# NOTICES OF MEETING

## SHAREHOLDERS' AND UNITHOLDERS' MEETINGS

**GDF SUEZ**

A French *société anonyme* with capital of €2,193,643,820
Registered office: 16-26, rue du Docteur Lancereaux, 75008 Paris
Registered with the Paris Trade and Companies Registry under number 542 107 651
SIRET number 542 107 651 12867

### ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 4, 2009

### NOTICE OF MEETING

Notice is hereby given that an Ordinary and Extraordinary Shareholders' Meeting will be held on Monday, May 4, 2009, at 2:30 p.m., at the Palais des Congrès, 2 place de la Porte Maillot – 75017 Paris, in order to deliberate on the following agenda and draft resolutions.

***Agenda***

**A. Ordinary Shareholders' Meeting**

- Board of Directors' report.

- Statutory Auditors' reports.

- Approval of transactions and the statutory financial statements for the year ended December 31, 2008.

- Approval of the consolidated financial statements for the year ended December 31, 2008.

- Appropriation of net income and declaration of dividend for fiscal year 2008.

- Approval of regulated agreements pursuant to Article L.225-38 of the French Commercial Code (*Code de commerce*).

- Authorization to be given to the Board of Directors to trade in the Company's shares.

- Appointment of Directors representing the employee shareholders pursuant to Article 13.3 2) of the bylaws.

**B. Extraordinary Shareholders' Meeting**

- Board of Directors' report.

- Statutory Auditors' special reports.

- Independent expert's report.

- Delegation of authority to be given to the Board of Directors to increase the share capital, with cancellation of preferential subscription rights, in favor of any entities whose sole purpose is to subscribe, hold and dispose of GDF SUEZ shares or other financial instruments within the scope of the implementation of one of the multiple formulas of the GDF SUEZ Group's international employee shareholding plan.

- Authorization to be given to the Board of Directors to grant options for the subscription or purchase of shares of the Company to employees and/or officers of the Company and/or Group companies.

- Authorization to be given to the Board of Directors to award free shares to employees and/or officers of the Company and/or Group companies.

- Powers to implement the resolutions adopted by the Shareholders' Meeting and perform the related formalities.

## Draft resolutions

## A. Ordinary Shareholders' Meeting

***First resolution***
*Approval of the transactions and the statutory financial statements for the year ended December 31, 2008.*

After reviewing the financial statements for the year ended December 31, 2008, the Board of Directors' management report and the Statutory Auditors' report on the financial statements, the Ordinary Shareholders' Meeting approves the financial statements for the year ended December 31, 2008, as presented to it, as well as the transactions entered in these financial statements or summarized in these reports, showing net income for the year of €2,766,786,164.

In accordance with Article 223 quater of the French Tax Code (*Code général des impôts*), the Ordinary Shareholders' Meeting approves the non-deductible expenses and charges governed by Article 39-4 of the French Tax Code - amounting to €699,616.81 for 2008 - as well as the corresponding tax liability of €240,901.39.

***Second resolution***
*Approval of the consolidated financial statements for the year ended December 31, 2008.*

After reviewing the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements, the Ordinary Shareholders' Meeting approves the consolidated financial statements for the year ended December 31, 2008, as presented to it, as well as the transactions entered in these consolidated financial statements or summarized in these reports, showing net income Group share of €4,857,119,000.

***Third resolution***
*Appropriation of net income and declaration of dividend for 2008.*

The Ordinary Shareholders' Meeting notes that the balance sheet for the year ended December 31, 2008 shows net income of €2,766,786,164 and retained earnings of €18,739,865,064.

Pursuant to the Board of Directors' recommendations, the Ordinary Shareholders' Meeting decides to appropriate the net income and distribute the dividend as follows:

| | *Euros* |
|---|---|
| Net income | 2,766,786,164 |
| Appropriation to the legal reserve | 211,114 |
| **Balance** | 2,766,575,050 |
| Retained earnings at December 31, 2008 | 18,739,865,064 |
| **Total amount available for distribution** | **21,506,440,114** |
| **Dividend payout for 2008 (i.e., a net dividend of €2.20 per share)** | 4,795,008,520 |
| Interim dividend paid on November 27, 2008 to be deducted from the dividend for fiscal year 2008 (i.e., a net dividend of €0.80 per share) | 1,723,907,172 |
| **Remaining dividend payout for 2008 (i.e., a net dividend of €1.40 per share)** | 3,071,101,348 |
| The total amount of dividend payout for 2008 will be paid out of: | 4,795,008,520 |
| net income for the period | 2,766,575,050 |
| retained earnings | 2,028,433,470 |

Accordingly, the Ordinary Shareholders' Meeting declares a net dividend for 2008 of €2.20 per share, i.e., a total dividend payout of €4,795,008,520.

Given that the interim dividend of €0.80 per share, to be deducted from the dividend for fiscal year 2008, was paid on November 27, 2008, the remaining dividend for fiscal year 2008 amounts to €1.40 per share, i.e., a total dividend payout of €3,071,101,348.

The total dividend payout is based on the number of existing GDF SUEZ shares on December 31, 2008, i.e., 2,193,643,820 shares.

On the date the dividend is paid, the dividend corresponding to the treasury stock held by the Company will be allocated to "other reserves".

In accordance with Article 243 bis of the French tax Code, the entire distribution is eligible for the 40% deduction available to individuals domiciled in France for tax purposes provided for in Article 158-3 2 of the French Tax Code.

Pursuant to Articles L.232-18 to L.232-20 of the French Commercial Code and Article 26, paragraph 4 of the bylaws, which authorizes the payment of dividends in shares, the Ordinary Shareholders' Meeting decides that each shareholder may choose between a payment in cash or in shares for the portion of dividend equal to €0.80.

The issue price of the new shares, issued for the payment in shares, will be equal to 90% of the average opening price of the shares on NYSE Euronext Paris during the 20 trading sessions prior to the date of this Shareholders' Meeting less the amount of the remaining dividend payout per share, in light of the interim dividend payment, in accordance with Article L.239-19 of the French Commercial Code. The Board of Directors will be entitled to round the price to the nearest euro cent.

Each shareholder may choose either method of payment of the dividend, but the choice will cover the full amount of the dividend eligible for the option, i.e., €0.80. Each shareholder will have to inform the financial intermediary of its choice between May 6 and May 22, 2009, inclusive. After the expiration of this period, the dividend may only be paid in cash.

For shareholders who opt for a cash payment, the dividend will be paid on June 4, 2009. For shareholders who opt for the payment of dividend in shares, the shares will be delivered on the same date.

The portion of the dividend which is not eligible for the option of the payment in shares, i.e., €0.60 will be paid in cash on May 11, 2009.

If the amount of the dividend to be received does not correspond to a whole number of shares, the dividend will be rounded down to the nearest whole number and a cash payment will be made by the Company for the difference.

The new shares will be subject to the laws and regulations and the bylaws and will carry dividend rights as of January 1, 2009, the start date of the current fiscal year.

In accordance with Article L.232-20 of the French Commercial Code, the Ordinary Shareholders' Meeting grants full powers to the Board to take all measures to implement the dividend payout in shares, to report the number of shares issued and the completion of the share capital increase, to amend the bylaws accordingly and to carry out the publication formalities required by law.

Pursuant to applicable law, the Ordinary Shareholders' Meeting hereby acknowledges that dividend payouts in respect of the previous three fiscal years were as follows:

| **Fiscal year** | **Number of shares carrying dividend rights** | **Dividend** | **Net dividend** |
|---|---|---|---|
| | (in millions) | (total amount)<br>*euros* | per share<br>*euros* |
| 2005 (1) | 984 | 669 million | 0.68 |
| 2006 (1) | 984 | 1,082 million | 1.10 |
| 2007 (1) (2) | 964 | 1,215 million | 1.26 |

*(1) Dividends for fiscal years ending December 31, 2005, December 31, 2006 and December 31, 2007 were eligible for the 40% tax deduction available to individuals domiciled in France for tax purposes in accordance with Article 158-3 2 of the French Tax Code.*

*(2) The total amount of the dividend for fiscal year 2007 includes the dividends not paid on treasury stock (20 million shares).*

***Fourth resolution***
*Approval of regulated agreements pursuant to Article L.225-38 of the French Commercial Code.*

After reviewing the Statutory Auditors' special report on regulated agreements governed by Article L.225-38 of the French Commercial Code, the Ordinary Shareholders' Meeting approves the transactions referred in these agreements which were entered into or which remained in force during the past year.

***Fifth resolution***
*Authorization to be given to the Board of Directors to trade in the Company's shares.*

After reviewing the terms of the stock repurchase program, the Ordinary Shareholders' Meeting authorizes the Board of Directors, or a duly authorized representative, to purchase the Company's shares in accordance with the terms and conditions set forth in Articles L.225-209 et seq. of the French Commercial Code and EC Regulation no. 2273/2003 of December 22, 2003, in order to:

- maintain a liquid market in the Company's shares through a liquidity agreement with an independent investment services provider that complies with the code of ethics recognized by the French Financial Markets Authority (*Autorité des Marchés Financiers* – AMF), or

- cancel all or part of the repurchased shares in accordance with Article L.225-209 of the French Commercial Code as part of a reduction of share capital decided or authorized by the Shareholders' Meeting, or

- grant or sell them to employees or former employees or officers or former officers of the Company and/or companies that are or will be affiliated with it under the terms and conditions provided for by the applicable regulations, in particular in relation to stock option plans, awards of free shares, corporate or inter-company savings plans, or

- hold them for subsequent remittance in exchange or payment in connection with external growth transactions, subject to a ceiling of 5% of the Company's share capital, or

- use them for allocation upon the exercise of the rights attached to issued securities convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company, or

- implement any other market practices authorized or to be authorized by market authorities.

The Company may also use this stock repurchase program for any other purpose authorized or to be authorized by the laws and regulations.

In accordance with the following terms and conditions:

- the maximum number of shares purchased by the Company during the period of the stock repurchase program may not exceed 10% of the shares comprising the Company's share capital as of the date of this Shareholders' Meeting.

the maximum purchase price may not exceed €55, excluding acquisition costs, and the aggregate amount of purchases, net of expenses, may not exceed €12 billion.

The purchase, sale or transfer of shares may be performed at any time, and by any means, except during the period of public offer for the Company, on the open market or over the counter, including through block trades, public tender offers, or the use of options or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable legislation.

This authorization will be valid for a period of 18 months from the date of this Shareholders' Meeting. It cancels the authorization granted under the twenty-fourth resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008.

The Ordinary Shareholders' Meeting authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to adjust the maximum purchase price to take into account the impact on the share price of any corporate actions, including a change in the par value of the share, a capital increase paid up by capitalizing reserves, a free share issue, a stock-split or reverse stock-split, a distribution of reserves or any other assets, or a redemption of share capital.

The Ordinary Shareholders' Meeting gives full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to use this authorization and to set the terms and conditions applicable to the stock repurchase program, to place any buy and sell orders, enter into any and all agreements in view of updating the share registers, carry out all filings with the AMF and any other authorities, complete all formalities, and generally do all that is necessary.

***Sixth resolution***
*Appointment of a Director representing the employee shareholders pursuant to Article 13.3 2) of the bylaws.*

After reviewing the Board of Directors' report, the Ordinary Shareholders' Meeting decides to appoint Patrick Arnaud, as Director representing the employee shareholders, for a four-year term, in accordance with Article 13.3 2) of the bylaws. His term of office will expire at the close of the Shareholders' Meeting to be held in 2013 to approve the financial statements for the year ending December 31, 2012.

***Seventh resolution***
*Appointment of a Director representing the employee shareholders pursuant to Article 13.3 2) of the bylaws.*

After reviewing the Board of Directors' report, the Ordinary Shareholders' Meeting decides to appoint Eric Charles Bourgeois, as Director representing the employee shareholders, for a four-year term, in accordance with Article 13.3 2) of the bylaws. His term of office will expire at the close of the Shareholders' Meeting to be held in 2013 to approve the financial statements for the year ending December 31, 2012.

***Eighth resolution***
*Appointment of a Director representing the employee shareholders pursuant to Article 13.3 2) of the bylaws.*

After reviewing the Board of Directors' report, the Ordinary Shareholders' Meeting decides to appoint Emmanuel Bridoux, as Director representing the employee shareholders, for a four-year term, in accordance with Article 13.3 2) of the bylaws. His term of office will expire at the close of the Shareholders' Meeting to be held in 2013 to approve the financial statements for the year ending December 31, 2012.

***Ninth resolution***
*Appointment of a Director representing the employee shareholders pursuant to Article 13.3 2) of the bylaws.*

After reviewing the Board of Directors' report, the Ordinary Shareholders' Meeting decides to appoint Gabrielle Prunet, as Director representing the employee shareholders, for a four-year term, in accordance with Article 13.3 2) of the bylaws. Her term of office will expire at the close of the Shareholders' Meeting to be held in 2013 to approve the financial statements for the year ending December 31, 2012.

***Tenth resolution***
*Appointment of a Director representing the employee shareholders pursuant to Article 13.3 2) of the bylaws.*

After reviewing the Board of Directors' report, the Ordinary Shareholders' Meeting decides to appoint Jean-Luc Rigo, as Director representing the employee shareholders, for a four-year term, in accordance with Article 13.3 2) of the bylaws. His term of office will expire at the close of the Shareholders' Meeting to be held in 2013 to approve the financial statements for the year ending December 31, 2012.

***Eleventh resolution***
*Appointment of a Director representing the employee shareholders pursuant to Article 13.3 2) of the bylaws.*

After reviewing the Board of Directors' report, the Ordinary Shareholders' Meeting decides to appoint Philippe Taurines, as Director representing the employee shareholders, for a four-year term, in accordance with Article 13.3 2) of the bylaws. His term of office will expire at the close of the Shareholders' Meeting to be held in 2013 to approve the financial statements for the year ending December 31, 2012.

***Twelfth resolution***
*Appointment of a Director representing the employee shareholders pursuant to Article 13.3 2) of the bylaws.*

After reviewing the Board of Directors' report, the Ordinary Shareholders' Meeting decides to appoint Robin Vander Putten, as Director representing the employee shareholders, for a four-year term, in accordance with Article 13.3 2) of the bylaws. His term of office will expire at the close of the Shareholders' Meeting to be held in 2013 to approve the financial statements for the year ending December 31, 2012.

## B. Extraordinary Shareholders' Meeting

***Thirteenth resolution***
*Delegation of authority to be given to the Board of Directors to increase the share capital, with cancellation of preferential subscription rights, in favor of any entities whose sole purpose is to subscribe, hold and dispose of GDF SUEZ shares or other financial instruments within the scope of the implementation of one of the multiple formulas of the GDF SUEZ Group's international employee shareholding plan.*

After reviewing the Board of Directors' report, the Statutory Auditors' special report and the independent expert's report, and in accordance with Articles L.225-129, L.225-129-2 to L.225-129-6 and L.225-138 of the French Commercial Code, the Extraordinary Shareholders' Meeting:

**1.** delegates its authority to the Board of Directors to increase the share capital, on one or more occasions, by a maximum nominal amount of €20 million via the issuance of a maximum of 20 million new shares with a par value of €1 each;

**2.** resolves that this delegation of authority will be valid for a period of 18 months from the date of this Shareholders' Meeting and cancels the authorization granted under the eighteenth resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008;

**3.** delegates it authority to the Board of Directors to choose the entity or entities referred to in point 6 below;

**4.** resolves that the final amount of the capital increase will be set by the Board of Directors which shall have full powers for such purpose;

**5.** resolves that the amount of subscriptions by each employee may not exceed the limits that will be set by the Board of Directors within the scope of this delegation of authority and that, in the event of excess employee subscriptions, these will be reduced in accordance with the rules defined by the Board of Directors;

**6.** resolves to cancel the shareholders' preferential subscription rights and reserve the subscription of all the shares to be issued, in accordance with the provisions of Article L.225-138 of the French Commercial Code, for any French or foreign entities, whether or not they have legal personality, whose sole purpose is to subscribe, hold and dispose of GDF SUEZ shares or other financial instruments within the scope of the implementation of one of the multiple formulas of the GDF SUEZ Group's international employee shareholding plan;

**7.** resolves that the issue price of the new shares will be equal to the price of the shares to be issued within the scope of the next share issue reserved for employees who are members of the GDF SUEZ Group corporate savings plan, pursuant to the seventeenth resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008, and which will be equal to 80% of the average opening price of the shares on NYSE Euronext Paris during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription period for the share issue reserved for members of a GDF SUEZ Group corporate savings plan. However, the Extraordinary Shareholders' Meeting authorizes the Board of Directors, where appropriate, to reduce or eliminate any discount applied to the subscription price of the shares issued pursuant to the seventeenth resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008 (share issue reserved for employees who are members of a corporate savings plan), subject to legal and regulatory limitations, to take into account local legal, accounting, tax and social security rules.

**8.** resolves that the Board of Directors may determine the subscription formulas which will be presented to the employees in each country concerned, in light of the constraints of applicable local laws, and select the countries to be included from among those in which GDF SUEZ has consolidated subsidiaries pursuant to Article L.3444-1 of the French Labor Code (*Code de travail*) and those of such subsidiaries whose employees will be able to participate in the transaction;

**9.** resolves that the amount of the share issue or of each share issue shall be limited, where applicable, to the amount of subscriptions received by GDF SUEZ, in accordance with applicable legal and regulatory requirements.

***Fourteenth resolution***
*Authorization to be given to the Board of Directors to grant options for the subscription or purchase of shares of the Company to employees and/or officers of the Company and/or Group companies*

After reviewing the report of the Board of Directors and the Statutory Auditors' special report, the Extraordinary Shareholders' Meeting:

**1.** authorizes the Board of Directors, or a representative duly authorized in accordance with the law, pursuant to Articles L.225-177 et seq. of the French Commercial Code, to grant options for the subscription of new shares and/or the purchase of existing shares of the Company, on one or several occasions, to all or certain employees and officers of the Company and of companies or groups that are affiliated with the Company, as defined in Article L.225-180 of the French Commercial Code, subject to the limitations provided by law;

**2.** resolves that this authorization will be valid for a period of 18 months from the date of this Shareholders' Meeting and cancels the authorization granted under the twenty-second resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008;

**3.** resolves that the total number of options granted pursuant to this resolution may not give rise to the subscription or purchase of shares representing over 0.5% of the Company's share capital as of the date of the Board of Directors' decision and that said number of shares will be deducted from the total number of shares that may be granted to certain employees and/or corporate officers pursuant to the fifteenth resolution, which is limited to 0.5% of the share capital as of the date of the Board of Directors' decision. It is specified that, in accordance with Article 24 of Law no. 2004-803 of August 9, 2004 as amended, the authorization granted under this resolution may only be used by the Board of Directors - or the Chairman and Chief Executive Officer or the Vice-Chairman, President acting under a delegation of authority granted by the Board of Directors under the conditions provided by law - with respect to a limited number of share subscription options, so that following each grant, the French government will hold over one-third of the Company's capital and will continue to do so after all securities giving access to the Company's capital and the share subscription options granted have been taken into account;

**4.** resolves that the exercise price for new shares and the purchase price for existing shares will be set, without any discount, in accordance with the provisions of Articles L.225-177 and L.225-179 of the French Commercial Code;

**5.** notes that this authorization will automatically entail the waiver by shareholders of their preferential right to subscribe for new shares issued as and when share subscription options are exercised, in favor of the beneficiaries of those options;

**6.** resolves to grant to the Board of Directors the necessary powers to implement this resolution, subject to the limitations set forth above and in the Company's bylaws, including the power to:

- set the dates and the terms and conditions of each grant, draw up the list of beneficiaries and decide on the number of shares that each beneficiary may acquire;

- determine, where appropriate, the periods during which the exercising of options will be temporarily suspended as a result of certain financial transactions;

- determine the terms and conditions for exercising the options, including the exercise price for new shares, the purchase price for existing shares, the exercise period or periods and the period of validity of the options, which may not exceed ten years;

- specify, where appropriate, the holding period applicable to all or any shares obtained by exercising the options, which may not exceed three years from the exercise date;

- set the number of shares to be held in registered form by the Company's officers until the end of their term of office;

- determine the conditions in which the price and the number of shares to be purchased or issued may be adjusted in the cases provided for by law;

- record increases in share capital resulting from the exercising of options, amend the bylaws accordingly and accomplish all formalities, either directly or through a representative;

- charge the issuance costs of the shares against the related premiums and deduct from the premiums the amounts necessary to raise the legal reserve to one-tenth of the new capital after each issue;

and generally do all that is necessary;

**7.** resolves that the Board of Directors will inform shareholders, at each Ordinary Shareholders' Meeting, of the transactions carried out pursuant to this authorization in accordance with the applicable legal and regulatory provisions;

**8.** grants full powers to the Board of Directors to decide, where appropriate, all modifications and adjustments to the terms and conditions of share subscription and purchase options granted prior to this Shareholders' Meeting.

***Fifteenth resolution***
*Authorization to be given to the Board of Directors to award free shares to employees and/or officers of the Company and/or Group companies*

After reviewing the report of the Board of Directors and the Statutory Auditors' special report, the Extraordinary Shareholders' Meeting:

**1.** authorizes the Board of Directors, or a representative duly authorized in accordance with the law, to award existing shares, on one or several occasions, in accordance with Articles L.225-197-1 et seq. of the French Commercial Code;

**2.** resolves that this authorization will be valid for a period of 18 months from the date of this Shareholders' Meeting and cancels the authorization granted under the twenty-first resolution of the Ordinary and Extraordinary Shareholders' Meeting of July 16, 2008;

**3.** resolves that the total number of shares awarded pursuant to this authorization to all employees of the Company and employees or officers of companies or groups that are affiliated with it under a global plan, under the conditions provided by law, may not represent more than (i) 0.5% of the Company's share capital as of the date of the Board of Directors' decision to award shares to certain employees and/or officers of the Company and/or of companies or groups that are affiliated with the Company under the conditions provided by law and that said number of shares will be deducted from the total number of shares that may be granted pursuant to the fourteenth resolution, which is limited to 0.5% of the share capital as of the date of the Board of Directors' decision and (ii) 0.2% of the share capital as of the date of the Board of Directors' decision.

**4.** resolves that all or some of the shares awarded will only vest after a minimum two-year period, and that a minimum holding period of two-years will apply from the vesting date, being specified that there may be no minimum holding period for shares subject to a minimum four-year vesting period, in which case said shares would be freely transferable once they have vested;

**5.** resolves that in the event that a beneficiary is classified as having a second or third class disability, as defined by Article L.341-4 of the French Social Security Code (*Code de la sécurité sociale*), the shares awarded to that beneficiary will vest immediately. In the event of the death of a beneficiary, his or her successors may ask, within six months of the date of death, for the shares to vest in which case they will be immediately transferable;

**6.** grants full powers to the Board of Directors, or a representative duly authorized in accordance with the law, to implement this authorization, subject to the above limitations, and in particular to:

- set the number of shares to be awarded to each beneficiary;

- set the conditions and, where appropriate, the criteria for awarding the shares, including the minimum vesting period and the minimum holding period;

- provide, where appropriate, for the possibility to extend the vesting period and in such case, to defer the end-date of the holding period accordingly, so that the minimum holding period remains unchanged;

- adjust the number of shares awarded in the event that the value of the Company's shares should change as a result of transactions involving the share capital;

- set the dates and the terms and conditions of the free share awards and, in general, take all the necessary steps and enter into all agreements to properly complete the transaction.

***Sixteenth resolution***
*Powers to implement the resolutions adopted by the Shareholders' Meeting and perform the related formalities.*

The shareholders grant full powers to the bearer of the original or a copy or extract of the minutes of this Shareholders' Meeting to carry out all filings and other formalities as required.

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**Terms and conditions of participation**

All shareholders, regardless of the number of shares they hold, are entitled to participate in the Shareholders' Meeting in person, to be represented by their spouse or by another shareholder attending the meeting, to vote by postal mail, or to grant proxy to the Chairman of the meeting, on condition that they can provide proof of ownership of their shares, at least three working days before the Shareholders' Meeting, i.e., by zero hours (Paris time) on April 28, 2009, in accordance with Article R.225-85 of the French Commercial Code. Ownership shall be evidenced as follows:

– for registered shares: by registering such shares in the Company's registers;
– for bearer shares: by entry in the register of bearer shares held by the authorized intermediary (bank or financial institution) managing the share account.

The entry of bearer shares in the share accounts held by the authorized intermediary must be recognized by a share ownership certificate issued by such intermediary. This share ownership certificate must be attached to the postal mail or proxy voting form, or to the entry card request form drawn up by the registered intermediary in the name of the shareholder or on behalf of the represented shareholder. A share ownership certificate is also issued to any shareholder wishing to take part in the Shareholders' Meeting in person, but who has not received their entry card three working days before the meeting (i.e., by zero hours (Paris time) on April 28, 2009).
Requests for entry cards must be received by Société Générale, Service des Assemblées Générales, BP 81 236, 44312 Nantes Cedex 3, by zero hours (Paris time) on April 28, 2009.

A form for voting by postal mail is available to all shareholders making a written request to Société Générale, Service des Assemblées Générales, BP 81 236, 44312 Nantes Cedex 3. This form must be returned to Société Générale, at the same address.

In order to be taken into account, this form must be received by Société Générale, duly completed and signed, at least three days before the Shareholders' Meeting (i.e., by midnight (Paris time) on April 30, 2009). For holders of bearer shares, this form must be accompanied by the share ownership certificate issued by the authorized intermediary managing their share account.

Shareholders who have voted by postal mail, sent a proxy or requested an entry card shall no longer be able to choose an alternative means of participating in the Shareholders' Meeting.

If a shareholder sells their shares after sending their instructions and before the third working day preceding the Shareholders' Meeting (zero hours (Paris time) on April 28, 2009), the authorized intermediary managing the share account shall provide notice of such sale to the representative of GDF SUEZ – Société Générale, Service des Assemblées Générales – who shall invalidate or amend, where applicable, the postal vote, proxy, or entry card.

Pursuant to Articles L.225-105, R.225-71 and R.225-72 of the French Commercial Code, shareholders meeting the conditions laid down by French law may request that draft resolutions be included on the agenda. In accordance with the law, requests must be accompanied by a share registration certificate (*attestation d'inscription en compte*) and must be sent by registered letter with return receipt requested within twenty days of publication of this notice, i.e., by midnight (Paris time) on March 31, 2009 at the latest, to GDF SUEZ, Secrétariat Général, 16-26 rue du Docteur Lancereaux, 75008 Paris.

Furthermore, the assessment by the Shareholders' Meeting of the draft resolutions filed by the shareholders is subject to the provision, by the shareholders making the request, of a further certificate attesting that the shares are recorded in the same account as of the third working day preceding the Shareholders' Meeting (i.e., zero hours (Paris time) on April 28, 2009).

In accordance with Article L.2323-67 paragraph 2 of the French Labor Code, the works' council may request that draft resolutions be included on the agenda. Such requests must be sent by registered letter with return receipt requested under the conditions provided for by article R.2323-14 of the French Labor Code, by a works' council member authorized to this effect, within ten days of the publication of this notice, i.e., by midnight (Paris time) on March 21, 2009 at the latest, to GDF SUEZ, Secrétariat Général, 16-26 rue du Docteur Lancereaux, 75008 Paris.

Questions may be sent in writing to the Chairman of the Board of Directors, in accordance with Article L.225-108 paragraph 3 of the French Commercial Code, by the fourth working day preceding the Shareholders' Meeting, i.e., by midnight (Paris time) on April 27, 2009 at the latest, by registered letter with return receipt requested to GDF SUEZ, Secrétariat Général, 16-26 rue du Docteur Lancereaux, 75008 Paris.

Shareholders may obtain the documents provided for in Articles R.225-81 and R.225-83 of the French Commercial Code, within the legal time limit, by written request to Société Générale, Service des Assemblées Générales, BP 81 236, 44312 Nantes Cedex 3.

GDF SUEZ also allows its shareholders to vote by internet prior to the Shareholders' Meeting on its website at www.gdfsuez.com, under the following conditions:

**Holders of registered shares:**

- All holders of registered shares (fully registered or administered registered) will receive their user name and password for connection to the site from Société Générale.
- Once connected, on-screen instructions will guide shareholders through the voting process.

**Holders of bearer shares:**
- Holders of bearer shares wishing to vote by internet prior to the Shareholders' Meeting must ask their authorized financial intermediary for a share ownership certificate, specifying their intention to vote by internet. To this end, they may use the request

form attached to the notice of meeting.

- Shareholders should send this share ownership certificate request to their authorized intermediary, who will then forward it, specifying the shareholders' intention to "vote by internet", to Société Générale, Service des Assemblées Générales, BP 81 236, 44312 Nantes Cedex 3.

- Upon receipt, Société Générale will post the user name and password for connection to the site to the shareholder at the address given on the certificate. The shareholder may then vote.
This secure, dedicated web page for voting prior to the Ordinary and Extraordinary Shareholders' Meeting will be accessible from April 11, 2009 until the last working day before the meeting, i.e., April 30, 2009, 3:00 p.m. (Paris time).

Shareholders are asked to vote as soon as possible in order to avoid any system blockages during the final days, which could result in their vote not being recorded.

This notice shall constitute notice of the meeting on condition that no amendments are made to the agenda due to requests for the inclusion of draft resolutions submitted in accordance with the terms and conditions provided for by French law.

*THE BOARD OF DIRECTORS*