

**Certificate of Approval of a Prospectus
in accordance with Articles 17 and 18 of Directive 2003/71/EC**

To :

FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (CSSF)
FINANCIAL SERVICES AUTHORITY (FSA)
BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT (BAFIN)
COMMISSIONE NAZIONALE PER LE SOCIETÀ E LE BORSE (CONSOB)
AUTORITEIT FINANCIERE MARKTEN (AFM)

From :

Autorité des marchés financiers (AMF)

17, place de la Bourse
75002 PARIS
FRANCE

We hereby certify that the base prospectus and the supplements detailed below have been drawn up in accordance with Directive 2003/71/EC and were approved by us respectively on September 9, 2011, October 28, 2011, April 3, 2012, May 7, 2012 and June 27, 2012.

Name of Issuer : GDF SUEZ

Registered Office : 1 place Samuel de Champlain 92400 Courbevoie

Type of Securities (references to the annexes of regulation EC 809/2004 according to which the prospectus was drawn up) : Annexes 4 and 9

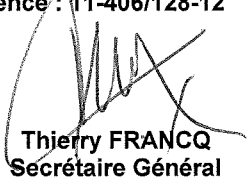
Guarantor : not applicable

**The base prospectus and the supplements
were approved before July 1, 2012**

Attachments :

- (1) Base prospectus approved on September 9, 2011.
Supplement to the base prospectus on October 28, 2011.
Supplement to the base prospectus on April 3, 2012.
Supplement to the base prospectus on May 7, 2012
Supplement to the base prospectus on June 27, 2012.
- (2) Translations of the summary

**Date : June 29, 2012
Reference : 11-406/128-12**


**Thierry FRANCO
Secrétaire Général
Autorité des marchés financiers
(AMF)
17, place de la Bourse
75002 PARIS**