

## Communiqué de presse

### **GDF SUEZ Combined Ordinary and Extraordinary General Meeting of Shareholders of 28 April 2015:**

- **Arrangements for making preparatory documents available**
- **Resolutions for appointing directors**

23 March 2015

GDF SUEZ shareholders are invited to take part in the Combined Ordinary and Extraordinary General Meeting which will take place on Tuesday 28 April 2015 at 2.30 pm at the Palais des Congrès at Porte Maillot in Paris.

#### **Publishing preparatory documents for the General Meeting**

The meeting notice, which includes the agenda and draft resolutions as well as the conditions and arrangements for participating and voting in the General Meeting, is published in the French Bulletin des Annonces Légales Obligatoires (BALO) of 23 March 2015.

Preparatory information documents for the General Assembly will be made available to shareholders in accordance with applicable legal and regulatory provisions, and can be consulted on the Group's website ([www.gdfsuez.com](http://www.gdfsuez.com)).

The General Meeting will include proposals to:

- approve the distribution of a dividend of €1 per share for the fiscal year (it will be recalled that an interim dividend of €0.50 per share was made on 15 October 2014). The final dividend, €0.50 per share, will be detached on 30 April 2015 and paid on 5 May 2015;
- approve the cooptation of one director, the renewal of 4 directors' terms of office, and the appointment of 6 directors, 4 of whom are nominated by the State.

#### **A Board of Directors of which 63% of members would be women**

The Board of Directors will propose that the General Meeting ratify the co-option of **Isabelle Kocher** as a director, decided by the Board of Directors on 21 October 2014 with effect from 12 November 2014, to replace Paul Desmarais for the remainder of her predecessor's term, until the end of the Ordinary General Meeting which will be called in 2016 to approve the accounts of the fiscal year ending 31 December 2015.

The terms of office as director of **Ann-Kristin Achleitner, Françoise Malrieu, Albert Frère, Edmond Alphandéry and Aldo Cardoso** will expire at the end of the next General Meeting. Albert Frère has announced his decision not to seek renewal of his term as director.

The Board of Directors proposes to renew the terms of office of **Ann-Kristin Achleitner**, **Françoise Malrieu**, **Edmond Alphandéry** and **Aldo Cardoso** and to appoint two new independent directors, **Barbara Kux** and **Marie-José Nadeau** (to replace Albert Frère and Jean-François Cirelli)<sup>1</sup>.

In addition, the Board of Directors has decided to implement Title II of French Ordinance 2014-948 of 20 August 2014 regarding governance and transactions involving the share capital of public sector companies, which modifies rules on the representation of the French State on the Board. As a result, the Board of Directors will submit to the Shareholders' Meeting the appointment of four directors nominated by the French State: **Catherine Guillouard**, **Mari-Noëlle Jégo-Laveissière**, **Stéphane Pallez** and **Bruno Bézard**. Astrid Milsan will remain a director representing the State and Pierre Mongin resigned from his position of director on 17 March 2015<sup>1</sup>.

After the vote on these resolutions, the Board of Directors would be composed of 19 members including 8 independent members, 11 women and 4 non-French nationals. In this case, **63% of Board members would be women**<sup>2</sup>, the highest percentage in the CAC 40.

#### À propos de GDF SUEZ

*GDF SUEZ inscrit la croissance responsable au cœur de ses métiers (électricité, gaz naturel, services à l'énergie) pour relever les grands enjeux énergétiques et environnementaux : répondre aux besoins en énergie, assurer la sécurité d'approvisionnement, lutter contre les changements climatiques et optimiser l'utilisation des ressources. Le Groupe propose des solutions performantes et innovantes aux particuliers, aux villes et aux entreprises en s'appuyant sur un portefeuille d'approvisionnement gazier diversifié, un parc de production électrique flexible et peu émetteur de CO<sub>2</sub> et une expertise unique dans quatre secteurs clés : la production indépendante d'électricité, le gaz naturel liquéfié, les énergies renouvelables et l'efficacité énergétique. GDF SUEZ compte 152 900 collaborateurs dans le monde pour un chiffre d'affaires en 2014 de 74,7 milliards d'euros. Coté à Paris, Bruxelles et Luxembourg, le Groupe est représenté dans les principaux indices internationaux : 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 et Vigeo France 20.*

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<sup>1</sup> These directors will be appointed for a four-year term, expiring at the end of the Ordinary General Meeting which will be called in 2019 to approve the accounts of the fiscal year ending 31 December 2018.

<sup>2</sup> Percentage calculated in accordance with the law and the AFEP-MEDEF Code which discounts directors elected by employees when calculating the proportion of men and women.