

Tractebel Invest International B.V.
Annual Report 2009
Amsterdam, the Netherlands

Tractebel Invest International B.V.
Olympic Plaza, Fred. Roeskestraat 123
1076 EE Amsterdam
The Netherlands
Chamber of Commerce: 33.22.40.71

Tractebel Invest International B.V., Amsterdam Annual Report 2009

Table of contents

1	Directors' report	3
1.1	Directors' report	3
2	Financial statements	5
2.1	Balance sheet as at December 31, 2009 (after appropriation of result)	6
2.2	Statement of income for the year 2009	8
2.3	Cash flow statement for the year 2009	9
2.4	General notes to the financial statements	10
2.5	Notes to the balance sheet and the statement of income	13
3	Other information	19
3.1	Appropriation of result	19
3.2	Post-balance sheet events	19
3.3	Audit of the financial statements	19

Tractebel Invest International B.V., Amsterdam Annual Report 2009

1- Directors' report

1.1 Directors' report

Management hereby presents to the shareholder the financial statements of Tractebel Invest International B.V. ("the Company") for the year 2009.

The Company was incorporated with limited liability under the laws of The Netherlands on September 11, 1990. The registered office of the Company is Fred. Roeskestraat 123, 1076 EE in Amsterdam, the Netherlands.

The main activity of the Company is to finance the operating companies of the Suez-Tractebel Group. For this purpose, the Company contracts loans in various currencies from the private or public international capital markets, which are made available to other companies in the form of private loans in the same currencies.

The Company is a subsidiary of Telfin N.V., Brussels, Belgium which owns 100% of the Company's shares. The Company is ultimately owned by GDF Suez SA, incorporated and domiciled in Belgium. Finally, the Company is engaged in the financing of group companies and/or subsidiaries out of its equity and by using loans provided by its shareholder. Please refer to the Notes to the balance sheet items for further details.

1.1.1 Corporate governance

GDF-Suez S.A. believes that good corporate governance is a critical factor in achieving business success. Good corporate governance derives from, amongst other factors, solid internal controls and high ethical standards throughout every aspect of our business. Risk management is well-embedded in GDF-Suez Group's corporate governance model. Group audit committees have an overall responsibility for the group.

As there is no Supervisory Board appointed for the Company and no audit committee installed for the Company only, the audit committee tasks at Company level are taken care of by the A-directors of the Board of Directors of the Company (According to the explanatory memorandum to the Resolution 323 regarding the implementation of Article 41 of the European Directive 2006/43 in the Dutch legislation, the company that has no audit committee has the additional obligation to explain this in the Directors Report).

1.1.2 Activities and results and Future outlook

During the year under review, the company has pursued its financial activities. The loan portfolio has decreased from EUR 377.834.751 to EUR 102.983.782 . The fixed assets decreased during the year to nil due to the fact that they were moved to current assets as they are due within one year. Furthermore no personnel was employed.

Finally, the profit for the year under review decreased from EUR 301.840 to EUR 99.142.

During the year 2010, one outstanding loan amounting to EUR 100,000,000 will be repaid. Furthermore material change in activities is contemplated for the coming year. It is expected that the result will decrease compared to the result of the current reporting period. Furthermore no personell will be employed and fixed assets will not be acquired.

Tractebel Invest International B.V., Amsterdam Annual Report 2009

Finally, management is not aware of events that have occurred since the balance sheet date that could have a significant influence on expectations concerning future activities, investments, financing, staffing and profitability.

1.1.3 Risks and uncertainties

The Company's activities are not exposed to major financial risks, as changes in debt and equity market prices, foreign currency exchange rates or interest rates.

Amsterdam, 26 February, 2010

Board of Directors

Directors A:

Directors B:

Mr J.H. Scholts

Mr C.J.P. Vanden Bremt

Mr D.P. Stolp

Mr T.L.J. van den Hove

**Tractebel Invest International B.V., Amsterdam
Annual Report 2009**

2 Financial statements

**Tractebel Invest International B.V., Amsterdam
Annual Report 2009**

2.1 Balance sheet as at December 31, 2009 (after appropriation of result)

	<u>Notes</u>	<u>December 31, 2009</u>		<u>December 31, 2008</u>	
		EUR	EUR	EUR	EUR
ASSETS					
Fixed assets					
Loans due from group companies	2.5.1	0		100,000,000	
			0		100,000,000
Current assets					
Loans granted	2.5.2	102,983,782		277,834,751	
Receivables and accrued income		5,763,513		19,267,576	
Corporate income tax		0		231,460	
Cash and cash equivalents		1,648,448		2,100,039	
			<u>110,395,743</u>		<u>299,433,826</u>
			<u>110,395,743</u>		<u>399,433,826</u>

**Tractebel Invest International B.V., Amsterdam
Annual Report 2009**

	<u>Notes</u>	<u>December 31, 2009</u>		<u>December 31, 2008</u>	
		EUR	EUR	EUR	EUR
SHAREHOLDER'S EQUITY AND LIABILITIES					
Shareholder's equity	2.5.3				
Share capital issued		2,269,000		2,269,000	
Share capital still to be paid in		<u>-907,560</u>		<u>-907,560</u>	
Share capital paid up		1,361,440		1,361,440	
Retained earnings		<u>135,615</u>		<u>1,236,473</u>	
			1,497,055		2,597,913
Long-term liabilities	2.5.4		0		100,000,000
Current liabilities	2.5.5				
Loans received		102,886,589		277,750,191	
Corporate income tax		1,997		0	
Dividend payable		300,000		0	
Payables and accrued expenses		<u>5,710,102</u>		<u>19,085,722</u>	
			108,898,688		296,835,913
			<u>110,395,743</u>		<u>399,433,826</u>

Tractebel Invest International B.V., Amsterdam Annual Report 2009

2.2 Statement of income for the year 2009

	<u>Notes</u>	<u>2009</u>	<u>2008</u>
		EUR	EUR
Interest on loans granted		9,132,596	23,682,724
Interest on loans contracted		<u>-8,956,642</u>	<u>-23,265,751</u>
		175,954	416,973
Interest on current and deposit accounts		13,528	31,945
Exchange rate difference		-2,874	55,614
Other operating expenses		<u>12,559</u>	<u>2,010</u>
		199,167	506,542
General expenses		<u>-75,240</u>	<u>-121,690</u>
Profit before taxation		123,927	384,852
Corporate income tax	2.5.6	<u>24,785</u>	<u>83,012</u>
Net result		<u><u>99,142</u></u>	<u><u>301,840</u></u>

**Tractebel Invest International B.V., Amsterdam
Annual Report 2009**

2.3 Cash flow statement for the year 2009

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Cash flow from operational activities		
Net result	99,142	301,840
<i>Working capital</i>		
Movements in receivables	13,735,523	7,407,318
Movements in payables	-13,073,623	-7,105,264
Exchange rate difference	149,031	-340,924
	<u>810,931</u>	<u>-38,870</u>
Cash flow from operational activities	910,073	262,970
Cash flow from financing activities		
Movements loans granted	274,701,938	149,629,649
Movements loans contracted	-274,863,602	-149,354,949
Dividend paid	-1,200,000	0
Cash flow from financing activities	-1,361,664	274,700
Increase (decrease) in cash and cash equivalents	-451,591	537,670
Cash and cash equivalents, beginning of year	<u>2,100,039</u>	<u>1,562,369</u>
Cash and cash equivalents, end of year	<u><u>1,648,448</u></u>	<u><u>2,100,039</u></u>

Tractebel Invest International B.V., Amsterdam Annual Report 2009

2.4 General notes to the financial statements

2.4.1 General information

Tractebel Invest International B.V. ("the Company") was incorporated with limited liability under the laws of The Netherlands on September 11, 1990. The registered office of the Company is Fred. Roeskestraat 123, 1076 EE in Amsterdam, the Netherlands. The main activity of the Company is to finance the operating companies of the Suez-Tractebel Group. For this purpose, the Company contracts loans in various currencies from the private or public international capital markets, which are made available to other companies in the form of private loans in the same currencies.

2.4.2 Group structure

The company is a subsidiary of Telfin N.V., Brussels, Belgium that owns 100% of the Company's shares. The Company is ultimately owned by GDF Suez SA, incorporated and domiciled in Belgium. Finally, the Company is engaged in the financing of group companies and/or subsidiaries out of its equity and by using loans provided by its shareholder. Please refer to the Notes to the balance sheet items for further details.

2.4.3 Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below:

Basis of preparation

The financial statements are prepared in accordance with accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code. The financial statements are prepared under the historical cost convention and presented in euros ("EUR").

Assets and liabilities are stated at nominal value, unless otherwise stated. If deemed necessary, a provision is deducted from the nominal amount of accounts receivable.

Comparison previous year

The accounting principles remained unchanged compared to the previous year. For comparison purposes, some of last year's figures have been reclassified.

Tractebel Invest International B.V., Amsterdam Annual Report 2009

Revenue recognition

Interest income and expense are recognized in the income statement based on accrued amounts. Operating expenses are accounted for in the period in which these are incurred. Losses are accounted for in the year in which they are identified.

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated at year-end exchange rates. Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions: gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognized in the income statement. Non-monetary balance sheet items, which are valued at cost and resulting from transactions in foreign currencies, are translated at the rate prevailing on the date of the transaction.

Balance sheets of foreign entities held are translated into the Company's reporting currency at exchange rates ruling on December 31, and their income statements and cash flows are translated at average rates for the year. Exchange differences arising from the translation of the net investment in foreign entities and of borrowings and other currency instruments designed as hedges of such investments, are recorded directly as currency translation differences within shareholder's equity. When a foreign entity is sold, such exchange differences are recognized in the statement of income as part of the gain or loss on sale.

Financial instruments

Financial instruments are valued at cost. Due to the short-term nature of the financial instruments included in these financial statements, the estimated fair value for these financial instruments approximates the book value. This also applies to the long-term loans receivable and payable, as terms and conditions are market based and the interest rate is variable.

2.4.4 Corporate income tax

The corporate tax is calculated on the higher of the result according to the profit and loss account or on the financial interest spread as governed by the ruling issued by the tax authorities.

Tractebel Invest International B.V., Amsterdam Annual Report 2009

2.4.5 Principles for preparation of the cash flow statement

Cash and cash equivalents for the purpose of the cash flow statement include cash in hand and deposits available on demand within the Tractebel central cash pool. The cash flow statement, based on the indirect method of calculation, gives details of the source of cash and cash equivalents, which became available during the year and the application of these cash and cash equivalents over the course of the year.

Tractebel Invest International B.V., Amsterdam Annual Report 2009

2.5 Notes to the balance sheet and the statement of income

2.5.1 Fixed assets

Loans due from group companies

The loans due from group companies can be detailed as follows:

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Opening balance	100,000,000	377,196,817
Reclassification to current assets	<u>(100,000,000)</u>	<u>(277,196,817)</u>
Outstanding balance at year-end	<u>0</u>	<u>100,000,000</u>

2.5.2 Current assets

Loans granted

The loans granted can be detailed as follows:

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Opening balance	277,834,751	149,926,659
Reclassification from fixed assets	100,000,000	277,196,817
Repaid	<u>(275,000,000)</u>	<u>(149,629,649)</u>
Currency differences	149,031	340,924
Outstanding balance at year-end	<u>102,983,782</u>	<u>277,834,751</u>

As a part of the total outstanding balance at year-end, EUR 2,983,782 is related to the receivable on Mimag I.V.T., which was repayable during the fiscal year 2005. However, the ability of Mimag I.V.T to repay this loan is dependent of dividends to be received from its subsidiaries. Based on the expected future dividends to be received by Mimag I.V.T., management has the opinion that a valuation provision on the loan is not deemed necessary.

Tractebel Invest International B.V., Amsterdam Annual Report 2009

Receivables and accrued income

The receivables and accrued income can be detailed as follows:

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Accrued interest on loans granted to affiliated companies	5,763,513	19,244,916
Receivables	<u>0</u>	<u>22,660</u>
	<u>5,763,513</u>	<u>19,267,576</u>

Cash and cash equivalents

The current and deposit accounts can be detailed as follows:

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Current account Suez-Tractebel NV	0	2,248
Cash at banks	32,841	16,011
EFTM Luxembourg	<u>1,615,607</u>	<u>2,081,780</u>
	<u>1,648,448</u>	<u>2,100,039</u>

2.5.3 Shareholder's equity

Share capital issued

The authorized capital amounts to EUR 11,000,000 consisting of 22,000 ordinary shares of EUR 500 each of which 4,538 shares are issued and paid-up for 60% thus leading to an issued and paid up capital of € 1,361,440.

The shareholder is N.V. Telfin, a wholly owned subsidiary company of Suez-Tractebel S.A., established in Brussels, Belgium, and incorporated under Belgian law.

Tractebel Invest International B.V., Amsterdam Annual Report 2009

The Movements in shareholders' equity can be detailed as follows:

	Capital paid up	Retained Earnings	Profit for the year	Total
	EUR	EUR	EUR	EUR
Balance 31.12.2007	1,361,440	934,633	0	2,296,073
Profit 2008	0		301,840	301,840
Appropriation result 2008	0	301,840	0	301,840
Dividend proposed	0	0	(301,840)	(301,840)
Balance 31.12.2008	1,361,440	1,236,473	0	2,597,913
Profit 2009	0	0	99,142	99,142
Dividend	0	(1,200,000)	0	(1,200,000)
Dividend proposed	0	0	(99,142)	(99,142)
Appropriation result 2009	0	99,142	0	99,142
Balance 31.12.2009	1,361,440	135,615	0	1,497,055

2.5.4 Long-term liabilities

The long-term liabilities can be detailed as follows:

	2009 EUR	2008 EUR
Opening balance	377,750,191	527,105,140
Redeemed	(275,000,000)	(149,629,649)
Presented under current liabilities	(102,886,589)	(277,750,191)
Currency differences	136,398	274,700
Outstanding balance at year-end	0	100,000,000
Due to third party	0	100,000,000
Outstanding balance at year-end	0	100,000,000

The bonds that are included in the liabilities, being EUR 100,000,000 (2008: 375,000,000), are listed on the Luxembourg Stock exchange.

Tractebel Invest International B.V., Amsterdam Annual Report 2009

2.5.5 Current liabilities

Loans received

The loans received can be detailed as follows:

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Due to affiliated companies	2,886,589	2,750,191
Due to third party	<u>100,000,000</u>	<u>275,000,000</u>
Outstanding balance at year-end	<u>102,886,589</u>	<u>277,750,191</u>

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Due in 2014*) carrying 10,0%	390,747	354,638
Due in 2014 *) carrying 7,0%	2,495,842	2,395,553
Outstanding balance at year-end	<u>2,886,589</u>	<u>277,750,191</u>

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Loan due in 2010 carrying 6,5%	100,000,000	0
Due in 2009 carrying 5,6250%	0	<u>275,000,000</u>
Outstanding balance at year-end	<u>100,000,000</u>	<u>275,000,000</u>

*) The loan is classified under current assets as original due date has not changed

Corporate income tax

The corporate income tax can be detailed as follows:

	<u>2009</u>
	EUR
Corporate income tax receivable as at January 01, 2009	231,460
Refund CIT 2007	(218,672)
CIT 2009	(14,785)
Total Corporate income tax payable as at December 31, 2009	<u>(1,997)</u>

Tractebel Invest International B.V., Amsterdam Annual Report 2009

Payables and accrued expenses

The payables and accrued expenses can be detailed as follows:

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Interest payable on loans to affiliated companies	74,746	97,994
Interest payable on loans to third party	5,579,166	18,813,542
Expenses to be paid	56,190	174,186
	<u>5,710,102</u>	<u>19,085,722</u>

2.5.6 Corporate income tax

The corporate tax is calculated on the higher of the result according to the profit and loss account or on the financial interest spread as governed by the ruling issued by the tax authorities. The current ruling expired per January 1, 2006. The current transfer pricing report, replacing the expired ruling, is under review of the tax authorities and the board of directors. As a result the corporate tax for 2006, 2007, 2008 and 2009 are calculated on the nominal tax rate.

	<u>2009</u>	<u>2008</u>
	EUR	EUR
Result according to the P&L account before taxation	123,927	384,852
Less: result participation	<u>0</u>	<u>0</u>
Taxable result	123,927	384,852
Corporate Income Tax:		
<u>2009:</u>		<u>2008:</u>
20% of EUR 123,927	24,785	55,000
		25.5% of EUR > 109,852
		28,012
Total EUR 123,927	<u>24,785</u>	<u>83,012</u>
	EUR 384,852	

2.5.7 Employees

During the year under review the Company did not employ any personnel (previous year: nil)

2.5.8 Remuneration

The remuneration of the Board of Directors amounted to EUR 4,463 (2008: EUR 3,421).

Tractebel Invest International B.V., Amsterdam Annual Report 2009

2.5.9 Auditor's remuneration

Audit fees for the year under review amount to EUR 15,634 (2008: EUR 9,996). Furthermore, the external auditor has not charged non-audit fees.

Amsterdam, 26 February, 2010

Board of Directors

Directors A

Directors B

Mr J.H. Scholts

Mr Ch. Vanden Bremt

Mr D.P. Stolp

Mr Th. van den Hove

Tractebel Invest International B.V., Amsterdam Annual Report 2009

3 Other information

3.1 Appropriation of result

3.1.1 Statutory provisions

In accordance with Article 13 of the Articles of Association of the company, the net result is at the disposal of the Annual General Meeting of Shareholders.

3.1.2 Proposed appropriation of result

The directors propose to add the profit for the year 2009 to retained earnings. This proposal has been included in the balance sheet as at December 31, 2009. Furthermore management proposes to pay a dividend of Euro 99,142 out of the retained earnings in 2010.

3.2 Post-balance sheet events

No events have occurred since the balance sheet date that could have a significant influence on expectations concerning future activities and results.

3.3 Audit of the financial statements

The auditor's report is recorded on the next page.

To the Shareholders of
Tractebel Invest International B.V.
Amsterdam

Date
February 26, 2010

From
J. Penon

Reference
3100094888/OP9994/sg

Auditor's report

Report on the financial statements

We have audited the accompanying financial statements 2009 of Tractebel Invest International B.V., Amsterdam, which comprise the balance sheet as at December 31, 2009, the profit and loss account for the year then ended and the notes.

Management's responsibility

Management is responsible for the preparation and fair presentation of the financial statements and for the preparation of the directors' report, both in accordance with Part 9 of Book 2 of the Netherlands Civil Code. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



2

February 26, 2010

3100094888/OP9994/sg

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for qualified opinion

Tractebel Invest International B.V. has a receivable on Mimag I.V.T., a foreign related party which is carried as EUR 2,983,782 on the balance sheet as at December 31, 2009 and the interest income on this loan amounts to EUR 235,882 is included in interest income for the year then ended.

We were unable to obtain sufficient appropriate audit evidence about the existence and carrying value amount of the Mimag I.V.T. receivable as at December 31, 2009. Consequently, we were unable to determine whether any adjustments to these amounts were necessary.

Qualified opinion

In our opinion, except for the possible effect of the matter described in the Basis for qualified opinion paragraph, the financial statements give a true and fair view of the financial position of Tractebel Invest International B.V. as at December 31, 2009, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Netherlands Civil Code.

Report on other legal and regulatory requirements

Pursuant to the legal requirement under 2:393 sub 5 part f of the Netherlands Civil Code, we report, to the extent of our competence, that the directors' report is consistent with the financial statements as required by 2:391 sub 4 of the Netherlands Civil Code.

Deloitte Accountants B.V.

Already signed: J. Penon