

Convening notice / Notice of meeting

(free translation of the notice of meeting published in French on 21 May 2021 in the *Bulletin des Annonces Legales Obligatoires*)

SUEZ

French *société anonyme* (public limited company) with share capital of EUR 2,557,356,896
 Registered address: Tour CB21 - 16, place de l'Iris - 92040 Paris La Défense Cedex
 433 466 570 R.C.S. (Trade and Companies Register) Nanterre

Notice of meeting serving as convening notice**DISCLAIMER**

Ladies and gentlemen, as shareholders of SUEZ you are informed that the date of the Ordinary General Meeting of SUEZ shareholders, initially set for June 22, 2021, which was the subject of a notice of meeting published in the *Bulletin des Annonces Légales et Obligatoires* (hereafter referred as BALO) of April 30, 2021 (bulletin no. 52), is postponed to June 30, 2021 at 2:30 p.m. at the company's registered office, Tour CB21, 16, place de l'Iris, 92040 Paris-La Défense Cedex.

It is recalled that, in light of the Covid-19 epidemic, and in accordance with Article 4 of ordinance n°2020-321 dated March 25, 2020 and published as part of government measures to curb the spread of the virus, as amended by ordinance n°2020-1497 dated December 2, 2020 and extended by the decree n°2021-255 dated March 9 2021, SUEZ's Board of Directors has decided that **the Shareholders' Meeting will be held without shareholders attending in person.**

The Shareholders' Meeting will be broadcast live and available on replay on the Company's website (www.suez.com).

The Company will keep its shareholders informed of any adjustments to voting procedures for the Shareholders' Meeting of June 30, 2021, notably as a result of any legislative or regulatory changes that might arise subsequent to this notice. We therefore invite all shareholders to refer regularly to the section dedicated to the Shareholders' Meeting of June 30, 2021 on the Company's website.

The Ordinary General Meeting of June 30, 2021 is called to deliberate on the same agenda as that appearing in the notice of meeting published in the BALO on April 30, 2021. The resolutions remain unchanged except for the third resolution relating to the allocation of the net income for the year ended and the determination of the dividend, the paragraph related to the dates of detachment and payment of the dividend is modified.

Agenda

1. Approval of the financial statements for the fiscal year ended December 31, 2020
2. Approval of the consolidated financial statements for the fiscal year ended December 31, 2020
3. Allocation of the net income for the fiscal year ended December 31, 2020 and determination of the dividend
4. Ratification of the cooptation of Mr. Bertrand Meunier as Director
5. Ratification of the cooptation of Mr. Jacques Richier as Director
6. Ratification of the cooptation of Mr. Anthony R. Coscia as Director
7. Ratification of the cooptation of Mr. Philippe Petitcolin as Director
8. Approval of the Statutory Auditors' Special Report on related-party agreements governed by Articles L. 225-38 et seq. of the French Commercial Code
9. Vote on the information relating to the compensation of corporate officers for 2020 as set out in Article L. 22-10-9 of the French Commercial Code
10. Vote on the elements of compensation due or awarded in fiscal year 2020 to Mr. Jean-Louis Chaussade, Chairman of the Board of Directors, for the period running from January 1 to May 12, 2020
11. Vote on the compensation due or awarded in fiscal year 2020 to Mr. Philippe Varin, Chairman of the Board of Directors, for the period running from May 12 to December 31, 2020
12. Vote on the elements of compensation due or awarded for fiscal year 2020 to Mr. Bertrand Camus, Chief Executive Officer
13. Vote on the compensation policy applicable to the Chairman of the Board of Directors for fiscal year 2021
14. Vote on the compensation policy applicable to the Chief Executive Officer for fiscal year 2021
15. Vote on the compensation policy applicable to Directors for fiscal year 2021
16. Delegation of powers for formalities.

Text of the draft resolutions

First resolution (Approval of the financial statements for the fiscal year ended December 31, 2020) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary

Shareholders' Meetings, after having deliberated and reviewed the Board of Directors' Report and the Statutory Auditors' Report on the annual financial statements for the fiscal year ended December 31, 2020, hereby approves the Company's financial statements for that fiscal year, including the balance sheet, income statement and notes as presented to it, and the transactions reflected in these financial statements and summarized in these reports, and showing a net income of EUR 246,143,041.04.

Pursuant to Article 223-*quater* of the French General Tax Code, the Shareholders' Meeting hereby approves the total amount of the expenses and charges referred to in Article 39.4 of the French General Tax Code of EUR 24,600 for the fiscal year 2020, it being specified that these amounts were taxed at the standard rate of corporate income tax.

Second resolution (*Approval of the consolidated financial statements for the fiscal year ended December 31, 2020*) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Board of Directors' Report and the Statutory Auditors' Report on the consolidated financial statements for the fiscal year ended December 31, 2020, hereby approves the consolidated financial statements for that fiscal year, including the balance sheet, income statement and notes as presented to it, and the transactions reflected in these financial statements and summarized in these reports.

Third resolution (*Allocation of the net income for the fiscal year ended December 31, 2020 and determination of the dividend*) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, and having deliberated and reviewed the Board of Directors' Report and the Statutory Auditors' Report on the Company's financial statements for the fiscal year ended December 31, 2020:

- notes that the distributable income, consisting of net income for the fiscal year, amounts to EUR 246,143,041.04, to which are added previous retained earnings of EUR 706,351,321.19, amounting to a total of EUR 952,494,362.23; and
- resolves to allocate the distributable income of EUR 952,494,362.23 as follows:

Distributable income:

Net income for fiscal year 2020	EUR 246,143,041.04
Retained earnings from previous year	EUR 706,351,321.19
<i>Distributable income</i>	EUR 952,494,362.23

Proposed allocation:

EUR 0.65 dividend with respect to fiscal year 2020	EUR 408,435,676.35
Retained earnings	EUR 544,058,685.88

For information only, equity items after dividend payment

Share capital	EUR 2,557,356,896.00
Legal reserve	EUR 255,735,689.60
Additional paid-in capital	EUR 5,363,982,724.63
Retained earnings for fiscal year 2020	EUR 544,058,685.88

The Shareholders' Meeting therefore sets the ordinary dividend for fiscal year 2020 at EUR 0.65 per share.

The amount of EUR 408,435,676.35 is based on the number of SUEZ shares outstanding as of December 31, 2020, *i.e.* 628,362,579 shares, and the final amount paid will take into account the number of treasury shares held by the Company at the time the dividend is paid, which, in accordance with Article L. 225-210 of the French Commercial Code, do not have dividend rights. As a result, when the dividend is paid, the dividend corresponding to treasury shares held by the Company will be allocated to retained earnings.

When the dividend is paid out to individuals residing in France for tax purposes, it is subject to a single flat-rate deduction at source, applied to the gross amount, of 30%, comprising social security contributions at the overall rate of 17.2%, and a flat-rate income tax of 12.8% (unless they have chosen the annual option for the application of the progressive tax scale to investment incomes).

The ex-dividend date will be on July 6, 2021 with a payment date on July 8, 2021.

In accordance with Article 243-*bis* of the French General Tax Code, the Shareholders' Meeting acknowledges the dividend amounts paid in the last three fiscal years:

(In EUR)	Dividend paid per share	Total dividend distributed
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Fiscal year 2017	0.65	401,920,823.85
Fiscal year 2018	0.65	401,761,850.10
Fiscal year 2019	0.45	282,678,938.10

For individuals residing in France for tax purposes, these dividends were eligible for the 40% tax allowance under Article 158-3-2° of the French General Tax Code upon option.

Fourth resolution (Ratification of the cooptation of Mr. Bertrand Meunier as Director) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Board of Directors' Report, ratifies the cooptation of Mr. Bertrand Meunier, as Director, as decided by the Board of Directors' meeting of October 27, 2020, for the remaining term of his predecessor Mr. Isidro Fainé Casas, i.e. until the close of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2023.

Fifth resolution (Ratification of the cooptation of Mr. Jacques Richier as Director) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Board of Directors' Report, ratifies the cooptation of Mr. Jacques Richier, as Director, as decided by the Board of Directors' meeting of October 27, 2020, for the remaining term of his predecessor Mr. Francesco Caltagirone, i.e. until the close of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

Sixth resolution (Ratification of the cooptation of Mr. Anthony R. Coscia as Director) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Board of Directors' Report, ratifies the cooptation of Mr. Anthony R. Coscia, as Director, as decided by the Board of Directors' meeting of December 18, 2020, for the remaining term of his predecessor Mr. Franck Bruel, i.e. until the close of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

Seventh resolution (Ratification of the cooptation of Mr. Philippe Petitcolin as Director) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Board of Directors' Report, ratifies the cooptation of Mr. Philippe Petitcolin, as Director, as decided by the Board of Directors' meeting of February 1, 2021, for the remaining term of his predecessor Mrs. Isabelle Kocher, i.e. until the close of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2022.

Eighth resolution (Approval of the Statutory Auditors' Special Report on related-party agreements governed by Articles L. 225-38 et seq. of the French Commercial Code) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Statutory Auditors' Special Report on the agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, approves the terms of said report and acknowledges that the related-party agreement entered into and approved by the previous Shareholders' Meeting, referred to therein, continued during the past fiscal year.

Ninth resolution (Vote on the information relating to the compensation of corporate officers for 2020 as set out in Article L. 22-10-9 of the French Commercial Code) — Pursuant to Article L. 22-10-34, II of the French Commercial Code, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having reviewed the Corporate Governance Report stipulated by Article L. 225-37 of said code, approves the information relating to the compensation of the Company's corporate officers for 2020 as stipulated by Article L. 22-10-9, I of said Code and as set out in section 13.1.2 of the Company's 2020 Universal Registration Document.

Tenth resolution (Vote on the elements of compensation due or awarded for fiscal year 2020 to Mr. Jean-Louis Chaussade, Chairman of the Board of Directors, for the period running from January 1 to May 12, 2020) — Pursuant to Article L. 22-10-34, II of the French Commercial Code, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having reviewed the Corporate Governance Report stipulated by Article L. 225-37 of said code, approves the elements of compensation and the benefits of all kinds paid in fiscal year 2020 or awarded in respect of that year, for the period running from January 1 to May 12, 2020, to Mr. Jean-Louis Chaussade, Chairman of the Board of Directors, as set out in section 13.1.2.2, A of the Company's 2020 Universal Registration Document.

Eleventh resolution (Vote on the elements of compensation due or awarded for fiscal year 2020 to Mr. Philippe Varin, Chairman of the Board of Directors, for the period running from May 12 to December 31,

2020) — Pursuant to Article L. 22-10-34, II of the French Commercial Code, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having reviewed the Corporate Governance Report stipulated by Article L. 225-37 of said code, approves the elements of compensation and the benefits of all kinds paid in fiscal year 2020 or awarded in respect of that year, for the period running from May 12 to December 31, 2020, to Mr. Philippe Varin, Chairman of the Board of Directors, as set out in section 13.1.2.2, B of the Company's 2020 Universal Registration Document.

Twelfth resolution (*Vote on the elements of compensation due or awarded for fiscal year 2020 to Mr. Bertrand Camus, Chief Executive Officer*) — Pursuant to Article L. 22-10-34, II of the French Commercial Code, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, hereby approves the elements of compensation and the benefits of all kinds due or awarded for fiscal year 2020 to Mr. Bertrand Camus, Chief Executive Officer, as set out in section 13.1.2.1 of the Company's 2020 Universal Registration Document.

Thirteenth resolution (*Vote on the compensation policy applicable to the Chairman of the Board of Directors for fiscal year 2021*) — Pursuant to Article L. 22-10-8, II of the French Commercial Code, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having reviewed the Corporate Governance Report stipulated by Article L. 225-37 of said code, approves the compensation policy for the Chairman of the Board of Directors for fiscal year 2021, as set out in section 13.1.1.1 of the Company's 2020 Universal Registration Document.

Fourteenth resolution (*Vote on the compensation policy applicable to the Chief Executive Officer for fiscal year 2021*) — Pursuant to Article L. 22-10-8, II of the French Commercial Code, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having reviewed the Corporate Governance Report stipulated by Article L. 225-37 of said code, approves the compensation policy for the Chief Executive Officer for fiscal year 2021, as set out in section 13.1.1.2 of the Company's 2020 Universal Registration Document.

Fifteenth resolution (*Vote on the compensation policy applicable to Directors for fiscal year 2021*) — Pursuant to Article L. 22-10-8, II of the French Commercial Code, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having reviewed the Corporate Governance Report stipulated by Article L. 225-37 of said code, approves the compensation policy for the Directors for fiscal year 2021, as set out in section 13.1.1.3 of the Company's 2020 Universal Registration Document.

Sixteenth resolution (*Delegation of powers for formalities.*) — The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, authorizes any person holding an original, copy or extract of the minutes of this meeting to carry out all necessary filings and formalities.

I. — Formalities to carry out prior to participating in the Shareholders' Meeting

In accordance with ordinance n°2020-321 dated March 25, 2020, as amended by ordinance n°2020-1497 dated December 2, 2020 and extended by the decree n°2021-255 dated March 9, 2021, all shareholders are entitled to participate in the Shareholders' Meeting regardless of the number of shares they own and may vote:

- either by postal ballot,
- or by assigning a proxy to the Chairman of the Shareholders' Meeting or another shareholder, to their spouse or civil partner, or to any other individual or legal entity of their choice (Articles L. 225-106 and L.22-10-39 of the French Commercial Code).

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders must provide proof of their shareholder status by registering their shares either in an account under their name or the name of the intermediary registered on their behalf, as per Article L. 228-1 of the French Commercial Code, at midnight CET two (2) trading days prior to the Shareholders' Meeting, *i.e.* by midnight CET (**D-2**) on Monday June 28, 2021, or in the registered share accounts kept on the Company's behalf by its representative, CACEIS Corporate Trust, or in bearer share accounts kept by an authorized intermediary.

Registration of shares in the bearer share accounts kept by the authorized intermediary is certified by a shareholder certificate issued by said intermediary (electronically, if required), and it must be appended to the postal ballot or proxy voting form (hereinafter **the single form**) filled out in the shareholder's name or on behalf of the non-resident shareholder represented by the registered intermediary.

The shareholder may sell some or all of their shares at any time:

- if they are sold before D-2, any votes cast by postal ballot or by proxy, potentially accompanied by a shareholder certificate, will then be nullified or amended depending on the case.
- if they are sold after D-2, regardless of the means used, the sale will be neither notified by the authorized intermediary nor taken into consideration by the Company.

II. — Participating in the Shareholders' Meeting by assigning a proxy to the Chairman or an appointed proxy or voting by postal ballot

On account of the restrictions on movement and gatherings of people introduced during the public health crisis, and in accordance with ordinance n°2020-321 dated March 25, 2020, as amended by ordinance n°2020-1497 dated December 2, 2020 and extended by the decree n°2021-255 dated March 9, 2021, shareholders may choose between the following two forms of participation to exercise their voting rights:

- they may assign a proxy to the Chairman of the Shareholders' Meeting or another shareholder, to their spouse or civil partner, or to any other individual or legal entity of their choice (Articles L. 225-106 and L.22-10-39 of the French Commercial Code); or
- they may vote by postal ballot.

As shareholders will be unable to attend the Shareholders' Meeting in person, they are reminded that it will be broadcast live and available on replay on the Company's website (www.suez.com) and that they may submit questions to the Board of Directors in writing.

Shareholders may assign a proxy to the Chairman of the Shareholders' Meeting who will cast a vote in favor of the adoption of draft resolutions submitted or approved by the Board of Directors and a vote against all other draft resolutions.

1. Voting by proxy or by postal ballot

Shareholders wishing to vote by postal ballot or by proxy in paper form must follow the procedures below:

- **registered shareholders (direct and administered)**: they must fill in the single form attached to the notice of meeting received automatically by each registered shareholder, specifying that they wish to vote by proxy or by postal ballot, and then return it signed in the pre-paid envelope attached to the notice of meeting or by normal post to CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9;
- **bearer shareholders**: they must request the form from the financial intermediary that manages their shares, as from the date on which the Shareholders' Meeting is convened, fill it in specifying that they wish to vote by proxy or by postal ballot, and then return it signed, accompanied by a shareholder certificate issued by the financial intermediary, by post to CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9.

Shareholders wishing to vote by proxy or by postal ballot must send their single form to CACEIS Corporate Trust according to the terms indicated above, bearing in mind that the form must have reached CACEIS Corporate Trust duly filled in and signed no later than D-3 (i.e. June 27, 2021), otherwise it may not be taken into consideration.

2. Voting by proxy or remotely online

Shareholders have the option to assign a proxy or submit their voting instructions prior to the Shareholders' Meeting via the VOTACCESS platform dedicated to the Shareholders' Meeting, under the terms described below:

- **registered shareholders (direct and administered)**: registered shareholders will be able to access the VOTACCESS platform via the OLIS Actionnaire website at <https://www.nomi.olisnet.com>. **Direct registered shareholders** must log onto the OLIS Actionnaire website using their usual access codes. Their login ID will be indicated on the postal ballot voting form or e-convocation notice.

Administered registered shareholders must log onto the OLIS Actionnaire website using the login ID indicated on the voting form or e-convocation notice. When they reach the website's homepage, they must follow the instructions shown on the screen.

Once they have logged onto the OLIS Actionnaire website, registered shareholders must follow the instructions shown on the screen in order to access the VOTACCESS platform and vote or appoint or dismiss a proxy.

- **bearer shareholders**: holders of bearer shares must inquire whether or not their account-holding entity has access to the VOTACCESS platform and, if so, find out the conditions for using the VOTACCESS platform. If the shareholder's account-holding entity does have access to the VOTACCESS platform, the shareholder must log onto their account-

holding entity's website using their usual access codes. They must then follow the instructions shown on the screen to access the VOTACCESS platform and then assign a proxy to the Chairman of the Shareholders' Meeting or cast their vote. Only holders of bearer shares whose account-keeping entity is registered with the VOTACCESS platform will be able to vote online.

If the shareholder's account-holding entity does not have access to the VOTACCESS platform, they may still give notice of the appointment or dismissal of a proxy electronically, in accordance with the provisions set out in Article R. 225-79 of the French Commercial Code, by sending an email to the following address: ct-mandataires-assemblees@caceis.com. The email must have a scanned copy of the proxy voting form attached specifying the shareholder's surname, first name, address and bank references as well as the surname, first name and address of the appointed or dismissed proxy, accompanied by the shareholder certificate issued by the authorized intermediary. Shareholders must not forget to ask the financial intermediary that manages their securities account to send written confirmation either by post no later than D-3 to CACEIS Corporate Trust, Service Assemblées Générales, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, or by email no later than D-4, *i.e.* by midnight CET on June 26, 2021, by way of derogation from the first sentence of article R. 225-80 of the French Commercial Code, as modified by Article 6 of decree n°2020-418 dated April 10, 2020, amended by Article 6 of decree n°2020-1614 dated December 18, 2020, to ct-mandataires-assemblees@caceis.com, or by fax to +33 (0)1.49.08.05.82 or +33 (0)1.49.08.05.83.

3. Transmission of voting instructions by the proxy

In accordance with Article 6 of Decree n°2020-418 of April 10, 2020 amended by Article 6 of Decree No. 2020-1614 of December 18, 2020, the proxy will submit their instructions to exercise the voting rights assigned to them to CACEIS Corporate Trust by sending an email to ct-mandataires-assemblees@caceis.com no later than D-4 (*i.e.* by June 26, 2021 at the latest). The form must specify the proxy's surname, first name and address, include the statement "Acting as proxy", and be signed and dated. The proxy shall attach a copy of their full supporting ID documents and proof of the delegation of power assigned to them (in the case of legal entities).

Notifications of appointment or dismissal of proxies will be taken into consideration only if they have been duly filled in, signed, received and confirmed no later than D-4, *i.e.* by midnight CET on June 26, 2021. Furthermore, only notifications of appointment or dismissal of proxies may be sent to the above email address; any other requests or notifications concerning other matters will not be taken into consideration or processed.

The VOTACCESS platform for the Shareholders' Meeting of June 30, 2021 will be open from June 9, 2021 on 9 a.m. (Paris time) to June 29, 2021, 3:00 p.m to assign a proxy or vote by remote ballot.

In order to avoid congesting the VOTACCESS website, shareholders are advised not to wait until the day before the Shareholders' Meeting to submit their instructions.

By way of derogation from paragraph III of Article R. 22-10-28 of the French Commercial Code, as amended by Article 7 of decree n°2020-418 dated April 10, 2020, and without requiring a related clause in the articles of association, a shareholder who has already cast their vote remotely, sent a proxy or requested a shareholder certificate under the conditions stipulated in the last sentence of paragraph II of this same article may opt to participate in the Shareholders' Meeting in another form provided that their corresponding instructions reach the Company within a time-frame consistent with the procedures in place for each form of participation.

III. — Written questions

All shareholders have the right to submit questions in writing, in accordance with Article R. 225-84 of the French Commercial Code. These questions must be sent to the Board of Directors either by registered mail with acknowledgment of receipt to SUEZ, Secrétariat Général, Tour CB 21, 16 place de l'Iris, 92040 Paris La Défense Cedex, or by email to actionnaires@suez.com. In accordance with the provisions of Article 8-2 II, 1° of decree n° 2020-1614 dated December 18, 2020, written questions will be taken into account as soon as they are received before the end of the second working day preceding the General Assembly (*i.e.* no later than June 28, 2021 inclusive). Shareholders must not forget to include their share registration certificate when submitting questions.

In accordance with current legislation, a joint answer may be provided to questions with similar content or addressing a similar topic.

IV. — Right to information

Documents to be presented at the Shareholders' Meeting in accordance with Article R. 22-10-23 of the French Commercial Code will be published on the Company's website at <https://www.suez.com/en/finance/financial-information/annual-general>

[meetings](#) no later than D-21 prior to the Shareholders' Meeting. Shareholders may request that documents not available on the Company's website be communicated by submitting a request either by email to actionnaires@suez.com or by post to the Company's registered address shown above.

This Shareholders' Meeting will be broadcast live and available on replay on the Company's website at www.suez.com.

The Board of Directors