Green Bond Framework

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APRIL 2022
01. INTRODUCTION

The Issuer in brief

SUEZ (hereafter the “Issuer” or the “Group”) is the French company holding Former SUEZ’s French water and waste assets, some of its international assets – mainly in Italy, Central Europe (Poland, Croatia, Romania), Africa (Morocco, Algeria, Egypt, Senegal and other sub-Saharan countries), Central Asia, India, China and Australia – as well as global digital and environmental activities.

On 14 May 2021, Veolia Environment S.A. and Former SUEZ entered into a merger agreement between themselves and a consortium of financial investors (hereafter the “Consortium”), led by the infrastructure funds Meridiam and Global Infrastructure Partners (“GIP”) (holding 40% each), alongside the Caisse des Dépôts et Consignations (“CDC”) (holding 12%) and Infra-Invest France (holding 8%), for the acquisition of the new perimeter of activities of SUEZ, which was completed on 31 January 2022.

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Meridiam

Founded in 2005, Meridiam is an independent, global investment firm specialized in the sustainable development, financing, and long-term management of public infrastructure projects. Meridiam today is one of the leading public infrastructure developers in Europe and worldwide.

As a long-term investor, Meridiam maintains an action-oriented asset management approach to ensure its projects deliver tangible benefits to the communities in which it invests throughout the projects’ lives. Meridiam has been named Global Infrastructure Fund of the Year on numerous occasions and was also the first investor and asset manager to receive ISO 9001 certification for its sustainable and responsible investment process.

Meridiam is supported by leading investment institutions (e.g. the European Investment Bank or the European Bank for Reconstruction and Development), insurers (e.g. CNP Assurances, AXA or the Alliance Group) and French and international pension funds and provident institutions.

With headquarters in Paris, and offices in New York, Toronto, Madrid, Dakar, Addis Ababa, Vienna, Krakow, Libreville, Johannesburg and Luxembourg, Meridiam operates globally and currently manages approximately €15 billion and more than 100 portfolio companies, worth a total capital value of nearly €80 billion. Meridiam is an independent investment Benefit Corporations under French law (à société à mission) – committed to delivering sustainable and resilient infrastructure that improves the quality of people’s lives in the long term. These investments contribute concretely to the United Nations Sustainable Development Goals (SDGs), which include in particular: fighting climate change, building resilient infrastructure, and ensuring access to clean and affordable energy for all. All of Meridiam’s investments are evaluated using three impact analysis tools:

- **Simple methodology** to measure the contribution of each asset to the UN SDGs.
- The “2-infra challenge” methodology to measure the alignment of infrastructures to the 2°C trajectory and the associated climate risks and the contribution of each asset to the UN SDGs.
- **EIS** and SDG criteria are at the heart of all Meridiam investment decisions and each asset in portfolio is measured based on the UN SDGs.

Meridiam’s responsibility of daily mission is to go beyond investing its resources by actively helping to develop the global community through partnerships or alliances to build the world of tomorrow.

Global Infrastructure Partners (GIP)

GIP is a leading global independent infrastructure fund manager with approximately $40 billion assets under management across all its funds, including equity and credit. GIP targets infrastructure businesses and assets in energy, transport, water/waste, and digital infrastructure. The company’s investments generate €15 billion in revenue and employ more than 50,000 people worldwide.

ESG has always been at the core of GIP’s approach to investing and operating its businesses in a safe and responsible manner. Climate change and wider social trends have intensified that focus. GIP believes that responsible, well-managed infrastructure is a key driver for social & economic development and climate action, and being best-in-class in ESG means better investment outcomes.

GIP’s investment approach incorporates ESG risks and opportunities throughout the life cycle of an investment – from due diligence to ownership and through to exit. GIP’s proprietary ESG framework is materiality-based and carefully evaluates key ESG elements for new investments, starting with origination of a new deal, including the risks and opportunities from global decarbonization trends and climate change trajectory and the associated climate risks and carbon footprint analysis to assess the net amount of emissions avoided / created by each asset.

GIP’s ESG approach is harmonized across all its equity and credit funds. GIP’s approach and policy are guided by fiduciary duties to its limited partners and best practices in responsible investment including the UNPRI, TCFD, World Bank Group Environmental, Health and Safety Guidelines, International Financial Corporation Performance Standards, and Sustainability Accounting Standards Board.

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GIP recognizes the importance of industry leadership on climate action and is a founding member of the private equity group supporting the One Planet Sovereign Wealth Fund Framework, an initiative launched in 2018 to support the Task Force on Climate-related Financial Disclosures (TCFD) and the goals of the Paris Agreement.

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CDC is a French state-owned financial institution at the service of the public interest and the country’s economic development. As a long-term investor, CDC’s mission is to contribute to the sustainable development of France, namely accelerate its transition toward a resilient, low-carbon and respectful of the biodiversity economic model, while considering the social dimension of its transition. It directs its investments towards a positive impact economy that does not only focus on financial value creation but aims at guaranteeing healthy environment and access to essential services to the majority.

CDC’s responsible policy includes a systematic analysis of ESG issues associated with its activities, including investment integration processes and asset management decisions, with a close monitoring throughout the entire asset holding period.

SUEZ benefits from its historical expertise and know-how in the waste and water sector, all along the value chain, for more than 160 years, as an environmental services multinational company. The Group is one of the main players in the global environment market.

SUEZ perimeter of assets, divisions and activities

The Group relies on the commitment of its ca. 35,000 employees all over the world (notably in France, Italy, Central Europe, Africa, Asia and Australia) to offer tailor-made environmental solutions to all its customers, local authorities and industrial companies.

In 2021, SUEZ assets generated €7.5 billion of revenues (pro forma basis) with the following geographical breakdown:

- Americas: 1%
- Europe: 81%
- Asia Pacific & Oceania: 6%
- Africa and the Middle East: 12%

In 2021, SUEZ produced 3.6 TWh of renewable energy from for instance methanization of sludge from wastewater treatment plants, organic waste collected by the Group and waste-to-energy plants. Through the Group’s complete value chain and in particular the generation of renewable energy and the use of secondary raw materials, 4.1 million tons of CO2e emissions were avoided for SUEZ customers in 2021.
Water

Thanks to its long experience, SUEZ can manage the full water cycle from project management to sludge treatment. In 2021, the new Group operated 1,903 wastewater treatment plants treating 2.1 billion m³ of wastewater and 917 drinking water production plants serving 48 million people in the world. The scope notably consists of water activities of SUEZ in France, Italy, Czech Republic, Poland, Africa, Central Asia, India, Bangladesh, Sri Lanka, Australia, New Zealand and Asia (including municipal and industrial water activities in Shanghai and Macao).

These water activities contribute to the following UN SDGs:

- 6.1 By 2030, ensure universal access to adequate and equitable drinking water for all
- 6.2 By 2030, achieve access to adequate and equitable sanitation and hygiene for all
- 6.3 By 2030, significantly reduce the number of deaths and illnesses from hazardous chemicals and air, water and soil pollution
- 6.4 By 2030, substantially increase water-use efficiency across all sectors and ensure sustainable withdrawals and management of地上water in all countries
- 6.5 By 2030, implement integrated water resources management
to support economic development and effective environmental policies, strategies and planning

Waste

The Group’s waste business activities produced 4.6 billion tons of secondary raw materials in 2020, thanks to full waste cycle expertise and associated services, products and solutions available for public and private customers. During the same period, its waste collection services served 8 million inhabitants in the world. The scope notably consists of waste activities of SUEZ in France, Morocco and China.

These waste activities contribute to the following UN SDGs:

- 11.5 By 2030, significantly reduce the number of deaths and illnesses from hazardous chemicals and air, water and soil pollution and contamination
- 11.6 By 2030, achieve the sustainable management and efficient use of natural resources and affordable energy for all
- 11.7 By 2030, increase substantially the share of renewable energy in the global energy mix
- 11.8 By 2030, achieve the environmentally sound management of chemicals and all wastes \[...\] and significantly reduce their release to air, water and soil
- 12.1 By 2030, ensure universal access to affordable, reliable and modern energy services
- 12.2 By 2030, increase substantially the share of renewable energy in the global energy mix
- 12.3 By 2030, significantly reduce the number of deaths and the number of people affected \[...\] by disasters, including water-related disasters
- 12.4 By 2030, achieve the sustainable management and efficient use of natural resources
- 12.5 By 2030, substantially reduce waste generation through prevention, reduction, recycling and reuse
- 12.6 By 2025, prevent and significantly reduce marine pollution, including by reducing \[...\] and associated services, products and solutions available for public and private customers. During the same period, its waste collection services served 8 million inhabitants in the world. The scope notably consists of waste activities of SUEZ in France, Morocco and China.

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- 6.4 By 2030, substantially increase water-use efficiency across all sectors and ensure sustainable withdrawals and management of \[...\] to support economic development and effective environmental policies, strategies and planning

Million of people served in the world
On top of waste and water historical core businesses, SUEZ is actively developing Smart & Environmental Solutions to accelerate the Group's differentiation through its positive impact on health, quality of life, the environment and climate. Through innovative technology and expertise, the Group supports its clients transitioning in the following areas:

• digital monitoring solutions and remediation;
• design and operation of smart cities;
• natural capital protection; and
• consulting in key areas of urban management – hydraulic infrastructure, waste management and recovery, urban development, mobilities, renewable energy and digital rollout in regions.

These SES activities contribute to all UN SDGs above-mentioned for water and waste activities, in addition to sustainable cities and communities.

Innovation is at the heart of the Group’s strategy to speed up the development and implementation of radically new solutions. For those purposes, SUEZ will continue to rely on its strong SES network of external partnerships with different players. These partnerships serve to multiply the company’s R&D efforts, while benefiting from cooperation with some of the best research teams in the world.

SUEZ’s innovation ecosystem calls on a worldwide network of centres of excellence in collaboration with the world’s leading research centers, like CNRS, key-clusters (Axelera, IAR, Dream), BRGM, INRAE, TU Delft, EAWAG, IFREMER, KWR, Sorbonne University, etc., in France and renowned universities abroad, in addition to private entities allowing the company to better understand tomorrow’s needs in terms of environmental services.

One example is the collaboration with universities and private companies through the industrial chair TRACE (TRacking COrn emissions) which SUEZ is part of, in collaboration with LSCE, CEA/CMRS/GHG, LMD, Thales and Total. This research program is developing new GHG emissions measurement and detection methods at various scales (national and global GHG budgets, industrial sites).

These partnerships are reinforced by the Group’s own research platforms recognized internationally with more than 150 internal researchers dedicated to R&D and innovation every day. Their roles range from technical assistance for the operational teams, to implementing applied research programs that pave the way for future activities, expertise and technologies. The Group’s main centers of expertise and research are:

An expertise built on strong innovation and R&D activities

- The International Water and Environmental Research Centre (CIRSEE) based in Paris, specialized in water and wastewater treatment, drinking water distribution network, plastic recycling, bioresources, health & environment (including analytics). CIRSEE is SUEZ’s main competences center.

- The Lyre research center, based in Bordeaux (France), which unites multidisciplinary teams to tackle specific problems in water management (stormwater collection, environment, data sciences and social sciences).

- The SWRc (Shanghai Water Research Centre) based in the Shanghai Chemical Industry Park (SCHIP), dedicated to the R&D of innovative solutions to treat wastewater generated by the petrochemical industry.

- The SUEZ Singapore Research Centre, specialized in the implementation of innovative solutions for the management of urban water (smart meter reading, storm water management) and the urban environment.

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Main CSR objectives and ambition for SUEZ

The Consortium will provide a stable and long-term shareholder base and is committed to investing in SUEZ to strengthen its leading position in the environmental services sector and to support its growth and development objectives through R&D and innovative solutions, for the benefit of all its stakeholders, including its local and regional communities.

SUEZ has a solid sustainability strategy and governance structure that will be further developed and implemented in SUEZ. SUEZ will select relevant standards and KPIs to monitor its integrated performance and sustain trust among its stakeholders. Using the SDGs as a universal language and the IPCC works as a reference, it will support the implementation of local sustainable development roadmaps engaging the Business Activities (BA) together with their partners and stakeholders, including suppliers. Those roadmaps will articulate three priorities: climate action, protection of natural capital and development of human capital. The foundation for the ESG strategy will be both compliance and sustainability for SUEZ, its employees, its suppliers and contractors. The ESG organization will be structured to include an ESG Champion at the officer level with a duty to report to the Board on a regular basis. SUEZ will adopt a full set of best-in-class ESG policies and programs. The strategy will encompass all aspects of ESG and Sustainability including, without limitation:

• ESG targets / goals and KPI reporting frameworks;
• Employee and business partners code of conduct and ethics;
• Diversity and inclusion policies and goals;
• Compliance auditing and tracking; and
• Community / stakeholder engagement.

With a strong alignment among shareholders, a world-class management team, a market-leading industrial and technological foundation and a track record of operational excellence, SUEZ will continue to deliver the best quality of services to its customers and in each positioned to long term success and to play a leading role as an environmentally and socially responsible global business. SUEZ will continue to mobilize shareholders to succeed in the environmental transition, developing circular business models and innovating to plan for tomorrow’s challenges.

In driving the elaboration of SUEZ CSR roadmap, to be finalized by end 2022, the Consortium wishes to put the emphasis on the following dimensions:

ESG / Sustainability Strategy

SUEZ operates a wide range of facilities that present elevated health & safety risks to its employees and contractors, including waste-to-energy facilities, municipal waste collection and processing, and wastewater treatment facilities. Furthermore, the company operates in a large number of countries with differing occupational health & safety standards. SUEZ benefits from an excellent historical track record in managing and mitigating these risks down to an industry minimum. The Consortium aims to maintain that level of performance and ensure these standards are equally demanding across the Group, regardless of geography. Key initiatives that may be pursued include, but are not limited to:

• Deploying and implementing rigorous health & safety standards and operating procedures within the Group to control risks;
• Increasing the numbers of training hours to allow each employee to train and develop in health & safety aspects;
• Strengthening the selection process of our suppliers and contractors with higher level of health & safety requirements; and
• Promoting the deployment of ISO 45001 certification to all geographies, if appropriate.
SUEZ operates in an industry that is intrinsically energy and carbon intensive, but also provides essential infrastructure and services to communities. Furthering the efforts of the previous management of the Group, SUEZ aims to set ambitious short-term and long-term targets for energy consumption and reduction of GHG emissions. In particular, significant financial resources will be harnessed to modernize assets and deploy innovative solutions enabling SUEZ to accelerate its contribution to carbon neutrality. Key initiatives that may be undertaken in that regard could include:

- Improving energy efficiency (for example by modernizing water pumps, improving treatment processes, or renovating incinerator machinery);
- Developing renewable energy capacity on sites. SUEZ is already a massive producer of renewable energy (i.e. producing circa 3.6 TWh in 2021), but efforts will be made to go further, for example by densifying the use of PV across its real estate;
- Increasing digitization and use of smart technologies across operations, for example by deploying smart power meterage (1) across manufacturing operations to reduce power consumption by switching to more efficient pumps & motors and increasing user awareness, or (2) in wastewater plants reducing chemical usage and power consumption;
- Accelerating the deployment of landfill gas recuperation devices which can play a considerable role in reducing the carbon impact of the R&R activity and avoid emissions (biogas upgrading to biomethane for instance);
- Transitioning the Recycling & Recovery (“R&R”) waste collection truck fleet to less carbon intense alternatives such as electric trucks, bioNGV (Natural Gas Vehicle) or hydrogen power. In 2021, 17% of the fleet of R&R was fuel powered;
- Exploring systematization of green electricity off take contracts to power its facilities (in 2021, 15% of SUEZ energy came from a renewable source);
- Evaluating development of a set of carbon capture, use and storage technologies;
- Increasing the generation of avoided emissions for its customers and value chain through recycling & recovery of secondary materials and innovative sorting technologies.

Finally, SUEZ is also implementing solutions to bring resilience to climate change and to the aging of infrastructures.

**Cybersecurity**

SUEZ is a developer and manager of essential public infrastructure, which requires operational resilience and effective cybersecurity risk management of its critical services and assets. The threat landscape to water and wastewater utilities, from increasingly sophisticated and destructive attackers, has significantly grown in recent years. SUEZ recognizes this threat as being highly strategic and institutes a risk-based cybersecurity program using best practice cybersecurity controls to ensure appropriate identification, protection, detection, response, and recovery are in place to manage and mitigate this ever-rising cybersecurity threat.

**Climate Action and Carbon Neutrality**

SUEZ is committing to putting capital into solutions to decrease water use and continuing to implement a circular economy model aiming to optimize and diversify water use throughout its life cycle.

Some of the initiatives to optimize water management are related to the digitization and smart technology solutions such as:

- Increased smart water-based solutions (digital twine) across the portfolio to localize and reduce water leakage through early identification and mitigation;
- Deployment of in-flow pressure meters to reduce risk of over pressurization and pipe burst reduction;
- Deployment of rainwater management platform (urban drainage) to limit wastewater overflows; and
- Leverage optimization solutions (Optimatics ®) to maximize environmental value for money (smart capex allocation).

Some other initiatives are related to the design and build of existing portfolios of solutions within the Treatment Infrastructure Water Business Line and related innovation capabilities such as:

- Drinking water expertise to cope with climate change impacting water quality (treatment of organic pollution and micropollutants);
- Water recycling and reuse combining drinking water and wastewater technologies (such as RO membranes and UV disinfection);
- Decentralized and autonomous water treatment solutions for emerging countries (UCD ®); and
- Sludge from wastewater treatment enhanced recovery (biolatice) including green energy production (biomethane), nutrient production and carbon stabilization.
Biodiversity Protection

While using natural resources of the planet, SUEZ is committed to the protection of biodiversity and ecosystems. SUEZ offerings include soil remediation operations, ecological rehabilitation and rewilding solutions that can fall under the concept of nature-based solutions, sustainable agriculture initiatives and environmental monitoring services. Concerning environmental management, SUEZ will strive to avoid impacts to biodiversity in the first place, reduce them if they occur and offset these impacts in accordance with regulations in effect. Avoidance, reduction and offsetting actions will continue to be incorporated into the Group’s environmental management and risk prevention systems. SUEZ will also enhance ecological exemplarity within the managed sites, adopting good practices on sites such as differentiated management of green spaces, management in mowing meadows, eco-pasturing, initiatives with zero sanitary products, restoring habitats, or planting local species.

Social Commitments

SUEZ is committed to implementing plans and programs related to environmental and social commitments to best serve its customers, communities and stakeholders. As part of the transaction, the Consortium made certain commitments to SUEZ, including a) employment conditions, including skills development, training, “GPEC” (Gestion des Emplois et des Compétences) observatory to monitor growth and skills development, mobility opportunities, recruitment of apprentices, quality of life, b) social dialogue with staff representatives, c) employee participation in company ownership, d) no job loss, and e) collective status.

16 While SUEZ, in France and internationally, has a period of 5 years from the closing date. Noting the following exceptions: voluntary departures and individual dismissal in the normal course of business, enforcement of the contractual termination clause by the employer.
A strong environmental and social consciousness has always characterized the corporate culture of SUEZ and driven its management to take initiatives that would push the company ahead of its peers and lend its industry toward ever greater environmental and social commitments. Such is the culture of SUEZ, and it will stay that way under the stewardship of the Consortium.

Issuing Green Bonds is perfectly aligned with the Consortium priorities and SUEZ sustainability strategy and objectives as it serves a variety of purposes:

- It is a way of deepening the formal commitment of SUEZ to pursuing a sustainable business strategy. By integrating the commitment to sustainability within the greater core of its capital structure, SUEZ is officially recognized as a corporation that employs and deploys capital for the greater good of the communities it serves. Turning the capital structure green is therefore a way of signaling to the world the company's commitments, but also a reason for its employees to be proud of the mission they lead.

- Every issuance of a Green Bond is a step to increase the significance and value of sustainable finance. It is a contribution to making the financing method more engaged, sophisticated, accessible and indispensable to the broader market, as supported by the members of the Consortium who are striving to get acquainted as much as possible with sustainable finance.

- Issuing a Green Bond is also a way of ensuring greater accountability. Green Bond financing provides transparency, disclosure, integrity to the financing and some degree of assurance to the public that the company is willingly subject to strict monitoring, reporting and business development rules.

- Finally, issuing a Green Bond is also a way of highlighting the Consortium’s objectives and ambition for SUEZ to further enhance its ESG roadmap and long-term value creation with a focus on environmental and social impact.

The pursuit of positive environmental and social impacts is a motive that has guided the investment philosophies and strategies of the members of the Consortium since their inception. This pursuit brought the Consortium together and led it to take over SUEZ, which core activities, by definition, unavoidably influence their environment and communities, and therefore present a major lever to deliver positive impact.
The Issuer has designed this Green Bond Framework (the “Framework”) with the aim to align it with current best market practices.

The Framework complies with the Green Bond Principles (“GBP”) published by the International Capital Market Association (“ICMA”) in June 2021 and aims to align to the extent feasible with the draft EU Green Bond Standard and the European Commission’s recommendations.

In accordance with the ICMA Green Bond Principles, the Issuer asserts that it will adopt the four key pillars below as set out in this Framework:

- **Use of Proceeds**
- **Process for Project Evaluation and Selection**
- **Management of Proceeds**
- **Reporting**

In this Framework, full transparency will be provided at both Consortium (executive) and SUEZ (operational) levels. Even if the first contemplated Green Bond issuance is dedicated to the refinancing, in whole or in part, of the acquisition of some entities within SUEZ perimeter, the Framework is valid for all potential Green Bond issuances contemplated by SUEZ. It will allow the Issuer to issue Green Bond instruments where Green Bonds are any type of bond instrument where an equivalent amount of the net proceeds of the bond is applied to (re)finance a combination of Green Projects aligned with the Eligible Green Projects criteria set out in the Use of Proceeds section of this Framework.

Any future changes in the Green Bond Principles may be implemented in future versions of this Green Bond Framework. Any future updated version of this framework will either maintain or improve the current levels and granularity of transparency and reporting disclosures, including the corresponding review by an external reviewer.

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Use of Proceeds

An amount equivalent to the net proceeds of any Green Bonds will be used to (re)finance, in whole or in part, the existing or future eligible green assets or projects ("Eligible Green Projects"), which must align with the following criteria:

Eligible Green Projects

In order to be included in the Eligible Green Portfolio, Eligible Green Projects must meet at least one of the Definitions and Technical Eligibility Criteria set out for the Eligible Green Project Categories in the Eligibility Grid (cf. Appendix).

The Eligibility Grid has been determined based on the following sources of information:

- The definitions and/or technical screening criteria proposed by the European Union (EU) classification of environmentally sustainable economic activities (EU Taxonomy) on a case-by-case basis when relevant and appropriate.
- The market practices and standards such as the Eligible Green Project Categories set out in the ICMA 2021 Green Bond Principles.
- The internal expertise of all the parties involved in the construction of the Green Bond Framework.
- The analysis of the internal granular data available in SUEZ’s financial reporting.

- Acquisitions of entities and/or assets substantially active in any of the Eligible Green Project Categories (as described in Appendix).
- Assets and capital expenditures of assets meeting the Definitions and Technical Eligibility Criteria defined for each Eligible Green Project Category (as described in Appendix).
- Eligible Research and Development ("R&D") expenditures aiming at developing new products and solutions as per the Definitions and Technical Eligibility Criteria defined for each Eligible Green Project Category (as described in Appendix).

Eligible types of investments

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  - The market practices and standards such as the Eligible Green Project Categories set out in the ICMA 2021 Green Bond Principles.
  - The internal expertise of all the parties involved in the construction of the Green Bond Framework.
  - The analysis of the internal granular data available in SUEZ’s financial reporting.

Green Bond governance

The Issuer has implemented a dedicated Green Bond Committee (the “Committee”) for the overall governance of the Framework and related issuances. The Green Bond Committee is chaired by the Group CFO and comprised of the SVP Sustainable Development, SVP Financing & Treasury, SVP Investment (CAPEX, M&A, Project Finance), Head of Controlling, and SVP Consolidation.

The role of the Committee is the following:

- Validation of the financial needs and amounts to be funded with Green Bonds and allocation of net proceeds to the Eligible Green Portfolio;
- Monitoring of any material controversies related to the Eligible Green Portfolio and management of the associated reporting;
- Excluding projects or assets that no longer comply with the Definitions and Technical Eligibility Criteria or have been disposed of;
- Validation of the reporting to the investors;
- Monitoring of external reviews (Second Party Opinion and Auditors’ missions); and
- Review the content of the Framework to reflect any material changes in corporate and sustainability strategy, technology changes and market developments, if necessary.

The Green Bond Committee will meet at least once a year, or ad hoc whenever required, to decide, manage and review the eligible projects and the Green Bond proceeds.
Post-acquisition process

The Issuer has put in place procedures to achieve successful integration process for all acquisitions. The Issuer aims to identify, avoid, minimize, and compensate the potential adverse impacts of projects and maximize its positive impacts and value creation throughout. The above-mentioned practice ensures the policies and procedures of the Consortium members. The Consortium members place a strong emphasis on active management of SUEZ and will ensure that ESG is incorporated in the culture across the businesses. The Consortium is committed for SUEZ to increase its investment in innovative solutions, R&D, and key high-growth sectors, and remains best-in-class to enhance projects’ positive impacts.

The Issuer benefits from its track record and extensive external teams to manage portfolio performance and ESG risk management. The policies that the Issuer has in place are based on a strategic commitment to its shareholders, investors, and ESG risks, particularly under its vigilance plan as well as its operating performance policy. In particular, as ESG impact assessment includes solutions for capturing and using CO2, providing positive contributions directly to SDG, accelerate evidence-based (e.g., recycled) raw materials, renewable energy, responsible management of acquisitions

Responsible management of acquisitions

The Issuer’s priority is to manage its projects and acquisitions in an environmentally and socially responsible manner throughout their journey. Based on the Consortium procedures and due diligence processes, the Issuer has a consistent and systematic ESG/SDG approach integrated into its investment and management processes.

Each opportunity is thoroughly assessed through a detailed due diligence analysis prior to investment. When ESG concerns are highlighted during this process, risk mitigation strategies and action plans are included in the continuous monitoring. Similarly, relevant ESG targets are identified to determine areas of value creation throughout the development processes and performance indicators are established to monitor project positive impacts.

The aim is to identify, avoid, minimize, and compensate potential adverse impacts of projects and maximize positive impacts and value creation throughout their lifetime.

The Issuer also relies on the existing Consortium’s methodologies and procedures in the ESG assessment process for acquisition opportunities, which are in line with international standards and take place using a set of ESG criteria and performance indicators, such as laws and regulations, working standards (e.g. respect of human and labor rights, health & safety management, job creation, diversity & inclusion, employee engagement & development), environmental considerations (e.g. climate change mitigation, biodiversity conservation, natural resources protection, pollution prevention and control, social considerations (e.g. cultural heritage, local development, land acquisition and resettlement, dialogue with communities and governance considerations (e.g. ESG policies and programs, business ethics, cyber security, data protection, interests of stakeholders, responsible procurement).

In addition to the above-mentioned ESG criteria, the analysis also includes a screening of the investment’s associated position environmental and social impacts and resulting performance indicators, notably with regards to its contribution to the SDGs. On this basis, SDG optimization measures, and additional resilience and sustainability measures are integrated in the implementation plan to maximize the positive footprint of the acquisition.

During due diligence, the Issuer uses a combination of internal and external experts, as appropriate, to assess the ESG risks and opportunities.

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During due diligence, the Issuer uses a combination of internal and external experts, as appropriate, to assess the ESG risks and opportunities.
Management of Proceeds

The net proceeds of the Green Bond will be managed by the Issuer Treasury Department and an amount equal to the net proceeds will be earmarked for allocation to Eligible Green Projects as validated by the Green Bond Committee, in accordance with the use of proceeds criteria and evaluation and selection process as presented above.

The Issuer intends to be a repeat Green Bond issuer and the proceeds of Green Bonds will be managed on an aggregated basis (portfolio approach).

The Issuer intends to allocate the proceeds from any Green Bond issuance under the Green Bond Framework within 24 months from the settlement date of such issuance, on a best-efforts basis.

Pending the full allocation of the proceeds, the Issuer commits to hold the balance of net proceeds not already allocated invested in cash and cash equivalents or any other short-term and liquid instrument, managed in accordance with the Issuer’s treasury policy.

Operational Expenditures (if any) shall qualify for refinancing with a maximum three-year look-back period before the issuance of the Green Bond.

The Green Bond proceeds traceability is ensured throughout the process, using documented meeting minutes and an internal information system.

An external auditor appointed by the Issuer will verify, on an annual basis, the proceeds allocation and the remaining balance of unallocated proceeds as specified below.

If any Eligible Green Project exits the Issuer’s portfolio or an Eligible Green Project that complies with the Eligibility Grid, as soon as reasonably practicable.

The Issuer’s Treasury and Sustainability teams will collect and consolidate the necessary information, and the reporting will be subject to review and validation by the Green Bond Committee. The allocation reporting will be audited by an external party appointed by the Issuer on an annual basis until the total amount of net proceeds of the outstanding Green Bonds is fully allocated or reallocated as the case may be.

In addition, in case of a major controversy on an Eligible Green Project, the Issuer will provide investors with information on key issues at stake and actions put in place by the Issuer.

Reporting

The Issuer will publicly disclose annually the allocation and impact reporting (as described below), starting a year after the issuance of a Green Bond and at least until an amount equal to the net proceeds of the outstanding Green Bonds have been fully allocated, and as necessary in case of material change in the Eligible Green Portfolio.

The Issuer intends to be a repeat Green Bond issuer and the proceeds of Green Bonds will be managed on an aggregated basis (portfolio approach).

Operationally, any expenditure qualified for refinancing will reduce the amount of proceeds allocated.

The Issuer’s Treasury and Sustainability teams will collect and consolidate the necessary information, and the reporting will be subject to review and validation by the Green Bond Committee. The allocation reporting will be audited by an external party appointed by the Issuer on an annual basis until the total amount of net proceeds of the outstanding Green Bonds is fully allocated or reallocated as the case may be.

In addition, in case of a major controversy on an Eligible Green Project, the Issuer will provide investors with information on key issues at stake and actions put in place by the Issuer.

Impact reporting

The Issuer will publicly disclose annually the allocation and impact reporting (as described below), starting a year after the issuance of a Green Bond and at least until an amount equal to the net proceeds of the outstanding Green Bonds have been fully allocated, and as necessary in case of material change in the Eligible Green Portfolio.

The Issuer’s Treasury and Sustainability teams will collect and consolidate the necessary information, and the reporting will be subject to review and validation by the Green Bond Committee. The allocation reporting will be audited by an external party appointed by the Issuer on an annual basis until the total amount of net proceeds of the outstanding Green Bonds is fully allocated or reallocated as the case may be.

In addition, in case of a major controversy on an Eligible Green Project, the Issuer will provide investors with information on key issues at stake and actions put in place by the Issuer.
External review

Second Party Opinion

The Issuer has appointed Sustainalytics to provide a Second Party Opinion on the Green Bond Framework, including:

- its alignment with the ICMA 2021 Green Bond Principles;
- its credibility and anticipated positive impacts of the use of proceeds; and
- the alignment of the Issuer’s sustainability strategy, performance and risk management in relation to the use of proceeds.

The Second Party Opinion is available on the Issuer’s website.12

The Issuer commits to have the Second Party Opinion updated in case of any material changes to the Framework.

Post-issuance external verification

The Issuer commits to have the Second Party Opinion updated in case of any material changes to the green bond framework. The reporting will also be subject to external verification by an independent auditor (third party ESG and/or financial audit) until full allocation and in case of any material change to the allocation. The auditor will verify:

- Compliance of Eligible Green Portfolio refinanced under the Green Bond Framework with the eligibility criteria defined in the use of proceeds section of this Framework; and
- The allocation reporting data.

The external auditor’s verification assurance reports will be published on the Issuer’s website.
The activities considered as “likely to be eligible” are activities included in the Full list of Technical Screening Criteria published by the Platform on Sustainable Finance Technical Working Group as of August 2021.

Excluding fossil fuel operations.

Activities | Eligible Project Categories | Definition | EU Taxonomy Eligibility Criteria (TN) | Sustainability Objectives & NR GDG | Output & Impact Indicators
--- | --- | --- | --- | --- | ---
Drinking water production & supply | Development, construction, operation, renewal and/or maintenance (including service provision and work of water collection, treatment and supply systems and facilites for both municipal and industrial clients)² | Access to drinking water, continuity and quality of supply | Climate change mitigation | ✔ | ✔ |
| | | Technical yield of drinking water distribution networks | ✔ | | |
| | | Annual drinking water volume delivered between input and output | ✔ | | |
Wastewater treatment | Development, construction, operation, renewal and/or maintenance (including service provision and work of wastewater collection and network infrastructure and facilities and/or maintenance processes), for both municipal and industrial clients² | Pollution prevention and control, Protection of water resources | Climate change mitigation | ✔ | ✔ |
| | | Treatment efficiency % of WWTPs associated with treatment plants | ✔ | | |
| | | Annual volume of wastewater treated | ✔ | | |
| | | Volume (t) of sludge produced | ✔ | | |
Alternative water | Development, construction, operation, renewal and/or maintenance (including service provision and work of water distribution, collection, treatment and supply systems and facilites for both municipal and industrial clients)² | Production of water resources | ☑ | | |
| | | % of water re-used after treatment | ☑ | | |
Desalination of water | Construction and operation of desalination plants where the desalination process takes place to produce water for distribution in drinking water supply systems, where: | Production of water resources | ☑ | | |
| | | Conventional water resources are under pressure due to demand increase, urbanization, climate change and salinity problems | ☑ | | |
| | | Energy consumption from renewable resources | ☑ | | |

² Including boil water operations.

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Activities | Eligible Project Categories | Definition | EU Taxonomy Eligibility Criteria (TN) | Sustainability Objectives & NR GDG | Output & Impact Indicators
--- | --- | --- | --- | --- | ---
Smart water management | Development, distribution, and/or operation of smart solutions improving water management and efficiency through measures such as reduction of water consumption, reduction of leakage or reduction of unaccounted-for water, through asset performance solutions, digital solutions | Protection of water resources | Not identified | ❌ | ❌ |
Waste collection & transport and urban cleaning services | Collection, transport and transfer of non-hazardous waste and water mixing services, including: | Pollution Prevention and Control & Transition to a circular economy | Climate change mitigation | ✔ | ❌ |
| | Municipal solid waste | | | |
| | Commercial and industrial waste | | | |
| | Urban cleaning services | | | |
Waste sorting and recycling | Development, construction, installation, and/or maintenance of waste sorting, processing and/or recycling facilities and/or composting of biowaste, such as, but not limited to: | Pollution Prevention and Control & Transition to a circular economy | Climate change mitigation | ✔ | ❌ |
| | - Municipal solid waste | | | |
| | - Commercial and industrial waste | | | |
| | - Urban cleaning services | | | |
Waste treatment | Development, construction, installation, and/or maintenance of biogas capture and utilisation from landfilling activities | Pollution Prevention and Control & Transition to a circular economy | Climate change mitigation | ✔ | ❌ |
| | - Volume of methane recovered as biogas (≤ 100 g CO₂/kWh) | | | |
| | - Total volume of waste collected (including non-construction) | | | |
| | - Share of waste recycled (defined as recycled raw materials produced or used for energy recovery) | | | |

² Including boil water operations.

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Activities | Eligible Project Categories | Definition | EU Taxonomy Eligibility Criteria (TN) | Sustainability Objectives & NR GDG | Output & Impact Indicators
--- | --- | --- | --- | --- | ---
Water | Development, construction, operation, renewal and/or maintenance (including service provision and work of water collection, treatment and supply systems and facilites for both municipal and industrial clients)² | Access to drinking water, continuity and quality of supply | Climate change mitigation | ☑ | ☑ |
| | | Technical yield of drinking water distribution networks | ☑ | | |
| | | Annual drinking water volume delivered between input and output | ☑ | | |
Wastewater treatment | Development, construction, operation, renewal and/or maintenance (including service provision and work of wastewater collection and network infrastructure and facilities and/or maintenance processes), for both municipal and industrial clients² | Pollution prevention and control, Protection of water resources | Climate change mitigation | ☑ | ☑ |
| | | Treatment efficiency % of WWTPs associated with treatment plants | ☑ | | |
| | | Annual volume of wastewater treated | ☑ | | |
| | | Volume (t) of sludge produced | ☑ | | |
Alternative water | Development, construction, operation, renewal and/or maintenance (including service provision and work of water distribution, collection, treatment and supply systems and facilites for both municipal and industrial clients)² | Production of water resources | ☑ | ☑ |
| | | % of water re-used after treatment | ☑ | ☑ |
Desalination of water | Construction and operation of desalination plants where the desalination process takes place to produce water for distribution in drinking water supply systems, where: | Production of water resources | ☑ | ☑ |
| | | Conventional water resources are under pressure due to demand increase, urbanization, climate change and salinity problems | ☑ | ☑ |
| | | Energy consumption from renewable resources | ☑ | ☑ |

² Including boil water operations.
The information and opinions contained in this Green Bond Framework are provided as at the date of this document and are subject to change and are not an offer or invitation to sell securities of SUEZ. Any Offering Document may contain information different from or additional to the information contained herein.

This Green Bond Framework does not constitute a prospectus, an offering memorandum or any other offering document.

This material is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where such distribution or use would be contrary to local law or regulation. Persons into whose possession such documents may come must inform themselves as to whether the offer or solicitation is lawful under the laws of any relevant jurisdiction.

SUEZ does not assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by results of subsequent events or circumstances. SUEZ does not assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by results of subsequently events or circumstances. SUEZ does not assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by results of subsequently events or circumstances. SUEZ does not assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by results of subsequently events or circumstances. SUEZ does not assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by results of subsequently events or circumstances. SUEZ does not assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by results of subsequently events or circumstances. SUEZ does not assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by results of subsequently events or circumstances. SUEZ does not assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by results of subsequently events or circumstances.

Disclaimer (cont.)

Forward-Looking statements

This Green Bond Framework contains certain forward-looking statements that reflect SUEZ’s management’s current views with respect to future events and financial and operational performance of the Group. Forward-looking statements are based on SUEZ’s current expectations and projections about future events. Because these forward-looking statements are subject to risks and uncertainties, actual future results or performance may differ materially from those expressed in or implied by these statements due to many different factors, many of which are beyond the ability of SUEZ to control or estimate precisely, including changes in the regulatory environment, future market developments, fluctuations in the price, impact of climate and other risks mentioned in SUEZ’s base prospectus filed with the French financial market regulator in April 2021 or any other offering document produced in connection with the offering of SUEZ securities. You are cautioned not to place undue reliance on the forward-looking statements contained herein, which are made only as of the date of this document. SUEZ does not undertake any obligation to publicly release any updates or revisions to any forward-looking statements to reflect events or circumstances after the date of this presentation. This information contained in this Green Bond Framework does not purport to be comprehensive and has not been independently verified by any independent third party.
Green Bond Framework
APRIL 2022

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