

**5 December 2012**

**A NEW STEP FOR SUEZ ENVIRONNEMENT:  
ADAPTED GOVERNANCE,  
INDUSTRIAL AND COMMERCIAL COOPERATION WITH GDF SUEZ MAINTAINED**

The Board of Directors of SUEZ ENVIRONNEMENT has taken notice of the decision by GDF SUEZ and all members of the Shareholders' Agreement<sup>1</sup> not to renew the Agreement which expires on 22 July 2013. Over the past five years, this agreement has enabled SUEZ ENVIRONNEMENT to be listed on the stock exchange, to ensure its growth, to build a strong identity and to hold leading positions in the environmental activities. The acquisitions of Agbar, the largest private water distribution company in Spain and of WSN in Australia in the waste activity, were particular high points in its development.

As a result, when the Agreement expires, SUEZ ENVIRONNEMENT will be consolidated by GDF SUEZ under equity accounting.

GDF SUEZ has expressed its intention to remain a reference shareholder of SUEZ ENVIRONNEMENT and its long-term strategic partner. GDF SUEZ has confirmed its will not to reduce its shareholding in SUEZ ENVIRONNEMENT and supports the growth strategy of SUEZ ENVIRONNEMENT.

The two groups are preparing an industrial and commercial cooperation agreement in order to respond effectively to their customers' needs and to continue developing synergies in areas such as seawater desalination, smart meters or offerings relating to the City of Tomorrow.

SUEZ ENVIRONNEMENT's governance will be adapted to reflect these new factors and in particular will be analysed the reduction of the number of directors representing GDF SUEZ, Gérard Mestrallet remaining as Chairman as well as to the terms on which, the employees of SUEZ ENVIRONNEMENT Group might be represented on the Board of Directors.

*"SUEZ ENVIRONNEMENT is continuing its long-term growth strategy, based on its leading global position, and a balanced, sustainable and profitable growth model", said SUEZ ENVIRONNEMENT Chief Executive Officer Jean-Louis Chaussade. "Our strategy is clear: to make our customers, public or private, leaders in environmental performance, while developing our two business lines, Water and Waste, supported by our four strategic priorities: new added-value services and smart water, waste recycling and reuse, industrial water, and international development.*

*"Over the past five years, SUEZ ENVIRONNEMENT has been fully recognized on the stock exchange, with a solid financial structure that allows us to grow independently today and to look toward the future with ambition and confidence".*

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*Natural resources are not infinite. Every day, SUEZ ENVIRONNEMENT (Paris: SEV, Brussels: SEVB) and its subsidiaries are committed to meeting the challenge of protecting resources, by bringing innovative solutions to millions of people and to the world of industry. SUEZ ENVIRONNEMENT supplies drinking water to 91 million people, sanitation services to 63 million and provides waste collection services for close to 57 million people. With 80,410 employees, SUEZ ENVIRONNEMENT is a world leader, exclusively dedicated to the water and waste businesses and with a presence on five continents. In 2011, SUEZ ENVIRONNEMENT, 35.7% owned by GDF SUEZ, generated revenues of €14.8 billion.*

<sup>1</sup> GBL, CDC, Areva, CNP Assurances, Sofina



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