

2013, A YEAR IN ENERGY SERVICES

Communities - Services - Housing - Industry - Infrastructures



PROFILE

The 90,000 employees of Cofely GDF SUEZ, located among their customers in nearly 40 countries, devote their skills daily in service to energy efficiency.

Cofely has been at grips with the energy and environmental concerns of business and public authorities for decades, offering technical, innovative, and custom-tailored solutions to their customers' needs, guaranteeing them optimised, reliable use of energy resources.

As integrator of custom-tailored, technical, local, and "smart & green" solutions, Cofely offers to its customers:

REDUCED ENERGY BILLS

ESTABLISHED
TECHNICAL
EXPERTISE

SMART MONITORING

PLANS

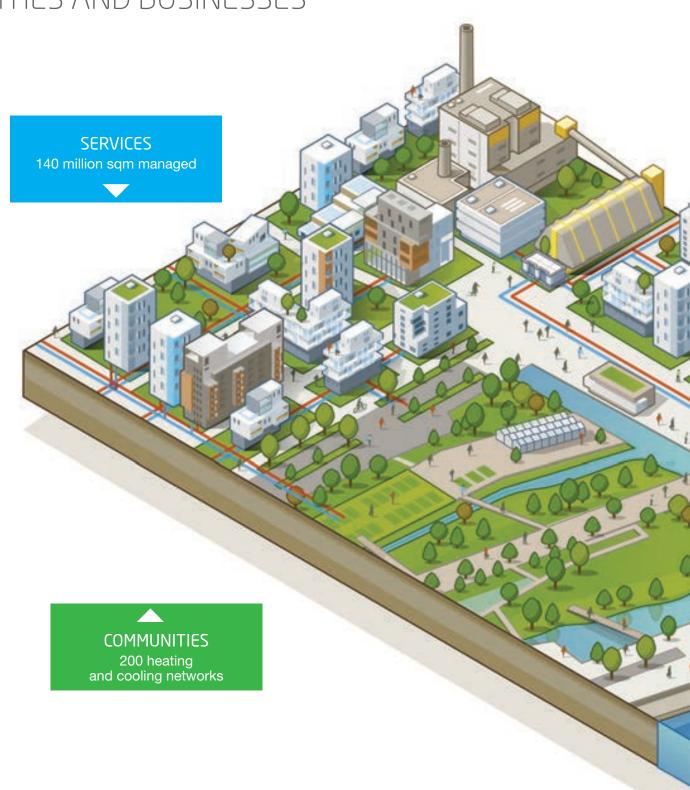
LONG-TERM Partnerships EXTENDED COMMITMENT

CONVENIENCE

ACTIONS

RENEWABLE

SERVING GREEN GROWTH FOR CITIES AND BUSINESSES



14.7 billion

in revenues

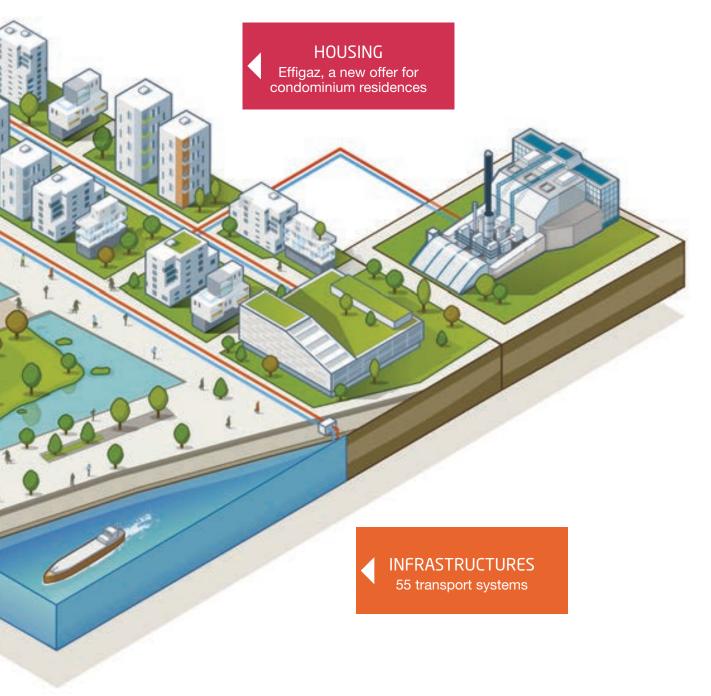
100,000

public and private customers

500,000 sqm

datacentres managed in Europe

INDUSTRY
60,000 industrial
and services companies







Today, at the start of the 21st century, the energy sector is undergoing a tremendous upheaval. Naturally, it corresponds to new requirements in developing countries on a global scale, with, in particular, the need to respond to growing urbanization, and a new energy world that is taking place where consumers – and territories - are becoming players on the energy scene. This means the emergence of small, distributed energy-production systems that are located closer to where they are needed, and the convergence of energy and new information technologies, with, for instance, the development of smart grids - considerably changing the way networks are run and managed together with new customer expectations.

This upheaval means that we have to reinvent an energy business model, while harmoniously reconciling three major challenges: competitiveness, security of supply, and the protection



of the environment for future generations. Our Group's ambition is to be the company that anticipates and supports this energy land-scape transition, which is helping to build a new energy world – a world that is no longer production-focused but user-focused, placing greater emphasis on distributed and renewable energy, promoting greater energy efficiency, and reducing energy poverty. That is the challenge of the energy transition, which GDF SUEZ intends to lead in Europe.

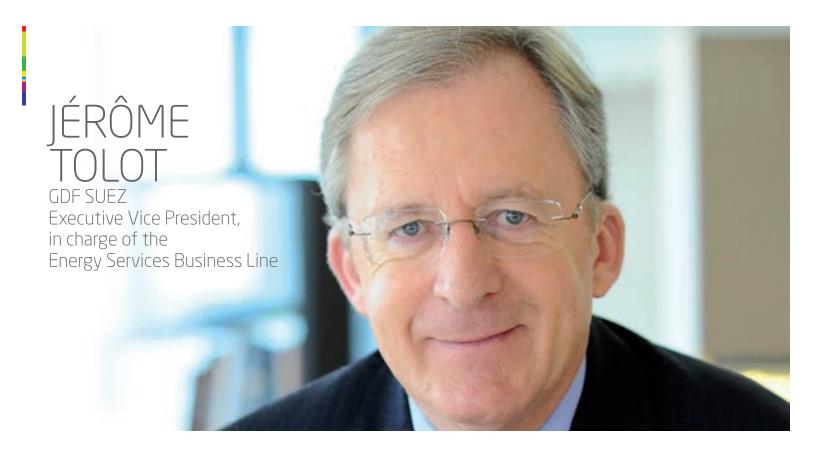
Every day, Cofely delivers that ambition and imperative to our BtoB customers in nearly 40 countries. We are experts in energy efficiency for companies, local authorities and the tertiary sector. We are meeting the new needs of towns and cities (mobility with tramway management, low-energy-consuming lighting, and heating and cooling networks). We are preparing the future by developing tools to

enable our customers to better monitor and manage their facilities, and are giving special importance to new technologies.

Our customers have new requirements, based on a commitment to results, an overall approach, and a whole range of services that we have to be able to integrate: that is the energy promise delivered by the Cofely teams.

Gérard Mestrallet

GDF SUEZ Chairman and Chief Executive Officer



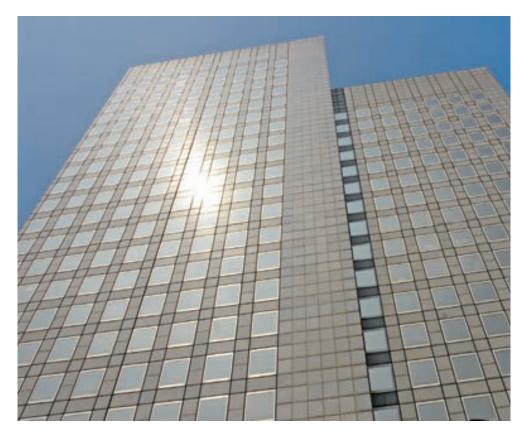
EDITORIAL

2013 was a good year for Cofely companies.

Our operating income reached €705 million, up 7% from 2012, a remarkable performance given the fact that more than 90% of our activity, €14.7 billion in total, is still carried out in Europe.

We should also note the continuous improvement in our safety indicators, with the Energy Services Business Line's average frequency rate at 5.5, down by 6% compared with 2012.

We started the year 2014 with a most satisfactory order book. Engineering orders grew by 15% in 2013 and installation orders by 11%. The net growth in the services activities portfolio exceeded €240 million in 2013, compared with €150 million in 2012. We had several excellent commercial successes, such as energy performance contracts in Milan, Louvain, and Parla (Spain), public lighting contracts, particularly in Lille, as well as installation contracts for the ITER international energy research center in France and for offshore wind-farm platforms in the North Sea. In addition to that, there were



90,000 employees in nearly 40 countries*

15 billion euros in revenues*

* After acquisition of Balfour Beatty Workplace.

multi-technical service contracts for Renault and for a large shopping mall in Dubai, a facility management contract for Kuehne & Nagel at a European base, together with developments in heating and cooling networks, in nuclear maintenance, and in engineering. Those significant orders are just the tip of the iceberg of the numerous contracts obtained by our local Cofely teams.

We also continued to grow externally, acquiring companies in Brazil, Australia and Poland, with a special mention for the Balfour Beatty Workplace acquisition in the UK, which has enabled us there, after the merger with Cofely UK, to become a company of 11,000 employees and with revenues of more than €900 million.

2014 is shaping up well and, more than ever, Cofely GDF SUEZ, with its 90,000 employees and a presence in nearly 40 countries, is central to the ambition of our Group, GDF SUEZ, to be a benchmark player in the energy transition.

COFELY GDF SUEZ IN KEY FIGURES



90,000

employees around the world



200

urban heating and cooling networks operated throughout the world



light points managed in France

A PRESENCE IN NEARLY 40 COUNTRIES



ALGERIA
AUSTRALIA
AUSTRIA
BELGIUM
BRAZIL
CANADA
CHILE
CHINA
CZECH REPUBLIC
FRANCE
FRENCH GUYANA
FRENCH POLYNESIA
GERMANY

HUNGARY
ITALY
LUXEMBOURG
MALAYSIA
MOROCCO
NEW CALEDONIA
NORWAY
PHILIPPINES
POLAND
PORTUGAL
REUNION ISLAND
ROMANIA

RUSSIA
SINGAPORE
SLOVAKIA
SPAIN
SWITZERLAND
THAILAND
THE NETHERLANDS
TUNISIA
UNITED ARAB EMIRATES
UNITED KINGDOM
UNITED STATES
VANUATU
WALLIS AND FUTUNA

4

acquisitions in Australia, Brazil, Poland and United Kingdom 20%

average energy savings with performance agreements

1.3 million hours of training

1 million

housing units equivalent supplied with heat in France

250

hospitals operated in France

500,000 sqm

of datacentres managed in Europe

2.6_{TWh}

of biomass-fuelled heat in Europe, with 300 boiler plants in France 2,380

work-study contracts



2.3 million

tonnes of CO₂ eliminated by Cofely in France





COMMUNITIES I P.1.2



SERVICES | P.18



HOUSING I P24



MDLISTRY I P28



INFRASTRUCTURES | P32





oday, urban development is conceived in dialogue with city dwellers at the agglomeration and neighbouring communities levels. This is a new vision of the city, more dynamic and more social. Energy efficiency is one of the tools available to local communities committed to promoting sustainability. Cofely comes to their aid first by performing a diagnosis then identifying custom-tailored solutions and setting out long-term results that are guaranteed contractually and economically. Progress is achieved through production pooling and the introduction of renewable energy, investments in insulation, establishment of consumption monitoring, and providing information to users. At the city or eco-district level, heating and cooling networks combine the goals of energy performance with urban ecology. In compliance with territorial climate-energy plans, Cofely produces for the supply of its networks a low-carbon primary energy, thanks to biomass, solar, geothermal, and waste to energy recovery. For special-purpose buildings such as museums, theatres, sports and swimming complexes, Cofely develops special-purpose services based on amenities of quality that ensure safety, acoustical and thermal well-being, and the quality of ambient air and water.

Belgium

Leuven

Innovative technologies serving energy efficiency



Leuven seeks to achieve carbon neutrality by 2030 and has chosen Cofely Services to help improve its energy performance.

Through a 15-year contract, Cofely Services is responsible for technical and energy management of 40 public buildings, including the City Hall, the M Museum and the Municipal Theatre. Innovative technologies have been implemented to ensure these buildings' optimal

energy performance through daily monitoring and regulating their efficiency. With the support of sister companies Cofely Axima and Cofely Fabricom, Cofely Services teams also meet the challenge of working on buildings of different eras. Germany

Oberndorf

Decentralised production and renewable energy for a sustainable school



In southwest Germany, Cofely has concluded an energy performance contract with the city of Oberndorf for the city's schools.

The overall solution combines a new in-house heating system and heating and lighting facilities improvements for seven buildings, including the installation in the secondary school of a wood-burning boiler and cogeneration plant, and centralised control and monitoring of the city's consumption. In addition, during the contract's 12-year period, close to 9,000 tonnes of greenhouse gases will be eliminated.



Spain

Parla, metropolitan Madrid

More energy-efficient municipalities

After the city of Torrejón de Velasco, the cities of Parla, Alcalá de Henares, Morale-ja de Enmedio and Valdemoro have signed 15-year contracts with Cofely to modernize thermal and electrical facilities in several municipal buildings, as well as public lighting (including traffic lights for some). At Parla, for example, expected energy savings for public lighting amount to close to 40% and more than 6% for building electricity consumption. At the same time, these energy savings result in a reduced environmental footprint.





France

Lille

When energy efficiency rhymes with illumination

Cofely Ineo is designing and implementing the urban lighting plan for the city of Lille and neighbouring communities to enhance the area's atractiveness, respect its biodiversity and improve energy efficiency and quality of life. This six-year contract covering 26,000 lights includes public lighting and long-term spotlighting of monuments and buildings, holiday season lighting, and stadium lighting. It will lead to energy consumption savings of 21%.



France and Italy

Heating and cooling networks

Serving sustainable cities

Cofely will be building a 47-kilometre urban heating network at Aosta for residential, municipal and office buildings. By combining a cogeneration plant, heat pump and energy storage, the new facility will enable customers to reduce their energy bill by as much as 30% and reduce CO₂ emissions by 30,000 tonnes.

In the Paris region, lvry-sur-Seine is also acquiring a new heating network designed by Cofely Réseaux, CPCU and Soccram. The "Port Centre" neighbourhood, where redevelopment is in full swing, will therefore benefit from more than 50% heat produced from renewable energy sources.

The city of Saint-Dizier in eastern France has also selected a Cofely Services solution for more ecological heating. A new wood-fired boiler plant means a 15% reduction in the energy bill and greenhouse gas emissions.

In Paris, expansion of the Climespace cooling network continues. An agreement was signed with the French National Library for the construction of a new generating plant in connection with the Bercy district development. Italy

Milan

550 buildings consuming less energy

Cofely was awarded energy services management for one of Italy's largest cities.

Five hundred and fifty museums, theatres, places of worship, offices and schools are involved in this energy efficiency contract. For some fifty of them, the work entails improving energy performance. The 7-year contract will enable the capital of Lombardy to reduce its energy bill by 6% and its CO₂ emissions by 5,500 tonnes.



Poland

Urban networks

Opening in the heating networks market

Cofely has acquired the heating networks of E.On Sverige AB in Poland. These networks, located in the cities of Slupsk, Zlotow, Koszalin, Ostrow Wielkopolski and Ustka, have achieved operating efficiency levels placing them in the top rank of their Polish and European counterparts. This acquisition marks a breakthrough in the development of district networks in the Polish market and opens the door to cooperation with local jurisdictions and public services. It also offers the promise of other developments in energy services and public/private partnerships in the country.





United Kingdom

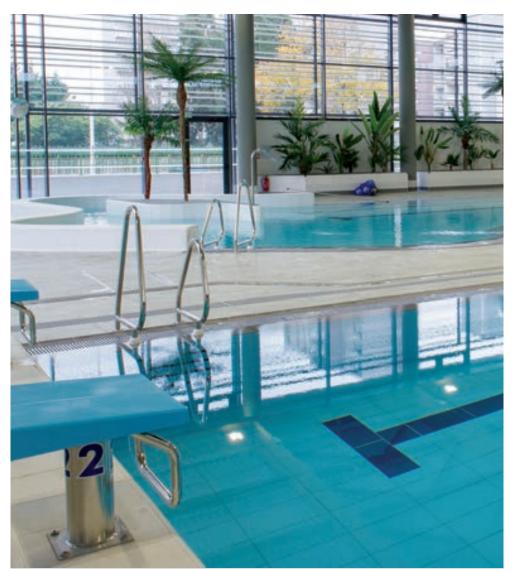
London

Serving the energy vision of elected officials

ExCel, the London Exhibition and Convention Centre, sold its energy centre to Cofely and awarded it a 40-year contract to supply its heat, chilled water and electricity. Cofely will modernize the energy production centre that, when in full service, will link up with the urban heating and cooling network serving the Queen Elizabeth Olympic park and the city of Stratford. The objective is to complement urban sustainable development projects in the east of London and provide the consumer a low-carbon heating solution.

Metz

Reducing swimming pool energy consumption



In connection with its proactive policy to improve energy efficiency, the city of Metz has signed an energy performance contract with Cofely Services for its four municipal swimming pools. The innovative formula includes the design and performance of thermal modernization work, bringing the

facilities into regulatory compliance, and facility operation and maintenance for eight years. The contract for the four swimming pools will lead to a 30% reduction in energy consumption and greenhouse gas emissions.

The Netherlands

Groningen

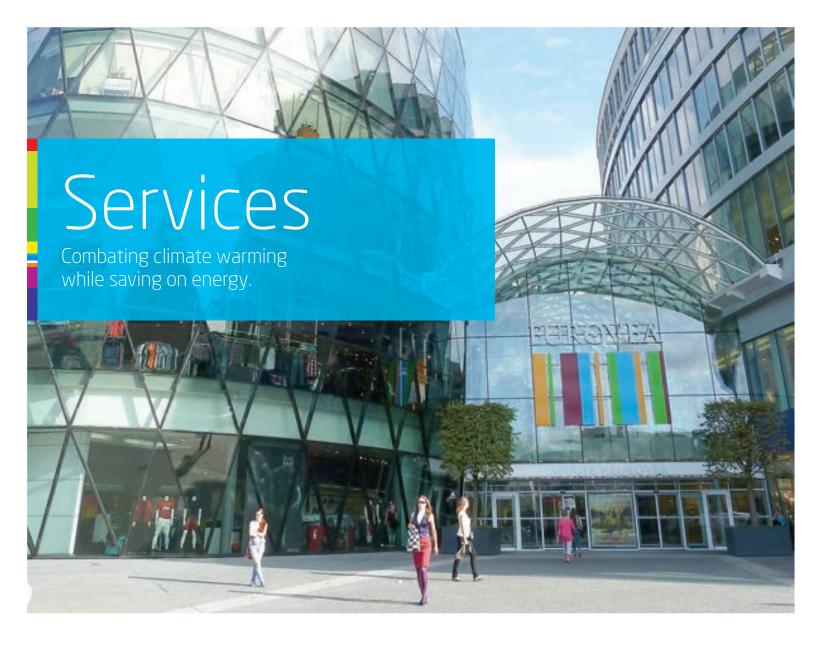
Sustainable renovation for a high-performance sports centre



In the Netherlands, Cofely and the Kardinge sports centre at Groningen have joined to carry out the centre's extension and sustainable renovation. The objective is to reduce energy consumption and CO₂ emissions by 50%. For example, Cofely is installing a biomass facility, solar panels and LED lighting. On the basis of Cofely's experience and skills in development and sustainable management of this type of facility, the municipality of Groningen wants the Kardinge site to become an example for other sports complexes.

Sportoase: the 10,000,000th visitor

In Belgium, Sportoase, the specialty subsidiary of Cofely Services, has already opened seven aquatics complexes with an innovative solution that provides financing, design, construction, operation and maintenance of sustainable sports facilities.



o reduce the energy consumption of buildings in Europe by 20% by 2020, and by 38% in France for public buildings, governments and private investors are facing a considerable challenge.

Governments have a model role to play while private investors look to enhance the value of their assets and increase their assets' attractiveness, among others with HQE® Operation, BREEAM, LEED certifications. As a major player in the multi-technical and multi-services management market, Cofely is developing highly innovative solutions to reduce consumption, optimise the use and cost of buildings through public/private partnerships (PPP). On the private side, its offers are part of a green

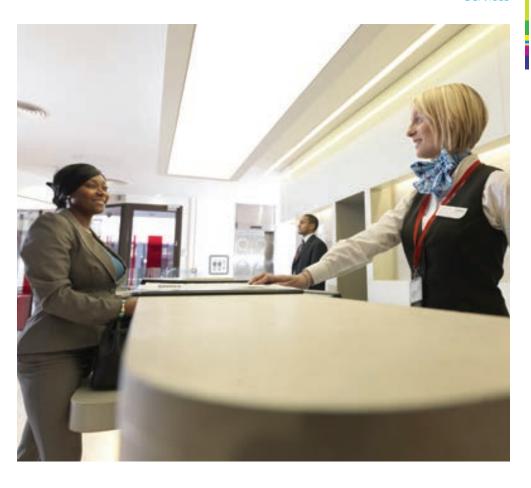
management approach. Some of the solutions proposed consist in increasing the building's intrinsic qualities while others aim to optimise flows and resources. Cofely also supports users by awareness enhancement actions. In Facility Management, Cofely ensures energy-related services and coordinates cleaning and custodial services, etc. For datacentres and highly technical buildings, specialised teams ensure the production of "useful", secured and smoothed out electricity and propose solutions for making sites greener.

"Green" is a value enhancer for exemplary buildings. United Kingdom

Acquisition

Balfour Beatty Workplace integrated Cofely

To create a prime offer of services in the United Kingdom, Cofely has acquired the Facility Management specialist Balfour Beatty Workplace with its 9,000 employees. This acquisition enables Cofely UK offer its customers a full line of innovative solutions to contribute to the sustainable development of cities and to industrial and office sites performance. It strengthens the company's position in energy services and gives it additional resources to offer a full line of expertise, from energy efficiency services to business process outsourcing, including technical maintenance and operations.





France

Safran Corporate University

Operational excellence closest to customers' expectations

Safran has decided to acquire an international training centre in the Paris region (Ile de France) and delegate its entire management to Cofely Services. This global Facility Management contract includes a campus with business centre, a five-star hotel with high-end restaurant and fitness spaces and an auditorium. The various kinds of expertise needed, from operating technical facilities to supervising all services, reinforce each other to meet customers' needs.

Germany

Starbucks

Extension of a "win-win" contract

After collaboration begun in 2010, Starbucks decided to award Cofely technical management of its 160 shops in Germany. Convinced by the reactivity and efficiency of Cofely teams, the largest multinational chain of cafés also extended the Cofely services contract to optimise maintenance of its premises and facilities.



France

Carcassonne

A sustainable, upgradable hospital centre



In Carcassonne, the reconstruction of Antoine Gayraud hospital on a new site is a major project combining optimisation of patient and medical staff safety, installation of cutting edge technologies, and rea-

lisation of energy bill and carbon footprint efficiencies. The site employs 2,000 people, covers 53,000 m², and manages more than 500 beds. Cofely Axima and Cofely Ineo were awarded electrical installation as well as hea-

ting, ventilation, air conditioning and building management system consistent with the site's energy performance objectives.

Roissy

Aéroville, tomorrow's shopping mall



Aéroville, the brand new shopping centre built by Unibail-Rodamco in the Roissy-Charles de Gaulle airport zone, gained from the joint expertise of Cofely Axima and Cofely Ineo. The two companies installed the buildings' electrical facilities, façade lighting and the guidance system for all indoor and outdoor parking areas. The site's 100,000 m² are also equipped with a building management system to favour energy savings while ensuring visitors' well-being and safety.

Beaugrenelle, energy conservation

The Beaugrenelle centre that has just opened in Paris is limiting its energy consumption and environmental footprint thanks to its connection to the capital city's urban networks: CPCU for heating and Climespace for cooling.

Belgium, the Netherlands

Datacentres

Flexible and safety-assured



The "Agility Centre" that has just opened in the Créalys Park near Namur is now hosting its first customers. Under the best standards in terms of energy efficiency, it has benefitted from the joint expertise of teams from Cofely Axima, Cofely Fabricom, Cofely Services and Tractebel Engineering. This



datacentre is already connected to the main European data platforms and also has the advantage of an offer that can be modulated to customers' changing requirements.

For its part, Cofely Nederland has strengthened its development in IT by buying Enne Solutions. This company offers services of

Datacentre of the Year Prize

Cofely Germany has received the "International Datacentre & Cloud Prize" in the category New Datacentre of the Year. This prize, handed out in London, rewards the opening of two datacentres in Hamburg and Norderstedt.

cloud computing for datacentres. Cofely offers global technological solutions and has a longstanding experience in the design, construction and management of such centres both in the Netherlands and abroad.

Spain

Sergas

16 very efficient health centres

The Galicia public health institution has called upon Cofely to reduce its energy consumption. After studies and audits, an 8-year contract was signed for fifteen health centres and one hospital, the largest in the region. The programme includes renovation of the technical facilities, energy supply and equipment maintenance, with an objective of very high energy efficiency.

Singapore

OUB Centre

Optimise management without disturbing the occupants

In the heart of Singapore's business district, the city's highest skyscraper includes offices, shopping facilities and leisure spaces on nearly 80,000 m². Cofely South East Asia now assumes multi-technical management of this whilst supporting its customer in tracking energy consumption.



United Kingdom

Liverpool

Soft & hard services for the central library and archive



Cofely has received a 25-year technical installation and facilities management contract for the new Liverpool central library and archive. Cofely's experience in energy management for public facilities, and in

archive conservation, particularly at the British Library, was crucial in winning this project. The library has been open to the public since May. France

University of Le Havre

A less energy-hungry campus



The University of Le Havre is engaged in a sustainable development process in which it has signed a 10-year public procurement energy performance contract with Cofely Services, with the objective of reducing by 20% the energy consumption of the site's 65,000 m². The site is comprised of thirteen buildings and the contract includes energy supply and, mainly after the renovation of technical facilities, Cofely Services will manage the site under a forward-looking plan determined with the university – a global solution that will ensure campus longevity.

EFFINELYThe "Made in Cofely" energy performance contract

To meet the new challenges of its clients in France, Cofely Services has developed a "multi-flows" energy performance contract covering electricity, natural gas, networks, city water, and other fluids. Depending on its objectives, each customer chooses all or part of the services: including tracking and controlling energy performance, managing and procurement of fluids, designing and carrying out works (automatic systems, energy systems, construction), financial engineering, occupant awareness, and certifications. Plaza Défense, an office building in Paris, will be saving 20% on energy. Effinely is especially well suited to office complexes, clinics, movie and stage theatres, sports halls, hotels, etc.





A thermal improvement dynamic of buildings is under way.

ombating climate warming, extending the life of buildings, keeping costs under control, ensuring occupant comfort - these are decisive challenges for residential facilities that must reduce their energy consumption everywhere in Europe. With new thermal standards and tax incentives, a dynamic is under way. To help condominium and public housing owners, Cofely is developing a comprehensive offer based on a long-term energy and environmental performance commitment. After a diagnostic, energy improvement and optimisation actions are studied with the customer, followed by work on the structure, equipment changes, improved operation, renewable energy use, etc. In its energy performance contract, Cofely commits to energy savings and greenhouse gas emissions reduction guarantees. Users' behaviour is thus an important factor of success. When the average heating temperature is lowered by one degree in a home, the primary energy bill is reduced by 7%. Cofely is developing smart systems for measuring, monitoring and regulating consumption. The company empowers users by informing them of the results and developing awareness actions.

Poland

Cracow

First public-private partnership for university housing

Jagiellonian University, located in Cracow since the fourteenth century, is Poland's oldest and most prestigious university with more than 50,000 students. It has engaged Cofely in a partnership contract in association with Bouygues Construction. This public-private partnership (PPP) is a first in the university field in Poland and was signed in the presence of the Minister of Higher Education. It will modernise three student residences along with corresponding sports facilities. Cofely teams will operate and maintain the site for 25 years. Students will benefit from the first restored buildings in early 2015.





Belgium

Ghent

Extended life of 4,000 public lodgings

Nearly 4,000 housing units of the De Volkshaard company, one of Ghent's two main public housing companies, can now count on Cofely Services for maintenance, troubleshooting and repairs and any replacements of their heaters or water-heaters that may be needed. The teams will also take charge of the now-compulsory energy audit. This contract comes in addition to the 25,000 Flemish households that already benefit from comfortable heating thanks to Cofely Services.

Pas-de-Calais

Going beyond purely technical solutions for residents



Pas-de-Calais Habitat is the third leading public housing office in France, and it is engaged in several university programmes to develop more efficient initiatives in terms of energy savings, and thereby counter tenants' energy scarcity. For this customer, Cofely imagined instituting socio-technical support to study inhabitants' "real" energy behaviour. This experimental

approach, conducted with the support of CRIGEN, the GDF SUEZ research centre, complements technical audits and has led to innovative solutions that meet the expectations expressed by the property owner and its tenants, and improved the energy performance of 84 lodgings by 18%.

Italy

Vercelli

Improve building energy ratings



In Italy, Cofely's "housing system" solution uses a global energy performance contract to improve the efficiency of building heating systems and optimise energy consumption whilst ensuring maximum comfort for residents. The Via Tripoli 55 condominium in Vercelli (northern Italy) turned over its facilities to Cofely with the objective of cutting consumption by more than 50% in winter, and energy needs on the order of 65%. Cofely's action will change the building's energy class from G to C.

France

Châlons-en-Champagne

Biomass for housing

A biomass heating network stemming from a partnership between the towns of Châlons and Saint Memmie, and the company Renaissance Immobilière Châlonnaise (RIC), will supply nearly 1,000 low-income housing units and a school facility starting in March 2015. This project was awarded to Cofely Services. It will bring

the inhabitants an average 23% reduction in their heating bills and avoid an annual release of 2,000 tonnes of CO_2 into the atmosphere. Finally, between Argonne and Montagne de Reims the network will obtain its wood supply from within a 100 km radius – an appreciable support for the local wood industry.



Paris Habitat -Vaucluse Logement

Objective: Energy performance for residential housing



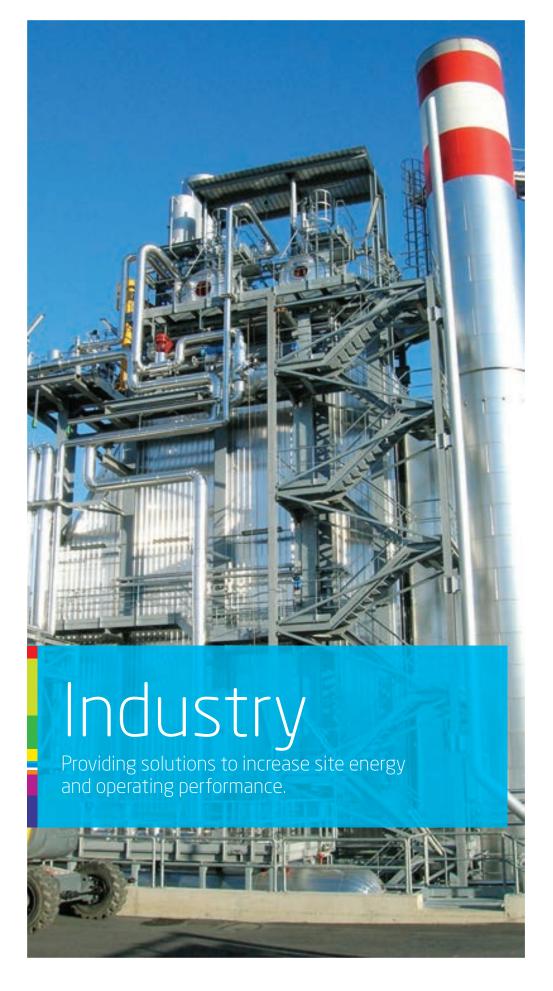
Residential buildings account for nearly 30% of energy consumption in France and are thus at the core of the challenges facing climate change. As traditional player in this sector, Cofely Services works with major property owners like Paris Habitat, which renewed its confidence in 2013 with energy management of some one hundred sites, or about 18,000 units. These contracts include an energy performance and a comfort level guarantee to tenants. Cofely Services solu-

tions are also suited to medium-size property owners: Vaucluse Logement has contracted with Cofely Services teams to provide global energy management for apartment buildings at 35 sites, the equivalent of 4,500 units.



Facility Management for the "Beach Tower" in Doha

Cofely Services is growing fast in the United Arab Emirates and Qatar, landing its first Facility Management contract in Qatar for the "Beach Tower", a complex of 240 apartments in a 117-metre skyscraper 34 storeys high.



n industry, the objectives are the same everywhere in Europe: to reduce the energy intensity of production and improve the energy efficiency of processing to win market shares. There is a winning choice for meeting this energy efficiency and environmental challenge. It means stepping up supply security, structuring energy systems, lowering consumption and improving production facilities. Conducted and measured at the local level, it lowers CO2 emissions at equal performance or better. When conducted with a partner like Cofely with an energy performance contract with guarantee of actual, sustained results, it becomes a source of added value for industries. In a pro-active approach, Cofely contributes what is often lacking for industrial concerns: a true systematised vision of what is happening from an energy standpoint across the entire production chain.

The onsite diagnostic provides an inventory and analysis of equipment, the choice of energies and energy consumption in order to propose customised solutions adapted to each entity, such as co-generation or the use of biomass. Cofely also acts at the core of processing by adapting its solutions to industries' flexibility needs.

ITER

At the heart of the world's most technical project



The International Thermonuclear Experimental Reactor project (ITER) being built in the Bouches du Rhône department of France aims to demonstrate the feasibility of a nuclear reactor using the fusion principle. Thirty-four countries are involved in this project: those of the European Union as well as India, Japan, China, Russia, South Korea and the United States. Fusion for Energy (F4E), the organisation that manages

the European Union's ITER contribution, has awarded a €530 million contract to the Franco-German consortium of Cofely Axima, Cofely Endel, Cofely Ineo and M+W Group.

The contract is for the design, installation and maintenance of the HVAC, electrical and mechanical facilities for the 13 buildings including the Tokamak complex that will enclose the reactor.

Brazil New "Eldorado" for energy services

Cofely do Brasil has acquired 51% of Emac, a Brazilian company specialised in the maintenance of air conditioning systems and multitechnical services, and will thus have a solid foundation for developing chiefly energy performance agreements or design and operating agreements that include financing (like Build, Operate, Transfer or BOT agreements) for commercial and industrial customers' air-conditioning systems.

Italy

Solvay

Cogeneration to lock in energy costs

Solvay has signed an energy services contract Cofely for its Spinetta Marengo production site, including management of a cogeneration facility held in ownership and the supply of steam and electricity **through an internal network.** The combined-cycle cogeneration plant will produce 311,000 tonnes of steam and 190,000 MWh of electricity per year.



Germany

Henkel

New missions for Cofely

Henkel's positive experience with Cofely was the decisive element for extending this contract. This new energy efficiency agreement capitalises on Cofely's know-how in energy management and the operation and maintenance of heating, ventilation, sanitation and cooling facilities as well as the management of building automatic control systems (more than 25,000 information points covering



some 650,000 m²). Henkel is thus ensuring enhanced optimisation of its head office energy consumption in Dusseldorf.

Spain

Senoble

Supporting the development of industrial companies

With its new production unit near Toledo, Senoble – one of Europe's leaders in dairy desserts and ultra-fresh products – will be doubling its production in Spain. For this new investment, Senoble has decided to award the contract for the site's production and supply of utilities to Cofely, which will take care of the investment, construction, operation and maintenance of the facilities, with a full guarantee for 15 years.

Belgium, Portugal

Aeronautics

Cutting energy consumption



As part of its industrial policy, SABCA set itself the goal of cutting its energy consumption by 10% on the site where the Falcon aircraft elements are built in Belgium. To reach this objective, the aeronautical manufacturer signed a contract with Cofely to operate the ventilation and air conditioning facilities. At the same time, the installation of new condensation heaters already cuts gas consumption by 40%.

This know-how in the aeronautical industry brought in new contracts in Portugal: four years of operation and maintenance of two new production sites for the Brazilian company Embraer, as well as maintenance of utilities and production line for OGMA.

France

Lacq platform

Biomass in the service of industrial dynamism



The design, construction and operation of a biomass cogeneration power plant by Cofely Services on the former gas extraction site of Lacq in southwest France is a real instrument of energy transition through a securitised energy mix integrating local and renewable resources in the service of the zone's industrial concerns.

With 160,000 tonnes of biomass per year, a part of which is collected in high mountain

areas, this plant will enhance the value of biomass resources that have hitherto been poorly exploited in the Pyrenees piedmont region, and will create about a hundred jobs.

With an investment of €56 million, this facility targets the production of 89 GWh of green electricity per year, or the power consumption of 13,000 people.

Institut Laue-Langevin

Greater safety for the reactor building

As a world leader in neutron sciences and techniques, the Institut Laue-Langevin has asked Cofely Endel to upgrade the safety and protection elements of the nuclear reactor building. This consists in installing new safeguard circuits, chiefly to resupply the pool. With this contract, ranging from design studies up to assembly and tests on site, Cofely Endel has positioned itself as a major player on the market of complementary safety assessments established after the Fukushima accident.



Sanofi

Expansion of European partnership

After a first framework agreement to construct production and energy distribution facilities, chiefly from renewable energies, for its sites in Europe and Turkey, Sanofi is upgrading its commitments in the area of corporate social responsibility, with the ambition of cutting its energy consumption by 20% by the year 2020. This expansion extends arrangements by five years in the United States, Canada, Mexico, Brazil, China and Singapore. All of Sanofi's professions – chemistry, pharmaceuticals, vaccines, biotechnologies and animal health – are covered, on more than a hundred sites.

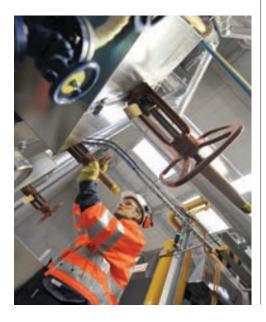
United Kingdom

Acquisition of Humber Utilities

Furnish optimised utilities

Cofely has acquired a utilities production company combining a gas cogeneration plant with an electricity capacity of 48 MW and more than 200 tonnes of steam, and a distribution grid supplying a major industrial zone near Grimsby. A custom-tailored "Optimise TM" tool has been installed for optimum management of energy consumption at the various user points.

Two new industrial firms – the Lenzing group, a world supplier of artificial fibres, and Bluestar Fibres, a precursor in oxidised carbon fibres – have just signed a long-term contract both for heat and electricity.

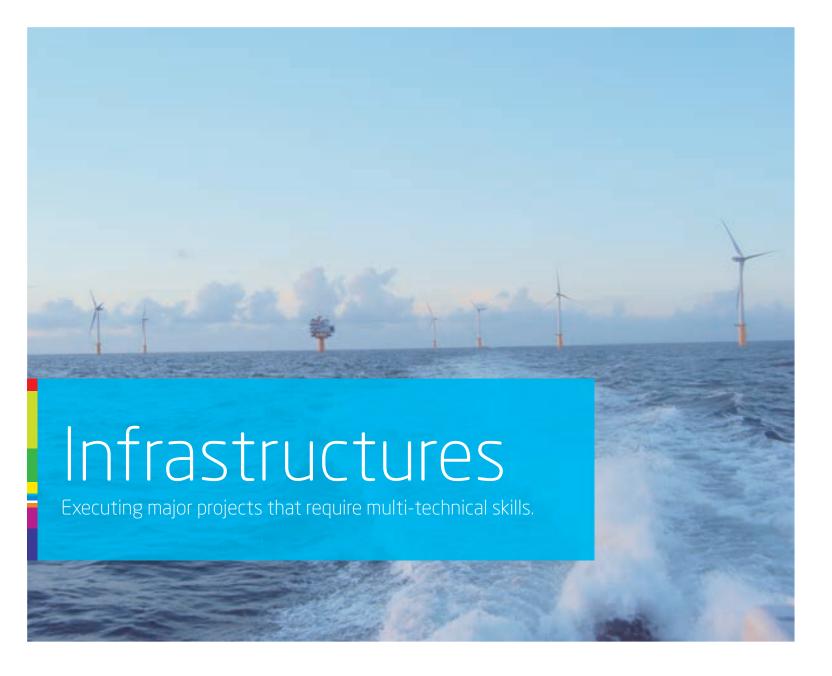


Benelux

General Electric

Approved Service Centre

Cofely Fabricom has been certified "Approved Service Centre" (ASC) by General Electric for all of Benelux for the maintenance, overhaul and upgrading of 250 instruments for customers active in Oil & Gas. This three-year industrial maintenance contract is a first at the international level and will be carried out by twelve designated, specifically trained employees.



odern infrastructures are indispensable to the development of regional governments and large operators. As these demands evolve toward greater complexity and greater integration of the sustainability dimension, Cofely is developing synergies between the skills of its installers and its telecommunications, digital and computer technologies technicians. These synergies enable it to address complex contracts by offering customers the benefit from not only facilities but also the systems tied to their uses. This utilitarian approach and the joining of complementary businesses allow Cofely to optimise structural works and offer performance guarantees. In passenger transport

infrastructures, trams or metros for metropolitan areas and for example high-speed lines for the rail sector, its teams combine design and worksite expertise with energy and telecommunications technologies. Whenever possible, reliance upon renewable energies and innovative systems reduce facilities' carbon footprint. Everywhere in Europe, Cofely acts in this manner in the communications, transport, and energy production and distribution infrastructure markets.

Ever more complex projects, integrating the sustainability dimension

Morocco

First high-speed train line

Serving economic and social development



Morocco's railway authority (Office National des Chemins de Fer - "ONCF") has chosen Cofely Ineo, in a grouping with Ansaldo STS, to design and install the railway signalling, telecommunications and the centralised control station for Morocco's

first high-speed train line between Tangiers and Kenitra (183 km). As a major integrator of rail signalling solutions, the company will deploy the equipment on line and install the electrical power supply and wire arteries. To organise and ensure transmission of know-how in partnership

with local industrial companies, its engineering office will carry out all execution plans for installing critical systems.

The entire system will allow the trains to travel at 320 km/h in complete safety.

France

SIAAP

A stronger, more secure electric grid

The "Inter-departmental syndicate for sewage of Paris agglomeration" (SIAAP) has once again chosen Cofely Ineo to help modernise and improve the safety of the Seine Amont wastewater treatment plant in the south of Paris. With more than

600,000 m³ of wastewater treated, this plant is the second largest sewage treatment site in the lle de France region. The plant's high-tension distribution network has been optimised to ensure the security of its electricity supply.



Orléans tramway and bus

Improving traveller information



After Dijon, Le Havre, Lille and others, the Orléans-Val de Loire urban community chose Cofely Ineo, through the "Transport organising authority," to enhance the dynamism of its mass transit system. The company will be designing and deploying the

"Traveller information and use assistance system" (SAEIV) that will optimise traffic management, inform travellers and improve access to the transit system.



Belgium

Alost

Smart parking guidance and sustainable mobility

The city of Alost in Flanders has asked Cofely Fabricom to construct an upgradable parking guidance system to make it easier to access the heart of the city. Based on a smart traffic management solution, the system will help motorists find available parking space more quickly in one of the city's five parking lots, and thereby cut CO₂ emissions. Cofely Fabricom is in charge of construction, outdoor installation of some twenty guidance screens, and their maintenance for three years.





USA

Washington DC national airport

Continuous baggage sorting service

Washington DC's national Ronald Reagan airport in Virginia hosts 44 airlines and nearly 20 million passengers each year. On the basis of its experience in airport techniques, for example in Boston, Birmingham-Shuttlesworth East or Louisville, and with its computer-assisted maintenance management (CAMM), Cofely Services conducts preventive

and corrective maintenance on incoming and outgoing baggage sorting systems as well as the embarkation passageways. Its teams are also responsible for managing the inventory of parts and consumables for these systems. This is a 24/7 service to guarantee uninterrupted customer operations.

The Netherlands

Duiven

First LNG service station

As a clean, quiet alternative to fuels like diesel, liquefied natural gas (LNG) is attracting more and more large transport companies, and chiefly those that manage major lorry fleets. Engines that run on LNG produce 95% fewer fine particulates than diesel. To help improve air quality, GDF SUEZ LNG Solutions has started up the first LNG fuelling station in the Netherlands. Cofely's LNG specialists contributed their expertise in the station's design and



construction and assure its operation, which includes the natural gas liquefaction, storage and distribution.



Belgium and the Netherlands

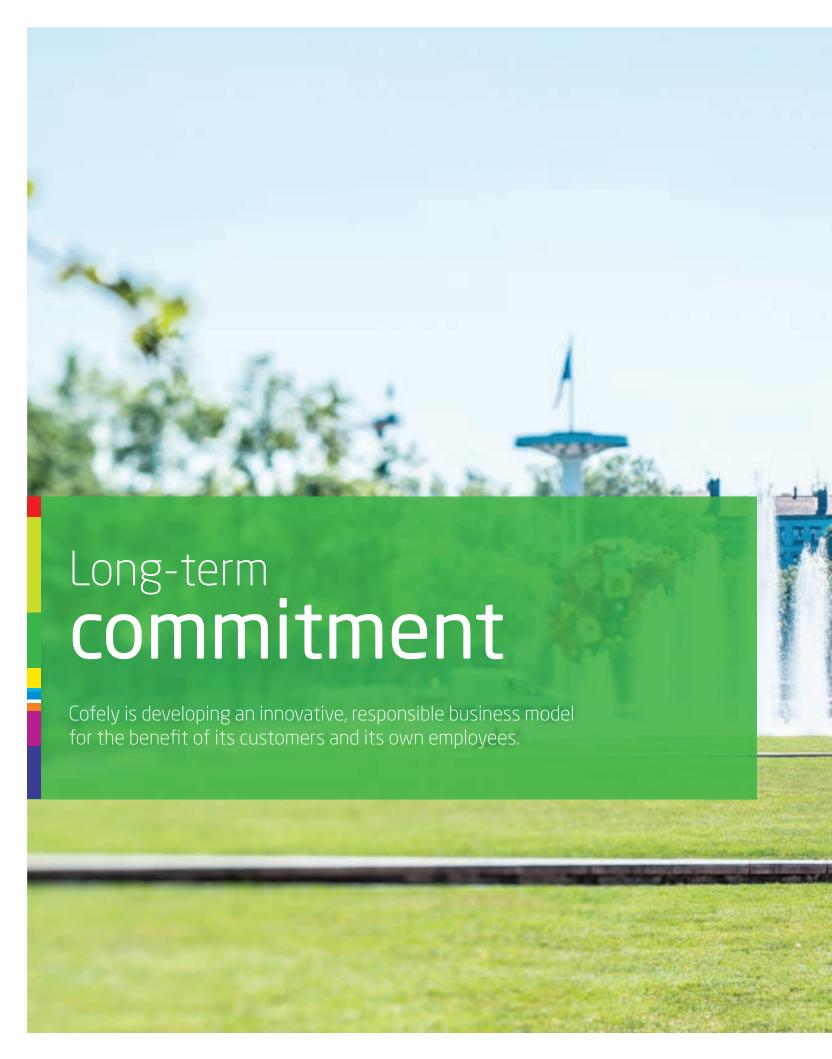
Offshore wind

New challenges and innovations

After construction of the modular "Offshore high-voltage substations" (OhvS) manufactured in Cofely Fabricom's shops and installed off the coasts of Germany, Belgium and the United Kingdom, Cofely Fabricom recently won its first contract in the Netherlands to build part of the offshore high-voltage substation that will transmit electricity to land from the Dutch Luchterduinen wind farm. The company is also involved in the Gemini project - the wind farm farthest from the coast ever built in the North Sea. When finished, this wind farm will supply 800,000 homes with green electricity. Cofely Fabricom was also asked to build a substation and 80 transition modules to be mounted on the turbines of the German Amrumbank West project, a 288 MW farm.

100 km

The length of the cable connecting the Gemini substation to the coast, the longest ever installed in the North Sea.





SMART I P.38

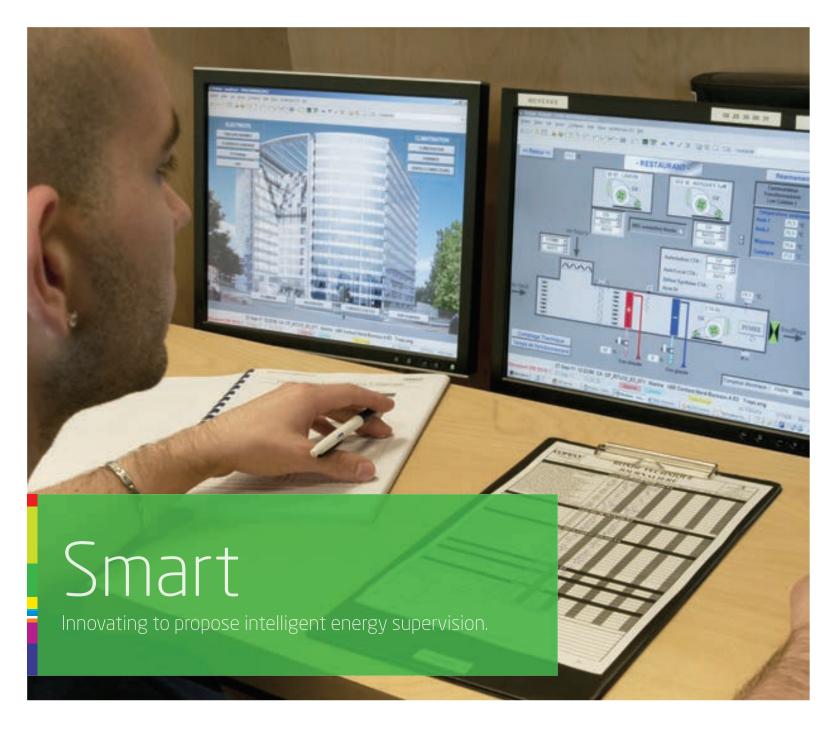


GREEN I P.42



PEOPLE | P.46





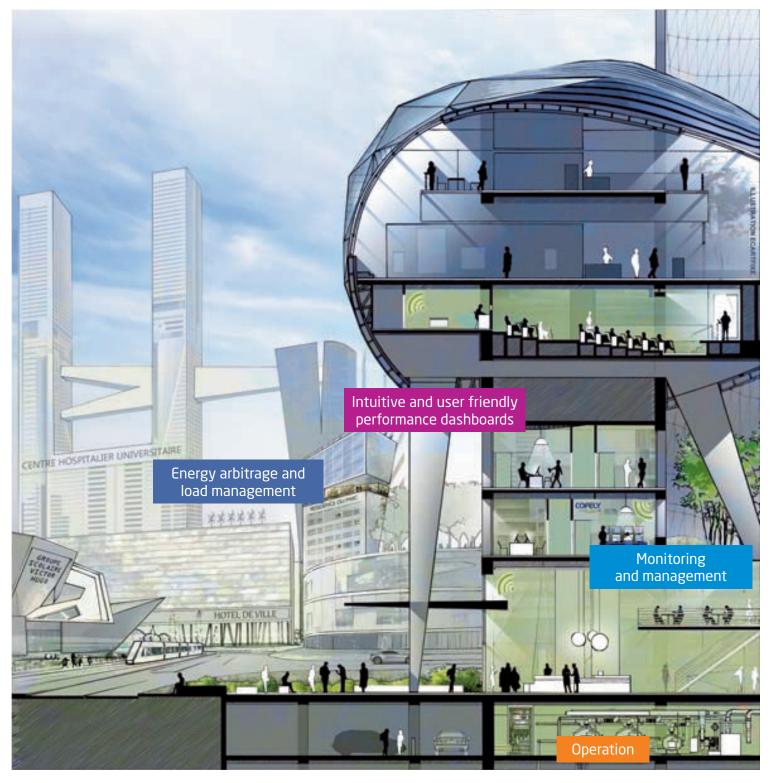
he energy universe is on the move, with smart grids, intelligent energy meters, and high-performance management tools. Smart grids constitute one of the major innovations for managing the urban infrastructures of sites, districts, and beyond. From the global management perspective of a given territory, they lead to more efficient energy systems more respectful of the environment – smoothing out consumption peaks or, as needed, reducing production capacities. Network operation, energy arbitrage, load management, easy-to-use, ergonomic dashboards, supervision and coordination, and more. Cofely

innovates and takes a fresh look at modes of energy production, distribution and consumption. Every solution provided is based on complementary areas of business expertise and the application of intelligent systems. This capacity to bring together the energy and digital worlds is a major advantage in serving communities, industries, and services.

Bringing the energy and digital worlds together

From smart building to smart city

Cofely's expertises for a smart management of your energies



France

TFD

The real-time remote expertise solution

Cofely Endel has developed a tele-assistance service based on shared expertise and remote, real-time availability for industrial customers in the field, near the facilities where it is needed.

The service, known as "TED" (for remote expertise transmission) is an application available on new mobile communications devices to Cofely Endel experts and technicians who then respond to incidents in the field. Through TED, the expert receives the incident report directly and then immediately can address the problem. This remote device keeps response times to a minimum and allows significant productivity gains, whilst providing the benefit of a greater range of expertise.



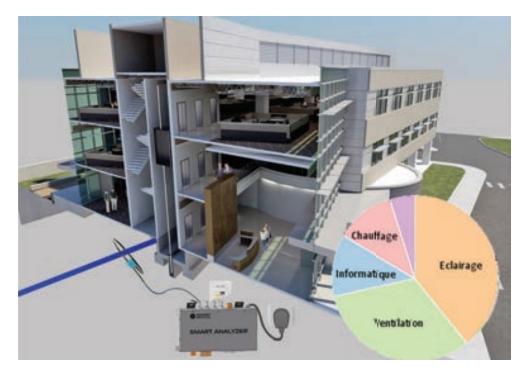
France

Partnership

Smart Impulse, an innovative metering solution

To help customers benefit from the most innovative solutions, GDF SUEZ Energy Services routinely supports start-ups in their development. With this in mind, a 3-year partnership was signed with Smart Impulse. This young company has perfected a particularly innovative meter that, with a single sensor, can provide a building's power consumption breakdown by energy usage (lighting, HVAC, computers, etc.). Tailored to all types of service buildings (offices, transit hubs, etc.), the non-intrusive Smart Impulse solution is easy to use and fast to implement.

This electrical system analyser, already in use by twenty or so customers, represents a veritable competitive advantage for Cofely teams active in energy diagnostics and rapid recognition of the best energy savings outcomes.



France

D'EFFI



The first comprehensive programme raising awareness of eco-friendly habits in the workplace

Because energy savings can add up considerably with frugal eco-habits, encouraging everyone to become a conscious energy saver is now a necessity for achieving energy transition conservation objectives. Cofely Services therefore created D'EFFI, offering customers the first comprehensive programme for raising employee awareness of workplace energy and water

use. This approach places the employee at the heart of ecological transition issues through two key approaches: sustained game-oriented, individual-focused activity relating to the site's environmental objectives and, through a collaborative web platform, creation of an in-house social network.

France

OpenControl[®]

Serving the smart, connected city



To help public policymakers and municipal services in managing cities, Cofely Ineo has developed OpenControl®, a multiservice, multi-business open software platform that pools all data relating to urban issues like energy, waste, water, transport, security, and living conditions. OpenControl® also includes pubic data made available by local authorities (open data).

GDF SUEZ Group and SUEZ Environnement chose OpenControl[®] to create Cit'ease™, a comprehensive interactive control panel to help local authority decision-making to protect resources, improve urban services performance, manage risks and communicate with residents.

THE ENERGY EFFICIENCY CONNECTION



To supplement its offering, Cofely Services is developing other citizen information and awareness-raising solutions such as the "Ecoboard," a veritable interactive, educational control panel that details the entire energy efficiency value chain. For occupants of service buildings, this information kiosk is also a tool for monitoring and managing various flows such as electricity, water, and natural gas.

Belgium

PULSE

Energy performance audit and control

To meet customer needs, Cofely Services has developed Pulse, a multi-flow (natural gas, electricity, water, etc.) audit, monitoring and consumption measurement device. Pulse has already been adopted by Atos Origin, for example, to measure and control energy performance at one of its Belgian datacentres, as well as by Oost-Limburg hospital at Ghent.



o meet the challenges of climate and natural resource preservation, Cofely, which is both an operator and advisor to its customers, commits long term to reducing energy consumption, optimising the use of renewable energies and limiting greenhouse gas emissions. Because in Europe the needs are considerable in services, local authorities and transport, solutions related to energy and environmental services and performance constitute a major field. Many of the solutions are based on comprehensive energy diagnostics, ranging

from adapting the choice of energy sources (co-generation, renewable energies, etc.), to improving equipment efficiency, thermal renovation of buildings, optimising equipment operation, and bolstering user awareness. Cofely guarantees a level of contract-guaranteed readiness and uninterrupted service quality keyed to actual results.

The needs are considerable in the services, local authorities and transport sectors.

"Green Quest" in the Netherlands

Energy transition in action



... and in France

Cofely Services has joined the public energy transition discussion. Placing emphasis on proximity and education, the company opened more than twenty urban wood-fired boilers to the public throughout metropolitan France, a way of illustrating local energy generation solutions in concrete terms.

To raise awareness of energy transition issues, Cofely launched in partnership with GDF SUEZ Energie Nederland a broad campaign via social networks and key business media (newspapers and

radio) in the Netherlands. Through a contest where prizes include free energy audits, the objective is to help decision-makers in large companies discover energy savings and renewable energy possibilities in their opera-

tions. A "green team" works on solutions with the three winners – Saint-Elisabeth hospital at Tilburg, the transport company Arriva and the Concertgebouw concert hall in Amsterdam.

A geothermal heating network for Arcueil and Gentilly

First de novo creation in lle-de-France in 30 years

The Inter-communal Syndicate for the Paris Periphery for Energy and Communications Networks (Sipperec), in concert with the municipalities of Arcueil and Gentilly, chose Cofely Réseaux to build a geothermal power plant and shared urban heating network. Cofely Réseaux will also provide management services for a 25-year period.

The geothermal plant, to be commissioned in 2015, will provide 60% of the network's energy needs, thus eliminating the emissions of the equivalent of 8,000 vehicles. Reliance on this renewable energy will enable users to keep their heating costs under control and benefit from the reduced value added tax rate of 5.5%.



"Energie-Ring" in Switzerland

A sustainable, local heating and cooling solution

With its "City of Energy" label, the Swiss town of Küssnacht aims to provide households, companies, and industries local renewable and low-carbon energy solutions. Taking existing local energy resources into account, Cofely designed of an innovative solution based on residual heat from nearby industrial sites, solar energy, and heat energy derived from Lake Lucerne. Using heat pumps connected to a heating and cooling circuit, energy is distributed where it is needed – to homes, offices, or industrial sites. With the "Energie-Ring" solution, current emissions could be reduced by as much as 80%.



Prix Energies Citoyennes

Rewarding communities for their commitment





The purpose of the Prix Energies Citoyennes, whose fifth edition was recently launched in France, is to encourage communities aware of the ecological emergency, to institute strategies to combat climate change and save energy. In Italy, the third edition of the prize was open to industrial companies and co-ownership

In Belgium, the second edition of "La commune la plus durable" was awarded to the city of Leuwen for its carbon neutrality project by the year 2030.



properties.

Smart Grids

Designing networks of the future



In the Netherlands, the city of Deventer awarded Cofely a 30-year contract to supply and manage energy in a new business park. The project includes the establishing a modular intelligent energy network, local energy generation and storage.

In France, Cofely Ineo is contributing its dual expertise as designer and integrator of connected operating systems through its participation in the intelligent, self-sufficient "Smart Grid Vendée." The project combines observation and management of local public network transmission and distribution of electricity, renewable energy generation from six wind farms, 30 photovoltaic plants and storage

facilities, as well as monitoring and control of the energy consumption of 100 pubic buildings, an industrial site, and 10,000 public lights. The objective is to experiment with new models of smart energy management in order to apply them on a larger scale.



Climespace and Cofely Morocco

Certifications that confirm team quality and commitment

In Morocco, following an audit by the technical inspections organization, TÜV Rheinland Cert GmbH, Cofely obtained a triple certification – ISO 9001, ISO 14001 and OHSAS 18001 – for its Quality, Environmental, and Occupational Health & Safety Management Systems.

In France, Climespace is the first district cooling network to obtain ISO 50001 certification for its Energy Management System. Likewise, the Cofely Réseaux subsidiary OUEST OM Énergie is the first heating network to obtain the Éco-réseau label from AMORCE (National Association of Communities, Associations, and Businesses for the Management of Waste, Energy, and Heating Networks).

Biomass at Gennevilliers

At Gennevilliers, Cofely Réseaux will be building a biomass boiler as part of a 25-year district heating public service concession it has received.



onvinced that personnel development is a key factor in performance, Cofely GDF SUEZ does everything possible to promote employment everywhere its brand is established. In a constantly changing world, it is essential to anticipate needs and constantly develop the employability of personnel to ensure they are fully informed and prepared for the future. Building upon the synergy of the GDF SUEZ Group and Energy Services Business Line, Cofely

enhances the efficiency of its personnel whilst promoting resource pooling wherever possible. Adapting organisations and skills to customer needs, encouraging diversity – source of enrichment and innovation, and improving the quality of life in the workplace by giving employees a sense of participation: these are so many priorities that make for a responsible employer.

Priority to make progress on questions of health, safety, diversity, and equal opportunity.

Ten commitments in favour of diversity

It takes more than talk to change attitudes and prejudices

The company's human resources policy makes diversity its key priority, its main development focus and the source of enrichment and performance. This determination is expressed in an in-house Charter laying out ten commitments for promoting diversity and equal opportunity. At the initiative of the Executive Committee, this charter

governs all actions undertaken by entities in France and abroad, and contributes to making diversity a reality.



Health and safety at work

Make each employee a committed player of his health, his safety and other

Thanks to a dynamic and sustainable policy, health and safety of Cofely collaborators on the field is steadily improving since 2006. Promoting health at work, the prevention and the traceability of the risks is an integral part of collective culture of the company. The implementation of new tools and the multiplication of Preventive Safety Inspections bear fruit: in 2013, there has been no

fatal accident and the frequency of accidents with stop continued to decrease.

5,5
Accident frequency rate

Women on worksites

Winning bet on gender equality



Worksite jobs are no longer the exclusive domain of men. With its "gender equality at the job site," Cofely Ineo bets opportunities and is including a growing number of women in worksite operating jobs. In partnership with several training centres and a temporary employment agency, Cofely Ineo personnel in the field are seriously engaged with operating supervisors and tutors to perpetuate this initiative and extend it across France.

Social commitmentsEncouraging employee volunteerism

In Belgium, Cofely Services was awarded the "Time4Society" prize given each year to companies that commit to promote "giving/taking the time for socially relevant projects." The prize celebrates time spent by employees on five volunteer projects involving 500 hours of work.

Energy Assistance, the humanitarian association working for populations without access to essential energy services, now has an office in Italy. Energy Assistance volunteers in Italy recently carried out their first mission in Kenya.







ORGANISATION CHART | P.50



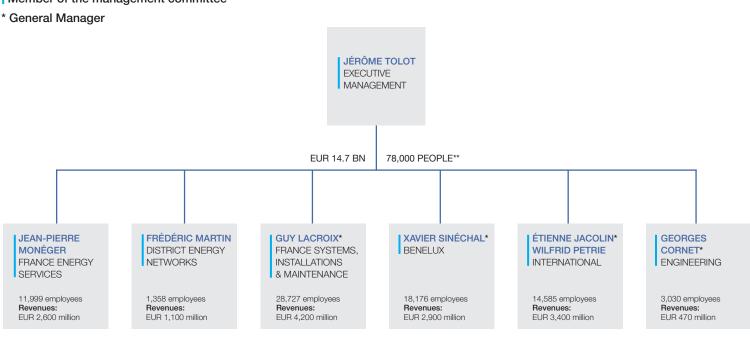
CONTACTS | P.52



JOVERNANCE

OPERATING ORGANISATION

Member of the management committee



SUPPORT FUNCTIONS

YANICK BIGAUD FINANCE PROCUREMENT INFORMATION SYSTEMS LEGAL

OLIVIER HÉROUT HUMAN RESOURCES

CLAUDE TURBET STRATEGY & INDUSTRIAL PERFORMANCE

BENANI SALMI **AUDIT**

MICHEL CAILLARD GENERAL **SECRETARY**

CAROLE FILHOL COMMUNICATIONS

BOARD OF DIRECTORS

CHAIRMAN

GÉRARD MESTRALLET

CHIEF EXECUTIVE OFFICER

JÉRÔME TOLOT

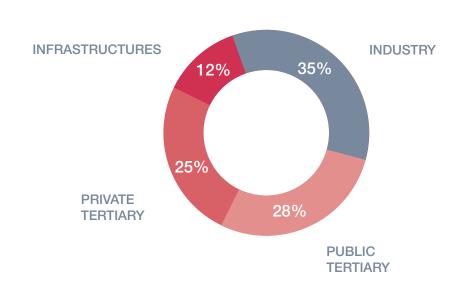
MEMBERS OF THE BOARD ALAIN CHAIGNEAU JEAN-FRANÇOIS CIRELLI ISABELLE KOCHER

CHRISTELLE MARTIN DIDIER RETALI PAUL RORIVE

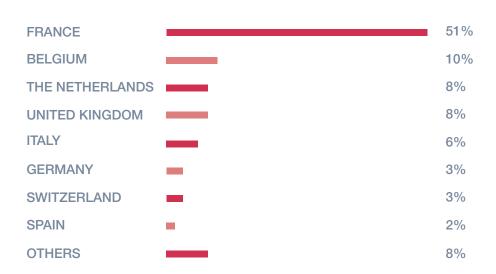
^{**} Before acquisition of Balfour Beatty Workplace.

2013 KEY FIGURES

REVENUES BY SECTOR



REVENUES BY COUNTRY



IN MILLION OF FUROS:

14,700 revenues

1,068

705
net current income

374
recurring net income
Group share

2,457 shareholders' equity

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