

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

To :

BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT (BAFIN)
FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (CSSF)
AUTORITEIT FINANCIÈRE MARKTEN (AFM)

From :

Autorité des marchés financiers (AMF)
17, place de la Bourse
75002 PARIS
FRANCE

We hereby certify that the prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC as amended by the Directive 2010/73/EU and was approved by us on December 23, 2014.

Name of Issuer : GDF SUEZ

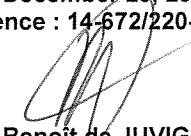
Registered Office : 1, place Samuel de Champlain - 92400 COURBEVOIE

Type of Securities (references to the annexes of regulation EC 809/2004 according to which the prospectus was drawn up) : Annexe 3.

Guarantor : not applicable.

We have authorised, in accordance with Article 8 of Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing Directive 2003/71/EC, the omission of the information required under on the following grounds: not applicable

Date : December 23, 2014
Reference : 14-672/220-14


Benoît de JUVIGNY
Secrétaire Général
Autorité des marchés financiers
(AMF)
17, place de la Bourse
75002 PARIS

Attachements :

- (1) Prospectus dated December 23, 2014
- (2) Translation of the summary