



Press Release

GDF SUEZ SA* General Shareholders' Meeting April 28, 2015

April 28, 2015

The Combined Ordinary and Extraordinary General Shareholders' Meeting held April 28, 2015 and chaired by Gérard Mestrallet, Chairman and Chief Executive Officer of GDF SUEZ SA, was attended by 1,256 shareholders (an increase compared to 2014).

The General Shareholders' Meeting approved all resolutions, with the exception of the 24th resolution that was designed to eliminate the automatic acquisition of double voting rights established by the Florange Act for bearer shares held at least two years.

The General Shareholders' Meeting approved the financial statements and allocation of income for 2014. The dividend was set at €1.00 per share for financial year 2014, including an interim dividend €0.50 per share paid October 15, 2014. The dividend balance, €0.50 per share, will be detached April 30, 2015 and paid on May 5, 2015. In addition, the Board of Directors decided upon the principle of an interim dividend of €0.50 per share for financial year 2015 that will be paid on October 15, 2015.

** Since April 24, the commercial name of the GDF SUEZ Group has become ENGIE. The company's corporate name remains GDF SUEZ.*

GDF SUEZ

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GDF SUEZ - SA with a Capital of €2,435,285,011 - RCS NANTERRE 542 107 651 – Headquarters: 1, place Samuel de Champlain, 92400 Courbevoie • France

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During the General Shareholders' Meeting, the shareholders also:

- ratified the appointment of Ms. Isabelle Kocher as Director to replace Mr. Paul Desmarais for the remainder of his term of office until the Ordinary General Meeting to be held in 2016;
- renewed the Director mandates of Ms. Ann-Kristin Achleitner, Ms. Françoise Malrieu, Mr. Edmond Alphandéry and Mr. Aldo Cardoso for 4-year terms;
- appointed as Directors for 4-year terms Ms. Barbara Kux and Ms. Marie-José Nadeau and, on the recommendation of the French State in accordance with the edict of August 20, 2014, Ms. Catherine Guillouard, Ms. Mari-Noëlle Jégo-Laveissière, Ms. Stéphane Pallez and Mr. Bruno Bézard. Ms. Astrid Milsan remains Director representing the French State and appointed by administrative order;
- acknowledged the departure of Mr. Albert Frère, who did not solicit renewal of his mandate, and the resignation of Mr. Gérard Lamarche from his function as Observer who will not be replaced. The General Shareholders' Meeting expressed its gratitude for their service.

The Board of Directors is presently composed of 19 members, including 8 independent directors, 3 directors representing Group personnel and one director representing employee shareholders. The Board of Directors is composed 63% of women¹, giving it the highest percentage of women Board members among CAC40 companies.

More than 19,600 shareholders voted prior to the General Meeting, including 12,150 via the Internet (+ 20.6 % compared with 2014). As a pioneer in Internet voting, ENGIE once again facilitated the vote of a large number of bearer and registered shareholders.

The General Shareholders' Meeting was streamed live via the Group's website.

¹ Percentage calculated in accordance with the Law and the Afep-Medef Code that discounts directors elected by employees when calculating the proportion of men and women.



About ENGIE

ENGIE develops its businesses (power, natural gas, energy services) around a model based on responsible growth to take up today's major energy and environmental challenges: meeting energy needs, ensuring the security of supply, combating climate change and optimizing the use of resources. The Group provides highly efficient and innovative solutions to individuals, cities and businesses by relying on diversified gas-supply sources, flexible and low-emission power generation as well as unique expertise in four key sectors: independent power production, liquefied natural gas, renewable energy and energy efficiency services. GDF SUEZ employs 152,900 people worldwide and achieved revenues of EUR 74.7 billion in 2014. The Group is listed on the Paris, Brussels and Luxembourg stock exchanges and is represented in the main international indices: CAC 40, BEL 20, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe, ASPI Eurozone, Euronext Vigeo Eurozone 120, Vigeo World 120, Vigeo Europe 120 and Vigeo France 20.

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