

## CONVENING NOTICE

### SHAREHOLDERS' AND SECURITIES HOLDERS' MEETINGS

#### GDF SUEZ

A French *société anonyme* with capital of €2,260,976,267  
Registered office: 16-26, rue du Docteur Lancereaux, 75008 Paris  
Registered with the Paris Trade and Companies Registry under number 542 107 651

#### Notice of meeting

The shareholders of GDF SUEZ are hereby convened to an Ordinary and Extraordinary Shareholders' Meeting to be held on Monday, May 3, 2010, at 2:30 p.m., at the Palais des Congrès, 2 place de la Porte Maillot – 75017 Paris, in order to deliberate on the following agenda:

#### *Agenda*

##### *A. Deliberations presented to the Ordinary Shareholders' Meeting*

- Board of Directors' report.
- Statutory Auditors' reports.
- Approval of transactions and the Company financial statements for the year ended December 31, 2009 (*1st resolution*).
- Approval of the consolidated financial statements for the year ended December 31, 2009 (*2nd resolution*).
- Appropriation of net income and declaration of dividend for fiscal year 2009 (*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*).

##### *B. Deliberations presented to the Extraordinary Shareholders' Meeting*

- Board of Directors' report.
- Statutory Auditors' reports.
- Delegation of authority to be given to the Board of Directors to (i) issue common shares and/or common share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with maintenance of preferential subscription rights (*6th resolution*).
- Delegation of authority to be given to the Board of Directors to (i) issue common shares and/or any share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with cancellation of preferential subscription rights (*7th resolution*).
- Delegation of authority to be given to the Board of Directors to issue shares or other securities with cancellation of preferential subscription rights in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code (*8th resolution*).
- Delegation of authority to be given to the Board of Directors to increase the number of securities to be issued, with or without preferential subscription rights, in application of the sixth, seventh and eighth resolutions (*9th resolution*).

- Delegation of authority to be given to the Board of Directors to issue shares and/or other securities in consideration of contributions of securities made to the Company, within the limit of 10% of the share capital (**10th 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 (**11th 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 under the GDF SUEZ Group's international employee shareholding plan (**12th resolution**).
- Limit on the overall ceiling for immediate and/or future capital increases carried out under shareholder authorizations (**13th resolution**).
- Delegation of authority to be given to the Board of Directors to increase the share capital by capitalizing premiums, reserves, earnings or other accounting items (**14th resolution**).
- Authorization to be given to the Board of Directors to reduce the share capital by cancellation of treasury stock (**15th resolution**).
- Authorization to be given to the Board of Directors to grant options for the subscription or purchase of shares of the Company to employees and/or officers of the Company and/or Group companies (**16th resolution**).
- Authorization to be given to the Board of Directors to award shares to employees and/or officers of the Company and/or Group companies (**17th resolution**).
- Powers to implement the resolutions adopted by the Shareholders' Meeting and perform the related formalities (**18th resolution**).

### ***Draft resolutions***

## **A. Deliberations presented to the Ordinary Shareholders' Meeting**

### ***First resolution***

*Approval of transactions and the Company financial statements for the year ended December 31, 2009.*

After reviewing the financial statements for the year ended December 31, 2009, the Board of Directors' management report and the Statutory Auditors' report on the Company financial statements, the General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, approves the Company financial statements for the fiscal year ended December 31, 2009, as presented thereto, as well as the transactions entered in these Company financial statements or summarized in these reports, showing net income for the year of €2,260,840,261.

In accordance with Article 223 *quater* of the French Tax Code, the General Meeting approves the non-deductible expenses and charges governed by Article 39-4 of the French Tax Code totaling €760,058 for the past financial year as well as the corresponding tax liability of €261,713.

### ***Second resolution***

*Approval of the consolidated financial statements for the year ended December 31, 2009.*

After reviewing the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements, the General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, approves the consolidated financial statements for the fiscal year ended December 31, 2009, as presented thereto, as well as the transactions entered in these consolidated financial statements or summarized in these reports, showing net income Group share of €4,477,323,000.

**Third resolution**

*Appropriation of net income and declaration of dividend for the fiscal year 2009.*

The General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, notes that the balance sheet at December 31, 2009 shows net income of €2,260,840,261 and retained earnings of €16,711,431,594.

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

	<i>in euros</i>
Net income for the fiscal year ended December 31, 2009	2,260,840,261
Retained earnings at December 31, 2009	16,711,431,594
Total amount available for distribution:	18,972,271,855
Dividend payout for 2009: (i.e., a net dividend of €1.47 per share)	3,287,384,637
Interim dividend of €0.80 per share paid on December 18, 2009 to be deducted from the dividend for fiscal year 2009	1,772,530,538
Remaining dividend payout for 2009: (i.e., a net dividend of €0.67 per share)	1,514,854,099
The total amount of dividend payout for 2009 of: will be paid out of:	3,287,384,637
- net income for the period:	2,260,840,261
- retained earnings	1,026,544,376

Accordingly, the General Meeting declares a net dividend for 2009 of €1.47 per share – i.e., a total dividend payout of €3,287,384,637. Given that the interim dividend of €0.80 per share, to be deducted from the dividend for fiscal year 2009, was paid on December 18, 2009, the final dividend for fiscal year 2009 amounts to €0.67 per share, for a total dividend payout of €1,514,854,099. The total dividend payout is based on the number of existing GDF SUEZ shares as of December 31, 2009 – i.e., 2,260,976,267 shares. Consequently, on the date of the dividend payment, the dividend corresponding to the Company's treasury stock will be allocated to "Other Reserves".

In accordance with Article 243 bis of the French Tax Code (*Code général des impôts*), the entire distribution is eligible for the 40% deduction available to individuals who are tax residents of France in accordance with Article 158-3-2 of the French Tax Code. The outstanding dividend will be declared on May 5, 2010 and will be paid in cash on May 10, 2010.

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

Fiscal year	Number of shares carrying dividend rights (in millions)	Dividend	Net dividend
		(total amount)	(amount per share)
		<i>euros</i>	<i>euros</i>
2006 (*)	984	1,082 million	1.10
2007 (*)	964	1,215 million	1.26
2008 (*)	2,146 (**)	4,729 million	2.20

(\*) Dividends for fiscal years ending December 31, 2006, December 31, 2007 and December 31, 2008 were eligible for the 40% tax deduction available to individuals who are tax residents in France in accordance with Article 158-3-2 of the French Tax Code.

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

**Fourth resolution**

*Approval of regulated agreements governed by 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 General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, approves the transactions referred hereto which were entered into or which remained in force during the past year.

**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 General Meeting, pursuant to the quorum and majority requirements applicable to the ordinary general meeting, 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 intercompany 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 convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company; or
- implement any other market practices authorized or to be authorized by market authorities.

it being specified that 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, 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 4, 2009.

The General Meeting authorizes the Board of Directors, or a duly authorized representative, 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.

The General Meeting grants full powers to the Board of Directors, or a duly authorized representative, to 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.

## B. Deliberations presented to the Extraordinary Shareholders' Meeting

### **Sixth resolution**

*Delegation of authority to be given to the Board of Directors to (i) issue common shares and/or common share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with maintenance of preferential subscription right.*

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

1. authorizes the Board of Directors to proceed on one or several occasions and in such proportions and at such times as it deems appropriate, in euros or a foreign currency or a unit of account based on several currencies, and with shareholders' preferential subscription rights maintained, with the issue of common shares of the Company or securities issued for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, (i) giving access to the Company's share capital or to the share capital of a company in which it directly or indirectly owns more than half of the share capital (share equivalents), subject to the approval of the Extraordinary Shareholders' Meeting of the Company in which the rights are exercised, or (ii) entitling the allocation of debt instruments, noting that the subscription of shares and other securities may be made either in cash or by offsetting debt;

2. resolves to set the following limits on the amounts of the issues authorized if should the Board of Directors implement this authorization:

- the maximum nominal amount of capital increases that may be carried out under this authorization is set at €250 million,
- to this ceiling shall be added, if necessary, the nominal amount of shares to be issued under any supplementary issue to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,
- this amount shall count against the Overall Ceiling set in the 13th resolution,
- the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount in another currency. This amount shall count against the nominal amount of debt instruments to be issued under the 7th, 8th, 9th and 10th resolutions of this Shareholders' Meeting;

3. resolves that this authorization will be valid for a period of 26 months from the date of this Shareholders' Meeting and shall deprive of effect the authorization granted under the 13th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008;

4. should the Board of Directors implement this authorization:

- resolves that any issue (s) of shares or securities shall be reserved in priority to shareholders who are entitled to subscribe thereto in proportion to their current number of shares, and notes that the Board of Directors may give shareholders the opportunity to apply for excess shares or securities in proportion to their rights,
- resolves that, if subscriptions for new shares under shareholder entitlements and, where applicable, for excess shares, have not absorbed the entire issue of shares or securities as defined above, the Board of Directors may decide, in order of its choosing and in accordance with the law, to, inter alia, offer the excess shares or securities to the public on the French market and/or abroad, and/or on the international market,
- resolves that equity warrants in the Company may be issued through a subscription offer, under the terms described above, as well as by awarding them to the owners of existing shares,
- resolves that in case of stand-alone warrants (e.g., bonus share options), the Board of Directors shall have the power to decide that fractional rights will not be negotiable and that the corresponding shares will be sold,
- notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to the shares to which the securities give entitlement in favor of the holders of the issued share equivalents of the Company;

5. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increase resulting therefrom, to amend the bylaws accordingly, and more specifically to:

- set, where applicable, the terms of exercise of rights attached to the shares or share equivalents or to debt instruments to be issued, determine the procedures for exercising such rights, where appropriate, whether conversion, exchange, or redemption, including delivery of Company assets such as securities previously issued by the Company,
- determine, where debt securities are issued (including securities entitling the allocation of debt instruments governed by Article 229–91 of the French Commercial Code), whether or not they are subordinated and, if relevant, their level of subordination in accordance with Article L. 228-97 of the French Commercial Code; set their interest rates, whether fixed, variable, zero coupon or indexed; set their term, whether fixed or perpetual; set the other terms of issue, including the granting of security or collateral, and redemption, including the possibility of redemption by delivery of Company assets (such securities may also be repurchased on the stock market or be used in a public tender or public exchange offer); set the conditions under which such securities give access to the share capital of the Company and/or companies in which it directly or indirectly owns more than half of the share capital and/or entitling the allocation of debt instruments; and amend the above terms during the lifetime of the relevant securities,
- at its sole discretion, charge the costs of the capital increase 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 after each capital increase,
- establish and carry out any adjustments necessary to reflect the impact of transactions in the Company’s share capital, such as a change in the share’s par value, a capital increase through capitalization of reserves, 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; and establish procedures, if necessary, preserving the rights of holders of common share equivalents,
- and, generally, enter into 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.

#### **Seventh resolution**

*Delegation of authority to be given to the Board of Directors to (i) issue common shares and/or any share equivalents of the Company and/or subsidiaries of the Company, and/or (ii) issue securities entitling the allocation of debt instruments, with cancellation of preferential subscription rights.*

After reviewing the Board of Directors’ report and the Statutory Auditors’ report, and in accordance with Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 225-148, L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

1. authorizes the Board of Directors to proceed on one or several occasions and in such proportions and at such times as it deems appropriate, in France and/or abroad and/or on the international market, via a public offering denominated in euros or a foreign currency or a unit of account based on several currencies, and with cancellation of shareholders’ preferential subscription rights, with the issue of common shares or securities issued for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, (i) giving access to the Company’s share capital (share equivalents), or (ii) entitling the allocation of debt instruments, noting that the subscription of shares and other securities may be made either in cash or by offsetting debt. The Company’s common shares and common share equivalents may be issued, inter alia, in consideration for securities contributed to the Company, as part of a public exchange offer (or any other transaction having similar effect) conducted in France or abroad according to local rules on securities meeting the conditions laid down in Article L. 225-148 of the French Commercial Code;
2. authorizes the Board of Directors to (i) authorize the issue, by companies in which the Company directly or indirectly owns more than half of the share capital, of share equivalents of the Company, and (ii) to issue the shares or share equivalents that would result from this authorization;
3. authorizes the Board of Directors to issue share equivalents of companies in which the Company directly or indirectly owns more than half of the share capital, subject to the approval of the Extraordinary Shareholders’ Meeting of the company in which the rights are exercised;
4. resolves to set the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:

- the maximum nominal amount of capital increases that may be carried out under this authorization is set at €250 million,
- to this ceiling shall be added, if necessary, the nominal amount of any shares to be issued to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,
- this amount shall count against the Overall Ceiling set in the 13th resolution,
- the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount in another currency. This amount shall count against the nominal amount of debt instruments to be issued under the 6th, 8th, 9th and 10th resolutions of this Shareholders' Meeting;

**5.** resolves that the authorization under this resolution will be valid for a period of 26 months from the date of this Shareholders' Meeting and shall deprive of effect the authorization granted to the Board of Directors under the 14th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008;

**6.** resolves to cancel the shareholders' preferential subscription rights to the securities covered by this resolution, nevertheless leaving the Board of Directors, pursuant to Article L. 225-135-2 of the French Commercial Code, the discretion to grant to shareholders,

for a period and on terms to be set thereby in compliance with the applicable laws and regulations and for some or all of any issue carried out, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the quantity of shares owned by each shareholder. This may be supplemented by an opportunity for shareholders to apply for excess shares or securities in proportion to their rights, it being noted that any subsequent excess securities shall be offered to the public in France and/or abroad and/or on the international market.

**7.** notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the issued share equivalents;

**8.** resolves that in accordance with Article L. 225-136 of the French Commercial Code:

- the issue price of shares directly issued shall be at least equal to the minimum set by the laws and regulations in force when this authorization is implemented,
- the issue price of share equivalents shall be such that the sum received immediately by the Company plus, where applicable, any sum it may receive at a later date, for each share issued as a result of the issue of such securities is at least equal to the minimum subscription price defined in the preceding paragraph,
- the conversion, redemption, or in general, the transformation of each share equivalent shall be carried out, based on the nominal value of such security, in a number of shares such that the sum received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution.

**9.** resolves that, in the event that subscriptions by the shareholders and the public have not absorbed the entire issue of securities, the Board of Directors may implement, in the order of its choosing, one or more of the following measures:

- it may limit the amount of the subscriptions under the condition that it totals at least three-quarters of the amount of the initially approved issue,
- it may freely distribute all or a portion of the unsubscribed issued shares;

**10.** notes that the provisions of paragraph 6 on the priority period and paragraphs 8 and 9 would not apply to shares and securities that might be issued under this authorization in consideration for securities contributed to the Company as part of a public exchange offer pursuant to Article L. 225-148 of the French Commercial Code;

**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, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increase resulting therefrom, to amend the bylaws accordingly, and more specifically to:

- set, where applicable, the terms of exercise of rights attached to the shares or share equivalents or to debt instruments to be issued, determine the procedures for exercising such rights, where appropriate, whether conversion, exchange, or redemption, including delivery of Company assets such as securities previously issued by the Company,

- determine, where debt securities are issued (including securities entitling the allocation of the debt instruments governed by Article 229–91 of the French Commercial Code), whether or not they are subordinated and, if relevant, their level of subordination in accordance with Article L. 228-97 of the French Commercial Code; set their interest rates, whether fixed, variable, zero coupon or indexed; set their term, whether fixed or perpetual; set the other terms of issue, including the granting of security or collateral, and redemption, including the possibility of redemption by delivery of Company assets (such securities may also be repurchased on the stock market or be used in a public tender or public exchange offer); set the conditions under which such securities give access to the share capital of the Company and/or companies in which it directly or indirectly owns more than half of the share capital and/or entitling the allocation of debt instruments; and amend the above terms during the lifetime of the relevant securities,
- when issuing securities in consideration for financial instruments contributed in the context of a public exchange offer, draw up the list of securities contributed in the exchange; set the terms and conditions of the issue, the exchange ratio and, where applicable, the amount of cash payment to be made; and determine the procedures for the issue, whether for a public exchange offer, a secondary tender or exchange offer, a single tender offer to purchase or exchange such securities against payment in securities and cash, a principle tender or exchange offer combined with a secondary exchange or tender offer, or any other form of public offer in accordance with the laws and regulations applicable to such public offer; note the number of shares contributed to the exchange; and record the difference between the issue price of the new shares and their par value in balance sheet liabilities under an “additional paid-in capital” (capital contribution premium) account, to which all the shareholders shall have rights,
- at its sole discretion, charge the costs of the capital increase 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 after each capital increase,
- establish and carry out any adjustments necessary to reflect the impact of transactions in the Company’s share capital, such as a change in the share’s par value, a capital increase through capitalization of reserves, 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; and establish procedures, if necessary, preserving the rights of holders of share equivalents,
- and, generally, enter into 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.

#### ***Eighth resolution***

*Delegation of authority to be given to the Board of Directors to issue shares or other securities with cancellation of preferential subscription rights in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code.*

After reviewing the Board of Directors’ report and the Statutory Auditors’ report, and in accordance with Articles L. 225-127, L.225-128, L.225-129, L.225-129-2, L.225-135, L.225-136, L.228-92 and L.228-93 of the French Commercial Code, and Article L. 411-2 II of the French Monetary and Financial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

- 1.** authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to proceed, in the context of an offer governed by Article L. 411-2 II of the French Monetary and Financial Code, on one or several occasions and in such proportions and at such times as it deems appropriate, in France, abroad or on the international market, whether in euros or a foreign currency or a unit of account based on several currencies, and with cancellation of preferential subscription rights, with a capital increase through the issue of common shares or securities for consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code and which give access to the Company’s share capital (whether new or existing shares of the Company). It is noted that the subscription of shares and other securities may be made either in cash or by offsetting debt.
- 2.** resolves to set the following limits on the amounts of the issues authorized should the Board of Directors implement this authorization:
  - the maximum nominal amount of capital increases that may be made under this authorization, within the limit of 20% of the share capital per year, is set at €250 million euros, it being understood that this amount shall count against the maximum nominal amount provided in second paragraph of point 4 of the 7th resolution above and against the Overall Ceiling mentioned in the 13th resolution,
  - to this ceiling shall be added, if necessary, the nominal amount of any shares to be issued to protect the rights of holders of stock options and/or share equivalents in the event of new financial transactions,



– the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount in another currency. This amount shall count against the nominal amount of debt instruments to be issued under the 6th, 7th, 9th and 10th resolutions of this Shareholders' Meeting;

**3.** notes that this authorization shall automatically entail the waiver by shareholders of their preferential subscription rights to shares to which the securities give entitlement in favor of the holders of the issued share equivalents;

**4.** resolves that in accordance with Article L. 225-136 of the French Commercial Code:

– the issue price of shares directly issued shall be at least equal to the minimum set by the laws and regulations in force when this authorization is implemented,

– the issue price of share equivalents shall be such that the sum received immediately by the Company plus, where applicable, any sum it may receive at a later date, is for each share issued as a result of the issue of such securities at least equal to the minimum subscription price defined in the preceding paragraph,

– the conversion, redemption, or in general, the transformation of each share equivalent shall be carried out, based on the nominal value of such security, in a number of shares such that the sum received by the Company for each share is at least equal to the minimum subscription price as defined for the issue of shares in this resolution;

**5.** resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall have full powers to implement this authorization, including to set the terms of issue, subscription and payment of the shares and securities, to record the completion of the capital increases resulting therefrom, to amend the bylaws accordingly, and more specifically to make the same decisions as those mentioned in point 11 of the 7th resolution above;

**6.** sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting.

#### ***Ninth resolution***

*Delegation of authority to be given to the Board of Directors to increase the number of securities to be issued, with or without preferential subscription rights, in application of the sixth, seventh and eighth resolutions.*

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-135-1 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

**1.** delegates to the Board of Directors, or a representative duly authorized in accordance with the law, its authority to increase the number of shares or other securities to be issued in the event of a securities issue with or without preferential subscription rights, within the periods and limits provided by the regulations in force on the issue date (to date, within thirty (30) days from the close of subscriptions and within the limit of 15% of the initial issue) and subject to the ceilings provided for in the resolution which is applicable to the approved securities issue, as well as the Overall Ceiling set by the 13th resolution below;

**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 the authorization granted to the Board of Directors under the 15th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008.

#### ***Tenth resolution***

*Delegation of authority to be given to the Board of Directors to issue shares and/or other securities in consideration of contributions of securities made to the Company, within the limit of 10% of the share capital.*

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-147-6 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

**1.** delegates to the Board of Directors, or a representative duly authorized in accordance with the law, full powers to issue shares, securities or other instruments giving or potentially giving access to the Company's share capital (share equivalents), within the limit of 10% of the share capital at the time of issue in consideration for contributions in kind made to the Company and comprising equity or other share equivalents of other companies, where the provisions of Article L. 225-148 of the French Commercial Code do not apply;

2. resolves that the nominal amount of the increase in the Company's share capital resulting from the issue of securities defined above shall count against the maximum nominal amount of €250 million provided in point 4, second paragraph, of the 7th resolution above and against the Overall Ceiling mentioned in the 13th resolution;

3. resolves that the maximum nominal amount of securities representing debt obligations of the Company may not exceed the ceiling of €5 billion or the equivalent of this amount in another currency. This amount shall count against the nominal amount of debt instruments to be issued under the 6th, 7th, 8th and 9th resolutions of this Shareholders' Meeting;

4. resolves that the Board of Directors shall have full powers to, *inter alia*, determine the nature and number of securities to be created, their features and terms and conditions of issue; to approve the valuation of contributions and concerning such contributions, record their completion, deduct all expenses, charges and fees from the related premiums, with the balance being appropriated in any way decided by the Board of Directors or Shareholders' Meeting, increase the share capital, amend the bylaws accordingly and, generally, enter into 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;

5. 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 the authorization granted to the Board of Directors under the 16th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008.

#### ***Eleventh 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 to L. 225-129-6, L. 225-138 to L. 225-138-1, and L. 228-91 to L. 228-92 of the French Commercial Code, as well as Articles L. 3332-1 et seq. of the French Labor Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary 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 euros, by issuing shares or share equivalents and reserved for participants in one or more employee savings plans (or another plan for participants 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 shall count against the Overall Ceiling provided in the 13th resolution ;

2. sets the term of validity of this authorization at 21 months, effective upon expiration of the similar authorization previously given to the Board of Directors under the 17th resolution of the Shareholders' Meeting of July 16, 2008 – i.e., as from September 16, 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 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 plans members (the "Reference Price"). The General Meeting nonetheless 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 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.

#### ***Twelfth 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 under 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 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 via the issue of a maximum of 20 million new shares with a par value of €1 each. This amount shall count against the Overall Ceiling provided in the 13th resolution;
- 2.** sets the term of validity of this authorization at 12 months, effective upon expiration of the similar authorization previously given to the Board of Directors under the 13th resolution of the Shareholders' Meeting of May 4, 2009 – i.e., as from November 4, 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 will 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 will be reduced in accordance with the rules defined by the Board of Directors;

6. resolves to cancel the shareholders' preferential subscription rights and reserve the subscription of all shares to be issued, in accordance with Article L. 225-138 of the French Commercial Code, for any French or foreign entities, whether or not they have legal personality, whose sole purpose is to subscribe, hold and dispose of GDF SUEZ shares or other financial instruments in order to implement one of the Multiple plans of the GDF SUEZ Group's international employee shareholding plan;

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 11th resolution above, 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 General Meeting nonetheless authorizes the Board of Directors to reduce or eliminate, as it sees fit, any discount applied to the subscription price of the shares issued, pursuant to the 11th resolution above (capital increase reserved for employees who are members of an 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 methods of subscription to be presented to the employees in each relevant company, subject to applicable local laws, and select the countries to be included from among those in which GDF SUEZ 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;

9. resolves that the amount of the capital increase or of each capital increase shall be limited, where applicable, to the amount of subscriptions received by GDF SUEZ, in accordance with applicable statutory and regulatory requirements.

#### **Thirteenth resolution**

*Limit on the overall ceiling for immediate and/or future capital increases carried out under shareholder authorizations.*

After reviewing the report of the Board of Directors and the Statutory Auditors' report, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

1. resolves to set at €310 million the maximum aggregate nominal amount of share capital increases, whether immediate or future, that may be made under authorizations granted under the 6th, 7th, 8th, 9th, 10th, 11th and 12th resolutions of this Shareholders' Meeting, it being noted that to this nominal amount shall be added (i) the maximum nominal amount of capital increases via the capitalization of premiums, reserves, earnings or other sums that may be capitalized under the 14th resolution below of this Shareholders' Meeting, and (ii) optionally, the nominal amount of shares issued under any supplementary issue to protect the rights of holders of stock options and share equivalents in accordance with the law and, where applicable, contractual provisions; and

2. resolves, in accordance with Article 39 of Act No. 2006-1537 of December 7, 2006 concerning the energy sector, that the authorizations granted under the above resolutions may only be implemented by the Board of Directors, or as applicable, by the Chairman and Chief Executive Officer or the Vice-Chairman, President acting under authorization of the Board of Directors under the conditions provided by law, as it relates to a limited number of securities such that following each proposed issue the French government holds over one-third of the Company's share capital and continues to do so after all share equivalents and stock options awarded have been taken into account.

#### **Fourteenth resolution**

*Delegation of authority to be given to the Board of Directors to increase the share capital by capitalizing premiums, reserves, earnings or other accounting items.*

After reviewing the Board of Directors' report, and in accordance with Articles L. 225-98, L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code, the General Meeting, acting extraordinarily and under the quorum and majority requirements provided in article L. 225-98 of the above-mentioned Code:

1. authorizes the Board of Directors to increase the share capital on one or several occasions and in such proportions and at such times as it deems appropriate, by capitalizing premiums, reserves, earnings or accounting items that may be capitalized under the law and the bylaws, including by association with a capital increase in cash made under the 6th, 7th, 8th and 9th resolutions, and under the award of bonus shares or an increase the par value of existing shares or by the combined use of these two means. The maximum nominal amount of capital increases that may be carried out in this manner shall be equal to the aggregate amount that may be capitalized and shall be added to the Overall Ceiling provided in the 13th resolution above;

2. resolves that the Board of Directors, or a representative duly authorized in accordance with the law, shall, where applicable, have full powers to implement this authorization, including to set the terms of issue, to record the completion of capital increases resulting therefrom, to amend the bylaws accordingly, and more specifically to:

– determine the amount and nature of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares comprising the share capital shall be increased; set the date, which may be retroactive, from which the new shares shall carry dividend rights, or the date on which the increase in the par value shall take effect,

– decide, for any distribution of bonus shares:

- that fractional rights are not negotiable and that the corresponding shares will be sold, with proceeds from their sale being awarded to the rights holders as provided by law,
- carry out any adjustments necessary to reflect the impact of transactions in the Company's share capital, 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; and establish procedures, if necessary, preserving the rights of holders of share equivalents,

– and, generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures 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;

3. sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting, and notes that it shall be deprived of effect, from this date, the authorization granted under the 20th resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008.

#### ***Fifteenth resolution***

*Authorization to be given to the Board of Directors to reduce the share capital by cancellation of treasury stock.*

After reviewing the Board of Directors' report and the Statutory Auditors' report, and in accordance with Article L. 225-209 of the French Commercial Code, the General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

1. authorizes the Board of Directors to reduce the share capital, on one or several occasions and in such proportions and at such times as it deems appropriate, by canceling all or a portion of the shares held or purchased by the Company under an authorization granted by the Ordinary Shareholders' Meeting, within the limit of 10% of the Company's share capital, within a twenty-four month period. This limit applies to the Company's total share capital after any adjustments for transactions impacting the share capital which are completed after the date of this Shareholders' Meeting;

2. sets the term of validity of this authorization at 26 months from the date of this Shareholders' Meeting, and notes that it shall be deprived of effect, from this date, the authorization granted under the 23rd resolution of the Shareholders' Meeting of July 16, 2008;

3. confers full powers on the Board of Directors, or a representative duly authorized in accordance with the law, to carry out the cancellation(s) of shares and reduction(s) of the share capital under this authorization; set the terms and conditions and record the completion thereof; charge the difference between the carrying value of the canceled shares and their par value against all reserves and premiums; amend the bylaws accordingly; and complete all formalities required for this purpose.

#### ***Sixteenth resolution***

*Authorization to be given to the Board of Directors to grant options for the subscription or purchase of shares of the Company 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 General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, pursuant to Articles L. 225-177 et seq. of the French Commercial Code, to grant options for the subscription of new shares and/or the purchase of existing shares of the Company, on one or several occasions, to all or certain employees and officers of the Company and of companies or groups that are affiliated with the Company, as defined in Article L. 225-180 of the French Commercial Code, subject to the limitations provided by law;

**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 14th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 4, 2009;

**3.** resolves that the total number of options granted pursuant to this resolution may not give entitlement to the subscription or purchase of shares representing over 0.5% of the Company's share capital as of the date of the Board of Directors' decision and that the number of aforementioned shares shall be deducted from the total number of shares that may be granted to certain employees and/or officers of the Company pursuant to the seventeenth resolution below (authorization for the award of stock options), which is limited to 0.5% of the share capital as of the date of the Board of Directors' decision. It is specified that, in accordance with Article 39 of Act No. 2006-1537 of December 7, 2006 concerning the energy sector, the authorization granted under this resolution may only be used by the Board of Directors or, as applicable by the Chairman and Chief Executive Officer or the Vice-Chairman, President acting under a delegation of authority granted by the Board of Directors under the conditions provided by law, as it relates to a limited number of stock options, such that following each proposed award, the French government holds over one-third of the Company's share capital and will continue to do so after all share equivalents and stock options awarded have been taken into account;

**4.** resolves that the exercise price for new shares and the purchase price for existing shares will be set, without any discount, in accordance with Articles L. 225-177 and L.225-179 of the French Commercial Code;

**5.** notes that this authorization will automatically entail the waiver by shareholders of their preferential right to subscribe for new shares issued as and when share subscription options are exercised, in favor of the beneficiaries of those options;

**6.** resolves to grant to the Board of Directors the necessary powers to implement this resolution, subject to the limitations set forth above and in the Company's bylaws, including the power to:

- set the dates and the terms and conditions of each grant, draw up the list of beneficiaries and decide on the number of shares that each beneficiary may acquire,
- determine, where appropriate, the periods during which the exercising of options will be temporarily suspended as a result of certain financial transactions,
- determine the terms and conditions for exercising the options, including the exercise price for new shares, the purchase price for existing shares, the exercise period or periods and the period of validity of the options, which may not exceed ten years,
- specify, where appropriate, the holding period applicable to all or any shares obtained by exercising the options, which may not exceed three years from the exercise date,
- set the number of shares to be held in registered form by the Company's officers until the end of their term of office,
- determine the conditions in which the price and the number of shares to be purchased or issued may be adjusted in the cases provided for by law,
- record the increases in share capital resulting from the exercise of options: amend the bylaws accordingly, accomplish all formalities directly or by proxy,
- charge the costs of the capital increase against the related premiums and deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the new capital after each issue increase ;
- and generally do all that is necessary for this purpose;

**7.** instructs the Board of Directors to inform the shareholders, at each ordinary shareholders' meeting, of the transactions carried out pursuant to this authorization in accordance with the applicable statutory and regulatory provisions;

**8.** grants full powers to the Board of Directors to decide, where appropriate, all modifications and adjustments to the terms and conditions of stock purchase and subscription options granted prior to this Shareholders' Meeting.

**Seventeenth resolution**

*Authorization to be given to the Board of Directors to award 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 General Meeting, pursuant to the quorum and majority requirements applicable to the extraordinary general meeting :

1. authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to award existing shares, on one or several occasions, in accordance with Articles L. 225-1 97-1 et seq. of the French Commercial Code;
2. sets the term of validity of this authorization at 12 months, effective upon expiration of the similar authorization previously given under the 15th resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 4, 2009 – i.e., as from November 4, 2010;
3. resolves that the total number of shares awarded pursuant to this authorization may not represent more than (i) 0.5% of the Company's share capital as of the date of the Board of Directors' decision to award shares to certain employees and/or officers of the Company and/or of companies or groups that are affiliated with the Company under the conditions provided by law, and that said number of shares will be deducted from the total number of shares that may be granted pursuant to the 16th resolution above, which is limited to 0.5% of the share capital as of the date of the Board of Directors' decision;
4. resolves that all or some of the shares awarded will only vest after a minimum two-year period, 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. In the event of the death of a beneficiary, his or her successors may ask within six months of the date of death, for the shares to vest, in which case they will be immediately transferable;
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:
  - set the number of shares to be awarded 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 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 share capital,
  - 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.

**Eighteenth resolution**

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

The shareholders grant 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.

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**Amendment filed by the Supervisory Board of the Actions Gaz 2005 FCPE  
("Actions Gaz 2005 French Employee Mutual Fund")  
located at 23, rue Philibert Delorme, 75017 Paris  
pursuant to Articles L. 225-105 and R. 225-71 of the French Commercial Code**

**Resolution A**

**Amendment to the resolution no. 3 submitted by the Board of Directors to the Ordinary and Extraordinary  
General Meeting of May 3, 2010**

In order to limit reliance on debt while increasing the Group's investment capacity, specifically with regard to research & development and infrastructure, the General Meeting hereby resolves that, in the place and stead of the dividend proposed in Resolution 3, total dividends paid for fiscal year 2009 shall be set at €0.80 per share, including the advance of €0.80 per share already paid on December 18, 2009.

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**Terms and conditions of participation**

All shareholders, regardless of the number of shares they hold, are entitled to participate in the Shareholders' Meeting in person, to be represented by their spouse or by another shareholder attending the meeting, to vote by postal mail, or to grant proxy to the Chairman of the meeting, on condition that they can provide proof of ownership of their shares, at least three working days before the Shareholders' Meeting, i.e., by midnight – Paris time, on April 27, 2010, in accordance with Article R.225-85 of the French Commercial Code:

- for registered shares: by registering such shares in the Company's registers;
- for bearer shares: by entry in the register of bearer shares held by the authorized intermediary (bank or financial institution) managing the share account.

The entry of bearer shares in the share accounts held by the authorized intermediary must be recognized by a share ownership certificate issued by such intermediary. This share ownership certificate must be attached to the postal mail or proxy voting form, or to the entry card request form drawn up by the registered intermediary in the name of the shareholder or on behalf of the represented shareholder. A share ownership certificate is also issued to any shareholder wishing to take part in the Shareholders' Meeting in person, but who has not received their entry card three working days before the meeting (i.e., by midnight – Paris time, on April 27, 2010).

Requests for entry cards must be received by Société Générale, Service des Assemblées Générales, BP 81 236, 44312 Nantes Cedex 3, by April 27, 2010 at the latest.

A form for voting by postal mail is available to all shareholders making a written request to Société Générale, Service des Assemblées Générales, and must be returned to Société Générale, at the above-mentioned address.

In order to be taken into account, this form must be received by Société Générale, duly completed and signed, at least three days before the Shareholders' Meeting (i.e., by midnight – Paris time, on April 29, 2010). For holders of bearer shares, this form must be accompanied by the share ownership certificate issued by the authorized intermediary managing their share account.

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

If a shareholder sells his shares after sending his instructions and before the third working day preceding the Shareholders' Meeting (i.e., by midnight – Paris time, on April 27, 2010), the authorized intermediary managing the share account shall provide notice of such sale to the representative of GDF SUEZ – Société Générale, Service des Assemblées Générales – who shall invalidate or amend, where applicable, the postal vote, proxy, or entry card.



Questions may be sent in writing to the Chairman of the Board of Directors, in accordance with Article L.225-108 paragraph 3 of the French Commercial Code, by the fourth working day preceding the Shareholders' Meeting at the latest, i.e., by midnight – Paris time, on April 27, 2010 at the latest, by registered letter with return receipt requested to GDF SUEZ, Secrétariat Général, 16-26 rue du Docteur Lancereaux, 75008 Paris.

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

The holders of registered shares who opted for the possibility of receiving their convening notice and/or preparatory documents of the General Meeting by electronic mail, will be emailed, on April 12, 2010, to the address provided by them, their convening notice and/or the documents provided in the above paragraph.

GDF SUEZ also allows its shareholders to vote by internet prior to the Shareholders' Meeting on its website at [www.gdfsuez.com](http://www.gdfsuez.com), under the following conditions:

**Holders of registered shares:**

- All holders of registered shares (fully registered or administered registered) will receive their user name and password for connection to the site from Société Générale.
- 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 Shareholders' Meeting must ask their authorized financial intermediary for a share ownership certificate, specifying their intention to vote by internet. To this end, they may use the request form attached to the notice of meeting.
- Shareholders should send this share ownership certificate request to their authorized intermediary, who will then forward it, specifying the shareholders' intention to "vote by internet", to Société Générale, Service des Assemblées Générales, BP 81 236, 44312 Nantes Cedex 3.
- Upon receipt, Société Générale will post the user name and password for connection to the site to the shareholder at the address given on the certificate. The shareholder may then vote.

This secure dedicated web page for voting prior to the Ordinary and Extraordinary Shareholders' Meeting will be accessible from April 12, 2010 until the last working day before the meeting, i.e., April 30, 2010, 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.

***THE BOARD OF DIRECTORS***