

Courbevoie, April 4, 2014

**Supplement to disclosure of the elements of GDF SUEZ executive directors' compensation made on February 27, 2014 pursuant to the Afep-Medef Corporate Governance Code of Listed Corporations**

**Variable compensation for fiscal year 2013**

It is reminded that the Board of Directors, at its February 26, 2014 meeting, on the recommendation of the Nomination & Compensation Committee and upon review of the performance criteria detailed on page 140 of the GDF SUEZ 2013 Reference Document, has set the variable element of the two executive directors' compensation for fiscal year 2013 at 1,630,174 euros for Gérard Mestrallet and 892,700 euros for Jean-François Cirelli.

It is also reminded that, considering the difficult situation of the energy sector in Europe, and the impact of that situation on the Group (including the efforts required from the Group's employees under the Perform 2015 performance plan) and on its shareholders, the two executive directors have waived 50% of their variable compensation for 2013, which therefore amounts to 815,000 euros for Gérard Mestrallet and 446,000 euros for Jean-François Cirelli.

The table below shows, for each executive director, fixed compensation and target variable compensation for 2013, the success rate for each performance criteria as determined by the Board of Directors, the amount of variable compensation as set by the Board of Directors, and the amount of variable compensation effectively due for 2013 upon partial waiver as described above:

	Fixed compensation for 2013	Target variable compensation for 2013	Success rate	Amount of variable compensation as set by the Board of Directors	Amount of variable compensation effectively due for 2013 upon 50% waiver
<b>Gérard Mestrallet</b> (Chairman & CEO)	1,400,000 €	1,820,000 €	<p>For the quantitative part (representing 70% of the variable compensation), the success rates are :</p> <ul style="list-style-type: none"> <li>- Recurring net income, Group share per share (1/2) : 92.3 %</li> <li>- ROCE (1/6) : 90.3%</li> <li>- Free cash flow (1/6) : 120 %</li> <li>- Net debt (1/6) : 59.5 %</li> </ul> <p>The total success rate for the quantitative part is 91.1% of 70%.</p> <p>For the qualitative part (representing 30% of the variable compensation), the Board of Directors has set the success at 86% for Mr Mestrallet.</p>	1,630,174 €	815,000 €
<b>Jean-François Cirelli</b> (Vice-Chairman and President)	1,000,000 €	1,000,000 €	<p>The quantitative criteria and success rates are identical as those set forth above for Mr Mestrallet.</p> <p>For the qualitative part (representing 30% of the variable compensation), the Board of Directors has set the success rate at 85% for Mr Cirelli.</p>	892,700 €	446,000 €