



Paris-La Défense, June 30, 2021

Compensation of the Chief Executive Officer Departure terms

In accordance with the recommendations set out in the AFEP-MEDEF corporate governance code and those issued by the Group's Appointments, Compensation and Governance Committee, the Board of Directors at its meeting of June 29, 2021 took the following decisions regarding the compensation of the Chief Executive Officer in light of the announcement that his term of office will expire on completion of the public takeover bid made by Veolia for SUEZ (scheduled for the end of 2021) or at the latest on December 31, 2021.

In accordance with Article L.22-10-34, II of the French Commercial Code (*Code de commerce*) and provided SUEZ has not been delisted between now and then, payment of the variable components of the compensation awarded to Bertrand Camus for financial year 2021 will be subject to approval of Bertrand Camus' compensation components by SUEZ's 2022 Shareholders' Meeting.

I – SEVERANCE PAY

SUEZ's Board of Directors certified the amount of severance pay to which Bertrand Camus is entitled in accordance with the compensation policy approved by the 2020 Shareholders' Meeting and subject to the final approval of the Shareholders' Meeting of June 30, 2021.

On termination of his term of office as Chief Executive Officer resulting from a change of control of SUEZ, Bertrand Camus is entitled to receive base severance pay corresponding to two years of annual fixed and variable compensation and calculated as follows:

Fixed compensation	EUR 750,000	
Average variable compensation	2019	2020
	EUR 750,000 ⁽¹⁾	EUR 870,150 ⁽²⁾
	EUR 810,075	
Annual base compensation	EUR 1,560,075	
Base severance pay (2 x annual base compensation)	EUR 3,120,150	

(1) Target amount in accordance with the decision taken by the Board of Directors on February 26, 2019.

(2) Approved by the Shareholders' Meeting of June 30, 2021.

With respect to performance criteria, the Board certified that the average amount earned by the Chief Executive Officer based on quantifiable criteria for the two financial years preceding his departure (108%) exceeds the target amount of annual variable compensation based on these quantitative criteria.

Consequently, the Board certified that Bertrand Camus is entitled to severance pay in the amount of EUR 3,120,150.

II – NON-COMPETE COMMITMENT

Given the circumstances surrounding Bertrand Camus' departure, the Board decided to waive application of the non-compete commitment set out in the compensation policy applicable to the Chief Executive Officer and approved by the Shareholders' Meeting. Consequently, no non-compete compensation will be due.

III – LONG-TERM VARIABLE INCENTIVE PLANS

The Chief Executive Officer has benefited from two long-term variable incentive plans that are in the process of being vested.

In accordance with the compensation policies approved by the Shareholders' Meeting stipulating that entitlements will remain prorated in the event of a forced departure subsequent to a change of control, Bertrand Camus is entitled to:

- 29,063 performance units out of the 38,750 performance units granted by the Board of Directors in 2019, for the period spanning 2019 to 2021 (i.e., 75% of the target allocation amount);
- 16,163 performance units out of the 32,325 performance units granted by the Board of Directors in 2020, for the period spanning 2020 to 2022 (i.e., 50% of the target allocation amount).

However, to acknowledge the particular circumstances surrounding the termination of Bertrand Camus' term of office as Chief Executive Officer and his commitment to pursue his term of office until completion of the public takeover bid or at the latest until December 31, 2021 in order to secure a smooth transition, the Board of Directors decided to waive the continued service condition and to consider the performance criteria achieved, said criteria no longer being relevant on completion of the public takeover bid, for the entire 2019 and 2020 plans.

Thus, the number of performance units that will ultimately be awarded to the Chief Executive Officer under the long-term variable incentive plans for financial years 2019 and 2020 is 38,750 and 32,325, respectively, i.e., the target number of performance units. These performance units will be valued based on the offer price, i.e., EUR 20.50, corresponding in total to a benefit of EUR 1,457,037.

An amendment to the compensation policy applicable to financial year 2021 will be submitted to the 2022 Shareholders' Meeting convened to approve the 2021 financial statements. Furthermore, payment of this compensation will, if applicable, be subject to a vote by this same Shareholders' Meeting unless the Company has been delisted by the date of said Meeting.

IV – ANNUAL COMPENSATION FOR 2021

The Chief Executive Officer will receive annual variable compensation for financial year 2021 that will be prorated according to the date on which the Chief Executive Officer leaves office.

This variable compensation will be calculated based on the performance criteria decided by the Board of Directors in February 2021, i.e.:

	Criterion	Weighting
Quantifiable criteria	EBIT	20%
	Recurring free cash flow	20%
	Recurring earnings per share	25%
	Health & safety	10%
Qualitative criteria	Sustainable development	10%
	Other	15%

The rate of achievement of the performance criteria will be assessed by the Board of Directors at its meeting to approve SUEZ's 2021 consolidated financial statements.

In addition, the Chief Executive Officer will continue to benefit from the compensation components provided for in his compensation policy (fixed compensation, benefits in kind and pension scheme¹) until he leaves office.

¹ The Chief Executive Officer benefits from an optional defined contribution pension scheme governed by the provisions set out in Article 82 of the French General Tax Code (*Code Général des Impôts*), which guarantees the beneficiary additional pension benefits or a lump sum upon their retirement. This scheme consists of the transfer of an amount corresponding to 30% of the annual fixed compensation and variable compensation paid to the Chief Executive Officer, half of which to the insurance company responsible for managing the scheme and the other half to the Chief Executive Officer himself given the tax regime applicable to payments made into this new scheme; these transfers are subject to the tax regime applicable to variable components of compensation.