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

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

Gérard Mestrallet
Chairman
Main documents made available to the shareholders

Reference Document including the Board of Directors’ management report

Parent Company’s financial statements and consolidated financial statements for 2018

Text of draft resolutions and Board of Directors’ report on the resolutions

Board of Directors’ Report on Corporate Governance

Statutory Auditors’ Reports
**Agenda**

1. **INTRODUCTION**
   by Mr. Gérard Mestrallet, Chairman

2. **PERFORMANCE AND OUTLOOK**
   Intervention of Mr. Jean-Louis Chaussade,
   Chief Executive Officer

3. **FINANCIAL RESULTS**
   Intervention of Mr. Jean-Marc Boursier,
   Senior Executive VIP

   by Mr. Gérard Mestrallet, Chairman,
   and by the Presidents of the Committees

5. **PRESENTATION OF THE RESOLUTIONS**
   Intervention of Mr. Jacques Audibert,
   General Secretary

6. **PRESENTATION OF THE STATUTORY AUDITORS’ REPORTS**

7. **DIALOGUE WITH THE SHAREHOLDERS**

8. **VOTE OF THE RESOLUTIONS**
Introduction

Gérard Mestrallet
Chairman
A group listening its faithful and diversified shareholders

<table>
<thead>
<tr>
<th>Individual shareholders</th>
<th>More than 400 events within 10 years</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Dynamic Shareholders' Club in France and in Belgium</td>
</tr>
<tr>
<td></td>
<td>Digital communication with best practices</td>
</tr>
<tr>
<td></td>
<td>Consultation panels</td>
</tr>
<tr>
<td>Employees shareholders</td>
<td>3.7% of the capital at the end of 2018</td>
</tr>
<tr>
<td></td>
<td>More than 30,000 employees shareholders</td>
</tr>
<tr>
<td></td>
<td>Regular worldwide subscription offers</td>
</tr>
<tr>
<td>Institutional investors</td>
<td>About 300 investors meetings every year</td>
</tr>
<tr>
<td>Strategic shareholders</td>
<td>ENGIE (32.1%)</td>
</tr>
<tr>
<td></td>
<td>Criteria Caixa (6.0%)</td>
</tr>
<tr>
<td></td>
<td>Caltagirone Group (3.5%)</td>
</tr>
</tbody>
</table>

Individual and employees shareholders represent about 10% of the capital.

SUEZ obtained a trophy at the 2018 Annual General Meeting Grand Prize.
SUEZ, a leader in sustainable management of resources
2018 key figures

- 4,118 drinking and wastewater treatment sites operated
- 4.4 M.t of raw material produced from waste recovered
- 1,172 M.m³ of reused wastewater
- 7.7 TWh of renewable energy produced each year from recovery waste

Active on the 5 continents
2018 revenues €17.3 bn
Around 90,000 employees
€120 m invested in R&D
450,000 industrial and business customers
A balanced business model

2018 REVENUES

- Water: 55%
- Waste: 45%

32% Europe without France
- France: 29%
- Germany and Benelux: 10%
- Spain: 10%
- UK: 6%
- Other Europe: 6%
- Rest of the world: 29%

39% Rest of the world
- North America: 12%
- South America: 7%
- Asia: 7%
- Africa: 6%
- Other Europe: 5%
- Australia: 2%
A profitable growth strategy in favor of the resource revolution

The confirmed market growth in the sustainable management of resources

- The circular economy
- The adaptation to the climate change
- The digital technologies applied to industry and local communities

The SUEZ strategic pillars

- Focus on the circular economy
- Support environmental transition across the globe
- Accelerate the deployment of smart solutions in our businesses
- Develop integrated solutions for industry
Governance evolution

Jean-Louis Chaussade

Unanimously appointed Chairman of the Board of Directors by the Board of Directors at its meeting of February 26, 2019, with effect to May 14, 2019

Bertrand Camus

Unanimously appointed Chief Executive Officer by the Board of Directors at its meeting of December 20, 2018 with effect to May 14, 2019, subject to his appointment as director by this Shareholders’ Meeting
Performance and outlook

Jean-Louis Chaussade
Chief Executive Officer
A very good performance in 2018

- Ongoing growth of the activity and financial structure under control
  - Guidance overachieved

- Strengthening of our market positions
  - Strong commercial momentum

- Outstanding first year for WTS
  - SUEZ reinforce its worldwide leadership in industrial water

Successfull deployment of the strategy
Strong commercial momentum

REINFORCED ENGAGEMENT WITH MUNICIPALITIES

- **Toulouse Métropole**
  - €520m

- **Rambervillers (Vosges)**
  - €225m

- **Great Manchester**
  - €800m

- **Montreal**
  - €117m

DEEPENED RELATIONSHIPS WITH INDUSTRIALS

- **Belland Vision**
  - Renewal and extension of several licensing contracts

- **Top European car manufacturer**
  - €36m

- **Safran Group**
  - €40m

STEPPED-UP DEVELOPMENT IN EMERGING MARKETS

- **Asia**
  - **Changshu** (China)
    - €413m
  - **Qinzhou** (China)
  - **Coimbatore** (India)
    - €400m

- **Africa / Middle-East**
  - **5 contracts** in Egypt, Morocco, Uganda, Nigeria and Ivory Coast
    - €110m

2019 Combined Shareholders’ Meeting
WTS: outstanding first year
Ahead of expectations on all key performance indicators

Orders up
+10.8% vs. last year

+6.7% top line organic growth

Value capture program ahead of schedule at
$30m

EBIT up
+43.2% vs. last year

FOR 2020

Confirming $3.1bn sales target

Accelerating synergies trajectory with $90m target brought forward
WTS: a unique integrated positioning delivering on topline growth

**GENERATING TOP LINE SYNERGIES**

**Modec**
Treatment solutions including seawater desalination and 1,000 nanofiltration membranes

**DEVELOPING IN GLOBAL AND PROMISING INDUSTRIES**

**Microelectronics segment**
Over $100m orders cumulated in 2018 worldwide in ultra pure water services

**L’Oréal**
Design & Build of a new wastewater treatment plant in Vichy, followed by 3 years of operation and maintenance including chemical supplies

**LEVERAGING INNOVATIVE OFFERS**

Unprecedented utilization of our 1,200 mobile trainers & containers assets, highly flexible on-premises solution performing wide variety of water treatment services for our customers

New version of InSight, IoT-based Asset Performance Management successfully roll-out
Enhanced business profile to accelerate performance

Balanced and resilient profile

- **International**: 39%
- **Europe**: 61%
- **Municipal**: 57%
- **Industrial**: 43%
- **Water**: 55%
- **Waste**: 45%

Split off 2018 revenue per geography, client, activity

Serving all markets with a unique brand

- **Strong customer awareness**
- **Recognized pioneer in circular economy solutions**
Enhanced business profile to accelerate performance

Permanent focus on efficiency

- Discipline on costs
- Strict commercial selectivity
- Digital as an enabler for efficiency

A group shaped for growth

- At the forefront of innovation and technology
- Active portfolio management
- Priority focus on ROCE and EPS growth
Sharing value
Redistribution of financial flows generated in 2018

Revenue and other profits €17.7bn

Redistributed flows €16.7bn

- Suppliers €9.9bn
  - Purchases of goods and services
- Employees €4.6bn
  - Salaries and benefits
- Governments and collectivities €1.0bn
  - Taxes
- Shareholders €696m
  - Dividends paid (of which €294m to minorities)
- Financial institutions €465m
  - Financial costs
- NGO and communities ~€30m
  - Donations, grants and sponsorship

2019 Combined Shareholders’ Meeting
A recognized responsible performance
A ever more effective presence in the most prestigious ESG indexes
**A global sharing value**

2018 results to the benefit of all its stakeholders

<table>
<thead>
<tr>
<th>To the benefit of municipalities and industrials</th>
<th>To the benefit of employees</th>
<th>To the benefit of the development of territories</th>
</tr>
</thead>
<tbody>
<tr>
<td>Circular economy indicators</td>
<td>Social performance indicators</td>
<td>Societal performance indicators</td>
</tr>
<tr>
<td>55% of waste recovered in raw material or energy</td>
<td>27.6% of women in management</td>
<td>55% of supplier contracts including CSR clauses</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>To the benefit of consumers</th>
<th>To the benefit of the health of the environment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Societal performance indicators</td>
<td>Environmental performance indicators</td>
</tr>
<tr>
<td>4.1 millions of ON’connect meters</td>
<td>2°C Emission reduction trajectory to 2030 in line with Science Based Targets 2 °C</td>
</tr>
</tbody>
</table>
Outlook and guidance: positive dynamics for 2019

Drive value-accretive growth, with a primary focus on international markets and industrial clients

Maintain a selective capital investment policy

Keep focusing on cash generation and value creation

Maintain tight cost control and steer operational efficiencies

Maximize WTS cost and revenue synergies
Bertrand Camus
Financial results

Jean-Marc Boursier
Senior Executive VP
Very good 2018 performance
Guidance overachieved

<table>
<thead>
<tr>
<th>in €m</th>
<th>2017 restated(^{(1)})</th>
<th>2018</th>
<th>Variation</th>
<th>Targets</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>gross</td>
<td>at constant forex(^{(2)})</td>
<td></td>
</tr>
<tr>
<td>Revenue</td>
<td>15,783</td>
<td>17,331</td>
<td>+9.8%</td>
<td>+11.9%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>EBIT</td>
<td>1,212</td>
<td>1,335</td>
<td>+10.2%</td>
<td>+11.5%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net income group share</td>
<td>295</td>
<td>335</td>
<td>+13.4%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Free cash flow</td>
<td>1,004</td>
<td>1,023</td>
<td>+1.9%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net debt / EBITDA</td>
<td>3.3x</td>
<td>3.2x</td>
<td>-0.1x</td>
<td></td>
</tr>
<tr>
<td>ROCE(^{(3)})</td>
<td>6.6%</td>
<td>6.2%</td>
<td>-40 pb</td>
<td></td>
</tr>
</tbody>
</table>

(1) For comparison purpose, all FY 2017 numbers in the presentation are restated to take into account implementation of IFRS 15 & 9 from Jan. 1st 2018 and GE Water Purchase Price Allocation
(2) Variation at constant forex, pre-GE Water Purchase Price Allocation and excluding the impact of the change in US tax law on regulated water activities which is neutral to net income group share (€-18m impact on EBIT)
(3) ROCE computation methodology has been cleaned-up

€0.65 dividend per share proposed at the 2019 Shareholders’ Meeting
2018 Revenue
Highest organic growth since 2011, contribution from all divisions

\[\text{in } €m\]

\begin{align*}
\begin{array}{cccccccc}
& 2017 \text{ restated} & & & & & & 2018 \\
\text{Forex} & -309 & & & & & & \\
\text{US tax}^{(1)} & -22 & & & & & & \\
\text{Scope}^{(2)} & +1,314 & & & & & & \\
\text{Water Europe} & +40 & & & & & & \\
\text{R&R}^{(4)} & +165 & & & & & & \\
\text{International} & +196 & & & & & & \\
\text{WTS} & +156 & & & & & & \\
\text{Other}^{(5)} & +7 & & & & & & \\
\hline
\text{2018 Revenue} & 15,783 & & & & & & 17,331 \\
\end{array}
\end{align*}

\begin{align*}
& \text{+3.6\% organic} \\
& \text{+11.9\% excluding forex}^{(3)}
\end{align*}

(1) Lower US tax rate on regulated water activities, passed through to customers, leads to lower revenue and EBIT, but is neutral to net income group share
(2) Of which €1,376m scope effect relating to GE Water acquisition
(3) At constant FX and excluding the impact of the change in US tax law on regulated water activities which is neutral to net income group share
(4) Recycling & Recovery
(5) Mainly SUEZ Consulting
**EBIT 2018**

Strong operational performance

*in €m*

- **EBIT 2017 (restated)**: 1,282
  - 7.7% EBIT margin
  - Pre-PPA: 8.1%

- **EBIT 2018**: 1,377
  - 7.7% EBIT margin
  - Pre-PPA: 7.9%

**Changes**:

- +7.5% organic increase
- +11.5% excluding forex

**Contributors (in €m)**:

- GE PPA amortization (3):
  - +70
  - Water Europe: +52
  - R&R Europe: -2
  - International: +54
  - WTS: +52
  - Other: +5

**Note**:

1. At constant forex and excluding the impact of the change in US tax law on regulated water activities and pre-GE Water Purchase Price Allocation.
2. Of which €61m scope effect relating to GE Water acquisition.
3. GE Water Purchase Price Allocation amortization.
## 2018 income from operating activities

Solid performance and reduced restructuring costs

<table>
<thead>
<tr>
<th>in €m</th>
<th>2017 restated</th>
<th>2018</th>
<th>∆ 18/17</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>EBITDA</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>2,578</td>
<td>2,768</td>
<td>+7.4%</td>
</tr>
<tr>
<td>Depreciation&lt;sup&gt;(1)&lt;/sup&gt;</td>
<td>-1,133</td>
<td>-1,211</td>
<td></td>
</tr>
<tr>
<td>Concession charges</td>
<td>-256</td>
<td>-262</td>
<td></td>
</tr>
<tr>
<td>Other (provisions, ESOP&lt;sup&gt;(2)&lt;/sup&gt;)</td>
<td>23</td>
<td>40</td>
<td></td>
</tr>
<tr>
<td><strong>EBIT</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>1,212</td>
<td>1,335</td>
<td>+10.2%</td>
</tr>
<tr>
<td>Restructuring costs</td>
<td>-158</td>
<td>-88</td>
<td></td>
</tr>
<tr>
<td>GE Water acquisition costs</td>
<td>-44</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>Capital gain, change in scope &amp; others&lt;sup&gt;(3)&lt;/sup&gt;</td>
<td>92</td>
<td>28</td>
<td></td>
</tr>
<tr>
<td><strong>INCOME FROM OPERATING ACTIVITIES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>1,102</td>
<td>1,275</td>
<td>+15.7%</td>
</tr>
</tbody>
</table>

<sup>(1)</sup> Including GE Water acquisition purchase price allocation which amounts €-41m in 2018 o/w €-6m at EBITDA level vs. €-70m in 2017, o/w €-61m at EBITDA level

<sup>(2)</sup> ESOP: Performance shares & Stock Options Programs

<sup>(3)</sup> Of which impairments including goodwill amortization and mark to market
## 2018 net income

Increasing EPS despite dilution effect linked to GE Water financing

<table>
<thead>
<tr>
<th></th>
<th>2017 restated</th>
<th>2018</th>
<th>Δ 18/17</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>INCOME FROM OPERATING ACTIVITIES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cost of net debt</td>
<td>-378</td>
<td>-423</td>
<td></td>
</tr>
<tr>
<td>Other financial result(^{(2)})</td>
<td>-51</td>
<td>-43</td>
<td></td>
</tr>
<tr>
<td>Income tax</td>
<td>-157</td>
<td>-244</td>
<td></td>
</tr>
<tr>
<td><strong>NET INCOME</strong></td>
<td>516</td>
<td>565</td>
<td>+9.5%</td>
</tr>
<tr>
<td>Minority interest</td>
<td>-220</td>
<td>-231</td>
<td></td>
</tr>
<tr>
<td><strong>NET INCOME GROUP SHARE</strong></td>
<td>295</td>
<td>335</td>
<td>+13.4%</td>
</tr>
<tr>
<td>Fully diluted EPS</td>
<td>0.45</td>
<td>0.47</td>
<td>+2 cts</td>
</tr>
</tbody>
</table>

### Notes:

1. Average interest rate on net debt, excluding securitization cost and inflation-link cost in Chile
2. Of which discount effect on long-term provisions and forex reevaluation of payables and receivables

Average interest rate\(^{(1)}\): 3.88% vs. 3.84% in 2017

Effective tax rate: 39.6% vs. 34.1% in 2017
2018 capex allocation
Reinforced selectivity

INVESTMENTS - SPLIT PER ASSET TYPE

€895m

- Waste Recycling & Recovery – 24%
- Waste Elimination – 3%
- Water Regulated Services – 24%
- Water Services Infrastructure – 14%
- Water Services Networks – 20%
- Water Industrial Services – 6%

Strict investment criteria

IRR > specific hurdle rate +400 bp
Net Result: accrediton in year 1 of operation
Positive Free Cash Flow in year 1 of operation

Development capex
Financial investments\(^1\)
Disposals

in €m

\(^1\) Excluding acquisition of GE Water
**Net debt**

Deleveraging trend will continue going forward

*in €m*

<table>
<thead>
<tr>
<th>12/31/2017 restated</th>
<th>12/31/2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net debt</td>
<td>8,470</td>
</tr>
<tr>
<td>3.3x ND/EBITDA</td>
<td></td>
</tr>
<tr>
<td>Free Cash Flow</td>
<td>-1,023</td>
</tr>
<tr>
<td>Investments net of disposals</td>
<td>+650</td>
</tr>
<tr>
<td>Dividends paid(^{(1)})</td>
<td>+696</td>
</tr>
<tr>
<td>Forex</td>
<td>+27</td>
</tr>
<tr>
<td>Others</td>
<td>+134</td>
</tr>
<tr>
<td>3.2x ND/EBITDA</td>
<td></td>
</tr>
<tr>
<td>Net debt</td>
<td>8,954</td>
</tr>
</tbody>
</table>

Disposal of 20% Suez Water Ressources Inc. for $601m in March 2019, further reducing leverage ND/EBITDA circa 0.2x

\(^{(1)}\) Out of which €402m paid to shareholders, €249m to minority interests and €45m of hybrid coupon
2019 first quarter
Solid start of the year, operational performance in line with the expected trajectory

- Brisk business activity, further revenue increase
- Strong sales momentum across all divisions
- 2019 outlook confirmed

<table>
<thead>
<tr>
<th>in €m</th>
<th>2019 Q1</th>
<th>Variation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>gross</td>
</tr>
<tr>
<td>Revenue</td>
<td>4,210</td>
<td>+3.8%</td>
</tr>
<tr>
<td>EBIT</td>
<td>293</td>
<td>+5.3%</td>
</tr>
<tr>
<td>EBIT margin</td>
<td>7.0%</td>
<td></td>
</tr>
<tr>
<td>Net financial debt</td>
<td>10,367</td>
<td></td>
</tr>
<tr>
<td>ND/EBITDA (1)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) Excluding the impact of the initial application of IFRS 16
2019 outlook and guidance\(^{(1)}\)

- **Revenue**: +2 to 3% organic growth
- **EBIT**: +4 to 5% organic growth, notably thanks to targeted €200m Compass cost savings
- **Free cash flow**: +7 to 8%, with continued selectivity in capex
- **Leverage ratio** (Net debt / EBITDA) at circa 3x in 2019\(^{(2)}\) and continued ambition to lower leverage ratio in 2020

- **Dividend**: €0.65 per share in relation with FY 2019 results\(^{(3)}\)

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\(^{(1)}\) Guidance based on the following external factors: water volumes sold in line with historical trends, waste treated volumes up 1.5% in Europe vs. 2018, and no impact of commodities vs. 2018

\(^{(2)}\) Excluding the impact of the initial application of IFRS 16

\(^{(3)}\) Subject to 2020 Annual General Meeting approval

---

**Continue growth and deliver a significant improvement in results**

**Continue attractive dividend policy**
Governance

Gérard Mestrallet
Chairman

And Chairwomen and Chairmen of Board’s Committees
Board of Directors

Balanced and diversified composition

50% of independent directors

41% of women

6 different nationalities represented

2 Directors representing employees and 1 Director representing employees shareholders

Active and committed governance

7 meetings of the Board of Directors and 31 meetings of Committees in 2018

1 annual strategy seminar

An attendance rate at the Board of Directors of 91.5%

Proposals made to the Shareholders’ Meeting

Renewal of the terms of Ms. Isabelle Kocher and Anne Lauvergeon and Mr. Nicolas Bazire

Appointments of Mr. Bertrand Camus and Ms. Martha J. Crawford as directors
Strategy Committee

Main topics discussed

- 2019-2022 Medium-Term Plan
- Integration of GE Water’s activities after its acquisition
- Changes in the assets portfolio

Main topics of the strategy seminar of Directors

- Deployment of the Group’s strategy
- Areas of development (especially in the industry, agriculture, digital and innovation areas)
- Investment and divestment projects under consideration
- Group’s transformation

Chairman: Gérard Mestrallet

- 7 members in 2018 including 50% of independent directors
- 2 meetings in 2018 + 1 strategy seminar

Attendance rate 86%
Audit and Financial Statements Committee

Main topics discussed

- Annual, half-year and quarterly results
- 2018 budget
- Group’s financing and debt situation
- Financial and accounting impacts of GE Water’s acquisition
- Risk mapping and monitoring of action plans
- Monitoring of internal audit and internal control plans

Chairman: Guillaume Pepy

- 5 members in 2018 including 75% of independent directors
- 6 meetings in 2018

Attendance rate 93%
Appointments and Governance Committee

Main topics discussed

Replacement of the Chief Executive Officer and the Chairman

Composition of the Board of Directors and Committees

Independence of directors

Preparation of the Shareholders’ Meeting

Board of Directors’ Report on Corporate Governance

Chairwoman: Anne Lauvergeon

4 members in 2018 including 75% of independent Directors

17 meetings in 2018 (compared to 4 meetings in 2017)

Attendance rate 94%
Compensation Committee

Main topics discussed

Compensation of the Chairman and the Chief Executive Officer

Compensation of the Management Committee’s members

Long-term incentive plan and integration of GE Water in the Group's compensation mechanism

Directors’ fees

Chairman: Lorenz d’Este

4 members in 2018 including 67% of independent Directors

3 meetings in 2018

Attendance rate 100%
Ethics and Sustainable Development Committee

Main topics discussed

- Health and safety assessment and actions plans
- Assessment of sustainable development indicators and roadmap for the 2017-2020 period
- Environmental and industrial risk management, quality of drinking water and conformity of wastewater
- Ethics policy
- Corruption risk mapping
- Policy in terms of gender, salary equality and diversity
- Non-financial performance statement and non-financial ratings attributed to the Group

Chairwoman: Delphine Ernotte Cunci

- 4 members in 2018 including 67% of independent Directors
- 3 meetings in 2018

Attendance rate 100%
Presentation of the resolutions

Jacques Audibert
General Secretary
Presentation of the resolutions
Ordinary part (1/5)

Approval of the Company’s annual and consolidated financial statements for the 2018 fiscal year

Allocation of the net income and setting of the dividend

- Proposition of a dividend distribution of € 0.65 per share
- Ex-dividend date: May 20th
- Payment date: May 22nd

Composition of the Board of Directors

- Renewal for a four-year term of the terms of Ms. Isabelle Kocher and Anne Lauvergeon and Mr. Nicolas Bazire
- Appointments for a four-year term of Mr. Bertrand Camus and Ms. Martha J. Crawford as directors
Unanimously appointed **Chief Executive Officer** by the Board of Directors at its meeting of December 20, 2018 with effect to May 14, 2019, subject to his appointment as director by this Shareholders’ Meeting.

**Biography**

Bertrand Camus, born on February 9, 1967, is a graduate of École nationale des Ponts et Chaussées. Prior to joining the SUEZ group in 1994, he held various roles within the Project Financing division of BNP Paribas. He was Chief Operating Officer of the subsidiary Aguas Argentinas from 2000 to 2006, then Director of Internal Audit at SUEZ. From 2008 to 2015, he was Chief Executive Officer of United Water and SUEZ North America. In 2015, he was appointed Deputy CEO of the Water Europe division before being appointed Deputy CEO in charge of the Africa, Middle East, India, Asia and Australia-Pacific areas in 2018.
Nomination de Madame Martha J. Crawford

Martha J. Crawford

51 years old
French and American

Strong skills in R&D, innovation and environmental performance acquired within major groups and global institutions:

- Executive Management Positions in R&D at L'Oréal (centers in France, the United States, Brazil, China and India), AREVA and Air Liquide
- R&D consultant for companies and governments, principal administrator of the Environmental Performance Division of the OECD and several positions in environmental infrastructure and technology at the World Bank and the Asia Development Bank

Gained experience as independent director:

- Altran, a global company in innovation and high-tech engineering consulting (2015 to present)
- IPSEN Pharmaceuticals, a listed company (2013 - 2016)

Belonging to the academic world:

- Professor at Harvard: MBA courses on Energy in the 21st Century, Leadership and Corporate Responsibility
Presentation of the resolutions
Ordinary part (2/5)

Compensation for fiscal year 2018 of Mr. Gérard Mestrallet, Chairman of the Board of Directors

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Directors’ fees</td>
<td>€ 53,055</td>
</tr>
<tr>
<td>Other compensation’s element</td>
<td>€ 0</td>
</tr>
</tbody>
</table>

Compensation policy for fiscal year 2019, for the period from January 1, 2019 to May 14, 2019 of the Chairman the Board of Directors, Mr. Gérard Mestrallet

- **Same** compensation policy as the one approved by the Shareholders’ Meeting in 2018:
  - **No compensation** apart from *directors’ fees*
### New compensation policy to be in line with observed market practices

<table>
<thead>
<tr>
<th>Compensation Element</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual fixed compensation</td>
<td>€ 250,000</td>
</tr>
<tr>
<td>Benefits in kind</td>
<td>Company's car</td>
</tr>
<tr>
<td>Other compensation's element (including directors' fees)</td>
<td>N/A</td>
</tr>
</tbody>
</table>

### Compensation for fiscal year 2018 to Mr. Jean-Louis Chaussade, Chief Executive Officer

<table>
<thead>
<tr>
<th>Compensation Element</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual fixed compensation</td>
<td>€ 750,000 (unchanged since 2009)</td>
</tr>
<tr>
<td>Annual variable compensation</td>
<td>€ 666,145</td>
</tr>
<tr>
<td>Exceptional compensation (linked to GE Water's integration)</td>
<td>€ 1,036,383 (to be paid in 2020)</td>
</tr>
<tr>
<td>Benefits in kind</td>
<td>Company's car and Group’s health care plan applicable to SUEZ employees</td>
</tr>
</tbody>
</table>

### Compensation policy for fiscal year 2019, for the period from January 1, 2019 to May 14, 2019 of the Chief Executive Officer, Mr. Jean-Louis Chaussade, calculated *prorata temporis*

<table>
<thead>
<tr>
<th>Compensation Element</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual fixed compensation</td>
<td>€ 750,000 (unchanged since 2009)</td>
</tr>
<tr>
<td>Annual variable compensation</td>
<td>Depending on the achievement of quantifiable and qualitative performance criteria (including the quality of managerial transition)</td>
</tr>
<tr>
<td>Benefits in kind</td>
<td>Company’s car and Group’s health care plan applicable to SUEZ employees</td>
</tr>
</tbody>
</table>
Compensation policy for fiscal year 2019 of Mr. Bertrand Camus, Chief Executive Officer, including related-party commitments taken in his favor

A NEW POLICY TO ENSURE A BETTER ALIGNMENT WITH THE SHAREHOLDERS’ INTERESTS...

- **Fixed compensation**: €750,000 (unchanged since 2009)
- **Annual variable compensation**: Between 0% and 150% of fixed compensation
- **Long-term variable compensation**: Increase in weighting
- **Increase in the “ratchet threshold” triggering the payment** of annual variable compensation
- **Long-term compensation fully indexed to SUEZ share price evolution**
- **Obligation to reinvest in shares** → 25% (compared to 15% previously)... ...until to **hold a number of shares** → 200% of its fixed compensation (compared to 150% previously)
...TAKING INTO ACCOUNT THE PERSONAL SITUATION OF MR. BERTRAND CAMUS AND THE PROTECTION OF SUEZ’S INTERESTS, WHILE COMPLYING WITH MARKET AND BEST GOVERNANCE PRACTICES

- No compensation related to the termination of his employment contract
- Loss of entitlement to unemployment insurance and severance pay

Severance pay
- Capped at 2 years of compensation
- Only in the event of forced departure
- Subject to the achievement of performance conditions

Non-compete commitment in favor of SUEZ
- Period of 2 years
- Capped at 1 year of compensation

Overall cap of 2 years remuneration for these two indemnities

Defined-contribution pension plan
Annual performance-related amount

Benefit of Group’s insurance and health care plans applicable to SUEZ employees

- No welcome bonus

Permanent waiver of potential rights accrued under a defined-benefit pension plan

47% savings for SUEZ

2019 Combined Shareholders’ Meeting
Authorization to be granted to the Board of Directors to trade in the Company’s share
Presentation of the resolutions
Extraordinary part

Renewal of an authorization to reduce the Company’s share capital by cancellation of treasury shares held by the Company, within the limit of 10% of the share capital

Renewal of delegations and authorizations granted to the Board of Directors related to employee shareholding plans

Powers to carry out formalities

Resolution 18
Resolution 19 to 21
Resolution 22
Statutory auditors’ reports

Jean-Pierre Letartre
Partner Ernst & Young
Statutory Auditors’ Reports

Reports related to the resolutions of the Ordinary Shareholders’ Meeting

• Statutory Auditors’ Report on the SUEZ financial statements (Resolution n°1; Reference Document: pages 384 to 387)

• Statutory Auditors’ Report on the consolidated financial statements of the SUEZ Group (Resolution n°2; Reference Document: pages 356 to 361)

• Statutory Auditors’ Special Report on the related party agreements and commitments (Resolutions n°15 and 16; Reference Document: pages 424 to 426)

Reports related to the resolutions of the Extraordinary Shareholders’ Meeting

• Statutory Auditors’ Reports on capital transactions (Resolutions n°18 to 21; Reference Document: pages 427 to 430)

Other reports

• Independent third party’s report on the consolidated non-financial performance statement included in the Management Report (Reference Document: pages 131 to 133)

• Statutory Auditors’ Report of reasonable assurance on a selection of consolidated information included in the Management Report (Reference Document: pages 134 and 135)
Dialogue with the shareholders

Gérard Mestrallet
Jean-Louis Chaussade
Jean-Marc Boursier
Jacques Audibert
Vote on resolutions

Jacques Audibert
General Secretary
How to use the handheld voting device

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

TO VOTE
Simply press the button of your choice:

1  For  2  Against  3  Abstain

THE MESSAGE AT THE BOTTOM OF THE SCREEN
Mention “ACCEPTED”: Your vote has been taken into account
Mention “VOTED”: The vote is closed and your vote has been definitively recorded
First resolution

Approval of the Company financial statements for the fiscal year ended December 31, 2018

- Net income: € 386,840,767.26
Second resolution

Approval of the consolidated financial statements for the fiscal year ended December 31, 2018

• Net income Group share: € 334.9M
Third resolution

Allocation of the net income for the fiscal year ended December 31, 2018 and setting of the dividend

• Dividend of € 0.65 per share
• Ex-date: May 20th
• Payment date: May 22nd
Fourth resolution

Renewal of the term of office of Ms. Isabelle Kocher as Director

- Renewal for a four-year term
Fifth resolution

Renewal of the term of office of Ms. Anne Lauvergeon as Director

• Renewal for a four-year term
Sixth resolution

Renewal of the term of office of Mr. Nicolas Bazire as Director

• Renewal for a four-year term
Seventh resolution

Appointment of Mr. Bertrand Camus as Director

- For a four-year term
Eighth resolution

Appointment of Ms. Martha J. Crawford as Director

• For a four-year term
Ninth resolution

Vote on the elements of compensation due or awarded for fiscal year 2018 to Mr. Gérard Mestrallet, Chairman of the Board of Directors
Tenth resolution

Vote on the compensation policy for fiscal year 2019, for the period from January 1, 2019 to May 14, 2019 of the Chairman the Board of Directors, Mr. Gérard Mestrallet
Eleventh resolution

Vote on the compensation policy for fiscal year 2019, for the period from May 14, 2019 to December 31, 2019 of the Chairman of the Board of Directors, Mr. Jean-Louis Chaussade
Twelfth resolution

Vote on the elements of compensation due or awarded for fiscal year 2018
to Mr. Jean-Louis Chaussade, Chief Executive Officer
Thirteenth resolution

Vote on the compensation policy for fiscal year 2019, for the period from January 1, 2019 to May 14, 2019 of the Chief Executive Officer, Mr. Jean-Louis Chaussade
Fourteenth resolution

Vote on the compensation policy for fiscal year 2019, for the period from May 14, 2019 to December 31, 2019 of the Chief Executive Officer, Mr. Bertrand Camus
Fifteenth resolution

Approval of related-party commitments granted in favor of Mr. Bertrand Camus, Chief Executive Officer, relating to a severance pay and in consideration of a non-compete commitment
Sixteenth resolution

Approval of related-party commitments granted in favor of Mr. Bertrand Camus, Chief Executive Officer, relating to a supplementary defined-contribution pension plan and continuation of the insurance and health care plans granted to SUEZ employees.
Seventeenth resolution

Authorization to be granted to the Board of Directors to trade in the Company’s shares

- Renewal of an authorization granted by the Shareholders’ Meeting of May 17, 2018
- Within the limit of 10% of the share capital
- Maximum purchase price per share: € 25
- Duration: 18 months
Eighteenth resolution

Authorization to be granted to the Board of Directors to reduce the Company’s share capital by canceling treasury shares

- Renewal of an authorization granted by the Shareholders’ Meeting of May 17, 2018
- Within the limit of 10% of the share capital per 24 month-period
- Duration: 26 months
Nineteenth resolution

Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing shares or securities granting access to the share capital to the benefit of members of savings plans, with waiver of the shareholders’ preferential subscription rights in favor of the latter

- Renewal of a delegation of authority granted by the Shareholders’ Meeting of May 17, 2018
- Maximum nominal amount: € 50 millions, i.e. 2% of the share capital (this amount to be counted against the overall cap set forth in Resolution 28 of the Shareholders’ Meeting of May 17, 2018)
- Maximum discount: 20%
- Duration: 26 months
Twentieth resolution

Delegation of authority to be granted to the Board of Directors to increase the share capital, with waiver of the shareholders’ preferential subscription rights in favor of the class(es) of named beneficiaries, as part of the implementation of the SUEZ group international shareholding and savings plans

- Renewal of a delegation of authority granted by the Shareholders’ Meeting of May 17, 2018
- Maximum nominal amount: € 12 millions, i.e. 0.48% of the share capital (this amount to be counted against the overall cap set forth in Resolution 28 of the Shareholders’ Meeting of May 17, 2018)
- Maximum discount: 20%
- Duration: 18 months
Twenty-first resolution

Authorization to be granted to the Board of Directors to proceed to the allocation of bonus shares in favor of the employees or corporate officers subscribing to a Group shareholding plan

• Renewal of an authorization granted by the Shareholders’ Meeting of May 17, 2018
• Maximum nominal amount: 0.05% of the share capital (this amount to be counted against the overall cap set forth in Resolution 28 of the Shareholders’ Meeting of May 17, 2018)
• Duration: 26 months
Twenty-second resolution

Delegation of powers for formalities