notice of meeting
combined shareholders’ meeting
2018

Thursday, May 17, 2018 at 10:00 am
Espace Grande Arche
La Grande Arche
92044 Paris-La Défense
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This document is a free translation of the French language Notice of Meeting and has been prepared for the information and convenience of English-speaking shareholders of SUEZ. No assurances are given as to the accuracy or completeness of this translation, and SUEZ assumes no responsibility with respect to this translation or any misstatement or omission that may be contained therein. In the event of any ambiguity or discrepancy between this translation and the French Notice of Meeting, the French version shall prevail.

message
from the Chairman
and the Chief Executive Officer

Dear Sir/Madam,
Dear Shareholder,

On behalf of SUEZ, we are pleased to invite you to the Combined Shareholders’ Meeting that will be held on Thursday, May 17, 2018 at 10 a.m. at the Espace Grand Arche, Paris La Défense.

With the members of the Board of Directors attending as well as the Group’s senior management, the Shareholders’ Meeting offers an excellent opportunity for SUEZ and its shareholders to listen to one another and exchange views. This Shareholders’ Meeting will present your Company’s results, its outlook and its governance structure.

One of the highlights of 2017 was the major acquisition of GE Water, a game-changer for SUEZ with its potential for accelerating growth. However, certain specific events that came up at the end of the year, prevented us from achieving our targets in terms of operating profitability.

2018 will be a year of growth for SUEZ. Among the Group’s four growth drivers, three of them – Recycling and Recovery Europe, International and Water Technologies & Solutions – are delivering growth in high-potential markets.

We have decided to implement an action plan, aimed at stepping up our growth momentum and increasing our profitability. This implies acceleration in the Group’s transformation and additional cost-cutting measures, targeting mainly Spain and France, a country where we would like to increase synergies between the water and the recycling and recovery businesses. Internationally, additional measures will be taken to step up our development. To achieve this, we have changed how the Group’s Management Committee is organized.

These new measures, as well as more favorable economic conditions since the beginning of the year, give us confidence that we will be able to achieve our 2018 targets and become more profitable in the years ahead.

This Shareholders’ Meeting will also give you a chance to ask questions and express your views on the content of the resolutions that will be submitted for your approval.

We sincerely hope that you will be able to attend this Shareholders’ Meeting in person. However, if you are unable to attend, you can either authorize the Chairman of the Board of Directors, who will be chairing the meeting, to vote on your behalf, or you can vote by remote ballot, or even grant proxy to any person of your choice.

You can also vote online using a simple, fast and secure procedure.

Thank you in advance for the trust you have placed in SUEZ and for the attention given to the draft resolutions.

Yours faithfully,

Gérard MESTRALLET
Chairman of the Board

Jean-Louis CHAUSSADE
Chief Executive Officer
Any shareholder of SUEZ may attend the Shareholders’ Meeting. To do so, you simply need to prove ownership of your Company shares by the second business day prior to the Meeting, i.e. by Tuesday, May 15, 2018 at midnight (Paris time) (1), by the shares being listed in the name of the shareholder or, in the case of a non-resident shareholder, in the name of the authorized intermediary listed under the shareholder’s account:

- for REGISTERED shareholders: in the Company’s share register;
- for BEARER shareholders: in securities accounts held by the authorized intermediary. Registration is evidenced by a shareholder certificate of participation issued by the authorized intermediary.

— Who can take part in the Shareholders’ Meeting? —

SUEZ, by the very nature of its activities, meets the challenge of protecting resources on a daily basis. This is why, for its Shareholders’ Meeting, SUEZ provides to all shareholders with the necessary tools to help them join the Company in its sustainable development efforts: making documents relating to the Shareholders’ Meeting available on the Company’s website, e-convocation and online voting. In addition, each year, SUEZ broadcasts the debates of the Shareholders’ Meeting on its website.

Documents available on the Company’s website

Documents relating to the Shareholders’ Meeting provided to the shareholders in accordance with the French Commercial Code can be viewed online or downloaded on the Company website: https://www.suez.com/en/Finance/Financial-information/Annual-General-Meetings.

Opt for e-convocation

Since 2010, SUEZ has offered its registered shareholders the opportunity to be e-convened, i.e. receiving their Notice of Meeting by email. By opting for e-convocation, you are choosing a simple, fast, secure, and economical form of notification. By doing so, you are helping to protect the environment in reducing our carbon impact by avoiding the printing and mailing of paper Notices of Meeting by post.

To opt for e-convocation for the Shareholders’ Meetings following the one on May 17, 2018, you can simply do one of the following:

- fill in the reply form found on the sheet of paper dedicated to e-convocation on page 71 of this Notice of Meeting (also available on the Company website: https://www.suez.com/en/Finance/Financial-information/Annual-General-Meetings), sign and date it and return it to us as soon as possible using the prepaid envelope provided; or
- log in directly to the “e-consent” section of the OLIS Actionnaire website (https://www.nomi.olisnet.com).

If you have already opted for e-convocation but are still receiving “paper” documentation, it means that your request was incomplete or illegible. In this case, please resubmit your request by following the instructions above.

(1) If, after submitting your voting instructions, you sell any of your shares before midnight on May 15, 2018 (Paris time), CACEIS Corporate Trust will consequently invalidate or modify your voting instructions accordingly. No sale or transaction executed after midnight on May 15, 2018 (Paris time), regardless of the means used, will be reported by the authorized intermediary or taken into consideration by CACEIS Corporate Trust.
How do I participate in the Shareholders’ Meeting?
— I WILL USE THE VOTACCESS WEBSITE TO VOTE ONLINE —

— What are the participation and voting proceeding? —

To exercise their voting rights, shareholders may choose between the three following participation procedures:

- assign their proxy to the Meeting Chairman or to any individual or legal entity;
- vote by postal ballot; or
- personally attend the Shareholders’ Meeting.

Shareholders have two ways to choose how they will participate in and vote at the Meeting:

- use the online voting website VOTACCESS (follow the instructions below); or
- use the voting form (follow the instructions page 7).

— I will use the VOTACCESS website to vote online —

Since 2010, SUEZ has wished to make it easier to participate in Shareholders’ Meetings by setting up an online voting system that allows registered shareholders to state how they want to vote prior to the Shareholders’ Meeting.

In 2012, SUEZ was one of the first six companies to use the VOTACCESS voting website, allowing bearer shareholders to state how they wanted to vote online prior to the Shareholders’ Meeting.

Since 2014, the VOTACCESS website has been the only online voting system that can be used by any shareholder, registered or bearer.

The VOTACCESS website will be open from April 5, 2018, 9:00 a.m. (Paris time) until May 16, 2018, 3:00 p.m. (Paris time).

To access the website and assign a proxy to the Chairman or any other individual or legal entity, or to vote by remote ballot or request an admission card, follow the instructions below:

If you are a REGISTERED shareholder:

- DIRECT REGISTERED shareholder: simply log in to the CACEIS Corporate Trust’s OLIS Actionnaire website at https://www.nomi.olisnet.com, using the login and password that you are already using, and follow the instructions. Your connecting login will be noted on the vote-by-postal ballot form or on the e-convocation. Once logged in, click on the “Vote Online” section and you will be automatically directed to the VOTACCESS platform.

- ADMINISTERED REGISTERED shareholder or EMPLOYEE shareholder: simply log in to CACEIS Corporate Trust’s OLIS Actionnaire website at https://www.nomi.olisnet.com using the login noted on the voting form or the e-convocation. Once you arrive at the site’s home page, follow the directions on the screen.

If you are a BEARER shareholder:

- If your securities account-holding entity has signed up for the VOTACCESS (1) website, you can, regardless of how many SUEZ shares you own, simply log in to your securities account-holding entity’s website with your usual access codes, click on the icon that appears on the line corresponding to your SUEZ shares, and follow the directions on the screen to confirm your voting instructions.

- If your securities account-holding entity has not signed up for the VOTACCESS website, you can, regardless of how many SUEZ shares you own, enter your voting instructions on the OLIS Actionnaire website (https://www.nomi.olisnet.com). You must first ask your securities account-holding entity to create a certificate of participation and give them your email address. They will then send the certificate of participation, along with your email address, to CACEIS Corporate Trust. Upon receipt of these items, CACEIS Corporate Trust will send you your access codes allowing you to log in the OLIS Actionnaire website.

(1) Access to the VOTACCESS website via the securities account-holding entity’s website may be subject to special terms of use defined by the entity. Bearer shareholders interested in this service should therefore contact their securities account-holding entity to find out its conditions of use.
How do I participate in the Shareholders’ Meeting?

— I WILL USE THE VOTING FORM —

I will use the voting form

How do I receive the form?

Any shareholder can receive a voting form by post or by email if he or she has opted for e-convocation (see page 71 to choose e-convocation).

- If you are a REGISTERED shareholder: CACEIS Corporate Trust has automatically sent you a voting form.

- If you are a BEARER shareholder: the voting form is available at https://www.suez.com/en/Finance/Financial-information/Annual-General-Meetings or can be obtained upon written request from CACEIS Corporate Trust, Service Assemblées Générales, 14, rue Rouget-de-Lisle, 92862 Issy-les-Moulineaux Cedex 9, France, received no later than six (6) days before the Shareholders’ Meeting (i.e. May 11, 2018 at the latest).

Choose how you want to participate (STEP I)

I WILL ASSIGN A PROXY OR I VOTE BY POSTAL BALLOT

Select one of the three voting options below and follow the instructions in steps II, III and IV

You may choose to:

1. assign your proxy to the Meeting Chairman: if you do so, the Chairman will vote on your behalf in favor of every resolution presented or approved by the Board of Directors, and will vote against all other resolutions; or

2. vote by postal ballot: in which case please fill in the form following the instructions in the box “I will vote by post”; or

3. appoint as proxy any individual or legal entity of your choice: indicating the first and last name and address of the person you are authorizing to attend the Meeting and vote on your behalf (1).

I WILL ATTEND THE SHAREHOLDERS’ MEETING IN PERSON

Check box A of the form opposite and follow the instructions in steps II, III and IV

CACEIS Corporate Trust will send you an admission card after receiving your request, on the understanding that owners of bearer shares must ensure that their request is received by CACEIS Corporate Trust no later than May 11, 2018 and that their authorized intermediary has attached a previously issued certificate of participation to their request.

On the day of the meeting, shareholders may also go directly to the special desk for registered shareholders with proof of identity, and bearer shareholders who did not receive their admission card by May 16, 2018 must show their certificate of participation.

Regardless of how you choose to vote, if you do not plan to attend the Shareholders’ Meeting in person, please vote as early as possible to facilitate the vote-counting process.

Any shareholder who has already expressed his/her intention to vote remotely (by postal ballot or electronically), submitted his/her proxy form, and requested an admission card or a certificate of participation, cannot then choose a different option later.

(1) You may also submit or revoke your proxy by sending an email to ct-mandataires-assemblees@caceis.com specifying your first and last name and address and the first and last name and address of the authorized or revoked proxy, as well as (i) if you are a direct registered shareholder, your CACEIS Corporate Trust login; (ii) if you are a administered registered shareholder, your login available from your authorized intermediary; or (iii) if you are a bearer shareholder, your bank details as held by your authorized intermediary, on the understanding that you will be required to have your intermediary send written confirmation to CACEIS Corporate Trust on the third day prior to the Shareholders’ Meeting.
How do I participate in the Shareholders’ Meeting?

--- I WILL USE THE VOTING FORM ---

How do I fill in the form?

**STEP I**

**Indicate how you plan to participate**

<table>
<thead>
<tr>
<th>IF YOU PLAN TO ATTEND THE MEETING, tick</th>
<th>IF YOU WILL NOT ATTEND THE MEETING, opt for one of the three remote voting options 1, 2, or 3</th>
</tr>
</thead>
</table>

**STEP II**

**ENTER HERE your surname, first name and address or check that they are already accurately shown.**

<table>
<thead>
<tr>
<th>OPTION</th>
<th>YES/NO</th>
<th>ABS / No Absent</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td></td>
<td></td>
</tr>
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<td>B</td>
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<td>K</td>
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</tbody>
</table>

**STEP III**

**Whenever you have chosen, SIGN AND DATE IT HERE.**

**STEP IV**

**Return your form**

- **If you are a REGISTERED shareholder:** your form must be returned in the attached pre-paid envelope and received no later than May 14, 2018 by CACEIS Corporate Trust, Service Assemblées Générales, 14, rue Rouget-de-Lise – 92862 Issy-les-Moulineaux Cedex 9, France.

- **If you are a BEARER shareholder:** you must send the form to your authorized intermediary, who must then ensure that CACEIS Corporate Trust receives – by no later than May 14, 2018 – your request for an admission card or voting form accompanying the previously issued shareholder certificate of participation.

**Whichever option you choose, please do not send your voting form directly to SUEZ.**
One of the highlights of 2017 was the major acquisition of GE Water, a game-changer for SUEZ with its potential for accelerating growth.

### 2017 Key Figures

<table>
<thead>
<tr>
<th>Category</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenues</td>
<td>€15,871m</td>
</tr>
<tr>
<td>EBITDA</td>
<td>€2,641m</td>
</tr>
<tr>
<td>EBIT</td>
<td>€1,284m</td>
</tr>
<tr>
<td>Net income Group share</td>
<td>€302m</td>
</tr>
<tr>
<td>Free cash flow</td>
<td>€1,004m</td>
</tr>
<tr>
<td>Net debt/EBITDA</td>
<td>3.2 x</td>
</tr>
</tbody>
</table>

### Revenue Breakdown by Business Division

- **Recycling and Recovery Europe**: 39%
- **Water Europe**: 29%
- **International**: 25%
- **Water Technologies & Solutions**: 6%

* At constant exchange rates.
** WT&S is the new Industrial Water division, combining GE Water (consolidated in the fourth quarter of 2017) and SUEZ Industrial Solutions (12-month contribution).
**Overview**
— COMMENTS ON ACTIVITY AND RESULTS —

**2017 HIGHLIGHTS**

**Acquisition of GE Water and creation of Water Technologies & Solutions: boosting the Group’s growth trajectory**

Alongside Caisse de Dépôt et Placement du Québec (CDPQ), SUEZ acquired GE Water & Process Technologies, world market leader in industrial water treatment and management.

SUEZ subsequently created the Water Technologies & Solutions business unit, which combines the acquired company with its industrial services. This transaction bolsters SUEZ’s global leadership in industrial water services and its positioning as a provider of integrated services, managing more than 450,000 industrial and commercial clients around the world. It also strengthens its international presence.

**SUEZ, partnering with industries for innovative and integrated resource management**

In line with this new chapter in the Group’s history, several major industrial partnerships were established throughout the year. SUEZ signed a global memorandum of understanding with L’Oréal concerning the ongoing improvement in environmental performance and optimization of resource management throughout the Group’s value chain. The partnership agreement, for an initial period of three years and which may be renewed, covers all of L’Oréal’s French and foreign industrial, administrative and research centers.

The design and development of new solutions to optimize resource management and favor more sustainable building and the circular economy was also the subject of a worldwide partnership between SUEZ and Bouygues Construction. In particular, this collaboration focuses on the recovery of waste and recycled materials, water treatment and management, the development of on-site logistics solutions, local resource loops, decentralized solutions for cities and eco-neighborhoods and public-private partnerships (PPPs).

**Accelerated rollout of smart solutions and new services**

In 2017, SUEZ worked with major local authorities and metropolitan areas to co-develop smart cities and sustainable territories. These include Dijon Métropole for connected management of its public spaces. A consortium – made up of Bouygues Energies & Services and Citelum, along with SUEZ and Capgemini – is building and will maintain for 12 years a connected control center for the public facilities of 24 municipalities in the metropolitan area.

The Group will also decontaminate and rehabilitate a neighborhood in Amsterdam in the Netherlands. This two-year contract aims to support the city in its sustainable urban development initiative by transforming the former industrial zone of Amstelkwartier into a new public space.
Overview

— COMMENTS ON ACTIVITY AND RESULTS —

SUEZ has completed the rollout of VISIO centers in France under its smart solutions initiative. These 12 centers provide a 360° vision and monitoring of water and wastewater services across the country, offering better management and optimization of the service, and greater sharing of data with local authorities and users. Building on this success, in 2017 the Group rolled out Valovisio®, the first smart center for waste management and recovery. It offers businesses in the Auvergne-Rhône-Alpes and Provence-Alpes-Côte d’Azur regions an optimized service that is perfectly tailored to their needs, the ability to track their flows and quicker responses to their requests.

Moving toward the circular economy

A key player in plastics recycling with nine dedicated plants in Europe, in 2017 SUEZ processed more than 400,000 tons of plastic across the continent(1) and produced 150,000 tons of recycled polymers. Given the issues related to plastics, the Group has set a target of increasing its processing capacity by 50% to reach 600,000 tons in three years.

To that end, SUEZ has, in particular, supported Procter & Gamble (P&G), alongside TerraCycle, in the marketing of its Head & Shoulders shampoo bottle, the first bottle made with 25% recycled plastic, collected on beaches. This innovation is available in France and represents the world’s largest production cycle, involving a single supply chain thanks to the backing of thousands of volunteers and hundreds of NGOs in the collection of plastic waste found on beaches. Five hundred million P&G haircare bottles will be made every year from recycled plastic.

The Group has also partnered with LyondellBasell to increase the production of high-quality recycled plastic in Europe. Within QCP(2), the two companies will leverage their respective expertise to provide the European plastics industry with secondary raw materials that are equivalent to virgin materials.

Major commercial successes

The Group developed its business in all regions and activities in 2017.

In Europe, SUEZ was selected as part of a 25-year PPP to develop a new municipal waste management system for Belgrade. This project will make it possible to close and remediate one of the largest landfills still active in Europe and generate over 80 MW of renewable heat and electricity with a 340,000-ton p.a. energy-from-waste plant. This will bring the capital of Serbia up to European waste management standards.

In France, the Syndicat mixte intercommunal de traitement des déchets urbains du Val-de-Marne (SMITDUVM) awarded the Group, in partnership with TIRU, a contract to build and operate Créteil’s waste-to-energy plant (a cumulative EUR 900 million over 20 years).

Internationally, the Group has strengthened its presence in Latin America with the extension and operation of Panama City’s wastewater treatment plant (EUR 195 million). After building the first phase of the plant, which treats the capital’s wastewater, in 2009 and operating it since 2011, under the new contract SUEZ will double the plant’s capacity to 475,000 m3/day. Following a three-year construction phase, SUEZ will operate the plant for eight years.

In the Middle East, a soil remediation contract worth EUR 107 million was signed in Qatar to rehabilitate 400 ha of lagoons south-west of Doha with the objective of improving and preserving the region’s environment. Lastly, in Australia, SUEZ continued to expand, winning contracts for household waste collection in Brisbane (EUR 600 million, 16 years), and for the construction of a wastewater recycling plant in Perth.

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(1) Based on average recycling rejects of 25%, incoming tons at the Group’s plastic sorting centers will therefore increase from 530,000 to 800,000 tons between 2016 and 2020.

(2) High-standard plastics recycling company located near Maastricht in the Netherlands.
2017 RESULTS

Revenue
In 2017, Group revenue was EUR 15,871 million, up EUR 549 million versus 2016, broken down as follows:

- organic change of +1.5% (+EUR 233 million) of which:
  - Water Europe: +1.0% (+EUR 46 million);
  - Recycling and Recovery Europe: +3.1% (+EUR 187 million);
  - International: +0.9% (+EUR 37 million);
- scope change of consolidation of +2.6% (+EUR 401 million) mainly related to the first-time consolidation of GE Water in the fourth quarter of 2017;
- exchange rate change of -0.5% (-EUR 84 million) due primarily to the appreciation of the euro against sterling (-EUR 69 million) and, to a lesser extent, the US dollar (-EUR 22 million).

Operating performance
EBITDA totaled EUR 2,641 million in 2017, a gross change of -0.4% (-EUR 10 million) and stable at constant exchange rates. EBIT reached EUR 1,284 million, stable year-on-year (+0.2%, +EUR 2 million) and up +0.6% at constant exchange rates.

Specific expenses had a EUR 45 million impact on EBITDA and EBIT in the fourth quarter. They were mainly caused by the unique situation in Spain and the costs associated with operational difficulties on services contracts in the Africa, Middle East and India region. Each of these indicators therefore declined by 2% on an organic basis.

Organic change in EBIT reveals significant variations across the divisions:

- the organic performance of the Water Europe division was -7.6% (-EUR 43 million). This resulted primarily from higher expenditure in Spain at a time of increased political uncertainty (-EUR 15 million), the EUR 11 million reversal of a 2016 provision pursuant to the final agreement reached with Lille Métropole, and the lack of inflation in Europe, which weighed down tariff indexation formulas;
- the Recycling and Recovery Europe division reported organic growth of +6.4% (+EUR 19 million), which was based mainly on an 1.4% increase in volumes, and benefited notably from higher electricity prices;
- the International division reported organic EBIT growth of +1.0% (+EUR 6 million), despite the costs associated with the above-mentioned operational difficulties for the Africa, Middle East and India region. Excluding these items, the division benefited from positive trends in its business activities, particularly in Australia, Asia and the United States.

Net income Group share
Net financial income was -EUR 429 million in 2017 compared with -EUR 424 million in 2016. The cost of net debt(1) rose very slightly to 3.8% compared with 3.7% in 2016, due to increased liquidity.

Corporate tax came to -EUR 225 million in 2017, compared with -EUR 244 million in 2016. The effective tax rate was 42.2%, compared with 35.4% in 2016. This change was mainly due to a revaluation of future taxable income within the scope of tax consolidation in France and Spain, as well as the effect of the change in the corporate tax rate in the United States. It also includes the refund by the French government of the 3% tax on dividend distributions paid in fiscal years 2013 to 2017.

Minority interests reached EUR 218 million, up EUR 15 million relative to last year. This change was primarily due to the impact of the new structure of the Group’s business activities in China and the first-time consolidation of GE Water, while income from Chilean business activities declined slightly.

Costs were also recorded in relation to the GE Water acquisition (EUR 44 million) and the voluntary redundancy plan in France (EUR 73 million). Other restructuring costs were mostly offset by capital gains on asset sales.

Taking account of the impact of these exceptional costs, net income Group share was EUR 302 million in 2017, compared with EUR 420 million in 2016.

Free Cash Flow and Balance Sheet
Free cash flow was EUR 1,004 million, mainly due to improvement in the working capital requirement in the second half of 2017.

Net investments totaled EUR 3,646 million, including EUR 2,699 million in relation to the GE Water acquisition. The Group maintained strict discipline to ensure that its capital expenditure, at EUR 1,177 million, was in line with its strategic priorities. It also had EUR 357 million in asset sales.

Net debt was EUR 8,473 million at December 31, 2017, a year-on-year increase of EUR 431 million.

This change includes the EUR 687 million impact of the GE Water acquisition, which breaks down as follows:

- price paid net of cash acquired of EUR 2,699 million;
- capital increase in the amount of EUR 746 million net of costs;
- deeply subordinated bond issue in the amount of EUR 598 million net of costs;
- CDPQ’s investment in the amount of EUR 668 million.

(1) Excluding securitization costs and interest expense indexed on inflation in Chile.
Overview
— COMMENTS ON ACTIVITY AND RESULTS —

PERFORMANCE BY DIVISION

Water Europe

Revenue for the Water Europe division reached EUR 4,680 million, representing organic growth of +1.0%.
- Revenue in France was up 1.0% (+EUR 24 million) on an organic basis. Water volumes sold rose by 0.6% compared with end-2016, while stable tariff indexation (+0.4%) reflects the lack of inflation. The contribution from construction business activities accelerated in the fourth quarter.
- Revenue in Spain was down 1.2% (-EUR 20 million) on an organic basis. The implementation at end-2016 of the new tariff in Barcelona was partially offset by the increase in water volumes sold (+1.2%), owing to favorable summer weather conditions and more buoyant economic conditions.
- Business activity in the Latin America segment grew by 5.3% (+EUR 42 million) on an organic basis. Growth in the segment was fueled by an increase in volumes (+1.1%) in Chile and more moderate price hikes, reflecting lower inflation (+0.9%).
- EBIT was EUR 516 million, down 7.6% on an organic basis due to the negative impact of the absence of an increase in tariffs driven by weak inflation in Europe, which resulted in a margin squeeze, and increased spending in Spain at a time of heightened political uncertainty (-EUR 15 million).

Recycling and Recovery Europe

The Recycling and Recovery Europe division reported revenue of EUR 6,165 million, an organic increase of 3.1%. Volumes treated were up 1.4%, improving from +0.4% at end-September. Performance was also driven by a substantial positive price effect on secondary raw materials, particularly scrap metals and paper, for which average prices increased by 42% and 7% respectively compared with 2016.
- By geographic region, the organic change in revenue was +5.3% in France, +2.5% in the Benelux and Germany region, +1.6% in Sweden and -3.1% in the United Kingdom due to an adverse construction effect, unrelated to the volume trend. The Industrial Waste Specialties segment saw organic growth of +4.8% thanks to solid business momentum with large industrial customers.
- The Recycling and Recovery Europe division reported EBIT of EUR 303 million, representing organic growth of EUR 19 million (+6.4%). This increase confirmed the improvement in operating momentum and was further enhanced by higher electricity prices compared with last year.

International

<table>
<thead>
<tr>
<th>In millions of euros</th>
<th>12/31/2016 pro forma</th>
<th>12/31/2017</th>
<th>Gross change</th>
<th>Organic change</th>
<th>Exchange rate change</th>
<th>Scope change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>3,933</td>
<td>3,952</td>
<td>+0.5%</td>
<td>+0.9%</td>
<td>-0.5%</td>
<td>+0.1%</td>
</tr>
<tr>
<td>EBITDA</td>
<td>814</td>
<td>801</td>
<td>-1.7%</td>
<td>-1.8%</td>
<td>-1.0%</td>
<td>+1.1%</td>
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<tr>
<td>EBIT</td>
<td>558</td>
<td>557</td>
<td>-0.3%</td>
<td>+1.0%</td>
<td>-1.1%</td>
<td>-0.1%</td>
</tr>
</tbody>
</table>
The International division reported revenue of EUR 3,952 million in 2017, representing organic growth of +0.9% (+EUR 37 million) as a result of the following trends:

- stable performance in the Africa, Middle East and India region (+0.2%; +EUR 2 million); higher electricity revenues from Lydec in Morocco and the contribution from the construction of the extension of the Kelani Right Bank drinking water production plant near Colombo, the capital of Sri Lanka, were offset by the lower contribution from several construction contracts in the Middle East;
- momentum in the Italy and Central Europe region, which grew by +13.0% (+EUR 48 million), with the commissioning of the waste-to-energy plant in Poznan and robust water and waste activities in Czech Republic;
- growth in Australia of +3.2% (+EUR 31 million), driven in part by higher volumes of treated and collected waste (+3%) and also by an increase in the water volumes sold;
- a 4.6% decrease in North America (-EUR 46 million), due mainly to the decrease in water volumes sold following highly unfavorable summer weather conditions (-4%) and the termination of the Indianapolis and Jackson contracts;
- a stable performance in the Asia region at +0.3% (+EUR 1 million) because of the termination of major equipment supply contracts last year.

EBIT for the division was EUR 557 million, representing organic growth of +1.0% (+EUR 6 million), despite the costs associated with operational difficulties on services contracts in the Africa, Middle East and India region.

### WT&S

<table>
<thead>
<tr>
<th>In millions of euros</th>
<th>12/31/2016 pro forma</th>
<th>12/31/2017</th>
<th>Gross change</th>
<th>Organic change</th>
<th>Exchange rate change</th>
<th>Scope change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>515</td>
<td>972</td>
<td>+88.7%</td>
<td>-7.6%</td>
<td>-0.6%</td>
<td>+96.9%</td>
</tr>
<tr>
<td>EBITDA</td>
<td>13</td>
<td>92</td>
<td>+596.8%</td>
<td>+18.0%</td>
<td>-2.8%</td>
<td>+581.6%</td>
</tr>
<tr>
<td>EBIT</td>
<td>7</td>
<td>59</td>
<td>+793.6%</td>
<td>-18.4%</td>
<td>-3.3%</td>
<td>+815.4%</td>
</tr>
</tbody>
</table>

This new division benefited in 2017 from the first-time consolidation, starting in the fourth quarter, of GE Water, which contributed EUR 510 million to revenue and EUR 52 million to EBIT.

The opening balance sheet of WT&S will be completed by end of June 2018. As expected, it will result in an additional depreciation charge including in the fourth quarter of 2017 as the acquisition was finalized on October 1, 2017.

### 2018 OUTLOOK

2018 will be a year of growth for SUEZ in the light of the additional contribution from new business activities in the “industrial water” sector, the stronger momentum anticipated in the Recycling and Recovery Europe and International divisions, and the new action plan adopted at the start of the year. The aim of this plan is to increase SUEZ’s growth momentum and profitability. This implies acceleration in the Group’s transformation and additional cost-cutting measures, mainly targeting Spain and France, a country where the Group would like to increase synergies between the water and the recycling and recovery businesses. Internationally, additional measures will be taken to accelerate growth.
**Overview**

— SUMMARY OF CONSOLIDATED FINANCIAL STATEMENTS —

— Summary of consolidated financial statements —

**SIMPLIFIED BALANCE SHEET**

<table>
<thead>
<tr>
<th>ASSETS</th>
<th>31/12/2016</th>
<th>31/12/2017</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>NON CURRENT ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>o/w net intangible assets</td>
<td>4,223</td>
<td>4,162</td>
</tr>
<tr>
<td>o/w goodwill</td>
<td>3,647</td>
<td>5,687</td>
</tr>
<tr>
<td>o/w net tangible assets</td>
<td>8,280</td>
<td>8,468</td>
</tr>
<tr>
<td><strong>CURRENT ASSETS</strong></td>
<td>8,954</td>
<td>10,153</td>
</tr>
<tr>
<td>o/w clients and other debtors</td>
<td>4,041</td>
<td>4,690</td>
</tr>
<tr>
<td>o/w cash and cash equivalents</td>
<td>2,925</td>
<td>3,058</td>
</tr>
<tr>
<td><strong>TOTAL ASSETS</strong></td>
<td>29,284</td>
<td>32,370</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>LIABILITIES</th>
<th>31/12/2016</th>
<th>31/12/2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity, Group share</td>
<td>5,496</td>
<td>6,562</td>
</tr>
<tr>
<td>Minority interests</td>
<td>1,870</td>
<td>2,504</td>
</tr>
<tr>
<td><strong>TOTAL EQUITY</strong></td>
<td>7,366</td>
<td>9,066</td>
</tr>
<tr>
<td>Provisions</td>
<td>2,080</td>
<td>2,081</td>
</tr>
<tr>
<td>Financial debt</td>
<td>11,165</td>
<td>11,765</td>
</tr>
<tr>
<td>Other liabilities</td>
<td>8,673</td>
<td>9,459</td>
</tr>
<tr>
<td><strong>TOTAL LIABILITIES</strong></td>
<td>29,284</td>
<td>32,370</td>
</tr>
</tbody>
</table>

**SIMPLIFIED INCOME STATEMENT**

<table>
<thead>
<tr>
<th></th>
<th>FY 2016</th>
<th>FY 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>REVENUE</strong></td>
<td>15,322</td>
<td>15,871</td>
</tr>
<tr>
<td>Depreciation, amortization &amp; provisions</td>
<td>(1,091)</td>
<td>(1,100)</td>
</tr>
<tr>
<td><strong>EBIT</strong></td>
<td>1,282</td>
<td>1,284</td>
</tr>
<tr>
<td>Voluntary departure plan</td>
<td>-</td>
<td>(73)</td>
</tr>
<tr>
<td>GE Water acquisition costs</td>
<td>-</td>
<td>(44)</td>
</tr>
<tr>
<td>Others (net)</td>
<td>8</td>
<td>8</td>
</tr>
<tr>
<td><strong>INCOME FROM OPERATING ACTIVITIES</strong></td>
<td>1,290</td>
<td>1,175</td>
</tr>
<tr>
<td>Financial result</td>
<td>(424)</td>
<td>(429)</td>
</tr>
<tr>
<td>Associates non-core</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Income tax</td>
<td>(244)</td>
<td>(225)</td>
</tr>
<tr>
<td><strong>NET RESULT</strong></td>
<td>623</td>
<td>520</td>
</tr>
<tr>
<td>Minority interest</td>
<td>(203)</td>
<td>(218)</td>
</tr>
<tr>
<td><strong>NET RESULT GROUP SHARE</strong></td>
<td>420</td>
<td>302</td>
</tr>
</tbody>
</table>
Resolutions to be submitted to
— the Ordinary Shareholders’ Meeting —

1. Approval of the Company financial statements for the fiscal year ended December 31, 2017
2. Approval of the consolidated financial statements for the fiscal year ended December 31, 2017
3. Allocation of the net income for the fiscal year ended December 31, 2017 and setting of the dividend
4. Renewal of the term of office of Mr. Francesco Caltagirone as Director
5. Renewal of the term of office of Ms. Judith Hartmann as Director
6. Renewal of the term of office of Mr. Pierre Mongin as Director
7. Renewal of the term of office of Mr. Guillaume Pepy as Director
8. Appointment of Ms. Brigitte Taittinger-Jouyet as Director
9. Appointment of Mr. Franck Bruel as Director
10. Renewal of the mandate of Ernst & Young et Autres as lead Statutory Auditor
12. Vote on the compensation policy for fiscal year 2018 of the Chairman of the Board of Directors
13. Vote on the elements of compensation due or awarded for fiscal year 2017 to Mr. Gérard Mestrallet, Chairman of the Board of Directors
14. Vote on the compensation policy for fiscal year 2018 of the Chief Executive Officer
15. Vote on the elements of compensation due or awarded for fiscal year 2017 to Mr. Jean-Louis Chaussade, Chief Executive Officer
16. Authorization to be granted to the Board of Directors to trade in the Company’s shares
Resolutions to be submitted to
— the Extraordinary Shareholders’ Meeting —

17. Authorization to be granted to the Board of Directors to reduce the Company’s share capital by canceling treasury shares

18. Delegation of authority to be granted to the Board of Directors to increase the Company’s share capital, with retention of the shareholders’ preferential subscription rights, by issuing common shares of the Company and/or any securities granting access to the Company’s equity securities or a right to the allocation of debt securities

19. Delegation of authority to be granted to the Board of Directors to increase the Company’s share capital, with waiver of the shareholders’ preferential subscription rights, by a public issue of common shares of the Company and/or securities granting access to the Company’s equity securities or a right to the allocation of debt securities

20. Delegation of authority to be granted to the Board of Directors to increase the Company’s share capital, with waiver of the shareholders’ preferential subscription rights, by issuing, through a private placement, ordinary shares of the Company, and/or securities granting access to the Company’s equity securities or a right to the allocation of debt securities, pursuant to Article L. 411-2 of the French Monetary and Financial Code

21. Delegation of authority to be granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with retention or waiver of the shareholders’ preferential subscription rights, by up to 15% of the initial issue

22. Delegation of power to be granted to the Board of Directors to increase the Company’s share capital as compensation for contributions in kind comprised of equity securities or securities granting access to the share capital

23. Delegation of authority to be granted to the Board of Directors to increase the Company’s share capital in consideration for securities contributed as part of a public exchange offer initiated by the Company, with waiver of the shareholders’ preferential subscription rights

24. Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing shares or securities granting access to the share capital to the benefit of members of savings plans, with waiver of the shareholders’ preferential subscription rights in favor of the latter

25. Delegation of authority to be granted to the Board of Directors to increase the share capital, with waiver of the shareholders’ preferential subscription rights in favor of the class(es) of named beneficiaries, as part of the implementation of the SUEZ group international shareholding and savings plans

26. Authorization to be granted to the Board of Directors to proceed to the allocation of bonus shares in favor of the employees or corporate officers subscribing to a group shareholding plan

27. Authorization to be granted to the Board of Directors to allocate performance shares

28. Overall cap applicable to the capital increases

29. Delegation of powers for formalities
A total of 29 resolutions have been submitted for your approval. The first 16 resolutions will be submitted to the Ordinary Shareholders’ Meeting, while Resolutions 17 to 29 will be submitted to the Extraordinary Shareholders’ Meeting.

**PRESENTATION OF THE RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS’ MEETING**

**(RESOLUTIONS 1 AND 2)**

**Approval of the annual and consolidated financial statements for the fiscal year ended December 31, 2017**

The Shareholders’ Meeting is asked to approve the Company’s financial statements for the fiscal year ended December 31, 2017, as well as the transactions reflected in those statements.

These financial statements show a net result of EUR 392,692,851.21.

The Shareholders’ Meeting is also asked to approve the consolidated financial statements for the fiscal year ended December 31, 2017, which show a net result, Group share, of EUR 301.8 million, as well as the transactions reflected in those statements.

**(RESOLUTION 3)**

**Allocation of the net income for the fiscal year ended December 31, 2017 and determination of the dividend**

Distributable income as of December 31, 2017 amounts to EUR 488,685,534.34, and consists of the net income for the 2017 fiscal year of EUR 392,692,851.21, in addition to the previous retained earnings of EUR 95,992,683.13.

It is noted that, in accordance with Article L. 232-10 of the French Commercial Code, no allocation to the legal reserve has been proposed, as it currently represents 10% of the share capital.

**The Board of Directors proposes that the Shareholders’ Meeting set the dividend for the 2017 fiscal year at EUR 0.65 per share,** representing a total pay-out (based on 621,362,579 shares comprising the Company’s share capital as of February 28, 2018) of EUR 403,885,676.40.

The Board of Directors decides to allocate the distributable income of EUR 488,685,534.34 as follows:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividend of EUR 0.65 per share for fiscal year</td>
<td>EUR 403,885,676.40</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>EUR 84,799,857.94</td>
</tr>
</tbody>
</table>

The Board of Directors draws your attention to the fact that the final amount to be paid out will take into account the number of existing shares and the number of treasury shares held by the Company at the time the dividend is paid out which, in accordance with Article L. 225-210 of the French Commercial Code, have no entitlement to the dividend.

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 income).

The ex-dividend date will be on May 22, 2018 with a payment date on May 24, 2018.
Reports to the Shareholders’ Meeting
— BOARD OF DIRECTORS’ REPORT —

(RESOLUTIONS 4 TO 9)
Composition of the Board of Directors

In Resolutions 4 to 9, the shareholders will be asked to:

- renew, for a four-year term, the directorships of Ms. Judith Hartmann, Mr. Francesco Caltagirone, Mr. Pierre Mongin and Mr. Guillaume Pepy, whose terms of office expire at the end of this Shareholders’ Meeting;
- appoint for a four-year term Ms. Brigitte Taittinger-Jouyet and Mr. Franck Bruel as Directors until the end of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021. It is specified that Ms. Ines Kolmsee and Mr. Jérôme Tolot, whose terms of office expire at the end of this Shareholders’ Meeting, did not request to be re-appointed.
- Brigitte Taittinger-Jouyet is a graduate of the Institut d’études politiques de Paris and holds a Master’s in History from the Faculty of Human Sciences at Reims University. In 1984, she was appointed Advertising Manager at Publicis, before joining the Marketing Department within the Taittinger group in 1988, where she was in charge of industrial and hotel companies. From 1991 to 2012, she was Chairwoman and CEO of the perfume company Annick Goutal. From 1995 to 2015, she was also Vice-President of Baccarat. Between 2013 and 2017, she was Director of Strategy and Development at Sciences Po Paris. She has been also a Director of HSBC France since 2008, of the Centre Pompidou since 2013 and of Fnac Darty since 2014. Franck Bruel has served, since December 2016, as Executive Vice-President of ENGIE, member of the Executive Committee, and head of the France BtoB BU. Franck Bruel has extensive experience in the services industry, both in France and abroad. He began his career at L’Oréal before joining the Pinault Distribution group, followed by the Samse group, where he held marketing and sales positions. In 2000, he joined Saint Gobain where he was successively appointed President of the Paris Region for the Point P group, Chief Executive Officer of Dahl in Sweden in 2004, and Chief Executive Officer of Point P in 2006. In 2010, he joined the family-owned group Sonepar (world leader in the distribution of electrical equipment) as Chief Operating Director, before being appointed Chief Executive Officer of the group. He joined ENGIE in 2016. The biographies and information relating to the Directors whose renewal has been submitted appear in chapter 14 of the Reference Document.

As a result, subject to the approval of Resolutions 4 to 9 by the Shareholders’ Meeting on May 17, 2018, the Board of Directors will be made up of 19 members, including:
- 8 Independent Directors (i.e. 50% of its members, not counting Directors appointed on the proposal of employees and employee shareholders, in compliance with the recommendations of the AFEP-Medef Code);
- 8 women, i.e. 42.1% of its members (or 7 women, i.e. 41.2% of its members, not counting Directors appointed on the proposal of employees, in compliance with the recommendations of the AFEP-Medef Code), in line with the proportion recommended by law;
- 6 Directors of foreign nationality, i.e. 31.6% of its members, with six different nationalities represented.

(RESOLUTION 10)
Renewal of the term of office of the lead Statutory Auditor

As the term of office of the lead Statutory Auditor, Ernst & Young, expires at the close of the Shareholders’ Meeting of May 17, 2018, the Board of Directors, at the recommendation of the Audit and Financial Statements Committee, has decided to request the renewal of this term of office for a six-year term, i.e. until the end of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2023. The Audit and Financial Statements Committee issued this recommendation after reviewing the service provided by Ernst & Young, particularly with regard to the specific regulatory provisions applicable to the statutory audit, and noting the smooth functioning of the joint statutory audit.

It is also specified that the term of office of the deputy Statutory Auditor, Auditex, expires at the close of this Shareholders’ Meeting and that the Board of Directors has decided not to request the renewal of the firm’s term of office, the applicable regulations no longer requiring the appointment of a deputy Statutory Auditor.

(RESOLUTION 11)
Information regarding related-party agreements

The Shareholders’ Meeting is asked to approve the related-party agreements previously authorized by your Board of Directors in the fiscal year 2017, as described in the Statutory Auditors’ Special Report on related-party agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code.

The two new related-party agreements submitted for your approval, which concern a bridge loan agreement and a placement and underwriting agreement, were entered into with Société Générale, a company within which Gérard Mestrallet, the Chairman of the Board of Directors of your company, holds a position as Director.

BRIDGE LOAN AGREEMENT

This bridge loan, for an amount of three billion, five-hundred million US dollars (USD 3,500,000,000), was granted to finance the acquisition of GE Water & Process Technologies’ activities and was authorized by the Company’s Board of Directors on February 28, 2017 before being signed on March 8, 2017 by SUEZ and the various financial institutions involved, including Société Générale. This bridge loan agreement was entered into on an arm’s length basis, after consultation with various banks.

It is specified that this bridge loan was not used, the financing for the acquisition being obtained under favorable conditions...
before its close on September 29, 2017, through the Company’s issuance of senior debt of EUR 1.2 billion and undated deeply subordinated hybrid bonds of EUR 600 million, a capital increase of EUR 750 million and the implementation of a partnership with the Caisse de dépôt et placement du Québec. The agreement was definitively terminated in October 2017.

**PLACEMENT AND UNDERWRITING AGREEMENT**

Within the framework of the SUEZ capital increase carried out on May 24, 2017 for the financing of the acquisition of GE Water & Process Technologies’ activities, SUEZ entered into a placement and underwriting agreement with Morgan Stanley & Co. International plc, Société Générale, Citigroup Global Markets Limited, Crédit Agricole Corporate and Investment Bank, HSBC Bank plc, CaixaBank and Natixis. This agreement was authorized by the Board of Directors on May 10, 2017 and signed on May 16, 2017.

Under the terms of this placement and underwriting agreement, the guarantors undertake to have investors subscribe for the newly issued shares, or failing that, to subscribe for the shares themselves.

It is furthermore proposed that shareholders take note that only one related-party agreement entered into previously and approved by previous Shareholders’ Meetings as cited in the Statutory Auditors’ Special Report was continued during the past fiscal year.

**(RESOLUTIONS 12 TO 15)**

**Compensation of corporate officers (“Say on Pay”)**

In accordance with Article L. 225-37-2 of the French Commercial Code, the principles and criteria of determining, dividing and allocating the fixed, variable and exceptional elements comprising the total compensation and benefits of all kinds of each corporate officer of the Company for their mandates of Chairman of the Board of Directors and Chief Executive Officer must be submitted to the Shareholders’ Meeting for approval.

Furthermore, in application of Article L. 225-100-II of the French Commercial Code, the elements of compensation and benefits of all kinds due or awarded for the fiscal year to each corporate officer of the Company are submitted to the shareholders for voting, the payment of the components of variable compensation and, where applicable, exceptional compensation, being subject to the approval of the Shareholders’ Meeting.

The shareholders are reminded that all of the information relating to the compensation of the Company’s Executive Directors is presented in the Corporate Governance Report referred to Article L. 225-37 of the French Commercial Code and appears in chapter 15 of the Company’s 2017 Reference Document.

**COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

1. **Vote on the compensation policy of the Chairman of the Board of Directors for fiscal year 2018 (Resolution 12)**

The compensation policy of the Chairman of the Board of Directors was determined in 2014 by the Board of Directors, upon recommendation of the Compensation Committee. It has remained unchanged since that date and was renewed for fiscal year 2018.

Thus, the Chairman of the Board of Directors receives no compensation under his term apart from Directors’ fees allocated to him.

The Chairman of the Board of Directors receives the following attendance fees:
- a fixed annual sum of EUR 15,000, applicable to each Director;
- a variable part of EUR 4,000 per attendance to a Board session;
- a variable part of EUR 4,000 per attendance to a meeting of the Strategy Committee, of which he is the Chairman;

The Chairman of the Board of Directors receives no other element of compensation or benefits from the Company.

It is thus proposed to the Shareholders’ Meeting to approve the compensation policy of the Chairman of the Board of Directors as described above.

2. **Vote on the elements of compensation due or awarded for fiscal year 2017 to Mr. Gérard Mestrallet, Chairman of the Board of Directors (Resolution 13)**

The Shareholders’ Meeting is being asked to approve the fact that there was no compensation awarded by the Company to Mr. Gérard Mestrallet for fiscal year 2017, apart from Directors’ fees allocated to him for that fiscal year, which amounted to EUR 63,032.

**COMPENSATION OF THE CHIEF EXECUTIVE OFFICER**

1. **Vote on the compensation policy of the Chief Executive Officer for fiscal year 2018 (Resolution 14)**

The compensation policy recommended by the Compensation Committee for the Chief Executive Officer has been drawn up by the Board of Directors, in application of the principles for determining compensation for executive and corporate officers set out in the AFEP-MEDEF Code. The principles governing this compensation policy were reviewed and confirmed for 2018 by the Board of Directors, at the recommendation of the Compensation Committee, at its meeting of February 28, 2018.

**General principles for determining the compensation of the corporate executive officer**

The Board of Directors and the Compensation Committee determine the compensation policy for the Chief Executive Officer on the basis of the following principles:
- Comparability and competitiveness: the Compensation Committee makes recommendations and proposals and submits them to the Board of Directors, drawing on studies and analyses of market practices of similar companies that have been done by independent experts;
- Balance: the Compensation Committee and the Board of Directors ensure that there is proper balance between the elements comprising the total short- and long-term compensation of the Chief Executive Officer;
• **Alignment with the interests of shareholders:** the Compensation Committee ensures that the compensation allotted to the Chief Executive Officer is determined in a manner consistent with Group performance on a financial, strategic, environmental and corporate level. A significant share of total compensation is subject to achieving performance conditions, for both long- and short-term compensation;

• **Stability:** the compensation policy must be sustainable as the criteria for determining this compensation are only reviewed after long intervals. This policy may be adjusted, however, if necessary to adapt to changes of objectives adopted by the Group or in the event of a major operation with a significant impact on the Group’s scope.

**Description of the compensation policy applicable to the corporate executive officer**

In application of the principles determined above, the compensation of the Chief Executive Officer is comprised of the following elements, the first three of which were established in a balanced manner by the Board of Directors:

• **fixed annual compensation (including annuities paid under pension plans)** aimed at attracting and retaining highly experienced senior executives by means of a competitive and coherent compensation plan. It is calculated taking into account the Chief Executive Officer’s experience, seniority and common market practices for similar positions. It is intended to be stable, only changing over relatively long periods or following significant changes in the scope of the Group;

• **variable annual compensation,** which serves as a source of motivation and as a reward for the achievement of the Company’s annual financial and non-financial objectives and whose main characteristics are as follows:
  - **amount:** it is comprised between 0% and 145% of fixed annual compensation, as the achievement of set objectives corresponds to a variable portion equivalent to 80% of fixed compensation;
  - **conditions governing compensation:** this variable compensation is based on the achievement of quantifiable objectives (which account for 75%), i.e. financial criteria or criteria related to changes in the share price and set consistent with objectives and forecasts communicated to the financial market by the Group, which can be verified by the public, and qualitative objectives (which account for 25%) during the fiscal year. The type of these objectives, as well as their expected level of achievement, are determined at the beginning of each year;

• **long-term variable compensation,** aimed at retaining the Chief Executive Officer and at ensuring his interests are in line with the interests of the Company and its shareholders. The main characteristics of this compensation are as follows:
  - **type:** this may be a cash-based variable compensation or an allocation of performance shares. For the record, the long-term variable compensation plan for the Chief Executive Officer, which has been in place since 2014, is a long-term variable compensation paid in cash;
  - **amount:** the maximum amount of the long-term variable compensation awarded to the Chief Executive Officer is capped at 100% of fixed compensation on the date it is awarded, thus ensuring that it does not represent an excessive proportion of the Chief Executive Officer’s total compensation;
  - **conditions governing compensation:** this variable long-term compensation is fully subject to the achievement of two cumulative performance conditions, assessed over a minimum period of three fiscal years and based on an “internal” performance requirement established on the basis of a financial indicator audited and disclosed by the Company, consistent with the forecasts and/or objectives published by the Group, as well as the Group budget and medium-term plan, such as EBIT for long-term variable compensation awarded in 2017. The second condition concerns an “external” performance requirement, used to evaluate the Company’s performance compared to a group of similar companies, such as the average change in total shareholder return (TSR) of the Company over a three-year period, compared to changes in the TSR of the Eurostoxx Utilities index over the same period. It is specified that these two conditions are cumulative; as such, the Chief Executive Officer will not receive any portion of this compensation if only one of the two conditions is met. A non-financial performance requirement related to the Group’s corporate and environmental responsibility may also be included;
  - **other conditions:** award of long-term variable compensation is subject to a commitment by the Chief Executive Officer to hold a proportion of his fully vested performance shares, set at 25%, until the end of his term, or to reinvest in SUEZ shares a fixed amount (set at 15%) of the cash payments effectively made until such time as the value of the shares held by the Chief Executive Officer represents 150% of his fixed compensation, with the portion of shares to be held or the amount to be reinvested being set at the time of each award by the Board of Directors. Finally, the Chief Executive Officer has agreed not to engage in hedging transactions with respect to the performance shares or stock-options that he receives from the Company;
  - **other benefits of all kinds:** current mandatory group plan for insurance and health care and a company car.

The Chief Executive Officer does not receive attendance fees.

In addition, since the Chief Executive Officer decided to liquidate all of his retirement plans in 2014, he is not entitled to severance pay in the event of termination of his office, to compensation under a non-compete clause, or to Company supplementary retirement plans.

Lastly, in accordance with Article 24.3.4 of the AFEP-Medef Code, the Board of Directors may only decide to pay exceptional compensation to the Chief Executive Officer under circumstances resulting in a significant change in the scope of the Group; the payment of such compensation is fully subject to the achievement of performance conditions. At the start of 2018, the Board of Directors decided to pay exceptional compensation to the Chief Executive Officer, the amount of
which will be determined based on the results and integration of the new Water Technologies & Solutions business unit, created following the acquisition of GE Water & Process Technologies’ activities. This acquisition, which is the most significant by the Group since its IPO in 2008, is of strategic importance for the Group. Consequently, the Board has entrusted the Chief Executive Officer, as well as certain members of the Management Committee, with the responsibility of ensuring its successful integration within the Group, achieving the cost and development synergies announced to the market, and driving the strategy of the new entity. Upon the recommendation of the Compensation Committee, the Board of Directors therefore considered it necessary to add this exceptional compensation to Mr. Jean-Louis Chaussade’s compensation structure. The details of this exceptional compensation are provided below.

It should be noted that, since the beginning of his term of office as Chief Executive Officer in 2008, SUEZ has never paid Mr. Chaussade exceptional compensation.

It is specified that, in accordance with Article L. 225-37-2 of the French Commercial Code, variable and exceptional compensation may only be paid subject to the prior approval of the Shareholders’ Meeting.

The weighting of the fixed, annual variable and long-term variable elements (excluding exceptional compensation) in the total compensation of the Chief Executive Officer is as follows:

The compensation policy for the Chief Executive Officer will be reviewed by the Board of Directors regarding the various elements described above, in the event of the succession of the Chief Executive Officer. The Board of Directors will carry out an overall analysis of the situation of the Chief Executive Officer and will provide its opinion on all of the elements of his compensation (fixed, annual variable and long-term variable compensation, supplementary retirement plans, severance pay, etc.), taking into account the existing practices within the Company and the individual compensation awarded to the Chief Executive Officer in the past.

**Elements of the compensation of the Chief Executive Officer for fiscal year 2018**

In application of the compensation policy described above and on the recommendation of the Compensation Committee, during its February 28, 2018 meeting and with respect to fiscal year 2018, the Board of Directors:

- maintained the fixed compensation of the Chief Executive Officer at EUR 750,000, including annuities under mandatory retirement plans paid to Mr. Jean-Louis Chaussade;
- set performance requirements applicable to his variable annual compensation as follows:
  - quantifiable objectives, accounting for 75% of the overall weight of the variable portion, related to EBIT (20%), to free cash flow (20%), to ROCE (10%) and to total shareholder return of the Company relative to that of the Eurostoxx Utilities index (25%); and
  - qualitative objectives, accounting for 25% of the overall weight of the variable portion.

In application of Article L. 225-100 II of the French Commercial Code, payment of the annual variable compensation is contingent upon the approval of the annual Shareholders’ Meeting called to approve the 2018 financial statements;

- paid exceptional compensation, whose target amount is twice the amount of fixed compensation paid to Mr. Jean-Louis Chaussade, i.e. EUR 1,500,000, which may be increased to a maximum of EUR 1,650,000 if the objectives set are exceeded, for the integration and performance of the Water Technologies & Solutions business unit, subject to the fulfillment of the following performance conditions, which shall be assessed over an 18-month period from October 1, 2017 to March 31, 2019:
  - quantifiable criteria, accounting for 80% of the overall weight, based on the organic growth (20%), EBITDA (32%) and operating cash flow (28%) of the new business unit.

The above criteria would be applied as follows, it being understood that the target objective corresponds to the objectives outlined in the business plan approved by the Board of Directors and the objectives communicated to the market with respect to this new business unit:
Reports to the Shareholders’ Meeting
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Minimum | Triggering threshold | Target | Maximum | Remarks
--- | --- | --- | --- | ---
No allocation if less than 94% of the target objective is achieved. | Allocation of 75% if 94% or more of the target objective is achieved. | Allocation of 100% if the target objective is achieved. | Allocation of 110% if 104% or more of the target objective is achieved (102% for organic growth). | Linear calculation between milestones

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- qualitative criteria, representing 20% of the overall weight, relating to the integration process (change management, consistency within the teams, growth and development of the Group’s revenue with industrial clients, speeding up of the Group’s transformation thanks to the integration of GE Water).

In application of Article L. 225-100 II of the French Commercial Code, payment of the elements of exceptional compensation is contingent upon the approval of the annual Shareholders’ Meeting called to approve the 2018 financial statements.

- decided, at the request of Mr. Jean-Louis Chaussade, not to pay him any long-term variable compensation for fiscal year 2018.

2. Vote on the elements of compensation due or awarded for fiscal year 2017 to Mr. Jean-Louis Chaussade, Chief Executive Officer (Resolution 15)

Furthermore, under Resolution 15, the Shareholders’ Meeting will be asked to approve the following elements of compensation due or awarded for fiscal year 2017 to Mr. Jean-Louis Chaussade, Chief Executive Officer:

**Elements of compensation due or awarded for fiscal year 2017**

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<tr>
<th>Amounts or value</th>
<th>Presentation</th>
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| Fixed compensation | EUR 750,000 | This is the gross fixed compensation for fiscal year 2017, unchanged since 2009. Since August 1, 2014, the date of liquidation of his pension rights, the amount of annuities paid to Mr. Jean-Louis Chaussade under the mandatory pension plan (EUR 110,749 for fiscal year 2017) has been deducted from the amount of the fixed compensation paid by the Company. |
| Annual variable compensation | EUR 541,098 | At its meeting of February 28, 2018, on the recommendation of the Compensation Committee, the Board of Directors adopted the annual variable compensation for Mr. Jean-Louis Chaussade for fiscal year 2017, which amounts to EUR 541,098, or 72% of his fixed compensation (compared to EUR 637,455 for fiscal year 2016). It is specified that Mr. Jean-Louis Chaussade was not present when the Board of Directors decided on his compensation. Mr. Jean-Louis Chaussade’s variable compensation may represent between 0% and 145% of his fixed compensation and has been determined on the basis of:

- quantifiable criteria previously set by the Board of Directors in February 2017, based on the 2017 budget. These criteria account for 75% of the overall weight of the variable portion and are related to EBIT (20%), free cash flow (20%), ROCE (15%), and TSR (20%); and
- qualitative criteria, which account for 25% of the overall weight of the variable portion and that are related to health and safety results, the implementation of the Group’s transformation plan and the management of key industrial accounts.

The Compensation Committee recommended to the Board of Directors that the level of achievement of the qualitative criteria be set at 117%. However, the Chief Executive Officer indicated that he wished to waive his right to a portion of this compensation, amounting to 10% of the total amount as recommended by the Compensation Committee. Consequently, the Board decided to apply this reduction in full to the portion of compensation subject to qualitative criteria, in compliance with the French Financial Market Authority’s recommendation in its 2017 report on corporate governance, executive compensation, internal control and risk management. The payment of this annual variable compensation is subject to the approval of the Shareholders’ Meeting of May 17, 2018. |
| Deferred variable compensation | N/A | Mr. Jean-Louis Chaussade is not entitled to deferred variable compensation. |
### Elements of compensation due or awarded for fiscal year 2017

<table>
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<tr>
<th>Description</th>
<th>Amounts or value</th>
<th>Presentation</th>
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| **Long-term variable compensation**              | No amount due for fiscal year 2017. (IFRS value in the consolidated financial statements: EUR 166,386) | At its meeting of February 28, 2017, the Board of Directors decided to award Mr. Jean-Louis Chaussade long-term variable compensation for fiscal year 2017, of a maximum amount of EUR 750,000, or 100% of his annual fixed compensation, and providing, as the case may be, for a cash payment in 2020. The amount to be paid to Mr. Jean-Louis Chaussade in 2020 depends on the level of achievement of the following two cumulative performance conditions:  
  - an internal performance condition based on the Group’s aggregate EBIT from 2017 to 2019;  
  - a market performance condition based on the level of SUEZ’s total shareholder return (TSR) compared to the average TSR of the companies comprising the DJ Eurostoxx Utilities index over the period from January 1, 2017 to December 31, 2019. Furthermore, the amount that could be paid to Mr. Jean-Louis Chaussade in 2020, depending on the level of achievement with the two performance conditions stated above, could be increased or reduced by 10% based on the level of parity within the management team on December 31, 2019. The payment of this long-term variable compensation is subject to the approval of the Shareholders’ Meeting. Under the long-term variable compensation plan, Mr. Jean-Louis Chaussade is also subject to an obligation to reinvest 15% of the net amount received in 2020 in the Company’s shares, until the number of shares that he holds represents 150% of his annual fixed compensation. |
| **EUR 750,000 paid**                              |                  | At its meeting of March 26, 2014, the Board of Directors decided to award Mr. Jean-Louis Chaussade long-term variable compensation for fiscal year 2014, of a maximum amount of EUR 750,000, or 100% of his annual fixed compensation, and providing, as the case may be, for a cash payment in 2017, subject to the achievement of two cumulative performance conditions:  
  - an internal performance condition based on the Group’s cumulative Recurring Net Income from 2014 to 2016;  
  - a market performance condition, based on the level of SUEZ’s total shareholder return (TSR) compared to the average TSR of the companies comprising the DJ Eurostoxx Utilities index over the period from January 1, 2014 to December 31, 2016. As these two conditions were achieved respectively, at over 120% for the internal condition and more than 110% for the external condition, the Chief Executive Officer was paid an amount of EUR 750,000 in 2017. |

| Exceptional compensation                         | N/A              | Mr. Jean-Louis Chaussade did not receive any exceptional compensation in 2017. |
| Stock options, performance shares or any other item relating to long-term compensation | N/A              | No allocation was made during fiscal year 2017. |
| Attendance fees                                   | N/A              | Mr. Jean-Louis Chaussade does not receive attendance fees. |
| Value of benefits of all kinds                    | EUR 10,373       | Mr. Jean-Louis Chaussade has a company car. |
| Severance pay                                     | N/A              | Mr. Jean-Louis Chaussade is not entitled to severance pay in the event of termination of his office. |
| Compensation due under a non-compete clause       | N/A              | Mr. Jean-Louis Chaussade is not entitled to compensation under a non-compete clause. |
| Insurance and healthcare plans                    | EUR 5,112        | Mr. Jean-Louis Chaussade is covered by the Company’s current mandatory Group healthcare plan. |
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Elements of compensation due or awarded for fiscal year 2017
<table>
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<tr>
<th>Presentation</th>
<th>Amounts or value</th>
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<tbody>
<tr>
<td>Supplementary retirement plan</td>
<td>Mr. Jean-Louis Chaussade was covered by the Group supplementary retirement plans applicable to SUEZ employees: a mandatory Group defined-contribution plan under Article L. 441-1 of the French Insurance Code and a supplementary variable Group defined benefit pension plan. Mr. Jean-Louis Chaussade decided to liquidate all of his retirement plans as of August 1, 2014, including collective defined-contribution and defined-benefit pension plans. He did, however, decide to waive any pension payments under these supplementary plans until his current functions as Chief Executive Officer come to an end. The annual pension resulting from Group supplementary retirement plans to be paid to Mr. Jean-Louis Chaussade (once he is no longer Chief Executive Officer) will be EUR 276,814, or 21% of his 2017 annual compensation (including fixed and variable compensation payable by the Company).</td>
</tr>
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</table>

(RESOLUTION 16)
Authorization to be granted to the Board of Directors to trade in the Company’s shares

The Shareholders’ Meeting of May 10, 2017 authorized the Company, under Resolution 10, to trade in its own shares for a period of 18 months.

As of December 31, 2017, the Company held 5,067,913 treasury shares, i.e. 0.81% of the share capital. Details of the use of this delegation granted to the Board of Directors in 2017 are set out in section 21.1.3 of the 2017 Reference Document.

As the currently valid authorization expires in November 2018, you are requested to cancel the unused portion of this authorization and renew the authorization to the Board of Directors to trade in the Company’s own shares for a period of 18 months.

The terms and conditions of this new authorization, which are the same as those applicable to the authorization granted by the Shareholders’ Meeting in 2017, are as follows:

- maximum purchase price per share: EUR 25;
- maximum number of shares purchased: 10% of share capital;
- maximum holding: 10% of share capital;
- maximum acquisition value: EUR 1,553,406,425.

This new delegation would allow the Company to trade in its own shares, except in the event of a public offering on the Company’s shares. The objectives of this buy-back program, set in accordance with regulations, would be the following:

- to ensure liquidity and promote the Company’s shares on the secondary market through an investment service provider acting independently, under the framework of a liquidity contract concluded in accordance with the Ethics Charter accepted by the French Financial Market Authority; or
- to subsequently cancel all or part of the shares thus purchased under the conditions laid down in Article L. 225-209 of the French Commercial Code, as part of a capital reduction that would be decided or authorized by the Shareholders’ Meeting; or
- to allocate or sell shares, with or without a discount, to employees or former employees and/or to corporate officers or former corporate officers of the Company and/or companies affiliated with it, or which will be affiliated with it, under the conditions and in accordance with the procedures set out in applicable regulations, particularly following the exercise of existing stock options or bonus share grants or as part of company or inter-company savings plans, under the terms provided by law (in particular Articles L. 3332-18 et seq. of the French Labor Code) or as part of shareholder plans governed by the laws of other countries; or
- to hedge securities that grant entitlement to the Company’s shares; said shares to be delivered at the time of exercise of the rights attached to these securities, either through redemption, conversion, exchange, presentation of a warrant or by any other means of allocation of Company shares; or
- in general, to pursue any other goal that is or would become authorized by law or regulations, or engage in any market practice that is or would become accepted by financial market regulators, provided Company shareholders are notified thereof.
PRESENTATION OF THE RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS’ MEETING

(RESOLUTION 17)
Reduction of the Company’s share capital by cancellation of treasury shares held by the Company

The Shareholders’ Meeting of May 10, 2017, in Resolution 11, authorized the Board of Directors to reduce the Company’s share capital by canceling treasury shares.

On February 28, 2018, the Company used the authorization granted under that Resolution 11 to cancel 2 million shares, representing 0.32% of the share capital, aimed at offsetting the dilutive effect of the capital increase resulting from the “Sharing 2017” offer reserved for employees.

The Shareholders’ Meeting is asked to terminate the authorization granted by the Shareholders’ Meeting of May 10, 2017, and to grant the Board of Directors a new authorization, under similar conditions, for a period of 26 months in order to reduce the Company’s share capital by canceling some or all of the shares that the Company acquires as part of a share buyback program (including the program proposed to this Shareholders’ Meeting under Resolution 16), up to a limit of 10% of its share capital per period of 24 months.

(RESOLUTIONS 18 TO 23 AND RESOLUTION 28)
Financial delegations to be granted to the Board of Directors

Resolutions 18 to 23 relate to financial delegations with the purpose of granting the Board of Directors the flexibility that it needs, within limits, to carry out in the next two years financial transactions that are best suited to the needs of the Company and its development, within a time frame that enables it to take advantage of market opportunities.

In past years, specifically at the Shareholders’ Meeting of May 10, 2017, the Company’s shareholders have granted the Board of Directors the necessary delegations to, in particular, increase the Company’s share capital, subject to various procedures, within the limits of the delegations granted, with or without shareholders’ preferential subscription rights.

In fiscal year 2017, the Company’s Board of Directors decided to use some of the delegations granted by the Shareholders’ Meeting of May 10, 2017 to carry out the following transactions:

- a share capital increase through a public offering, without preferential subscription rights but subject to a 3-day priority subscription period for the Company’s shareholders, in an amount of EUR 750 million, which helped to partially finance the acquisition of GE Water & Process Technologies through the issuance of 47,468,354 new common shares (i.e. 7.64% of the capital as of the date of this report);
- the “Sharing 2017” offer reserved for employees of the SUEZ group, which led to the issuance, under Resolutions 18 and 19, of 9,978,030 new shares, i.e. 1.61% of the capital as of the date of this report (representing a capital increase of EUR 39,912,120 and an issue premium of EUR 81.1 million).

As these transactions used up a considerable portion of the allocated spending for 2017, under exceptional circumstances and mainly due to the acquisition of GE Water & Process Technologies, the shareholders are therefore asked to renew in advance the financial authorizations for a further 26-month period and within the same limits as before, in order to enable the Board of Directors, in the interests of the Company, to continue to have the necessary authorizations to be able to seize opportunities and to carry out strategic transactions.

A summary table of the content of the current delegations and their use is set out in section 16.4 of the Company’s 2017 Reference Document.

Notwithstanding the Board of Directors’ policy of preferring recourse to capital increases with retention of the shareholders’ preferential subscription rights, special circumstances may present themselves in which it is necessary and in the shareholders’ own interests to eliminate their preferential subscription rights, to provide the resources to make the necessary payments to compensate for contributions in kind comprised of equity securities, subject to a maximum of 10% of the share capital, or for contributions entirely in shares in the event of a public exchange offer (Resolutions 22 and 23). Furthermore, in order to facilitate the placement of issues, it is proposed that the Board be authorized to resort to private placement, when appropriate, among qualified investors or a restricted circle of investors (Resolution 20).

These delegations are in line with normal practices in terms of amount, cap and term, and will terminate the delegations granted by the Shareholders’ Meeting of May 10, 2017. Furthermore, as required by law, the Statutory Auditors’ Reports have been made available to you within the legal deadlines.

The financial delegations that are submitted for the vote of this Shareholders’ Meeting are subject to various caps:

- as concerns capital increases through the issue of shares or securities with retention of the preferential subscription rights (Resolution 18), the nominal amount of the overall cap is EUR 497 million, representing, as with the delegation granted by the Shareholders’ Meeting on May 10, 2017, about 20% of the share capital, and EUR 3 billion for issues of securities representing debt or similar instruments granting immediate or future access to the Company’s capital;
- as concerns capital increases through the issue of shares or securities with waiver of the preferential subscription rights (Resolutions 19, 20, 22 and 23), the nominal amount...
of the cap set is EUR 248 million, representing, as with the
delегації, з якийми відповідали відповідно до Резолюцій 12, 20,
22 and 23, a cap set at a nominal amount of EUR 248 million (i.e. about 20% of
the share capital) and at EUR 3 billion as concerns issues of
securities representing debt or similar instruments granting
immediate or future access to the Company’s capital,
It should also be understood that the nominal amount of
securities to be issued pursuant to Resolution 21, which
increases the number of shares to be issued in the event of
oversubscription, up to a maximum of 15% of the original
number of shares issued as part of capital increases with or
without preferential subscription rights, would be counted
against (i) the cap on the authorization under which the initial
issue is made and (ii) the overall caps provided in Resolution 28
and described below:
• for all capital increases through issues of shares that may
be carried out under the delegations submitted to the vote
of this Shareholders’ Meeting (including Resolutions 24, 25
and 26 concerning employee shareholding and Resolution 27
concerning the granting of performance shares), a cap set
at a nominal amount of EUR 497 million (i.e. about 20% of
the share capital) and at EUR 3 billion as concerns issues of
securities representing debt or similar instruments granting
immediate or future access to the Company’s capital;
• for all share issues that may be carried out with waiver of
the preferential subscription rights, under Resolutions 19, 20,
22 and 23, a cap set at a nominal amount of EUR 248 million
(i.e. about 10% of the share capital).
If your Board of Directors uses one or more of the delegations
provided under Resolutions 19 to 23, your Board of Directors will
report to you at the Ordinary Shareholders’ Meeting following
their use on the final terms of the transaction and its impact on
the position of holders of equity securities or securities granting
access to the capital.
The delegations detailed below will be granted with the option
to subdelegate, as permitted by law and the Company’s bylaws.
Finally, if a third party has filed a public tender offer for the
Company’s shares, the Board of Directors may not, during the
offer period, implement any of the delegations of authority
under Resolutions 19 to 23 without the prior approval of the
Shareholders’ Meeting.

Capital increase with retention of the shareholders’ preferential
subscription rights (Resolution 18)
The Shareholders’ Meeting of May 10, 2017, under Resolution 12,
delegated its authority to the Board of Directors for a 26-month
period to increase the Company’s share capital by issuing
common shares and/or any other securities granting access
to the Company’s share capital, or granting entitlement to the
allocation of debt securities and/or securities granting access to
equity securities to be issued, with retention of the preferential
subscription rights.
The shareholders are asked to renew this delegation of
authority, under equivalent conditions and limits:
• EUR 497 million or the counter-value of this amount (i.e. as of
February 28, 2018, about 20% of the share capital) for capital
increases that may be carried out under this delegation; and
• EUR 3 billion or the counter-value of this amount for issues
of securities representing debt or similar securities of
the Company granting immediate or future access to the
Company’s capital that may be issued pursuant to this
degregation;
it being understood that these amounts will be counted against
the overall nominal caps of EUR 497 million for all capital
increases, and EUR 3 billion for debt securities or similar
securities granting immediate or future access to the Company’s
share capital, as provided for in Resolution 28 (Overall cap on
capital increases).

Capital increase with waiver of the shareholders’ preferential subscription
rights, through a public offering (Resolution 19)
The Shareholders’ Meeting of May 10, 2017, under Resolution 13,
delegated its authority to the Board of Directors for a 26-month
period to increase the Company’s share capital by issuing
common shares and/or any other securities granting access
to the Company’s share capital, or granting entitlement to the
allocation of debt securities and/or securities granting access
to equity securities to be issued, with waiver of the preferential
subscription rights, through a public offering.
This authorization, granted by the Shareholders’ Meeting
of May 10, 2017, helped to partially finance the Company’s
acquisition of GE Water & Process Technologies through the
issuance of 47,668,354 new shares, representing a total amount of
EUR 750 million.
The shareholders are asked to renew this delegation of
authority, under equivalent conditions and limits:
• EUR 248 million or the counter-value of this amount (i.e. as of
February 28, 2018, about 10% of the share capital) for capital
increases that may be carried out under this delegation; and
• EUR 3 billion or the counter-value of this amount for issues
of securities representing debt or similar securities granting
immediate or future access to the Company’s capital that
may be issued pursuant to this delegation;
it being understood that these amounts will be counted against
the overall nominal caps of EUR 497 million for all capital
increases, EUR 248 million for capital increases
without preferential subscription rights, and EUR 3 billion for
securities, as provided for in Resolution 28 (Overall cap on
capital increases).
The minimum issue price specified in this delegation is, for shares, the weighted average share price of the three trading days preceding the date on which the issue price is set, potentially reduced by a maximum discount of 5%. For securities granting access to the capital, the sum immediately collected by the Company, plus any amount that may be collected subsequently by the Company, must, for each share issued as a consequence of the issuance of these securities, be equal to at least the minimum issue price determined for the shares.

The Board of Directors may, as the case may be, establish a priority subscription period to the benefit of the Company’s shareholders, for a period and in accordance with procedures that it will decide upon in compliance with applicable laws and regulations (the minimum period set by law is currently three days).

**Capital increase with waiver of the shareholders’ preferential subscription rights by way of private placement as referred to in Article L. 411-2-II of the French Monetary and Financial Code (Resolution 20)**

The Shareholders’ Meeting of May 10, 2017, under Resolution 14, delegated its authority to the Board of Directors for a 26-month period to increase the Company’s share capital by issuing as part of a private placement (an offering reserved for qualified investors) common shares and/or any other securities granting access to the Company’s share capital, or granting entitlement to the allocation of debt securities and/or securities granting access to equity securities to be issued, with waiver of the preferential subscription rights.

This delegation provides the Board of Directors with a method of financing that is quicker than a capital increase by public offering, which is essential in order to be able to seize windows of opportunity on the market – which may be short – enabling access to advantageous financial conditions.

As a reminder, in February 2014, the Company used Resolution 20 of the Shareholders’ Meeting of May 24, 2012 by issuing zero-coupon bonds convertible into and/or exchangeable for new and/or existing shares (“OCEANE”) for a nominal amount of approximately EUR 350 million, maturing on February 27, 2020.

The shareholders are asked to renew this delegation of authority, under equivalent conditions and limits:

- **EUR 248 million** or the counter-value of this amount (i.e. as of February 28, 2018, about 10% of the share capital) for capital increases that may be carried out under this delegation; and
- **EUR 3 billion** or the counter-value of this amount for issues of securities representing debt or similar securities granting immediate or future access to the Company’s capital that may be issued pursuant to this delegation;

it being understood that these amounts will be counted against the overall nominal caps of EUR 497 million for all capital increases, EUR 248 million for capital increases without preferential subscription rights, and EUR 3 billion for securities, as provided for in Resolution 28 (Overall cap on capital increases).

The minimum issue price specified by this delegation is the same as that set out in Resolution 19.

**Increase in the number of shares that may be issued in case of excess demand by up to 15% of the initial issue (Resolution 21)**

The Shareholders’ Meeting of May 10, 2017, under Resolution 15, delegated its authority to the Board of Directors for a 26-month period to increase the number of shares to be issued, by up to 15% of the initial issue, with retention or waiver of the shareholders’ preferential subscription rights and at the same price as that of the initial issue.

The Shareholders’ Meeting is asked to renew this delegation of authority to the Board of Directors, to allow it, in the event of excess demand for shares issued with retention or waiver of the preferential subscription rights as part of a capital increase under Resolutions 18 to 20, to increase the number of shares to be issued subject to legal limits and conditions, namely a maximum of 15% of the initial issue and subject to the cap applicable to the initial issue, within 30 days of the end of the subscription period and at the same price as that of the initial issue.

The nominal amount of the shares or securities issued pursuant to this delegation of authority would be counted against (i) the cap for the authorization under which the initial issue would be decided, and (ii) the overall nominal caps provided in Resolution 28 (Overall cap on capital increases).

**Capital increase in consideration of contributions in kind consisting of equity securities or securities granting access to the share capital (Resolution 22)**

The Shareholders’ Meeting of May 10, 2017, under Resolution 16, delegated its powers to the Board of Directors for a 26-month period to increase the Company’s share capital by issuing common shares and/or any other securities granting access to the Company’s share capital, or granting entitlement to the allocation of debt securities and/or securities granting access to equity securities to be issued, in consideration for contributions in kind consisting of equity securities or securities granting access to the share capital. This delegation was not used.

The purpose of this delegation is to enable the financing of external growth transactions or the acquisition of minority holdings by compensating the provider of equity securities or securities granting access to the share capital with Company securities. It helped to partially finance the acquisition, in 2014, of Criteria Caixa’s 24.26% interest in HISUSA, the parent company of Agbar, and of the Caltagirone group’s 10.85% interest in ACEA in 2016.
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Capital increases that may be carried out under this delegation may not exceed 10% of the Company’s share capital, in accordance with the limit defined by current regulations.

The shareholders are asked to renew this delegation of power, under equivalent conditions and limits:

- **EUR 248 million** or the counter-value of this amount (i.e. as of February 28, 2018, about 10% of the share capital) for capital increases that may be carried out under this delegation; and
- **EUR 3 billion** or the counter-value of this amount for issues of securities representing debt or similar securities granting immediate or future access to the Company’s capital that may be issued pursuant to this delegation;

it being understood that these amounts will be counted against the overall nominal caps of EUR 497 million for all capital increases, EUR 248 million for capital increases without preferential subscription rights, and EUR 3 billion for securities, as provided for in Resolution 28 (Overall cap on capital increases).

Capital increase in consideration for securities contributed as part of a public exchange offer initiated by the Company, with waiver of the shareholders’ preferential subscription rights (Resolution 23)

The Shareholders’ Meeting of May 10, 2017, under Resolution 17, delegated its authority to the Board of Directors, for a 26-month period to increase the Company’s share capital by issuing common shares and/or any other securities granting access to the Company’s share capital, or granting entitlement to the allocation of debt securities and/or securities granting access to equity securities to be issued, with waiver of the preferential subscription rights, in consideration for shares contributed as part of a public exchange offer initiated by the Company.

The shareholders are asked to renew this delegation of authority, which was not used, under equivalent conditions and limits:

- **EUR 248 million** or the counter-value of this amount (i.e. as of February 28, 2018, about 10% of the share capital) for capital increases that may be carried out under this delegation; and
- **EUR 3 billion** or the counter-value of this amount for issues of securities representing debt or similar securities granting immediate or future access to the Company’s capital that may be issued pursuant to this delegation;

it being understood that these amounts will be counted against the overall nominal caps of EUR 497 million for all capital increases, EUR 248 million for capital increases without preferential subscription rights, and EUR 3 billion for securities, as provided for in Resolution 28 (Overall cap on capital increases).

(RESOLUTIONS 24 TO 26)

Employee shareholding

The delegations of authority described in Resolutions 24 and 25 are intended to renew authorizations that were previously granted to the Board of Directors by the Shareholders’ Meeting on May 10, 2017, some of which will expire in November 2018, in connection with the development of employee shareholding at Group level, by giving the Board the option to carry out additional employee shareholding transactions whenever it considers it appropriate to do so. Resolution 26 is intended to renew the authorization granted to the Board of Directors by the shareholders on May 10, 2017 to allocate bonus shares to employees and corporate officers who subscribe to an employee shareholding plan of the Group.

The Board of Directors used the aforementioned delegations to launch a third offer reserved for employees of the SUEZ group during fiscal year 2017. The offer was oversubscribed by approximately 22,000 of the Group’s employees in 20 countries and led to the issuance of 9,978,030 new shares, i.e., 1.61% of the share capital (representing a capital increase of EUR 39,912,120 and an issue premium of EUR 81.1 million).

The Board of Directors wishes to pursue its policy of employee shareholding in order to:

- make employees full-fledged partners of the Group;
- pay special attention to value creation as one of the meeting points between the interests of shareholders and the interests of employees;
- allow employees to be involved in the choices made by the shareholders through annual decisions.

As of December 31, 2017, employee shareholders held 3.81% of the Company’s share capital.

Capital increase reserved for members of savings plans with waiver of the preferential subscription rights for the benefit of the latter (Resolution 24)

The Shareholders’ Meeting of May 10, 2017, under Resolution 18, delegated its authority to the Board of Directors for a 26-month period to increase the Company’s share capital, with waiver of the preferential subscription rights, such increase to be reserved for members of the company savings plan(s) in place within the SUEZ group.

As indicated above, this delegation was used by the Board of Directors in December 2017. Under Article L. 225-129-6 of the French Commercial Code, the Shareholders’ Meeting is required to vote on resolutions of this kind.

The shareholders are therefore asked to renew this authorization for a further 26-month period. The maximum nominal amount for capital increases that may be carried out under this delegation is being increased to EUR 50 million (from EUR 40 million under the previous delegation), representing approximately 2% of the Company’s share capital as of February 28, 2018, in order to take into account the increase in the number of employees within the Group (approximately
7,500 people) following the acquisition of GE Water & Process Technologies’ activities, and as a result of the oversubscription noted during the last employee shareholding transaction under the “Sharing 2017” offer.

It is specified that this maximum nominal amount will count against the nominal cap of EUR 497 million as provided for in Resolution 28 of this Shareholders’ Meeting.

The issue price of new shares or securities granting access to the Company’s share capital will be at least 80% of the Company’s average opening share price on Euronext Paris for the 20 trading sessions preceding the date on which the decision is made to set the opening day of the subscription period of the share capital increase reserved for members of a company savings plan (the “Reference Price”).

This delegation authorizes the Board of Directors to freely allocate to the above-mentioned beneficiaries, in addition to shares or securities granting access to the Company’s share capital to be subscribed in cash, shares or securities granting access to share capital to be issued or that has already been issued, as a substitution for all or part of the discount based on the Reference Price and/or a company contribution, with the understanding that the overall benefit created by this allocation may not exceed the legal or regulatory limits pursuant to Articles L. 3332-18 et seq. and L. 3332-11 et seq. of the French Labor Code.

Capital increase with waiver of the preferential subscription rights to the benefit of categories of designated beneficiaries, as part of the implementation of the SUEZ group’s worldwide shareholding and savings plans (Resolution 25)

The Shareholders’ Meeting of May 10, 2017, under Resolution 19, delegated its authority to your Board of Directors to increase the share capital, with waiver of the preferential subscription rights, on one or more occasions, in favor of all entities whose sole purpose is to subscribe, hold and dispose of shares or other financial instruments to facilitate access to the Company’s share capital for the Group’s international employee shareholders; this authorization is for a maximum nominal amount of EUR 12 million over an 18-month period.

As indicated above, this delegation was used by the Board of Directors in December 2017.

The shareholders are asked to renew this authorization, which expires in November 2018, for a further 18-month period. The maximum nominal amount of capital increases that may be carried out pursuant to this delegation remains unchanged at EUR 12 million, or about 0.48% of the Company’s share capital as of February 28, 2018. It is specified that the maximum nominal amount shall be counted against the nominal cap of EUR 497 million as provided for in Resolution 28 of this Shareholders’ Meeting.

The shareholders are also asked to approve the waiver of shareholders’ preferential subscription rights applicable to the corresponding shares issued and to reserve subscription rights for the following categories of beneficiaries:

a. employees and corporate officers of foreign companies belonging to the SUEZ group and linked to the Company under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
b. mutual funds (UCITS) or other incorporated or unincorporated entities of employee shareholding invested in the Company’s shares whose unitholders or shareholders consist of persons mentioned in point (a) above;
c. any banking establishment or subsidiary of such establishment acting at the Company’s request for the purpose of setting up a shareholding or savings plan for the benefit of the persons mentioned in point (a) above.

To this end, it is proposed that the Board of Directors be authorized to select said entities.

The issue price of new shares would be equal to the price of shares issued as part of a capital increase for employees who are members of a company savings plan, pursuant to Resolution 24 of this Shareholders’ Meeting, and may not in any case be less than 80% of the average opening share price over the 20 trading days preceding the date of the decision that sets the opening date of the subscription period.

Authorization to be granted to the Board of Directors to allocate bonus shares to employees or corporate officers who subscribe to a Group employee shareholding plan (Resolution 26)

The Shareholders’ Meeting of May 10, 2017, under Resolution 20, authorized the Board of Directors to allocate bonus shares to employees and/or corporate officers of the Company and/or companies and entities related directly or indirectly to the Group under the provisions of Article L. 225-197-2 of the French Commercial Code, who subscribe to a Group employee shareholding plan, which would be implemented as part of a capital increase reserved for them and carried out in application of Resolutions 18 and/or 19 of the Shareholders’ Meeting of May 10, 2017 or as part of a sale of existing shares reserved for subscribers to one of the Group’s savings plans (or of any other delegation of the same kind subsequently granted by the Shareholders’ Meeting).

Under Resolution 20 of the Shareholders’ Meeting of May 10, 2017, 140,512 shares were allocated as a matching contribution under the “Sharing 2017” employee shareholding plan.

The shareholders are being asked, under the terms described below, to renew this authorization which, in accordance with the provisions of Articles L. 225-129 et seq. and L. 229-197-1 et seq. of the French Commercial Code, would enable the Board of Directors to establish bonus share allocation plans for employees and corporate officers eligible for an employee shareholding plan who would subscribe to such a plan. Matching contributions are often made for persons who subscribe to employee shareholding plans, and it may be necessary that such matching contributions take the form of bonus share allocations, especially outside of France.

Conditions of allocation

These shares would not be subject to performance conditions because their allocation is the result of an investment by employees or corporate officers in a shareholding plan. In contrast, the Board of Directors must make the allocation of shares subject to a service condition in the Group, except in extremely special cases.
Allocation ceilings

The number of bonus shares that may be allocated may not exceed 0.05% of the Company’s share capital as evaluated on the day the Board of Directors decides to allocate the shares. It is noted that the maximum nominal amount of capital increases that may be carried out will be counted against the overall cap of capital increases of EUR 497 million, as determined by Resolution 28 of the Shareholders’ Meeting.

Duration

The Shareholders’ Meeting is asked to approve this delegation to the Board of Directors for a period of 26 months.

Vesting and holding periods

The allocation of Company shares to their beneficiaries will be final after a minimum vesting period of one year for all or part of the shares allocated, and after a minimum mandatory holding period of one year, with the understanding that for allocated shares for which the vesting period is set at two years, the mandatory minimum holding period of the shares may be eliminated, so that said shares can be freely transferred from the date of their definitive allocation.

Authorization to grant performance shares

The compensation policy implemented by the Board of Directors as proposed by the Compensation Committee includes a long-term element based on the allocation of performance shares or long-term variable compensation in cash. This long-term compensation is entirely subject to the achievement of performance conditions that are assessed over several years. The objective of long-term compensation is to associate certain categories of employees and corporate officers with the Company’s future growth and value creation, and to retain them and recognize their performance. These categories include:

- executives and senior managers (“Top Executives”), including members of the Management Committee and the Executive Committee, as well as high-potential managers and experts (“A Beneficiaries”); and
- employees who demonstrate outstanding performance but do not fall within the above categories (“B Beneficiaries”).

The various long-term compensation plans implemented by the Company in application of this policy are described in section 15.1.5 of the 2017 Reference Document.

The Shareholders’ Meeting of April 28, 2016, under Resolution 20, authorized the Board of Directors, for a 26-month period, to allocate, on one or more occasions, bonus shares (existing or to be issued by your Company) representing up to 0.5% of the share capital, to the benefit of employees and corporate officers of the Company and of companies or entities affiliated with it under the conditions set out in Article L. 225-197-2 of the French Commercial Code.

This delegation will expire in June 2018. The shareholders are therefore asked to renew it under the terms outlined below, it being understood that this delegation was not used by the Board of Directors and that there was no performance share plan in place as of December 31, 2017.

Allocation ceilings

The total number of existing or new shares that may be allocated (hereinafter the “Performance Shares”) under this delegation may not exceed 0.5% of the share capital as confirmed on the day the Board of Directors decides to allocate the shares. The cap for the allocation of Performance Shares is the same as in the previous delegation.

This ceiling includes Performance Shares that may be allocated to the corporate officers, which may not exceed 5% of the overall number of Performance Shares granted.

Upon any allocation of Performance Shares, the Board of Directors shall ensure, upon recommendation by the Compensation Committee, that the value of the Performance Shares (according to IFRS 2) allocated to the Chief Executive Officer during the year does not represent an excessive percentage of his total compensation.

It is noted that the maximum nominal amount of capital increases that may be carried out will be counted against the overall cap of capital increases of EUR 497 million, as determined by Resolution 28 of this Shareholders’ Meeting.

Duration

The Shareholders’ Meeting is asked to approve this delegation to the Board of Directors for a period of 26 months.

Vesting and holding periods

The allocation of the Company’s shares to their beneficiaries will be definitive at the end of a vesting period of a minimum of three years for all or part of the Performance Shares allocated.

The Board of Directors shall, as the case may be, determine the duration of an obligatory holding period for the Performance Shares.

Furthermore, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, at each allocation of shares, the Board of Directors shall determine the number of shares the Chief Executive Officer must retain during his term, with the understanding that the policy established by the Board of Directors on the proposal of the Compensation Committee states that the Chief Executive Officer must retain 25% of the Performance Shares that are fully vested throughout that person’s term. This applies to all plans implemented by SUEZ, until the value of the Chief Executive Officer’s shares represents 150% of his annual fixed compensation.
Conditions of allocation

All Performance Shares allocated in accordance with Resolution 27 shall be subject to:

- a service condition in the SUEZ group for a minimum period of three years;
- one or more performance conditions, evaluated over minimum period of three years and based on an “internal” performance condition, i.e. the SUEZ group’s EBIT, an indicator audited and published by the Company, and an “external” performance condition, i.e. the average of the changes in the total shareholders’ return (TSR) of the Company over a three-year period compared to changes in the TSR of the Eurostoxx Utilities index over the same period.

Performance Shares allocated to corporate officers and to members of the Management and Executive Committees would be subject to these two cumulative internal and external performance conditions. Consequently, should the eligible beneficiary fail to reach the level required for the triggering threshold, as specified below, for one of the two conditions, they would not be entitled to any Performance Shares, regardless of the level of achievement of the other performance condition. Furthermore, should the eligible beneficiary reach the target level for each of the two performance conditions, they would be allocated 52% of the Performance Shares initially allocated (number of Performance Shares initially allocated x 65% x 80%), subject to compliance with the service condition.

The targets relating to the criteria stated above would be set at the time of allocation of the Performance Shares, consistent with the Group’s budget and medium-term plan. The allocation levels would be as follows:

<table>
<thead>
<tr>
<th></th>
<th>Minimum</th>
<th>Triggering threshold</th>
<th>Target</th>
<th>Maximum</th>
<th>Remarks</th>
</tr>
</thead>
<tbody>
<tr>
<td>Internal condition</td>
<td>No allocation if the achievement level is less than 90% of the target objective.</td>
<td>Allocation of 20% if the achievement level is greater or equal to 90% of the target objective.</td>
<td>Allocation of 65% if the target objective is achieved.</td>
<td>Allocation of 110% if the achievement level is greater or equal to 110% of the target objective.</td>
<td>Linear calculation between milestones</td>
</tr>
<tr>
<td>External condition</td>
<td>No allocation if change in the TSR is less than 90% of the change in the TSR of the index.</td>
<td>Allocation of 50% if change in the TSR is greater or equal to 90% of the change in the TSR of the index.</td>
<td>Allocation of 80% if change in the TSR is greater than the change in the TSR of the index.</td>
<td>Allocation of 110% if change in the TSR is greater or equal to 110% of the change in the TSR of the index.</td>
<td>Linear calculation between milestones</td>
</tr>
</tbody>
</table>

The Board of Directors could furthermore stipulate an additional performance condition for all or some beneficiaries to be based on a non-financial indicator related to the Group’s corporate and environmental responsibility, such as, for example, the percentage of women in Group management, with the level of achievement of this condition set previously by the Board of Directors increasing or diminishing by 10% the number of Performance Shares acquired by each of the beneficiaries after applying internal or, as the case may be, external performance conditions.

Information regarding the application of performance conditions under previous long-term compensation plans are available in section 15.1.5 of the 2017 Reference Document.
Overview of the financial delegations proposed to the Combined Shareholders’ Meeting of May 17, 2018

<table>
<thead>
<tr>
<th>Purpose</th>
<th>Duration</th>
<th>Cap</th>
<th>Implementation method</th>
</tr>
</thead>
<tbody>
<tr>
<td>18 Issue with retention of the preferential subscription rights</td>
<td>26 months</td>
<td>EUR 497 million (i.e. 20% of capital), such use to be counted against the maximum overall cap of EUR 497 million common to Resolutions 18 to 27 (hereinafter the “Overall Cap”)</td>
<td>The delegation may not be used in the event of a public tender</td>
</tr>
<tr>
<td>19 Issue with waiver of the preferential subscription rights by way of a public offer</td>
<td>26 months</td>
<td>EUR 248 million (i.e. 10% of capital), such use to be counted against the Overall Cap and the common cap of EUR 248 million applicable to issues carried out without preferential subscription rights (hereinafter the “Overall Sub-Cap”)</td>
<td>The delegation may not be used in the event of a public tender</td>
</tr>
<tr>
<td>20 Issue with waiver of the preferential subscription rights by way of private placement</td>
<td>26 months</td>
<td>EUR 248 million (i.e. 10% of capital), such use to be counted against the Overall Cap and the Overall Sub-Cap</td>
<td>The delegation may not be used in the event of a public tender</td>
</tr>
<tr>
<td>21 Increase in the number of shares to be issued for a capital increase with retention or waiver of preferential subscription rights (greenshoe)</td>
<td>26 months</td>
<td>A total of 15% of the initial issue: the nominal amount to be counted against the Overall Cap and, in the event that the initial issue was without preferential subscription rights, against the Overall Sub-Cap</td>
<td>The delegation may not be used in the event of a public tender</td>
</tr>
<tr>
<td>22 Issue in consideration for contributions in kind granted to the Company, with waiver of the preferential subscription rights</td>
<td>26 months</td>
<td>EUR 248 million (i.e. 10% of capital), such use to be counted against the Overall Cap and the Overall Sub-Cap</td>
<td>The delegation may not be used in the event of a public tender</td>
</tr>
<tr>
<td>23 Issue in consideration for securities contributed under a public exchange offer, with waiver of the preferential subscription rights</td>
<td>26 months</td>
<td>EUR 248 million (i.e. 10% of capital), such use to be counted against the Overall Cap and the Overall Sub-Cap</td>
<td>The delegation may not be used in the event of a public tender</td>
</tr>
<tr>
<td>24 Issue reserved for subscribers to one of the savings plans with waiver of the preferential subscription rights</td>
<td>26 months</td>
<td>EUR 50 million (i.e. 2% of capital), such use to be counted against the Overall Cap</td>
<td>Maximum discount: 20%</td>
</tr>
<tr>
<td>25 Issue reserved for the implementation of the SUEZ group’s worldwide shareholding and savings plans</td>
<td>18 months</td>
<td>EUR 12 million (i.e. 0.48% of capital), such use to be counted against the Overall Cap</td>
<td>Maximum discount: 20%</td>
</tr>
<tr>
<td>26 Allocation of bonus shares under an employee shareholding plan</td>
<td>26 months</td>
<td>0.05% of capital, with the amount counted against the Overall Cap</td>
<td>-</td>
</tr>
<tr>
<td>27 Allocation of Performance Shares</td>
<td>26 months</td>
<td>0.5% of capital, with the amount counted against the Overall Cap</td>
<td>-</td>
</tr>
</tbody>
</table>

**(RESOLUTION 28)**

Overall cap applicable to capital increases

In the interests of proper transparency, the Shareholders’ Meeting is requested to adopt a special resolution setting the total nominal amount of immediate or future share capital increases under Resolutions 18 to 27 or, if applicable, under any similar resolution(s) that may supersede said resolutions during their period of validity. The Shareholders’ Meeting is therefore requested to resolve that this total amount must not exceed:

a) with respect to share issues that may be carried out under Resolutions 18 to 27 of this Shareholders’ Meeting, an overall nominal amount of EUR 497 million (which, as of February 28, 2018, represented 20% of the share capital), or the counter-value of this amount if the issuance was in another currency or monetary unit established by reference to a basket of currencies, on the issue date; and

b) with respect to share issues that may be carried out under Resolutions 19, 20, 22 and 23 of this Shareholders’ Meeting, an overall nominal amount of EUR 248 million (which, as of February 28, 2018, represented 10% of the share capital), or the counter-value of this amount if the issuance was in another currency or monetary unit established by reference to a basket of currencies, on the issue date; and

c) with respect to issues of securities representing debt or similar securities conferring access to the Company’s share capital that may be issued under Resolutions 18 to 25 of this Shareholders’ Meeting, an overall nominal amount of EUR 3 billion, or the counter-value of this amount if the issuance was in another currency or monetary unit established by reference to a basket of currencies, on the issue date.
To these caps must be added the nominal amount of any additional shares to be issued to comply with applicable laws and regulations and, as the case may be, any contractual stipulations, so as to preserve the rights of the holders of the securities or other rights granting access to the Company’s share capital.

(RESOLUTION 29)
Delegation of powers for formalities
The Shareholders’ Meeting is asked to authorize any holder of an original, copy or extract of the minutes of the Shareholders’ Meeting to carry out all formal procedures related to the Shareholders’ Meeting of May 17, 2018.

Feel free to contact the Board of Directors for any further information or explanations you might need.

The Board of Directors
Overview of the Board of Directors

The Directors whose renewal or appointment will be submitted to the vote of the May 17, 2018 Shareholders’ Meeting are presented below against a green background.

COMPOSITION OF THE BOARD OF DIRECTORS

**Gérard MESTRALLET**

*Chairman of the Board of Directors*  
*Chairman of the Strategy Committee*  
69 years old  
French  

**Biography:**  
Born on April 1, 1949, Gérard Mestrallet is a graduate of the École polytechnique and the École nationale d’administration. After occupying various positions in the Treasury Department and in the office of the Minister of Economics and Finance, Mr. J. Delors, Gérard Mestrallet joined the Compagnie Financière de SUEZ as a Project Manager in 1984. In 1986, he was appointed Executive Vice-President for industrial affairs. In 1991, Mr. Mestrallet was appointed Executive Director and Chairman of the Management Committee of Société Générale de Belgique. In 1995, he became Chairman and Chief Executive Officer of Compagnie de SUEZ. Gérard Mestrallet was Chairman and Chief Executive Officer of GDF SUEZ (now ENGIE) following the merger between SUEZ and Gaz de France on July 22, 2008 until May 3, 2016, the date on which he became Chairman of the Board of Directors of ENGIE. Moreover, he is Chairman of the Paris EUROPLACE Association, Chairman of the Chongqing Mayor’s International Economic Advisory Council, a member of the Shanghai and Beijing International Councils, and Honorary Doctorate of Cranfield University (UK).

**Main positions:**  
Chairman of the Board of Directors of **ENGIE**, Director of **Société Générale**, Director of **Saudi Electricity Company**.

**Jean-Louis CHAUSSADE**

*Chief Executive Officer*  
*Director*  
66 years old  
French  

**Biography:**  
Jean-Louis Chaussade, born on December 2, 1951, has an engineering degree from ESTP (1976) and holds a Master’s degree in Economics (Sorbonne, 1976). He is also a graduate of the Institut d’études politiques de Paris (1980) and the Harvard Business School’s Advanced Management Program (1988). He joined Degrémont in 1978 and was appointed Chief Operating Officer of Degrémont España, headquartered in Bilbao in 1989. During this period, he was also appointed Director of Aguas de Barcelona. In addition, Jean-Louis Chaussade became Chief Executive Officer of Dumez Copisa Spain in 1992. In 1997, he was appointed Chief Operating Officer of Lyonnaise des Eaux in South America, and Chief Operating Officer of SUEZ (now ENGIE) for South America. He was appointed Chairman and Chief Executive Officer of Degrémont in 2000 and, in 2004, Deputy CEO of SUEZ (now ENGIE) and Chief Executive Officer of SUEZ Environnement (now SUEZ). He has been Chief Executive Officer of SUEZ since July 23, 2008. Jean-Louis Chaussade has been a Director of Criteria Caixa S.A.U. since October 19, 2011. He co-chairs the France-China Committee and is Chairman of the France-Algeria Council of Chief Executives within MEDEF International. Mr. Chaussade also chairs the AFEP group on circular economy.

**Main positions:**  
Director of Criteria Caixa S.A.U. (Spain), Director of **Kaufmann & Broad** (France), Director of **SUEZ Water Technologies and Solutions** (France), Director of the Responsible Capitalism Institute, Chairman of the Board of Directors of the University of Technology of Compiègne, Chairman of the Board of Directors of SUEZ NWS Ltd* (Hong Kong).

* Companies belonging to the SUEZ group.
Nicolas BAZIRE

Biography:
Nicolas Bazire, born on July 13, 1957, is a graduate of the French Naval Academy and the Institut d’études politiques de Paris, and studied at the École nationale d’administration. Mr. Bazire was an auditor and then an auxiliary judge at the Cour des comptes. In 1993, he became Chief of Staff and special assistant to Prime Minister Édouard Balladur. Managing Partner of Rothschild & Cie Banque from 1995 to 1999, Mr. Bazire was then appointed Chairman of the Partnership Board. He has served as Chief Executive Officer of Groupe Arnault SAS since 1999.

Main positions:
Chief Executive Officer of Groupe Arnault SAS; Chief Executive Officer and Permanent Representative of Groupe Arnault SAS* to the Board of Directors of Financière Agache SA; Vice-Chairman of the Supervisory Board of Les Échos SAS*; Director of LVMH Fashion group*, LVMH Moët Hennessy-Louis Vuitton SA*, Louis Vuitton pour la création*, Financière Agache Private Equity SA*, Apache Développement SA*, Europatweb SA*, Carrefour SA, Groupe Les Échos SA* and Atos; Member of the Supervisory Board of Montagne Finance SAS* and Semyrhamis SAS*; Manager of Les Chevaux de Malmain SARL; Member of the Board of Directors of SEB (Monaco).

* Companies belonging to the LVMH/Arnault group.

Miriem BENSAŁAH CHAQROUN

Biography:
Miriem Bensalah Chaqroun was born on November 14, 1962 and received an MBA in International Management and Finance from the University of Dallas/Texas (USA) in 1986. She held various positions at Société Marocaine de Dépôt et de Crédit from 1986 to 1989, before joining the Holmarcom group (the family holding company) in 1990. She is currently Vice-Chairwoman and Chief Executive Officer of Eaux Minérales d’Oulmès. Since 2012, she has also been Chairwoman of the Confédération Générale des Entreprises du Maroc, Morocco’s employers’ association.

Main positions:
Vice-Chairwoman and Chief Executive Officer of Eaux Minérales d’Oulmès*; Chairwoman and Chief Executive Officer of Oulmès Drinks Development*; Chairwoman of the Board of Directors of Orangina Morocco; Director of Holmarcom; Director of Renault; Director and Chairwoman of the Audit Committee of Al Maghrib Bank (Moroccan Central Bank).

* Companies belonging to the Holmarcom group.

Valérie BERNIS

Biography:
Valérie Bernis, born on December 9, 1958, is a graduate of the Institut supérieur de gestion de Paris and the Université de sciences économiques in Limoges. Valérie Bernis was a member of the minister’s office at the Ministry of Economy, Finance and Privatization (1986-1988), Director of Communications at Cenus (1988-1993), and Officer of Communications and Press at the Prime Minister’s Office (1993-1995). Later, she was Director of Communications at Compagnie de SUEZ (1995-1997), Financial Chief Communication Officer of the SUEZ Lyonnaise des Eaux group (1997-2001), Chairwoman of the television channel Paris Première (1999-2004), Deputy CEO, and member of the Executive Committee of SUEZ, in charge of Communications and Sustainable Development (2001-2008). In July 2008, Valérie Bernis became a member of the Executive Committee of GDF SUEZ, in charge of Communications and Institutional Relations (2008-2011). Between 2011 and 2016, Valérie Bernis was a member of the General Management Committee and Deputy CEO of ENGIE (formerly GDF SUEZ) in charge of Communications, Marketing, Environmental and Corporate Responsibility. She has been Vice Chairwoman of the ENGIE Foundation since 2010.

Main positions:
Director of Atos, Director and Member of the Appointments Committee of Occitane International SA, Vice Chairwoman of the ENGIE* Foundation, Director of AROP.

* Companies belonging to the Engie group.
### Reports to the Shareholders’ Meeting

| — PRESENTATION OF THE BOARD OF DIRECTORS — |

#### Francesco Caltagirone

**Independent Director**
- **Member of the Strategy Committee**
- **49 years old**
- **Italian**

**Biography:**
Francesco Caltagirone Jr. was born in Rome on October 29, 1968. He began working in the family business at the age of 20. After 6 years in the building sector, he joined the Cementir group in 1995. The company operates in the cement sector – production and distribution of grey and white cement, ready-mix concrete, aggregates and concrete products – as well as in waste management. He worked his way up in the group and in 1996, at the age of 27, became its Chairman and Chief Executive Officer. For the past 20 years, Francesco Caltagirone Jr has served as Chairman and CEO of the Cementir group and has demonstrated his deep knowledge and extensive experience in the cement and recycling sector. Through a series of mergers and acquisitions, he led and transformed an Italian company into a multinational group established in 17 countries on 5 continents, with revenues of EUR 1.3 billion and 3,600 employees.

**Main positions:**
- Chairman of the Board of Directors of **Caltagirone S.p.A.* (Italy), Chief Executive Officer of Aalborg Portland Holding A.S.* (Denmark), Chairman and CEO of **Cementir Holding S.p.A.*.**

* Companies belonging to Caltagirone group.

#### Delphine Ernotte Cunci

**Independent Director**
- **Chairwoman of the Ethics and Sustainable Development Committee and member of the Audit and Financial Statements Committee**
- **51 years old**
- **French**

**Biography:**
Delphine Ernotte Cunci, born on July 28, 1966, was appointed as Director by the Shareholders’ Meeting of May 24, 2012. Delphine Ernotte Cunci is a graduate of the École centrale de Paris. Ms. Ernotte Cunci joined the France Telecom group in 1989 in various operational roles throughout the group, particularly in research and development. Delphine Ernotte Cunci then pursued her career with commercial management responsibilities, as Director of the Distribution Agency and Centre Val-de-Loire Regional Director, before becoming Director of Communications and of Sponsoring for France. From 2010 to August 2014, she was Deputy Chief Executive Officer of the France Telecom/Orange group and Executive Director of Orange France in charge of operations for the France Telecom group in France. She has been Chairwoman of France Télévisions since August 22, 2015.

**Main positions:**
- Chairwoman of France Télévisions; Member of the Board of Directors of the École centrale de Paris and of Le Cent-Quatre, a cultural institution; Chairwoman of the Board of Directors of the École nationale supérieure de la photographie in Arles.

#### Lorenz d'Este

**Independent Director**
- **Chairman of the Compensation Committee, member of the Appointments and Governance Committee and the Ethics and Sustainable Development Committee**
- **62 years old**
- **Belgian**

**Biography:**
Lorenz d’Este was born on December 16, 1955. After his studies at the University of Saint Gallen in Switzerland, he subsequently obtained a Master’s degree in Economics and Politics from the University of Innsbruck, Austria. Lorenz d’Este joined the Swiss bank E. Gutzwiller & Cie in 1983. First a special attorney and then a banking executive, he became Managing Partner at E. Gutzwiller & Cie, Banquiers in 1990. He is also a Director of Six Group in Switzerland.

**Main positions:**
- Director of Six group (Switzerland).
### Isidro Fainé Casas

**Director**
- Member of the Strategy Committee
- 75 years old
- Spanish

**Biography:**
Isidro Fainé Casas, born on July 10, 1942, is Chairman of the Board of Trustees of La Caixa banking foundation and Chairman of Criteria Caixa. He holds a Doctorate in Economics, an International Senior Managers Program certificate in Business Administration from Harvard Business School, and is a graduate in Senior Management from the IESE Business School. He is a member of the Royal Academy of the Economy and Finance and the Royal Academy of Doctors. He began his professional career in the banking sector as Investment Manager for Banco Atlántico in 1964 and was appointed as General Manager of Banco de Asunción in Paraguay in 1969. He then returned to Barcelona, taking on various responsibilities in financial institutions: Director of Human Resources at Banca Riva y García (1973), Advisor and Managing Director of Banca Jover (1974) and Managing Director of Banco Unión (1978). In 1982, he joined La Caixa as Deputy CEO, subsequently taking on various positions. In April 1991, he was appointed Executive Assistant Managing Director and then, in 1999, Chief Executive Officer of the bank, of which he served as Chair from June 2007 to June 2014. Isidro Fainé Casas is Chairman of Gas Natural, Vice-President of Telefónica, and Director of The Bank of East Asia. He currently chairs the Confederación Española de Cajas de Ahorros (Spanish Confederation of Savings Banks) and is Vice-President of the European Savings Banks group (ESBG) and Vice-Chairman of the World Savings Banks Institute. He is also Chairman of the Confederación Española de Directivos y Ejecutivos (Spanish Confederation of Directors and Executives) and of the Spanish section of the Club de Roma (Club of Rome) and of the Circulo Financiero (the Financial Circle). He is also a member of the Board of Trustees of the Prado Museum in Madrid.

**Main positions:**
- Chairman of the Board of Trustees of La Caixa banking foundation, Chairman of Criteria Caixa*, Vice-President of Telefónica*, Chairman of Gas Natural, Director of The Bank of East Asia*.

* Companies belonging to the La Caixa group or in which La Caixa holds a stake.

### Judith Hartmann

**Director**
- Member of the Audit and Financial Statements Committee.
- 48 years old
- Austrian

**Biography:**
Judith Hartmann received a Master’s in International Business Administration and a Doctorate in Economics from WU Vienna University of Business Administration & Economics. She began her career in 1993 at the Canadian Department of Transportation in Ottawa. In 1997, she joined the Finance Department at Walt Disney Europe in France. In 2000 she joined GE, where she worked in various positions over 12 years, first in Finance at GE Healthcare Europe in France and later at GE Healthcare headquarters in the US, before becoming CFO of a subsidiary of GE Healthcare in 2004 and of GE Water Europe, Middle-East & Africa (GE Energy) in Belgium (2007). She was appointed CFO in 2009 in Brazil, then Chief Executive Officer of GE Healthcare Latin America. In 2011, she became CFO of GE Germany. In 2012, she was appointed CFO and member of the Management Committee of the German group Bertelsmann, non-executive Director of the RTL Group, and member of the Board of Directors of Penguin Random House LLC and Gruner & Jahr AG & Co KG until the end of 2014. In 2015, she joined ENGIE as Deputy CEO in charge of Finance. In 2016, she became Deputy CEO of ENGIE, in charge of Finance and the United Kingdom and North America Business Units. She is also a non-executive Director of Unilever.

**Main positions:**
- Non-executive Director at Unilever (United Kingdom).

### Isabelle Kocher

**Director**
- Member of the Strategy Committee
- 51 years old
- French

**Biography:**
Isabelle Kocher, born on December 9, 1966, was co-opted as a Director by the Board of Directors on February 7, 2012 (appointment ratified by the Shareholders’ Meeting of May 24, 2012). She is a graduate of the Ecole normale supérieure [ENS-Ulm] and a member of Corps des Mines. In 1997, she was appointed Budget Officer for Telecommunications and Defense at the Ministry of the Economy. She was Industrial affairs advisor to the Prime Minister’s Office between 1999 and 2002. In 2002, she joined the SUEZ group, where she held various positions (from 2002 to 2005 in the Strategy and Development Department; from 2005 to 2007 as Director of Performance and Organization; from 2007 to 2008 as Deputy Chief Operating Officer of Lyonnaise des Eaux; from 2009 to October 2011 as Chief Executive Officer of Lyonnaise des Eaux, in charge of water development in Europe). She was Deputy CEO at ENGIE in charge of Finance from October 2011 to November 2014, before being appointed as Chief Operating Officer and Director of ENGIE. She has been Chief Executive Officer at ENGIE since May 3, 2016.

**Main positions:**
- Chairwoman of Electrabel* (Belgium), Director of Axa and of the ENGIE* Foundation.

* Companies belonging to the ENGIE group.
## Ines KOLMSEE

**Independent Director**  
Member of the Strategy Committee  
48 years old  
German

### Biography:
Ines Kolmsee, born on April 4, 1970, was appointed as Director by the Shareholders’ Meeting of May 22, 2014. She holds several engineering degrees (ITU Berlin, Germany and École des Mines de Saint-Etienne, France), as well as an MBA (INSEAD Business School – France/Singapore). From 2004 to 2014 she was Chief Executive Officer of SKW Stahl-Metallurgie Group, a chemicals specialist with activities around the world. In 2010, she founded her own company in the rural electrification sector. In May 2015, she joined EWE AG, one of Germany’s biggest energy companies, as Chief Technology Officer (CTO), before deciding to focus on her own company, Smart Hydro Power GmbH. In October 2017, she was appointed Chief Executive Officer (CEO) of the Services & Solutions division at Aperam. She is also a Director at Umicore SA. Previously, she held several positions, including Chief Financial Officer at Arques Industrie AG.

### Main positions:
- Director of Umicore SA (Belgium) and Smart Hydro Power GmbH (Germany).

## Anne LAUVERGEON

**Independent Director**  
Chairwoman of the Appointments and Governance Committee and member of the Compensation Committee  
58 years old  
French

### Biography:
Anne Lauvergeon, born on August 2, 1959, is a Chief Engineer from the École des mines and a former student of the École normale supérieure and also has a degree in Physics. She started her career in 1983 in the steel industry at Usinor. In 1984, she was tasked with chemical safety-related issues in Europe for the Commissariat à l’énergie atomique (CEA), the French nuclear energy authority. From 1985 to 1988, she was in charge of subsoil administration in Ile-de-France. In 1988, she was appointed Deputy Department Head at the Conseil Général des Mines. In 1990, Ms. Lauvergeon was appointed Special Assistant for International Economy and Trade to the President of France, and in 1991 she was named Deputy Chief of Staff and Representative to the President of France for the organization of international summits (G7/G8). In 1995, she joined Lazard Frères as Managing Partner. In March 1997, Anne Lauvergeon joined the Alcatel group as Deputy CEO of Alcatel Télécom. She joined the Executive Committee of the Alcatel group in 1998. She supervised the group’s international activities and was in charge of the sector of Group Shareholdings in the Defense, Energy, Transportation and Nuclear Power sectors (Thomson, CSF, Alstom, Framatome). From June 1999 to July 2011, Ms. Lauvergeon was appointed Chairwoman and Chief Executive Director of COGEMA (now Areva NC). She founded Areva in June 2001. She was Chairwoman of the Board of the Areva group from July 2001 to June 2011. Since 2011, Anne Lauvergeon has been the Chair of ALP SA, a consultancy services firm. In 2013, Anne Lauvergeon was appointed Chairwoman of the Innovation Commission 2030. In 2014, she was appointed Chairwoman of the Board of Directors of Sigfox and was Chairwoman of the Board of Directors of BoostHeat from 2015 to 2017.

### Main positions:
- Director at American Express (USA), Rio Tinto (Australia) and Koç Holding (Turkey), Chairwoman of the Board of Directors of Sigfox.

## Pierre MONGIN

**Director**  
Member of the Compensation Committee  
63 years old  
French

### Biography:
Pierre Mongin was born on August 9, 1954 and holds a Master’s degree in Economics from the University of Paris I, as well as degrees from the Institut d’études politiques in Paris and from the École nationale d’administration (Voltaire Class). In 1980, he held the position of Deputy Prefect in the Ain, Arèges and Yvelines departments. He became a Technical Advisor for the National Police in the French Interior Affairs Ministry in 1984, and then Advisor to the Interior Affairs Minister for Local Authorities, and finally Chief of Staff to the Deputy Minister for Local Authorities. He was in charge of administrative and financial affairs and relations with the Paris Council at the Paris Prefecture of Police from 1988 to 1993. In 1993, he became Chief of Staff to the Prime Minister Édouard Balladur and Advisor for the French overseas departments and territories. In April 1993 he was appointed Prefect, first in the Eure-et-Loir, then in the Vaucluse, and in 1995, Prefect of the Auvergne and Prefect in the Puy de Dôme until 2004. In 2004, he was Chief of Staff to the Minister of the Interior, and in 2005 he was Chief of Staff to the Prime Minister. From 2006 to 2015, he was Chairman and CEO of RATP. He has been Deputy CEO and General Secretary of ENGIE since July 1, 2015.

### Main positions:
- Director of ENGIE Energie Services*, of the ENGIE* Foundation (France) and Electrabel (Belgium)*, Director of CMA-CGM, Member of the Steering Council for the Chambord estate.

* Companies belonging to the ENGIE group.
### Guillaume PEPY

**Independent Director**  
Chairman of the Audit and Financial Statements Committee and member of the Strategy Committee  
59 years old  
French

**Biography:**  
Guillaume Pepy, born on May 26, 1958, studied at the École nationale d’administration and is a Legal Advisor at the Conseil d’État (France’s highest administrative court). Guillaume Pepy has performed various functions at SNCF (Director of Main Lines, then Investment, Economy and Strategy Director, and in 2003 Chief Executive Officer) and in ministerial offices (Technical Adviser to the office of Michel Charasse, then Chief of Staff for Michel Dufour and Chief of Staff for Martine Aubry). Since February 26, 2008, Guillaume Pepy has been Chairman and Chief Executive Officer; then Chairman of the Management Board of SNCF.

**Main positions:**  
Chairman of the Management Board of SNCF, Chairman and CEO of SNCF Mobilités*, Member of the Supervisory Board of Systra*.

* Companies belonging to the SNCF group.

### Jérôme TOLOT

**Director**  
66 years old  
French

**Biography:**  
Jérôme Tolot, born on January 4, 1952, has a degree from INSEAD and the Institut d’études politiques de Paris and holds a DESS in Economics. Mr. Tolot joined Lyonnaise des Eaux in 1982 as Financial Controller, after beginning his career at the consulting firm McKinsey and Indosuez bank. He was then successively Deputy CEO for Finance and Development at Degrémont, Director and Chief Executive Officer of the GTM and VINCI groups, and Chairman and Chief Executive Officer of Sita. In 2002, he was appointed Deputy CEO and member of the Management Board of SUEZ. In 2005, he became Director and Chief Executive Officer of SUEZ Energie Services, which became ENGIE Energie Services. Jérôme Tolot joined the Executive Committee of ENGIE in July 2008 and then, in 2011, became a member of the Management Committee and Deputy CEO of ENGIE. From January 1 to December 31, 2016, he supervised ENGIE’s entities in Europe, except for regulated and global activities.

**Main positions:**  
Chairman of the Board of Directors of Société Monégasque de l’Électricité et du Gaz–SMEG* (Monaco),  
Chief Executive Officer of Chantiers du Cardinal.

* Companies belonging to the ENGIE group.
## DIRECTORS REPRESENTING EMPLOYEES

### Enric Xavier AMIGUET I ROVIRA

- **Director elected by the employees**
- **Member of the Ethics and Sustainable Development Committee**
- **49 years old**
- **Spanish**

**Biography:**
Enric Amiguet i Rovira, born on November 21, 1968, is a graduate of the Catalan School of Public Relations and ESIC Business & Marketing School, holds an Executive MBA from EADA Business School, and has undergone training at IFA. He joined Aguas de Barcelona in 1994, where he held various positions. After starting out in the Office of the Chairman where he was in charge of protocol, public relations and press, he joined the Security Department in 2002, where he was responsible for customer relations. He then worked in Corporate Marketing, focusing on online and green marketing. Since 2010, he has held project development roles within the Customer Management Department. He is currently developing projects at the Corporate Marketing Department of SUEZ Spain.

**Main positions:**
- 

### Agatta CONSTANTINI

- **Director elected by the employees**
- **Member of the Compensation and Strategy Committees**
- **53 years old**
- **French**

**Biography:**
Agatta Constantini, born on February 23, 1965, holds a diploma in secretarial studies and communications. She joined Lyonnaise des Eaux in 1993 as a receptionist. She then became a switchboard operator. She participated in the creation of network scheduling in 1999 and held various positions there until 2007. She was appointed store manager in 2007 and senior purchasing technician in 2008. Agatta Constantini is currently a project manager at SUEZ.

**Main positions:**
- 

## DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS

### Guillaume THIVOLLE

- **Employee shareholder Director**
- **58 years old**
- **French**

**Biography:**
Guillaume Thivolle was born on July 16, 1959. He holds a diploma from the École supérieure d’administration des entreprises (Paris), and has worked in several industrial groups: Pernod Ricard, Grosfillex and Alcatel, before joining the Environment sector, first with GILS and later with the IRH Ingenieur Conseil group. In January 2011, he joined Degrémont and was then in charge of the Water Treatment Services Development division within the SUEZ group. He is currently Project Director in the Human Resources Department of the SUEZ group.

**Main positions:**
- 

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# Proposed New Members of the Board of Directors

### Brigitte Taittinger-Jouyet

**Independent Director**  
58 years old  
French  

**Biography:**  
Brigitte Taittinger-Jouyet was born on August 7, 1959. She is a graduate of the Institut d’Etudes Politiques de Paris and holds a Master’s in History from the Faculty of Human Sciences at Reims University. In 1984, she was appointed Advertising Manager at Publicis, before joining the Marketing department within the Taittinger Group in 1988, where she was in charge of industrial and hotel companies. From 1991 to 2012, she was Chairwoman and CEO of the perfume company Annick Goutal. From 1995 to 2013, she was also Vice-President of Baccarat. Between 2013 and 2017, she was Director of Strategy and Development at Sciences Po Paris. She has been also a Director of HSBC France since 2008, of the Centre Pompidou since 2013 and of Fnac Darty since 2014.

**Main positions:**  
Director of HSBC France, of the Centre Pompidou and of Fnac Darty.

### Franck Bruel

**Director**  
55 years old  
French  

**Biography:**  
Franck Bruel was born on July 8, 1962. Since December 2016, he is Executive Vice-President of ENGIE, member of the Executive Committee, and head of the France BtoB BU. Franck Bruel has extensive experience in the services industry, both in France and abroad. He began his career at L’Oréal before joining the Pinault Distribution group, followed by the Samse group, where he held marketing and sales positions. In 2000, he joined Saint Gobain where he was successively appointed President of the Paris Region for the Point P group, Chief Executive Officer of Dahl in Sweden in 2004, and Chief Executive Officer of Point P in 2006. In 2010, he joined the family-owned group Sonepar (world leader in the distribution of electrical equipment) as Chief Operating Director, before being appointed Chief Executive Officer of the group. He joined ENGIE in 2016.

**Main positions:**  
Director of Axima Concept*, ENGIE E.S*, Ineo* and ANTALIS International.

* Companies belonging to the ENGIE group.
Reports to the Shareholders’ Meeting
— STATUTORY AUDITORS’ REPORT ON RELATED PARTY AGREEMENTS AND COMMITMENTS —

Statutory auditors’ report
— on related party agreements and commitments —

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Annual General Meeting of SUEZ,

In our capacity as Statutory Auditors of your Company, we hereby present to you our report on related party agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements and commitments indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements and commitments. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code (Code de commerce), to assess the relevance of these agreements and commitments prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code (Code de commerce) of the continuation of the implementation, during the year ended December 31, 2017, of the agreements and commitments previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.


AGREEMENTS AND COMMITMENTS SUBMITTED FOR APPROVAL TO THE ANNUAL GENERAL MEETING

Agreements and commitments authorized and concluded during the year ended December 31, 2017

In accordance with Article L. 225-40 of the French Commercial Code (Code de commerce), we have been notified of the following related party agreements and commitments, concluded during the year ended December 31, 2017, which received prior authorization from your Board of Directors.

WITH SOCIÉTÉ GÉNÉRALE

PERSON CONCERNED
Mr Gérard Mestrallet, Director of Société Générale and Chairman of the Board of Directors of your Company.

a) Nature and purpose
A bridge loan agreement between your Company and The Bank of Tokyo-Mitsubishi UFJ, Ltd., HSBC Bank plc, Morgan Stanley Bank International Limited and Société Générale Corporate & Investment Banking (Subsidiary of Société Générale) was authorized by the Board of Directors of your Company on February 28, 2017.

Conditions
A USD 3,500,000,000 bridge loan agreement, to finance the acquisition of the GE Water & Process Technologies business, was entered into on March 8, 2017 between your Company and The Bank of Tokyo-Mitsubishi UFJ, Ltd., HSBC Bank plc, Morgan Stanley Bank International Limited and Société Générale Corporate & Investment Banking (subsidiary of Société Générale). This bridge loan agreement was not used and definitely ended in October 2017.

Reasons justifying why the Company benefits from this agreement
Your Board of Directors gave the following reason:

The Board notes that Société Générale has the advantage of usually participating in the financing of your Company, having knowledge of the financing documentation of your Company on the basis of which the loan would be negotiated. It also notes that the fees and interest that would be collected by Société Générale under the loan, negotiated in the best interests of your Company with Société Générale and three other leading banks, are based on market conditions for similar operations. These fees and interest are determined in strict proportion to its obligations under the mandate and will therefore be equivalent to the fees and interest due to the other leading banks that will participate in the loan.

b) Nature and purpose
Placement and guarantee agreement authorized by the Board of Directors on May 10, 2017.

Conditions
As part of your Company’s capital increase on May 24, 2017 to fund the acquisition of the GE Water & Process Technologies business, your Company entered into an investment and guarantee agreement with Morgan Stanley & Co. International plc, Société Générale, Citigroup Global Markets Limited, Credit Agricole Corporate and Investment Bank, HSBC Bank plc, Caixa Bank and Natixis. This contract was executed on May 16, 2017.

Under this investment and guarantee agreement, the guarantors undertook to subscribe investors, or failing this, to subscribe for the new shares issued.
Reasons justifying why the Company benefits from this agreement
Your Board of Directors gave the following reason:
The conclusion of this guarantee and placement agreement is part of your Company’s capital increase project, of which it forms an inseparable component, in accordance with market practices. In this respect, it is recalled the interest that this contract presents for your Company in order to allow the good realization of the Capital Increase.

AGREEMENTS AND COMMITMENTS PREVIOUSLY APPROVED BY THE ANNUAL GENERAL MEETING

Agreements and commitments approved in prior years, which continued to be performed during the year ended December 31, 2017

In accordance with Article R. 225-30 of the French Commercial Code (Code de commerce), we have been notified that the implementation of the following agreements and commitments, which were approved by the Annual General Meeting in prior years, continued during the year ended December 31, 2017.

With Criteria Caixa (formerly Criteria Caixaholding)

PERSON CONCERNED
Mr Jean-Louis Chaussade, Director of Criteria Caixa and Chief Executive Officer and Director of your Company.

Nature and purpose
“Master Agreement” entered into between Agbar, Criteria Caixa and your Company.

Conditions
The Board of Directors of your Company authorized during its July 17, 2014 meeting that a framework agreement be concluded at that same date between your Company, Agbar and Criteria Caixa, which provides for the following elements:

- the transfer by Criteria Caixa of its 24.26% stake in HISUSA in counterpart to the issuance of EUR 22 million new shares of your Company and a EUR 298,574 million cash amount, subsequent to the execution of a contribution agreement and the delivery of an independent auditors’ report confirming the valuation of the contribution and the fairness of this value with the proposed remuneration (completed on September 17, 2014);
- the acquisition by Criteria Caixa from Agbar of a 15% stake in Aigues de Barcelona, E.M. De Gestió Del Cicle Integral de l’Aigua, S.A., 85% of which is currently held by Agbar and 15% of which is currently held by the Barcelona Metropolitan Area (completed in 2014);
- the acquisition by Criteria Caixa of a 14.5%-stake in Aguas de Valencia, S.A. from your subsidiary SUEZ Groupe (completed in 2014);
- the cooptation by the Board of Directors of your Company of a Director designated by Criteria Caixa, as soon as the latter holds 5% of your Company’s share capital. During its October 29, 2014 meeting, your Board of Directors coopted Mr Isidro Fainé Casas and appointed him as a member of the Strategy Committee;
- the commitment for Criteria Caixa to increase its interest in the share capital of your Company up to 7%;
- the obligation for Criteria Caixa to keep its shares for a period of four years from the realization of the contribution.

Your Board of Directors indicated that, when this agreement is signed, it would allow reinforcing the long-term partnership between your Company and Criteria Caixa, in Spain and in France, with Criteria Caixa becoming the second main shareholder of your Group subsequent to this operation.

Courbevoie and Paris-La Défense, March 20, 2018
The Statutory Auditors
French original signed by

MAZARS
Achour Messas Dominique Muller

ERNST & YOUNG et Autres
Jean-Pierre Letartre Stéphane Pédron
Resolutions to be submitted to
— the Ordinary Shareholders’ Meeting —

Approval of the annual and consolidated financial statements for the fiscal year ended December 31, 2017 (Resolutions 1 and 2)

PURPOSE
The first two resolutions allow you to approve, after reviewing the Board of Directors’ and Statutory Auditors’ Reports, the Company’s annual financial statements, which show a net income of EUR 392,692,851.21, and SUEZ’s consolidated financial statements, which show a net income Group share of EUR 301.8 million.

RESOLUTION 1
(The purpose of this resolution is to approve the Company financial statements for the fiscal year ended December 31, 2017)

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, 2017, 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 392,692,851.21.

RESOLUTION 2
(The purpose of this resolution is to approve the consolidated financial statements for the fiscal year ended December 31, 2017)

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, 2017, 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.

Allocation of net income for the fiscal year ended December 31, 2017 and determination of the dividend (Resolution 3)

PURPOSE
In Resolution 3, the Board of Directors asks you to acknowledge the net income for the year ended December 31, 2017 of EUR 392,692,851.21, and the distributable income which, in addition to net income for the year, also includes the previous retained earnings, coming to a total of EUR 488,685,534.34.

You are also asked to approve the allocation of this distributable income and the payment of a dividend of EUR 0.65 per share for the 2017 fiscal year.

The ex-dividend date is May 22, 2018, with a payment date on May 24, 2018.
### RESOLUTION 3
(The purpose of this resolution is to approve the allocation of the net income for the fiscal year ended December 31, 2017 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, 2017:

- notes that the distributable income, consisting of net income for the fiscal year, amounts to EUR 392,692,851.21, to which are added previous retained earnings of EUR 95,992,683.13, amounting to a total of EUR 488,685,534.34; and
- resolves to allocate the distributable income of EUR 488,685,534.34 as follows:

#### Distributable income:

<table>
<thead>
<tr>
<th>Net income for fiscal year 2017</th>
<th>EUR 392,692,851.21</th>
</tr>
</thead>
<tbody>
<tr>
<td>Retained earnings from previous year</td>
<td>EUR 95,992,683.13</td>
</tr>
<tr>
<td><strong>Distributable income</strong></td>
<td><strong>EUR 488,685,534.34</strong></td>
</tr>
</tbody>
</table>

#### Proposed allocation:

| EUR 0.65 dividend with respect to fiscal year 2017 | EUR 403,885,676.40 |
| Retained Earnings | EUR 84,799,857.94 |

#### For information only, equity items after dividend payment

| Share capital | EUR 2,485,450.316 |
| Legal reserve | EUR 249,345,031.60 |
| Additional paid-in capital | EUR 5,236,416,832.14 |
| Retained earnings for fiscal year 2017 | EUR 84,799,857.94 |

The ex-dividend date will be on May 22, 2018 with a payment date on May 24, 2018.

In accordance with Article 243-b/s of the French General Tax Code, the Shareholders’ Meeting acknowledges the dividend amounts paid in the last three fiscal years:

<table>
<thead>
<tr>
<th>(in €)</th>
<th>Dividend paid per share</th>
<th>Total dividend distributed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fiscal year 2014</td>
<td>0.65</td>
<td>350,324,292.50</td>
</tr>
<tr>
<td>Fiscal year 2015</td>
<td>0.65</td>
<td>352,718,254.20</td>
</tr>
<tr>
<td>Fiscal year 2016</td>
<td>0.65</td>
<td>366,612,815.40</td>
</tr>
</tbody>
</table>

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 in the version in force on December 31, 2017.

### Composition of the Board
(Resolutions 4 to 9)

#### PURPOSE

You are being asked to renew the terms of four Directors (Ms. Judith Hartmann, Mr. Francesco Caltagirone, Mr. Pierre Mongin and Mr. Guillaume Pepy), for a period of four years ending at the end of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

You are also asked to appoint Ms. Brigitte Taittinger-Jouyet and Mr. Franck Bruel as Directors for a four-year term, i.e. until the end of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

#### RESOLUTION 4
(The purpose of this resolution is to renew the term of office of Mr. Francesco Caltagirone 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, noting that Mr. Francesco Caltagirone’s term of office as Director expires at the end of this Shareholders’ Meeting, resolves to renew his mandate for a term of four (4) years expiring at the close of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

#### RESOLUTION 5
(The purpose of this resolution is to renew the term of office of Ms. Judith Hartmann 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
Text of the resolutions
— RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS’ MEETING —

Directors’ Report, noting that Ms. Judith Hartmann’s term of office as Director expires at the close of this Shareholders’ Meeting, resolves to renew her mandate for a term of four (4) years expiring at the close of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

RESOLUTION 6
(The purpose of this resolution is to renew the term of office of Mr. Pierre Mongin 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, noting that Mr. Pierre Mongin’s term of office as Director expires at the close of this Shareholders’ Meeting, resolves to renew his mandate for a term of four (4) years expiring at the close of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

RESOLUTION 7
(The purpose of this resolution is to renew the term of office of Mr. Guillaume Pepy 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, noting that Mr. Guillaume Pepy’s term of office as Director expires at the close of this Shareholders’ Meeting, resolves to renew his mandate for a term of four (4) years expiring at the close of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

RESOLUTION 8
(The purpose of this resolution is to appoint Ms. Brigitte Taittinger-Jouyet 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, decides to appoint Ms. Brigitte Taittinger-Jouyet as Director for a term of four (4) years, to expire at the close of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

RESOLUTION 9
(The purpose of this resolution is to appoint Mr. Franck Bruel 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, decides to appoint Mr. Franck Bruel as Director for a term of four (4) years, to expire at the close of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2021.

Renewal of the term of office of the lead statutory auditor (Resolution 10)

PURPOSE

You are asked to renew the mandate of Ernst & Young, for a six-year term expiring at the end of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2023.

RESOLUTION 10
(The purpose of this resolution is to renew the mandate of Ernst & Young et Autres as lead Statutory Auditor)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholder’s Meetings, after having deliberated and reviewed the Board of Directors’ Report and noting that the mandate of Ernst & Young et Autres as lead Statutory Auditor expires at the close of this Shareholders’ Meeting, decides to renew its mandate for a term of six (6) years expiring at the close of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2023.

The Statutory Auditor informed the Company in advance that it would accept the mandate renewal.

Approval of related-party agreements (Resolution 11)

PURPOSE

You are asked to approve two new related-party agreements authorized by the Board of Directors in 2017, which are described in the Statutory Auditors’ Special Report found on page 42 of this Notice. They concern a bridge loan agreement and a placement and underwriting agreement entered into with Société Générée, a company within which Gérard Mestrallet, the Chairman of the Board of Directors, holds a position as director. These agreements were entered into for the financing of the acquisition of GE Water & Process Technologies’ activities. It is specified, however, that the Company did not need to use the bridge loan for the acquisition, which was definitively terminated in October 2017.
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 and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code:

- approves the two related-party agreements authorized by the Board of Directors during fiscal year 2017 referred to in said report;
- approves the terms of said report, and acknowledges that the related-party agreements and commitments entered into and approved by previous Shareholders’ Meetings, referred to therein, continued during the past fiscal year.

Compensation of the Corporate Officers (Resolutions 12 to 15)

PURPOSE

In Resolutions 12 and 14 and in accordance with the provisions of Article L. 225-37-2 of the French Commercial Code, you are asked to approve the compensation policies for the Chairman of the Board of Directors and the Chief Executive Officer for fiscal year 2018.

In Resolutions 13 and 15 and in accordance with the provisions of Article L. 225-100 of the French Commercial Code, you are also asked to approve the elements of compensation and benefits of all kinds due or awarded for fiscal year 2017 to Mr. Gérard Mestrallet, Chairman of the Board of Directors, and to Mr. Jean-Louis Chaussade, Chief Executive Officer.

A detailed description of the compensation policies and elements of compensation appears in chapter 15 of the Company’s 2017 Reference Document and on pages 19 to 24 of this Notice.

RESOLUTION 12

(The purpose of this resolution is to approve the compensation policy for fiscal year 2018 of the Chairman of the Board of Directors)

Having reviewed the Corporate Governance Report stipulated by Article L. 225-37 of the French Commercial Code, the Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders’ Meetings, approves the principles and criteria for determining, dividing and allocating the fixed, variable and exceptional elements comprising the total compensation and benefits of all kinds of the Chairman of the Board of Directors due to him because of his term of office.

RESOLUTION 13

(The purpose of this resolution is to approve the elements of compensation due or awarded for fiscal year 2017 to Mr. Gérard Mestrallet, Chairman of the Board of Directors)

Pursuant to Article L. 225-100 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 the fiscal year 2017 to Mr. Gérard Mestrallet, Chairman of the Board of Directors, as presented in the Corporate Governance Report stipulated by Article L. 225-37 of said Code and as set out in section 15.1.6 of the Company’s 2017 Reference Document.

RESOLUTION 14

(The purpose of this resolution is to approve the compensation policy for fiscal year 2018 of the Chief Executive Officer)

Having reviewed the Corporate Governance Report stipulated by Article L. 225-37 of the French Commercial Code, the Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders’ Meetings, approves the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements comprising the total compensation and benefits of all kinds of the Chief Executive Officer as presented in section 15.1.1 of the Company’s 2017 Reference Document, due to him because of his term of office.

RESOLUTION 15

(The purpose of this resolution is to approve the elements of compensation due or awarded for fiscal year 2017 to Mr. Jean-Louis Chaussade, Chief Executive Officer)

Pursuant to Article L. 225-100 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 2017 to Mr. Jean-Louis Chaussade, Chief Executive Officer, as presented in the Corporate Governance Report stipulated by Article L. 225-37 of said Code and as set out in section 15.1.6 of the Company’s 2017 Reference Document.
Authorization to be granted to the Board of Directors to trade in the Company’s shares (Resolution 16)

PURPOSE

In Resolution 16, you are asked to renew the Board of Directors’ authorization, for a period of 18 months, to trade in the Company’s shares, and to cancel the corresponding authorization previously granted by the Shareholders’ Meeting of May 10, 2017.

The purposes of the share buyback program, as well as the description of the authorization submitted for approval, are detailed in Resolution 16, as well as in section 21.1.3 of the 2017 Reference Document.

The terms of this resolution shall not apply in the event of a public offering made on the Company’s shares.

Please note that, as of December 31, 2017, the Company held 5,067,913 treasury shares, i.e. 0.81% of the share capital. Details on the use of this authorization granted to the Board of Directors in 2017 are set out in section 21.1.3 of the 2017 Reference Document.

RESOLUTION 16

(The purpose of this resolution is to authorize the Company to trade its own shares)

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 in compliance with the provisions of the French Commercial Code, specifically Articles L. 225-209 et seq. thereof, the directly applicable provisions of Regulation (EC) no. 596/2014 of April 16, 2014, the provisions of the General Regulation of the French Financial Market Authority, and market practices permitted by the French Financial Market Authority, authorizes the Board of Directors, with the option to subdelegate as permitted by law, to purchase the Company’s shares or have them purchased in order to:

- ensure the liquidity and promote the secondary market for the Company’s shares through an investment services provider acting independently under a liquidity contract in accordance with the Ethics Charter recognized by the French Financial Market Authority; or
- subsequently cancel all or part of the shares thus purchased under the conditions and limitations of Article L. 225-209 of the French Commercial Code, as part of a capital reduction that would be resolved or authorized by the Shareholders’ Meeting; or
- implement the allocation or disposal of shares to employees or former employees and/or corporate officers or former corporate officers of the Company and/or companies affiliated with it, or which will be affiliated with it, in France and/or outside of France, as provided by Article L. 225-180 of the French Commercial Code, particularly in the context of any stock option plans, any bonus share plans, any employee shareholding plan, or any form of compensation practiced by the Company, specifically under the relevant provisions of the French Commercial Code and/or French Labor Code, or French or foreign laws and regulations, and for any hedges set up for such transactions and related commitments of the Company, under the conditions approved by the market authorities and at the times that the Board of Directors or the person acting on behalf of the Board of Directors deems appropriate; or
- hedge securities granting entitlement to the Company’s shares, which shares are to be delivered at the time of exercise of the rights attached to securities granting entitlement to the allocation of the Company’s shares, either through redemption, conversion, exchange, presentation of a warrant or by any other means of allocation of Company shares; or
- more generally, pursue any other goal that is or becomes authorized by law or regulations, or engage in any market practice that is or becomes approved by financial market regulators, provided that the Company’s shareholders are formally notified thereof via a press release.

Share purchase volumes are subject to the following limits:

- the number of shares acquired during the term of the share buyback program must not exceed 10% of the shares of the Company’s share capital, at any time, on the understanding that this percentage applies to a share capital adjusted according to transactions impacting it and performed after this Shareholders’ Meeting and, with respect to the special case of shares acquired under a liquidity contract, the number of shares used to calculate the 10% limit corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization;
- the number of shares that the Company holds at any time must not exceed 10% of the shares of the Company’s share capital on the relevant date, on the understanding that this percentage applies to share capital that has been adjusted according to transactions impacting it that are performed after this Shareholders’ Meeting.

The Shareholders’ Meeting resolves that the maximum purchase price per share is set at EUR 25 (or the equivalent value of this amount on the date of acquisition in any other currency), excluding acquisition cost.

Consequently, on an indicative basis and pursuant to Article R. 225-151 of the French Commercial Code, the Shareholders’ Meeting sets the maximum number of shares that may be purchased at 62,136,257 and the maximum overall amount allocated to the above-mentioned authorized share buyback program at EUR 1,533,406,425 calculated on the basis of the Company’s share capital as of February 28, 2018, consisting of 621,362,579 shares.

Shares may be purchased, sold, exchanged or transferred on one or more occasions by any means, except for the sale of put options under the conditions approved by the market authorities, at all times in accordance with current legal provisions. However, if a third party has filed a public tender offer for the Company’s shares, the Board of Directors may not,
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during the offer period, implement this resolution without prior authorization of the Shareholders’ Meeting.

The Shareholders’ Meeting grants the Board of Directors, with the ability to subdelegate as permitted by law and the Company’s bylaws, in the event of a change in the nominal value of the share, an increase in share capital through the incorporation of reserves, bonus shares allocation, stock splits or reverse splits, distribution of reserves or any other assets, share capital amortization or any other transactions involving shareholders’ equity, and the power to adjust the aforementioned maximum purchase price to take the impact of such transactions on the share price into account.

The Shareholders’ Meeting grants full powers to the Board of Directors, including the option to subdelegate as permitted by law and the Company’s bylaws, to implement this authorization, in particular to determine the timeliness of launching a share buyback program and to specify, if necessary, the terms and procedures for carrying out the share buyback program, and specifically to submit any market order, enter into any agreements, particularly in view of keeping records of purchases and sales of shares, carry out any formalities and make statements to any bodies, including the French Financial Market Authority, and, in general, to do whatever is necessary.

Reduction of the Company’s share capital by cancellation of treasury shares held by the Company (Resolution 17)

PURPOSE
Under the terms of Resolution 17, you are asked to renew the authorization to allow the Board of Directors to cancel some or all of the shares acquired as part of the share buyback program and to reduce the share capital by up to 10% of the existing share capital per 24-month period. Details on the Board of Directors’ use of this authorization in 2017 are set out in section 16.4 of the 2017 Reference Document.

RESOLUTION 17
(The purpose of this resolution is to authorize the Board of Directors to reduce the Company’s share capital by canceling treasury shares)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Special Report, in accordance with Articles L. 225-209 et seq. of the French Commercial Code:

1. Authorizes the Board of Directors to reduce the Company’s share capital, on one or more occasions, in the proportions and at the times it considers appropriate, by canceling all or some of the shares acquired by the Company, in accordance with Resolution 16 submitted to this Shareholders’ Meeting, or as part of a previous share buyback program authorization granted previously or subsequently by a Shareholders’ Meeting, up to a maximum of 10% of the Company’s share capital (as may be adjusted to take into account any transactions on the Company’s share capital after the date of this Shareholders’ Meeting) per 24-month period, on the understanding that this percentage will be calculated on the date of the Board of Directors’ decision to reduce the share capital;

2. Grants full powers to the Board of Directors, including the option to sub-delegate under conditions provided by law and the Company’s bylaws, to:
   - decide on the share capital reduction(s),
   - determine the final amount, specify the terms and conditions thereof, and record its completion,
   - allocate the difference between the book value of the canceled shares and their nominal amount to all items corresponding to reserves and premiums,

The Shareholders’ Meeting also grants full powers to the Board of Directors, including the option to subdelegate as permitted by law and the Company’s bylaws and within the legal and regulatory limits concerned, to make any permitted reallocations of the purchased shares in accordance with one or more objectives of the share buyback program, or to sell them, on the stock market or over-the-counter, it being understood that such allocations and sales may involve shares repurchased under previous authorizations.

This authorization is granted for a term of eighteen (18) months from the date of this Shareholders’ Meeting. It supersedes, as of today, all previous authorizations having the same purpose, and therefore any unused portion of the previous authorization granted to the Board of Directors under Resolution 10 of the Combined Shareholders’ Meeting of May 10, 2017.

The Shareholders’ Meeting notes that, in accordance with applicable laws and regulations, if the Board of Directors uses this delegation, it must report to the next Ordinary Shareholders’ Meeting on how it has used the authorizations granted under this resolution.
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- amend the bylaws accordingly,
- carry out all publications and formalities and
- in general, do whatever is necessary;

3. Decides that this authorization supersedes, as of today, all previous authorizations having the same purpose, and therefore any unused portion of the previous authorization granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 11.

This authorization is granted for a term of twenty-six (26) months as of the date of this Shareholders’ Meeting.

Financial delegations to be granted to the Board of Directors (Resolutions 18 to 23)

PURPOSE
The Shareholders’ Meeting of May 10, 2017 delegated its authority to the Board of Directors, for a period of 26 months, to issue securities, with retention or waiver of the shareholders’ preferential subscription rights, to public or institutional investors or in consideration for securities contributed to the Company.

Under the terms of Resolutions 18 to 23, you are asked to renew in advance the authorizations granted by the Shareholders’ Meeting of May 10, 2017, for a further 26-month period and under equivalent limits, it being specified that these authorizations were partially used to increase the Company’s capital by EUR 750 million in order to finance the acquisition of GE Water & Process Technologies’ activities in 2017. The renewal of these authorizations would enable the Board of Directors, in the interests of the Company, to continue to have the necessary authorizations to be able to seize market opportunities and to carry out strategic transactions.

These authorizations would not be used in the event of a public offering on the Company’s shares.

The financial delegations that are submitted to the vote of this Shareholders’ Meeting are subject to various caps:

- concerning capital increases through the issue of shares or securities with retention of the preferential subscription rights (Resolution 18), the nominal amount of the set cap is EUR 497 million (i.e. representing, as in 2017, about 20% of the share capital), and EUR 3 billion for issues of securities representing debt or similar instruments granting immediate or future access to the Company’s capital;

- concerning capital increases through the issue of shares or securities with waiver of the preferential subscription rights (Resolutions 19, 20, 22 and 23), the nominal amount of the set cap is EUR 248 million (i.e. representing, as in 2017, about 10% of the share capital), and EUR 3 billion for issues of securities representing debt or similar instruments granting immediate or future access to the Company’s capital;

For issues of securities representing debt or similar instruments granting immediate or future access to the Company’s capital:

It should also be understood that the nominal amount of securities to be issued pursuant to Resolution 21, which allows for an increase in the number of shares to be issued in the event of oversubscription, up to a maximum of 15% of the initial number of shares issued as part of capital increases with retention or waiver of the preferential subscription rights, would be counted against (i) the cap on the authorization under which the initial issue is made and (ii) the overall caps provided in Resolution 28 and described below:

- the overall caps set by Resolution 28: (i) for all capital increases through the issue of shares that may be carried out under the delegations submitted to the vote of this Shareholders’ Meeting (including Resolutions 24, 25 and 26 concerning employee shareholding and Resolution 27 concerning the granting of performance shares), a cap set at a nominal amount of EUR 497 million (i.e. about 20% of the share capital), (ii) for issues of securities representing debt or similar instruments granting immediate or future access to the Company’s capital, a cap set at EUR 3 billion, and (iii) for all capital increases through the issue of shares that may be carried out with waiver of the preferential subscription rights, under Resolutions 19, 20, 22 and 23, a cap set at a nominal amount of EUR 248 million (i.e. about 10% of the share capital).

Delegation of authority to be granted to the Board of Directors in order to carry out capital increases with retention of the shareholders’ preferential subscription rights (Resolution 18)

PURPOSE
In Resolution 18, it is proposed to renew the authorization granted to the Board of Directors to carry out capital increases through the issue of common shares or securities representing debt securities or other securities granting immediate or future access to the Company’s share capital, with retention of the shareholders’ preferential subscription rights, up to a nominal amount of EUR 497 million, representing approximately 20% of the Company’s share capital.
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**RESOLUTION 18**

(The purpose of this resolution is to delegate authority to the Board of Directors to increase the Company’s share capital by issuing, with retention of the shareholders’ preferential subscription rights, common shares of the Company and/or any securities granting access to the Company’s equity securities or entitlement right to the allocation of debt securities)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Report, in accordance with Articles L. 225-129 et seq. and L. 228-91 et seq. and specifically Articles L. 225-129-2 and L. 228-92:

1. Delegates its authority to the Board of Directors, including the power to subdelegate under conditions provided by law and the Company’s bylaws, to increase the share capital on one or more occasions, in France and abroad, in the proportions and at the times it considers appropriate, in euros or in foreign currency, by issuing, with retention of shareholders’ preferential subscription rights, (i) common shares of the Company; (ii) securities that are equity securities granting access to other equity securities of the Company or a right to the allocation of debt securities; and/or (iii) securities, including debt securities, granting access to equity securities to be issued by the Company, it being understood that subscription of these shares and other securities may be accomplished in cash or by way of offsets for liquid payable debts;

2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities granting access to preferred shares;

3. Decides that capital increases may be carried out at all times, in accordance with current regulations on the date of transactions under consideration. However, if a third party has filed a public tender offer for the Company’s shares, the Board of Directors may not, during the offer period, decide to implement this delegation of authority without prior authorization from the Shareholders’ Meeting;

4. Resolves that the maximum nominal amount of capital increases that may be carried out pursuant to this delegation, immediately or in the future, may not exceed the cap of EUR 497 million (i.e. as of February 28, 2018, about 20% of the share capital) or the counter-value of this amount, set in Resolution 28 of this Shareholders’ Meeting, and does not take into account adjustments that could be made in accordance with legal and regulatory provisions, and, if required, with contractual stipulations that implement other adjustments intended to preserve the rights of bearers of securities or other rights granting access to the Company’s share capital;

5. Resolves that the maximum nominal amount of securities representing debt or similar securities granting access to the Company’s share capital that may be issued under this delegation of authority may not exceed the EUR 3 billion cap, or the counter-value of this amount, set forth under Resolution 28 of this Shareholders’ Meeting;

6. Notes that this delegation automatically includes, for the benefit of the holders of the securities issued under this delegation, which grant access to the Company’s share capital, a waiver by shareholders of their preferential subscription rights to new shares to which these securities will immediately or in the future grant entitlement;

7. Resolves that shareholders may exercise, under the conditions provided by law, their preferential subscription rights to the full proportion of numbers of shares that they own. Furthermore, the Board of Directors shall have the option to:

   - grant shareholders the right to subscribe for excess shares that outnumber the shares they subscribed for as of right, proportionately to the rights which they enjoy and, in all events, up to the limit or their request, and
   - in accordance with the provisions of Article L. 225-134 of the French Commercial Code, if subscriptions in proportion to existing shareholdings, and where applicable, excess subscription does not account for the entire issue of shares or securities as set out above, may use, under the conditions provided by law and in the order that it deems appropriate, one and/or the other of the options listed below:
     - limit the capital increase to the amount of subscriptions, provided that this amount reaches at least three quarters of the capital increase decided upon,
     - allot at its discretion some or all of the shares or securities issued and not subscribed,
     - offer to the public all or part of the unsubscribed shares or securities issued, on the French and/or international markets;

8. Decides that the issuance of Company’s share warrants that could be carried out under this delegation may be done by subscription offer, but also by free grant to shareholders of existing shares, it being understood that the Board of Directors shall be entitled to decide that the fractional rights are not negotiable and that the corresponding securities will be sold;

9. Decides that the amount received or to be received by the Company for each of the shares issued in connection with this delegation shall be at least equal to the nominal value of the shares on the date of issue of such securities;

10. Grants full powers to the Board of Directors, including the power to subdelegate as permitted by law and the Company’s bylaws, to undertake the aforementioned issuances pursuant to the terms and conditions it decides upon as provided by law, and specifically to:

   - determine the issue dates and procedures as well as the form and characteristics of the shares and/or securities to be issued, set the number of shares and/or other securities to be issued, as well as their terms and conditions, and
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specifically their issue price, if applicable, the amount of the premium, the conditions of their payment and their effective date (retroactively, if necessary),
– suspend, if required, the exercise of the rights attached to these securities under the circumstances and subject to the limits set forth by applicable laws and regulations,
– decide and carry out, as a result of the issuance of shares and/or securities granting access to the Company’s share capital, all necessary measures to protect the rights of holders of securities granting access to the Company’s share capital, of options to subscribe for or purchase shares, or of rights to bonus shares, in accordance with the applicable laws and regulations and, where relevant, applicable contractual provisions,
– decide not to take into account treasury shares for the determination of preferential subscription rights attached to other shares,
– at its sole initiative, apply the fees of any issuance to the amount of the related premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital after each increase, and
– generally, take any necessary measures, enter into any agreements, require any authorizations, carry out any formalities and do everything necessary to bring the issuances to a successful conclusion or to postpone them, and specifically record the share capital increase(s) resulting from any issuance carried out under this delegation, modify the bylaws accordingly and request the listing of any securities issued under this delegation;

11. Notes that if the Board of Directors uses this delegation, it must report to the next Ordinary Shareholders’ Meeting, in accordance with the applicable laws and regulations on use of the authorizations granted under this delegation;

12. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous delegation granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 12.

This delegation is granted for a term of twenty-six (26) months as of the date of this Shareholders’ Meeting.

Delegations of authority to be granted to the Board of Directors in order to carry out capital increases with waiver of the shareholders’ preferential subscription rights (Resolutions 19 and 20)

PURPOSE

In Resolutions 19 and 20, it is proposed to renew the authorizations granted to the Board of Directors by the Shareholders’ Meeting of May 10, 2017, under equivalent conditions and limits, to carry out capital increases of common shares and/or securities representing debt securities or other securities granting immediate or future access to the Company’s share capital, with waiver of the shareholders’ preferential subscription rights, up to a nominal amount of EUR 248 million, representing approximately 10% of the share capital.

Under Resolution 19, which includes the possibility of a capital increase through a public offering, the Board of Directors could grant existing shareholders a priority subscription period for all or part of the proposed issuance.

The objective of Resolution 20, submitted for your approval, is to allow the issuance of shares or securities representing debt securities or other securities granting immediate or future access to the Company’s share capital, though private placement to institutional investors, in accordance with Article L. 411-2 II of the French Monetary and Financial Code.

RESOLUTION 19

(The purpose of this resolution is to delegate authority to the Board of Directors to increase the Company’s share capital with waiver of the preferential subscription rights, by a public issue of common shares of the Company and/or any securities granting access to equity securities to be issued or a right to the allocation of debt securities)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Report, and in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129 et seq. and specifically Articles L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 et seq.:

1. Delegates its authority to the Board of Directors, including the power to subdelegate under conditions provided by law and the Company’s bylaws, to increase the share capital through a public offering on one or more occasions, in France
and abroad, in the proportions and at the times it considers appropriate, in euros or in foreign currency, by issuing (i) common shares of the Company; (ii) securities that are equity securities granting access to other equity securities of the Company or a right to the allocation of debt securities; and/or (iii) securities, including debt securities, granting access to equity securities to be issued by the Company, it being understood that subscription of these equities and other securities may be accomplished in cash or by way of offsets for liquid payable debts;

2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities granting access to preferred shares;

3. Decides that capital increases may be carried out at all times, in accordance with current regulations on the date of transactions under consideration. However, if a third party has filed a public tender offer for the Company’s shares, the Board of Directors may not, during the offer period, decide to implement this delegation of authority without prior authorization from the Shareholders’ Meeting;

4. Resolves that the total nominal amount of capital increases that may be carried out pursuant to this delegation, immediately or in the future, may not exceed the nominal cap of EUR 248 million (i.e. as of February 28, 2018, about 10% of the share capital) or the counter-value of this amount, with the understanding that the maximum nominal amount will be counted against the overall nominal cap of EUR 497 million and against the maximum nominal amount of EUR 248 million, as set out in Resolution 28 of this Shareholders’ Meeting, and does not take into account adjustments that could be made in accordance with legal and regulatory provisions, and, if required, with contractual stipulations that implement other adjustments intended to preserve the rights of bearers of securities or other rights granting access to the capital of the Company;

5. Resolves that the maximum nominal amount of securities representing debt or similar securities granting access to the Company’s share capital that may be issued under this delegation of authority may not exceed the EUR 3 billion cap, or the counter-value of this amount, with the understanding that this maximum nominal amount will be counted against the overall nominal cap of EUR 3 billion, as set out in Resolution 28 of this Shareholders’ Meeting;

6. Resolves to cancel shareholders’ preferential subscription rights for shares and/or securities that may be issued under this delegation;

7. Delegates to the Board of Directors, pursuant to Article L. 225-135, paragraph 5 of the French Commercial Code, the power to establish in favor of the Company’s shareholders, for a period and according to terms and conditions it will determine in compliance with applicable laws and regulations, and for all or a part of the issuance thus implemented, a priority subscription period of no fewer than three trading days (according to current legislation); such priority subscription period will not generate tradable rights and may be exercised in proportion to the number of common shares held by each shareholder and supplemented, as the case may be, by a right to subscribe to excess shares, if the Board of Directors so decides;

8. Decides that if the subscriptions, including, where relevant, any subscriptions by shareholders, do not absorb the entire issue of shares or securities decided under this delegation, the Board of Directors may, under the conditions provided for by law and in the order it so determines, use one or more of the following options:
   - limit the capital increase to the amount of subscriptions, provided that this amount reaches at least three quarters of the capital increase decided upon,
   - allot at its discretion some or all of the shares or securities issued and not subscribed,
   - offer to the public all or part of the unsubscribed shares or securities issued, on the French and/or international markets;

9. Notes that this delegation includes, for the benefit of the holders of the securities issued under this delegation and granting access to the Company’s share capital, a waiver by shareholders of their preferential subscription rights for new shares or securities granting access to the capital to which these securities will immediately or in the future grant entitlement;

10. Decides that (i) the issue price of the shares issued under this delegation must be at least equal to the minimum value set forth in applicable laws and regulations in force on the issue date (as of this date, the weighted average share price of the three stock exchange trading days immediately preceding the date on which the issue price is set less a possible discount of up to 5%, after any correction to this average in the event of a difference in dividend entitlement dates); and (ii) the issue price of other securities shall be the amount immediately received by the Company plus any amount that it may receive subsequently, which is, for every share issued as a result of the issue of such securities, at least equal to the minimum issue price as defined in (i) of this paragraph;

11. Grants full powers to the Board of Directors, including the power to subdelegate as permitted by law and the Company’s bylaws, to undertake the aforementioned issuances pursuant to the terms and conditions it decides upon as provided by law, and specifically to:
   - determine the issue dates and procedures as well as the form and characteristics of the securities to be issued,
   - set the number of shares and/or other securities to be issued, as well as their terms and conditions, and specifically their issue price, if appropriate, the amount of the premium, the conditions of their payment and their effective date (retroactively, if necessary),
   - suspend, if required, the exercise of the rights attached to these securities under the circumstances and subject to the limits set forth by the applicable laws and regulations,
   - decide and carry out, as a result of the issuance of shares and/or securities granting access to equity securities to
be issued, all necessary measures to protect the rights of holders of securities granting access to the Company’s share capital, of options to subscribe for or purchase shares, or of rights to bonus shares, in accordance with the applicable laws and regulations and, where relevant, applicable contractual provisions,

- at its sole initiative, apply the fees of any issuance to the amount of the related premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital after each increase,

- generally, take any necessary measures, enter into any agreements, require any authorizations, carry out any formalities and do everything necessary to bring the issuances to a successful conclusion or to postpone them, and specifically record the share capital increase(s) resulting from any issuance carried out under this delegation, modify the bylaws accordingly and request the listing of any securities issued under this delegation;

12. Notes that if the Board of Directors uses this delegation of authority, it must report to the next Ordinary Shareholders’ Meeting, in accordance with the applicable laws and regulations, on how it has used this delegation;

13. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous authorization granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 13.

This delegation is granted for a term of twenty-six (26) months as of the date of this Shareholders’ Meeting.

RESOLUTION 20

(The purpose of this resolution is to delegate authority to the Board of Directors to issue, by way of private placement as referred to in Article L. 411-2 of the French Monetary and Financial Code, common shares and/or any securities granting access to equity securities of the Company or entitlement right to the allocation of debt securities, with waiver of the shareholders’ preferential subscription rights)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Report, and pursuant to Articles L. 225-129 et seq. and L. 228-91 et seq. and specifically Articles L. 225-129-2, L. 225-135, L. 225-136 and L. 228-92 of the French Commercial Code, and in accordance with the provisions of Article L. 411-2 of the French Monetary and Financial Code:

1. Delegates its authority to the Board of Directors, including the power to subdelegate under the conditions provided by law and the Company’s bylaws, to increase the share capital on one or more occasions, both in France and abroad, in the proportions and at the times it deems appropriate, in euros or in foreign currency, through private placement as referred to in Article L. 411-2 of the French Monetary and Financial Code (as in force on the issue date): (i) common shares of the Company; (ii) securities that are equity securities granting access to other equity securities of the Company or entitlement right to the allocation of debt securities; and/or (iii) securities, including debt securities granting access to the Company’s share capital to be issued, it being understood that the subscription of such shares and/or securities may be made either in cash or by way of offsets for liquid payable debts;

2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities granting access to preferred shares;

3. Decides that capital increases may be carried out at all times, in accordance with current regulations on the date of transactions under consideration. However, if a third party has filed a public tender offer for the Company’s shares, the Board of Directors may not, during the offer period, implement this delegation of authority without prior authorization from the Shareholders’ Meeting;

4. Resolves to cancel shareholders’ preferential subscription rights to securities that may be issued under this delegation;

5. Resolves that the maximum nominal amount of capital increases that may be carried out pursuant to this delegation, immediately or in the future, may not exceed the cap of EUR 248 million (i.e. as of February 28, 2018, about 10% of the share capital) or the counter-value of this amount, with the understanding that this maximum nominal amount will be counted against the overall nominal cap of EUR 497 million and against the maximum nominal amount of EUR 248 million, as set out in Resolution 28 of this Shareholders’ Meeting, and does not take into account adjustments that could be made in accordance with the applicable legal and regulatory provisions, and, if required, with contractual stipulations that implement other adjustments intended to preserve the rights of bearers of securities or other rights granting access to the capital of the Company;

6. Decides that this delegation includes, for the benefit of the holders of the securities issued under this resolution, granting access to the Company’s share capital, a waiver by shareholders of their preferential subscription rights to
the new shares or securities providing access to the capital to which these securities will immediately or in the future grant entitlement;

9. Decides that if the subscriptions, including any subscriptions by shareholders, have not absorbed the entire issuance of shares or securities decided upon under this delegation, the Board of Directors may in particular limit the issuance to the amount subscribed for provided that at least three quarters of the determined issuance is subscribed for;

10. Decides that: (i) the issue price of the shares issued under this delegation must be at least equal to the minimum value set forth in applicable laws and regulations in force on the issue date (as of this date, the weighted average share price of the three stock exchange trading days immediately preceding the date on which the issue price is set less a possible discount of up to 5%, after any adjustment to this average in the event of a difference in dividend entitlement dates); and (ii) the issue price of other securities shall be the amount immediately received by the Company plus any amount that it may receive subsequently, which is, for every share issued as a result of such securities, at least equal to the issue price as defined in (i) of this paragraph;

11. Grants full powers to the Board of Directors, including the option to subdelegate, as permitted by law and the Company’s bylaws, to implement this delegation, and in particular to:

- determine the issue dates and procedures as well as the form and characteristics of the securities to be issued, set the number of shares and/or other securities to be issued, as well as their terms and conditions, and specifically their issue price, if applicable, the amount of the premium, the conditions of their payment and their effective date (retroactively, if necessary),
- suspend, if required, the exercise of the rights attached to these securities under the circumstances and subject to the limits set forth by applicable laws and regulations,
- decide and carry out, as a result of the issuance of shares and/or securities granting access to equity securities to be issued, all necessary measures to protect the rights of holders of securities granting access to the Company’s share capital, of options to subscribe for or purchase shares, or of rights to bonus shares, in accordance with the applicable laws and regulations and, where relevant, applicable contractual provisions,
- at its sole initiative, apply the fees of any issuance to the amount of the related premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital after each increase, and
- generally, take any necessary measures, enter into any agreements, require any authorizations, carry out any formalities and do everything necessary to bring the issuances to a successful conclusion, or postpone them, and specifically record the share capital increase(s) resulting from any issuance carried out under this delegation, modify the bylaws accordingly, and request the listing of any securities issued under this delegation;

12. Notes that if the Board of Directors uses this delegation of authority, it must report to the next Ordinary Shareholders’ Meeting, in accordance with the applicable laws and regulations, on how it has used the authorizations granted under said delegation;

13. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous delegation granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 14.

This delegation is granted for a term of twenty-six (26) months from the date of this Shareholders’ Meeting.

Delegation of authority to be granted to the Board of Directors in order to increase the number of shares to be issued in the event of a capital increase with retention or waiver of the shareholders’ preferential subscription rights in application of Resolutions 18 to 20, up to 15% of the initial issue (Resolution 21)

PURPOSE
Under the terms of Resolution 21, you are being asked to grant authority to the Board of Directors to increase the number of securities to be issued, in the event of excess demand for shares issued in a capital increase, with retention or waiver of the shareholders’ preferential subscription rights, at the same price as the initial issue and within the periods and limits stipulated by regulations on the day of the issue.

RESOLUTION 21
(The purpose of this resolution is to delegate authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with retention or waiver of the shareholders’ preferential subscription rights, up to 15% of the initial issue)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Report, and pursuant to the provisions of the French Commercial Code, specifically Article L. 225-135-1:

1. Delegates its authority to the Board of Directors, including the power to subdelegate under the conditions provided by law and the Company’s bylaws, to increase the number of securities to be issued for every issuance of securities with retention or waiver of the shareholders’ preferential subscription rights, decided pursuant to Resolutions 18 to 20.
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of this Shareholders’ Meeting, at the same price as that of the initial issuance and within the time frames and limitations set forth in the applicable legal and regulatory provisions in force on the issue date (as of this date, within 30 days of the end of the subscription period and by up to 15% of the initial issue), subject to the cap under which the issue is decided;

2. Decides that the nominal amount of capital increases that may be carried out pursuant to this delegation, whether directly or upon presentation of securities, shall be counted against the amount of the overall nominal cap of EUR 497 million as set out in Resolution 28 of this Shareholders’ Meeting;

3. Decides that the maximum nominal amount of securities representing debt securities or similar securities granting access to the Company’s share capital that may be issued under this resolution will count toward the overall nominal cap of EUR 3 billion as set out in Resolution 28 of this Shareholders’ Meeting;

4. Decides that this delegation granted to the Board of Directors may be used within the time period set out in paragraph one of this resolution. However, if a third party has filed a public tender offer for the Company’s shares, the Board of Directors may not, during the offer period, decide to implement this resolution without prior authorization of the Shareholders’ Meeting;

5. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous delegation granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 15;

6. Decides that the Board of Directors will have full powers, including the power to subdelegate as permitted by law and the Company’s bylaws, to implement this delegation of authority.

This delegation is granted for a term of twenty-six (26) months from the date of this Shareholders’ Meeting.

Delegation of power to be granted to the Board of Directors to increase the Company’s share capital as compensation for contributions in kind comprised of equity securities or securities granting access to the share capital (Resolution 22)

PURPOSE

Under Resolution 22, you are being asked to renew a delegation of power granted to the Board of Directors to carry out capital increases by issuing common shares and/or securities representing debt securities or other securities granting immediate or future access to the Company’s share capital, representing an amount not exceeding 10% of its total share capital at the time of issue, in consideration for contributions in kind granted to the Company and comprised of equity securities or securities granting access to the share capital of other companies.

RESOLUTION 22

(The purpose of this resolution is to delegate the power to the Board of Directors to increase the Company’s share capital as compensation for contributions in kind comprised of equity securities or securities granting access to the Company’s share capital)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Report, and pursuant to the provisions of the French Commercial Code, specifically Articles L. 225-129 et seq., L. 228-91 et seq., and L. 225-147 thereof:

1. Delegates the necessary powers to the Board of Directors, including the option to subdelegate under conditions provided by law and the Company’s bylaws, to increase the share capital, based on the Contribution Auditors’ Report, on one or more occasions, up to a maximum of 10% of the share capital on the issue date (this percentage is to be applied to the share capital adjusted for any transactions that affect it following this Shareholders’ Meeting) by issuing common shares and/or any other securities that immediately or in the future grant access to the Company’s share capital, in consideration for contributions in kind granted to the Company and comprised of equity securities or securities granting access to the Company’s share capital, when the provisions of Article L. 225-148 of the French Commercial Code do not apply;
2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities granting access to preferred shares;

3. Decides that capital increases may be carried out at all times, in accordance with current regulations on the date of transactions under consideration. However, if a third party has filed a public tender offer for the Company’s shares, the Board of Directors may, during the offer period, decide to implement this delegation of power without prior authorization from the Shareholders’ Meeting;

4. Decides that the total nominal amount of capital increases that may be carried out pursuant to this delegation may not exceed the nominal cap of EUR 248 million (i.e. as of February 28, 2018, about 10% of the share capital) or the counter-value of this amount, with the understanding that this maximum nominal amount will be counted toward the overall nominal cap of EUR 497 million and the maximum nominal amount of EUR 248 million as set out in Resolution 28 of this Shareholders’ Meeting;

5. Resolves that the maximum nominal amount of securities representing debt or similar securities granting access to the Company’s share capital that may be issued under this delegation may not exceed the EUR 3 billion cap, or the counter-value of this amount, with the understanding that this maximum nominal amount will be counted against the overall nominal cap of EUR 3 billion, as set out in Resolution 28 of this Shareholders’ Meeting;

6. Notes that in case of use of this delegation, the Board of Directors will make a decision with regard to the report(s) of one or more Contribution Auditors mentioned in Article L. 225-147 of the French Commercial Code;

7. Grants the Board of Directors full powers, including the option to subdelegate, to undertake the aforementioned issuances according to the terms and conditions it will decide upon as provided by law, and specifically to:
   - decide to increase the share capital as compensation for the contributions and to determine the form and characteristics of the shares and/or securities to be issued,
   - draw up a definitive list of the contributed securities and acknowledge the number of securities contributed in exchange,
   - approve the assessment of the contributions and the allocation of any specific advantages, determine the number of shares and/or other securities to be issued as well as their terms and conditions, and, if appropriate, the amount of the premium,
   - suspend, if applicable, the exercise of the rights attached to these securities under the circumstances and subject to the limits set forth by applicable laws and regulations,
   - decide and carry out, as a result of the issuance of shares and/or securities granting access to shares, all necessary measures to protect the rights of holders of securities granting access to the Company’s share capital, of options to subscribe for or purchase shares, or of rights to bonus shares, in accordance with the applicable laws and regulations and, where relevant, applicable contractual provisions,
   - at its sole initiative, apply the fees of any issuance to the amount of the related premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital after each increase, and
   - generally, take any necessary measures, enter into any agreements, require any authorizations, carry out any formalities and do everything necessary to bring the intended issuances to a successful conclusion or to postpone them, and specifically record the share capital increase(s) resulting from any issuance carried out under this delegation, modify the bylaws accordingly and request the listing of any securities issued under this delegation;

8. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous authorization granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 16.

This delegation is granted for a term of twenty-six (26) months from the date of this Shareholders’ Meeting.

### Delegation of authority to the Board of Directors to increase the share capital in consideration for securities contributed as part of a public exchange offer (Resolution 23)

**PURPOSE**

Under Resolution 23, you are being asked to renew an authorization granted to the Board of Directors to carry out capital increases up to a nominal amount of EUR 248 million, representing approximately 10% of the share capital, in consideration for securities contributed as part of a public exchange offer carried out by the Company.

**RESOLUTION 23**

(The purpose of this resolution is to delegate authority to the Board of Directors to increase the share capital in consideration for securities contributed as part of a public exchange offer initiated by the Company, with waiver of the shareholders’ preferential subscription rights)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings, after having deliberated on and
reviewed the Board of Directors’ Report and the Statutory Auditors’ Report, and pursuant to Articles L. 225-129-2, L. 225-148, and L. 228-91 et seq. of the French Commercial Code:

1. Delegates its authority to the Board of Directors, including the power to subdelegate under conditions provided by law and the Company’s bylaws, to increase the Company’s share capital, on one or more occasions, in the proportions and at the times it considers appropriate, by issuing (i) common shares of the Company; (ii) securities that are equity securities granting access to other equity securities of the Company or entitlement right to the allocation of debt securities; and/or (iii) securities, including debt securities, granting access to the Company’s share capital to be issued, in consideration for securities that would be contributed as part of a public exchange offer initiated by the Company, both in France and abroad, according to local regulations (including any other transaction having a similar effect to a public exchange offer initiated by the Company on the securities of another company whose securities are accepted to trading on a regulated market governed by foreign law or a similar market), on the securities of another company admitted to trading on the regulated markets referred to in Article L. 225-148 of the French Commercial Code;

2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities granting access to preferred shares;

3. Decides that capital increases may be carried out at all times, in accordance with current regulations on the date of transactions under consideration. However, if a third party has filed a public tender offer for the Company’s shares, the Board of Directors may not, during the offer period, decide to implement this delegation of authority without prior authorization from the Shareholders’ Meeting;

4. Decides that the total nominal amount of capital increases that may be carried out pursuant to this delegation shall not exceed the nominal cap of EUR 248 million, or the counter-value of this amount, with the understanding that this maximum nominal amount will be counted toward the overall nominal cap of EUR 497 million and the maximum nominal amount of EUR 248 million as set out in Resolution 28 of this Shareholders’ Meeting;

5. Resolves that the maximum nominal amount of securities representing debt or similar securities granting access to the Company’s share capital that may be issued under this delegation will count toward the EUR 3 billion cap, or the counter-value of this amount, as set out in Resolution 28 of this Shareholders’ Meeting;

6. Resolves to cancel shareholders’ preferential subscription rights to securities that may be issued under this delegation;

7. Notes that this delegation automatically includes, for the benefit of the holders of the securities issued under this resolution and providing access to the Company’s share capital, a waiver by shareholders of their preferential subscription rights to the shares to which these securities will immediately or in the future grant entitlement;

8. Grants the Board of Directors full powers, including the option to subdelegate, to carry out the aforementioned issuances according to the terms and conditions it will decide upon as provided by law, and specifically to:

   - determine the dates, conditions and other characteristics of the issuances,
   - decide, in the case of debt securities (including securities granting a right to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code), whether they will be subordinated or not, to set the interest rate and provide, as the case may be, for instances of mandatory or optional suspension or non-payment of interest,
   - set the exchange parity as well as the amount of the balance to be paid in cash, and to record the number of shares contributed to the exchange,
   - decide and carry out, as a result of the issuance of shares and/or securities granting access to equity securities to be issued, all necessary measures to protect the rights of holders of securities granting access to the Company’s share capital, of options to subscribe for or purchase shares, or of rights to bonus shares, in accordance with the applicable laws and regulations and, where relevant, applicable contractual provisions,
   - at its sole initiative, apply the fees of any issuance to the amount of the related premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital after each increase, and
   - generally, take any necessary measures, enter into any agreements, require any authorizations, carry out any formalities and do everything necessary to bring the intended issuances to a successful conclusion or to postpone them, and specifically record the share capital increase(s) resulting from any issuance carried out under this delegation, modify the bylaws accordingly and request the listing of any securities issued under this delegation;

9. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous delegation granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 17;

10. Notes that if the Board of Directors uses this delegation, it must report to the next Ordinary Shareholders’ Meeting, in accordance with the applicable laws and regulations, on how it has used the authorities granted under this resolution. This delegation is granted for a term of twenty-six (26) months from the date of this Shareholders’ Meeting.
Employee shareholding (Resolutions 24 to 26)

PURPOSE

Under Resolutions 24 to 26, you are being asked to renew delegations of authority and authorizations previously granted to the Board of Directors, as part of measures to develop employee shareholding at Group level, in order to allow the Board to conduct further employee shareholding operations when it considers it appropriate to do so. The Board of Directors used the abovementioned delegations to launch a third offer reserved for employees of the SUEZ group during fiscal year 2017 (“Sharing 2017”).

As of December 31, 2017, employee shareholders held 3.81% of the share capital.

Under Resolution 24, the Board of Directors would be authorized, for a period of 26 months, to increase the share capital with waiver of the shareholders’ preferential subscription rights, for employees who are members of one or more company savings plans, by up to a maximum nominal amount of EUR 50 million, representing approximately 2% of the Company’s share capital. This would be an increase from the EUR 40 million amount of the previous delegation, partly to take into account the increase in the number of employees within the Group (approximately 7,500 people) following the acquisition of GE Water & Process Technologies’ activities, and partly as a result of the oversubscription noted during the last employee shareholding operation (“Sharing 2017”).

The issue price would be set at 80% of the average opening price for the 20 trading days preceding the date of the decision that sets the opening date of the subscription period, it being understood that the Board would have the option of reducing or eliminating the discount by 20%.

Under the terms of Resolution 25, the Board of Directors would be authorized for a period of 18 months to increase the share capital, without preferential subscription rights and for the purpose of facilitating access to the Company’s capital for the Group’s international employee shareholders, by up to a maximum nominal amount of EUR 12 million, representing approximately 0.48% of the share capital.

The Board of Directors could set a subscription price that is different from the one set under Resolution 24 if this were to be required by applicable local legislation.

Resolution 26 would allow the Board of Directors to allocate bonus shares of the Company under an employee shareholding plan. Allocations of Company shares would be vested following a combined vesting and holding period of a minimum of two years.

The total number of shares that may be allocated under this authorization may not exceed 0.05% of the share capital as confirmed on the day that the Board of Directors decides to proceed with the allocation.

The maximum nominal amount of share capital increases that may be carried out under Resolutions 24 to 26 would be counted against the overall cap set for capital increases of EUR 497 million, as laid down in Resolution 28.

RESOLUTION 24

(The purpose of this resolution is to delegate authority to the Board of Directors to increase the Company’s share capital by issuing shares or securities granting access to the share capital to the benefit of members of savings plans, with waiver of the preferential subscription rights, in favor of the latter)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Report, in accordance (i) with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-138, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code, and (ii) with those of Articles L. 3332-18 et seq. of the French Labor Code:

1. Delegates its authority to the Board of Directors, including the power to subdelegate under conditions provided by law and the Company’s bylaws, to increase the share capital on one or more occasions, in the proportions and at the times it considers appropriate, by issuing shares or securities granting access to the Company’s share capital, reserved for members of one or more company savings plans or another plan that would provide for the possibility to reserve for its members a capital increase under equivalent conditions under Articles L. 3332-18 et seq. of the French Labor Code, which would be put in place within a group consisting of the Company and other French or foreign companies within the scope of consolidation of the financial statements under Article L. 3344-1 of the French Labor Code;

2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities granting access to preferred shares;

3. Decides that the total nominal amount of capital increases that may be carried out pursuant to this delegation shall not exceed the nominal cap of EUR 50 million (i.e. as of February 28, 2018, about 2% of the share capital), or the counter-value of this amount, with the understanding that this maximum nominal amount will be counted toward the overall nominal cap of EUR 497 million as set out in Resolution 28 of this Shareholders’ Meeting;

4. Decides that the maximum nominal amount of securities representing debt securities or similar securities granting access to the Company’s share capital that may be issued under this delegation will count toward the overall nominal cap of EUR 3 billion as set out in Resolution 28 of this Shareholders’ Meeting;
5. Notes that this delegation automatically includes, for the benefit of the holders of the securities issued under this delegation and granting access to the Company's share capital, a waiver by shareholders of their preferential subscription rights for shares to which these securities will immediately or in the future grant entitlement;

6. Decides that the issue price of new shares or securities granting access to the Company's share capital will be determined under the conditions set forth in Articles L. 3332-18 et seq. of the French Labor Code and will be equal to at least 80% of the Company's average quoted share price on Euronext Paris for the 20 trading sessions preceding the date on which the decision is made to set the opening day of the subscription period of the share capital increase reserved for members of a company savings plan of the SUEZ group (the “Reference Price”); however, the Shareholders' Meeting expressly authorizes the Board of Directors, if it considers it appropriate, to reduce or eliminate the aforementioned discount, within the legal and regulatory limits, in order to comply with locally applicable legal, accounting, tax and corporate systems;

7. Authorizes the Board of Directors to freely allocate to the above-mentioned beneficiaries, in addition to shares or securities granting access to the Company's share capital to be subscribed for in cash, shares or securities granting access to share capital to be issued or already issued, as a substitution for all or part of the discount based on the Reference Price and/or as a company contribution, with the understanding that this allocation may not exceed the legal or regulatory limits pursuant to Articles L. 3332-18 and L. 3332-11 et seq. of the French Labor Code;

8. Authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company savings plan as provided in Article L. 3332-24 of the French Labor Code, with the understanding that the shares sold at a discount in favor of the members of one or more company savings plans referred to in this resolution will be counted against the cap mentioned in paragraph 3 above, up to the nominal value of the shares thus sold;

9. Resolves that the Board of Directors will have full powers to implement this delegation, with the power to subdelegate as permitted by law, within the limitations and the conditions specified above, specifically to:
   - in accordance with the legal conditions, determine the list of companies for which members of one or more company savings plans may subscribe for shares or securities granting access to the Company's share capital thus issued and benefit from shares or securities granting access to the Company's share capital, which are allocated free of charge,
   - determine the conditions, including seniority, that beneficiaries of capital increases must meet,
   - set the opening and closing dates of the subscription period,
   - determine the maximum number of shares or securities granting access to capital that may be subscribed by each beneficiary,
   - set the amounts of issues that will be performed by virtue of this delegation of authority, and in particular determine the issue price, dates, deadlines, terms and conditions for subscribing, paying, discharging, and holding the securities (even retroactively), the reduction rules applicable in cases of oversubscription, as well as the other terms and conditions of issuance, within the legal and regulatory limitations in force,
   - in the event of an allocation of bonus shares or securities granting access to the share capital, to set the nature, characteristics and number of shares or securities granting access to the share capital to be issued, the number to be allocated to each beneficiary, and to determine the dates, deadlines, terms and conditions for allocating these shares or securities granting access to the share capital, within the legal and regulatory limitations in force, and specifically to choose either to substitute all or a part of the allocation of these shares or securities granting access to the share capital with the aforementioned Reference Price-based discounts, or to attribute the counter-value of those shares towards the total amount of the contribution, or combine these two options,
   - in the event that new bonus shares are issued, to allocate, where relevant, profits or issue premiums in the amounts necessary to release said shares to the reserves,
   - acknowledge the completion of the share capital increases up to the amount of the subscribed shares (following any reduction in the event of oversubscription),
   - deduct, if applicable, the capital increase expenses from the corresponding premiums collected and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital resulting from these capital increases,
   - enter into agreements, carry out transactions directly or indirectly through an agent, including formalities arising from the capital increases and amending the bylaws accordingly, and generally to enter into any agreement with the specific purpose of ensuring the successful conclusion of intended issues, to carry out all measures, decisions and formalities necessary for the issue, listing and financial servicing of the shares issued by virtue of this delegation, and to permit the exercise of the rights attached thereto or arising from the capital increases carried out;
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10. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous authorization granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 18.

11. Acknowledges that, in accordance with applicable laws and regulations, if the Board of Directors uses this delegation it must report to the next Ordinary Shareholders’ Meeting on how it has used the authorizations granted under this resolution.

This delegation is granted for a term of twenty-six (26) months from the date of this Shareholders’ Meeting.

RESOLUTION 25

(The purpose of this resolution is to delegate authority to the Board of Directors to increase the Company’s share capital, with waiver of the shareholder’s preferential subscription rights in favor of a class or classes of beneficiaries as part of the implementation of the SUEZ group worldwide employee shareholding and savings plans)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138 of the French Commercial Code:

1. Delegates its authority to the Board of Directors to increase the Company’s share capital on one or more occasions, in the proportions and at the times it considers appropriate, by issuing shares or securities granting access to the Company’s share capital reserved for the class of beneficiaries defined in paragraph 7 below;

2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities granting access to preferred shares;

3. Decides that the total nominal amount of capital increases that may be carried out pursuant to this delegation shall not exceed the nominal cap of EUR 12 million (i.e. as of February 28, 2018, about 0.48% of the share capital), or the counter-value of this amount, with the understanding that this maximum nominal amount will be counted toward the overall nominal cap of EUR 497 million as set out in Resolution 28 of this Shareholders’ Meeting;

4. Decides that the maximum nominal amount of securities representing debt securities or similar securities granting access to the Company’s share capital that may be issued under this delegation will count toward the overall nominal cap of EUR 3 billion as set out in Resolution 28 of this Shareholders’ Meeting;

5. Notes that this delegation automatically includes, for the benefit of the holders of the securities issued under this resolution and granting access to the Company’s share capital, a waiver by shareholders of their preferential subscription rights applicable to the shares to which these securities will immediately or in the future grant entitlement;

6. Decides that the amount of each employee’s subscriptions may not exceed the limits that will be provided by the Board of Directors pursuant to this delegation, and, in the event of excess employee subscriptions, these will be reduced pursuant to the rules defined by the Board of Directors;

7. Decides to cancel shareholders’ preferential subscription rights to any shares issued pursuant to this resolution and to reserve the right to subscribe the said shares to the category of beneficiaries that meet the following criteria:

a. employees and corporate officers of foreign companies belonging to the SUEZ group related to the Company under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, in order to allow them to subscribe for the Company’s share capital on economically equivalent terms to what is offered to members of one or more company savings plans as part of a capital increase pursuant to Resolution 24 of this Shareholders’ Meeting, and/or

b. mutual funds (UCITS) or other incorporated or unincorporated entities of employee shareholding invested in Company shares whose unitholders or shareholders consist of the persons mentioned in letter (a) to this paragraph, and/or

c. any banking establishment or subsidiary of such an establishment acting at the Company’s request for the purpose of setting up a shareholding or savings plan for the benefit of the persons mentioned in letter (a) to this paragraph, provided that the authorized person’s subscription in accordance with this resolution is necessary or beneficial in allowing the above-mentioned employees or corporate officers to benefit from employee shareholding or savings plans with economic benefits equivalent or similar to the plans enjoyed by other SUEZ group employees;

8. Decides that the issue price of the shares or securities granting access to the Company’s share capital will be set by the Board of Directors and may be (a) under the same conditions as those set out in Articles L. 3332-18 et seq. of the French Labor Code, the subscription price being equal to at least 80% of the Company’s average quoted share price on Euronext Paris over the 20 trading days preceding the day that the decision is made to set the opening price for subscriptions under this resolution, or (b) equal to the price of the shares issued as part of the capital increase benefiting the employee members of a company savings plan, pursuant to Resolution 24 of this Shareholders’ Meeting, and will be at least equal to the Reference Price (as this term is defined in Resolution 24 of this Shareholders’ Meeting);
9. However, the Shareholders’ Meeting expressly authorizes the Board of Directors, if it considers it appropriate, to reduce or cancel the aforementioned discount, particularly to take into account locally applicable legal, accounting, tax and social provisions. For the specific requirements of an offer made to the beneficiaries mentioned in 7(a) above who are residents in the United Kingdom, as part of a share incentive plan, the Board of Directors may also resolve that the subscription price of new shares or securities granting access to the share capital to be issued by the Company under this plan be equal to the lower of (i) the Euronext Paris opening share price of the reference period used to set the share price for the plan; or (ii) the closing share price of the same reference period, the start and end dates of this reference period being determined under applicable local regulations. This price will include no discount on the reference share price;

10. Decides that the Board of Directors may, with the power to subdelegate as permitted by law, determine the subscription options that will be offered to employees in each relevant country, in accordance with local legal restrictions, and may choose the countries from among those in which the Group has subsidiaries within the Company’s financial consolidated scope pursuant to Article L. 3344-1 of the French Labor Code, as well as the subsidiaries whose employees will be eligible to participate in the transaction;

11. Decides that the amount of the share capital increase or of each share capital increase will be limited, if necessary, to the amount of each subscription received by the Company, while adhering to applicable legal and regulatory provisions;

12. Resolves that the Board of Directors will have full powers to implement this delegation, with the power to subdelegate as permitted by law, within the limits and the conditions specified above, specifically to:
   - decide upon the list of beneficiaries, without shareholders’ preferential subscription rights, within the category defined above, as well as the number of shares or securities granting access to the Company’s share capital to be subscribed for by those beneficiaries, or by each beneficiary,
   - set the opening and closing dates of the subscription period,
   - determine the maximum number of shares or securities granting access to capital that may be subscribed by each beneficiary,
   - set the amounts of issues that will be performed by virtue of this delegation of authority, and determine in particular the issue price, dates, deadlines, terms and conditions for subscribing, paying, discharging, and holding the securities (even retroactively), the reduction rules applicable in cases of oversubscription, as well as the other terms and conditions of issuance, within the legal and regulatory limits in force,
   - note the completion of the capital increases up to the amount of the subscribed shares or securities granting access to the Company’s share capital (after any reduction in the event of oversubscription),
   - if necessary, allocate the fees for the share capital increases to the resulting premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital resulting from these share capital increases, and
   - enter into agreements, conduct transactions directly or indirectly through an agent, including carrying out the formalities arising from the capital increases and amending the bylaws accordingly, and generally to enter into any agreement with the specific purpose of ensuring the successful conclusion of intended issues, to carry out all measures, decisions and formalities necessary for the issue, and conduct listing and financial servicing of the shares issued by virtue of this delegation, and to permit the exercise of the rights attached thereto or arising from the capital increase carried out;

13. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous authorization granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 19;

14. Acknowledges that, in accordance with applicable laws and regulations, if the Board of Directors uses this delegation it must report to the next Ordinary Shareholders’ Meeting on how it has used the authorizations granted under this resolution.

This delegation is granted for a term of eighteen (18) months from the date of this Shareholders’ Meeting.

**RESOLUTION 26**

(The purpose of this resolution is to authorize the Board of Directors to allocate bonus shares as part of a SUEZ employee shareholding plan)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Report:

1. Authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, to carry out, on one or more occasions, free allocation of existing shares or shares to be issued by the Company in favor of employees and/or corporate officers of the Company and/or of companies or directly or indirectly affiliated entities, under the conditions set forth in Article L. 225-197-2 of the French Commercial Code, who subscribe to a Group employee shareholding plan, which would be implemented under a capital increase reserved for them and carried out in application of Resolutions 24 and/or 25 of this Shareholders’ Meeting, or under any similar resolution subsequently granted by the Company’s Shareholders’ Meeting, or as part of a sale of existing shares reserved for subscribers to one of the Group’s savings plans or an equivalent plan outside of France;
2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities granting access to preferred shares;

3. Resolves that the total number of bonus shares that may be allocated under this authorization must not exceed 0.05% of the share capital as determined on the day that the allocation decision is made by the Board of Directors, and that the maximum nominal amount of the share capital increases that may be carried out under this authorization will count toward the overall nominal cap of EUR 497 million as set out in Resolution 28 of this Shareholders’ Meeting;

4. Resolves that the allocation of shares of the Company to their beneficiaries will be final after a vesting period of a minimum of one year and must be subject to the beneficiaries remaining within the Group according to the terms and conditions established by the Board of Directors. The mandatory holding period for which the beneficiaries must hold the allocated shares will be set at a minimum of one year, starting from the date the shares are fully vested. For allocated shares for which the vesting period is set at two years, the mandatory minimum holding period may be waived to allow the shares to be freely tradable from the date they are fully vested;

5. Resolves that, in the event of the incapacity of a beneficiary corresponding to the classification under Category 2 or 3 as set forth in Article L. 341-4 of the French Social Security Code, the final allocation of shares shall occur immediately, and in the event of the death of the beneficiary, his/her heirs may request the final allocation of shares within six months of said death;

6. Resolves that the existing shares that may be allocated pursuant to this resolution must be acquired by the Company, either pursuant to Article L. 225-208 of the French Commercial Code or, as the case may be, as part of a share buyback program pursuant to the provisions of Article L. 225-209 of the French Commercial Code;

7. Acknowledges that, in the event of an allocation of new bonus shares, this authorization will imply, as and when the allocation of said shares is finalized, a share capital increase by incorporating reserves, profits or share premiums for the beneficiaries of said shares and the corresponding waiving of shareholders’ preferential subscription rights to said shares in favor of the beneficiaries of said shares;

8. Grants the Board of Directors full powers within the limitations set forth above, with the power to subdelegate as permitted by law, to implement this delegation, and specifically to:

- determine if the bonus shares are shares to be issued or existing shares,
- determine the number of shares allocated to each beneficiary it will have identified,
- set the conditions and, if necessary, the criteria for allocating shares, specifically the minimum vesting period and the minimum holding period,
- increase, as the case may be, the share capital by incorporating reserves, profits or issue premiums so as to carry out the issuance of bonus shares,
- allocate shares to the persons mentioned in Article L. 225-197-1 II of the French Commercial Code, subject to the conditions in Article L. 225-197-6 of said Code and, with regard to the shares thus allocated, either (i) resolve that the bonus shares granted shall not be sold by the interested parties before they resign from their duties; or (ii) set the quantity of bonus shares granted that they must hold as registered shares until they resign from their duties,
- as the case may be, provide for the option to postpone the dates of the final allocation of shares and, for the same period, the mandatory term for holding said shares (such that the minimum holding period remains unchanged),
- as the case may be, adjust the number of allocated bonus shares needed to preserve the rights of beneficiaries, based on potential operations on the Company’s share capital under the circumstances provided for in Article L. 225-181 of the French Commercial Code. It is specified that the shares allocated pursuant to such adjustments will be deemed to have been allocated on the same day as shares allocated initially,
- determine the dates and terms of the allocations, and generally carry out all necessary provisions and enter into any agreements to bring the allocations considered to their proper conclusion;

The Board of Directors may also implement any other new legal provisions that may arise during the period of validity of this authorization, the application of which does not require an express decision of the Shareholders’ Meeting.

9. Resolves that the Company may adjust the number of bonus shares allocated, if necessary, to preserve the rights of the beneficiaries, based on potential transactions impacting the Company’s share capital, particularly in the event of a change in the nominal value of a share, a capital increase by incorporating reserves, an allocation of bonus shares, a stock-split or a reverse-stock-split, a distribution of reserves or any other assets, amortization of capital or any other transaction impacting shareholders’ equity. It is specified that the shares allocated after such adjustments will be deemed to have been allocated on the same day as shares allocated initially;

10. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous delegation granted to the Board of Directors by the Combined Shareholders’ Meeting of May 10, 2017, under Resolution 20.

This delegation is granted for a term of twenty-six (26) months from the date of this Shareholders’ Meeting.
Text of the resolutions
— RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS MEETING —

Authorization to grant performance shares (Resolution 27)

PURPOSE
Under Resolution 27, you are asked to renew a delegation granted to the Board of Directors by the Shareholders’ Meeting of April 28, 2016 and set to expire in June 2018. This delegation authorizes the Board to allocate bonus shares of the Company to certain beneficiaries as part of the implementation of the long-term compensation policy applicable within the Group.

The allocation of Company shares to such beneficiaries will be final after a vesting period of a minimum of three years and must be fully subject to the Group’s performance criteria, which will be assessed over a period of at least three years and is subject to the beneficiaries’ remaining within the Group for a minimum of three years.

Details of SUEZ’s long-term compensation policy are presented in section 15.1.5 of the 2017 Reference Document.

The total number of bonus shares that may be allocated under this authorization must not exceed 0.5% of the share capital as determined on the day that the allocation decision is made by the Board of Directors, with the understanding that the total bonus shares granted to corporate officers must not exceed 5% of the total amount granted. The compensation policy of the Chief Executive Officer, which includes a long-term variable component that may take the form of performance shares, is presented in chapter 15 of the 2017 Reference Document and on pages 19 to 22 of this Notice.

Furthermore, the maximum nominal amount of capital increases that may be carried out under this resolution would be counted against the overall cap for capital increases of EUR 497 million, as set out in Resolution 28.

RESOLUTION 27
(The purpose of this resolution is to authorize the Board of Directors to grant performance shares)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report and the Statutory Auditors’ Special Report:

1. Authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, to grant, on one or more occasions, existing shares or shares to be issued by the Company in favor of beneficiaries or categories of beneficiaries it will identify among employees of the Company or of companies or entities affiliated with it under the conditions set forth in Article L. 225-197-2 of the said Code and the corporate officers of the Company or of companies or entities affiliated with it and that satisfy the conditions set forth in Article L. 225-197-1 II of the said Code, under the conditions set forth below;
2. Resolves that such authorization specifically excludes the issuance of preferred shares and securities conferring entitlement to preferred shares;
3. Resolves that the total number of bonus shares that may be allocated under this authorization must not exceed 0.5% of the Company’s share capital as determined on the day that the allocation decision is made by the Board of Directors, with the understanding that the allocation of bonus shares to corporate officers must not exceed 5% of the overall allocated amount, and that the maximum nominal amount of the share capital increases that may be carried out under this authorization will count toward the overall nominal cap of capital increases of EUR 497 million set forth in Resolution 28 of this Shareholders’ Meeting;
4. Resolves that the allocation of shares of the Company to their beneficiaries will be final after a vesting period of a minimum of three years and must be subject to the Group’s performance criteria that will be assessed over a period of at least three years and subject to the beneficiaries remaining within the Group according to the terms and conditions established by the Board of Directors. The mandatory holding period for beneficiaries shall be set by the Board of Directors, as appropriate;
5. Resolves that, in the event of the incapacity of a beneficiary corresponding to the classification under Category 2 or 3 as set forth in Article L. 341-4 of the French Social Security Code, the final allocation of shares shall occur immediately, and in the event of the death of the beneficiary, his/her heirs may request the final allocation of shares within six months of the said death;
6. Resolves that the existing shares that may be allocated pursuant to this resolution must be acquired by the Company, either pursuant to Article L. 225-208 of the French Commercial Code or, if necessary, as part of a share buyback program pursuant to the provisions of Article L. 225-209 of the French Commercial Code;
7. Acknowledges that, in the event of an allocation of new bonus shares, this authorization will imply, as and when the allocation of the said shares is finalized, a share capital increase by incorporating reserves, profits or share premiums for the beneficiaries of the said shares and the corresponding waiving of preferential subscription rights applicable to the said shares by shareholders in favor of the beneficiaries of the said shares;
8. Grants the Board of Directors full powers within the limitations set forth above, with the power to sub-delegate as permitted by law, to implement this delegation, and specifically to:
   - determine if the bonus shares are shares to be issued or existing shares,
   - determine the number of shares allocated to each beneficiary it will have identified,
— RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS MEETING —

Text of the resolutions

9. Decides that this delegation supersedes, as of today, all previous delegations having the same purpose, and therefore any unused portion of the previous authorization granted to the Board of Directors by the Combined Shareholders’ Meeting of April 28, 2016, under Resolution 20.

This delegation is granted for a term of twenty-six (26) months from the date of this meeting.

Overall cap applicable to capital increases

Resolution 28

(The purpose of this resolution is to set an overall cap on capital increases)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the Board of Directors’ Report:

1. Decides that the total nominal amount of capital increases that may be carried out immediately and/or in the future under Resolutions 18 to 27 of this Shareholders’ Meeting or, if applicable, under any similar resolution of that may supersede said resolutions during their period of validity, may not exceed EUR 497 million (i.e. as of February 28, 2018, about 20% of the share capital) or the counter-value of this amount if issued in another currency at the date of issue;

2. Decides that the total nominal amount of capital increases that may be carried out immediately and/or in the future under Resolutions 19, 20, 22 and 23 of this Shareholders’ Meeting or, if applicable, under any similar resolution that
may supersede said resolutions during their period of validity, may not exceed EUR 248 million (i.e. as of February 28, 2018 about 10% of the share capital) or the counter value of this amount if issued in another currency;

3. Decides that the maximum nominal amount of securities representing debt securities or similar securities granting access to the Company’s share capital that may be issued under Resolutions 18 to 25 of this Shareholders’ Meeting or, if applicable, under any similar resolution that may supersede said resolutions during their period of validity, may not exceed EUR 3 billion or the counter-value of this amount if issued in another currency at the date of issue;

4. Decides that these nominal amounts do not take into account adjustments that may be made pursuant to applicable laws and regulations and, as the case may be, to contractual provisions laying down other cases of adjustment to preserve the rights of the holders of securities or other rights granting access to the Company’s share capital.

Powers for formalities (Resolution 29)

PURPOSE
Resolution 29 is a resolution for use in carrying out all formal procedures required by regulations following the Shareholders’ Meeting.

RESOLUTION 29
(The purpose of this resolution is the delegation of powers for formalities)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for Extraordinary 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.
Who can take part in the Shareholders’ Meeting?

Any shareholder of SUEZ may attend the Shareholders’ Meeting. To do so, you simply need to prove ownership of your Company shares by the second business day prior to the Meeting, *i.e.* by May 15, 2018 at midnight (Paris time), by the shares being listed in the name of the shareholder or, in the case of a non-resident shareholder, in the name of the authorized intermediary listed under the shareholder’s account:

- for **REGISTERED shareholders**: in the Company’s share register;
- for **BEARER shareholders**: in securities accounts held by the authorized intermediary. Registration is evidenced by a shareholder certificate of participation issued by the authorized intermediary.

What are the participation and voting proceeding?

To exercise their right to vote, shareholders may **personally attend** the Shareholders’ Meeting, **vote by correspondence** or **give their proxy** to the Meeting Chairman or to any other individual or legal entity.

Shareholders have **two methods** to choose from for participating and voting in the Shareholders’ Meeting: use the online voting website VOTACCESS (follow the instructions on page 5) or use the voting form (follow the instructions on page 7).

How do I submit a written question?

Every shareholder has the option of submitting written question, which the Board of Directors will answer during the Shareholders’ Meeting or on the Company’s website under the section “Answers to written questions” (2018 Shareholders’ Meeting section). These written questions shall be sent to the Chairman, by registered mail with receipt requested, to the Company head office for the attention of the Secretary General, Tour CB 21, 16, place de l’Iris, Paris-La Défense Cedex, France, or by email to: actionnaires@suez.com, no later than the fourth business day preceding the date of the Shareholders’ Meeting, *i.e.* May 11, 2018. They must be accompanied by a shareholder certificate of participation.
Practical information
— HOW DO I OBTAIN MORE INFORMATION? —

— How do I obtain more information? —

On the website
All of these documents and information provided for in Article R. 225-73-1 of the French Commercial Code will be available no later than the 21st day prior to the Shareholders’ Meeting, i.e. April 26, 2018, at the following address: https://www.suez.com/en/Finance/Financial-information/Annual-General-Meetings.

At the head office
In accordance with legislation, you may consult at SUEZ head office all documents that will be submitted to the Shareholders’ Meeting, and that the Company must make available to its shareholders.

By contacting shareholders relations
For any questions about this Shareholders’ Meeting, please contact Shareholders Relations using the contact information provided on the back of this Notice.

On request
Shareholders may also, within the legal time limits, obtain the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code by returning the form requesting the sending of documents and information on page 69, duly completed and signed, to CACEIS Corporate Trust, Service Assemblées Générales – 14, rue Rouget-de-Lisle, 92862 Issy-les-Moulineaux Cedex 9, France.
Practical information
— Request for the sending of documents and information —

Help us protect the environment by using less printed paper.
The documents made available to shareholders according to the provisions of the French Commercial Code may be consulted or downloaded at the following address: https://www.suez.com/en/Finance/Financial-information/Annual-General-Meetings.
However, if you still wish to receive documents by post, please fill in, sign and return this form to: CACEIS Corporate Trust – Service Assemblées Générales – 14, rue Rouget-de-Lisle, 92862 Issy-les-Moulineaux Cedex 9, France.

Combined Shareholders’ Meeting of May 17, 2018

I, Mrs., Ms., Mr. (1): ..................................................
Name or Company name: ..................................................
First name: ..................................................
Address: ..................................................

Email address: ..................................................

Owner of ............ Shares of SUEZ
wish to be sent the documents and information concerning the Combined Shareholders’ Meeting of May 17, 2018 in accordance with Article R. 225-83 of the French Commercial Code, in the form of:
☐ printed documents;
☐ electronic files to the email address indicated above.

Signed at: ........................................, on [date]: ................. 2018

Signature

NOTICE: Pursuant to Article R. 225-88 of the French Commercial Code, holders of registered shares may, by submitting a single request, have the Company send them the documents and information specified in Articles R. 225-81 and R. 225-83 of the French Commercial Code whenever a subsequent Shareholders’ Meeting is convened. If you would like to benefit from this option, please indicate it on this form. The request should be addressed to SUEZ – Service Relations Actionnaires – Tour CB 21, 16, place de l’Iris, 92040 Paris-La Défense Cedex, France.

(1) Legal entities should indicate their precise corporate name.
Practical information

— REQUEST FOR THE SENDING OF DOCUMENTS AND INFORMATION —
As a SUEZ shareholder, you receive an invitation to the Shareholders’ Meeting each year. Since 2010, SUEZ has been offering electronic invitations, meaning that you receive your invitation electronically either from the Company or the agent it uses to manage the Shareholders’ Meeting.

By opting for e-convocation, you are choosing a simple, fast, secure and economical form of notification. By choosing this method, you are helping to protect the environment in reducing our carbon impact by avoiding the printing and mailing of paper Notices of Meeting by post.

To opt for e-convocation for the Shareholders’ Meetings following the one on May 17, 2018, you can simply do one of the following:

1. log in directly to the e-consent section of the site: https://www.nomi.olisnet.com, or
2. complete the reply form below (also available on the Company’s website https://www.suez.com/en/Finance/Financial-information/Annual-General-Meetings) legibly writing your name, date of birth and email address, then send it by post to CACEIS Corporate Trust.

If you have already opted for e-convocation but are still receiving “paper” documentation, it means that your request was incomplete or illegible. In this case, please resubmit your request by sending us the reply slip below.

--- Reply form to opt for e-convocation ---

I wish to receive electronic communications relating to my shareholder’s account and Shareholders’ Meetings, and thus to receive by email:

- My notification and the documentation relating to SUEZ Shareholders’ Meetings.

I have therefore completed the following fields (all fields are mandatory and must be completed in capital letters):

Mrs./Ms./Mr.: .................................................................

Name or Company name: ......................................................

First name: ...........................................................................

Date of birth (dd/mm/yyyy): ...... / ...... / .........

Email address: ........................................................................ @ ........................................

Signed at: ....................................................... on [date]: ................. 2018

Signature
FOR MORE INFORMATION:

SUEZ
Relations Actionnaires / Shareholders Relations
Tour CB 21 – 16, place de l’Iris
92040 PARIS LA DEFENSE – CEDEX, FRANCE

0 800 207 207 Service & free call
Calling from outside France: +33 1 71 29 81 79
Fax: +33 (0)1 58 81 25 22

FOR SHAREHOLDER CLUB MEMBERS
www.club.suez.fr
email: club.actionnaires@suez.com

FOR INSTITUTIONAL SHAREHOLDERS
email: financial.communication@suez.com
tel: +33 (0)1 58 81 24 05

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