May 24, 2012
JOINT SHAREHOLDERS’ MEETING 2012
May 24, 2012
This communication contains estimates and/or forward-looking statements and information. These statements include financial projections, synergies, cost-savings and estimates and their underlying assumptions, statements regarding plans, objectives, savings, expectations and benefits from the transactions and expectations with respect to future operations, products and services, and statements regarding future performance. Such statements do not constitute forecasts regarding SUEZ ENVIRONNEMENT COMPANY’s results or any other performance indicator, but rather trends or targets, as the case may be. No guarantee can be given as to the achievement of such forward-looking statements and information.

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More comprehensive information about SUEZ ENVIRONNEMENT COMPANY may be obtained on its Internet website (www.suez-environnement.com).

This document does not constitute an offer to sell, or a solicitation of an offer to buy SUEZ ENVIRONNEMENT COMPANY securities in any jurisdiction.
OPENING

Gérard Mestrallet
Chairman
MAIN DOCUMENTS MADE AVAILABLE TO THE SHAREHOLDERS

- Reference document including the Board of Directors’ management report
- Financial statutory statements and consolidated financial statements for 2011
- Text of draft resolutions and Board of Directors’ report on the resolutions
- Report of the Chairman of the Board of Directors pursuant to Article L.225-37 of the French Commercial Code
- Statutory Auditors’ reports
RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY GENERAL MEETING

- Approval of the financial statutory statements and consolidated financial statements for the fiscal year ended 31/12/2011 (resolutions 1 and 2)
- Allocation of result and determination of dividend (resolution 3)
- Appointment or Renewal of 7 Board Members (resolutions 4 to 10)
- Renewal of lead and deputy statutory auditors (resolutions 11 and 12)
- Approval of the related-party agreements (resolutions 13 and 14)
- Authorization to be granted to the Board of Directors to trade the Company’s shares (resolution 15)
RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

- Authorization to be granted to the Board of Directors to reduce the share capital by cancellation of shares (resolution 16)
- Authorizations to be granted to the Board of Directors to increase the share capital using various legal options (resolutions 17 to 25)
- Authorizations to be granted to the Board of Directors to increase the share capital, by issuing shares, in favor of members of saving plans (resolutions 26 and 27)
- Authorization to be granted to the Board of Directors to allocate free shares (resolution 28)
- Overall cap on authorizations (resolution 29)
- Delegation of powers for formalities (resolution 30)
INTRODUCTION

Gérard Mestrallet
Chairman
INDIVIDUAL AND EMPLOYEE SHAREHOLDERS OWN 10% OF THE SHARE CAPITAL

- Renewed shareholder confidence
- Dynamic individual shareholder group
- Success of the first global employee shareholding plan

INDIVIDUALS 7.0%  SHAREHOLDERS’ AGREEMENT 48.4%  INSTITUTIONAL INVESTORS 41.8%  EMPLOYEES 2.8%

510,233,829 shares

GDF SUEZ 35.7%
GBL 7.2%
CDC 2.0%
AREVA 1.4%
CNP 1.3%
SOFINA 0.8%

At 31 December 2011
THE INDIVIDUAL SHAREHOLDERS EXPECTATIONS ARE KEY CONCERNS

A BROAD CONSULTATION
• An Internet survey
  – 800 responses out of 3,300 shareholders queried
• A panel
  – Consultation of a representative panel of individual shareholders

SUEZ ENVIRONNEMENT, listening to all stakeholders, commits to responsible development

YOUR EXPECTATIONS
- The long-term strategy 17%
- The outlook for 2012 14%
- The innovation and R&D 11%
- The 2011 results 10%
- The management remuneration policy 10%
- The investment policy 9%
A CLEAR STRATEGY OF SUSTAINABLE GROWTH

• A strong performance in 2011

• A group dedicated to water & waste activities only

• A strategy of profitable growth in targeted regions

• Clear development priorities
A LEADER WELL POSITIONED ON GROWING MARKETS

15 billion euros in revenue in 2011

28% of revenue generated internationally(1)

80,410 employees

POPULATION SERVED IN MILLION

EUROPE
- Drinking water 31m
- Waste water 27m
- Waste collection 45m

AFRICA/ MIDDLE EAST
- Drinking water 16m
- Waste water 16m
- Waste collection 4m

NORTH AMERICA
- Drinking water 4m
- Waste water 8m

SOUTH AMERICA
- Drinking water 8m
- Waste water 8m

(1) Revenue outside of Europe
A strong performance in 2011
A STRONG 2011 PERFORMANCE DESPITE A DIFFICULTY ON ONE PROJECT

• Strong **operating performance**

• **Net Result** impacted by Melbourne$^{(2)}$
  - €560m$^{(3)}$ excluding Melbourne desalination plant

• Solid **financial profile**

• Attractive **dividend** maintained

Revenue $^+$ **6.9%**(1)  
EBITDA $^+$ **7.6%**(1)  
NRGS **€323m**  
ND/EBITDA: **3.0x**  
**€0.65 / share**

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(1) At constant forex  
(2) Melbourne desalination plant construction contract  
(3) In Net Result Group Share
WATER EUROPE DEVELOPMENTS: REVENUE +1.9%(1)
Well positioned on promising markets

- Positive commercial balance in France
  - New contracts in Hyères, Rambouillet
  - Renewals in Angers, Orléans, Agde

- AGBAR: well positioned to seize development opportunities
  - Leader in Spain and Chile
  - Development of non-regulated activities

- Strong growth in new services
  - “Smart water” and industrial partnerships

(1) At constant forex
WASTE EUROPE DEVELOPMENTS: REVENUE +9.5%(1)
Development of modern assets in a changing market

• Strong growth in 2011 in all activities and geographies
  – New contracts: Ivry, Nice, Magnetto, South Tyne & Wear PFI(2)
  – Renewals: Neuilly-sur-Seine, Kensington & Chelsea,

• Focus on profitability
  – Waste flow management optimisation
  – Truck fleet management

• Confirmed trend towards more recovery
  – Operational start-up of Re-Energy, Rotterdam sorting center

(1) At constant forex
(2) Private Finance Initiative
INTERNATIONAL DEVELOPMENTS: REVENUE +8.5%(1)
Solid positions on strong growth markets

- Development of international activities in targeted regions
  - Renewal of Algiers, new contracts of Perth and Adelaide, extension of the Wuhan Industrial Park contract

- Strengthening of positions
  - Targeted acquisition and successful integration of WSN(2)

- Targeting growth around existing positions
  - Already solid positions: United-States (water), Asia, Australia, Central Europe / Maghreb / Middle East

(1) At constant forex
(2) In Australia
**INTERNATIONAL**

Melbourne desalination contract

- **Worldwide reference in reverse osmosis**
  - 30-year contract signed in 2009 (DB & O&M), €1.6bn in revenue
  - State of the art desalination plant: 450,000 m³/day

- **Difficulties encountered on Melbourne desalination contract**
  - Unfavorable weather conditions and low productivity in 2011
  - Impact on the 2011 accounts: €237m on Net Result
  - Claims submitted in excess of AUD 1bn

- **92% physical completion at end-March**
  - First water production expected mid-2012
  - Plant expected at full capacity by end-2012
REAFFIRMED STRATEGY: BALANCED BUSINESS MIX MAINTAINED
BALANCED BUSINESS MIX

2011 Revenue €14.8bn

- **EUROPEAN SORTING AND RECYCLING:**
  - 6.7mt RECYCLED IN 2011: +4.4%

- **EUROPEAN WASTE SERVICES AND OTHER TREATMENTS:**
  - A UNIQUE EUROPEAN PLATFORM OF TREATMENT TOOLS

- **ASIA-PACIFIC AND OTHERS:**
  - AUSTRALIA: 3rd Pilar

- **WATER IN EUROPE:**
  - 2 PILARS: FRANCE AND SPAIN
  - 11%

- **REGULATED WATER:**
  - USA AND CHILE
  - 25%

- **DEGRÉMONT:**
  - 66% DB(1)
  - 34% EQUIPMENT/O&M(2)

POSITIONING OFFERING GROWTH AND RESILIENCE

(1) Design & Build
(2) Operation & maintenance
WATER: STRONG BASE IN EUROPE AND GROWTH INTERNATIONALLY

— 2011 revenue\(^{(1)} \) —

NORTH AMERICA €0.9bn

SPAIN €1.3bn

MIDDLE EAST / NORTH AFRICA €0.8bn

FRANCE €2.4bn

ASIA €0.5bn

OTHER EUROPE €0.4bn

SOUTH AMERICA 0.8 Md€

AUSTRALIA €0.4bn

STRONG POSITIONS IN SELECTED WATER GROWING MARKETS

\(^{(1)}\) Revenue by geographies (including Degrémont)
WASTE: TARGETED PRESENCE IN EUROPE AND LEADERSHIP IN AUSTRALIA

— 2011 revenue(1) —

UK / SCANDINAVIA
€1.2bn

CENTRAL EUROPE
€0.2bn

FRANCE
€3.6bn

BENELUX / GERMANY
€1.6bn

MIDDLE EAST / NORTH AFRICA
< €0.1bn

ASIA
€0.1bn

AUSTRALIA
€0.7bn

DYNAMIC DEVELOPMENT WITH A UNIQUE PLATFORM IN WASTE

(1) Revenue by business unit
INNOVATION AND R&D
Meet our clients’ challenges

• ENVIRONMENTAL CHALLENGES
  – Fight against climate change
  – Protect natural resources
  – Control our impact on the environment

• SUEZ ENVIRONNEMENT’S ASSETS
  – 400 researchers and experts worldwide
  – €75m of budget
  – Blue Orange Cleantech Funds

INNOVATIVE AND SUSTAINABLE SOLUTIONS THAT MEET OUR CLIENTS’ DEMANDS
Greenbass: 15% energy saving for waste water plants
Participation in Redox Maritime Technologies: water ballast treatment
SUSTAINABLE DEVELOPMENT
Commit for a responsible performance

• Protect resources and encourage the circular economy
  – HYÈRES: protection of water resources
  – Ultra efficient plastic sorting in ROTTERDAM
  – Partnership with TERRENA

• Make our clients the leaders of the environmental performance
  – “Water Performance of the Year” award for ALGİERS
  – Lifecarbontool: calculation of carbon footprint
  – Waste collection by electrical trucks in Courbevoie

• Build our development with all stakeholders
  – New governance: the “Contract for Water Health”
  – Integration of unemployed people with SITA Rebond
  – Active participation in the Global Water Forum and at “RIO+20”

PERFORMANCE RECOGNIZED BY THE MARKET
PRESENT IN 5 CSR(1) INDICES

(1) Indices made up of companies that meet globally recognized corporate social responsibility standards: FTSE4GOOD, DJ Sustainability World et Europe, ASPI Eurozone and Ethibel Sustainability Excellence Europe
## SUSTAINABLE DEVELOPMENT

2011 results in line with 2012 objectives

<table>
<thead>
<tr>
<th>Objective</th>
<th>2010</th>
<th>2011</th>
<th>Trend</th>
</tr>
</thead>
<tbody>
<tr>
<td>Optimise the waste recycling and recovery rate</td>
<td>36.8%</td>
<td>40.7%</td>
<td>100%</td>
</tr>
<tr>
<td>Raise the global recovery rate of household and non-hazardous industrial</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>waste to 36%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Increase the yield of drinking water networks</td>
<td>9.5 m³/km/d</td>
<td>9.3 m³/km/d</td>
<td></td>
</tr>
<tr>
<td>Reduce the linear index of losses from the network</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Foster professional knowledge</td>
<td>14.5h</td>
<td>16.0h</td>
<td>100%</td>
</tr>
<tr>
<td>Maintain the effort to provide an average of 15 hours of annual training</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>per employee</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
OUTLOOK WITH GROWTH PROSPECT
WATER AND WASTE OUTLOOK
Seize opportunities for growth

• STRONG LONG-TERM GROWTH DRIVERS
  – Population growth and urbanisation
  – Scarcity of raw materials and growing demand for a sustainable management of resources
  – Reinforcement of environmental regulation

4 AREAS FOR GROWTH

- Smart water
- Waste recovery
- International development
- Industrial clients
**2012-13 OBJECTIVES**

*Priority on profitability and strong balance sheet*

- **Operational objectives**
  - Growth\(^{(2)}\) in revenue, EBITDA and FCF 2012 ≥ 2011
  - EBITDA\(^{(2)}\) 2013 ≥ €2.7bn

- **Solid balance sheet**
  - Net financial debt/EBITDA around 3x
  - Selective net investment: €1.3bn in 2012 & 2013

- **Dividend policy**
  - €0.65 per share related to 2011 results\(^{(3)}\)
  - Dividend related to 2012 results ≥ €0.65 per share\(^{(3)}\)

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\(^{(1)}\) Based on the assumption of zero GDP growth in 2012 and GDP growth of +1% in 2013 in Europe, based on unchanged accounting and tax standards

\(^{(2)}\) Growth at constant forex in revenue and EBITDA

\(^{(3)}\) Subject to approval by the AGM
FINANCIAL RESULTS

Jean-Marc Boursier
Chief Financial Officer
CONTINUED GROWTH OVER THE LAST 3 YEARS

Reported figures in €m

<table>
<thead>
<tr>
<th>Year</th>
<th>Revenue</th>
<th>EBITDA</th>
<th>EBIT</th>
<th>Net Result Group share</th>
<th>Free cash flow</th>
<th>Net debt/EBITDA</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>12,296</td>
<td>2,060</td>
<td>926</td>
<td>403</td>
<td>710 excl. non rec. items</td>
<td>3.0</td>
</tr>
<tr>
<td>2010</td>
<td>13,869</td>
<td>2,339</td>
<td>1,025</td>
<td>565</td>
<td>852</td>
<td>3.2</td>
</tr>
<tr>
<td>2011</td>
<td>14,830</td>
<td>2,513</td>
<td>1,039</td>
<td>323</td>
<td>860</td>
<td>3.0</td>
</tr>
</tbody>
</table>

Note: EBITDA is Earnings Before Interest, Taxes, Depreciation, and Amortization. Net debt/EBITDA is a financial ratio that measures a company's ability to meet its debt obligations.
HIGH REVENUE GROWTH: +6.9% AT CONSTANT FOREX
With 40% outside euro zone

2011 Revenue €14.8bn

- France: 36%
- Rest of Europe: 36%
- Rest of the world: 28%

Regions:
- Benelux and Germany: 10%
- Spain: 13%
- Other Europe: 6%
- UK: 6%
- USA: 5%
- Chile: 4%
- Asia: 4%
- Australia: 7%
- Others: 9%
- Others: 40%
EBITDA IMPROVING FASTER THAN TOP LINE
Savings target upgraded at €360m

In €m —

2,339
1,038
839
556
(93)
2010

(5)
Forex

+16.7%
+174
+5.5%
+46
-13.9%
(77)
+37
2,513
2,666

+7.6% at constant forex

1,212
886
471
623
(56)
(56)
2010 2011 2011

Excl. Melbourne

COMPASS OBJECTIVE:
Cumulated EBITDA in €m, savings net of retention

€300m previous target

€360m

€250m

€120m

Joint Shareholders' Meeting 2012

Water Europe Waste Europe International Other
FROM EBITDA TO NET RESULT GROUP SHARE

<table>
<thead>
<tr>
<th>In €m</th>
<th>2010</th>
<th>2011</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>EBITDA</strong></td>
<td>2,339</td>
<td>2,513</td>
</tr>
<tr>
<td>Amortization, provisions and other</td>
<td>(1,314)</td>
<td>(1,474)</td>
</tr>
<tr>
<td><strong>CURRENT OPERATING INCOME</strong></td>
<td>1,025</td>
<td>1,039</td>
</tr>
<tr>
<td>Capital gains and other</td>
<td>196</td>
<td>53</td>
</tr>
<tr>
<td><strong>INCOME FROM OPERATING ACTIVITIES</strong></td>
<td>1,221</td>
<td>1,092</td>
</tr>
<tr>
<td>Financial result</td>
<td>(413)</td>
<td>(405)</td>
</tr>
<tr>
<td>Associates</td>
<td>31</td>
<td>37</td>
</tr>
<tr>
<td>Income tax</td>
<td>(119)</td>
<td>(174)</td>
</tr>
<tr>
<td>Minority interest</td>
<td>(155)</td>
<td>(227)</td>
</tr>
<tr>
<td><strong>NET RESULT GROUP SHARE</strong></td>
<td><strong>565</strong></td>
<td><strong>323</strong></td>
</tr>
<tr>
<td>Adjusted EPS(^{(1)})</td>
<td>1.15</td>
<td>0.60</td>
</tr>
</tbody>
</table>

\(^{(1)}\) Adjusted EPS = (Net result group share - hybrid coupon net of tax) / total number of shares excluding treasury stocks

- o/w Bristol Water €88m
- Cost of net debt 5.19%
- Normative tax rate 32%
INVESTMENTS
Proactive portfolio management

- Selective development and strict financial criterias
- Successfull disposals
  - Bristol Water €152m in Q4 2011
  - Eurawasser €95m in Q1 2012

Split by division

- INTERNATIONAL 31%
- WATER EUROPE 31%
- WASTE EUROPE 38%

Split by nature

- Net financial investments 2010: €301, 2011: €4
- Development Capex 2010: €689, 2011: €657
- Maintenance Capex 2010: €752, 2011: €658

Total Investments: €1.4bn
STABLE NET DEBT, REDUCED LEVERAGE

**In €m**

- **Net financial debt 31/12/10:** 7,526
- **Net dvpt. investments:** +662
- **Dividends paid:** +281\(^{(1)}\)
- **Forex, scope, MtM & others:** (51)

**Net financial debt 31/12/11:** 7,557

**ND/EBITDA**
- **3.2x** (2010)
- **3.0x** (2011)

**FREE CASH FLOW**
- **2009 excl. non rec. items:** 710
- **2010:** 852
- **2011:** 860

**2011 DIVIDENDS:**
- 78% success rate for the share dividend
- **€69m** in Cash
- **€248m** Capital increase of 3.9%

(1) O/W €69m to shareholders of SE Company, €176m to minorities and €36m to hybrid bond holders
Q1 2012: STABLE ACTIVITY
In a difficult economic context in Europe

- Revenues **growing in the 3 divisions**

- **Solid financial structure** with a stable financial net debt vs 31/12/2011

- **Confirmation of Moody’s rating**: A3 outlook stable

### Q1 2012

<table>
<thead>
<tr>
<th></th>
<th>In €m</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>REVENUE</strong></td>
<td>3,591</td>
<td>+2.2%(1)</td>
</tr>
<tr>
<td><strong>EBITDA</strong></td>
<td>566</td>
<td>4.5%(1)</td>
</tr>
<tr>
<td><strong>NET DEBT</strong></td>
<td>7,559</td>
<td></td>
</tr>
<tr>
<td><strong>NET DEBT/EBITDA</strong></td>
<td>3.0x</td>
<td></td>
</tr>
</tbody>
</table>

(1) Total growth
STOCK MARKET PERFORMANCE

Performance since 22 July 2008

SUEZ ENVIRONNEMENT OVERPERFORMS THE UTILITY SECTOR

At 16 May 2012
A DEEPLY ENGAGED BOARD OF DIRECTORS

9 meetings in 2011
An active governance with segregation of functions

Visit by the directors of Re-Energy energy recovery plant in the Netherlands

4 women, i.e. 22%

3 key committees with independent chairmen (Audit, Ethics and Sustainable Development, Nominations and Compensation)
• Main topics in 2011
  – Vision and strategy 2020
  – Presentation of the main strategic options
  – 4 strategic areas of development: smart water, waste recovery, international development and industrial clients
Main topics in 2011

- Monitoring of the Group’s financial performance throughout the year and in particular during financial publications
- Financial and accounting policies
- Communication of results to investors
- Monitoring of risk management, internal control and internal audit
Main topics in 2011
- Governance
- Remuneration of the CEO, corporate officer
- Employee shareholding
NOMINATIONS AND COMPENSATION COMMITTEE

Governance

• Composition and operation of the Board of Directors
  – 2 new female directors, 1 of whom is independent
  – Self-assessment of the Board of Directors
  – Revision of the internal rules and implementation of a Director’s charter

• Renewal of the CEO’s term of office
  – Employment contract of Jean-Louis Chaussade maintained
    - 34 years’ seniority
  – Renewal in accordance with Afep/Medef code of three criteria related to the conditions of the CEO forced departure (14th resolution)
    - Similar to the 2009 AGM decision
NOMINATIONS AND COMPENSATION COMMITTEE
Remuneration of the CEO, corporate officer

- Fixed compensation has not changed in 4 years
  - Set at €750,000 per year in 2009

- Variable compensation subject to strict criteria
  - 2011 amount: €382,399 vs €810,105 in 2010, down 53%
  - Variable compensation subject to relevant and strict criteria:
    - Based on EBITDA, free cash flow, Net Result, ROCE, and governance, group’s identity, strategy and Health/Safety
  - Conditions and structure of the variable compensation maintained for 2012

- No stock options nor performance shares granted in 2011 and in 2012
• Success of “Sharing”, first global employee shareholding plan
  - Launched in autumn 2011 in 19 countries and subscribed by 19,000 employees
  - Increase of 2% of employee shareholding after the offer

• Performance shares plan
  - 35% utilization rate of the authorization granted by the 2010 AGM
    - Proposal to renew this authorization: 28th resolution
    - No renewal of the authorization to grant stock options
  - No plan in 2011
  - 2012 plan for around 2,000 employees
    - Excluding Executive Committee members
Main topics in 2011
- Health and Safety policy in the workplace
- Sustainable development policy of Lydec
- SITA Rebond
- SUEZ ENVIRONNEMENT Initiatives Fund

Improvement in Health and Safety indicators
- Frequency rate: 14.06 in 2011 (vs 16.28 in 2010)
- Severity rate: 0.66 in 2011 (vs 0.68 in 2010)
LET'S SHARE OUR VIEWS
VOTE ON RESOLUTIONS
HOW TO USE THE HANDHELD VOTING DEVICES

1 SMART CARD
The device will not work unless your smart card is properly inserted

2 TO VOTE
Just press the button corresponding to your choice:
1 = FOR
2 = AGAINST
3 = ABSTAIN

MESSAGE AT THE BOTTOM OF THE SCREEN
- "ACQUITTE" (accepted): Your vote has been taken into account
- "VOTÉ" (recorded): Voting is closed and your vote has been permanently recorded
FIRST RESOLUTION

• Approval of the financial statements for fiscal year ending December 31, 2011
SECOND RESOLUTION

- Approval of the consolidated financial statements for fiscal year ending December 31, 2011
THIRD RESOLUTION

- Allocation of net income for fiscal year ending December 31, 2011, i.e. EUR 312 million, in addition to retained earnings of EUR 174 million and determination of the dividend.
  - Ex-date of the 0.65 euro by share dividend: May 28th
  - Coupon payment date: May 31st
  - The entire dividend is eligible for a 40% tax deduction for French tax residents
FOURTH RESOLUTION

- Ratification of the cooptation of Ms. Isabelle KOCHER as a Director for a term of 3 years, until the close of the General Meeting called to approve the financial statements for the fiscal year ending December 2014.
  - For the remaining term of her predecessor, Mr. Gérard LAMARCHE who resigned
FIFTH RESOLUTION

• Renewal of Mr. Gérard MESTRALLET’s position as a Director for a term of 4 years.
SIXTH RESOLUTION

• Renewal Mr. Jean-Louis CHAUSSADE’s position as a Director for a term of 4 years.
SEVENTH RESOLUTION

• Appointment of Ms. Delphine ERNOTTE CUNCI as a Director for a term of 4 years.
EIGHTH RESOLUTION

- Renewal of Mr. Patrick OUART’s position as a Director for a term of 4 years.
NINTH RESOLUTION

• Renewal of Mr. Amaury de SEZE’s position as a Director for a term of 4 years.
TENTH RESOLUTION

- Renewal of Mr. Harold BOEL’s position as a Director for a term of 4 years.
ELEVENTH RESOLUTION

• Renewal of Ernst & Young’s position as lead statutory auditors for a term of 6 years.
TWELFTH RESOLUTION

• Renewal of Auditex’s position as deputy statutory auditors for a term of 6 years.
THIRTEENTH RESOLUTION

• Approval of the continuation of the related-party agreements and commitments mentioned in the Statutory Auditors' Special Report.
FOURTEENTH RESOLUTION

• Approval of the commitments made by the company to the benefit of Mr. Jean-Louis Chaussade.
FIFTEENTH RESOLUTION

• Authorization to be granted to the Board of Directors to trade the shares of the company.
  – Term of validity: 18 months
  – Maximum purchase price per share: 25 euros
  – Maximum holding: 10% of the share capital
SIXTEENTH RESOLUTION

• Authorization to be granted to the Board of Directors to reduce the share capital by canceling treasury shares.
  – Term of validity: 26 months
  – Within the limit of 10% of the share capital per 24-month period
SEVENTEENTH RESOLUTION

• Authorization to be granted to the Board of Directors to increase the share capital with share issues, with shareholders’ preferential subscription rights.
  – Renewal of a delegation approved by the GM of May 20th, 2010
  – Term of validity: 26 months
  – Maximum amount: 408 million euros i.e. 20% of the share capital
  – Maximum amount of securities representing debt or similar securities: 3 billion euros
EIGHTEENTH RESOLUTION

- Authorization to be granted to the Board of Directors to increase the share capital, without shareholders’ preferential subscription rights
  - Renewal of a delegation approved by the GM of May 20th, 2010
  - Term of validity: 26 mois
  - Maximum amount: 306 million euros i.e. 15% of the share capital
  - Maximum amount of securities representing debt or similar securities: 3 billion euros
  - Maximal discount of 5%
  - Potential priority subscription period of three days minimum
NINTEENTH RESOLUTION

• Authorization to be granted to the Board of Directors in the event of capital increase without preferential subscription rights to set the issue prices shareholders’ up to a maximum of 10% of the capital.
  – Renewal of a delegation approved by the GM of May 20\textsuperscript{th}, 2010
  – Term of validity: 26 months
  – Maximum amount of capital increase: 10% of share capital
  – Maximum discount of 10%
TWENTIETH RESOLUTION

• Authorization to be granted to the Board of Directors to increase the share capital without shareholders’ preferential subscription rights through Private Placement.
  – Renewal of a delegation approved by the GM of May 20th 2010
  – Term of validity: 26 months
  – Maximal amount: 15% of share capital (306 million of euros)
  – Maximum amount of securities representing debt or similar securities at 3 billion of euros
  – Maximal discount of 5%
TWENTY-FIRST RESOLUTION

- Authorization to be granted to the Board of Directors to increase the number of securities issued in the context of a capital increase with or without shareholders’ preferential subscription rights up to a maximum of 15% of the initial issuance (« Green Shoe »).
  - Renewal of a delegation approved by the GM of May 20th 2010
  - Term of validity: 26 months
  - Within the limit of the initial issuance (amounting to 15% for the issuances without shareholders’ preferential subscription rights)
  - Issuance price identical to the one retained for the initial issuance
TWENTY-SECOND RESOLUTION

• Authorization to be granted to the Board of Directors to increase the share capital as compensation for contributions in kind.
  – Renewal of a delegation approved by the GM of May 20\textsuperscript{th} 2010
  – Term of validity: 26 months
  – Maximum amount: 204 million euros i.e. 10% of the share capital
  – Maximum amount of securities representing debt or similar securities: 3 billion euros
TWENTY-THIRD RESOLUTION

• Authorization to be granted to the Board of Directors to increase the share capital by incorporating premiums, reserves, or any other amount that may be capitalized.
  – Renewal of a delegation approved by the GM of May 20th, 2010
  – Term of validity: 26 months
  – Maximum amount: 408 million euros i.e. 20% of the share capital
TWENTY-FOURTH RESOLUTION

- Authorization to be granted to the Board of Directors to increase the share capital to compensate for securities contributed as part of a public exchange offer initiated by the Company.
  - Renewal of a delegation approved by the GM of May 20th, 2010
  - Term of validity: 26 months
  - Maximum amount: 306 million euros i.e. 15% of the share capital
  - Maximum amount of securities representing debt or similar securities: 3 billion euros
TWENTY-FIFTH RESOLUTION

- Authorization to be granted to the Board of Directors to issue mixed securities representing debt.
  - Renewal of a delegation approved by the GM of May 20th, 2010
  - Term of validity: 26 months
  - Maximum amount: 3 billion euros
TWENTY-SIXTH RESOLUTION

• Authorization to be granted to the Board of Directors to increase the share capital to the benefit of members of a savings plan.
  – Renewal of a delegation approved by the GM of May 20th 2010
  – Term of validity: 26 months
  – Maximum amount: 40 million euros i.e. 2% of the share capital
  – Maximum discount of 20%
TWENTY SEVENTH RESOLUTION

• Authorization to be granted to the Board of Directors to increase the share capital in favour of classes of specific beneficiaries of the SUEZ ENVIRONNEMENT Group International employee shareholding and savings plans.
  - Renewal of a delegation approved by the GM of May 19th 2011
  - Term of validity: 18 months
  - Maximum amount: 12 million euros i.e. 0,6% of the share capital
  - Maximum discount of 20%
TWENTY-EIGHTH RESOLUTION

• Authorization to grant to the Board of Directors to allocate free shares to employees and corporate officers:
  – Renewal of a delegation approved by the GM of May 20th 2010
  – Term of validity: 38 months
  – Maximum amount: 1.5% of the share capital, with an annual cap
  – Maximum amount for corporate officers: 5% of the allocated global amount
  – Minimum acquisition period: 2 years
  – Performance conditions observed over the whole acquisition period for the shares allocated to Directors and corporate officers.
TWENTY-NINTH RESOLUTION

- Overall cap on authorizations.
  - Maximum nominal amount: 408 million euros i.e. 20% of the capital
  - Maximum amount of securities representing debt or similar securities: 3 billion euros
THIRTIETH RESOLUTION

• Delegation of powers for formalities.