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The distribution of any offer document or any information document relating to the Tender Offer (as defined below), the completion of the Tender Offer and the participation in the Tender Offer may be subject to specific laws and regulations or to regulatory restrictions in certain countries. No Offer is not made to persons subject to these restrictions, either directly or indirectly, and shall not be accepted by a person from a country where the Offer would be subject to such restrictions.

PRESS RELEASE

20 June 2013

TENDER OFFER LAUNCHED BY



GDF SUEZ

ON TRANCHE A OF THE *TITRES PARTICIPATIFS* ISSUED BY GDF SUEZ (FORMERLY GAZ DE FRANCE) (the “Titres Participatifs”)

Description of the outstanding Titres Participatifs	Nominal amount per unit	ISIN code	Number of outstanding Titres Participatifs	Listing	Purchase Price
€428,690,924.50 outstanding principal amount of Titres Participatifs	€762.25 (FRF5.000)	FR0000047748	562,402	Euronext Paris	€800 104.952% of the nominal value

The Tender Offer is launched by GDF SUEZ (the “**Offeror**”). The centralization of the Tender Offer will be carried out by Société Générale Securities Services (the “**Centralizing Agent**”).

Questions regarding the procedures for tendering Titres Participatifs in the Tender Offer may be directed to the Centralizing Agent and other information relating to the Tender Offer must be obtained from the Global Coordinators or the Information Agent, the contact details of which are provided below.

Centralizing Agent	Information Agent	Global Coordinators		
Société Générale Securities Services	Lucid Issuer Services Limited	BNP Paribas	Crédit Agricole Corporate and Investment Bank	Société Générale
Attn: Eric Humbert Fax: +33 2 51 85 57 20 Email: nantes.gis-op- titres@sgss.socgen.com	Attn: Thomas Choquet / Victor Parzyjagla Fax: +44 20 7704 0880 Email: gdfsuez@lucid- is.com	Tel: +44 20 7595 8668 Email: liability.management@bnpparibas.com	Tel: +44 207 214 6712 / +33 1 41 89 47 57 Email: liability.management@ca-cib.com	Tel: +33 1 58 98 45 81 Email: liability.management@sgcib.com

Description of the Tender Offer

GDF SUEZ invites the holders of Titres Participatifs (the “**Holders**” or the “**Titres Participatifs Holders**”) to tender some or all of the Titres Participatifs held by them for purchase by GDF SUEZ for a cash amount equal to the Tender Price (as defined below) between 9:00 am, Paris time on 20 June 2013 and 4:00 pm, Paris time on 10 July 2013.

The Tender Offer constitutes an orderly acquisition procedure (“*procédure d’acquisition ordonnée*”) within the meaning of Articles 238-3 *et seq.* of the *Règlement Général de l’Autorité des marchés financiers*. The Tender Offer will be made by way of a centralized procedure as described in the acceptance conditions (the “**Acceptance Conditions**”) provided in Annex 1 to the Offer Document (the “**Centralized Offer**”) and by purchases on Euronext Paris as described below.

Context of the Tender Offer

Gaz de France, to which GDF SUEZ succeeded on 22 July 2008, issued two tranches (A and B) of *titres participatifs* on 5 August 1985. In 1986, Gaz de France launched fungible issues following a public exchange offer and the exercise of warrants (*bons de souscription*) issued in 1985. The company then proceeded to purchases in cash for all of the Tranche B *titres participatifs*.

An information memorandum in the French language providing for the issue of the 200,000 Tranche A *titres participatifs*, issued with a denomination per unit of FRF 5,000 (€762,25) for an initial total principal amount of FRF 1,000,000,000 (€152,450,000) has been filed with the *Commission des Opérations de Bourse* on 18 July 2005 (visa n°85-285) (the “**Information Memorandum**”).

Tranche A has been increased by 160,478 *titres participatifs* following an exchange offer in 1985 and by 276,409 *titres participatifs* following the exercise of warrants in 1986. The issuer then purchased for cash 74,485 Tranche A *titres participatifs* before 2010.

The Titres Participatifs are perpetual and are subject to French law.

The Titres Participatifs are admitted to trading on Euronext Paris.

According to the “Purchase” clause of the terms and conditions included in the Information Memorandum, the Offeror now undertakes to invite the Holders to tender their Titres Participatifs for purchase in accordance with the terms and conditions described in the Offer Document (as defined below).

Titres Participatifs purchased by the Offeror will be cancelled at the end of the Tender Offer period and will not be re-issued or re-sold.

Titres Participatifs which have not been validly submitted and accepted for tender pursuant to the Tender Offer will remain outstanding and will continue to be subject to the terms and conditions included in the Information Memorandum.

Titres Participatifs concerned by the Tender Offer

The Tender Offer relates to all outstanding Titres Participatifs and is not conditional upon the purchase by the Offeror of a minimum number of Titres Participatifs validly submitted for tender. Furthermore, the Holders are not limited to a maximum number of Titres Participatifs they may tender for purchase or a maximum nominal amount to be accepted for purchase pursuant to the Tender Offer.

At the date of this document, there are 562,402 outstanding Titres Participatifs.

Tender Amount

Titres Participatifs validly tendered and accepted for purchase by the Offeror pursuant to the Tender Offer (see in particular section “Procedure for submitting offers to sell in the Centralized Offer” below) will be

purchased by the Offeror on 16 July 2013 (the “**Settlement Date**”) for each Holder at an amount equal to the Tender Price multiplied by the total number of Titres Participatifs tendered by each Holder and accepted by the Offeror, rounded up to the nearest euro cent (the “**Tender Amount**”).

Tender Price

Each Titre Participatif validly tendered and accepted for purchase by the Offeror pursuant to the Tender Offer will be purchased by the Offeror at a price of €800, including accrued interest (the “**Tender Price**”).

Expected timetable of the Tender Offer (subject to possible extension)

Dates	Events
20 June 2013	Publication of a press release on the website of GDF SUEZ (http://www.gdfsuez.com) and of a Euronext notice on the terms of the Tender Offer.
20 June 2013 9:00 am (Paris time)	Beginning of the Tender Offer.
10 July 2013 4:00 pm (Paris time)	End of Tender Offer Period.
12 July 2013	Publication of the final results of the Tender Offer on the website of GDF SUEZ (http://www.gdfsuez.com) and by way of a Euronext Paris notice.
16 July 2013	Settlement of the Centralized Offer and cancellation of the Titres Participatifs accepted for purchase.

Amendment and extension of the Tender Offer

The Offeror reserves the right, at its sole discretion, to amend the terms and conditions of the Tender Offer, including to extend the Offer Period until 2:00 pm (Paris time) on the day of the closing date of the Tender Offer. Any amendment to the terms and conditions will be subject to a press release published on the GDF SUEZ website (<http://www.gdfsuez.com>) and to a Euronext Paris notice.

Procedure for Submitting Offers to Sell in the Centralized Offer

Any Holder wishing to participate in the Centralized Offer must submit, if it is a Euroclear France participant, or arrange for the account holders through which they hold their *titres participatifs* to submit, on their behalf, an offer to sell from 9:00 am (Paris time) on 20 June 2013 (the “**Opening Date of the Tender Offer**”) until 4:00 pm (Paris time), on 10 July 2013 at the latest (the “**Closing Date of the Tender Offer**”) pursuant to the centralised procedure as described in the Acceptance Conditions provided in Annex 1 to the Offer Document. In this case, the settlement will take place after the occurrence of the centralisation operations on the Settlement Date. The offer to sell must be sent to the Centralizing Agent in accordance with the Acceptance Conditions.

An order to sell shall be filled separately by or on behalf of each Holder of Titres Participatifs.

None of the Offeror, the Global Coordinators, the Information Agent or the Centralizing Agent can be held liable in case of violation of the procedure described in the Acceptance Conditions. In particular, none of the Offeror, the Global Coordinators, the Information Agent or the Centralizing Agent can be held liable for the delivery of an incomplete or incorrect acceptance notice to the Centralizing Agent (a form of which is provided in the Acceptance Conditions, the “**Acceptance Notice**”) or an incomplete or incorrect Cancellation Notice (as defined below) or order to sell by the intermediary holding a Holder’s Titres Participatifs.

Any decision relating to the form, the substance and the validity (including the date of receipt) of an Acceptance Notice or Cancellation Notice is at the sole discretion of the Offeror. The Offeror reserves the

absolute right to reject any Acceptance Notice or Cancellation Notice that would not comply with the Acceptance Conditions or would, in the opinion of the Offeror, be invalid.

None of the Offeror, the Global Coordinators, the Information Agent or the Centralizing Agent has the obligation to warn the Holders of any irregularities in any Acceptance Notice or Cancellation Notice submitted under the Centralized Offer and they shall not be held responsible for failure to do such notification.

Any decision by the Offeror relating to the validity of an Acceptance Notice or Cancellation Notice at its date of receipt will be considered final and binding.

The Acceptance Conditions including a form of Acceptance Notice (as defined below) are also available on the website of the Offeror (<http://www.gdfsuez.com>).

The completed Acceptance Notice and any Cancellation Notice shall be directed only to the Centralizing Agent by the financial intermediaries of the Holders.

Revocation of orders to sell in the Centralized Offer

Any Holder (or any intermediary acting on its behalf) may cancel at any time an order to sell by giving a cancellation notice (a “**Cancellation Notice**”) to the Centralizing Agent before 2:00 pm (Paris time) on the Closing Date of the Tender Offer. After this time at this date, any order to sell previously transmitted shall be deemed irrevocable. In this case, the Titres Participatifs transferred and held by the Centralizing Agent (as defined in Annex 1 to the Offer Document “Acceptance Conditions”) on behalf of the Holder will be returned to the relevant Holder as soon as possible.

Purchases on Euronext Paris

As from the Opening Date of the Tender Offer up to the Closing Date of the Tender Offer, the Offeror, or Crédit Agricole Corporate and Investment Bank acting on its behalf, will also act as counterparty on Euronext Paris for any Titres Participatifs tendered for sale, at the Tender Price. These Titres Participatifs sold on the market will be purchased three days following execution of each order to sell for an amount in euros equal to the Tender Amount (trading and brokerage fees being borne by Holders).

The orders to sell on the market are irrevocable.

Settlement of the Tender Offer

Under the Tender Offer, the Centralizing Agent will cancel the Titres Participatifs and will pay the relevant Tender Amount. The payment of the Tender Amount will be made on the Settlement Date, ie. 16 July 2013.

As regards purchases on Euronext Paris, the Tender Amount will be paid by the Offeror, or by Crédit Agricole Corporate and Investment Bank on its behalf, three days following the execution of each order to sell, and on 16 July 2013 at the latest.

Subsequent purchases

The Offeror reserves the absolute right, to the extent permitted by applicable law, to purchase Titres Participatifs after the Tender Offer, by way of purchases on Euronext Paris, orderly acquisition procedures, exchange offers or other means, in accordance with the terms and at a price determined by the Offeror, which may be more or less favorable than the terms and the price set out in the Tender Offer.

Available Documents

Copies of the following documents are available free of charge upon request at the registered office of the Offeror, 1 place Samuel de Champlain, 92930 Paris La Défense, France, and the document referred to in (3) below is available free of charge on the Offeror website (<http://www.gdfsuez.com>):

- (1) the Offer Document;
- (2) the form of Acceptance Notice; and
- (3) the Information Memorandum.

The Offer Document can also be obtained from the Information Agent, Lucid Issuer Services Limited, 436 Essex Road, London N1 3QP, United Kingdom / Tel: +44 20 7704 0880 / Email: gdfsuez@lucid-is.com.

CONTACTS

GLOBAL COORDINATORS		
<p style="text-align: center;">BNP PARIBAS 10 Harewood Avenue London NW1 6AA United Kingdom</p> <p>Attn: Liability Management Group Tel: +44 20 7595 8668 Email: liability.management@bnpparibas.com</p>	<p style="text-align: center;">Crédit Agricole Corporate and Investment Bank 9, quai du Président Paul Doumer 92920 Paris La Défense Cedex France</p> <p>Attn: Jonathan Blondeau / Michael Benyaya Tel: +44 207 214 6712 / +33 1 41 89 47 57 Email: liability.management@ca- cib.com</p>	<p style="text-align: center;">SOCIETE GENERALE 17 cours Valmy 92987 Paris La Défense France</p> <p>Attn: Liability Management Tel: +33 1 58 98 45 81 Email: liability.management@sgcib.com France</p>
CENTRALIZING AGENT	INFORMATION AGENT	OFFEROR
<p style="text-align: center;">Société Générale Securities Services Global Issuer Services 32, avenue du Champ de Tir 44300 Nantes France</p> <p>Attn: Eric Humbert Fax: +33 2 51 85 57 20 Email: nantes.gis-op- titres@sgss.socgen.com</p>	<p style="text-align: center;">Lucid Issuer Services Limited 436 Essex Road London N1 3QP United Kingdom</p> <p>Attn: Thomas Choquet / Victor Parzyjagla Tel: +44 20 7704 0880 Email: gdfsuez@lucid-is.com</p>	<p style="text-align: center;">GDF SUEZ 1, place Samuel de Champlain 92400 Courbevoie France</p> <p>Attn: Grégoire de Thier Corporate, Treasury and Insurance Department Tel: +33 1 44 22 77 45 Email: corporate.finance@gdfsuez.com</p>

The terms and conditions of the Tender Offer, and in particular the applicable restrictions, are detailed in the Offer Document in French language dated 20 June 2013 (the “**Offer Document**”). The Offer Document can be obtained upon request from (i) Lucid Issuer Services Limited, 436 Essex Road, London N1 3QP, United Kingdom / Tel: +44 20 7704 0880 / Email: gdfsuez@lucid-is.com or (ii) GDF SUEZ, 1, place Samuel de Champlain, 92930 Paris La Défense, France / Tel: +33 1 44 22 77 45 / Email: corporate.finance@gdfsuez.com.

OFFER RESTRICTIONS

This document does not constitute an offer to buy or sell or an invitation to participate in the Tender Offer in any jurisdiction in which and to any person to whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by each of the Offeror, the Global Coordinators, the Information Agent and the Centralizing Agent to inform themselves about, and to observe, any such restrictions.

United States of America

This Tender Offer is not being made and will not be made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange in the United States or to U.S. Persons as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) (each a “**U.S. Person**”) and the Titres Participatifs may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States, by persons located or resident in the United States or by U.S. Persons. Accordingly, copies of this document, and any document or material related to this Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians nominees, trustees) in or into the United States or to any person located or resident in the United States. Any purported offer to sell in response to this Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and offers to sell made by a person located or resident in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or any U.S. Person will not be accepted.

For the purposes of the above paragraph, the “**United States**” shall mean the United States of America, its territories and possessions (including Porto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

European Economic Area

In any European Economic Area (“**EEA**”) Member State (other than France) that has implemented Directive 2003/71/EC as amended, including the Directive 2010/73/EU (the “**Prospectus Directive**”) to the extent that such changes have been implemented in the national law of each Member State of the EEA, this document is only addressed to and is only directed at qualified investors in that Member State as defined in the Prospectus Directive.

The Tender Offer has been prepared on the basis that the Tender Offer in any Member State of the EEA, (other than France) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Member State, from the requirement to produce a prospectus.

Each person in a Member State of the EEA (except France) who receives any communication in respect of the Tender Offer contemplated in this document will be deemed to have represented, warranted and agreed to and with each Global Coordinator, the Centralizing Agent, the Information Agent and the Offeror that it is a qualified investor within the meaning of the law in that Member State implementing Article 2(1)(e) of the Prospectus Directive.

General

This document does not constitute an offer to buy or the solicitation of an offer to sell Titres Participatifs, and tenders of Titres Participatifs for purchase pursuant to the Tender Offer will not be accepted from Holders in any circumstances in which such offer or solicitation is unlawful.

In addition to the representations referred to above in respect of the United States, each Holder of Titres Participatifs participating in the Tender Offer will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in Annex 2 “Form of Acceptance Notice”

in the Offer Document. Any tender of Titres Participatifs for purchase pursuant to the Centralized Offer from a Holder that is unable to make these representations will not be accepted. Each of the Offeror, the Global Coordinators, the Information Agent and the Centralizing Agent, reserves the right, in its absolute discretion, to investigate, in relation to any tender of Titres Participatifs for purchase pursuant to the Centralized Offer, whether any such representation given by an Holder is correct and, if such investigation is undertaken and as a result the Offeror determines (for any reason) that such representation is not correct, such tender shall not be accepted.

None of the Offeror, the Global Coordinators, the Information Agent or the Centralizing Agent makes any recommendation as to whether or not Holders should participate in the Tender Offer.