

# TIGF

## **Announces the convening of the holders of its €500,000,000 4.339 per cent. Notes due 2021 (ISIN: FR0011075043) to a General Meeting on 20 January 2014**

Pau, France, 17 December 2013

Transport et Infrastructures Gaz France, a *société anonyme* organised under the laws of France (the "**Company**"), the issued share capital of which is wholly-owned by TIGF Investissements, a *société par actions simplifiée* organized under the laws of France (the "**Parent**") hereby announces that it has convened the holders (the "**Noteholders**") of its €500,000,000 4.339 per cent. Notes due 2021 (ISIN: FR0011075043) (the "**Notes**") to a general meeting (the "**General Meeting**"), on 20 January 2014 at 10:00 a.m., Paris time, 49, avenue Dufau 64000 Pau, France, upon the terms and subject to the conditions set forth in a convening notice dated the date hereof (the "**Convening Notice**"), in order to approve certain amendments (the "**Proposed Amendments**") to the terms and conditions of the Notes. The text of the Proposed Amendments is set out in the Convening Notice, which will be available for inspection by the Noteholders at the registered office of the Company, at the specified office of BNP Paribas Securities Services as Centralising Agent and on the website of the Company at [www.tigf.fr](http://www.tigf.fr).

### ***Purpose and description of the Proposed Amendments***

The main purpose of the Proposed Amendments is to allow the Noteholders to benefit from certain additional events of default in the event that:

- (i) the Parent makes a payment under any financial indebtedness (including under its bonds mandatorily redeemable into shares (the "**Redeemable Bonds**")) which it owes to its direct or indirect shareholders or pays a dividend or makes a distribution to such shareholders at a time when the Parent is aware that it has not complied with certain financial ratios; or
- (ii) certain changes are made to the subordination provisions, payment restrictions or mandatory conversion provisions of the Redeemable Bonds; or
- (iii) there is a breach or termination of, or a material amendment to the undertaking agreement – the main purpose of which is to mirror the Proposed Amendments - entered into by, *inter alia*, the Company, the Parent and certain of the Parent's shareholders or their affiliates.

The above is a summary only of the Proposed Amendments and therefore Noteholders are strongly advised to consider the full text thereof which is included in the Convening Notice before making any decision in respect of or voting on the Proposed Amendments.

### ***Procedures***

Adoption of the Proposed Amendments requires a two-third majority of favorable votes cast by Noteholders attending the General Meeting or represented thereat. The General Meeting will deliberate validly only if Noteholders present or represented thereat hold at least one fifth of the principal amount of the Notes then outstanding. In case such quorum is not met, a second General Meeting will be convened, at which no quorum will be required.

If a Noteholder wishes to vote on the Proposed Amendments without participating in person to the General Meeting, it can either (i) give a proxy to a person for the purpose of representing it at the General Meeting or (ii) vote by correspondence. Proxy and voting forms for the purposes thereof are attached to the Convening Notice.

### **Consent Fee**

Subject to the Proposed Amendments being approved, the Company will pay to each Noteholder an amount in cash denominated in Euros (the "**Consent Fee**") of (i) 0.075 per cent. of the aggregate nominal amount of the Notes held by such Noteholder if the Proposed Amendments are approved by the General Meeting on first convocation and (ii) 0.05 per cent. of the aggregate nominal amount of the Notes held by such Noteholder if the Proposed Amendments are approved by the General Meeting on second convocation, in each case whether or not such Noteholder has voted in favour of the Proposed Amendments at the relevant General Meeting.

The right of any Noteholder to be paid the Consent Fee shall be evidenced by the entries in the books of the relevant Account Holder of the name of such Noteholder on the third business day in Paris preceding the date set for the meeting of the relevant General Meeting at 0:00, Paris time. Payment of the Consent Fee will be made on 10 February 2014 at the latest.

### **Summary timeline**

<b>Event</b>	<b>Date</b>	<b>Description</b>
<b>Convening of the General Meeting</b>	17 December 2013	The Company convenes the Noteholders to the General Meeting by delivering the Convening Notice to Noteholders via Euroclear France and publishing it on the website of the Company ( <a href="http://www.tigf.fr">www.tigf.fr</a> )
<b>Noteholders' General Meeting</b>	20 January 2014	The General Meeting is held at the Company's registered office for the approval of the Proposed Amendments by a two-third majority of votes of the Noteholders present or represented thereat and subject to quorum of Noteholders present or represented thereat representing at least one fifth of the principal amount of the Notes then outstanding
<b>Publication of the decision of the General Meeting</b>	As soon as practicable after 20 January 2014 and not more than 90 calendar days from the date thereof	The decision reached by the General Meeting is published on the website of the Company ( <a href="http://www.tigf.fr">www.tigf.fr</a> ) and via Euroclear France
<b>Payment of the Consent Fee</b>	Expected to be on 10 February 2014	Subject to the Proposed Amendments having been approved, the Company will cause the Consent Fee to be paid in same-day funds on the date that is the fifteenth Business Day after the General Meeting, or as soon as practicable thereafter

Any questions regarding the terms and conditions of the Proposed Amendments and the General Meeting should be directed to the Consultation Coordinator at the address and telephone number set forth below:

**CONSULTATION COORDINATOR**  
**Crédit Agricole Corporate and Investment Bank**

9, quai du Président Paul Doumer  
92920 Paris La Défense  
Tel: +33141890646  
Fax: +33157871757  
Email: [liability.management@ca-cib.com](mailto:liability.management@ca-cib.com)

Any questions regarding procedures for voting or requests for copies of the Convening Notice should be directed to the Centralising Agent at the address and telephone numbers set forth below:

**CENTRALISING AGENT**  
**BNP Paribas Securities Services**  
CTS – service Assemblées Générales  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin Cedex  
France  
Fax: +33 (0)1 40 14 58 90  
Tel: +33 (0)1 42 98 63 43

*The Consultation Coordinator and the Centralising Agent do not express any opinion nor any recommendation as to the content of the Proposed Amendments. They do not take position on the interest for a Noteholder to vote for or against the Proposed Amendments. However, the Consultation Coordinator and the Centralising Agent have accepted that it can be mentioned that they do not object to the Proposed Amendments being submitted to the approval of the Noteholders. The Consultation Coordinator and the Centralising Agent have not been involved neither in the drafting nor the negotiation of the Proposed Amendments. They do not guarantee that all relevant information has been communicated to the Noteholders in relation to that convocation or in application thereof. The Consultation Coordinator and the Centralising Agent do not guarantee, neither in an express nor in an implied way, the accuracy or completeness of the information communicated in relation to the General Meeting and they shall not be held responsible for it. The Consultation Coordinator and the Centralising Agent shall not be held responsible for any financial loss or any decision taken on the basis of the information communicated in relation to this General Meeting. Therefore, the Consultation Coordinator and the Centralising Agent recommend to the Noteholders who cannot ascertain the impact of the Proposed Amendments to have an independent financial, accounting, legal and tax analysis conducted.*

*This announcement and the convening of the Noteholders to the General Meeting do not constitute a tender or exchange offer for, or an offer to sell, or a solicitation of an offer to buy notes or any other securities by or on behalf of the Company, the Consultation Coordinator, or the Centralising Agent.*