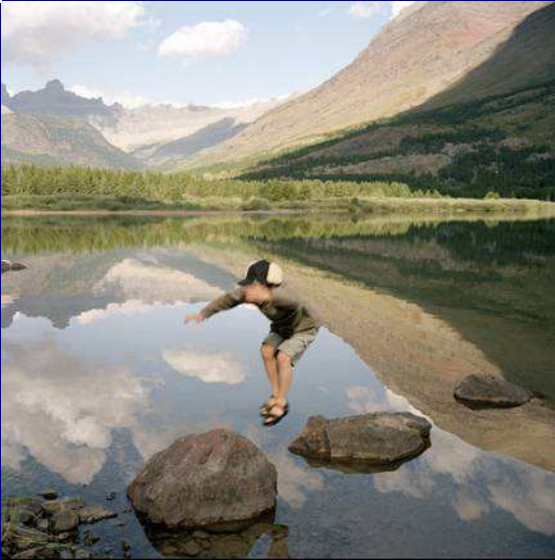


OCTOBER 22th, 2009

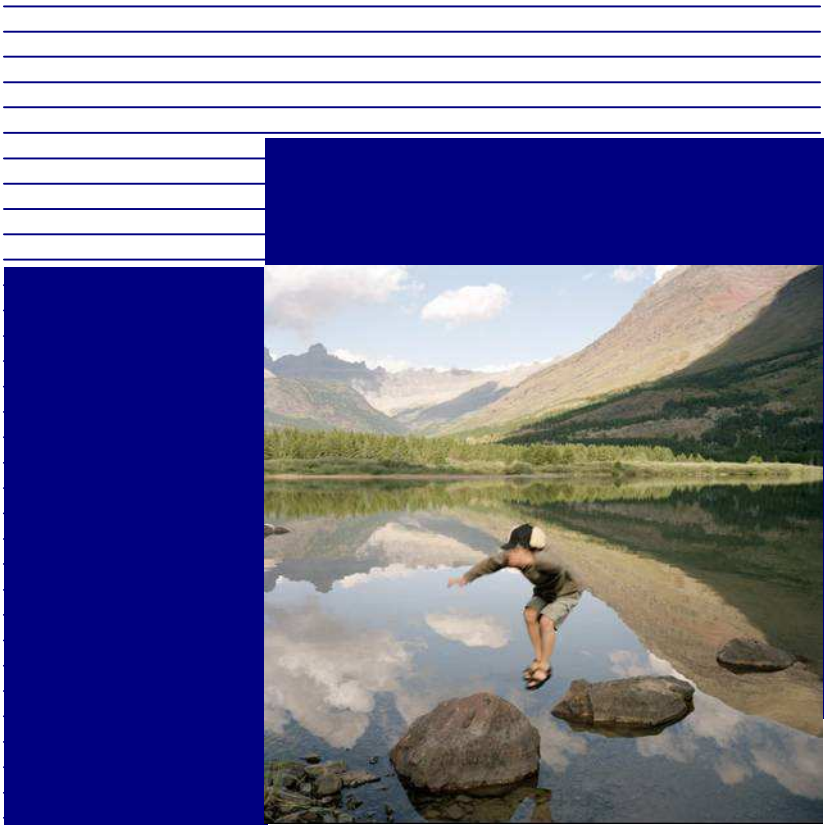


SUEZ ENVIRONNEMENT
will acquire full control of AGBAR,
simultaneously to the disposal of
ADESLAS



DISCLAIMER

“The actual communication includes forward looking information and statements. Those prospective elements are based upon hypothesis, financial projections, estimations and statements regarding projects, objectives and expectations concerning operations, future products or services or future performances. No guarantee can be given on the realization of those prospective elements. Investors and shareholders of SUEZ ENVIRONNEMENT Company shares are informed that those forward looking information and statements are subject to a number of risks and uncertainties, hardly predictable and generally outside SUEZ ENVIRONNEMENT Company control and that could cause actual results to differ materially from those expressed or suggested by any such forward looking information and statements. Those risks include, but are not limited to, those developed or identified in public documents filed with the Autorité des Marchés Financiers (AMF). The attention of investors and shareholders of SUEZ ENVIRONNEMENT Company shares is drawn on the fact that the realization of all or part of those risks is susceptible to have a significant unfavorable effect on SUEZ ENVIRONNEMENT Company. SUEZ ENVIRONNEMENT Company disclaims any obligation or undertaking to release publicly any updates or revisions to any of those forward-looking statements.”



A STRATEGIC ACQUISITION

JEAN-LOUIS CHAUSSADE



A MAJOR STRATEGIC STEP FORWARD

- SUEZ ENVIRONNEMENT will take full control of AGBAR, the leading Spanish player in Water & Environment
- Thanks to leading positions in water in Spain, Chile, the UK and China, this acquisition will reinforce SUEZ ENVIRONNEMENT's positioning in Europe and developing markets
- Disposal of ADESLAS health activities to CRITERIA CAIXACORP (CRITERIA) which will remain a local partner in AGBAR

STRATEGIC ACQUISITION OF FULL CONTROL OF AGBAR FOCUSED ON ENVIRONMENTAL ACTIVITIES

- Delisting tender⁽¹⁾ offer on AGBAR's minority shareholders by AGBAR at €20.0p.s.⁽²⁾ and subsequent capital redemption
- Acquisition by SUEZ ENVIRONNEMENT of AGBAR shares⁽³⁾ from CRITERIA at €20.0p.s.⁽²⁾ leading to a final stake of 75%
 - CRITERIA to retain up to 25%
- Acquisition by CRITERIA of c.100% of ADESLAS through
 - Purchase of AGBAR's 54.8% stake
 - Purchase of MALAKOFF MEDERIC's 45% stake

**STRONG INDUSTRIAL AND STRATEGIC RATIONALE
FOR SUEZ ENVIRONNEMENT**

1 "OPA de exclusion"
2 Assuming no interim and final dividend paid out of 2009 results
3 Directly and indirectly

A STRONG INDUSTRIAL RATIONALE

A LEADING PLAYER IN SPAIN AND CHILE, SOME SELECTIVE POSITIONS

- Reinforced control position over a unique portfolio of assets
 - Balanced between regulated (Chile, UK) and non-regulated activities
 - With leading positions both in drinking water and wastewater
 - With selective positions in fast growing markets

- Major player in water in Spain
 - Attractive market due to size and strong need for new water infrastructure
 - Leading private operator of urban water management
 - 27% total market share
 - Drinking water carried to more than 12 million inhabitants in more than 1,200 municipal districts, with a contract renewal rate of 99%
 - Around 10 million people supplied with wastewater services
 - Long term contracts (average c. 20 years)

- Major player in Chile
 - Regulated market with stable regulation framework, attractive business environment
 - <50% market share, acquisition of 53.5% of Essal in 2008

- Solid position in the UK through Bristol Water

- Selective positions in fast growing markets
 - In Mexico, Cuba, Algeria, China...

ACQUIRING KEY POSITIONS IN WATER, IN GROWING MARKETS

A STRONG INDUSTRIAL RATIONALE

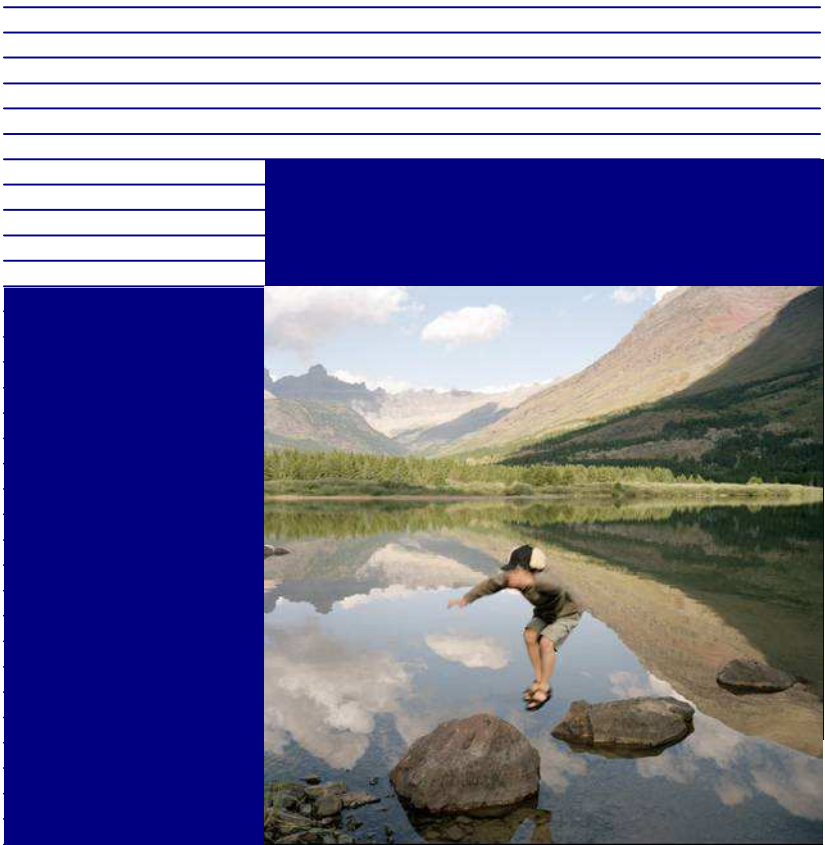
IN LINE WITH SUEZ ENVIRONNEMENT'S AND AGBAR'S LONG TERM STRATEGY

- **Strategic reinforcement of positioning in Water & Environment**
 - Pure-play positioning through the disposal of Adeslas in line with SUEZ ENVIRONNEMENT's focus on water and waste
 - AGBAR will become a major development pillar for SUEZ ENVIRONNEMENT in Spain and other markets

- **Strong local partnership maintained with CRITERIA CAIXA post transaction**
 - Renewed commitment of Criteria to AGBAR and confidence in its development prospects through a significant remaining minority shareholding

- **Catalyst for acceleration of development of SUEZ ENVIRONNEMENT**
 - Increased positioning on growing markets
 - Combination of dynamic commercial and operational forces
 - Excellence in R&D and Sustainable Development
 - Best-in class technological expertise (ex: desalinization)

FOSTERING FURTHER DEVELOPMENT

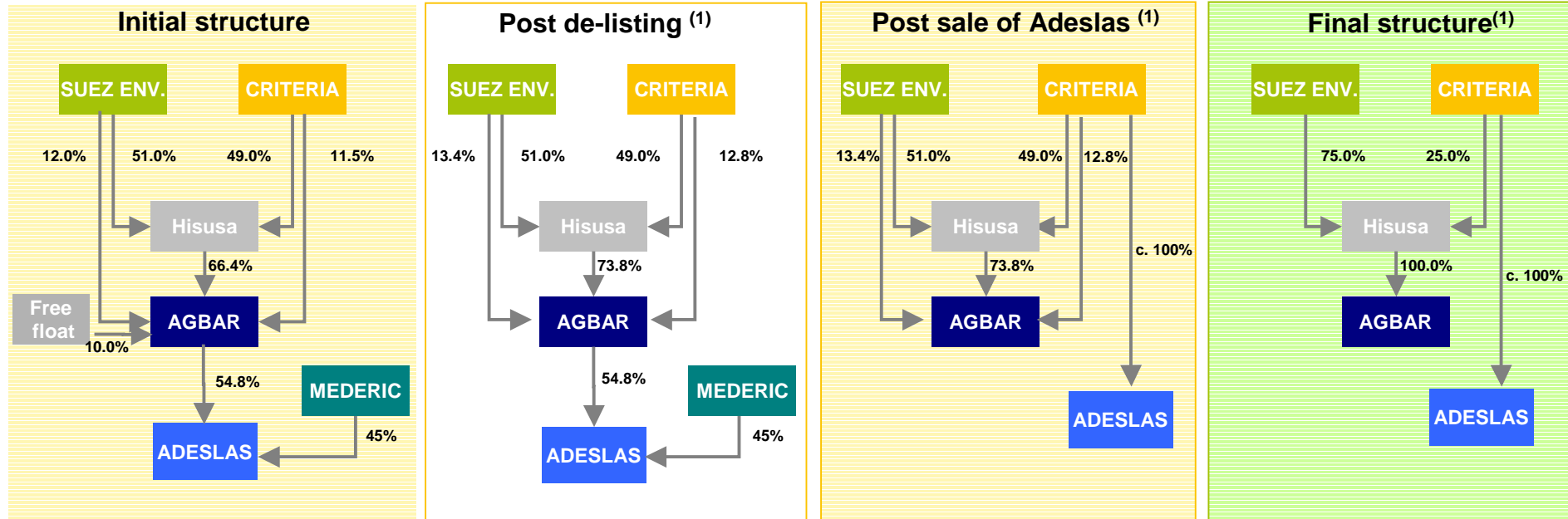


TERMS OF THE TRANSACTION

JEAN-MARC BOURSIER



A STRATEGIC ACQUISITION PART OF A GLOBAL DEAL



- **Delisting tender offer launched by AGBAR on minority shareholders at €20.0/share**
 - Cash outlay of up to €299m
 - Assuming no interim and final dividend paid out of 2009 results
- **Subsequent redemption of shares**

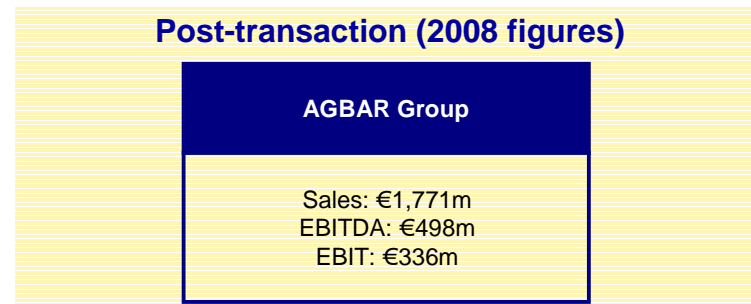
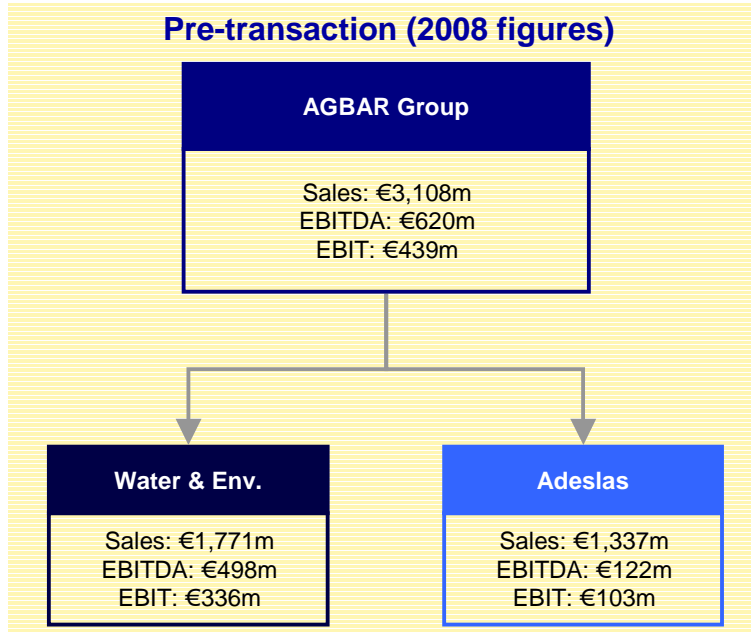
- **Sale of AGBAR's stake in ADESLAS to CRITERIA**
 - €687m⁽¹⁾ proceeds for 55% (pre-tax on capital gain)
- **Disposal of MEDERIC's stake in ADESLAS to CRITERIA**

- **Acquisition of AGBAR shares from CRITERIA at €20.0 per share to reach a final stake of 75%**
 - Cash outlay of €647m
- **Transfer of all AGBAR shares to HISUSA**

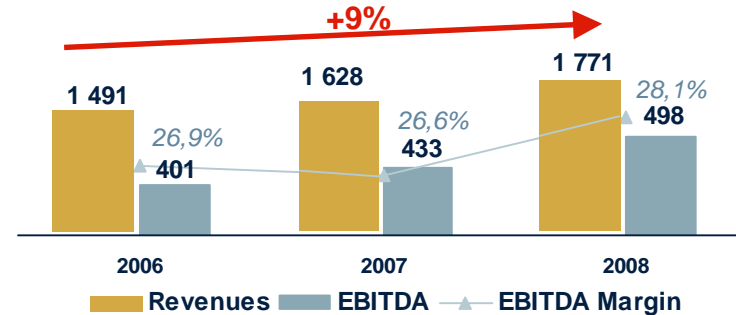
(1) Assuming 100% success of delisting tender offer ("OPA de exclusion")

ESTIMATED FINANCIAL IMPACTS OF THE TRANSACTION

FAST GROWTH AND HIGH EBITDA MARGIN IN WATER & ENVIRONMENT



- Regular growth of revenues in Water & Environment
 - +9% per annum over 2006-08



- Profitable growth and cash flow generation
 - High EBITDA margin
 - Sound financial structure with stable cash flows and low risk profile
 - A- Rating
- Contribution to SUEZ ENVIRONNEMENT
 - From proportional consolidation at 51% to full consolidation at 100% (25% minority interests)
- Corporate governance aligned with full control

LEVERAGING GROWTH AND MARGIN POTENTIAL

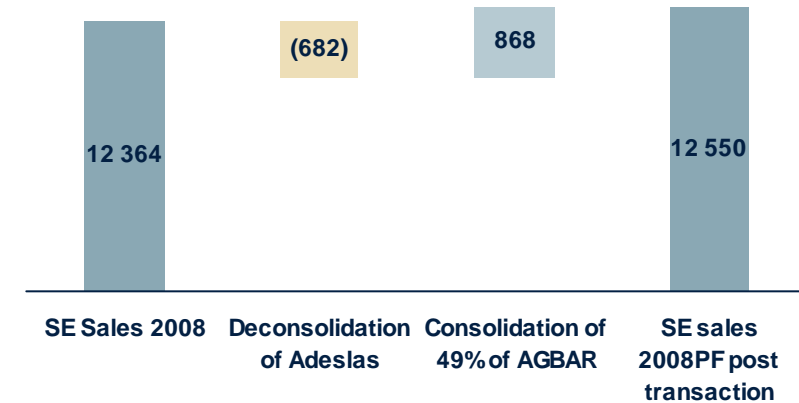
ESTIMATED FINANCIAL IMPACTS OF THE TRANSACTION

- Improved profitability for SUEZ ENVIRONNEMENT
 - Broadly neutral on consolidated sales
 - Additional consolidated EBITDA : + c.10% on top of SE's current figure
 - Significant positive impact on EBITDA margin

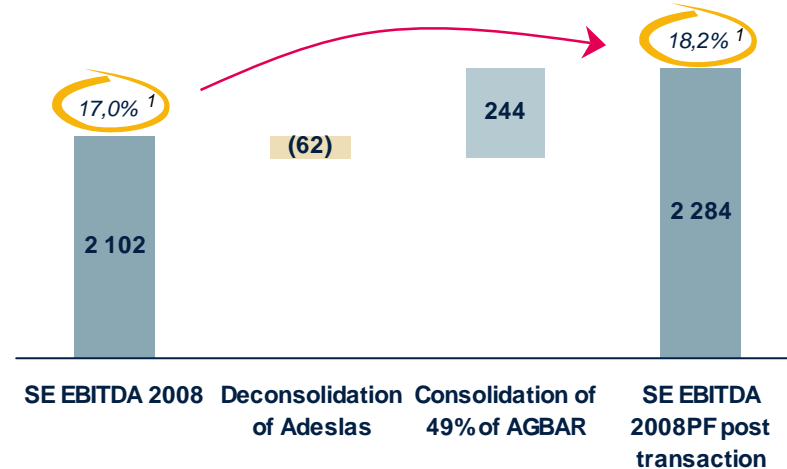
- Positive impacts on Net income
 - c.€ 80m net profit on sale of ADESLAS in 2010
 - Accretion of AGBAR acquisition from 2011

- Net financial debt at the closing of the transaction
 - Estimated additional net debt of c. €1.2bn
 - c. 0.25x impact on net debt / EBITDA ratio

Illustrative impact on SE consolidated sales Based on 2008 accounts



Illustrative impact on SE consolidated EBITDA Based on 2008 accounts (before synergies)



TRANSACTION IN LINE WITH ALL INVESTMENT CRITERIA'S

ESTIMATED FINANCIAL IMPACTS OF THE TRANSACTION

OPERATIONAL AND FINANCIAL SYNERGIES

- **Operational synergies: €20-30m run-rate EBITDA impact**
 - Simplification of AGBAR's holding structures
 - Increased coordination within SUEZ ENVIRONNEMENT resulting in optimized cost and commercial structures (Spain, the UK, Mexico, Algeria and China)
 - Further pooling of R&D resources

- **Financial synergies: €15m annual impact on Net Income**
 - Immediate financial optimization
 - Fiscal optimization after implementation period

SIMPLIFICATION OF STRUCTURES TO DELIVER RAPID VALUE CREATION TO SUEZ ENVIRONNEMENT'S SHAREHOLDERS

A VALUE-CREATIVE TRANSACTION

- **Positive P&L impacts**
 - Full consolidation of AGBAR and HISUSA
- **Increase of investment in AGBAR at attractive multiples**
 - 2010e EV / EBITDA multiple of 7.9x¹
 - +21% premium over last 6-month weighted average as of October 20th, 2009
- **Unlocking value by selling ADESLAS stake at favorable multiples**
 - 2008 EV / EBITDA multiple of 11.0x
 - Implied recognition of a 15% control premium for AGBAR's stake
- **Rapid implementation of operational and financial synergies**
- **Optimal financing structure, making the best use of SUEZ ENVIRONNEMENT's own financial flexibility**

¹ Based on consensus, post full phased synergies

NEXT STEPS AND INDICATIVE TIMETABLE

CLOSING OF THE GLOBAL TRANSACTION EXPECTED MID 2010

Delisting by AGBAR

- AGBAR EGM to approve the terms of the delisting offer
- Filing of the delisting offer with the CNMV
- Execution of the offer
- Delisting effective around the end of Q1 2010

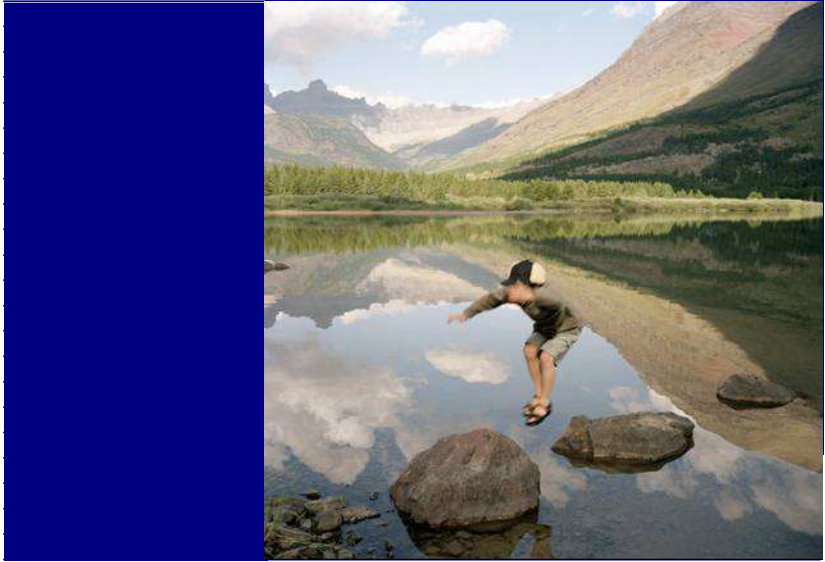
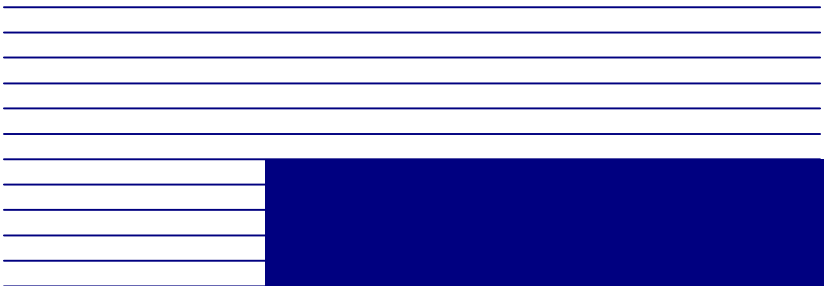
Acquisition of ADESLAS by CRITERIA CAIXA CORP

- Approval by the Spanish insurance authority
- Approval by the Spanish anti-trust authority
- Waiver of pre-emption rights by minority shareholders in ADESLAS
- ABGAR Board of Directors authorising sale to CRITERIA CAIXA CORP

Step-up in AGBAR by SUEZ ENVIRONNEMENT

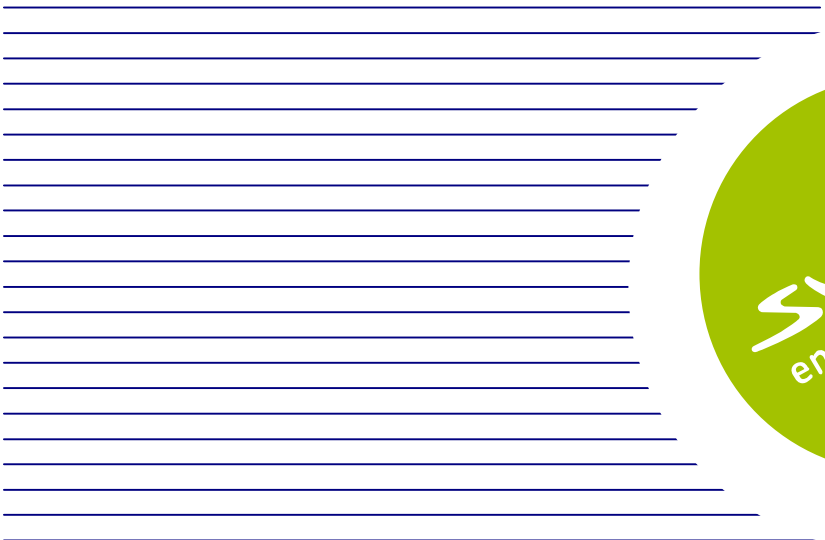
- Anti-trust approval on the step-up in AGBAR by SUEZ ENVIRONNEMENT
- Approval by appropriate regulatory bodies

INTERCONDITIONALITY OF ADESLAS AND STEP-UP IN AGBAR DEALS



A STRATEGIC ACQUISITION

JEAN-LOUIS CHAUSSADE



CONCLUSION

- Strategic transaction providing full control of AGBAR
Environmental activities
 - Reinforcing current positions in water
 - Maintaining historical local partnership with Criteria

- A value creative and well-timed transaction
 - Simplification of AGBAR's and SUEZ ENVIRONNEMENT's shareholding links at the right time and at attractive conditions
 - Direct operational and financial synergies

- A catalyst for further expansion of the Group
 - Unique positioning to fuel future growth