



Press Release

Paris, 17 May 2017

SUEZ announces the subscription price for its approximately €750 million capital increase following the pricing of the private placement

Visa n°17-200 received on 16 May 2017

Beginning of the priority subscription period and of the public offering

SUEZ (the “**Company**”) announces today that the subscription price has been set at €15.80 per new share, representing a 2.8% discount to the closing price as of 16 May 2017, in the context of its capital increase announced on 16 May 2017 (the «**Capital Increase**») and following the pricing of the private placement today.

The c. €750 million Capital Increase will lead to the issuance of 47,468,354 new shares (the “**New Shares**”) representing 8.4% of the Company’s share capital. The offering is conducted without shareholders’ preferential subscription rights and with a priority subscription period on an irreducible basis granted to existing shareholders:

- the Company’s existing shareholders (as of the record date of 16 May 2017) will be granted a 3 consecutive trading days priority subscription period, which will run from 17 May 2017 to 19 May 2017 (inclusive) at 17.00 (Paris time);
- the public offering in France begins today and will close on 19 May 2017 (inclusive) at 17.00 (Paris time) for orders placed at branches of financial institutions and on 19 May 2017 (inclusive) at 20.00 (Paris time) for orders placed online;
- the private placement launched on 16 May 2017 at around 17:45 (Paris time) was priced in the evening of the same day.

Orders placed in the public offering and private placement will be subject to reduction depending on the results of the priority subscriptions on an irreducible basis in the context of the priority subscription period and final allocations will be communicated once the results are available.

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Availability of the prospectus

The prospectus has received from the Autorité des marchés financiers (the “**AMF**”) the visa no 17-200 on 16 May 2017. The prospectus comprises (i) the reference document of the Company filed with the AMF on 5 April 2017 under number D.17-0330 and (ii) a securities note (including a summary of the prospectus).

Hard copies of the prospectus are available free of charge at the Company’s headquarters, located at 16, place de l’Iris, Tour CB 21, 92040 Paris-La Défense. The prospectus is also available on the Company’s website (www.suez.com) and on the AMF’s website (www.amf-france.org).

Potential investors are advised to consider carefully the risk factors described in section 4 of the Company’s reference document as well as in section 2 of the securities note before deciding whether to invest. Should all or any part of these risk factors materialize, the Company’s and the group’s businesses, financials, results or ability to reach its guidance may be negatively affected.

About SUEZ

We are at the dawn of the resource revolution. In a world facing high demographic growth, runaway urbanisation and the shortage of natural resources, securing, optimising and renewing resources is essential to our future. SUEZ (Paris: SEV, Brussels: SEVB) supplies drinking water to 92 million people, delivers wastewater treatment services to 65 million, recovers 16 million tons of waste each year and produces 7 TWh of local and renewable energy. With 82,536 employees, SUEZ, which is present on all five continents, is a key player in the sustainable management of resources. SUEZ generated total revenues of €15.3 billion in 2016.

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The information contained in this announcement is for background purposes only and does not purport to be full or complete and no reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. Any purchase of Securities should be made solely on the basis of the information contained in the prospectus issued by the Company.

France

The offer of Securities and the sale of the New Share in France will be implemented in the context of a private placement to certain institutional investors according to Article L. 411-2 II of the French Monetary and Financial Code and a public offering in France following the date of the AMF visa on the prospectus in relation with the issue and admission to trading on Euronext Paris regulated market of the New Shares.

SUEZ

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European Economic Area

*This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended, in particular by Directive 2010/73/EU to the extent such Directive has been transposed in the relevant member State of the European Economic Area (together, the “**Prospectus Directive**”).*

*With respect to member states of the European Economic Area (“**EEA**”) which have implemented the Prospectus Directive other than France (each, a “**Member State**”), no action has been undertaken or will be undertaken to make an offer to the public of the Securities requiring a publication of a prospectus in any Member State. As a result, the Securities may only be offered in Member States:*

- a) to qualified investors, as defined in the Prospectus Directive;*
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined by the Prospectus Directive) in each Member State; or*
- c) in circumstances falling within Article 3(2) of the Prospectus Directive,*

and provided that no such offer of Securities referred to in (a) to (b) above shall require the Company or the Joint Global Coordinators, Joint Lead-Managers and Joint Bookrunners to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For these purposes, as defined in the Prospectus Directive, the expression an “offer to the public of the Securities” in a relevant Member State, which has implemented the Prospectus Directive (as defined below), means any communication in any form and by any means of sufficient information on the terms of the offer of the Securities to be offered, so as to enable an investor to decide, as the case may be, to purchase or subscribe the Securities, as the same may be varied in that Member State.

This selling restriction applies in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

United States of America

*This press release does not constitute or form a part of any offer of Securities or solicitation to purchase or subscribe for Securities in the United States. Securities may not be offered, subscribed or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements thereof. The shares of the Company have not been and will not be registered under the U.S. Securities Act and the Company does not intend to make a public offer of its securities in the United States.*

United Kingdom

*In the United Kingdom this press release is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated.*

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Australia, South Africa, Canada and Japan

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The Securities may not be offered or sold in Australia, South Africa and Japan, and are subject to restrictions on their offer and sale in Canada.