

NOTICES OF MEETING

SHAREHOLDERS' AND UNITHOLDERS' MEETINGS

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

NOTICE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

Notice is hereby given that an Extraordinary Shareholders' Meeting will be held on Wednesday, December 17, 2008, at 2.30 p.m., at the Grande Arche, 1 Parvis de la Défense, 92044 Paris La Défense, in order to deliberate on the following agenda:

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 line 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 line 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 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.

The full text of draft resolutions submitted by the Board of Directors for adoption by the shareholders' meeting was set out in the notice of meeting published in the *Bulletin des Annonces Légales Obligatoires* (B.A.L.O.) no. 130 dated October 27, 2008.

Terms and conditions of participation

All shareholders, regardless of the number of shares they hold, are entitled to participate in the Shareholders' Meeting in person, to be represented by their spouse or by another shareholder attending the meeting, to vote by mail, or to grant proxy to the Chairman of the meeting, on condition that they can 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 (*Code de commerce*):

— for registered shares: by registering such shares in the Company's registers,

— for bearer shares: by entry in the register of bearer shares held by the authorized intermediary (bank or financial institution) managing the share account in return for the issuance of a share ownership certificate. This share ownership certificate must be attached to the postal or proxy voting form, or to the entry card request form drawn up by the registered intermediary in the name of the shareholder or on behalf of the represented shareholder.

Shareholders wishing to attend the meeting in person may request an entry card as follows:

- for holders of registered shares, by directly submitting a request to Société Générale, Service des Assemblées, BP 81 236, 44312 Nantes Cedex 3,

- for holders of bearer shares, by asking their authorized intermediary to request that their entry card be sent to them on the basis of a share ownership certificate sent by the intermediary to Société Générale at the above address.

Requests for entry cards must be received by Société Générale, Service des Assemblées, BP 81 236, 44312 Nantes Cedex 3, at least three working days before the Shareholders' Meeting (i.e., by midnight (Paris time) on December 11, 2008).

For shareholders not wishing to attend the meeting in person and preferring to be represented or to vote by mail, the procedure is as follows:

- holders of registered shares should return the single proxy and postal voting form sent to them with the notice of meeting by Société Générale. This form is also available to all shareholders making a written request to Société Générale, Service des Assemblées, BP 81 236, 44312 Nantes Cedex 3. The form must be returned to Société Générale, at the same address.

- holders of bearer shares should ask their authorized intermediary for a single proxy and postal voting form and return it, duly completed, to the latter. The authorized intermediary will send the form, duly completed and signed, along with the share ownership certificate, to Société Générale at the above address.

In order to be taken into account, this form must be received by Société Générale, duly completed and signed, at least three days before the Shareholders' Meeting (i.e., by midnight (Paris time) on Saturday, December 13, 2008).

Shareholders who have voted by mail, sent a proxy form or requested an entry card shall no longer be able to choose an alternative means of participating in the Shareholders' Meeting.

If a shareholder sells their shares after sending their instructions and before the third working day preceding the Shareholders' Meeting (midnight (Paris time) on December 11, 2008), the authorized intermediary managing the share account shall provide notice of such sale to the representative of GDF SUEZ – Société Générale, Service des Assemblées – who shall invalidate or amend, where applicable, the postal vote, proxy, or entry card.

Questions may be sent in writing to the Chairman of the Board of Directors, in accordance with article L. 225-108 paragraph 3 of the French Commercial Code, by the fourth working day preceding the Shareholders' Meeting, i.e., by midnight (Paris time) on December 11, 2008 at the latest, by registered letter with return receipt requested to the following address: GDF SUEZ, Secrétariat Général, 16-26 rue du Docteur Lancereaux, 75008 Paris.

Shareholders may obtain the documents provided for in articles R. 225-81 and R. 225-83 of the French Commercial Code, within the legal time limit, by written request to Société Générale, Service des Assemblées, BP 81 236, 44312 Nantes Cedex 3.

Shareholders shall not have the possibility to participate in or vote at the Extraordinary Shareholders' Meeting of December 17, 2008, by videoconference or other means of telecommunication. Consequently, the site referred to in article R. 225-61 of the French Commercial Code will not be set up in this respect.

THE BOARD OF DIRECTORS

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