Creation of a World Leader in Energy

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September 3, 2007

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Transaction summary

Description of the transaction

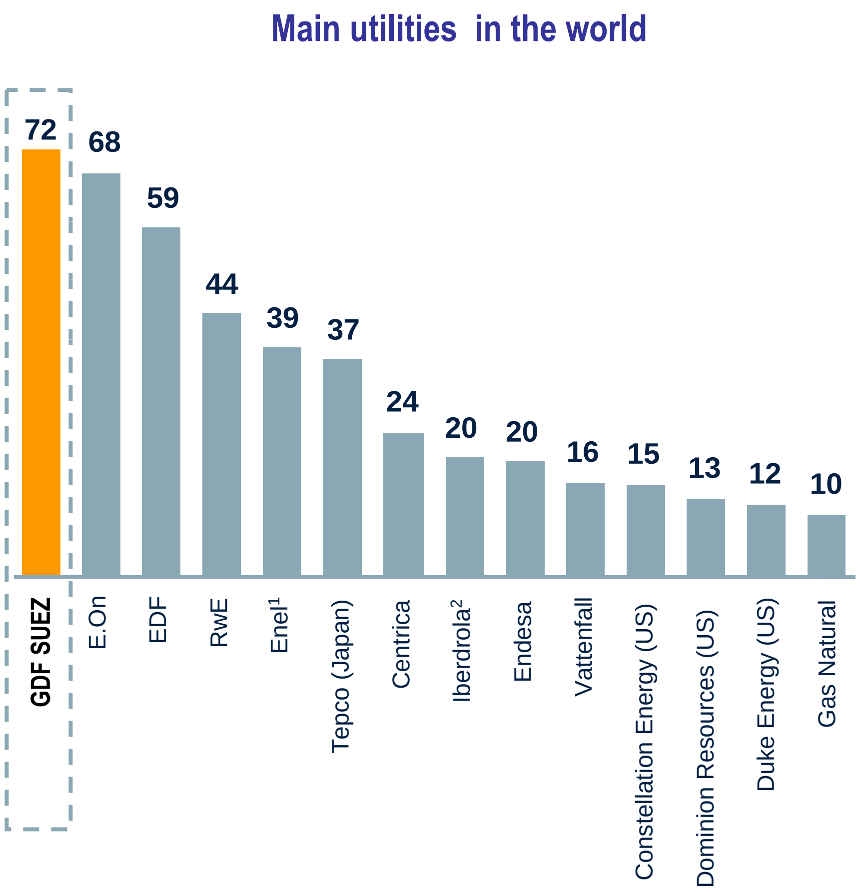
- **Terms of the merger project**
  - **New outline of the merger project approved** by the board of directors of the two Groups
  - **Support of the main shareholders**
  - Merger of equals based on an exchange ratio of **21 Gaz de France shares** for **22 SUEZ shares**
  - French state to hold more than **35% of GDF SUEZ**
  - **Simultaneous distribution of 65% of SUEZ's Environment business** to SUEZ shareholders
  - A **stable shareholding of 35% in SUEZ's Environment business** to be maintained
- **Next steps and timetable**
  - Consultation of the **employee representative bodies** of both Groups
  - **Signing of the merger agreement** by the boards of directors
  - **Extraordinary General Meetings** of SUEZ and Gaz de France

Timetable allowing completion of the merger as soon as possible, in 2008

Creation of a global leader specialised in energy

- **Leader in natural gas in Europe**
  - #1 purchaser & supplier
  - #1 transmission & distribution network
  - #2 storage operator
- **Leader in electricity**
  - #5 power producer and supplier in Europe
  - #2 French power producer
  - World leader in IPPs, strong positions in the United States, Brazil, Thailand, and the Middle East
- **World leader in LNG**
  - #1 importer & buyer in Europe
  - #2 LNG terminal operator
  - Leader in the Atlantic bassin
- **European leader in energy services**

2006 revenue – € billion



Notes
1 Enel excluding Endesa
2 Pro forma for the acquisition of ScottishPower

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A solid financial profile

- A **solid financial structure** that reinforces an ambitious strategy for industrial growth
  - Low debt level
  - High potential for cash flow generation
  - Potential for financial structure optimisation
- A **key stock in the energy sector**
  - ~ €90bn pro forma market capitalisation*
  - Among the top 3 listed utilities

Financial profile

2006 combined pro forma unaudited data - in €bn	**GDF SUEZ *****
Revenues	**71.9**
EBITDA**	**11.4**
Current operating income	**8.1**
Net financial debt	**13.9**

* Based on spot share price as of 31/08/07. Before taking into account the impact of the distribution of 65% of SUEZ's Environnement activities
** Sum of SUEZ EBITDA adjusted for provisions for renewals, associates, financial charges and Gaz de France EBITDA
*** Based on the global integration of SUEZ's Environment activities

A clear and ambitious strategy

- Consolidate **leadership positions** in domestic markets (France and Benelux)
- Leverage **complementarities** to strengthen offers (dual gas/electricity offers, innovating energy services)
- **Priority** given to growth in Europe in all business lines
- **Strengthen development** outside Europe notably in fast-growing markets
- Acceleration of an ambitious strategy of industrial development notably in upstream gas activities (E&P, LNG, etc.), infrastructures, and power generation

A combination consistent with both Groups' strategies allowing to boost their development

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2

Creation of a global leader specialised in energy

A common strategic vision underpinned by the acceleration of changes in the energy sector

- **Supply security and diversification** in a context of growing energy dependence
- **Sustainable development and renewable energies challenges**
- **Investment requirements** in upstream gas activities, infrastructures, and electricity production
- Acceleration in **sector consolidation**
- **Increased competition** among gas suppliers
- **Complete deregulation of the energy-markets** in Europe in July 2007

Recent changes in the energy sector have confirmed the relevance of the merger

An industrial player with powerful assets

- A **unique combination of businesses**
  - Active in the entire energy value chain
  - Multi-energy offers
  - Geographic fit

- A **good flexibility** in energy generation and supply
  - Diversified and efficient mix of power generation (nuclear, hydro, wind, thermal)
  - High capacity for gas-electricity arbitrage
  - Diversified gas supplies with a strong LNG component
  - Optimisation at a global scale (LNG) and on the European market (storage)

- A major player in **sustainable development**
  - CO_2 light generation capacities with a high portion of renewable energies
  - Leader in the promotion of innovative energy services

Natural fit of the two Groups
Powerful industrial assets of the new Group

Coherent industrial developments

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- **Continued development in LNG:** renewal of LNG tanker fleet, access to new markets (US and UK), commissioning of Fos Cavaou LNG terminal in early 2008, projects in development phase in Canada, Italy and India
- **Increase in storage capacities:** 400 Mcu.m capacity in France, new capacities in Germany, Romania and the UK
- **Expansion in E&P:** Njord field brought into production; first deliveries of LNG from Snøhvit expected by end of 2007

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- **Increase in generation capacities worldwide**
- **Development in nuclear production:** R&D partnership with CEA, project studies in the UK, in Romania
- **Further expansion in LNG:** permits obtained for offshore terminal off the coast of Boston
- **Numerous energy services agreements signed**
- **Strengthening of partnerships in Spain:** increased stake in Gas Natural to 11.3%, acquisition of Crespo y Blasco

Industrial development over the last months consistent with the strategy of the merged entity

Strong growth prospects for the Group

Growth factors	Development opportunities
• Strong demand for gas in Europe • Necessity to secure gas supplies • Need for new infrastructures	• Further strengthen a diversified, long-term gas supply portfolio • Develop in Exploration & Production • Expand storage capacities • Participate in infrastructure projects
• Globalisation of gas market through LNG • Growing role of LNG as a means of diversifying gas supplies	• Increase positions at all levels of the LNG chain • Global management of LNG resources
• Strong demand for electricity worldwide • Need for electricity production capacities in Europe • Challenges of sustainable development	• Strengthen diversified production mix: nuclear, renewables, thermal • Targeted development outside Europe, based on existing strongholds • Balanced positions between generation and supply • New third-generation nuclear capacities
• Complete deregulation of the energy market in Europe	• New development opportunities • Multi-energy offers
• Outsourcing and demand for energy efficiency	• Development of a global energy services offer

3

A value-creating transaction for all stakeholders

A solid financial profile

2006 combined pro forma unaudited financial data – In €bn[1]

	SUEZ	Gaz de France	GDF SUEZ
Revenues	44.3	27.6	71.9
EBITDA[2]	6.2[3]	5.1	11.4
Current operating income	4.5	3.6	8.1
Net financial debt	10.4	3.5	13.9
Market capitalisation[4]	53.6	36.2	89.8

Significant financial flexibility that sustains the industrial strategy of GDF SUEZ and enables to take advantage of external growth opportunities

(1) Based on the global integration of SUEZ's Environment activities
(2) Sum of SUEZ EBITDA adjusted for provisions for renewals, associates, financial charges and Gaz de France EBITDA
(3) €200m adjustment for renewal provisions
(4) Based on spot share price as of 31/08/07. Before taking into account the impact of the distribution of 65% of SUEZ's Environment activities

Confirmed potential for operational synergies of approximately €1bn per year in the medium term

Pre-tax annual impact
post impact of remedies

			2008-2010	Annual total 2013
Operational synergies	Scale effect	Gas sourcing	€100m	€180m
		Other procurement	€120m	€120m
		Operating costs	€90m	€320m
	Complementarity	Operating costs	€80m*	
		Revenue synergies		€350m
		TOTAL	€390m	€970m *(recurring)*

Financial and tax optimisation → ~ €1bn

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* Non-recurring implementation costs: €150m for short term synergies and €150m for medium term synergies
(1) Short term synergies partially non-recurring

SUEZ

Enhanced potential to create value and prospects for an attractive return for shareholders

- **Stronger appeal** for the GDF SUEZ stock
  - Reinforced strategic positioning
  - Enhanced growth and profitability profile
  - Significant potential for synergies

- **Dynamic dividend policy** with the goal of an **above sector average yield**

- Potential for **additional return** for the shareholders
  - Extraordinary dividend
  - Share buyback program

- **Re-rating potential of the GDF SUEZ stock**
  - Dynamic dividend policy
  - Greater liquidity for the stock
  - Increased weighting of GDF SUEZ in indices

4

Well-balanced and fair merger terms

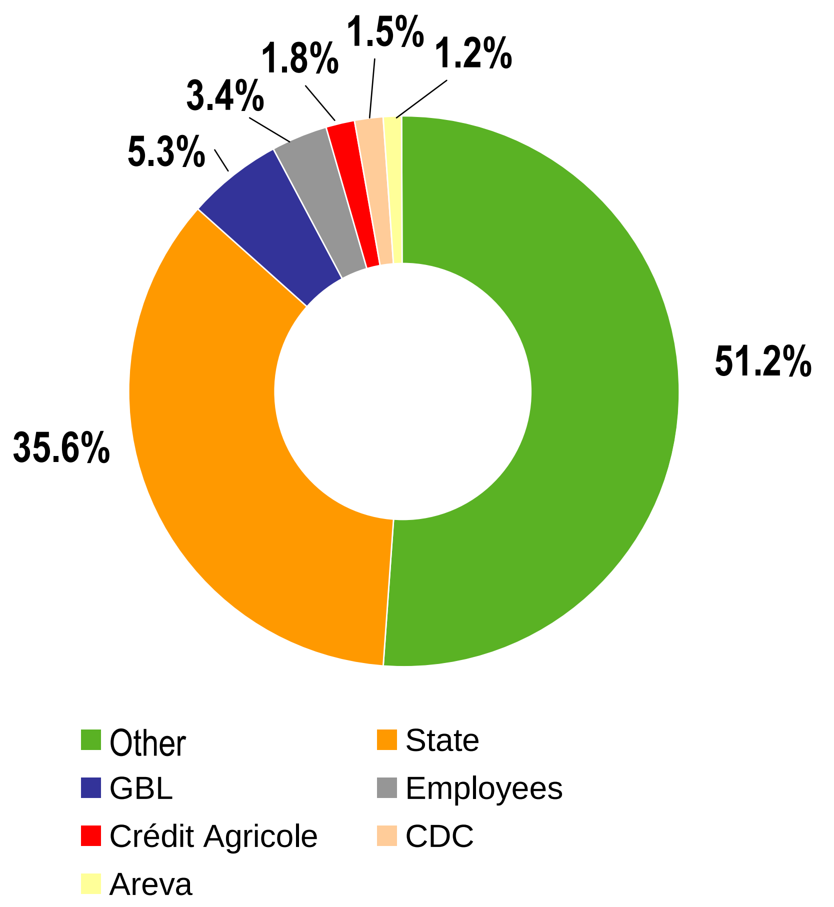
Fair merger terms

- Proposed merger based on an exchange ratio of **21 Gaz de France** for **22 SUEZ shares**
- **Simultaneous distribution** to SUEZ shareholders of 65% of SUEZ's Environment activities
- The boards of directors of SUEZ and Gaz de France, on 2 september 2007, mandated their chairmen to implement the **new outline of the merger project**
- The boards of directors have been provided with an **opinion on the fairness of the proposed exchange ratio**
- Terms of merger will be **approved by the body of 3 *Commissaires à la fusion*** appointed by the Commercial Court of Paris
- Terms will be submitted **the Extraordinary General Meetings of both Groups to vote on**

A merger of equals

- Shareholders of the new entity
  - **55%*** of former SUEZ shareholders
  - **45%*** of former Gaz de France shareholders
- The French state, largest shareholder of the new Group
  - Shareholding of **more than 35%*** of the new Group

Pro forma shareholding structure*



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* On a non diluted basis

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Indicative timetable and next steps

Indicative timetable for the transaction

Steps already completed

October 6, 2006	Approval of the proposed merger by the Belgian government
November 8, 2006	Vote by the French Parliament on the privatisation law of Gaz de France
November 14, 2006	Authorisation of the transaction by the European Commission
November 30, 2006	Decision of the *Conseil Constitutionnel* authorizing the privatisation of Gaz de France starting July 1, 2007
December 7, 2006	Promulgation of the Gaz de France privatisation law
August 30, 2007	Request submitted to the European Commission to delay the implementation of the remedies

Next steps before completion of the merger

Opinion of employee representative bodies of SUEZ, Gaz de France, and SUEZ Environment

Registration by stock market authorities of the merger documentation and the documentation related to the IPO of the Environment business of SUEZ

Extraordinary General Meetings of SUEZ and Gaz de France to approve the merger
Merger completion and simultaneous IPO of the Environment Business

The merger is expected to be completed as early as possible in 2008

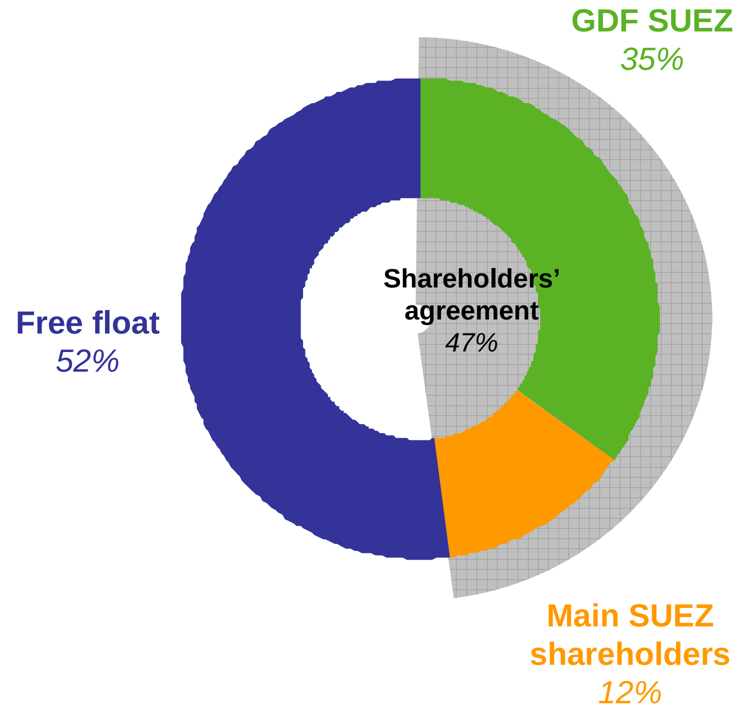
5

Floatation of SUEZ's Environment business, one of the world leader in water and waste services

A stable shareholding of GDF SUEZ

- Stable shareholding of **35%**
- Execution of a **shareholders' agreement** covering 47% of the capital of GDF SUEZ
  - **Stable shareholding** structure
  - **Employment guarantees**
  - **Corporate governance**
- **Current management** of the Environnement business of SUEZ to remain in place
- Full consolidation in GDF SUEZ accounts

Post-transaction shareholding structure of SUEZ's Environment business



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SUEZ's Environment business, attractive growth prospects

- **Attractive growth opportunities** in favorable market conditions
  - Growing demand for environmental solutions in context of climate change (water resources management, waste recycling…)
  - Increasingly stringent environmental norms
- Strong demand for **cutting edge value added solutions**
  - Water: desalination, sludge treatment, leakage reduction…
  - Waste: metals recycling, mechanical biological treatment…
- Acceleration of development sustained by **global leadership position**
  - Strong sales force supported by historical partnership approach
  - Ability to acquire and integrate profitable external growth opportunities

2010e EBITDA target at ≥ €3bn
(+ 50% vs. 2006)

6

A business organisation geared towards efficiency and action

Management structure

A management committee with 6 members

Chairman and chief executive officer	Gérard Mestrallet
Vice chairman and president	Jean-François Cirelli
Executive vice presidents	Yves Colliou Jean-Marie Dauger Jean-Pierre Hansen Gérard Lamarche

An executive committee

The members of the management committee

The operational directors and the support functions directors

A balanced management structure

Organisational structure of the new Group

Chairman and chief executive officer – Gérard Mestrallet

Vice chairman and president – Jean-François Cirelli

Energy Policy Committee

Energy France	*Henri Ducré*
Energy Europe & International	*Jean-Pierre Hansen*
Global Gas & LNG	*Jean-Marie Dauger*
Infrastructures	*Yves Colliou*
Energy Services	*Jérôme Tolot*
Environment	*Jean-Louis Chaussade*

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Conclusion

Creation of a global leader in Energy

- **An ambitious industrial project,** strengthened by the swift changes in the sector
- A **truly European project benefiting all stakeholders**
  - For our customers: through high-performances, innovative, and competitive offers
  - For our employees: a unifying project that will create jobs over time
  - For our shareholders: a value-creative project
- **An agreement on the new outline of the merger project**
  - Fair financial terms and conditions for both shareholder groups
  - Transparent governance in line with best practices
  - A Group ready to move as soon as the merger is completed

Appendices

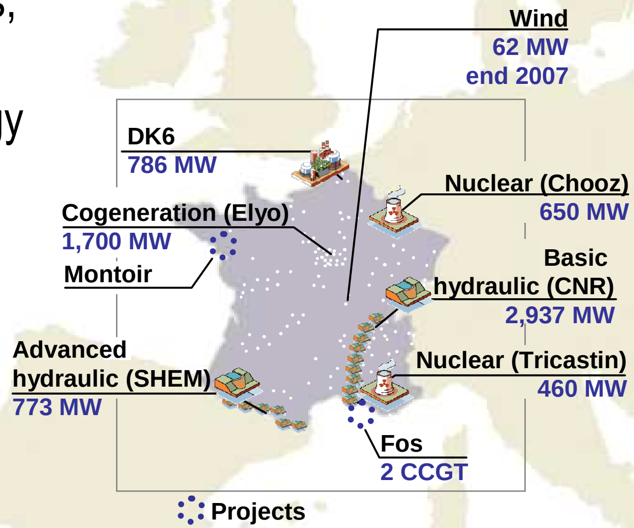
Commitments to the European Commission (remedies)

- **Undertakings to divest/retain**
  - Sale of stake held in Distrigaz. The new Group will have a maximum of 70 TWh supplied by long-term contracts held by Distrigaz
  - Holding in Fluxys SA (owner of regulated infrastructures in Belgium) to be reduced to 45% and strenghtening of management autonomy. Interest in Fluxys LNG (owner of the Zeebrugge terminal, assets outside Belgium (BBL) and non-regulated Belgian assets (Huberator)) to be increased from 51 to 60%
  - Sale of Gaz de France stake in SPE (25.5%) through a 50% stake in Segebel
  - Disposal of Distrigaz & Co to Fluxys
  - Transfer of the Gaz de France stake in Segeo to Fluxys (25%)
  - Sale of Cofathec Coriance (except for district cooling networks) and the heating networks of Cofathec Services

- **Other commitments**
  - Infrastructures in Belgium
    - Restructuring of Fluxys s.a., which owns the regulated infrastructures, and strenghtened governance
    - Expansion of the capacity of the Zeebrugge terminal owned by Fluxys International
    - Measures to facilitate access to the network
  - Infrastructure in France
    - LNG terminal management business into subsidiaries to become a subsidiary
    - Marketing of capacities on new underground storages and new capacities at the Montoir LNG terminal
    - Measures to facilitate access to the network

Energy France

- **Leveraging the leadership position in natural gas supply to:**
  - Develop multi-energy offers on the existing portfolio of “retail” customers
  - Supply electricity to other customer segments, according to market conditions
  - Develop the complementaries between energy and services businesses
- **Parallel growth in power production**
  - New CCGT power plants
  - Development in Renewable Energies: wind, hydro and biomass



Energy France

- **11 million customers**
- **No. 1 natural gas supplier**
- **No. 2 electricity producer and supplier** (7GW: CNR, SHEM,…)

A new leader in the multi-energy offer

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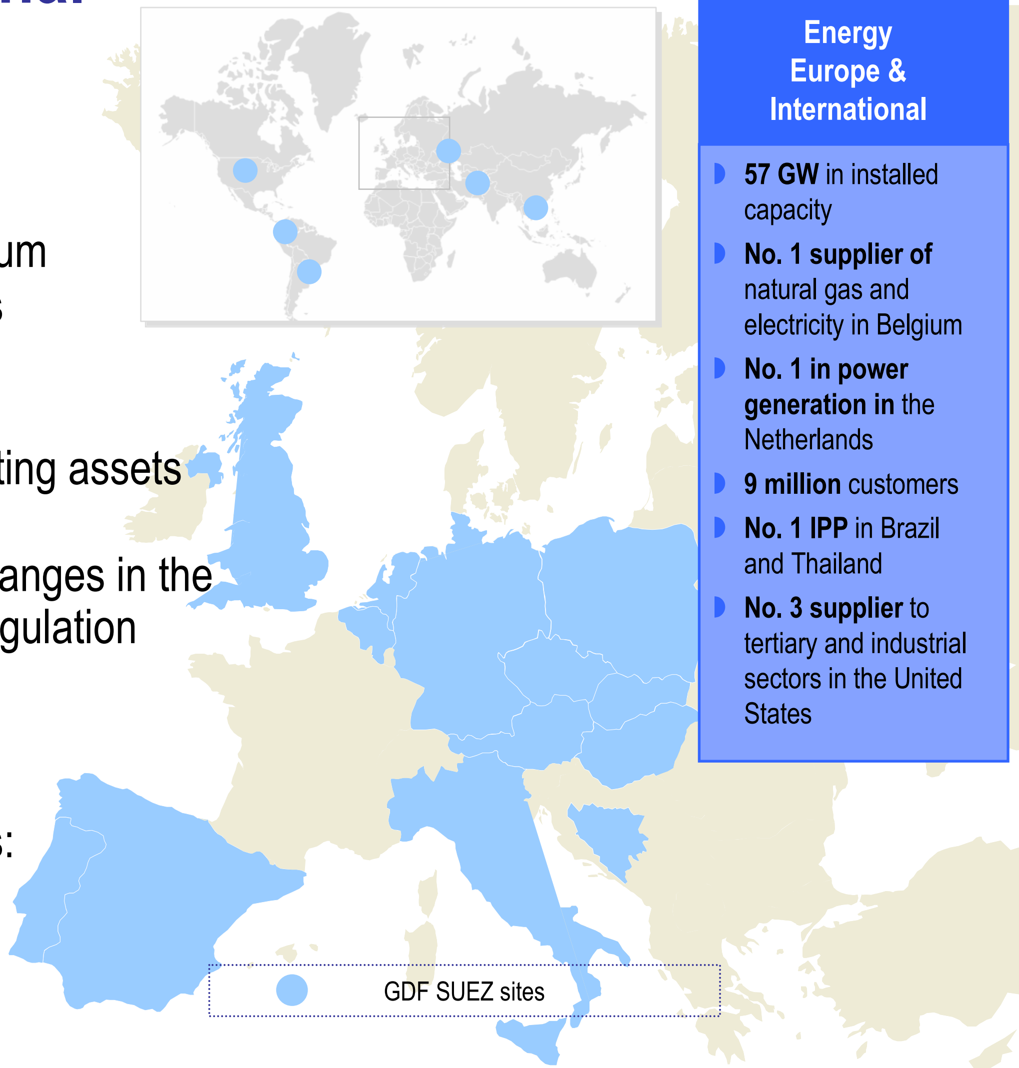
Energy Europe and International

- **Benelux – Germany**
  - Increased generation capacities
  - Consolidation of leadership in retail in Belgium
  - Expansion in Germany and the Netherlands
- **Europe**
  - Integration and development based on existing assets in Italy and Eastern Europe
  - Strengthening of positions depending on changes in the regulatory framework and the effective deregulation of the markets
- **International**
  - Development based on existing strongholds: USA, Brazil, Thailand, Middle East
  - Business model focused on industrial customers and growth markets



Energy Europe & International

- **57 GW** in installed capacity
- **No. 1 supplier of** natural gas and electricity in Belgium
- **No. 1 in power generation in** the Netherlands
- **9 million** customers
- **No. 1 IPP** in Brazil and Thailand
- **No. 3 supplier** to tertiary and industrial sectors in the United States

Priority given to expansion in Europe and selected international growth

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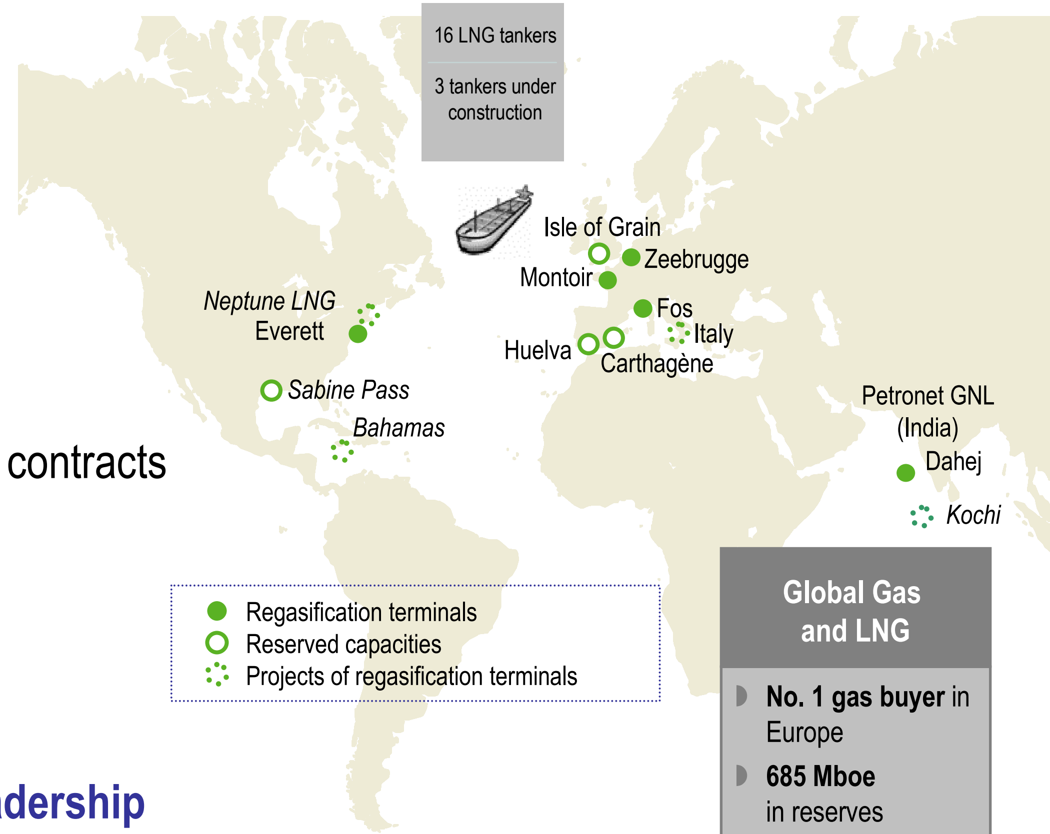
Global Gas and LNG

- **Development of the E&P business**
  - Increase in reserves
  - Achievement subject to market conditions
- **Diversification and competitiveness of the supply portfolio**
  - Strengthening of the portfolio of long-term contracts
  - Increased geographic diversification
  - Global optimisation of the portfolio
  - Interests in new transit projects (Nabucco and Medgaz)
- **Strengthening of our LNG international leadership**
  - Participation in integrated projects (Production / Liquefaction / Transport / Regasification)
  - Expanded international arbitrage capacities



Global Gas and LNG

- **No. 1 gas buyer** in Europe
- **685 Mboe** in reserves
- **World leader in LNG**
- **1,100 TWh in natural gas sales**

Diversified, global natural gas resources

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Infrastructures

Terminals

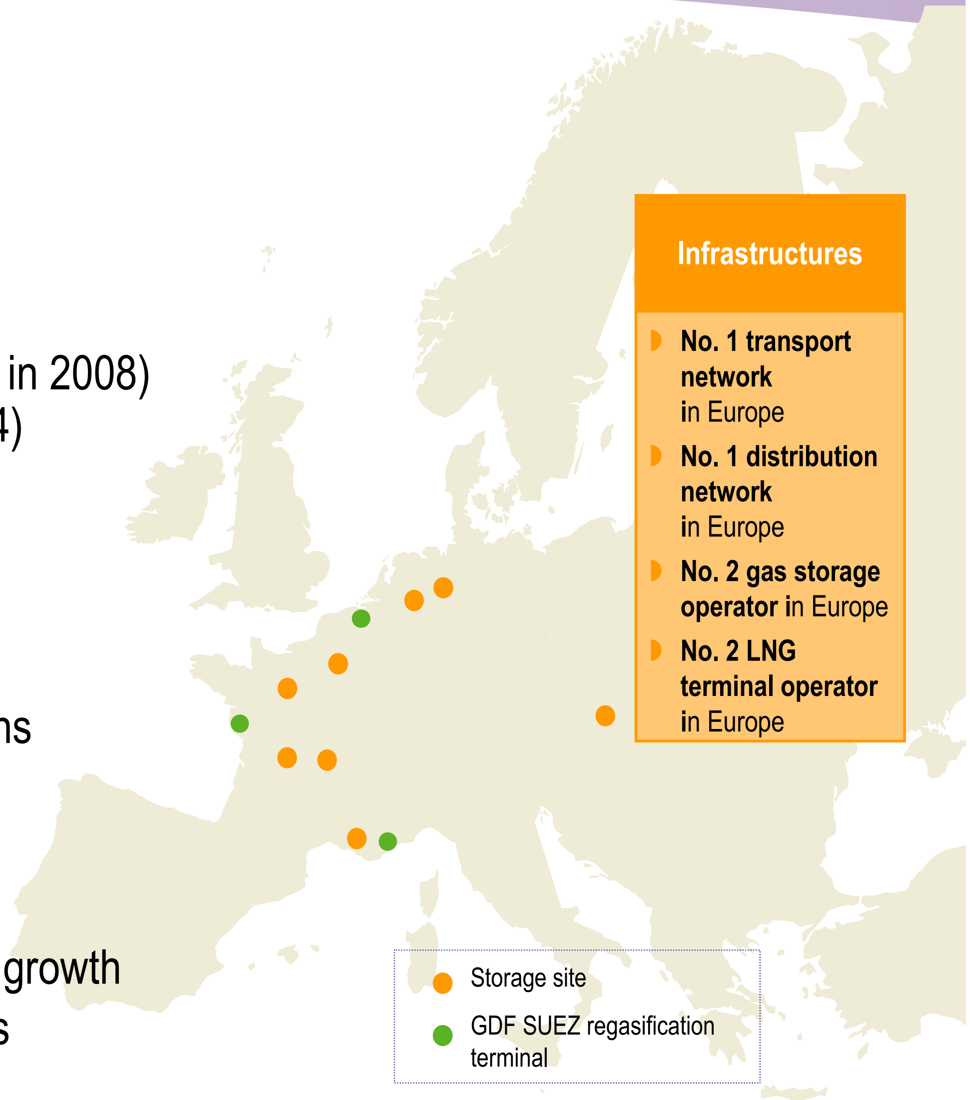
- Commissioning of Fos Cavaou (8.25bcm beginning of 2008)
- Expansion of capacities at Zeebrugge (4.5bcm in 2008) and Montoir (2.5bcm in 2011 and 4bcm in 2014)

Storage

- Increase in capacities in France
- Development of offers
- Expansion in Europe based on existing positions (Germany, Slovakia, Romania and the UK)

Transport and distribution

- Development based on the natural gas market growth
- Investments tied to needs for fluider exchanges (transport capacity, volumes distributed)



Infrastructures

- **No. 1 transport network** in Europe
- **No. 1 distribution network** in Europe
- **No. 2 gas storage operator** in Europe
- **No. 2 LNG terminal operator** in Europe

Development of infrastructures to support the growth in natural gas markets

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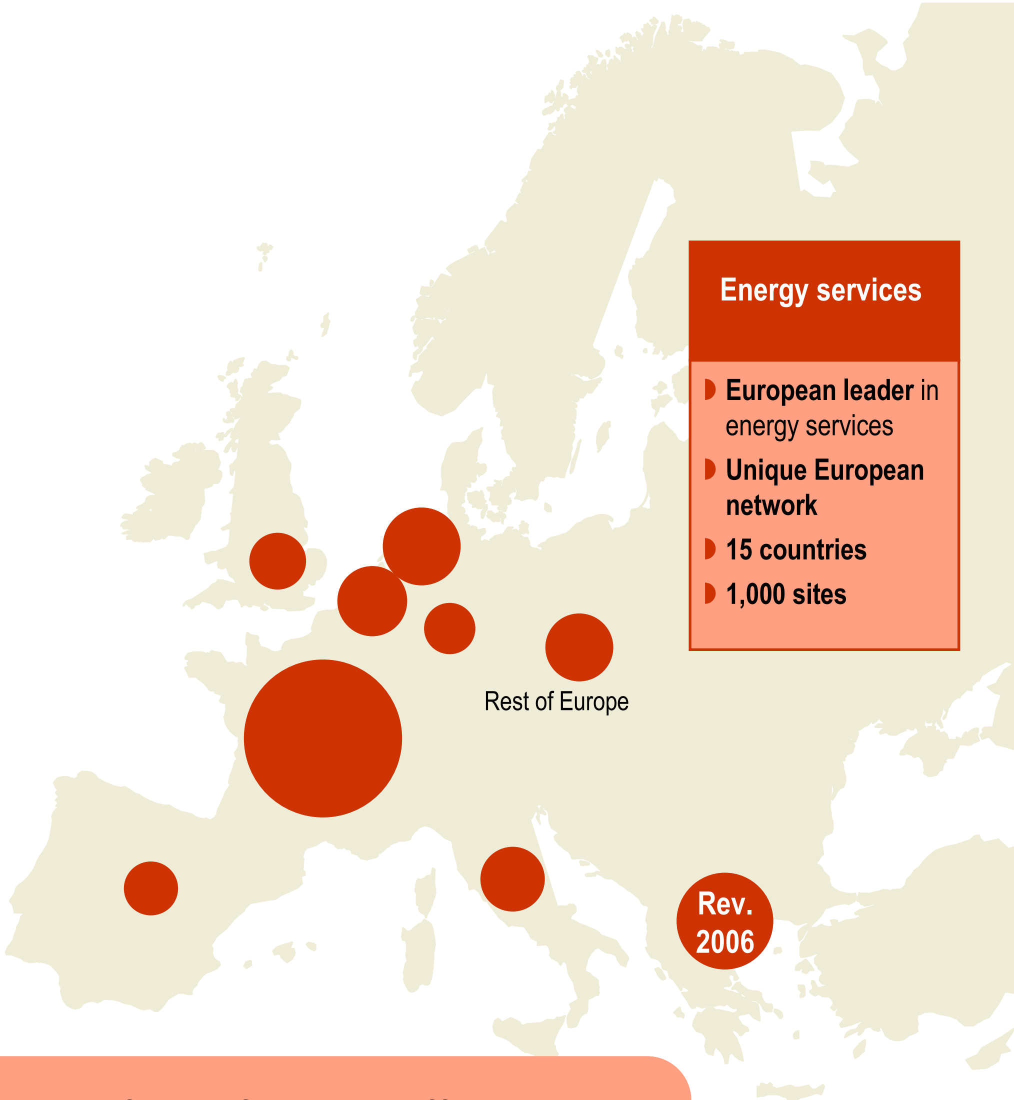
Energy services

- **A global offer from design to operation**
  - Unique European network
  - Complementary service and installation businesses
  - Complete multi-technology offer
- **Growth factors**
  - Increased use of outsourcing
  - Stronger demand for energy efficiency
- **Continued profitable development**
  - Enhanced synergies between services and energy businesses
  - Selective growth in other European markets to support the other divisions



Strong growth potential in the field of energy efficiency

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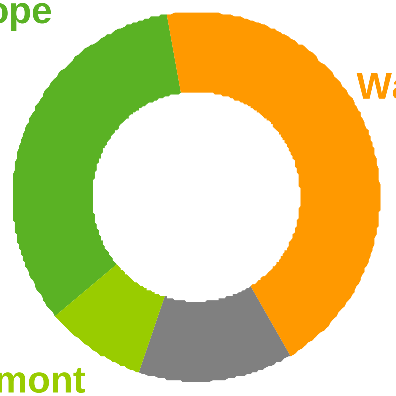
Confirmation of the operational synergies program of approximately €1 billion per year in the medium term

TYPE OF SYNERGIES	DESCRIPTION
Size effect	◗ Reduction in sourcing costs: enhanced buying position towards suppliers, optimised sourcing portfolio, etc. ◗ Economies of scale on non-energy purchases ◗ Optimisation of operating costs: pooling of networks and services ◗ Optimisation of resources and structures
Effect of complementary businesses	◗ Enlarged commercial offer ◗ Non-duplication of entry “tickets” (marketing costs and investments) to markets ◗ Accelerated commercial development

SUEZ's Environment activities, a world co-leader in water and waste management services

- Leading positions in environment services
  - 65 millions inhabitants served in drinking water
  - 44 millions inhabitants served and connected to sanitation services
  - 47 millions waste services customers
- A presence focused on Europe and selective strongholds internationally
- Attractive growth prospects*
  - 2006 EBITDA: €2.0bn
  - 2007e EBITDA: €2.35bn**
  - 2010e EBITDA ≥ €3.0bn***

Breakdown of 2006 revenues of SUEZ's Environment activities



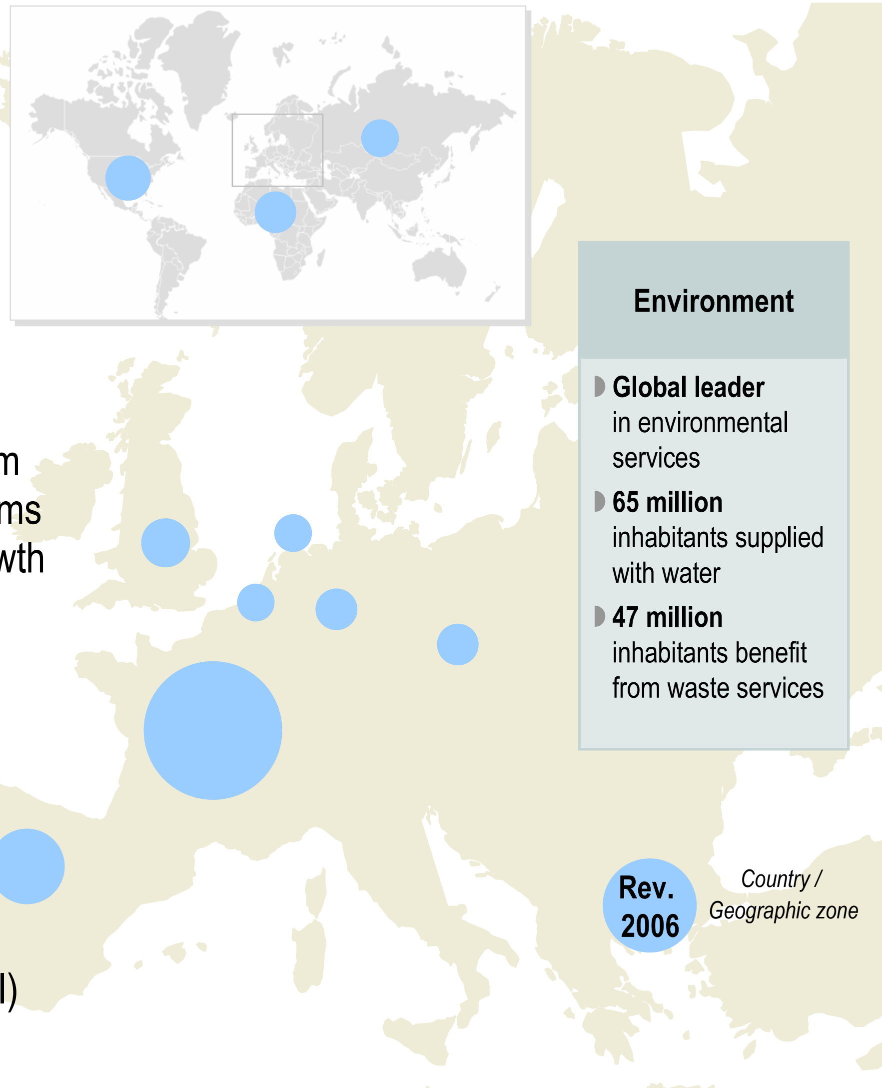
2006 revenues: €11.4bn

A world co-leader in environment services, with expertise in global management of the water and waste cycles

* See also management accounts of SUEZ's Environment activities in appendix
** AGBAR fully consolidated for 9 months
*** AGBAR fully consolidated for 12 months

SUEZ's Environment activities

- **Leadership in the full water and waste cycle enhanced by:**
  - Controlled and up to date expertise
  - Differentiating technologies
  - Capacity to offer integrated solutions
  - Ongoing research of innovative products and segments
- **Growth primarily targeted to developed countries**
  - 85% of revenues recorded in countries where the long-term investment is protected by mature political and legal systems
  - Increasingly stringent regulation to promote economic growth that protects the environment
  - High cost of raw materials and fossil fuels which encourage recycling
- **Selective international expansion with the development of new business models**
  - Management contracts (e.g. Algiers)
  - Long-term capital partnerships (e.g. China)
  - Innovative financial arrangements in partnerships (e.g. PFI)



Environment

- **Global leader** in environmental services
- **65 million** inhabitants supplied with water
- **47 million** inhabitants benefit from waste services

Leadership built on a solid European base
Global and healthy growth

Gaz de France

SUEZ

SUEZ's Environment activities: increased visibility

- SUEZ Environment business is on **top form**
  - Recognised expertise, know-how in differentiating technologies
  - Increased commercial dynamism
  - Excellent operational and financial performance
  - Well-experienced management team
- A **dynamic development** strategy
  - Development strategy through external growth and targeted acquisitions
  - Support from a stable shareholder base
  - Direct access to the financial markets
  - Investment program of €4.0bn to €4.5bn over 2007/09 to be fully self-financed
- Maintain its development strategy through **partnerships with the Energy businesses**

Creation of a world co-leader in environment services benefiting from an attractive stock market positioning

Simplified organisational chart of SUEZ's Environment activities as of December 31, 2006