

Final Terms dated 28 June 2012

GDF SUEZ

Euro 25,000,000,000  
Euro Medium Term Note Programme  
for the issue of Notes

Due from one month from the date of original issue

SERIES NO: 52

TRANCHE NO: 1

**EUR400,000,000 2.50% Notes due 2020 (the “Notes”)**

Issued by: GDF SUEZ (the “Issuer”)

**Mitsubishi UFJ Securities International plc**

#### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 9 September 2011 which received visa no. 11-406 from the *Autorité des marchés financiers* (the “AMF”) and the supplements to the Base Prospectus dated 28 October 2011, 3 April 2012, 7 May 2012 and 27 June 2012 which together constitute a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the “Prospectus Directive”) as amended (by Directive 2010/73/EU (the “2010 PD Amending Prospectus Directive”) to the extent that such amendment has been implemented in a Member State of the European Economic Area). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the supplements to the Base Prospectus are available for viewing on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and on GDF SUEZ’s website ([www.gdfsuez.com](http://www.gdfsuez.com)) and copies may be obtained from GDF SUEZ at 1, place Samuel de Champlain, 92400 Courbevoie, France.

1	Issuer:	GDF SUEZ
2	(i) Series Number:	52
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“EUR”)
4	Aggregate Nominal Amount:	EUR400,000,000

	(i) Series:	EUR400,000,000
	(ii) Tranche:	EUR400,000,000
5	Issue Price:	99.14% of the Aggregate Nominal Amount
6	Specified Denominations:	EUR1,000,000
7	(i) Issue Date:	2 July 2012
	(ii) Interest Commencement Date	3 July 2012
8	Maturity Date:	21 January 2020
9	Interest Basis:	2.50% Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(i) Status of the Notes:	Unsubordinated
	(ii) Date of Board approval for issuance of Notes obtained:	<i>Conseil d'administration</i> dated 6 December 2011 and a decision of Mr. Gérard Mestrallet in his capacity as <i>Président Directeur Général</i> of the Issuer dated 19 June 2012
14	Method of distribution:	Non-syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	2.50% per annum payable annually in arrear
	(ii) Interest Payment Date(s):	21 January in each year from and including 21 January 2013 to and including the Maturity Date
	(iii) Fixed Coupon Amount[(s)]:	EUR25,000 per Specified Denomination in nominal amount
	(iv) Broken Amount(s):	EUR13,797.81 per Specified Denomination in nominal amount payable on 21 January 2013
	(v) Day Count Fraction (Condition 5(a)):	Actual/Actual, unadjusted
	(vi) Determination Dates (Condition 5(a)):	21 January in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable

19	Dual Currency Note Provisions	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
20	Call Option	Not Applicable
21	Put Option	Not Applicable
22	Change of Control Put Option	Not Applicable
23	Final Redemption Amount of each Note	EUR1,000,000 per Note of EUR1,000,000 Specified Denomination

24	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As set out in the Conditions
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> )
	(ii) Registration Agent	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable
26	Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates:	Not Applicable
27	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No.
28	Details relating to Partly Paid Notes: amount of each payment comprising	Not Applicable

the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:

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|----|--|--|
| 29 | Details relating to Instalment Notes:                            | Not Applicable   |
| 30 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable   |
| 31 | Consolidation provisions:  | Not Applicable   |
| 32 | Masse (Condition 11)   | Not Applicable as long as the Notes are held by a single Noteholder. In case of transfer of the Notes to several Noteholders, the Noteholders will be grouped automatically for the defence of their common interest in a Masse, pursuant to Condition 11. |
| 33 | Other final terms:   | Not Applicable   |

**DISTRIBUTION**

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| 34 | (i) If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable   |
|    | (ii) Date of Subscription Agreement:   | Not Applicable   |
|    | (iii) Stabilising Manager(s) (if any):   | Not Applicable   |
| 35 | If non-syndicated, name and address of Dealer:                                   | Mitsubishi UFJ Securities International plc<br>Ropemaker Place<br>25 Ropemaker Street<br>London EC2Y 9AJ |
| 36 | Additional selling restrictions:   | Not Applicable   |
| 37 | United States of America:  | Category 2 restrictions apply to the Notes   |

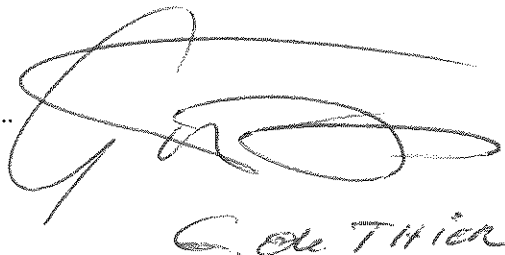
**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .....

Duly authorised



G. de Thier

## PART B – OTHER INFORMATION

### 1 Risk Factors

Not Applicable

### 2 Listing and Admission to Trading

Not Applicable

### 3 Ratings

Ratings: The Notes to be issued have not been rated.

### 4 Notification

Not Applicable

### 5 Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 6 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

(i) Reasons for the offer	See “Use of Proceeds” wording in Base Prospectus
(ii) Estimated net proceeds:	EUR395,840,000
(iii) Estimated total expenses:	Not Applicable

### 7 Yield

Indication of yield: 2.628% per annum  
As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 8 Historic Interest Rates

Not Applicable

### 9 Performance of Index/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information Concerning the Underlying

Not Applicable

**10 Performance of Rates of Exchange and Explanation of Effect on Value of Investment**

Not Applicable

**11 Other Information concerning the Securities to be Offered**

Not Applicable

**12 Placing and Underwriting**

Not Applicable

**13 Operational Information**

ISIN Code:	FR0011278506
Common Code:	079935239
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number(s):	Euroclear France
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable

**14 Taxation**

French withholding tax regime applicable to Notes which do not constitute <i>obligations</i> or <i>titres de créances négociables</i> , or other debt securities considered by the French tax authorities as falling into similar categories:	Not Applicable
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