

Press **release****GDF SUEZ General Shareholders' Meeting
All resolutions adopted
Implementation of a shareholder loyalty policy**

28 April 2014

The Combined Ordinary and Extraordinary General Shareholders' Meeting held April 28, 2014 and chaired by Gérard Mestrallet, Chairman and Chief Executive Officer of GDF SUEZ, was attended by 1,230 shareholders.

After hearing from the Chairpersons of the four Committees of the Board of Directors (Audit, Strategy and Investments, Appointments and Compensation, and Ethics, Environment and Sustainable Development Committees) and after reviewing the Board of Directors' Report on the past financial year, the General Shareholders' Meeting approved the financial statements and allocation of income for 2013.

The dividend was set at €1.50 per share for financial year 2013, unchanged from 2012, including an interim dividend of €0.83 per share paid November 20, 2013. The dividend balance, €0.67 per share, will be detached April 30, 2014 and paid on May 6, 2014.

During the General Shareholders' Meeting, the shareholders also approved a loyalty 10% dividend increase to reward and promote shareholders loyalty. The measure will benefit all shareholders who, at the close of a financial year, will have held registered shares for more than two years and continued to hold them through the year's dividend payment date. The loyalty dividend will be applied for the first time in 2017 to the dividend to be paid for financial year 2016 and will be capped for a single shareholder at 0.5% of share capital.

Close to 18,000 shareholders had voted prior to the General Meeting, including more than a half by Internet (+20% vs. 2013). GDF SUEZ followed through with and strengthened the shareholder electronic voting experience, and this year allowed all shareholders, regardless of the number of shares they held, to vote via the Internet.

The General Shareholders' Meeting was streamed live on the Group's Website.

The General Shareholders' Meeting also accepted the resignation of Mr. Paul Desmarais from his Director position, effective at the close of the Meeting, as well as the election by employees of the following Directors representing Group personnel: Mrs. Anne-Marie Mourer and Mr. Alain Beullier (re-elected) and Mr. Philippe Lepage (in replacement of Mr. Patrick Petitjean who did not ask for a renewal of his mandate).

About GDF SUEZ

GDF SUEZ develops its businesses (power, natural gas, energy services) around a model based on responsible growth to take up today's major energy and environmental challenges: meeting energy needs, ensuring the security of supply, fighting against climate change and maximizing the use of resources. The Group provides highly efficient and innovative solutions to individuals, cities and businesses by relying on diversified gas-supply sources, flexible and low-emission power generation as well as unique expertise in four key sectors: independent power production, liquefied natural gas, renewable energy and energy efficiency services. GDF SUEZ employs 147,200 people worldwide and achieved revenues of €81,3 billion in 2013. The Group is listed on the Paris, Brussels and Luxembourg stock exchanges and is represented in the main international indices: CAC 40, BEL 20, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe and Euronext Vigeo (World 120, Eurozone 120, Europe 120 and France 20).

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