

Final Terms dated 10 October 2019



SUEZ

Legal Entity Identifier (LEI): 549300JQIZM6CL7POC81

(the "Issuer")

Issue of €700,000,000 0.500 per cent. Notes due October 2031 (the "Notes")

Under the

€10,000,000,000

Euro Medium Term Note Programme

for the issue of Notes

SERIES NO: 22

TRANCHE NO: 1

Joint Lead Managers and Global Coordinators

**BNP Paribas
HSBC
NatWest Markets**

Joint Lead Managers

**Banco Bilbao Vizcaya Argentina, S.A.
BARCLAYS
Commerzbank
Crédit Agricole CIB
ING
SMBC Nikko**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 29 May 2019 which received visa no. 19-236 from the *Autorité des marchés financiers* (the “AMF”) on 29 May 2019 and the first supplement to the Base Prospectus dated 3 October 2019 which received visa no. 19-470 from the AMF on 3 October 2019 (the “Supplement”) which together constitute a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended or superseded (the “Prospectus Directive”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as supplemented by the Supplement. The Base Prospectus and the Supplement are available for viewing on the website of the AMF (www.amf-france.org), on the Issuer’s website (www.suez.com) and copies may be obtained from the Issuer at Tour CB21, 16, place de l’Iris, 92040 Paris La Défense, France.

1.	Issuer:	SUEZ
2.	(i) Series Number:	22
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	Euro (“€”)
4.	Aggregate Nominal Amount:	
	(i) Series:	€700,000,000
	(ii) Tranche:	€700,000,000
5.	Issue Price:	99.988 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	€100,000
7.	(i) Issue Date:	14 October 2019
	(ii) Interest Commencement Date	Issue Date
8.	Maturity Date:	14 October 2031
9.	Interest Basis:	0.500 per cent. Fixed Rate (further particulars specified below)

10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest or Not Applicable
Redemption/Payment Basis:
12. Put/Call Options: Issuer Call
Make-Whole Redemption by the Issuer
Clean-up Call
Put Option in case of Change of Control
(further particulars specified below)
13. (i) Status of the Notes: Unsubordinated
- (ii) Dates of corporate Resolution of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 14 May 2019 and decision of Bertrand Camus, Chief Executive Officer (*Directeur Général*) of the Issuer dated 9 October 2019
authorisations for issuance of Notes obtained:

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions Applicable
- (i) Rate of Interest: 0.500 per cent. *per annum* payable in arrear on each Interest Payment Date
- (ii) Interest Payment Dates: 14 October in each year commencing on, and including, 14 October 2020 up to, and including, the Maturity Date
- (iii) Fixed Coupon Amount: €500 per €100,000 in Specified Denomination
- (iv) Broken Amount: Not Applicable
- (v) Day Count Fraction Actual/Actual – ICMA
(Condition 5(a)):
- (vi) Determination Dates 14 October in each year
(Condition 5(a)):
15. Floating Rate Note Provisions Not Applicable
16. Zero Coupon Notes provisions Not Applicable
17. Inflation Linked Notes Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Call Option Applicable
- (i) Optional Redemption Date(s): At any time on or after 14 July 2031 (3 months prior to the Maturity Date)
 - (ii) Optional Redemption Amount(s) of each Note: €100,000 per Note of €100,000 Specified Denomination
 - (iii) If redeemable in part:
 - (A) Minimum nominal amount to be redeemed: Not Applicable
 - (B) Maximum nominal amount to be redeemed: Not Applicable
 - (iv) Notice period: As set out in the Conditions
19. Make-Whole Redemption by the Issuer Applicable
- (i) Notice period: As set out in the Conditions
 - (ii) Reference Security: 0.00 per cent. *Obligation Assimilable du Trésor* due November 2029 (ISIN: FR0013451507)
 - (iii) Reference Dealers: As set out in the Conditions
 - (iv) Similar Security: A reference bond or reference bonds issued by the French Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be used, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes.
 - (v) Redemption Margin: 0.15 per cent. *per annum*
 - (vi) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent): Not Applicable
20. Clean-Up Call Option: Applicable
- Clean-Up Percentage: 75 per cent.

21. Put Option	Not Applicable
22. Change of Control Put Option	Applicable
23. Final Redemption Amount of each Note	€100,000 per Note of €100,000 Specified Denomination
24. Inflation Linked Notes – Provisions relating to the Final Redemption Amount	Not Applicable
25. Early Redemption Amount	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(g)), for illegality (Condition 6(k)), on event of default (Condition 9) or under the clean-up call (Condition 6(i)):	€100,000 per Note of €100,000 Specified Denomination
(ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(g)):	Yes
(iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable
26. Inflation Linked Notes – Provisions relating to the Early Redemption Amount:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes:	Dematerialised Notes
(i) Form of Dematerialised Notes:	Bearer dematerialised form (<i>au porteur</i>)
(ii) Registration Agent:	Not Applicable
(iii) Temporary Global Certificate:	Not Applicable
(iv) Applicable TEFRA exemption:	Not Applicable

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|--|----------------|
| 28. Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: | Not Applicable |
| 29. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable |
| 30. Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 31. Consolidation provisions: | Not Applicable |
| 32. Payment in Euro Equivalent instead of U.S. Dollar Equivalent in the case contemplated in Condition 7(i) for RMB Notes: | Not Applicable |

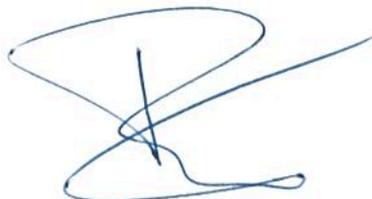
RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: Pierre-Frédéric Rémi, Chief Financing and Treasury Officer

Duly authorised



PART B – OTHER INFORMATION

1. Listing and Admission to Trading

- | | | |
|-------|---|---|
| (i) | Listing: | Euronext Paris |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading with effect from the Issue Date |
| (iii) | Estimate of total expenses related to admission to trading: | €8,825 |

2. Ratings

Ratings: The Notes to be issued have been rated:

Moody's: A3

Moody's is established in the European Union, is registered under Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation") and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website (www.esma.europa.eu/supervision/credit-rating-agencies/risk).

3. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in "Subscription and Sale" in the Base Prospectus and save for the fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the issue of the Notes.

4. Reasons for the Offer

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| (i) | Reasons for the offer: | The estimated net proceeds of the issue of the Notes will be used to fund in part or in whole the tender offer targeting the existing (i) €750,000,000 4.078 per cent. Notes due May 2021 (ISIN: FR0011048966) of which €750,000,000 are currently outstanding; (ii) €750,000,000 4.125 per cent. Notes due June 2022 (ISIN: FR0010913780) of which €750,000,000 are currently outstanding; (iii) €500,000,000 2.75 per cent. Notes due October 2023 (ISIN: FR0011585215) of which €500,000,000 are currently outstanding; (iv) €500,000,000 5.50 per cent. Notes due July 2024 (ISIN: FR0010780528) of which €500,000,000 are currently outstanding; (v) €500,000,000 1.00 per cent. Notes due April 2025 (ISIN: FR0013248507) of which €500,000,000 are currently outstanding; |
|-----|------------------------|--|

and (vi) €500,000,000 1.75 per cent. Notes due September 2025 (ISIN: FR0012949923) of which €500,000,000 are currently outstanding (together, the "Existing Notes").

The remaining part which would not be used for the tender offer of the Existing Notes will be used for the Issuer's general corporate purposes.

5. Fixed Rate Notes only – Yield

Indication of yield: 0.501 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. Operational Information

ISIN: FR0013452620

Common Code: 206502100

CFI: Not Applicable

FISN: Not Applicable

Depositories:

(a) Euroclear France to act as Central Depository: Yes

(b) Common Depository for Euroclear and Clearstream: No

Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking, SA and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] producing a sum of: Not Applicable

7. Distribution

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers:

Joint Lead Managers and Global Coordinators:

BNP Paribas
HSBC Bank plc
NatWest Markets N.V.

Joint Lead Managers:

Banco Bilbao Vizcaya Argentaria, S.A.
Barclays Bank PLC
Commerzbank Aktiengesellschaft
Crédit Agricole Corporate and Investment Bank
ING Bank N.V., Belgian Branch
SMBC Nikko Capital Markets Limited

(B) Stabilising Manager(s) (if any): Not Applicable

(iii) If non-syndicated, name of Dealer: Not Applicable

(iv) U.S. Selling Restrictions: Category 2 restrictions apply to the Notes

(v) Prohibition of Sales to EEA Retail Investors: Applicable