
GDF SUEZ
JOINT SHAREHOLDERS'
MEETING
2009
REDÉCOUVRONS L'ÉNERGIE

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In connection with the proposed business combination, and as far as necessary, the required information documents will be filed with the Autorité des marchés financiers ("AMF") and, if applicable, the United States Securities and Exchange Commission ("SEC").

FORWARD-LOOKING STATEMENTS

This document contains forward-looking information and statements. These statements include financial projections, synergies, cost-savings and estimates and their underlying assumptions, statements regarding plans, objectives, savings, expectations and benefits from the transaction and expectations with respect to future operations, products and services, and statements regarding future performance. Although the managements of SUEZ believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of SUEZ ordinary shares are cautioned that forward-looking information and statements are not guarantees of future performances and are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of SUEZ, that could cause actual results, developments, synergies, savings and benefits from the transaction to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public filings made by SUEZ with the AMF, including those listed under "Facteurs de Risques" in the Document de Référence filed by SUEZ on April 18, 2007 (under no: D.08-0122). Except as required by applicable law, SUEZ does not undertake any obligation to update any forward-looking information or statements.



LEGAL INFORMATION

Agenda (1/2)

Deliberation within the jurisdiction of the Ordinary Shareholders' Meeting :

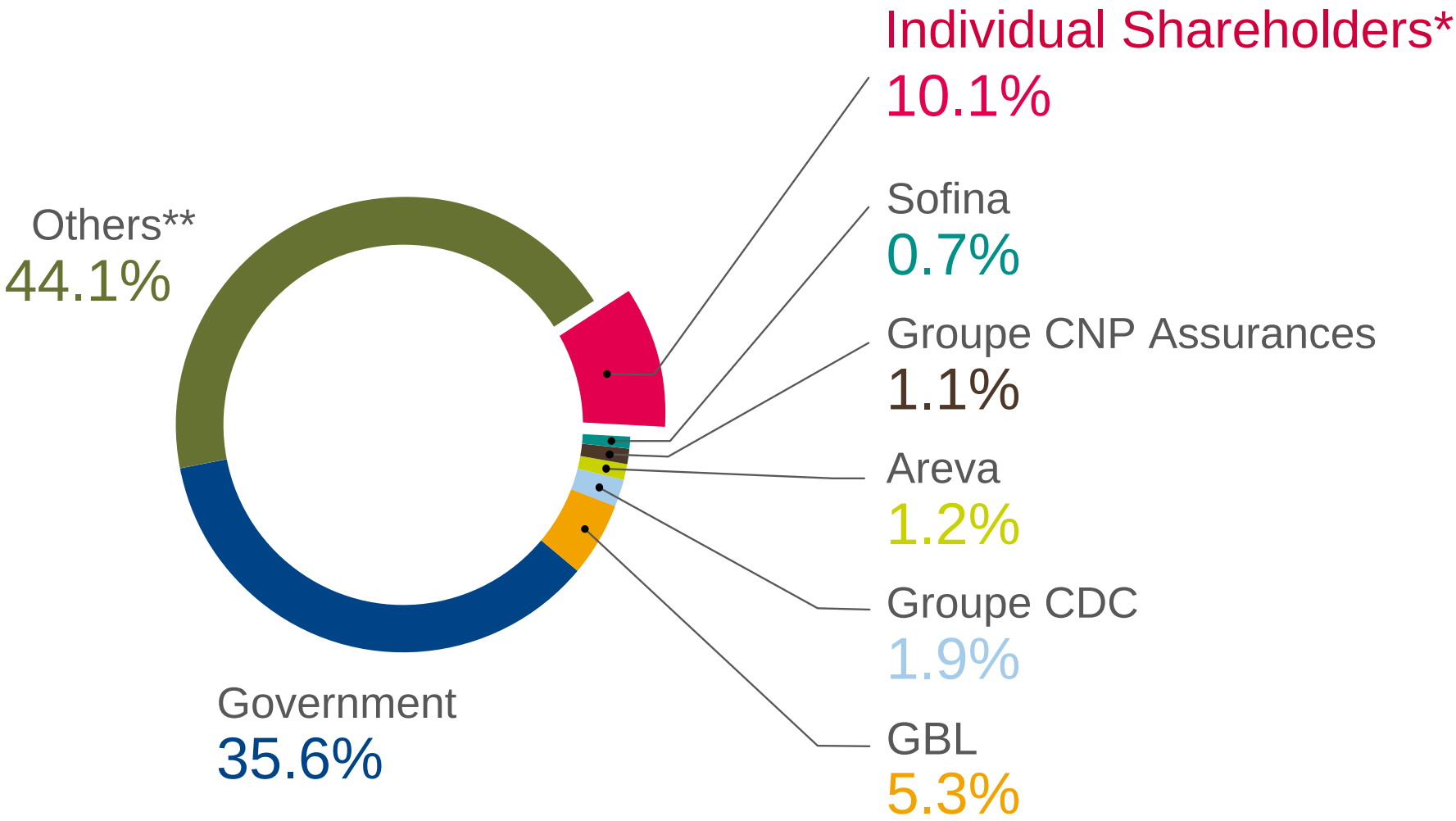
- Report from the Board of Directors
- Report from the Statutory Auditors
- Approval of operations and annual financial statements - FY 2008
- Approval of consolidated financial statements - FY 2008
- Allocation of income and determination of total dividend - FY 2008
- Approval of regulated agreements
- Authorization to be given to the Board of Directors to transact on the company's shares
- Election of one Director representing employee shareholders

Agenda (2/2)

Deliberation within the jurisdiction of the Extraordinary Shareholders' Meeting :

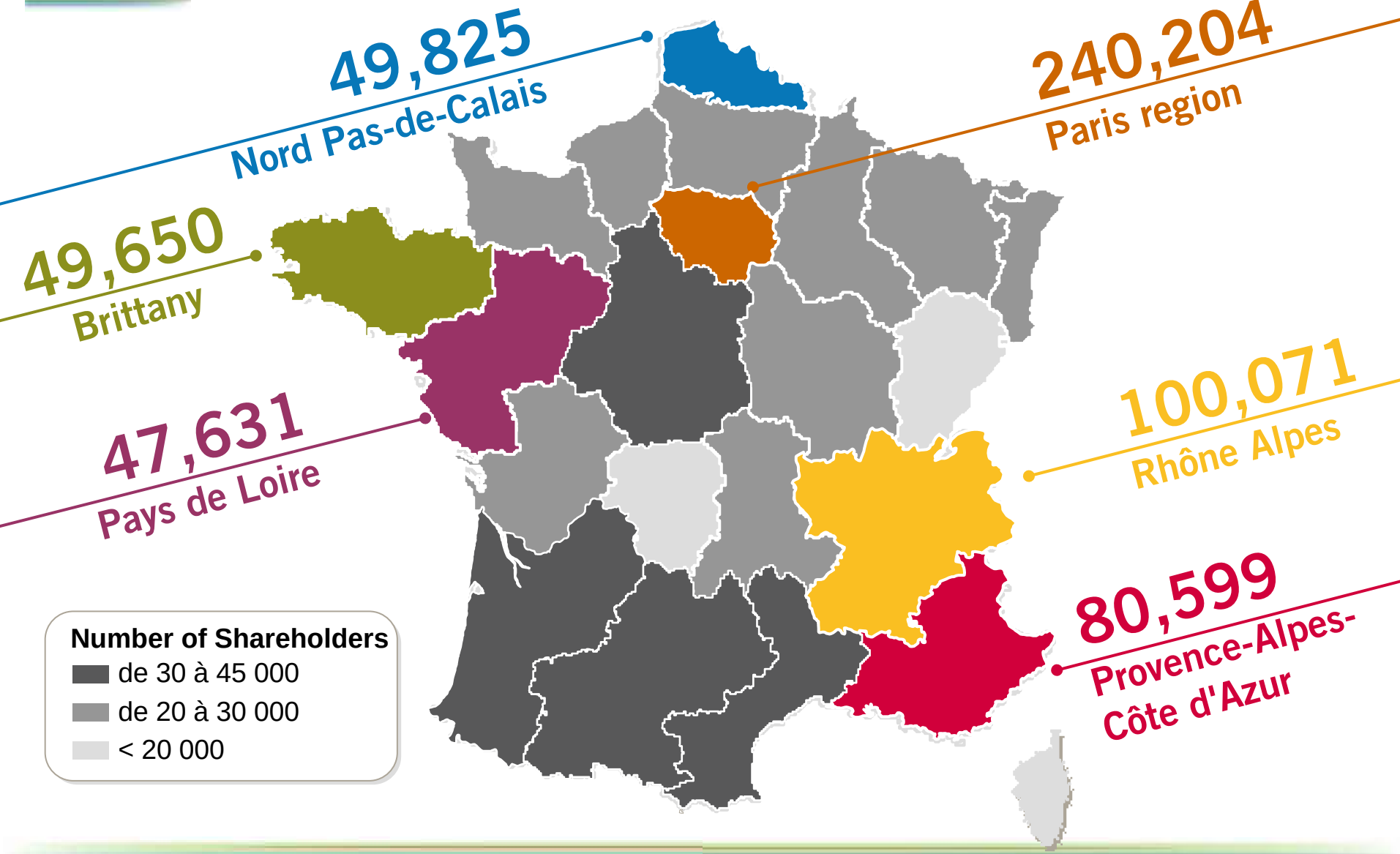
- Report from the Board of Directors
- Special reports from the Statutory Auditors
- Report from an independent expert
- Delegation of authority to the Board of Directors for the purpose of an increase in the registered capital, pre-emptive rights removed
- Delegation to be given to the Board of Directors to grant company stock options to employees and/or representatives of the company and/or companies of the Group
- Delegation to be given to the Board of Directors to perform a bonus issue to employees and/or representatives of the company and/or companies of the Group
- Powers to execute the decisions of the Shareholders' Meeting and for formalities

More than one million individual and employee shareholders



* Estimated, of which 2.7% are employee shareholders ** Of which 2.2% treasury stock

Geographic Distribution of Individual Shareholders in France



Rewarding Exchanges with Shareholders

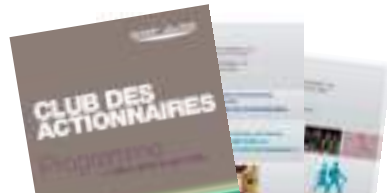


Shareholders' Advisory Committee
12 members
3 working groups



Letter to Shareholders
3-4/year

Shareholder Relations



Shareholders' Club
38,000 members
43 events
8,200 participants



Website
130,000 visitors



Toll-Free Number
41,000 calls received

E-mail
actionnaires@gdfsuez.com
1,350 requests processed

France + Belgium numbers since July 2008, excl. Shareholders' Meeting

The Shareholders' Advisory Committee, operational working groups for greater effectiveness

12 members

3 working groups

« Publishing »

« Website and toll-free number »

« Events »

OBJECTIF

Build on the quality of shareholder relations

- Annual working programme
- Meetings by group
- Full meetings
- Dedicated website space

Governance
Transparency and efficiency

How the Board of Directors works

*High requirement level: since July 2008, in order to ensure that the Group functions efficiently, the Board of Directors has adopted the following texts**

- **Internal Regulations:**
  - define the composition of the Board of Directors, General Management and subcommittees of the Board, how they work and their scope
- **Directors' charter:**
  - defines the regulations governing how a director exercises his or her mandate
- **Code of Conduct:**
  - defines the regulations governing securities transactions

Responsive and involved Directors

- Since the merger, the Board has met ten times and its five subcommittees have met a total of 26 times
- An extremely wide range of subjects were discussed, as illustrated in the annual report

** Available at www.gdfsuez.com*

Governance
Transparency and efficiency

Composition of the Board of Directors
Independent judgement

- 23 members
  - 13 Directors elected by the General Shareholders' Meeting, **11 of which are independent**
  - 6 Directors representing the State, appointed in accordance with the legal provisions in effect
  - 3 Directors elected by the employees of the Group and its subsidiaries
  - 1 Director elected by the General Shareholders' Meeting from among the employee-shareholders

- International representation
  - 4 non-French members
  - 2 members with dual nationality

- The following also sit on the Board in an advisory capacity
  - 2 observers
  - the commissioner of the French Government
  - the representative of the Central Works Council

  as well as
  - the Deputy Chief Executive Officers and Corporate Secretary
  - employee representatives pending the election of Directors representing the employees and employee-shareholders
  - experts invited to provide clarification to the Board

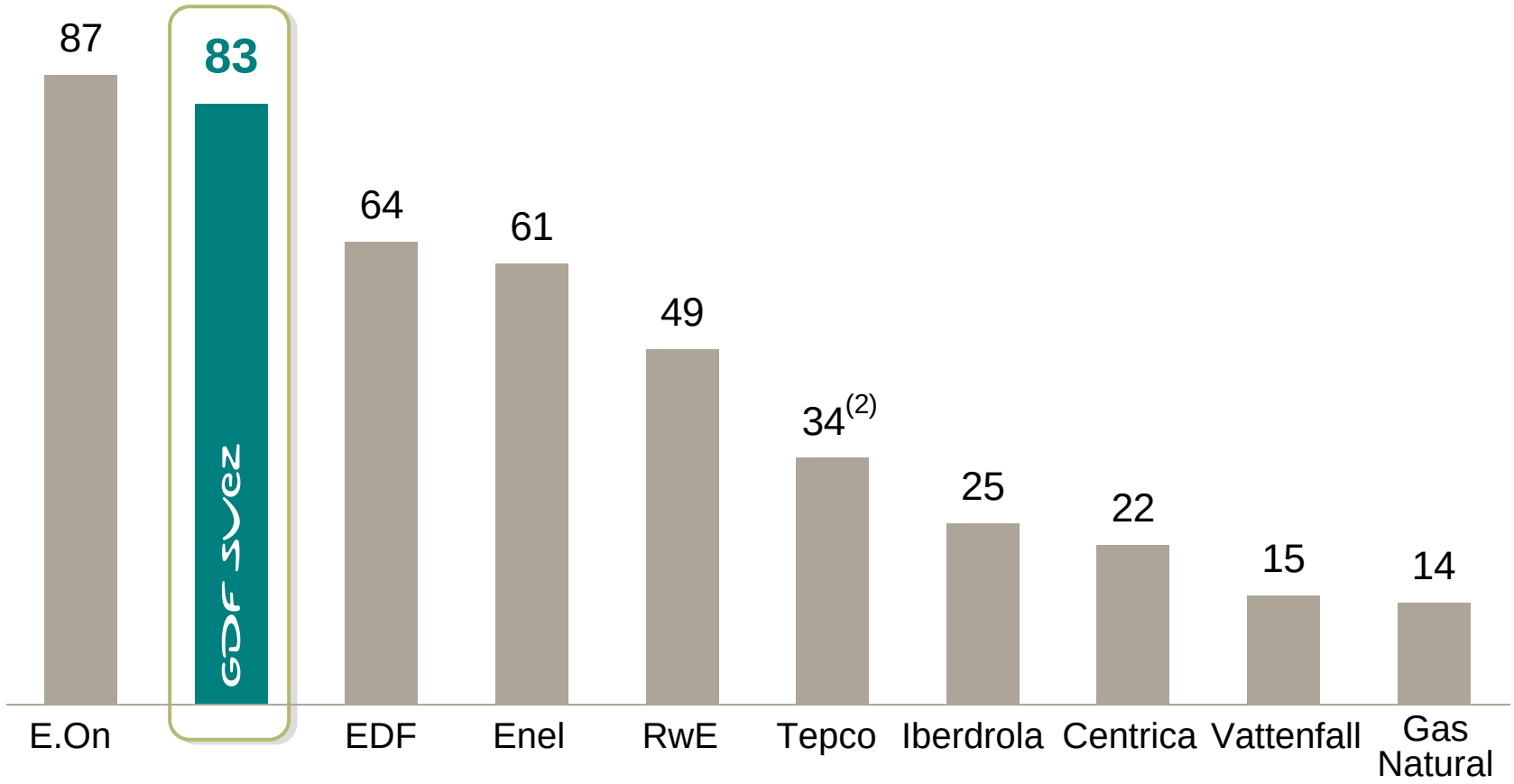

OUR INDUSTRIAL
VISION
GDF SUEZ

A Leader in Energy and Environment

Revenues 2008(1)

in €bn

Primary Global Utilities Players



(1) Published data (2) 2007 revenues

A Leader in Energy and Environment

TOP 20 World

1	General Electric
2	Royal Dutch Shell
3	Toyota Motor
4	ExxonMobil
5	BP
6	HSBC Holdings
7	AT&T
8	Wal-Mart Stores
9	Banco Santander
10	Chevron
11	**Total**
12	ICBC
13	Gazprom
14	PetroChina
15	Volkswagen Group
16	JPMorgan Chase
17	**GDF SUEZ**
18	ENI
19	Berkshire Hathaway
20	Vodafone

TOP 10 Utilities

1	**GDF SUEZ**
2	EDF Group
3	ENEL
4	RWE Group
5	E.ON
6	Iberdrola
7	National Grid
8	Exelon
9	Korea Electric Power
10	Southern Co

TOP 10 France

1	Total
2	**GDF SUEZ**
3	EDF Group
4	BNP Paribas
5	Crédit Agricole
6	France Telecom
7	Société Générale Group
8	Sanofi-aventis
9	AXA Group
10	Vivendi



Energy France



Energy France



Energy Europe & International



Energy Europe & International



Global Gas & LNG



Infrastructures



Global Gas & LNG



Energy Services





SUEZ ENVIRONNEMENT


GDF SUEZ
JOINT SHAREHOLDERS'
MEETING
2009
REDÉCOUVRONS L'ÉNERGIE

A Group with a stake in the century's great opportunities and challenges

Your Group:

…invests 30 billion in 3 years

…hires 120,000 people in 5 years

…ensures the safety of the energy supply

… develops renewable energy


GDF SUEZ
JOINT SHAREHOLDERS'
MEETING
2009
REDÉCOUVRONS L'ÉNERGIE

A Leader in Energy and Environment

2008: strong performance
with targets exceeded

A long-term industrial vision

A **pro-active** Group standing up to the crisis

A strong development model
with value creation over the long term

2008: Strong performance with targets exceeded

In €bn

(Proforma, unaudited data)

	2007	**2008**	Δ 08/07	Δ organic
Revenues	71.2	**83.1**	+ 16.6%	+ 17.5%
EBITDA	12.5	**13.9**	+ 10.7%	+ 12.5%
Current operating income	7.8	**8.6**	+ 9.4%	+ 12.6%
Net income, Group share	5.8	**6.5**	+ 13.0%	
Net CAPEX	7.7	**11.8**	+ 53.2%	
Ordinary dividend ***(in € per share)***	1.26€	**1.40€(1)**	+ 11.1%	
Special dividend ***(in € per share)***	—	**0.80€(1)**		

(1) Proposed at Shareholders' Meeting of May 4, 2009

Q1 2009 Results

Revenues: **+ 11.7% to €25.6bn**
➔ business model's vitality

Profitable growth:
➔ EBITDA : **+ 14.7% to €5.3bn**

A growth creating cash flow:
➔ net debt: **€-1,1bn to €27.8bn**

Performance that reinforces the 2009 EBITDA growth target

GDF SUEZ: a long-term industrial vision

Positive outlook on the Energy and Environmental Markets

Dynamic €30 billion* program of long-term industrial investments

A diversified and profitable **industrial platform**

A **strong and well-balanced** Group

* Net Investment over 2008-10

The right strategy and positioning for profitable long-term growth

A strong development model creating value over the long term

A Utility at the heart of Europe, with a flexible and diversified energy mix and a strong customer base

Gas-electricity convergence	Presence on the "copper plate"	Nuclear, gas, renewable energy, coal, etc.	Gas transport, storage, distribution

+

3 world-leading skill sets:
strong platform for development

LNG and gas supply	Independent Power Production	Energy services and energy efficiency

Energy-Environment Synergy

GDF SUEZ: a pro-active Group standing up to the crisis

Launch of the **Efficio performance plan** (€1.8 billion by 2011)

Heightened capex selectivity

Enhancement of liquidity and extension of debt maturities (~ €12bn in bonds issued)

GDF SUEZ: consistent and(1) realistic targets

EBITDA 2011: within a **€17-18bn** range (vs. €13.9bn in 2008)

EBITDA 2009 > EBITDA 2008

Confirmation of the dividend policy

- balance of 2009 dividend and exceptional increase payable on May 11 and June 4, respectively
- 2009 interim dividend of €0.80 per share payable on December 18, 2009

(1) At average climate, not including significant changes in regulatory contexts, and based on economic outlooks and oil & gas scenarios at end January 2009

Industrial strategy on track as of 2008

Reinforcement along the entire energy chain

- **Europe Electricity:** UK, Italy, France, etc.
- **Upstream gas:** Netherlands, Libya, Azerbaijan
- **Midstream:** Italy, Gulf of Mexico, Germany, etc.
- **Infrastructures:** GrTgaz, GrDF, Elengy, Storengy



Confirmed global leadership in 3 sectors

- **LNG:** arbitrages, Singapore
- **IPP:** Gulf Countries, Brazil, Chile, Thailand, North America
- **Energy Services:** France, Benelux, Italy, launch of Cofely, etc.



Energy-Environment Synergy

- Oman, Bahrain



A portfolio of projects, firmly underway and with secured funding, which will contribute to EBITDA growth from 2009-2010

Nuclear ambitions for a long-term balance of the energy mix

A strong historic position in our home markets

- 6 GW installed nuclear capacity (Tihange, Doel, Chooz B, Tricastin, 700 MW* in Germany)
- Know-how and skills right along the value chain
- Partnership-based growth (CEA, Total, Areva, EDF, Iberdrola/SSE, SCK.CEN)



* After E.on transaction

The Group's nuclear strategy

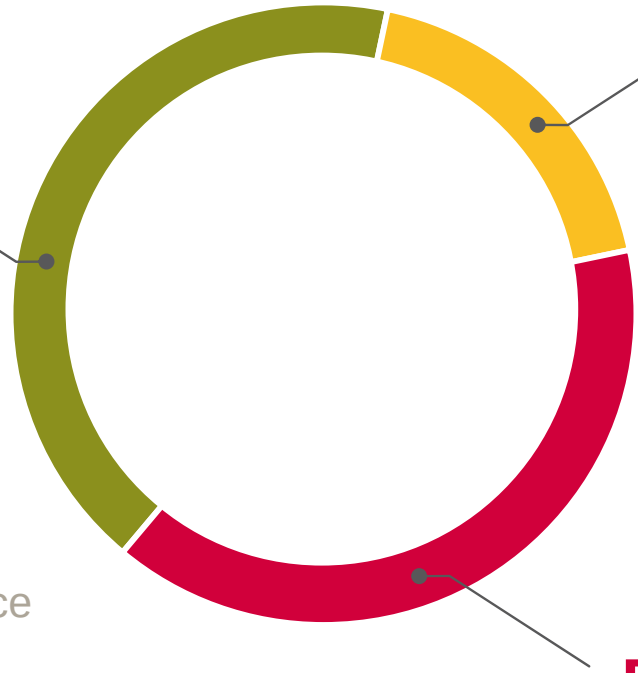
- Operate existing nuclear plants for as long as technical and economic conditions allow, with safety as absolute priority
- Develop new capacity: third-generation plant by 2020, grow in key markets outside Europe as well
  - France: a natural priority
  - Europe and ROW
- Engineering and services: support the Group's development and participate in major nuclear projects for external clients

Target: to keep the share of nuclear power in the Group's energy mix at approximately 20% over the long term

A growth model combining performance with economic and social responsibility

In 2008

(Proforma unaudited data)



Investments*

€11.8bn

Dividends

€5.1bn

- of which €1.7bn in exceptional
- of which €0.5bn in minority

Employees**

€11.0bn

- ~ 32,000 new hires in 2008
  - of which ~ 13,000 in France and ~ 3,700 in Belgium
- Since 2007, the Group's 200,000 employees have had a global share dividend plan

* Investments and acquisitions net of disposals ** Personnel costs

Conclusion

2008 : solid operating performance and one of the healthiest balance sheets in the sector

A clear strategic vision and industrial programme

The crisis was anticipated: liquidity enhanced and Efficio program launched in September 2008

The direction for 2011 has been set

GDF SUEZ, **a leadership strategy** for the long term



2008 RESULTS

Introduction

A **merger** year

Results **up sharply**

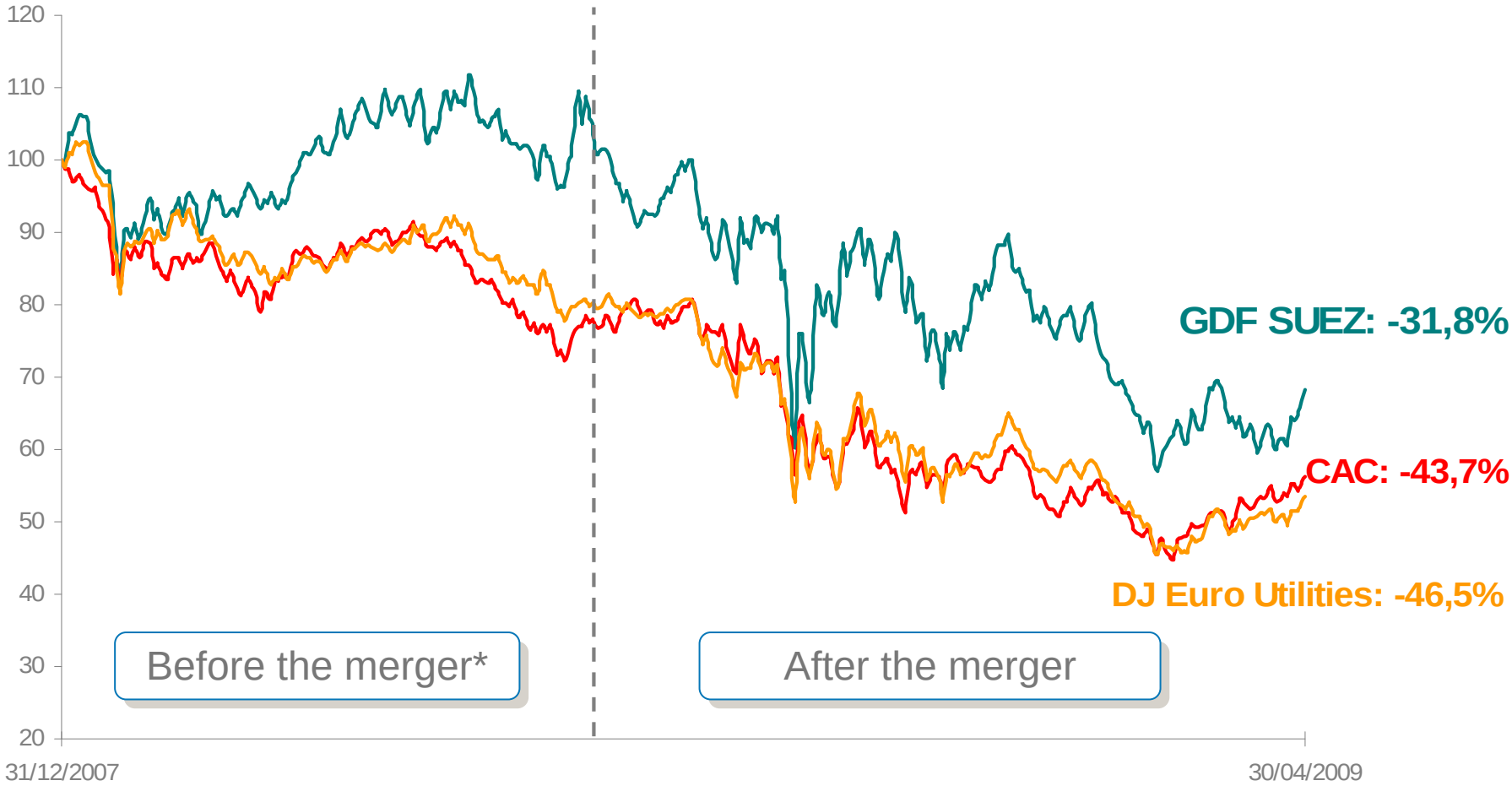
Sustained cash flow generation

Strong and competitive shareholder remuneration

A **solid** balance sheet

Targets **exceeded**

A stock that has outperformed the CAC in a sector that is suffering from relative unpopularity



* Source: Bloomberg (benchmark share price before the GDF merger)

A merger year

Convention for drawing up the proforma financial statements presented

Merger completed on July 22, 2008

Proforma 2007 and 2008 income statements*:
12 month SUEZ + 12 month GDF drawn up as if the merger had taken place on January 1 of the period concerned

Opening balance sheet

SUEZ ENVIRONNEMENT: fully consolidated with a 35% stake held

Provisional allocation of goodwill

Impact of remedies: isolated on a separate line

* Consolidated financial statements: SUEZ from 1/1 to 22/7/08 + GDF SUEZ as of the merger

2008 results up sharply

Double digit organic growth

In €bn

(Proforma unaudited data)

	2007(1)(2)	2008(2)	Δ 08/07	Δ 08/07 organic
Revenues	71.2	83.1	+ 16.6%	+ 17.5%
EBITDA	12.5	13.9	+ 10.7%	+ 12.5%
Current operating income	7.8	8.6	+ 9.4%	+ 12.6%
Net income, Group share	5.8	6.5	+ 13.0%	
Net CAPEX(3)	7.7	11.8		
Net debt(4)	17.3	28.9		
Gearing	31.3%	46.1%		

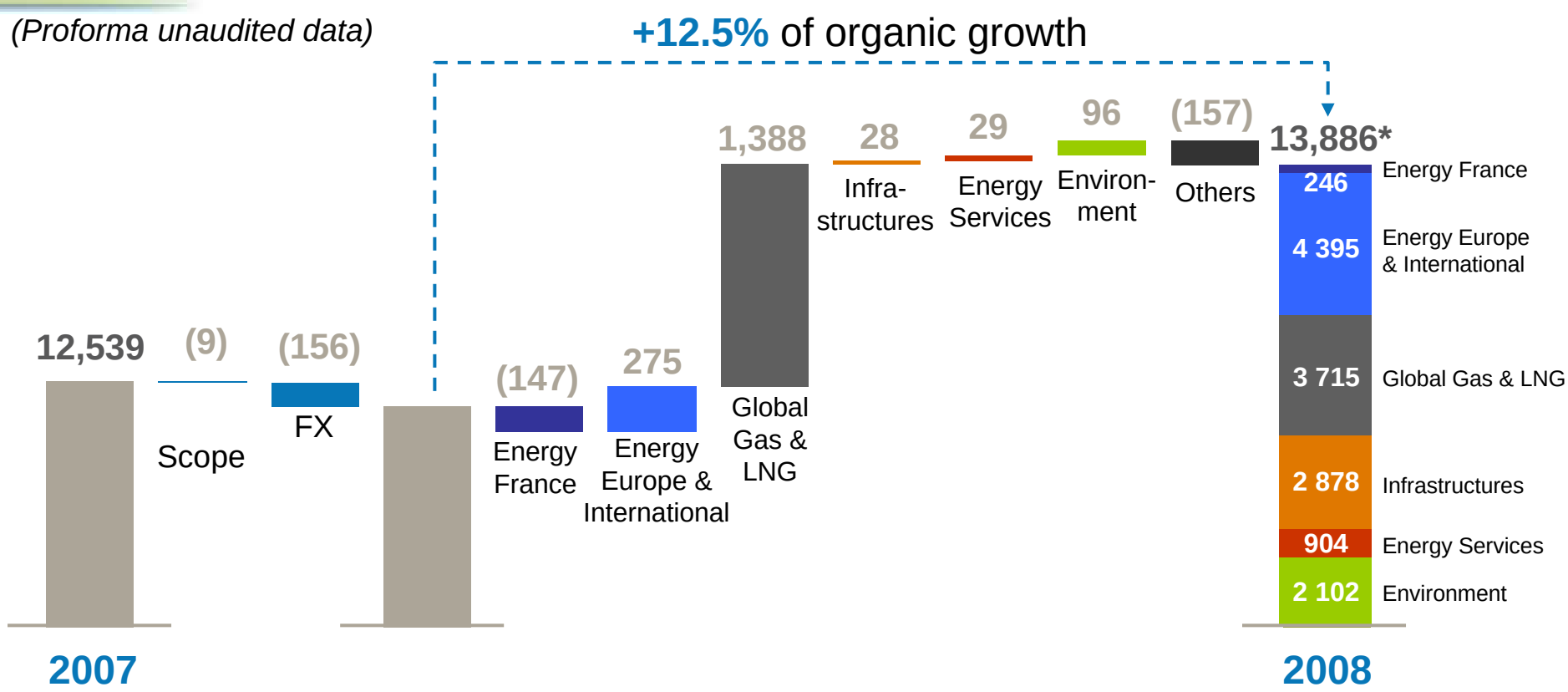
(1) See appendices for reconciliation with the 2007 proforma data published for the Investor Day on November 26, 2008
(2) Excluding contributions by Distrigaz, Fluxys, SPE and Coriance which are identified on a specific line of the P&L for 2007 and 2008
(3) Definition: industrial capex (maintenance and development) + financial capex (acquisitions) – disposals
(4) Net debt excluding Distrigaz and Fluxys in 2007

2008 results up sharply

Sustained EBITDA growth in a volatile commodity price environment…

EBITDA in €m

(Proforma unaudited data)



* Incl. Others: -€354m

+10.7% growth

2008 results up sharply

From EBITDA to income from operating activities

EBITDA in €m

(Proforma unaudited data)

	2007	2008
EBITDA	**12,539**	**13,886**
Depreciation and amortization	(3,695)	(4,406)
Purchase Price Allocation	(662)	(479)
Concessions	(235)	(241)
Other	(123)	(199)
Current Operating Income	**7,824**	**8,561**
MtM	29	555
Impairment	(122)	(811)
Restructuring costs	(24)	(187)
Asset disposals	415	84
Income from operating activities	**8,121**	**8,204**

2008 results up sharply

From income from operating activities to net income

In €m

(Proforma unaudited data)

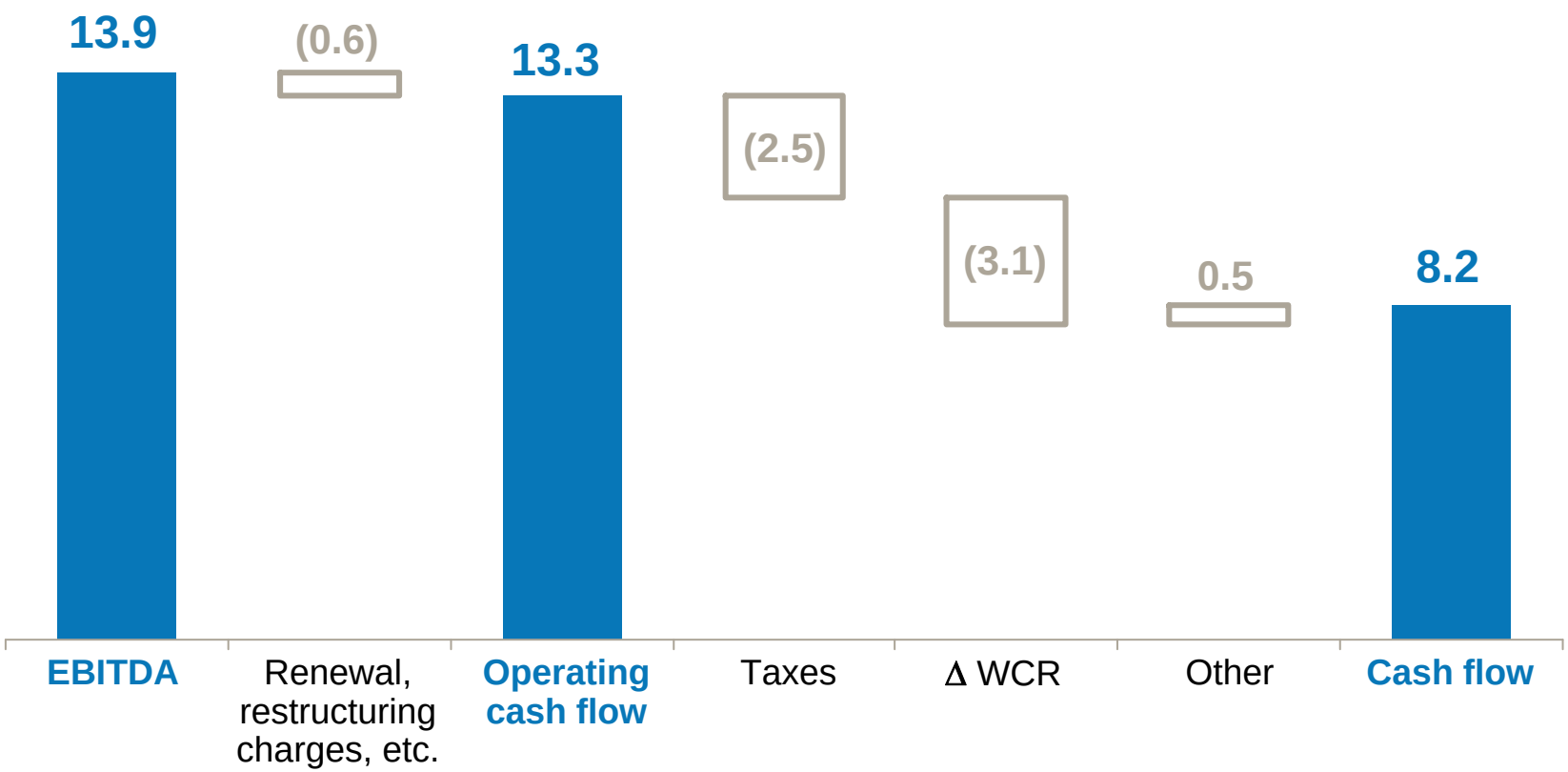
	2007	2008
Income from operating activities	**8,121**	**8,204**
Financial result	(903)	**(1,611)**
Income tax	(1,331)	**(1,765)**
Share in the income of associates	646	**447**
Remedies(1)	301	**2,141**
Minority interests	(1,080)	
Net income, Group share	**5,754**	**6,504**

(1) Contributions from Distrigaz, SPE and Coriance / Fluxys: capital gains on the disposal of the 12.5% stake in 2008

Sustained cash flow generation

In €bn

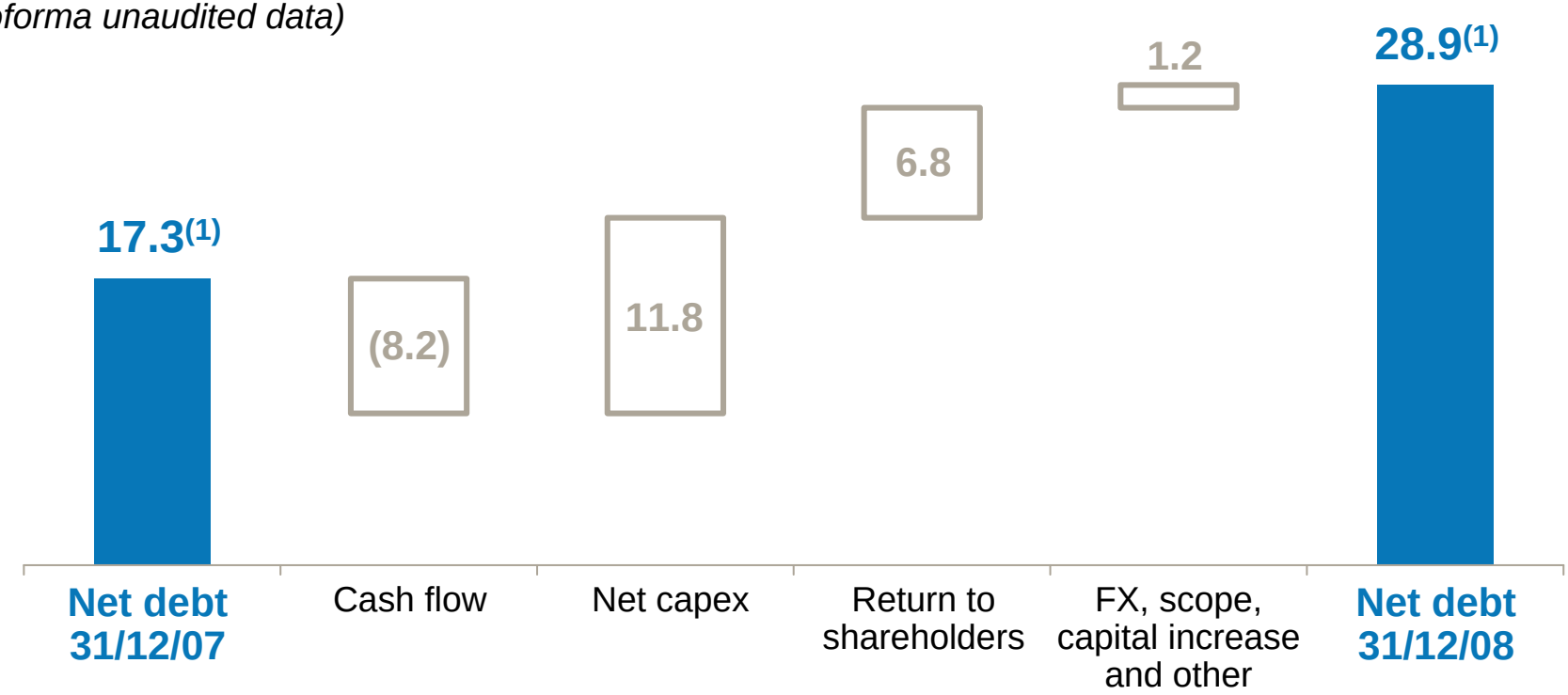
(Proforma unaudited data)



A solid balance sheet

In €bn

(Proforma unaudited data)



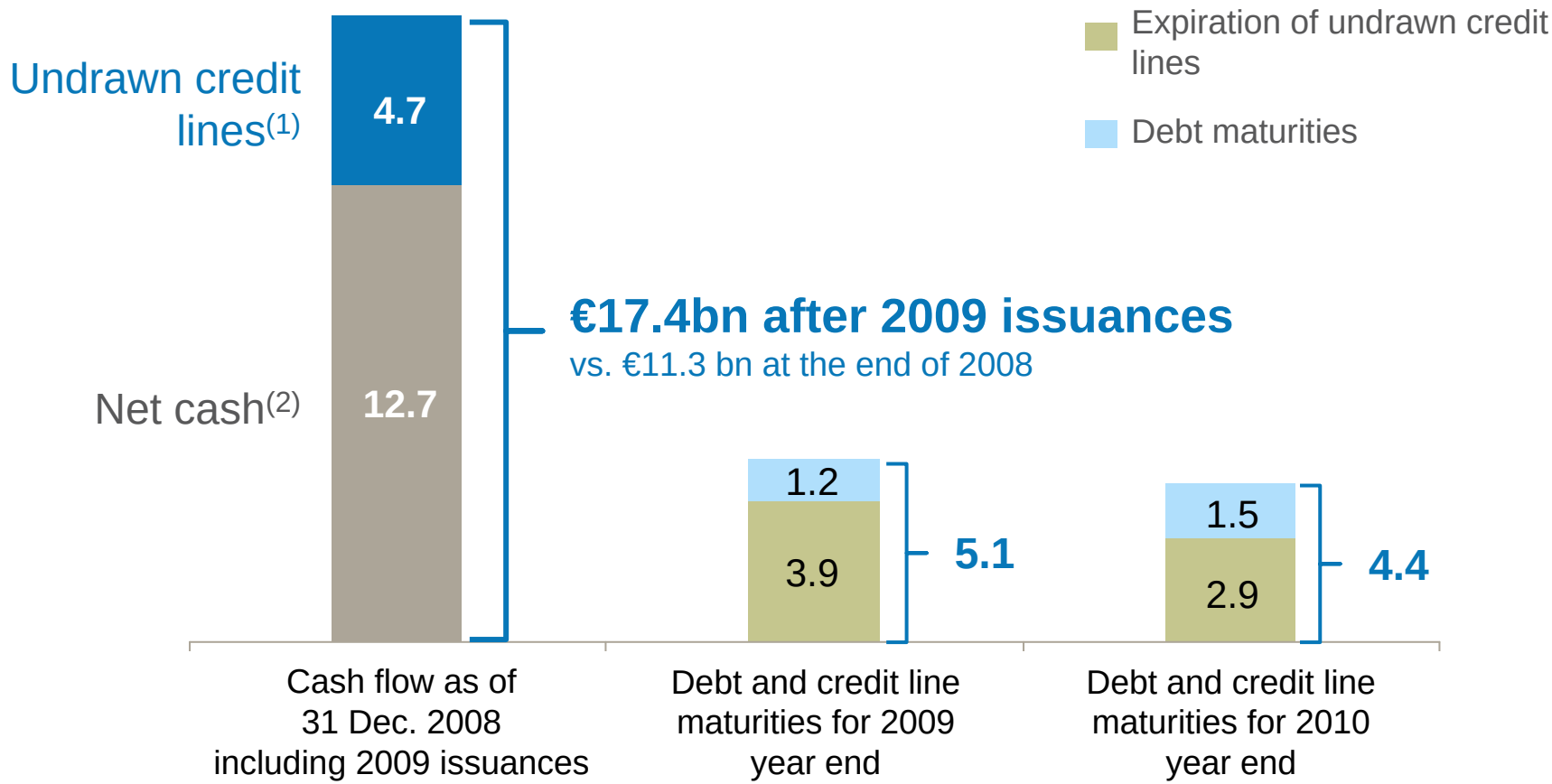
(1) Including IAS 39

Net debt / EBITDA = x2.08

A solid balance sheet

Supported by a rigorous cash flow management strategy

In €bn



(1) Net of commercial paper (€8.7bn)
(2) Cash and cash equivalents (€14 bn) net of bank overdrafts (€ 1.3bn)

Strong and competitive shareholder remuneration

Dividend per share for 2008

Dividend return of 8%(1)

€0.80 per share
- Interim payment on 27/11/2008

€0.60 per share
- Detachment on 06/05/2009
- Payment on 11/05/2009

€0.80 per share
- Detachment on 06/05/2009
- Payment on 04/06/2009 in cash or shares

€2.20 per share

Ordinary dividend (€1.40/share)

Special dividend

Total dividend 2008

2009

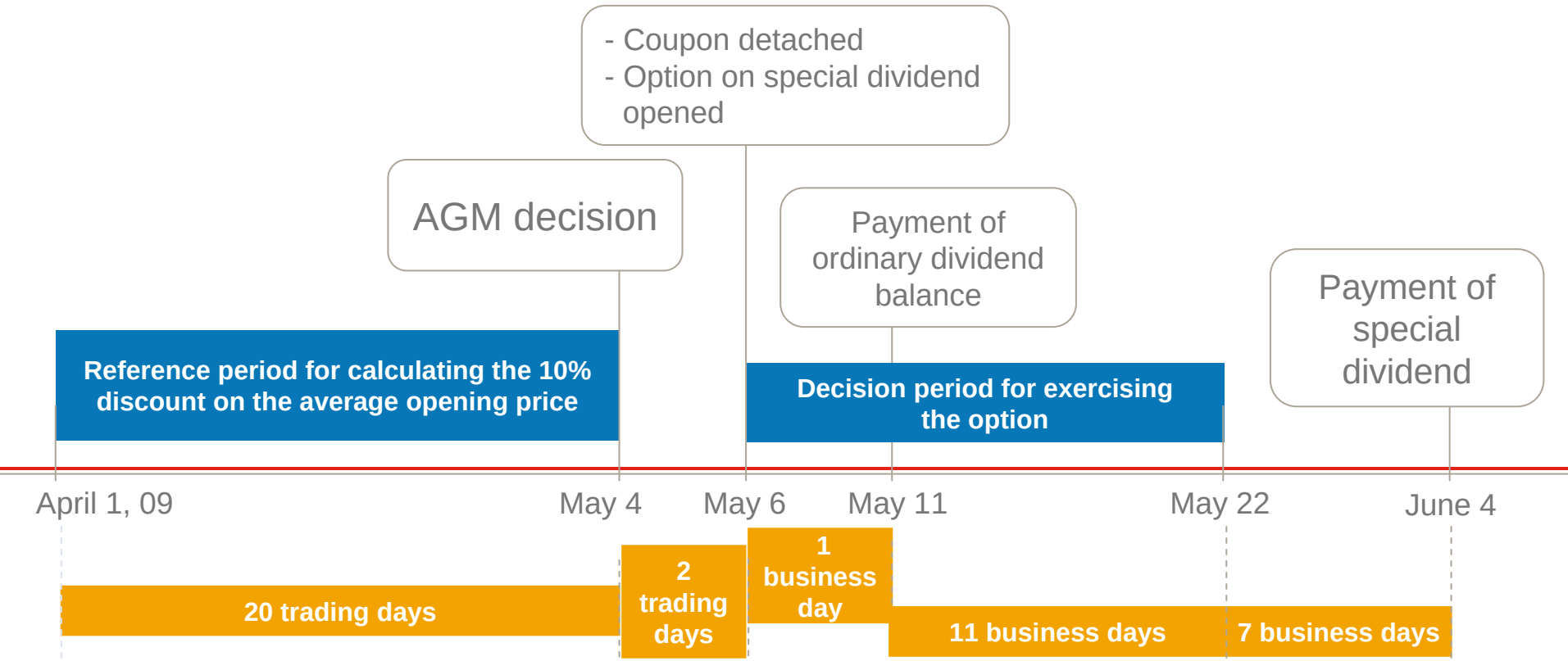
€0.80 per share
- Interim payment on 18/12/2009

Ordinary dividend 2009 interim payment

(1) Based on: 2008 ordinary dividend (€1.40/share), special dividend and share price on April 24, 2009

2008 ordinary dividend per share: +11.1%

Exceptional dividend payment schedule



GDF SUEZ: a special dividend

Illustrative example

Special dividend

€0.80

Holds 100 shares

Either dividend in cash:

➔ €0.80 x 100 = **€80**

Taxation:

➔ common law

Or dividend in shares:

Strike price = €21.05(1)

€0.80 x 100 = €80

➔ **3 shares**
(80/21 rounded down to nearest whole number)

➔ **€17 in cash**
(dividend balance = 80 – 3x21)

(1) Strike price = 90% x (average of 20 trading sessions before shareholder's meeting – dividend of €1.40)

The dividend in shares is similar to the dividend in cash for taxation purposes

2008 targets exceeded

	2008 targets	2008 actuals	
EBITDA growth	≥10%	**+10.7%**	✓
Ordinary dividend	+10% to +15%(1)	**€1.40 per share**	✓
Net industrial capex	€30 bn over 2008-2010	**€11.8 bn**	✓
Rating	Strong A	**Strong A**	✓

(1) Average annual dividend per share growth of +10% to +15% between the dividend paid in 2007 and the dividend paid in 2010

Governance

Intervention of the President of the Audit Committee's

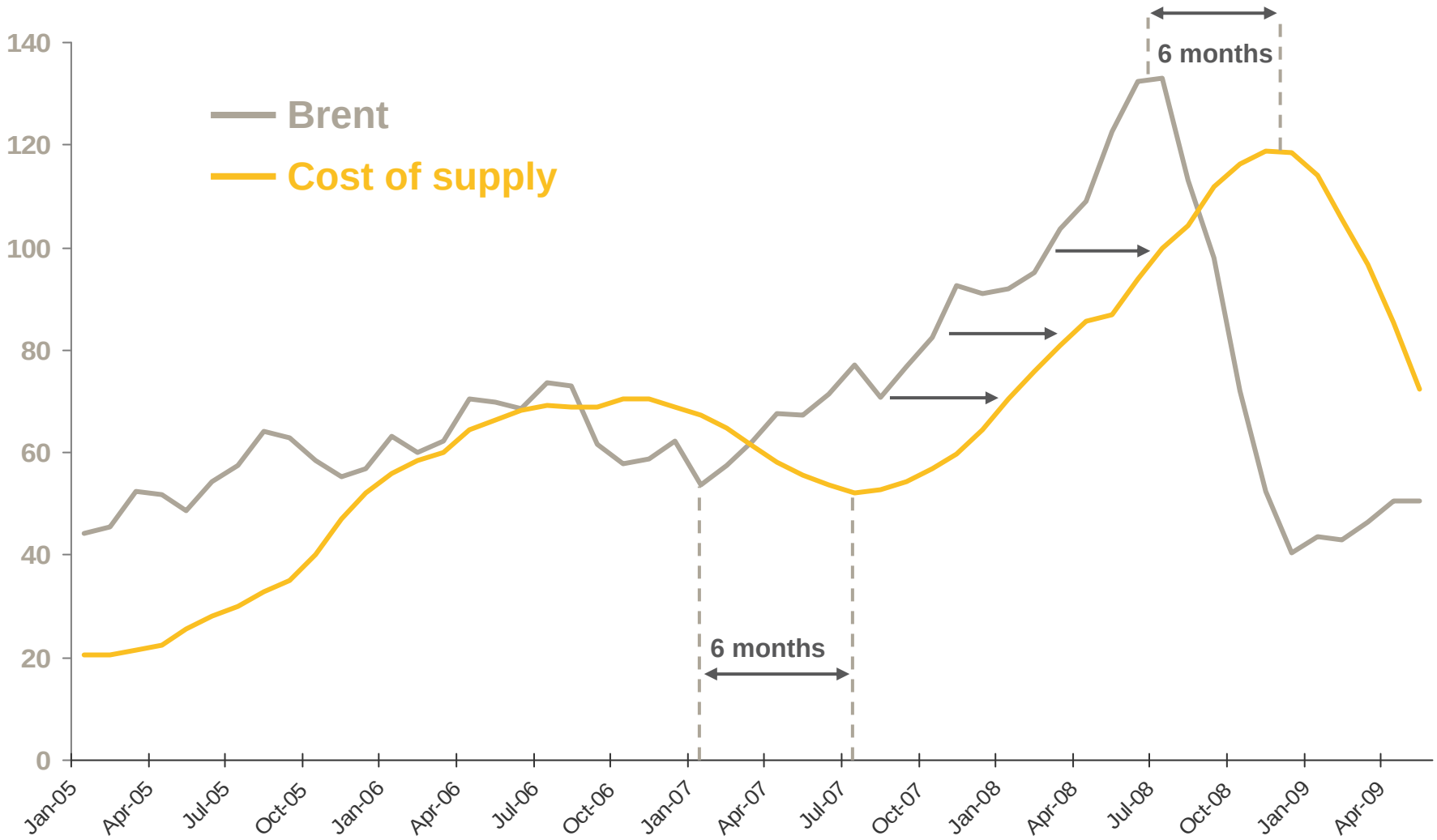


President: Aldo Cardoso
(4 members, 3 of which are independent)

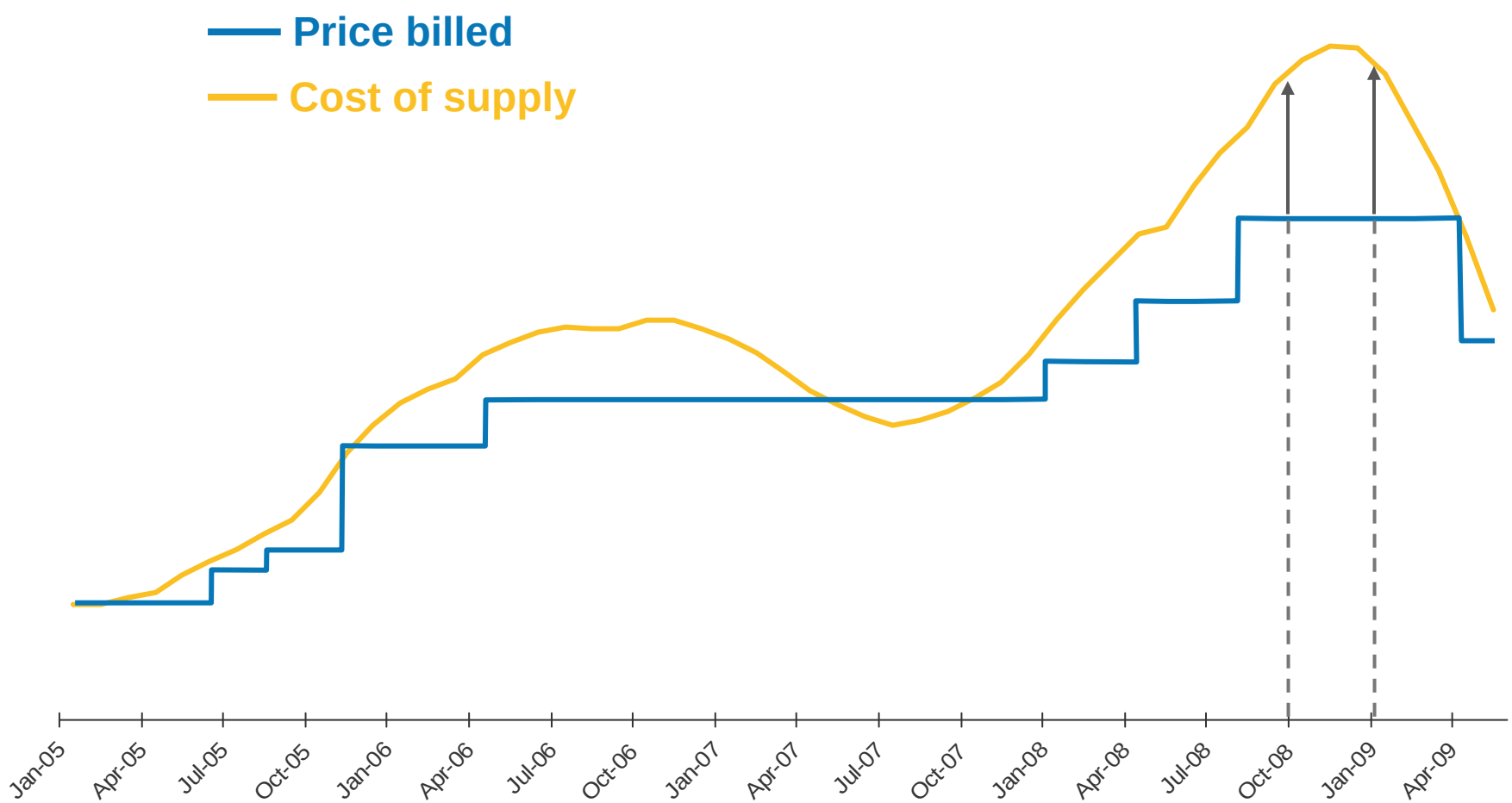
16 meetings since the merger


RIGOROUS
AND EFFICIENT
LONG-TERM
DEVELOPMENT
GDF SUEZ

Gas prices are tracking oil prices but with a lag time

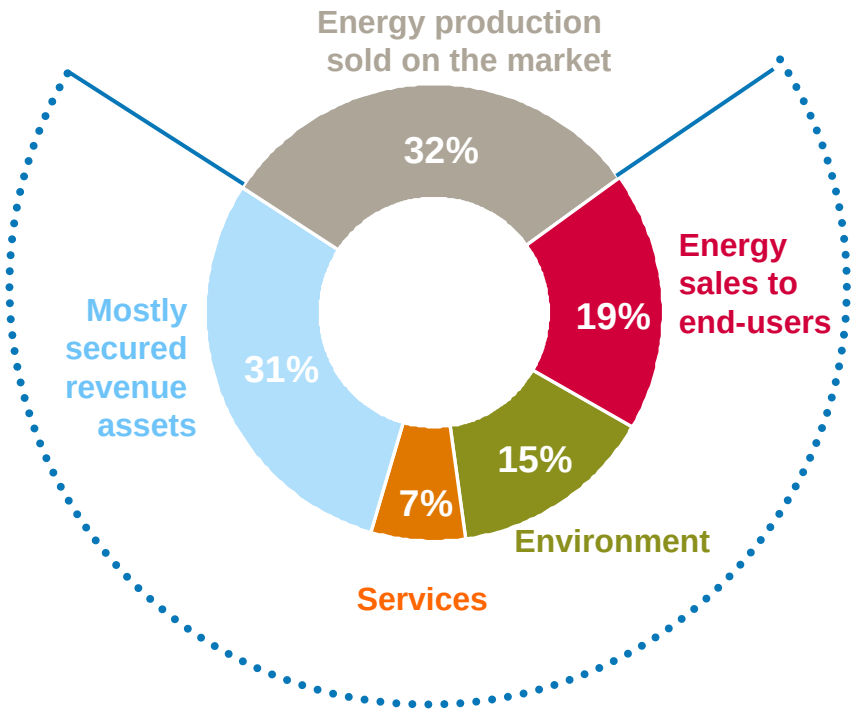


Change in the cost of gas supply in 2008 and 2009 compared to the price billed to clients



A balanced and resilient business model well positioned to face current market conditions

Breakdown* of 2008 EBITDA



Low exposure to changes in commodity prices in the short term

~ 2/3 of EBITDA generated by businesses with low exposure to short-term commodity price fluctuations

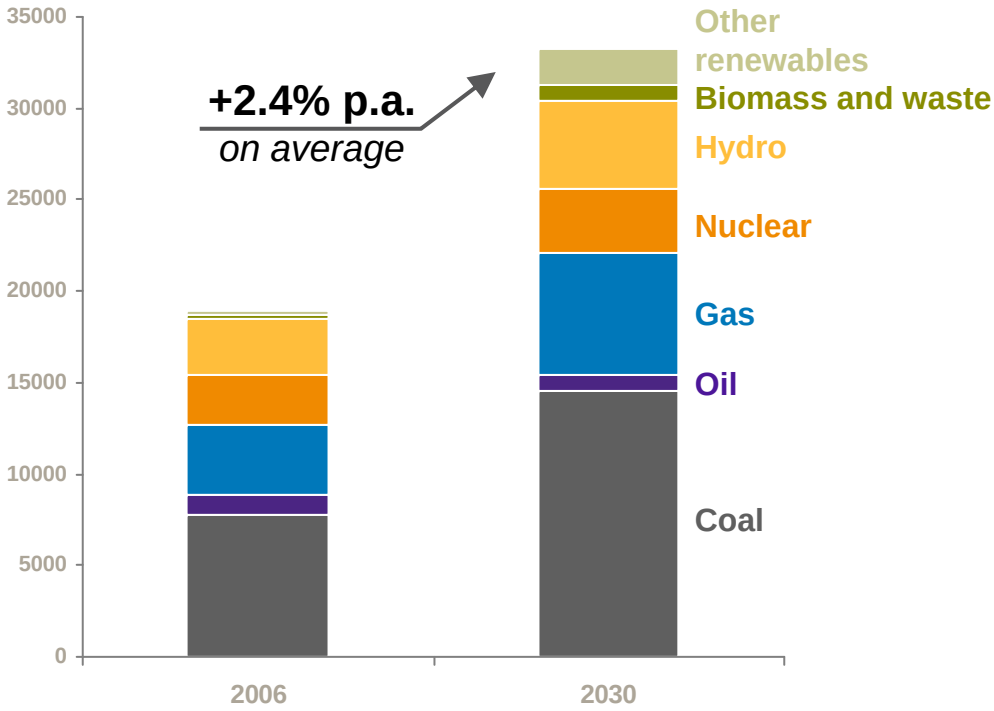
Hedging ratio on electricity**

- **2009** ➔ ≥ 90%
- **2010** ➔ ≥ 60%

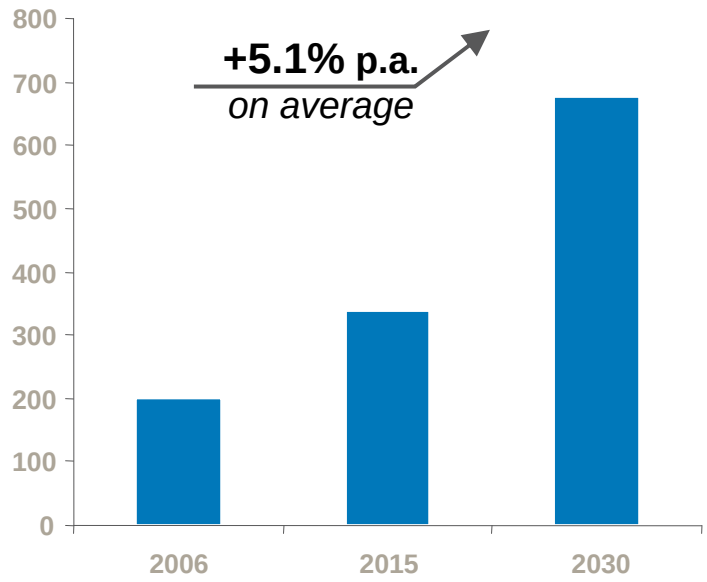
* Incl. other: -€354 m ** Mainly “copper plate" in Europe

Attractive market fundamentals for the long term

Change in the global electricity generation mix
in TWh



Global demand for LNG
in bcm



Source: IEA, World Energy Outlook 2008 – reference scenario

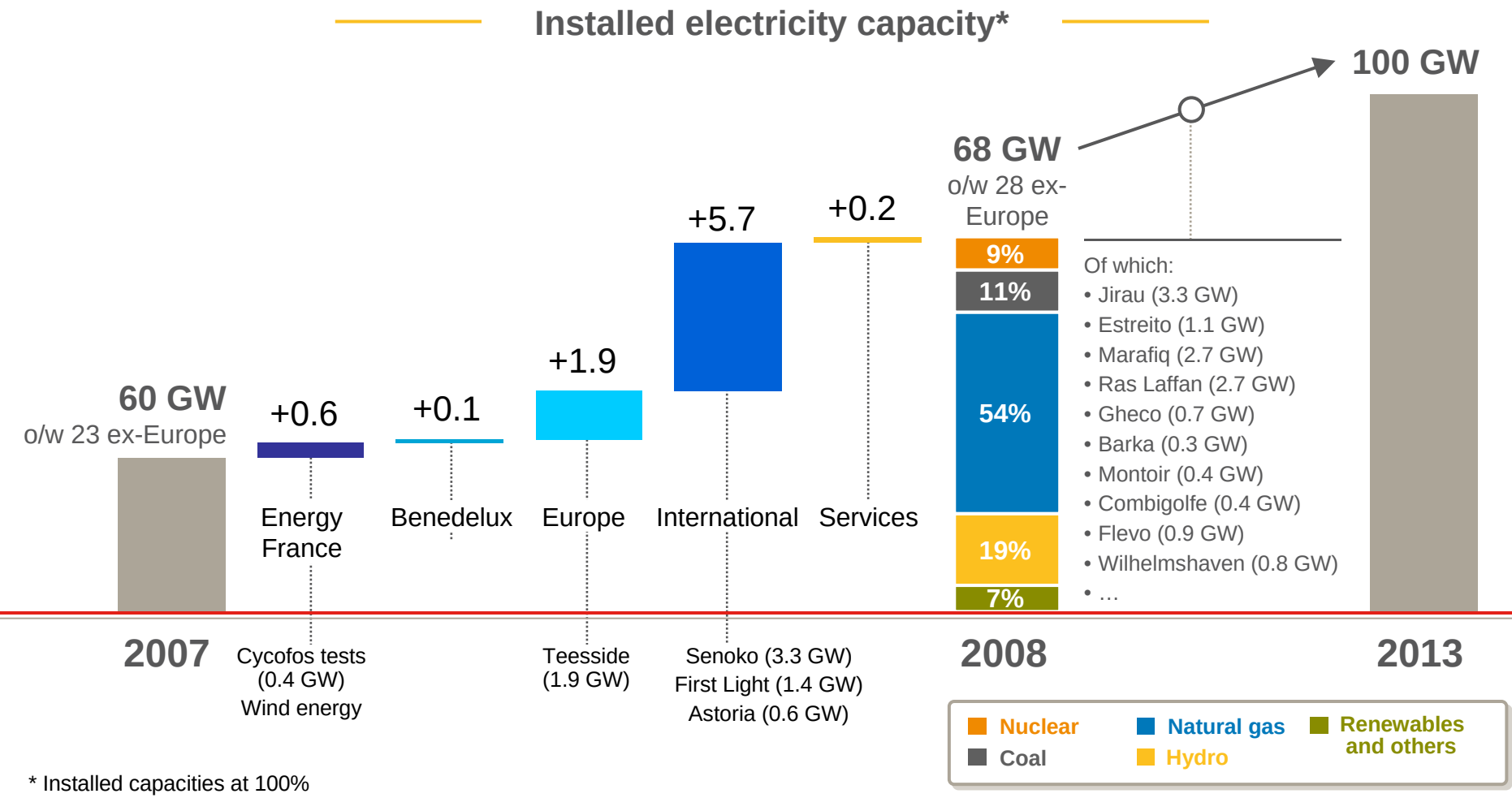
RIGOROUS AND EFFICIENT LONG-TERM DEVELOPMENT

Investment programme to underpin the Group's long-term growth

Business lines	2008 gross capex	Main investments in 2008
Energy France	€1.1bn	• Combined-cycle gas plants under construction (Montoir, Cycofos, CombiGolfe) • Renewable energy (wind, etc.) • Ecoconfort services
Energy Europe & International	€6.3bn	• Developments in electricity: UK, Italy, Brazil, US, Singapore • Developments in natural gas: Chile (Neptune)
Global Gas & LNG	€2.3bn	• Developments in E&P: Norway (Gjoa), Algeria (Touat) • E&P acquisitions: Egypt, Libya, Netherlands • ENI gas supply contracts: Italy (4 bcm per annum over 20 years), Germany (option on 2.5 bcm per annum over 11 years), Gulf of Mexico (0.9 bcm per annum over 20 years) • Singapore terminal
Infrastructures	€1.9bn	• LNG terminals: Fos Cavaou • Storage: France, UK, Germany • Maintenance and development of transmission and distribution networks
Energy Services	€0.6bn	• London Olympics • Italy: acquisition of co-generation plants
Environment	€2.7bn*	• Wastewater treatment plants (Cannes, Nouméa, Yuelai, etc.) • Incinerators (Sleco, Baviro, etc.) • Composting and sorting plants (Fr, Ger., UK, etc.) • Networks, maintenance capex, etc.
Others	€0.5bn	
TOTAL	**€15.4bn**	

* Including Agbar takeover

Increase in managed generation capacity



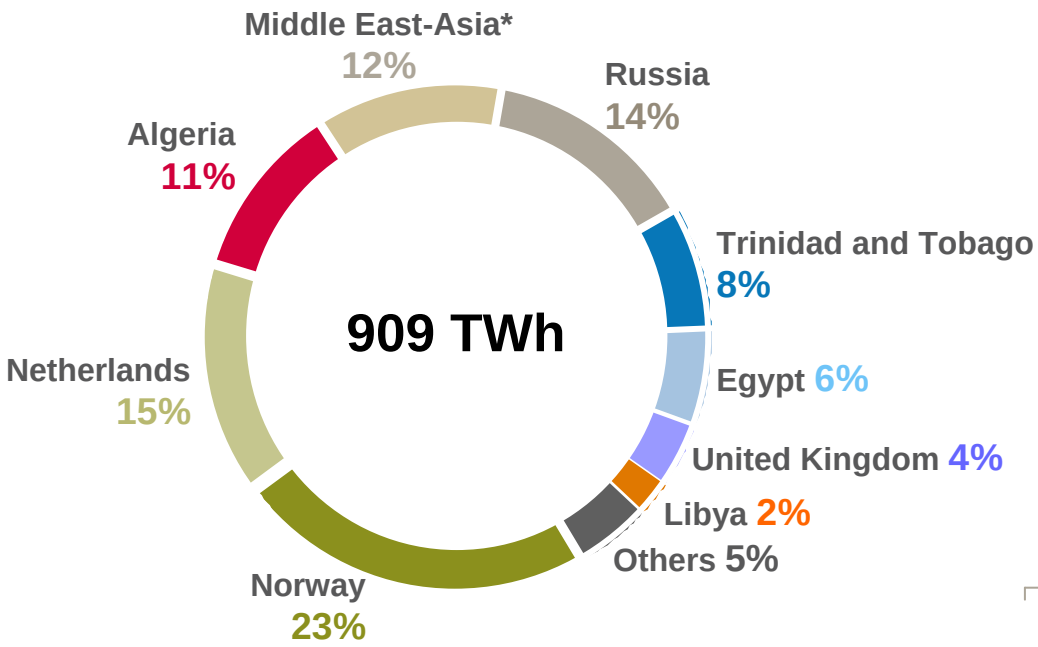
* Installed capacities at 100%

Target: 100GW by 2013 and maintain balanced diversified generation mix

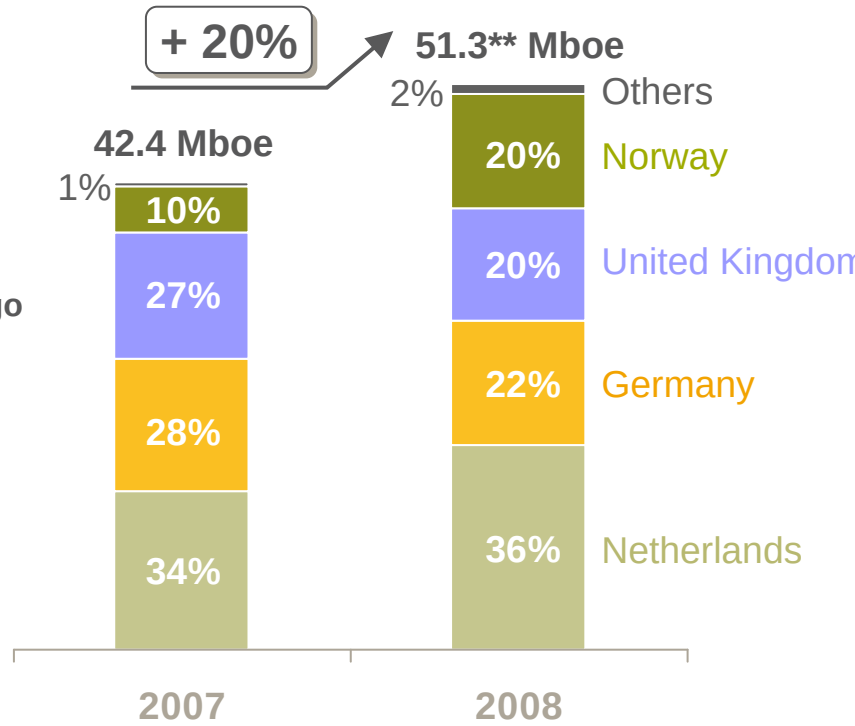
Ongoing diversification of gas supply and E&P

Long-term gas supply portfolio

Estimated at end-2008



Hydrocarbon production



2P reserves 2008: 704 Mboe

* Including LT tolling agreements

** Including 1.1 Mboe from assets acquired from Nam (Netherlands)

Managing the crisis in Russia

Illustration of the relevance of the Group's supply policy

Development of the crisis

- Deliveries of Russian gas via Ukraine halted from January 6 to 20
- Unprecedented crisis affecting 15% of GDF SUEZ's resources
- Cold snap in France with consumption records broken

Crisis management by GDF SUEZ

- Maintaining supply to our clients
- Contributing to European solidarity towards central European countries

Lessons

- Validates the Group's supply diversification strategy
- The Group's ability to take action and be responsive

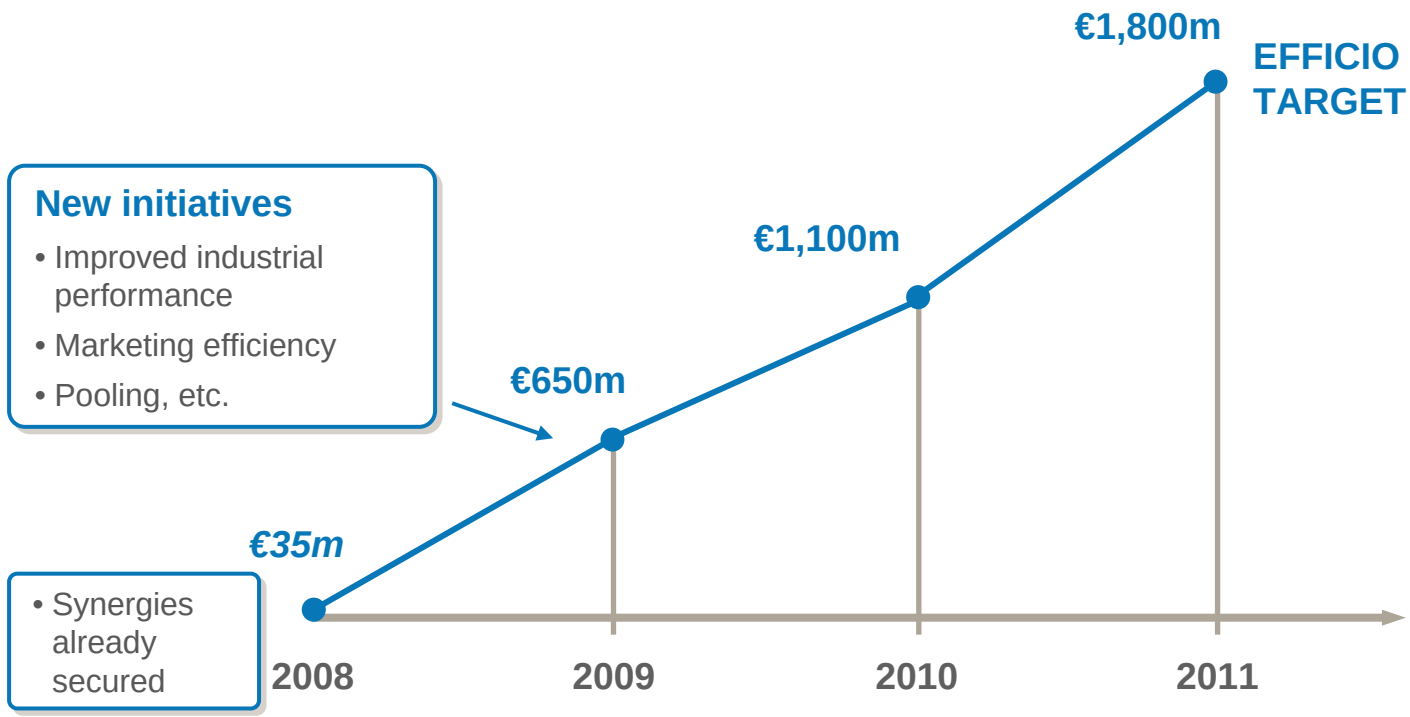
The Group demonstrated its ability to manage crisis situations while playing a major role in European solidarity

2011 target confirmed

Performance plan

EBITDA impact*

in €m



* Excluding implementation costs

Conclusion

We are CONFIDENT
in the Group's long-term prospects

In the short term, we have
STRONG ASSETS
to face the crisis



CORPORATE GOVERNANCE

Governance
Transparency and efficiency

five subcommittees of the Board

These committees are all chaired by a non-executive Director

(art. 3 of the Board's Internal Regulations)



AUDIT COMMITTEE
(4 members, 3 of which are independent)

President: Aldo Cardoso



NOMINATIONS COMMITTEE
(5 members, 4 of which are independent)

President: Jean-Louis Beffa



ETHICS, ENVIRONMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE
(3 members, 2 of which are independent)

President: Edmond Alphandery



STRATEGY AND INVESTMENTS COMMITTEE
(5 members, 3 of which are independent)

President: Jacques Lagarde



COMPENSATION COMMITTEE
(5 members, 4 of which are independent)

President: Lord Simon of Highbury

Governance

Intervention of the President of the Compensation Committee



President: Lord Simon of Highbury
(5 members, 4 of which are independent)

4 meetings since the merger

Governance

Intervention of the President of the Strategy and Investments Committee



President: Jacques Lagarde
(5 members, 3 of which are independent)

7 meetings since the merger

Governance

Intervention of the President of the Nominations Committee



President: Jean-Louis Beffa
(5 members, 4 of which are independent)

2 meetings since the merger

Governance

Intervention of the President of the Ethics, Environment and Sustainable Development Committee



President: Edmond Alphandery
(3 members, 2 of which are independent)

2 meetings since the merger



REPORT FROM THE STATUTORY AUDITORS



REPORT FROM THE INDEPENDANT EXPERT


EXCHANGE
TOGETHER
GDF SUEZ


VOTING OF
RESOLUTIONS

First resolution

Annual accounts for FY 2008

- This resolution has for purpose the approval of the annual accounts for FY 2008

Second resolution

Consolidated accounts for FY 2008

- This resolution has for purpose the approval of the consolidated accounts for FY 2008

Third resolution

Allocation of the income and fixing of the amount of dividend for FY 2008

- This resolution has for purpose to submit for approval the allocation of the income and the distribution of a dividend of 2.20 euros per share, broken down as follows:
  - an ordinary dividend of 1.40 euro.
  - a special dividend of 0.80 euro.
- Dividend record date : May 6, 2009
- Considering the interim dividend of 0.80 euro paid out on November 27th, 2008, the remaining dividend to be paid out amounts to 1.40 euro of which:
  - 0.60 euro will be paid in cash, on May 11, 2009
  - 0.80 euro will be paid in cash or in shares, on June 4, 2009
- The said distribution is eligible for the 40 % tax deduction
- Special dividend payable in shares:
  - the issue price will be equal to 90 % of the average opening price of the shares during the 20 trading sessions prior to the date of the combined General Meeting, less the amount of the remaining ordinary dividend to be paid out (0.60 euro) and the special dividend (0.80 euro).
  - The option of payment, which is to be exercised between May 6th through 22nd, will cover the whole number of GDF SUEZ shares held by the shareholder.
  - Price difference (if any) will be made to the shareholder in cash.

Fourth resolution

Regulated transactions

- This resolution aims to submit the regulated transactions referred to in the auditors' special report to the Combined General Meeting for approval.

Fifth resolution

Authorization to confer to the Board of directors in order to allow the trading in the Company's shares

- This resolution has for purpose to allow the Company to trade in its own shares:
  - Period of authorization: 18 months
  - Maximum purchase price: 55 euro
  - Maximum shareholding: 10 % of the share capital
  - Maximum aggregate amount of purchases: 12 billion euro

Sixth resolution

Appointment of a director representing the employee shareholders

- This resolution has for purpose to appoint as a director representing the employee shares, for a 4-year-term:

Mr. Patrick ARNAUD

Seventh resolution

Appointment of a director representing the employee shareholders

- This resolution has for purpose to appoint as a director representing the employee shares, for a 4-year-term:

Mr. Eric Charles BOURGEOIS

Eight resolution

Appointment of a director representing the employee shareholders

- This resolution has for purpose to appoint as a director representing the employee shares, for a 4-year-term:

Mr. Emmanuel BRIDOUX

Ninth resolution

Appointment of a director representing the employee shareholders

- This resolution has for purpose to appoint as a director representing the employee shares, for a 4-year-term:

Mrs Gabrielle PRUNET

Tenth resolution

Appointment of a director representing the employee shareholders

- This resolution has for purpose to appoint as a director representing the employee shares, for a 4-year-term:

Mr. Jean-Luc RIGO

Eleventh resolution

Appointment of a director representing the employee shareholders

- This resolution has for purpose to appoint as a director representing the employee shares, for a 4-year-term:

Mr. Philippe TAURINES

Twelfth resolution

Appointment of a director representing the employee shareholders

- This resolution has for purpose to appoint as a director representing the employee shares, for a 4-year-term:

Mr. Robin VANDER PUTTEN

Thirteenth resolution

Increase of share capital, with deprivation of the preferential subscription right, in favor of all entities whose sole purpose is to facilitate the implementation of the GDF SUEZ Group's international employee shareholding plan

- This resolution as for purpose to allow such operation in the following terms:
  - Period of authorization : 18 months
  - Maximum nominal amount : 20 million euro
  - Issue price : 80 % of the average opening price of the shares during the 20 trading sessions prior to the date of the decision

Fourteenth resolution

Authorization to confer to the Board of directors in order to grant options for the subscription or purchase of shares (stock-options) to the Group employees and officers

- This resolution has for purpose to authorize the award of stock options:
  - Period of authorization : 18 months
  - Maximum amount : 0.5 % of the company's share capital at the time of the decision of granting, said amount being mutual with the amount provided for the award of Performance Shares to certain employees and officers as referred to in the 15th resolution

Fifteenth resolution

Authorization to confer to the Board of directors in order to award Performance Shares to the Group employees and/or officers

- This resolution has for purpose to authorize the award of existing Shares (called Performance Shares) :
  - Period of authorization : 18 months
- Maximum amounts:
  - 0.5 % of the company's share capital at the date of the decision of granting, under a plan implemented for the benefit of certain Group employees and officers, said amount being mutual with the amount provided for the award of stock options as referred to in the 14th resolution
  - 0.2 % of the company's share capital at the date of the decision of granting, under a plan implemented for the benefit of all Group employees and officers (« Global Plan ») excluding GDF SUEZ officers

Sixteenth resolution

Powers to confer for the performance of legal formalities

- This resolution has for purpose to authorize the implementation of the decisions adopted by the General Meeting and the fulfillment of legal filings accordingly

Alternate resolutions A, B and C
to the resolutions no. 14, 15 and 3
presented by the Action Gaz 2005 Mutual Fund

Resolution A

Authorization to confer to the Board of directors to award options for the subscription or purchase of shares (stock options) to the benefit of employees and officers

- This resolution has for purpose to authorize the award of stock options to the benefit of all Group employees and officers evenly

Resolution B

Authorization to confer to the Board of directors to award Performance Shares to employees and officers

- This resolution has for purpose to authorize the award of existing shares (called Performance Shares) to all the Group employees and officers evenly

Resolution C

Allocation of the income and fixing of the amount of dividend for FY 2008

- This resolution has for purpose to allocate the income and to fix the amount of dividend to 0.80 euro per share, corresponding to the amount of the interim dividend paid out on November 27th, 2008.

CONCLUSION




GDF SUEZ
JOINT SHAREHOLDERS'
MEETING
2009
REDÉCOUVRONS L'ÉNERGIE