

press release



Paris, 17 October 2019

SUEZ launches SHARING 2019, its fourth worldwide shareholding plan reserved for Group's employees

SUEZ offers its employees in France and around the world a chance to subscribe to SHARING, its fourth shareholding plan since 2011, reserved for employees.

SHARING 2019 is aimed at the Group's to some 86,000 employees in 25 countries: Australia, Belgium, Brazil, Canada, Chile, China, Colombia, the Czech Republic, France, Germany, Hong Kong, Hungary, India, Italy, Jordan, Luxembourg, Macao, Mexico, Morocco, the Netherlands, Poland, Spain, Sweden, the United Kingdom and the United States.

This fourth share subscription offer forms part of the Group's policy to increase employee shareholding. It strengthens the relationship between SUEZ and its employees by offering them the possibility of being more closely involved in the Group's growth and performance.

"Through SHARING 2019, with the Board of Directors, we wish to continue to associate the employees to the Group's performance and with the ambitious project that we have set ourselves for 2030: to be the world leader in environmental services, making us the preferred choice of our customers, stakeholders, and employees, working together to restore and preserve the fundamental elements of the environment: water, air and soil", comments Bertrand Camus, Chief Executive Officer of SUEZ.

The terms and conditions of this offer are described below.

About SUEZ

With 90 000 people on the five continents, SUEZ is a world leader in smart and sustainable resource management. We provide water and waste management solutions that enable cities and industries optimize their resource management and strengthen their environmental and economic performances, in line with regulatory standards. To meet increasing demands to overcome resource quality and scarcity challenges, SUEZ is fully engaged in the resource revolution. With the full potential of digital technologies and innovative solutions, the Group treats over 45 million tons of waste a year, produces 4.4 million tons of secondary raw materials and 7.7 TWh of local renewable energy. It also secures water resources, delivering wastewater treatment services to 66 million people and reusing 1.1 billion m³ of wastewater. SUEZ generated total revenues of 17.3 billion euros in 2018.

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Find out more about the SUEZ Group
on the [website](#) & on social media



SUEZ

Registered office - Tour CB21 - 16 place de l'Iris, 92040 Paris La Défense Cedex, France - Tel: +33 (0)1 58 81 20 00 - www.suez.com Public limited company with capital of €2,485,450,316 - SIREN 433 466 570 NANTERRE BUSINESS REGISTER – VAT FR 76433 466 570

Terms of the offer:

Issuer

SUEZ

Euronext Paris –Compartment A

ISIN code for ordinary shares: FR0010613471

Share admitted to the Deferred Settlement System (SRD)

SHARING 2019 options:

As part of SHARING 2019, SUEZ offers its employees two options:

- A “Classic” plan, which includes a discount and employer contribution in which the subscriber is exposed to movements in the share price. In France, employees will benefit from an employer contribution as part of the company savings plan. Outside France, the employer’s contribution takes the form of a free share allocation. The UK plan is different, in the form of a Share Incentive Plan (SIP);
- A “Multiple” plan under which the subscriber receives, at maturity, at least the amount of his/her personal contribution to which is added a guaranteed return or a multiple of the performance of SUEZ shares, whichever is higher. In Australia, the United States, Canada, Chile, China, Italy, Poland and Sweden, the Multiple plan has been adapted to local laws and implemented as an alternative mechanism, called “share appreciation rights”.

The shares will be subscribed by the beneficiaries either directly, or via an employee shareholding fund (FCPE) depending on the country of residence.

In the Classic plan (excluding the SIP), the subscription price will be 80% of the average opening price of SUEZ shares on the Euronext Paris market during the 20 trading days preceding the date the subscription price is set by the Board of Directors or by the Chief Executive Officer delegated to do so, while in the Multiple plan, the subscription price will be 90% of the average opening price of SUEZ shares on the Euronext Paris market during the 20 trading days preceding the date the subscription price is set by the Board of Directors or by the Chief Executive Officer delegated to do so.

Securities offered

The maximum amount of shares subscribed under Resolution 19 and Resolution 20 submitted for voting to the General Meeting of 14 May 2019 is set at 10 million shares, on the understanding that a ceiling of 2 million shares applies to the Classic plan (including the SIP) and a ceiling of 8 million shares applies to the Multiple plan. In the event the ceiling of one of the plans (either the Classic plan or the Multiple Plan) is not fully subscribed, the remaining amount will be allocated to the other plan in case the latter is oversubscribed. Under each plan, all subscriptions are honoured up to the amount of the average subscription to the plan concerned. Subscriptions above this average will be allocated proportionately.

The resulting shares will confer current entitlement (for shares allocated as employer’s contributions internationally, on 1 January preceding the year in which they are delivered).

Subscription conditions

The beneficiaries of this shareholder offering are the employees of the Company and of member companies of the SUEZ Group International Savings Plan whose head offices are in one of the 25 countries listed above.

This includes employees, corporate officers meeting the terms and conditions of Article L.3332-2 of the French Labour Code, provided they have been in service for at least three months on the final day of the subscription period, which is 17 December 2019 (excluding SIP) as well as retirees who have kept their holding in the SUEZ Group Savings Plan.

The legal individual investment limit is 25% of gross annual pay for the Classic plan and 2.5% for the Multiple plan (excluding bank contributions). Subscribers to the offering must

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hold the shares they subscribed directly, or their employee shareholding fund units, until 16 January 2025 (excluded), unless released early.

Unitholders of employee shareholding funds will exercise their voting rights at General Meetings of SUEZ through the supervisory board of the funds.

Indicative timeline for the SHARING 2019 offering

Reservation period: 18 October to 7 November 2019

Subscription price set on: 12 December 2019

Subscription/revocation period: 13 to 17 December 2019

Settlement/delivery of shares: 16 January 2020

These dates are indicative only and may change.

Listing

SUEZ new shares are scheduled for admittance to trading on the Euronext Paris market (ISIN code: FR0010613471 - SEV) on 16 January 2020. These new shares will be similar to existing shares.

Hedging operations

The bank that intervenes in the leveraged offer (or “Multiple” plan) enters into hedging agreements on and off markets, buying and/or selling shares, purchasing call options and/or other transactions, at any time, both prior to the set-up and throughout the duration of SHARING 2019.

Specific for international

This press release does not constitute an offer of sale or solicitation for the subscription of SUEZ shares. The SHARING 2019 offering reserved for employees will be set up 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 from the obligation to prepare a prospectus or to register an offer. In general, the offer will be made only in countries where all the registration and/or notification procedures required have been completed and the authorisations obtained. This press release is not intended for, and therefore copies of it may not be sent to, countries in which such a prospectus has not been approved or such an exemption would not be approved or in which all registration and/or notification procedures required have not yet been completed or authorisations have not been obtained.

The securities described in this document have not been and will not be registered in the United States with the Securities and Exchange Commission and may not be offered in the United States except as part of transactions that do not require registration under the United States Securities Act of 1933.

Additional Information

All necessary information about SUEZ is available from the Company's website (www.suez.com).

All necessary information about SHARING 2019, for beneficiaries, is available in the subscription pack sent to shareholders and on the Company website (www.sharing.suez.com). They can also request it from their contact indicated in the leaflet in the subscription pack sent to them and on the dedicated website.

Beneficiaries subscribing to shares through an employee shareholding fund should read the key investor information document (KIID) and the regulations for each fund for full information.

This press release constitutes a communication as required by the AMF in accordance with Article 19 of Instruction No. 2016-04 of 21 October 2016, as amended on 15 January 2018.

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