

Supplemental Compensation Materials

30 June 2021: Annual General Meeting

May 2021



CEO Compensation

Strongly Aligned with Shareholder and Employee Experience

Our CEO Compensation Policy was approved with 96% shareholder support last year. For 2020, the Board placed greater emphasis on environmental & social criteria, given the significance of these topics to SUEZ's strategy, in connection with its Purpose

63% Performance-Based

Compensation Element	Metrics	Payout Scale ⁽¹⁾
Annual Fixed Compensation 37% <i>of target compensation</i>	<ul style="list-style-type: none"> Established upon appointment as CEO in 2019, and consistent with prior CEO In line with market practice 	<ul style="list-style-type: none"> Annual Fixed Compensation of €750,000
Override for Covid: 25% of fixed compensation foregone during French lockdown (April and May) – deducted amounts donated to Institut Pasteur and to UNICEF		
Annual Variable Compensation 37% <i>of target compensation</i>	<ul style="list-style-type: none"> 75% Quantifiable Criteria <ul style="list-style-type: none"> EBIT (20%) Rec. FCF (20%) Rec. EPS (25%) Health and Safety (10%) 25% Qualitative Criteria: Implementation of 2030 strategic plan (based on environmental, corporate and social responsibility, management and innovation goals) Targets aligned to guidance and board-approved budget 	<ul style="list-style-type: none"> 0% payout < 85% of target 100% payout = 100% of target 150% payout ≥ 120% of target <p><i>Achieved 118% of target, reduced to 106% after deduction of 30% override for Covid (see below) resulting in payout of €870,000</i></p>
Override for Covid: CEO quantifiable criteria payout reduced 30% in solidarity with our employees and shareholders		
Long-Term Variable Compensation 26% <i>of target compensation</i>	<ul style="list-style-type: none"> Subject to the achievement of pre-defined performance conditions over 3-year period: <ul style="list-style-type: none"> Rec. EPS (33%) Rec. FCF (33%) Relative TSR to Euro Stoxx Utilities index (33%) Uncertain level of attainment and will be determined at end of 3-year performance period <ul style="list-style-type: none"> 2018 Plan: Not applicable (appointed CEO in May 2019) 2019 Plan: Targets aligned to guidance set for FY 2019, announced in Oct. 2019 2020 Plan: Targets aligned to medium-term plan set in 2020 	<ul style="list-style-type: none"> 0% payout < 100% achievement 100% payout = 100% achievement 200% payout ≥ 130% achievement <p>• Target 32,325 shares equating to €525,000 (70% of Annual Fixed Compensation)</p>

Compensation Decisions in 2020

Reflect Significant Disruption and Market Uncertainty

⇒ **Annual Variable Compensation targets realigned: reflects market-wide and company-specific uncertainty**

- Targets were formally approved in February 2020 in line with market guidance and Board-approved internal budget. Guidance was suspended in March 2020, in light of the instability caused by the COVID-19 pandemic
- In July, the Company issued updated guidance for 2020 and the Board approved an updated budget
- The Board determined that the previous targets would have been unachievable given the pandemic and therefore determined to avoid a negative impact on employees and senior management, whilst motivating them to i) continue to provide Suez essential services, ii) drive a strong recovery in financial performance and iii) continue execution of Shaping SUEZ 2030 plan
- The Board considered various options and revised the annual compensation targets to align with the updated guidance achieve these objectives

⇒ **Long-Term Variable Compensation not changed: continues to reflect long-term performance objectives**

- No changes were made to in-flight Long-Term Variable Compensation plans, demonstrating the Board's commitment to align management incentives with long-term shareholder value

⇒ **Enhanced compensation disclosures in Annual Report in response to feedback from shareholders**

- Detailed rationale for evaluated level of achievement of qualitative component (25%) of Annual Variable Compensation plan related to the implementation of SUEZ's 2030 strategic plan
- Disclosed clear vesting scale for different levels of achievement of Long-Term Variable Compensation, in line with disclosure approach for Annual Variable Compensation

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