall be sent immediately to the headquarters of the Company where there shall be a station for centralizing the results, in order to draw up the summary report and declare the results.

The voting terms and conditions not provided by the provisions of the applicable laws or regulations or by these by-laws shall be specified by the general management after consulting the trade union organizations within the Company.

In the event that the position of Director elected by the employees becomes vacant, the vacant directorship shall be filled in accordance with Article L. 225-34 of the French Commercial Code.

The terms of office of the Directors elected by the employees in accordance with this Article 13.3 shall come to an end either upon declaration of the results of the election that the Company is required to hold under the conditions set forth above, or in the case of the termination of the Director's contract of employment, or in the case of a removal from office pursuant to the conditions provided by the applicable laws or regulations, or in the case of Directors appointed by the General Shareholders' Meeting, for other reasons provided by law.

2. Director representing the shareholder-employees

The representative of the shareholder-employees shall be elected by the Ordinary Shareholders' Meeting from among the shareholder-employees or from among those employees who are members of the supervisory board of a corporate mutual fund holding shares in the Company.

This Director shall be elected by the Ordinary Shareholders' Meeting upon motion by (i) the shareholder-employees of the Company or of the associated companies or groups within the meaning of Article L. 225-180 of the French Commercial Code with respect to Company savings plans, (ii) employees or former employees holding units in the mutual fund, and (iii) the shareholder-employees during the period of non-transferability for legal or taxation reasons, under the mandatory profit sharing scheme as provided in Article L. 3324-10 of the French Labor Code.

The candidates for the position of Director representing the shareholder-employees shall be appointed in accordance with the applicable legal provisions, and in particular under the following conditions:

- a) when the employees hold shares through the intermediary of a mutual fund, and when the voting rights attached to these shares are exercised by the members of the supervisory boards of these funds, two candidates shall be nominated from among the members of these boards.

If there is more than one mutual fund, the Board of Directors shall be empowered to group together the supervisory boards of the mutual funds holding the investments of the shareholder-employees in France on the one hand, and on the other, the supervisory boards of the mutual funds holding the investments of the employees abroad. In such a case, each grouping of funds can appoint not more than two candidates;

- b) when the employees (i) hold the shares through the intermediary of a mutual fund and when the voting rights attached to these shares are exercised directly by the shareholder-employees who hold units in these funds, or (ii) when the employees hold the shares directly, the candidates shall be appointed by a vote among the shareholder-employees, according to conditions defined below. Consultation of the employees may take place by any technical means that ensures the reliability of the vote, including electronic voting or voting by post. Each shareholder-employee shall have a number of votes equal to the number of shares held by them, either directly or indirectly through units in a corporate mutual fund in which voting rights are exercised individually.

Only candidates who have obtained more than 5% of the votes cast in the consultation of the shareholder-employees may be presented for election by the General Shareholders'

Meeting. In the event that no candidate reaches the threshold of 5%, the two candidates who have obtained the largest number of votes shall be presented for election by the Ordinary Shareholders' Meeting.

For the purposes of application of paragraph 2) a) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall consult the supervisory boards of the mutual funds with a view to appointing one or more candidates.

For the purposes of application of paragraph 2) b) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall announce the rules for consulting the shareholder-employees who exercise their voting rights directly, with a view to appointing their candidate(s).

Those members of personnel of the Company or of the affiliated companies or groups within the meaning of Article L. 225-180

of the French Commercial Code and who meet the conditions provided by law shall be eligible.

The rules for the appointment of candidates not defined by the law or by these by-laws shall be determined by the general management.

The Chairman of the Board of Directors shall draw up a list of all candidates validly appointed under the terms of a) and b) above. The number of candidates on this list must be at least double the number of directorships to be filled.

The Ordinary Shareholders' Meeting shall vote on all the candidates validly represented, and the candidate who obtains the most votes shall be appointed as Director representing the shareholder-employees.

(The rest of the article remains unchanged.)"

5th RESOLUTION

POWERS FOR CARRYING OUT THE REQUIRED LEGAL FORMALITIES

The Shareholders' Meeting grants full powers to the bearer of a copy or extract of the minutes of this Meeting to carry out, where necessary, any and all filings and any and all legal publication or other formalities.

HIGHLIGHTS OF THE COMPANY'S ACTIVITY SINCE THE MERGER OF GAZ DE FRANCE AND SUEZ ON JULY 22, 2008

SALES REVENUE CONTRIBUTED BY SEGMENT

<i>In million euros</i>	Sales revenue as of 30 September 2008	Sales revenue as of 30 September 2007
Energy France	9,215	7,878
Energy Europe & International	21,781	17,831
Benelux/Germany	9,766	8,311
Europe	6,386	4,430
International	5,629	5,090
Global Gas & LNG	7,849	5,643
Infrastructures	893	649
Energy Services	9,982	9,232
Environment	9,112	8,794*
GDF SUEZ Group	58,832	50,027
Gross growth	+18%	
Organic growth	+19%	

* Including Applus sale in November 2007. Excluding Applus, revenues were EUR 8,543 million.

Gross increase in sales revenue amounted to 8,805 million euros:

- Organic growth (+8,991 million euros);
- Change in Group structure (+671 million euros), composed of:
 - First time consolidations (+1,363 million euros) mainly in Energy Europe & International +873 million euros (Teesside acquisition and change in accounting method on Italcogim Energy⁽¹⁾), SUEZ Environment +260 million euros and Energy Services +163 million euros (six cogeneration plants acquired in Italy with a total capacity of 370 MW),
 - Disposals (-692 million euros) affecting primarily SUEZ Environnement:
 - 311 million euros (mostly from divestiture of Applus), Energy Europe & International,
 - 223 million euros (Gasag accounted for using the equity method as of 1 January 2008) and Energy Services
 - 157 million euros (sale of Cofathec ADF in France);

- Exchange rate fluctuations (-857 million euros with -476 million euros on the USD and -353 million euros on the GBP), especially at Energy Europe & International (-587 million euros) and SUEZ Environnement (-193 million euros).

The Group generated 92% of its turnover in Europe and North America, including 85% in Europe.

(1) Sales and marketing activities in Italy have been fully-integrated since 1 October 2007. These were previously accounted for using the equity method, from 1 January to 30 June 2007, then consolidated on a proportional integration basis from 1 July 2007 to 30 September 2007.

ENERGY FRANCE BUSINESS LINE

<i>In million euros</i>	30 September 2008	30 September 2007	Gross change	Organic growth
Sales revenue	9,215	7,878	+17.0%	+16.5%

At 30 September 2008, sales revenue at Energy France amounted to 9,215 million euros, up by +17% as compared to 30 September 2007.

Revenues growth during the period were +9% based on average weather conditions.

This change resulted:

- Two-thirds from growth in energy prices, following the very sharp increase in supply costs;
- One-third from progress in volumes sold, due particularly to more favourable weather conditions than in 2007.

Natural gas sales amounted to 188 TWh, up by 6% compared to the same period in 2007. GDF SUEZ has maintained market share of around 95% on the retail customer market and around 85% on the business market open to competition since 2007 and 2004, respectively.

Electricity sales exceed 26 TWh and were up by +10%. They improved to varying extents, according to the type of customer: there was growth on the individual customer and wholesale markets, but a downturn on the industrial customer market, due to difficult price conditions. Since the liberalisation of the retail customer market, the Group has conquered 400,000 new clients.

Electricity generation in the segment was up by 3%, due primarily to wind power, in particular with the integration of the recently-acquired companies (La Compagnie du Vent, Nass & Wind, Erelia and Great). With the acquisition of the FOX portfolio by CNR, GDF SUEZ confirms its standing as the leading player in wind power generation in France, with installed power now amounting to 334 MW.

ENERGY EUROPE & INTERNATIONAL – BENEDELUX DIVISION

<i>In million euros</i>	30 September 2008	30 September 2007	Gross change	Organic growth
Sales revenue	9,766	8,311	+17.5%	+20.4%

At 30 September 2008, sales revenue in the Benelux Division amounted to 9,766 million euros, thereby posting a gross increase of +17.5% as compared to 30 September 2007 and +20.4%, in organic terms.

Electricity sales across the zone amounted to 6,759 million euros as at end-September 2008, compared to 5,743 million euros as at end-September 2007, an organic growth of +17.7% and reflecting the price dynamic on the electricity market (itself significantly influenced by the increase in price in fossil fuels). Sales prices in Belgium are also benefiting from the increase in transmission and distribution prices, without impact on margins. Volumes sold showed a slight drop (-1.1 TWh, or -1.3%) in particular from the impact of the drop in sales to distributors in Belgium.

Gas sales amounted to 2,064 million euros as at end-September 2008, as compared to 1,669 million euros as at end-September 2007, an organic growth of 40.8%, thanks primarily to the change in gas prices and more favourable weather conditions than in 2007. Volumes sold were down slightly (-0.7 TWh, or -1.5%) mainly on sales to industrial customers in the Netherlands, whereas volumes sold in Belgium and Germany were up compared to 2007.

ENERGY EUROPE & INTERNATIONAL BUSINESS LINE – EUROPE DIVISION

<i>In million euros</i>	30 September 2008	30 September 2007	Gross change	Organic growth
Sales revenue	6,386	4,430	+44.2%	+30.6%

At 30 September 2008, sales revenue from the Europe Division amounted to 6,386 million euros, a gross increase of +44.2% as compared to 30 September 2007.

This increase resulted primarily from changes in Group structure, in the United Kingdom, with the acquisition of the combined-cycle gas plant in Teesside (+370 million euros), in Italy, with the acquisition of the sales and optimisation company Elettrogreen (+77 million euros) and the increased stake in Italcogim energy⁽²⁾ (+366 million euros).

The Division's strong organic growth (+30.6%) comes from the combination of the following:

- Favourable market prices in the United Kingdom, Italy and Eastern Europe;
- Expanded installed electricity generation capacity in Italy (+1.2 TW);
- Significant growth in electricity generation in Spain, due to favourable weather and market conditions (+3.8 TWh).

ENERGY EUROPE & INTERNATIONAL BUSINESS LINE – INTERNATIONAL DIVISION

<i>In million euros</i>	30 September 2008	30 September 2007	Gross change	Organic growth
Sales revenue	5,629	5,090	+10.6%	+20.1%

At 30 September 2008, sales revenue from the International Division amounted to 5,629 million euros, a gross increase of +10.6% as compared to 30 September 2007.

Organic growth, at +20.1%, reflects how dynamic the Group's sales are across all of its development markets in the world, at a time of sharply-growing energy demand and rising prices.

A more detailed look at the Group's organic growth shows:

- **From North America**, +482 million euros, thanks mainly to the development of SERNA⁽³⁾ (+253 million euros), as well as progress in the operations of "merchant" plants (+101 million euros), primarily reflecting higher prices;

- **From Asia/Middle East**, +147 million euros, thanks to growing sales in Turkey (+78 million euros), following the price increase, and in Thailand (+42 million euros) due to a combination of larger volumes at higher prices and the Group's development in the Gulf countries (+30 million euros);
- **Latin America**, +303 million euros. The growth in electricity sales in Brazil (+85 million euros) came both from the price increase on bilateral contracts and growth in sales on the spot market, where Tractebel Energia benefited from its assured energy allocation strategy and particularly high prices in the first quarter. The increase in sales in Peru (+93 million euros) and Chile (+110 million euros) is due primarily to positive price effects.

(2) Energy sales & marketing in Italy – stake increase from 40% to 60%, leading to a change in group structure.

(3) SUEZ Energy Resources North America, electricity supplier to business and industrial consumers in the United States.

GLOBAL GAS & LNG BUSINESS LINE

<i>In million euros</i>	30 September 2008	30 September 2007	Gross change	Organic growth
Sales revenue	7,849	5,643	+39.1%	+39.6%

At 30 September 2008, sales revenue contributed by the Global Gas & LNG business line amounted to 7,849 million euros, up by nearly +40% as compared to 30 September 2007.

Sales revenue from **Exploration-Production**, which amounted to 1,389 million euros, experienced organic growth of +58% over the period. This increase results primarily from the sharp rise in average hydrocarbon prices, over the first nine months of the year:

- +46% increase in average price of Brent oil (€/boe);
- +106% increase in average price of natural gas at the NBP (€/MWh).

It is also the result of the significant increase in production, which amounted to 36.5 Mtoe, up by +21% compared to the same period in 2007. This increase is due, for the most part, to the launch of production on new assets in the Netherlands and Norway. As regards exploration, 11 new wells were drilled, 6 successfully.

Sales revenue posted by **the other entities in the business line**⁽⁴⁾ have also progressed, due to:

- The sharp rise in hydrocarbon prices;
- Continuing strong LNG arbitrage (43 cargo shipments totalling 35 TWh over the period, as compared to 29 shipments and 21 TWh as of 30 September 2007);
- High-paced growth in natural gas sales:
 - In France, sales to Key Accounts were up by +11 TWh, at 63 TWh,
 - in Europe, sales to Key Accounts were up by +4 TWh, at 57 TWh,
 - Short-term and other sales increased by +18 TWh, to reach 108 TWh.

INFRASTRUCTURES BUSINESS LINE

<i>In million euros</i>	30 September 2008	30 September 2007	Gross change	Organic growth
Sales revenue	893	649	+37.7%	+35.1%

Sales revenue contributed by the Infrastructures business line came out at 893 million euros over the period, up by +35% as compared to 30 September 2007.

This growth is due primarily to the development of volumes conveyed by GrDF on behalf of third parties. These volumes amounted to 18.2 TWh, up by +6.7 TWh as compared to 30 September 2007, also positively impacted by the return to more favourable weather conditions.

The increase in sales revenue was furthermore boosted by:

- The new price on access to distribution infrastructures, set on 1 July 2008, with an upward change of +5.6%;
- The 2.8 TWh increase in subscribed storage capacity;
- The increase in subscriptions across the transmission network in France;
- The arrival of the German storage activities in the consolidation scope.

Total Revenues of Infrastructures business line, including intra group transactions, amounts to 4,127 million euros up +9.5% compared to 2007.

⁽⁴⁾ Supply, LNG, Key Account Sales and Trading.

ENERGY SERVICES BUSINESS LINE

<i>In million euros</i>	30 September 2008	30 September 2007	Gross change	Organic growth
Sales revenue	9,982	9,232	+8.1%	+8.7%

At 30 September 2008, sales revenue in the Energy Services business line amounted to 9,982 million euros, an organic growth of +8.7% as compared to 30 September 2007.

In France, Services activities (Elyo France and Cofathec Services) increased by +11.8% (+244 million euros). This positive trend is due, in almost equal proportions, to sales development, more positive weather conditions and the increase in energy price. Installation and maintenance activities were also on the rise (+6.4%) across all entities (Inéo, Endel, Axima and Seitha). These entities held up well in the face of the slowdown experienced by certain business segments.

In Belgium, the improvement in services activities and HVAC amounted to +5.3%, mitigated by a negative base effect (exceptional Year 2007).

Operations in **the Netherlands** benefited from a large order book and measures to refocus and optimise the structure. It posted a +12.9% growth (+103 million euros).

All of the divisions at **Tractebel Engineering** (Nuclear, Energy, Infrastructure and International) posted very steady growth, in the double digits. Total organic growth in these activities amounted to +25%.

Outside France and Benelux, activities in the segment were up by +7.0% (+155 million euros) in particular due to good development in Italy, as well as in Germany and Austria. Operations in Spain and the services sector in the United Kingdom, however, saw a slowdown.

ENVIRONMENT BUSINESS LINE

<i>In million euros</i>	30 September 2008	30 September 2007	Gross change	Organic growth
Sales revenue	9,112	8,794	+3.6%	+6.8%

SUEZ Environnement generated sales revenue of 9.1 billion euros as of September 2008, up by +6.7% compared to September 2007 in gross change and excluding Applus sale, and +6.8% in organic growth, surpassing that posted in June 2008 (+6.7%) and in September 2007 (+5.1%).

This sustained revenues and operational performance growth were detailed in SUEZ Environnement's publication issued on 29 October 2008.

PRESENTATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

DIRECTORS ELECTED BY THE GENERAL SHAREHOLDERS' MEETING

Gérard MESTRALLET

A French citizen, born on April 1, 1949 in Paris (8th district)
59 years old

Chairman and Chief Executive Officer of GDF SUEZ

Jean-François CIRELLI

A French citizen, born on July 9, 1958 in Chambéry (Savoie)
50 years old

Vice-Chairman and President of GDF SUEZ

Edmond ALPHANDERY

A French citizen, born on September 2, 1943 in Avignon (Vaucluse)
65 years old

President of the GDF SUEZ Ethics, Environment and Sustainable Development Committee

Jean-Louis BEFFA

A French citizen, born on August 11, 1941 in Nice (Alpes-Maritimes)
67 years old

**President of the GDF SUEZ Nomination Committee
Member of the GDF SUEZ Compensation Committee**

Aldo CARDOSO

A French citizen, born on March 7, 1956 in Tunis (Tunisia)
52 years old

President of the GDF SUEZ Audit Committee

René CARRON

A French citizen, born on June 13, 1942 in Yenne (Savoie)
66 years old

Member of the GDF SUEZ Nomination Committee

Étienne DAVIGNON

A Belgian citizen, born on October 4, 1932 in Budapest (Hungary)
76 years old

**Member of the GDF SUEZ Compensation Committee
Member of the GDF SUEZ Nomination Committee**

Paul DESMARAIS Jr.

A Canadian citizen, born on July 3, 1954 in Sudbury, Ontario (Canada)

54 years old

Member of the GDF SUEZ Compensation Committee

Albert FRÈRE

A Belgian citizen, born on February 4, 1926 in Fontaine-L'Évêque (Belgium)

82 years old

Director of GDF SUEZ

Jacques LAGARDE

A French and US citizen, born on May 2, 1938 in Rennes (Ille-et-Vilaine)

70 years old

**President of the GDF SUEZ Strategy and Investment Committee
Member of the GDF SUEZ Audit Committee**

Anne LAUVERGEON

A French citizen, born on August 2, 1959 in Dijon (Côte-d'Or)
49 years old

**Member of the GDF SUEZ Strategy and Investment Committee
Member of the GDF SUEZ Ethics, Environment and Sustainable Development Committee**

Thierry de RUDDER

A French and Belgian citizen, born on September 3, 1949 in Paris (8th district)

59 years old

**Member of the GDF SUEZ Strategy and Investment Committee
Member of the GDF SUEZ Audit Committee**

Lord David Simon of HIGHBURY

A British citizen, born on July 24, 1939 in London (UK)
69 years old

President of the GDF SUEZ Compensation Committee

DIRECTORS REPRESENTING THE FRENCH STATE

Jean-Paul BAILLY

A French citizen, born on November 29, 1946 in Hénin Liétard (Pas-de-Calais)

62 years old

Member of the GDF SUEZ Ethics, Environment and Sustainable Development Committee

Pierre-Franck CHEVET

A French citizen, born on September 28, 1961 in Grenoble (Isère)

47 years old

Member of the GDF SUEZ Strategy and Investment Committee

Pierre GRAFF

A French citizen, born on November 11, 1947 in Paris (15th district)

61 years old

Director of GDF SUEZ

Claude MANDIL*

A French citizen, born on January 9, 1942 in Lyon (Rhône)

66 years old

Director of GDF SUEZ

** Resigned on November 3, 2008.*

Xavier MUSCA

A French citizen, born on February 23, 1960 in Bastia (Corsica)

48 years old

Member of the GDF SUEZ Nomination Committee

Jean-Cyril SPINETTA

A French citizen, born on October 4, 1943 in Paris (15th district)

65 years old

Member of the GDF SUEZ Compensation Committee

Édouard VIEILLEFOND

A French citizen, born on January 25, 1971 in Talence (Gironde)

37 years old

Member of the GDF SUEZ Strategy and Investment Committee

Member of the GDF SUEZ Audit Committee

SHARE OWNERSHIP CERTIFICATE REQUEST FORM

GDF SUEZ

A French *société anonyme* with capital of €2,191,532,680
Registered office: 16-26 rue du Docteur Lancereaux,
75008 Paris
Registered with the Paris Trade and Companies
Registry under number 542 107 651
SIRET number 542 107 651 12867

**To be sent by the shareholder to
the financial institution with which
the bearer shares are deposited.**

Addressee:

(to be sent by you to your financial institution)

.....
.....
.....
.....

Dear Sir/Madam,

With a view to the Extraordinary Shareholders' Meeting of GDF SUEZ to be held on Wednesday, December 17, 2008, at 2:30 p.m., at the Grande Arche, Parvis de la Défense, 92044 Paris-La-Défense (France), I hereby request that you prepare a share ownership certificate specifying the number of bearer shares of my property, which are recorded in the register of bearer shares held by your establishment.

I hereby request you that inform Société Générale (Service Assemblées, BP 81236, 44312 Nantes Cedex 3), by **December 11, 2008, at the latest**, that this certificate has been prepared.

Furthermore,

- I wish to attend this Shareholders' Meeting in person and therefore attach the entry card request form;
- I do not wish to attend this Shareholders' Meeting, but nevertheless wish to participate in it and therefore request you to send:
 - a proxy voting form,
 - a postal voting form,

along with the share ownership certificate prepared by you, to Société Générale.

Yours faithfully,

Executed in:, on, 2008

Signature

Sender:

.....
.....
.....
.....
.....

ENTRY CARD REQUEST FORM

GDF SUEZ

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Registered office: 16-26 rue du Docteur Lancereaux,
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Registered with the Paris Trade and Companies
Registry under number 542 107 651
SIRET number 542 107 651 12867

**TO BE RETURNED EXCLUSIVELY
TO YOUR AUTHORIZED
FINANCIAL INTERMEDIARY**

EXTRAORDINARY SHAREHOLDERS' MEETING OF DECEMBER 17, 2008

The undersigned:

NAME:

FIRST NAME(S):

ADDRESS:

.....

.....

Holder of registered shares

and/or bearer shares

wishes to attend this Shareholders' Meeting in person

Executed in:, on, 2008

Signature

HOLDERS OF BEARER SHARES

The entry card request form and the share ownership certificate request form must be sent exclusively to the authorized financial intermediary in charge of managing your shares.

HOLDERS OF REGISTERED SHARES

The entry card request form should be returned, without any further formalities being necessary, to Société Générale, Service Assemblées, BP 81236, 44312 Nantes Cedex 3.

SHAREHOLDER DOCUMENTATION AND INFORMATION REQUEST FORM

(art. R. 225-81 of the French Commercial Code)

GDF SUEZ

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75008 Paris

Registered with the Paris Trade and Companies

Registry under number 542 107 651

SIRET number 542 107 651 12867

TO BE SENT TO:
Société Générale
Service Assemblées
BP 81236
44312 Nantes Cedex 3

EXTRAORDINARY SHAREHOLDERS' MEETING OF DECEMBER 17, 2008

The undersigned:

NAME:

FIRST NAME(S):

ADDRESS:

.....

Hereby requests the documentation and the information relating to the Extraordinary Shareholders' Meeting convened on December 17, 2008 as provided for by articles R. 225-81 and R. 225-83 of the French Commercial Code.

Executed in:, on, 2008

Signature

Shareholders are informed that all of the documentation and the information made available to shareholders in view of the Extraordinary Shareholders' Meeting of December 17, 2008 can be consulted and downloaded from GDF SUEZ's corporate website at www.gdfsuez.com.

To help protect the environment and save natural resources, GDF SUEZ invites its shareholders to consult this documentation on GDF SUEZ's corporate website in priority.

N.B. - By single request, holders of registered shares may receive the documentation and the information referred to in articles R. 225-81 and R. 225-83 of the French Commercial Code, prior to each subsequent shareholders' meeting. This request should be sent to Société Générale, Service Assemblées, BP 81236, 44312 Nantes Cedex 3.

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