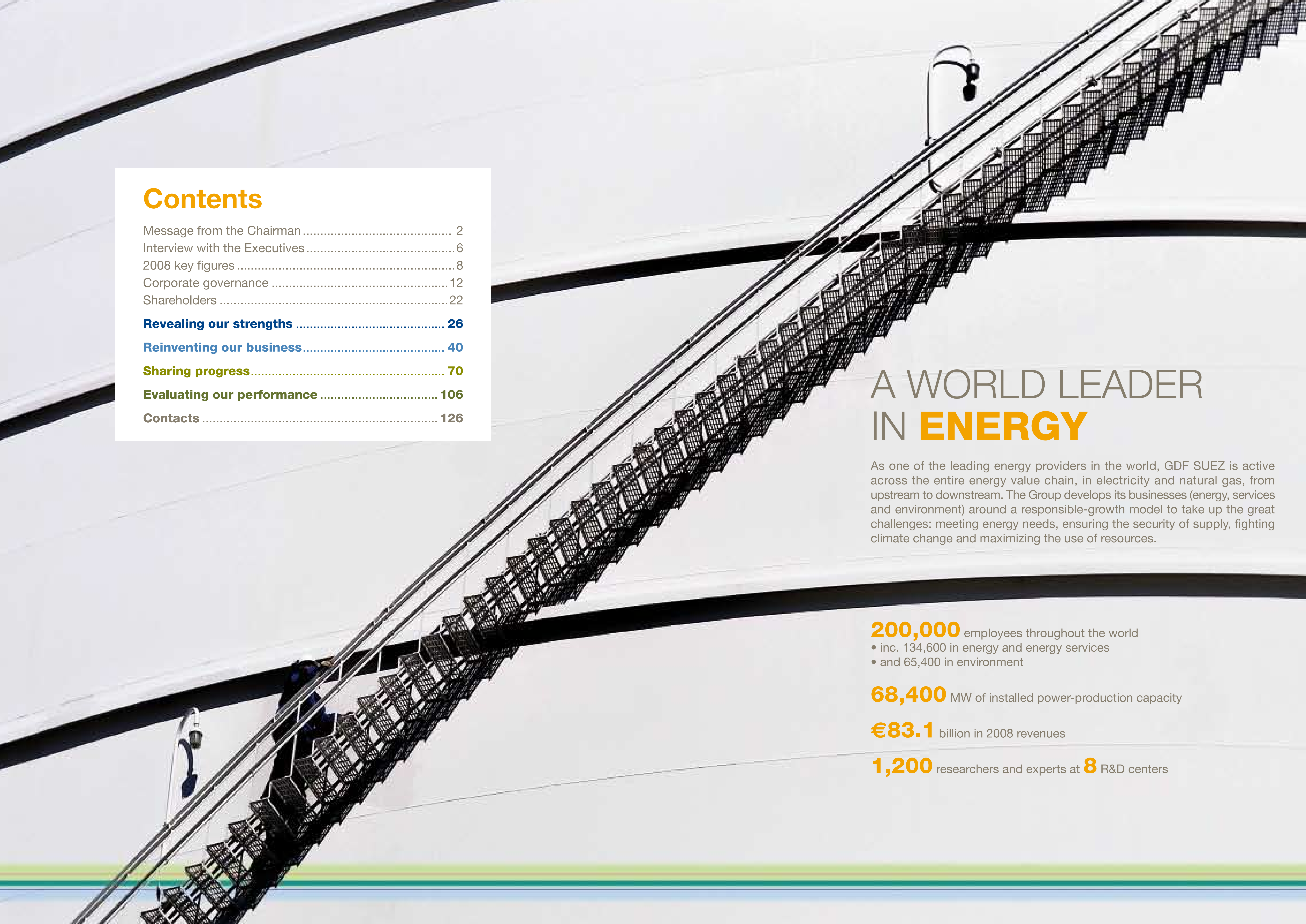
ACTIVITIES AND SUSTAINABLE DEVELOPMENT REPORT
2008

REDISCOVERING ENERGY



Contents

A WORLD LEADER IN **ENERGY**

As one of the leading energy providers in the world, GDF SUEZ is active across the entire energy value chain, in electricity and natural gas, from upstream to downstream. The Group develops its businesses (energy, services and environment) around a responsible-growth model to take up the great challenges: meeting energy needs, ensuring the security of supply, fighting climate change and maximizing the use of resources.

200,000 employees throughout the world
- inc. 134,600 in energy and energy services
- and 65,400 in environment

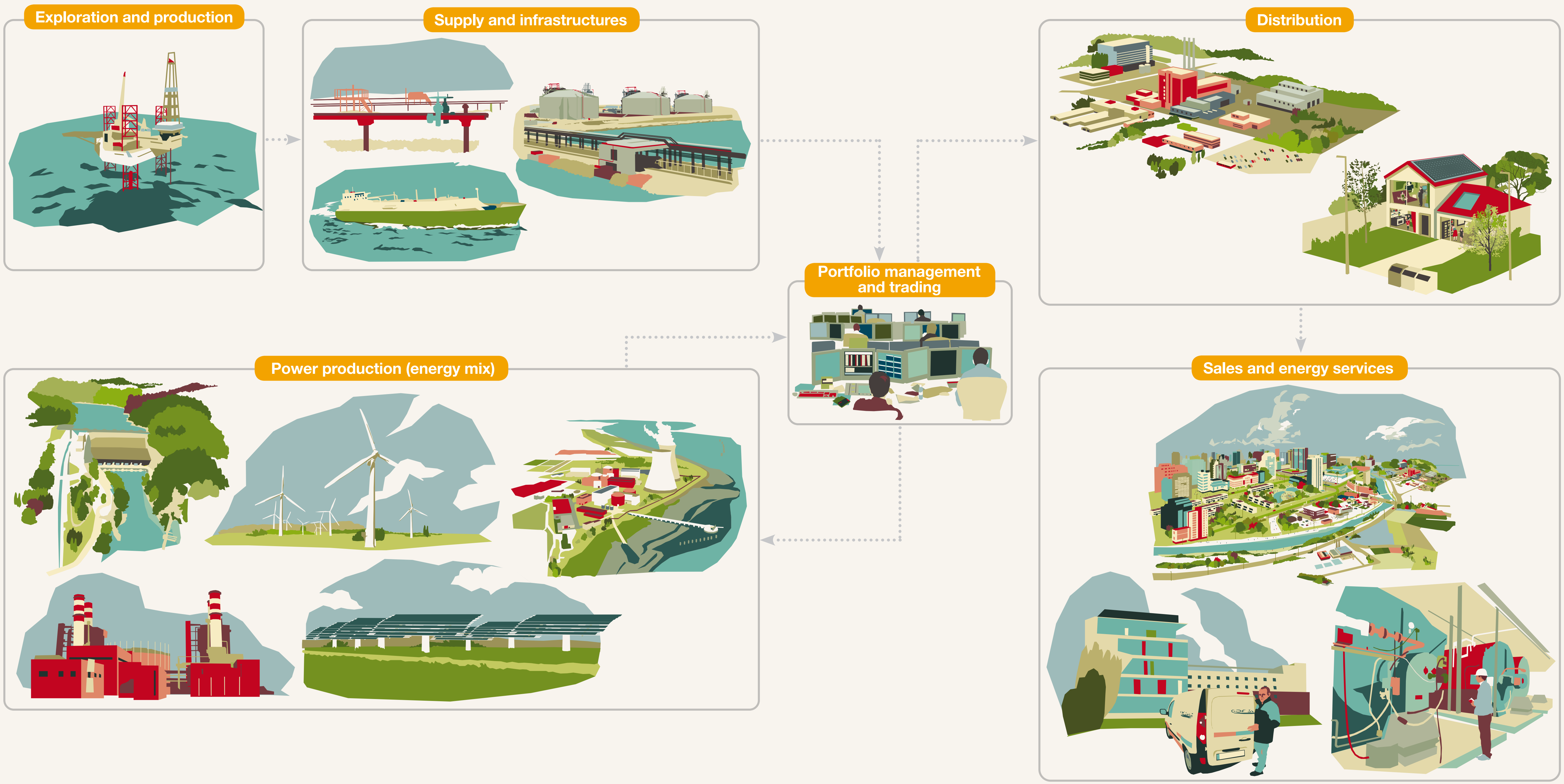
68,400 MW of installed power-production capacity

€83.1 billion in 2008 revenues

1,200 researchers and experts at **8** R&D centers

PRESENCE ACROSS THE ENTIRE **ENERGY CHAIN**

GDF SUEZ relies on diversified supply sources, flexible and highly efficient power generation as well as innovative solutions in order to provide competitive, reliable and sustainable energy to individuals, cities and businesses.



MESSAGE FROM THE CHAIRMAN

2008, CONTINUATION OF A **CONSISTENT AND REALISTIC** STRATEGY

Sir, Madam:

2008 was an important year for GDF SUEZ. July 22 marked the completion of our wonderful human and industrial project with the merger of SUEZ and Gaz de France, resulting in the creation of a leading player in the energy sector, a global Group, full of promise, ambition and, most importantly, rooted in the reality of the years to come.

The industrial and financial advantages of this new Group were quickly revealed in the months that followed. The ability of our balanced growth model to withstand events enabled us to deal with the economic crisis – most notably with the sharp decline in the price of energy-related products, ranging from oil to electricity.

Group results markedly increased in 2008.

We exceeded all of the objectives that we set for the year thanks to increased activity in all business lines and geographic areas where we have a presence. Our operating performance demonstrates the strength of our business model despite the economic slowdown which has persisted since the beginning of 2009.

The Group recorded revenues of €83.1 billion in 2008, a year-to-year increase of close to 17%. Net income Group share amounted to €6.5 billion, versus 5.8 billion in 2007, an increase of 13%.

All performance indicators showed double-digit organic growth. As a result, EBITDA[1] reached €13.9 billion, for a total increase of 10.7%, compared with the objective of 10%, and organic growth rose 12.5%. Two-thirds of EBITDA was obtained from activities that were regulated or had little exposure to fluctuations in market prices.

At the end of 2008, the Group presented a particularly strong balance sheet. Its net debt amounted to €28.9 billion – which is equal to only two years of EBITDA – with a low gearing ratio of 46%. The average cost of the debt remained stable at close to 5%, with average maturity ranging from five to eight years thanks to our bond issues.

Our Group has adopted a proactive approach since the beginning of the crisis.

In the face of deteriorating economic conditions and in light of the difficulties experienced by the banks and the financial markets, the Group took a series of measures to strengthen its balance sheet starting in the fall. In September, we stepped up implementation of our €1.8 billion performance plan through 2011. The Efficio program is projected to contribute €650 million by the end of 2009 instead of the €500 million announced in November.

We also increased the selectivity of our investments, thereby making our criteria for profitability even more stringent for our numerous projects.

(1) EBITDA: Earnings Before Interest, Taxes, Depreciation and Amortization.

For example, the Group decided to withdraw from the project for construction of the nuclear power plant in Belene, Bulgaria, and to discontinue efforts to purchase a thermal power plant in Calaca, Philippines.

GDF SUEZ was also particularly proactive in the bond markets in order to strengthen its financial liquidity. We extended the maturity of our debt by raising close to €12 billion since October on various markets (the euro, pound sterling, Swiss franc and yen markets), as well as the retail markets in Belgium and Luxembourg. These transactions enable us in particular to secure financing for our industrial investment program.

Our long-term industrial vision remains in place despite the deteriorating economic situation. The Group has strong assets to weather the current crisis, in addition to others which may be announced in the future: leadership positions in electricity and natural gas, diversified and complementary businesses, and a capacity for dynamic profitable growth in the promising energy and environment markets.

Implementation of our industrial strategy and investment program continues.

The Group's investment program remains balanced and disciplined in each of its business lines. GDF SUEZ remains confident about the long-term market fundamentals in the energy and environment sectors and is reaffirming its industrial ambitions with a dynamic program of net capital expenditures of €30 billion over the period from 2008-2010. Projects either completed or underway, and entirely secured and funded over the next two years, will contribute to growth in EBITDA in 2009 and 2010.

In 2008, the Group continued its strategy of industrial development by allocating €11.8 billion for investments in capital and intangible assets, maintenance and development. We also consolidated our leadership position by proceeding with targeted acquisitions in hydraulic power in the United States (FirstLight), electricity generation (Brazil, Singapore, Middle East) and upstream natural gas activities (NAM acquisition in the Netherlands, exploration-production licenses in Libya and Azerbaijan).

GDF SUEZ also concluded agreements with ENI (May 2008) and E.ON (December 2008), the effects of which will be felt in 2009 and which will significantly strengthen its industrial presence in Italy and Germany, two key markets for the Group in Europe. With these transactions, GDF SUEZ has balanced and strengthened its industrial presence while complying with European Commission requirements and its commitments to the government of Belgium in connection with Pax Electrica II.

We are reaffirming our ambitions for nuclear energy.

The Group's ambition in the nuclear sector is an integral part of its long-term strategy. We would like to maintain our nuclear energy share at approximately 20% of our balanced production mix. Our intention is clear: to participate in the revival of nuclear energy in Europe and around the world in accordance with national public policies.

We hope to own and operate third generation nuclear plants between now and 2020 by continuing to expand in key markets in Europe and internationally. Our past development was most mainly based on historical partnerships forged with EDF for our plant in Tihange, Belgium, and our plants in Chooz and Tricastin, in France.

We have numerous assets in the nuclear sector. First, our historical expertise: the Belgian nuclear program was developed at the same time as the French program. In Belgium, we implemented the first pressurized water reactor to be commissioned in Europe. The Group also has a strong position in its domestic base, with 6,000 MW of installed nuclear capacity in Europe and know-how that covers the entire nuclear value chain.

France represents a natural priority for GDF SUEZ's growth in nuclear energy. In that country, the Group is recognized as a new civilian nuclear player and will participate as partner in the country's second EPR project. It will also collaborate with the Atomic Energy Commission for research and development activities. A partnership with AREVA for participation in the Georges Besse II enrichment plant will also enable the Group to secure its supply of enriched uranium.

In the United Kingdom, the Group signed partnership agreements in 2008 with Iberdrola and Scottish & Southern Energy in connection with the land auctions being organized by the Nuclear Decommissioning Authority to prepare for the construction of new power plants. We are also working with Total and AREVA on projects in the United Arab Emirates.

Our robust growth model will create value in the long term.

Our Group profile is based on balanced and diversified positions on markets characterized by business lines and regions subject to different cycles. Our domestic market lies at the heart of Europe, with an extremely strong business position and a diversified, flexible and efficient energy mix.

We hold leadership positions in three key activities: liquefied natural gas (LNG), independent power production and energy services. In addition to the synergies between energy and the environment which contribute to the uniqueness of our offer, these three areas offer long-term solutions to current and future challenges.

This is due to the commitment and contribution of our teams: to respond to needs while ensuring energy independence and secure supplies; to fight climate changes by advocating energy efficiency and the development of renewable, non-emitting resources; to favor responsible growth based on optimal use of resources; and to deploy an industrial vision rooted in sustainable development.

In LNG, our global ambition relies on purchasing significant volumes of natural gas internationally. These positions are in addition to the long-term purchasing contracts for gas signed several years ago with major international producers. This will enable us to exploit the gas-electricity convergence more than any other player, thanks most notably to our gas plants.

> “Our Group has considerable assets to withstand the crisis while continuing to provide solutions to the major long-term challenges.”

This diversity of supplies combined with the flexibility of our gas infrastructure in France – particularly our storage facilities – allowed us to ensure continuity of supplies to all our clients in France without any problems, even when, in the depth of winter, supplies from Russia were stopped as a result of the crisis with Ukraine.

In terms of the independent production of electricity, our positions are recognized in key zones: the Group is the leading player in the Middle East and Brazil and has a growing presence in Southeast Asia and North America. In energy services, the priority given to energy and environmental efficiency through recovery and stimulus plans only serves to emphasize the outlook and know-how of our dedicated business line.

Noting the Group's excellent performance and its prospects, the Board of Directors recommended that shareholders approve an ordinary dividend payout in 2009 of €1.40 per share during the Annual General Meeting of May 4. This represents an increase of close to 11% versus 2007, in accordance with our commitments.

After the payment of an interim dividend of €0.80 per share in November 2008, the balance will be paid on May 11. In addition, a special dividend of €0.80 will be submitted for approval of the shareholders on May 4, which shareholders may opt to receive either in cash or shares. Payment of the special dividend payment or share delivery, as selected, will take place on June 4, 2009.

Our objectives are consistent with our industrial plan and realistic in the current economic context.

Taking into account currently anticipated economic conditions and oil and electricity price scenarios based on forward prices for January 2009 ($50 per barrel on average in 2009, $58 in 2010 and $62 in 2011), the Group's EBITDA growth targets are as follows:

- **2009 EBITDA higher than 2008.** Our short-term objectives are based on the performance improvement plan, the level of liquidity, and the selectivity of our investment program.
- **For 2011, EBITDA of between €17 and 18 billion.** Our medium-term operational and financial objectives are consistent and realistic under current market conditions. The year 2011 will mark the end of the Efficio performance plan.
- **Maintaining a "Strong A" financial rating.**
- **Pursuing a dynamic and competitive return for shareholders.**

Equipped with an ambitious long-term strategy, our Group has considerable assets to withstand the crisis while continuing to provide responses to the major long-term challenges. Our profile is unique due to our global presence, our skills across the value chain for energy and our environmental expertise. These will serve to drive growth and create value in the long term.

We are confident about the medium and long-term growth prospects of our Group. The relevance of our model and our positioning are our best assets to withstand the crisis.

Gérard Mestrallet
Chairman and Chief Executive Officer

INTERVIEW WITH THE EXECUTIVES

“WE EXPECT TO CONTINUE OUR **DYNAMIC RECRUITMENT AND INVESTMENT CAMPAIGN** OVER THE NEXT FEW YEARS.”

Following publication of the results for 2008, Gérard Mestrallet, Chairman and Chief Executive Officer of GDF SUEZ, and Jean-François Cirelli, Vice-Chairman and President, looked back on some of the year’s highlights.

For a number of years you have emphasized “sharing of value creation”. What do you mean by that?

Gérard Mestrallet: It refers to a commitment undertaken by our Group in terms of economic and social responsibility. Each year, we therefore publish the allocation of major components of the company’s added value based on their ultimate objective: compensation of employees, including shareholding and profit sharing, investments by the Group, and the distribution of dividends.

We also try to ensure that our employees benefit from our positive results. This was why the Board of Directors decided to implement a set of measures approved during the Annual General Meeting held in July 2008. In 2009, we will therefore be granting 4.4 million bonus shares to all of the 200,000 Group employees around the world, in compliance with the agreements reached with the European unions. This is the third distribution organized by the Group after 2007 and 2008.

GDF SUEZ is aware of its responsibility as an employer. We are an international company which creates jobs. In 2008 the Group and its subsidiaries recruited 32,000 people around the world, including 13,000 in France. We plan to continue this positive and dynamic recruitment and investment campaign over the next few years. We therefore expect to hire 70,000 people in France over the next six years.

In your opinion, what would be one of the best examples to demonstrate the dynamism that the Group is currently experiencing?

Jean-François Cirelli: I would cite a recent example with the creation of the Cofely brand within the Energy Services business line, which also provides a very good illustration of the integration process. This brand will significantly reorganize all of the activities related to energy services. It will immediately replace the corporate entities of Elyo and Cofathec, which merged at the beginning of the year, and will gradually be adopted by the other energy service companies in the business line.

With this brand, GDF SUEZ is already positioned as a European leader in energy efficiency and environmental services, but the brand is also enhancing its visibility and ability to offer a unique slate of skills and services which, thanks to the momentum generated by the merger, makes it possible to realize a truly ambitious industrial project.

Cofely will be the flagbearer for our energy service activities. It is a major brand which will unify 36,000 employees working in 15 countries. With €8 billion in revenues, this new entity will account for over half of the activities of GDF SUEZ Energy Services.

Were you penalized by the sales of assets which were required as “remedies” within the context of the merger?

GM: In fact the contrary is true! The transactions concluded with ENI in May and with E.ON in December enabled us to strengthen our industrial presence in two major European markets without any cash outlay. The agreement with ENI involved the disposal of our shareholding in Distrigaz in exchange for gas and electrical assets in different areas of the world, especially in Italy. The transaction with E.ON involves the exchange of power-generation capacity: we exchanged capacity in Belgium and the Netherlands for activities in Germany representing 1,700 MW, or a little more than the power of an EPR. This is quite significant.

These agreements were strategic for GDF SUEZ in two respects. On the one hand, they allowed us to strengthen our position in Italy and Germany. On the other, we were able to satisfy the commitments made to the European Commission within the context of the merger as well with the government of Belgium within respect to Pax Electrica.

In other words, we have transformed what was a double constraint into a dual opportunity for expansion consistent with our strategic vision and efforts to maintain a strong balance sheet, since all these transactions were conducted without payment of any liquid assets.

Considering the economic slowdown, do you intend to continue aiming for 100 GW of electrical capacity by 2013?

JFC: We started 2008 with 60 GW of installed capacity, and we had reached over 68 GW by the end of the year. We are therefore unquestionably on the way to achieving the target of 100 GW that we set for 2013 at the time of the merger. This growth was accelerated by certain acquisitions, such as Senoko in Singapore and FirstLight in the United States.

In 2009 and especially in 2010, we will benefit primarily from the commissioning of plants currently under construction, most notably in France, with Montoir on the Atlantic Coast, and CombiGolfe and Cycofos on the Mediterranean. In the Benelux area and Germany, we shall be commissioning new biomass, coal and natural-gas plants such as Flevo, Sidmar and Amercœur.

We also have growth opportunities in hydroelectric power in Brazil with, in particular, the Jirau dam, as well as in natural gas in the Middle East, through the Ras Laffan and Marafiq plants. The Marafiq plant is also the world’s largest power generation and seawater desalination facility under construction.

The Group will therefore continue to grow internationally in the electricity sector, in compliance with the plan we have described. I would also stress the importance of globalization for our Group as it is also one of the assets of GDF SUEZ.

The Group often reiterates the diversification of its supplies. Why is that?

JFC: This is a major strategic focus of GDF SUEZ which sets us apart from other utilities in Europe. We are now the most diversified operator, even as we try to continue to increase our own production. It is through our diversification strategy that we were able to pursue our policy of securing our supplies of natural gas in 2008. Together these strategies constitute the Group’s trademark.

This strategy also enabled us to handle the Russian-Ukrainian crisis in January without defaulting on service to our clients while we were experiencing a cold wave.

Thanks to the mobilization of all of our resources and employees, we were able to overcome this crisis without difficulty and serve all our clients in France and Belgium. We also did everything we could to distribute gas to our 5 million clients across the rest of Europe. We even went above and beyond our duty because, without depriving our clients, we were able to supply gas to Bosnia, Croatia and Greece, countries in which we do not currently have a presence. In this way we demonstrated the Group’s capacity to manage crisis situations while actively participating in European solidarity efforts.

KEY **FINANCIAL** FIGURES

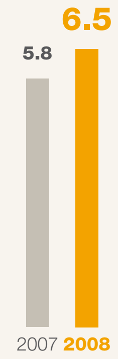
In 2008, the annual results of GDF SUEZ exceeded the objectives set by the Group. Its operating performance demonstrates its capacity for dynamic and profitable growth and the strength of its business model to withstand the deteriorating economic conditions. The Group is confident about the long-term prospects of the markets in the energy and environment sectors and has therefore confirmed its mid-term business strategy and investment program.

Net income Group share

Pro forma unaudited data in billions of euros

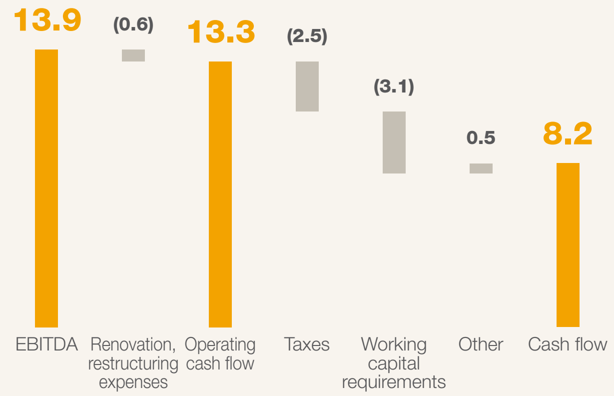
+13% of organic growth

The Group's net income Group share totaled €6.5 billion in 2008, versus €5.8 billion in 2007, up by 13%.



Generation of liquidity

Pro forma unaudited data in billions of euros



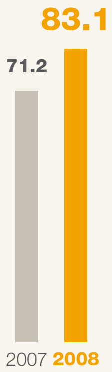
The Group generated sustained cash flow which enabled substantial financing of the Group's investment program and ensured that shareholders received attractive compensation.

Consolidated Group revenues

Pro forma, unaudited data in billions of euros

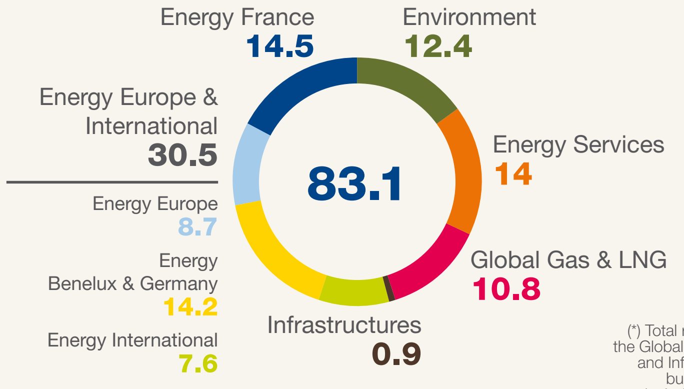
+17.5% of organic growth

In 2008, GDF SUEZ recorded revenues of €83.1 billion, an overall increase of 16.6% versus fiscal 2007.



Revenues by business line

Pro forma unaudited data in billions of euros

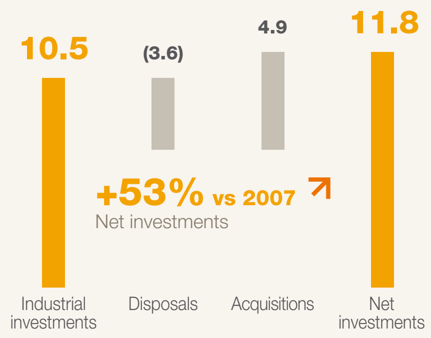


(*) Total revenues for the Global Gas & LNG and Infrastructures business lines, including services within the Group, amounted to €22.4 and €5.5 billion respectively.

Each of the business lines contributed to the increased growth in Group activity in 2008, due most notably to the continued development of gas and electricity in Europe and internationally.

Industrial development

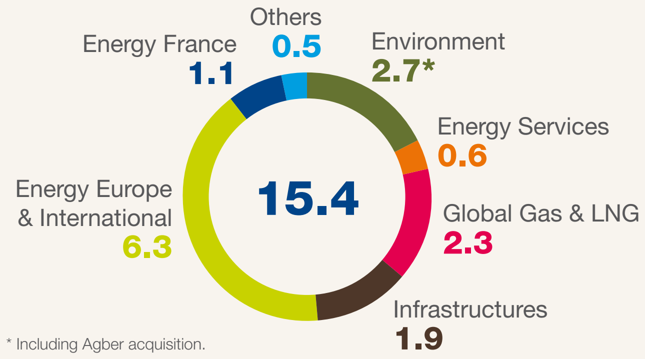
Pro forma unaudited data in billions of euros



The amount of net investments of €11.8 billion is in line with the annual average announced for the period from 2008-2010 and will help to ensure the growth of the Group in the long term.

Distribution of investments by business line (gross amount)

Pro forma unaudited data in billions of euros



* Including Agber acquisition.

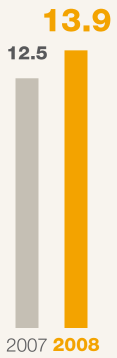
Investments by the Group enabled it to consolidate its leadership positions, particularly in terms of electricity generation and upstream gas.

EBITDA

Pro forma unaudited data in billions of euros

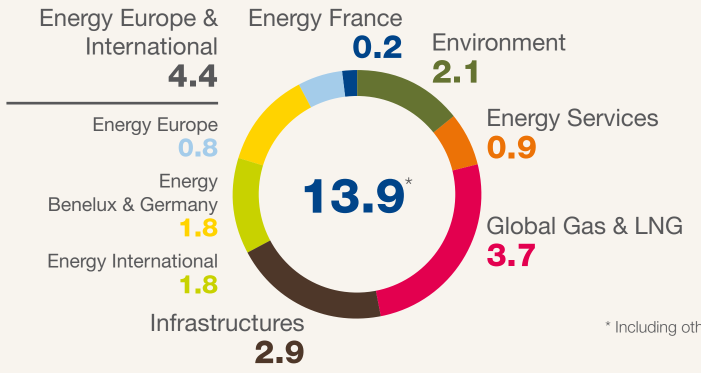
+12.5% of organic growth

In an environment of volatile commodity prices, the Group's EBITDA growth exceeded the targeted objective of +10%.



EBITDA by business line

Pro forma unaudited data in billions of euros

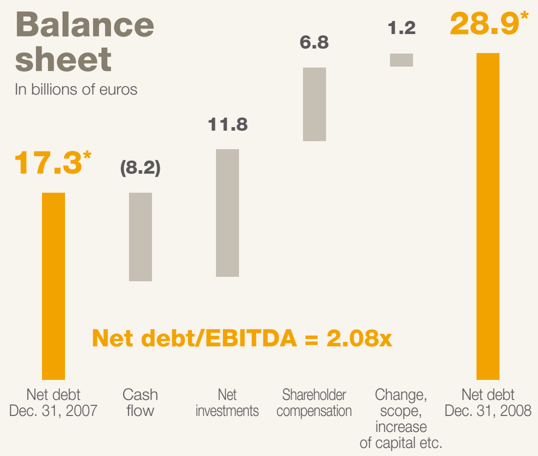


* Including others: -0.3.

The Group results were resilient due to the balance of its portfolio of activities, which served to pool risk profiles and performance.

Balance sheet

In billions of euros

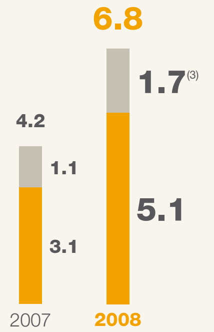


The pro forma debt increased by €17.3 to €28.9 billion, i.e. two years of EBITDA with a balanced structure.

* Including IAS 39.

Shareholder compensation

Pro forma unaudited data in billions of euros based on payment



6.1%(2) Dividend yield

(1) Dividends and repurchases of SUEZ, Gaz de France and GDF SUEZ shares including dividends paid to minority shareholders (€0.5 billion in 2008).

(2) Based on: ordinary dividend for 2008 (€1.40/share) and stock price as of March 3, 2009.

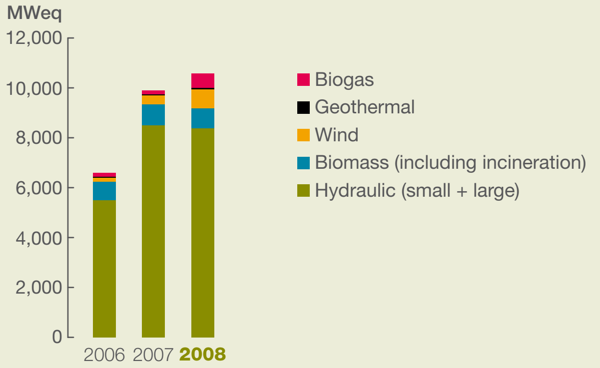
(3) Repurchase of Gaz de France shares (€1.0 billion) SUEZ (€0.2 billion) and GDF SUEZ program (€0.5 billion).

In 2008, GDF SUEZ distributed close to €7 billion to shareholders, in the form of dividends and repurchased shares.

KEY ENVIRONMENTAL FIGURES

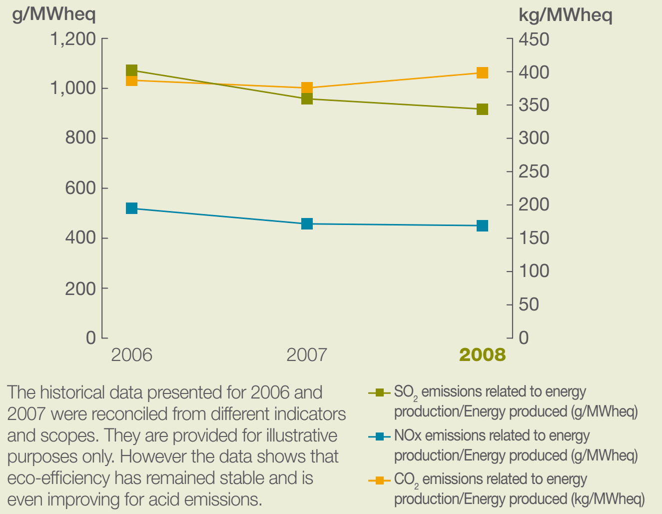
See the note on reporting methodology on page 108.

Change in installed capacity of renewable energy



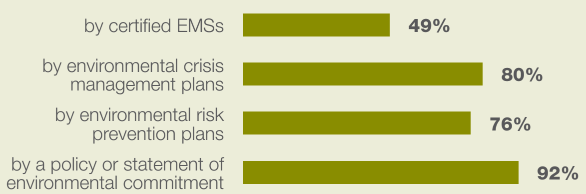
Installed capacity in energy and heat production from renewable sources has increased largely due to the development of wind and biogas energy from water treatment stations.

Eco-efficiency – Emissions into the air



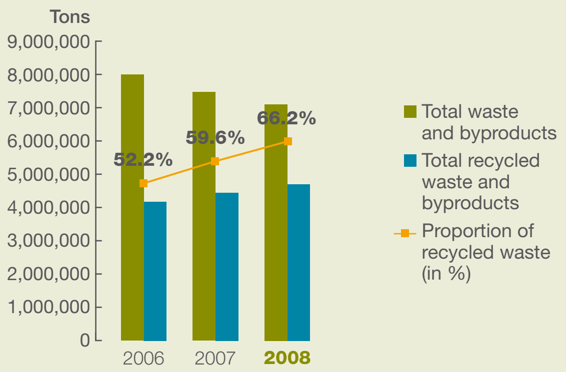
The historical data presented for 2006 and 2007 were reconciled from different indicators and scopes. They are provided for illustrative purposes only. However the data shows that eco-efficiency has remained stable and is even improving for acid emissions.

Environmental management Share of sales covered



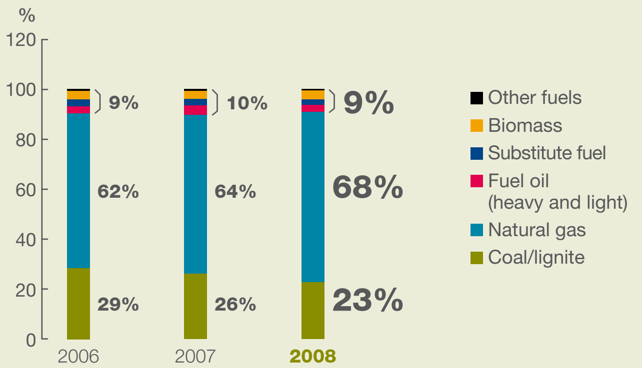
GDF SUEZ encourages the development of certified management systems. This is represented by a major portion of sales covered by a certified Environmental Management System (EMS). This represented nearly 49% of sales in 2008.

Recycled waste and byproducts



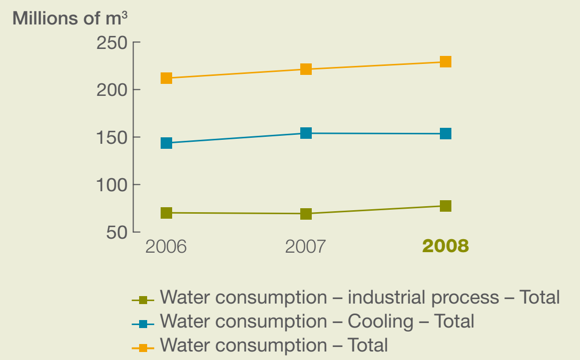
The rate of waste recycling has increased sharply over the last three years and reached 66.2% in 2008. Over the same period, total waste production has continued to decrease.

Primary energy consumption



The proportion of coal and fuel oil in the Group's energy consumption is falling while the proportion of gas is increasing sharply. The positive change in biomass is also noteworthy.

Water consumption

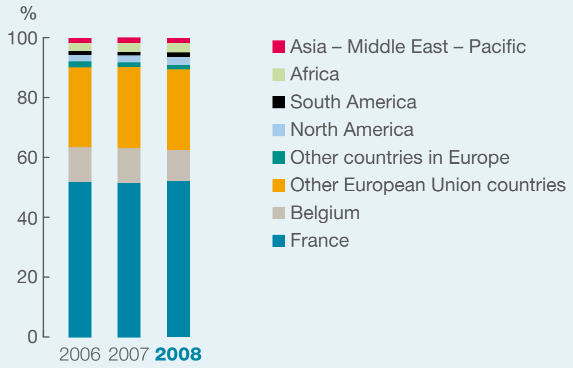


Industrial process water consumption is increasing due to changes in scope in the Energy Europe & International business line and increased activity in the Energy Services business line.

KEY SOCIAL FIGURES

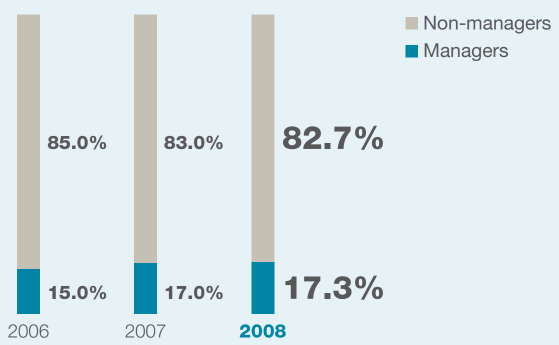
See the note on reporting methodology on page 114.

Geographical distribution of workforce



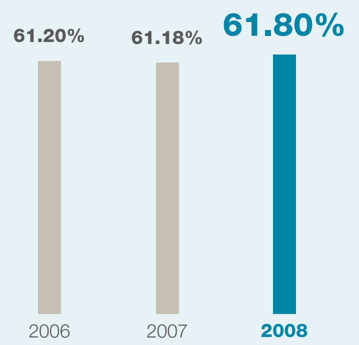
The geographic distribution of the Group's workforce remained stable in 2008. 91% of the workforce is in Europe with 52% in France and 10% in Belgium.

Distribution of the workforce by socioprofessional category



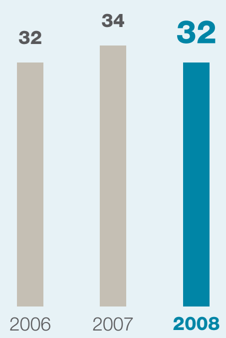
The distribution of the workforce by socioprofessional category has remained stable with managers representing 17% of the workforce.

Proportion of employees trained



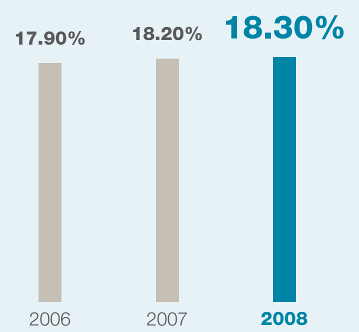
Over 60% of the Group's employees received training in 2008. This proportion surpassed 75% in the Energy France and Energy Europe & International business lines.

Change in the number of hours of training per person trained



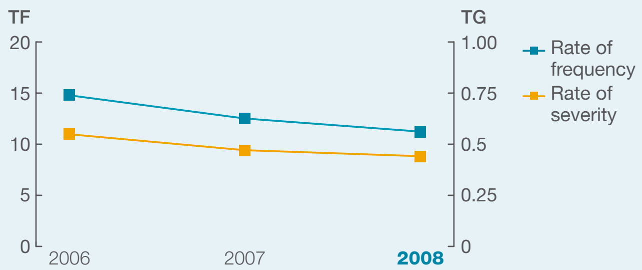
The number of training hours per person trained remained stable at over 30 hours on average. The number was 35 hours for women.

Proportion of women in the Group



The proportion of women in the Group's workforce remained stable at 18.30% in 2008. It varies depending on the line of business and is close to 30% in the Energy France, Energy Europe & International and Global Gas & LNG business lines, 20% in the Infrastructures and Environment business lines, and 11.8% of the Energy Services business line.

Change in the rate of frequency and severity



The trend towards the improvement in health and safety results, which has been underway for some years now, continued in 2008. In three years, the Group's frequency rate for employee occupational accidents fell by over 24% and the rate of severity fell 20%.

CORPORATE GOVERNANCE

A PLEDGE OF **TRANSPARENCY** AND EFFICIENCY

GDF SUEZ has been mindful to ensure that it has the resources to comply with the highest standards for corporate governance in accordance with the culture of transparency at SUEZ and Gaz de France.

On July 22, 2008, the Board of Directors of GDF SUEZ adopted a number of texts in order to provide the Group with the means and resources required to operate efficiently. These texts set out the rights and responsibilities of each Director in a completely transparent manner:

- The Internal Regulations of the Board of Directors describe the composition and operations of the Board as well as the scope of responsibilities of the Board, Senior Management and the committees of the Board.
- The Directors' Charter sets out the rules related to exercising the mandate of a Director in terms of the corporate interest, laws and bylaws, independence and duty of expression, conflict of interests, professionalism, commitment and efficiency.
- The Code of Conduct stipulates the rules relating to securities transactions and insider trading applicable to Directors, company officers and all employees.

These documents are available on the website gdfsuez.com.

Motivated and committed Directors

The company bylaws provide that each Director should hold a minimum of 50 GDF SUEZ shares for the duration of his or her mandate.

The Board of Directors of GDF SUEZ held its first meeting on July 22, 2008, and met six times during the year with an average attendance rate of 74%. The Directors most notably discussed the following subjects:

- the appointment of Gérard Mestrallet as Chairman and Chief Executive Officer and of Jean-François Cirelli as Vice-Chairman and President; determination of their powers and compensation; appointment of members of the Committees of the Board; the adoption of the Internal Regulations and a certain number of financial allotments;
- the approval of the financial statements as of June 30, 2008;
- the separate incorporation (as subsidiaries) of the LNG terminal and storage activities and amendments to various by-laws for the purposes of the Annual General Meetings held in December 2008;
- payment of an interim dividend;
- the applicable procedures for electing Directors representing employees and employee shareholders;
- the presentation of Group activities, the competitive environment and the medium-term business plan.
- approval of the largest investment projects.

Ensuring independence of judgment

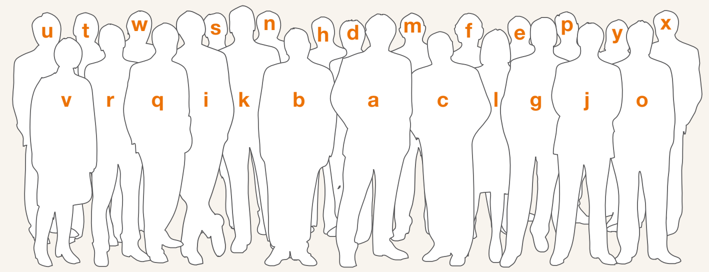
The Group maintains high standards of corporate governance, especially in terms of international representation and the independence of its Directors. As of March 4, 2009, the Board of Directors of GDF SUEZ was comprised of 21 Directors, including 15 members with French citizenship, four members with non-French citizenship and two members with dual citizenship (French and another).

In compliance with Article 1.1.2 of the Board's Internal Regulations, which state that the Board must carry out an evaluation of the independence* and status of each of its Directors every year, before the Annual General Shareholders' Meeting, the Board of Directors reviewed the situation of all Directors on a case by case basis and unanimously decided that 11 of the 21 Directors could be considered to be independent.

* "An independent Director is a Director who has no relationship with the Company, its Group or management which could compromise the Director's ability to exercise freedom of judgment." (Source: AFEP-MEDEF code).

COMPOSITION OF **THE BOARD OF DIRECTORS**

As of March 4, 2009, GDF SUEZ is administered by a 21-member Board of Directors: 13 Directors appointed by the General Shareholders, Meeting, five government representatives appointed in accordance with current legal provisions, and three Directors representing employees of the Group and its subsidiaries. Two non-voting members and the government's commissioner also attend Board meetings; each has an advisory votice.



DIRECTORS ELECTED BY THE SHAREHOLDERS MEETING

a. Gérard Mestrallet
Chairman and Chief Executive Officer

b. Jean-François Cirelli
Vice-Chairman and President

c. Albert Frère*
Chairman of the Board and Managing Director of Bruxelles Lambert Group
- Vice-Chairman

d. Edmond Alphandéry*
Chairman of the Board of CNP Assurances
- Chairman of the Committee for Ethics, the Environment and Sustainable Development

e. Jean-Louis Beffa*
Chairman of the Board of Directors of Saint-Gobain
- Chairman of the Appointments Committee
- Member of the Compensation Committee

f. Aldo Cardoso*
Chairman of the GDF SUEZ Audit Committee

g. René Carron*
Chairman of the Board of Directors of Crédit Agricole SA
- Member of the Appointments Committee

h. Étienne Davignon*
Vice-Chairman of SUEZ-TRACTEBEL (Belgium)
- Member of the Appointments Committee
- Member of the Compensation Committee

i. Thierry de Rudder*
Managing Director of Bruxelles Lambert Group (Belgium)
- Member of the Audit Committee
- Member of the Strategy and Investment Committee

j. Paul Desmarais Jr.*
Chairman of the Board and Co-Executive Officer of Power Corporation of Canada
- Member of the Appointments Committee
- Member of the Compensation Committee

k. Jacques Lagarde*
- Chairman of the Strategy and Investment Committee
- Member of the Audit Committee

l. Anne Lauvergeon*
Chairman of the Executive Committee of AREVA
- Member of the Strategy and Investment Committee
- Member of the Committee for Ethics, the Environment and Sustainable Development

m. Lord Simon of Highbury*
Chairman of the Compensation Committee

* Independent Director.

DIRECTORS REPRESENTING THE FRENCH STATE

n. Jean-Paul Bailly
Chairman of La Poste group
- Member of the Committee for Ethics, the Environment and Sustainable Development

o. Pierre-Franck Chevet
Secretary General of Energy and Climate (DGEC)
- Member of the Strategy and Investment Committee

p. Pierre Graff
Chairman and CEO of Aéroports de Paris

q. Xavier Musca**
Secretary General of the Treasury and of Economic Policy
- Member of the Appointments Committee

r. Jean-Cyril Spinetta
Chairman and CEO of AIR FRANCE KLM group
- Member of the Compensation Committee

s. Édouard Vieillefond
Director of Equity Holdings responsible for the Energy Department of the Agence des participations de l'Etat (APE)
- Member of the Audit Committee
- Member of the Strategy and Investment Committee

** Xavier Musca resigned at the end of the March 4, 2009 Board meeting and was replaced by Ramon Fernandez by decree on March 27, 2009.

DIRECTORS REPRESENTING EMPLOYEES

t. Alain Beullier
Sponsored by CFDT

u. Patrick Petitjean
Sponsored by CGT

v. Anne-Marie Mourer
Sponsored by CGE-CGC

NON-VOTING DIRECTORS

w. Richard Goblet d'Alviella
Vice Chairman and Managing Director of SOFINA

x. Philippe Lemoine
Chairman and CEO of LaSer

COMMISSIONER OF THE FRENCH GOVERNMENT

y. Florence Tordjman
Assistant Director of Energy – Department of Energy and the Environment at the Ministry of Ecology, Energy, Sustainable Development and Land Development

SECRETARY OF THE BOARD

Patrick van der Beken

CORPORATE GOVERNANCE

COMMITTEES OF THE BOARD OF DIRECTORS

To assist in its work, the Board of Directors of GDF SUEZ has established five Committees whose responsibilities are to study specific issues in order to prepare for certain board deliberations and provide the Board with informed opinions and recommendations on decisions to be made. Each of the Group's Committees is chaired by an independent Director.

The Audit Committee

Aldo Cardoso

Chairman:
Aldo Cardoso

Members:
Jacques Lagarde, Thierry de Rudder, Édouard Vieillefond

6 meetings in 2008*

Attendance rate: 93%

There are four Directors, including three independent directors, on the Audit Committee: Aldo Cardoso (Chairman, Independent Director), Jacques Lagarde (Independent Director), Thierry de Rudder (Independent Director) and Edouard Vieillefond. Seven meetings have been scheduled for 2009 and three meetings have already been held as of the end of March 2009. During meetings in 2008, the Committee discussed the following subjects in particular: financial issues, ongoing litigation, the GDF SUEZ internal audit charter, organization of the external audit and action in 2008 on the internal audit.

"The Audit Committee oversees four areas: financial statements, external audit, internal audit and risks. Its members regularly review the Group's financial and cash position and its major commitments and risks."

The Strategy and Investments Committee

Jacques Lagarde

Chairman:
Jacques Lagarde

Members:
Anne Lauvergeon, Pierre-Franck Chevet, Thierry de Rudder, Édouard Vieillefond

4 meetings in 2008*

Attendance rate: 85%

It is made up of five Directors, including three independent directors: Jacques Lagarde (Chairman, Independent Director), Anne Lauvergeon (Independent Director), Pierre-Franck Chevet, Thierry de Rudder (Independent Director) and Edouard Vieillefond. In 2008, it reviewed the following main issues: the Group's new operating rules in terms of commitments, the Group's strategy, monitoring the public service contract and the change in gas rates for 2008 and 2009, the impact of market disruptions, the business plan over the medium term and various hypotheses on commodity prices, the current state and outlook for wind energy within the Group, and a series of acquisition projects requiring the approval of the Board of Directors. Two meetings have already been held as of the end of March 2009.

"The Strategy and Investment Committee is mainly responsible for providing its opinion on the Group's overall strategic direction and for providing recommendations on all projects related to external and internal growth, sales, strategic agreements, alliances or partnerships. It also provides its opinion on issues related to creating and modernizing industrial equipment, purchasing policy and real estate projects."

The Appointments Committee

Jean-Louis Beffa

Chairman:
Jean-Louis Beffa

Members:
René Carron, Étienne Davignon, Paul Desmarais Jr., Xavier Musca**

The Appointments Committee did not meet in 2008*.

It is made up of five Directors including four independent directors: Jean-Louis Beffa (Chairman, Independent Director), René Carron (Independent Director), Étienne Davignon (Independent Director), Paul Desmarais Jr. (Independent Director) and Xavier Musca**. At the end of 2009, the Appointments Committee had already met twice.

"The Appointments Committee reviews all candidates for appointment to the position of Director or non-voting Director and formulates an opinion and/or a recommendation for the Board about these candidates. It also prepares recommendations for the succession of the Chairman and CEO, Vice Chairman and President when their terms approach expiration."

The Compensation Committee

Lord Simon of Highbury

Chairman:
Lord Simon of Highbury

Members:
Jean-Louis Beffa, Étienne Davignon, Paul Desmarais Jr., Jean-Cyril Spinetta

2 meetings in 2008*

Attendance rate: 60%

It is made up of five Directors, including four independent directors: Lord Simon of Highbury (Chairman, Independent Director), Jean-Louis Beffa (Independent Director), Étienne Davignon (Independent Director), Paul Desmarais Jr. (Independent Director) and Jean-Cyril Spinetta. Two meetings have already been held as of the end of March 2009. As soon as the Gaz de France and SUEZ merger was completed, the GDF SUEZ Compensation Committee started deliberating the components of compensation for general management and made recommendations to the Board on the conditions for implementing a stock option plan and an allocation of performance shares in 2008.

"The Compensation Committee is in particular responsible for making recommendations on compensation, the pension and benefits plan, in-kind benefits and miscellaneous benefits in kind and monetary entitlements granted to the Chairman and Chief Executive Officer and to the Vice Chairman and President; it also makes recommendations on compensation for members of the Board and on share subscription and purchase options and on performance shares allocated to the Executive Vice Presidents."

The Committee for Ethics, the Environment and Sustainable Development

Edmond Alphandéry

Chairman:
Edmond Alphandéry

Members:
Anne Lauvergeon, Jean-Paul Bailly

1 meeting in 2008*

Attendance rate: 100%

It is made up of three Directors, including two independent directors: Edmond Alphandéry (Chairman, Independent Director), Anne Lauvergeon (Independent Director) and Jean-Paul Bailly. Four meetings are scheduled for 2009, including one which was already held at the end of March.
The members analyzed the history of the work of the committees of SUEZ and of Gaz de France and noted a largely shared vision on challenges and priorities. The Committee favored the idea of pursuing an Ethics and Compliance Committee that would take advantage of the work done by the two groups. Its members also analyze the actions of the Group in the areas of the environment and sustainable development in order to form recommendations on overall strategic directions. In that regard, they reviewed the work done to compile the GDF SUEZ sustainable development policy.

"The Committee for Ethics, the Environment and Sustainable Development is mainly responsible for ensuring that the individual and Group values on which GDF SUEZ bases its actions and the rules of conduct which everyone must follow are respected; it also ensures that the necessary procedures are put in place to update the prevailing charters in the Group and that they are circulated and applied. It provides an opinion and gives recommendations on the Group's sustainable development policy."

* Between July 22 and December 31, 2008.
** Xavier Musca resigned at the end of the Board of Directors meeting of March 4, 2009.

CORPORATE GOVERNANCE

COMPOSITION OF THE **EXECUTIVE COMMITTEE***

The GDF SUEZ Executive Committee is made up of 19 members representing operational and functional activities. It reviews issues and decisions related to the Group's strategy, development or organization, and its overall management. The six members of the Central Management Committee responsible for managing the Group on committee are: the Chairman and CEO, the Vice-Chairman and President and the four Executive Vice-Presidents.

* as of March 5, 2009.

a. Gérard Mestrallet**
Chairman
and Chief Executive Officer

b. Jean-François Cirelli**
Vice-Chairman
and President

c. Dirk Beeuwsaert**
Executive Vice-President
in charge of the Energy Europe & International business line

d. Yves Colliou**
Executive Vice-President
in charge of the Infrastructures business line

e. Jean-Marie Dauger**
Executive Vice-President
in charge of the Global Gas & LNG business line

f. Gérard Lamarche**
Executive Vice-President
in charge of Finance

g. Valérie Bernis
Member of the Executive Committee in charge of the Communications and Financial Communications Department

h. Stéphane Brimont
Member of the Executive Committee, Deputy Chief Financial Officer

i. Alain Chaigneau
Member of the Executive Committee in charge of Business Strategy and Sustainable Development

j. Jean-Louis Chaussade
Member of the Executive Committee, Director and CEO of SUEZ Environnement

k. Pierre Clavel
Member of the Executive Committee, in charge of the Energy Europe division within the Energy Europe & International business line

l. Henri Ducré
Member of the Executive Committee in charge of the Energy France business line

m. Yves de Gaulle
Member of the Executive Committee, General Secretary

n. Jean-Pierre Hansen
Member of the Executive Committee, in charge of the Benelux and Germany division within the Energy Europe & International business line, Chairman of the Energy Policy Committee

o. Emmanuel Hedde
Member of the Executive Committee, in charge of Integration, Synergies and Performance

p. Philippe Jeunet
Member of the Executive Committee, in charge of Audit and Risks

q. Philippe Saimpert
Member of the Executive Committee, in charge of Human Resources

r. Jérôme Tolot
Member of the Executive Committee, in charge of the Energy Services business line

s. Emmanuel van Innis
Member of the Executive Committee in charge of the Senior Management Department

** Member of the Central Management Committee.

CORPORATE GOVERNANCE

RESPECTING THE RULES

As soon as the Gaz de France SUEZ merger was completed, the new Group launched a process involving all employees to define their values. These will serve as the basis for the new GDF SUEZ Ethics Charter.

Pending completion of the project on the values of the Group, an "Ethics and Compliance process" has been established to serve as a benchmark for all the entities as soon as the merger is completed.

Based on measures in place previously at the two companies, it presents a set of rules and principles intended to protect the Group against the risks that could affect its smooth operation, integrity or image. In particular, it should help ensure that all the entities constantly respect all the increasingly complex and demanding national and international rules.

Well-established principles

A set of documents provides information on the frameworks and rules within which all the Group's current actions must take place. These documents include the business relationship guide, environmental charter, rules respecting privileged information and confidentiality, code of conduct, purchasing ethics, supplier relationship code of ethics, etc. The principles contained in these documents will set the tone for the GDF SUEZ Ethics Charter based on the new brand values.

Ethical issues are reviewed at the highest level of the Group by the Board of Directors' Committee for Ethics, the Environment and Sustainable Development. Ethical policies are controlled in the Executive Committee by the Group's Secretary General, who is also its ethics officer.

The Ethics and Compliance Department, which reports to the General Secretariat, collaborates in the process of establishing the ethics rules for GDF SUEZ and ensures they are incorporated into its strategy, management and practices. Each division and business unit has its own ethics officer. The Group thus has a network of over 120 ethics officers and ethics agents available close at hand for the operational teams.

The Compliance Committee, chaired by the ethics officer, includes the audit, legal, compliance and ethics directors. It ensures that the Group complies throughout with its own ethics rules and can detect any deviation.

Spreading a culture of ethics

In 2009 all the ethics documents and guides currently being prepared will be published in some 20 languages and widely distributed to employees around the world. Several on-line training modules available in five languages help raise awareness of ethics questions among managers and provide them with the tools necessary to promote good behavior.

A total of 3,665 employees completed these modules in 2008. A "Business Ethics" internship is offered as part of the training provided by the Ethics and Compliance Department and a "New Responsibilities of Management" internship is currently being developed by GDF SUEZ University. Incident reporting is done through the Inform'ETHICS tool which is currently being rolled out throughout the Group.

Every year, the business lines and business units all write a letter from their executive and provide a progress report on the ethics policy. On the basis of these combined factors, the annual Group compliance report is presented to the Board's Ethics Committee.

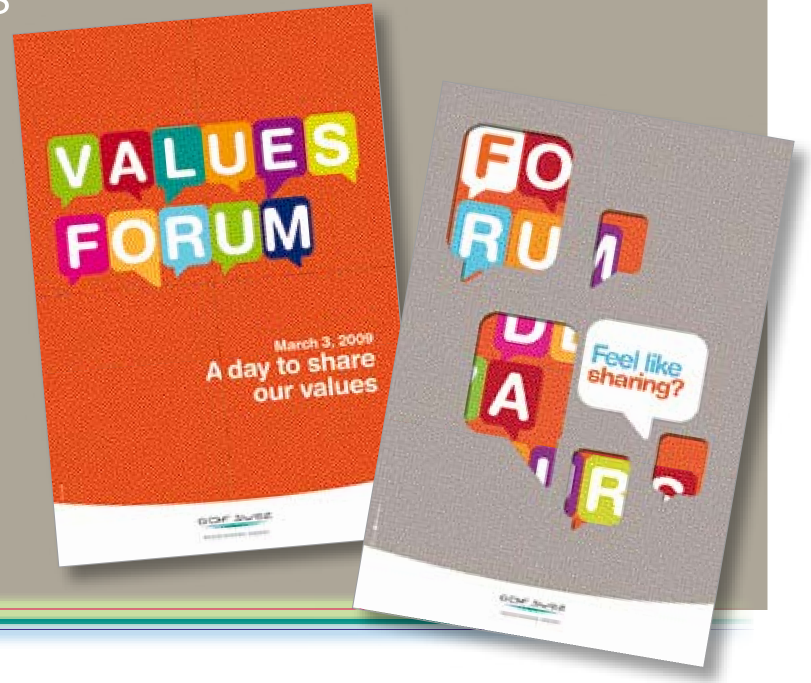
Global risk management

GDF SUEZ encourages reasonable risk-taking that respects laws and regulations, is acceptable according to opinion, and can be sustained from an economic standpoint. A Risk Management Service has been established and is headed by a Chief Risk Officer, who is the member of the Executive Committee responsible for the Audit and Risks Department. This person runs Enterprise Risk Management (ERM).

The Risk Officers from the corporate office, center, business lines, business units and staff departments support managers in identifying and assessing risks and in assessing the measures to be implemented to mitigate and hedge them.

A COLLABORATIVE FORUM FOR BENCHMARK VALUES

On March 3, 2009, GDF SUEZ opened up an Internet forum for all its employees in all business lines and countries. For 24 hours, the Values Forum enabled 57,000 men and women around the world to discuss the future of the Group and the values that bring them together. The objective was to encourage a debate about the shared values that will be at the heart of the Group's corporate plans. At the same time as the forum, meetings were organized on several continents to allow employees without computers to participate.



A standard method for assessing risk is currently being prepared based on the standards, best professional practices and the experience gained by the two merged groups. Depending on their type, risks are managed by the business lines and/or support departments.

The Finance Department manages, measures and controls the risks related to financial activities (rates, currencies, liquidity and counterparties). Within the framework of the energy market risk policies and energy counterparty risks it has defined for the Group, it provides consolidated measurement of these risks.

Crisis management

The Legal Department manages the Group's legal risks. The Strategy and Sustainable Development Department coordinates risk management in its area of responsibility. The risks related to ethics, compliance, security, information systems, human resources, health, safety and the environment are controlled by the departments responsible for these areas.

The Health and Safety and Management Systems Department is responsible for crisis management. Crisis management affecting personnel in sensitive areas is overseen by the Security Department.

Since the business units had reviewed their risks before the merger or had updated them since as needed, the business lines and support departments carried out their first review of the new activities of the merged entity in the fourth quarter of 2008. This information was summarized to identify the main risks facing GDF SUEZ. The Executive Committee and the Audit Committee examined them in a preliminary review in January and a final review at the end of the first quarter of 2009.

The Internal Audit Service of the Audit and Risks Department developed the audit program using risk maps in order to identify the most relevant themes and to assess the hedging of risks.

130 ETHICS OFFICERS IN PARIS

130 ethics officers from 23 countries met in Paris at the end of November for their annual conference. The workshops dealt with the rollout of the Group's compliance policy that is currently under way, interactions between human resources and ethics as well as the mission and expertise of ethics officers. The workshops showcased the "best practices" introduced within various entities. Each business line director presented the specific risks facing their business and their assessment of those risks with respect to ethics. The annual meeting of this conference is a powerful tool for raising awareness and shaping the Group's ethical strategy. Accordingly, it helped identify the priorities for 2009.

ETHICS@GDFSUEZ.COM

An email address, available to all Group employees around the world, makes it possible to contact the Ethics Department to ask a question related to ethics at any time or to obtain advice on an ethical matter.

A YEAR RICH IN **MEETINGS** WITH SHAREHOLDERS AND INVESTORS

The year of the merger between Gaz de France and SUEZ was a time for numerous meetings with individual and employee shareholders as well as with investors and financial analysts.

In 2008, five shareholders meetings took place, including two combined shareholders meetings in May to approve the financial statements of the two groups and two general shareholders meetings in July at which shareholders of the respective companies were able to vote on the merger. The last of the meetings was an extraordinary shareholders meeting of the merged Group in December.

The widespread information provided in the media and on the internet, mail voting and the live broadcasts of the shareholders meetings translated into sign language resulted in extremely good shareholder attendance. The vote on the resolutions confirmed the Group's strategy by a large majority.

In the first half of 2008, Gaz de France and SUEZ organized information sessions in France and around the world for the financial community. They also organized road shows with Group executives in Paris, Brussels, London, Frankfurt, New York and Boston. The two groups maintained a dialogue with financial analysts and institutional investors throughout the year, consistent with the principles of responsiveness and transparency that underlie relationships with the markets.

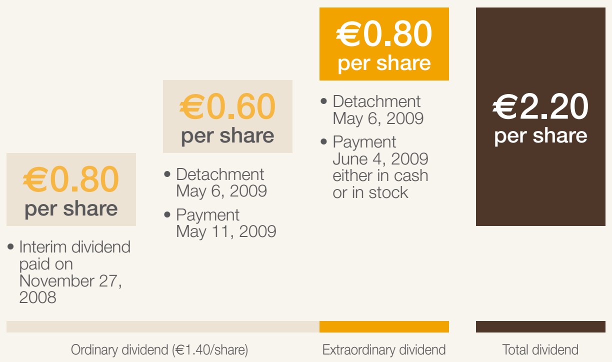
Concurrent with the establishment of GDF SUEZ, the merger led to the IPO of SUEZ Environnement, a subsidiary of GDF SUEZ in which GDF SUEZ holds a 35% stake. According to the parity terms set for the merger, SUEZ shareholders received 65% of the capital of SUEZ Environnement. Accordingly, they received 1 SUEZ Environnement share for every 4 SUEZ shares and 21 GDF SUEZ shares for 22 SUEZ shares.

Information specific to the new Group

2008 was an opportunity for specific detailed communication on the merger process and on the constitution of the new Group. In September, GDF SUEZ published its first pro forma semi-annual financial statements as a new merged entity.

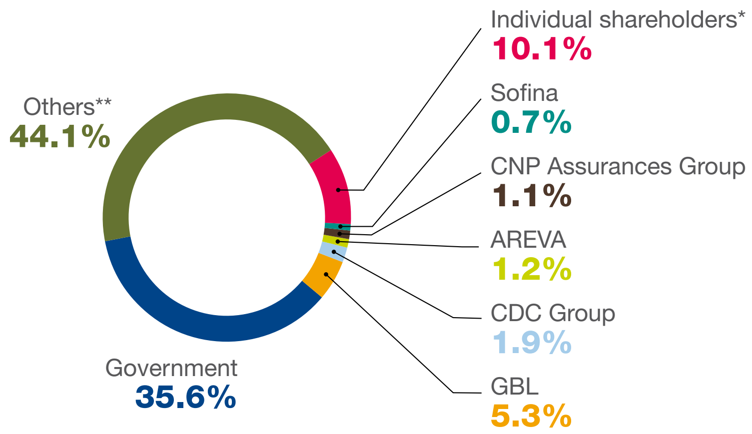
DIVIDEND FOR 2008

At the Shareholders Meeting in May 2009, the Board of Directors decided to offer an ordinary dividend of €1.40 per share for 2008, including an interim dividend of €0.80 per share which was paid on November 27, 2008. In addition to the ordinary dividend, an extraordinary dividend of €0.80 per share was paid, in cash or in stock, at the shareholder's discretion. Overall, the dividend paid for 2008 totaled €2.20 per share.
By comparison, the dividend paid in 2008 for 2007 was €1.26 per share for Gaz de France and €1.36 per share for SUEZ.



There was a 6.1% return on GDF SUEZ shares based on the 2008 ordinary dividend and the share price at March 3, 2009, the date on which the results for 2008 were published.

Breakdown of GDF SUEZ capital and shareholders
(as of December 31, 2008)

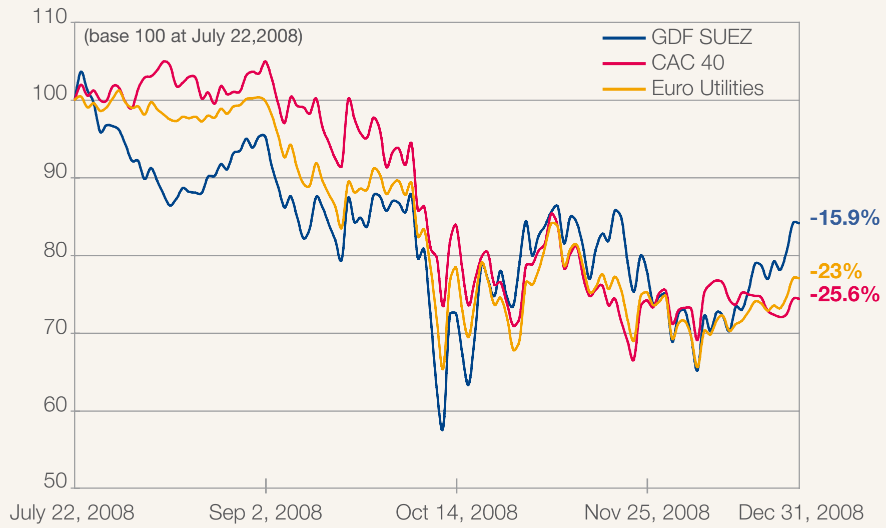


* Estimate, including 2.7% of employee shareholders.
** Including 2.2% treasury shares.

GDF SUEZ now has over 1 million individual and employee shareholders representing 10% of the capital of the Group (nearly 16% excluding the French Government shareholding). Around one third of the institutional investors are French and two thirds are foreign, mainly American, British and German.

At the end of November, the Group organized an Investor Day dedicated to its energy activities in order to present its first segmented financial statements to the market based on its new organization. That day was also an opportunity to reveal its outlook and goals, the industrial development plan and the engines of growth. Overall, the Group made over 500 contacts with financial institutions through road shows, investor meetings and market conferences in 2008.

Change in GDF SUEZ share price from July 22 to December 31, 2008



Since the merger and up to the end of 2008, GDF SUEZ shares outperformed the CAC 40 and the sector benchmark index, the DJ Euro Stoxx Utilities, in a volatile market context. Since then, the markets have continued on a negative trend.

GDF SUEZ share information

- **ISIN Code:** FR0010208488
- **Ticker symbol:** GSZ
- **Number of shares:** 2.19 billion
- **Market cap:** €77 billion*
- **Stock market listings:** CAC 40, BEL 20, DJ Stoxx 50, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe and ASPI Eurozone

*as of December 31, 2008.

A DEPARTMENT DEDICATED TO **INDIVIDUAL INVESTORS**

Continuing the relationship of trust which Gaz de France and SUEZ had succeeded in building with their respective shareholders, the Group has established a policy of active communication with individual and employee shareholders.

GDF SUEZ took the opportunity provided by the merger to equip itself with the most up to date tools and to provide a new incentive to the Shareholders Club by making use of the additional activities offered by the two old clubs. At the same time, the communication unit was streamlined to provide a service to shareholders that is tailored to their expectations, with ever more improvements in quality, transparency and user friendliness.

Facilitating exchange

The GDF SUEZ Shareholders Club enables shareholders to receive regular information through the shareholder letter as well as from participating in events specially organized for them in France and in Belgium. Those events include conferences on particular themes, site visits, participation in sports events sponsored by GDF SUEZ, market training and cultural field trips related to the Group.

Find all the benefits and activities offered by the club at gdfsuez.com > under Shareholders > Shareholders' Club. Personalized access enables Club members to directly manage their participation in events.

Listening to shareholder concerns

GDF SUEZ now has a Shareholder Consultative Committee (CCA) to strengthen the quality of relationships with shareholders by meeting their expectations with respect to communication. The CCA is made up of 12 members and organized into three working groups (Print Publishing, Internet and Toll Free Number, and Events). It is a place for discussion and for improving different communications media both in content and in form. It is also a force for proposing innovative tools.

A dedicated internet site was created to enable all shareholders to follow progress of the CCA's work.

Visit gdfsuez.com > Shareholders > Shareholder Consultative Committee.

LISTENING TO SHAREHOLDERS AND ANSWERING THEIR QUESTIONS

GDF SUEZ has established a unique service for answering the questions posed by individual shareholders. Phone, e-mail, website, mail - individuals can choose their preferred method of communication.

Exchanges between GDF SUEZ and its shareholders from July 22, 2008 to December 31, 2008*

SHAREHOLDER RELATIONS

Shareholder Consultative Committee
- 12 members
- 3 working groups

Shareholders Letter
38,000 copies

Shareholders Club
- 38,000 members
- 25 events organized
- 5,000 shareholders met

Website
100,000 visitors to the shareholders page

e-mail
960 requests processed

Toll-free number
22,200 calls received

* Excluding the Shareholders Meeting.

Contacts

INDIVIDUAL SHAREHOLDERS

FRANCE

Tel.: 0 800 30 00 30

- GDF SUEZ
  Shareholder Relations
  16, rue de la Ville l'Évêque
  75008 Paris
- Website: gdfsuez.com > Contact
- e-mail: actionnaires@gdfsuez.com

BELGIUM

Tel.: 0 800 25 125

- GDF SUEZ
  Shareholder Relations
  Place du Trône 1
  1000 Bruxelles
- Website: gdfsuez.com > Contact
- e-mail: club@gdfsuez.com

INVESTORS

- Tel.: +33 (0)1 57 04 66 29
- Website: gdfsuez.com > Finance > Investors
- e-mail: ir@gdfsuez.com

REVEALING
OUR STRENGTHS

OUR STRATEGY OF SUSTAINABLE GROWTH

Strategy

GENERAL EXPERTISE THROUGHOUT THE ENERGY CHAIN

GDF SUEZ is the only utility group to develop operations and expertise over the entire gas and electricity value chain, upstream and downstream, in Europe and around the world.

GDF SUEZ is the result of combining the expertise and unique resources of two leading energy companies and has become a benchmark player in energy markets. The Group has combined a mix of energies and unique services to guarantee effective, secure and reliable supply to consumers.
Its innovative energy solutions for consumers, businesses and communities supplement its expertise through the entire energy chain:
- the purchase, production and marketing of natural gas and electricity;
- the design, construction and management of major energy infrastructures: transmission and distribution networks, gas storage, power plants, LNG terminals;
- the design, development and sale of energy and environmental services.

A solid and balanced Group

GDF SUEZ conducts complementary and diversified activities which give it great flexibility and the benefits of international synergies and opportunities:
- Its strong positions in natural gas and electricity mean that it can take advantage of the convergence between these two forms of energy, with dual offers, optimized facilities and project development.
- A power in Europe, it is developing major growth relays in Asia, Latin America, North America and the Middle East.
- Its diversified energy mix ensures the flexibility necessary to adapt to circumstances and seize market opportunities.
- Its leadership positions in LNG, independent power production, and energy efficient and environmental services are powerful growth accelerators.

A long-term industrial strategy

GDF SUEZ operates in markets with very high-growth potential driven by major trends: urbanization, industrialization, development and environmental challenges to name a few. Increased world demand for energy and environmental services is a long-term trend which will not be changed by the current economic crisis. To the contrary, all the recovery plans established around the world provide for major investments in energy.

In order to support its expansion, GDF SUEZ is maintaining an ambitious investment plan of a net €30 billion over the next three years (2008-2010). This plan should help the Group achieve its objective for 2013, which is to boost its power capacity to 100 GW worldwide, including 10 GW in France, while focusing on the most effective solutions that emit the least CO_2.

A commitment to sustainable development

With a strategy based on sustainable development, an imperative that informs its identity, GDF SUEZ intends to reconcile its different goals: performance and respect for the environment; competitiveness and a contribution to society; profitability and the supply of essential services. To ensure that the Group meets the challenges of responsible growth, sustainable development is a decisive criterion in its strategic choices.

The Provalys tanker.

Electricity: No.1 independent producer in the world
- 5th largest producer and marketer in Europe
- 1st in Belgium, 2nd in France

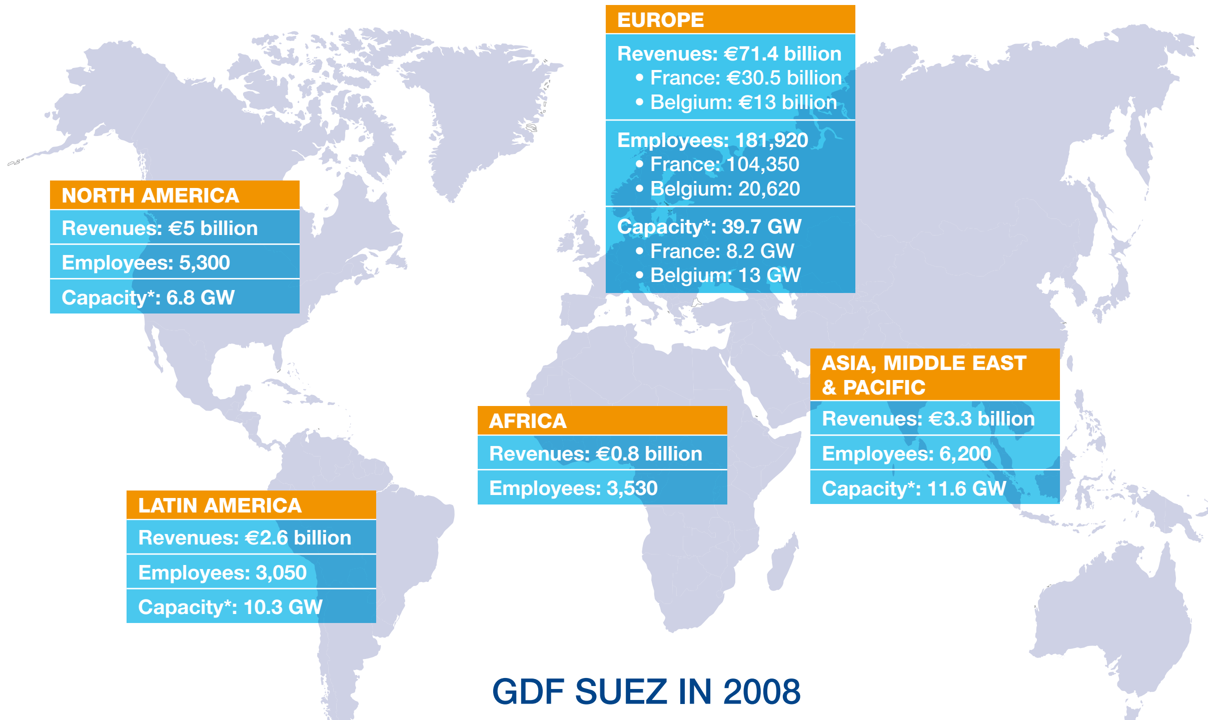
Natural gas and infrastructures: No. 1 in Europe
- 1st gas buyer in Europe
- 1st transmission and distribution network
- 2nd largest storage operator

LNG: No. 1 in the world
- 1st buyer and importer in Europe
- 2nd largest LNG terminal operator in Europe
- 1st importer in the United States

Energy Services: No. 1 in Europe
- No. 1 supplier of energy efficiency and environmental services in Europe

Environmental Services: No. 2 in the world
- 2nd supplier of water and waste management services in the world

A presence on all continents



GDF SUEZ IN 2008
Revenues: **€83.1 billion**
Employees: **200,000**
Capacity: **68.4** GW

* Group's installed electricity production capacity 100% consolidated.

AN **ORGANIZATION** OF SIX BUSINESS LINES

GDF SUEZ has organized its operations into five operational business lines in energy and one environmental business line.

Energy France

10,100 employees

2008 revenues: €14.5 billion

No. 1 natural gas supplier in France (11 million consumer customers, 250,000 business customers)

2nd largest power producer

1st wind energy operator

- Supply of natural gas, electricity, services
- Electricity production
- Energy management (supply for marketers)
- Housing, eco-comfort services

Principal brands and subsidiaries:

Energy Europe & International

23,900 employees

2008 revenues: €30.5 billion

No. 1 gas and electricity supplier in Belgium

No. 1 power producer in Belgium and the Netherlands

No. 1 private power producer in Brazil and Thailand

No. 2 gas supplier in Central Europe

- Power production
- Distribution and supply of natural gas and electricity

Principal brands and subsidiaries:

Global Gas & LNG

1,900 employees

2008 revenues: €10.8 billion

Total 2008 revenues: €22.4 billion*

No. 1 natural gas buyer in Europe

No. 1 LNG importer in Europe

357 licenses for oil and gas exploration and production in 12 countries

- Exploration and production of gas and oil
- Supply and shipping of natural gas and LNG
- Energy trading
- Supply for key accounts in Europe

Principal brands and subsidiaries:

GDF SUEZ E&P Deutschland GmbH
GDF SUEZ E&P Norge AS
GDF SUEZ E&P Nederland BV
GDF SUEZ E&P UK Ltd

* Including services within the Group.

Infrastructures

17,400 employees

2008 revenues: €0.9 billion

Total 2008 revenues: €5.5 billion*

No. 1 gas transmission network in Europe

1st distribution network in Europe

2nd largest gas storage capacity in Europe

2nd largest LNG regasification capacity in Europe

- Natural gas transmission, distribution and storage in Europe
- LNG terminal management
- Electricity and gas transmission in Belgium

Principal brands and subsidiaries:

* Including services within the Group.

Energy Services

77,900 employees

2008 revenues: €14 billion

No. 1 supplier of energy efficiency and environmental services in Europe

1,300 sites

Present in **30** countries

- Engineering and design of energy facilities and infrastructures
- Technical equipment facilities and maintenance (electrical, mechanical, climate)
- Management and maintenance of industrial and tertiary facilities
- Energy network management
- Facility Management

Principal brands and subsidiaries:

SUEZ Environnement

65,400 employees

2008 revenues: €12.4 billion

2nd largest global supplier of water and waste management services

- Drinking water treatment and distribution
- Retreatment of domestic and industrial wastewater
- Waste collection, recycling and recovery

Principal brands and subsidiaries:

Revealing
our strengths
STRATEGY

THE **ENERGY** CHALLENGE

Global demand for electricity could double in the next 25 years, generating geopolitical tensions, environmental risks and economic uncertainties. The magnitude of the challenges will mean that energy companies around the world will play a key role in meeting three major challenges.

Demand for primary energy continues to grow sharply worldwide, despite efforts already initiated to improve energy efficiency. Driven by such things as demographic growth, urbanization, economic and industrial development and changing life styles, it could increase by 50% in the next 25 years, while electricity demand alone could double, according to the scenarios of the International Energy Agency (IEA).

Compounding these enormous needs is the need to replace aging facilities, particularly in Europe, where capacity would have to be increased by 340 GW in the next ten years. The IEA estimates that, by 2030, a total of more than USD 26,000 billion will have to be invested in energy in the world, half of it in electricity.

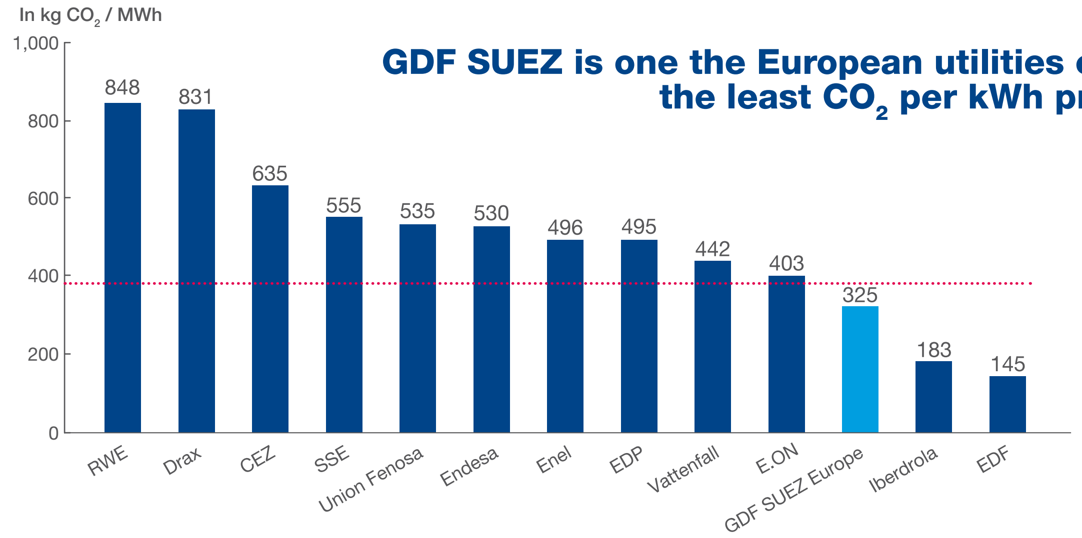
Secure supplies

At the same time as natural resources are being depleted, production costs are rising (deepwater offshore, high pressure, etc.) and the production zones are farther and farther away from the zones of consumption. Today, 60% of the natural gas consumed in the European Union comes from regions outside Europe. In 2030, this dependence will be 80%.

In order to meet these challenges, efforts to boost energy efficiency will have to be increased, and all resources (nuclear, renewable, fossil) will have to be mobilized. The development of less dependent energy (nuclear and renewable energy), the diversification of energy and supply regions (LNG for distant gas) and the deployment of the most effective technologies are imperative to develop new production capacity and secure supplies.

- GDF SUEZ is planning to boost its power capacity by 60% to 100,000 MW by 2013.
- Its energy mix is a balance of all types of energy, and its gas supply portfolio is one of the most diversified in the world. This distributes the risk and is an important guarantee of security.

GDF SUEZ is one the European utilities emitting the least CO_2 per kWh produced



The Group's electric facilities emit little CO_2: 395 kg of CO_2 per MWh worldwide (2007 data). In Europe, it is 325 kg, clearly below the average for producers (373 kg per MWh). A study by PWC ranks the Group among the least CO_2 polluting in Europe.

Energy competitiveness

The growing scarcity of natural resources will permanently increase the cost of energy in the long term. The price of oil, like the price of natural gas or a kilowatt hour of electricity, is trending up. The cost of most renewable energy forms is still high, even very high. Current price volatility simply reflects additional uncertainty and insecurity; once there are tensions in the market, price peaks reach new highs.

In Europe, the creation of the single internal market, which has been fully open to competition since 2007, the development of interconnections and third-party access to the network are driving the convergence of electricity prices. For utilities, supplying competitive energy in a context of tensions and scarcer resources is a major challenge.

- GDF SUEZ is one of the groups best positioned to take advantage of the convergence between gas and electricity.
- The diversity of its energy mix gives flexibility to the production tool, which can give priority to one form of energy over another based on market circumstances.

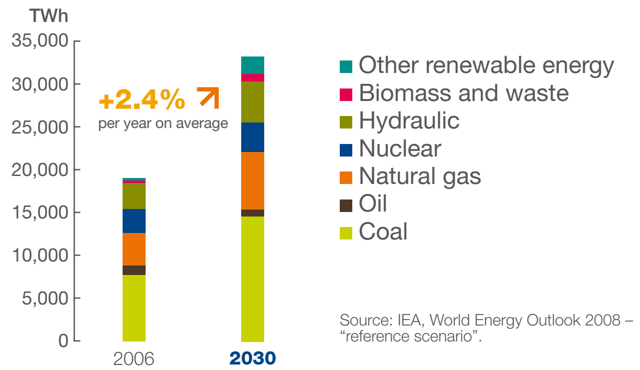
Global warming

The role of rising CO_2 emissions in global warming is now accepted by the vast majority of the international community. According to the IEA trend scenario, carbon emissions could continue to rise 1.6% a year until 2030, which would be incompatible with environmental requirements. With the rapid development of China and India, Asia has become the main CO_2 emitting region (37% of world emissions), ahead of North America (26%) and Europe (16%). But it is also by far the most populated region of the world.

Europe has implemented the most ambitious policy in the world to reduce its impact on climate. The "three times 20" target of the "Energy-Climate Package" provides for a 20% reduction in CO_2 emissions by 2020, with 20% renewable energy in the EU's energy mix, and a 20% improvement in energy efficiency. Stringent and ambitious, the European regulation is a major challenge as well as an opportunity to develop and redirect economies toward sustainable development.

- 38% of the power production of GDF SUEZ emits no CO_2. Its production pool is one of the lowest emitters in Europe.
- The Group gives priority to technologies with lower emissions (nuclear, renewable, combined-cycle gas turbine).
- In 2008, it invested €1 billion in renewable energy.

World change in electricity production mix



Source: IEA, World Energy Outlook 2008 – "reference scenario".

THE ADVANTAGES OF THE GAS-ELECTRICITY **CONVERGENCE**

GDF SUEZ has the most diversified energy mix and gas portfolio in the market. This flexibility allows it to adapt continually to market fluctuations and take full advantage of the gas-electricity convergence while focusing on solutions that emit the least carbon.

GDF SUEZ operates primarily in two high-growth segments. According to the IEA, world power production, like natural gas demand, is expected to increase an average of 2.4% a year until 2030.

The expansion of these two forms of energy is closely related: the development of electricity includes, among other factors, natural gas, an abundant and low-emission resource in comparison to fuel oil, and particularly to coal which it is expected to replace. Growth in natural gas is partially driven by electricity. In Europe, power production is the principal driver of its growth, and one-third of gas consumption is already devoted to electricity. This percentage is expected to reach 40% by 2030.

Although all electric utilities are trying to expand into natural gas to benefit from this convergence, GDF SUEZ is undisputedly the best positioned power company. Half its power production capacities use natural gas. As the world leader in LNG and the natural gas leader in Europe, the Group is in the best position to take advantage of the convergence, develop its projects with secure supplies, provide dual product offers (bi-energy) to its customers, and switch back and forth between its production capacities.

Energy mix: flexibility and diversification

The Group's multi-energy power production inventory is one of the most diversified in the world. GDF SUEZ gives priority to the most environmentally-friendly technologies: in 2008, 38% of its electric production did not emit any CO_2 (nuclear, hydraulic, renewable) and 50% produced low emissions (natural gas power plants). This mix has resulted in it being ranked as one of the power companies with the lowest CO_2 emissions per MWh production, both in Europe and in the world (see page 33). This diversity also ensures a degree of flexibility and provides a competitive advantage for the Group, by reducing its exposure to any one type of energy.

- **Natural gas:** 54% of the Group's capacities and 50% of its power production in 2008. This gas is the fossil energy that emits the least CO_2. By focusing on the best performing technologies offering the highest yields (gas-steam combined cycle), GDF SUEZ is improving the energy and environmental efficiency of its facilities even further. In 2008, it acquired Teesside in England, the most powerful combined cycle plant in Europe with 1,875 MW.

- **Nuclear:** 9% of installed capacities and 17% of production in 2008. With a very competitive cost price and a positive impact on climate (nuclear emits almost no CO_2), the nuclear facilities operate as the basic production (permanently) and are, with hydraulic, the most requested facilities. GDF SUEZ operates seven reactors in Belgium, with an internationally recognized performance in terms of nuclear safety and sustainable management of radioactive waste. It also has drawing rights at the Chooz and Tricastin plants operated by EDF in France and, following an agreement signed with E.ON at the end of 2008, in three German power plants. GDF SUEZ, which intends to develop new-generation reactors in Europe and beyond, was selected to operate the second French EPR in partnership with EDF.

- **Renewable energy:** renewable forms of energy represent 18.5% of the Group's electric capacities (based on the fact that the Group accounts for a small portion of hydroelectricity as non-renewable) and nearly 20% of its production. Hydraulic represents 80% of the renewable energy and 19% of the electric capacities of the Group, which has significant capacity in France and Brazil, where is it operating very large scale projects. Biomass (wood, residues) and biogas represent 1% of the capacities of GDF SUEZ, which is developing recognized expertise in reducing CO_2 emissions from coal installations through biomass combustion. Wind turbines continue to show strong growth, thanks primarily to support from European public authorities. The leader in France, the Group is pursuing major projects in Europe (Belgium, Netherlands, Portugal, France and others) as well as in Latin America and North America.

- **Coal:** 11% of the Group's capacity and 12% of its production. Abundant, inexpensive, fairly broadly distributed on the planet, coal is still the leading resource used for energy production in the world, representing 40% of the production. The Group focuses on the most recent technologies which both improve yields and reduce the impact of the facilities. Substantial investments in clean-up technologies (deSOx and deNOx) reduce effluents. The plants under construction (in Germany and the Netherlands) are called carbon-capture ready because they have been designed to be able to recover and store the carbon when the technologies are available.

The Proned Platform in the North Sea.

The most diversified portfolio in the market

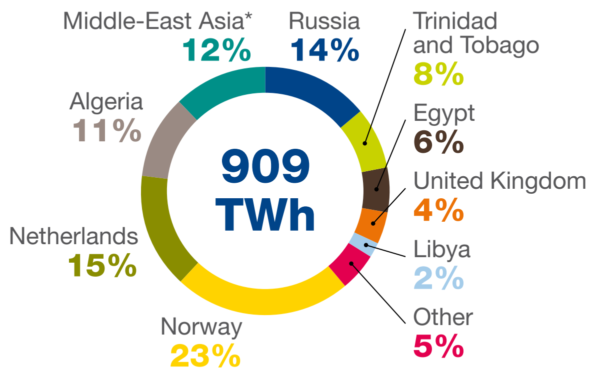
In order to secure its supplies and spread the risk, GDF SUEZ has one of the most diversified gas portfolios in the market, representing over 100 billion m³ a year (twice the annual consumption of France). More than two-thirds of the supplies are obtained under long-term contracts from around ten countries, 3% of which are directly produced by the Group as a result of its exploration and production activities. Approximately one-fourth is purchased on the spot market, which gives flexibility to the portfolio by taking advantage of market conditions.

Norway is the leading natural gas supplier, ahead of the Netherlands, Russia and Algeria (see graph below). This balance among the main suppliers secures supplies and allowed the Group, for example, to ensure the continuity of the gas supply to its customers during the Russian-Ukrainian gas crisis early in 2009.

A portfolio of more than
100 billion m³ of gas per year

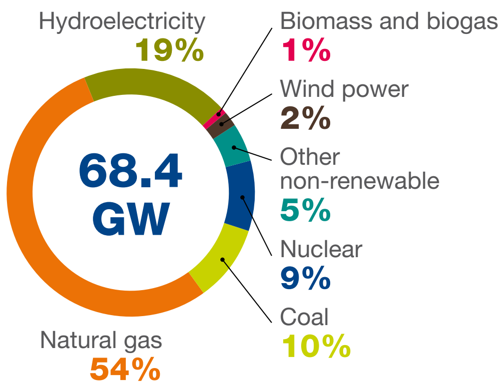
Distribution of long-term gas supplies by region

Data estimated at year-end 2008, at 100%



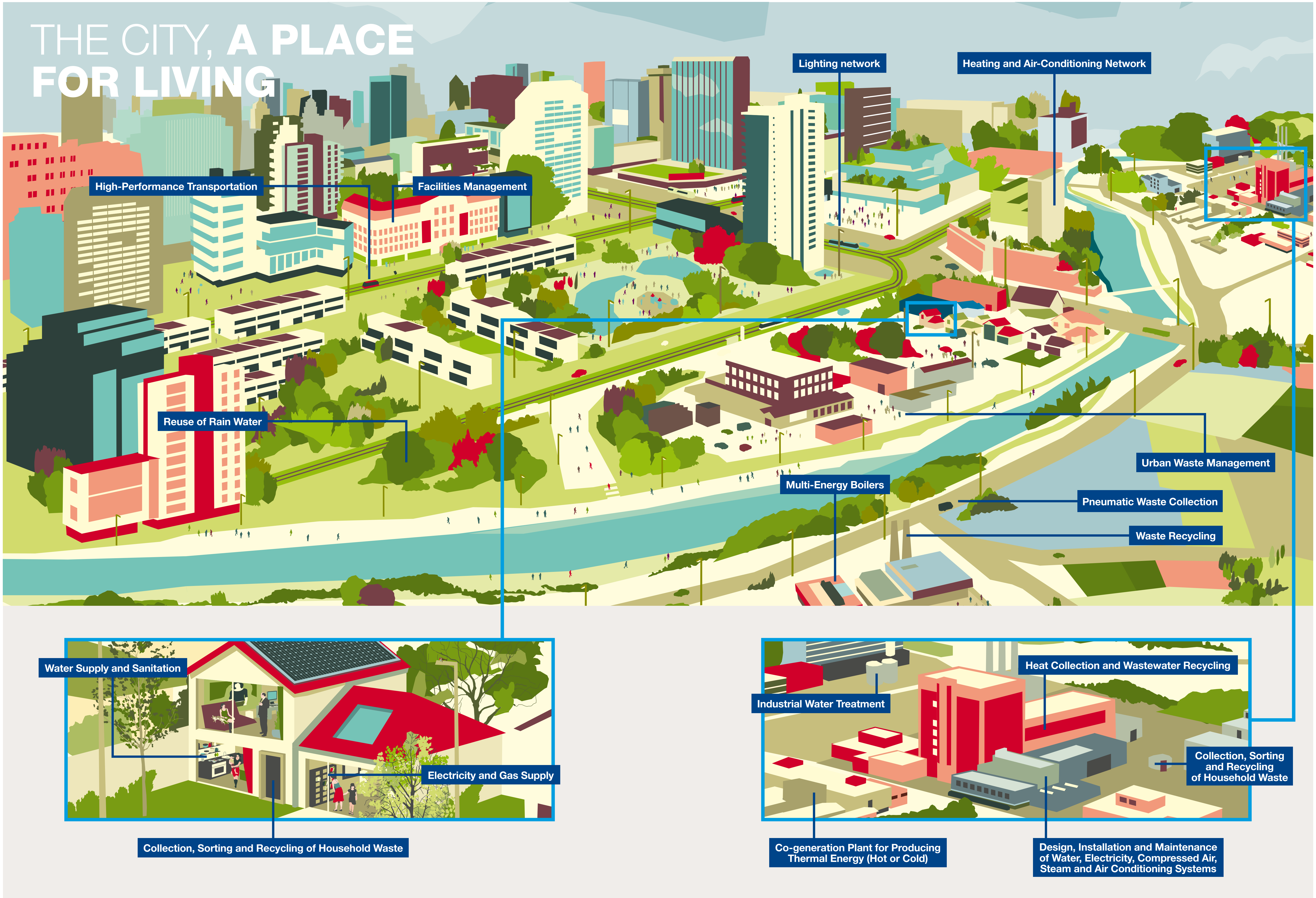
* Including LT processing contracts.

Breakdown of installed capacities by technology**



** 100% of the capacities of the assets held by GDF SUEZ at the end of 2008, whatever the actual holding rate.

THE CITY, A PLACE FOR LIVING



STRONG BRANDS FOR A **DISTINCT** OFFER

GDF SUEZ is positioned as an operator that offers a new and responsible energy approach. The development of substantial synergies within the businesses of the Group means that it can build innovative global offers.

From its beginnings, GDF SUEZ has positioned itself as a new energy leader: a global player, with a major role in Europe, its domestic market, but with powerful growth vectors in the Americas, the Middle East and Asia. A benchmark operator, competitive, high-performing, driven by a desire to guarantee everyone access to safer energy which is used better and is more respectful of the environment.

The Group announced its goal right at the outset: to provide innovative energy solutions by combining efficiency, safety and reliability of supplies with a concern for public service and customer satisfaction. These are the commitments reflected in the GDF SUEZ signature: "Rediscovering energy".

Solidly established brands

GDF SUEZ generally operates through local brands in its primary European markets. In France, DolceVita is solidly established with 10 million individual customers, Savelys is the leading supplier of home services (furnace maintenance), and Provalys supplies natural gas and electricity to more than 250,000 business and industrial sites.

In its other European markets, the Group operates through brands that are well established locally, such as Distrigaz in Romania, or Romana gas and Italgas in Italy. Early in 2009, GDF SUEZ launched within its Energy Services business line the Cofely brand, which groups together the Group's expertise with businesses and local communities (see page 63) under one brand name. Present in fifteen countries, the brand immediately positioned itself as the European leader in energy efficiency and environmental services, particularly in France.

For major European accounts, the merger of SUEZ and Gaz de France gave birth to a new European brand. The Group thus meets the needs of the major business segment to which it marketed almost 25% of its energy sales in 2008 (gas and electricity) across 11 European countries.

Under the brand GDF SUEZ Global Energy, it proposes custom gas and electricity offers for pan-European groups, major national customers, along with local energy distributors or power producers. Its leadership position and its detailed knowledge of local markets allow it to assist the growth of the major accounts throughout Europe.

Complex customized offers allow the Group's customers to protect themselves against price volatility, to rationalize their consumption and energy production, to direct and anticipate their consumption more accurately using online management tools. More than an energy supplier, GDF SUEZ Global Energy is, above all, a global organization that can mobilize the most advanced and locally effective solutions throughout Europe.

Fortissimo: the core of the synergies

In the French market, GDF SUEZ is developing commercial synergies through an in-house program named Fortissimo. More than 2,300 sales representatives from the Group's various business lines (energy, services, water and waste management) with a strong presence with customers, particularly local municipalities, can exchange information, coordinate their actions, and build "multi-service" offers in about fifteen identified group-wide areas: sustainable urban planning, hospitals, defense, nuclear services, public lighting, renewable energy, and public-private partnerships.

Tools for exchange among the business lines allow the creation of networks and the preparation of broader and more effective integrated offers for customers. In 2008, nearly one thousand projects were developed in France. The approach, which has proven its effectiveness, may gradually be extended to other European countries.

Offers built around sustainable development

GDF SUEZ, whose model is based on a strategy of responsible growth, provides solutions to assist its customers to meet their own sustainable development commitments. A variety of offers have been set up for this purpose to provide a response to the specific needs of customers.

In France, the Group has been offering *DolceVita 2 énergies Nature* since October. This is the first dual offer (gas and electricity) that is 100% respectful of the environment (see inset on page 55). AlpEnergie is an offer exclusively reserved for professionals and carries a guarantee of 100% renewable energy. The energy is generated primarily by hydraulic power plants along the Rhône. Both the origin and the production of AlpEnergie are certified by recognized institutions such as Germany's TÜV. In Belgium, Electrabel has developed Electrabel Vert, a 100% green offer produced exclusively from local facilities. The renewable nature of the electricity is guaranteed by guarantees of origin, a European label that certifies each MWh of green electricity injected into the grid.

In accordance with the guidelines give in France by the Environmental Grenelle, Cofely has developed a contractual framework to guarantee energy savings and reduced greenhouse gas emissions over time for its customers – the Energy Efficiency and Environmental Performance Contract.

The basis of the contract is various commitments through the term of the contract, from defining the scope of the actions to be performed (action on equipment and/or on the building, energy alternatives, user awareness) to establishing at the end of the contract an inventory of technical assets provided, and including a guarantee of energy savings and reduced emissions. These commitments are quantified and an assessment is sent to the customer at least once a year.

REINVENTING OUR BUSINESS

OUR ACTIVITIES

Reinventing
our business
RESEARCH & INNOVATION

IMPROVING THE PRESENT AND PREPARING FOR THE FUTURE

The success of GDF SUEZ is largely based on technological expertise and innovation. Its research and innovation (R&I) efforts are targeted at both developing high-performance services for current projects and devising sustainable solutions to be implemented over the longer term.

Continuing to improve our response to customer expectations, continuing to improve the safety and productivity of our industrial processes, continually reducing the impacts of our operations on the environment, preparing solutions which will in the longer term meet the energy and environmental needs of nine billion human beings while protecting the depletable resources of our planet – these are the objectives of GDF SUEZ research and innovation.

Innovation is a core value at GDF SUEZ and development is largely based on technological expertise. The Group directs a major research and innovation effort in all the energy and environmental chains with the two-fold purpose of:

- meeting market expectations by offering continually improved services ;
- developing the technologies and services of the future.

1,200 researchers and technicians

In 2008, the Group devoted €203 million to the research and development programs (R&D) conducted by its 1,200 researchers and technicians working in eight research centers.

Their work focuses primarily on four areas: safety of supply, improved technical and economic performance, control of environmental impacts, and the fight against climate change.

GDF SUEZ conducts both "centralized" research on major issues for the Group and a number of "market-oriented" programs to meet specific demands from the business areas to improve a process or adapt a technique for specific projects.

RUNNING ON NATURAL GAS

Emitting 25% less CO_2 than a gasoline vehicle, the natural gas vehicle (NGV) is an alternative solution for transportation, particularly for captive fleets (buses, municipal fleets, etc.). At the end of 2008, the Group and several partners (Valeo, the French National Institute for Transport and Safety Research and the French Institute of Petroleum) presented a "hybrid" Smart prototype (NGV-electric) that combines the advantages of natural gas and electricity and reduces emissions by 30% compared with a gasoline vehicle. Other projects are focusing on developing better performing NGV catalyzers (in the context of a National Research Agency program) or integrating biomethane in the NGV to reduce CO_2 emissions by 55%.

Specialized research centers

Most of the activities are conducted in research centers that focus on the Group's different business areas (electricity, natural gas, energy efficiency, water treatment, etc.).

- The **CRIGEN centre** (Center for Research and Innovation in Natural Gas and New Energies) in the Paris region houses 540 employees and manages a portfolio of 1,500 patents. It is working to develop offers for the various customer populations (residential, industrial, communities), in new energy forms (renewable, energy storage, CO_2 capture and storage), gas infrastructures (safety, performance etc.), LNG, web innovations, and work station mobility solutions.
- **Laborelec,** based in Brussels and the Netherlands, is conducting major programs on electricity production and transmission and energy uses. In particular, it is developing original expertise on aging materials, remote monitoring of steam or gas turbine and alternator vibrations, biomass or optimized lighting solutions.
- The **CIRSEE center** (International Research Center on Water and the Environment), based in Le Pecq near Paris, is the main research and expertise center of SUEZ Environnement. It specializes in water treatment, sanitation, analysis and business information systems. More than 7,000 days of technical assistance are provided every year by CIRSEE.
- **Cylergie,** near Lyons, specializing in energy efficiency, renewable energy, health and comfort, works for the projects of the Group's Energy Services business line.
- **Tractebel Engineering** is an engineering firm located in eight countries (Belgium, France, Italy, Poland, Romania, Czech Republic, India and Brazil), which conducts R&D work and engineering for the sustainable development projects (renewable, hydraulic, etc.), nuclear, and energy transmission, among others. It has an established international reputation and collaborates in major European research programs, particularly in energy transmission and CO_2.

The Group also has specialized research centers in the United States, China and Spain. SUEZ Environnement also has a network of 200 analytic laboratories in Europe, Asia and the United States.

1,200 researchers

8 R&I centers

FLEXIBLE CRYOGENICS – A WORLD FIRST IN LNG

To keep pace with the expansion in LNG, offshore LNG terminal projects are increasing. One of the major problems to be solved is unloading LNG at -163°C. Onshore, highly secure cryogenic arms connect to the ship to recover the cargo. Offshore, the use of these arms is impossible because of movements and swells which could break them. GDF SUEZ and Technip have been working in partnership for several years to develop a transfer system based on a flexible cryogenic technology that can safely transfer large volumes of LNG at 12 bars of pressure while adapting to the movements of the tanker. In 2008, large-scale tests conducted on a bench installed at the Group's LNG terminal in Montoir-de-Bretagne resulted in the qualification of the system for the first time in the world and it is now ready for the industrialization phase. This is a promising technological innovation in a rapidly expanding market. GDF SUEZ itself has two offshore LNG terminal projects, one off the coast of Boston and the other in the Adriatic Sea across from Italy.

BUILDING TOMORROW

In what kind of homes will we live tomorrow? That's the question which the Building Tomorrow project, supported by a number of institutions including the Ministry of Culture, and sponsored by GDF SUEZ, is trying to answer. The answer? A wood-framed, upgradeable home of low consumption, large and bright, which opens to the south and is organized around a patio covered by a movable glass canopy that makes the home very compact in winter and prevents heat losses from bays.
The installation complies with the recommendations of Gaz de France DolceVita Premium Plus. The reinforced insulation of the walls (wood wool and cellulose), low-emission double glazing, dual-flow ventilation, a condensation furnace coupled with solar panels, an energy control panel with intelligent management of the home, compact fluorescent lighting, LEDs and many other sustainable and environmentally friendly solutions limit primary energy consumption to less than 30 kWh/m^2 per year.

Seven "Groupwide" programs

In addition to the "business" research conducted in the various business lines, the Research & Innovation Department coordinates seven cross-functional programs on issues important to the Group.

• CO_2 capture and storage (CSC)
CSC is a strategic area for the Group. Latest-generation coal plants are described as carbon-capture ready since they are equipped to capture the CO_2 when the storage decisions are made. As a result of its activities, GDF SUEZ has all the expertise required for CSC: capture, transmission (gas pipe-lines), storage and geosciences (thanks to its expertise in storage and production).

• Centralized renewable energy
Renewable energy forms are one of the major growth vectors for the Group. This program coordinates R&D projects for each technology: photovoltaic solar, thermal or concentrated solar, wind, biomass and more.

• Energy storage
Today, hydraulic reservoirs offer the only electric energy storage solution that can be immediately mobilized. Deregulation of the market has resulted in a revaluation of this storage. This program is designed to study new storage processes using compressed air.

• Desalination and associated energy
SUEZ Environnement is the world leader in the "reverse osmosis" technologies that have generated the global expansion of desalination by reducing energy consumption. This program optimizes the technology and develops new related processes.

• Offshore LNG
In Boston, the Group is expected to inaugurate one of the world's first offshore LNG terminals in 2010. Other projects are being considered, particularly in Italy. Major innovations are being developed for these new solutions (see page 58).

• Smart Metering
Remote usage readings, remote data tracking, development of new services, facilities control and management… Remote operation technology is the key to developing new services, particularly in energy efficiency.

• Sustainable city
Building energy efficiency, management of transportation and public lighting, urban heating and cooling networks, renewable energy, waste collection and recovery, distribution of drinking water, sanitation are among the many challenges facing the sustainable city. The Group controls a number of technologies deployed in the context of the eco-city projects of the future.

International partnerships

The Group's R&D is fully integrated within the scientific and technical community. A large number of programs are being developed in partnership with university laboratories or major European and international research institutions.

The CRIGEN and Laborelec centers are involved in major European programs like EU-DEEP, which is developing network control technologies to manage decentralized forms of energy, and CESAR (CO_2 Enhanced Separation and Recovery), which brings together Europe's leading utilities and follows the CASTOR program (CO_2 from capture to STORage). For its part, SUEZ Environnement has formed a number of partnerships with public players (for example, Cemagref, the CNRS, the University of Tongji, the University of California at Los Angeles), private operators, and even networks of expertise and innovation like the competitiveness complexes (such as Axelera, Advancity and Vitagora).

THE ECOGENERATOR – BECOMING ONE'S OWN ENERGY PRODUCER

The ecogenerator is a high-performance natural gas appliance. Designed for individuals, it can produce heat, sanitary hot water and electricity. The electricity produced is first of all used by the household and the surplus sold to the electricity network. Compared to traditional solutions, the total energy performance of the ecogenerator can reach savings of 20% but it also reduces CO_2 emissions by 30%. Such performance should make this a product eligible for energy saving certificates. The ecogenerator first demonstrated its effectiveness in the laboratory at CRIGEN and since 2007 has been in a test phase under real conditions. Savelys, the market reference player in high-performance home heating systems, has installed some forty ecogenerators in the Rhône-Alpes region. At the conclusion of this experimental phase, which is expected to last until 2009-2010, the generator could be offered to the entire market.

These partnerships expand the R&D effort and, at the same time, benefit from the collaborative work with some of the world's best research teams.

In the nuclear segment, the Group is developing major partnerships with the French Atomic Energy Commission (CEA) and its Belgian counterpart (CEN/SCK), the benchmark electricity R&D institute in the United States (EPRI) and industrial players like AREVA. The programs cover end-of-life decommissioning, waste management, extending the life of facilities, circuit chemistry and others.

GDF SUEZ is also a partner in major programs for the development of fourth-generation nuclear reactors (horizon 2030) and is participating in the international ITER project for the long-term production of energy from fusion.

1,992
patents
in portfolio

€203 M
invested
in R&D in 2008

GREEN METHANE

In 2008, GDF SUEZ developed an innovative and ambitious project to produce biomethane from the gasification of biomass. This represents an important potential for storable renewable energy, and gasification meets European challenges to develop new industrial segments to recover renewable energy. The Gaya project is intended to create a reliable and profitable industry to produce "green methane" which can be sold as a biofuel or gaseous fuel and can be transported via the natural gas network. The project is based on the operation of a demonstration platform, which is unique in Europe, to validate the technologies and bring together operators and expertise. A seven-year partnership R&D program, coordinated by GDF SUEZ and composed of a number of sector players, has been built. The project is expected to move to the construction phase in 2009, once the financing has been obtained.

Reinventing
our business
ELECTRICITY

THE WORLD'S LEADING **INDEPENDENT PRODUCER**

GDF SUEZ is one of the world's leading electricity groups. The fifth largest power producer and trader in Europe, the Group has a strong presence in Latin America, North America, Asia and the Middle East. It is planning to expand its capacities to total 100,000 MW by 2013.

With installed capacity of 68,400 MW at 100%, GDF SUEZ is the tenth largest electricity producer in the world. It is also the most diversified internationally. A major player in the European market, the Group is the leading operator in Belgium and the Netherlands (through its wholly owned subsidiary Electrabel) and the second largest operator in France.

GDF SUEZ also holds a significant position in Germany, the United Kingdom, southern Europe (Spain and Italy) and continues to grow in Central Europe (Poland, Hungary and Romania).

The world leader among independent producers (IPP, Independent Power Producers), it holds significant assets in Latin America (Brazil, Chile, Peru, Panama), in North America (United States, Canada), Asia (Thailand, Singapore), and the Middle East.

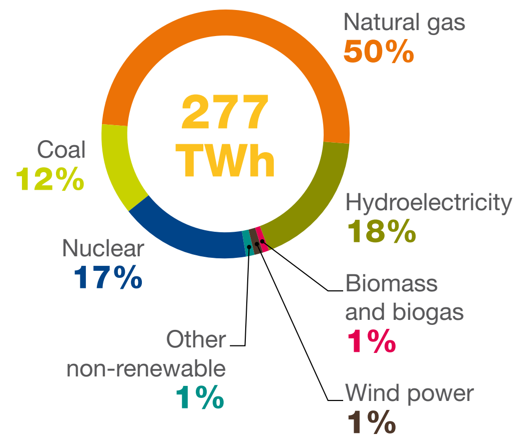
100,000 MW by 2013

Its production pool is one of the most diversified and balanced of the major utilities. GDF SUEZ operates significant nuclear capacities, latest-generation gas plants (combined cycle), a large hydraulic inventory in Brazil and France, renewable capacities (biomass, wind, solar) and traditional thermal capacities (latest-generation coal).

The Group continues to invest in projects around the world, primarily in Europe, but also in its growth markets (Latin America and North America, Asia, etc.), while it continues to develop a diversified and flexible energy mix that focuses on solutions that emit the least carbon – renewable, nuclear and natural gas.

It hopes to raise its capacity to 100,000 MW by 2013 (including 10,000 MW in France), not including its nuclear projects, which should be commissioned at a later time.

Breakdown of electricity production by technology in 2008



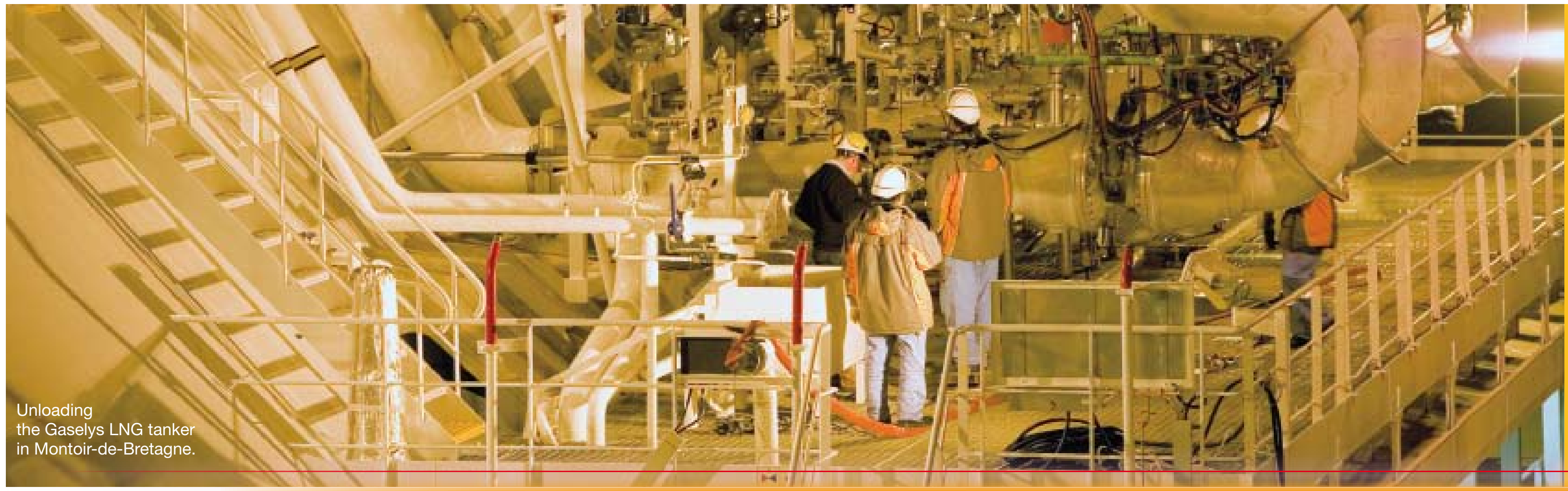
These values include 100% of the capacities of the assets held by GDF SUEZ, whatever the actual holding percentage.

No. 1 in Belgium and the Netherlands

No. 2 in France

No. 1 IPP in Brazil, the Middle East and Thailand

20,000 MW of capacity under construction



Unloading
the Gaselys LNG tanker
in Montoir-de-Bretagne.

OBJECTIVE: **10,000 MW IN FRANCE**

The second largest operator in France, GDF SUEZ operates an inventory of 6,400 MW which it is expanding to 10,000 MW by 2013, excluding nuclear projects. Renewable energy represents 70% of that capacity. Through its subsidiaries Compagnie Nationale du Rhône and Société Hydro-Electrique du Midi, it ranks second in hydraulic power, with 25% of French output in 2008. It is also first in wind energy, with an installed capacity of 383 MW and more than 400 MW under construction, along with ambitious offshore wind projects in the longer term. The Group operates a combined cycle thermal plant in Dunkirk, and a second is in the test phase at Fos-sur-Mer. These two projects recover steel gases. Two other combined cycle plants with 430 MW are under construction in Fos and Montoir near the Group's LNG terminals. An advanced technology plant is being planned in Côtes-d'Armor in order to reduce the capacity deficit in Brittany. In nuclear, the Group, which holds drawing rights in two plants operated by EDF, was selected by the French government as a partner to operate the second EPR reactor to be built in France. It is also a candidate for the construction of a third reactor.

Teesside power plant in England.

700 MW HIGH YIELD IN GERMANY

Electrabel, which has been active in Germany for the past 10 years, is developing several major projects for new plants in that country. At Wilhelmshaven, on the North Sea coast, it launched construction of a huge latest-generation 700 MW pulverized coal plant (half an EPR) in 2008. With a yield of 46% (versus 35% for a traditional coal plant), the boiler will significantly improve the energy efficiency of the facility and reduce its CO_2 emissions. The plant will also be carbon-capture ready, meaning that it will be ready to capture carbon for storage. Commissioning of the facility is scheduled for 2012 and, under an agreement signed with E.ON, it will have access to the 380 kV transmission grid owned by the German utility.

The new Eems wind power farm in the Netherlands.

Giving priority to the least polluting technologies

In order to diversify its energy mix, the Group holds primarily natural gas thermal production capacities, but also coal plants, and focuses on technologies which emit the least carbon. Natural gas is the form of thermal energy which emits the least CO_2. The latest-generation technologies (such as combined cycle, gas steam turbine, cogeneration) generate much higher yields and efficiency than other fossil fuels.

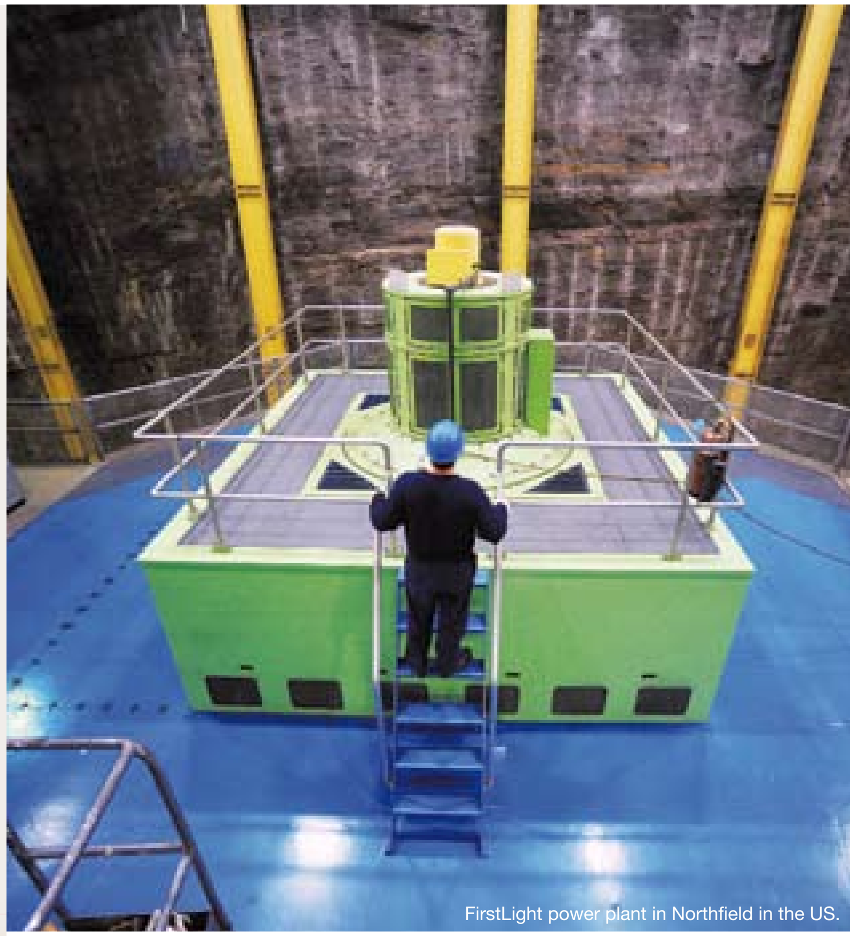
GDF SUEZ holds an inventory of 36,691 MW in natural gas production capacity. In 2008, it acquired Teesside in England, the most powerful combined cycle power plant in Europe. With 1,875 MW, its eight turbines have a capacity greater than an EPR nuclear reactor. In Dunkirk, France, it operates a combined cycle power plant with 788 MW which recycles exhaust gas from the steel industry. The Group is testing another plant of this type at Fos-sur-Mer (Cycofos, 484 MW) and is building another (CombiGolfe, 425 MW).

Another natural gas 435 MW combined cycle plant is under construction in Montoir-de-Bretagne, near one of the Group's LNG terminals. A high-tech power plant to reduce the capacity deficit in Brittany is also being planned. Several natural gas projects are under construction in Belgium (recovery of industrial gases and co-generation) and in the Netherlands.

Investing in old facilities

The Group operates coal plants (a total of 7,143 MW), primarily in Belgium, the Netherlands, Poland and Thailand. Most of the oldest facilities have been converted to burn biomass in co-combustion and improve their carbon footprint. The Polaniec plant in Poland (1,654 MW) has been partially converted to biomass and equipped with desulfuring facilities (reduction of sulfur dioxides).

The new projects launched by the Group all use the latest-generation technologies, which give yields greater than 40% (compared with 35% for traditional technologies) and reduce CO_2 emissions and significantly reduce effluent discharge. In 2008 in Germany, the Group launched work on a 700 MW pulverized coal project. The plant yield will be 46% carbon-capture ready, and should not emit any CO_2 when the capture and storage projects are in place (see inset).



FirstLight power plant in Northfield in the US.

NUMBER 1 IN SINGAPORE

In September 2008, GDF SUEZ acquired Senoko Power, Singapore's leading power producer with one third of the market. The company operates 3,300 MW, mainly using natural gas combined cycle plants.

HYDRAULIC ACQUISITIONS IN THE UNITED STATES

In September 2008, GDF SUEZ acquired FirstLight Power, a company that primarily operates 15 hydroelectric plants (a total of 1,538 MW) in the United States. In October, the Group added Econergy international, a company that specializes in renewable projects in Latin and North America, to its list of assets in the United States.

Reinventing
our business
ELECTRICITY

NEW-GENERATION NUCLEAR ENERGY

The historical nuclear operator in Belgium, GDF SUEZ believes that in the current environment the world is ready for the relaunch of this sector. The goal is to meet future energy needs while taking the climate challenge into consideration.

Nuclear plants represent 9% of GDF SUEZ electric capacity and nearly 17% of its production. Through its subsidiary Electrabel, which has more than 40 years' experience in the nuclear industry, the Group operates seven reactors representing 5,200 MW of power in Belgium, and holds 1,100 MW in capacity in the French plants of Chooz and Tricastin operated by EDF. A share swap agreement signed with E.ON at the end of 2008 also gives the Group a "drawing right" for 700 MW in three German nuclear power plants.

Expertise in all the businesses

GDF SUEZ is one of the very few European groups with expertise in the entire nuclear chain: engineering and design, construction, operation and maintenance. Through its interests in Canadian uranium mines and in the future AREVA George Besse II enrichment plant in Tricastin, France, its expertise now extends to fuel.

A total of 3,500 employees work in the Group's 12 nuclear subsidiaries; 1,300 are specialists in nuclear maintenance, working in the Group's facilities as well as the facilities of the major European players in the nuclear sector, including AREVA, EDF and E.ON.

With average availability of 90% over the last five years, the operational performance of the Electrabel plants is maintained at a high level.

A response to the energy challenges

Sharply increased demand, the growing scarcity of oil and gas resources, and global warming are all global energy challenges that argue for the value of nuclear. Nuclear secures a country's production due to its large capacities (1,750 MW for one EPR).

For example, the annual production of one EPR supplies electricity for the Lyons metropolitan area with 1.5 million residents for one year, emitting almost no CO_2 and ultimately producing a volume of radioactive waste that is equivalent to just one trucking container.

The price for a nuclear kilowatt hour (kWh) is more stable and less sensitive to price fluctuations in raw materials than the fossil fuel price for a kWh. The price of uranium, which is more widely distributed geographically than oil and gas, represents only a small percentage of the cost price. Finally, nuclear produces abundant energy without carbon emissions.

A player in the nuclear revival

After a slowdown in nuclear construction, particularly in Europe, projects are on the increase. A total of 36 reactors are currently under construction around the world, about one hundred are on the order books or in the planning stages, and nearly 200 additional reactors could be launched by 2030.

Nuclear energy represents 31% of the electricity produced in Europe, where it is used in 16 of the 27 countries of the EU. Many European countries are developing new projects, including countries which abandoned this form of energy following the Chernobyl accident in 1986. The Netherlands, Sweden and Italy are the best examples. Even Germany has not avoided having a debate on the nuclear issue.

Backed by its expertise, GDF SUEZ plans to be one of the players in this relaunch and considers nuclear to be one of its strategic growth vectors. The Group hopes to launch and operate several third-generation plants by 2020.

New projects throughout Europe

Early in 2009, the French government selected GDF SUEZ, in partnership with EDF, to operate the second EPR reactor, which will be built on the Penly site in Normandy. The Group is also a candidate for a third EPR reactor now that the French government has acknowledged its willingness to assume the role of contracting authority and operator.

In Romania, GDF SUEZ was selected in 2008 along with other European partners to complete the construction of two 700 MW Canadian technology reactors (Candu6), which are expected to be commissioned in 2015.

IN-DEPTH SAFETY AUDIT AT THE TIHANGE PLANT

Like all nuclear operators, Electrabel ranks safety as the absolute priority for its facilities. To evaluate it, the Belgian authorities in 2007 asked the International Atomic Energy Agency (IAEA) to conduct an in-depth audit of the first tranche of the Tihange plant using an Operational Safety Review Team (OSART). At the end of its three-week mission, 15 experts authorized by the OSART confirmed the priority given to safety by Tihange and suggested improvement measures that would bring the plant in line with the very highest international standards.
Early in 2009, the OSART team returned to measure the progress made 18 months later. The new audit found that 16 of its 22 recommendations had been integrated and the other six are in the process of being so. This is a remarkable result in 18 months, particularly since no deficiency was found after this major exam which involved the local teams for weeks. A similar assessment will be conducted in 2010 at the Doel plant, Electrabel's second nuclear site.

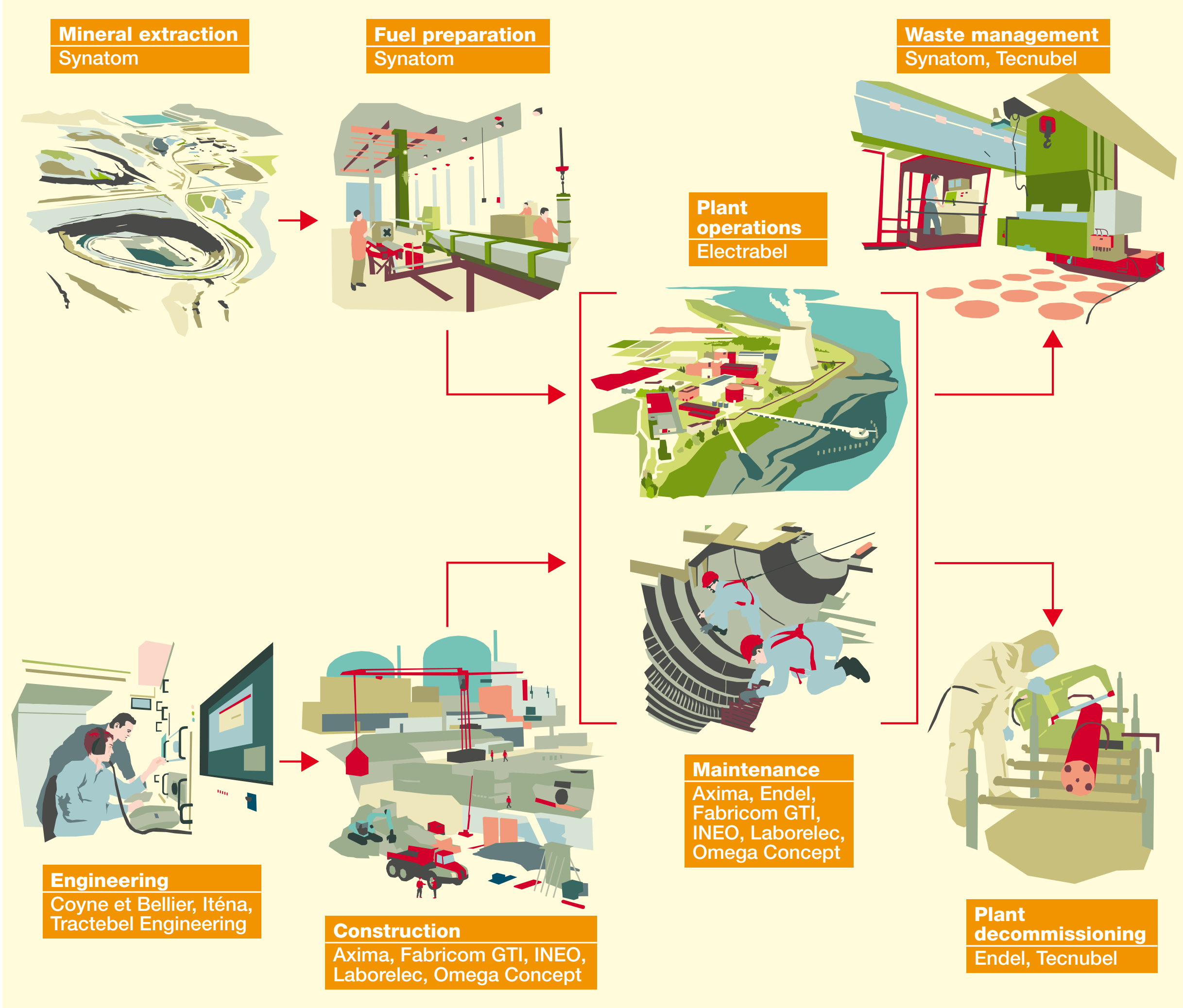
In the United Kingdom, the Group hopes to participate in the restart of nuclear, a central element in the country's energy and climate policy, and this should lead to a commitment to concrete projects in 2010-2012. Through a joint venture, GDF SUEZ and Iberdrola, with Scottish & Southern Energy (SSE), intend to acquire sites, held by the Nuclear Decommissioning Authority (NDA) and EDF Development Co. Ltd, suitable for the construction of nuclear power plants. Various projects are being looked at in Europe, particularly in Italy and Poland.

International growth

GDF SUEZ also wishes to expand its presence and its nuclear power production capacities in regions of the world where the Group already has a strong presence. Its goal is to hold and operate by 2020 a significant nuclear capacity outside Europe in countries which make a commitment to develop safety-related ethics and a liability framework.

GDF SUEZ has partnered with AREVA and Total to propose a nuclear plant project to the authorities of the United Arab Emirates. The Group has also expressed an interest in the development and finalization of the Angra 3 power plant in Brazil, a country in which GDF SUEZ is the leading private power producer with more than 7,000 MW of installed power.

A presence in all nuclear businesses



Reinventing
our business
ELECTRICITY

INCREASED **RENEWABLE** CAPACITIES

GDF SUEZ holds a particularly diversified portfolio of renewable energy and is present in all segments, both in Europe and abroad. In 2008, it made €1 billion in investments in renewable energy.

Driven by popular policies, renewable energy in 2008 continued to expand strongly around the world. It meets the climate challenges (it emits no CO_2), preserves fossil resources, and strengthens energy independence.

After Europe, where the development of renewable energy is the most dynamic because of Community incentives, Latin America, North America and Asia are about to become major markets.

At the end of 2008, GDF SUEZ had 12,678 MW in renewable capacities, the equivalent of 10 nuclear reactors. The Group's expertise covers all forms of energy including hydraulic, wind, biomass, solar, and biogas.

Hydraulic: 19% of the Group's capacities

In accordance with its sustainable development objectives (to give priority to an energy mix with low CO_2 emissions), it continues to invest heavily in this sector, and devoted more than €1 billion to new projects in 2008, primarily in Europe, but also in new markets for renewable energy.

Hydraulic energy is by far the main source of renewable energy in the world and continues to grow rapidly: 120,000 MW are currently under construction and 400,000 MW are planned.

GDF SUEZ is an international specialist in hydraulic energy, which accounts for 19% of its power capacities and 80% of its renewable capacities. Its subsidiary Tractebel Engineering has participated in the design of more than 700 dams around the world.

Ranked second in hydraulic in France with 25% of the production, it operates more than 60 facilities on the Rhône river, in the Pyrénées and the Massif Central in France via Compagnie Nationale du Rhône and Société Hydro-Electrique du Midi.

The leading private power company in Brazil, its hydraulic capacity in the country is over 6,000 MW and more than 4,400 MW are under construction, including the Jirau dam (3,300 MW), the largest energy project currently being developed by the country (see inset). The Group also operates all types of facilities (reservoirs, run-of-river, microplants) in Belgium, Portugal, Italy, Peru, Chile, Laos and Bolivia, as well as small-capacity units in Tahiti and Vanuatu.

Wind: strong growth in Europe

Driven by the incentives established by the European Community, wind energy continues to expand significantly throughout the European Union. North America is also a high-growth market.

With an inventory of more than 1,300 MW and over 1,200 MW under construction or planned in France, Portugal and Canada, GDF SUEZ is a major player in the industry.

650 MW in production in Portugal

The Group ranks first in France, with installed capacity of 383 MW at the end of 2008 plus another 400 MW under construction or with permits. It holds its largest capacities in Portugal, with 650 MW in production and several projects in progress.

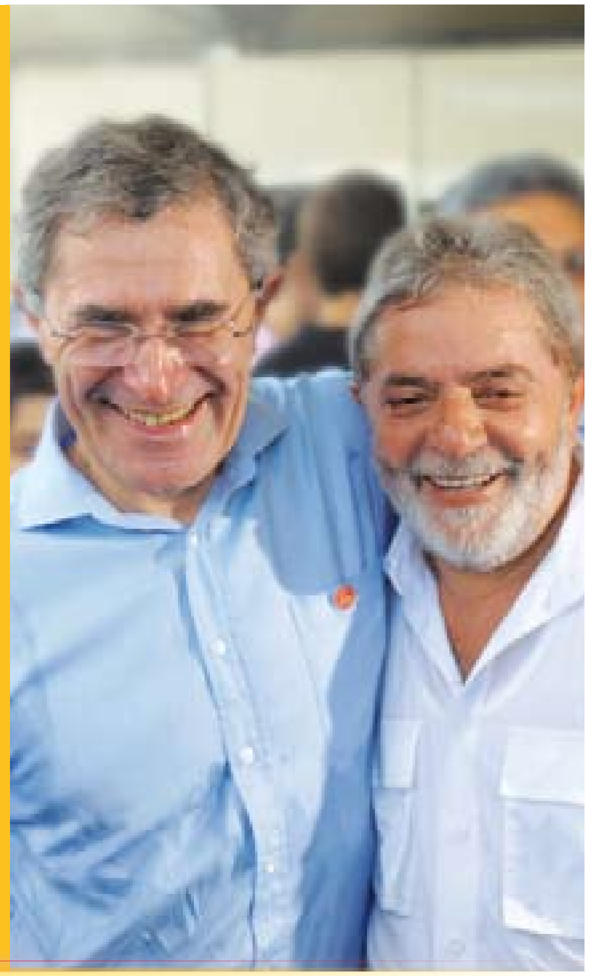
It also holds capacities and is developing a number of projects in Belgium, the Netherlands, Italy and Scotland, and in its main European markets, primarily to protect itself from the carbon risk brought about by new European regulations.

In the medium term, it is conducting two major offshore projects in Belgium and France, where it is developing the Deux Côtes project off the Bay of Somme, the largest wind project ever planned in France, with 141 turbines and total power of 705 MW.

In Canada, where it is developing more than 2,000 MW in projects, the Group last year signed an agreement with a New Brunswick utility to supply "green" energy for 20 years from a 99 MW farm that will be built on the east coast.

THE LARGEST ENERGY PROJECT IN BRAZIL

GDF SUEZ, which has had a presence in Brazil for the past 50 years, employs more than 1,700 people and generates €1.2 billion in revenues in that country. The leading private power producer, its subsidiary Tractebel Energia has installed capacities of 7,300 MW in operation, representing 6% of the country's total production capacity, and more than 4,400 MW under construction. Its production inventory is 84% hydroelectric plants. In 2008, Tractebel Energia substantially expanded its capacities. It won the concession for the Jirau hydroelectric plant with 3,300 MW, the country's largest infrastructure project. This plant, which represents an investment of €3.3 billion, will begin in 2013 to help meet Brazil's growing demand for electricity of about 4,500 MW a year.
The Group also completed the construction of the new São Salvador dam (241 MW), acquired three hydroelectric plants and two wind farms, and began construction of a biomass plant, which will be fueled by sugar cane waste. Tractebel Energia already operates a cogeneration plant using wood waste, which prevents the discharge of 220,000 tons of CO_2 equivalent every year. All these projects and developments reflect the company's "green" strategy.
Tractebel Engineering is also developing engineering activities in Brazil for power plant projects, electricity grids or waste treatment networks.



European leader in biomass

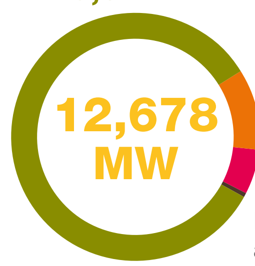
In the last ten years, GDF SUEZ has developed unique expertise in biomass, which it primarily uses in co-combustion plants to reduce CO_2 emissions from its carbon plants in Belgium, the Netherlands and Poland. It achieved a world first by reconverting a Belgian coal-fired plant so that it runs entirely on biomass.

The Group is conducting several original R&D projects to improve combustion and recycle resources other than wood, and is burning olive pits and pulp, crop residue and treated sludge in its plants.

Two projects are under way in the Netherlands. One is to convert an existing plant so that it burns 25% biomass beginning in 2010 and reduces its carbon emissions accordingly. The other project is the construction of a new co-combustion plant, designed from the beginning to use 50% biomass. This plant will also be carbon-capture ready.

Outside Europe, the Group operates several biomass plants in the United States and Brazil, and some small-capacity units in Polynesia.

GDF SUEZ renewable energy capacities*



* 100% of the capacities of the assets held by GDF SUEZ, whatever the actual holding percentage.

18.5% **of electricity capacities** in renewable energy

No. 1 **in wind** in France

No. 1 **in biomass** in Europe

AWARDS IN BRAZIL

Last year, Tractebel Energia was awarded the prize for the "Brazilian company with the best performance for electricity" in 2007 and the prize for the "Brazilian company with the best performance in human resources and sustainable development." GDF SUEZ Chairman and Chief Executive Officer Gérard Mestrallet was also recognized as "2008's leading personality in Franco-Brazilian relations."

A **EUROPEAN** LEADER IN NATURAL GAS

Operating over the entire gas value chain, GDF SUEZ is the leading player in the European market. As the top gas buyer and leading LNG importer in Europe, it is also involved in exploration and production in 12 countries.

With 16 million customers in Europe, including 11 million in France, the Group is the leading gas operator on the continent. The historical leader in France, it has a strong presence in Italy, the Benelux countries and Central Europe (Romania, Hungary, Slovakia among others) and is expanding into key markets, such as Germany, the United Kingdom, and Spain, with industrial customers and in gas supply to electric power plants.

11 million customers in France

GDF SUEZ is the historical gas supply leader in France, the fourth largest European market after the United Kingdom, Germany and Italy. In 2008, the Group sold 400 TWh in France, with an 88% market share in the residential market and 85% in the business market. The leader in the natural gas market, GDF SUEZ is also the second largest French power producer and marketer.

Since full deregulation of the energy market in France on July 1, 2007, each customer can now select the supplier of his choice. In 2008, nearly 370,000 customers left the Group and 400,000 new customers joined it, representing 500,000 electricity sites (a major corporate customer can represent several thousand sites). Thus, the Group serves 10.7 million sites with natural gas and 600,000 with electricity. Its portfolio of business customers and local communities has 55,000 accounts, including 260,000 gas sites and 120,000 electricity sites.

The commercial offer is based on well-established, recognized brand names: DolceVita for individuals, Provalys for industry and businesses, Energies Communes for local communities, GDF SUEZ Global Energy for major accounts and Savelys for services, which holds one-third of the boiler maintenance market.

The market for major European accounts

Expansion of Group sales to major European accounts continued in 2008, with sales totaling nearly 200 TWh in this segment characterized by heavy consumption and very specific expectations. These customers, which generally have a European energy purchasing unit, expect comprehensive (multi-site and multi-country) and complex offers which are specially "customized" for them.

The recent merger resulted in the launch in early 2009 of the GDF SUEZ Global Energy brand, designed specifically for this customer segment. They now have a brand which can provide offers on a European scale which combine gas and power supply and services associated with the sale of energy, ranging from managing their market risks to optimizing their energy performance. As a result, they benefit from the reliability and diversity of supply that can be provided by a European energy leader.

DEVELOPMENTS AT THE EASTERN BORDER OF EUROPE

In August, the Group won the bid for the privatization of Izgaz, Turkey's third largest natural gas distributor. Izgaz manages a 2,900 km distribution network in the Kocaeli region, one of the most heavily industrialized areas of the country.

Social responsibility

In order to manage its customer relations, GDF SUEZ has call centers that handle approximately 35,000 calls a day. The quality of the service places the Group among the top companies in the sector in France. At the end of an audit conducted by Ernst & Young authorized by the French Ministry of Labor, GDF SUEZ earned the "2008 Social Responsibility" label for its 25 customer relations centers, the guarantee of good ethical and social practices from sales representatives. It also received in 2008 the prize for "Best Corporate Citizen" awarded by the French Association of Customer Relations.

Deployment of a new information system, which represents an unprecedented technical and commercial challenge in the energy sector (11 million accounts to be switched over), was completed in 2008. After the early defects found in the launch, adjustments brought the system to a satisfactory operating level.

Services and eco-comfort

Along with gas and power supply, GDF SUEZ is growing in customer services and intends to become the leader in eco-comfort, the objective of which is to develop more efficient, high-performance energy installations in the home. This market is expected to expand very rapidly with stronger energy regulations that will apply to housing under the Environmental Grenelle program.

Savelys, a Group subsidiary, is the leader in France and second in Europe in home boiler maintenance, with 30% of the market (1.5 million boilers under maintenance). Banque Solfea, another Group subsidiary, offers a line of special financing to help customers modernize their installations.

In 2008, the Group acquired five companies specializing in energy efficient services and renewable energy for consumers. Combined within the Climasave subsidiary, they will allow Climasave to develop a complete offer of eco-comfort services as well as supplying natural gas and electricity.

A European player

GDF SUEZ is a major operator in Italy, both in natural gas and electricity. It holds 60% of Energie Investimenti (1 million customers and the third largest gas operator in volume) and 64% of Italcogim (which operates 465 concessions throughout Italy). The Group also has projects for an offshore LNG terminal and underground storage in Italy.

In Germany, it holds a 31% stake in Gasag, a company that manages a 110,400 km distribution network, serves 760,000 customers, primarily in the Berlin area, and is expanding into Brandenburg and the Rhineland.

In Central Europe, the Group is an important player in Romania, a high-potential country, where it controls one of the two natural gas distribution companies, and is consolidating its distribution and marketing activities in Hungary.

In Slovakia, GDF SUEZ is partnered with E.ON and holds 49% of SPP, a company that sold 59 TWh of natural gas in 2008 to all types of customers, including 1.5 million residential customers. SPP also operates the country's 31,537 kilometer gas distribution and transmission network.

The Group is also expanding at the borders of Europe. In 2008, it won the bid tender for the privatization of Izgaz, Turkey's third-largest distributor. The company supplied 1.5 Gm^3 of natural gas, primarily to industries, but also to 200,000 individual customers.

THE FIRST **"100% NATURE"** DUAL-ENERGY OFFER

In October, GDF SUEZ launched *DolceVita 2 énergies Nature* in France, the first fixed-price offer in the electricity and gas market which allows individuals to make a 100% commitment to the environment, while controlling their energy expenses at the same time. Customers are offered 100% renewable electricity thanks to the AlpEnergie offer (hydraulic electricity) and neutralization of CO_2 emissions that corresponds to their gas consumption.
In practice, they pay a form of compensation by buying carbon credits which allow the implementation of "Kyoto" projects to reduce greenhouse gases. In addition, by signing up for the offer, the customer is afforded a better view of the costs involved: the price of the "green" electricity, natural gas and the carbon certificates are set for one or two years.

Reinventing our business
NATURAL GAS AND LNG

A **PORTFOLIO SECURE** OVER THE LONG TERM

GDF SUEZ has one of the most diversified and secure natural gas supply portfolios in Europe. In 2008, long-term contracts accounted for more than two-thirds of the Group's natural gas purchases.

The size of the GDF SUEZ supply portfolio, the diversification of the geographic sources and gas transmission routes, the large proportion of LNG and its own production, and the diversity of the transmission and storage capacities it holds are all guarantees of security which ensure that the Group can supply its thousands of industrial customers, its gas-fired power plants, and its millions of individual customers under all circumstances.

In 2008, the Group purchased more than 1,200 TWh of natural gas, nearly 70% of it under long-term contracts with third parties, but also on the spot market or using its own production. The gas comes primarily from Norway, the Group's largest supplier, the Netherlands, Russia and Algeria.

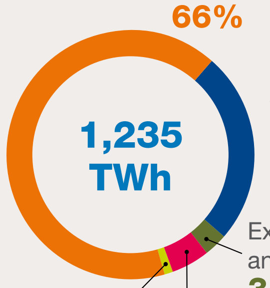
The long-term contracts are signed for a term on the order of 20 years. The Group's relations with its main suppliers are old and may result in diversified industrial partnerships. For instance, GDF SUEZ works with Norwegian, British, Dutch or Algerian partners in LNG or exploration and production projects.

In 2008, one-fourth of the gas volumes were acquired under short-term operations, giving flexibility to the supplies and allowing the Group to take advantage of market opportunities. Most of these transactions are conducted through Gaselys, the Group's trading subsidiary.

In order to secure and diversify its access to natural gas, and control its supply costs at the same time,

Breakdown of natural gas supplies by type of purchase

Estimated data at year-end 2008, at 100%



North Sea platform.

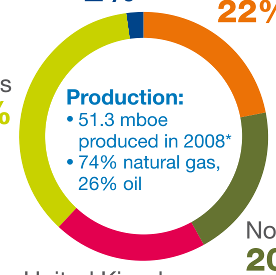
GASELYS

A subsidiary of GDF SUEZ (51%) and Société Générale (49%), Gaselys is one of the foremost gas traders in Europe. Formed in 2001 to participate in the deregulation of the European gas and power markets, Gaselys offers a unique combination of industrial and financial expertise.
It operates in all components of the energy mix: natural gas, electricity, oil and refined products, coal, CO_2 trading quotas and green certificates. Gaselys offers GDF SUEZ and its customers access to the spot markets and financial hedge products to manage fluctuations in energy prices. It helps to optimize the portfolio of gas and LNG resources, proposes market hedge strategies for power production, and participates in preparing customized commercial offers for major accounts, giving them the benefit of pricing plans adapted to their risk profile. Gaselys operates in all European markets, as well as on American and Asian reference markets.

SUCCESS IN THE NORTH SEA

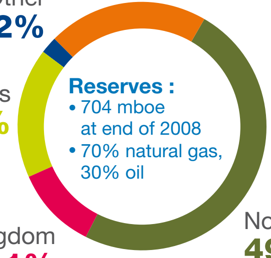
After a new discovery in the southern North Sea at the end of December, GDF SUEZ and its British partners early in 2009 announced the successful outcome of an appraisal well, thus boosting estimates of the recoverable reserves from the Cygnus gas field. The additional reserves could be as much as 2.83 billion cubic meters. Exploration of the field continues with a new well planned in the area in 2009. Cygnus is thus becoming one of the most important development projects in this area of the North Sea.

Geographic breakdown of production



* Including 1.1 mboe from the NAM assets acquired (Netherlands).

Geographic breakdown of reserves



GDF SUEZ has its own oil and gas reserves, primarily in the North Sea, Germany and North Africa. In 2008, those reserves produced 51.3 million barrels of oil equivalent (mboe), 74% of which was natural gas. A significant player at the European level, the Group is the leading offshore producer in the Netherlands and the fifth largest producer in Germany.

1.5 billion boe in the medium term

At year-end 2008, the Group's held 704 mboe in proven and probable hydrocarbon reserves (70% in natural gas). Its objective is to eventually raise its reserves to 1,500 mboe through acquisitions and through new discoveries resulting from its exploration activities.

The Group's portfolio of assets includes 357 exploration and/or production licenses in 12 countries. In line with oil industry practices, these permits are held in partnership with other companies, but 58% are operated directly by the Group.

Its status as operator is recognized in most of the countries in which it works, which allows it to take the leadership position on certain projects and recommend technical choices and investment decisions to its partners. In Norway, the Group will assume the role of operator for the production phase on the offshore Gjøa field, which is expected to start up in 2010.

New discoveries, new developments

Twelve of the 27 exploration or appraisal wells drilled in 2008 were successful and resulted in six discoveries in the North Sea (four in the United Kingdom and two in Norway), two in Egypt and two in Libya.

In 2008, the Group acquired significant offshore exploration and production assets in the Netherlands from the NAM company, thus becoming the leading producer in the Dutch North Sea.

It also entered Libya (acquisition of 20% of an exploration and production license) and Azerbaijan (15% in the Yalama offshore project). Through the asset swap with Italy's ENI in return for the sale of Distrigaz, the Group obtained a set of assets which will give it entry to the United States (Gulf of Mexico) and Indonesia in 2009.

No. 1 gas buyer in Europe

No. 1 LNG importer in Europe

357 exploration and/or production licenses in 12 countries

NEW LONG-TERM CONTRACTS WITH ENI

GDF SUEZ signed supply contracts with ENI which provide for the delivery of 4 billion cubic meters of natural gas a year for 20 years in Italy, a market where the Group is expanding, primarily in the production of gas-based electricity, as well as an option for 2.5 billion cubic meters of gas for 11 years in Germany, and the delivery of 900 million cubic meters of gas annually in the form of LNG in the Gulf of Mexico over 20 years.

Reinventing
our business
NATURAL GAS AND LNG

THE LEADING **LNG** IMPORTER IN EUROPE

A top-tier operator in liquefied natural gas, GDF SUEZ has a diversified portfolio of supply contracts, interests in liquefaction facilities, a fleet of 15 LNG tankers, and regasification capacities on both sides of the Atlantic.

GDF SUEZ is a global leader in liquefied natural gas (LNG) and controls the entire LNG value chain. It has a diversified portfolio of supply contracts, interests in liquefaction facilities, a large LNG tanker fleet and owns and operates regasification terminals on both sides of the Atlantic.

A high-growth market

Thanks to recent technological progress that has lowered construction costs (large capacity liquefaction terminals, giant tankers) and in response to rapidly growing demand for natural gas, LNG projects are on the rise around the world.

The LNG market represents one-fourth of international natural gas trade and is growing much more rapidly than gas pipeline trading. It is expected to triple by 2030 to total 680 billion cubic meters according to the reference scenario of the International Energy Agency (source: *World Energy Outlook 2008*).

This development gives access to new reserves that are very distant from the consumption sites (Middle East, Africa, etc.) and contributes to the diversification and security of supplies. LNG brings flexibility to the market and participates in its globalization.

LNG represents approximately 20% of the gas supplies of the Group, which holds stakes in three liquefaction plants: Idku in Egypt, Atlantic LNG in Trinidad and Tobago, and Snøhvit in Norway, the first cargo from which was delivered in 2008.

In addition to the LNG volumes from these three countries, the Group also has long-term supply contracts with Algeria, its first and oldest LNG supplier, and with Nigeria. In 2009, it expects to receive the first LNG deliveries from Yemen. An agreement signed with Shell last year will increase supply diversity. It provides for the delivery of a total of 10 billion cubic meters of gas to GDF SUEZ in the form of LNG beginning in 2014.

In order to transport the LNG, the Group operates a fleet of 15 tankers, some of which, with a capacity of 154,500 cubic meters, are among the largest in the world. Five new LNG tankers are under construction and will be delivered by 2010.

Leader in the Atlantic basin

Most of the cargos are delivered, on both sides of the Atlantic, to terminals where the Group holds long-term capacities: Montoir and Fos in France, Zeebrugge in Belgium, Everett in the United States, Isle of Grain in the United Kingdom, Huelva and Carthagena in Spain, and Peñuelas in Puerto Rico, as well as Italy.

LNG's flexibility allows for the development of a spot market, which represents approximately 20% of global LNG trade. In 2008, the Group made spot deliveries to Asia, Europe and North America.

A player in the LNG boom

GDF SUEZ is also a major player in the growth of LNG around the world. In addition to the four LNG terminals it owns and operates today, the Group is building a new terminal at Fos-Cavaou, France, which is scheduled to open in 2009. It is completing the construction of an offshore terminal near Boston and is looking at a similar project in Italy.

In Chile, with its partner Codelco (the world's leading copper producer), the Group has launched the Mejillones project, which will be the largest LNG terminal in South America. It also has a stake in India's Petronet LNG, which owns the Dahej terminal and is building the Kochi terminal in India.

Finally, the Group is involved in terminal projects at various stages of completion in Canada and Singapore, as well as a liquefaction plant in Cameroon.

BEYOND THE **ARCTIC CIRCLE**

In March 2008 in Montoir, the Group lifted its first LNG cargo from Snøhvit (Norway). Located in the Barents Sea, beyond the Arctic Circle, Snøhvit is the northernmost LNG project in the world. Liftings are performed with the Provalys, a tanker adapted to handle the extreme weather conditions in this region of the world.

LNG IN **SINGAPORE**

In June 2008, GDF SUEZ was selected as a strategic partner by PowerGas for an LNG terminal project in Singapore.

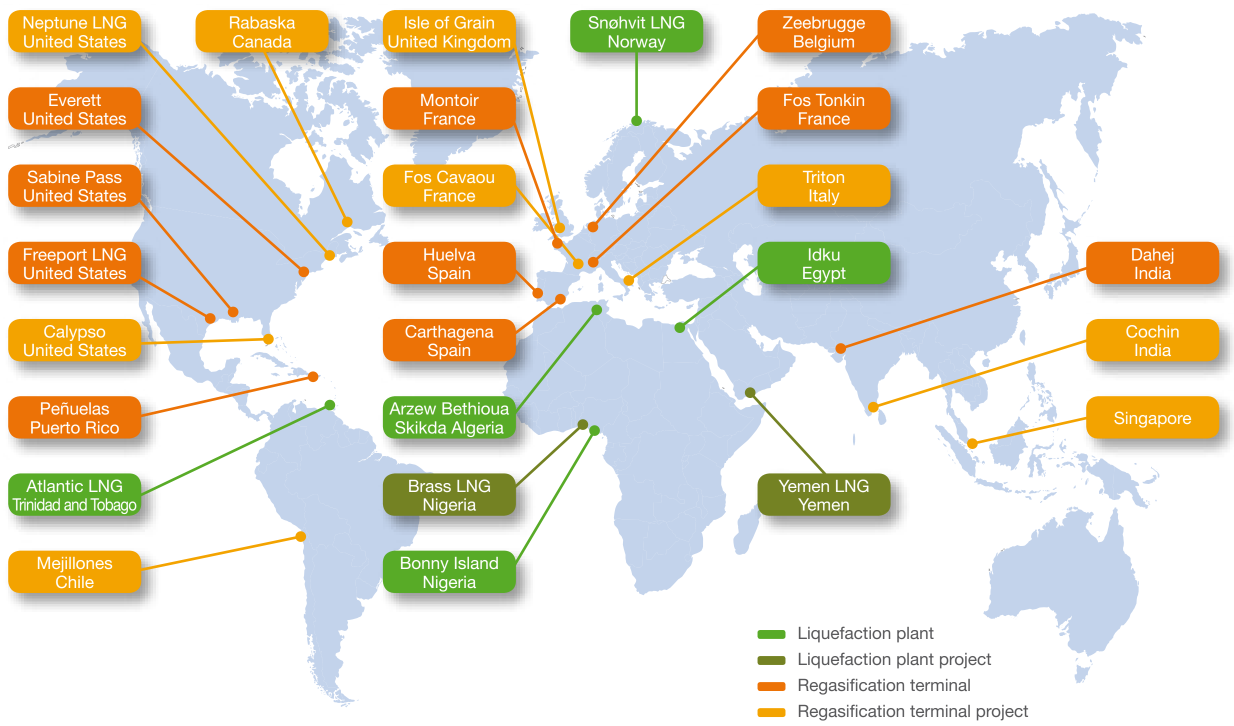
2008 **LNG AWARD**

During the World LNG Summit held in December 2008 in Barcelona, GDF SUEZ received the "LNG Award 2008" for the company that made the greatest contribution to the LNG industry during the previous year.

No. 3
LNG importer in the world

No. 1
importer in the Atlantic basin

A presence over the entire LNG chain on both sides of the Atlantic



OFFSHORE LNG TERMINAL IN BOSTON

GDF SUEZ owns and operates the first LNG terminal built in the United States in Everett, near Boston. In an area of high demand, it will cover 20% of the demand from New England. To meet the growth in demand, the Group is installing Neptune LNG offshore near Boston; this will be one of the first offshore terminals in the world. This innovative floating terminal contains two submersible buoys that allow regasifier LNG tankers to unload their cargo (regasified on board) through a subsea gas pipeline. The project is expected to begin service in 2010. GDF SUEZ is planning to develop other offshore terminal projects using this technology, for example in the Adriatic Sea off the Italian coast.

A LEADING EUROPEAN **NETWORK** MANAGER

The subsidiaries of GDF SUEZ hold the largest gas transmission and distribution networks in Europe. In France, they are managed by GRTgaz and GrDF respectively.

The European transmission network mainly consists of the 32,044 km in French infrastructures managed by GRTgaz, a wholly-owned Group subsidiary, plus 5,000 km in Belgium (Fluxys, in which the Group holds 45%), Germany (Megal, 44%) and Austria (BOG, 34%).

Transmission activity is regulated in France by the Energy Regulatory Commission (CRE), an independent authority that monitors free access to infrastructures for all gas operators at regulated rates. Fifty shippers used the GRTgaz network in 2008.

GRTgaz, which is planning to boost its transmission capacities by 15% by 2013, is devoting substantial investments to the fluidification of the network. In 2008, three projects to build new compression stations were launched for the sum of €235 million. These stations will use electric compressors, which significantly reduce emissions of CO_2 and nitrous oxides.

A network extending nearly 190,000 km

The 188,637 km of the French distribution network are managed by GrDF, a new, wholly-owned subsidiary formed on January 1, 2008, which is the distribution leader in Europe. Outside France, the Group also holds shares in nearly 100,000 km of the networks of other operators.

In France, the distribution network is also regulated by the CRE: 17 suppliers used it in 2008 to serve their customers. A major vector for local economic development, it connects 9,265 municipalities and has 11.1 million customers connected.

One of the goals is to increase the density of this network to keep pace with increased demand, particularly by accompanying the urban renewal operations conducted each year in France. Six months of work also resulted in the installation of a new artery to serve the Nancy metropolitan area.

CREATION OF **GrDF**

Pursuant to European regulations stipulating the legal separation of the operations of supplier and network manager, the distribution network was subsidiarized on December 31, 2007 within Gaz Réseau Distribution de France (GrDF), a new wholly-owned subsidiary of the Group.

Storage capacities, which are strategic assets to secure contracts and ensure the continuity of supply, are expanding rapidly in the world, particularly in Europe where deregulation of the markets has led to a need for additional flexibility.

Storage: expanding capacities by one-third by 2015

With 12 underground storage sites, representing 9.7 billion cubic meters in France and additional capacities in Belgium, Germany, Slovakia, Romania and Italy, GDF SUEZ holds the second-largest gas storage capacities in Europe. Its longstanding acknowledged expertise in these businesses allows it to develop several major projects in German and the United Kingdom.

In December 2008, the underground storage activities of the Infrastructures business line were recombined within a new subsidiary, Storengy. Access to storage is open to third parties in France and, in 2008, 22 customers used the capacities of Storengy, which successfully organized auctions of additional capacities.

Storengy plans to expand its capacities by 3 billion cubic meters by 2015 while increasing its position in Europe. In Germany, the Group operates four underground storage sites representing 600 million cubic meters and is developing several additional storage projects in salt caves or depleted oil fields.

In the United Kingdom, where storage needs are high, it is developing a 400 million cubic meter project, which will make it one of the largest infrastructures in the country. Commissioning is scheduled in 2013.

In December 2008, the LNG liquefaction terminals in France were reorganized into a new subsidiary, Elengy, and give the Group an additional 17 billion cubic meters of regasification capacity in France (and 8.25 billion cubic meters in 2009 with the start of service at the new Fos-Cavaou terminal) plus 9 billion cubic meters at the Zeebrugge terminal in Belgium.

No. 1
transmission network
in Europe (37,176 km)

No. 1
distribution network
(188,637 km in France)

Second
largest storage capacities
(10.7 Gm³)

PRIORITY ON **THE PREVENTION OF INDUSTRIAL ACCIDENTS**

GDF SUEZ is exemplary in terms of controlling the impact of its operations on third parties, property and the environment, a strategic priority. The programs to inspect and renovate all the pipelines in the GRTgaz transmission networks are continuing as part of this process. To date, 21,200 of the 32,000 km of pipes have been inspected.
In the distribution networks, GrDF, after replacing all its categorized gray iron pipes, continued its measures to reduce the damage caused to its structures as a result of work by third parties, which often leads to gas leaks. At the end of 2008, more than 30,000 people, including personnel from construction companies or local communities, were trained in controlling this risk. Substantial results have been achieved with a drop of more than 25% in the number of incidents from 2007.
In addition, the safety management system for all LNG terminals and natural gas underground storage sites in France is evaluated by Det Norsk Veritas on the basis of ISRS 7 (International Safety Rating System).

A EUROPEAN **LEADER** IN ENERGY SERVICES

From design to installation to operation, GDF SUEZ offers more than 120,000 customers (industrial, tertiary, and municipalities) in nearly 30 countries energy efficiency and environmental solutions through multi-technology services.

Through its Energy Services business line, GDF SUEZ designs and implements energy efficiency and environmental solutions, based on multi-technology services, in engineering, installation and energy services.

With nearly 80,000 employees in 30 countries, its specialized subsidiaries are growing by promoting close local relationships with their customers, businesses and municipalities.

Relying on the expertise of its teams and its geographical network, the Energy Services business line has developed leadership positions in its markets. It ranks first in France, Belgium, the Netherlands, and Italy, and holds strong positions in Spain, the United Kingdom, Germany, and Switzerland. The business line is active outside Europe in Canada, Brazil, Thailand, Singapore and the French Overseas Territories.

A comprehensive offer

The business lines of GDF SUEZ cover the entire value chain of energy services:

- **Design:** all studies covering the entire life cycle of electric, nuclear, gas, and industrial facilities and infrastructures.
- **Installation:** the manufacture of technical equipment in electricity (power plants, distribution networks, public lighting, industrial electricity, information and communication systems), mechanical installation, and climate engineering.
- **Management and maintenance of industrial and tertiary installations** (energy power plants, including nuclear; gas terminals, offshore platforms, major service companies).
- **Management of energy networks:** production and distribution of electricity, heat and cooling at industrial and tertiary sites, urban heating and air conditioning networks.
- **Facility Management.**

An expanding market

Energy and environmental efficiency is the core of the Group's business. By developing solutions to optimize energy consumption while ensuring comparable or better quality of service, GDF SUEZ is meeting a very strong demand for better energy consumption.

The Group is therefore contributing to the environmental objectives of the European Union whose regulations are among the most stringent in the world.

Given this context of growth, GDF SUEZ is increasing the number of its sustainable management contracts for energy facilities that offer comprehensive solutions with guaranteed results, particularly under energy and environmental performance contracts designed to reduce consumption over the long term.

In addition to optimizing facilities, the Group's comprehensive offer may include supplying high-yield energy by using a co-generation or low environmental-impact technology based on biomass, geothermy or solar.

Cofely, the birth of a leader

Early in 2009, the Group decided to merge the energy service operations from both SUEZ and Gaz de France in order to optimize the industrial, technical and commercial synergies. Cofely, the new entity resulting from this combination, has since its inception established itself as the new European leader in energy efficiency and environmental services.

It is present in 15 countries, generates €8 billion in revenues and employs 35,000 men and women. Cofely is involved specifically in building energy performance, the design and operation of local and renewable energy distribution and production installations and in service integration.

Sustainable urban planning

Through the subsidiaries of the Energy Services business line, GDF SUEZ is an internationally recognized specialist in urban heating and cooling networks. The Group manages more than 110 networks in Europe, particularly in Paris (the third largest network in the world), Barcelona, Lisbon, Brussels, Monaco and Turin.

In 2008, it won several major contracts, including the 40-year contract to build and operate the network that will supply heat and cooling to the Olympic Park for the London 2012 Games and the development zone of the town of Stratford.

Safety of supply, energy performance, reduced emissions and reduced pollution are assets that drive expansion in this market, particularly in the context of the construction of many eco-districts in Europe. GDF SUEZ is using its expertise in energy and environmental efficiency for several eco-district projects, particularly in Limeil-Brévannes near Paris, in Amsterdam or in Belgium.

New frontiers for growth

As the leader in Europe, GDF SUEZ is working to strengthen its positions in its domestic market. In 2008, the Group acquired the Spectrum installation company in the Czech Republic. It also intends to expand internationally, particularly in Eastern Europe, Asia and the Middle East (Qatar, Saudi Arabia and Oman) where it is looking at several urban network and Facility Management projects.

1,300
sites
in Europe

120,000
customers

PPP IN TOURS: SAVING 6,000 TONS OF CO_2 IN 12 YEARS

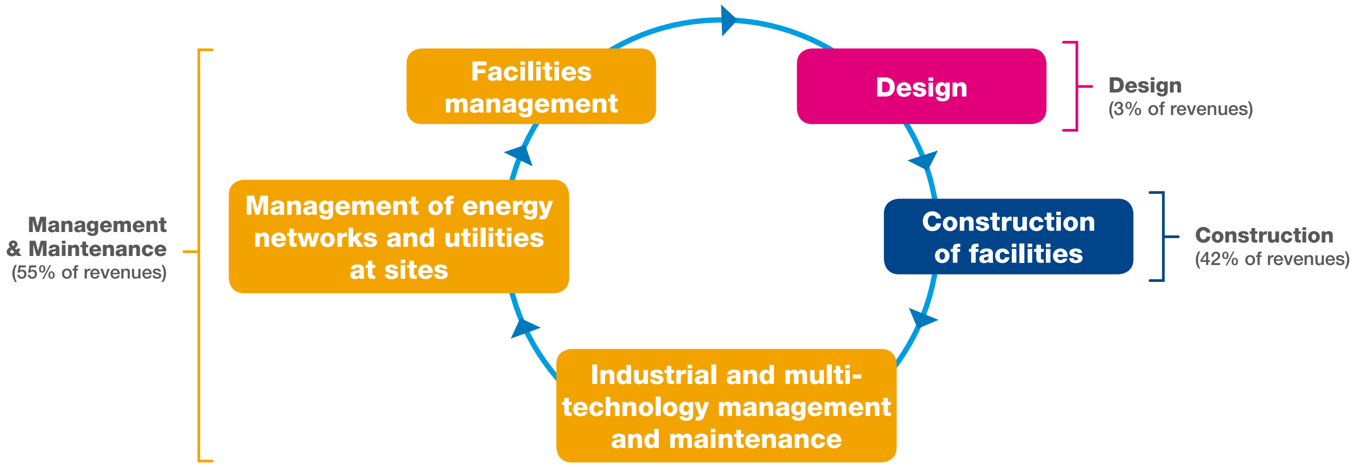
Doing better for less: this is the stated objective of the ambitious public-private partnership (PPP) signed for 12 years between Cofely and the City of Tours to manage its municipal boiler rooms. This is a brand new legal framework for this type of equipment in France. The project will modernize the installations in 45 public buildings (schools, stadiums, cultural centers, administrative offices, etc.) to cut the energy bill and reduce the environmental impact.
Cofely has proposed a comprehensive solution that includes no fewer than 21 projects: construction of a combined fuel oil/wood boiler (which will burn miscanthus, a variety of energy-producing bamboo), the conversion of several fuel oil furnaces to natural gas, which emits less CO_2, and the replacement of obsolete boilers with high-yield condensation models. Enhanced decentralized technical management will ensure more precise remote control of the installations. The project, which was launched early in 2008, should reduce the energy bill by a total of at least 16% while it reduces CO_2 emissions by 533 tons a year, which is more than 6,000 tons saved over the term of the contract.


Mahler IV neighborhood in Amsterdam.

CITIES OF THE FUTURE

Imagine a different city. A city on the move, more fluid, gentler, easier. Driven by an environmental awareness, plans for cities of the future are beginning to take shape. In the undeveloped areas of China and the Middle East, there are plans to create entire cities on a new model. In Europe, the city is being transformed starting with virtuous eco-districts which then generate dozens of other projects. These "sustainable districts", which first appeared in Scandinavia about ten years ago, are rapidly being developed in the Netherlands, Germany, Belgium, France, the United Kingdom and Spain.
GDF SUEZ is involved in a number of sustainable projects. In London, the Group will build and manage an urban network for the new district being developed for the 2012 Olympic Games. In Amsterdam, it has designed a completely innovative heating and air conditioning system for the Overhoeks eco-district, which will cut carbon emissions by 40% using an underground heat storage system. In Barcelona, it operates an automatic waste collection network without trucks. In Limeil-Brévannes, the first eco-district in France, it is building a completely carbon-neutral urban network.

Comprehensive solutions throughout the life cycle of facilities and sites

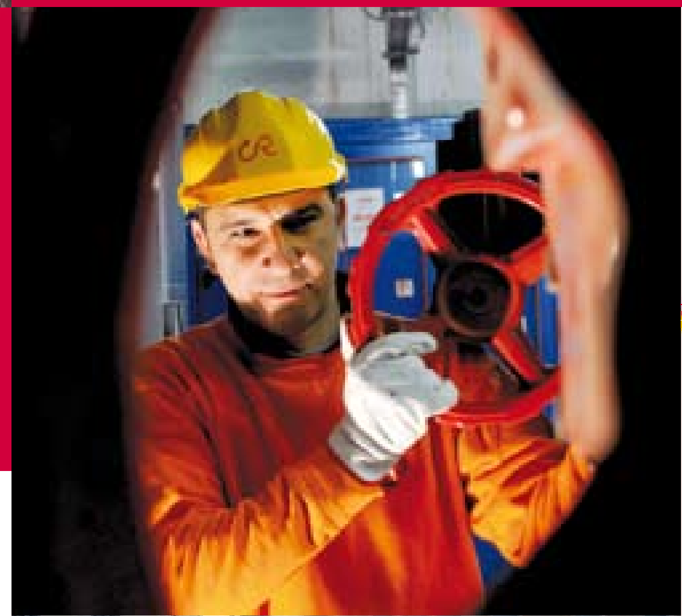


ENGINEERING FOR MITSUBISHI

In the Netherlands, Mitsubishi Heavy Industries has awarded Fabricom GTI, under a comprehensive €250 million contract, the complete management of the multi-technology facility and the electrical and mechanical engineering work, pipes and instrumentation for the future Nuon Magnum "Multi Fuel" 1,300 MW plant in Eemshaven. GTI, another energy services subsidiary of GDF SUEZ, is also participating in the project and will assist with the commissioning and start-up of the new power plant.

NIKE: A HIGH-PERFORMANCE LOGISTICS CENTER

Searching for efficiency at all levels—materials, volumes, energy, consumption, lighting—allowed Tractebel Engineering to design a distribution center using half the energy of a traditional warehouse for Nike in Belgium. The GDF SUEZ subsidiary designed a "simple" building by reducing consumption of materials, energy, water and space to the maximum at the future center. Implementation of an innovative construction principle reduced the use of metal in the warehouse structure by one-third. A study of future uses ensures optimized lighting: for example, only the work stations (forklifts, consoles, etc.) are lit, while the shelves remain in semi-darkness.
Radiant-floor heating combined with a "natural" ventilation and air conditioning system (without mechanical air conditioning) significantly reduces consumption while radiant panels in the handling zones sharply reduce heating needs. Ultimately the systematic search for efficiency reduced the energy needs of the new center by 50%.



ROME SELECTS COFELY

The city of Rome has awarded Cofely a €46 million five-year contract to manage 940 boiler rooms serving its public sites: schools, retirement homes, libraries, offices, etc.

BIOENERGY IN FRANCE

The Group has won three projects launched by the Energy Regulatory Commission (CRE) for the production of bioelectricity in France: a plant to produce bioethanol from corn (in partnership with Total), a boiler facility supplied with forest waste and a unit to methanize biomass.

2012 LONDON OLYMPIC GAMES

In July 2008, the Olympic Delivery Authority awarded Cofely the contract to build and operate the heating and cooling network for the Olympic Park for the Games to be held in London in July and August 2012. The contract, for a total amount of nearly €1.5 billion, provides for the 40-year operation of the facilities, which will also serve the new development area in the neighboring town of Stratford.

Reinventing
our business
ENVIRONMENTAL SERVICES

A GLOBAL WATER AND WASTE **MANAGEMENT SPECIALIST**

Number 2 in the world in water, sanitation and waste management services, SUEZ Environnement supplies 76 million people with drinking water, re-treats water from 44 million people, and collects the waste of 51 million people and 500,000 businesses on all continents.

SUEZ Environnement is one of the six business lines of GDF SUEZ, which now holds 35% of the company since it was offered on the NYSE Euronext stock exchange at the time of the merger of SUEZ and Gaz de France.

80% of SUEZ Environnement's operations are concentrated in Europe. Internationally, the business line distributes and treats water or manages waste in the United States, China, Central Europe, the Middle East, and the Mediterranean basin. It employs 65,400 women and men and recorded revenues of €12.4 billion in 2008.

New solutions for critical challenges

As a specialist in water management, a vital resource, and waste treatment and recycling, SUEZ Environnement is developing in two markets that will see strong growth in the long term. Its businesses meet fundamental needs and provide solutions to the planet's problems: demographics, urbanization, a growing scarcity of resources and, more generally, an awareness of the environmental challenges.

SUEZ Environnement's strategy is founded on a sustainable development model to deliver the largest number of essential services, while preserving resources. Research and development (R&D) and technical innovation are major growth drivers to provide new solutions and services, including waste water recycling, sea water desalination and waste recovery. In 2008, SUEZ Environnement, which has well-known research centers, devoted €65 million to its R&D programs.

A long-term development strategy

SUEZ Environnement conducts a significant portion of its operations under delegated management contracts signed for long periods (20 years or more) with local authorities (municipalities, etc.), which gives the business high visibility and enables it to withstand economic cycles well.

Thanks to the balanced development of the two businesses, the types of customers (industrial and municipal) and the geographic positions, only 30% of the company's revenues are directly exposed to the global economic slowdown.

In the current crisis environment, we are therefore maintaining our long-term growth strategy. SUEZ Environnement, which is projecting higher income in 2009, has however intensified its cost-cutting program (€180 million for 2010) and has temporarily slowed the rate of its investments (down 25% for 2009).

Complete expertise in the water cycle

SUEZ Environnement's businesses cover the entire water value chain:
- catchment, treatment and distribution of drinking water;
- collection and treatment of waste water, including industrial water;
- sludge recycling and recovery.

Ranked second in water in Europe and worldwide, SUEZ Environnement produces 2.5 billion cubic meters of water a year in its 1,800 production units and treats 2.6 billion cubic meters in 1,600 waste water treatment plants.

The company is also second in France, its main market, where Lyonnaise des Eaux supplies water to 14 million people, treats the water from 9 million, and is developing strong positions with manufacturers.

SUEZ Environnement ranks first in Spain, its second largest market, through its subsidiary Agbar (12 million customers in Spain and a presence in the United Kingdom, Latin America and North America) and its stake in the Valencia water company. In Europe, it operates in Italy, Great Britain, Germany and the markets of Central Europe.

Outside Europe, it operates primarily with public partners (municipalities) or private partners in the United States, China (more than twenty partnerships), Asia-Pacific and North Africa.

Its Degrémont subsidiary is the world leader in the design and construction of water treatment plants. Over one billion people around the world use water that comes from plants designed by the company, which is also developing major desalination projects in the Middle East, Asia-Pacific, and even Europe (Spain). In 2008, the company won major contracts for the construction of facilities in Iraq, India, Egypt and Algeria.

No. 2
in the world
in environmental services

2.5 billion cubic meters
of drinking water produced each year

40 million tons
of waste treated in 2008

COMPREHENSIVE ASSISTANCE FOR MUNICIPALITIES

SUEZ Environnement has combined in the Edelway offer a set of solutions to improve environmental performance in water and waste. Edelway assists communities to meet their environmental commitments for public water, waste and sanitation services. The offer is organized around three components: protecting biodiversity, combating climate change, and preserving resources. Contractual environmental protection objectives are defined with the community, after analysis of the initial environmental footprint.

Recycling waste

SUEZ Environnement earns nearly half its revenues in waste management services. Once limited to waste collection and destruction, the services of its specialized subsidiary SITA have been redirected to waste recycling, which is now considered to be a recoverable resource for energy production, or material recovery (steel, glass, plastic, paper, electronics, batteries, etc.) which saves non-renewable primary resources and reduces greenhouse gas emissions.

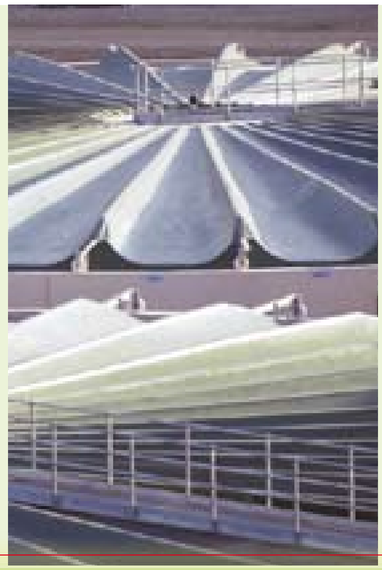
The expertise of SUEZ Environnement covers the entire waste treatment chain, both domestic and industrial:
- collection of all types of waste, including hazardous materials;
- sorting and pretreatment;
- recycling: material, biological and energy recovery of recyclable waste; specialized recycling (recycling of automobiles, aircraft, ships, etc.); elimination through incineration or burial of residual waste.

In 2008, SUEZ Environnement collected 23 million tons of waste around the world and treated nearly 40 million tons. Sales activity was dynamic with major contracts renewed or signed with municipalities in France, Germany, Belgium and the United Kingdom.

In line with the more stringent European recycling regulations, major long-term partnerships have been signed with top-tier manufacturers like Michelin, Renault, Airbus and Nexans to implement a tire, automobile, and aircraft segment.

WATER FOR BAGHDAD

In December, Degrémont, a SUEZ Environnement subsidiary, was selected to design, purchase the equipment, train and manage Iraqi construction teams for a plant that is expected to supply drinking water to 4 million people in Baghdad who were previously living without it.



LYONNAISE DES EAUX AND CANNES SIGN ON FOR ANOTHER 20 YEARS

In 2009, Lyonnaise des Eaux renewed the Cannes water treatment concession for a further 20 years. The €220 million contract provides for the construction of a new waste water treatment plant with neutral carbon impact.

MATERIAL RECOVERY IN AUSTRALIA

In Mindarie, a town near Perth on the west coast of Australia, SUEZ Environnement is building a waste treatment plant which uses mechanical biological pretreatment (TMB). At this plant, waste is first sorted mechanically to extract the recyclable materials (wood, plastic, paper, etc.) and the biodegradable waste ("fermentable fraction"). This biodegradable waste is then used in a controlled fermentation and maturation process, then refined, to produce a high quality compost, which is generally used to fertilize agricultural land or undeveloped land. The plant is expected to treat 100,000 tons of waste a year beginning at the end of 2009.

SHARING PROGRESS

OUR RESPONSIBILITIES

Sharing progress
SUSTAINABLE DEVELOPMENT

A STRATEGIC COMMITMENT

GDF SUEZ has placed sustainable development at the center of its strategy. Because its activities are at the heart of global environmental problems and the challenges facing society, the Group seeks to become one of the major players in sustainable development in the utilities sector.

GDF SUEZ is one of the global leaders in areas essential to development: energy, water and sanitation. Throughout the world, it installs and manages infrastructure that contributes essential services to hundreds of millions of people, including several tens of millions who are its direct clients. The environmental and societal problems directly affecting the planet have an impact on its activities. Through its activities, the Group has become a player that can contribute energy and environmental solutions that are vital to the sustainable development of our societies and economies.

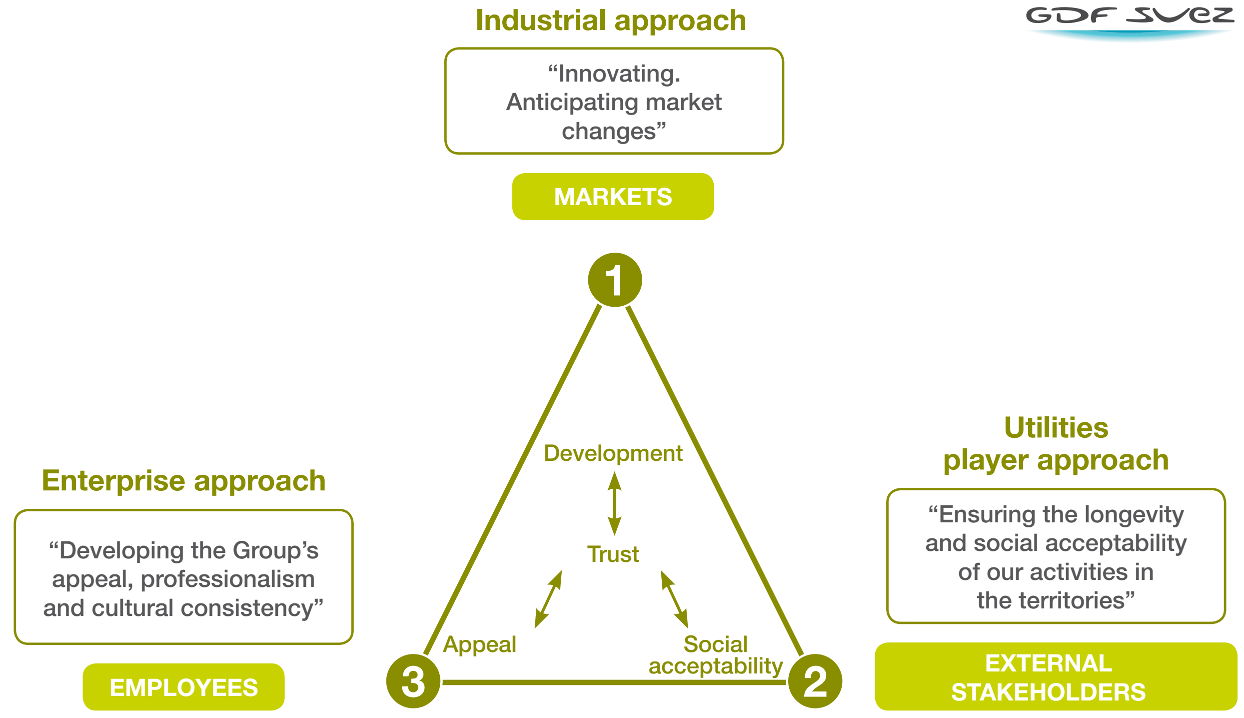
Ethical demands and engine of growth

These responsibilities have caused it to make sustainable development the heart of its strategy. This constitutes both an ethical requirement – all the group's activities must fall within the framework of sustainable development – and an engine of growth for the Group. These services allow its clients – manufacturers, municipalities and private parties – to attain their own sustainable development objectives in the face of a society that has become increasingly demanding with regard to these issues.

Innovation, acceptability, appeal

The Group has developed the framework into which all its activities must fall. These action principles were developed by the Strategy and Sustainable Development Department, based on experience drawn from the Group's previous sustainable development action plans and from listening to its stakeholders.


The Robertville Dam in Belgium.



The Group's principal functional departments, as well as its business lines and business units, have been closely associated with identifying three prongs of the sustainable development policy:

1. "innovating", "anticipating market change" ;
2. "ensuring the longevity and acceptability of our activities throughout the territories" ;
3. "developing GDF SUEZ's appeal, professionalism and social consistency".

Innovation, acceptability and appeal are therefore the three prongs of a sustainable development policy oriented toward its three target audiences: the markets, external stakeholders, and Group employees. This general policy is then translated into a multi-year action plan, itself oriented toward the Group's business lines and business units. A reporting system, the principal indicators of which are monitored by the statutory auditors, allows for precise measurement of the Group's performance with regard to these objectives (see environmental and social indicators at the end of the report).

1. Innovating to grow while anticipating market changes

To strengthen its positions in a constantly changing and uncertain environment, GDF SUEZ bases its client relations on listening to, meeting and anticipating needs.
Ensuring service continuity and quality are absolutely vital in activities as essential as energy, water and sanitation.
The Group is developing new offerings based on energy and environmental efficiency, reducing CO_2, developing renewable energy, and controlling sometimes worsening social situations (vulnerable or deprived populations, etc.). House of the future, eco-district, and sustainable city projects also fall within this approach of innovation and anticipation.

Commercial relationships must at all times conform to the Group's ethical principles: compliance with domestic as well as international regulations, and beyond that, the principles and standards of the Group, which does not allow threats to competition or abuses of position, including in its purchasing policy. GDF SUEZ specifically commits to giving its customers transparent information on changes in commodities prices (water, gas, electricity).

2. Guaranteeing the longevity and acceptability of activities throughout the territories

GDF SUEZ's activities are all strongly anchored in the territories in which they take place. An electrical power plant, a gas terminal, a water treatment plant, or a waste treatment center will operate for dozens of years and contribute economic activity and essential services to the local population. Dialog with all parties involved (local residents, personnel, clients, elected officials, etc.) is key to ensuring their acceptability.

The safety and security of facilities are absolute priorities. In addition to compliance with environmental regulations, continuous improvement in procedures should allow for a reduction in the Group's environmental footprint (energy mix that emits little CO_2, thanks to renewable energy, nuclear energy and natural gas, preservation of resources and biodiversity, etc.).
Compliance with the laws and anti-corruption measures in the regions where it is sometimes widespread are absolutely critical. This requires the establishment of ethical rules, clear procedures and increasing awareness by all personnel.

When providing essential services to sometimes vulnerable populations, the Group seeks to ensure that its performance as a company is in solidarity with them. As a contributor to the social cohesion of its territories, it is vigilant when it comes to the most vulnerable populations by developing partnerships with associations and recognized NGOs (see page 82).

3. Strengthening the appeal, professionalism and social consistency of the Group

Sustainable development is a powerful bonding element in promoting the emergence of a common culture, shared values within GDF SUEZ, and the personal commitment of each party to sustainable development. By promoting this as a strategic axis, by deploying its objectives throughout the entire Group and in its key processes, and by utilizing its reporting tools to disseminate practices, sustainable development strengthens team consistency.

Sustainable development is also a factor in enhancing the Group's appeal. For the younger generations, "giving meaning" to their activity is a critical criterion.

GDF SUEZ is an industrial group with numerous employees in technical areas (electricity production, gas terminals, networks, energy or sanitation services, water, etc.): ensuring the health and safety of its personnel is an absolute must. Pursuing common goals, within the framework of an effective social dialog, also strengthens consistency.

The strengthening of knowledge and skills is a decisive advantage in business areas which are very closely associated with innovation and technological expertise. Ambitious training plans and an ambitious human resources policy allow for increased professionalism.

PRIORITY ACTIONS FOR GDF SUEZ'S SUSTAINABLE DEVELOPMENT **ACTION PLANS**

The sustainable development policy is implemented in all business lines and business units of GDF SUEZ. Each entity designs and implements an action plan based on the three policy vectors defined by the Group. These vectors are adapted to the specific aspects of each of the business areas. There is an annual assessment of the action plan and progress of all the business areas. For 2009-2010, the main focus of the Group's efforts will be on the elements shown in the table below.

INNOVATION IN ORDER TO GROW IN THE MARKETS AND ANTICIPATING MARKET CHANGES	
Meet market expectations and continue to grow	Develop offers enabling customers to improve their environmental and social performance: energy and environmental performance contracts, supply of green electricity, dual gas/renewable energy offers for individual consumers.
Ensure quality and guarantee continuity of service	Identify best practices. Implement a maintenance policy for all tankers. Develop the network and raise the standards of access to the natural gas network.
Share the Group's experience with developing countries	Continue to implement Clean Development Mechanism projects.
Promote ethical behavior in business relations	Continue the dissemination of the "business ethics" internship and implement "new management responsibilities" training. Roll out the sustainable purchasing action plan.

ENSURING THE ACCEPTABILITY AND LONGEVITY OF OUR ACTIVITIES	
Guarantee that each stakeholder is listened to as part of a structured dialog	Implement a mapping process with the stakeholders in each entity. Develop stakeholder sessions as Electrabel and SUEZ Environnement did in 2008.
Guarantee industrial safety and security of facilities	Meet the objectives of the new health and safety action plan (see page 98).
Conserve natural resources and reduce the environmental impact of our activities	Comply with the commitments made at the Environmental Grenelle. Make the environmental management systems more widespread. Improve our performance in terms of performance of water networks, water use and energy use in our industrial processes. Deploy the Locamaps tool in Europe to identify sites which are sensitive to biodiversity risk.
Act as a enterprise with a spirit of solidarity	Participate in the local economy by giving preference to local jobs and using local suppliers. Undertake solidarity actions with recognized players (from civil society) to facilitate access for the most disadvantaged customers to energy, water and sanitation.
Limit our exposure to climate change	Develop the share of renewable energy in the Group's production capacity. Invest to improve the energy efficiency of the plants. Strengthen research used in carbon cap and storage projects.
Anti-corruption measures	Prepare and disseminate the new Code of Ethics for GDF SUEZ. Comply with the Ethics and Compliance procedures.

DEVELOPING THE APPEAL, EFFICIENCY AND CULTURAL COHESION OF GDF SUEZ	
Build the Group culture around sustainable development	Implement sustainable development action plans in a more widespread manner at the same rate as the strategic action plan in the medium term. Develop the sharing of best practices. Increase the number of "sustainable development" training sessions at GDF SUEZ University; this is a tool for growth for the Group. Incorporate sustainable development criteria in the Investment Committees procedures.
Promote equal opportunity	Guarantee access to jobs without discrimination. Promote the mix of sexes.
Improve "well-being" at work	Guarantee social dialog: ongoing negotiation to create a European Enterprise Committee.
Develop professionalism	Develop skills and employability. Encourage mobility within the Group.

AN **AMBITION** PROMOTED BY THE GROUP

As a strategic prong of GDF SUEZ, its sustainable development policy is implemented through a dedicated organization managed at the company's highest levels. Its objectives, for which all of management is responsible, are thus naturally integrated into all business areas during the course of their activities, in the same way as are financial or technical criteria.

Governance

The Group's Chairman and Chief Executive Officer is personally involved in these cases. Sustainable development policy is the responsibility of a member of the Executive Committee: the Senior Vice President, Strategy and Sustainable Development.

Two high-level committees provide governance over these issues within the Group:

- **the Ethics, Environment and Sustainable Development Committee,** which reports to the Board of Directors, regularly informs it of these issues and ensures that its decisions are completely consistent with the sustainable development dimension.
- **the Group Sustainable Development Steering Committee** consists of the sustainable development directors of the business lines; the functional business line directors; the strategy and sustainable development department; the human resources department; the ethics and compliance department; and the health, safety and management systems department.

TRAINING AND INCREASING AWARENESS OF SUSTAINABLE DEVELOPMENT

Training employees about the challenges of sustainable development and the Group's policies for addressing these is one of GDF SUEZ's priorities.
Sustainable development is an issue completely integrated into the manager training program implemented by GDF SUEZ University. The Group's managers may receive training over two days to address the challenges of sustainable development, the Group's policies, and specific actions to be taken during their daily activities. This training invites participants to reflect on case studies, personal experience, etc., and affords them an understanding as to how sustainable development creates value for the Group. Interactivity and exchanges between participants at all levels is also a key factor in assisting managers to identify good and bad sustainable development practices in their activities.
Sustainable development is also a module for several other forms of Group training, such as that provided to new employees.
The awareness of all employees is enhanced through major events such as sustainable development week in France.
In order to make employees aware of their environmental responsibilities, a brochure on job-related eco-activities has been distributed.

Its task is to prepare the annual action plans, monitor their implementation and capitalize on the experience of the various business lines.

Management

At the executive level, the Group has sought to transform the importance of sustainable development by associating this issue with the member of the executive committee responsible for strategy and sustainable development. **The Sustainable Development Department** coordinates and manages the sustainable development approach at the Group level and monitors activities underway. Each of the six business lines also has a sustainable development director.

Operations

In the field, sustainable development efforts are based on a network of 80 correspondents in support functions (purchasing, human resources, health and safety, etc.), and the business units.

A management system to disseminate objectives within the Group

The sustainable development management system is integrated within the Group's organization. Its objective is to allow for the implementation of an approach involving continuous progress. To implement this, each business line and business unit has a multi-year sustainable development action plan, based on the Group's priority axes, adapted to the specific nature of their business activities.

Moreover, the sustainable development dimension is oriented toward ensuring participation by the subjects in question in performance reviews at a schedule that is appropriate for each business line, and at a minimum, once per year. Internal Control also seeks to incorporate into its program and activities certain aspects of implementation, in coordination with the Strategy and Sustainable Development Department. The same applies for the audit program.

A performance measurement tool

The Group regularly assesses its deployment of the action plan through a spreadsheet containing a selection of indicators chosen to ensure the plan is followed. A certain number of key indicators checked by the statutory auditors offers a reasonable level of assurance. The goal is to extend this level of assurance to all checked indicators in order to measure GDF SUEZ's sustainable development performance as accurately as possible.

SUSTAINABLE DEVELOPMENT ORGANIZATION

Number of members in the network: 80

Sharing progress
SUSTAINABLE DEVELOPMENT

MEETING OUR STAKEHOLDERS' EXPECTATIONS

The territorial anchoring of the Group's industrial facilities is specific to its business lines (supply of water and energy, sanitation) and essential to its longevity. To ensure its long-term development, the Group must meet the expectations of its stakeholders. GDF SUEZ conducts this policy at both the local and global levels of the Group for all social and environmental issues.

Constructive dialog with stakeholders

To ensure its longevity, the GDF SUEZ Group seeks to strengthen a relationship of trust with stakeholders by relying on listening and dialog. This is why stakeholders are identified by the entities closest to the ground. Discussions are initiated upstream of the projects and continue throughout their implementation.

At Group level, GDF SUEZ participates actively in a large number of organizations active in considering the implications of corporate environmental and social responsibilities. Participating in these organizations encourages an approach of listening to stakeholder expectations, sharing best practices, and formulating common positions.

Extensive involvement in organizations

For example, GDF SUEZ has been a member of the **Global Compact** since the launch of this initiative by United Nations General Secretary-Kofi Annan in 2000. This membership gives the Group's sustainable development commitment global scope and responsibility. In fact, the Global Compact is a favorite forum for discussion between the United Nations, the business community, unions and civil society. The Group has committed to complying with the 10 principles advocated by the Global Compact.

These 10 principles, which correspond to the areas of human rights, labor, the environment and anti-corruption measures, are applied by the Group in its activities. Each year, the Group publishes a report presenting the actions conducted by the Group within the context of this commitment (see page 125).

GDF SUEZ participates actively in the work groups of the **WBCSD** (World Business Council for Sustainable Development), a network comprising over 180 international companies committed to sustainable development through economic growth, ecological balance and social progress. The Group is specifically involved in the "Energy and Climate" and "Energy Efficiency in Buildings" work groups. The objective of these work groups is to assist companies in reducing the impact of their activities. They also aim to offer mechanisms, measurement tools and future solutions for producing under carbon restrictions, while exploring new avenues in terms of energy and technology.

Principal tools for dialog with our stakeholders

CUSTOMERS

- Customer satisfaction surveys
- Papers targeted by type of customer: local communities, major enterprises, small and medium-sized business, individual consumers
- Dedicated website
- Informational campaign
- Mediator

UNIONS AND EMPLOYEES

- Union/management negotiations
- Representation at Board of Directors
- Local discussion bodies at the level of the entities
- Intranet
- Company newspapers, newsletters
- Satisfaction surveys

EXPECTATIONS

- Transparency and information
- Ethical, responsible behavior
- Compliance with employment regulations and laws
- Financial results
- Long-term view
- Risk prevention
- Participation in decisions of company
- Long-term management of jobs
- Preservation of the environment
- Quality of service, competitiveness
- Innovation, responsiveness
- Partnership

OUR SHAREHOLDERS AND FINANCIAL INSTITUTIONS

- Club Espace Actionnaires with individual investors; participation of Group in specialist shows
- Regular meetings with financial analysts
- Institutional Investor Relations Department
- Dedicated website
- Letter to shareholders
- Rating agency reports

CIVIL SOCIETY AND GOVERNMENT

- **Civil society:**
  - Partnerships, sponsorships
  - Support for projects and co-development
  - Meetings for exchanges of views and public information
  - Media relations
  - Participation in school forums
  - Research partnerships
  - Panels of stakeholders
  - Strategy and Outlook Committee (SUEZ Environment)
  - Membership of organizations (Comité 21, International Social Observatory etc.)
  - Participation in external events (trade shows, conferences etc.)
- **Government:**
  - Participation in preliminary working groups on bills or directives
  - Information on activity
  - Public service contract

A sustainable purchasing policy

In order for GDF SUEZ's sustainable development requirements to be met while engaging in purchasing activities, the Group has implemented a specific policy. GDF SUEZ has a "Purchasing Code of Ethics" and a "Code of Ethics for Supplier Relations". These basic texts specifically stipulate that each buyer must comply with "the Group's commitments in terms of sustainable development" during purchasing activities, and "incorporate environmental and societal concerns as criteria when selecting suppliers and products."

A sustainable purchases committee has been established to strengthen this policy. A sustainable purchases action plan has been developed. This action plan is organized around three axes. For buyers, it offers training in sustainable purchases, implementation of a dedicated intranet, and monitoring of related best practices initiated within the Group. The purpose of the second axis is the relationship with suppliers. To be certain that suppliers and their subcontractors are committed to complying with the principles decreed by GDF SUEZ, an "Ethics and sustainable development" clause is in the process of being included in purchasing agreements. If needed, GDF SUEZ monitors its suppliers to assist them in complying with the Group's sustainable development commitments.

Finally, for the purchasing categories, specific monitoring procedures have been established, and the inclusion of sustainable development criteria in the selection of suppliers is underway.

SOCIALLY **RESPONSIBLE INVESTMENT**

The environmental and social performance of companies is today a fairly significant assessment criterion for investors. GDF SUEZ is frequently asked about these issues. The Group is committed to answering these questions accurately. To this end, the sustainable development and financial communications departments are working together to inform the financial community. Answers to each request are provided on a case-by-case basis. Meetings and site visits may be organized to provide further details on certain aspects of the Group's sustainable development strategy.

MEDIATOR: **LISTENING TO CLIENTS**

In France, GDF SUEZ has a mediator whose mission is to improve relations with the Group's 10 million clients and specifically to handle claims that are in the process of a final out of court appeal. The mediator handles each dispute impartially. The mediator is a preferred point of contact for the Group environment in France, and specifically for public and professional institutions. After contacting the client directly, then consulting with the Group's departments involved, it proposes a personalized solution. It encourages creative ideas and also allows any commercial organization to move forward and improve the way claims are processed. Each year the mediator produces a detailed report of all its activities.

TALKING ABOUT NUCLEAR POWER **OPENLY**

GDF SUEZ has elected to speak openly about nuclear plants, a useful energy source that benefits clients and consumers alike. Nuclear plants produce competitive electricity at a predictable price. They preserve the quality of life by ensuring a continuous supply of energy and reducing energy dependence. They help to combat climate change by significantly reducing CO_2 emissions. GDF SUEZ is developing its nuclear projects in partnership with other energy producers and companies that are large energy consumers. The Group wishes to speak freely and with complete transparency about its projects. In Belgium, there has been continuous dialog with the population with regard to its nuclear plants. GDF SUEZ, which has one of the most diversified energy mixes in Europe, is not involved in "nuclear and only nuclear": nuclear is a successful tool that provides only part of the solution to the global energy problem.

RATING AGENCIES

Oekom was the first rating agency to assess GDF SUEZ. The Group obtained a social and environmental rating of B- on a scale ranging from D- to A+ and Premium status. The Vigeo and SAM ratings will be carried out in 2009.

ACTIVE PARTICIPANTS IN **SOLIDARITY**

GDF SUEZ seeks to completely fulfill its social responsibilities in every country in which it is active. This commitment is particularly significant in the context of the current economic and financial crisis.

The Group seeks to offer a social aspect in its response to calls for bids in which it is involved, as well as social participation over the long term in order to ensure its efforts continue over the long term and are accepted by the various communities affected.

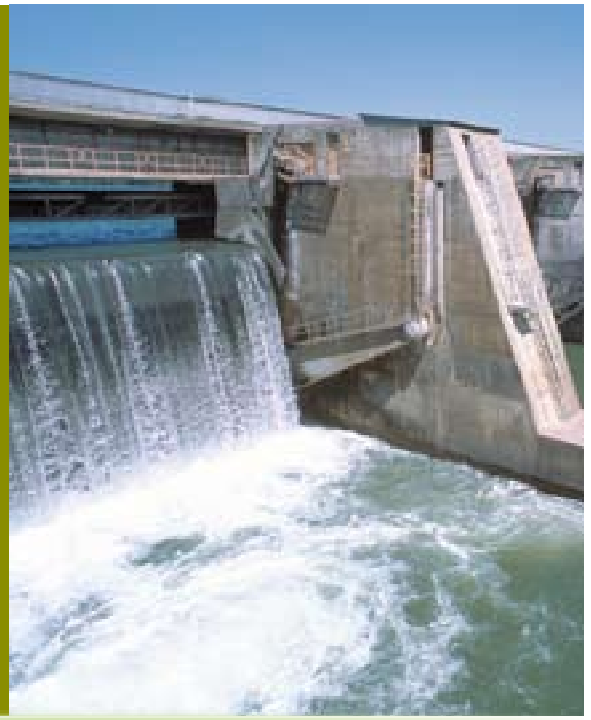
This Group approach is now mobilizing significant resources in terms of social engineering, both centrally and *vis-à-vis* the Group's operational entities.

GDF SUEZ's social commitment covers several dimensions:
- facilitating access to the Group's services and products for communities, and support for the economic development of the territories and their economic fabric;
- assistance to disadvantaged clients;
- support for community development and general interest participants.

Social participation aspect of the Group's activities

As an international industrial group, GDF SUEZ is very active in local socioeconomic development. As a participant in long-term activities that provide essential services to populations (energy, water and sanitation), GDF SUEZ is a major player in local sustainable development. It adds value to a number of major development areas:
- the commissioning of new infrastructure (natural gas, water);
- improved living conditions through access to services;
- solidarity, which allows the most disadvantaged populations to benefit from the results of the Group's activities;
- conservation of the environment;
- job creation;
- the impact on local economies (support for small and medium-sized enterprises);
- access to power and water for disenfranchised populations.

In these projects, the Group is involved in numerous socially related activities, several of which are valuable as pilot projects with regard to social innovation.



CORPORATE SOCIAL PARTICIPATION IN THE SÃO SALVADOR AND ESTREITO DAM PROJECTS

The GDF SUEZ hydroelectric plant at São Salvador was built with an ongoing concern to collaborate with the population of this region of Brazil and to limit social and environmental impacts. Over 10,000 jobs were created, including 3,000 directly, 54% of them filled by local workers. An investment of €37 million was allocated to developing social and environmental programs in the region.
The giant Estreito plant which is being built in the same region is also benefiting from the social assistance resulting from the Group's aims in this respect. In addition to the many jobs created, an entire set of programs has been developed to manage the future plant's socio-economic impact and effect on biodiversity. GDF SUEZ will thus dedicate €130 million to these social and environmental programs in collaboration with the local communities.

The company's social commitment

Source: IMS Entreprendre pour la Cité 2009.

THE COMPANY'S SOCIAL COMMITMENT

- Education
- Access to products and services by disadvantaged populations
- Support for territorial economic development
- Integration of social responsibility criteria in supplier relations
- Access to jobs by individuals in difficulty
- Non-discrimination and diversity management
- Support for community development and general-interest participants

A PARTNERSHIP WITH EMMAÜS TO PREVENT EXCLUSION

To combat exclusion and poverty, GDF SUEZ has partnered with an association that has expertise and unique experience in this field: Emmaüs. A partnership has been signed for 2006-2009 to supplement the policy of inclusion by economic activity around energy savings. This includes numerous actions involving giving individuals experiencing severe difficulties a vocational focus in various activities: the renovation of heating systems for the Emmaüs Communities, energy audits, and technical assistance in certifying building insulation made from recycled textile fibers. This cooperation was supplemented by a partnership with SOS-Familles.

ENTERPRISES FOR HUMAN RIGHTS

GDF SUEZ is one of eight Francophone companies that founded Enterprises for Human Rights (EDH) in 2005. The purpose of this initiative was to effectively include human rights in corporate strategies and professional practices. EDH members have specifically sought to create a training module for their employees, managers and experts who are exposed to this problem in their work. In 2008, their work was centered around topics such as purchasing and freedom of association.
At the same time, GDF SUEZ participated in the 60th anniversary ceremonies of the Universal Declaration of Human Rights. The Group was a partner in the photography exhibit organized from October 2008 to January 2009 by the French Foreign Ministry. Each of the 30 articles in the Declaration was illustrated by a photograph from a world-renowned artist. Presented at the Ministry in Paris, the exhibit was offered simultaneously at all the French stations around the world.

Assistance to vulnerable customers

Solidarity is integral to the Group's history and culture. Wherever its entities serve domestic customers, they pay particular attention to the most disadvantaged populations.

GDF SUEZ's solidarity policy is based on three areas:
- compliance with legal requirements with regard to assistance to disadvantaged customers;
- implementation of provisions to supplement legal requirements;
- the principles set forth in the document "GDF SUEZ Group Ethics."

In France, GDF SUEZ has developed a number of programs aimed at assisting and informing its most vulnerable customers. In Lille in 2008, the Group launched the Ecogaz initiative, in partnership with the French National Housing Agency (ANAH), to allow homeowners in difficulty to restore dilapidated buildings by financing the work through energy savings. Its subsidiaries also participate in financing Housing Solidarity Funds (FSL), and offer a Special Solidarity Pricing to households in precarious situations.

Since the end of 2005, ISIGAZ (GAZ Interior Safety Information) has informed disadvantaged customers about the safety of natural gas facilities within the home. This measure provides mediators to check gas connections and offers free safe connections if needed. The costs are assumed by the Group, which has allocated a budget of €3 million to the project for 2008-2010. More than 100,000 tenants have already benefited from this initiative in some 50 French cities.

There are other initiatives in Europe and around the world, such as the Hungarian subsidiary Egaz-Degaz which incorporated into its billing system payment rules to benefit disadvantaged customers, in collaboration with the public authorities. In Romania, Distrigaz Sud has committed to providing continuous gas supplies to individuals experiencing hardship during the winter months.

Employee mobilization

Numerous Group employees have also elected individually to dedicate their time to the solidarity effort. GDF SUEZ offers financial and logistics support to charitable employee associations - Aquassistance, Codegaz and Energy Assistance. These activities form part of over one hundred humanitarian projects in Africa and Asia involving health, education and economic development. Most of these supplement the Group's social assistance projects.

Founded by SUEZ Environnement employees in 1994, Aquassistance provides expertise and materials to populations suffering from water shortages. In May 2008, it took emergency measures in China to assist populations affected by an earthquake. In Chengdou, for example, 12,000 individuals were able to be assisted through the installation of mobile water treatment units.

Since its creation in Belgium in 2001, Energy Assistance has allowed employee volunteers to assist in the field of electricity while promoting the use of renewable energy. Specifically, in 2008 it contributed to providing electricity to a Cambodian orphanage run by Enfants d'Asia [Children of Asia].

Since 1989 Codegaz, which was founded by Gaz de France employees, has participated in development activities in the areas of water, energy and health. It has been involved in long-term projects in Mali, Burkina Faso, Madagascar, Vietnam, Algeria and Niger. New projects are underway in Egypt and in India to develop the first spirulina farm, an algae that offers hope in combating malnutrition.

Assistance to the marginalized

In France and internationally, GDF SUEZ supports regional development through a range of actions adapted to local situations and circumstances. The Group has implemented job-assistance measures for various people including disadvantaged or disabled individuals and young people in difficult situations. Its commitments cover not only solidarity, but also human rights and anti-corruption measures.

For GDF SUEZ, being firmly rooted in the regions and implementing local activities, involving all the stakeholders, are guarantees of success. The Group incorporates its activities within a true social plan, and is involved in numerous social development partnerships and initiatives.

It works for equal opportunity, which itself promotes diversity and anti-discrimination. Its subsidiaries have taken a number of actions to allow access to employment and training and to make life easier for target groups including young people in difficulty, handicapped individuals, and adults in precarious circumstances.

Active collaboration with partners

Wherever they operate, GDF SUEZ employees engage in solidarity activities in relation to the most vulnerable populations. These initiatives fall specifically within the framework of memberships and active contributions to the work of the United Nations Global Compact, Transparency International and Enterprises for Human Rights (see inset).

The Group's actions in the field also derive from partnerships with non-governmental organizations (NGOs), which are often active at the local level, or with foundations acting nationally, such as FACE, IMS-Entreprendre pour la Cité, and the Second Chance Schools Foundation in France.

In both France and Belgium, the Group has increased the number of agreements and partnerships it has signed to even further expand its recruitment efforts among disenfranchised populations, to implement assistance measures for access to jobs, and to give disadvantaged youth access to studies and training.

Inclusion and access to jobs

GDF SUEZ is an active member of the FACE and FAPE Foundations, which are active in France along with other companies. Chaired since 2007 by GDF SUEZ Chairman and Chief Executive Officer Gérard Mestrallet, FACE became involved in the "Ambition 30,000" project with all member companies. Its goal is to engage in actions involving access to jobs for disadvantaged populations. In 2008, 5,800 individuals were assisted in finding work, and 3,470 were hired for jobs.

FAPE is a foundation of employees of the GDF SUEZ and EDF groups that acts to promote inclusion and combat exclusion. It is managed equally by both groups, with financing ensured by donations from employees and retirees, in addition to a grant from the two companies. Each year, FAPE contributes its support to the creation of 700 jobs.

The Group has also signed a framework agreement with the Employment Division to optimize recruiting while strengthening its position with regard to diversity and discrimination. The success of this agreement is largely based on field collaboration between the regional and local correspondents of the signatories. Its partnership with the National Council of Local Missions (CNML) is aimed at promoting youth hiring and training.

Moreover, in February 2008 GDF SUEZ signed the Espoir Banlieues [Neighborhood Hope] Plan, a national commitment for the professional hiring of youth from districts in Sensitive Urban Regions (ZUS) and/or regions covered by a Social Cohesion Urban Agreement (CUCS). Its 2008 commitment was exceeded with 847 agreements, against a target of 540.

Priority given to training in Belgium

In Belgium, the Group's actions are focused on two priority axes: training and the development of harmonious relations with partner public institutions. One of the most significant actions in 2008 was the June 25 signing of two framework agreements at the federal and community levels with the public authorities:

- one with the two ministries of compulsory education relating to the company internship policy (for students and teachers) and the promotion of technical skills among youth;
- the other on the employment of insufficiently trained populations through a new "Block Release Training/Hiring" scheme signed with the five Belgian national employment entities representing the three Regions and Communities.

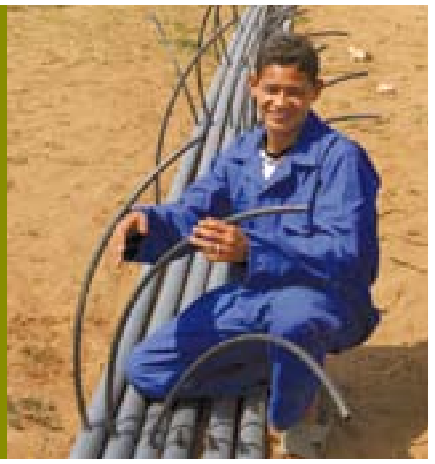
Signed in April 2008 on behalf of all its Belgian subsidiaries in the Brussels-Capital Region, the Diversity Charter was followed by the implementation of a diversity plan. At the institutional level, the Group developed solid links with the public authorities (ministerial cabinets and administrators) on issues relating to the disabled, diversity, and regional, community, federal and European hiring.

Integration through sport

GDF SUEZ believes the area of sport is a way to integrate the disabled into everyday life. Its partnership with the association Cécifoot, signed on April 1, 2008, serves to promote greater independence through sport for visually handicapped individuals, with a view to hiring them. Thus, the Group was the principal sponsor of the Cécifoot France Cup held March 28 and 29, 2009 at Saint-Etienne.

YOUNG APPRENTICES IN BRAZIL

In Brazil, Tractebel Energia has implemented a program aimed at young apprentices, known as the Programa Jovem Aprendiz. Each year since 1998, the program has offered opportunities to 49 youths from disadvantaged regions, aged 15 to 18, to acquire 18 months of initial professional experience. The young people must be registered in school, be between 15 and 16 and a half years of age at the start of the program, and be available part-time during the entire period of their hiring. To date, 285 youth have benefited from this program.



In 2006, the Group also originated the concept of Un But Pour l'Emploi [A Goal for Jobs], which consisted of preparation and assistance toward lasting employment for youth, men and women with few or no qualifications from deprived areas, by using their personal interest in soccer to motivate them. The project is continuing to develop, with three initiatives taken in 2008 in Paris, Nantes and Amiens.

In Belgium, since 2003 the subsidiary Electrabel has supported the Belgian Paralympic Committee. GDF SUEZ held discussions in 2008 on a partnership centered on hiring, within the Group, elite athletes who successfully participated in the Paralympic Games in Athens in 2004 and Beijing in 2008. The agreement with the public authorities is scheduled to be signed in 2009.

Equal opportunities

A large number of measures have been carried out during the year by Group subsidiaries dedicated to promoting diversity of opportunity and measures to combat discrimination. For example, SITA Rebond, a subsidiary of SUEZ Environnement, allows job access to the long-term unemployed, those receiving the minimum social security, young people under age 26 without qualifications, disabled workers and seniors. Through its 12 programs for economic inclusion in 2008, SITA Rebond recruited 635 individuals on temporary employment contracts and defined-term assignments.

For its part, GEPSA, a Cofely subsidiary in the Energy Services business line, has been engaged in projects for five years aimed at promoting the reintegration of those in detention, in partnership with the Penitentiary Administration Bureau. Measures taken in France at 13 penitentiary facilities have benefited some 150 prisoners that have been out of the workplace for a long period, and have allowed them to gain renewed confidence and master the skills needed to rejoin the work force.

These job access measures for populations in serious difficulty fall within the framework of the "Equal" European programs against social exclusion. They have the particular virtue of promoting discussions between several countries of the European Union on the issue of socio-professional reintegration policies.

GIRLS ON THE ROAD TO SCHOOL IN ALGERIA

In Algeria, in collaboration with the ELLE Foundation, the SUEZ Foundation supports an academic project against illiteracy to benefit girls and young women in the community of Feraoun-Kabylie. Carried out by the RIP (Resist, Insist, Persist) association, the general purpose of which is to combat all forms of discrimination, exclusion and racism, this project is aimed at encouraging women's emancipation and independence, through education and training.

EDNICA IN MEXICO

The GDF SUEZ Foundation supports the EDNICA association, which since 1989 has assisted children and young Mexicans who are in danger of being marginalized. One development project aims at saving children from work and the streets in the community of Xochimilco, in southern Mexico, a region that has experienced one of the highest concentrations of street children and young people. This project is aimed at offering these marginalized Mexican children and youth an alternative, to assist them in overcoming their difficult living conditions by creating a new care and prevention center in this area.

SPONSORSHIP AT THE SERVICE OF **CITIZENSHIP**

GDF SUEZ's role in corporate citizenship and social responsibility is represented by numerous sponsorships and partnerships around the world. These relationships help it maintain its image with local points of contact in its different markets.

To ensure that its objectives are being met and that all actions taken within the Group are consistent, GDF SUEZ has a Sponsorship and Partnerships Committee made up of representatives from each business line and from the corporate departments.

All initiatives must correspond to common values, always with the desire to act responsibly in the territories and communities where the Group is present: professionalism, a sense of service, innovation, balance, respect and a spirit of sharing, sustainable development and the importance of being firmly rooted in the territory.

A Charter with five priorities

A Sponsorship and Partnerships Charter sets out the principles and rules which apply to all entities of the Group in all countries where it is present. The actions supported by GDF SUEZ cover five areas:

- solidarity (assistance for children, taking on young people experiencing difficult circumstances);
- culture (preservation and promotion of national treasures);
- environmental protection and preservation;
- research;
- sports (promoting excellence and team spirit).

In general, GDF SUEZ assigns priority to situations that highlight the values of the Group's business areas by making them more visible to governments, communities, associations and customers, particularly through sponsorship of skills.

The Group also gives priority to projects associated with or involving its employees (in volunteer and sponsorship roles, for example) and any that involve areas of interest to the Foundation. Finally, the Group seeks to promote the sport and groups that it supports through agreements and partnerships.

THE LARGEST MUSEUM DEDICATED TO **MAGRITTE** IN THE WORLD

On May 27, 2008, the Musées royaux des Beaux-Arts de Belgique, the Magritte Foundation, The Building Authority and GDF SUEZ (founding sponsor) broke ground on the construction of the museum in the heart of Brussels which will be home to the largest collection in the world of works of René Magritte (1898-1967). Thanks to the involvement of its Belgian and French subsidiaries, GDF SUEZ was able to provide original and ambitious sponsorship.
The involvement of GDF SUEZ in a cultural project of this size, which serves sustainable development through a sponsorship of unprecedented scope in Belgium, received recognition by being awarded the 2008 Caïus Prize for corporate cultural sponsorship. On the site, where construction took one year, GDF SUEZ relied on the technological expertise of teams from the Energy Services business line on issues of energy efficiency. Fabricom GTI, INEO and Axima Contracting contributed their skills in terms of multimodal facilities, safety, and lighting and IT systems.
For its part, Electrabel contributed to the sustainable part of the project by supplying green, 100% renewable electricity. During construction, the site was covered with a scenic cover donated by GDF SUEZ which was backlit at night from solar panels installed on the roof. The museum will open its doors on June 2, 2009.

Working toward the creation of a GDF SUEZ Foundation

The aim of the GDF SUEZ sponsorship policy is to reflect the values of the Group and affirm its commitment to the common good. In 2008, it was represented by two complementary foundations – the SUEZ Foundation and the GDF SUEZ Foundation – which celebrated 15 years of commitment in 2007. In 2009, these foundations will be combined into a single foundation which will continue the priorities of charity, enhancement of cultural heritage and environmental protection that were previously pursued by each of the old entities.

Created at the end of 1992 under the auspices of Fondation de France, the main mission of the SUEZ Foundation is to help sick children affected by AIDS or in very difficult circumstances in France or in the countries where the Group is present. In 15 years it has provided long-term support to numerous projects for sick children and young people to make their hospital stay more bearable and facilitate access to recreation.

Accordingly, it is a partner with Le Rire Médecin (for the past 10 years), L'Enfant à l'Hôpital, L'Envol pour les Enfants Européens and, at the Institut Curie, HOP'ART. It has made a commitment to victims of AIDS, the sick and orphans, with Children of the Mekong in Thailand, François-Xavier Bagnoud in South Africa and Associaçao de Apoio a Criança com HIV in Brazil.

15 YEARS OF COMMITMENT TO STAINED GLASS WINDOWS

For the past 15 years, Gaz de France Foundation has been active in its commitment to the Ministry of Culture and Communication to support the restoration and creation of stained glass windows in major monuments as well as in more modest buildings. In 15 years stained glass window projects in Bourges, Chartres, Evreux, Rouen, Poitiers and elsewhere have benefited from this partnership. Contemporary artists like Sarkis in Silvacane, Albérola in Nevers, and Olivier Debré at Lamballe college have become involved in major projects. In 2008, the Foundation received the Grand Mécène de la Culture award. Jean-François Cirelli and Minister of Culture Christine Albanel have renewed this partnership which will lead to projects in Strasbourg, Metz, Toulouse and Le Mans.

HIGH LEVEL **SPORTS PARTNERSHIPS**

GDF SUEZ has been the official partner of the French Tennis Federation and the France de Fed Cup team since 1992. The GDF SUEZ Open which opened in 1993 has become the major meet for women's tennis in France after the French Open at Roland-Garros. The Group has also been a partner of the French Football Federation since 2006 and will be supporting all the French Team matches until 2012.

ZERO EMISSION POLAR STATION IN ANTARCTICA

GDF SUEZ is a partner in the construction of the new Belgian scientific base in Antarctica. Designed by Alain Hubert's International Polar Foundation, the Princess Elisabeth station can accommodate 20 scientists for the four months of the Antarctic summer to help gain a better global understanding of climate and environmental processes.

A first of its type, the station was designed to operate solely on renewable energy and reduce its environmental footprint. From a concrete standpoint, the energy used will be produced from wind and solar panels. The energy efficiency of its design and materials, the passive heating system, the energy control system and the use of energy efficient devices make the Antarctic base extremely energy efficient.

In addition to its financial support of the project, GDF SUEZ contributed its technical expertise to designing the station. The teams at Laborelec, the Group's energy research center, provided their knowledge in the area of energy efficiency and decentralized energy production in order to develop the systems to build an independent, reliable, zero-emissions electric facility. Accordingly, engineers and technicians worked on optimizing the electric network, the interior and exterior lighting and optimizing the water and waste processing system, with an eye towards, "zero emissions," transmitting environmental data to Europe and remote control and management of the facility. After being tested and checked for reliability for four months at the Laborelec site, the electric facility was dismantled and shipped to Antarctica.

Six Group employees, including two women, joined the 2008-2009 expedition headed by Alain Hubert to rebuild and start operating the unit. A true laboratory of international technologies and expertise, the construction of the first "zero emission" station in a region as cold and as rugged as the Antarctic is a model for its genre in the area of sustainable development.

FÊTE LE MUR: A 10 YEAR-LONG PARTNERSHIP

In 2009 Gaz de France and Fête le Mur celebrated 10 years of partnership during the GDF SUEZ Tennis Open. Founded and chaired by former tennis player Yannick Noah, the association aims to promote integration through sport by developing tennis in disadvantaged neighborhoods. Since 1999, 25 tennis sites have been introduced into disadvantaged neighborhoods and training and tournaments are regularly organized. Young players are invited to attend large tournaments.

The SUEZ Foundation has provided assistance to at-risk children, street children, slum children, and minors in danger in many countries, including Morocco with BAYTI, South Africa with The Valued Citizens Initiative, Brazil where it has been a partner with Solidariedade França-Brasil for the past 10 years and Mexico with EDNICA (see inset on page 87).

More recently, the SUEZ Foundation made a commitment to educational actions for children from disadvantaged backgrounds, with "l'Association pour favoriser une École Efficace" and the association J'ai un Rêve (see inset).

Also founded in 1992, the Gaz de France Foundation is mainly involved in three areas:

- Solidarity, the fight against exclusion and the promotion of integration through sport based on partnerships with associations working in the area such as Fête le Mur (see inset), Ateliers sans Frontières and l'Agence pour l'éducation par le sport.
- Natural environment: environmental protection, restoration of noteworthy gardens and natural sites and trails. Its projects have included the restoration of the cirque de Garvarnie, the Jardin du Musée du Quai Branly and paths in the Millevaches plateau.
- Cultural heritage: it has a special partnership with the Ministry of Culture and Communication to preserve stained glass windows and to encourage the creation of contemporary stain glass windows.

Fondation Gaz de France also supports various projects by employees that are in line with its objectives such as Paris Tout'p'tits, Codegaz and Course du Cœur. These actions take place across the Group and in all countries and include the support of Emmaeus volunteers in Cairo and the restoration of the stain glass windows at the Notre-Dame d'Afrique basilica.

Sports - a way of projecting the Company's image and proximity

In the area of sport, GDF SUEZ is developing a sponsorship policy based primarily on three disciplines: soccer, women's tennis and track and field.

The Group aims to take concrete steps to develop and promote the sports it supports, elite training, and local action for major international meets.

GDF SUEZ is positioning itself as a true player in sponsored sports by supporting sporting events and playing a key role in creating and promoting international, national and local events. Partners can rely on long-lasting, close support and a desire to serve the sport at all levels – top level, young talent and general public. It gives preference to popular sports which respect the environment while being international in scope.

The Group's sports partnerships meet four criteria: contributing to spreading the sport by supporting sporting events and creating and promoting events; supporting athletes at different points in their careers; organizing local socio-economic life; and developing social integration through sports.

J'AI UN RÊVE [I HAVE A DREAM] IN PARIS

Since 2007 the SUEZ Foundation has supported the "J'ai un rêve pour Mélies" project, named after a secondary school in the 19th arrondissement in Paris located in the Priority Education Zone. The project is also in place at Varèse College in the same arrondissement. It helps children develop and rebuild ties with the school. The educational program runs for two academic years. The first is devoted to building self esteem, enrichment, putting together a show, and a trip to Senegal; the second year is devoted to job orientation and to discovering companies through internships.

Sharing progress
HUMAN RESOURCES

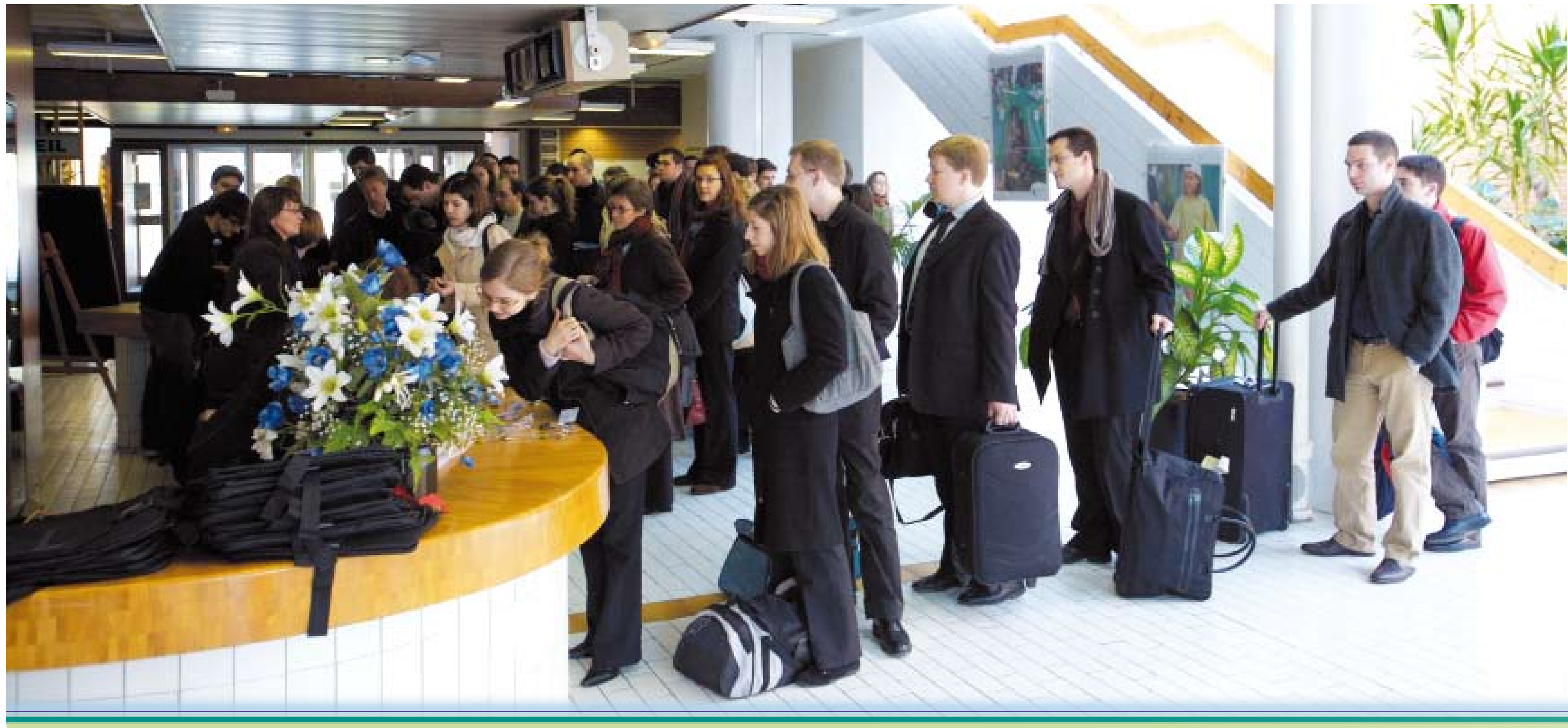
AMBITION: TO BECOME A **BENCHMARK EMPLOYER**

GDF SUEZ's human resources department is considered a business partner of the Group in helping to integrate employees and seeking to take best advantage of and make best use of their skills.
Its primary ambition is to position the Group as a global benchmark employer and employer of choice.

2008 was an important year for GDF SUEZ. It marked the end of the merger process in which human resources (HR) was a major player in support of the newly-created Group.

Now a new story needs to be written where the Group's men and women must hold their own, with the firm backing of their professional experience and their rich and diversified cultures.

Human resources are at the heart of GDF SUEZ's ambitious industrial plan. The Human Resources Department and the entire HR group are tasked with exercising their role as business partner for the entire managerial line. Within Senior Management, the Campus-brand Service employer has the task of applying the Group's employer commitments both internally and externally.



One vision, three challenges

GDF SUEZ's view of the function of its human resources is, first of all, the reason for its very existence: to contribute to company performance. The Group's growth requires that each and every participant contribute to performance.

This vision is also based on three challenges:

1. Contributing to successfully integrating the Group's diverse aspects: existing differences in the cultures and practices of the two Groups should be considered the wealth and strengths of tomorrow on which the new Group will be built.
2. Ensuring good skills at the right place at the right time: the Group's ability to develop its competitiveness and performance is based on an ongoing search for those between the places where there is a match required skills and their availability.
3. Being recognized as an employer of choice: being a major global Group requires defining the principles and rules that establish employer commitment externally and make it stronger internally.

Moreover, the Group's human resources follow an action principle – being a driver of innovation. The companies that are able to best address industrial challenges are those that maintain their technological and industrial momentum, and that are able to remain at the cutting edge with regard to human resources.

They are committed to meeting the expectations of a Group of some 200,000 employees distributed across six business lines on every continent. The challenges it faces are of several kinds: developing professional career paths, implementing attractive compensation systems, attracting and retaining talent, acknowledging the value of seniority, developing employee skills, preparing for and managing change, and enhancing the quality of social relations within the Group.

Further, the Group believes that the responsibility of an employer of choice also includes an ongoing effort to seek a balance between young employees and senior ones, between women and men, between the disabled and the non-disabled, and between the trained and the untrained. In this sense, GDF SUEZ is taking action by developing work-based learning for young people, and agreements and action plans for all target audiences.

Synergies created by the merger

In terms of possible synergies, the HR Department has undertaken a renegotiation of the insurance conditions of provident plans. Savings have been realized in France and Belgium. The Group's size and international scope have also allowed it to consolidate the needs of the subsidiaries in the areas of provident funds and health expenses, and thus improve the financial structure of hedges and the transparency of financing of these programs in accordance with legal provisions.

With regard to its human resources development policy, the HR Department has also contributed to implementing new retirement plans and has paid particular attention to the content of the individual and collective information on supplementary retirement plans, particularly in France and Belgium.

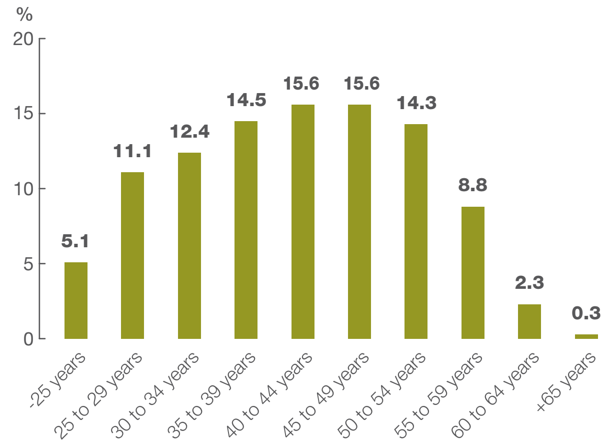
Enhancing skills

The merger of Gaz de France and SUEZ has established a Group that, at end-2008, had 199,964 employees working on every continent. As the Group's total domestic market, Europe has 91% of employees, including 52% in France and 10% in Belgium.

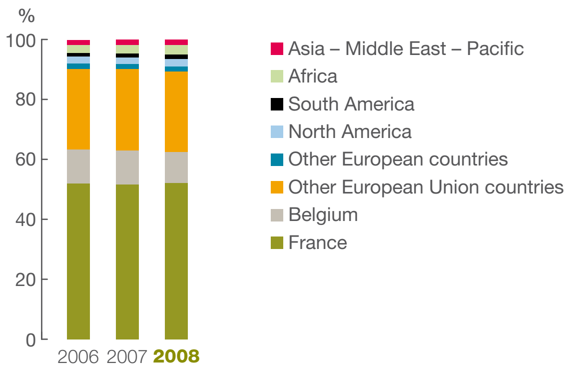
82% of employees are male (see key figures on page 11), but the female share was approximately 30% in the France Energy, Europe & International Energy, and Global Gas & LNG business lines. In the most technical lines (Energy Services business line), it is only 11.8%.

Group age pyramid (full-time workforce)

Return percentage 86.5%



Geographic distribution of workforce



The geographic distribution of the Group's workforce remained stable in 2008. Europe accounts for 91% of the workforce, France 52%, and Belgium 10%.

RECRUITMENT AND TRAINING **GOALS**

GDF SUEZ has high ambitions which have an impact on recruitment policy strategies: being a socially responsible company committed to ensuring diversity, and ensuring it has the right skills at the right place.

In 2008, GDF SUEZ will have recruited a total of 31,889 individuals. The search for new talent is a priority focus for the Group, to accompany its growth. To renew its teams and offset retirements, it anticipates recruiting 114,000 new employees between now and 2014, including 70,000 in France.

To attract new employees, particularly in the technical areas in which it specializes, GDF SUEZ is working on defining its image as an employer with a view to increasing the Group's appeal and anticipating hiring needs. The Group seeks to appear as an employer of choice, respectful of diversity.

GDF SUEZ, the "best place to work"

Professional mobility is called upon to play a major role in the Group's construction. Right after the merger, cross-mobility workshops were implemented to encourage and promote transfers from one of the former groups to the other. As part of this process, some 50 individuals have already been transferred, not including transfers of senior management. This approach, which will be enhanced, seeks to introduce a lasting dynamic into the Group.

Internal mobility, the opportunity to build rich and varied careers by transferring from one activity to another, is also a strong source of appeal to the best talent. In order to appear as one of the "best places to work", the Group has implemented transparent mobility rules: priority given to Group employees for new positions, transparency of the internal job market, the right to confidentiality, mutual commitment, and clarity of transfer conditions. At end-2008, 1,300 internal job offers from all business lines could be consulted on the Group intranet, Horizon.

The major international career opportunities available are one of the Group's strong attractions. To meet its needs, it maintains a computer base that is a "reservoir" for executives, managers, and experts who are motivated and available, and who have an international profile (command of English, etc.).

62% of employees trained in 2008

Over 124,000 employees, i.e. 62%, received training in 2008. In the GDF SUEZ Group (excluding SUEZ Environnement), in 2007 there were 38 hours of training per trainee, and in 2008 37 hours of training per trainee (see key figures on page 11).

The percentage of employees trained in 2008 ranged from 54.6% to 79%, depending upon the business line. In the France Energy and Europe & International Energy business lines, this proportion exceeded 75%.

The skills of the Energy Services business line, particularly its technical expertise, require continuous follow-up in terms of training (read inset).

For instance, Axima Services in Belgium has its own training center, AXI-ACADEMY. All personnel, without distinction, may have access to one or more training sessions. Senior management must promote personnel training and authorize participation to the fullest extent of the organization's available resources.

Axima Services undertakes to train and qualify its people to meet the needs of progress and individual growth, as well as to meet the challenges of its market, prepare for the future, constitute a "reservoir" of skills and potential, and promote multiple skills and a safe working environment. The programs offered are specifically adapted to the company's needs.

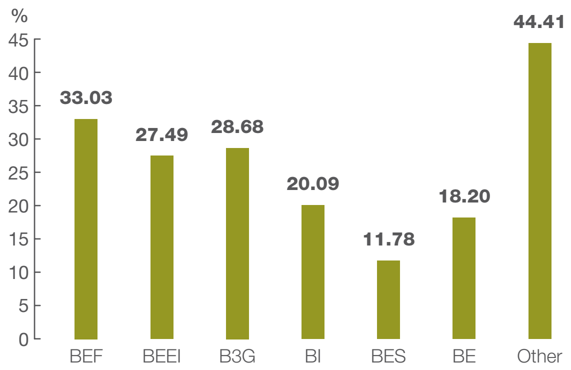
THE ENERGY SERVICES BUSINESS LINE **SETS ITS SIGHTS ON TRAINING**

At the end of 2008, the Energy Services business line accounted for nearly 78,000 employees. In most companies of the Cofathec Group, which was integrated at the start of 2009 under the new Cofely brand, training budgets represent an average of 3.5% of payroll.
The INEO school, which has existed since 2003, was originally designed to provide training to 1,500 business managers. The INEO school offering was expanded to "skills" training for non-executives (worksite supervisors, work supervisors, team leaders, network assembly workers, etc.).

1,400 NUCLEAR SPECIALISTS TO BE RECRUITED

GDF SUEZ currently employs 3,500 individuals in its nuclear activities. Of these, 700 are expected to retire in the next five years and will have to be replaced. Moreover, 700 additional employees will have to be hired by 2020 for new Group projects: thus, nearly 1,500 nuclear specialists will have to be hired in coming years by the Group, which has developed specific recruiting and training programs to meet this new challenge. For example, the Nuclear Trainees Program alternates skill acquisition and field experience provided by a coach, allowing junior engineers to become nuclear generalists while creating a solid network within the Group. At the same time, GDF SUEZ supports initiatives of European engineering schools and universities in renewing the appeal of the scientific disciplines and enriching specific training for the nuclear environment.

Proportion of women by business line



Distribution of trained employees by business line

Sharing progress
HUMAN RESOURCES

SOCIAL RELATIONS: A **DYNAMIC** AND ONGOING APPROACH

The representative bodies are places for privileged discussion between management and employee representatives, particularly on the subject of GDF SUEZ's industrial, economic, financial and social strategy.

A negotiation group is currently setting up the new European Enterprise Committee (EEC). It consists of 35 members representing 21 countries. Several principles comprising the negotiating structure have been shared with the personnel representatives: to develop and strengthen European social dialog, guarantee a balanced representation between the countries and the Group's major business areas, and develop a social dialog with regard to these major business areas.

A continuous chain of dialog

At the same time, the EEC of the former Gaz de France and the European Dialog Authority (IED) of the former SUEZ have been maintained, so as not to disrupt the chain of agreement and dialog. Thus, the EEC and IED have specifically been consulted or informed concerning the planned merger of Elyo and Cofatech; the Group's strategy, specifically with regard to production and operation; synergies associated with implementing a performance plan, etc.

Similarly, the Group agreements negotiated prior to the merger have continued to exist for the necessary time, in their respective scope of consolidation; this is the case, for example, with the GPEC (Jobs and Skills Management Planning) agreement for SUEZ or the RSE (Corporate Social Responsibility) agreement for Gaz de France.

Other negotiations have begun at Group level to create a Group Committee specifically for France, or the Group-level implementation of a collective retirement savings plan (PERCO) and a Group savings plan (PEG).

Other negotiations or discussions will begin in 2009 around the following subjects:
- social guarantees to structure and facilitate organizational change;
- job and skills management planning;
- principles of social rights at Group level;
- corporate social responsibility;
- health and safety policy.

HR PERFORMANCE

GDF SUEZ has sought to deploy a social audit module internally with the aim of assessing the effectiveness of the HR policies deployed by the entities. It is based on a structured reference document, the Group's commitments to human resources, social responsibility and sustainable development.

INTEGRATION OF CENTRAL FUNCTIONS

One of the prerequisites for the success of the merger was the quality of employee evaluations when the new GDF SUEZ Group was established. The company's management and that of its social partners were eager for a commitment regarding the implementation of a social benefits policy for employees of GDF SUEZ SA through an agreement signed with the union organizations.

The International Social Observatory

In addition, GDF SUEZ has continued to support the promotion of exchanges with all stakeholders in the International Social Observatory (OSI). A symposium on the issue of governance has strengthened the debate between managers of major companies and union and political leaders on the considerable changes that are occurring globally. The development of the current crisis is now demonstrating the importance of the paths mentioned within the OSI and the need to think about what concrete steps have to be taken to make them a reality.

In 2008, the OSI continued its work on the international health policies of the major global groups and supported the initiatives of its satellites in Morocco and Argentina.

The latter organized a major seminar, which allowed for an exchange between companies, university professors and union members (both French and South American) on the challenges of sustainable development and corporate social responsibility in the context of Latin America.

A process of consistent consultation

2007 was marked by implementation of the reform of institutions representing personnel (IRP) within the electricity and gas industries (IEG). This approach, which was launched in 2004, was accelerated due to the provisions of the Decree of April 11, 2007, which led companies in the IEG sector to apply general law with regard to Works Committees (WC), Central Enterprise Committees (CEC) and Personnel Representatives (PR).

At the start of 2008, after the elections, the IEG companies had Personnel Representatives and WC members, as was already the case within the SUEZ Group.

EMPLOYEE SHAREHOLDERS

At the end of 2008, GDF SUEZ employees held 2.7% of their Group's capital, 1.9% of which was already held via company mutual funds. A bonus stock allocation plan was implemented at the time of the merger. It will allow all employees of the Group and the subsidiaries it controls throughout the world to be allocated GDF SUEZ stock subject to the dual condition of attendance and performance at the end of a vesting period of two to four years, depending upon the country.

Sharing progress
HEALTH AND SAFETY

CAPITALIZING ON EXPERIENCE

One of the priorities of GDF SUEZ is maintaining the health and safety of its teams. In three years the Group has continued to markedly improve its results by reducing the frequency and severity of accidents by 24% and 30% respectively.

GDF SUEZ is the result of the merger of two companies with strong safety cultures. Both initiated processes of continuous improvement in their performance in this area. Between 2006 and 2008, the rate of frequency of industrial accidents within the Group thus fell from 14.8 to 11.2.

Over the same period, the accident severity rate declined by 30% from 0.55 to 0.44. The number of fatal accidents underwent a comparable reduction.

Clearly stated objectives

Since its formation, the new Group has decided to capitalize on its experience and past results to establish an ambitious health and safety policy, backed by strong involvement on the part of senior management. GDF SUEZ is clearly demonstrating is desire to become a leader in the area of health and safety with the goal of its activities to never be the cause of an accident or illness.

In order to meet this goal, the Group has set various objectives: in particular it wishes to reduce the frequency rate of accidents by 1 point a year over the coming years. In 2008, it exceeded its objective (with a frequency rate of 11.2 for an objective of 11.5). For 2009, the objective is for the frequency rate to be under 10 and to be under 9 for 2010.

Areas of improvement

In order to extend these high standards to all its activities, GDF SUEZ will further strengthen its prevention actions with intermediaries and external companies with the objective of obtaining an equivalent level of safety for everyone, whether service providers or employees of the Group.

Several other projects are underway including optimizing the detection and anticipation of risky situations, improving feedback (in-depth analysis of causes of accidents, follow-up on corrective action in time) and improving consideration of health and well being at work by management.

Commitment from the entire Company

Health and Safety issues are taken to the highest level by Group managers. The Group's Chairman and CEO and Vice-Chairman and President are personally involved in these matters. A short time after the merger, they sent a letter to all managers reiterating the Group's commitments.

The Board of Directors and the Committee for Ethics, the Environment and Sustainable Development regularly monitor changes in the indicators and the actions put in place to improve health and safety.

REDUCING PSYCHOSOCIAL RISKS AT WORK

Stress, and more generally, psychosocial risks, are major causes of absenteeism and inefficiency at work. Several French business lines and subsidiaries have identified and initiated various actions that can be taken. Accordingly, GrDF started a program to prevent risks of violence or aggression against employees in their dealings with the public (situation analysis, site layout, training, etc.). Another initiative was launched to prevent the risk of post traumatic stress to employees exposed to traumatic situations, particularly during emergency interactions. For its part, the Energy France business line has developed additional actions such as raising the awareness of the Chairmen of Committees for Health and Safety and Labor Conditions, the HR business units and members of the Management Committee. It has also started the Maestro approach on its professional customer welcome platforms, which is intended to inform management about psychosocial risks and enable them to detect "weak signals" within their teams.

FEEDBACK BASED ON EXPERIENCE: THE KEY TO PREVENTION

The main causes of accidents that take place in the Group are investigated thoroughly and the results lead to preventive action being taken. The whole Group is informed of any fatal accidents. In early 2008, a SUEZ Environnement subsidiary in Mexico regrettably had to report a fatal accident caused during the maintenance of a conveyor belt. In the United States, after this accident was reported, the GDF SUEZ subsidiary Energy Generation NA, which operates numerous belts for transporting various inflammable products (biomass, coal, etc.) in its energy production units, identified the risks, initiated an audit of its facilities and started a complete safety program. It installed special protections and safety equipment, raised awareness and trained operators and others walking in the vicinity of the equipment, etc. This initiative, which has been reported within the Group, will inspire other subsidiaries to adopt these "best practices" to improve their own procedures.

At the operational level, the Health and Safety and Management Systems Department is responsible for formulating policy and strategic action plans, coordinating their implementation, managing the synthesis of indicators and the information going from business lines and business units, and communicating the results of these to stakeholders. It controls the projects launched from the time of the merger which are to result in the preparation of the new health and safety procedures for the Group to be put into place during 2009.

The preparation of these procedures relies upon broad cooperation among all the managers, experts, occupational physicians and corporate partners involved so that everyone can work together on the common goal of reducing accident and illness risks within the company. Accordingly, over 400 managers, from all businesses and selected from all countries, are directly involved in defining the areas for improving the Group's Health and Safety policy.

Several hundred health and safety experts work in the Group with operating managers who are directly responsible for these issues. A large proportion of the bonuses for managers is therefore tied to their performance in this area.

A vector for corporate dialog

Dialog with the Group's social partners is key in ensuring that everyone adheres to the Group's Health and Safety policy. The social partners are involved with monitoring results. The indicators, action plans and Health and Safety audits are regularly communicated to them. They are also involved in the process of preparing the procedures and their implementation, and are really involved in sharing experiences when accidents and preventive action are analyzed.

What is more, the Steering Committee's social partners appreciate the quality of the dialog and the transparency of the information communicated in this area.

A major area for training

Nearly a third of the training provided in the Group relates to issues of quality, health, safety and the environment. Managers, who are vital to the process of integrating health and safety into the organization and monitoring all projects and activities, receive special training. At the end of 2008, 4,000 managers took this Group-level training and the Group university added two new modules to its training offerings: development in human and organizational factors and a module for experts to have presentations on analyses and feedback based on experience gained after accidents.

A BETTER QUALITY OF LIFE IN BRAZIL

In 2008, the Brazilian Association for Quality of Life recognized Tractebel Energia, a Brazilian subsidiary of the Group, for its Geravida program which aims to improve health and quality of life at work. The objective of Geravida is to incorporate healthy habits into the routine activities of its employees. Accordingly, employees have the opportunity to start on a true process of self management – covering areas of personal life, professional activity and health care – which enables them to establish a lifestyle that takes account of their own actual situation.
With an eye towards encouraging the development and implementation of quality of life programs within companies, the award aims to recognize specific innovative actions which lead to a permanent improvement in conditions for employees. Tractebel Energia went through an audit to verify that there was support from leadership, participation and implementation of new actions based on the parameters of the program and suggestions from employees.

Sharing progress
ENVIRONMENT

REDUCING **THE FOOTPRINT** OF OUR ACTIVITIES

The Group has made reducing the environmental impact of its activities one of its major goals. Environmental performance is one of its management tools, along with economic, technical and financial criteria.

GDF SUEZ contributes to controlling the environmental impact of modern economies through its expertise in energy efficiency and its low CO_2-emitting energy mix. The Group develops solutions for its customers – municipalities, businesses, private individuals – that allow them to comply with regulations and meet their own environmental goals. It also dedicates significant resources to reducing the impact of its own facilities: electrical plants, gas networks and terminals, water or waste treatment plants, etc.

In 2008, environmental expenditures (investments and current operating expenses related to preserving the environment) totaled €4,506 million.

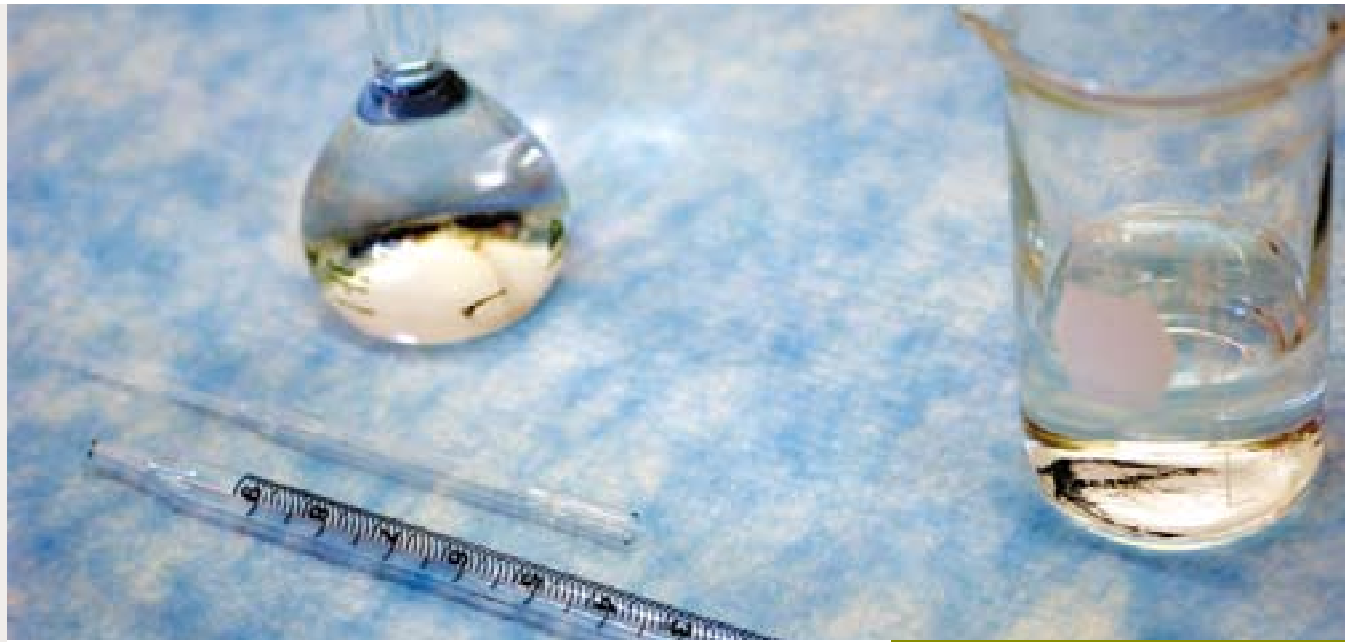
An environmental management system

With the Group's goal of environmental performance, subsidiaries implement their own programs in accordance with local conditions and expectations. A network of nine business line environmental coordinators, reporting to two individuals at headquarters, locally ensures that all business units and facilities comply with increasingly demanding regulations, and anticipates changes.

At end-2008, 92.2% of environmentally risky activities were engaged in the process of monitoring their environmental performance, leading, when considered relevant, to the implementation of environmental management systems (EMS) or risk management plans, some of which are certified (ISO 14001, ISO 9001 with environmental focus, etc.). As of December 31, 48.8% of so-called "relevant" revenue (excluding revenue generated by activities deemed non-relevant in terms of environmental impact) were covered by a certified EMS.

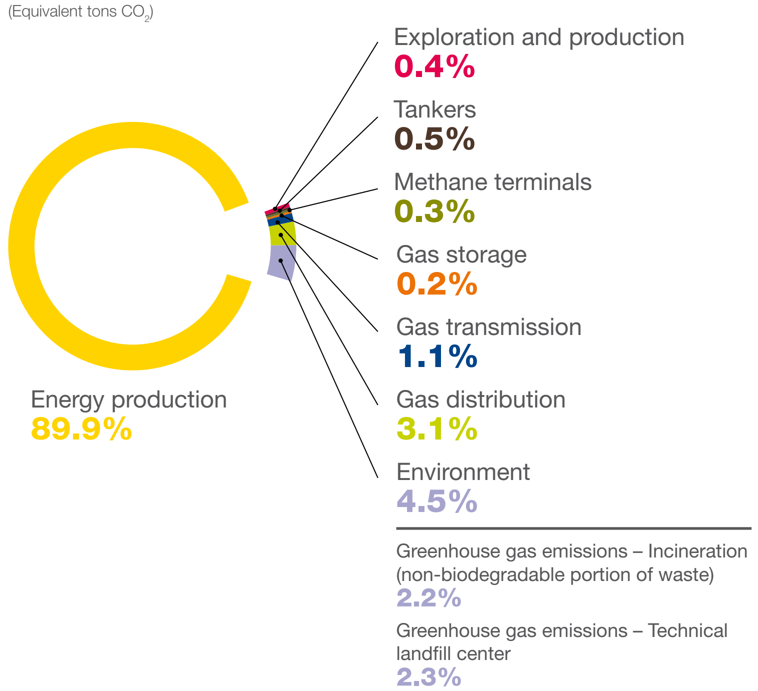
Dedicated reporting tools

A specific reporting system, which allows French regulatory requirements to be met, consistent with international standards (Global Reporting Initiative, World Business Council for Sustainable Development) allows the



Breakdown of greenhouse gas emissions

(Equivalent tons CO_2)



THE **REACH** DIRECTIVE

Since July 1, 2007, the REACH Regulation has required all legal entities that manufacture chemical substances in Europe to register these substances in order to be able to track their manufacture and/or sale on the market. GDF SUEZ is affected by this regulation as both a user and manufacturer of substances. The Group has pre-registered some 250 substances, including combustion by-products, substances manufactured on site and used in the production process, and recycled waste. Measures have also been taken vis-à-vis suppliers to ensure the continuity of the activities.

THE "CLOSE TO NATURE" PROJECT: A UNIQUE COLLABORATION

The nature protection associations Natagora and Natuurpunt signed a partnership agreement with Electrabel. The collaboration between the two nature protection associations and Electrabel falls within the framework of the international "Countdown 2010" program. This is aimed at ending the dramatic loss of biodiversity i.e. all plant and animal species and ecosystems on the planet. Natagora and Natuurpont have prepared an ambitious action plan over three years aimed at completing a series of projects that will assist endangered species and their environments. Inspired by the goals of the international "Countdown 2010" program, Natagora and Natuurpunt are launching the "Close to nature" campaign in Belgium with support from Electrabel. With "key projects for key species," the initiators seek to involve, amaze, and engage citizens and public authorities to finally convince them to take specific action.

ELECTRABEL'S COMMITMENTS IN **COMBATING CLIMATE CHANGE**

In 2008 Electrabel, the largest producer in Belgium, launched a vast "sustainable development plan" to reduce carbon emissions. To "produce sustainably," the company, which has already reduced its CO_2 waste by 29% since 1990 and has one of the most efficient set of production facilities (nuclear, thermal and renewable) in Europe, will reduce its emissions even further by 1.7 million metric tons by 2015. The Electrabel plan includes ten specific commitments to improve its environmental performance, as well as to encourage its customers to reduce their own energy consumption and CO_2 production.

Electrabel's 10 public commitments

As producer
- Produce renewable energy in Belgium for one million households by 2015
- Invest €500 million to improve the efficiency of its traditional plants by 2015
- Continue to further limit the global environmental impact of its production activities

To its customers
- Encourage and assist its customers in reducing their energy consumption by up to 30%
- Collaborate with customers to produce low-CO_2 energy
- Supply a range of green energy to its customers
- Encourage natural gas- and electrical-powered transport

Its approach
- Maintaining a completely transparent dialog with all stakeholders
- Reducing CO_2 emissions from daily activities by 21%
- Stimulating R&D around non-polluting technologies

For further details on the CO_2 plan: www.electrabel.be/durable

Group's environmental challenges to be controlled. These results are incorporated into the performance evaluation tools of the business lines and, to a certain extent, the business units and facilities, as with economic or financial criteria. Each business unit has field auditors who verify compliance with the Environmental Charter and applicable regulations.

Climate change

Control of emissions, particularly greenhouse gases, is one of the priority goals of the Group's environmental commitment. Through the experience it has acquired in its core business areas (electricity, natural gas, environment, energy efficiency), it has acquired extensive expertise in controlling emissions from its facilities, as well as in offering CO_2 services to its customers.

In 2008, all the Group's global activities generated 99.5 million-tons-equivalent of CO_2 (excluding tertiary activities and land vehicles), primarily through energy production (95.3 million-tons-equivalent of CO_2). Thirty-one percent of the Group's electrical capacity does not directly emit CO_2. New projects favor lower-emission technologies, depending upon the local context (biomass, renewable, nuclear, gas turbines, co-generation, etc.).

As an example, since 1990, GDF SUEZ, through its subsidiary Electrabel, has implemented some twenty natural gas plants equipped with gas turbines: combined-cycle plants (or gas-steam turbines) and cogeneration units. At various sites around Spain and Italy, new gas stream turbine units are under construction. In several countries, other investments are being studied. The use of TGV plants, which are part of the most successful production techniques, allows yields on the order of 55% to be obtained.

In addition to improving its own performance, Electrabel offers its customers a range of services, allowing it to monitor its electricity and natural gas consumption data through secure Internet connections, and thus adapt its consumption and develop an efficient energy policy. Electrabel also provides its customers with a vast range of training based on rational energy use.

GDF SUEZ is also highly involved in programs to capture and store CO_2, which represents a future path for the entire energy industry. The Group's significant trading activity, through its subsidiary Gaselys, makes it a significant player in the CO_2 emissions rights market, which is very active in the European Union.

A wide variety of techniques also allows it to control discharges of pollutants, particularly at thermal plants (SO_2, NOx, dust, etc.): optimization of combustion, installation of low-NOx burners, de-SOx and de-NOx facilities to reduce sulfur and nitrogen oxide emissions, rationalization of electro-filters to reduce dust discharges, etc.

Conservation of natural resources

GDF SUEZ's energy mix favors solutions that emit little or no CO_2, which are also solutions that best preserve fossil resources. When local conditions lead to choosing a thermal solution, the Group favors the cleanest technologies with the best yields: gas turbines, co-generation, super-critical coal, etc.

Its expertise in the area of renewable technologies also allows it to save resources by combining them or replacing them with innovative fuels: biomass-coal co-combustion, waste recycling for energy. Over 45% of waste treated by the sanitation activity is reused (mainly by burning in furnaces) and 56.2% of sludge produced by water treatment is recycled (agricultural fertilizers, burning, etc.).

SUEZ Environnement also manages all technologies related to water treatment and conservation, an activity in which it is a global leader. Waste water processing or seawater desalination allows significant quantities of a precious resource to be saved. In 2008, in operating all its facilities, the Group used 239 million cubic meters of water.

Protecting biodiversity

The preservation of flora, fauna and the natural environment has become a major global concern. The impact of the Group's sites on their local environment is regularly assessed. In the sanitation business, for example, each waste storage site is audited every three years. Since 2007, the Group has engaged in a vast operation involving the auditing and protecting of all fragile sites (Natura 2000 zones, water flows, wetlands, etc.) in the vicinity of its facilities.

The sites in question are then subject to an assessment of the potential risks and prevention and protection measures, if necessary. A specific mapping tool, first tested at the Group's French sites, is in the process of being deployed throughout Europe. Within the context of the Environmental Grenelle, the Group has committed to implementing action plans at all sensitive sites by end-2009 in France (70% of the sites are affected) and 2012 throughout Europe.


The Maïa Eolis wind farm in France.

12 COMMITMENTS FOR THE ENVIRONMENTAL GRENELLE

Since 2007, France has engaged in a vast movement to obtain the collaboration of all public participants (politicians, associations, businesses, unions, researchers, etc.) in implementing a national environmental preservation strategy.
As a major player in sustainable development in France, GDF SUEZ is heavily involved in these activities, and has signed a series of 12 voluntary commitments to mark its involvement in the process.

As a professional in the energy, water and waste business, GDF SUEZ is committed to…

1. Providing solutions to address the Grenelle's ambitious goals for energy and environmental efficiency for buildings.
2. Participating in the transition toward low-carbon energy production, both in France and internationally.
3. Offering competitive and environmentally-friendly solutions for personnel transport.
4. Promoting a circular economy based on reduction, reuse and recycling of waste.
5. Focusing R&D on sustainable development.
6. Taking measures to combat waste by improving the yield of potable water systems.
7. Developing public-private partnerships.
8. Incorporating biodiversity into the management of Group sites before end-2009 in France and by 2012 in Europe.
9. Hiring 114,000 employees by 2014.

As a socially aware enterprise, GDF SUEZ is committed to…

10. Making efforts to reduce its environmental impact and turning employees into ambassadors for sustainable development.
11. Pursuing active dialog with its stakeholders at all levels of Group governance.
12. Convincing its shareholders of "the asset" constituted by the Group's sustainable development strategy.

For further information on these specific Group commitments, see **gdfsuez.com**.

COMPARING THE PERFORMANCE OF THE GROUP'S SITES

In 2008, 258 industrial sites tested a self-evaluation procedure for their environmental management system, with the purpose of defining focuses of improvement and comparing their performance with that of other Group sites. Deployment of this tool will be continued in 2009.

MONITORING AND PROTECTING SENSITIVE SITES

The Group has been mobilized to combat the loss of biodiversity and the reduction in ecosystems that afford it indispensable ecological services, such as renewable energy and water treatment. In the context of the Environmental Grenelle, the Group is committed to implementing action plans at all sensitive sites in Europe by end-2012.
To do this, actions are associated with the application of tools and operations to increase awareness among farmers: for example, the Group has a mapping tool that allows it to determine the vulnerability of sites with regard to so-called sensitive or protected zones, such as Natura 2000, regional natural parks, and WWF eco-regions. This tool, LOCAMAPS, classifies those GDF SUEZ sites that are most likely to threaten the environment. These sites are audited by experts and action plans are proposed.
Impact studies conducted during the establishment of new activities are carried out in partnership with major international NGOs (ProNatura), consulting firms (Véritas) and scientific entities (Museum of Natural History of Paris and of Brussels). The Group closely studies opportunities, particularly in the Ile-de-France region, to transform the lands it uses into ecological corridors (study carried out by GRTGaz) or preferential habitat zones for certain species such as bees (study carried out by SITA). GRTGaz incorporates biodiversity protection into procedures to implement new works and maintain easement strips.
With this wealth of experience, the Group has joined forces with the UICN in a major partnership: the International Union for the Conservation of Nature (UICN) is the largest environmental organization in the world, created in October 1948 after the international conference at Fontainebleau, France. Currently it has the largest global environmental protection network in the world. The UICN emphasizes the very important role that businesses must play in preserving biodiversity.
The collaboration between the UICN and GDF SUEZ has been effective insofar as the UICN believes that GDF SUEZ has already implemented a significant number of actions and is committed to a voluntary approach for preserving biodiversity, which goes beyond merely conforming with the regulations. Reciprocal and mutual benefits are what characterize this partnership:
- The UICN's French committee provides consultants to assist GDF SUEZ to better incorporate biodiversity into its policies and into the management its activities, such as, for example, the organization of training days;
- GDF SUEZ supports the projects of the French committee, such as updating the list of most endangered species.

EVALUATING OUR PERFORMANCE

OUR INDICATORS

2008 ENVIRONMENTAL REPORTING **PROCEDURES**

In order to ensure the transparency and reliability of the data it publishes, GDF SUEZ has initiated the progressive review by its Auditors of the quality of certain indicators related to the environmental and corporate data published. This is a well established procedure, implemented by both the SUEZ Group and Gaz de France, in accordance with the Global Reporting Initiative guidelines.

The SUEZ Group carried out the first stage on the data for the 2001 fiscal year, which consisted of a review of the reporting procedures for performance indicators. Since 2003, the auditors have issued an opinion on the reporting procedures for environmental data and on the quality of certain indicators. The scope and the number of indicators checked has been extended every year and the comments of the auditors taken into account for the following period.

Gaz de France started to report on its sustainable development activities in 1999 with its first environmental report. Since 2001, Gaz de France has published a sustainable development report including the environmental indicators checked by its auditors.

GDF SUEZ's 2008 environmental reporting can be seen as the culmination of the work to harmonize standards, i.e. procedures, methods and definitions.

Special attention has also been paid to the introduction of a common reporting tool enabling the structured communication of data. This tool, called CERIS, is an IT solution for environmental reporting, which enables the management of the network of environmental agents and coordinators, the management and documentation of the environmental reporting scope, the input, control and consolidation of indicators, the production of reports and finally the availability or publication of the documentation necessary for the collection of data and the control of information feedback. CERIS now covers all the Business Lines and is today deployed directly in most Business Lines and subsidiaries.

The procedures for defining the scope of environmental reporting cover all performance and impacts for the facilities in which the Group holds technical operational control. The legal entities included in the reporting scope are those whose operations are relevant in terms of environmental impact (excluding, therefore, energy trading and financial and engineering activities), and which are either fully or proportionately consolidated (based on the financial consolidation rules). Those entities report the performance and impact of the facilities in which they hold technical operational control, including facilities operated on behalf of third parties.

This rule was made in order to best respect the Global Reporting Initiative (GRI) guidelines. The GRI is a structure of stakeholders or partners (from the business world, audit companies, human rights, environment and labor organizations, and government representatives) which creates a common working framework for the publication of sustainable development data.

In addition, 100% of the impacts reported are consolidated when the entities are fully consolidated. For the entities proportionally consolidated, the environmental impacts are consolidated in proportion with the level of financial consolidation in the Group if it has 100% of technical operational control or if it is shared with other shareholders. The only exception concerns management indicators which are published unadjusted since they are based on already weighted relevant revenues (cf. below).

In addition, on the basis of consolidated revenues, relevant revenues (after excluding the revenues generated by the businesses that are not considered relevant in terms of environmental impact) are defined and identified for each legal entity. The coverage of these relevant revenue figures by each of the environmental management indicators is reported.

The set of procedures for reporting environmental data consists of a generic procedure based on standard guidelines to be used at the appropriate levels of the reporting process. The implementation of the procedures throughout the Group relies on a network of duly authorized environmental agents and coordinators. These procedures and work guidelines at the Group and Business Line level detail the collection, control, consolidation, validation and transmission of environmental data at the various levels of the organization as well as the rules defining scope and consolidation. They include technical documents that provide methodological guidelines for calculating certain indicators. The list of the entities included in the scope of environmental reporting is attached to the procedures and guidelines.

The definitions of the indicators used to measure environmental performance in the Group's businesses have been revised on the basis of the Auditors' comments. They have also benefited from comments by operational managers represented in a dedicated work Group. All documentation is available on request from the Group.

The following should be noted about the data published in this report and in the Reference Document:

1. The 2007 data presented is a synthesis of data published by Gaz de France and SUEZ when this data was available. For Gaz de France, the scope was extended to proportionally consolidated entities in order to respect the rules of reporting scope of the new Group. In addition, while last year some of the data was partly or entirely audited, the synthesized data was not submitted to auditors for the 2008 publications. This historical data is therefore provided for information only.

2. Responsible for the waste generated by its activities, GDF SUEZ maintains indicators on the recovery of its waste. However, concepts of waste and recovery vary between countries and local regulations.

3. The reliability of the scope of the environmental reporting is one of the priorities of GDF SUEZ, which is evolving in an international context of sales and acquisitions. This scope is determined on June 30 of the fiscal year. Where a sale takes place after this date, the company is expected to complete the environmental questionnaire with the data available on the last day of the month preceding the sale. Acquisitions made after June 30 are not taken into consideration unless the CEO of the appropriate Business Line has made an exceptional request, and provided the data is available.

4. Conscious of what is at stake in water management, GDF SUEZ is also pursuing its efforts in the global control of water consumption, for all uses and types of sites combined. Particular attention has been paid to the risks of double metering and the possible mingling of industrial water and cooling water.

5. Data linked to the LNG tanker business, including impacts and consumption, has been classified as data of an operating site, and is therefore reported as such. For 2008, only the vessels in which the GDF SUEZ Group had a majority share or those operated by a subsidiary in which GDF SUEZ had a majority share have been used. The following fall into that category: SUEZ Matthew, Tellier, Gaz de France energY, Provalys and Gaselys.

6. The environmental indicators of the Cartagena site are not reported due to the particular structure of the contract: the Group has production capacity, but does not bear the industrial operating risks.

7. For consistency, the factor for conversion of thermal energy produced (GWhTh) into electrical energy (GWhe) is set at 0.44 for all Group activities.

8. It should be noted that only leachates from class 2 Storage Centers are reported.

9. Significant environmental impacts resulting from the provision of material services by subcontractors at one of the Group's installations are included in Group impacts, unless a specific contractual clause allows the subcontractor to be held responsible for its impact on the site during the provision of services. Data provided by subcontractors is not systematically subject to internal verification before being added to Group data and is the responsibility of the subcontractors.

10. Legal rules and requirements concerning the environment differ from one country to another and certain data may thus sometimes be more difficult to obtain (e.g. water consumption in the United Kingdom).

The correspondence of the Group's environmental performance indicators with the New Economic Regulations (France) and the Global Reporting Initiative is documented in the summary table of environmental performance published in the following pages.

GDF SUEZ

ENVIRONMENTAL INDICATORS

✓ Reviewed by Auditors with "moderate" assurance opinion.
✓✓ Reviewed by Auditors with "reasonable" assurance opinion.

Verified	Published indicators	Unit	GDF SUEZ 2007[1]	GDF SUEZ 2008	GSEF	GSEE&I	GSGG&L	GSI	GSES	SE	2008 Coverage	NRE Ref.	GRI Ref.
	Environmental management systems [2]	**%REV**											
✓	Part of relevant revenues covered by an EMAS registration	%REV		6.7%	0.0%	17.1%	0.0%	0.0%	2.2%	2.3%	94.4	3	4.8
✓	Part of relevant revenues covered by an ISO14001 certification (non EMAS)	%REV		39.4%	24.3%	43.6%	0.2%	84.0%	21.4%	42.8%	96.5	3	4.8
	Part of relevant revenues covered by other external EMS certifications	%REV		2.7%	0.0%	0.3%	0.9%	0.0%	3.1%	8.2%	93.5	3	4.8
	Part of relevant revenues covered by an internal Environmental Management System (but not by a certified EMS)	%REV		21.2%	0.0%	37.3%	81.6%	5.1%	10.1%	8.8%	93.7	3	4.8
	Environmental expenditures (CAPEX and OPEX)	kEur		4,506,965	323	1,355,634	5,167	42,070	59,054	3,044,717	86.8	5	EN30
	Compensations paid for court rulings (environmental damages)	kEur		490	-	97	-	-	-	393	99.4	8	EN28
✓	**Renewable - Net installed capacity (electric & thermal)**	**MWeq**	**9,879**	**10,544**	**4,003**	**5,354**	**0**	**0**	**269**	**918.7**	**97.2**	**1**	**EN5 - EN6**
	Percentage of renewable in total installed capacity	**%**	**18.0%**	**16.5%**	**83.5%**	**11.9%**	**-**	**-**	**2.1%**	**71.63%**	**94.7**	**1**	**EN5 - EN6**
✓	**Renewable - Energy generated (electric & thermal)**	**GWheq**	**45,005**	**45,746**	**18,117**	**24,927**	**0**	**0**	**625**	**2,077**	**97.9**	**1**	**EN5 - EN6**
	- Energy generated – part of large hydro	%	86.1%	86.0%	94.2%	89.4%	-	-	0.0%	0.0%		1	EN5 - EN6
	- Energy generated – part of small hydro	%	1.6%	1.6%	2.4%	0.5%	-	-	25.4%	0.0%		1	EN5 - EN6
	- Energy generated – part of wind	%	0.9%	2.8%	3.4%	2.6%	-	-	0.9%	0.0%		1	EN5 - EN6
	- Energy generated – part of geothermal	%	0.1%	0.1%	0.0%	0.0%	-	-	9.4%	0.0%		1	EN5 - EN6
	- Energy generated – part of solar	%	-	0.0%	0.0%	0.0%	-	-	0.2%	0.0%		1	EN5 - EN6
	- Energy generated – part of biomass (excl. thermal)	%	4.0%	4.6%	0.0%	7.4%	-	-	43.1%	0.0%		1	EN5 - EN6
	- Energy generated – part of biogas	%	1.9%	2.2%	0.0%	0.0%	-	-	6.5%	47.6%		1	EN5 - EN6
	- Energy generated – part of incineration (from biodegradable fraction of waste)	%	5.5%	2.6%	0.0%	0.0%	-	-	14.5%	52.4%		1	EN5 - EN6
✓✓	**Quantity of recovered energy from waste treatment**												
✓✓	- Quantity of electricity sold (incineration, waste landfills, WWTP)	GWheq	7,213	2,805	0	0	0	0	2	2,803	99.4	1	EN6
✓✓	- Quantity of thermal energy sold (incineration)	GWhth	1,741	1,201	0	0	0	0	311	890	97.2	1	EN6
✓✓	**Total - Primary energy consumption**	**GWh**	**341,153**	**382,088**	**8,876**	**320,612**	**3,586**	**3,279**	**44,456**	**1,279**	**96.3**	**1**	**EN3**
	- Part of coal/lignite	%	26.2%	22.8%	0.0%	26.5%	0.0%	0.0%	4.7%	0.0%		1	EN3
	- Part of natural gas	%	63.7%	68.2%	54.3%	66.1%	94.9%	100.0%	82.8%	37.5%		1	EN3
	- Part of fuel (light & heavy)	%	3.8%	2.9%	0.00%	2.1%	5.1%	0.0%	8.7%	51.9%		1	EN3
	- Part of alternative and recovered fuels	%	2.5%	2.1%	45.7%	1.1%	0.0%	0.0%	0.1%	11.5%		1	EN3
	- Part of biomass	%	3.4%	3.7%	0.0%	4.0%	0.0%	0.0%	2.9%	0.0%		1	EN3
	- Part of waste	%	0.1%	0.1%	0.0%	0.0%	0.0%	0.0%	0.8%	0.0%		1	EN3
	- Part of others	%	0.3%	0.2%	0.0%	0.3%	0.0%	0.0%	0.0%	0.0%		1	EN3
✓✓	**Total - Electricity consumption**	**GWh**	**5,573**	**6,081**	**0**	**1,737**	**113**	**471**	**455**	**3,306**	**88.2**	**1**	**EN3**
✓✓	**Energy efficiency for fossil fuel power plants (including biomass)**	**%**	**42.4%**	**42.8%**	**44.6%**	**42.9%**	**18.1%**	**-**	**41.5%**	**-**	**96.3**	**1**	**EN5 - EN6**
	Total GHG emissions	**t eq CO_2**	**92,372,109**	**102,602,659**	**4,319,927**	**80,357,158**	**800,005**	**2,512,782**	**9,635,614**	**4,977,173**	**95.4**	**1**	**EN16**
✓✓	**Total GHG emissions (excluding vehicules)**	**t eq CO_2**	**91,618,231**	**99,569,435**	**4,318,178**	**78,233,760**	**800,005**	**2,495,077**	**9,473,669**	**4,248,747**	**95.8**	**1**	**EN16**
	- GHG emissions per unit of activity – Energy production[6]	kg eq CO_2/MWheq	375.7	398.4	195.3	408.3	1,110.0	-	468.6	758.0		1	EN16
	- GHG emissions per unit of activity – Exploration, Gas production[3]	kg eq CO_2/MWh	nd	5.1	-	-	5.2	-	-	-		1	EN16
	- GHG emissions per unit of activity – Gas storage[4]	kg eq CO_2/MWh	nd	1.2	-	0.4	-	1.4	-	-		1	EN16
	- GHG emissions per unit of activity – Gas transport[4]	kg eq CO_2/MWh	nd	1.2	-	1.8	-	0.8	-	-		1	EN16
	- GHG emissions per unit of activity – LNG terminals[4]	kg eq CO_2/MWh	nd	1.6	-	4.6	-	0.4	-	-		1	EN16
	GHG emissions per unit of activity – Gas distribution[5]	kg eq CO_2/MWh	nd	8.5	-	15.0	-	4.8	-	-		1	EN16
	GHG emissions per unit of activity – Incineration	kg eq CO_2/T	348.5	339.1	-	-	-	-	-	339.1		1	EN16
	GHG emissions – Vehicule fleet	t eq CO_2	753,878	3,033,223	1,749	2,123,397	0	17,705	161,946	728,426	93.7	1	EN16
✓	**Total NOx emissions**	**t**	**102,519**	**105,860**	**984**	**76,494**	**1,803**	**1,142**	**19,962**	**5,475**	**94.3**	**1**	**EN20**
	- NOx emissions per unit of activity – Energy production[6]	g/MWheq	458	451	45	420	-	-	994	2,160		1	EN20
	- NOx emissions per unit of activity – Exploration, Gas production[3]	mg/MWh	nd	15,770	-	-	15,770	-	-	-		1	EN20
	- NOx emissions per unit of activity – Gas storage[4]	mg/MWh	nd	4,346	-	819	-	5,193	-	-		1	EN20
	- NOx emissions per unit of activity – Gas transport[4]	mg/MWh	nd	2,633	-	4,471	-	467	-	-		1	EN20
	- NOx emissions per unit of activity – LNG terminals[4]	mg/MWh	nd	362	-	754	-	204	-	-		1	EN20
✓	**Total SO_2 emissions**	**t**	**202,151**	**202,203**	**1,389**	**195,262**	**425**	**5**	**4,867**	**254**	**95.2**	**1**	**EN20**
✓	- SO_2 emissions per unit of activity – Energy production[6]	g/Mwheq	958	917	63	1,082	822	-	242	104		1	EN20
✓	**Total particulate emissions**	**t**	**9,974**	**9,549**	**81**	**9,285**	**33**	**-**	**78**	**71**	**97.6**	**1**	**EN20**

Evaluating
our performance
ENVIRONMENT

ENVIRONMENTAL INDICATORS

✓ Reviewed by Auditors with “moderate” assurance opinion.
✓✓ Reviewed by Auditors with “reasonable” assurance opinion.

Verified	Published indicators	Unit	GDF SUEZ 2007(1)	GDF SUEZ 2008	GSEF	GSEE&I	GSGG&L	GSI	GSES	SE	2008 Coverage	NRE Ref.	GRI Ref.
✓	Consumption of water used for industrial process	Mm^3	73.21	87.70	0.34	65.18	0.07	4.30	22.51	7.80	97.7	1	EN8
	- Surface water	Mm^3	nd	60.17	-	52.85	-	2.20	17.63	-		1	EN8
	- Ground water	Mm^3	nd	7.93	-	3.78	0.03	2.00	2.13	-		1	EN8
	- Public networks	Mm^3	nd	19.60	0.34	8.56	0.05	0.10	2.76	7.80		1	EN8
✓	Consumption of water used for cooling process	Mm^3	156.06	151.73	-	150.84	-	-	0.66	0.23	99.5	1	EN8
	- Evaporated surface water	Mm^3	140.71	138.90	-	138.90	-	-	-	-		1	EN8
	- Ground water	Mm^3	7.27	7.32	-	6.95	-	-	0.37	-		1	EN8
	- Public networks	Mm^3	8.09	5.50	-	4.98	-	-	0.29	0.23		1	EN8
✓	Water loss/km of network	m^3/km/day	12.3	11.6	0	0	0	0	0	11.6	100.0	-	-
✓	Annual pollution load treated - tonnes BOD5/year	t	489,497	483,226	0	0	0	0	0	483,226.2	100.0	2	EN26
✓	Total quantity of non hazardous waste & by-products evacuated (inc. sludge)	t	nd	6,856,348	2,986	4,321,268	15,876	22,385	130,079	2,363,753	94.7	1	EN22
	- Fly ash, Refioms	t	nd	3,212,722	-	2,928,573	-	-	26,694	257,456		1	EN22
	- Bottom ash	t	nd	2,348,431	-	1,115,493	-	-	71,874	1,161,064		1	EN22
	- Desulphurization by-products	t	nd	195,546	-	195,541	-	-	5	-		1	EN22
	- Sludge from wastewater treatment plants and drinking water production	t	nd	638,785	-	-	-	-	-	638,785		1	EN22
✓	Total quantity of non hazardous waste & by-products recovered (inc. sludge)	t	nd	4,695,299	2,842	3,265,958	1,641	2,988	85,672	1,336,198	94.1	1	EN22
✓	Total quantity of hazardous waste & by-products evacuated (radioactive waste excl.)	t	nd	249,045	41	22,131	76,736	9,071	38,757	102,309	89.7	1	EN22
✓	Total quantity of hazardous waste & by-products recovered (radioactive waste excl.)	t	nd	14,042	10	3,667	642	355	9,368	-	92.3	1	EN22
	Tonnage of recovered waste (energy & matter)/Tonnage of treated waste	%	45.09%	42.03%						42.03%	99.7	1-2	EN6
	Landfills – energy sold (biogas)/landfilled waste	kWh/t	40.00	49.98	-	-	-	-	-	49.98	97.4	1-2	EN6
	Incineration – energy sold/incinerated waste with energy recovery	kWh/t	388.00	391.84	-	-	-	-	-	391.84	72.3	1-2	EN6
	Quantity of leachates collected	m^3	3,461,925	3,930,762	-	-	-	-	-	3,930,762	99.7	1	EN22
✓	Quantity of leachates treated (internally or externally)	m^3	3,366,311	3,955,904	-	-	-	-	-	3,955,904	100.0	1	EN22
	Wastewater treatment – Recovered sludge/Sludge produced by WWTP	%	56.19%	47.87%	-	-	-	-	-	47.87%	97.6	1-2	EN22
	Radioactive gaseous emissions										100.0	1	EN24
	- Rare gases	TBq	33.51	28.82	0.00	28.82	0.00	0.00	0.00	0.00	100.0	1	-
	- Iodine	GBq	0.1629	0.0874	0	0.0874	0	0	0	0	100.0	1	-
	- Aerosols	GBq	0.0144	0.0120	0	0.0120	0	0	0	0	100.0	1	-
	Radioactive nuclear waste	m^3	272.3	282.2	0.0	282.2	0.0	0.0	0.0	0.0	100.0	1	-
	Radioactive liquid discharge – Beta & Gamma emitters	GBq	24.29	26.50	0.00	26.50	0.00	0.00	0.00	0.00	100.0	1	-
	Radioactive liquid discharge – Tritium	TBq	110.83	77.34	0.00	77.34	0.00	0.00	0.00	0.00	100.0	1	-
	Part of “green” vehicle fleet in total vehicle fleet	%	nd	88.84%	-	69.81%	-	0%	-	89.66%	95.1	1	EN29
	Part of “alternative fuels” vehicle fleet in total vehicle fleet	%	nd	4.60%	-	0%	-	0%	-	4.66%	93.8	1	EN29

(1) The 2007 data presented have been formulated from the published data of GDF and SUEZ when they were available. However, for GDF, the scope of reporting was extended to the proportionally consolidated entities in order to comply with the reporting rules of the new Group. Likewise, the definitions of 2008 indicators have been applied.
(2) Revenues are calculated on the basis of the portions of activities covered in each business line multiplied by the consolidated revenues per business.
(3) Ratios calculated on the basis of energy production (natural gas and oils).
(4) Transport/storage/terminal ratios on the basis of the m^3 transported/injected and drawn by the regasified storage and the caloric power of the gas (kWh/m^3).
(5) Ratios calculated on the basis of volumes of gas distributed corrected for weather variations (for France, this represents 0.4% of the volumes of gas distributed).
(6) Ratios calculated on the basis of the quantity of electric and thermal energy generated.

Units of measurement

%REV = percentage of revenues
No. = Number
W = Watt = unit of measurement of power per unit of time: 1 joule/second
Wh = Watt hour = unit of measurement of the energy developed by 1 W of power for 1 hour - = 3,600 joules
We = Electrical Watt / Whe = Electrical Watt hour = unit of measurement of power and electrical energy
Wth = Thermal Watt / Whth = Thermal Watt hour = unit of measurement of power and thermal energy
Weq = Watt equivalent = unit of measurement of electrical and thermal power (for 2008, GDF SUEZ set the equivalence of Whth at 0.44 Wheq)
Wheq = Watt hour equivalent = unit of measurement of electrical and thermal energy (for 2008, GDF SUEZ set the equivalence of Whth at 0.44 Wheq)
Bq = Becquerel = unit of measurement of radioactivity
t = ton = 1,000 kilograms
T.eq.CO$_2$ = tons equivalent CO_2 (1 T CH_4 = 21 T CO_2)
kg.eq.CO$_2$ = kilograms equivalent CO_2 (1 kg CH_4 = 21 kg CO_2)
m^3 = cubic meter
k = kilo = 10^3
M = mega = 10^6
G = giga = 10^9
T = tera = 10^{12}

2008 SOCIAL REPORTING **PROCEDURES**

The merger of Gaz de France and SUEZ led to a comparative analysis of the standard indicators of the two groups. A project to restructure the Group's corporate reporting was carried out in the last quarter of 2008 in collaboration with the Business Lines in order to have a single, shared reporting system for GDF SUEZ, to be launched at the end of the first quarter of 2009 on the Magnitude financial consolidation tool.

In the meantime, the Group has decided to maintain the two sets of standard indicators: the "Group Corporate Reporting Manual" for the former Gaz de France scope and the "Guide to Indicators" for the former SUEZ reporting scope for the end of the 2008 year, and to carry out certain restatements in order to publish consistent data.

As in previous fiscal years, the specialized units of the Statutory Auditors verified selected company indicators common to the new Group and published by GDF SUEZ. The assurance opinion of the Statutory Auditors only involves the Group's consolidated data, published in 2008.

Resulting from the work carried out on entities' sites and at the head offices of the Business Lines and the Group, the recommendations made in 2007 enabled GDF SUEZ to undertake a variety of improvement measures.

Tools Used

For the 2008 company data, the two financial consolidation software products, Acropole for Gaz de France and Magnitude for SUEZ, were used.

These two software products collect, process, and report the data entered by local legal entities that are subsidiaries of the Group.

Each company, including those in the HRD phase, is assigned a financial consolidation method: full consolidation (FC), proportional consolidation (PC), and equity associates (EA).

Analysis of the companies in this report deals exclusively with entities in the full consolidation phase, in which GDF SUEZ controls both capital and management.

Once a company is included in GDF SUEZ's financial statements as fully consolidated, its company data is completely integrated, regardless of the percentage of the company's capital owned.

Scope of reporting

The scope of reporting is attached to each indicator, corresponding to the coverage of the indicator as a percentage of the Group workforce (workforce of companies fully consolidated in the GDF SUEZ financial statements).

Some companies may not have sent their data, or there may be some inconsistencies in the data provided. This will cause us to exclude the data in question from the scope of reporting.

Certain low percentages in relation to reporting of indicators are due to the fact that certain indicators are still not requested from all of the Group. Harmonization of Group Corporate Reporting will not take effect until 2009.

Methods for the consolidation of indicators

The quantitative corporate data in this report comes from the Group's financial consolidation software. After collection, it was processed and consolidated according to clearly defined procedures and criteria.

Structural data, workforce flow, working conditions, training and safety data were consolidated by aggregation.

Structural data, workforce flow, working conditions, training and safety data were consolidated by aggregation.

The following should be noted regarding the data published in this report:

1. The total number of employees in the Business Lines is 3,372 persons less than the published number of total employees. This difference is due primarily to the number of employees at headquarters in Paris and Brussels and to the number of employees in financial sector activities who are not attached to one of the six operational Business Lines.

2. In order to harmonize the concept of workforce, the "workforce under work/study contracts and interns" indicator has been added to the workforce of the former Gaz de France. There is an immaterial difference on interns present at December 31, 2008 and employees with suspended contracts (800 employees). The same restatement was carried out for the female workforce. The same restatement was carried out for the female workforce.

3. The 2006 and 2007 indicators were recalculated to include current Group pro forma data. The low energy release rates obtained for certain indicators are due to the fact that the latter were not available during the relevant periods.

4. In the categorization of the workforce by socioprofessional category, administrative employees are accounted for with the senior technicians and supervisors for greater consistency.

5. Although it is a core feature of business culture in France, the French concept of "cadres" (managers) is sometimes difficult to understand in other countries where GDF SUEZ is present. This can lead to a slight underestimation of the number of managers because some entities may take only their executive level management into account.

6. The employee turnover indicator only takes into account terminations and resignations. It is calculated from yearly movements compared with the average staffing level.

7. Given the time lags, data for training is not always finalized and therefore relates to the most recent finalized period and a prediction of end-of-year workforce and training.

8. The figures for the number of disabled people represent the total number of declared disabled employees in relation to the number of employees for the Business Line concerned at the end of the period. These figures provide the best information possible on the integration of disabled workers in the companies of GDF SUEZ. We do not consider it relevant to provide a scope definition for this indicator.

9. The scope of health and safety reporting differs marginally from that of corporate reporting:

- Data from entities acquired by SUEZ Environnement is integrated three years after their acquisition.
- Reporting does not include results from fully consolidated subsidiaries where the reliability of these results has not been proven.

SOCIAL INDICATORS

✓ Reviewed by Auditors with "moderate" assurance opinion.
✓✓ Reviewed by Auditors with "reasonable" assurance opinion.

			GDF SUEZ France Energy			GDF SUEZ Energy Europe & International			GDF SUEZ Global Gas & LNG		
		GRI	2006	2007	2008	2006	2007	2008	2006	2007	2008
Workforce by geographic zone	✓✓	LA1	7,023	10,012	10,104	25,392	26,086	23,919	1,739	1,749	1,909
France		LA1	7,023	9,978	10,081	131	141	133	694	673	699
Belgium		LA1				8,661	9,226	7,561			18
Other European Union		LA1		34	23	12,468	12,432	11,271	992	990	1,058
Other European countries		LA1					0	0	30	61	101
Total Europe		LA1	7,023	10,012	10,104	21,260	21,799	18,965	1,716	1,724	1,876
North America		LA1				1,600	1,678	2,009		0	0
South America		LA1				1,631	1,829	2,076	4	4	4
Asia – Middle-East – Oceania		LA1				901	780	869			
Africa		LA1				0	0	0	19	21	29
% of reporting			100%	100%	100%	100%	100%	100%	100%	100%	100%
Distribution of Employees by Socio-Professional Category		LA1									
Managers	✓	LA1	85	1,482	1,137	3,402	3,890	5,693	17	514	807
Non-managers	✓	LA1	182	4,120	5,328	12,008	12,594	18,201	11	134	372
% of reporting			3.8%	56.0%	64.0%	60.7%	63.2%	99.9%	1.6%	37.1%	61.8%
Proportion of women in Group											
Proportion of women in workforce	✓	LA13	28.6%	34.0%	33.0%	27.2%	27.2%	27.5%	27.1%	28.8%	28.7%
% of reporting			100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Proportion of women in management		LA13	14.1%	22.2%	23.2%	18.1%	18.8%	20.0%	29.4%	37.5%	35.0%
% of reporting			3.8%	16.9%	18.1%	60.7%	62.8%	66.1%	1.6%	2.5%	2.6%
Distribution of employees by type of contract		LA1									
Open-ended contract		LA1	99.6%	97.1%	98.6%	92.8%	93.1%	94.1%	100.0%	100.0%	100.0%
Other		LA1	0.4%	2.9%	1.4%	7.2%	6.9%	5.9%	0.0%	0.0%	0.0%
% of reporting			3.8%	17.0%	54.2%	60.2%	62.8%	66.5%	1.6%	2.5%	37.4%
Age pyramid. Based on employees with open-ended contracts		LA1									
less than 25 years old		LA1	4.1%	5.5%	5.3%	5.4%	5.5%	5.4%	0.0%	0.0%	2.3%
25-29		LA1	10.5%	12.6%	11.3%	11.9%	13.6%	15.1%	17.9%	9.3%	15.6%
30-34		LA1	15.4%	15.5%	16.7%	13.1%	12.7%	13.9%	25.0%	27.9%	22.9%
35-39		LA1	14.7%	15.5%	16.9%	13.8%	13.8%	13.8%	14.3%	18.6%	18.5%
40-44		LA1	16.9%	12.8%	12.7%	15.4%	14.7%	14.2%	25.0%	16.3%	12.6%
45-49		LA1	18.8%	15.7%	14.7%	15.7%	15.1%	14.4%	14.3%	23.3%	11.3%
50-54		LA1	14.7%	17.5%	16.1%	14.6%	13.9%	12.9%	0.0%	2.3%	9.8%
55-59		LA1	3.4%	4.3%	5.8%	9.1%	9.3%	8.5%	3.6%	2.3%	6.3%
60-64		LA1	1.1%	0.4%	0.4%	1.0%	1.2%	1.6%	0.0%	0.0%	0.4%
65 and over		LA1	0.4%	0.1%	0.1%	0.1%	0.1%	0.2%	0.0%	0.0%	0.1%
% of reporting			3.8%	16.9%	38.7%	60.2%	62.8%	64.4%	1.6%	2.5%	36.2%
Staff and employment movements											
Revenues		LA2	2.3%	0.70%	0.90%	6.9%	6.10%	5.60%	29.3%	5.6%	2.20%
% of reporting			3.7%	16.90%	18.30%	57.0%	58.80%	60.20%	1.7%	2.2%	2.60%
Voluntary revenues ■	✓	LA2	1.5%	2.49%	2.40%	5.5%	3.67%	3.40%	25.6%	3.3%	1.40%
% of reporting			3.7%	100%	97.80%	57.0%	96.77%	94.40%	1.7%	100.0%	100%
Entrance rate		LA2	12.1%	10.34%	10.30%	9.9%	12.65%	14.10%	8.7%	11.3%	13.70%
% of reporting			100.0%	100%	97.80%	98.8%	96.77%	94.40%	100.0%	100.0%	100%
Open-ended contract entrance rate		LA2	54.8%	67.30%	61.60%	61.8%	67.70%	75%	100.0%	100.0%	0%
% of reporting			3.7%	16.90%	18.30%	57.0%	58.80%	60.20%	1.7%	2.2%	2.60%
% of disabled persons/avg. workforce					1.31%			0.25%			0%
% of reporting											
Professional development											
% of trained workforce	✓✓	LA10	58.06%	66.45%	75.90%	52.74%	68.62%	79%	66.71%	72.15%	60.60%
% of reporting			100%	99.7%	97.80%	99.62%	99.96%	70.30%	98%	100%	100%
% of trained women		LA10	33.85%	36.95%	31.30%	23.46%	26.08%	28.10%	29.07%	28.17%	34.60%
% of reporting			100%	99.66%	94.40%	99.78%	99.91%	71%	98.27%	97.58%	92.10%
Proportion of managers and non-managers in trained workforce		LA10									
- Managers		LA10	79.31%	30.46%	32.90%	20.94%	20.84%	25.50%	57.14%	81.48%	70%
- Non-managers		LA10	20.69%	69.54%	67.10%	79.06%	79.16%	74.50%	42.86%	18.52%	30%
- % of reporting			0.60%	16.88%	18.30%	57.61%	62.00%	62.40%	1.69%	2.26%	2.60%
Training costs per person (€)			1,008	896	934	1,180	1,177	1,626	2,578	2,851	2,243
% of reporting			3.74%	16.88%	18.30%	57.61%	61.97%	65.70%	1.69%	2.21%	2.60%
Number of training hours per trained person		LA10	41	42	32	51	48	68	51	186	38
% of reporting			3.74%	99.7%	97.80%	57.61%	99.91%	70.30%	1.69%	97.58%	100%
Number of training hours per trained woman			24	39	31	47	43	68	28	36	36
% of reporting			3.74%	99.7%	94.70%	57.61%	99.91%	71%	1.69%	97.58%	92.10%
Training costs per hour of training			24	22	23	23	22	23	51	75	54
% of reporting			3.74%	16.88%	18.30%	57.61%	61.97%	64%	1.69%	2.21%	2.60%
Hours of training by subject											
- Job techniques			35.51%	44%	40%	42.55%	42.20%	40.80%	59.12%	47.60%	26.80%
- Quality. Environment. Safety			51.47%	30.70%	30.70%	16.54%	19.80%	18.70%	3.57%	6.50%	1.20%
- Languages			2.01%	2.70%	4.10%	7.50%	10.20%	16.20%	35.06%	23.20%	69.40%
- Other			11.02%	22.60%	25.20%	33.42%	27.80%	24.30%	2.26%	22.70%	2.60%
- % of reporting			3.74%	16.88%	18.30%	57.61%	61.97%	64%	1.72%	2.21%	2.60%
Work conditions		LA7									
Days of absence per person				15	11		10	14.4		11	15.5
% of reporting				99.40%	97.80%		99.90%	73.60%		100%	85.50%
Overtime		LA7			1.51%			4.15%			0%
% of reporting					18.30%			65.40%			2.60%
Occupational safety											
Number of accidental deaths (employees)*	✓				0			2			0
*Note. in 2008: 1 accidental death at headquarters											
Frequency rate ■	✓				14.85			2.17			0
Severity rate					0.33			0.06			0
% of reporting					100%			100%			

SOCIAL INDICATORS

✓ Reviewed by Auditors with "moderate" assurance opinion.
✓✓ Reviewed by Auditors with "reasonable" assurance opinion.

			GDF SUEZ Infrastructures			GDF SUEZ Energy Services			SUEZ Environnement		
		GRI	2006	2007	2008	2006	2007	2008	2006	2007	2008
Workforce by geographic zone	✓✓	LA1	20,639	18,455	17,395	74,324	75,166	77,883	57,446	61,915	65,382
France		LA1	19,657	17,439	17,343	38,864	39,166	40,483	29,318	31,289	32,835
Belgium		LA1	917	953	0	9,991	9,949	10,263	1,998	2,113	2,219
Other European Union		LA1	65	63	52	19,641	20,573	21,548	17,469	19,075	19,877
Other European countries		LA1		0	0	3,732	3,054	2,939	73	78	80
Total Europe		LA1	20,639	18,455	17,395	72,228	72,742	75,233	48,858	52,555	55,011
North America		LA1		0	0	8	10	11	2,553	2,704	3,250
South America		LA1		0	0	344	448	719	272	231	222
Asia – Middle-East – Oceania		LA1		0	0	1,744	1,966	1,920	2,498	3,060	3,381
Africa		LA1		0	0	0	0	0	3,265	3,365	3,518
% of reporting			100%	100%	100%	100%	100%	100%	100%	100%	100%
Distribution of Employees by Socio-Professional Category		LA1									
Managers	✓	LA1	258	3,614	3,146	9,692	10,340	11,295	7,091	7,766	8,358
Non-managers	✓	LA1	700	14,040	14,207	55,352	57,055	58,474	50,325	54,149	57,024
% of reporting			4.6%	95.7%	99.8%	87.5%	89.7%	89.6%	99.9%	100.0%	100.0%
Proportion of women in Group											
Proportion of women in workforce	✓	LA13	23.3%	19.3%	20.1%	10.9%	11.3%	11.8%	18.0%	18.3%	18.2%
% of reporting			100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	99.9%	100.0%	100.0%
Proportion of women in management		LA13	12.4%	12.8%	-	11.2%	11.7%	13.0%	22.7%	23.9%	23.7%
% of reporting			4.6%	5.4%	0.0%	87.5%	89.7%	89.55%	99.9%	100.0%	100.0%
Distribution of employees by type of contract		LA1									
Open-ended contract		LA1	96.9%	97.0%	100.0%	92.8%	92.8%	92.6%	92.9%	92.1%	91.8%
Other		LA1	3.1%	3.0%	0.0%	7.2%	7.2%	7.4%	7.1%	7.9%	8.2%
% of reporting			4.6%	5.4%	95.8%	87.5%	94.3%	94.2%	99.9%	100.0%	100.0%
Age pyramid. Based on employees with open-ended contracts		LA1									
less than 25 years old		LA1	3.9%	3.9%	4.7%	5.3%	5.7%	6.0%	4.1%	4.0%	4.2%
25-29		LA1	12.8%	12.9%	8.6%	11.3%	11.8%	11.9%	9.3%	9.6%	9.7%
30-34		LA1	13.6%	13.4%	10.4%	12.2%	12.3%	12.5%	13.4%	12.5%	11.9%
35-39		LA1	19.7%	19.7%	12.2%	15.0%	14.5%	14.0%	16.4%	16.1%	15.8%
40-44		LA1	15.1%	14.8%	12.7%	15.8%	15.7%	15.6%	17.7%	17.5%	17.2%
45-49		LA1	11.8%	12.7%	21.0%	14.4%	14.2%	14.2%	15.2%	15.7%	15.9%
50-54		LA1	13.9%	12.1%	24.7%	13.4%	13.3%	13.0%	12.6%	12.9%	13.0%
55-59		LA1	8.5%	9.9%	5.6%	10.3%	9.9%	9.9%	8.6%	8.7%	8.9%
60-64		LA1	0.8%	0.5%	0.1%	2.2%	2.4%	2.6%	2.4%	2.6%	2.9%
65 and over		LA1	0.0%	0.0%	0.0%	0.2%	0.2%	0.2%	0.4%	0.5%	0.5%
% of reporting			4.6%	5.4%	95.8%	87.5%	89.7%	88.2%	99.9%	100.0%	98.9%
Staff and employment movements											
Revenues		LA2	2.7%	3.20%	-	9.2%	9.5%	7.50%	8.9%	8.7%	8.40%
% of reporting			4.7%	5.70%	0%	86.8%	87.2%	90.40%	99.9%	99.3%	99.50%
Voluntary revenues ■	✓	LA2	2.5%	0.37%	0.10%	6.6%	7.2%	5.90%	5.1%	5.7%	5.20%
% of reporting			4.7%	100%	100%	86.8%	98.4%	100%	99.9%	99.3%	99.50%
Entrance rate		LA2	3.6%	3.72%	5.40%	17.9%	19.6%	19.20%	16.6%	19.6%	19.50%
% of reporting			100.0%	100%	100%	98.6%	98.4%	100%	99.9%	99.3%	99.50%
Open-ended contract entrance rate		LA2	58.8%	55.70%	-	60.5%	64.7%	56.40%	58.9%	59.6%	57.40%
% of reporting			4.7%	5.70%	0%	86.8%	87.2%	90.40%	99.9%	99.3%	99.50%
% of disabled persons/avg. workforce					0.00%			1.43%			1.46%
% of reporting											
Professional development											
% of trained workforce	✓✓	LA10	85.05%	71.03%	54.60%	54.50%	55.97%	61.10%	58.58%	59.97%	57.20%
% of reporting			99.7%	99.4%	100%	89.33%	89.98%	88.10%	99.91%	94.37%	99%
% of trained women		LA10	16.69%	16.28%	16.60%	8.67%	8.78%	9.80%	17.84%	19.50%	19.70%
% of reporting			99.66%	99.43%	95.30%	88.99%	89.98%	87.60%	99.83%	94.37%	100%
Proportion of managers and non-managers in trained workforce		LA10									
- Managers		LA10	34.07%	28.40%		15.33%	15.41%	15.90%	13.55%	16.52%	15.60%
- Non-managers		LA10	65.93%	71.60%		84.67%	84.59%	84.10%	86.45%	83.48%	84.40%
- % of reporting			4.72%	5.68%	0%	77.59%	78.80%	78.50%	99.91%	94.37%	99%
Training costs per person (€)			1,359	1,471		711	763	1,068	704	890	820
% of reporting			4.72%	5.68%	0%	77.59%	78.80%	78.50%	99.91%	94.37%	98.60%
Number of training hours per trained person		LA10	42	42	37	32	27	27	25	25	24
% of reporting			4.72%	99.43%	100%	77.59%	89.98%	88.10%	99.91%	94.37%	99%
Number of training hours per trained woman			0	36	29	21	23	27	24	23	22
% of reporting			4.72%	99.43%	95.30%	77.25%	89.98%	87.60%	99.83%	94.37%	100%
Training costs per hour of training			32	33		22	28	39	28	35	34.7
% of reporting			4.72%	5.68%	0%	77.59%	78.80%	78.50%	99.91%	94.37%	99.40%
Hours of training by subject											
- Job techniques			45.49%	51.50%		58.46%	46.10%	46%	29.80%	31.20%	31.10%
- Quality. Environment. Safety			32.78%	27.20%		24.04%	30%	30.90%	38.50%	36.30%	39.70%
- Languages			5.11%	5.10%		2.44%	3.60%	4.10%	8.20%	8.50%	6.40%
- Other			16.63%	16.20%		15.06%	20.30%	19%	23.60%	24%	22.90%
- % of reporting			4.73%	5.68%	0%	77.59%	78.80%	78.50%	99.91%	94.37%	99.40%
Work conditions		LA7									
Days of absence per person				19	9.8		13	13.6		16	14.70
% of reporting				99.80%	99.39%		98.30%	100%		96.10%	99%
Overtime		LA7			-			2.49%			5.0%
% of reporting					0%			90.40%			99.40%
Occupational safety											
Number of accidental deaths (employees)*	✓				1			0			2
*Note. in 2008: 1 accidental death at headquarters											
Frequency rate ■	✓				5.01			9.57			17.45
Severity rate					0.28			0.42			0.65
% of reporting											

Deloitte & Associés

Ernst & Young & Autres

Mazars

STATUTORY AUDITORS' REPORT

ON THE REVIEW OF SELECTED ENVIRONMENTAL AND SOCIAL INDICATORS

At the request of GDF SUEZ and in our capacity as the company's Statutory Auditors, we performed a review in the aim of providing assurance on the environmental and social indicators selected by GDF SUEZ and identified by the symbols ✓ or ✓✓ on pp.110-113 and 116-119 for fiscal year 2008 and at the Group level ("the Data").

The Data, which is the responsibility of GDF SUEZ management, has been prepared in accordance with the following internal reporting criteria:

- set of procedures relating to environmental data reporting,
- set of procedures relating to social data reporting,

available for consultation at the Sustainable Development Department (Environment Climate), the HR Controlling Department and the Health, Safety and Management Systems Department, as summarized on pp. 108-109 and 114-115 (hereinafter the "Reporting Criteria"). It is our responsibility, based on the work performed, to express a conclusion on this Data. The conclusions expressed below relate solely to this Data and not to the entire Sustainable Development Report.

The 2008 data corresponds to pro forma information, as though the merger had taken place on January 1, 2008.

Nature and scope of our work

We conducted our procedures in accordance with the applicable professional guidelines.

Moderate assurance

We conducted the following procedures in order to provide moderate assurance that the selected Data(1), identified by the symbol ✓, did not contain any material anomalies. A higher level of assurance would have required more extensive work. We have assessed the Reporting Criteria with respect to its relevance, reliability, objectivity, clarity and its completeness.

- We met with the persons responsible for the application of the Reporting Criteria at the Sustainable Development Department (Environment Climate), the HR Controlling Department and the Health, Safety and Management Systems Department at the head office, and within the branches: Energy France (GSEF), Energy Europe & International (GSEEI), Global Gas & LNG (GSGG&L), Infrastructures (GSI), Energy Services (GSES) and SUEZ Environnement (SE).
- We conducted substantive tests at 35 sites owned by 27 selected entities(2) for the environmental data, representing on average 72% of the GDF SUEZ consolidated data, and at 28 selected entities(3) for social data, representing 65% of the GDF SUEZ consolidated staff, an increase over last year for the two types of data.
- In addition, we have carried out analytical reviews and consistency tests for 8 additional entities for environmental reporting and 15 additional entities for social reporting.

We examined, on a sampling basis, the calculations and verified the data reporting at different consolidation levels.

Reasonable assurance

For the indicators(4) identified by the symbol ✓, the degree of precision applied to the measurement and the more extensive nature of our work than that previously described, particularly in terms of the number of samplings, enable us to express reasonable assurance.

To assist us in conducting our work, we referred to the environment and sustainable development experts of our firms under the responsibility of Mr. Eric Duvaud for Ernst & Young and Mr. Eric Dugelay for Deloitte & Associés.

Comments on the procedures

In the continuing effort to improve the reliability of environmental and social data, GDF SUEZ harmonized its data reporting processes in 2008, taking into account the comments expressed in our auditors' reports for fiscal year 2007. We have the following comments with respect to these processes:

Environmental reporting

- The introduction of a common Reporting Criteria in 2008 and a shared reporting tool contributed to the production of consistent data within an expanded scope.
- Since the previous fiscal year, the internal controls for environmental indicators have been strengthened for a substantial number of business lines and entities. However, there is room for improvement for certain entities, with respect to the level of controls implemented.

Social reporting

- A project to overhaul Group social reporting was undertaken over the last quarter of 2008 in order to provide GDF SUEZ with a single reporting system. However, two separate indicator reporting systems and procedures were maintained for fiscal year 2008 with respect to the former Gaz de France and SUEZ scopes. Consequently, certain adjustments were necessary at the Group level in order to publish consistent data.
- The strengthening of the internal control system over the past several years should be pursued for all the entities, particularly for the "number of hours worked" and "number of days of sick leave" indicators used for calculating rate of frequency and severity indicators for work-related accidents.

Conclusion

Moderate assurance

Based on our review, we did not identify any material anomalies likely to call into question the fact that the Data identified by the symbol ✓ was prepared, in all material respects, in accordance with the above-mentioned Reporting Criteria.

Reasonable assurance

We wish to express a qualification on the following data.

- The "percentage of employees trained" for which difficulties in terms of clarity and the application of procedures were observed, due primarily to the current harmonization of reporting processes.

In our opinion, subject to the above qualification, the Data identified by the symbol ✓✓ was prepared, in all material respects, in accordance with the above-mentioned Reporting Criteria.

Signed in Neuilly-sur-Seine, April 1, 2009
The Statutory Auditors

Jean-Paul Picard | Pascal Pincemin | Christian Mouillon | Nicole Maurin | Thierry Blanchetier | Philippe Castagnac

(1) The Data is as follows [contribution to group data from the entities selected for our work is mentioned between brackets] Relevant revenue covered by EMAS or ISO 14001 certified environmental management systems (37%); Renewable energy – installed capacity (38%); Renewable energy – electricity and heat produced (40%); SO_2 emissions (26%); NOx emissions (49%); Dust emissions (33%); Industrial water consumption (35%); Cooling process water (84%); Pollution load treated (purification) (94%); Non-hazardous waste and sub-products discharged (63%); Non-hazardous waste and sub-products recovered (66%); Hazardous waste and sub-products discharged (52%); Hazardous waste and sub-products recovered (41%); Quantities of leachates treated (60%); Electricity and heat sold (incinerators, waste storage centers and water purification stations) (59%); Drinking water distribution – linear loss index (in relation to the quantity of drinking water injected in the network) (68%); Administrative personnel (66%), Non-administrative personnel (Senior technicians and supervisors and workers, employees, and technicians) (69%), Employee resignation rate – Voluntary turnover (62%), Number of fatal accidents (employees) (70%), Work-related accident frequency rate (FR).

(2) Energy Europe & International: Electrabel SA (Amercoeur, Herdersburg, Rodenhuize and Tihange sites), Electrabel Nederland (Eems and Bergum sites), Baymina, Edelnor (Mejillones site), Bahia Las Minas, SENA (Wise, Choctaw, Ennis and Red Hills sites), Glow Group (Glow IPP and Glow Rayong sites), Dunamenti, Vado Ligure and Polianec; Energy France: DK6 and CNR; Energy Services: Elyo Ile de France (BU and Curma site), Cofathec Services (BU and Saint-Michel-sur-Orge site) and Cofathec Italia (Settimo Torinese); SUEZ Environnement: LDEF, Degrémont (Viveros de la Villa and Grimonpont sites), United Water (Toms River and Indianapolis sites), Agbar (Barcelona site), SITA France (BU and Tri Val'Auve and ISD MMS Les ménils sites), SITA UK (BU and Kirklees and Packington sites), SITA Sweden (BU and Kovik site), SITA Germany (BU and Zorbau site) and TERIS (BU and Teris Labo Services and Givors sites); Global Gas and LNG: GDF Produktion Exploration Deutschland (Dexpro); GDF - Exploration Production Department; Infrastructures: LKNG terminals (BU and Fos-Tonkin site).

(3) Energy Europe & International: Electrabel, Electrabel Nederland NV, Dunamenti; Polaniec, Tirreno Power (Vado Ligure site), Distrigaz (south), SEGNA, Glow IPP Company Ltd and Glow Energy Public Co Ltd; Energy Services: Axima France, Axima Services Belgium, Endel, Fabricom GTI SA, Ineo SA, Elyo Services Ltd, GTI, Elyo France (two entities: Elyo IDF and Elyo Midi-Océan) and Cofathec Services France; SUEZ Environnement: LDEF, SDEI, LYDEC, United Water, SITA France (four entities: SITA IDF, SITA Centre Ouest, SITA FD, SITA MOS), SITA UK, SITA Poland and SITA Deutschland; Energy France: Savelys and CNR; Infrastructure: GRT Gaz and GrDF.

(4) The Data is as follows [contribution to group data from the entities selected for our work is mentioned between brackets] Primary energy consumption (57%); Electricity consumption (76%); Fossil fuel plant energy efficiency (in relation to energy production) (58%); Greenhouse gas emissions (excluding vehicle fleet) (59%), Total workforce (69%), Proportion of women in the workforce (62%), Percentage of trained workers (64%).

CONSOLIDATED BALANCE SHEET – ASSETS AND LIABILITIES

In millions of euros	Notes*	Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
Non-current assets				
Intangible assets, net	10	10,691.6	3,497.7	3,488.1
Goodwill	9	27,510.1	14,902.8	13,404.6
Property, plant and equipment, net	11	63,482.1	22,597.1	21,002.8
Available-for-sale securities	14	3,309.0	4,120.7	2,816.5
Loans and receivables carried at amortized cost	14	2,303.5	2,107.0	2,170.1
Derivative instruments	14	2,893.4	1,140.1	1,014.1
Investments in associates	12	3,104.3	1,214.3	1,259.7
Other non-current assets	14	1,271.8	730.5	778.8
Deferred tax assets	7	618.4	1,085.0	871.0
TOTAL NON-CURRENT ASSETS		115,184.3	51,395.2	46,805.7
Current assets				
Loans and receivables carried at amortized cost	14	1,346.4	331.3	298.8
Derivative instruments	14	9,439.9	3,363.3	3,318.6
Trade and other receivables	14	22,729.3	11,869.3	10,412.2
Inventories		4,208.9	1,571.8	1,483.4
Other current assets	14	4,481.0	2,556.5	2,336.6
Financial assets at fair value through income	14	768.9	1,319.5	833.0
Cash and cash equivalents	14	9,049.3	6,720.2	7,946.3
TOTAL CURRENT ASSETS		52,023.7	27,732.0	26,628.9
TOTAL ASSETS		167,208.0	79,127.2	73,434.6
Shareholders' equity		57,747.7	22,192.8	19,503.8
Minority interests		5,070.6	2,668.1	3,060.0
TOTAL EQUITY	16	62,818.3	24,860.9	22,563.8
Non-current liabilities				
Provisions	17	12,607.0	8,448.5	8,419.7
Long-term borrowings	14	24,200.4	14,526.0	13,000.6
Derivative instruments	14	2,889.6	800.9	711.7
Other financial liabilities	14	859.1	778.0	467.5
Other non-current liabilities		1,277.7	1,004.5	917.3
Deferred tax liabilities	7	10,546.4	1,643.6	1,444.5
TOTAL NON-CURRENT LIABILITIES		52,380.1	27,201.5	24,961.3
Current liabilities				
Provisions	17	2,185.7	1,106.6	1,366.1
Short-term borrowings	14	14,641.0	7,129.8	6,678.5
Derivative instruments	14	9,472.4	3,201.9	3,369.5
Trade and other payables	14	17,914.7	10,038.1	9,209.4
Other current liabilities		7,795.8	5,588.4	5,286.0
TOTAL CURRENT LIABILITIES		52,009.6	27,064.8	25,909.5
TOTAL EQUITY AND LIABILITIES		167,208.0	79,127.2	73,434.6

* The notes are featured in Section 20 of the GDF SUEZ 2008 Reference Document available on gdfsuez.com.

CONSOLIDATED INCOME STATEMENT

In millions of euros	Notes*	Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
Revenues		67,923.8	47,475.4	44,289.2
Purchases		(35,879.0)	(21,289.4)	(21,010.0)
Personnel costs		(9,679.0)	(8,141.5)	(7,640.8)
Depreciation, amortization and provisions		(3,713.5)	(1,912.7)	(1,684.8)
Other operating income and expenses, net		(12,428.8)	(10,956.4)	(9,457.1)
CURRENT OPERATING INCOME	4	6,223.6	5,175.4	4,496.5
Mark-to-market on commodity contracts other than trading instruments		563.6	67.8	17.1
Impairment of property, plant and equipment, intangible assets and financial assets		(811.8)	(132.0)	(150.3)
Restructuring costs		(254.2)	(42.6)	(88.8)
Disposals of assets, net		1,957.7	339.4	1,093.1
INCOME FROM OPERATING ACTIVITIES	5	7,678.8	5,408.0	5,367.6
Financial expenses		(2,377.8)	(1,709.5)	(1,610.6)
Financial income		883.7	987.4	879.6
NET FINANCIAL LOSS	6	(1,494.1)	(722.1)	(731.0)
Income tax expense	7	(911.9)	(527.5)	(815.1)
Share in net income of associates	12	318.3	457.9	372.7
NET INCOME		5,591.2	4,616.3	4,194.2
Net income Group share		4,857.1	3,923.5	3,606.3
Minority interests		734.0	692.7	587.9
Earnings per share	8	2.98	3.24	3.00
Diluted earnings per share	8	2.95	3.19	2.96

Data for 2007 and 2006 correspond to the historical published consolidated financial statements of SUEZ. Data for 2008 include the former SUEZ entities as well as the contribution of former Gaz de France entities as of July 22, 2008. Pro forma information is provided in the pro forma section of the GDF SUEZ 2008 Reference Document.

* The notes are featured in Section 20 of the GDF SUEZ 2008 Reference Document available on gdfsuez.com.

Evaluating our performance
FINANCIAL STATEMENTS

CASH **FLOW**

In millions of euros	Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
NET INCOME	5,591.2	4,616.3	4,194.2
- Share in net income of associates	(318.3)	(457.9)	(372.7)
+ Dividends received from associates	358.1	229.8	355.7
- Net depreciation, amortization and provisions	3,986.0	1,925.3	1,743.3
- Net capital gains on disposals (incl. reversals of provisions)	(1,957.7)	(339.4)	(1,097.7)
- Mark-to-market on commodity contracts other than trading instruments	(563.6)	(67.8)	(17.1)
- Other items with no cash impact	184.4	110.8	31.7
- Income tax expense	911.9	527.5	815.1
- Net financial loss	1,494.1	722.1	731.0
Cash generated from operations before income tax and working capital requirements	**9,686.1**	**7,266.6**	**6,383.5**
+ Tax paid	(1,806.3)	(1,005.6)	(985.4)
Change in working capital requirements	**(3,486.6)**	**(244.3)**	**(225.9)**
CASH FLOW FROM OPERATING ACTIVITIES	4,393.1	6,016.6	5,172.2
Acquisitions of property, plant and equipment and intangible assets	(9,125.0)	(3,129.7)	(2,367.6)
Acquisitions of entities net of cash and cash equivalents acquired	(723.2)	(1,508.3)	(1,088.2)
Acquisitions of available-for-sale securities	(517.5)	(1,361.9)	(315.6)
Disposals of property, plant and equipment and intangible assets	127.6	131.1	181.8
Disposals of entities net of cash and cash equivalents sold	2,538.1	554.9	2,009.9
Disposals of available-for-sale securities	110.3	406.3	777.8
Interest received on non-current financial assets	129.9	116.0	151.3
Dividends received on non-current financial assets	219.6	202.4	288.7
Change in loans and receivables originated by the Group and other	(107.7)	(92.1)	(4.0)
CASH FLOW USED IN INVESTING ACTIVITIES	(7,347.9)	(4,681.2)	(365.9)
Dividends paid	(3,900.4)	(1,968.5)	(1,720.9)
Repayment of borrowings and debt	(5,101.0)	(7,579.0)	(8,744.0)
Change in financial assets at fair value through income	517.8	(265.3)	346.3
Interest paid	(1,482.6)	(1,230.9)	(1,081.4)
Interest received on cash and cash equivalents	260.7	272.8	326.9
Increase in borrowings and debt	15,666.5	8,478.7	3,538.3
Increase in capital	246.7	832.9	162.4
Assignment of disputed receivables			
Treasury stock movements	(679.9)	(1,058.2)	234.3
CASH FLOW FROM (USED IN) FINANCING ACTIVITIES	5,527.9	(2,517.5)	(6,938.1)
Effect of changes in consolidation method, exchange rates and other	(248.4)	(44.0)	(296.3)
TOTAL CASH FLOW FOR THE PERIOD	2,324.7	(1,226.1)	(2,428.1)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	6,720.2	7,946.3	10,374.4
CASH AND CASH EQUIVALENTS AT END OF PERIOD	9,049.3	6,720.2	7,946.3

Data for 2007 and 2006 correspond to the historical published consolidated financial statements of SUEZ. Data for 2008 include the former SUEZ entities as well as the contribution of former Gaz de France entities as of July 22, 2008. Pro forma information is provided in the pro forma section of the GDF SUEZ 2008 Reference Document.

APPLICATION OF THE U.N. **GLOBAL COMPACT** PRINCIPLES

The United Nations Global Compact asks companies to embrace, support and enact, within their sphere of influence, a set of core values in the areas of human rights, labor standards, environment and anti-corruption. GDF SUEZ signed the Global Compact as soon as it was launched in 2000, and complies with its commitments, which are in line with its values and priorities with respect to sustainable development.

THE GLOBAL COMPACT
WE SUPPORT

	Global Compact principles	References
1	Businesses should support and respect the protection of internationally proclaimed human rights; and	pp. 15-17/21/75/79/85/93/97/99
2	make sure that they are not complicit in human rights abuses.	pp. 15-17/21/75/79/85/93/97/99
3	Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;	pp. 15-17/21/75/79/85/93/97/99
4	the elimination of all forms of forced and compulsory labor;	pp. 15-17/21/75/79/85/93/97/99
5	the effective abolition of child labor; and	pp. 15-17/21/75/79/85/93/97/99
6	the elimination of discrimination in employment and occupation.	pp. 15-17/21/75/79/85/87/93/97/99
7	Businesses should support a precautionary approach to environmental challenges;	pp. 15-17/101-105
8	undertake initiatives to promote greater environmental responsibility; and	pp. 101-105
9	encourage the development and diffusion of environmentally friendly technologies.	pp. 101-105/44-68
10	Businesses should work against corruption in all its forms, including extortion and bribery.	pp. 13/21

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