SHAREHOLDER'S MEETING 2014
MAY 22, 2014
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OPENING

Gérard MESTRALLET
Chairman
MAIN DOCUMENTS MADE AVAILABLE TO THE SHAREHOLDERS

→ Reference document including the Board of Directors’ management report

→ Financial statutory statements and consolidated financial statements for 2013

→ Text of draft resolutions and Board of Directors’ report on the resolutions

→ Report of the Chairman of the Board of Directors pursuant to Article L.225-37 of the French Commercial Code

→ Statutory Auditors’ reports
AGENDA

➔ Introduction by Mr Gérard Mestrallet, Chairman

➔ Intervention of Mr Jean-Louis Chaussade, Chief Executive Officer: 2013 performance and strategy

➔ Intervention of Mr Jean-Marc Boursier, Senior Executive VP Finance and Procurement: 2013 Financial results

➔ Presentation of the reports of the Board of Directors and the reports of the Committees by Mr Gérard Mestrallet, Chairman, and by the Presidents of the committees

➔ Intervention of Mr Jean-Yves Larrouturou, General Secretary: Presentation of the resolutions

➔ Presentation of the statutory auditors’ report

➔ Let’s share our views

➔ Vote on resolutions
INTRODUCTION

Gérard MESTRALLET
Chairman
A LEADING GROUP IN BOTH OF ITS BUSINESSES
A SOLID AND BALANCED GROWTH IN THE FIVE CONTINENTS

SUCCESSFUL DEVELOPMENT IN A MARKET IN TRANSITION

- €14.6bn revenues
- 79,219 employees on five continents
- 1,800 waste treatment sites
- 3,300 water treatment sites
- 52 millions people benefiting from sanitation services
- 92 millions people supplied with drinking water

ALLOCATION OF 2013 REVENUE BY GEOGRAPHY

- FRANCE: 36%
- EUROPE: 35%
- USA: 5%
- ASIA: 4%
- MOROCCO: 4%
- CHILE: 5%
- AUSTRALIA: 6%
- REST OF WORLD: 5%
A LEADING GROUP IN BOTH OF ITS BUSINESSES
STRONG POSITIONING ON ALL ITS MARKETS

<table>
<thead>
<tr>
<th>WATER</th>
<th>WASTE</th>
</tr>
</thead>
<tbody>
<tr>
<td>France #2</td>
<td>Germany #4</td>
</tr>
<tr>
<td>Spain #1</td>
<td>The Netherlands #2</td>
</tr>
<tr>
<td>Chile #1</td>
<td>Belgium #1</td>
</tr>
<tr>
<td>USA #2</td>
<td>Australia #2</td>
</tr>
<tr>
<td>China #2</td>
<td>Hong Kong #1</td>
</tr>
<tr>
<td>Morocco #1</td>
<td>Japan #1</td>
</tr>
</tbody>
</table>
AN ONGOING STRATEGY OF SUSTAINABLE GROWTH
AN EFFICIENT AND RELIABLE INDUSTRIAL MODEL

EVOLUTION OF REGIONAL BREAKDOWN OF REVENUE BETWEEN 2009 & 2013

Reported figures in €bn

USA
0.8 (2009) 0.9 (2013)

EUROPE

AFRICA/MIDDLE-EAST
0.5 (2009) 0.6 (2013)

ASIA
0.4 (2009) 0.7 (2013)

CHILE
0.3 (2009) 0.7 (2013)

REST OF WORLD
0.4 (2009) 0.6 (2013)

AUSTRALIA
0.4 (2009) 0.9 (2013)

ANNUAL GROWTH RATE OF EBITDA BETWEEN 2009 AND 2013: +5.2%
A REINFORCED GOVERNANCE

An evolving governance after the end of the Shareholders’ agreement, in line with the AFEP/MEDEF Code:

→ A diversified Board of Directors
  • A majority of independent Board members
  • An increasing number of women
  • Several nationalities among Board members
  • Diversified and complementary Board members profiles

→ A strong contribution of the 4 committees to the works of the Board of Directors

→ A vast majority of independent Board members in each committee

→ Reinforced industrial and commercial partnerships between SUEZ ENVIRONNEMENT and GDF SUEZ
SHAREHOLDERS: A TOP PRIORITY

INFORMATION & DIALOGUE

- Internet website
- Toll-free hotline
- Shareholder newsletter
- Consultation panels
- Showroom

INDIVIDUALS & EMPLOYEES: c. 9%

- 270,000 individual shareholders
- Shareholder meetings
- Shareholders’ Club
- Actionaria trade show

INSTITUTIONAL INVESTORS: c. 55%

- Results presentations
- Site visits

A REFERENCE SHAREHOLDER, GDF SUEZ: c. 36%
STRONG SHARE PRICE PERFORMANCE SINCE 23 MAY 2013

Share price, CAC 40 and Eurostoxx Utilities indices (rebased)

SEV : +33.2%
EUROSTOXX UTILITIES: +22.4%
CAC 40 : +13.5%

PERFORMANCE WITH DIVIDENDS REINVESTED IN SHARES: +42.6% IN THE LAST TWELVE MONTHS
2013 PERFORMANCE AND STRATEGY

Jean-Louis CHAUSSADE
Chief Executive Officer
VIDÉO
HIGHLIGHTS

Jean-Louis CHAUSSADE
Chief Executive Officer
A SATISFACTORY 2013 YEAR
ALL TARGETS MET

KEY FIGURES

→ **Revenue:** €14.6bn
   Organic growth of -0.7%

→ **Net result group share:**
   €352m
   +40% increase

→ **FCF:** €1,007m
   Including net capex of €1bn

→ **NFD/EBITDA:** 2.9x
   Net debt of €7.2bn

GROWTH IN EBITDA

PROPOSAL OF A €0.65/Sshare DIVIDEND
FULLY PAID IN CASH
PRIORITY TO VALUE CREATION
SIGNIFICANT NEW CONTRACTS AWARDED ON ALL CONTINENTS

**BAYONNE (USA)**
Water and waste water
€195m, 40 years

**WEST LONDON**
Waste 300 kt
€1.7bn, 25 years

**POZNAN**
Waste 210 kt
€850m, 25 years

**MERSEYSIDE**
Waste 430 kt
€1.4bn, 30 years

**SHUANGLIU (China)**
Wastewater
€156m, 25 years

**BARCELONA**
Wastewater
€3.5bn, 35 years

**MULHOUSE**
Smart metering
16 000 meters
€35m

**MARSEILLE**
Wastewater
€1.2bn, 15 years

**NEW DELHI (India)**
Improvement of water distribution
€29m, 13 years

**PETROBRAS (Brazil)**
Oil platforms

**CASABLANCA (Morocco)**
Waste €187m, 7 years
AN ONGOING STRATEGY OF SUSTAINABLE GROWTH
KEY ITEMS FOR PERFORMANCE IMPROVEMENT

Anticipate market needs

Take advantage of our teams and know-how

GROWTH STRATEGY

Grow from our bases

Industrialize processes

ADAPT THE GROUP TO EVOLVING MARKETS
STRUCTURAL STRATEGIC CHOICES
BALANCED ACTIVITIES

BREAKDOWN BY GEOGRAPHY

29% outside Europe

35% Rest of Europe

49% WATER - 51% WASTE

49% Water
51% Waste

EfW & other recovery
Sorting & Recycling
Elimination
Service
OUR STRATEGY FOR THE WATER ACTIVITIES
SOLID POSITIONS IN ALL OUR GEOGRAPHIES

Revenue by geography (in bn€)

<table>
<thead>
<tr>
<th>Region</th>
<th>Revenue (bn€)</th>
</tr>
</thead>
<tbody>
<tr>
<td>France</td>
<td>2.3</td>
</tr>
<tr>
<td>North America</td>
<td>0.9</td>
</tr>
<tr>
<td>Other Europe</td>
<td>0.2</td>
</tr>
<tr>
<td>Asia</td>
<td>0.5</td>
</tr>
<tr>
<td>Spain</td>
<td>1.4</td>
</tr>
<tr>
<td>South America</td>
<td>0.8</td>
</tr>
<tr>
<td>Middle-East/North Africa</td>
<td>0.8</td>
</tr>
<tr>
<td>Australia</td>
<td>0.2</td>
</tr>
</tbody>
</table>

€7.1bn OF REVENUES FOR OUR WATER ACTIVITIES
OUR STRATEGY FOR THE WATER ACTIVITIES
A COMPLEMENTARY DUAL APPROACH

CONTINUE TO STRENGTHEN OUR CORE ACTIVITIES

- Grow our main positions
- Develop in new geographies with high potential
- New offers

DEVELOP NEW SERVICES

- Develop solutions serving industrials
- SMART services
- Solutions benefiting to the environment
- Open new markets

NEW SERVICES GREW +11% IN 2013
OUR STRATEGY FOR THE WASTE ACTIVITIES
A UNIQUE EUROPEAN NETWORK, SOLID POSITIONS IN ASIA/PACIFIC

1.3
UK/Scandinavia

0.2
Other Europe

0.1
Asia

3.6
France

1.5
Benelux/Germany

0.1
Middle-East/North Africa

0.8
Australia

€7.5BN OF REVENUES FOR OUR WASTE ACTIVITIES

Revenue by subsidiary (in bn€)
ACCELERATE OUR EVOLUTION TOWARDS FURTHER VALORISATION
MASTERING ALL TECHNIQUES

ENERGY RECOVERY

- Production of heat and electricity
- Biogas recovery
- Production of alternative fuel

MATERIAL RECOVERY

- Develop new partnerships with industrial clients
- European trading platform
- Transform waste into secondary raw materials
- Develop our expertise in biowaste recovery

1.4 TON RECOVERED FOR 1 TON ELIMINATED IN 2013
BUILD OUR FUTURE
INNOVATION AND INVESTMENT: TWO GROWTH LEVERS

Innovation and R&D

→ €74m budget
→ 400 researchers and experts worldwide
→ 65 R&D programmes
→ Cleantech Blue Orange investment fund

Long-term investment strategy:

→ Priority to development to seize market potential
→ Focus investments on 4 strategic priorities(1)

(1) New services in water; Energy and material recovery; International; Industrial water
VIDÉO
OUR SOCIAL AND ENVIRONMENTAL RESPONSABILITY
AN AMBITIOUS INTEGRATED STRATEGY

**Innovate** in order to offer new services and improve the environmental performance of our clients  
→ **+10.6% of water reused** in 2013

**Mobilize** our employees in order to be involved in the transformation  
→ "Top Employer 2013" label

**Share our know-how** and promote the access to essential services  
→ Access to job market programme "Maison pour rebondir »
VIDÉO
SHARING VALUE IN 2013
A MORE INNOVATING GROUP AND MORE PERFORMING

SHAREHOLDERS
€330m dividends\(^{(1)}\) paid

EMPLOYEES
€3.6bn Salaries and benefits

SUPPLIERS
€8.7bn of purchases of goods and services

GOVERNMENTS AND COLLECTIVITIES
€205m Income taxes
€653m Other taxes

INNOVATION AND DEVELOPMENT
€1.0 bn of capex
€74m of Research and Innovation

\(^{(1)}\) Total dividends of €556m including dividends paid to minorities
CONCLUSION

Jean-Louis CHAUSSADE
Chief Executive Officer
OUR AMBITION
A KEY PLAYER SERVING THE CIRCULAR ECONOMY

➔ BE a worldwide reference in the environment

➔ INNOVATE to take position in promising markets

➔ PRODUCE tomorrow’s resources

PROTECTING & DEVELOPING TOMORROW’s RESOURCES FOR A BETTER WORLD
FINANCIAL RESULTS

Jean-Marc Boursier
Senior Executive VP Finance and Procurement
A STRATEGY OF PROFITABLE GROWTH

Reported figures in €m

**REVENUE**
- 2009: 12,296
- 2013: 14,644
- CAGR + 4.5%

**EBITDA**
- 2009: 2,060
- 2013: 2,520
- CAGR + 5.2%

**EBIT**
- 2009: 926
- 2013: 1,184
- CAGR + 6.3%

**FREE CASH FLOW**
- 2009: 891
- 2013: 1,007
- CAGR + 3.1%

**ROCE**
- 2009: 7.3%
- 2013: 7.0%
- -30 bp

**NET DEBT/EBITDA**
- 2009: 3.05x
- 2013: 2.88x
- -0.17x
## 2013 REVENUES
### QUARTER AFTER QUARTER IMPROVEMENT

<table>
<thead>
<tr>
<th>In €m</th>
<th>2013</th>
<th>Δ 13/12 organic</th>
</tr>
</thead>
<tbody>
<tr>
<td>WATER EUROPE</td>
<td>4,437</td>
<td>+2.0%</td>
</tr>
<tr>
<td>WASTE EUROPE</td>
<td>6,551</td>
<td>-1.2%</td>
</tr>
<tr>
<td>INTERNATIONAL</td>
<td>3,652</td>
<td>-2.7%</td>
</tr>
<tr>
<td>OTHERS</td>
<td>4</td>
<td>-</td>
</tr>
<tr>
<td>TOTAL</td>
<td>14,644</td>
<td>-0.7%</td>
</tr>
</tbody>
</table>

### Organic growth in 2013

<table>
<thead>
<tr>
<th>Quarter</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Q1</td>
<td>-2.6%</td>
</tr>
<tr>
<td>Q2</td>
<td>-0.8%</td>
</tr>
<tr>
<td>Q3</td>
<td>0.2%</td>
</tr>
<tr>
<td>Q4</td>
<td>0.2%</td>
</tr>
</tbody>
</table>
## 2013 EBITDA
### INCREASE IN MARGIN

<table>
<thead>
<tr>
<th>In €m</th>
<th>2013</th>
<th>Δ 13/12 organic</th>
</tr>
</thead>
<tbody>
<tr>
<td>WATER EUROPE</td>
<td>1,185</td>
<td>+1.7%</td>
</tr>
<tr>
<td>WASTE EUROPE</td>
<td>797</td>
<td>-4.5%</td>
</tr>
<tr>
<td>INTERNATIONAL</td>
<td>581</td>
<td>+31.4%</td>
</tr>
<tr>
<td>OTHERS</td>
<td>-42</td>
<td>-</td>
</tr>
<tr>
<td>TOTAL</td>
<td>2,520</td>
<td>+5.0%</td>
</tr>
</tbody>
</table>

**EBITDA margin**

- **2012:** 16.2%
- **2013:** 17.2%
12% GROWTH OF INCOME FROM OPERATING ACTIVITIES

<table>
<thead>
<tr>
<th></th>
<th>FY 2012</th>
<th>FY 2013</th>
<th>△ 13/12</th>
</tr>
</thead>
<tbody>
<tr>
<td>EBITDA</td>
<td>2,450</td>
<td>2,520</td>
<td>+2.9%</td>
</tr>
<tr>
<td>Amortization</td>
<td>(1,101)</td>
<td>(1,094)</td>
<td></td>
</tr>
<tr>
<td>Provisions</td>
<td>65</td>
<td>120</td>
<td></td>
</tr>
<tr>
<td>Other (concession charges, ESOP(^{(1)}))</td>
<td>(268)</td>
<td>(362)</td>
<td></td>
</tr>
<tr>
<td>CURRENT OPERATING INCOME (COI)</td>
<td>1,146</td>
<td>1,184</td>
<td>+3.3%</td>
</tr>
<tr>
<td>Capital gains and other</td>
<td>(94)</td>
<td>(6)</td>
<td></td>
</tr>
<tr>
<td>INCOME FROM OPERATING ACTIVITIES</td>
<td>1,052</td>
<td>1,179</td>
<td>+12.0%</td>
</tr>
</tbody>
</table>

(1) Performance shares and Stock Options
40% INCREASE IN NET RESULT

<table>
<thead>
<tr>
<th></th>
<th>FY 2012</th>
<th>FY 2013</th>
<th>△ 13/12</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cost of net debt &amp; other financial results</td>
<td>(419)</td>
<td>(402)</td>
<td></td>
</tr>
<tr>
<td>Associates</td>
<td>22</td>
<td>31</td>
<td></td>
</tr>
<tr>
<td>Income tax</td>
<td>(186)</td>
<td>(205)</td>
<td></td>
</tr>
<tr>
<td>Minority interest</td>
<td>(218)</td>
<td>(250)</td>
<td></td>
</tr>
<tr>
<td><strong>NET RESULT GROUP SHARE</strong></td>
<td>251</td>
<td>352</td>
<td>+40.2%</td>
</tr>
<tr>
<td><strong>Adjusted earning per share</strong> (1)</td>
<td>0.45</td>
<td>0.65</td>
<td>+44.2%</td>
</tr>
</tbody>
</table>

(1) Adjusted EPS = (Net result group share – hybrid coupon net of taxe) / total number of shares ex-treasury shares
SELECTIVITY AND CONTROL OF INVESTMENTS
INVESTMENTS IN LINE WITH OUR PRIORITIES

Split by division

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Water Europe</td>
<td>24%</td>
<td>32%</td>
</tr>
<tr>
<td>Waste Europe</td>
<td>32%</td>
<td>30%</td>
</tr>
<tr>
<td>International</td>
<td>42%</td>
<td>43%</td>
</tr>
</tbody>
</table>

Split by nature

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net investment</td>
<td>1,177</td>
<td>1,012</td>
</tr>
<tr>
<td>Financial investment</td>
<td>127</td>
<td>37</td>
</tr>
<tr>
<td>Development CAPEX</td>
<td>575</td>
<td>538</td>
</tr>
<tr>
<td>Maintenance CAPEX</td>
<td>648</td>
<td>600</td>
</tr>
<tr>
<td>Disposals</td>
<td>(173)</td>
<td>(163)</td>
</tr>
</tbody>
</table>
FREE CASH FLOW GROWTH
MORE THAN €1BN GENERATED IN 2013

FREE CASH FLOW INCREASING IN THE 3 DIVISIONS

<table>
<thead>
<tr>
<th>Division</th>
<th>2009</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Water Europe</td>
<td>257</td>
<td>497</td>
</tr>
<tr>
<td>Waste Europe</td>
<td>355</td>
<td>365</td>
</tr>
<tr>
<td>International</td>
<td>152</td>
<td>207</td>
</tr>
<tr>
<td>SUEZ ENVIRONNEMENT</td>
<td>891</td>
<td>1,007</td>
</tr>
</tbody>
</table>
DECREASE IN NET DEBT BY €191M
IMPROVEMENT OF NET DEBT/EBITDA RATIO

- Moody’s rating confirmed on May 6th, 2014 (A3 – P2, stable perspective)
- Strong liquidity position of €3.9bn
- Average debt maturity: 5.9 years
- 82% fixed rates

(1) Of which €330m paid to shareholders, €180m paid to minorities, €36m for hybrid coupon, €10m tax on dividend
(2) Of which €(228)m of FX impact
POSITIVE 2014 OUTLOOK

GROW 2014 OPERATIONNAL RESULTS\(^{(1)}\)

- EBITDA\(^{(2)}\) organic growth 2013-2014 \(\geq +2\%\)
- Free cash flow: c. €1bn

ACCELERATE DEVELOPMENT WHILE MAINTAINING FINANCIAL DISCIPLINE

- Focused investments for additional growth\(^{(3)}\)
- Net financial debt / EBITDA around 3x

CONTINUE ATTRACTIVE DIVIDEND POLICY

- Dividend related to 2014 results \(\geq €0.65\) per share\(^{(4)}\)

---

\(^{(1)}\) Based on 1% GDP growth in 2014 in Eurozone, at unchanged accounting and tax norms as of Jan. 1st 2014 and at constant forex
\(^{(2)}\) Objective estimated from restated 2013 EBITDA taking into account the change in EBITDA definition as defined by the Group and the application of the new IFRS 10 and 11 norms (2013 adjusted EBITDA of €2,535m)
\(^{(3)}\) If market conditions allow it
\(^{(4)}\) Subject to AGM approval
FIRST QUARTER 2014
OPERATIONNAL PERFORMANCE IN-LINE WITH TARGETS(1)

➔ +1.2% organic growth in revenues
➔ EBITDA margin of 16.5%, stable vs. last year
➔ Solid financial structure with a ND/EBITDA ratio of 2.77x, below the target of c. 3.0x
➔ Significant foreign exchange impacts

- KEY FIGURES -

<table>
<thead>
<tr>
<th>In €m</th>
<th>Q1 2014</th>
<th>Δ 14/13 organic</th>
</tr>
</thead>
<tbody>
<tr>
<td>REVENUE</td>
<td>3,353</td>
<td>+1.2%</td>
</tr>
<tr>
<td>EBITDA(2)</td>
<td>553</td>
<td>+3.2%</td>
</tr>
<tr>
<td>EBITDA MARGIN</td>
<td>16.5%</td>
<td>-</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>In €bn</th>
</tr>
</thead>
<tbody>
<tr>
<td>NET FINANCIAL DEBT</td>
</tr>
<tr>
<td>ND/EBITDA</td>
</tr>
</tbody>
</table>

(1) Based on 1% GDP growth in 2014 in Eurozone, at unchanged accounting and tax norms as of Jan. 1st 2014 and at constant forex
(2) New EBITDA definition as the one used by the Group as of 1st of January 2014
GOVERNANCE

Gérard MESTRALLET
Chairman
A VERY ACTIVE GOVERNANCE

Strong implication of the Board of Directors and its Committees in 2013

→ 8 Board of Directors’ meetings and 18 committees’ meetings
→ Attendance rate to the Board of Directors of 92.2%
→ A strategic seminar
→ A site visit

A diversified Board of Directors with a majority of independents

→ 53% of independent Directors
→ 23.5% of women
→ 71 to 80% of independents in the committees

Proposals

→ Appointment of a new woman as Director
→ Change in status to appoint two Directors representing employees
STRATEGY COMMITTEE
COMMITTEE CHAIRMAN REPORT

Gérard MESTRALLET
CHAIRMAN OF THE STRATEGY COMMITTEE

7 members, incl. 5 independents
3 meetings in 2013
Attendance rate in 2013: 87%

Main topics
- Growth prospects in South America in the Water segment
- Presence and prospects in Central Europe in the Water and Waste segments
- Overview of the competition
- 2013-2018 medium-term business plan
- Preparation of the Board of Directors’ strategy seminar
AUDIT COMMITTEE
COMMITTEE CHAIRMAN REPORT

Guillaume PEPY
Independent director
CHAIRMAN OF THE AUDIT COMMITTEE

5 members, incl. 4 independents
7 meetings in 2013
Attendance rate in 2013: 91%

Main topics
→ Monitor of accounting and financial performance
→ Particular focus on the review & management of the risks
→ Review of internal audit and internal control plans
→ Monitor the savings programme and the capex plan
→ Analysis of the evolving relationship with GDF SUEZ following the end of the Shareholders’ Agreement
NOMINATIONS & COMPENSATION COMMITTEE
COMMITTEE CHAIRMAN REPORT

Lorenz d’ESTE
Independent director
CHAIRMAN OF THE NOMINATIONS & COMPENSATION COMMITTEE

Main topics
- Composition of the Board of Directors
- Review of Directors’ independence
- Chief Executive Officer’s compensation
- Bonus shares and performance shares allocation plans and shareholding plan reserved for employees
- Annual amount of Directors’ fees
- Performance assessment of the Board of Directors and its committees

5 Members, incl. 4 independents
5 meetings in 2013
Attendance rate in 2013: 95%
ETHICS & SUSTAINABLE DEVELOPMENT COMMITTEE

COMMITTEE CHAIRWOMAN REPORT

Delphine ERNOTTE CUNCI
Independent director
CHAIRWOMAN OF THE ETHICS & SUSTAINABLE DEVELOPMENT COMMITTEE

4 members incl. 3 independents
3 meetings in 2013
Attendance rate in 2013: 100%

Main topics
➔ Health & Safety policy
➔ Review of the sustainable development and corporate social responsibility roadmap; action plans to be implemented
➔ Environmental risk management policy
➔ Review of the social development, diversity and equal opportunities policy
➔ Ethics and deontology policy
PRESENTATION OF THE RESOLUTIONS

Jean Yves LARROUTUROU
General Secretary
PRESENTATION OF THE RESOLUTIONS
ORDINARY PART (1/3)

→ Approval of the annual and consolidated financial statements for the 2013 fiscal year (1\textsuperscript{st} and 2\textsuperscript{nd} resolutions)

→ Allocation of the net income and determination of the dividend (3\textsuperscript{rd} resolution)
  • Proposal of a distribution of dividend of € 0.65 per share in cash
  • Ex-dividend date : May 26; payment date: May 29

→ Renewal of the mandates of 5 directors and appointment of a new director (4\textsuperscript{th} to 9\textsuperscript{th} resolutions)
  • Renewal of the mandates of Ms. Penelope Chalmers Small and M. Gilles Benoist, Alain Chaigneau, Guillaume Pepy et Jérôme Tolot
  • Appointment of Ms. Ines Kolmsee
APPOINTMENT OF MRS. INES KOLMSEE

Appointment of Mrs. Ines KOLMSEE as Director

44 years old

German

*Ingenieur Diploma* from Berlin Technology University, Germany, 1994

Civil engineer from École des Mines de Saint Etienne engineering school, 1996

MBA, INSEAD, 2001

Chief Executive Officer of SKW Stahl-Metallurgie Holding AG (Germany) from 2004 to 2014

Member of the Supervisory Board of Fuchs Petrolub AG (Germany)

Director of Umicore SA (Belgium)
PRESENTATION OF THE RESOLUTIONS
ORDINARY PART (2/3)

➢ Setting of the annual directors’ fees (10th resolution)

➢ Renewal of the mandates of Lead Statutory Auditor and Deputy Statutory Auditor (11th and 12th resolutions)

➢ Approval of the related-party agreements (13th resolution)

➢ Consultation on the components of compensation due or awarded for the fiscal year 2013 to Mr. Gérard Mestrallet, Chairman of the Board of Directors (14th resolution)
  • No compensation due or awarded for fiscal 2013
PRESENTATION OF THE RESOLUTIONS
ORDINARY PART (3/3)

→ Consultation on the components of compensation due or awarded for the fiscal year 2013 to Mr. Jean-Louis Chaussade, Chief Executive Officer (15th resolution)
  
  • Fixed compensation : € 750,000 (unchanged since the Board set it in 2009)
    ✓ Benefits in kind : € 15,459
  • Variable compensation : € 736,790 (80% related to the Group performance and 20% related to qualitative criteria)
  • Long-term incentive: allocation of 60,000 performance shares (that may be raised to 72,000 performance shares in the event of outperformance) under cumulative performance conditions (RNR and share performance)
  • Other commitments, approved by the General Meeting of May 24, 2012 :
    ✓ Severance pay (maximum amount of 15 months of the total gross compensation)
    ✓ Group plans of SUEZ ENVIRONNEMENT (insurance, healthcare, supplementary retirement subject to defined contributions and benefits)

→ Authorization to the Board of Directors to trade in Company’s shares (16th resolution)
PRESENTATION OF THE RESOLUTIONS
EXTRAORDINARY PART

→ Amendments of the Bylaws (17th and 18th resolutions):
  • Age limit of 68 years old for the Chairman of the Board of Directors and the Chief Executive Officer
  • Setting of the conditions for appointing Directors representing employees
→ Renewal of the delegation to the Board of Directors to reduce the share capital by cancelling treasury shares (19th resolution)
  • Up to a limit of 10% of the share capital
→ Renewal of financial delegations granted to the Board of Directors (20th to 29th resolutions)
→ Powers (30th resolution)
**PRESENTATION OF THE RESOLUTIONS**

**EXTRAORDINARY PART – FINANCIAL DELEGATIONS**

Global Cap (29th resolution):
- €408 million for common shares (i.e. 20% of the capital)
- €3 billion for other securities (including the 26th resolution)

<table>
<thead>
<tr>
<th>Capital increase with waiver of PSR (21 to 25th resolutions):</th>
</tr>
</thead>
<tbody>
<tr>
<td>€204m for common shares, i.e. 10% of the capital</td>
</tr>
<tr>
<td>€3 billion for other securities</td>
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</table>

<table>
<thead>
<tr>
<th>Public issuance (21st resolution)</th>
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</thead>
<tbody>
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<th>Private placement (22nd resolution)</th>
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<tr>
<th>Green Shoe (23rd resolution)</th>
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<tr>
<th>Paying contribution in kind (24th resolution)</th>
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</thead>
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<td>€3 billion for other securities</td>
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</table>

<table>
<thead>
<tr>
<th>Compensation for securities contributed as part of a public exchange offer (25th resolution)</th>
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</thead>
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<tr>
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</tr>
<tr>
<td>€3 billion for other securities</td>
</tr>
</tbody>
</table>

**Capital increase for employees**
- €40m, i.e. 2% of the capital

**Member of a saving plan (27th resolution)**
- €40m, i.e. 2% of the capital

**International employee plans (28th resolution)**
- €12m, i.e. 0.6% of the capital
• Statutory auditors’ report on the financial statements of the Company  
  (Resolution #1; Reference Document: pages 319/320)

• Statutory auditors’ report on the consolidated financial statements of the Group  
  (Resolution #2; Reference Document: pages 297/298)

• Statutory auditors’ report on related party agreements and commitments  
  (Resolution #13; Reference Document: 356 to 360)

• Reports on share capital operations  
  (Resolution #19 to 28; Reference Document: pages 361 and 366)

• Statutory auditors’ report on the report prepared by the chairman of the board of directors  
  (Reference Document: page 192)

• Statutory Auditors’ report on a selection of social and environmental information  
  (Reference Document: pages 98-99)
LET’S SHARE OUR VIEWS

MAKING THE PLANET SUSTAINABLE IS THE BEST JOB ON EARTH
VOTE ON RESOLUTIONS
HOW TO USE THE HANDHELD VOTING DEVICES

1 SMART CARD

The device will not work unless your smart card is properly inserted.

2 TO VOTE

Simply press the button of your choice:

1 = FOR
2 = AGAINST
3 = ABSTAIN

THE MESSAGES AT THE BOTTOM OF THE SCREEN

- “ACQUITTÉ” (“accepted”) means your vote has been taken into account
- “VOTÉ” (“voted”) means voting is closed and your vote has been recorded
FIRST RESOLUTION

Approval of the Company’s financial statements for the fiscal year ended December 31, 2013.

→ Net income : € 382,605,876.89
SECOND RESOLUTION

Approval of the consolidated financial statements for the fiscal year ended December 31, 2013.

→ Net income Group share: €352m
THIRD RESOLUTION

Allocation of the net income for the 2013 fiscal year and determination of the dividend.

→ Dividend of € 0.65 per share
→ Ex-dividend date : May 26
→ Payment date : May 29
FOURTH RESOLUTION

- Appointment of Mrs. Ines KOLMSEE as director.
FIFTH RESOLUTION

- Renewal of Mr. Gilles BENOIST as director.
SIXTH RESOLUTION

Renewal of Mr. Alain CHAIGNEAU as director.
Renewal of Mrs. Penelope CHALMERS SMALL as director.
Renewal of Mr. Guillaume PEPY as director.
NINTH RESOLUTION

- Renewal of Mr. Jérôme TOLOT as director.
TENTH RESOLUTION

Setting of the annual directors’ fees allocated to the members of the Board of Directors.

⇒ Annual amount set at EUR 700,000
ELEVENTH RESOLUTION

Renewal of Mazars’ mandate as Lead Statutory Auditor.

⇒ For a duration of 6 fiscal years
TWELFTH RESOLUTION

Renewal of CBA’s mandate as Deputy Statutory Auditor.

⇒ For a duration of 6 fiscal years
THIRTEENTH RESOLUTION

Approval of the related-party agreements and commitments governed by article L. 225-38 and seq. of the French Commercial Code.
Consultation on the components of compensation due or awarded for the 2013 fiscal year to Mr. Gérard MESTRALLET, Chairman of the Board of Directors.
Consultation on the components of compensation due or awarded for the 2013 fiscal year to Mr. Jean-Louis CHAUSSADE, Chief Executive Officer.
SIXTEENTH RESOLUTION

Authorization to be granted to the Board of Directors to trade in Company’s shares.

➔ Up to a limit of 10% of the capital
➔ Maximum purchase price per share: EUR 25
➔ Duration: 18 months
Amendment of articles 11 and 17 of the Company’s bylaws in order to amend the age limit to exercise the functions of Chairman of the Board of Directors and Chief Executive Officer.
Amendment of article 10 of the Company’s bylaws in order to determine the conditions of appointment of Directors representing employees in accordance with article L.225-27-1 of the French Commercial Code.
NINETEENTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to reduce the Company’s share capital by cancelling treasury shares.

➔ Up to a limit of 10% of the capital per 24 month periods
➔ Duration : 26 months
TWENTIETH RESOLUTION

Delegation to the Board of Directors to issue equity securities and/or any securities conferring an immediate or future right to the Company’s share capital, with shareholders’ preferential subscription rights.

→ Renewal of a delegation of authority approved by the General Meeting of May 24, 2012

→ Maximum nominal amount : € 408 million, i.e. 20% of the capital (this cap counting towards the Global Cap set forth in resolution 29)

→ Duration : 26 months
TWENTY-FIRST RESOLUTION

Delegation to the Board of Directors to issue, by a public issuance, equity securities and/or any securities conferring access to the share capital, with waiver of the shareholders’ subscription rights.

➔ Renewal of a delegation of authority approved by the General Meeting of May 24, 2012

➔ Maximum nominal amount : € 204 millions, i.e. 10% of the capital (this cap being common with caps provided in resolutions 22, 24, and 25 and counting towards the Global Cap set forth in resolution 29)

➔ Maximum discount of 5%

➔ Duration : 26 months
TWENTY-SECOND RESOLUTION

Delegation to the Board of Directors to issue, as part as a private placement, equity securities and/or securities conferring access to the share capital, with waiver of the shareholders’ subscription rights.

→ Renewal of a delegation of authority approved by the General Meeting of May 24, 2012

→ Maximum nominal amount: € 204 millions, i.e. 10% of the capital (this cap being common with caps provided in resolutions 21, 24, and 25 and counting towards the Global Cap set forth in resolution 29)

→ Maximum discount of 5%

→ Duration: 26 months
TWENTY-THIRD RESOLUTION

Delegation to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase, with or without shareholders’ preferential subscription rights, by up to 15% of the initial issuance (« Green Shoe »).

→ Renewal of a delegation of authority approved by the General Meeting of May 24, 2012

→ Within the limit of caps of initial issuances (10% for issuances without shareholders’ preferential subscription rights)

→ Issue price identical as that of the initial issuance

→ Duration : 26 months
TWENTY-FOURTH RESOLUTION

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

→ Renewal of a delegation of authority approved by the General Meeting of May 24, 2012

→ Maximum nominal amount: € 204 millions, i.e. 10% of the share capital (this cap being common with caps provided in resolutions 21, 22 and 25 and counting towards the Global Cap set forth in resolution 29)

→ Duration: 26 months
TWENTY-FIFTH RESOLUTION

Delegation to the Board of Directors to increase the share capital to compensate for securities contributed as part of a public exchange offer initiated by the Company, with waiver of shareholders’ preferential subscription rights.

→ Renewal of a delegation of authority approved by the General Meeting of May 24, 2012

→ Maximum nominal amount: € 204 millions, i.e. 10% of the capital (*this cap being common with caps provided in resolutions 21, 22 and 24 and counting towards the Global Cap set forth in resolution 29*)

→ Duration: 26 months
TWENTY-SIXTH RESOLUTION

Delegation to the Board of Directors to issue mixed securities representing debt.

→ Renewal of a delegation of authority approved by the General Meeting of May 24, 2012

→ Maximum nominal amount: €3 billion (*this cap counting towards the Global Cap set forth in resolution 29*)

→ Duration: 26 months
TWENTY-SEVENTH RESOLUTION

Delegation to the Board of Directors to increase the share capital by issuing shares and/or securities conferring access to the share capital to the benefit of members of savings plans.

→ Renewal of a delegation of authority approved by the General Meeting of May 24, 2012

→ Maximum nominal amount : € 40 millions, i.e. 2% of the capital (this cap counting towards the Global Cap set forth in resolution 29)

→ Maximum discount of 20%

→ Duration : 26 months
TWENTY-EIGHTH RESOLUTION

Delegation to the Board of Directors to increase the share capital by issuing shares and/or securities conferring access to the share capital, as part as SUEZ ENVIRONNEMENT group international employee shareholding and savings plans.

→ Renewal of a delegation of authority approved by the General Meeting of May 23, 2013

→ Maximum nominal amount : €12 millions, i.e. 0.6% of the share capital (this cap counting towards the Global Cap set forth in resolution 29)

→ Duration : 18 months
Overall cap applicable to the delegations.

- Maximum nominal amount: €408 millions, i.e. 20% of the capital
- Maximum amount of mixed securities representing debt: €3 billion
THIRTIETH RESOLUTION

Power for formalities.