Board of Directors’ Report on the resolutions presented to the Ordinary General Shareholders’ Meeting

Approval of the transactions and parent company financial statements for the year ended December 31, 2014 (1st resolution)

The Shareholders are asked to approve the transactions and annual financial statements of GDF SUEZ Company for the year ended December 31, 2014, resulting in net income of €410,566,763.

Approval of the consolidated financial statements for the year ended December 31, 2014 (2nd resolution)

The Shareholders are asked to approve the GDF SUEZ Group’s consolidated financial statements for the year ended December 31, 2014, resulting in net income Group Share of €2,440,434,809.

Appropriation of net income and declaration of dividend for the year ended December 31, 2014 (3rd resolution)

The purpose of the 3rd resolution is to appropriate the net income and declare the dividend for fiscal year 2014.

(€ in euros)

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Retained earnings at December 31, 2014</td>
<td>6,703,856,501</td>
</tr>
<tr>
<td>Net income for the fiscal year ended December 31, 2014</td>
<td>410,566,763</td>
</tr>
<tr>
<td>Total amount available for distribution:</td>
<td>7,114,423,264</td>
</tr>
</tbody>
</table>

The Shareholders are asked to appropriate the net income for the period as follows:

(€ in euros)

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Proposed dividend for 2014:</td>
<td>2,401,863,642</td>
</tr>
<tr>
<td>• interim dividend paid on October 15, 2014 to be deducted from the total dividend for fiscal year 2014</td>
<td>1,184,221,136</td>
</tr>
<tr>
<td>• final dividend to be paid out for 2014</td>
<td>1,217,642,506</td>
</tr>
<tr>
<td>The total dividend for fiscal year 2014 will be paid out of:</td>
<td></td>
</tr>
<tr>
<td>• net income for the period, in the amount of:</td>
<td>410,566,763</td>
</tr>
<tr>
<td>• retained earnings, in the amount of:</td>
<td>1,991,296,879</td>
</tr>
</tbody>
</table>

If the Shareholders approve this proposal, the dividend for 2014 will be set at €1 per share, for a total dividend payout of €2,401,863,642.
After deduction of the interim dividend of €0.50 per share, paid on October 15, 2014, from the total dividend for fiscal year 2014, and corresponding to the number of shares carrying dividend rights at that date, or 2,368,442,273 shares, the final net dividend for 2014 comes to €1,217,642,506, for a total dividend payout of €2,401,863,642. The total dividend payout is based on the number of outstanding GDF SUEZ shares as of December 31, 2014 – i.e., 2,435,285,011 shares.

On the dividend payment date, the dividend corresponding to the Company’s treasury stock will be allocated to “Other Reserves”. As of February 24, 2014, the Company held 45,328,710 of its own shares.

The final dividend will be declared on April 30, 2015 (ex-dividend date) and will be paid in cash on May 5, 2015.

In accordance with Article 158 para. 3-2 of the French General Tax Code, the entire dividend is eligible for the 40% deduction available to individuals who are tax residents of France.

Approval of regulated agreements pursuant to Article L. 225-38 of the French Commercial Code (4th resolution)

In accordance with Articles L. 225-38 et seq. of the French Commercial Code, the Board of Directors proposes that you approve the terms of the Statutory Auditors’ special report on the regulated agreements concluded in 2014, as well as those that had been previously authorized and continued to be in effect during the year. These may be found in Section 4.4.1 of the 2014 Registration Document.

Authorization of the Board of Directors to trade in the Company’s shares (5th resolution)

On April 28, 2014, the General Shareholders’ Meeting authorized the Company to trade in its own shares under the following terms and conditions:

- maximum purchase price: €40 per share (excluding transaction costs);
- maximum shareholding: 10% of the share capital;
- maximum percentage of shares acquired during the term of the program: 10% of the shares comprising the share capital as of the date of this Shareholders’ Meeting;
- aggregate amount of purchases: €9.6 billion

Between the Shareholders’ Meeting of April 28, 2014 and February 24, 2015, the Company has:

- purchased 25,855,767 shares on the stock market for a total of €497.6 million (an average price per share of €19.24) under the liquidity agreement and 0 shares under a share buyback program; and
- sold 31,305,767 shares on the stock market for a total of €610.2 million (an average price per share of €19.49) under the liquidity agreement.

The authorization granted by the Shareholders’ Meeting of April 28, 2014 to trade in the Company’s shares will expire in October 2015.

The Shareholders are now asked to renew the authorization granted to the Board of Directors to trade in the Company’s shares for another 18 months, with a corresponding termination of the previous authorization.

Share purchases help in stimulating the share price on the Paris and Brussels stock exchanges by an independent investment services provider that complies with the Code of Ethics recognized by the Autorité des Marchés Financiers (AMF – French Financial Markets Authority). They also allow the subsequent cancellation of shares in order to improve the return on equity and earnings per share. The shares purchased may also be used to implement programs for employees or corporate officers, including stock option plans to purchase or subscribe for shares, bonus share awards, or employee share ownership plans set up for company-sponsored employee savings plans. They may also be used to carry out financial transactions, including transfers, sales or exchanges, and to ensure coverage of securities convertible into Company shares. The Company may hold and subsequently deliver such shares in exchange, payment, or other, in connection with external growth transactions, within the limit of 5% of the share capital, or to implement any other market practices allowed or that may be allowed by the authorities, subject to communicating such information to the Company’s shareholders.

This resolution could be used in the implementation of employee savings plans through the transfer of treasury shares to employees, instead of through the capital increases subject of the 19th and 20th resolutions submitted to this Shareholders’ Meeting.

In accordance with the delegation of authority provided under the 19th resolution, the maximum nominal amount of shares that may be awarded or transferred under company savings plans is capped at 1% of the share capital. Under the 20th resolution, the maximum nominal amount of shares that may be sold to any French or foreign entity for the purpose of implementing a GDF SUEZ international employee shareholding plan is capped at 0.5% of the share capital.

This resolution shall not apply during a public tender offer for the Company.
The proposed terms and conditions of the new authorization are as follows:

- maximum purchase price: €40 per share (excluding transaction costs);
- maximum shareholding: 10% of the share capital
- maximum percentage of shares acquired during the term of the program: 10% of the shares comprising the share capital as of the date of the present General Shareholders’ Meeting
- aggregate amount of purchases: €9.7 billion

It is, however, specified that with respect to the particular case of shares purchased under the liquidity contract, the number of shares taken into account for calculating the 10% limit shall correspond to the number of share purchased minus the number of shares resold during the term of the authorization.

**Ratification of the co-optation of Isabelle Kocher as a director (6th resolution)**

Shareholders are requested to ratify the co-optation of Isabelle Kocher as a director, as resolved upon by the Board of Directors at its meeting of October 21, 2014, with effect from November 12, 2014, to replace Paul Desmarais for the remainder of the latter’s term of office, i.e., until the end of the Shareholders’ Meeting convened in 2016 to vote on the financial statements for the fiscal year 2015.

Her biography is provided on page 49 of the Notice of Meeting.

**Reappointment of four directors (7th to 10th resolutions)**

The terms of office of the following directors will expire at the close of this Shareholders’ Meeting: Albert Frère, Edmond Alphandéry, Aldo Cardoso, Ann-Kristin Achleitner, and Françoise Malrieu.

Albert Frère did not seek reappointment. On the recommendation of the Appointments and Compensation Committee, the Shareholders are asked to reappoint Edmond Alphandéry, Aldo Cardoso, Ann-Kristin Achleitner, and Françoi Malrieu for a term of four years expiring at the close of the Shareholders’ Meeting convened in 2019 to vote on the financial statements for the fiscal year 2018.

Their biographies are provided on pages 50 to 52 of the Notice of Meeting.

**Appointment of two directors (11th and 12th resolutions)**

On the recommendation of the Appointments and Compensation Committee, you are asked to appoint Barbara Kux as a director, to replace Albert Frère, who did not seek reappointment after his term expired, for a term of four years expiring at the close of the Shareholders’ Meeting convened in 2019 to vote on the financial statements for the fiscal year 2018.

Her biography is provided on page 52 of the Notice of Meeting.

On the recommendation of the Appointments and Compensation Committee, you are also asked to appoint Marie-José Nadeau as a director, to replace Jean-François Cirelli, for a term of four years expiring at the close of the Ordinary Shareholders’ Meeting convened in 2019 to vote on the financial statements for the fiscal year 2018.

Her biography is provided on page 53 of the Notice of Meeting.

**Appointment of four directors proposed by the State (13th to 16th resolutions)**

In accordance with Article 6 of Decree No. 2014-948 of August 20, 2014 relating to the governance and transactions in the capital of companies with a public participation, and on the proposal of the French State, the Shareholders are asked to appoint Bruno Bézard, Mari-Noëlle Jégo-Laveissière, Catherine Guillouard, and Stéphane Pallez as directors for a term of four years at the close of the Shareholders’ Meeting convened in 2019 to vote on the financial statements for the fiscal year 2018.

Their biographies are provided on pages 53 to 55 of the Notice of Meeting.
Elements of compensation due or awarded for 2014 to each corporate officer of the Company (17th and 18th resolutions)

In accordance with the recommendations of Article 24.3 of the AFEP-MEDEF Code to which the Company refers pursuant to Article L. 225-37 of the French Commercial Code, the following elements of compensation due or awarded for the fiscal year ended to each corporate officer of the Company are subject to the shareholders’ consultative vote:

- the fixed element;
- the annual variable element and, where appropriate, the multi-year variable element with the objectives contributing to the determination of this variable element;
- exceptional compensation;
- stock options, performance shares and any other long-term compensation;
- compensation associated with the commencement or termination of duties;
- supplementary retirement plan; and;
- benefits of any kind.

By the vote on the 17th and 18th resolutions, the Shareholders are requested to issue a favorable opinion on the elements of compensation due or awarded for fiscal year 2014 to Gérard Mestrallet, Chairman and Chief Executive Officer, and to Jean-François Cirelli, Vice-Chairman and President until November 11, 2014, as described in section 4.5.1.8. the 2014 Registration Document.

Isabelle Kocher was appointed Deputy CEO on November 12, 2014. The Board decided to maintain the compensation and benefits package awarded to her as Chief Financial Officer until the end of the year. Her compensation was therefore not changed following her appointment as Deputy CEO on November 12, 2014 and her employment contract remained in force through December 31, 2014. Details of the compensation and benefits awarded to Isabelle Kocher in 2014 can be found in section 4.5 of the 2014 Registration Document.

Isabelle Kocher’s compensation and benefits package for 2015 will be submitted to shareholders for approval at the Shareholders’ Meeting called to approve the financial statements for the year ended December 31, 2015.
Elements of compensation due or awarded for 2014 to Gérard Mestrallet, Chairman and Chief Executive Officer

<table>
<thead>
<tr>
<th>Type of compensation</th>
<th>Amount</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed compensation</td>
<td>€1,400,000</td>
<td>The fixed compensation of Gérard Mestrallet remained unchanged in 2014. The suspended employment contract of Gérard Mestrallet was terminated on his initiative upon his reappointment as Chairman and CEO on April 23, 2012. He requested the liquidation of his retirement benefit plan and, at his request, the total of his retirement benefit plan under the general retirement plan with Caisse Nationale d’Assurance Vieillesse (CNAV) and the mandatory supplementary plans with ARRCO and AGIRC is deducted from the amount paid by GDF SUEZ in such a way that the total fixed compensation paid in 2014 by GDF SUEZ to Gérard Mestrallet was €1,309,531, plus the mandatory retirement amount (€90,469), making a total of €1,404,533 including benefits in kind of €4,533.</td>
</tr>
<tr>
<td>Variable compensation</td>
<td>€379,830</td>
<td>The structure of variable compensation of Gérard Mestrallet for 2014 to be paid in 2015 is broken down into two components: a quantitative component (70%) and a qualitative component (30%). For the quantitative component, the criteria used are: Recurring net income, Group Share per share and 50% free cash flow, ROCE and net debt (each for one-sixth). The quantitative targets for 2014 were included in the Group’s projected budget as presented to the Board of Directors on February 26, 2014. For the qualitative component, the criteria used are: effectiveness in driving forward a strong European energy policy; development of new corporate social responsibility initiatives for the Group; establishment of a pro-growth innovation policy also involving the business lines, with the creation of major Group-wide programs with clearly-stated priorities; setting up of an “Innovation and New Business” policy and assessment of the preliminary results; establishment of a global renewable energy organization; definition and implementation of a Group “Services” strategy. In 2014, Gérard Mestrallet’s target variable compensation was set at 130% of his fixed compensation and capped at 150%. At its meeting of February 25, 2015, the Board of Directors, on the recommendation of the Appointments and Compensation Committee, set the variable compensation for 2014 of Gérard Mestrallet at €1,723,830. However, in light of the difficult situation of the energy sector in Europe, and its impact on the Group (including the efforts required from employees under the Perform 2015 performance plan) and on its shareholders, Gérard Mestrallet waived 30% of his total target compensation for 2014, or €1,344,000. This amount was deducted primarily from the variable portion, which then came to €379,830, compared to €815,000 for 2013.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Type of compensation</th>
<th>Amount</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Variable multi-year compensation</td>
<td>None</td>
<td>Gérard Mestrallet receives no variable multi-year compensation.</td>
</tr>
<tr>
<td>Directors’ fees</td>
<td>None</td>
<td>Gérard Mestrallet receives no Directors’ fees.</td>
</tr>
<tr>
<td>Exceptional compensation</td>
<td>None</td>
<td>Gérard Mestrallet receives no exceptional compensation.</td>
</tr>
<tr>
<td>Type of compensation</td>
<td>Amount</td>
<td>Comments</td>
</tr>
<tr>
<td>----------------------</td>
<td>--------</td>
<td>----------</td>
</tr>
</tbody>
</table>
| Allocation of stock options, performance shares and any other long-term compensation | Valuation\(^{(1)}\) €1,672,500 | On December 10, 2014 the Board of Directors awarded 150,000 Performance Units (valued at €1,672,500) to Gérard Mestrallet as part of his 2014 package. Performance Units are fully vested after three years (March 2018), after which the beneficiary may freely exercise them, with fractional shares permitted. Final vesting depends on a three-fold performance condition, with each criterion weighing one-third of the total:  
- Total Shareholder Return (TSR): stock market performance, reinvested dividend) of the GDF SUEZ share compared to the TSR of companies included in the Eurostoxx Utilities index (Eurozone) in the period of December 2017-January 2018 as compared to November-December 2014;  
- Recurring net income, Group Share for fiscal 2016 and 2017, compared to the budgeted Recurring net income, Group Share for these same years (pro forma);  
- 2017 ROCE, compared to the target 2017 ROCE of the medium-term business plan presented to the Board of Directors on February 25, 2015. Success rates (from 0% to 100%) will be calculated for each condition and an overall rate established through an arithmetic mean of the three conditions. On December 6, 2011, the Board of Directors decided that the value of this element of compensation should not exceed 40% of the total compensation. |
| Compensation associated with the commencement or termination of duties | None | Gérard Mestrallet receives no compensation associated with the commencement or termination of duties. |
| Supplementary retirement plan | No payments | Gérard Mestrallet is not covered by an individual retirement benefit plan. In addition to mandatory retirement plans, he benefits from collective supplementary pension benefits given to former employees of the SUEZ Group, which he joined in 1984. Gérard Mestrallet was reappointed as Chairman and CEO on April 23, 2012 and therefore his employment contract, which was automatically suspended when he became executive corporate officer, was terminated at his initiative, in accordance with the AFEP-MEDEF Code. Gérard Mestrallet requested the liquidation of his retirement pension plan under the general retirement plan with CNAV, the mandatory supplementary plans with ARRCO and AGIRC and the collective supplementary pension plans, but, for the duration of his current position, he declined to collect any annuity payments resulting from collective supplementary pension plans. The annual annuity amount resulting from collective supplementary pension plans from which Gérard Mestrallet shall benefit (once he no longer holds his current position) will amount to €831,641, representing 28% of his benchmark compensation in 2012 (reference year for the liquidation of rights). |
| Benefits in kind | €4,533 | Gérard Mestrallet benefits from the use of a company vehicle. |

\(^{(1)}\) See note on this theoretical valuation in Section 4.5.1.7 of the 2014 Registration Document.
Elements of compensation due or awarded for 2014 to Jean-François Cirelli, Vice-Chairman and President (until November 11, 2014)

<table>
<thead>
<tr>
<th>Type of compensation</th>
<th>Amount</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed compensation</td>
<td>€866,915</td>
<td>The fixed compensation of Jean-François Cirelli remained unchanged in 2014 (€1,000,000). Jean-François Cirelli’s role as Vice-President and Chief Operating Officer ended on November 11, 2014; therefore, his total fixed compensation in 2014, paid on a prorated basis for the actual term of his duties as a corporate officer, amounted to €866,915, including benefits in kind of €2,883.</td>
</tr>
<tr>
<td>Variable compensation</td>
<td>€125,160</td>
<td>The structure of variable compensation of Jean-François Cirelli for 2014 to be paid in 2015 is broken down into two components: a quantitative component (70%) and a qualitative component (30%). For the quantitative component, the criteria used are based 50% on Recurring net income, Group Share per share and 50% free cash flow, ROCE and net debt (each for one-sixth). The quantitative targets for 2014 were included in the Group’s projected budget as presented to the Board of Directors on February 26, 2014. For the qualitative component, the criteria used are: effective restructuring and reorganization of the Energy Europe business line’s activities; definition of the future scope of this business and steps to achieve it (type of activity and geographical location); establishment of a pro-growth innovation policy also involving the business lines, with the creation of major Group-wide programs with clearly-stated priorities. In 2014, Jean-François Cirelli’s target variable compensation was set at 100% of his fixed compensation and capped at 120%. At its meeting of February 25, 2015, the Board of Directors, on the recommendation of the Appointments and Compensation Committee, set the variable compensation of Jean-François Cirelli for 2014 at €125,160. However, in light of the difficult situation of the energy sector in Europe, and its impact on the Group (including the efforts required from employees under the Perform 2015 performance plan) and on its shareholders, Jean-François Cirelli waived 30% of his total target compensation for 2014, or €852,000. This amount was deducted primarily from his variable compensation, which then came to €125,160, compared to €446,000 for 2013.</td>
</tr>
<tr>
<td>Variable multi-year compensation</td>
<td>None</td>
<td>Jean-François Cirelli receives no variable multi-year compensation.</td>
</tr>
<tr>
<td>Directors’ fees</td>
<td>None</td>
<td>Jean-François Cirelli receives no Directors’ fees.</td>
</tr>
<tr>
<td>Exceptional compensation</td>
<td>None</td>
<td>Jean-François Cirelli receives no exceptional compensation.</td>
</tr>
<tr>
<td>Allocation of stock options, performance shares and any other long-term compensation</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Compensation associated with the commencement or termination of duties</td>
<td>None</td>
<td>Jean-François Cirelli receives no compensation associated with the commencement or termination of duties.</td>
</tr>
<tr>
<td>Supplementary retirement plan</td>
<td>No payments</td>
<td>Jean-François Cirelli is covered by a mandatory, special statutory retirement plan, which is defined by the national statute of employees of the Electricity and Gas Industries (EGI), instituted by the Nationalization Act of April 8, 1946, and the Decree of June 22, 1946. This retirement plan is managed by the Caisse Nationale des Industries Électriques et Gazières. The amount of retirement benefits paid based on a career affiliated with the EGI’s special retirement plan is proportional to the end-of-career compensation, excluding bonuses, in the electricity and gas industries. The proportionality coefficient is equal to the number of years’ service in the electricity and gas industries, multiplied by 75% of the required length of service (currently 41 years and 6 months), i.e., 1.81% per year of service in the electricity and gas industries.</td>
</tr>
<tr>
<td>Benefits in kind</td>
<td>€2,883</td>
<td>Jean-François Cirelli benefits from an energy price advantage.</td>
</tr>
</tbody>
</table>
Board of Directors’ Report on the resolutions submitted to the Extraordinary General Shareholders’ Meeting

Employee shareholding

The intent of the delegations of authority under the 19th and 20th resolutions below is to renew the authorizations previously granted to the Board of Directors by the General Shareholders’ Meeting to allow it to issue securities for the development of employee shareholding on a Group scale. These resolutions give the Board the power to carry out additional transactions related to employee shareholding at the time of its choosing.

As before, the objectives of employee shareholding plans are:

◆ to make employees genuine partners in the Group;
◆ to highlight value creation as one of the points in which the interests of shareholders and those of employees converge;
◆ to allow employees to join with shareholders in making annual decisions;
◆ to spread the concept of employee shareholding internationally.

Under such plans, employees are offered two investment options:

◆ a “Classic” investment plan, without financial leverage; and
◆ a “Multiple” investment plan that includes financial leverage and capital protection.

Employee shareholding plans may be set up, in whole or in part, through the use of treasury shares.

Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares or securities giving access to equity securities to be issued, with preferential subscription rights waived, for the benefit of GDF SUEZ Group employee savings plans members (19th resolution)

Under the 19th resolution, Shareholders would, in accordance with Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and L. 3332-1 et seq. of the French Labor Code, authorize the Board of Directors, with the power to subdelegate in accordance with law, to increase the share capital on one or more occasions by a maximum nominal amount of 1% of the share capital on the date the authorization is used with the issue shares of securities giving access to equity securities to be issued, reserved for members of one or more Company employee savings plans that may be set up within the Company or its Group, consisting of the Company and its French and international affiliates, or by combining the Company’s accounts in application of Article L. 3344-1 of the French Labor Code, with the proviso that this authorization may be used for the purposes of implementing so-called “Multiple” investment plans.

In accordance with the law, the Shareholders’ Meeting would waive the shareholders’ preferential subscription rights to new shares or other securities giving access to capital in favor of the above-mentioned beneficiaries.

The issue price of the new shares would be lower than the Reference Price – i.e., the average opening price of the Company share on Euronext Paris during the 20 trading days preceding the date of the decision setting the opening date of the subscription for all members of company savings plans, less a 20% discount. However, the Board of Directors may reduce or eliminate such discounts, subject to statutory and regulatory requirements, in order to take into account the impact of local legal, accounting, tax and social security systems. In case of issue of securities giving access to equity securities to be issued, the price would also be determined by reference to the terms described in this paragraph.

In addition to shares or securities to be subscribed in cash, the Board of Directors may award, at no cost to the beneficiaries listed above, new or existing shares or securities as a substitute for all or a portion of the discount relative to the aforementioned average, 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. In accordance with the law, this decision would entail the Shareholders’ waiver of any preferential right to shares or securities giving access to capital which would be freely awarded under this resolution.

This delegation of authority would be renewed for a period of 26 months to take effect after the Shareholders’ Meeting of April 28, 2015 and would deprive of effect the authorization (for the unused portion) previously granted by the Shareholders’ Meeting of April 28, 2014, provided that such delegation was used in the amount of €20.6 million in connection with the capital increase reserved for employees of December 11, 2014. The amount of the capital increases thus carried out would count against the overall cap of €265 million mentioned in the 17th resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 28, 2014.
Delegation of authority to the Board of Directors to increase the share capital by issuing shares or securities giving access to the capital securities to be issued, without preferential subscription rights, in favor of any entity whose sole purpose is to purchase, hold and sell of shares or other financial instruments as part of the implementation of GDF SUEZ Group’s international employee share ownership plan (20th resolution)

The purpose of the 20th resolution is, as before, to enable the Board to increase the share capital, without preferential subscription rights, by issuing shares or securities giving access to capital securities to be issued, reserved for all entities whose sole purpose is to purchase, hold and sell GDF SUEZ shares or other financial instruments as part of the implementation of one of the “Multiple” plans of the GDF SUEZ Group’s international employee shareholding plan, for a maximum amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 1% cap set in the 19th resolution. The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the subscription price for shares issued by the entity or entities. The purpose of the implementation of the GDF SUEZ Group’s international employee shareholding plan, for a maximum amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 1% cap set in the 19th resolution. The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the subscription price for shares issued by the entity or entities. The purpose of the implementation of the GDF SUEZ Group’s international employee shareholding plan, for a maximum amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 1% cap set in the 19th resolution. The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the subscription price for shares issued by the entity or entities. The purpose of the implementation of the GDF SUEZ Group’s international employee shareholding plan, for a maximum amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 1% cap set in the 19th resolution. The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the subscription price for shares issued by the entity or entities. The purpose of the implementation of the GDF SUEZ Group’s international employee shareholding plan, for a maximum amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 1% cap set in the 19th resolution. The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the subscription price for shares issued by the entity or entities. The purpose of the implementation of the GDF SUEZ Group’s international employee shareholding plan, for a maximum amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 1% cap set in the 19th resolution. The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the subscription price for shares issued by the entity or entities. The purpose of the implementation of the GDF SUEZ Group’s international employee shareholding plan, for a maximum amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 1% cap set in the 19th resolution. The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the subscription price for shares issued by the entity or entities. The purpose of the implementation of the GDF SUEZ Group’s international employee shareholding plan, for a maximum amount of 0.5% of the share capital on the date of implementation of the authorization, with the proviso that such issues will be counted against the 1% cap set in the 19th resolution. The subscription price for shares issued by the entity or entities would be equal to that offered to employees joining the Multiple plan under the subscription price for shares issued by the entity or entities.

If, as a result of substantial subscriptions, the number of subscriptions were to exceed the maximum number of shares authorized for issue, the Board of Directors would reduce employee subscriptions in accordance with the rules that it has set under the terms of French law and within the limits set by the authorization granted by the Shareholders’ Meeting. The reduction of subscriptions would be done resolution-by-resolution and would therefore concern only the oversubscribed capital increase. The reduction rules would be set by the Board of Directors, and could involve scaling back the number of subscriptions per employee and/or a proportional reduction in employee subscriptions.

This delegation of authority would be renewed for a period of 18 months to take effect after the Shareholders’ Meeting of April 28, 2015 and would deprive of effect the authorization (for the unused portion) previously granted by the Shareholders’ Meeting of April 28, 2014, provided that such delegation was used in the amount of €1.8 million in connection with the capital increase reserved for employees of December 11, 2014.

The amount of the capital increases thus carried out would count against the overall cap of €265 million mentioned in the 17th resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 28, 2014.

Authorization for the Board of Directors to award bonus shares (i) to employees and/or corporate officers of companies belonging to the Group (with the exception of corporate officers of the Company) and (ii) to employees participating in a GDF SUEZ Group international employee shareholding plan (21st resolution)

The authorization granted to the Board of Directors at the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 28, 2014 under its 20th resolution to award bonus shares to some employees and/or officers of the Company and/or Group companies will expire in October 2015. The purpose of the 21st resolution is to propose that the Shareholders’ Meeting grant the Board of Directors authorization to award bonus shares to all employees and corporate officers of Group companies, except for the corporate officers of the Company (“Global Plans”). It will also be used for the allocation of free shares as matching contributions to employees participating in any international employee shareholding plan of the GDF SUEZ Group.

The number of shares granted would be limited to 0.5% of the share capital at the date of the Board’s decision, with the proviso that this amount is an overall cap for all awards made pursuant to the 21st and 22nd resolutions this Shareholders’ Meeting. The shares awarded would be outstanding shares.

The shares awarded would be subject to a condition of continuous service at the GDF SUEZ Group at the end of the vesting period. The shares would be subject to a minimum vesting period of two years for all or part of the shares allocated and a minimum holding period that may be set at two years from the vesting date. Note 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. Performance conditions may not necessarily be set. However, in order to take into account possible changes in the laws applicable to bonus shares, the Board of Directors may reduce or eliminate the vesting and/or holding periods within the limits of the applicable new provisions.

In accordance with the provisions of Article L. 225-197-4 of the French Commercial Code, a special report will be drawn up to inform the shareholders of the transactions carried out under this authorization.

Authorization for the Board of Directors to award bonus shares to some employees and officers of Group companies (except for corporate officers of the Company) (22nd resolution)

The authorization granted to the Board of Directors at the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 28, 2014 under its 21st resolution to award bonus shares to some employees and/or officers of the Company and/or Group companies (with the exception of corporate officers of the Company) will expire in October 2015.

Under the 22nd resolution, the Shareholders would authorize the Board of Directors to award bonus shares to some employees and officers of Group companies, except for the corporate officers of the Company.

The number of shares granted would be limited to 0.5% of the share capital at the date of the Board’s decision, with the proviso that this amount is an overall cap for all awards made pursuant to the 21st and 22nd resolutions this Shareholders’ Meeting. The shares awarded would be outstanding shares.

The award of shares to the beneficiaries would be subject to 1) the condition of continuous service in the GDF SUEZ Group at the end of the vesting period and 2) a vesting period of at least three years, except for some beneficiaries of the Trading activity (subject to an obligation to stagger a portion of their variable compensation, in the form of securities, over several consecutive years) for whom the minimum vesting period could be two years for some of the shares awarded.

A minimum holding period may be set at two years from the final vesting date: there may be no minimum holding period for shares subject to a minimum four-year vesting period, in which case said shares are freely transferable once they have fully vested.

All beneficiaries, except those of the Trading activity and the beneficiaries of Innovation promotion programs (or similar) would be subject to the following two conditions over a period of three years: 50% based on the net recurring income, Group share, of GDF SUEZ for fiscal years 2017 and 2018 compared with the target net recurring income, Group share for these same two years; and 50% based on Total Shareholder Return (TSR) (stock market performance, reinvested dividend) of the GDF SUEZ share compared with those of companies on the Eurostoxx Utilities Index (Eurozone).

The details of these performance conditions are as follows:

- An internal condition related to recurring net income, Group share for 2017 and 2018 vs the target recurring net income, Group share for the same years (pro forma):
  - Recurring net income 2017+2018 < 90% target recurring net income 2017+2018: success rate of 0%,
  - Recurring net income 2017+2018 = 90% target recurring net income 2017+2018: success rate of 33%,
  - Recurring net income 2017+2018 > 90% target recurring net income 2017+2018: progressive and linear success rate from 33%.
  - Recurring net income 2017+2018 >= target recurring net income 2017+2018: success rate of 100%.

- An external condition related to the TSR (stock market performance, reinvested dividend) of the GDF SUEZ share compared with the TSR (stock market performance, reinvested dividend) of companies on the Eurostoxx Utilities Index (Eurozone):
  - GDF SUEZ TSR <= 90% of TSR of Eurostoxx Utilities Eurozone companies: success rate of 0%,
  - GDF SUEZ TSR = 100% of TSR of Eurostoxx Utilities Eurozone companies: success rate of 70%,
  - GDF SUEZ TSR >= 103% of TSR of Eurostoxx Utilities Eurozone companies: success rate of 100%.

For interim results (from 90% to 100% and from 100% to 103%): progressive and linear success rate.

To smooth the possible effects of volatility (gain or loss), the TSR (stock market performance, reinvested dividend) will be calculated by taking the average of the TSRS of GDF SUEZ and the Eurostoxx Utilities Eurozone companies over two months.

The sum of the success rate of (a) and (b) is divided by two to obtain an overall success rate.

For some beneficiaries in the Trading activity (subject to an obligation to stagger a portion of their variable compensation, in the form of securities, over several consecutive years), a condition specific to their activity would be set for 2017 and 2018.

For beneficiaries under the Innovation promotion programs or similar, the Board of Directors may decide to eliminate the performance condition.

In accordance with the provisions of Article L. 225-197-4 of the French Commercial Code, a special report will be drawn up to inform the Shareholders of the transactions carried out under this authorization.

The 21st and 22nd resolutions would apply for a period of 18 months from this Shareholders’ Meeting, and would deprive of effect the authorization (for the unused portion) previously granted under the 20th and 21st resolutions of the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 28, 2014.
Common provisions

The delegations of authority and authorizations referred to above would be given to the Board of Directors or a representative duly authorized in accordance with the law.

Shareholders’ attention is drawn to the obligation for the State to own more than one-third of the capital or voting rights of GDF SUEZ, with the proviso that the State’s interest may temporarily fall below the threshold, as long as it returns to the required ownership threshold for capital or voting rights within two years.

Furthermore, in accordance with the statutory provisions applicable to the Company, when the implementation of the various delegations and authorizations would dilute the State’s interest, they must as a rule be unanimously approved by the French Privatization Board (Commission des participations et des transferts).

The Statutory Auditors have issued a report on the 19th, 20th, 21st and 22nd resolutions which have each been made available to the Shareholders in accordance with statutory and regulatory requirements.

Should the Board of Directors implement the delegation of authority given by the Shareholders under the 19th, 20th, 21st and 22nd resolutions, it must prepare, as appropriate and in accordance with the laws in force at the time of its decision, an additional report describing the final terms and conditions of the transaction, and indicate, where appropriate, its impact on the situation of holders of shares or securities giving access to capital, especially as regards the proportion of their holdings to total shareholders’ equity. This report and, if applicable, that of the Statutory Auditors, would be made available to holders of shares or securities giving access to capital and then brought to their attention at the next General Shareholders’ Meeting.

Updating the bylaws to reflect legislative and regulatory developments mainly resulting from the Law No. 2014-384 of March 29, 2014 on recovering control over the real economy, the Decree No. 2014-863 of July 31, 2014 relating to corporate law and Decree No. 2014-948 of August 20, 2014 relating to the governance and transactions in the capital of companies with a public participation, and Decree No. 2014-1466 of December 8, 2014 as it relates to the record date and the means for establishing the list of persons authorized to participate in the meetings of shareholders and bondholders in commercial companies (23rd resolution)


Changes arising from the application of the Florange Law mainly concern the relaxation of the method of calculating the minimum mandatory State holding, which may now be done using either capital or voting rights. In addition, the State’s interest may temporarily fall below the threshold, as long as it returns to the required ownership threshold for capital or voting rights within two years.

Concerning the amendment arising from the Decree of July 31, 2014 on corporate law, we draw your attention to the fact that henceforth, agreements between two companies, one of which directly or indirectly holds all of the other’s share capital, are no longer subject to the procedure applicable to regulated agreements.

Furthermore, the Decree of December 8, 2014 amended Article R. 225-85 of the French Commercial Code, reducing the establishment of the record date to two business days prior to the Shareholders’ Meeting. This date is the last date at which shareholders definitively on this list will be entitled to vote at the Shareholders’ Meeting.

The other proposed amendments are only concerned with harmonizing the bylaws with the statutory and regulatory provisions arising from the above-mentioned texts.

Amendment of Article 11 of the bylaws

(Voting Rights Attached to Shares) (24th resolution)

Article L. 225-123 paragraph 3 of the French Commercial Code, as amended after the adoption of the Florange Act of March 29, 2014 provides that all registered and fully paid shares registered in the name of the same beneficiary for two years as of April 2, 2014, are automatically entitled to a double voting right, unless prohibited in the bylaws.

In the interest of good governance, the Board of Directors sought to allow shareholders to vote on a specific resolution (24th resolution) to amend Article 11 of the bylaws, in order to eliminate the double voting rights established by the Florange law.

Thus, if the resolution were adopted, all shareholders would have the same number of voting rights at Shareholders’ Meeting as the shares they own. The State has already informed the Company that it would not vote in favour of this resolution a the Shareholders’ Meeting.

Amendment of Article 16 of the bylaws

(Chairmen and Vice-Chairmen of the Board of Directors) (25th resolution)

The purpose of the 25th resolution is to amend paragraph 3 of Article 16 of the bylaws to allow the Deputy CEO, if a director, to chair the Board of Directors’ meetings in the absence of the Board Chairman and one of the Vice-Chairmen.

Powers to implement the resolutions adopted by the General Shareholders’ Meeting and to perform the related formalities (26th resolution)

The purpose of the 26th resolution is to authorize the bearer of a copy or extract of the minutes of the Shareholders’ Meeting to carry out any formalities required by law to execute the decisions made thereby.

The Board of Directors