

MiFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes, as determined by the manufacturers, has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRiPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRiPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS –IMPORTANT – UK RETAIL INVESTORS – The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”) nor (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently, no disclosure document required by FCA Product Disclosure Sourcebook (“**DISC**”) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

PROHIBITION OF SALES TO BELGIAN CONSUMERS – Notes issued under the Programme are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, “consumers” (*consument/consommateur*) within the meaning of Article I.1 of the Belgian Code of Economic Law (*Wetboek van economisch recht/Code de droit économique*), as amended.

Final Terms dated 26 June 2026



SUEZ

Legal Entity Identifier (LEI): 5493007LKZ37MXEN5D79

(the “**Issuer**”)

Issue of €600,000,000 4.000 per cent. Notes due 30 June 2036

Under the

Euro 7,500,000,000

Euro Medium Term Note Programme

for the issue of Notes

SERIES NO: 8

TRANCHE NO: 1

NatWest Markets

Natixis

Société Générale Corporate and Investment Banking
(as “**Global Coordinators and Joint Bookrunners**”)

ING

MUFG

(as “**Joint Bookrunners**”, and together with the Global Coordinators and Joint Bookrunners, the “**Managers**”)

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 22 May 2026 which received approval no. 26-162 from the French *Autorité des marchés financiers* (the “AMF”) on 22 May 2026 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the information. The Base Prospectus is available for viewing on the website of the AMF (www.amf-france.org) and on the Issuer’s website (www.suez.com).

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| 1. Issuer: | Suez |
| 2. (i) Series Number: | 8 |
| (ii) Tranche Number: | 1 |
| (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. Specified Currency or Currencies: | Euro (“€”) |
| 4. Aggregate Nominal Amount: | |
| (i) Series: | €600,000,000 |
| (ii) Tranche: | €600,000,000 |
| 5. Issue Price: | 98.896 per cent. of the Aggregate Nominal Amount |
| 6. Specified Denominations: | €100,000 |
| 7. (i) Issue Date: | 30 June 2026 |
| (ii) Interest Commencement Date: | 30 June 2026 |
| 8. Maturity Date: | 30 June 2036 |
| 9. Interest Basis: | 4.000 per cent. Fixed Rate
<i>(further particulars specified below)</i> |
| 10. Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. Change of Interest Basis: | Not Applicable |
| 12. Put/Call Options: | Make-Whole Redemption by the Issuer
Clean-Up Call Option
Residual Maturity Call Option
Put Option in case of Change of Control
<i>(further particulars specified below)</i> |

13. (i)	Status of the Notes:	Unsubordinated
(ii)	Date of corporate authorisations for issuance of Notes obtained:	Resolution of the Board of Directors (<i>Conseil d'Administration</i>) of the Issuer dated 18 December 2025 and decision of Xavier Girre, Chief Executive Officer (<i>Directeur Général</i>) of the Issuer dated 24 June 2026

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
(i)	Rate of Interest:	4.000 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	30 June in each year, commencing on, and including, 30 June 2027 up to, and including, the Maturity Date
(iii)	Fixed Coupon Amount:	€4,000 per €100,000 in Specified Denomination
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction (Condition 5(a)):	Actual/Actual – ICMA
(vi)	Determination Dates (Condition 5(a)):	30 June in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Notes provisions	Not Applicable
17.	Inflation Linked Notes Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.	Call Option	Not Applicable
19.	Make-Whole Redemption by the Issuer	Applicable
(i)	Notice period:	As set out in the Conditions
(ii)	Reference Security:	<i>Obligation Assimilable du Trésor</i> bearing interest at 1.25 per cent. <i>per annum</i> and due 25 May 2036 (ISIN: FR0013154044)
(iii)	Method of determination of the make-whole redemption rate:	Reference Dealer Quotation
(iv)	Reference Screen Rate	Not Applicable
(v)	Reference Dealers:	As per Condition 6(c)
(vi)	Redemption Margin:	0.10 per cent. <i>per annum</i>
(vii)	Make-Whole Calculation Agent:	Société Générale

20.	Clean-Up Call Option:	Applicable
	Clean-Up Percentage	75 per cent.
21.	Residual Maturity Call Option	Applicable
	(i) Residual Maturity Call Option Date:	At any time on or after 30 March 2036 (3 months prior to the Maturity Date)
	(ii) Notice period:	As set out in the Conditions
22.	Redemption following an Acquisition Event	Not Applicable
23.	Put Option	Not Applicable
24.	Change of Control Put Option	Applicable
25.	Final Redemption Amount of each Note	€100,000 per Note of €100,000 Specified Denomination
26.	Inflation Linked Notes – Provisions relating to the Final Redemption Amount	Not Applicable
27.	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(j)) or for illegality (Condition 6(n)):	€100,000 per Note of €100,000 Specified Denomination
	(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(j)(i)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (<i>Materialised Bearer Notes only</i>) (Condition 7(f)):	Not Applicable
28.	Inflation Linked Notes – Provisions relating to the Early Redemption Amount:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

29.	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form (<i>au porteur</i>)
	(ii) Registration Agent:	Not Applicable

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| (iii) Temporary Global Certificate: | Not Applicable |
| (iv) Applicable TEFRA exemption: | Not Applicable |
| 30. Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: | Not Applicable |
| 31. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable |
| 32. Redenomination provisions: | Not Applicable |
| 33. Consolidation provisions: | Not Applicable |

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:



Nathalie PIVET, Executive Vice-President, Chief Financial and CSR Officer

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

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| (i) | Listing: | Euronext Paris |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 30 June 2026. |
| (iii) | Estimate of total expenses related to admission to trading: | €10,900 |

2. Ratings

Ratings: The Notes to be issued have been rated:

Moody's: Baa2

Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the “**CRA Regulation**”) and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>).

Moody's is not established in the United Kingdom and has not applied for registration under Regulation (EC) No 1060/2009 (as amended) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK CRA Regulation**”), but is endorsed by Moody's Investors Service Limited, which is established in the United Kingdom, registered under the UK CRA Regulation and included in the list of credit rating agencies registered in accordance with the list of registered and certified credit ratings agencies published on the website of the UK Financial Conduct Authority (<https://www.fca.org.uk/firms/credit-rating-agencies#section-credit-rating-agencies>).

According to Moody's definitions, obligations rated “Baa” are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics and the modifier 2 indicates a mid-range ranking of that generic rating category.

3. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in “Subscription and Sale” in the Base Prospectus and save for the fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. Reasons for the Offer and Estimated Net Proceeds

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| (i) Reasons for the offer: | The net proceeds of the issue of the Notes will be used to finance or refinance, in whole or in part, existing or future Eligible Green Projects in accordance with the Issuer’s Green Bond Framework (as amended and supplemented from time to time) available on the Debt and Rating section of the Issuer’s website (http://www.suez.com) |
| (ii) Estimated net proceeds: | €592,026,000 |

5. Fixed Rate Notes only – Yield

Indication of yield:	4.137 per cent. <i>per annum</i>
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6. Operational Information

ISIN:	FR0014019HT9
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Common Code:	342644848
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Depositories:

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| (a) Euroclear France to act as Central Depository: | Yes |
| (b) Common Depository for Euroclear and Clearstream: | No |

Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking, SA and the relevant identification number(s):	Not Applicable
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Delivery:	Delivery against payment
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Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
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The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] producing a sum of:	Not Applicable
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7. Distribution

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| (i) Method of distribution: | Syndicated |
| (ii) If syndicated: | |
| (A) Names of Managers: | |

ING Bank N.V., Belgian Branch
MUFG Securities (Europe) N.V.
NatWest Markets N.V.
Natixis
Société Générale

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| (B) | Stabilisation Manager(s)
(if any): | Société Générale |
| (iii) | If non-syndicated, name of Dealer: | Not Applicable |
| (iv) | U.S. Selling Restrictions: | Category 2 restrictions apply to the Notes |
| (v) | Prohibition of Sales to EEA Retail
Investors: | Applicable |
| (vi) | Prohibition of Sales to UK Retail
Investors: | Applicable |