

Courbevoie, December 24, 2014

**Press release notifying the availability of the prospectus having received visa n° 14-672 from the
Autorité des marchés financiers (AMF) on December 23, 2014**

Upon the sale of GDF SUEZ shares by the French State, pursuant to Articles L.412-1 and L. 621-8 of the French Monetary and Financial Code and its General Regulations, in particular Articles 211-1 to 216-1, the AMF has granted visa n°14-672 dated December 23, 2014 to the prospectus comprised of:

- the Company's 2013 registration document, filed with the AMF on March 20, 2014 under number D.14-0176 (the "Registration Document"),
- the Company's half-yearly financial statement for the first-half of 2014, published on July 31, 2014 (the "2014 Half-yearly report"),
- the securities note, and
- the summary of the Prospectus (included in the securities note).

Upon the sale of a maximum number of 13,235,294 existing GDF SUEZ shares by the French State reserved for employees and former employees of GDF SUEZ, this prospectus shall be made available to employees and former employees of GDF SUEZ within countries of the European Union that deem the transaction a public share offering.

It was prepared by the issuer and is binding on its signatories.

Former employees have the option to subscribe to the offer under certain conditions and should contact the following toll-free number for more information: 0800 804 105 (Monday to Friday from 9:00am à 6:00pm).

Copies of the Prospectus are available free of charge from the GDF SUEZ registered office, 1 place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris La Défense cedex (France), online (www.gdfsuez.com) and on the AMF website (www.amffrance.org). This document shall also be made available to employees by concerned GDF SUEZ companies.

The distribution of the securities note and other documents comprising the prospectus and relating to the acquisition of GDF SUEZ shares can be, in certain jurisdictions, subject to specific regulatory provisions.

The distribution of the securities note and other documents comprising the prospectus, or any other document relating to the offer may not be distributed except in accordance with applicable laws and regulations, and cannot constitute an offer to subscribe in those jurisdictions in which such offer would violate applicable legislation.

The company draws the attention of the public to the risk factors described in Chapter 2 of the 2013 Registration Document and Section 2 of the securities note.

Restrictions pertaining to the United States of America:

GDF SUEZ shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"). GDF SUEZ shares may be acquired in the United States of America as part of an exemption to registration under the Securities Act and in compliance with the then applicable regulations. The securities note shall not be distributed in the United States of America.