



**FIRST SUPPLEMENT DATED 27 SEPTEMBER 2013
TO THE BASE PROSPECTUS DATED 22 MAY 2013**

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 “**Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 22 May 2013 (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. 13-0229 on 22 May 2013 on the Base Prospectus.

Application has been made for approval of the 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 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 2013 Interim Financial Report (as defined below);
- updating the section “Recent Developments” of the Base Prospectus;
- updating general information.

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

Save as disclosed in this 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 Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, the statements in (a) above will prevail.

Copies of this 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.

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DOCUMENTS INCORPORATED BY REFERENCE

1. The following paragraph is inserted in the section “Documents incorporated by reference” on page 25 of the Base Prospectus

(4) “the sections referred to in the table below included in the *Rapport Financier Semestriel au 30 juin 2013* in French language¹ 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 2013 (the “**2013 Interim Financial Report**”).

2. The following information is added in the section “Documents incorporated by reference” on page 26 of the Base Prospectus

Information incorporated by reference	2013 Interim Financial Report
Key figures for the first half of 2013	Page 4
2013 highlights – Contracts	Pages 5 and 6
Interim management report	Pages 7 to 12
Consolidated financial statements of Suez Environnement Company at 30 June 2013	
- Statements of financial position	Page 13
- Income statements	Page 14
- Statements of comprehensive income	Page 15
- Statements of changes in shareholders’ equity	Page 16
- Statements of cash flow	Page 17
- Notes to the consolidated financial statements	Pages 18 to 49
Statutory auditors’ review report on the interim financial information	Page 51

¹ The free English language translation of the 2013 Interim Financial Report is published on, and may be obtained without charge, from the website of the Issuer (www.suez-environnement.com).

RECENT DEVELOPMENTS

3. Inserting the following press releases:

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PRESS RELEASE

23 MAY 2012

SHAREHOLDERS' MEETING OF 23 MAY 2013: ALL RESOLUTIONS ADOPTED

The SUEZ ENVIRONNEMENT Shareholders' Meeting, which took place on 23 May 2013 under the chairmanship of Gérard Mestrallet, adopted all resolutions submitted by a large majority. 75% of shareholders voted and about 1 900 used the electronic voting tool, Votaccess.

The Shareholders' Meeting approved the payment of a cash dividend of €0.65 per share. The dividend will be detached on 27 May and paid from 30 May 2013.

Jean-Louis Chaussade, CEO of SUEZ ENVIRONNEMENT, presented shareholders with the key facts and figures and performance data from 2012, as well as outlining the major strategic areas for the company's development.

In 2012, SUEZ ENVIRONNEMENT's performance remained positive despite the difficult economic climate in Europe, primarily through optimised asset management and strict cost control, but also due to the relevance of strategic choices, with the development of four priority areas for growth: smart water, waste recovery, international development and industrial water. The Group is committed to strengthening its positions in its traditional business lines and on an international scale, while remaining open to new opportunities for growth.

The Group's new organisational structure, based around the Chief Executive Officer and four Deputy CEOs, is part of its efforts to focus on strategic priorities, while strengthening its competitiveness and capacity for innovation, for the benefit of its clients.

A video broadcast of the Shareholders' Meeting, including the presentations and the results of the votes on resolutions, is available on the SUEZ ENVIRONNEMENT website, www.suez-environnement.com.

- Next communication:
31 July 2013: Publication of the Q1 2013 results

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 millions of people and the industrial sector. SUEZ ENVIRONNEMENT supplies drinking water to 96.6 million people, provides waste water treatment services for 66.3 million people and collects the waste produced by 50 million people. SUEZ ENVIRONNEMENT has 79,550 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 35.7% owned by GDF SUEZ, posted revenues of €15.1 billion.

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PRESS RELEASE

6 June 2013

SUEZ ENVIRONNEMENT wins a 10-year C28-million water and sanitation management contract with the city of Benešov (Czech Republic)

Following an international call to tender, the city of Benešov entrusted VHS Benešov (Ondeo Services CZ, a SUEZ ENVIRONNEMENT subsidiary) with the management of the city's water and sanitation services for a period of 10 years. This contract will begin on 1 January 2014.

MEETING THE REQUIREMENT FOR SERVICE CONTINUITY WHILE THE PLANT IS BEING REBUILT

This contract responds to a dual need of the community:

- To provide support during the rebuilding and extension of the city's main waste water treatment plant while ensuring service continuity and quality during the completion of the works.
- To bring the plant in line with the new European standards for waste water discharges and water quality.

By placing its trust in VHS Benešov, the local authority is showing that it pays particular attention to the SUEZ ENVIRONNEMENT subsidiary's technical skills.

A CONTRACT BASED ON PERFORMANCE CRITERIA

The performance criteria built into the contract will be measured and assessed every year and will then be submitted for annual performance review by the local authority.

The 16 performance criteria will cover:

- the quality of the water and discharges and the methods for analysing them;
- the efficiency of the operations and potential repairs to the network;
- the network inspection and preventive maintenance efforts;
- the quality of customer relations.

Mr. Ángel Simón, Senior Executive Vice-President of SUEZ ENVIRONNEMENT responsible for the water activities in Europe, made the following statement: "VHS Benešov, our local subsidiary, is proud to make its professionalism and expertise available to the local authority in order to meet the performance criteria on this contract".

ONDEO Services CZ

Through the local subsidiaries of SUEZ ENVIRONNEMENT, such as VHS Benešov, ONDEO Service CZ provides services related to water and sanitation to 1.2 million people in the Czech Republic and Slovakia, working in collaboration with over 2,000 employees. Founded in 1991, Ondeo Services CZ is a Prague-based company based 100% owned by SUEZ ENVIRONNEMENT.

SUEZ ENVIRONNEMENT

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PRESS RELEASE

18 July 2013

SUEZ ENVIRONNEMENT STRENGTHENS ITS PRESENCE IN CHINA IN THE WASTE SECTOR WITH TWO NEW CONTRACTS IN HONG KONG (€110 MILLION) AND RENEWAL OF THE MACAU CONTRACT (€200 MILLION)

SUEZ ENVIRONNEMENT, through its subsidiary SITA Waste Services, has won two new contracts in Hong Kong: the 10-year management contract for the North Lantau Transfer Station, worth €35 million, and the 10-year contract for marine transportation of dewatered sludge, worth €75 million. SUEZ ENVIRONNEMENT has also been re-awarded the waste collection and cleaning services contract for Macau, with a value of €200 million over 10 years.

A CONFIRMED LEADERSHIP POSITION IN WASTE MANAGEMENT IN HONG KONG

By winning the tenders for the contract for the management of the North Lantau Transfer Station and the contract for transportation of dewatered sludge by marine vessels, SITA Waste Services reinforces its leading position in the market for waste management services and further expands its market position by constructing tailor-made vessels of high environmental performance for waste transportation.

The 10-year contract for North Lantau started in June 2013, and represents a turnover of around €35 million. Sita Waste Services will be managing the waste for the largest of Hong Kong's islands, including the waste of Hong Kong International Airport, Disneyland park and Tung Chung New Town. With a current design treatment capacity of 650 tonnes of municipal solid waste per day, the station will see its throughput almost double to 1,200 tonnes a day in the next few years after completion of upgrading works.

The 10-year contract with a new client in Hong Kong, the Drainage Services Department (DSD¹) has been awarded to the 50-50% partnership between SITA Waste Services and ATAL Environmental Engineering and the contract will commence on 1 November 2013, representing a revenue of €75 million, with an option to extend for a further five years. Two self-propelled ocean going vessels will be designed and constructed for transferring and transporting dewatered sludge from the Waste Water Treatment Plant to the sludge Treatment Facilities. These new vessels will feature built in Diesel-electric hybrid engines to achieve better and more efficient environmental contributions. Sita Waste Services has already acquired over 15 years' experience in marine transfer of containerized waste while operating and managing 6 other transfer stations in Hong Kong.

HELPING MACAU TO REDUCE ITS ENVIRONMENTAL IMPACT

Furthermore, SITA Waste Services, via its subsidiary Companhia de Sistemas de Resíduos de Macau ("CSR"), has been re-awarded the contract for the provision of urban cleaning

¹ Drainage Services Department is a Hong Kong Government Department. Their vision "is to provide world-class wastewater and stormwater drainage services to enable the sustainable development of Hong Kong."



services and waste collection and disposal in Macau for another 10 years. This contract represents an overall revenue of more than €200 million and will start in November 2013.

Under this contract, SITA Waste Services will support the community to improve the quality of life of Macau's residents by reducing waste generation and further increasing the recovery of recyclable waste. In fact, in a rapidly expanding environment, Macau needs a high-performance waste management service, primarily in order to manage an increasingly large number of tourists.

Jean-Louis Chaussade, CEO of SUEZ ENVIRONNEMENT, remarked: *"China's need for professional waste management services is growing rapidly. Following the award of two Transfer Station management contracts in Hong Kong at the end of 2012 and the establishment of a joint venture with Beijing Entreprises Holding for the development of waste management projects, these new contracts are demonstrating SUEZ ENVIRONNEMENT's dedication and contribution to the Chinese economical, ecological and sustainable development ."*

With a presence in the Hong Kong region for more than 20 years, SUEZ ENVIRONNEMENT currently operates two landfill sites handling more than 7,000 tonnes of waste per day, 6 transfer stations and 7 rehabilitated landfills. It also offers collection, composting and recycling services.

About SUEZ ENVIRONNEMENT

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SUEZ ENVIRONNEMENT has been present in China for 30 years, through its subsidiaries Sino-French Holdings and Sino French Water Development (SFWD), SITA Waste Services and Degrémont, the worldwide water treatment specialists. In 2012, SUEZ ENVIRONNEMENT's activities in China generated a turnover of more than €1.3 billion.

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PRESS RELEASE

22 July 2013

SUEZ ENVIRONNEMENT AWARDED THE ENGINEERING AND PROCUREMENT OF 4 WATER SUPPLY UNITS FOR 2 FLOATING PRODUCTION STORAGE AND OFFLOADING (FPSO) VESSELS IN BRAZIL

SUEZ ENVIRONNEMENT, through its subsidiary Degrémont, global player in water management for industry and municipalities, was awarded the Engineering and Procurement contract for four water supply units (two sulphate removal and two seawater desalination units) for Keppel FELS Brasil and its affiliates Lindel Private Limited and Estaleiro BrasFELS Ltda.

These four water supply units will equip two FPSOs, ordered by Tupi B.V, a subsidiary of Petrobras, for the offshore oil production in Brazil. Keppel FELS Brasil's BrasFELS shipyard in Angra dos Reis (Brazil) is constructing the modules and integrating the topside equipment of these FPSOs.

With its long experience in water for the Upstream Oil & Gas industry, Degrémont offers particular innovative solutions for the treatment of sulphates, a key step in the treatment of water for oil production.

The Sulphate removal units treat seawater in order to make it suitable for water injection. It helps avoid clogging the porous rock reservoirs and contributes to enhanced oil recovery (EOR). On another hand, the reverse osmosis units treat seawater into fresh water, allowing removal of salt from crude oil.

Rémi Lantier, Chief Executive of Degrémont, said: *"Following the discovery of ultra-deep reservoirs 300km from its coast, Brazil will become the sixth largest oil producer by 2020. With this contract, Degrémont proves its capability to accompany Petrobras in its needs for innovative water solutions for Upstream Oil & Gas production."*

Water treatment for the oil industry: a high potential market

SUEZ ENVIRONNEMENT has made industrial water one of its 4 strategic priorities by 2020. Upstream Oil & Gas is one of the key sectors of this high-growth market¹ with an increase estimated at 20% annually². Degrémont benefits from the proven expertise provided by major players in the oil and petrochemical industries and leverages its international locations to offer solutions tailored to their specific challenges anywhere in the world.

In Brazil, Degrémont is one of Petrobras' main partners for the treatment of process water production and industrial effluent from several Petrobras refineries. In China, the company won an engineering and procurement contract for PetroChina refinery's wastewater treatment and recycling plant in Chengdu. In the United Kingdom, it

¹ \$24 billion in investments anticipated by 2020 worldwide (Global Water Intelligence: 2020 capital expenditures)

² Annual growth from 2010 to 2016. Source: Global Water Intelligence - 2011

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manages the entire water cycle for the Ineos site in Grangemouth, which refines around 200,000 barrels per day.

DEGREMONT

A subsidiary of SUEZ ENVIRONNEMENT, Degrémont has been the world water treatment specialist for local communities and industries for more than 70 years. Operating in more than 70 countries with 5,000 employees, Degrémont generated revenues of €1,397 million in 2012.

SUEZ ENVIRONNEMENT

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PRESS RELEASE

26th July 2013

SUEZ ENVIRONNEMENT SUBSIDIARY, SITA UK, AWARDED €62 MILLION CONTRACT TO MANAGE RESIDUAL HOUSEHOLD WASTE BY NORTHAMPTONSHIRE COUNTY COUNCIL

SITA UK, a subsidiary of SUEZ ENVIRONNEMENT, has been awarded a seven year contract by Northamptonshire County Council worth up to €62 million¹ to manage up to 79,000 tonnes of residual household waste each year.

During the first two years of the new contract, waste will continue to be sent to SITA UK's landfill in Wellingborough, Northamptonshire. However, from 2015 Northamptonshire's waste will be put to good use at SITA UK's new solid fuel recovery facility in Rugby, which will be commissioned in 2014. SITA UK will supply the fuel produced to CEMEX to use at its Rugby cement kilns as part of its 25 year partnership to supply the company with alternative fuel. SITA UK's solid recovered fuel facility in Rugby will have the capacity to process over 200,000 tonnes of waste a year.

Jean-Louis Chaussade, CEO of SUEZ ENVIRONNEMENT, said: "We are very pleased to be continuing our relationship with Northamptonshire. Once our new facility in Rugby becomes operational we will be able to help put their residual waste to good use by creating an alternative fuel, replacing the use of fossil fuels."

Councillor Michael Clarke, Northamptonshire County Council's portfolio holder for Transport, Highways and Environment, said: "This is a landmark project for the county council as it shows that we're taking positive steps to reduce the amount of non-recyclable waste which is landfilled by using innovative solutions.

"The county council isn't investing in new facilities, but making full use of the facilities that the waste management industry offers. This is a greener outlook for Northamptonshire's waste."

SITA UK has been providing Northamptonshire County Council with waste management services for over 20 years. Through the operation of a number of key facilities in the county, SITA UK will also be able to capture third party waste which will allow the company to organically grow its collection and treatment business in the region.

About SITA UK

SITA UK, a subsidiary of SUEZ ENVIRONNEMENT, is a recycling and resource management company, generating environmental value, social value and economic value from our nation's waste. The company delivers environmentally responsible and increasingly innovative solutions for the public, local government, industry and commerce, enabling our customers to reduce their impact on the environment. SITA UK serves over 12 million people and handles more than eight million tonnes of domestic, commercial and industrial waste through a network of recycling, composting, energy-from-waste and landfill facilities. SITA UK employs over 5,500 staff and has an annual turnover in excess of £772 million.

¹ A five-year extension could be awarded to SITA UK which would increase the value of the contract to up to €105 million.

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

4. Inserting the following information after the press releases:

Changes in the governance structure

On 30 July 2013, the Board of Directors has taken notice of the termination on 22 July 2013 of the shareholders' agreement relating to Suez Environnement Company signed on 5 June 2008 and has renewed its commitment to the Corporate Governance Code for Listed Companies published by the AFEP-MEDEF in June 2013. Mr Patrick Quart, member of the Board of Directors, has resigned.

As of the day of this Supplement, the Board of Directors therefore includes 17 directors: Jean-Louis Chaussade (Chief Executive Officer), 9 independent directors, i.e. 53% of the board members, and 7 board members appointed upon proposal of GDF SUEZ, including Gérard Mestrallet, Chairman of the board. Jean-Louis Chaussade, previously appointed upon proposal of GDF SUEZ, has been confirmed as Chief Executive Officer by the new Board of Directors upon proposal from the Nominations and Compensation Committee.

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 2012 and (ii) no significant change in the financial or trading position of the Issuer or the Group since 30 June 2013.”

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE 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 Supplement is in accordance with the facts and contains no omission likely to affect its import and the Issuer accepts responsibility accordingly.

In the statutory auditors' report on the consolidated financial statements for the fiscal year ended 31 December 2011, which is reproduced on pages 292 and 293 of the 2011 Reference Document, the statutory auditors make one observation without qualifying their opinion.

In the statutory auditors' report on the consolidated financial statements for the fiscal year ended 31 December 2012, which is reproduced on pages 318 and 319 of the 2012 Reference Document, the statutory auditors make one observation without qualifying their opinion.

In the statutory auditors' report on the consolidated financial statements for the six-month period ended 30 June 2013, which is reproduced on page 51 of the 2013 Interim Financial Report, the statutory auditors make one observation without qualifying their opinion.

SUEZ ENVIRONNEMENT COMPANY

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Duly represented by:

Mrs Clémentine Tassin, *Directrice 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 19 April 2013

on 27 September 2013



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 (*Règlement Général*) of the *Autorité des marchés financiers* ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this Supplement the visa no. 13-513 on 27 September 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.