



# PRESS RELEASE

GDF SUEZ

19 juillet 2010

## **Statement Regarding Potential Combination of International Power plc and GDF SUEZ Energy International**

GDF SUEZ announces that it is in preliminary discussions with International Power regarding a possible combination of International Power and GDF SUEZ Energy International Business Areas (outside Europe) and certain assets in the UK and Turkey ("GDF SUEZ Energy International"), to create an enlarged International Power which would be listed on the Official List of the Financial Services Authority ("Official List") and traded on the Main Market of London Stock Exchange. Discussions are continuing between the two parties regarding the terms of the proposed combination (including the amount of net debt that would be contributed with GDF SUEZ Energy International).

If the combination were to be completed, it is expected that shares in International Power would be issued to GDF SUEZ and that, as a result, GDF SUEZ would be the majority shareholder in the enlarged International Power.

GDF SUEZ has published information on GDF SUEZ Energy International (the "GDF SUEZ Energy International information") which can be accessed on the Company's website at [www.gdfsuez.com/infosite](http://www.gdfsuez.com/infosite).

The information on GDF SUEZ Energy International includes:

- audited combined accounts for GDF SUEZ Energy International for each of the financial years ended 31 December 2007, 31 December 2008 and 31 December 2009<sup>1</sup>;
- a summary of the principal differences between GDF SUEZ Energy International's and International Power's accounting policies; and
- a current trading statement on GDF SUEZ Energy International.

Shareholders are advised that there can be no certainty that the discussions between GDF SUEZ and International Power will lead to any agreement concerning the possible combination or as to the timing or terms of any such agreement and there can be no assurance that, even if reached, any such agreement will be completed. A further announcement will be made as and when appropriate.

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<sup>1</sup> Note that the audited combined accounts for GDF SUEZ Energy International are not reflective of the capital structure that would be implemented if the potential transaction with International Power proceeds and have been prepared in the context of the contemplated carve out transaction of GDF SUEZ Energy International from GDF SUEZ. These combined financial statements have been prepared on the basis described in note 1.1 of these financial statements, which explains how International Financial Reporting Standards as adopted by the European Union have been applied for the purpose of preparing the combined financial statements.



*One of the leading energy providers in the world, GDF SUEZ is active across the entire energy value chain, in electricity and natural gas, upstream to downstream. It develops its businesses (energy, energy services and environment) around a responsible-growth model to take up the great challenges: responding to energy needs, ensuring the security of supply, fighting against climate change and maximizing the use of resources. GDF SUEZ relies on diversified supply sources as well as flexible and high-performance power generation in order to provide innovative energy solutions to individuals, cities and businesses. The Group employs 200,650 persons worldwide and achieved revenues of €79.9 billion in 2009. GDF SUEZ is listed on the Brussels, Luxembourg and Paris stock exchanges and is represented in the main international indices: CAC 40, BEL 20, DJ Stoxx 50, DJ Euro Stoxx 50, Euronext 100, FTSE Eurotop 100, MSCI Europe and ASPI Eurozone.*

## **DISCLAIMER**

*This communication does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any shares nor shall it or any part of it, nor the fact of its distribution form the basis of, or be relied on in connection with, any contract commitment or investment decision.*

*This communication contains forward-looking information and statements. These statements include financial projections, synergies, cost-savings and estimates, statements regarding plans, objectives, savings, expectations and benefits from the transactions and expectations with respect to future operations, products and services, and statements regarding future performance.*

*Although the management of GDF SUEZ believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of securities are cautioned that forward-looking information and statements are not guarantees of future performances and are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of GDF SUEZ, that could cause actual results, developments, synergies, savings and benefits to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements.*

*These risks and uncertainties include those discussed or identified in the public filings made by GDF SUEZ with the Autorité des marchés financiers (AMF), including those listed under "Facteurs de Risque" (Risk factors) section in the Document de Référence 2009 filed by GDF SUEZ with the AMF on 6, April 2010 (under no: D.10-218). Investors and holders of securities should consider that the occurrence of some or all of these risks may have a material adverse effect on GDF SUEZ.*

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