

ADDITIONAL INFORMATION

General information on share capital

shares through redemption, conversion, exchange, presentation of warrant or any other means;

- in general, to pursue any other goal that is or would become authorized by law or regulations, or to engage in any market practice that is or would become approved by financial market regulators, provided that the Company's shareholders are formally notified thereof.

21.1.3.3 Terms and conditions**(a) Maximum portion of capital that may be acquired and held and maximum amount payable by the Company**

The maximum portion of capital acquired and held by the Company may not exceed 10% of the Company's share capital, for a maximum

total of €1,275,584,550 based on the share capital as of December 31, 2011, consisting of 510,233,829 shares.

(b) Duration of the share buyback program

Pursuant to the resolution to be proposed to the Shareholders' Meeting of May 24, 2012, the share buyback program may be implemented for 18 months from the date of the Shareholders' Meeting, i.e. until November 25, 2013.

21.1.4 Other equity instruments

None.

21.1.5 Authorizations and delegations of authority granted by the Company's Shareholders' meeting

The delegations and authorizations to issue shares and other securities approved by the Company's Combined Ordinary and

Extraordinary Shareholders' Meetings of May 26, 2009, May 20, 2010 and May 19, 2011 are the following:

Authorizations and delegations of authority granted by the Combined Ordinary and Extraordinary Shareholders' Meetings of May 26, 2009, May 20, 2010 and May 19, 2011

Authorizations/delegations of authority	Validity period	Authorized ceiling	Amount used	Balance
1. Capital increase by issuing ordinary shares and/or marketable securities conferring entitlement, immediately or in the future, to Company shares, while retaining preferential subscription rights (PSR) (Resolution 15)	26 months as of May 20, 2010	€220 million ^{(1) (2)}	Not used	
2. Capital increase by issuing ordinary shares and/or marketable securities conferring entitlement, immediately or in the future, to Company shares, with removal of preferential subscription rights (Resolution 16)	26 months as of May 20, 2010	€220 million ^{(2) (3)}	Not used	
3. Issue, in accordance with Article L.411-2 II of the French Monetary and Financial Code, of shares and marketable securities conferring access to share capital, with removal of preferential subscription rights (Resolution 17)	26 months from May 20, 2010	€220 million ⁽³⁾	Not used	
4. Increase in the amount of the issues, with retention or removal of preferential subscription rights (Resolution 18)	26 months as of May 20, 2010	Up to 15% of initial issue ⁽²⁾	Not used	

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Authorizations/delegations of authority	Validity period	Authorized ceiling	Amount used	Balance
5. In the event of an issue of ordinary shares and/or marketable securities conferring entitlement, immediately or in the future, to shares, with removal of preferential subscription rights, increasing these shares with a view to setting the issue price within the limit of 10% of the Company's capital (Resolution 19)	26 months as of May 20, 2010	€196 million ⁽²⁾	Not used	
6. Capital increase with a view to payment of contributions in kind consisting of equity securities or marketable securities conferring entitlement to the share capital (Resolution 20)	26 months as of May 20, 2010	€196 million (up to 10% of capital) ⁽²⁾	Not used	
7. Capital increase by incorporating additional paid-in capital, reserves, profits or any other amount for which capitalization is authorized (Resolution 21)	26 months as of May 20, 2010	€220 million ^{(1) (2)}	Not used	
8. Capital increase for payment of contributions of securities performed in the context of a public exchange offer (Resolution 22)	26 months as of May 20, 2010	€220 million ^{(3) (2)}	Not used	
9. Issue of mixed securities representing debt (Resolution 23)	26 months as of May 20, 2010	€3 billion	Not used	
10. Capital increase by issuing shares or marketable securities conferring access to share capital, restricted to members of the savings plan with removal of their preferential subscription rights (Resolution 24)	26 months as of May 20, 2010	€28 million ⁽²⁾	Issue Dec. 8, 2011 of 6,977,062 new shares as part of employee share issue	22,938 shares
11. Authorization to trade in its own shares on the stock exchange (Resolution 14)	18 months as of May 19, 2011	Up to 10% of capital	0.65% as of December 31, 2011	9.35% of the share capital
12. Authorization to reduce share capital by cancelling treasury shares (Resolution 15)	18 months as of May 19, 2011	10% of the share capital per 24-month period	Cancellation on Dec. 8, 2011 of 8,370,000 shares, i.e. 1.64% of share capital	8.36% of the share capital
13. Authorization to be given to the Board of Directors to award stock subscription or purchase options to employees of the Company and/or Group companies, as well as to corporate officers (Resolution 10 of the General Meeting of May 26, 2009)	38 months as of May 26, 2009	Maximum holding: 1.5% of share capital on the date allocated by the Board of Directors	Allocation Dec. 17, 2009 of 3,464,440 options i.e. 0.68% of share capital as of Dec. 31, 2011 Allocation December 16, 2010 of 2,944,200 options, i.e. 0.58% of share capital as of Dec. 31, 2011 Total allocated 6,408,640 options, i.e. 1.26% of share capital as of Dec. 31, 2011	0.24% of share capital as of Dec. 31, 2011

(1) Same ceilings for Resolutions 15 and 21 of the Combined Shareholders' Meeting of May 20, 2010.

(2) Ceiling is €392 million at nominal value, plus the capital increases pursuant to authorizations 1, 2, 3, 4, 5, 6, 7, 8, 10 and 15.

(3) Same ceilings for Resolutions 16, 17 and 22 of the Combined Shareholders' Meeting of May 20, 2010.

ADDITIONAL INFORMATION

General information on share capital

Authorizations/delegations of authority	Validity period	Authorized ceiling	Amount used	Balance
14. Authorization to allocate bonus shares to employees of the Company or Group companies, as well as to corporate officers (Resolution 26)	24 months as of May 20, 2010	Maximum holding: 1% of share capital	Allocation on Dec. 16, 2010 of 829,080 performance shares, i.e. 0.16% of share capital as of Dec. 31, 2011 Allocation on Dec. 8, 2011 as part of employee share issue (international matching shares) of 101,211 shares Total allocated: 930,291 shares, i.e. 0.18% of share capital as of Dec. 31, 2011 ⁽⁴⁾	0.82% of share capital as of Dec. 31, 2011
15. Increase in the share capital, with suppression of preferential subscription rights, in favor of any entity whose sole purpose is to facilitate access to the share capital of SUEZ ENVIRONNEMENT COMPANY by foreign employees of the Group (Resolution 16)	18 months as of May 19, 2011	Nominal amount €12 million ⁽²⁾	Issue on Dec. 8, 2011 of 2,918,976 new shares as part of employee share issue	81,024 shares

(1) Same ceilings for Resolutions 15 and 21 of the Combined Shareholders' Meeting of May 20, 2010.

(2) Ceiling is €392 million at nominal value, plus the capital increases pursuant to authorizations 1, 2, 3, 4, 5, 6, 7, 8, 10 and 15.

(3) Same ceilings for Resolutions 16, 17 and 22 of the Combined Shareholders' Meeting of May 20, 2010.

(4) On March 15, 2012 the Board of Directors decided to allocate 828,710 performance shares or 0.16% of share capital (based on share capital at December 31, 2011). Therefore, over the period 2010-2012 a total of 1,759,001 shares were allocated under authorization 14 (Resolution 26), or 0.35% of share capital. After the most recent allocation in March 2012, the unallocated balance under this authorization amounted to 0.65% of share capital (based on share capital at December 31, 2010).

The General Shareholders' Meeting of May 24, 2012 will be asked to renew (under similar terms) some of the resolutions, voted on by the General Meetings of May 26, 2009, May 20, 2010 and May 19, 2011 and expiring during 2012.

The details of the renewals proposed to the General Meeting of May 24, 2012 are explained in the Board of Directors' Report in Section 26.2 of this Reference Document.

21.1.6 Options or agreements concerning the Company's share capital

GDF SUEZ, Groupe Bruxelles Lambert, Sofina, Caisse des Dépôts et Consignations, Areva, CNP Assurances and SUEZ ENVIRONNEMENT COMPANY entered into a Shareholders' Agreement dated June 5,

2008 with regard to their shareholding in SUEZ ENVIRONNEMENT COMPANY, described in Section 18.3 of this Reference Document.

21.1.7 History of the share capital

Date	Type of transaction	Share capital before the operation (in euros)	Premium (in euros)	Shares created/ cancelled	Nominal value (in euros)	Cumulative number of shares	Share capital after the operation (in euros)
2006	N/A	40,000	N/A	N/A	16	2,500	40,000
2007	Split by 4 of nominal value	40,000	N/A	7,500	4	10,000	40,000
	Capital increase ^(a)	40,000	N/A	46,250	4	56,250	225,000
2008	Capital increase ^(b)	225,000	4,198,819,093	489,642,810	4	489,699,060	1,958,796,240