

Final Terms dated 24 June 2015



**SUEZ ENVIRONNEMENT COMPANY**

(the "**Issuer**")

Issue of EUR 200,000,000 Floating Rate Notes due 2017

Under the

Euro 6,000,000,000

Euro Medium Term Note Programme

for the issue of Notes

SERIES NO: 14

TRANCHE NO: 1

BRED BANQUE POPULAIRE  
SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING

(as "**Joint Lead Managers**")

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## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 29 April 2015 which received visa no. 15-172 from the *Autorité des marchés financiers* (the “AMF”) on 29 April 2015 which constitutes a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (which includes the amendments made by Directive 2010/73/EU) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)), on the Issuer’s website ([www.suez-environnement.com](http://www.suez-environnement.com)) and copies may be obtained from the Issuer at Tour CB21, 16, place de l’Iris, 92040 Paris La Défense, France.

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|--|---|
| 1. Issuer:                                     | Suez Environnement Company                    |
| 2. (i) Series Number:                          | 14  |
| (ii) Tranche Number:                           | 1   |
| (iii) Date on which the Notes become fungible: | Not Applicable                                |
| 3. Specified Currency or Currencies:           | Euro (“€”)                                    |
| 4. Aggregate Nominal Amount:                   |   |
| (i) Series:                                    | €200,000,000                                  |
| (ii) Tranche:                                  | €200,000,000                                  |
| 5. Issue Price:                                | 100 per cent. of the Aggregate Nominal Amount |
| 6. Specified Denominations:                    | €100,000                                      |
| 7. (i) Issue Date:                             | 26 June 2015                                  |
| (ii) Interest Commencement Date:               | Issue Date                                    |

8. Maturity Date: Interest Payment Date falling on or nearest to 26 January 2017
9. Interest Basis: EURIBOR + 0.20 per cent. Floating Rate
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount.
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. Date of corporate authorisations for issuance of Notes obtained: Resolution of the Board of Directors (*conseil d'administration*) dated 14 January 2015 and decision of the *Directeur Général* of the Issuer dated 24 June 2015.

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. Fixed Rate Note Provisions Not Applicable
15. Floating Rate Note Provisions Applicable
- (i) Interest Period(s): The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.
- (ii) Specified Interest Payment Dates: 26 April, 26 July, 26 October and 26 January, in each year, subject to adjustment in accordance with the Business Day Convention. There will be a short first coupon with respect to the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date.
- (iii) First Interest Payment Date: 26 July 2015
- (iv) Interest Period Date: Not Applicable
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Business Centre(s) (Condition 5(a)): TARGET
- (vii) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
- (viii) Party responsible for calculating the Rate(s) of Interest and

Interest Amount(s) (if not the Calculation Agent):

Société Générale Bank & Trust

(ix) Screen Rate Determination (Condition 5(c)(iii)(C)):

- Reference Rate: EURIBOR

- Interest Determination Date(s): 2 TARGET Business Days prior to the first day of each Interest Accrual Period.

- Relevant Screen Page: Reuters page EURIBOR01

- Designated Maturity: (i) 1 month with respect to the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and (ii) 3 months with respect to each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.

- Specified Time: 11.00 am Paris time

- Reference Currency: Euro

(x) FBF Determination (Condition 5(c)(iii)(A)):

Not Applicable

(xi) ISDA Determination (Condition 5(c)(iii) (B)):

Not Applicable

(xii) Margin(s): + 0.20 per cent. per annum

(xiii) Minimum Rate of Interest: 0 per cent. per annum

(xiv) Maximum Rate of Interest: Not Applicable

(xv) Day Count Fraction (Condition 5(a)):

Act/360

16. Zero Coupon Note Provisions Not Applicable

17. Inflation Linked Provisions Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

18. Call Option Not Applicable

19. Make-Whole Redemption by the Issuer Not Applicable

20. Put Option Not Applicable

21. Change of Control Put Option Applicable

22. Final Redemption Amount of each Note €100,000 per Note of €100,000 Specified Denomination
23. Inflation Linked Notes – Provisions relating to the Final Redemption Amount: Not Applicable
24. Early Redemption Amount
- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9): €100,000 per Note of €100,000 Specified Denomination
- (ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)): Yes
- (iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)): Not Applicable
25. Inflation Linked Notes – Provisions relating to the Early Redemption Amount: Not Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
27. Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: Not Applicable
28. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
29. Redenomination, renominalisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable

31. Masse (Condition 11):

Contractual Masse shall apply.

Name and address of the Representative:

MASSQUOTE S.A.S.U.  
RCS 529 065 880 Nanterre  
7bis rue de Neuilly  
F-92110 Clichy  
Mailing address :  
33, rue Anna Jacquin  
92100 Boulogne Billancourt  
France  
Represented by its Chairman

Name and address of the alternate Representative:

Gilbert Labachotte  
8 Boulevard Jourdan  
75014 Paris

The Representative will be entitled to a remuneration of  
€400 (VAT excluded) per year.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: Christophe Cros, Senior Executive Vice-President in charge of Finance

Duly authorised



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## PART B – OTHER INFORMATION

### 1. Listing and Admission to Trading

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| (i) Listing:  | Euronext Paris   |
| (ii) Admission to trading:  | Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 26 June 2015. |
| (iii) Estimate of total expenses related to admission to trading: | €6,825 (including the AMF fees)  |

### 2. Ratings

Ratings: The Notes have not been rated.

### 3. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- |                                |  |
|--------------------------------|--|
| (i) Reasons for the offer      | See "Use of Proceeds" wording in Base Prospectus         |
| (ii) Estimated total expenses: | €6,825 (including the AMF fees) (estimated listing fees) |

### 5. Floating Rate Notes only - Historic Interest Rates

Details of historic EURIBOR rates can be obtained from Reuters.

### 6. Operational Information

ISIN: FR0012817526

Common Code: 125304605

Depositories:

- |   |     |
|---|-----|
| (a) Euroclear France to act as Central Depository:              | Yes |
| (b) Common Depository for Euroclear and Clearstream Luxembourg: | No  |

Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] producing a sum of: Not Applicable

**7. Distribution**

Method of distribution: Syndicated

If syndicated, names of Managers: **Joint Lead Managers**  
BRED Banque Populaire  
Société Générale

Stabilising Manager(s) (if any): Not Applicable

If non-syndicated, name of Dealer: Not Applicable

U.S. Selling Restrictions: Category 2 restrictions apply to the Notes