



**S'ENGAGER
POUR LA PLANÈTE
EST UNE BELLE
ENTREPRISE**



REPORT

COMBINED GENERAL MEETING

22 MAY 2014

OPENING

INTRODUCTION



SUEZ Environnement's Combined General Meeting took place on **Thursday 22 May 2014 at the CNIT in Paris - La Défense**, and was chaired by Gérard Mestrallet.

This General Meeting provided the Group's management team with an opportunity to report to shareholders on the **2013 financial results**, to review **the events and commercial successes during the year just-ended** and to present **the challenges facing the Group**, together with its **outlook**.

In his introduction, Gérard Mestrallet stressed the **major role that SUEZ Environnement plays through its businesses**, through supplying 92 million people with drinking water and collecting the waste generated by 52 million people. This development has been successfully achieved thanks to a **profitable growth strategy** and **to profound changes in the Group's business activities**, in order to adjust to demand while improving its operating performance.

AGENDA FOR THE GM

- 3:00 pm** - Opening by G. Mestrallet
- 3:17 pm** - Performance and Strategy, by JL. Chaussade
- 4:00 pm** - Financial results, by JM. Boursier
- 4:14 pm** - Governance, by G. Mestrallet and the Chairmen of the Committees
- 4:34 pm** - Overview of the resolutions by JY. Larrousturou
- 4:49 pm** - Statutory Auditors' Report
- 4:53 pm** - Discussion with shareholders
- 5:53 pm** - Vote on the resolutions
- 6:10 pm** - Close of the Meeting

KEY DATA

Length: 3 hours and 10 minutes

Audience: 474 shareholders were present

Quorum: The shareholders present and represented, together with the shareholders who voted via a postal vote and the Internet, held 65% of the shares with voting rights at the GM

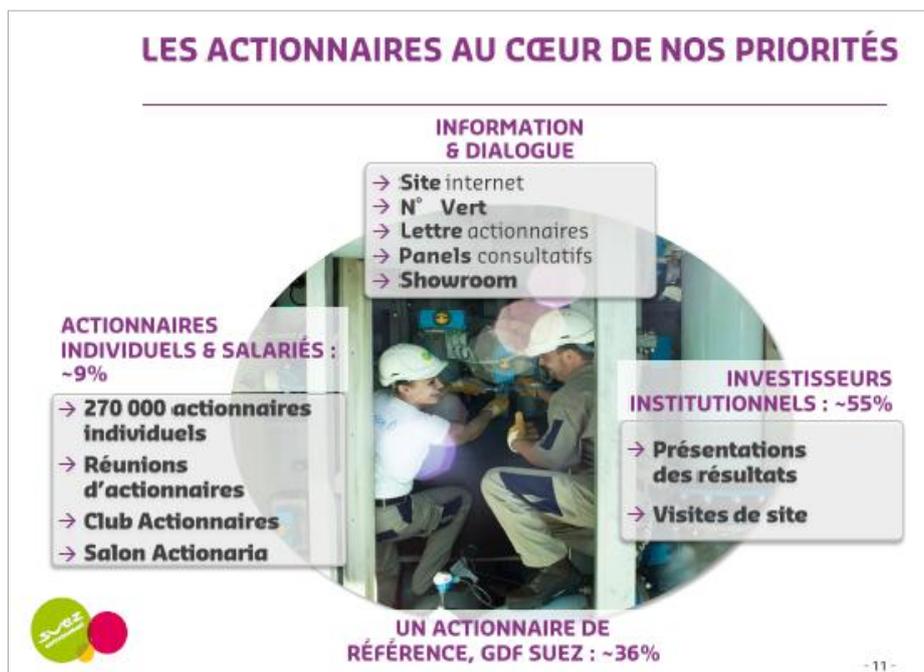
On the stage: Gérard Mestrallet (Chairman of the Board), Jean-Louis Chaussade (Chief Executive Officer), Jean-Marc Boursier (Executive Vice-President in charge of Finance and Procurement) and Jean-Yves Larrousturou (General Secretary)

Stands: Shareholder area, documentation area and customer area

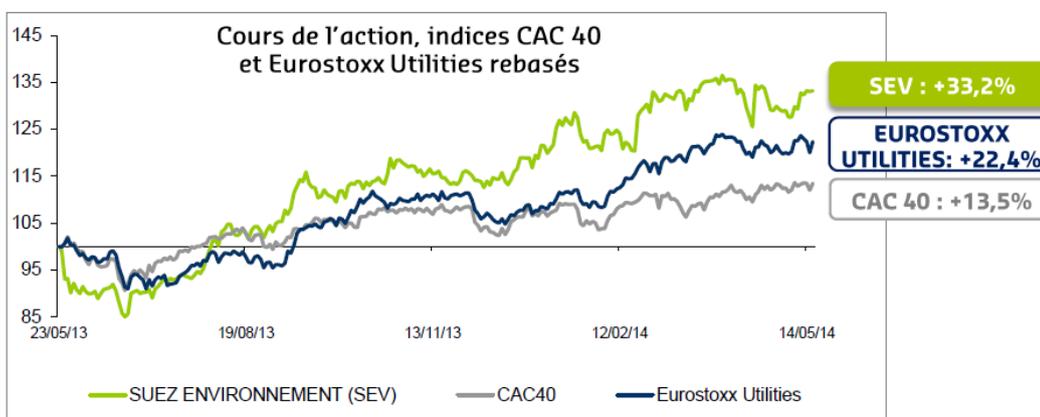
- [Watch a video broadcast of the General Meeting](#)

SHAREHOLDERS ARE THE FOCAL POINT OF THE GROUP'S PRIORITIES

When opening the General Meeting, Gérard Mestrallet applauded **the dynamism of SUEZ Environnement's shareholders**, who responded to the shareholder consultation prior to the General Meeting in very high numbers, and thanked the members of the Consultation Panel in attendance.



The Chairman of the Board also underlined the **+33.2% increase in the share price over one year**, which outperformed the CAC 40 Index and the EuroStoxx Utilities Index. This share price performance demonstrates the **market's confidence in the quality of the Group's results, and in its management and strategy**.



SUEZ ENVIRONNEMENT IS COMING TO SEE YOU!

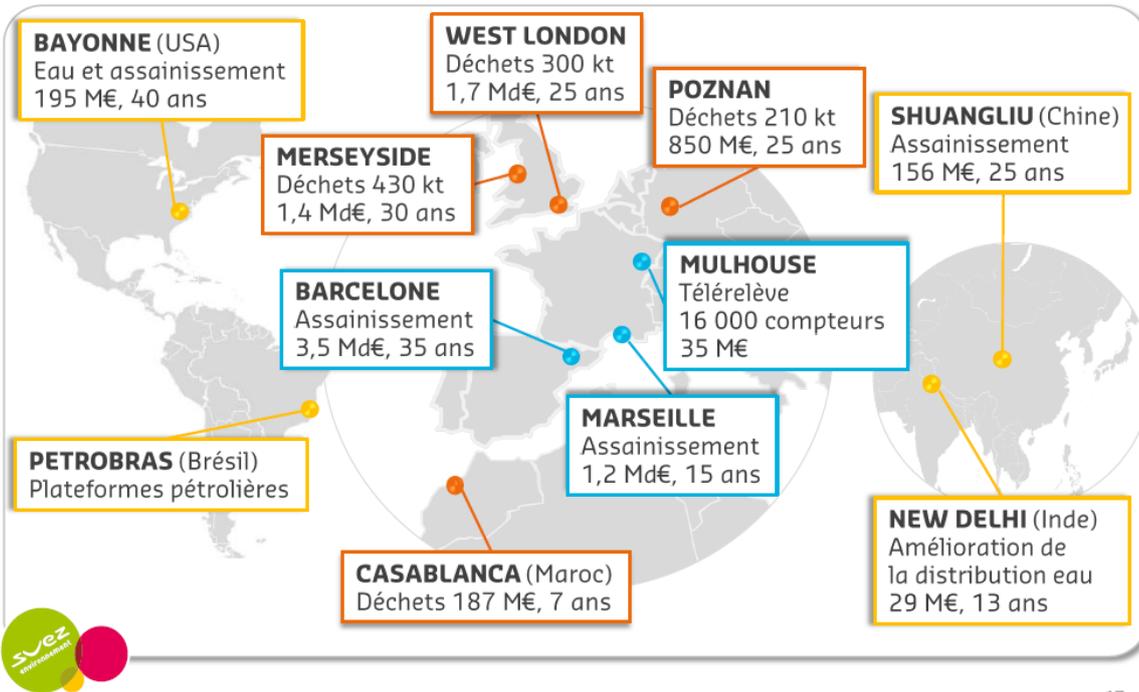
In June, SUEZ Environnement attended the **Shareholder Village** in Lyon on 12 June, and a **shareholders' meeting** in Marseille on 17 June.

To view the Shareholders' Club programme, [click here](#)



2013 PERFORMANCE AND STRATEGY

MAJOR CONTRACTS SIGNED ON ALL CONTINENTS



Jean-Louis Chaussade, SUEZ Environnement’s Chief Executive Officer, was determined to underline the **Group’s commercial momentum** from the outset, including successes in both businesses and in all geographical regions, through varied and innovative contractual models. SUEZ Environnement owes this efficiency both to its determination to improve performance on an ongoing basis, and to its anticipation of its customers’ requirements.

The Group’s other strength is based on the **consistency of its strategy**, on the balance between water and waste, and on the diversification of its business activities and of the geographical markets that it covers.

Lastly, Jean-Louis Chaussade presented the **four priorities for improving performance** that the Group has set itself in order to pursue its profitable growth strategy, i.e. anticipating market requirements, expanding from SUEZ Environnement’s established bases, industrialising its processes, and lastly, relying on the Group’s teams and expertise.

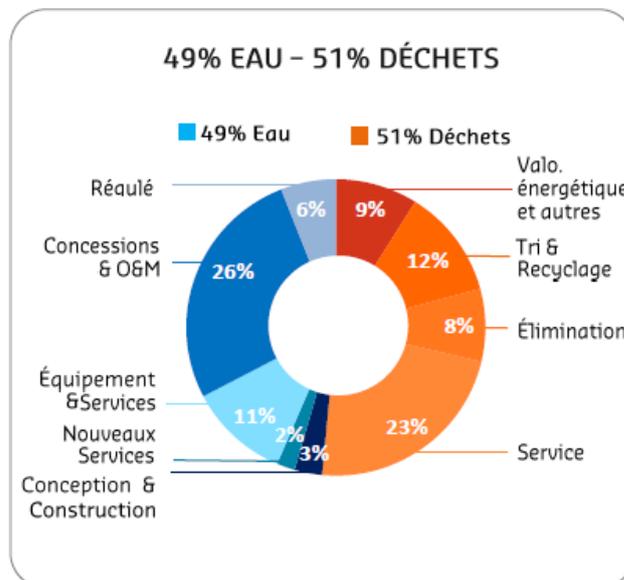


BALANCED BUSINESS ACTIVITIES

The Chief Executive Officer provided a detailed overview of SUEZ Environnement’s strategy in the water and waste segments.

In the water segment, concessions provide the Group with very long-term visibility, while new service offerings like smart water provide a **crucial growth driver for SUEZ Environnement’s future**.

In the waste segment, the Group’s activities are divided in a balanced way between services and the collection and treatment of waste in all its forms, from disposal to recovery. As Jean-Louis Chaussade reminded the audience, it is crucial for the Group **to have a presence throughout the value chain**.



Accordingly, SUEZ Environnement’s water and waste businesses are based on **leading positions**, thanks to a long-term portfolio that the Group is seeking to expand.



“We do not have operations everywhere; instead, our aim is to be a major operator in clearly identified positions where we have decided to invest”

INNOVATION AND INVESTMENT: TWO GROWTH DRIVERS

The Group’s transformation process involves two key drivers: innovation efforts and investment.

Innovation not only enables the Group **to stand out from the competition**, but also to anticipate and prepare for **new expectations from customers**, in order to enable those customers to be genuinely environmentally-friendly operators.

Innovation et R&D

- 74 M€ de budget
- 400 chercheurs et experts dans le monde
- 65 programmes de R&D
- Fonds Cleantech **Blue Orange**

Jean-Louis Chaussade underlined that investments, which are synonymous with future growth, had to be **in line with the Group’s four strategic priorities, i.e.** new water businesses, waste recovery, international operations, and industrial waste water. These development opportunities were illustrated by a film on the Group’s recent innovations.

- [Find out more about SUEZ Environnement's innovation strategy](#)

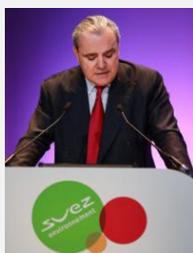
SOCIAL AND ENVIRONMENTAL RESPONSIBILITY FORMS AN INTEGRAL PART OF THE GROUP'S STRATEGY

SUEZ Environnement's strategy makes sustainable development the focal point of the Group's concerns. Accordingly, the Group has set itself **ambitious targets** as part of its 2012-2016 Roadmap, of which Jean-Louis Chaussade reminded us of the **three main priorities**.

Firstly, **innovation** enables the Group to develop its business activities and to make its customers leaders in terms of their financial and environmental performance. Secondly, the Group is focusing on the **in-house development of talented individuals** in order to involve them in the transformation of its businesses. In fact, SUEZ Environnement once again received the "Top Employer" award out of 46 companies that took part in France in 2013. Lastly, the Group has set itself the goal **of developing access to essential services**, and remains focused on encouraging **the employment of young people, and social inclusion**, through extending the **Maison pour Rebondir** initiative, about which shareholders were able to find out more in a dedicated video clip.

Jean-Louis Chaussade confirmed the importance for the Group - which is now included in the main extra-financial indices - of being a **global leader in the sustainable development field**. In fact, he spent time outlining the process for **sharing the value** created in 2013, for the benefit of shareholders, employees, suppliers, governments and local authorities, as well as innovation and development.

	ACTIONNAIRES 330 M€ Dividendes versés ⁽¹⁾
	SALARIÉS 3,6 Md€ Rémunérations et charges sociales
	FOURNISSEURS 8,7 Md€ Achat de biens et services
	ETATS ET COLLECTIVITÉS 205 M€ Impôt sur les sociétés 653 M€ Impôts et taxes diverses
	INNOVATION ET DÉVELOPPEMENT 1,0 Md€ Investissements 74 M€ Recherche et Innovation



"Our profitable growth strategy relies on our teams, their motivation, and their desire to improve the way they work together."

The Group is improving, changing and constantly adjusting to the new requirements of its customers, which is what enables our current success"

- [Find out more about SUEZ Environnement's sustainable development policy](#)
- [Find out more about SUEZ Environnement's human resources policy](#)

FINANCIAL RESULTS

A PROFITABLE GROWTH STRATEGY

Jean-Marc Boursier, Executive Vice-President in charge of Finance, presented SUEZ Environnement's results for the 2013 financial year.

Despite a tough economic environment in Europe, the Group posted **sound results that were in line with its targets**, and once again demonstrated the **appropriateness of its industrial model**.

Over the past five years, and despite an economic environment that was punctuated by two crises, SUEZ Environnement has constantly demonstrated the **steadiness and effectiveness of its development model**, as shown by the Group's growth, regardless of the indications provided by the income statement.

Thanks to tight financial management, SUEZ Environnement has also **increased the strength of its balance sheet**. Accordingly, in May 2013, the financial rating agency Moody's, reiterated the A3, stable outlook rating assigned to the Group.

Jean-Marc Boursier reviewed the **results for the 1st quarter of 2014**, which were characterised by the **satisfactory performance of the three divisions** (Water Europe, Waste Europe and International), in an economic environment that appears to be stabilising in Europe. Thanks to maintaining tight control in terms of its cash generation, the Group continued to increase its financial flexibility. These results enable SUEZ Environnement to maintain all the 2014 targets announced at the presentation of the 2013 financial statements in February.



2013 RESULTS

Revenues: €14,644 million

EBITDA: €2,520 million

Free cash flow: €1,007 million

Net income, Group share: €352 million

Net debt/ EBITDA: 2.9 times

2014 1st QUARTER RESULTS

Revenues: €3,353 million (+1.2%)

EBITDA: €552 million (+3.2%)

Financial debt: lowered to €7,018 million

Net debt/ EBITDA: 2.77 times

- [View the annual and quarterly results](#)

- [Watch the annual results presentation video](#)

GOVERNANCE

A STRENGTHENED GOVERNANCE PROCESS



This means **an exemplary and effective governance process**, which has undergone significant changes following the end of the Shareholder Agreement, which Gérard Mestrallet presented at the beginning of the General Meeting.



“Relations between SUEZ Environnement and GDF SUEZ have changed following the end of the Shareholder Agreement, but are continuing via strengthened industrial and commercial partnerships in many areas where the groups are complementary”

Thanks to its Board of Directors, which primarily consists of independent directors with diverse and complementary backgrounds, **SUEZ Environnement complies with the highest standards**, and specifically with the AFEP-MEDEF Code. Following the shareholders’ approval of the **appointment of Inès Kolmsee as a Director**, the Board of Directors now includes **five women**, while the ratio of women in senior management is increasing every year. This appointment follows the departure of Gérald Arbola, who had represented the Areva Group since 2008. The Chairman offered Mr Arbola his heartfelt thanks for his active contribution to the work performed by the Board and by the Ethics and Sustainable Development Committee.

The General Meeting approved an amendment to the Articles of Association, in order to provide for procedures aimed at **appointing two employee representative directors**, in accordance with the Law of 14 June 2013. This General Meeting also provided an opportunity to renew the appointments of five directors, namely Gilles Benoist, Alain Chaigneau, Pénélope Chalmers Small, Guillaume Pepy and Jérôme Tolot.



Four committees assist the Board of Directors with its decisions; three of these committees are chaired by independent directors, who also account for a large majority of their members. **Gérard Mestrallet** presented the activities of the **Strategy Committee**, which he chairs. **Guillaume Pepy** and **Lorenz d’Este** then reviewed the work performed by the **Audit and Financial Statements Committee** and by the **Appointments and Remuneration Committee** in a video clip. This was followed by a presentation by Delphine Ernotte Cunci of the work performed by the **Ethics and Sustainable Development Committee**.

- [View the composition of SUEZ Environnement's Board of Directors](#)

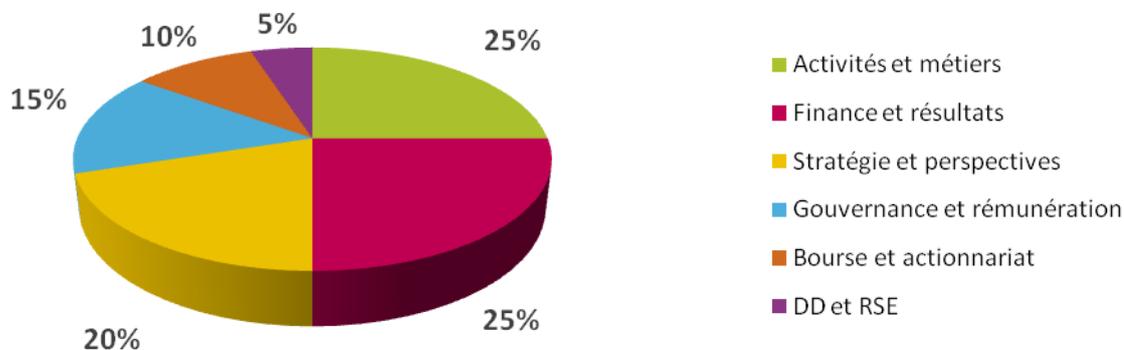
DISCUSSIONS WITH SHAREHOLDERS

A LARGE NUMBER OF HIGHLY INFORMATIVE DISCUSSIONS



During the discussions, Gérard Mestrallet and Jean-Louis Chaussade devoted one hour to answering **20 questions from shareholders** who were present. This year, shareholders' questions focused mainly on the **financial results**, and on the Group's **business activities**. The Group's **strategy and outlook** was also the subject of several questions, followed by **governance and shareholder remuneration** issues.

THE TOPICS OF THE ORAL QUESTIONS



Furthermore, **thanks to the Shareholder Area** at the entrance to the room, the SUEZ Environnement Shareholder Relations Team had the opportunity **to meet a large number of shareholders, and to answer all their questions.**



DO YOU WANT TO FIND OUT MORE ABOUT SUEZ ENVIRONNEMENT?



Shareholders newsletters, Shareholder Handbook, Annual Report, etc.

View all our publications by [clicking here](#)

THE RESOLUTIONS: PRESENTATION AND VOTING

OVERVIEW OF THE RESOLUTIONS

Jean-Yves Larrouturou, SUEZ Environnement's General Secretary, **provided a detailed review of all the resolutions submitted to a vote by shareholders**, and specifically focused on the components of the Chief Executive Officer's remuneration, which are subject to an advisory vote by shareholders, and on the terms and conditions of the various financial authorisations.

On this occasion, the new Director, **Inès Kolmsee**, gave a short speech to outline her background and experience ahead of her becoming a member of SUEZ Environnement's Board of Directors.

ALL THE RESOLUTIONS WERE ADOPTED

The shareholders, who represented around **65% of the voting rights**, **adopted all 30 resolutions submitted to a vote** by the Board of Directors.

Accordingly, the General Meeting approved the 2013 financial statements, and the payment of a cash **dividend of €0.65 per share**. The ex-dividend date was 26 May 2014, and the dividend was paid on 29 May 2014.

RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY GENERAL MEETING		VOTES IN FAVOUR	VOTES AGAINST	ABSTENTIONS
FIRST RESOLUTION Approval of the annual financial statements for the financial year ended 31 December 2013	Adopted	99.71%	0.27%	0.01%
SECOND RESOLUTION Approval of the consolidated financial statements for the financial year ended 31 December 2013	Adopted	99.71%	0.27%	0.01%
THIRD RESOLUTION Appropriation of the earnings for the 2013 financial year, and setting of the dividend	Adopted	99.56%	0.43%	0.01%
FOURTH RESOLUTION Appointment of Inès Kolmsee as a Director	Adopted	99.55%	0.43%	0.01%
FIFTH RESOLUTION Reappointment of Gilles Benoist as a Director	Adopted	97.09%	2.90%	0.01%
SIXTH RESOLUTION Reappointment of Alain Chaigneau as a Director	Adopted	91.31%	3.68%	0.01%
SEVENTH RESOLUTION Reappointment of Pénélope Chalmers Small Benoist as a Director	Adopted	96.67%	3.32%	0.01%
EIGHTH RESOLUTION Reappointment of Guillaume Pépy as a Director	Adopted	98.62%	1.37%	0.01%

NINTH RESOLUTION Reappointment of Jérôme Tolot as a Director	Adopted	96.67%	3.32%	0.01%
TENTH RESOLUTION Determination of the annual amount of the Directors' fees awarded to the members of the Board of Directors	Adopted	97.59%	2.40%	0.01%
ELEVENTH RESOLUTION Renewal of Mazars' appointment as the incumbent Statutory Auditor	Adopted	99.63%	0.36%	0.01%
TWELFTH RESOLUTION Renewal of CBA's appointment as the alternate Statutory Auditor	Adopted	99.45%	0.53%	0.01%
THIRTEENTH RESOLUTION Approval of the related-party agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code	Adopted	99.43%	0.55%	0.02%
FOURTEENTH RESOLUTION Opinion on the components of the remuneration payable or awarded to Gérard Mestrallet, Chairman of the Board of Directors, in respect of the 2013 financial year	Adopted	99.76%	0.23%	0.01%
FIFTEENTH RESOLUTION Opinion on the components of the remuneration payable or awarded to Jean-Louis Chaussade, Chief Executive Officer, in respect of the 2013 financial year	Adopted	96.13%	3.86%	0.01%
SIXTEENTH RESOLUTION Authorisation for the Board of Directors to trade in the Company's shares	Adopted	98.95%	1.03%	0.01%

RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING		VOTES IN FAVOUR	VOTES AGAINST	ABSTENTIONS
SEVENTEENTH RESOLUTION Amendments to Articles 11 (Chairman of the Board of Directors) and 17 (Chief Executive Officer) of the Company's Articles of Association, with a view to changing the age limit for holding the positions of Chairman of the Board of Directors and of Chief Executive Officer	Adopted	99.35%	0.64%	0.01%
EIGHTEENTH RESOLUTION Amendment to Article 10 of the Company's Articles of Association in order to determine the procedures for appointing employee representative directors in accordance with the provisions of Article L. 225-27-1 of the French Commercial Code	Adopted	99.80%	0.18%	0.01%
NINETEENTH RESOLUTION Authorisation to be granted to the Board of Directors with a view to reducing the share capital via the cancellation of treasury shares held by the Company	Adopted	99.38%	0.60%	0.01%
TWENTIETH RESOLUTION Delegation of authority to be granted to the Board of Directors with a view to increasing the Company's share capital with maintenance of shareholders' preferential subscription rights via issuing equity securities and/or any transferable securities conferring an immediate or future right to the Company's share capital	Adopted	99.33%	0.66%	0.01%

TWENTY-FIRST RESOLUTION Delegation of authority to be granted to the Board of Directors to increase the share capital of the Company with a waiver of shareholders' preferential subscription rights via a public offer of equity securities and/or any transferable securities conferring immediate or future access to the Company's share capital	Adopted	97.72%	2.27%	0.01%
TWENTY-SECOND RESOLUTION Delegation of authority to be granted to the Board of Directors, with a view to issuing shares and/or transferable securities conferring access to the Company's share capital, with waiver of shareholders' preferential subscription rights, as part of an offer referred to in Article L. 411-2-II of the French Monetary and Financial Code	Adopted	94.69%	5.30%	0.01%
TWENTY-THIRD RESOLUTION Delegation of authority to be granted to the Board of Directors with a view to increasing the number of securities to be issued in the event of a capital increase with maintenance or waiver of shareholders' preferential subscription rights within a limit of 15% of the initial issue	Adopted	96.90%	3.09%	0.01%
TWENTY-FOURTH RESOLUTION Delegation of authority to be granted to the Board of Directors with a view to increasing the Company's share capital in remuneration for contributions in kind of equity securities or transferable securities conferring access to the share capital, with a waiver of preferential subscription rights	Adopted	98.08%	1.90%	0.01%
TWENTY-FIFTH RESOLUTION Delegation of authority to be granted to the Board of Directors with a view to increasing the share capital in remuneration for the contribution of securities performed as part of a public exchange offer initiated by the company, with waiver of preferential subscription rights	Adopted	98.99%	1.00%	0.01%
TWENTY-SIXTH RESOLUTION Delegation of authority to be granted to the Board of Directors with a view to issuing compound transferable securities representing receivables	Adopted	99.63%	0.35%	0.01%
TWENTY-SEVENTH RESOLUTION Delegation of authority to be granted to the Board of Directors with a view to increasing the share capital via the issue of shares or transferable securities conferring access to the share capital reserved for members of savings plans, with waiver of shareholders' preferential subscription rights for the benefit of those members	Adopted	98.67%	1.32%	0.01%
TWENTY-EIGHTH RESOLUTION Delegation of authority to be granted to the Board of Directors to increase the share capital, with waiver of shareholders' preferential subscription rights, for the benefit of categories of beneficiaries, as part of the implementation of international share ownership and savings plans	Adopted	98.67%	1.32%	0.01%
TWENTY-NINTH RESOLUTION Determination of the overall limit for the authorisations	Adopted	99.19%	0.80%	0.01%
THIRTIETH RESOLUTION Power to perform formalities	Adopted	99.81%	0.18%	0.01%