



## PRESS RELEASE

GDF SUEZ

December 16, 2010

### **International Power shareholders approve by more than 99% vote the combination with GDF SUEZ**

The merger between International Power plc ("International Power") and GDF SUEZ Energy International has just been approved by more than 99% at the International Power shareholders' general meeting today. The transaction gives birth to the global leader in independent power generation.

GDF SUEZ is very pleased with these results and with the support offered by International Power's management, employees, Board of Directors, and shareholders for this ambitious plan.

Gérard Mestrallet, Chairman and CEO of GDF SUEZ, commented: "The merger between International Power and GDF SUEZ is a major event in the energy sector. It is the most important merger and acquisition deal in Europe in 2010, all business activities being concerned. Together, we are creating the largest independent power producer in the world, which will employ 11,000 highly qualified people. The group will hold top positions in perfectly complementary and rapidly growing geographical zones, regions that will have substantial energy needs in the future. We are very confident in the prospects for this Group's growth and development."

GDF SUEZ will own a 70% stake in the new company, which boasts several particularly attractive assets:

- A unique, top-tier industrial position and a profile for substantial growth in rapidly developing markets and economies, such as South America, Asia, Australia and the Middle East,
- A production portfolio with unparalleled balance and diversification: optimal geographical distribution, a low carbon emission energy mix and a variety of contract types, and
- A robust financial structure to support and provide sustainable growth in industrial development, improved access to financing and attractive financial and operational synergies.

This transaction is a truly defining one for GDF SUEZ, illustrating the group's philosophy and strategy of long-term development based on industrial partnerships, balanced production facilities and a unique position in electricity, natural gas and services.

It consolidates the international leadership of GDF SUEZ in the global utilities sector, moving the Group into first place in the sector in terms of annual revenue (over €84 billion in 2010). It also makes the Group the n° 1 utility by volume of gas managed in Europe (more than 1,300 TWh).

Finally, the merger will sharply accelerate the group's industrial development and allow it to reach its development objectives 3 years ahead of schedule. With this transaction, GDF SUEZ boosts its total production to more than 100,000 MW in installed capacity, which will increase to 130,000 MW within 3 years after projects currently under construction are brought online.

The completion of the combination between GDF SUEZ and International Power is expected early 2011, after obtaining the last regulatory clearances (especially from the European Commission). Clearances for United States, Canada, Australia and Brazil have already been received.

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GDF SUEZ develops its businesses around a model based on responsible growth to take up today's major energy and environmental challenges: meeting energy needs, ensuring the security of supply, combating climate change and optimizing the use of resources. The Group provides highly efficient and innovative solutions to individuals, cities and businesses by relying on diversified gas-supply sources, flexible and low-emission power generation as well as unique expertise in four key sectors: liquefied natural gas, energy efficiency services, independent power production and environmental services. GDF SUEZ employs 200,650 people worldwide and achieved revenues of €79.9 billion in 2009. The Group 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, ASPI Eurozone and ECPI Ethical Index EMU.

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*This announcement is not a prospectus and has been prepared solely for the proposed transaction referred to in this announcement. A Circular has been published by International Power and a prospectus will be published by International Power in due course.*

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