

NOTICE OF MEETING **2011**

Ordinary and Extraordinary Shareholders' Meeting

Monday, May 2, 2011, at 2:30 p.m.,
at Palais des Congrès (Grand Auditorium),
2, place de la Porte Maillot - 75017 Paris (France)

The shareholders of GDF SUEZ are convened
to the Ordinary and Extraordinary General Meeting to be held on Monday, May 2, 2011
at 2:30 p.m., at the Palais des Congrès (Grand Auditorium),
2, place de la Porte Maillot - 75017 Paris (France).

This document is an informal English translation of the French language “Convocation” booklet, issued in pursuance of articles R. 225-81 and R. 225-83 of the French Commercial Code. It is provided solely for the information and convenience of shareholders of GDF SUEZ, and is of no binding or other legal effect. No assurances are given as to the accuracy or completeness of this translation, and GDF SUEZ assumes no responsibility with respect to this translation or any misstatement or omission that may be contained therein. In the event of any ambiguity or discrepancy between this English translation and the French language “Convocation” booklet, the French language “Convocation” booklet shall prevail.

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AGENDA

ORDINARY SHAREHOLDERS' MEETING

- Board of Directors' report.
- Statutory Auditors' reports.
- Approval of transactions and the parent company financial statements for the year ended December 31, 2010 (**1st resolution**).
- Approval of the consolidated financial statements for the year ended December 31, 2010 (**2nd resolution**).
- Appropriation of net income and declaration of dividend for the year ended December 31, 2010 (**3rd resolution**).
- Approval of regulated agreements (**4th resolution**).
- Authorization to be given to the Board of Directors to trade in the Company's shares (**5th resolution**).
- Reappointment of Albert Frère as director (**6th resolution**).
- Reappointment of Edmond Alphandéry as director (**7th resolution**).
- Reappointment of Aldo Cardoso as director (**8th resolution**).
- Reappointment of René Carron as director (**9th resolution**).
- Reappointment of Thierry de Rudder as director (**10th resolution**).
- Appointment of a Director (Ms. Françoise Malrieu) (**11th resolution**).
- Ratification of the transfer of the head office (**12th resolution**).

EXTRAORDINARY SHAREHOLDERS' MEETING

- Board of Directors' report.
- Statutory Auditors' reports.
- Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares with cancellation of preferential subscription rights in favor of the GDF SUEZ Group employee savings plans members (**13th resolution**).
- Delegation of authority to be given to the Board of Directors to increase the share capital, with cancellation of preferential subscription rights, in favor of any entities established as part of the implementation of the GDF SUEZ Group's international employee shareholding plan (**14th resolution**).
- Authorization to be given to the Board of Directors to award bonus shares to employees and/or officers of the Company and/or GDF SUEZ Group companies (**15th resolution**).
- Powers to implement the resolutions adopted by the Shareholders' Meeting and perform the related formalities (**16th resolution**).

HOW TO PARTICIPATE IN THE ORDINARY AND EXTRAORDINARY GENERAL MEETING?

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 April 26, 2011, 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 GDF SUEZ, namely:

Société Générale
Service Assemblées
BP 81236
44312 Nantes Cedex 3
France

HOW TO EXERCISE A VOTING RIGHT

Shareholder can vote in three 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, his or her partner who he or she has entered into a civil union with, other GDF SUEZ shareholders, or any other individual or legal entity of his or her choice attending the Shareholders' Meeting).
- **Vote by Internet** (see hereafter).

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
France

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

- for shareholders voting by post or by proxy: three calendar days before the Shareholders' Meeting (**April 29, 2011**);
- for shareholders voting by Internet: one working day before the Shareholders' Meeting (**April 29, 2011 before 3 p.m., Paris time**).
- Shareholders wishing to attend the Shareholders' Meeting in person are strongly advised to send their entry card request by **April 26, 2011** 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 (**April 26 midnight, Paris time**).

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 **April 26, 2011** 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 **i.e. April 26 midnight, Paris time**) 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 +33 (0) 251 855 982 (international rate in caller's country apply).

To facilitate proceedings at the Shareholders' Meeting, we recommend that you arrive, if you have your entry card, **from 1:00/1:30 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 (**April 29, 2011 at the latest**) 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 your partner with whom you has entered into a civil union, another shareholder or, individual or legal entity of your choice 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 April 26, 2011 at midnight (Paris time)** at the latest.

INTERNET VOTING

GDF SUEZ allows its shareholders the possibility of voting by internet prior to the General Meeting.

Shareholders can vote online at www.ag.gdfsuez.com prior to the General Meeting, under the following conditions:

Holders of **REGISTERED** shares:

- Holders of registered shares (fully registered or administered registered) have received their user name and password. For connection to the site, they must first enter their ID Code available in the "for company use" ("Cadre réservé") box in the upper right-hand corner of the postal voting form or proxy, and then their password.
- Once connected, on-screen instructions will guide shareholders through the voting process.

Holders of **BEARER** shares:

- Holders of bearer shares wishing to vote by internet, prior to the General Meeting, should ask their authorized intermediary for a share ownership certificate, specifying their intention to vote by internet.
- The share ownership certificate must be sent by the authorized intermediaries, with the mention "Internet Vote", to Société Générale (see request form, page 37).
- Upon receipt of this certificate, Société Générale will mail the user name and password for connection to the site to the shareholder, to the address given on the certificate. The shareholder may then vote.

This secure, dedicated web page will be available from **April 13, 2011 to April 29, 2011, 3:00 p.m. (Paris time)**.

Shareholders are asked to vote as soon as possible in order to avoid any system blockages during the final days, which could result in their vote not being recorded.

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.

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.

PRESENTATION OF THE RESOLUTIONS

A. BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION:

Approval of transactions and the parent company financial statements for the year ended December 31, 2010

Under the **1st resolution**, the Shareholders are asked to approve the parent company financial statements for the year ended December 31, 2010.

Net income for 2010 amounts to **€857,580,006**.

SECOND RESOLUTION:

Approval of the consolidated financial statements for the year ended December 31, 2010

Under the **2nd resolution**, the Shareholders are asked to approve the GDF SUEZ Group's consolidated financial statements for the year ended December 31, 2010, showing net income Group Share of **€4,616,011,000**.

THIRD RESOLUTION:

Appropriation of net income and declaration of dividend for fiscal year 2010

The purpose of the **3rd resolution** is to appropriate net income and declare the dividend for fiscal year 2010.

(in euros)

Retained earnings at December 31, 2010:	15,684,887,218
Net income for the fiscal year ended December 31, 2010:	857,580,006
TOTAL AMOUNT AVAILABLE FOR DISTRIBUTION:	16,542,467,224

The Shareholders are asked to appropriate net income for the period as follows:

(in euros)

Dividend payout for 2010 (i.e., a net dividend of €1.50 per share)	3,353,576,920
Interim dividend (€0.83 per share) paid on November 15, 2010 to be deducted from the total dividend for fiscal year 2010	1,845,878,763
Remaining net dividend to be paid out for 2010 (€0.67 per share)	1,507,698,157
The total dividend for fiscal year 2010 will be paid out of:	3,353,576,920
• net income for the period, in the amount of:	857,580,006
• retained earnings, in the amount of:	2,495,996,914

If the Shareholders approve this proposal, the net dividend for 2010 will be set at €1.50 per share. Under Article 158, paragraph 3-2° of the French General Tax Code, the entire dividend is eligible for the 40% deduction available to individuals who are tax residents of France.

After deduction of the interim net dividend of €0.83 per share, paid on November 15, 2010, from the total dividend for fiscal year 2010, the final net dividend for fiscal year 2010 comes to €0.67 per share, for a total dividend payout of €3,353,576,920.

The final dividend will be declared on May 4, 2011 and will be paid in cash on May 9, 2011.

It is noted that, on the date of the dividend payment, the dividend corresponding to the Company's treasury stock (if any) will be allocated to "Other Reserves".

FOURTH RESOLUTION:**Approval of regulated agreements**

The Statutory Auditors' special report covers regulated agreements governed by Articles L. 225-38 et seq of the French Commercial Code.

This report is set out in Section 7.3.5 of the 2010 GDF SUEZ Reference Document.

The purpose of the **4th resolution** is to submit to your approval, in accordance with Article L. 225-40 of the French Commercial Code, the transactions referred to in the Statutory Auditors' special report on the regulated agreements entered into by GDF SUEZ in fiscal 2010.

FIFTH RESOLUTION:**Authorization to be given to the Board of Directors to trade in the Company's shares**

Under the **5th resolution** of the Ordinary and Extraordinary Shareholders' Meeting of May 3, 2010, the Shareholders authorized the Company to trade in its own shares under the following terms and conditions:

- maximum purchase price: €55 (excluding transaction costs);
- maximum shareholding: 10% of the share capital;
- aggregate amount of purchases: €12 billion.

Between the Ordinary and Extraordinary Shareholders' Meeting of May 3, 2010 and February 28, 2011, the Company has:

- purchased 28,414,347 shares on the stock market for a total of €730.64 million (an average price per share of €25.71);
- sold 9,528,541 shares on the stock market for a total of €260.81 million (an average price per share of €27.37).

The authorization granted in its 5th resolution by the Ordinary and Extraordinary Shareholders' Meeting of May 3, 2010 to trade in the Company's shares will expire in November 2011.

The purpose of the **5th resolution** is to ask the Shareholders to renew the authorization granted to the Board of Directors to trade in the Company's shares, for a same period of **18 months**.

The purchase of shares enables: 1) the maintenance of a liquid market in the Company's shares through a liquidity agreement with an independent investment services provider that complies with the Code of Ethics recognized by the French Financial Markets Authority (*Autorité des Marchés Financiers - AMF*); and 2) the subsequent cancellation of shares in order to improve the return on equity and earnings per share. Share purchases can also be used to implement programs for employees or certain officers; stock option plans to purchase or subscribe for shares or for the award of bonus shares; to carry out financial transactions via their transfer, disposal or exchange; and to ensure the coverage of securities conferring entitlement to shares of the Company, and to implement

any other market practices authorized or to be authorized by market authorities.

This resolution shall not apply during a public tender offer for the Company.

The proposed terms and conditions of the new authorization are as follows:

- maximum purchase price: **€55** per share (excluding transaction costs);
- maximum shareholding: **10% of the share capital**;
- aggregate amount of purchases: **€12 billion**.

SIXTH RESOLUTION:**Reappointment of a Director (Albert Frère)**

Albert Frère was appointed Director of GDF SUEZ in July 2008.

His term expires at the end of the Ordinary and Extraordinary Shareholders' Meeting of May 2, 2011.

The **6th resolution** asks the Shareholders to reappoint Albert Frère as a Director for a term of four years, which will expire at the end of the Ordinary Shareholders' Meeting to approve the financial statements for the year ended December 31, 2014.

Albert Frère is considered by the Board of Directors of GDF SUEZ to be an independent Director.

He is also Vice-Chairman of the Board.

His biography appears on page 29 below.

SEVENTH RESOLUTION:**Reappointment of a Director (Edmond Alphandéry)**

Edmond Alphandéry was appointed Director of GDF SUEZ in July 2008.

His term expires at the end of the Ordinary and Extraordinary Shareholders' Meeting of May 2, 2011.

The **7th resolution** asks the Shareholders to reappoint Edmond Alphandéry as a Director for a term of four years, which will expire at the end of the Ordinary Shareholders' Meeting to approve the financial statements for the year ended December 31, 2014.

Edmond Alphandéry is considered by the Board of Directors of GDF SUEZ to be an independent Director.

He is also Chairman of the Ethics, Environment and Sustainable Development Committee and a member of the Audit Committee.

His biography appears on page 30 below.

EIGHTH RESOLUTION:**Reappointment of a Director (Aldo Cardoso)**

Aldo Cardoso was appointed Director of GDF SUEZ in July 2008.

His term expires at the end of the Ordinary and Extraordinary Shareholders' Meeting of May 2, 2011.

The **8th resolution** asks the Shareholders to reappoint Aldo Cardoso as a Director for a term of four years, which will expire at the end of the Ordinary Shareholders' Meeting to approve the financial statements for the year ended December 31, 2014.

Aldo Cardoso is considered by the Board of Directors of GDF SUEZ to be an independent Director.

He is also Chairman of the Audit Committee.

His biography appears on page 30 below.

NINTH RESOLUTION:**Reappointment of a Director (René Carron)**

René Carron was appointed Director of GDF SUEZ in July 2008.

His term expires at the end of the Ordinary and Extraordinary Shareholders' Meeting of May 2, 2011.

The **9th resolution** asks the Shareholders to reappoint René Carron as a Director for a term of four years, which will expire at the end of the Ordinary Shareholders' Meeting to approve the financial statements for the year ended December 31, 2014.

René Carron is considered by the Board of Directors of GDF SUEZ to be an independent Director.

He is also a member of both the Nominations Committee and the Compensation Committee.

His biography appears on page 31 below.

TENTH RESOLUTION:**Reappointment of a Director (Thierry de Rudder)**

Thierry de Rudder was appointed Director of GDF SUEZ in July 2008.

His term expires at the end of the Ordinary and Extraordinary Shareholders' Meeting of May 2, 2011.

The **10th resolution** asks the Shareholders to reappoint Thierry de Rudder as a Director for a term of four years, which will expire at the end of the Ordinary Shareholders' Meeting to approve the financial statements for the year ended December 31, 2014.

Thierry de Rudder is considered by the Board of Directors of GDF SUEZ to be an independent Director.

He is also Chairman of the Strategy and Investments Committee and a member of the Audit Committee

His biography appears on page 32 below.

ELEVENTH RESOLUTION:**Appointment of a Director (Ms Françoise Malrieu)**

The purpose of the **11th resolution** is to ask the Shareholders' Meeting to appoint a woman Director in order to promptly initiate the implementation of the principle of balanced representation of women and men on Boards of Directors instated by the Act of January 27, 2011 and the AFEP-MEDEF Code of corporate governance and to appoint Ms. Françoise Malrieu as a Director.

The composition of the Board of Directors will be increased from 21 to 22 members as permitted by the Company's by laws.

Ms. Françoise Malrieu will be appointed for a term of four years, which will expire at the end of the Ordinary Shareholders' Meeting to approve the financial statements for the year ended December 31, 2014.

Ms. Françoise Malrieu is considered by the Board of Directors of GDF SUEZ to be an independent Director.

Her biography appears on page 33 below.

TWELFTH RESOLUTION:**Ratification of the transfer of the head office**

The purpose of the **12th resolution** is to ask the Shareholders to ratify the decision of the Board of Directors on October 18, 2010 to transfer the head office located at 1 Place Samuel de Champlain, 92400 Courbevoie, and the corresponding statutory amendment decided by the Board on the same date, in accordance with Article 4 of the bylaws.

B. BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Employee Shareholding

The intent of the delegations of authority under the 13th and 14th resolutions below is to renew the authorizations previously granted to the Board of Directors by the Shareholders' Meeting to allow it to issue securities for the development of employee shareholding on a Group scale. These resolutions give the Board the power to carry out additional transactions related to employee shareholding at the time of its choosing. An information prospectus on such transactions shall be submitted, where applicable, to the French Financial Markets Authority (AMF) for approval.

As before, the objectives of employee shareholding plans are:

- to make employees genuine partners in the Group;
- to highlight value creation as one of the points in which the interests of shareholders and those of employees converge;
- to allow employees to join with shareholders in making annual decisions;
- to spread the concept of employee shareholding internationally.

Under such plans, employees are offered two investment options:

- a "Classic" investment plan, without leverage; and
- an investment plan that includes financial leverage.

In addition, renewal of the authorization in the 15th resolution below will also involve employees more closely in the Group's performance through the establishment of bonus share plans.

THIRTEENTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares with cancellation of preferential subscription rights in favor of the GDF SUEZ Group employee savings plans members

In accordance with Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and L. 3332-1 et seq. of the French Labor Code, the **13th resolution** asks the shareholders to authorize the Board of Directors, or a duly-authorized representative, to increase the share capital on one or several occasions by a maximum nominal amount of **€40 million** through the issue of shares or share equivalents. Such increase shall be reserved for members of one or more Company employee savings plans (or another plan for participants for whom Articles L. 3332-18 et seq. of the French Labor Code would allow a capital increase to be reserved under equivalent terms) established within the Company or its Group comprising the Company and the French or foreign companies that fall within the Company's scope of consolidation or are combined in its financial statements pursuant to Article L. 3344-1 of the French Labor Code.

The maximum nominal amount for capital increases that may be carried out immediately or in the future under this resolution would count against the Overall Ceiling of €310 million set by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 3, 2010 in its **13th resolution**.

Under the law, the Shareholders' Meeting would cancel the shareholders' preferential subscription rights to new shares or other share equivalents in favor of the above-mentioned beneficiaries.

The issue price of new shares or share equivalents would be at least 80% of the Reference Price (as that term is defined below), but the Board may reduce or eliminate such discounts, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems.

The Reference Price shall mean the average trading price of the Company's stock on the NYSE Euronext Paris stock exchange during the twenty (20) trading days preceding the date of the decision setting the opening date for subscriptions by members of Company employee savings plan.

In addition to shares or share equivalents to be subscribed in cash, the Board of Directors may award, at no cost to the beneficiaries listed above, new or existing shares or share equivalents as a substitute for all or a portion of the discount relative to the aforementioned average, and/or the matching contribution, provided that the benefit

from such award does not exceed the statutory or regulatory limits pursuant to Articles L. 3332-18 *et seq.* and L. 3332-11 *et seq.* of the French Labor Code.

Under the law, this decision would entail the shareholders' waiver of any preferential right to shares or share equivalents which would be freely awarded under this resolution.

The renewal of this authorization would cover a period of **26 months** following this Shareholders' Meeting, and would, from that date, deprive of effect the authorization previously given under the 11th resolution of the Shareholders' Meeting of May 3, 2010.

FOURTEENTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to increase the share capital, with cancellation of preferential subscription rights, in favor of any entities whose sole purpose is to subscribe, hold and dispose of GDF SUEZ shares or other financial instruments as part of the implementation of one of the Multiple plans of the GDF SUEZ Group's international employee shareholding plan

The purpose of the **14th resolution** is to ask the Shareholders to delegate to the Board of Directors its authority to proceed with the issuance of shares reserved for all entities incorporated in the context of implementing an employee shareholding plan offered by the GDF SUEZ Group, including all companies incorporated for the implementation of the Multiple plan or all trusts set up in order to establish a Share Incentive Plan governed by English law, for a maximum nominal amount of **€20 million**. This authorization would, from that date, deprive of effect the prior authorization given by the Shareholders' Meeting. This authorization would only be acted upon in the event that an employee shareholding plan is established under the 13th resolution of this Shareholders Meeting. This amount shall count against the Overall Ceiling of €310 million set in the 13th resolution of the Ordinary and Extraordinary Shareholders Meeting of May 3, 2010.

The subscription price for the shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the 13th resolution of this Shareholders Meeting (relating to the capital increase via a share issue reserved for members of Company employee savings plans), subject to the power granted to the Board of Directors when setting the price to eliminate or reduce the discount provided for in the aforementioned 13th resolution.

The Board of Directors may determine a subscription price which differs from that determined under the preceding paragraph if required under applicable local law, particularly in the context of implementing a Share Incentive Plan governed by English law, with

the proviso that such price shall not be below 80% of that mentioned in the previous paragraph.

The shares or equity interests of the entity or entities that are the beneficiaries of this reserved share issue may be offered to the employees of consolidated foreign subsidiaries of the GDF SUEZ Group pursuant to Article L. 3344-1 of the French employment Code which for local regulatory or tax reasons may not subscribe to GDF SUEZ shares under the aforementioned 13th resolution.

The GDF SUEZ shares subscribed by the entity or entities could, where applicable, be assigned in full or in part to one or more credit institutions headquartered either in France or in another European Union Member State for the purpose of ensuring:

- in part, coverage of the Multiple plan offered to employees of foreign subsidiaries under this resolution;
- in part, coverage of the Multiple plan offered to employees of foreign subsidiaries subscribing for GDF SUEZ shares under the 13th resolution above.

The Shareholders are asked to give the Board of Directors a certain amount of latitude in the choice of the structure allowing for the best implementation of the Multiple plan or the Share Incentive Plan for the employees of the GDF SUEZ Group in the countries concerned, in light of the changes in the applicable legislation.

In order to adapt the subscription plans presented to the employees in each country concerned, where applicable, the proposed delegation of authority to the Board of Directors includes the authority granted to the Board to determine the subscription plans and to distinguish between (i) countries where employees will be offered shares or equity interests in the above-mentioned entity or entities and (ii) countries where employees will subscribe for GDF SUEZ shares under the 13th resolution above.

If, as a result of substantial subscriptions, the number of subscriptions were to exceed the maximum number of shares authorized for issue, the Board of Directors would reduce employee subscriptions in accordance with the rules that it has set under the terms of French law and within the limits set by the authorization granted by this Shareholders' Meeting. These rules would be set by the Board of Directors by applying, as the case may be, limits on the number or proportion of employee subscriptions, with the proviso that the final rules would be set by the Board of Directors when it determines the subscription plans.

The renewal of this authorization would cover a period of **18 months** following this Shareholders' Meeting, and would, from that date, deprive of effect the authorization previously given by the Shareholders' Meeting of May 3, 2010, under its 12th resolution.

FIFTEENTH RESOLUTION:**Authorization to be given to the Board of Directors to award bonus shares to employees and/or officers of the Company and/or Group companies**

The **15th resolution** asks the Shareholders to authorize the Board of Directors to award bonus shares to employees and/or corporate officers of the Company and/or certain companies belonging to the Group.

The number of shares so awarded would be limited to **0.5% of the share capital** as of the date of Board of Directors' decision.

The shares awarded would be outstanding shares. It is also noted that the Extraordinary Shareholders' Meeting is not being asked to renew to authorization to grant stock options.

The award of shares to beneficiaries would be subject, first, to the condition of continuous service in the GDF SUEZ Group at the end of the vesting period and, second, to a vesting period which is now set as at least three years, except for plans benefitting all Group employees ("Global Plans") which may have a vesting period of two years.

With the exception of Global Plans for which Company performance conditions will not necessarily be set, the award of bonus shares shall be conditioned on the achievement of performance conditions over a period of three years. These may be internal conditions related to changes in the EBITDA and/or ROCE of the GDF SUEZ Group which will be compared to, among other things, the Group's guidance as released to the market. They may also include external conditions related to changes in the GDF SUEZ share price relative to the "Euro Stoxx Utilities Eurozone" sectoral index (Reuters SX6E) and/or the "Total Shareholder Return (TSR)" of GDF SUEZ relative to the companies that make up this sectoral index.

The mix of these various criteria may change according to the type of intended beneficiaries.

Finally, awards to the Company's corporate officers may not exceed 0.02% of the Company's share capital on the date of the award.

The renewal of this authorization would cover a period of **18 months** following this Shareholders' Meeting, and would, from that date, deprive of effect the authorization previously given by the Shareholders' Meeting of May 3, 2010, under its 17th resolution.

SIXTEENTH RESOLUTION:**Powers to implement the resolutions adopted by the Shareholders' Meeting and perform the related formalities**

Under the **16th resolution**, the Shareholders are asked to authorize the bearer of a copy or extract of the minutes of the Shareholders' Meeting to carry out any formalities required by law to execute the decisions made thereby.

The Board of Directors

DRAFT RESOLUTIONS

A. RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION:

Approval of transactions and the parent company financial statements for the year ended December 31, 2010

After reviewing the financial statements for the year ended December 31, 2010, the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements, the Shareholders' General Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, approves the parent company financial statements for the fiscal year ended December 31, 2010, as presented thereto, as well as the transactions entered in these parent company financial statements or summarized in these reports, showing net income for the year of €857,580,006.

In accordance with Article 223 (*quater*) of the French Tax Code, the Shareholders' Meeting approves the non-deductible expenses and charges governed by Article 39-4 of the French Tax Code totaling €565,383 for 2010 and the corresponding tax liability of €194,680.

SECOND RESOLUTION:

Approval of the consolidated financial statements for the year ended December 31, 2010.

After reviewing the consolidated financial statements for the year ended December 31, 2010, the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, approves the consolidated financial statements for the fiscal year ended December 31, 2010, as presented thereto, as well as the transactions entered in these financial statements or summarized in these reports, showing consolidated net income Group share for the year of €4,616,011,000.

THIRD RESOLUTION:

Appropriation of net income and declaration of dividend for fiscal year 2010

The Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Ordinary Shareholders' General Meeting, notes that the balance sheet at December 31, 2010 shows net income of €857,580,006 and retained earnings of €15,684,887,218.

Pursuant to the Board of Directors' recommendations, the Shareholders' Meeting resolves to appropriate the net income and distribute the dividend as follows:

(in euros)

Net income for the fiscal year ended December 31, 2010	857,580,006
Retained earnings at December 31, 2010	15,684,887,218
Total amount available for distribution:	16,542,467,224
Dividend payout for 2010	3,353,576,920
Net interim dividend of €0.83 paid on November 15, 2010 to be deducted from the dividend for fiscal year 2010	1,845,878,763
Remaining dividend to be paid out for 2010:	1,507,698,157
The total amount of the net dividend payout for 2010, or will be paid out of:	3,353,576,920
• net income for the period, in the amount of:	857,580,006
• retained earnings, in the amount of:	2,495,996,914

Accordingly, the Shareholders' General Meeting declares a net dividend for 2010 of €1.50 per share – i.e., a total net dividend payout of €3,353,576,920. After deduction of the net interim dividend of €0.83 per share, paid on November 15, 2010, from the total dividend for fiscal year 2010, the final dividend for fiscal year 2010 comes to €0.67 per share, for a total net dividend payout of €1,507,698,157. The total dividend payout is based on the number of outstanding GDF SUEZ shares as of December 31, 2010 – i.e.,

2,250,295,757 shares. On the date of the dividend payment, the dividend corresponding to the Company's treasury stock will be allocated to "Other Reserves".

Under Article 158, paragraph 3–2° of the French General Tax Code, the entire dividend is eligible for the 40% deduction available to individuals who are tax residents of France. The final dividend will be declared on May 4, 2011 and will be paid in cash on May 9, 2011.

Pursuant to applicable law, the Shareholders' Meeting hereby notes that dividend payouts for the previous three fiscal years were as follows:

Fiscal year	Number of shares carrying dividend rights (millions)	Dividend (total amount) (in euros)	Net dividend (per share) (in euros)
2007 ⁽¹⁾	964	1,215 million	1.26
2008 ⁽¹⁾	2,146 ⁽²⁾	4,729 million	2.20 (1.40 + 0.80) ⁽³⁾
2009 ⁽¹⁾	2,216 ⁽⁴⁾	3,257 million	1.47

(1) Pursuant to the disclosure requirement set forth in Article 243 bis of the French General Tax Code, it is noted that the dividends for the fiscal years ended December 31, 2007, December 31, 2008 and December 31, 2009 were eligible for the 40% deduction available to individuals who are tax residents of France, as provided in Article 158, paragraph 3–2° of the French General Tax Code.

(2) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2008 in May 2009. It is lower than the number at the time of payment of the interim dividend for 2008 due to the purchase of treasury stock not entitled to dividends between these two dates.

(3) €1.40 of the dividend distributed under the continuing policy of annual dividend payouts and €0.80 as a one-time increase.

(4) This number corresponds to shares carrying dividend rights at the time of payment of the final dividend for 2009 in May 2010. It is comparable to the number at the time of payment of the interim dividend in 2009.

FOURTH RESOLUTION:

Approval of regulated agreements pursuant to Article L. 225-38 of the French Commercial Code

After reviewing the Statutory Auditors' special report on regulated agreements governed by Article L. 225-38 of the French commercial Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, approves the transactions referred to therein which were entered into in fiscal year 2010.

FIFTH RESOLUTION:

Authorization to be given to the Board of Directors to trade in the Company's shares

After reviewing the terms of the stock repurchase program, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General

Meetings, authorizes the Board of Directors, or a duly-authorized representative, to purchase the Company's shares in accordance with the terms and conditions set forth in Articles L. 225-209 *et seq.* of the French commercial Code and EC Regulation no. 2273/2003 of December 22, 2003, in order to:

- maintain a liquid market in the Company's shares through a liquidity agreement with an independent investment services provider that complies with the Code of Ethics recognized by the French Financial Markets Authority (*Autorité des Marchés Financiers - AMF*); or
- cancel all or a portion of the repurchased shares in accordance with Article L. 225-209 of the French commercial Code as part of a reduction of share capital decided or authorized by the Shareholders' Meeting; or
- award or sell them to employees or former employees or officers or former officers of the Company and/or companies that are or will be affiliated with it under the terms and conditions provided for by the applicable regulations, in particular in relation to stock option plans, awards of outstanding shares, or corporate or inter-company employee shareholding plans; or

- hold them for subsequent remittance in exchange or payment in connection with external growth transactions, subject to a ceiling of 5% of the Company's share capital; or
- use them for allocation upon the exercise of the rights attached to issued securities redeemable, convertible, exchangeable or otherwise exercisable for shares of the Company; or
- implement any other market practices authorized or to be authorized by market authorities.

The Company may also use this stock repurchase program for any other purpose authorized or to be authorized by the laws and regulations.

In accordance with the following terms and conditions:

- the maximum number of shares purchased by the Company during the period of the stock repurchase program may not exceed 10% of the shares constituting the Company's share capital as of the date of this Shareholders' Meeting and the aggregate amount of these purchases after expenses may not exceed **€12 billion**;
- maximum purchase price may not exceed **€55** per share, excluding transaction costs.

The purchase, sale or transfer of shares may be performed at any time, and by any means, except during the period of public offer for the Company, on the open market or over the counter, including through block trades, public tender offers, or the use of options or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable legislation.

This authorization is given for a period of **18 months** from the date of this Shareholders' Meeting. It deprives of effect the authorization of the same kind granted to the Board of Directors under the 5th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 3, 2010.

The Shareholders' Meeting gives full powers to the Board of Directors, with power to delegate as provided by law, to:

- adjust the maximum purchase price above to reflect the impact on the share price of corporate transactions such as a change in the share's par value, a capital increase through capitalization of reserves, the award of bonus shares, a stock-split or reverse stock-split, the distribution of reserves or any other assets, capital write-offs or any other transaction involving the shareholders' equity;
- implement this authorization and to set the terms and conditions applicable to the stock repurchase program, to place any buy and sell orders, enter into any and all agreements in view of updating the share registers, carry out all filings with the AMF and any other authorities, complete all formalities, and generally do all that is necessary for the purposes hereof.

SIXTH RESOLUTION:

Reappointment of a Director (Albert Frère)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, decides to appoint Albert Frère as Director for a four-year term.

Albert Frère's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2015 to approve the financial statements for the year ended December 31, 2014.

SEVENTH RESOLUTION:

Reappointment of a Director (Edmond Alphandéry)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, decides to appoint Edmond Alphandéry as Director for a four-year term.

Edmond Alphandéry's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2015 to approve the financial statements for the year ended December 31, 2014.

EIGHTH RESOLUTION:

Reappointment of a Director (Aldo Cardoso)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, decides to appoint Aldo Cardoso as Director for a four-year term.

Aldo Cardoso's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2015 to approve the financial statements for the year ended December 31, 2014.

NINTH RESOLUTION:

Reappointment of a Director (René Carron)

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, decides to appoint René Carron as Director for a four-year term.

René Carron's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2015 to approve the financial statements for the year ended December 31, 2014.

TENTH RESOLUTION:**Reappointment of a Director
(Thierry de Rudder)**

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, decides to appoint Thierry de Rudder as Director for a four-year term.

Thierry de Rudder's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2015 to approve the financial statements for the year ended December 31, 2014.

ELEVENTH RESOLUTION:**Appointment of a Director (Françoise Malrieu)**

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, decides to appoint Ms. Françoise Malrieu as Director for a four-year term.

Ms. Françoise Malrieu's term will expire at the end of the Ordinary Shareholders' Meeting convened in 2015 to approve the financial statements for the year ended December 31, 2014.

TWELFTH RESOLUTION:**Ratification of the transfer of the head office**

After reviewing the Board of Directors' report, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to Ordinary Shareholders' General Meetings, ratifies the transfer of the head office located at 1, place Samuel de Champlain, 92400 Courbevoie, and the corresponding statutory amendment decided by the Board on October 18, 2010, in accordance with Article 4 of the bylaws.

B. RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**THIRTEENTH RESOLUTION:****Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares with cancellation of preferential subscription rights in favor of the Group employee savings plans members**

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-129, L. 225-129-2 à L. 225-129-6, L. 225-138 and L. 225-138-1, L. 228-91 et L. 228-92 of the French commercial Code, as well as Articles L. 3332-1 *et seq.* of the French labor Code, the Shareholders' Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' General Meeting:

1. authorizes the Board of Directors to increase the share capital on one or several occasions by a maximum nominal amount of **€40 million**, by issuing shares or share equivalents and reserved for members of one or more Company employee savings plans (or another plan for members for whom Articles L. 3332-18 *et seq.*

of the French labor Code that would allow a capital increase to be reserved under equivalent terms) to be established within the Company or its Group comprising the Company and the French or foreign companies that fall within the Company's scope of consolidation or are combined in its financial statements pursuant to Article L. 3344-1 of the French Labor Code. This amount will be deducted from the Overall Ceiling set by the Shareholders' Meeting of May 3, 2010 in its 13th resolution;

2. sets the term of validity of this authorization at **26 months** from the date of this Shareholders' Meeting, and notes that it shall deprive of effect, from this date, the similar authorization previously granted under the 11th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 3, 2010;
3. resolves that the issue price of the new shares or share equivalents shall be determined under the terms laid down in Articles L. 3332-18 *et seq.* of the French labor Code and shall be equal to 80% of the average opening price of the shares on NYSE Euronext Paris stock exchange during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription period for the capital increase reserved for Company

employee savings plan members (the "Reference Price"). The General Meeting nonetheless expressly authorizes the Board of Directors to reduce or eliminate the aforementioned discount as it sees fit, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems;

4. authorizes the Board of Directors to award, at no cost to the beneficiaries listed above, and in addition to shares or share equivalents to be subscribed in cash, new or existing shares or share equivalents in substitution for all or a portion of the discount relative to the Reference Price, and/or the matching contribution, provided that the benefit from such award does not exceed the statutory or regulatory limits pursuant to Articles L. 3332-18 *et seq.* and L. 3332-11 *et seq.* of the French Labor Code;
5. resolves to cancel the shareholders' preferential subscription rights to the securities covered by this authorization in favor of the beneficiaries mentioned above. In addition, the said shareholders also waive any right to the bonus shares or share equivalents that would be issued pursuant to this resolution;
6. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, within the limits and under the conditions specified above, and in particular to:
 - determine, in accordance with legal requirements, the list of companies whose members of one or more Company employee savings plans may subscribe to the shares or share equivalents thus issued and to receive, where applicable, bonus shares or share equivalents,
 - decide whether subscriptions may be made directly or through employer-sponsored mutual funds or other vehicles or entities allowed by applicable legislation or regulations,
 - determine the conditions, including seniority, that the beneficiaries of capital increases must meet,
 - set the opening and closing dates for subscriptions,
 - determine the amounts of the issues that will be carried out under this authorization and set, *inter alia*, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (even retroactive) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements,
 - in the event of an award of bonus shares or share equivalents, set the number of shares or share equivalents to be issued, the number allocated to each beneficiary, and set the dates, periods, terms and conditions for awarding such shares or share equivalents in accordance with current statutory and regulatory requirements, and in particular decide whether to fully or partially substitute the allocation of such shares or share equivalents for the discounts relative to the Reference Price provided above, or to deduct the equivalent value of such shares from the total amount of the matching contribution, or to combine these two options,

- to record the completion of the capital increases in the amount of subscribed shares (after any reductions in the event of oversubscription),
- where applicable, charge the costs of the capital increases against the amount of the relevant premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from such capital increases,
- enter into all agreements, carry out directly or indirectly by proxy all actions, including to proceed with all formalities required following capital increases, amend the bylaws accordingly and, generally, conclude all agreements, in particular to ensure completion of the proposed issues, take all measures and decisions, and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

FOURTEENTH RESOLUTION:

Delegation of authority to be given to the Board of Directors to increase the share capital, with cancellation of preferential subscription rights, in favor of any entities incorporated as part of the implementation of the GDF SUEZ Group's international employee shareholding plan

After reviewing the Board of Directors' report, the Statutory Auditors' report, and in accordance with Articles L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' General Meeting:

1. authorizes the Board of Directors to increase the share capital, on one or several occasions, by a maximum nominal amount of **€20 million**. This amount shall count against the Overall Ceiling of €310 million set in the 13th resolution of the Ordinary and Extraordinary Shareholders Meeting of May 3, 2010;
2. sets the term of validity of this authorization at **18 months** from the date of this Shareholders' Meeting, and notes that it shall deprive of effect, from this date, the similar authorization previously granted under the 12th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 3, 2010;
3. authorizes the Board of Directors to choose the entity or entities referred to in point 6 below;
4. resolves that the final amount of the capital increase shall be set by the Board of Directors which shall have full powers for such purpose;
5. resolves that the amount of subscriptions by each employee may not exceed the limits that will be set by the Board of Directors under this authorization and that, in the event of excess employee subscriptions, these shall be reduced in accordance with the rules defined by the Board of Directors;

6. resolves to cancel the shareholders' preferential rights and, under the provisions of Article L. 225-138 of the French commercial Code, to reserve the subscription of all issued shares to all French or foreign entities, with or without legal personality, whose sole purpose is to purchase, hold and dispose of GDF SUEZ shares or other financial instruments in the context of implementing one of the Multiple plans in the GDF SUEZ international employee shareholding plan, including all companies incorporated for the implementation of the Multiple plan and all trusts set up to establish a Share Incentive Plan governed by English law;
7. resolves that the issue price of the new shares shall be equal to the price of the shares to be issued under the next share issue reserved for employees who are members of a GDF SUEZ Group employee savings plan, pursuant to the 13th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 2, 2011, and which shall be equal to 80% of the average opening price of the shares on the NYSE Euronext Paris stock exchange during the 20 trading sessions preceding the date of the decision setting the opening date of the subscription period for the share issue reserved for members of a GDF SUEZ Group employee savings plan. The Shareholders' Meeting nonetheless authorizes the Board of Directors to reduce or to eliminate, as it sees fit, any discount applied to the subscription price of the shares issued, pursuant to the 13th resolution above (capital increase reserved for employees who are members of Company employee savings plan), subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems;
8. resolves that the Board of Directors may determine the subscription price different from that determined under the preceding paragraph if required under applicable local law, including for the implementation of a Share Incentive Plan governed by English law, with the proviso that such price shall not be less than 80% of the average opening price of the GDF SUEZ share on the NYSE Euronext Paris stock exchange during the 20 trading sessions preceding the date of the decision setting the opening date of the subscription period for the share issue reserved for members of a GDF SUEZ Group employee savings plan;
9. resolves that the Board of Directors may determine the methods of subscription to be presented to the employees in each relevant country, subject to applicable local laws, and select the countries to be included from among those in which GDF SUEZ Group has consolidated subsidiaries pursuant to Article L. 3344-1 of the French Labor Code and those of such subsidiaries whose employees will be able to participate in the program;
10. resolves that the amount of the capital increase or of each capital increase shall be limited, where applicable, to the total amount of each subscription received by GDF SUEZ, in accordance with applicable statutory and regulatory requirements;
11. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, within the limits and under the conditions specified above, and in particular to:
 - determine the amounts of the issues that will be carried out under this authorization and set, inter alia, the issue price, dates, periods, terms and conditions of subscription, payment, delivery and dividend entitlement for the securities (even retroactive) as well as any other terms and conditions of issue in accordance with current statutory and regulatory requirements,
 - where applicable, at its own initiative, charge the costs of such a capital increase against the amount of the relevant premiums and, as it sees fit, deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the capital resulting from such a capital increase,
 - and, generally, enter into all agreements, in particular to ensure completion of the proposed issues, record the completion of the capital increase and amend the bylaws accordingly, take all measures and decisions and accomplish all formalities required for the issue, listing and financial administration of the securities issued under this authorization and for the exercise of the rights attached thereto or required after each completed capital increase.

FIFTEENTH RESOLUTION:

Authorization to be given to the Board of Directors to award bonus shares to employees and/or officers of the Company and/or Group companies

After reviewing the report of the Board of Directors and the Statutory Auditors' special report, the Shareholders' General Meeting, pursuant to the quorum and majority requirements applicable to the Extraordinary Shareholders' General Meeting:

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to award outstanding Company shares, on one or several occasions, in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, to employees and/or officers of the Company and/or companies or groups related thereto under the terms referred to in Article L. 225-197-2 of the French commercial Code, or certain categories thereof;
2. sets the term of validity of this authorization at **18 months** from the date of this Shareholders' Meeting, and notes that it shall deprive of effect, from this date, the authorization granted under the 17th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 3, 2010;
3. resolves that the total number of shares awarded pursuant to this authorization may not represent more than **0.5%** of the Company's share capital outstanding as of the date of the Board of Directors' decision to award shares;
4. resolves that all or some of the shares awarded will only vest after a minimum of two years, and that a minimum holding period of two years will apply from the vesting date, it being specified that

there may be no minimum holding period for shares subject to a minimum four-year vesting period, in which case said shares would be freely transferable once they have vested;

5. resolves that in the event that a beneficiary is classified as having a second or third class disability, as defined by Article L. 341-4 of the French Social Security Code, the shares awarded to that beneficiary will vest immediately and that such beneficiary shall not be subject to any holding period for the shares which shall be immediately transferable thereto;
6. grants full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, subject to the above limitations, and in particular to:
 - determine the identity of the recipients of awards and number of shares allocated to each beneficiary,
 - set the conditions and, where appropriate, the criteria for awarding the shares, including the minimum vesting period and the minimum holding period,
 - provide, where appropriate, for the possibility to extend the vesting period for the same period and in such case, to defer the end-date of the holding period accordingly, so that the minimum holding period remains unchanged,
 - adjust the number of shares awarded in the event that the value of the Company's shares should change as a result of transactions involving the Company's share capital or shareholders' equity, in order to preserve the rights of beneficiaries of bonus share allocations,
 - set the dates and the terms and conditions of the free share awards and, in general, take all the necessary steps and enter into all agreements to properly complete the transaction.

SIXTEENTH RESOLUTION:

Powers to implement the resolutions adopted by the Shareholders' Meeting and perform the related formalities

The Shareholders' Meeting grants full powers to the bearer of the original or a copy or extract of the minutes of this Shareholders' Meeting to carry out all filings and other formalities as required.

OVERVIEW OF THE COMPANY ACTIVITIES DURING FISCAL YEAR 2010

FINANCIAL RESULTS FOR THE YEAR ENDED DECEMBER 31, 2010

I - CONSOLIDATED FINANCIAL STATEMENTS (IFRS)

<i>In millions of euros</i>	2010	2009
Revenues	84,478	79,908
Current operating income	8,795	8,347
Income from operating activities	9,497	8,174
Net income	5,626	5,230
Cash generated from operations before income tax and working capital requirements	14,736	13,016
NET INCOME GROUP SHARE	4,616	4,477
<i>(in euros)</i>		
Diluted earnings per share	2.11	2.03

II - GDF SUEZ PARENT COMPANY FINANCIAL STATEMENTS (FRENCH GAAP)

<i>In millions of euros</i>	2010	2009
Net recurring income	1,394	1,877
Non-recurring items	(893)	184
Income tax, profit sharing and incentive schemes	356	200
NET INCOME	857	2,261

HIGHLIGHTS 2010

ENERGY FRANCE

- Launch of the DolceVita Zen Box range;
- Start of the Curbans site (solar photovoltaic farm);
- Public enquiry about the offshore wind farm project “the Deux Côtes” (705 MW off the coast of the Seine-Maritime and the Somme districts);
- Launch of the Gaz de France DolceVita mobile website that allows residential customers to access their account online, request a move or learn about their boiler from their mobile phones;
- Acquisition of a majority shareholding on May 31st in Panosol, consultant engineers in solar, thermal and photovoltaic power covering much of the south-west, traditionally based in Toulouse;
- Acquisition of a majority shareholding on July 8th in PDF/Agenda France, leader in France of statutory real estate troubleshooting, organized as a network of 150 franchises covering the whole of the territory;
- Entry into commercial service in July of the Combigo thermal power station (435 MW at Fos-sur-Mer);
- Provisional acceptance in November of the thermal power station at Montoir-de-Bretagne (435 MW).

ENERGY EUROPE & INTERNATIONAL BUSINESS LINE

- In January, GDF SUEZ and Codelco announced the closing of the merger of all their electricity assets in the Chile’s Northern Electricity Grid as well as gas transport and regasification activities into one entity, which is now named E.CL.
- In February, GDF SUEZ announced its increased ownership interest in the Astoria I power plant in New York in the United States to 58.54%.
- In March, the audit team from the International Atomic Energy Agency (IAEA) carried out an in-depth audit at units 1 and 2 of the Doel nuclear power station in Belgium, and acknowledged that safety is a priority and that efforts are continually being made to optimize safety and reliability at the facilities. As such, the general conclusions are in line with the results of a similar audit carried out earlier at the Tihange nuclear power station.

- In March, GDF SUEZ Energy Resources North America announced plans to enter into four new Pennsylvania retail electricity markets in the United States in 2011.
- In April, the GNL Mejillones regasification terminal in Chile started daily deliveries of two million cubic metres of regasified LNG to four major mining companies in Northern Chile and to the generation companies E-CL and Gas Atacama. The terminal will be supplemented with an on-shore LNG tank, which will be completed by 2013 and have a capacity of 175,000 m³.
- In May, GDF SUEZ is awarded for the construction and operation of Barka 3 and Sohar 2, two new independent power projects in Oman. The financing for the two projects was completed in September.
- In June, GDF SUEZ and its partners announced that they will start construction of the Riyadh Independent Power Production power project, situated approximately 125 km west of the capital of Saudi Arabia.
- In July, GDF SUEZ laid the corner stone of the world’s largest power station fuelled entirely by biomass in Poland.
- In July, GDF SUEZ confirmed USD600 million investments in Peru, with the construction of a new hydroelectric power plant at Quitaracsa, and the conversion of the thermal power station at ChilcaUno to combined cycle.
- In August, GDF SUEZ and International Power announced the merger of International Power with GDF SUEZ Energy International ⁽¹⁾, creating the global leader in independent power generation. The closing of the transaction occurred on February 3rd 2011.
- In October, Electrabel reached commercial operation of its new Maxima power station in the Netherlands. The plant comprises two ultramodern CCGT units of net 435 MW each, with efficiency of almost 60%. The Maxima power plant will produce enough electricity to cover the consumption of about 1.6 million households.
- In November, GDF SUEZ, Iberdrola and SSE established a joint venture company, NuGen, which aims at developing a new generation nuclear power station of up to 3.6 GW on land in West Cumbria, North West England, for which it secured an option in October 2009.

(1) GDF SUEZ Energy International comprises the activities of the Energy Europe & International business line outside Europe and certain assets in the UK and Turkey

GLOBAL GAS & LNG BUSINESS LINE

- In the first half, start-up of the shipping activity to supply Major Account customers in the Czech Republic.
- In the United States, reception by the Everett terminal of the first cargo from the LNG regasifier GDF SUEZ Neptune. A few weeks later, receipt of its first unloading sourced from Yemen.
- In Japan, delivery to GDF SUEZ LNG of the LNG tanker GDF SUEZ Point Fortin on a 20-year charter.
- In Algeria, acquisition of 20% of the license for the South-Eastern Illizi license.
- In Chile, reception by the LNG tanker BW GDF SUEZ Brussels, used as a floating storage facility at Mejillones, of its first LNG cargo, delivered by the BW SUEZ Boston.
- In Singapore, opening of a joint office for Gaselys and GDF SUEZ LNG.
- In Germany, acquisition of three exploration licenses to the South of Speyer and a decision to develop the Römerberg oilfield.
- In Indonesia, success of the first assessment well in the Jangkrik field.
- Signature in June, at Saint Petersburg (Russia), of the agreement for access by GDF SUEZ to the capital of Nord Stream (9%, effective on July 1, 2010).
- Reception by GDF SUEZ LNG of a second regasifier LNG tanker, the GDF SUEZ Cape Ann; this was the delivery of the fifth new ship on long term charter in 10 months.
- In the second half, in Egypt, start of gas production at Alam El.
- In Germany, creation of "GDF SUEZ Energy Sales GmbH", a joint subsidiary between the Global Gaz & GNL business line and the Energy Europe & International business line for sales of gas and electricity to B to B and Giant customers.
- In China, delivery of the first LNG cargo by the Group to the Shanghai terminal by the LNG tanker Gaselys, making the opening of the business line a reality on the Asian market.
- In August, finalizing by GDF SUEZ LNG of its first medium-term LNG sales agreement to the South Korean company Kogas, the world's largest LNG buyer.
- In the Netherlands, after 4 months of drilling, discovery of gas for GDF SUEZ E&P Nederland B.V. on the HP exploration well (1023 bars)/HT (183°C) offshore L5 Sierra.
- Finalizing on September 30 the buyback of Société Générale's shares in Gaselys, which then became a wholly owned subsidiary of GDF SUEZ.
- Conclusion by GDF SUEZ LNG of a medium-term agreement to sell LNG to Gazprom, starting in 2011.
- Signature in October with CNOOC (China) of a medium-term LNG sales agreement, starting in 2013.

- In November, transfer of operatorship by Statoil to GDF SUEZ for the Gja field for the production phase.
- Entry by GDF SUEZ into two offshore exploration licenses for Greenland. The Group holds 26.5% of each of the two licenses held by Shell (operator) and Statoil.

INFRASTRUCTURES BUSINESS LINE

- In January 2010, daily natural gas consumption on the GRTgaz' transmission network reached a new record at 3,053 GWh, due to a cold spell.
- Starting from January 2010, application of new rates for access to LNG terminals, varying between terminals, for a 3-year period (regarding Fos Cavaou, starting from the date it enters commercial service).
- Launching of the blog "With you... GrDF on the move". Aimed at individuals, as well as natural gas professionals, architects and members of local authorities.
- Since April 1st, the new Storengy agreement has been using the Powernext Gas Spot organized market indices.
- The Fos Cavaou LNG terminal received the LNG tanker "Gaselys", thus marking its entry into commercial service in April.
- In July, GRTgaz launched TRANS@ctions, a secure gateway, which allows all customers who are natural gas shippers to make their routing capacity reservations directly on line.
- Full commercial service of the Fos Cavaou LNG terminal, following issue of the order allowing full capacity operation by the Préfecture of the Bouches-du-Rhône on August 25, 2010.
- Launch in September of the public enquiry into extending the operation of the Fos Tonkin LNG terminal.
- In October, GRTgaz and Fluxys launched the marketing of bundled primary capacities between the Zeebrugge hub and the North PEG on Capsquare, their joint platform for buying and selling cross-border capacities.
- GrDF is launching a new form of natural gas concession agreement.
- GRTgaz inaugurated several new compression stations in 2010, as part of a large-scale program to modernize its compression inventory.

ENERGY SERVICES BUSINESS LINE

In January, Axima and Seitha merged to strengthen their position as French leader in HVAC engineering and refrigeration in France. Axima Seitha produces more than 1,000 sites each year in installation and maintenance in the HVAC engineering, refrigeration and fire protection segments.

For the Indian gas operator GAIL, Tractebel Engineering has a consultancy contract to manage the planned pipeline from Jagdishpur to Haldial, a distance of more than 2,050 km, consisting of a main pipeline 800 km in length and several branch lines with a total length of 1,250 km.

In March, Cofely (Portugal) signed a facilities management contract (maintenance, security guards and support) for the Continental plant at Porto.

In April, Ineo (France) signed a contract for the financing, design, installation and maintenance-operation of a CCTV system and 1,106 associated cameras with the Paris Préfecture de Police.

In May, Cofely (Italy) signed a contract to supply an integrated system for servicing and managing technical facilities in three medical centers for ASL de Cuneo.

GDF SUEZ Energy Services increased its green power generation capacity in New Caledonia with the acquisition from Aerowatt of two wind farms installed in the Mont-Dore (Southern Province) district. They will be operated by Alizés Énergie, a subsidiary of EEC, the GDF SUEZ Group's main company in New Caledonia. With this acquisition, GDF SUEZ Energy Services will now be operating a wind farm with 50 generators and an installed output of 13 MW and will thus be producing more than 20 GWh of wind-sourced electrical energy in New Caledonia, i.e. almost 30% of the electricity sold in the Mont-Dore district.

GDF SUEZ Energy Services acquired the Utilicom Group and its subsidiaries, a company in the IDEX Energy UK Limited grouping. This strategic investment underpinned the creation of Cofely District Energy Limited, the new leader in urban hot and cold management in the United Kingdom.

In June, Fabricom (Belgium) won the Information Technology and Communication contract for the railway tunnels and the station at Brussels National airport, awarded by Infrabel as part of the Diabolo project. The contract requires the supply, installation, connection and commissioning of the following cables and equipment: basic equipment and structured cabling, transmission, fire detection, CCTV, access control, emergency telephones, PA, train notice boards, dynamic evacuation guides and the fire network scenario.

In July, Ineo/Axima Seitha (France) signed a contract as a member of a consortium with AIA and Fondeville for the design and construction of the new hospital at Carcassonne.

Ineo (France) signed a Public-Private Partnership agreement with "Grand Dijon" for the design, construction, financing and maintenance for 26 years of all the electrical equipment and control systems for the two future Tramway lines, as well as management of the energy supply.

Cofely (France) signed a contract for the design, construction and operation of the biomass heat network for the city of Sens.

Ineo (France) was selected with Vinci for the design/construction of the High Speed Line (HSL) from Tours to Bordeaux, the largest planned transport infrastructure concession in Europe.

In August, Cofely Services (Belgium) created a joint venture - SportOase - with Van Roey on signing a public-private partnership agreement with the Société Autonome de Développement Urbain [Independent Urban Development Company] Knokke-Heist for the design, construction, financing, maintenance and management of the Duinenwater sports complex at Knokke-Heist.

Fabricom (Norway) signed a framework agreement for the maintenance and modifications (M&M) of several offshore drilling platforms in the Sleipner field (natural gas and light oil). The agreement covers the designs, detailed engineering, manufacture and installation works, as well as operational support services. Customer: Statoil.

In September, Cofely (France) won ten projects for the construction and operation of wood-fired heating systems, with a total output of 100 MW. These projects were part of the Biomass Heat for Industry, Agriculture and the service sector (French abbreviation - BCIAT) set up by the Minister for Ecology, Energy, Sustainable Development and the Sea at the end of the Environment Summit.

In October, Ineo (France) signed the first Photovoltaic Public-Private Partnership in France. More than 60,000 ground-mounted solar panels, representing a total power of 14.7 MW, will be installed at 4 landfills in the Vendée (Givrand, Avrillé, Talmont-Saint-Hilaire and la Roche-sur-Yon) and will be operated by the Syndicat d'électrification de la Vendée through its public sector company REVe.

In November, Cofely (Netherlands) signed a contract for the installation of heating, ventilation and air conditioning equipment, electrical equipment and sprinkler systems; gas distribution systems (compressed air, nitrogen, fluorine) and water treatment systems, as part of the construction of a clean room for a factory making the latest generation of wafer scanners.

In December, Cofely (Germany) signed an agreement protocol for the acquisition of Proenergy Contracting GmbH & Co. KG, supplier of installed energy services at Bochum in Germany. Proenergy Contracting and its subsidiaries currently manage 3,400 sites in Germany, Austria, Hungary and Romania and post annual revenues of more than €60 million.

SUEZ ENVIRONNEMENT BUSINESS LINE

Water Europe

Significant contracts

New contracts:

- Sartrouville: to design, build and operate the water park (20 years, €25m);
- Strasbourg: public utility delegation contract for the Strasbourg wastewater treatment plant with 1,000,000 equivalent inhabitant capacity (8 years, €98m);
- Calvia (Majorca): drinking water distribution for the city (50 years, €980m);
- Sant Vicenç dels Horts (Barcelona): drinking water distribution and wastewater treatment system (50 years, €113m);
- La Oliva (Fuerteventura): 50 years, €64m.

Renewed contracts:

- Ponferrada (Province of Leon): 25 years, €137m;
- Palencia (Palencia): 20 years, €119m;
- Alicante (Alicante): 14 years, €58m.

Completion of the friendly takeover of Aguas de Barcelona on June 8, 2010

- Since this takeover, SUEZ ENVIRONNEMENT now holds 75.23% of Agbar share capital and includes it in its scope of consolidation.
- Criteria CaixaCorp (Criteria), a historic partner of the Group in Agbar, retains its 24.10% stake.
- The operation was carried out in a timely fashion and on advantageous financial terms. The Adeslas health insurance business, not strategic for SUEZ ENVIRONNEMENT, was sold thereby reducing its exposure to more-cyclical activities impacted by the crisis.

Completion of the unwinding of joint holdings in water with Veolia Environnement

- SUEZ ENVIRONNEMENT and Veolia Environnement together unwound their joint holdings in their "jointly owned" water management companies in France.
- At the end of this process SUEZ ENVIRONNEMENT through its subsidiary Lyonnaise des Eaux wholly owned the following eight companies:
 - Société d'Exploitation du Réseau d'Assainissement de Marseille (SERAM);
 - Société Provençale des Eaux (SPE);
 - Société des Eaux du Nord (SEN) and its subsidiaries;
 - Société des Eaux de Versailles et de Saint Cloud (SEVESCO) and its subsidiaries;

- Société Martiniquaise des Eaux (SME);
- Société Guyanaise des Eaux (SGDE);
- Société Stéphanoise des Eaux (SSE);
- Société Nancéienne des Eaux (SNE).

- At the same time, Lyonnaise des Eaux sold to Veolia-Eau all its holdings in Société des Eaux de Marseille and in Société des Eaux d'Arles.

Increased stake in ACEA (Italy)

Over the course of the year, SUEZ ENVIRONNEMENT increased its stake in the ACEA to 6.52% at December 31, 2010. ACEA is 51% controlled by the city of Rome and is a water, waste management and electricity operator.

Waste Europe

Significant contracts

New contracts:

- Ivry (France): to operate the household waste incineration plant (6 years, €210m, with a possible conditional 3-year operating tranche);
- Regional waste management for the Syndicat de Traitement des déchets Ardèche Drôme (France): 6 years, €28m;
- County of Suffolk (UK): to build and operate a waste energy recovery plant with a capacity of 269,000 tonnes a year and produce electricity for the equivalent of 30,000 homes (25 years, €1.2bn).

Renewed contracts:

- Aberdeenshire (UK): waste treatment plant (15 years, £200m, possible additional 5-year extension).

Upturn in waste sorting and recycling activity

Sorting and recycling activities have grown sharply, driven not only by the rise in the price of recycled materials, but also by the increased processing capacity of the treatment facilities built or acquired by the Group in recent years.

International

Significant contracts

New contracts:

- East Providence (USA): to design, build and operate (DBO) wastewater collection and treatment facilities in the city of East Providence (Rhode Island) (10 years, €73m);
- Mapocho (Chile): to extend and operate for 5 years the Mapocho wastewater treatment plant in the Santiago Valley (€260m). The contract includes modernizing the facility to improve energy recovery from sludge;
- Panama: to design, build and operate over 4 years an urban wastewater treatment plant in the capital (€80m);

- Achères (France/Degrémont): to rebuild the pre-treatment section of the Lower Seine purification plant at Yvelines (€110m);
- Petrobras (Brazil): to design and build an industrial wastewater treatment and recycling plant at the new Petrobras facility (€49m);
- Industrial and chemical park at Chongqing Changshou (China): 30-year concession contract, with a possible 20-year extension, for industrial wastewater treatment services at the industrial park.

Renewed contracts:

- Macao: concession contract for water services (20 years, €1bn) and electricity (25 years).

Acquisition of the company WSN Environmental Solutions (Australia)

Purchase of the government of New South Wales' waste management activities in the form of WSN Environmental Solutions (WSN) for €174m. This acquisition supplements SITA Australia's recycling and treatment capacity. The transaction was completed on January 31, 2011.

OTHER MAJOR EVENTS

In October 2010, GDF SUEZ issued £700 million (€822 million) in debt with a 50-year maturity, followed by a euro-denominated issue in two tranches of €1 billion each with 7- and 12-year maturities, respectively.

Also in October 2010, GDF SUEZ repurchased partially bonds maturing in January 2012, February 2013 and January 2014 for a total nominal amount of €934 million.

In December 2010, E. CL SA, the Group's subsidiary in Chile, issued a US\$400 million 10-year bond.

In June 2010, GDF SUEZ signed a five-year, €4 billion multicurrency line of credit with 18 international banks to provide for the early refinancing of credit lines expiring in 2012.

In June 2010, SUEZ Environnement issued €500 million in senior debt with a 12-year maturity, followed by the issue in September 2010 of €750 million in hybrid perpetual debt.

FIVE-YEAR FINANCIAL SUMMARY

	2010	2009	2008	2007	2006
CAPITAL AT YEAR-END					
Share capital (in euros)	2,250,295,757	2,260,976,267	2,193,643,820	983,871,988	983,871,988
Number of ordinary shares issued and outstanding	2,250,295,757	2,260,976,267	2,193,643,820	983,871,988	983,871,988
Maximum number of shares to be issued:					
• by converting bonds	-	-	-	-	-
• by exercising stock options	30,841,031	36,619,478	39,167,750	-	-
RESULTS OF OPERATIONS FOR THE YEAR (in millions of euros)					
Revenues excluding VAT	25,373	24,894	25,209	20,991	20,933
Income before tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	1,592	1,184	3,254	15,429	2,814
Income tax (- = benefit)	(356)	(200)	(617)	2,813	409
Employee profit-sharing and incentive payments for the year	0	0	0	-	-
Income after tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	857	2,261	2,767	11,611	1,785
Total dividends paid (including on treasury shares in 2009)	3,354 ⁽¹⁾	3,257	4,729	1,240	1,082
EARNINGS PER SHARE (in euros)					
Income after tax and employee profit-sharing but before depreciation, amortization, provisions and transfer of concession termination amortization	0.87	0.61	1.76	12.82	2.44
Income after tax, employee profit-sharing, depreciation, amortization, provisions and transfer of concession termination amortization	0.38	1.00	1.26	11.80	1.81
Dividend per share	1.50 ⁽¹⁾	1.47	2.20	1.26	1.10
HEADCOUNT					
Average number of employees during the year	7,511	7,456	7,622	20,970	21,780
Total payroll	471	498	485	914	892
Total employee benefit obligations paid (social security taxes and contributions to pension plans, welfare schemes, etc.)	234	309	335	470	493

(1) Shareholders at the Shareholders' Meeting convened to approve the financial statements of GDF SUEZ SA for the year ended December 31, 2010, will be asked to approve a dividend of €1.50 per share, representing a total payout of €3,354 million based on the number of shares outstanding at December 31, 2010.

PRESENTATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

I - DIRECTORS IN OFFICE

DIRECTORS ELECTED BY THE GENERAL SHAREHOLDERS' MEETING

G rard Mestrallet

A French citizen, born on April 1, 1949 in Paris (18th district)
62 years old

Chairman and Chief Executive Officer

Jean-Fran ois Cirelli

A French citizen, born on July 9, 1958 in Chamb ry (Savoie)
52 years old

Vice-Chairman and President

Albert Fr re

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

85 years old

Vice-Chairman

Edmond Alphand ry

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

**Chairman of the Ethics, Environment and Sustainable
Development Committee**

Member of the Audit Committee

Jean-Louis Beffa

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

Chairman of the Nominations Committee

Member of the Compensation Committee

Aldo Cardoso

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

Chairman of the Audit Committee

Ren  Carron

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

Member of the Nominations Committee

Member of the Compensation Committee

Paul Desmarais Jr.

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

56 years old

Member of the Nominations Committee

Member of the Compensation Committee

Anne Lauvergeon

A French citizen, born on August 2, 1959 in Dijon (C te-d'Or)
51 years old

Member of the Strategy and Investments Committee

Member of the Ethics, Environment and Sustainable

Development Committee

Thierry de Rudder

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

61 years old

Chairman of the Strategy and Investments Committee

Member of the Audit Committee

Lord Simon of Highbury

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

Chairman of the Compensation Committee

REPRESENTATIVE DIRECTORS OF THE FRENCH STATE

Jean-Paul Bailly

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

64 years old

Member of the Ethics, Environment and Sustainable Development Committee

Bruno Bézard

A French citizen, born on May 19, 1963 in Chauny (Aisne)

47 years old

Olivier Bourges

A French citizen, born on December 24, 1971 in Auxerre (Yonne)

44 years old

Member of the Audit Committee

Member of the Strategy and Investments Committee

Member of the Compensation Committee

Pierre-Franck Chevet

A French citizen, born on September 28, 1967 in Grenoble (Isère)

49 years old

Member of the Strategy and Investments Committee

Ramon Fernandez

A French citizen, born on June 25, 1967 in Paris (15th district)

43 years old

Member of the Nominations Committee

Pierre Mongin

A French citizen, born on August 9, 1954 in Marseille (8th district)

56 years old

DIRECTORS REPRESENTING THE EMPLOYEES AND THE EMPLOYEES SHAREHOLDERS

Alain Beullier

A French citizen, born on March 26, 1964 in Laval (Mayenne)

47 years old

Anne-Marie Mourer

A French citizen, born on April 20, 1959 in Clermont-Ferrand

(Puy-de-Dôme)

51 years old

Member of the Ethics, Environment and Sustainable Development Committee

Patrick Petitjean

A French citizen, born on August 23, 1952 in Saint-Dizier

(Haute-Marne)

58 years old

Gabrielle Prunet

A French citizen, born on December 5, 1959 in Biarritz

(Pyrénées-Atlantiques)

51 years old

NON-VOTING DIRECTORS

Richard Goblet d'Alviella

A Belgian citizen, born on July 6, 1948 in Brussels (Belgium)

62 years old

Philippe Lemoine

A French citizen, born on November 3, 1949 in Neuilly-sur-Seine

(Hauts-de-Seine)

61 years old

FRENCH GOVERNMENT COMMISSIONER

Florence Tordjman

A French citizen, born on June 27, 1959 in Poitiers (Vienne)

51 years old

II - DIRECTORS TO BE RE-ELECTED BY THE GENERAL MEETING

Albert Frère

Born February 4, 1926 in Fontaine-l'Évêque (Belgium), is a Belgian citizen

After carrying out many activities in his family's business, Albert Frère definitely focused his career in industry, acquired control of all steel companies in the Charleroi basin, diversifying production while simultaneously upgrading their facilities. In 1981, in association with a group of businessmen, he founded Pargesa Holding in Geneva. The following year, the company acquired an interest in Groupe Bruxelles Lambert SA (GBL), in Brussels. With the creation of the Pargesa-GBL investment empire, its operations became international and it diversified into three key areas: finance, energy/services and communications (broadcasting).

Directorships and offices currently held in any company	Directorships and offices held within the past five years	Directorships and offices ended during 2010 and early-2011	New directorships and offices held during 2010 and early-2011
Honorary Regent of the National Bank of Belgium*	Vice-Chairman of the Board of Directors of SUEZ*	Member of the International Committee of Assicurazioni Generali S.p.A.* (Italy)	
Chairman of the Board and CEO of Groupe Bruxelles Lambert* (Belgium)	Chairman of the Board of Directors of FINGEN SA (Belgium)	Member of the Board of Directors of Université du travail Paul Pastur (Belgique)	
Chairman of the Board of Directors of ERBE, Frère-Bourgeois, Financière de la Sambre (Belgium), Stichting Administratiekantoor Frère-Bourgeois (Netherlands)	Director of Gruppo Banca Leonardo (Italy), Raspail Investissements (France), GBL Finance (Luxembourg)		
Vice Chairman, Executive Director and member of the Management Committee of Pargesa Holding SA* (Switzerland)	Member of the International Advisory Board of Power Corporation of Canada*		
Chairman of the Supervisory Board of Métropole Télévision M6* (France)	Member of the International Committee of Assicurazioni Generali S.p.A.* (Italy)		
Honorary Chairman of the Chamber of Commerce and Industry of Charleroi (Belgium)	Member of the Board of Directors of Université du travail Paul Pastur (Belgique)		
Director of LVMH*, non-commercial company of Château Cheval Blanc (France), Les amis des aveugles de Ghlin (Belgium)			
Permanent Representative of Frère-Bourgeois, Manager of GBL Verwaltung SARL and GBL Energy (Luxembourg)			
Permanent representative of Beholding Belgium SA on the Board of Directors of Groupe Arnault			
Member of the Strategy Planning Board of the Committee of the Université Libre de Bruxelles (Belgium)			
Honorary International Trade Advisor (Belgium)			

* Listed company.

Mr. Albert Frère is considered as an Independent Director.

He is Vice-Chairman of the Board of Directors.

He personally holds 1,911 GDF SUEZ shares.

Edmond Alphandéry

Born September 2, 1943 in Avignon (Vaucluse), is a French citizen

Graduate of the Institut d'Études Politiques de Paris and a qualified lecturer (agrégé) in economics, he is Professor Emeritus at the University of Paris II. He served as mayor of Longué-Jumelles and member of the Maine-et-Loire departmental council until 2008; he was Minister of the Economy from March 1993 to May 1995. He chaired the Supervisory Board of CNP from 1988 to 1993 and he was the Chairman of Électricité de France from 1995 to 1998. Since July 1998, he has again served as Chairman of CNP Assurances. He has also been a director of Calyon and then Crédit Agricole CIB since 2002 and of Icade since 2004. Since June 2003, he has also served as Chairman of Centre National des Professions Financières (Regional Center for the Financial Professions).

Directorships and offices currently held in any company	Directorships and offices held within the past five years	Directorships and offices ended during 2010 and early-2011	New directorships and offices held during 2010 and early-2011
Chairman of the Board of Directors of CNP Assurances* Chairman of CNP International Director of Crédit Agricole CIB (formerly Calyon), Icade, (France), Caixa Seguros (Brazil), CNP Vita (Italy) Chairman of the Centre National des Professions Financières (France) Member of the Nomura Securities (Great Britain) European Advisory Panel	Chairman of the Supervisory Board of CNP Assurances* Director of the publishing company "Affiches Parisiennes", and of SUEZ* Member of the European Advisory Board of Lehman Brothers		Director of Crédit Agricole CIB (formerly Calyon)

* Listed company.

Mr. Edmond Alphandéry is considered as an Independent Director.

He is Chairman of the Ethics, Environment and Sustainable Development Committee and member of the Audit Committee.

He personally holds 2,923 GDF SUEZ shares.

Aldo Cardoso

Born March 7, 1956 in Tunis (Tunisia), is a French citizen

A graduate of the École Supérieure de Commerce de Paris, Aldo Cardoso holds a Master's Degree in Business Law and is a Certified Public Accountant. From 1979 to 2003, he held several successive positions at Arthur Andersen: including Consultant, Partner (1989), President France (1994), member of the Board of Andersen Worldwide (1998), Chairman of the Board (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003). Since 2003, he has served as Director of French and foreign companies.

Directorships and offices currently held in any company	Directorships and offices held within the past five years	Directorships and offices ended during 2010 and early-2011	New directorships and offices held during 2010 and early-2011
Director of Bureau Veritas*, Gecina* Imerys*, Rhodia*, GE Corporate Finance Bank SAS (France), Mobistar* (Belgium) Non-voting Director of AXA Investment Managers (France)	Director of Gaz de France*, Penauilles Polyservices*, Orange*, Accor* Non-voting Director of Bureau Veritas*	Director of Accor*	Director of GE Corporate Finance Bank SAS (France)

* Listed company.

Mr. Aldo Cardoso is considered as an Independent Director.

He is Chairman of the Audit Committee.

He personally holds 1,000 GDF SUEZ shares.

René Carron

Born June 13, 1942 in Yenne (Savoie), is a French citizen

Rene Carron runs a farm in Yenne. He has held a variety of elected offices in the Savoie region of France. In 1981, he joined the Crédit Agricole group. In 1992, he became Chairman of Caisse Régionale de la Savoie, which became Caisse Régionale des Savoie after its merger with Caisse de Haute-Savoie in 1994, of which he was Chairman until March 2010. In 1995, he became an officer of the Fédération Nationale du Crédit Agricole, serving as Chairman from July 2000 to April 2003, and subsequently as Vice-Chairman. In December 2002, he was appointed Chairman of the Board of Directors of Crédit Agricole SA.

Directorships and offices currently held in any company	Directorships and offices held within the past five years	Directorships and offices ended during 2010 and early-2011	New directorships and offices held during 2010 and early-2011
Chairman of the FARM Foundation, the Grameen Crédit Agricole Foundation, Vice-Chairman of IPEMED Director of Fiat S.p.A.* (Italy)	Chairman of the Board of Directors of Crédit Agricole SA* Chairman of Caisse Locale du Crédit Agricole de Yenne, GIE GECAM, Caisse Régionale de Crédit Agricole des Savoie, Confédération Internationale du Crédit Agricole (CICA) Vice-Chairman of Confédération Nationale de la Mutualité de la Coopération and Crédit Agricole (CNMCCA), Fédération Nationale du Crédit Agricole Director, Vice-Chairman of Banca Intesa (Italy) Director of Rue Impériale, SAS SAPACAM, Sofinco, SUEZ*, Crédit Agricole Solidarité et Développement, Fondation du Crédit Agricole Pays de France, Sacam Participations, Scicam Member of the Supervisory Board of Eurazeo, Lagardère* Crédit Agricole Permanent Representative on the Board of Directors of Fondation de France	Chairman of the Board of Directors of Crédit Agricole SA* Chairman of Caisse Locale du Crédit Agricole de Yenne, Caisse Régionale de Crédit Agricole des Savoie, Confédération Internationale du Crédit Agricole (CICA) Vice-Chairman of Confédération Nationale de la Mutualité de la Coopération and Crédit Agricole (CNMCCA), Fédération Nationale du Crédit Agricole Director, Vice-Chairman of Banca Intesa (Italy) Director of Crédit Agricole Solidarité et Développement, Fondation du Crédit Agricole Pays de France, Sacam Participations, Scicam Member of the Supervisory Board of Eurazeo and Lagardère*	Vice-Chairman of IPEMED

* Listed company.

Mr. René Carron is considered as an Independent Director.

He is member of the Nominations Committee and member of the Compensation Committee.

He personally holds 3,360 GDF SUEZ shares.

Thierry de Rudder

Born September 3, 1949 in Paris (8th district), holds dual Belgian-French citizenship

With a degree in mathematics from the University of Geneva and the Université Libre de Bruxelles and an MBA from the Wharton School of Business in Philadelphia, Thierry de Rudder began his career in the United States, joining Citibank in 1975, where he held various positions in New York and Europe. He joined Groupe Bruxelles Lambert in 1986 and is now Executive Director.

Directorships and offices currently held in any company	Directorships and offices held within the past five years	Directorships and offices ended during 2010 and early-2011	New directorships and offices held during 2010 and early-2011
Managing Director of Groupe Bruxelles Lambert* Director of Lafarge*, Total* (France), Compagnie Nationale à Portefeuille*, Brussels Securities, GBL Treasury Center, Ergon Capital partners, Ergon Capital Partners II, Ergon Capital Partners III (ex-GBL Participations), Sagerpar (Belgique), GBL Energy sarl, GBL Verwaltung sarl (Luxembourg), GBL Verwaltung GmbH (Germany)	Director of SUEZ*, SI Finance (France), Imerys* (France), Immobilière Rue de Namur, GBL Finance SA (Luxembourg), SUEZ-Tractebel (Belgium)	Director of Imerys* (France), and SUEZ-Tractebel (Belgium)	

* Listed company.

Mr. Thierry de Rudder is considered as an Independent Director.

He is Chairman of the Strategy and Investments Committee and member of the Audit Committee.

He personally holds 2,189 GDF SUEZ shares.

III – DIRECTOR TO BE ELECTED BY THE GENERAL MEETING

Françoise Malrieu

Born February 7, 1946 in Savigny-sur-Orge (Essonne), is a French citizen

A graduate of the HEC business school, Françoise Malrieu started her career at BNP in 1968. In 1979, she became deputy head of the financial analysis department and, in 1983, head of the department. In 1987, she joined *Lazard Frères et Cie* as head of financial affairs, and then became manager in 1993 and then managing partner. In 2001, she joined Deutsche Bank France as managing director. In 2004, she was appointed CEO of *Société Financière de Grenelle*. From 2006 through 2009, she is senior advisor at Aforge Finance, an independant financial advisory firm involved in merger, acquisitions and restructuring. At the end of 2008, she takes part in the creation of the *Société de Financement de l'Economie Française*, of which she is at present Chairman of the Board and Chairman of the Audit Committee. She also holds various directorships and offices in the community and charity sector as director of Ares and president of Arescoop.

Directorships and offices currently held in any company	Directorships and offices ended during 2010 and early-2011	New directorships and offices held during 2010 and early-2011
Delegate Supervisor to the Mission de <i>Contrôle des Rémunérations des Professionnels de Marché</i> (bureau of financial market professionals' compensation supervision) Chairman of the Board of the <i>Société de Financement de l'économie Française</i> – SFEF (company for the financing of the French Economy) Director of La Poste and of Aéroports de Paris	None	Delegate Supervisor to the Mission de <i>Contrôle des Rémunérations des Professionnels de Marché</i>

Mrs. Françoise Malrieu is considered as an Independent Director.

She personally holds 300 GDF SUEZ shares.

INTERNET VOTE REQUEST FORM



To be returned exclusively to your authorized financial intermediary

A Public Limited Company with a share capital of €2,250,295,757
Corporate headquarters: 1, place Samuel de Champlain
92400 Courbevoie (France)
Register of Commerce: 542 107 651 RCS NANTERRE

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 2, 2011

The undersigned:

SURNAME:

FIRST NAME(S):

ADDRESS:

.....

.....

Holder of: registered shares

And/or: bearer shares

wishes to vote by internet at this Shareholders' Meeting

Executed in:, on:, 2011

Signature

HOLDERS OF BEARER SHARES

This Internet vote request form must be sent exclusively to the authorized financial intermediary in charge of managing your shares, with the share ownership certificate request form.

Société Générale will send shareholders their user name and password directly upon receipt of their share ownership certificate.

HOLDERS OF REGISTERED SHARES

Société Générale will send shareholders their user name and password directly.

SHARE OWNERSHIP CERTIFICATE REQUEST FORM



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

A Public Limited Company with a share capital of €2,250,295,757
Corporate headquarters: 1, place Samuel de Champlain - Faubourg de l'Arche
92400 Courbevoie (France)
Register of Commerce: 542 107 651 RCS NANTERRE

Adresse:

(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 Monday, May 2, 2011, at 2:30 p.m., at Palais des Congrès (Grand Auditorium), 2 place de la Porte Maillot - 75017 Paris (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 **April 26, 2011, at the latest**, that this certificate has been prepared.

Furthermore,

- I wish to attend this Shareholders' Meeting in person and therefore request an admission card;
- 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,
 - an Internet voting request form,

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

Yours faithfully,

Executed in:, on:, 2011

Signature

Sender:

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

SHAREHOLDER DOCUMENTATION AND INFORMATION REQUEST FORM (Art. R. 225-81 of the French Commercial Code)



A Public Limited Company with a share capital of €2,250,295,757
Corporate headquarters: 1, place Samuel de Champlain
92400 Courbevoie (France)
Register of Commerce: 542 107 651 RCS NANTERRE

To be sent to:

**Société Générale
Service Assemblées
BP 81236
44312 Nantes Cedex 3, France**

EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 2, 2011

The undersigned:

SURNAME:

FIRST NAME(S):

ADDRESS:

.....

.....

hereby requests the documentation and the information relating to the Ordinary and Extraordinary Shareholders' Meeting convened on May 2 2011 as provided for by Article R. 225-83 of the French Commercial Code.

By post

By Email at the following address:

Executed in:, on:, 2011

Signature

NB - 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, France.

GDF SUEZ

A Public Limited Company with a share capital of €2,250,295,757
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92400 Courbevoie (France)
Tel.: +33 (0)1 44 22 00 00
Paris Register of Commerce: 542 107 651 RCS NANTERRE
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gdfsuez.com