



## PRESS RELEASE

9 September 2011

### **SUEZ ENVIRONNEMENT LAUNCHES SHARING, ITS FIRST WORLDWIDE EMPLOYEE SHAREHOLDING PLAN RESERVED FOR GROUP EMPLOYEES**

SUEZ ENVIRONNEMENT is launching SHARING, its first employee shareholding plan for its workforce in France and around the world. SHARING 2011 is open to nearly 76,000 employees in 19 countries: Germany, Belgium, Chile, China, United Arab Emirates, Spain, United States, Finland, France, Czech Republic, Hong Kong, Indonesia, Luxembourg, Morocco, Netherlands, Poland, United Kingdom, Sweden and Switzerland.

This initial share subscription offer is in line with the Group's policy to develop employee shareholding. It reinforces the existing link between SUEZ ENVIRONNEMENT and its employees by offering them the ability to share more directly in the Group's performance and growth.

According to Jean Louis Chaussade, CEO of SUEZ ENVIRONNEMENT:

*"Three years after SUEZ ENVIRONNEMENT's stock market flotation, this is a new symbolic and ambitious step for our Group. We wanted to make this offer as wide as possible and accessible to the largest number of our people. This plan demonstrates the confidence we place in the economic model of SUEZ ENVIRONNEMENT and in the prospects of water and waste markets, and our desire to make our employees partners in the success of SUEZ ENVIRONNEMENT."*

The details of this operation are available at: [www.suez-environnement.com](http://www.suez-environnement.com)

#### **SUEZ ENVIRONNEMENT**

*Natural resources are not infinite. Each day, SUEZ ENVIRONNEMENT (Paris: SEV, Brussels: SEVB) and its subsidiaries deal with the challenge of protecting resources by providing innovative solutions to industry and to millions of people. SUEZ ENVIRONNEMENT supplies drinking water to 91 million people, provides wastewater treatment services for 61 million people, and collects the waste produced by 50 million people. SUEZ ENVIRONNEMENT has 79,554 employees and, with its presence on five continents, is a world leader exclusively dedicated to water and waste management services. In 2010, SUEZ ENVIRONNEMENT, a subsidiary owned 35.8% by GDF SUEZ, posted revenues of €13.9 billion.*

#### **Press Contact :**

Tel : +33 1 58 81 23 23

#### **Analysts / Investors Contact :**

Tel : +33 1 58 81 24 95

This press release is also available on [www.suez-environnement.com](http://www.suez-environnement.com)



**The details of this plan are described below :**

**Issuer**

SUEZ ENVIRONNEMENT COMPANY

Euronext Paris – Eurolist Compartment A

Ordinary share ISIN code: FR0010613471

The shares are eligible for the SRD (*Service de Règlement Différé* - deferred settlement system)

**The 2011 SHARING plan**

SUEZ ENVIRONNEMENT is offering its employees two share investment formulae under the 2011 SHARING plan:

- The “classic” formula with discount and an employer contribution, in which the subscriber is exposed to fluctuations in share price. In France, employees will receive an employer contribution as part of the savings plan. Outside France the employer contribution is made in the form of bonus shares; as an alternative, in the United Kingdom a Share Incentive Plan (SIP) is being implemented;
- The “multiple” formula (via a swap agreement with a structuring bank) under which the subscriber at maturity receives at least the amount of his/her personal contribution in euro - plus a guaranteed return or a multiple of the performance of SUEZ ENVIRONNEMENT shares, whichever is greater. In the United States and Sweden, the multiple formula has been adapted to satisfy local laws and operates through an alternative mechanism known as “stock appreciation rights”.

The shares are subscribed by prospective shareholders either directly, or through an FCPE (*fonds commun de placement d'entreprise* - company shareholding fund), depending on the country of residence.

Under all these formulae (excluding the SIP) the subscription price will be equal to 80% of the average opening price of SUEZ ENVIRONNEMENT shares on the NYSE Euronext Paris market, over the 20 trading days immediately preceding the date that the subscription price is set.

**Securities offered**

The maximum number of securities that may be subscribed or allocated as part of this offer is 10 million (pursuant to Resolutions 24 and 26 of the General Meeting of 20 May 2010 and Resolution 16 of the General Meeting of 19 May 2011). Shareholders will enjoy rights to dividends on the newly created shares from 1 January 2011 (or, for shares allocated as bonus shares outside France, on 1 January of the year preceding the year in which they are delivered).

If the total demand for shares exceeds the ceiling of 10 million shares, all subscription requests for a number of shares less than or equal to the average demand will be served in full, whereas subscription requests for a number of shares greater than the average demand will be reduced in such a way as to prevent the total number issued from exceeding the ceiling. Share requests under the SIP may also be reduced correspondingly.

Furthermore, subscriptions by employees in France will be limited to 7 million shares. If demand exceeds this ceiling, the same reduction formula will be applied for French subscribers as for the overall ceiling.

In order to limit the dilutive impact of this transaction on existing SUEZ ENVIRONNEMENT shareholders, the Company intends to cancel treasury shares prior to completing the offer. If the offer is fully subscribed at 10 million shares, the Company intends to cancel 8.4 million treasury shares.

**Subscription terms and conditions**

The beneficiaries of this shareholding plan are the employees of the Company and of the companies that belong to the SUEZ ENVIRONNEMENT Group Savings Plan or SUEZ ENVIRONNEMENT Group International Savings Plan, whose registered offices are located in one of the nineteen countries listed above.

The beneficiaries are employees, corporate officers who satisfy the terms of Article L. 3332-2 of the French Labour Code and, where permitted, retirees who have kept assets in the SUEZ ENVIRONNEMENT Group Savings Plan, provided that they have been in service for at least three months on the last day of the subscription/retraction period, which is 11 November 2011 (excluding the SIP).

The individual investment limit is 25% of gross annual pay. Additionally, a €2,500 investment ceiling applies to the “multiple” formula.

Subscribers of the offer must keep the shares that they have subscribed directly or as units in an FCPE until 8 December 2016 (inclusive), except for certain permitted early exit events.

Holders of FCPE units will exercise their voting rights at SUEZ ENVIRONNEMENT shareholders’ general meetings through the Supervisory Board of their FCPE.

**Indicative calendar for the 2011 SHARING offer**

Reservation period: 12 September to 2 October 2011  
Subscription price set on: 7 November 2011  
Subscription/retraction period: 8 to 11 November 2011  
Settlement/delivery of shares: 8 December 2011  
These dates are indicative only and may change.

**Stock market listing**

SUEZ ENVIRONNEMENT COMPANY new shares should be admitted for trading on Euronext Paris Eurolist (ISIN code: FR0010613471 – SEV) on 8 December 2011. These new shares will be of the same class as the existing shares.

**Hedging transactions**

Putting in place a leveraged offer (the multiple formula) may lead the structuring bank, which is the counterparty to the swap transaction, to enter into hedging transactions in the Company's shares prior to implementing the 2011 SHARING offer, from the publication date of this press release and throughout the life of the plan.

**Special notes for employees outside France**

This release does not constitute an offer to sell or a solicitation to subscribe SUEZ ENVIRONNEMENT shares. The 2011 SHARING offer reserved for employees will be implemented 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 to the obligation to issue a prospectus or register the offer. In general, the offer will be made only in countries where all registration procedures and/or required notifications have been carried out and the required authorisations have been obtained. This release is not intended for communication (and therefore no copies of it should be sent) to countries in which such a prospectus has not been approved or such an exemption is not available or in which all the required registration and/or notification procedures have not yet been completed and/or the required authorisations have not been obtained.

The securities described in this release have not been, and will not be, registered in the United States with the Securities and Exchange Commission and may not be offered or transferred in the United States except as part of transactions which do not require registration under that country's Securities Act of 1933.

**Additional information**

Further information about SUEZ ENVIRONNEMENT is available on the Company's website ([www.suez-environnement.com](http://www.suez-environnement.com)).

Further information about SHARING 2011, for beneficiaries, will be available in the subscription pack sent to employees and available on the Company's website. Subscribers may also consult the contact person indicated in the leaflet in the subscription pack sent to them.

Beneficiaries subscribing shares via an FCPE should take note of the detailed information and rules of each FCPE for further information.

This release constitutes the notice required by the AMF in compliance with Article 14 of Instruction no. 2005-11 of 13 December 2005.