



Paris, March 2nd, 2017

COMPENSATION OF COMPANY OFFICERS

In accordance with the recommendations of the Afep-Medef Code, the components of compensation of company officers, set by the Board of Directors during its meeting of February 28th, 2017, on recommendation of the Compensation Committee, are the following.

I – COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Mr. Mestrallet received no compensation in 2016 for his term as Chairman of the Board of Directors of SUEZ, apart from Director's fees, which amounted to € 74,176.

This compensation policy remains unchanged for fiscal year 2017.

II – COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

2016 COMPENSATION

The fixed annual gross compensation of Mr. Jean-Louis Chaussade remains unchanged since 2009 and amounts to € 750,000 for 2016 fiscal year (being understood that the amount of the pensions received as part of the general retirement plan of the CNAV and the mandatory pension plans ARRCO and AGIRC is deduced from this amount of € 750,000 before payment).

The Board of Directors set the variable part of the Chief Executive Officer's compensation related to the 2016 fiscal year. Upon recommendation of the Compensation Committee, the Board of Directors fixed the Chief Executive Officer's variable compensation for the fiscal year 2016, paid in 2017, to € 637,455, i.e. 58.6 % of his variable compensation's maximum amount and 85% of his fixed compensation.

After reviewing the Company's results for fiscal year 2016 for quantitative criteria and the level of achievement of the qualitative criteria, the Board of Directors determined this variable part on the basis of the criteria defined on its meeting of February 23rd, 2016:

SUEZ

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| | Weighting | Rating scale ¹ | Achievement | Amount |
|---|-------------|---------------------------|---------------|------------------|
| EBIT | 5% | 0 to 145% | 101,15% | € 31 399 |
| Recurring net income | 20% | 0 to 145% | 120% | € 217 500 |
| Free Cash Flow | 20% | 0 to 145% | 102,02% | € 129 848 |
| ROCE | 10% | 0 to 145% | 98,61% | € 55 833 |
| Total Shareholder Return | 20% | 0 to 145% | 0% | € 0 |
| Total qualitative criteria | 75% | 0 to 145% | 79,10% | € 434 580 |
| Total qualitative criteria² | 25% | 0 to 145% | 74% | € 202 875 |
| TOTAL VARIABLE PART | 100% | 0 to 145 % | 77,8% | € 637 455 |

¹ The achievement of qualitative criteria, set in accordance with the budget reviewed by the Board of Directors represents a level of achievement of 80% of the target. Should the level of achievement be less than or equal to 80% of the budget, the level of achievement of the target is set at 0%. Should the level of achievement be equal to or higher than 120% of the budget, the level of achievement of the target is set at 145%.

² The qualitative criteria were related to the "COMPASS" optimization program, the implementation of the Group's transformation plan and the health and safety results.

2017 COMPENSATION

The fixed annual gross compensation of the Chief Executive Officer for fiscal year 2017 is maintained at € 750,000 (being understood that the amount of the pensions received as part of the general retirement plan and the mandatory pension plans ARRCO and AGIRC is deduced from this amount of € 750,000 before payment).

The 2017 variable compensation will be determined in accordance with conditions close to the ones applied in 2016. It will range from 0% to 145% of the fixed compensation (not changed) and will be determined on the basis of the following criteria:



| | Weighting |
|------------------------------------|-------------|
| EBIT | 20% |
| Free Cash Flow | 20% |
| ROCE | 15% |
| Total Shareholder Return | 20% |
| Total quantitative criteria | 75% |
| Total quantitative criteria | 25% |
| TOTAL VARIABLE PART | 100% |

2017 LONG TERM COMPENSATION

The Board of Directors decided to grant to the Chief Executive Officer a long-term variable compensation for the 2017 fiscal year, in the same form as the long-term variable compensation granted in 2016. This plan will also benefit to approximately 1,350 people within the Group.

This long-term variable compensation is of a maximum amount of € 750,000 (i.e. 100% of his fixed compensation) and will result in a cash payment in 2020, subject to the levels of achievement of performance criteria which will be assessed by the Board of Directors for the 2017 to 2019 fiscal years.

The amount that may be paid to the Chief Executive Officer will, thus, depend on the two following performance criteria, that apply cumulatively:

- an internal performance condition based on the cumulative Group's EBIT for the three fiscal years 2017 to 2019 ; being understood that the achievement of the target set by the Board of Directors in line with the budget and the mid-term plan only gives the right to a payment of 65%;
- an external performance condition based on the SUEZ's TSR (Total Shareholder Return) evolution, compared to the evolution of the TSR of the EUROSTOXX Utilities index over the period from January 1st, 2017 to December 31st, 2019, being understood that for a performance equal to the index, the amount paid is 80%

The two performance conditions applying cumulatively, in case of achievement of the target set by the Board of Directors according to the internal condition and a SUEZ's TSR evolution equal to the



TSR of the EUROSTOXX Utilities index, the Chief Executive Officer would receive a sum equivalent to 52% of the maximum amount allocated.

Moreover, the amount paid to the Chief Executive Officer may be decreased or increased by 10% depending on the level of the parity rate in the management on December 31st, 2019, being specified that the amount paid shall not in any case exceed the maximum amount referred to above.

The Board of Directors also decided that the award of the long-term compensation to the Chief Executive Officer is subject to an obligation to reinvest, in shares, 15% of the net amount that will be paid in 2020, until the number of shares held by the Chief Executive Officer represents 150% of his annual fixed compensation.

Pursuant to Article L.225-37-2 of the French Commercial Code, the Board of Directors will submit to the General Meeting of May 10th 2017 the compensation policy of company officers.