



PRESS RELEASE

GDF SUEZ

April 23, 2012

GDF SUEZ Shareholders' Meeting: All resolutions adopted

The Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012 was attended by more 1,400 shareholders and was chaired by Gérard Mestrallet, the Company's Chairman & Chief Executive Officer. Following the hearing of the five Board Committee Presidents (the Audit, Business Strategy and Investments, Nominations, Compensation, and Ethics, Environment and Sustainable Development Committees) and the report of the Board of Directors for the year elapsed, the Combined Annual and Extraordinary General Shareholders' Meeting approved the financial statements and earnings appropriation for fiscal year 2011.

The dividend for 2011 was set at €1.50 per share, stable compared to the 2010 dividend, including an interim dividend of €0.83 per share paid on November 15, 2011. The dividend balance in the amount of €0.67 per share is to be detached on April 25, 2012, and may be taken in the form of cash or shares.

Shareholders can exercise their share-based payment option via their financial intermediary between April 25 and May 11, 2012 inclusive, and that payment will settle the total remaining balance of their dividend entitlement. The subscription price is €16.43 per share. The Government and Groupe Bruxelles Lambert have now definitively opted to receive the balance of the dividend in the form of shares. The cash or share-based dividend payment will be made on May 24, 2012. See the Notes in the Appendix for more information about cash and share-based dividends.

At this Shareholders' Meeting, the shareholders renewed the directorships of Mr. Gérard Mestrallet, Mr. Jean-François Cirelli, Mr. Jean-Louis Beffa, Mr. Paul Desmarais Jr, and Lord Simon of Highbury for a further 4-year term.

Ms. Anne Lauvergeon did not seek reappointment as Director. Mr. Thierry de Rudder tendered his resignation as director to take effect at the close of the Shareholders' Meeting.

Moreover, as regards the objective to reduce the number of directors, the Government decided to reduce the number of directors representing the Government from 6 to 5. It renewed the mandates of Mr. Bruno Bézard, Mr. Olivier Bourges, Mr. Ramon Fernandez and Mr. Pierre Mongin, and appointed Ms. Stéphane Pallez for a 4-year term. The Board of Directors will now have 19 members.

Mr. Richard Goblet d'Alviella and Mr. Philippe Lemoine declined to renew their mandates as Observers.

Mr. Gérard Lamarche, GBL's Managing Director, was appointed as Observer for a 4-year term.

At the close of the Shareholders' Meeting, the Board of Directors renewed the mandates of Mr. Gérard Mestrallet as Chairman & CEO, and Mr. Jean-François Cirelli as Vice-Chairman, President.



The 26 resolutions that the Board of Directors had submitted for voting to the Shareholders' Meeting were all adopted.

Most of 11,700 shareholders voted in advance of the actual Shareholders' Meeting, half of them via the web program set up for that purpose.

Audio of the Shareholders' Meeting was broadcast live on the Group's website.

About GDF SUEZ

GDF SUEZ puts responsible growth at the core of its businesses in order to meet major energy and environmental challenges: meeting energy needs, safeguarding supplies, fighting climate change and maximizing the use of resources. The Group provides innovative, high-performance solutions to individuals, cities and businesses by relying on a diversified gas supply, flexible and low carbon-emission electricity generation, and unique expertise in four key sectors: liquid natural gas, energy efficiency services, independent power production and environmental services. GDF SUEZ has 218,900 employees worldwide and achieved revenues of €90.7 billion euros in 2011. GDF SUEZ is listed on the Brussels, Luxembourg and Paris stock exchanges and is represented in the main international indices: CAC 40, BEL 20, DJ Stoxx 50, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe, ASPI Eurozone and ECPI Ethical Index EMU.

Press contact:

Tel France: +33 (0)1 44 22 24 35

Tel Belgium: +32 (0)2 510 76 70

Email: gdfsuezpress@gdfsuez.com

 @gdfsuez

Investor Relations contact:

Tel: +33 (0)1 44 22 66 29

Email: ir@gdfsuez.com

Disclaimer

This press release does not constitute an offer of securities. This press release and any other document relating to the payment in shares of the final dividend related to the financial year ended December 31, 2011 shall be distributed outside France only in accordance with applicable local laws and regulations.

The option to receive payment of the final dividend in shares is not available to shareholders in Japan, in Australia or in any country where such option would require registration or authorization by local market authorities. Shareholders residing outside France must inform themselves of any applicable restrictions or limitations and ensure that they are complied with. Shareholders are responsible for informing themselves of the conditions and consequences relating to such option and its exercise as applicable under local law, and are advised to consult their tax advisors.

Upon deciding whether or not to elect to receive payment of the final dividend in shares, shareholders should consider the risks relating to an investment in shares of the Company. For additional information regarding the Company, its activity, its strategy, its financial results and risks related to its activity and an investment in its shares, please refer to the 2011 registration document (document de référence) of GDF SUEZ (available at www.gdfsuez.com).

This press release constitutes the information document required pursuant to articles 212-4 (§4) and 212-5 (§5) of the General Regulations of the French Autorité des marchés financiers and to paragraphs 1.d) and 2.e) of article 4 of Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003 (Prospectus Directive).



APPENDIX: GDF SUEZ ANNUAL SHAREHOLDERS' MEETING OF APRIL 23, 2012

Dividend payment in the form of cash or shares

The Combined Ordinary and Extraordinary Shareholders' Meeting of April 23, 2012 convened at 2:30 pm.

It approved the 2011 financial statements and set the total net dividend for 2011 at €1.50 per share. Taking into account the interim dividend of €0.83 net per share paid out on November 15, 2011, the balance of the dividend for 2011 was €0.67 per share.

This meeting also granted every shareholder the option to receive the dividend balance of €0.67 per share in the form of cash or shares. Each shareholder can individually opt to receive the dividend payment in either form but the chosen option will apply to the entire balance of the dividend he is owed.

The issue price of the new shares is 16,43 per share, which is equal to 90% of the average share price over the 20 trading days immediately preceding the date of the Shareholder's Meeting, minus the dividend balance (€0.67) and rounded up to the next eurocent.

Shareholders who opt to receive their dividend balance in the form of shares must do so via their financial intermediary between April 25 and May 11, 2012, inclusive. If they do not exercise the option in the time allotted, the dividend will be paid only in cash. If the amount to which the shareholder is entitled is not a whole number of shares, the shareholder can only receive the immediately lower number of whole shares with the balance paid by the Company in cash.

The balance of the dividend for 2011 will be paid out in the form of cash or shares, according to the option selected, on May 24, 2012.

The maximum total number of new ordinary shares that may be issued to pay the share-based dividend is 89,700,444, representing approximately 3.98% of the capital and 4.08% of exercisable voting rights based on the number of shares issued by the Company as of 20th, April 2012.

The resulting shares issued will entitle shareholders to dividends from January 1, 2012, the first day of the current fiscal year, and will be identical to existing shares in every way. They will carry the same rights and restrictions as existing ordinary shares, as described in the Company's bylaws and the 2011 Registration Document available on the Company's website (www.gdfsuez.com). An application will be submitted to have them admitted for trading on the NYSE Euronext Paris stock exchange.