

**TRIBUNAL
DE GRANDE
INSTANCE
DE PARIS**

ORDINANCE OF SUMMARY PROCEDURE

returned on November 21, 2006

**N° RG :
06159279**

by Bernard VALETTE, First Vice President with the Tribunal de Grande Instance of Paris, holding a public sitting of the Summary procedures by delegation of the President of the Court,

assisted by Katy CORREGE as Clerk of the court,

N° : L/FF

Assignment of:
November 15, 2006

APPLICANT

EUROPEAN WORK'S COUNCIL OF GAZ DE FRANCE

23, rue Philibert Delorme
75840 PARIS CEDEX 17

represented by Me Alain LEVY, lawyer at the bar of PARIS - P126

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DEFENDANTS

Company GAZ DE FRANCE SA

23, rue Philibert Delorme
75840 PARIS CEDEX 17

Mr Jean François CIRELLI in the quality of President of the Work's council European of Gaz of France and Chairman of the board of Gas of France SA

23, rue Philibert Delorme
75840 PARIS CEDEX 17

Mr Yves COLLIUO in the quality of temporary President of the Work's council European of Gaz of France

23, rue Philibert Delorme
75840 PARIS CEDEX 17

**Executory copies
delivered:**

represented by Me Gilles RAM, lawyer at the bar of PARIS - J 007

DEBATES

With the audience of 16 Novembre 2006 chaired by Bernard VALETTE, First Vice-president, behavior publicly

As President,

Having heard the parties or their councils,

OBJECT OF THE LITIGATION

By act of the bailiff of justice delivered on November 15, 2006, the European Work's council of Gaz of France assigned in summary procedure at the hour indicated Gaz of France, Mr. CIRELLI in the quality of president of the European Work's council of Gaz of France and chairman of the board of Gaz of France SA, and Mr. COLLIOU in the quality of temporary president of the European Work's council of Gaz of France for purposes to see:

- to note that the staff representatives sitting on the European Work's council of Gaz of France do not have to date sufficient information to allow them to give an informed opinion on the contents of the project of fusion GAZ DE FRANCE - SUEZ and its consequences for the company and its personnel;

- to say and judge that the insufficiency of the information transmitted to the work's council, because of the absence of answers by the Gaz direction of France to the questions put to it by the representatives of the personnel during the meeting of the authority of November 15, 2006, of the absence of precise documents about the consequences to employment as a result of the project of fusion but also taking into account the fact that the members of the committee must be in possession of the report/ratio of the experts appointed relating to an evaluation of the consequences of the fusion on activities and/or services in order to be able to give an opinion, constitutes a manifestly illicit disorder that it is necessary to make cease;

Consequently,

- to order to the president of the European Work's council of Gaz of France and possibly to the temporary president, in agreement with the secretary of the organization to convene the whole of the representatives of the personnel sitting on the committee with a new meeting of consultation which will have to be held at the beginning of December 2006 after the staff representatives were recipients and could have a sufficient time to examine:

* answers written and translated in the language of each member of the authority to the whole of the questions put to the Gas direction of France;

* the report/ratio of the experts SYNDEX and IDEFORCE appointed during the meeting on November 15, 2006;

* the precise documents on the consequences as regarding employment in the project of fusion;

- order he carryforward of the board of directors of Gaz of France SA envisaged on November 22, 2006 as long as the European Work's council will not have been validly and regularly informed and will have been consulted on the aforementioned project and its consequences for the future of the company and sound its personeel and this, under obligation of 100.000 euros per noted infringement;

- to restrain Gaz of France LIMITED COMPANY from taking any decision relative to the project of fusion between Gaz of France and Suez as long as the European Works council of Gaz of France has not been validly and regularly informed and not consulted on the aforementioned project and its consequences for the future of the company and his(her) staff and it, under 100.000-euro penalty by noticed malpractice;

- Reserve to the judge in chambers the power to liquidate the penalty;

- to condemn the Company Gas of France SA to pay to him the sum of 7.500 euros in accordance with article 700 of the new Code of civil procedure like to the entireties of the costs;

- to say that the decision to intervene will be immediately executory.

Under the terms of their conclusions taken on November 16, 2006, Gaz of France SA, Mr. CIRELLI in the quality of president of the Work's council European of Gaz of France and chairman of the board of Gaz of France SA, and Mr. COLLIOU in the quality of temporary president of the Work's council European of Gaz of France ask that in the absence of manifestly illicit confusion that judgement take place in emergency proceeding as there is no imminent damage and to refuse as a consequence the European Factory committee of Gas of France of all demands;

The defendants denounce the persistence of a radical refusal of the project being translated by a judicial appeal aimed at blocking the process of fusion GDF-SUEZ, which appeared during the meeting of consultation of May 31, 2006;

They make the point that the consultation engaged by Gaz of France, although falling under various rules with distinct purposes, presents a complete and transparent character;

The defendants stress that the elected members of the European Work's council have since November 2 2006 the same elements of information as the French elected members. They object that the elements of information regarded as missing are actually known to the members elected as their experts and European Work's council, on the basis of a continuous process of information and consultation engaged in since March 2006;

For these reasons, they consider that the refusal to give an opinion on behalf of the members elected in European Work's council during the meeting held on November 15, 2006 is not likely to give in cause for delay and that the process of consultation on the project of Gaz fusion of France - Suez will indeed be concluded according to schedule;

ON CE

Since the details paid emerging from the debates following the announcement made February 25th, 2006 by the Prime Minister of a project of fusion between GAZ OF FRANCE and SUEZ, the European Works council of Gaz of France met on March 23rd and May 31st, 2006 to be informed and consulted on the principle of this operation of fusion; that during this second meeting the members of the European Works council asked for the communication of the documents of the works of the expert of the Central committee of the Company of Gaz of France (CSC of the CMP) on the file " project of fusion Gaz of France/Suez ", as well as the results of the experts in the companies(societies) of the group, which documents must be translated in the languages of the European Works council;

That in addition, they reserved the possibility, according to the results of the works of the expert at the Central Committee of Company, to make complementary requests and to carry out their own expertise in order to deepen the document both in France and in the subsidiary companies to forge an opinion;

That the temporary president of the European Work's council of Gaz of France proposed, by e-mail on October 20, 2006, with the signature of the secretary the registration ordering an extraordinary meeting of the Committee envisaged for November 7, 2006 the question of the consultation of the committee about the methods and the contents of the fusion, and its consequences on employment; that this e-mail was answered on October 23, 2006 that it could not answer this request, while at the same time it was not informed of the documents which Management was to transmit to the members; that on October 24, 2006, the temporary president forwarded to him the documents whose list of objections addressed by the European Commission and the proposals for remedies made by the companies and indicated that the file of information will be supplemented for the meeting on November 7, 2006; that following this transmission, the secretary of the committee agreed to sign the agenda; that however noting that as of the date of October 31 2006 no complementary file had been transmitted, he asked the carryforward of the meeting; that it was followed from there between it and the temporary president of the Work's council European an exchange of e-mails on the too short times to make it possible to the members of the committee to usefully take note documents intended for their information, the temporary president ultimately decided to defer the meeting of consultation of the committee to the 15 november 2006;

Since it is under these conditions that, during this meeting the members of the European Work's council of Gaz of France adopted a resolution at the end which they denounced the obvious insufficiency of information on the consequences on employment by the project of Gaz fusion of France - Suez, and in particular on the major financial risk and its consequences which could exist for the workforce of the two groups; that they requested additional information on the possible consequences of these steppings of perimeters of activities between the two companies such as one can note it in Italy between the 2460 employees at COFATHEC and the 800 employees at ELTO, an Italian subsidiary company of the SUEZ Company; that they decided to carry out an expertise to this end and indicated Cabinets SYNDEX and IDEFORCE whose report will have to be submitted by Gaz of France of the completeness of the necessary documents of the expertise; that they consequently refused to give an opinion and requested from the direction to arrange a new meeting of consultation which will be able to intervene once the required answers will have been communicated in their language to the whole of the staff representatives and that those will have been recipients of the report/ratio of Cabinets SYNDEX and IDEFORCE;

Since it must be noted that article 5-4 of the agreement on the European Work's council of Gaz of France expects that, within the framework of competences of the CEE, the employee representatives can decide, at their initiative and by majority to make carry out an expertise questions coming under the domains of consultation of the CEE;

Since it is not shown any abuse of process to the European Work's council in the exercise of this prerogative taking into account the importance to the project and of its consequences, whereas it is denounced not without reason of lateness and the incomplete character of the information which was provided to it by Gaz of France in particular while not taking sufficiently into account the European dimension of the project of it; that in this respect the information to the European Work's council of Gaz of France could not be completely identical to that given with the CSC of the CMP;

That to validly give an opinion, on the litigious project it is thus necessary that the European Work's council has the report/ratio which must be drawn up by SYNDEX and IDEFORCE;

Waited on the other information demanded by the European Works council, that he must be given act to GAS OF FRANCE where the audit of the central services is always in progress and expected to place no report;

Waited until as regards the request relating to the "Business Plan / businesses and medium-term plans of financing for GDF-SUEZ and the new group", it is objected to by Gaz of France that these documents as is do not exist; that there is not any element in addition making it possible to establish the credibility of the documents requested by the European Work's council; that the formed request of this chief cannot be accommodated;

That the expected conclusions regarding the 20 building sites appear that to be only produced in one comparative study of the Gas statutes of France/Suez which were transmitted to the Work's council European; that the request appears premature;

Since the request relating to the group accounts and consolidated balance-sheet of January 1, 2006, which is not seriously discussed, must be allowed;

Waited on the insufficiency of information concerning the parity and the exceptional dividend, it is answered in a relevant way by Gaz of France that until the project of Treaty Merger is transmitted to the members of the European Work's council comprises precise information on the parity and the question of exceptional dividend; that they are the only known Gaz elements of France and that there is not any reason to modify the parity; that the objection thus advanced by the European Work's council does not appear founded and must be isolated ;

Waited due to the incomplete character of information relating to the social consequences of the project of fusion in particular on employment and manpower, it must be considered that being a question of a complex project spread out in time, the members of the European Work's council have been provided with sufficient information since the draft agreement between the two groups expressly provides that no lay-off connected with the fusion will occur on the initiative of the future group; that the request is thus not justified;

Since it is advisable for GAZ DE FRANCE to bring the answers written and translated in the language of each member to the whole of the questions which were asked to him;

Since it ensues from what has just been exposed that the procedure of information and consultation of the European Work's council on the project of Gaz fusion of France/Suez, which was not led and respecting the rights of the committee, is not completed;

That it is appropriate consequently to order the president of the European Work's council or for his substitute to convene an extraordinary meeting of the European Work's council of Gaz of France under a 10 days deadline as from the deposit of the expert report of Cabinets SYNDEX and IDEFORCE, during which it will be collected the opinion of the committee on the project of fusion GAZ of France - Suez;

Since the solution of the litigation necessarily leads to the carryforward of the board of directors of Gaz of France SA envisaged on November 22, 2006 as long as the European Work's council has not given its opinion on the project;

Gaz of France SA may not take any decision relating to the project before the opinion of the European Work's council has been collected;

Since GAS OF FRANCE which succumbs must be condemned for the expenses as well as has to give the committee the sum of 7.500-euro on the basis of article 700 of the new Code of civil procedure;

Since it appears necessary to order that the execution of the decision take place immediately;

BY THESE REASONS

Ruling by provision at the clerk's office, in the first resort, by contradictory ordinance,

LET US SAY that the procedure of information and consultation of the European Work's council of Gaz of France on the project of fusion GAZ DE FRANCE - SUEZ is not completed;

Consequently,

LET US ORDER with the president of the European Work's council of Gaz of France and failing this to the temporary president to convene an extraordinary meeting of the European Work's council of Gaz of France under a 10 days deadline as from the deposit of the expert report of Cabinets SYNDEX and IDEFORCE during which it will be collected the opinion of the committee on the project of fusion GAZ DE FRANCE - SUEZ;

ORDERS GAZ DE FRANCE to communicate to the members of the European Work's council the group accounts and consolidated balance-sheet of opening to the 1e January 2006;

LET US ORDER with GAZ of FRANCE to bring the answers written and translated in the language of each member to the whole of the questions which were asked to him;

LET US ORDER the carryforward of the board of directors Gaz of France SA fixed on November 22, 2006 having for agenda "Project of Gaz fusion of France, including its consequences on employment", as long as the European Work's council will not have delivered his opinion on the aforementioned project, and this under obligation of 100.000 euros in the event of noted infringement;

LET US FORBID GAZ DE FRANCE SA to make any decision relating to the project of fusion Gaz de France - Suez as long as the European Work's council will not have delivered its opinion on the aforementioned project, and this under obligation of 100.000 euros in the event of noted infringement:

LET US RESERVE to the judge summary procedures the capacity to liquidate the aforementioned obligations;

LET US CONDEMN the Company GAZ of FRANCE SA to paying the entirety of all costs incurred by the European Work's council of Gaz of France the sum of 7.500 euros in accordance with article 700 of the new Code of civil procedure;

LET US ORDER the execution of the decision immediately.

Made in Paris on **November 21, 2006**

The Clerk,

The President,



Katy CORREGE

Bernard VALETTE

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