



**FIFTH SUPPLEMENT DATED 9 FEBRUARY 2009
TO THE EURO MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS
DATED 7 OCTOBER 2008**

GDF SUEZ

*(incorporated with limited liability in the Republic of France)
as Issuer and as Guarantor in respect of Notes issued by Electrabel*

ELECTRABEL

*(incorporated as a société anonyme in the Kingdom of Belgium)
as Issuer*

€15,000,000,000 Euro Medium Term Note Programme

This fifth supplement (the “**Fifth Supplement**”) replaces the fourth supplement dated 4 February 2008 and approved by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) on 4 February 2009, and is supplemental to, and should be read in conjunction with, the Euro Medium Term Note Programme Base Prospectus dated 7 October 2008 (the “**Base Prospectus**”) and supplemented by the first supplement dated 25 November 2008 (the “**First Supplement**”), the second supplement dated 29 December 2008 (the “**Second Supplement**”) and the third supplement dated 20 January 2009 (the “**Third Supplement**”) prepared in relation to the € 15,000,000,000 Euro Medium Term Note Programme of GDF SUEZ and ELECTRABEL (the “**Programme**”). The Base Prospectus as supplemented constitutes 2 base prospectuses (one for each Issuer respectively) for the purpose of the Prospectus Directive and was approved in Luxembourg by the CSSF on 7 October 2008.

The Fifth Supplement constitutes a supplement to the Base Prospectus for the purpose of article 16 of the Prospectus Directive and of article 13 of the Luxembourg law on prospectuses for securities dated 10 July 2005 (the “**Luxembourg Law**”) which implements the Prospectus Directive into the law of the Grand-Duchy of Luxembourg.

Terms defined in the Base Prospectus have the same meaning when used in the Fifth Supplement.

Each of the Issuer and the Guarantor declares that, to its best knowledge and having taken all reasonable care to ensure that such is the case, the information contained in the Fifth Supplement for which it is responsible is in accordance with the facts and contains no omission likely to affect its import and each Issuer and the Guarantor accept responsibility accordingly.

To the extent applicable, and provided that the conditions of article 13.1 of the Prospectus Law are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Fifth Supplement is published, have the right according to article 13.2 of the Prospectus Law, to withdraw their acceptances within a time limit of two working days after the publication of this Fifth Supplement.

The Fifth Supplement has been prepared for the following purposes:

- (1) incorporation by reference as recent development of the press release “GDF SUEZ Fourth Quarter 2008”, published on February 2, 2009 (the “**February 2, 2009 Press Release**”);
- (2) incorporation by reference as recent development of the press release “GDF SUEZ Appointments”, published on January 23, 2009 (the “**January 23, 2009 Press Release**”);
- (3) incorporation by reference as recent development of the press release “GDF SUEZ completes the sale of its stake in SPE”, published on January 20, 2009 (the “**January 20, 2009 Press Release**”).

Save as disclosed in this Fifth Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus that could significantly and negatively affect the assessment of the Notes. To the extent that there is any inconsistency between (a) any statements in this Fifth Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, the statements in (a) above will prevail.

Copies of this Fifth Supplement are available on the website of the Luxembourg Stock Exchange (www.bourse.lu) and may be obtained, free of charge, at the offices of the Fiscal Agent and each Paying Agent set out at the end of the Euro Medium Term Note Programme Base Prospectus during normal business hours so long as any of the Notes are outstanding; and on the website of the GDF SUEZ (www.gdfsuez.com).

INCORPORATION BY REFERENCE

The following press releases are incorporated herein by reference :

- The February 2, 2009 Press Release,**
- The January 23, 2009 Press Release, and**
- The January 20, 2009 Press Release,**

Copies of these documents are available on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of GDF SUEZ (www.gdfsuez.com), and may be obtained, free of charge, at the offices of the Fiscal Agent and each Paying Agent set out at the end of the Base Prospectus during normal business hours so long as any of the Notes are outstanding.

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