

### 21.1.5 Authorizations and delegations of authority granted by the Company's Shareholders' Meeting

The authorizations and delegations of authority in effect were approved by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 24, 2012.

#### Authorizations and delegations of authority granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 24, 2012

Authorization/Delegation of authority	Period of validity	Authorized ceiling	Amount used	Balance
1 Authorization granted to the Company to trade in its own shares (Resolution 15)	18 months as from May 24, 2012	up to a maximum holding of 10% of the share capital	0.22% as of December 31, 2012	9.78% of the share capital
2 Cancellation of treasury shares (Resolution 16)	26 months as from May 24, 2012	10% of the share capital per 24-month period	Not used	
3 Capital increase with shareholders' preferential subscription rights by issuing equity securities and/or any securities conferring an immediate or future entitlement to the Company's share capital (Resolution 17)	26 months as from May 24, 2012	€408 million <sup>(a)</sup>	Not used	
4 Capital increase without shareholders' preferential subscription rights by a public issue of equity securities and/or any securities conferring an immediate or future entitlement to the Company's share capital (Resolution 18)	26 months as from May 24, 2012	€306 million <sup>(a) (b)</sup>	Not used	
5 Authorization to set the issue price subject to a maximum of 10% of the Company's share capital per annum in the event that shares and/or securities conferring an immediate or future entitlement to the Company's share capital are issued without shareholders' preferential subscription rights (Resolution 19)	26 months as from May 24, 2012	10% of the share capital per year	Not used	
6 Capital increase, pursuant to an offer as set out in Article L. 411-2 II of the French Monetary and Financial Code, via the issue of shares and/or securities conferring entitlement to the Company's share capital, without shareholders' preferential subscription rights (Resolution 20)	26 months as from May 24, 2012	€306 million <sup>(a) (b)</sup>	Not used	
7 Increase, by up to 15% of the initial issue, of the number of shares to be issued in the event of a capital increase, with or without shareholders' preferential subscription rights (Resolution 21)	26 months as from May 24, 2012	Up to 15% of the initial issue <sup>(a) (c)</sup>	Not used	
8 Capital increase in consideration of contributions in kind consisting of equity securities or securities conferring entitlement to the share capital (Resolution 22)	26 months as from May 24, 2012	€204 million (up to 10% of the share capital) <sup>(a) (b)</sup>	Not used	
9 Capital increase by incorporating premiums, reserves, profits, or any other amount that may be capitalized (Resolution 23)	26 months as from May 24, 2012	€408 million	Not used	
10 Capital increase in consideration of security contributions as part of a public exchange offer initiated by the Company (Resolution 24)	26 months as from May 24, 2012	€306 million <sup>(a) (b)</sup>	Not used	
11 Issue of hybrid debt securities (Resolution 25)	26 months as from May 24, 2012	€3 billion <sup>(a)</sup>	Not used	
12 Capital increase by the issue of shares or securities conferring entitlement to the share capital reserved for members of a company savings plan without shareholders' preferential subscription rights for those employees (Resolution 26)	26 months as from May 24, 2012	€40 million <sup>(a)</sup>	Not used	

**ADDITIONAL INFORMATION**

General information on share capital

Authorization/Delegation of authority	Period of validity	Authorized ceiling	Amount used	Balance
13 Capital increase, without shareholders' preferential subscription rights, in favor of the class(es) of named beneficiaries, as part of the implementation of the SUEZ ENVIRONNEMENT Group international shareholding and savings plans (Resolution 27)	18 months as from May 24, 2012	€12 million <sup>(a)</sup>	Not used	
14 Authorization to be granted to the Board of Directors to allocate free (bonus) shares (Resolution 28).	38 months as from May 24, 2012	1.5% of the share capital <sup>(a)</sup>	Award on January 17, 2013 of 3,018,720 shares, or 0.6% of the share capital, under the 2nd global bonus share allocation plan (d)	0.9% of the share capital as of December 31, 2012

(a) Resolution 29 sets a limit on the total nominal amount of capital increases that may be carried out immediately and/or in the future under Resolutions 17, 18, 20 to 22, and 24 to 28 at €408 million for share issues and at €3 billion for issues of debt securities or securities granting entitlement to the share capital and issues of hybrid debt securities.

(b) Overall ceiling with a nominal value of €306 million against which all capital increases carried out under Resolutions 18, 20, 22 and 24 will apply.

(c) Subject to the ceiling of the authorization under which the issue is decided.

(d) In addition, on March 27, 2013 the Board of Directors decided to allocate 1,315,100 performance shares, that may be raised to 1,578,120 performance shares in some cases of over-performance, that is a maximum of 0.31% of the share capital (based on the share capital as of December 31, 2012). In total, 4,596,840 shares, or 0.90% of the share capital, were allocated under Resolution 28. Following the allocation of March 27, 2013, the unused balance under this resolution amounts to 0.60% of the share capital (based on the share capital as of December 31, 2012). See Section 17.5 of this Reference Document for more details on these allocations.

**21.1.6 Options or agreements concerning the Company's share capital**

GDF SUEZ, Groupe Bruxelles Lambert, Sofina, Caisse des Dépôts et Consignations, Areva, CNP Assurances and SUEZ ENVIRONNEMENT COMPANY entered into a shareholders' agreement dated June 5, 2008 with regard to their shareholding in SUEZ ENVIRONNEMENT COMPANY, described in section 18.3 of this Reference Document. On December 5, 2012, the Company's Board of Directors recorded the decision by GDF SUEZ and all signatories of the Shareholders' Agreement, with the exception of the Company, not to renew the

Agreement, which will therefore expire on July 22, 2013, at the end of the five-year term initially envisaged.

On September 7, 2012, Groupe Bruxelles Lambert launched a €400 million bond issue exchangeable for SUEZ ENVIRONNEMENT shares, maturing on September 21, 2015, with a coupon of 0.125% and at a premium of 20% on the SUEZ ENVIRONNEMENT share price.