

ISSUES AND QUOTATIONS

FRENCH SECURITIES

SHARES

GDF SUEZ

A limited company (*société anonyme*) capitalised at €2,259,041,838

Head office: 16-26 rue du Docteur Lancereaux, 75008 Paris

Paris trade and companies register 542 107 651

“Siret” identification number 542 107 651 12867

Corporate aims

The aims of the company are managing and enhancing its present and future assets in all countries, using any means, and notably:

- prospecting for, producing, processing, importing, exporting, purchasing, transporting, storing, distributing, supplying and marketing fuel gas, electricity and other forms of energy;
- trading in gas, electricity and other forms of energy;
- supplying services related to the above-mentioned activities;
- performing the public utility functions assigned to the company by the operative legislation and regulations, particularly the Electricity and Gas Nationalisation Act, No. 46-628, of 8th April 1946, the Gas/Electricity Markets and Public Energy Service Act, No. 2003-8, of 3rd January 2003, the Public Electricity/Gas Service and Electricity/Gas Companies Act, No. 2004-803, of 9th August 2004 and the Energy Sector Act, No. 2006-1537, of 7th December 2006;
- studying, designing and implementing any projects and public/private works on behalf of any bodies and individuals; preparing and concluding any agreements and contracts relating to the implementation of such projects and works;
- participating, directly or indirectly, in any operations and activities of any nature relating to any of the above-mentioned aims or likely to develop the corporate assets, including research and engineering activities, by creating new companies and businesses, contributing, subscribing to and purchasing company securities and rights, acquiring interests and stakes in any form whatsoever in any existing and future businesses and companies, via mergers, partnerships or in any other manner;
- creating, acquiring, transferring and taking over, via management agreements, any movables, immovables and businesses, leasing, installing and operating any establishments, businesses, factories and workshops relating to any of the above-mentioned aims;
- taking out, acquiring, operating, licensing and assigning any processes, patents and patent licences concerning activities relating to any of the above-mentioned aims;
- obtaining, acquiring, leasing and operating, mainly via subsidiaries and holdings, any franchises and businesses in respect of supplying towns and cities with drinking and industrial water, evacuating and purifying wastewater, drainage operations, irrigation and erection of any transportation structures, water protection/retention and any sale and service activities for bodies and individuals in the context of urban development and environmental management;
- more generally, performing any industrial, commercial, financial, movable and immovable operations and activities, including services, notably insurance agency services on a complementary or autonomous basis and research, such operations and activities relating directly or indirectly, in whole or in part, to any of the above-mentioned aims, any similar, complementary or related aims and aims likely to develop the company's business.

Term

The company term will expire on 17th November 2103 except in the case of early winding-up or extension.

Company financial year

The company financial year begins on 1st January and ends on 31st December.

Share capital

The share capital was previously set at the amount of €2,193,643,820, formed by 2,193,643,820 shares of a nominal value of €1 each. The combined general meeting of the shareholders held on 4th May 2009, which approved the 2008 annual accounts and set the dividend for the 2008 financial year, decided to allow each shareholder to opt for the payment of part of the dividend, equal to €0.80, in cash or in shares for all the shares owned by the shareholder. On 2nd June 2009, 65,398,018 new shares of a nominal value of €1 each were issued with rights from 1st January 2009, subscribed to by the shareholders that had chosen to take up the option offered to them by the combined general meeting of shareholders on 4th May 2009 to receive payment of part of the 2008 dividend in shares. Consequently, the share capital now stands at €2,259,041,838, formed by 2,259,041,838 shares of a nominal value of €1 each. All the shares have been subscribed to and are fully paid up. The completion of the capital increase was recorded by decision of the Chairman and Managing Director on 2nd June 2009.

In accordance with Article 24.1 of Law No. 2004-803 of 9th August 2004 and Decree No. 2007-1790 of 20th December 2007, the share capital includes one specific share resulting from the conversion of an ordinary share belonging to the French state in order to preserve France's essential interests in the energy sector in terms of the continuity and security of energy supplies.

The share capital may be increased, reduced or redeemed under the conditions laid down by law.

In accordance with Act No. 2006-1537 of 7th December 2006, the state must own more than one third of the company's capital at all times.

Form of shares

The shares are in registered or bearer form according to the conditions laid down by the legal provisions in force. Shares and any other securities issued by the company are recorded in accounts under the conditions and according to the procedures laid down by the statutory and regulatory provisions in force.

Share transfers

There are no restrictions on the transfer of shares in the articles of association. Shares are transmitted by means of transfers between accounts according to the procedures defined by law and the relevant regulations.

Crossing thresholds

In addition to the thresholds specified by Article L233-7 of the Trade Code, any private individual or legal entity, acting alone or in concert, that comes, directly or indirectly, into possession of a fraction of the capital, voting rights or securities giving future access to the company's capital of 0.5% or more is obliged to inform the company, by recorded delivery letter with acknowledgment of receipt thereof, within five stock exchange business days of the 0.5% threshold being crossed, specifying his/her/its identity and the identities of any persons with whom he/she/it is acting in concert and the total number of shares, voting rights or securities giving future access to the company's capital that the individual or entity owns, directly or indirectly, alone or in concert. This obligation to inform the company also applies to the ownership of each additional fraction of 0.5% of the capital, voting rights or securities giving future access to the company's capital. The thresholds to be declared under the present paragraph are determined in accordance with Articles L233-7 and L233-9 of the Trade Code and with the regulations in force. The same obligation to inform the company applies, with the same timescale, in the event of an individual or entity falling below the threshold of 0.5% or a multiple thereof.

Intermediaries registered as shareholders in accordance with the seventh sub-paragraph of Article L228-1 of the Trade Code are obliged, without prejudice to the share owners' obligations, to make the declarations specified in this article for all shares for which they are registered.

In accordance with Article L233-7 of the Trade Code, in the event of any non-compliance with the above provisions, one or more shareholders owning more than 0.5% of the capital or voting rights may apply for the penalties laid down in the first two sub-paragraphs of Article L233-14 of the Trade Code to be applied.

Specific advantages stipulated in favour of any party by the articles of association

None.

Bonds in circulation

| Issue value | Issue date | Maturity date | Coupon rate | ISIN code |
|-----------------|------------|---------------|-------------|--------------|
| €1,250,000,000 | 19/02/2003 | 19/02/2013 | 4.750% | FR0000472326 |
| €750,000,000 | 19/02/2003 | 19/02/2018 | 5.125% | FR0000472334 |
| €1,400,000,000 | 24/10/2008 | 24/01/2014 | 6.250% | FR0010695163 |
| €1,200,000,000 | 24/10/2008 | 24/01/2019 | 6.875% | FR0010695171 |
| £500,000,000 | 30/10/2008 | 30/10/2028 | 7.000% | FR0010680041 |
| SF975,000,000 | 19/12/2008 | 19/12/2012 | 3.500% | CH0048506874 |
| ¥15,000,000,000 | 18/12/2008 | 18/12/2023 | 3.180% | FR0010697193 |
| €1,750,000,000 | 16/01/2009 | 16/01/2012 | 4.375% | FR0010709261 |
| €1,500,000,000 | 16/01/2009 | 18/01/2016 | 5.625% | FR0010709279 |
| €1,000,000,000 | 16/01/2009 | 18/01/2021 | 6.375% | FR0010709451 |
| £700,000,000 | 11/02/2009 | 11/02/2021 | 6.125% | FR0010721704 |
| ¥18,000,000,000 | 05/02/2009 | 05/02/2014 | 3m ¥ + 120 | FR0010718205 |
| €750,000,000 | 23/02/2009 | 23/02/2015 | 5.000% | FR0010718189 |

Secured bonds

The outstanding debenture loans issued or guaranteed by the GIE GDF Suez Alliance, to which GDF SUEZ belongs, total €5,167 million.

General meetings

Ordinary, extraordinary and any special general meetings are summoned, are held and deliberate under the conditions laid down by law. They are held at either the head office or any other location indicated in the summons.

All shareholders are entitled to attend general meetings provided that all due payments have been made for their shares. The right to participate in / be represented at general meetings is subject to the shares being recorded in the shareholder's name in either the company's registered share accounts or the bearer share accounts kept by the authorised intermediary by zero hours, Paris time, on the third working day preceding the meeting. If the board of directors so decides upon summoning the meeting, shareholders may take part via videoconferencing or any telecommunications or remote transmission means, including the Internet, enabling them to be identified under the conditions and according to the procedures defined by the operative regulations. Any such decision is communicated in the meeting notice published in the *Bulletin des Annonces Légales Obligatoires (BALO)*.

Any shareholder may be represented by his/her spouse or another shareholder at any general meeting. The share owners referred to in the seventh sub-paragraph of Article L228-1 of the Trade Code may be represented by a registered intermediary under the conditions laid down by law. Any shareholder may vote by post under the conditions and according to the procedures laid down by law and the relevant regulations. Shareholders may send their proxy forms and postal ballot forms either in paper form or, by decision of the board of directors published in the meeting notice or summons notice, by remote transmission under the conditions laid down by law and the relevant regulations.

Voting right

Each share gives the right to vote and be represented at general meetings under the conditions laid down by law and by the articles of association.

Ownership of a share automatically entails adherence to the company's articles of association and all decisions made by general meetings of the company's shareholders. Unless otherwise specified by law, each shareholder has as many voting rights and general meeting votes as the number of shares owned for which all due payments have been made.

Profit allocation

Each share gives the right to a part of the corporate assets, profits and liquidation dividend proportional to the fraction of capital that the share represents.

The distributable profit is formed by the annual profit, less any previous losses, amounts that must be allocated to the statutory reserve and any other amounts that must be allocated to the reserves by law, plus any profits carried forward. Any amounts that the general meeting decides, on the recommendation of the board of directors, to carry forward or allocate for the creation of any reserves are deducted from the distributable profit. The resulting distributable profit balance is divided equally between all the shareholders in the form of dividends in proportion with the nominal value of their shares.

The general meeting ruling on the annual accounts is entitled to grant each shareholder the right to opt for payment of distributed dividends or interim dividends, in whole or in part, in either cash or shares in accordance with the operative legislative and regulatory provisions. A general meeting may decide, on the recommendation of the board of directors, to distribute profits, reserves or premiums in the form of assets in kind, including negotiable securities, in which case the shareholders must, if necessary, group their rights to obtain a whole number of such assets or securities.

Liquidation

In the event of the corporate term expiring or the company being wound up, the liquidation method is determined by an ordinary general meeting, which appoints one or more liquidators and determines their powers in accordance with the law. The net liquidation proceeds, after the corporate liabilities have been paid off and the shareholders have been reimbursed for the unredeemed nominal value of their shares, are divided between the shareholders.

Balance sheet

The annual and consolidated accounts for the company year ending 31st December 2008 were published in the annual financial report included in the GDF SUEZ reference document, which was filed on 6th April 2009 with the *Autorité des Marchés Financiers* (financial markets authority – AMF) and recorded under number D 09-197, and published on the GDF SUEZ website (www.gdfsuez.com). These accounts, which were approved without any changes by a combined general meeting of the shareholders held on 4th May 2009, were also filed at the Paris commercial court clerk's office on 20th May 2009 under numbers 22960 (parent company accounts) and 22961 (consolidated accounts).

Purpose of the notice

The present notice is being published with a view to the 65,398,018 new shares of a nominal value of €1 (one euro) referred to in the "Share capital" section above being admitted to the Euronext Paris SA Eurolist (compartment "A").

GDF SUEZ
Gérard Mestrallet,
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electing domicile at the company's head office,
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