

April 27, 2016

SHAREHOLDERS' MEETING OF APRIL 28, 2016

RESPONSES TO WRITTEN QUESTIONS PUT TO THE BOARD OF DIRECTORS

The French Commercial Code grants each shareholder the right to submit written questions, to which the Board of Directors is required to respond to the Shareholders' Meeting. It should be noted that, in order to be accepted, the written questions must relate to the agenda of the Shareholders' Meeting. They must also be directed to the Chairman of the Board of Directors and sent to the company's Head office, either by registered letter with advice of receipt or by email, no earlier than the date of the notice of the Shareholders' Meeting, and no later than four business days prior to the Shareholders' Meeting (April 22, 2016). Lastly, they must be accompanied by a share ownership certificate.

Article L.225-108, paragraph 4 of the French Commercial Code states that a response to a written question shall be considered to have been given when, prior to the Shareholders' Meeting, it is posted on the company's website in a section set aside for that purpose.

The Company received four written questions, to which the Board of Directors provided the following responses during its meeting of April 27, 2016.

Question submitted by Mr. Patrice RAILLOT on April 11, 2016

Although Ms. Anne Lauvergeon's term of office as independent director is not on the agenda, I am surprised to see that she will continue to serve on the Board of Directors.

On top of her poor performance as a leader (leaving the taxpayer to foot a bill of several billion), should her troubles with the Law not prompt the company to ask her to step down, or at least to suspend her membership of the Board of Directors, pending these legal decisions, in accordance with the Ethics Charter and in keeping with the precautionary principle?

Response: The ratification of Ms. Lauvergeon's co-optation and the renewal of her term of office were adopted at last year's Shareholders' Meeting, by a vote of 96.5%. Ms. Lauvergeon's situation has not changed since this decision was made. As such, there is no reason to address this issue. The Board welcomes Ms. Lauvergeon's contribution to its work and to that of the Committees of which she is a member.

Question submitted by the Association IPAC (Initiative Pour un Actionariat Citoyen) April 21, 2016

SUEZ ENVIRONNEMENT COMPANY

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A French limited company (Société anonyme) with a share capital of €2,177,604,984 – SIREN No. 433 466 570 NANTERRE Trade and Companies Register – VAT No. FR 76433 466 570



Training rates for employees in our Group in Africa/Middle East are fairly low, at 36.8%. Could you please explain why?

Response: The level of training for 2015 in Africa and the Middle East is essentially due to the sharp increase in our business activity and in the staffing levels in our waste business in Morocco compared with 2014 (the Group was awarded two significant collection contracts, in Casablanca and Tangier).

It should be noted that, if this scope effect is taken out of the equation, the training rate in Africa and the Middle East is 61%.

In 2015, significant investment was made in training in Morocco; this is expected to be reflected in training rates from 2016. A project to implement a competency framework for all business activities has also been set up and this will enable us to identify targeted training programs in 2016. At the same time, we are now drawing up lists of local training bodies.

On the whole, the 2016 action plan for Africa and the Middle-East entails the roll-out of e-learning. This method of learning, in combination with face-to-face training, will make it possible to disseminate the Group's programs and practices more widely, so as to harmonize practices and levels of maturity.

This action plan has a particular focus on health and safety training for managerial and non-managerial staff and on their development within training plans.

Questions submitted by Mr. Laurent Chevallier April 22, 2016

On reading the circular for the Shareholders' Meeting 2016, I was surprised that the continuation of the framework contracts for external procurement over the next few years was not included, and I would like to know what plans you have made to ensure the company's expenses do not increase, as SUEZ's trading volume will be smaller (although you have created a procurement department).

Response: The transition agreement for external procurement was concluded on October 1, 2013, in light of the termination of the shareholders' agreement and of ENGIE's control over SUEZ. This agreement was concluded for a period expiring on July 31, 2015. Its purpose was to enable SUEZ to continue to benefit from ENGIE's framework contracts and to share some procurement between the two groups. This agreement also included payment by SUEZ of remuneration to ENGIE for the management of the existing framework contracts. With SUEZ having set up and formalized its Procurement Department in 2013, the Group is now capable of managing its procurement independently and as such it proved unnecessary to extend this transitional agreement or pay the associated remuneration. This does not prevent SUEZ from continuing to collaborate with ENGIE for certain types of procurement, within the rules of competition, as may also occur with other business partners.

I am curious to know the reason for appointing new directors (for a better geographical spread or to improve representation of the Group's companies, or skills or closer relationships with markets or customers).



Response: It is proposed that the Shareholders' Meeting should appoint two new directors which, given the non-renewal of Mr. Harold Boël's term of office, would increase the number of directors to 19 (instead of 18, as currently).

The Board wished to propose Ms. Bensalah Chaqroun, in order to continue its efforts to introduce more diversity into the Board's membership. Given her skills and experience, Ms. Bensalah Chaqroun's presence on the Board would enhance its work, in particular her knowledge of Africa, the Middle East and Morocco, a country of considerable importance to the Group. In addition, her appointment would increase the number of female directors to over 40%, which is above the threshold required by law and by the AFEP-MEDEF Code.

It should be noted that the resolution relating to the appointment of Ms. Belén Garijo will not be put to the shareholders' vote, as she has had to withdraw her candidacy because the offices she currently holds prevent her from obtaining the approvals required to take up an additional appointment with SUEZ.

Meanwhile, Mr. Guillaume Thivolle is proposed as a candidate following changes to the articles of incorporation adopted by the Shareholders' Meeting last year, which permit the appointment of a director representing employee shareholders.