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SUEZ LAUNCHES SHARING 2017, ITS THIRD WORLDWIDE SHAREHOLDING PLAN RESERVED FOR GROUP EMPLOYEES

SUEZ offers its employees in France and around the world a chance to subscribe to SHARING, its third shareholding plan reserved for employees.

SHARING 2017 is aimed at the Group's more than 76,000 employees in 20 countries: Belgium, Brazil, Canada, Chile, China, the Czech Republic, France, Germany, Hong Kong, India, Italy, Luxembourg, Macao, Morocco, the Netherlands, Poland, Spain, Sweden, the United Kingdom and the United States.

This third share subscription offer forms part of the Group's policy to increase employee shareholding. It strengthens the relationship between SUEZ and its employees by offering them the possibility of being more closely involved in the Group's growth and performance.

"Following the success of the employee shareholding campaigns in 2011 and 2014, SHARING 2017 confirms our ambition to continue to involve our employees in the development of the Group and its initiatives in favour of the circular economy and the natural resources that are essential to our future", comments Jean-Louis Chaussade, Chief Executive Officer of SUEZ.

The terms and conditions of this offer are described below.

About SUEZ

We are in the era of the resource revolution. In a world facing high demographic growth, runaway urbanisation and the scarcity of natural resources, securing, optimising and renewing resources is essential for our future. SUEZ (Paris: SEV, Brussels: SEVB) delivers wastewater treatment services to 58 million people and reuses 882 million m³ of wastewater. SUEZ also recovers 16.9 million tons of waste a year, produces 3.9 million tons of secondary raw materials and 7 TWh of local renewable energy. Finally, SUEZ avoids 9.5 MtCO₂e GHG emissions for its customers. With 83,921 employees, SUEZ is present on five continents and is a key player in the circular economy for the sustainable management of resources. SUEZ generated total revenues of 15.3 billion euros in 2016.

Issuer

SUEZ

Euronext Paris –Compartment A

ISIN code for ordinary shares: FR0010613471

Share admitted to the Deferred Settlement System (SRD)

SHARING 2017 options:

As part of SHARING 2017, SUEZ offers its employees two options:

- A “Classic” plan, which includes a discount and employer contribution in which the subscriber is exposed to movements in the share price. In France, employees will benefit from an employer contribution as part of the company savings plan. Outside France, the employer’s contribution takes the form of a free share allocation. The UK plan is different, in the form of a Share Incentive Plan (SIP);
- A “Multiple” plan (via an intermediate exchange contract with a structuring bank) under which the subscriber receives, at maturity, at least the amount of his/her personal contribution to which is added a guaranteed return or a multiple of the performance of SUEZ shares, whichever is higher. In the United States, Canada, Chile, China, Italy, Poland and Sweden, the Multiple plan has been adapted to local laws and implemented as an alternative mechanism, called “share appreciation rights”.

The shares will be subscribed by the beneficiaries either directly, or via an employee shareholding fund (FCPE) depending on the country of residence.

In all these plans (excluding the SIP), the subscription price will be 80% of the average opening price of SUEZ shares on the Euronext Paris market during the 20 trading days preceding the date the subscription price is set by the Board of Directors or by the Chief Executive Officer delegated to do so.

Securities offered

The maximum amount of shares subscribed under Resolution 18 and Resolution 19 submitted for voting to the General Meeting of 10 May 2017 is set at 10 million shares, on the understanding that a ceiling of 1.8 million shares applies to the Classic plan (including the SIP) and a ceiling of 8.2 million shares applies to the Multiple plan. Under each plan, all subscriptions are honoured up to the amount of the average subscription to the plan concerned. Subscriptions above this average will be allocated proportionately.

The resulting shares will confer entitlement on 1 January 2017 (or, for shares allocated as employer’s contributions internationally, on 1 January preceding the year in which they are delivered).

Subscription conditions

The beneficiaries of this shareholder offering are the employees of the Company and of member companies of the SUEZ Group International Savings Plan whose head offices are in one of the 20 countries listed above.

This includes employees, corporate officers meeting the terms and conditions of Article L.3332-2 of the French Labour Code, provided they have been in service for at least three months on the final day of the subscription period, which is 14 November 2017 (excluding SIP) as well as retirees who have kept their holding in the SUEZ Group Savings Plan.

The legal individual investment limit is 25% of gross annual pay for the Classic plan and 2.5% for the Multiple plan (excluding bank contributions). Subscribers to the offering must hold the shares they subscribed directly, or their employee shareholding fund units, until 19 December 2022 (excluded), unless released early.

Unitholders of employee shareholding funds will exercise their voting rights at General Meetings of SUEZ through the supervisory board of the funds.

Indicative timeline for the SHARING 2017 offering

Reservation period: 15 September to 5 October 2017

Subscription price set on: 9 November 2017

Subscription/cancellation period: 10 to 14 November 2017

Settlement/delivery of shares: 19 December 2017

These dates are indicative only and may change.

Listing

SUEZ new shares are scheduled for admittance to trading on the Euronext Paris market (ISIN code: FR0010613471 - SEV) on 19 December 2017. These new shares will be similar to existing shares.

Hedging operations

The introduction of leveraged options may cause the structuring bank, as a counterpart to the trade, to generate hedging agreements prior to setting up the SHARING 2017 offering, from the date of the publication of this press release and throughout the duration of the operation.

Specific for international

This press release does not constitute an offer of sale or solicitation for the subscription of SUEZ shares. The SHARING 2017 offering reserved for employees will be set up only in countries where such an offer has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities, or in consideration of an exemption from the obligation to prepare a prospectus or to register an offer. In general, the offer will be made only in countries where all the registration and/or notification procedures required have been completed and the authorisations obtained. This press release is not intended for, and therefore copies of it may not be sent to, countries in which such a prospectus has not been approved or such an exemption would not be approved or in which all registration and/or notification procedures required have not yet been completed or authorisations have not been obtained.

The securities described in this document have not been and will not be registered in the United States with the Securities and Exchange Commission and may not be offered in the United States except as part of transactions that do not require registration under the United States Securities Act of 1933.

Additional Information

All necessary information about SUEZ is available from the Company's website (www.suez.com).

All necessary information about SHARING 2017, for beneficiaries, is available in the subscription pack sent to shareholders and on the Company website (www.suezsharing.com). They can also request it from their contact indicated in the leaflet in the subscription pack sent to them and on the dedicated website.

Beneficiaries subscribing to shares through an employee shareholding fund should read the key investor information document (KIID) and the regulations for each fund for full information.

This press release constitutes a communication as required by the AMF in accordance with Article 19 of Instruction No. 2016-04 of 21 October 2016.

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Find out more about the SUEZ Group
on the [website](#) & on social media

