FIRST SUPPLEMENT DATED 6 MARCH 2013
TO THE BASE PROSPECTUS DATED 24 APRIL 2012

SUEZ ENVIRONNEMENT COMPANY
(incorporated with limited liability in the Republic of France) as Issuer

€6,000,000,000 Euro Medium Term Note Programme

This first supplement (the "**First Supplement**") is supplemental to, and should be read in conjunction with, the Base Prospectus dated 24 April 2012 (the "**Base Prospectus**") which has been prepared by Suez Environnement Company (the "**Issuer**") with respect to its €6,000,000,000 Euro Medium Term Note Programme (the "**Programme**"). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC, as amended by Directive 2010/73/EU (the "**Prospectus Directive**"). The *Autorité des marchés financiers* (the "**AMF**") has granted visa no. 12-182 on 24 April 2012 on the Base Prospectus.

Application has been made for approval of the First Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

This First Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général* for the following purposes:

- incorporating by reference the 2012 Interim Financial Report (as defined below);
- updating the section "Recent Developments" of the Base Prospectus;
- updating the section "Taxation" of the Base Prospectus; and
- updating general information.

Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes to be issued under the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this First Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, the statements in (a) above will prevail.

Copies of this First Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours, (b) will be available on the website of the Issuer (www.suez-environnement.com), (c) will be available on the website of the AMF (www.amf-france.org) and

(d) will be available for collection free of charge on any weekday (Saturdays, Sundays and public holidays excepted) at the specified offices of the Fiscal Agent and each Paying Agent during normal business hours so long as any of the Notes are outstanding.

TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE

1. The following paragraph is inserted in the section "Documents incorporated by reference" on page 42 of the Base Prospectus:

(3) "the sections referred to in the table below included in the *Rapport Financier Semetriel au 30 juin 2012* in French language[1] of the Issuer which has been filed with the AMF and which includes the consolidated financial statements of the Issuer for the six-month period ended 30 June 2012 (the "**2012 Interim Financial Report**")."

[1] The free English language translation of the 2012 Interim Financial Report is published on, and may be obtained without charge from the website of the Issuer (www.suez.environnement.com).

INFORMATION INCORPORATED BY REFERENCE IN RESPECT OF SUEZ ENVIRONNEMENT COMPANY

2. **The following information is added in the section "Information incorporated by reference in respect of Suez Environnement Company" on pages 43 to 46 of the Base Prospectus:**

Information incorporated by reference	**2012 Interim Financial Report**
Key figures for the first half of 2012	Page 4
2012 highlights – Contracts	Pages 5 and 6
Interim management report	Pages 7 to 12
Consolidated financial statements of Suez Environnement Company at 30 June 2012	
- Statements of financial positions	Page 13
- Income statements	Page 14
- Statements of comprehensive income	Page 15
- Statements of changes in shareholders' equity	Page 16
- Statements of cash flows	Page 17
- Notes to the consolidated financial statements	Pages 18 to 48
Statutory auditors' review report on the interim financial information	Pages 50 and 51

RECENT DEVELOPMENT

3. Inserting the following press releases:

SUEZ ENVIRONNEMENT
TOUR CB21 - 16, PLACE DE L'IRIS
92040 PARIS LA DEFENSE CEDEX
TEL +33 (0)1 58 81 20 00
WWW.SUEZ-ENVIRONNEMENT.COM

PRESS RELEASE

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[1] 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*".

Press Contact:	**Analyst / Investor Contact:**
Tel: +33 1 58 81 23 23	Tel: +33 1 58 81 24 95

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.

[1] GBL, CDC, Areva, CNP Assurances, Sofina

Important notice

"This communication contains prospective information and statements. This prospective information includes the assumptions on which it is based, as well as financial projections, estimates and statements relating to projects, objectives and expectations concerning operations, products or future services or performance. No guarantee may be given regarding the outcome of these prospective items. Investors and shareholders of SUEZ ENVIRONNEMENT Company are advised that this prospective information and statements are subject to numerous risks and uncertainties, which are difficult to anticipate and generally outside the control of SUEZ ENVIRONNEMENT Company, which may result in the expected results and developments' differing significantly from those that are stated, implied or projected in the prospective statements and information. These risks specifically include those developed or identified in public documents filed with the Autorité des Marchés Financiers (AMF). Investors and shareholders of SUEZ ENVIRONNEMENT Company are asked to note that the occurrence of any or all of these risks is likely to have a significant unfavourable impact on SUEZ ENVIRONNEMENT Company. SUEZ ENVIRONNEMENT Company has no obligation and does not under any circumstances commit to publishing changes or updates of this information and prospective statements. Further detailed information on SUEZ ENVIRONNEMENT COMPANY is available at the website (www.suez-environnement.com). This document does not constitute an offer for sale nor a request for an offer to acquire shares of SUEZ ENVIRONNEMENT COMPANY in any jurisdiction."

THIS PRESS RELEASE IS AVAILABLE AT WWW.SUEZ-ENVIRONNEMENT.COM

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PRESS RELEASE

7 December2012

SUEZ ENVIRONNEMENT'S DESALINATION PLANT IN VICTORIA HAS BEEN OFFICIALLY COMMISSIONED AND HAS REACHED FULL CAPACITY PRODUCTION

SUEZ ENVIRONNEMENT announced that the desalination plant in Victoria, Australia was officially commissioned on 17 November and has reached its full drinking water production capacity of 450,000 m^3 per day (150 billion litres per year)

Only seven weeks after the plant received preliminary commercial acceptance on 29 September 2012, and commenced pumping water into Melbourne's Cardinia Reservoir, the plant's construction teams have brought the second and third water production lines on stream. They have therefore raised the flow produced, and are delivering up to 450,000 m^3 per day, i.e. the plant's maximum capacity. Extremely demanding performance tests were successfully carried out at each stage.

Rémi Lantier, Chief Executive Officer of Degrémont, the water treatment subsidiary of SUEZ ENVIRONNEMENT, said: "*We succeeded in bringing the three water production lines on stream in record time. The final stage now involves passing a reliability test, which consists of running at full capacity for 30 days. This will enable us to hand over this facility, which is exceptional in terms of its size and of the technologies implemented, to the operating and maintenance teams.*"

The operating and maintenance teams are ready to manage the facility over the 27 years of the contract.

SUEZ ENVIRONNEMENT is one of the leading groups in the Australian water sector. The Group is involved in a large number of projects, and currently supplies 30% of the country's drinking water.

About SUEZ Environnement
Natural resources are not infinite. Every 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 76 million people, provides wastewater treatment services for 44 million people, and collects the waste produced by 51 million people. SUEZ Environnement has 80,410 employees and, with its presence on five continents, is a world leader exclusively dedicated to environmental services. In 2011, SUEZ Environnement, a subsidiary in which GDF SUEZ has a 35.7% interest, generated revenue of EUR 14.8 billion.

About Degrémont
Degrémont, a SUEZ Environnement subsidiary, has been the world leader in the water treatment sector for over 70 years. Degrémont, which operates in over 70 countries and has 5,476 employees, generated revenue of EUR 1,584 million in 2011.

Analyst / Investor contact:

Press contact:

Tel.: +33 1 58 81 23 23

Tel.: +33 1 58 81 24 95

This release is also available at www.suez-environnement.com

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PRESS RELEASE

19 December 2012

SUEZ ENVIRONNEMENT FINALISES CONSTRUCTION OF THE MELBOURNE DESALINATION PLANT IN AUSTRALIA

SUEZ ENVIRONNEMENT announced today that the Victorian Desalination Plant achieved Reliability Testing Finalisation (RTF) at 5.00pm on Monday December 17. RTF represents the final contractual milestone for this major water infrastructure asset, one of the largest reverse osmosis desalination plants in the world, which includes four interconnected projects: the desalination plant, seawater inlet and outlet tunnels, water transfer pipeline and underground power line. A Degrémont-Thiess Joint Venture[1] will now manage the operations and maintenance of the plant for the next 27 years, after which it will be handed back to the Victorian Government.

Chief Executive Officer of SUEZ ENVIRONNEMENT, Mr Jean-Louis Chaussade, said that this milestone illustrates the expertise of Degrémont in reverse osmosis technology and operations through such a rapid, incident-free commissioning phase for this huge project, and marks the beginning of the operational phase.

"We take great pride in our ability to operate such critical water infrastructure assets around the world. Our Operation team, involved in the project since the beginning of the construction phase, are now ready to manage this world-class desalination plant for decades to come."

The Victorian Desalination Plant, based near Melbourne, will provide a guaranteed source of drinking water independent of rainfall, and is capable of supplying up to 450,000 m3 per day.

SUEZ ENVIRONNEMENT is one of the leading groups in the Australian water sector. The Group is involved in a large number of projects, and currently supplies 30% of the country's drinking water.

About SUEZ ENVIRONNEMENT

Natural resources are not infinite. SUEZ ENVIRONNEMENT (Paris: SEV, Brussels: SEVB) and its subsidiaries deal with the challenge of protecting resources by providing innovative solutions to industries and to millions of people. SUEZ ENVIRONNEMENT supplies drinking water to 76 million people provides wastewater treatment services for 44 million people and collects the waste produced by 51 million people. SUEZ ENVIRONNEMENT has 80,410 employees and, with its presence on five continents, is a world leader exclusively dedicated to water and waste management services. In 2011, SUEZ ENVIRONNEMENT, a subsidiary owned 35.7% by GDF SUEZ, achieved revenues of €14.8 billion.

About DEGRÉMONT

A subsidiary of SUEZ ENVIRONNEMENT, Degrémont has been the world water treatment specialist for more than 70 years. Operating in more than 70 countries with 5,476 employees, Degrémont generated revenues of €1,584 million in 2011.

[1] Joint-venture 60% Degrémont 40% Thiess

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PRESS RELEASE

14 February 2013

2012 ANNUAL RESULTS

A SOLID PERFORMANCE IN A CHALLENGING CONTEXT IN EUROPE
DIVIDEND[1] OF €0.65 PER SHARE FOR THE 2012 RESULTS

2012 RESULTS IN LINE WITH OBJECTIVES

- Revenues: €15,102m, + 1.8% gross, growing in all divisions
- EBITDA: €2,450m, -2.5% gross, stable at constant scope
- EBIT: €1,146m, + 10.3% gross
- Net Income Group share: €251m, affected by non-recurring charges during the first half of the year, the second semester's Net Income is €211m
- Net financial debt (NFD): down to €7,436m, with a stable Net Debt to EBITDA ratio of 3.0x
- Free Cash Flow: up +58% to €1,358m
- Final take-over of the Melbourne desalination plant on December 17th, 2012

POSITIVE OUTLOOK FOR 2013[2]

- 2013 EBITDA of ≥ €2,550m
- Stable NFD/EBITDA ratio of around 3x
- Dividend ≥ €0.65 per share for 2013[1]

The Board of Directors, which met on February 13th, 2013, approved the 2012 financial statements of SUEZ ENVIRONNEMENT which will be submitted for the approval of the Shareholders General Meeting on May 23rd, 2013. The consolidated financial statements have been audited and certified by the auditors.

Commenting on these results, Jean-Louis Chaussade, CEO, stated:

"In 2012, SUEZ ENVIRONNEMENT achieved a solid operational performance, notably in water and internationally, in a challenging economic context in Europe. These results confirm the relevance of its business model.

Throughout the year, SUEZ ENVIRONNEMENT implemented a double approach focusing on continuous performance improvement while building its future growth. Therefore, the Group continues its transition towards more new added value services in the water sector, more waste recovery, more international growth and more industrial water.

We have maintained a strong commercial dynamic and have also strengthened our competitiveness efforts through COMPASS, our performance optimization program. The combination of this cost optimization policy and satisfactory results of our International & Water Europe divisions enabled us to offset the difficulties of the Waste in Europe. These elements led to a sharp increase of the operational performance in the second semester. These actions, combined with SUEZ ENVIRONNEMENT's strong fundamentals, comfort us on the growth prospects of the Group as early as 2013, and this despite an uncertain macroeconomic environment in Europe[2].

SUEZ ENVIRONNEMENT adapts itself, indeed, with the evolutions in water and waste markets to capture new growth opportunities. The group proceeded for changes since years, in particular in the contract models including progressive pricing or environmental performance.

SUEZ ENVIRONNEMENT looks therefore at the future with confidence and ambition."

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[1] *Subject to the approval of the General Meeting*
[2] *Assuming GDP growth of 0% in Europe in 2013, within a stable accounting and tax framework and at constant exchange rates*

2012 RESULTS

SUEZ ENVIRONNEMENT posted solid results in a challenging economic context in Europe.

REVENUES

The Group reported **revenues of €15,102m** as at 31 December 2012, **up +1.8% (€272m) on a gross basis** compared with 31 December 2011; this growth breaks down between:

- **Organic growth of 0.3%:**
  - Water Europe: +3.3% (+€137m)
  - Waste Europe: +0.1% (+€8m)
  - International: -2.4% (-€100m)

- **The scope impact was -0.6%** (-€83m), and related mainly to the disposals of Bristol Water in the United Kingdom and Eurawasser in Germany, which were respectively completed in late 2011 and early 2012.

- **There was a favourable currency impact of +2.1%** (+€306m) due primarily to the decrease of euro against the Australian dollar (+€87m), the US dollar (+€62m), the Pound Sterling (+€64m) and the Chilean peso (+€46m).

OPERATING PERFORMANCE

The Melbourne plant successfully passed all the performance and reliability tests, and therefore obtained its final reception certificate on 17 December 2012. Versus June estimates, SUEZ ENVIRONNEMENT has released €20m of provision and accounted an additional cash out of €29m, initially scheduled in 2013.

EBITDA amounted to €2,450m in 2012, a gross variation of -2.5% (-€63m), and stable at a constant scope. The EBITDA of the Water Europe and International divisions grew by +1.0% and +3.3% respectively, on an organic basis. The Waste Europe division reported a decrease of -11.0%, due notably to the slowdown in European industrial production.

The Compass program cost reductions amounted to €150m in 2012, and came mostly from the Waste Europe division. The acceleration of this program contributed to the increase in the EBITDA margin that rose from 15.5% in the 1st half of the year to 16.9% in the 2nd.

The Group's EBITDA margin therefore amounted to 16.2% for the full year.

Current Operating Income amounted to €1,146m, a gross increase of +10.2% and an organic increase of +12.7%. This increase was partly due to the contribution improvement of the Melbourne plant.

Meanwhile, **Income from Operational Activities** decreased by €40m, as it included firstly, less gains on disposals (€69m in 2012 compared with €166m in 2011), and secondly, an impairment due to the market value of the Group's interest in ACEA (€60m).

▪ NET INCOME

Net financial income amounted to -€419m in 2012, compared with -€405m in 2011. The cost of debt reached 5.08% versus 5.19% in 2011, despite the extension of the debt's maturity to 6.5 years.

Tax amounted to -€186m in 2012 compared with -€174m in 2011. The effective tax rate increased, rising from 25.4% in 2011 to 29.3% in 2012. This increase was primarily explained by the non-deductibility of the impairment charged on the ACEA shares in 2012.

Minority interests were down €9m to -€218m.

Net Income Group share therefore amounted to €251m.

▪ FREE CASH FLOW AND BALANCE SHEET

SUEZ ENVIRONNEMENT continued to pursue a policy of cash generation and selective investments during the year.

Free Cash Flow was up sharply to **€1,358m**. It benefited from a reduction in the working capital requirement, which was primarily due to a €317m deconsolidating securitisation programme. Excluding this impact, Free Cash Flow would have amounted to €1,041m compared with €860m in 2011.

Net investments amounted to €1,177m, in line with the €1.2 billion envelop planned for 2012. SUEZ ENVIRONNEMENT gave priority, in 2012, to the development of its international activities and the construction of waste recovery infrastructures in Europe.

SUEZ ENVIRONNEMENT maintained the strong profile of its balance sheet. Net financial debt decreased to €7,436m compared with €7,557m[3] as at the end of December 2011. The net financial debt/EBITDA ratio remained unchanged during the financial year and amounted to 3.0x. In December 2012, Moody's, the financial rating agency, reiterated the A3, stable outlook rating assigned to the Group.

The Group's ROCE was 6.9% for a weighted average cost of capital of 6.6%.

▪ DIVIDEND

As a result of these solid performances and because of its confidence in its future outlook, SUEZ ENVIRONNEMENT will propose a dividend on 2012 results of 0.65 euros per share, paid in cash, at the General Meeting of Shareholders on 23 May 2013.

▪ GOVERNANCE

The shareholder agreement expiring on 22/07/2013 has not be renewed; the governance of SUEZ ENVIRONEMENT will be adapted accordingly. SUEZ ENVIRONEMENT and GDF SUEZ have already signed a cooperation framework agreement aiming to continue their industrial and commercial cooperation. Nonetheless, GDF SUEZ has indicated that they will remain a strategic long term partner and the reference shareholder of SUEZ ENVIRONNEMENT.

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[3] The change in debt includes a negative foreign exchange impact of €108 million; furthermore, the Group has reviewed the definition of net debt excluding investment hedging instruments and the interest-rate component of derivatives; the impact on the opening net debt position was -€109 million; on a pro forma basis, net debt would have amounted to €7,449 million as at the end of December 2011.

2012 Highlights

SUEZ ENVIRONNEMENT pursued a dual approach in 2012, which consisted, on one hand, to reinforce its positions in its traditional businesses and abroad, and on the other hand, to extend the scope of its activities in water and waste towards four strategic priorities.

Strengthening the business Base in water and waste

SUEZ ENVIRONNEMENT pursued in 2012 its growth strategy of its positions, from areas where the Group is already established and where the growth in its businesses is the most significant.

In water in Europe, the Group was able to continue to rely on strong commercial activity in France and Spain, and to benefit from price increases and from the development of its new businesses. In France, Lyonnaise des Eaux successfully renewed almost all of its contracts, like in Bordeaux, while the term of AGBAR's contracts in Spain remained long, with an average of 19 years.

In Waste in Europe, despite the challenging economic context, SUEZ ENVIRONNEMENT was able to take advantage of its positioning on the full waste value chain, and specifically on the recovery market, where volumes increased by over 3% during the year. The Group is benefiting from the development of recovery units, which has been on-going since several years.

In the International division, the factoring of the water and waste sector challenges, the infrastructure needs, and the adoption of demanding environmental standards in many countries, all amount to opportunities for growth. SUEZ ENVIRONNEMENT now generates 31% of its revenues outside Europe, compared with 29% in 2011, which confirms the progression engaged since several years.

Adapting its businesses permanently in order to make our clients leaders of environmental performance

Against the backdrop of an economic downturn and the increasing scarcity of resources, SUEZ ENVIRONNEMENT'S traditional markets have changed. Its businesses have become more complex, and customers' expectations are increasingly focused on technology and service optimisation, coupled with increasing demand for performance-based contacts. After the "Contract for Water Health", original value-based model, Lyonnaise des Eaux was once again a pioneer in 2012, by offering in Dunkerque a progressive pricing contract with an environmental component. Meanwhile, AGBAR has made its new offers a strategic priority by setting up Aqualogy in 2011, a division dedicated to new businesses in the water sector.

To make its customers leaders in environmental performance, SUEZ ENVIRONNEMENT is pursuing an ambitious **research and innovation** policy, and is offering technological solutions for managing and treating waste, protecting water resources, and reducing customers' environmental footprint. **Blue Orange, the SUEZ ENVIRONNEMENT investment fund**, therefore supported a start-up this year, in order to develop a solution that enables to monitor the fill-rate of waste containers, and to optimise their management and collection by waste collection services. In 2012, **SUEZ ENVIRONNEMENT** research centres' expertise in terms of micropollutants allowed Lyonnaise des Eaux to quickly propose a solution for the detection and treatment of perchlorates in Bordeaux and Lille.

Four strategic priorities for conquering new growth territories

In 2012, SUEZ ENVIRONNEMENT prioritised four major strategic priorities upon which the Group firmly established a position.

Continuing to develop **smart water services** is one of the Group's strategic priorities, and it has developed a range of higher value-added services, by offering its customers solutions for preserving water resources, and for the predictive and dynamic management of rain water, as well as services to managers of real estate complexes, farmers and individuals. In particular, SUEZ ENVIRONNEMENT is pursuing the development of its remote metering offer with 1.5 million smart meters already sold.

SUEZ ENVIRONNEMENT has also continued to develop its waste activities towards **recovery** businesses, while maintaining a strong presence in traditional elimination and collection activities. SUEZ ENVIRONNEMENT has achieved a ratio of 1.4 tonnes of recovered waste for 1 tonne of eliminated waste, in line with its target of 2 tonnes recovered for every tonne eliminated by 2016.

Internationally, SUEZ ENVIRONNEMENT has established operations in new high-growth territories via selective investments and the development of new contract models. In fact, the Group has been awarded an operation and maintenance contract in New Delhi to improve the water supply service in the Malviya Nagar District, as well as a Public Private Partnership contract for the construction and operation of an energy recovery plant in Poznan, Poland.

Finally, to meet the challenges of the **industrial water** sector, SUEZ ENVIRONNEMENT has created a new dedicated entity, Degrémont Industry, which signed contracts in 2012 with ENI in Italy and BP in the Netherlands. On this market, SUEZ ENVIRONNEMENT is targeting an average annual growth of 10% by 2016, thanks to the development of new service offers that primarily focus on engineering, equipment, operation and maintenance. In Brazil, the Group is already one of Petrobras' major partners for the treatment of processing and industrial wastewater at several of its refineries.

Performance by division

Water Europe

in €m	31/12/2011	**31/12/2012**	Gross change	Organic change	Scope change
Revenues	4,206	**4,325**	+2.8%	+3.3%	-1.6%
EBITDA	1,212	**1,183**	-2.5%	+1.0%	-5.7%

- The Water Europe division reported revenues of €4,325m in 2012, growing organically by 3.3%. The activity was boosted by the impact of favourable prices effects due to the price indexation formulas in France (+3.3%), Spain (+5.7%), and Chile (+4.0%), and by drinking water volumes sold that increased in Chile (+0.8%), remained stable in France, and were slightly lower in Spain (-0.7%). The construction activity was up in France, and down sharply in Spain.

EBITDA amounted to €1,183m, growing organically by 1.0%. The division's EBITDA margin is at 27.3%.

- Commercial activity remained strong in both France and Spain: the Water Europe division won and renewed many contracts, like Riba-Roja de Turia (25 years, €65m) in Spain, and Bordeaux Assainissement (6 years, €243m), Grasse (20 years, €145m) or Auxerre (10 years, €36m) in France.

Waste Europe

in €m	31/12/2011	**31/12/2012**	Gross change	Organic change	Scope change
Revenues	6,417	**6,542**	+2.0%	+0.1%	+0.8%
EBITDA[4]	886	**804**	-9.2%	-11.0%	+1.0%

- The Waste Europe division reported revenues of €6,542m, growing organically by +0.1%. The division was affected by an unfavourable economic environment. The tons eliminated were down (-9.5%), in line with the anticipated trend seen for several years and that will last. On another hand, the recovery revenues are increasing, thanks to strong volumes (+3.1%) and the construction of energy recovery units in the United Kingdom and France. The overall reduction in volumes treated was -2.5%, in line with the slowdown in European industrial production indices. Furthermore, the division benefited from a slightly positive price effect in a context where competition may be tough in the Netherlands and the United Kingdom.

EBITDA was affected by the decrease in volumes, as well as by decreasing and volatile secondary raw material prices. EBITDA amounted to €804m, down 11.0% on an organic basis compared with 2011. Nevertheless, the Waste Europe division's EBITDA margin increased significantly, rising from 11.6% in the 1st half to 13.0% in the 2nd, notably thanks to the acceleration of the Compass performance optimization program.

- Commercial activity was dynamic in 2012: SUEZ ENVIRONNEMENT won or renewed contracts for the Vallée du Mont Blanc (15 years, €89m), Valenciennes (5.5 years, €68m) and Grand Lyon (5 years, €53m) in France, the contract for Durham (8 years, €130m) in the United Kingdom, the contracts for the Ludwigsburg (7 years, €55m) and Neuwied (3 years, €12m) regions in Germany, and the contract for Arnhem (6 years, €28 m) in the Netherlands.

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[4] *Following the reallocation of the positive impact of the gasoline hedges (€5 million in 2011 and €4 million in 2012)*

INTERNATIONAL

in €m	31/12/2011	**31/12/2012**	Gross change	Organic change	Scope change
Revenues	4,197	**4,220**	+0.5%	-2.4%	-1.6%
EBITDA	471	**504**	+7.1%	+3.3%	-0.5%

▪ The International division reported revenues of €4,220m as at 31 December 2012, a decrease of -2.4% on an organic basis.

- The Asia-Pacific region carried on its development, with revenues up +10.0% on an organic basis (+€110m), thanks to strong volumes in China, and to strong growth in the waste activity in Australia.
- The organic growth rate in the North America region was +1.7% (+€11m), partly due to rate cases obtained in the regulated sector, and partly to the expansion of the service activities.
- The organic growth rate in the CEMME region was +1.9% (+€17m). It was mainly due to the good levels of activity in Morocco and Poland.
- Degrémont's revenues were down -€238m on an organic basis (-15.0%). This decrease was due to the construction activity, as a result of the finalisation of the Melbourne contract and of the completion in 2011 of some Design & Build contracts in France and in the Middle East that have not been replaced. The Design & Build backlog nonetheless remained at €1.0bn.

EBITDA amounted to €504m, growing organically by +3.3% (+€16m), while the EBITDA margin was 11.9%.

▪ During 2012, the International division won contracts including Poznan (25 years, €850m) in Poland, Perth (10 years, €294m) in Australia, Bayonne (40 years, €195m) in the United States, and As Samra (25 years, €150m) in Jordan.

POSITIVE OUTLOOK FOR 2013

In a difficult macro-economic context, SUEZ ENVIRONNEMENT has the following targets[5]:

- **GROWING OPERATING RESULTS**
  - Growth of 2013 revenues compared with 2012
  - EBITDA equal to or higher than €2,550m
  - Free Cash Flow equal to or higher than €1bn

- **MAINTAINING A SOLID BALANCE SHEET**
  - Net investment of €1.3bn
  - Net Financial Debt/EBITDA ratio of around 3 times

- **CONTINUE AN ATTRACTIVE DIVIDEND POLICY**
  - A dividend related to 2013 results equal to or higher than €0.65 per share

Along with **cost reductions from the Compass program equal to or higher than €150m in 2013.**

FORTHCOMING COMMUNICATIONS:

- **22 April 2013:** Publication of the 2013 1st quarter results (conference call)
- **23 May 2013:** General Meeting of Shareholders
- **31 July 2013:** Publication of the 2013 1st half results (conference call)

Press contact:

Tel: +33 1 58 81 23 23

Analysts & Investors Contact:

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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 63 million people and collects the waste produced by 57 million people. SUEZ ENVIRONNEMENT has 80,410 employees and, with its presence on five continents, is a world leader exclusively dedicated to water and waste management services. In 2012, SUEZ ENVIRONNEMENT, a subsidiary in which GDF SUEZ has a 35.7% interest, generated revenues of EUR 15.1 billion.

Disclaimer

THIS PRESS RELEASE IS AVAILABLE AT WWW.SUEZ-ENVIRONNEMENT.COM.

[5] *Assuming GDP growth of 0% in Europe in 2013, within a stable accounting and tax framework and at constant exchange rates.*

APPENDICES

REVENUE BY GEOGRAPHIES

in €m	FY 2011	FY 2012	% in 2012	12/11 Δ
FRANCE	5,345	5,446	36%	+1.8%
Spain	1,493	1,477	10%	-1.1%
United Kingdom	920	912	6%	-0.8%
Other Europe	2,770	2,650	17%	-4.3%
EUROPE (excluding France)	5,183	5,039	33%	-2.8%
Australia	1,006	1,119	7%	+11.2%
North America	868	936	6%	+7.8%
Other International	2,428	2,562	17%	+5.5%
INTERNATIONAL (excluding Europe)	4,302	4,617	31%	+7.3%
TOTAL	14,830	15,102	100%	+1.8%

SUMMARY BALANCE SHEET

in €m

ASSETS	31/12/11	31/12/12
NON CURRENT ASSETS	18,700	18,881
o/w goodwill	3,265	3,257
CURRENT ASSETS	8,361	7,755
o/w financial assets at fair value through income	15	24
o/w cash & cash equivalents	2,494	2,247
TOTAL ASSETS	27,061	26,637

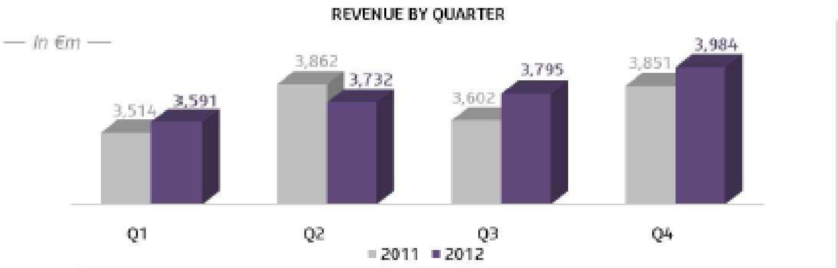
LIABILITIES	31/12/11	31/12/12
Equity, group share	4,946	4,864
Minority interests	1,871	1,995
TOTAL EQUITY	6,817	6,859
Provisions	1,835	1,995
Financial Debt	10,071	9,918
Other Liabilities	8,338	7,864
TOTAL LIABILITIES	27,061	26,637

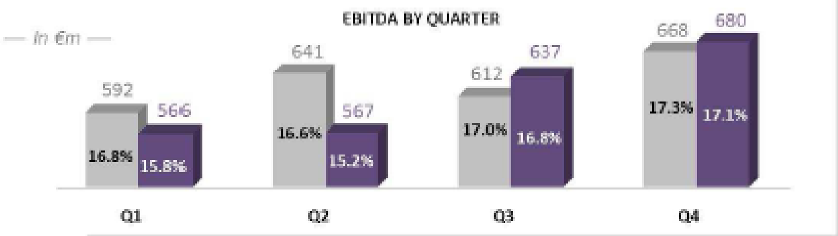
SUMMARY INCOME STATEMENT

In €m	FY 2011	FY 2012
REVENUE	**14,830**	**15,102**
Depreciation, Amortization & Provisions	(1,179)	(1,036)
CURRENT OPERATING INCOME	**1,039**	**1,146**
INCOME FROM OPERATING ACTIVITIES	**1,092**	**1,052**
Financial Result	(405)	(419)
Associates	37	22
Income tax	(174)	(186)
Minority interest	(227)	(218)
NET RESULT GROUP SHARE	**323**	**251**

SUMMARY CASH FLOW STATEMENT

In €m	FY 2011	FY 2012
Operating cash flow	2,130	2,165
Income tax paid (excl. income tax paid on disposals)	(163)	(113)
Change in operating working capital	(65)	305
CASH FLOW FROM OPERATING ACTIVITIES	1,902	2,357
Net tangible and intangible investments	(1,410)	(1,222)
Financial investments	(260)	(92)
Disposals	157	145
Other investment flows	(49)	(114)
CASH FLOW FROM INVESTMENT ACTIVITIES	(1,561)	(1,283)
Dividends paid	(281)	(601)
Balance of reimbursement of debt / new debt	664	(402)
Interests paid / received on financial activities	(333)	(384)
Capital increase	25	-
Other cash flows	222	12
CASH FLOW FROM FINANCIAL ACTIVITIES	297	(1,375)
Impact of currency, accounting practices and other	30	55
CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE PERIOD	1,827	2,494
Total cash flow for the period	667	(246)
CASH AND CASH EQUIVALENT AT THE END OF THE PERIOD	2,494	2,247





SHAREHOLDING STRUCTURE

	December 31, 2011	December 31, 2012	% as of Dec 31, 2012
GDF SUEZ	182,057,361	182,057,361	35.7%
Groupe Bruxelles Lambert	36,746,488	36,746,488	7.2%
CDC	10,078,220	10,078,220	2.0%
Areva	7,251,292	7,251,292	1.4%
CNP Assurances	6,500,390	6,500,390	1.3%
Sofina	4,125,000	4,125,000	0.8%
TOTAL SHAREHOLDERS AGREEMENT[(1)]	**246,758,751**	**246,758,751**	**48.4%**
Treasury Stocks	3,294,721	1,143,389	0.2%
Public & employees	260,180,357	262,331,689	51.4%
TOTAL	**510,233,829**	**510,233,829**	**100.0%**

(1) Lasting until July 22, 2013

TAXATION

4. Deleting and replacing the paragraph "France" pages 99 to 101 in section "Taxation" of the Base Prospectus with the following:

France

The following is only intended as a basic summary of certain withholding tax consequences that may be relevant to holders of Notes who do not concurrently hold shares of the Issuer and does not purport to be a comprehensive discussion of the tax treatment of the Notes. It is based upon the law as in effect on the date of this Base Prospectus and is subject to any change in law that may effect after such date. Prospective purchasers are urged to consult with their own tax advisers prior to purchasing the Notes to determine the tax implications of investing in the Notes in light of each purchaser's circumstances.

Savings Directive

The Savings Directive was implemented into French law under Article 242 *ter* of the French tax code, which imposes on paying agents based in France an obligation to report to the French tax authorities certain information with respect to interest payments made to beneficial owners domiciled in another Member State, including, among other things, the identity and address of the beneficial owner and a detailed list of the different categories of interest paid to that beneficial owner.

Withholding tax

*Notes which are not consolidated (*assimilables *for the purposes of French law) and do not form a single series with Notes issued before 1 March 2010*

Payments of interest and other revenues made by the Issuer with respect to Notes (other than Notes (as described below) which are consolidated (*assimilables* for the purpose of French law) and form a single series with Notes issued prior to 1 March 2010 having the benefit of Article 131 *quater* of the *Code général des impôts*) will not be subject to the withholding tax set out under Article 125 A III of the *Code général des impôts* unless such payments are made outside France in a non-cooperative State or territory (*Etat ou territoire non coopératif*) within the meaning of Article 238-0 A of the *Code général des impôts* (a "**Non-Cooperative State**"). If such payments under the Notes are made in a Non-Cooperative State, a 75 per cent. withholding tax will be applicable (subject to certain exceptions and to the more favourable provisions of any applicable double tax treaty) by virtue of Article 125 A III of the *Code général des impôts*.

Furthermore, according to Article 238 A of the *Code général des impôts*, interest and other revenues on such Notes will no longer be deductible from the Issuer's taxable income, as from the fiscal years starting on or after 1 January 2011, if they are paid or accrued to persons domiciled or established in a Non-Cooperative State or paid in such a Non-Cooperative State (the "**Deductibility Exclusion**"). Under certain conditions, any such non-deductible interest and other revenues may be recharacterised as constructive dividends pursuant to Article 109 of the *Code général des impôts*, in which case such non-deductible interest and other revenues may be subject to the withholding tax set out under Article 119 *bis* of the *Code général des impôts*, at a rate of 30 per cent. or 75 per cent, subject to the more favourable provisions of an applicable double tax treaty, if any.

Notwithstanding the foregoing, the Law provides that neither the 75 per cent. withholding tax set out under Article 125 A III of the *Code général des impôts* nor the Deductibility Exclusion will apply in respect of a particular issue of Notes if the relevant Issuer can prove that the principal purpose and effect of such issue of Notes was not that of allowing the payments of interest or other revenues to be made in a Non-Cooperative State (the "**Exception**"). Pursuant to the French tax administrative guidelines (BOI-INT-DG-20-50 n°990 and BOI-ANNX-000364 n°20) dated 12 September 2012, an issue of Notes will benefit from the Exception without the Issuer having to provide any proof of the purpose and effect of such issue of Notes, if such Notes are:

(i) offered by means of a public offer within the meaning of Article L.411.1 of the *Code monétaire et financier* or pursuant to an equivalent offer in a State other than a Non-Cooperative State. For this purpose, an "equivalent offer" means any offer requiring the registration or submission of an offer document by or with a foreign securities market authority; or

(ii) admitted to trading on a regulated market or on a French or foreign multilateral securities trading system provided that such market or system is not located in a Non-Cooperative State, and the operation of such market is carried out by a market operator or an investment services provider, or by such other similar foreign entity, provided further that such market operator, investment services provider or entity is not located in a Non-Cooperative State; or

(iii) admitted, at the time of their issue, to the clearing operations of a central depositary or of a securities clearing and delivery and payments systems operator within the meaning of Article L.561-2 of the *Code monétaire et financier*, or of one or more similar foreign depositaries or operators provided that such depositary or operator is not located in a Non-Cooperative State.

*Notes which are consolidated (*assimilables *for the purposes of French law) and form a single series with Notes issued before 1 March 2010*

Payments of interest and other revenues with respect to Notes which are consolidated (*assimilables* for the purpose of French law) and form a single series with Notes issued before 1 March 2010 with the benefit of Article 131 *quater* of the *Code général des impôts* will be exempt from the withholding tax set out under Article 125 A III of the *Code général des impôts*.

Notes issued before 1 March 2010, whether denominated in Euro or in any other currency, and constituting *obligations* under French law, or *titres de créances négociables* within the meaning of the French tax administrative guidelines (BOI-RPPM-RCM-30-10-30-30) dated 12 September 2012, or other debt securities issued under French or foreign law and considered by the French tax authorities as falling into similar categories, are deemed to be issued outside the Republic of France for the purpose of Article 131 *quater* of the *Code général des impôts*, in accordance with the aforementioned administrative guidelines.

In addition, interest and other revenues paid by the relevant Issuer on Notes issued from 1 March 2010 and which are to be consolidated (*assimilables* for the purpose of French law) and form a single series with Notes issued before 1 March 2010 will not be subject to the Deductibility Exclusion, and hence will not be subject to the withholding tax set out in Article 119 *bis* of the *Code général des impôts* solely on account of their being paid in a Non-Cooperative State or accrued or paid to persons established or domiciled in a Non-Cooperative State.

Pursuant to Article 9 of the 2013 French Finance Law (*loi n°2012-1509 du 29 décembre 2012 de finances pour 2013*) subject to certain exceptions, interest and similar revenues received from 1 January 2013 by individuals who are fiscally domiciled (*domiciliés fiscalement*) in France are subject to a 24 per cent withholding tax, which is deductible from their personal income tax liability in respect of the year in which the payment has been made. Social contributions (CSG, CRDS and other related contributions) are also levied by way of withholding tax at an aggregate rate of 15.5 per cent on interest and similar revenues paid to individuals who are fiscally domiciled (*domiciliés fiscalement*) in France.

GENERAL INFORMATION

5. The paragraph (3) of the section "General Information" on page 128 of the Base Prospectus is deleted and replaced as follows:

"(3) Except as disclosed in this Base Prospectus, there has been (i) no material adverse change in the prospects of the Issuer or the Group since 31 December 2011 and (ii) no significant change in the financial or trading position of the Issuer or the Group since 31 December 2012."

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST SUPPLEMENT

To the best of the Issuer's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this First Supplement is in accordance with the facts and contains no omission likely to affect its import and the Issuer accepts responsibility accordingly.

SUEZ ENVIRONNEMENT COMPANY
Tour CB21
16, place de l'Iris
92040 Paris La Défense
France
Duly represented by:
Clémentine Tassin (*Directeur de la Trésorerie et des Marchés de Capitaux*) authorised signatory, pursuant to a decision of the Board of Directors (*Conseil d'administration*) of the Issuer dated 12 December 2012 and the power of attorney dated 5 March 2013
on 6 March 2013

AMF | AUTORITÉ DES MARCHÉS FINANCIERS

Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Réglement Général*) of the *Autorité des marchés financiers* ("**AMF**"), in particular Articles 212-31 to 212-33, the AMF has granted to this First Supplement the visa no. 13-065 on 6 March 2013. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.