

Courbevoie, December 12, 2014

Disclosure of the elements of GDF SUEZ executive directors' compensation, pursuant to the Afep-Medef Corporate Governance Code of Listed Corporations

The Board of Directors, at its December 10, 2014 meeting, on the recommendation of the Nomination & Compensation Committee, has taken the following decisions with respect to compensation for the two executive directors of GDF SUEZ, Gérard Mestrallet, Chairman & Chief Executive Officer, and Isabelle Kocher, Chief Operating Officer :

Long term incentives (LTIs) for fiscal year 2014

It is reminded that the Board of Directors of February 26, 2014 has decided the grant of LTIs for 2014 to Gérard Mestrallet in the form of an attribution of 150,000 Performance Units (it is also reminded that the fixed portion of Gérard Mestrallet's compensation for 2014 remains unchanged at 1,400,000 euros). Isabelle Kocher, in her former capacity as chief financial officer, will receive 35,000 Performance Shares for 2014.

Compensation for fiscal year 2015

The Board of Directors has decided to set Gérard Mestrallet's compensation for 2015, taking into account a waiver by Gérard Mestrallet of a portion of his variable compensation, as follows :

- a fixed compensation, which remains unchanged at 1,400,000 euros
- a target variable compensation set at 476,000 euros (including a waiver of 1,344,000 euros)
- a grant of 150,000 Performance Units.

With respect to Isabelle Kocher, the Board of Directors has decided to set her compensation for 2015, taking into account a waiver by Isabelle Kocher of a portion of her variable compensation, as follows :

- a fixed compensation set at 900,000 euros
- a target variable compensation set at 681,500 euros (after a waiver of 418,500 euros)
- a grant of 61,121 Performance Units (after a waiver of 38,879 Performance Units).

Moreover, the Board of Directors has decided that the portion of the 2015 compensation for the two executive directors based on qualitative criteria would represent 40% of variable compensation (instead of 30% previously), therefore reducing the quantitative portion of variable compensation from 70% to 60%.