

GDF SUEZ is now



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# NOTICE OF MEETING

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## **Extraordinary Shareholders' Meeting**

Wednesday, July 29, 2015  
at 12:00 noon

### **at the Pavillon d'Armenonville**

Allée de Longchamp - Bois de Boulogne  
75116 Paris

The shareholders of GDF SUEZ are convened to the Extraordinary Shareholders' Meeting to be held on Wednesday, July 29, 2015 at 12:00 noon, at the Pavillon d'Armenonville Allée de Longchamp - Bois de Boulogne 75116 Paris



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## Message from the Chairman

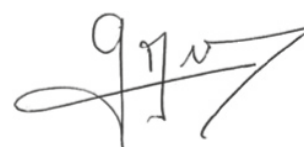


*“As the world changes,  
all energies change with  
it. That’s why GDF SUEZ  
is now ENGIE.”*

*The energy transition is more than ever a reality for which we have both great ambitions and a great responsibility. To meet the new challenges of this reality and to accelerate our development, we have decided to give the Group a new name: ENGIE. It is an easy name and one that is powerful, a name that evokes energy for everyone and in all cultures, a name embodying our values and activities. We thus confirm our new ambition and the dynamics of change that drive our Group. This new name is an expression of our new Enterprise Project. With a presence in 70 countries throughout the world and across every energy source, ENGIE aspires more than ever to be the benchmark energy player in fast growing markets and energy transition leader in Europe.*

*With this new name, ENGIE upholds that energy is everyone’s business: shareholders, employees, partners and customers, because collectively we are energy’s architects. We are called upon to act together, to be optimistic, and seek solutions that will change the daily lives of everyone and bring the benefit of greater energy efficiency.*

*In order to deliberate on bringing the legal name of the Company into harmony with the new commercial name ENGIE unveiled last April 24, an Extraordinary Shareholders’ Meeting will be held on Wednesday July 29, 2015 at 12:00 noon, at the Pavillon d’Armenonville, Allée de Longchamp – Bois de Boulogne, Paris, France.*



**Gérard MESTRALLET**  
Chairman & Chief Executive Officer

# 1

## Agenda

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- ◆ Modification of the corporate name and corresponding amendment to Article 3 of the bylaws **(1<sup>st</sup> Resolution)**.
- ◆ Powers to implement the resolutions adopted by the Shareholders' Meeting and to perform the related formalities **(2<sup>nd</sup> Resolution)**.

# 2

## How to participate in the Extraordinary Shareholders' 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 by no later than midnight, Paris time, two (2) business days before the Shareholders' Meeting, i.e., Monday July 27, 2015, 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 two (2) business days** before the Shareholders' Meeting. The entry of the shares in the share registers must be certified by a **statement of shareholding** issued by the authorized financial intermediary.

### ➤ How to exercise a voting right?

Shareholders can vote in three ways:

- **by attending** the Shareholders' Meeting **in person**;
- **by ballot or by proxy**, for which it is possible to select one of the following three options:
  - grant a proxy to the Chairman of the Shareholders' Meeting,

- vote by mail,
- grant a proxy to a third party (spouse, PACS (civil-union) partner, other GDF SUEZ shareholders, or any other individual or legal entity of his or her choice attending the Shareholders' Meeting);

➤ **vote online in case of registered shares.**

### ➤ I will attend the General Meeting

You must request an admission ticket that will admit you to the Shareholders' Meeting where you can cast your vote.

Check **Box A** of the form, sign and date **Box 4**, and return the form as shown below:

➤ My shares are **registered** shares:

Your shares must be entered in the share register by no later than **Monday, July 27, 2015 at midnight (Paris time)**. Simply return the form attached to this document, signed and dated, to Société Générale, using the prepaid envelope enclosed with your Notice of Meeting. Société Générale will then send you an admission ticket by mail.

➤ My shares are **bearer** shares:

You must request your financial intermediary to obtain an admission ticket in your name. Your financial intermediary will then send your request for an admission ticket to Société Générale, Service des assemblées générales. The request must be accompanied by a statement of shareholding, confirmed at least two (2) business days before the Shareholders' Meeting, i.e., by **Monday, July 27, 2015 at midnight (Paris time)**. Société Générale will then issue an admission ticket, which it will send to you by mail.

For shareholders planning to attend the meeting, admission ticket requests must be received by Société Générale by no later than **Monday, July 27, 2015**.

In the event that you have not received the requested admission ticket two (2) days before the Shareholders' Meeting, we invite you to contact Société Générale's admission ticket call center, from Monday to Friday, 8:30 a.m. to 6:00 p.m. (Paris time): +33 (0) 251 855 982 (*international rates in caller's country apply*).

Shareholders may also, on the day of the meeting, go directly to the shareholders' check-in counter.

Bearer shareholders who have requested but not received their admission ticket by midnight, Paris time two (2) days before the Shareholders Meeting, may, according to Article R. 225-85 of the

French Commercial Code, ask for a statement of shareholding from their account custodian and, on the day of the meeting, go directly to the shareholders' check-in counter (for both registered and bearer shareholders) with their statement of shareholding.

A dedicated space with fax machines will be available to bearer shareholders without an admission ticket, enabling them to carry out by themselves the required formalities with their financial intermediary in order to sign the attendance sheet and participate in the Shareholders' Meeting.

To facilitate proceedings at the Shareholders' Meeting, if you have your admission ticket we recommend that you arrive **beginning at 10:30 a.m. onwards** to sign the attendance sheet. **Signing of the attendance sheet will be closed at 12 noon sharp, and no shareholder will be allowed to register past that time.**

## ➤ I will not attend the Shareholders' Meeting, but I will vote by mail or by proxy

- You may choose from the three options available by checking the appropriate box on the vote-by-mail form or the proxy form:
- To vote by mail, check **Box 1**.
- To assign your proxy to the meeting Chairman, check **Box 2**.

The Chairman will issue in your name a vote in favor of adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all other projects.

- To assign your proxy to your spouse, your PACS partner, another GDF SUEZ shareholder or any third party or entity attending the meeting, check **Box 3** and identify your proxy.

Next, **SIGN** and **DATE Box 4**, and return the form as indicated as follow.

Proxies granted with no indication of an authorized representative will be voted by the Chairman of the Shareholders' Meeting in favour of the resolutions presented or approved by the Board of Directors, and against any other proposed resolutions.

My shares are **registered** shares:

- Simply send your voting form to Société Générale using the prepaid envelope enclosed with your Notice of Meeting.

My shares are **bearer** shares:

- Send your voting form or proxy form to your financial intermediary, who will forward it, along with the statement of shareholding issued thereby, to Société Générale, Service des assemblées générales.

**Note:** For sales of shares that would be settled by **no later than Monday, July 27, 2015 at midnight (Paris time)**, the statement of shareholding will be invalidated for the number of shares sold and any vote on those shares will be disregarded.

For all sales settled after **Monday, July 27, 2015 at midnight** (Paris time), the seller's statement of shareholding will remain valid and the vote will be counted on the seller's behalf.

The voting form can be found at [www.gdfsuez.com](http://www.gdfsuez.com) (in the Shareholders' section), and may be requested by email or mail from GDF SUEZ by no later than **Friday, July 24, 2015**.

To be counted, vote-by-mail or proxy forms must be received by Société Générale at least three (3) calendar days prior to the Shareholders' Meeting, or **Friday, July 24, 2015**.

Pursuant to the regulations in force, you may notify the Company of your decision to assign or revoke a proxy by electronic means. You will find instructions on how to do this on the prior Notice of Meeting published in the BALO (*Bulletin of Mandatory Legal Announcements*) and in the Shareholders' section of the website [www.gdfsuez.com](http://www.gdfsuez.com).

### Reminder:

- joint owners are required to have just one of them – considered the owner – represent them at the Shareholders' Meeting;
- shareholders having elected to vote by mail no longer have the right to attend or be represented at the Shareholders' Meeting.

### ➤ I will vote online

GDF SUEZ provides its shareholders, holders of registered shares, with a dedicated website for voting prior to the Shareholders' Meeting.

Shareholders can vote online prior to the Shareholders' Meeting, under the following conditions:

#### Holders of registered shares

Shareholders connect to the site via the Nominet asset management website: [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com), using your usual access codes:

- ◆ **access code:** this can be found at the bottom of statements, and is the 5<sup>th</sup> item in the information under the "For company use" (*Cadre réservé*) section of the vote-by-mail or proxy form (see box 5);
- ◆ **password:** this was sent by mail at the beginning of the business relationship with Société Générale Securities Services. If this password is lost or forgotten, it can be recovered by going to the website home page and clicking on "Lost access codes" (*Perte de vos identifiants*).

Next, click on the name of the Shareholders' Meeting in the "ongoing events" section on the home page, then select the event and follow the instructions, clicking on "Vote" to access the voting site.

This secure web space dedicated to voting prior to the Shareholders' Meeting will be available **from 9:00 a.m. on Friday, July 10, 2015 until 3.00 p.m. on Tuesday, July 28, 2015 (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.

# 3

## How to complete the vote-by-mail or proxy form?

**A**

**You elect to attend the Shareholders' Meeting**  
Check **A**.

**B**

**You can't attend and would like to vote by mail or by proxy?**  
Check **B** and then select **option 1, 2, or 3**.

**2**

**You elect to grant a proxy to the Chairman of the Shareholders' Meeting**  
Check **4**, date and sign at bottom of form.

**3**

**You elect to grant a proxy to a designated person who will be present at the Shareholders' Meeting**  
Check this box and enter the person's contact details.


**IMPORTANT** : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side

Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this  , date and sign at the bottom of the form**

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

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

GDF SUEZ devient



GDF SUEZ Société anonyme au capital de 2 435 285 011 euros  
Siège social : 1, place Samuel de Champlain - 92400 Courbevoie  
Siret 542 107 651 RCS Nanterre  
Siret 542 107 651 13030

**ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE**  
Convocée le 29 juillet 2015 à 12 heures  
Au Pavillon d'Armenonville, Allée de Longchamp  
Bois de Boulogne - 75116 PARIS (France)

**EXTRAORDINARY GENERAL MEETING**  
Convened on July 29, 2015 at 12:00 noon  
At "Pavillon d'Armenonville", Allée de Longchamp  
Bois de Boulogne - 75116 PARIS (France)

**CADRE RÉSERVÉ À LA SOCIÉTÉ FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered  / Porteuse / Bearer

Vote simple / Single vote  / Vote double / Double vote

Nombre de voix - Number of voting rights

**1**

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  la case correspondante et pour lesquels je vote NON ou je m'abstiens.  
**I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this  , for which I vote NO or I abstain.**

1	2	3	4	5	6	7	8	9
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting  
- Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. // I appoint the Chairman of the general meeting to vote on my behalf.....   
- Je m'abstiens (l'abstention équivaut à un vote contre). // I abstain from voting (it equivalent to vote NO).....   
- Je donne procuration [cf. au verso verso (3)] à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (3)) to Mr. / Mrs or Miss, Corporate Name to vote on my behalf.....

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

à la banque / to the bank 24072015  
à la société / to the company 24072015

**2**

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
See reverse (3)

**ATTENTION** : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.  
**CAUTION** : if it is about bearer securities, the present instructions will be valid only if they are directly returned to you bank.

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

**3**

**JE DONNE POUVOIR À** : Cf. au verso (4)

**I HEREBY APPOINT**: See reverse (4)

M. / Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**5**

**Access code**  
Directly registered (Sharingbox).

**4**

Whatever your choice, **date and sign here.**

**5**

**Please write your contact details here**, or if these details are already provided, check to make sure that they are correct.

**1**

**You plan to vote by mail**  
Check this box and, if applicable, shade in the boxes of the resolutions that you do not agree with. Do not forget to shade in the boxes for the miscellaneous amendments and resolutions.

**4**

Whatever your choice, **date and sign here.**

**5**

**Please write your contact details here**, or if these details are already provided, check to make sure that they are correct.



# 4

## Overview of the Group's activities

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### > Fiscal Year 2014

The Group achieved its objectives at average weather in France thanks to (a) its geographical diversity, (b) its well balanced portfolio between regulated/contracted activities and merchant activities, and (c) the synergies and performance gains realized as part of the Perform 2015 plan, despite unfavorable exogenous events (drought in Brazil and temporary outage of three nuclear units).

The Group's EBITDA, at €12.1 billion, was down 4.2% in organic terms. Adjusted for weather in France and the gas tariff recoup booked in 2013, which had a year-on-year total impact of 0.8 billion, EBITDA was up by +2.4% on an organic basis.

Current operating income<sup>(1)</sup> showed strong organic growth of +8.2%, excluding weather effect in France and gas tariff recoup booked in 2013.

Net recurring income Group share<sup>(2)</sup> of €3.1 billion, was down €0.3 billion compared to December 31, 2013. However, it came to €3.4 billion at average weather in France.

Net debt was down €1.3 billion year-over-year, with a net debt/EBITDA ratio of 2.3x.

As of December 31, 2014, the Group also posted strong liquidity of €17 billion, including €8.9 billion in cash. The average cost of gross debt fell for the third consecutive year to 3.14%.

### > Financial information as of March 31, 2015

Revenues as of March 31, 2015 were €22.1 billion, down -3.0% on a gross basis and -5.9% on an organic basis. This decrease is notably due to the drop in commodity price and the unavailability of Doel 3 and Tihange 2 nuclear units, despite a more favorable weather compared to the first quarter of 2014.

EBITDA for the period was €3.6 billion, down -10.4% on a gross basis and -13.0% on an organic basis compared to end of March 2014. As for revenues, first quarter EBITDA has been penalized by the impact from the drop in oil and gas price on exploration-production activities and on LNG sales, by the unavailability of Doel 3 and Tihange 2 nuclear units, in part compensated by a favorable impact from foreign exchange, weather conditions, commissioning of new assets, and performance gains.

Current Operating Income<sup>(1)</sup> reached €2.4 billion, down -17.2% on a gross basis and -19.7% on an organic basis compared with the end of March 2014, for the same reasons as for EBITDA.

As of March 31, 2015, net debt reached €26.8 billion, down €0.7 billion from year-end 2014 despite a negative forex impact of €0.8 billion; this is thanks to a solid €3.1 billion Cash Flow From Operations.

The net debt/EBITDA ratio is stable compared to end 2014 at 2.3x. At the end of March 2015, the Group posted a high level of liquidity at €12.3 billion, of which €11.5 billion in cash. Early March, the Group has successfully launched a €2.5 billion bond issue in four tranches at record-low coupons (notably 0% for 2 years and 1.5% for 20 years). The Group's average cost of gross debt thus continued to decrease at 3.04%.

(1) After share in net income of entities accounted for using the equity method.

(2) Excluding restructuring costs, MtM, impairments, disposals, other non-recurring items and associated tax impact and nuclear contribution in Belgium.

## ➤ 2015 Targets

On the occasion of the 2014 annual results publication, on February 26, 2015, the Group has announced for this year a Net recurring income Group share between €3.0 and 3.3 billion<sup>(1)</sup>, at average weather in France.

As a result of an update in the period of unavailability of Doel 3 and Tihange 2 Belgian nuclear units (following the details communicated by the Federal Agency for Nuclear Control in the context of the review process about the reactor vessels of Doel 3 and Tihange 2), the Group has adjusted, on May 13, 2015, its range for 2015 net recurring income Group share: the impact from the outage of these two units on the net recurring income Group share is estimated at approximately €40 million per month and the Group has therefore adjusted its range for 2015 net recurring income Group share<sup>(2)</sup> by €0.15 billion, corresponding to four additional months of outage, with a range between €2.85 and €3.15 billion, assuming average weather conditions in France. This target is based on estimated EBITDA and current operating income<sup>(3)</sup> respectively between €11.55 and €12.15 billion and €6.65 and €7.25 billion.

In addition, the Group has confirmed:

- ◆ a net debt/EBITDA ratio less than or equal to 2.5x and a target "A" category rating;
- ◆ a 2015 dividend with a 65-75% pay-out<sup>(4)</sup>, with a minimum of €1 per share, payable in cash. The Board of Directors has decided upon the principle of an interim dividend of €0.50 per share for financial year 2015 that will be paid on October 15, 2015.

(1) Based on a restart of Doel 3 and Tihange 2 nuclear units on July 1, 2015.

(2) Net income excluding restructuring costs, MtM, impairments, disposals, other non-recurring items and associated tax impacts and nuclear contribution in Belgium. This target assumes average weather conditions in France, full pass through of supply costs in French regulated gas tariffs, restart of Doel 3 and Tihange 2 as of November 1, 2015, no significant regulatory and macro-economic changes, commodity price assumptions based on market conditions as of December 31, 2014 for the non-hedged part of the production, and average foreign exchange rates as follows for 2015 : EUR/USD : 1.22, EUR/BRL : 3.23.

(3) After share in net income of entities accounted for using the equity method.

(4) Based on net recurring income, Group share.

# 5

## Draft resolutions

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### First resolution

#### Modification of the corporate name and corresponding amendment to Article 3 of the bylaws

The Shareholders' Meeting, acting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the Board of Directors report, resolves to modify the name of the Company and to adopt the new corporate name ENGIE. Therefore:

Article 3 of the bylaws shall now read as follows:

" The name of the company is " ENGIE ". "

### Second resolution

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

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

# 6

## Board of Directors' report on the resolutions

Submitted to the Extraordinary Shareholders' Meeting of  
July 29, 2015

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### **Modification of the corporate name and corresponding amendment to Article 3 of the bylaws (1<sup>st</sup> Resolution).**

In order to bring the corporate name of the Company into harmony with the new commercial name ENGIE unveiled last April 24, the Board of Directors has decided to submit to the shareholders a resolution aiming at adopting ENGIE as the new corporate name and amending Article 3 of the bylaws accordingly, without waiting for the 2016 Annual Shareholders' Meeting.

Therefore, Article 3 of the bylaws would read as follows:

*"The name of the company is "ENGIE"."*

### **Powers to implement the resolutions adopted by the Shareholders' Meeting and to perform the related formalities (2<sup>nd</sup> Resolution).**

The purpose of the 2<sup>nd</sup> Resolution is to grant full powers to the bearer of an original or a copy or extract of the minutes of this Shareholders' Meeting to carry out all filings and other formalities as required.

### **The Board of Directors**

# Presentation of the members of the Board of Directors



**Gérard Mestrallet<sup>(1)</sup>**

**Chairman and Chief Executive Officer**

French citizen, born April 1, 1949  
in Paris, France  
66 years old



**Alain Beullier<sup>(2)</sup>**

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

French citizen, born March 26, 1964  
in Laval, France  
51 years old



**Isabelle Kocher<sup>(1)</sup>**

**Deputy CEO, Chief Operating Officer**

French citizen, born December 6, 1966  
in Neuilly sur Seine, France  
48 years old



**Bruno Bézard<sup>(3)</sup>**

French citizen, born May 15, 1963  
in Chauny, France  
52 years old



**Ann-Kristin Achleitner<sup>(1)</sup>**

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

German citizen, born March 16, 1966  
in Düsseldorf, Germany  
49 years old



**Aldo Cardoso<sup>(1)</sup>**

**Chairman of the Audit Committee  
Member of the Strategy, Investment and Technology Committee**

French citizen, born March 7, 1956  
in Tunis, Tunisia  
59 years old



**Edmond Alphandéry<sup>(1)</sup>**

**Chairman of the Strategy, Investment and Technology Committee  
Member of the Audit Committee**

French citizen, born September 2, 1943  
in Avignon, France  
71 years old



**Catherine Guillaud<sup>(3)</sup>**

**Member of the Strategy, Investment and Technology Committee**

French citizen, born January 23, 1965  
in Cannes (France),  
50 years old



**Jean-Louis Beffa<sup>(1)</sup>**

**Chairman of the Appointments and Compensation Committee**

French citizen, born August 11, 1941  
in Nice, France  
73 years old



**Mari-Noëlle Jégo-Laveissière<sup>(3)</sup>**

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

French citizen, born March 13, 1968  
in Hennebont (France)  
47 years old

(1) Director elected by the General Shareholders' Meeting.

(2) Director representing employees.

(3) Director elected by the General Shareholders' Meeting upon the French State's proposal.

**Barbara Kux<sup>(1)</sup>****Member of the Ethics, Environment and Sustainable Development Committee**

Swiss citizen, born February 26, in Zurich (Switzerland), 61 years old

**Anne-Marie Mourer<sup>(2)</sup>****Member of the Appointments and Compensation Committee**

French citizen, born April 20, 1959 in Clermont-Ferrand, France 56 years old

**Philippe Lepage<sup>(2)</sup>****Member of the Strategy, Investment and Technology Committee**

French citizen, born June 17, 1964 in Laval, France 51 years old

**Marie-José Nadeau<sup>(1)</sup>****Member of the Audit Committee**

Canadian citizen, born May 28, 1953 in Ottawa, Ontario (Canada) 62 years old

**Françoise Malrieu<sup>(1)</sup>****Chairman of the Ethics, Environment and Sustainable Development Committee****Member of the Audit Committee****Member of the Appointments and Compensation Committee**

French citizen, born February 7, 1946 in Savigny-sur-Orge, France 69 years old

**Stéphane Pallez<sup>(3)</sup>****Member of the Ethics, Environment and Sustainable Development Committee**

French citizen, born August 23, 1959 in Paris, France 55 years old

**Astrid Milsan<sup>(4)</sup>**

**Member of the Audit Committee**  
**Member of the Strategy, Investment and Technology Committee**  
**Member of the Appointments and Compensation Committee**

French citizen, born November 21, 1971 in Neuilly-sur-Seine, France 43 years old

**Caroline Simon<sup>(5)</sup>****Member of the Audit Committee**

French citizen, born November 3, 1968 in Boulogne-Billancourt, France 46 years old

**Lord Simon of Highbury<sup>(1)</sup>****Member of the Strategy, Investment and Technology Committee****Member of the Appointments and Compensation Committee**

British citizen, born July 24, 1939 in London, United Kingdom 75 years old

**Government commissioner****Laurent Michel**

French citizen, born March 10, 1966 in Lyon, France 49 years old

**Florence Tordjman (acting substitute)**

French citizen, born June 27, 1959 in Poitiers, France 55 years old

(1) Director elected by the General Shareholders' Meeting.

(2) Director representing employees.

(3) Director elected by the General Shareholders' Meeting upon the French State's proposal.

(4) Director representing the French State, appointed by administrative order.

(5) Directors representing employee shareholders elected by the General Shareholders' Meeting.

# Share ownership certificate request form



GDF SUEZ

Public limited company with share capital of €2,435,285,011  
Corporate headquarters: 1, place Samuel de Champlain  
92400 Courbevoie, France  
542 107 651 RCS NANTERRE

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

**Address:**

(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 July 29, 2015, at 12 noon, at Pavillon d'Armenonville, Allée de Longchamp, Bois de Boulogne – 75116 Paris (France), I hereby request that you prepare a Statement of Shareholding, specifying the number of bearer shares that I own, which are recorded in the register of bearer shares held by your Establishment.

I hereby request that you inform Société Générale (Service des assemblées générales – Sgss/Sbo/Cis/Iss/Gms – CS 30812 – 44308 Nantes cedex 3) by **July 27, 2015 at midnight** (Paris time) that this Statement has been prepared.

In addition,

- I plan to attend this Shareholders' Meeting in person and therefore request an admission ticket;
- I do not plan to attend this Shareholders' Meeting, but still plan to participate in it and therefore ask you to send a voting form to allow me to:
  - assign a proxy; or
  - vote by mail.

Sincerely,

Signed in ....., on ..... 2015

Signature

**Sender:**

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







# Shareholder documentation and information request form

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



GDF SUEZ

Public limited company with share capital of €2,435,285,011

Corporate headquarters: 1, place Samuel de Champlain

92400 Courbevoie, France

542 107 651 RCS NANTERRE

To be sent to:  
Société Générale  
Service des assemblées générales  
Sgss/Sbo/Cis/Iss/Gms  
CS 30812  
44308 Nantes cedex 3

or using the pre-paid envelope  
enclosed for registered shareholders

## ➤ Extraordinary Shareholders' Meeting of July 29, 2015

I the undersigned:

LAST NAME: .....

FIRST NAME(S): .....

ADDRESS: .....

.....

.....

hereby request the documentation and the information relating to the Extraordinary Shareholders' Meeting called for July 29, 2015 as provided for by Article R. 225-83 of the French Commercial Code.

By mail

By email at the following address: .....

Signed in ....., on ..... 2015

Signature

**Note:** At their sole 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 des assemblées générales – Sgss/Sbo/Cis/Iss/Gms – CS 30812 – 44308 Nantes Cedex 3, France.









GDF SUEZ s.a.  
1, place Samuel de Champlain, Faubourg de l'Arche  
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