



Press Release

Paris, 22 May 2017

SUEZ announces the success of its capital increase of approximately €750 million

SUEZ (the “**Company**”) announces today the success of its capital increase with a 3-day priority subscription period on an irreducible basis granted to existing shareholders for an amount of approximately €750 million (the “**Capital Increase**”).

The proceeds of the Capital Increase will be used to finance a part of the acquisition price of GE Water for a total amount of 3.415 billion US dollars (i.e., approximately €3.2 billion¹), paid in cash, as part of a partnership with the Caisse de dépôt et placement du Québec (“**CDPQ**”).

The gross amount of the Capital Increase (including issue premium) totals c. €750 million which leads to the issuance of 47,468,354 new shares (the “**New Shares**”) representing 8.4% of the Company’s existing share capital. The subscription price was set at €15.80 per New Share, corresponding to a 2.77% discount to the closing price as of 16 May 2017.

Through the private placement, the priority offer and the public offer taken as a whole, the Capital Increase attracted strong investor demand. Orders placed in the public offering will be allocated in full.

In the context of the priority subscription period, the Company’s existing shareholders subscribed to 29,219,738 New Shares, representing approximately €462 million and 61.6% of the total amount of the Capital Increase.

As per their subscription commitments, the Company’s main shareholders, Engie, Criteria Caixa and the Caltagirone Group subscribed in the context of the priority period in proportion of their shareholding in Suez before the capital increase (corresponding to approximately 42% of the total amount of the Capital Increase).

Jean-Louis Chaussade, CEO of SUEZ, said: “I am very proud to announce the success of the capital increase, the last step of the financing structure for the acquisition of GE Water. The transaction was very well supported by our existing shareholders and also generated a strong demand from leading investors. This is a very positive signal and a strong sign of confidence in the outlook for all of the Group’s activities, in particular with the acquisition of GE Water. With this transaction, SUEZ asserts

¹ On the basis of an exchange rate EUR/USD of 1.06

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its global leadership in industrial water services, a growing and strategic market for the Group. Moreover, this operation strengthens the Group's footprint outside Europe, especially in the USA. As initially anticipated, the transaction is expected to be closed during third-quarter of 2017."

Engie, Criteria Caixa and the Caltagirone Group have each agreed to a lock-up expiring 90 calendar days after the settlement and delivery date of the New Shares, subject to certain exceptions.

Likewise, the Company has agreed to a lock-up period starting from the signature of the placement and underwriting agreement and expiring 90 calendar days following the settlement and delivery date of the New Shares, subject to certain exceptions set out in the securities note.

Following the completion of the Capital Increase, the Company's share capital will increase to €2,453,538,196 divided in 613,384,549 shares, each with a nominal value of 4 euros, split as follows:

	Number of shares	% of capital	% of voting rights exercisable in general meetings
Engie	199,234,837	32.48	32.58
Criteria Caixa ⁽¹⁾	36,157,101	5.89	5.91
Caltagirone ⁽²⁾	21,680,176	3.53	3.55
Treasury shares	1,913,696	0.31	-
Free Float ⁽³⁾	354,398,739	57.78	57.96
TOTAL	613,384,549	100.00%	100.00%

(1) Shares held before the Capital Increase by Criteria Caixa are subject to a lock-up period until September 2018.

(2) Shares held before the Capital Increase by Caltagirone Group, through the companies Gamma, FINCAL, Caltagirone Spa, Capitolium Spa and FGC Finanziaria srl, are subject to a lock-up period until September 2020.

(3) Includes employee shareholding

The settlement and delivery and the listing on the regulated market of Euronext in Paris of the New Shares are expected to take place on 24 May 2017.

The issuance of the New Shares (other than the ones subscribed by the Company's main shareholders pursuant to their subscription commitments) was underwritten by a bank syndicate led by Morgan Stanley and Société Générale Corporate & Investment Banking acting as Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners (the "**Joint Global Coordinators**"), Citigroup, Crédit Agricole CIB, and HSBC acting as Joint Bookrunners (the "**Joint Bookrunners**") and CaixaBank and Natixis acting as Lead Managers (the "**Lead Managers**" and together with the Joint Global Coordinators and the Joint Bookrunners, the "**Bank Syndicate**").

Availability of the prospectus

The prospectus was granted the visa numbered D.17-200 by the Autorité des marchés financiers (the "**AMF**") on 16 May 2017 and comprises (i) the reference document of the Company filed with the AMF on 5 April 2017 under number D.17-0330 and (ii) a securities note (including a summary of the prospectus).

Hard copies of the prospectus are available free of charge at the Company's headquarters, located at 16, place de l'Iris, Tour CB 21, 92040 Paris-La Défense. The prospectus is also available on the Company's website (www.suez.com) and on the AMF's website (www.amf-france.org).

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Potential investors are advised to consider carefully the risk factors described in chapter 4 of the Company's reference document and in section 2 of the securities note, available on the Company website (www.suez.com) and on the AMF website (www.amf-france.org), before deciding whether to invest. Should all or any part of these risk factors materialize, the Company's and the group's businesses, financials, results or ability to reach its guidance may be negatively affected.

About SUEZ

We are at the dawn of the resource revolution. In a world facing high demographic growth, runaway urbanisation and the shortage of natural resources, securing, optimising and renewing resources is essential to our future. SUEZ (Paris: SEV, Brussels: SEVB) supplies drinking water to 92 million people, delivers wastewater treatment services to 65 million, recovers 16 million tons of waste each year and produces 7 TWh of local and renewable energy. With 82,536 employees, SUEZ, which is present on all five continents, is a key player in the sustainable management of resources. SUEZ generated total revenues of €15.3 billion in 2016.

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France

The offer and the sale of the New Share were implemented in the context of a private placement to certain institutional investors according to Article L. 411-2 II of the French Monetary and Financial Code and a public offering in France following the date of the AMF approval (visa) on the prospectus in relation with the issue and admission of the New Shares to trading on the regulated market of Euronext Paris.

European Economic Area

*This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended, in particular by Directive 2010/73/EU to the extent such Directive has been transposed in the relevant member State of the European Economic Area (together, the "**Prospectus Directive**").*

*With respect to member states of the European Economic Area ("**EEA**") which have implemented the Prospectus Directive other than France (each, a "**Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the Securities requiring a publication of a prospectus in any Member State. As a result, the Securities may only be offered in Member States:*

- a) *to qualified investors, as defined in the Prospectus Directive;*

SUEZ

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- b) to fewer than 150 natural or legal persons (other than qualified investors as defined by the Prospectus Directive) in each Member State; or*
- c) in circumstances falling within Article 3(2) of the Prospectus Directive,*

and provided that no such offer of Securities referred to in (a) to (b) above shall require the Company or the Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For these purposes, as defined in the Prospectus Directive, the expression an “offer to the public of the Securities” in a relevant Member State, which has implemented the Prospectus Directive (as defined below), means any communication in any form and by any means of sufficient information on the terms of the offer of the Securities to be offered, so as to enable an investor to decide, as the case may be, to purchase or subscribe the Securities, as the same may be varied in that Member State.

This selling restriction applies in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

United States of America

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United Kingdom

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