



PRESS RELEASE

GDF SUEZ

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GDF SUEZ is in advanced talks with a CNP Assurances – Caisse des Dépôts consortium to create a long-term partnership in natural gas transmission

GDF SUEZ recently entered advanced discussions with a public consortium composed of CNP Assurances, CDC Infrastructure and Caisse des Dépôts for the joint development within GRTgaz of a long-term natural gas transmission partnership to operate in France and Europe. The consortium would take a 25% minority stake in GRTgaz.

The entry of a public partner in GRTgaz is entirely consistent with the logic of the 3rd European Directive while ensuring GRTgaz remains at the heart of the natural gas strategy of the GDF SUEZ Group and strengthening its leadership in Europe. Within this partnership, GRTgaz will extend its activities beyond France by the acquisition of the GDF SUEZ equity stakes in European transmission operators in Germany (GRTgaz Deutschland GmbH and MEGAL GmbH), and in Austria (BOG GmbH).

The consortium's offer values the 25% equity stake at €1.110 billion.¹ The GDF SUEZ Board of Directors views this operation as having strong strategic interest for the Group and for GRTgaz. It will be presented for consultation to the Group's employee representative bodies, with the procedure expected to be concluded during the second half of 2011.

Gérard Mestrallet, Chairman and Chief Executive Officer of GDF SUEZ, declared: *"The entry of a long-term partner in the capital of GRTgaz is consistent with the business strategy of GDF SUEZ. It strengthens the GRTgaz development plan and provides security for an ambitious investment program over the next ten years in a context of high infrastructure needs in Europe."*

Gilles Benoist, Chief Executive Officer of CNP Assurances, stated *"Our entry into the capital of GRTgaz is part of CNP Assurances long-term investment policy. This equity investment in a regulated company is destined to create value for our customers while providing a steady income stream."*

¹ (Ex 2010 dividend)



About the public consortium:

CNP assurances

France's leading personal insurer, CNP Assurances designs, produces, and manages personal life insurance products distributed with the help of key partners – major banking networks, financial institutions, and mutual insurers. CNP Assurances operates in three main market segments: savings, pensions, and personal risk, with the mission of providing protection for its 24 million customers worldwide (including 14 million in France) in each phase of their life. Listed on the Paris Stock Exchange's main market since 1998, CNP Assurances is backed by a stable shareholder base consisting of Caisse des Dépôts, Banque Postale, the BPCE group, and the French state. Through partnerships with major banking networks, CNP Assurances is located in 15 pays, including Italy, Spain, Greece, Brazil, and Argentina.

Caisse des Dépôts

A public financial institution, Caisse des Dépôts is a long term investor serving the general interest and France's economic development. Caisse des Dépôts also performs missions essential to national cohesion, such as savings programs, social housing financing, managing retirement regimes, and protecting funds entrusted to the legal professions. Through its subsidiaries, Caisse des Dépôts is active in personal insurance (CNP Assurances), business investment (strategic investment funds, CDC Entreprises), real estate (the SNI group, Icade), private equity (Qualium Investissement), infrastructure investment (CDC Infrastructure), services (Veolia Transdev, Egis, Compagnie des Alpes and Belambra), and the environment (CDC Climat, Société Forestière and CDC Biodiversité). With its Elan 2020 plan, the Caisse des Dépôts group has set four strategic priorities to meet France's urgent financing needs: housing, universities, small and medium size companies and the environment.

CDC Infrastructure

CDC Infrastructure is the Caisse des Dépôts direct investment subsidiary for the infrastructure sector. Its objective is to invest equity capital in essential assets for the economic development and attractiveness of the country and which generate ongoing, long-term profitability. It takes minority stakes in companies that manage mature assets, or in new projects financed in particular through public-private partnerships (PPP) or concessions. It is positioned on 4 sectors: transport, energy, telecommunications, and the environment.

GDF SUEZ develops its businesses around a model based on responsible growth to take up today's major energy and environmental challenges: meeting energy needs, ensuring the security of supply, combating climate change and optimizing the use of resources. The Group provides highly efficient and innovative solutions to individuals, cities and businesses by relying on diversified gas-supply sources, flexible and low-emission power generation as well as unique expertise in four key sectors: liquefied natural gas, energy efficiency services, independent power production and environmental services. GDF SUEZ employs 215,000 people worldwide and achieved revenues of €84.5 billion in 2010. The Group is listed on the Brussels, Luxembourg and Paris stock exchanges and is represented in the main international indices: CAC 40, BEL 20, DJ Stoxx 50, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe, ASPI Eurozone and ECPI Ethical Index EMU.

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