



Paris, 4 May 2009

FINANCIAL NOTICE

Combined Shareholders' Meeting of 4 May 2009

Dividend payment in shares or cash

The Combined Shareholders' Meeting of GDF SUEZ took place at 2:30 pm on 4 May 2009.

The General Meeting approved the financial statements for the financial year 2008 and set the total net dividend for the financial year 2008 at 2.20 euro per share.

Considering the interim dividend of 0.80 euro per share paid out on 27 November 2008, to be deducted from the total dividend for the financial year 2008, the remaining dividend to be paid out for the financial year 2008 amounts to 1.40 euro per share.

The General Meeting decided to grant each shareholder the option of receiving the portion of the dividend equal to 0.80 euro either in cash or in shares. Each shareholder will be able to opt for either method of payment of said portion of dividend, but this decision will cover the full amount of the dividend eligible for option, i.e., 0.80 euro.

The ex dividend date will be 6 May 2009.

Shareholders who wish to receive their dividend in shares will be able to request this method of payment from their financial intermediary between 6 May 2009 and 22 May 2009 inclusive. Shareholders who do not express a preference for payment by 22 May 2009 at the latest will only be able to receive their dividend in cash. Shareholders will receive a letter from their financial intermediary detailing the procedure they must follow to exercise this option and requesting their instructions. This letter must be completed and returned.

Shareholders who have opted for cash payment for the portion of dividend eligible for option will receive the payment as from 4 June 2009. Delivery of shares to the shareholders who have opted for the payment in shares for the portion of dividend eligible for option will take place on the same date.

The portion of dividend not eligible for option, i.e., 0.60 euro, will be paid in cash on 11 May 2009.

The issue price per new share is set at 21.05 euro.

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

The new shares will be filed for admission to trade on the Paris Euronext stock exchange. They will be subject to all legal and statutory provisions and will carry dividend right as of 1 January 2009, the beginning of the current financial year.