

CREATION OF THE ENERGY EUROPE BUSINESS LINE (BEE) COMMITMENTS WITH RESPECT TO SOCIAL SUPPORT MEASURES

Of the 27,359¹ employees who will form the new Energy Europe Business Line, those concerned by this reorganization are primarily employees working in the Corporate functions of the merged entities. Likewise, some functions within the scope of France, Belgium, the Netherlands and Germany (pooled functions, GE BU, Benelux / Germany LPM, GDF SUEZ Trading, CPME, Laborelec) may be reassigned. The organisation charts of Management functions in countries may also change in line with the organisation of the future BEE (Corporate Functions and Business lines). The total number of employees concerned by the creation of the future business line is 2,453.

Beyond these changes, there will be no other impacts on employment in the countries' operational organisations.

In consultation with the personnel representative bodies, this document sets out the principles and commitments undertaken at European level by GDF SUEZ to the employees directly concerned by the proposed creation of the Energy Europe Business Line.

I. The seven general Human Resources principles underpinning the creation of the Energy Europe Business Line:

1. The project to create the Energy Europe Business Line will be rolled out in accordance with the Group's HR values and commitments, with internal mobility as the priority. Where appropriate, specific existing texts or agreements related to the reorganisations will apply to the employees concerned.
2. The creation of the Energy Europe Business Line **and its set-up** will not in itself result in layoffs. There will be no compulsory layoffs and no compulsory geographical redeployment. Furthermore, the creation of the Energy Europe Business Line will not involve a change in employees' legal companies and existing social agreements will continue to be applicable.

¹ Total IG personnel at 30/06/2011

3. The Group HR Division is responsible for coordinating the selection process, in collaboration with the HR managers in the business lines concerned by the project (namely Energy Europe & International, Global Gas & LNG and Energy France).
4. The HR processes for this project will be organized transparently and explained in detail in all of the organisations involved. Extending the measures existing in countries on the prevention of psychosocial risks (Group agreement in France, trustworthy people in Belgium, etc.), particular attention will be paid to managing change and providing information to employees on a regular basis. This approach is in line with the work under way in this area, in consultation with trade union organisations and personnel representative bodies.
5. It is agreed that the methods and timetables for implementing the changes at Global Gas & LNG and International Power - set to become the Energy International Business Line - will be coordinated and synchronised with the creation of the BEE.
6. Since priority will be given to internal mobility, the external recruitment of senior management and executives, the group most affected by the changes, is on hold until after the new organisation has been rolled out.
7. Finally, we have set up an overall system to manage resources not due to be redeployed in the new organisation.

II. Principles underpinning the selection process for Level-2 and Level-3 positions:

With a view to ensuring a fair, transparent and professional process while mixing and combining teams, it was decided to use an open process (including an invitation to submit applications) to select BEE Level-2 Project Managers, including the members of the Management Committees in the countries.

Level -2: BEE Level-2 Project Managers and the members of the Management Committees in the countries, will be appointed before the end of 2011. These positions were open to applications after the job descriptions (finalised in the working groups launched in September) were validated. The current managers from the entities in question, together with a selection of individuals identified by the HR functional line in other Group entities, were invited in early November to submit their applications for the open jobs. Details about the procedure to follow were sent out in October. Invitations to submit applications are managed on line on a dedicated site. The selection interviews are organised by the HR functional line and conducted in pairs by the manager and HR manager.

Level -3: The selection process for Level -3 positions will start in early-2012. Applications may also be invited for some of these jobs.

III.Principles for repositioning each employee concerned by the creation of the Energy Europe Business Line

Applicants not selected for a position in the new BEE organisation will have the chance to apply for other jobs in the BEE, or to explore other options within the Group.

If an applicant has not been successful by the end of the selection process, he or she will be offered a feedback session appointment with an officer from the HR functional line, in liaison with his/her current manager, and to explore the options for development within the Group. Individual support will be offered. Priority will be given to seeking job development possibilities within the same legal structure, to be extended to other companies in the Group if necessary. As provided in the Group's mobility rules, employees moving companies must be informed about all immediate and deferred aspects of the remuneration package offered by the host entity in order to make an informed decision. Employees remain free to decide whether or not to change legal structure.

A senior manager, reporting to Jean-François Cirelli and working in collaboration with the Group HR Division, will be responsible for repositioning applicants who are not redeployed. Some of these applicants will be assigned temporary positions, considered necessary to roll out the new BEE organisation. These temporary positions, their duration, and the profiles required will be clearly defined for each entity by the working groups during phase 2 of the project. Positions will be sought at Group level (across all business and in all countries).

In the Group HR Executive Committee, those Business Lines not involved in the reorganisation have been asked to systematically inform the Committee of all unfilled vacancies that may interest employees who were not successful in finding a position in the new BEE organisation.

Everyone is both informed and attentive to the need for responsible coordination between need and availability over time.

Thus, GDF SUEZ is committed to using all available levers to redeploy personnel within the Group, under the best possible conditions.

The EWC will be consulted in the context of future developments, provided that they fall within the scope of competence of the EWC.

It is formally recorded that the creation of the Energy Europe Business line will be monitored at European level by the EWC Energy Working Group on the request of the European Works Council, **without calling into question the EWC's prerogatives**. The Energy Working Group will meet as often as needed and on a regular basis. It will keep the EWC informed and will alert it, if necessary, in the event of a dispute emerging concerning the application of these social provisions, or on the request of local representative bodies. It will have information needed to enable quantitative and qualitative monitoring.

Moreover, monitoring can also be organised in the companies concerned, in consultation with local personnel representative bodies. These bodies will have more precise information on jobs in order to plan ahead for the challenges of functional and geographical mobility.

Where an employee holds a mandate as a personnel representative, that employee's agreement will be sought in the event of a transfer. Discussions will take place locally with the social partners concerned to examine the conditions for the exercise of the mandates to represent the personnel concerned.