

The background of the slide is a photograph of the Philadelphia skyline, featuring prominent skyscrapers like the Comcast Center and the Liberty Bell Center. In the foreground, there is a river with a pedestrian bridge and a highway overpass. The scene is captured during the day with soft lighting.

2017

COMBINED SHAREHOLDERS' MEETING

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OPENING

SHAREHOLDER'S MEETING

Gérard Mestrallet
Chairman



Main documents made available to the shareholders

- Reference document including the Board of Directors' management report
- Financial statutory statements and consolidated financial statements for 2016
- Text of draft resolutions and Board of Directors' report on the resolutions
- Report of the Chairman of the Board of Directors pursuant to article L.225-37 of the French Commercial Code
- Statutory Auditors' reports



Agenda

1 **Introduction and strategy**
by Mr Gérard Mestrallet, Chairman

2 **2016 performance and strategy**
Intervention of Mr Jean-Louis Chaussade,
Chief Executive Officer

3 **Financial results**
Intervention of Mr Christophe Cros,
Senior Executive VP Finance

4 **Presentation of the reports of the Board of Directors and the reports of the Committees**
by Mr Gérard Mestrallet, Chairman,
and by the Presidents of the Committees

5 **Presentation of the resolutions**
Intervention of Mr Jean-Yves Larroutourou,
Senior Executive VP and General Secretary

6 **Presentation of the statutory auditors' reports**

7 **Dialogue with the shareholders**

8 **Vote on resolutions**

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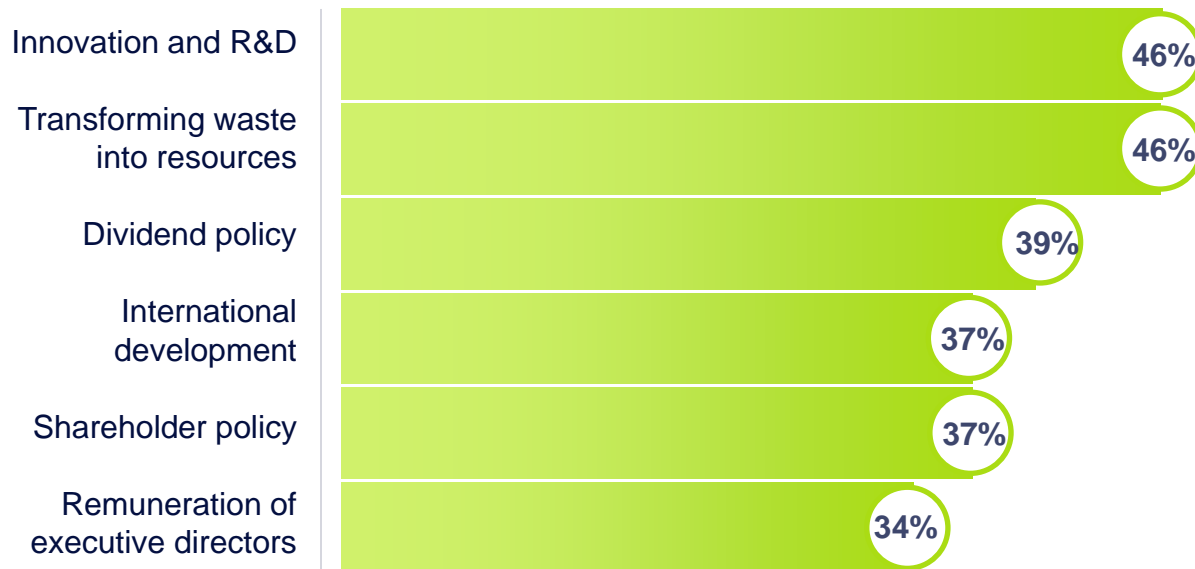
INTRODUCTION & STRATEGY

G rard Mestrallet
Chairman



The individual shareholders expectations are key concerns

YOUR EXPECTATIONS



A broad consultation to prepare 2017 Shareholders' Meeting

550 responses out of **7,000** shareholders queried

The strengthening of the digital communication plan in compliance to your expectations

Consultation of representative panels of individual shareholders and broad Internet surveys

A recognized and rewarded quality of dialogue

SUEZ, a leader in sustainable management of resources

2016 key figures



3,430

drinking and
wastewater
treatment sites
operated



2 million m³

of reuse
wastewater



16.9 million tons

of reuse
waste



6,254 GWh

of energy
produced
each year from
recovery waste

Active on the
5 continents

2016 revenues:
€ 15.3 bn

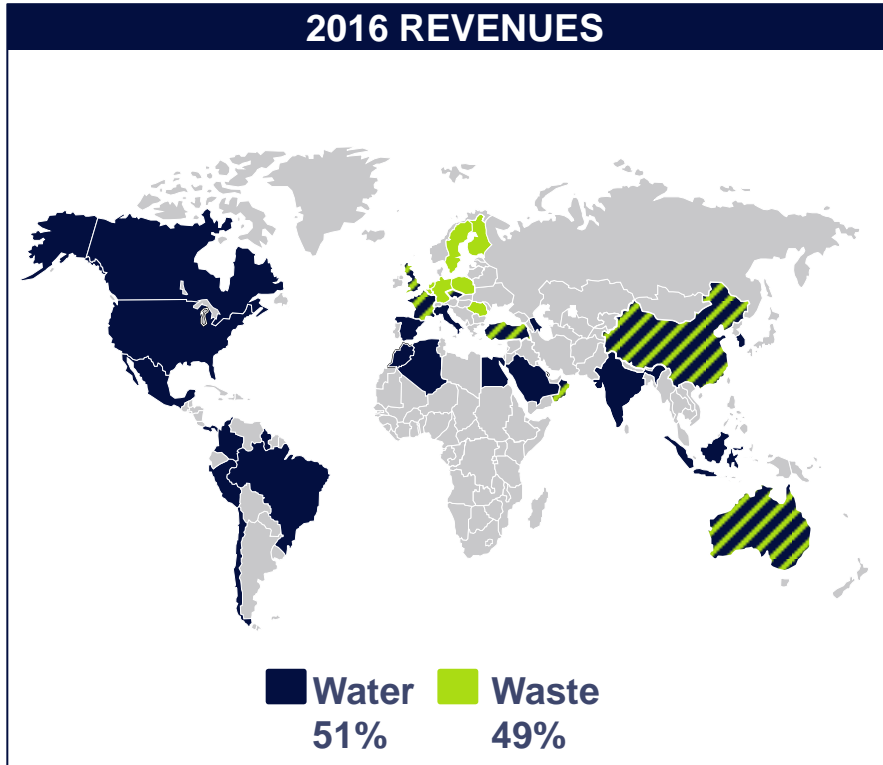
More than **83,000**
employees

Revenues except Europe:
33%

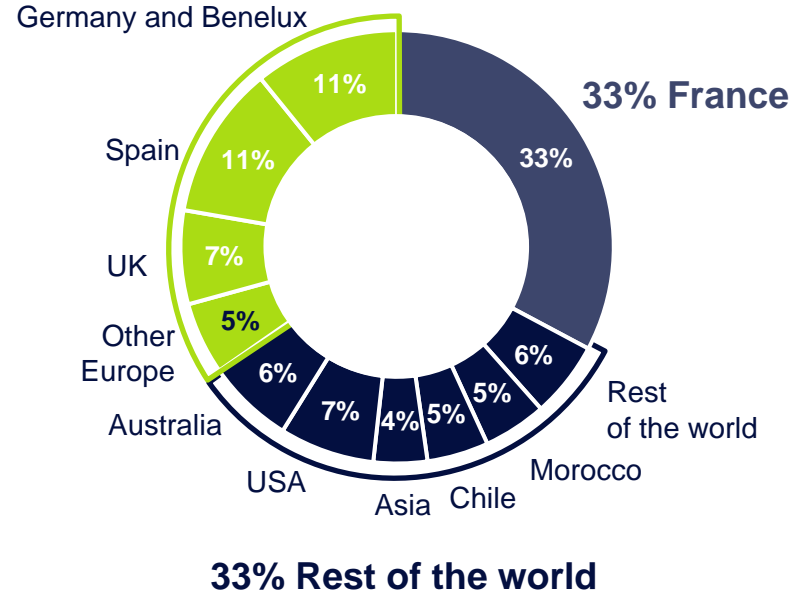
€ 74 m
invested in R&D

Around **400,000**
industrial and business
customers

A balanced business model



34% Europe without France



A strategy in favor of the resource revolution



The challenges of a changing world

The world population and urban growth

The impacts of the climate change

The new societal aspirations



The confirmed market growth in the sustainable management of resources

The circular economy

The adaptation to the climate change

The digital technologies applied to the industrial world and the local communities

A strategic acquisition

- An additional potential of growth in a buoyant market
- The complementarity of its activities with regard to those of SUEZ (geography, businesses, capital intensity)

A fully secured financing with the participation of a strong canadian financial partner, "la Caisse de Dépôt et Placement du Québec (CDPQ)"

A new stage in the acceleration of the implementation of the SUEZ strategy

The unanimous support from the Board of Directors of SUEZ and its 3 major shareholders which have informed wanting to subscribe to the capital increase



WATER

A governance which serves the responsible performance

An exemplary decision-making and follow-up process

- Upstream, a target already identified by the Strategic Committee having allowed a strong reactivity during the implementation of the sale process of GE Water
- During the sale process, a strong implication of all the governing bodies of the Group:
 - a very strong implication of the Executive Management as well as the Chairman of the Board of SUEZ in the management of the acquisition process;
 - a detailed review of this acquisition project during the annual strategic seminar of the directors
 - meetings of the Strategic Committee and the Audit Committee (including a joint meeting), for some of them with all the directors, to follow the state of progress of the file and prepare the deliberations of the Board for all the stages of the process.
- A very attentive follow-up of the stages of the closing and the integration of GE Water as well as the achievement of cost and revenue synergies

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2016 PERFORMANCE & STRATEGY

Jean-Louis Chaussade
Chief Executive Officer



2016: targets achieved in a tough environment

**Financial targets
achieved**



**Enlarging footprint
in China and Italy**



**Many commercial
successes**



**Launch of the
transformation plan**



Towards a more efficient fully integrated services company

2016 – A successful commercial activity

NORTH AMERICA

PUTNAM
(USA) €27m

CENTRAL AND SOUTH AMERICA

ROSARITO
(Mexico) €389m

DAVID
(Panama) €70m

OLMOS
(Peru) €40m

FRANCE

VALENCIENNOIS
€256m

DIJON €52m

LAON
€44m

ILE DE FRANCE
€57m

EUROPE

SUMPERK
(Czech Republic) €25m

LAUSANNE
(Switzerland) €42m

MLAWA
(Poland) €77m

DUBROVNIK
(Croatia) €8m

INDUSTRIAL CLIENTS

SAFRAN **ARKEMA**
RENAULT **TOTAL ...**

CHINA

HONG KONG €99m

NANTONG €575m

CHANGZHOU

AFRICA

ZIGA
(Burkina Faso)
€16m

KIGORO
(Kenya) €15m

KABALA
(Mali) €17m

MIDDLE EAST

BARKA
(Oman) €276m

BAKOU
(Azerbaijan)

INDIA /SRI LANKA

BANGALORE & RAJASTHAN €67m

MUMBAI €42m

CALCUTTA €30m

COLOMBO €171m

AUSTRALIA

SYDNEY
€700m

— water

— recycling & recovery

2017 – GE Water: An unparalleled industrial water platform

- The strategic acquisition of GE Water⁽¹⁾ for an enterprise value of €3,2bn⁽²⁾ to create **the major player in industrial water services**
- **Market leadership** in Europe and USA, and well-positioned on **the main high-growth markets** in Asia and Latin America
- **Strong R&D and innovation capabilities and a leading digital platform** to provide high value-added solutions
- **A strategic partnership** with La Caisse de Dépôt et Placement du Québec (« CDPQ »)

(1) « GE Water » stands for GE Water & Process Technologies

(2) USD 3.4bn assuming USD/EURO of 1.06



A major step forward in accelerating SUEZ's strategy



Industrial clients



- Global leader in water solutions to industrial clients
- Expand suite of products and services
- Access to large blue-chip customer base



International development



- Market leadership in USA and Europe
- Strong complementarity in key growth geographies (e.g. Asia and Latin America)



Digital services



- Full lifecycle management capabilities
- InSight asset performance management system
- Digital Service Centres and enhanced R&D

Enhance SUEZ's long term profitable growth profile

At the forefront of our evolving markets

Learnings from commercial milestones of 2016

1

ROSARITO DESALINATION PLANT IN MEXICO

2

CHANGZHOU ENERGY FROM HAZARDOUS WASTE PLANT

3

INNOVATIVE PARTNERSHIP WITH TOTAL IN USED COOKING OIL



Taking advantage of major market trends

SECULAR POSITIVE DRIVERS

- Hydric stress & climate change
- Greater needs for resource management
- More stringent regulation



RAPID CHANGES IN PARADIGM

- Digital
- Customer power



GLOBAL MACRO-ECONOMIC CONTEXT

- Slower global growth
- Commodities volatility
- Political uncertainty



EUROPEAN CONTEXT

- Erosion of historical models
- Lower inflation
- Industrial stagnation



Providing added-value services to help customers handle their environmental constraints

Speeding up transformation

A UNIQUE WORLDWIDE REFERENCE OF RESOURCES MANAGEMENT SERVICES

↓

COMPETITIVENESS IN QUALITY AND COSTS IN ALL OUR ACTIVITIES

↙

Customer centricity,
proximity and
intimacy in main
geographies



↓

Performance
of our operations



↓

Agility
of organizations,
decision making
processes



↘

Excellence
in our offers
and deliveries



↘

Innovation
with and for
our clients



Building leadership of tomorrow's markets



**RESIZING COMMERCIAL CAPABILITIES
FOR MORE EFFICIENCY**



IMPULSING DIGITAL TRANSFORMATION



INCREASING CAPITAL ALLOCATION SELECTIVITY



PRIORITIZING SELECTED OPPORTUNITIES

Our ongoing ambitious Sustainable Development policy

A recognized leadership: presence in the major ESG indexes



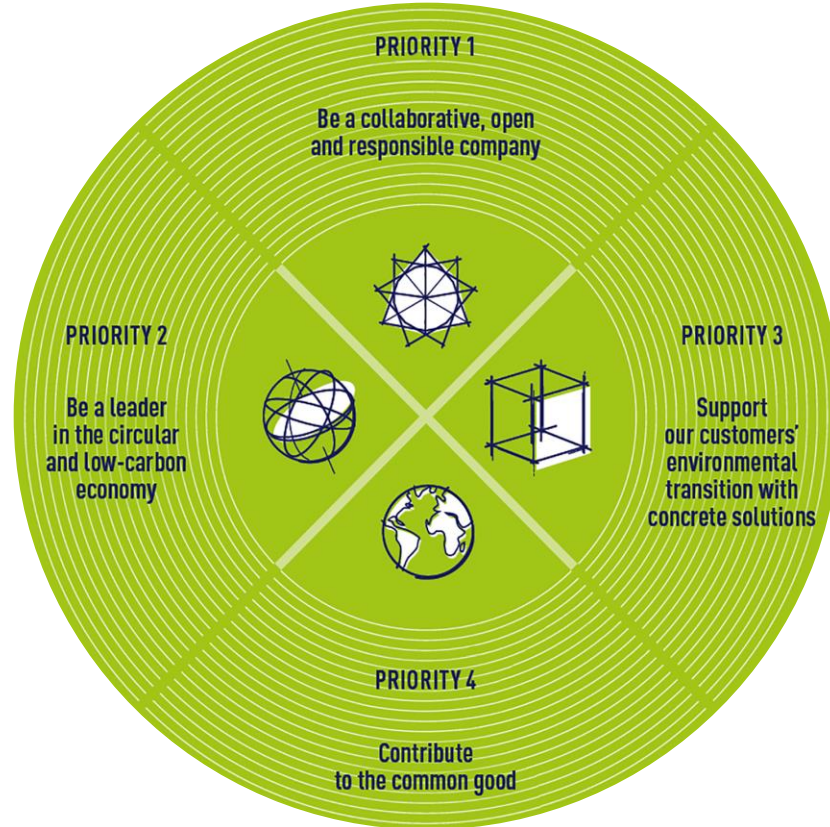
2016 results in line with our 2012-2016 roadmap

A contributor of sustainable solutions to preserve the climate

A new Sustainable Development roadmap at the heart of SUEZ strategy

17 commitments for 2021, distributed according to 4 priorities

The 2017-2021 Roadmap serves SUEZ responsible performance



A performant and innovating group to the benefit of all its stakeholders

Sharing value in 2016



Shareholders

€353m

Dividends paid⁽¹⁾



Employees

€4.0bn

Salaries and benefits



Suppliers

€8.6bn

Purchases of goods and services



**Governments
and collectivities**

€1,003m

Taxes⁽²⁾



**Innovation
and development**

€705m

Net investments

€74m

Research
and innovation

(1) Total dividends of €60m including dividends paid to minorities

(2) From which income taxes €243m and other taxes €760m

Conclusion

- **2017, a transformation year toward a more efficient fully integrated services company**
- **The GE Water acquisition consolidates the strategic priorities of SUEZ**
- **A responsible performance greeted by the stakeholders**



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FINANCIAL RESULTS

Christophe Cros
Senior Executive VP
Finance



2016 performance

Key targets achieved despite a tough environment

<i>In €m</i>	2016	Total variation	Organic growth	Targets
Revenue	15,322	+1.2%	+1.1%	
EBIT (1)	1,282	-7.2%	+0.5% ⁽²⁾	
Net result group share	420	+3.1%		
Free cash flow	1,005			
Net debt / EBITDA	3.0x			

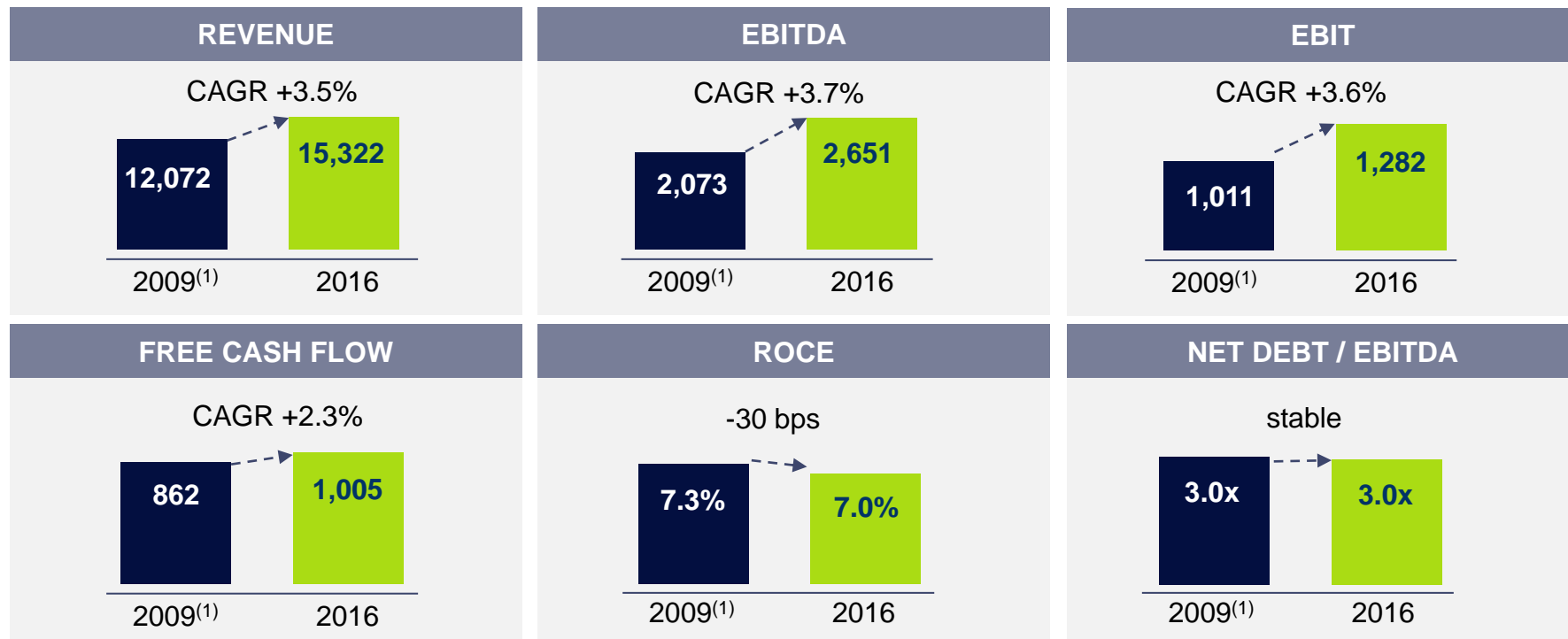
€0.65 per share proposed at the 2017 Shareholders' Meeting

(1) Including impact from Derun: €131 capital gain in 2015 and €36m provision reversal in 2016

(2) Organic growth =+2.1%, excluding impact of exceptional water volumes in 2015 (€20m)

An history of value creation

FIGURES PUBLISHED IN €M

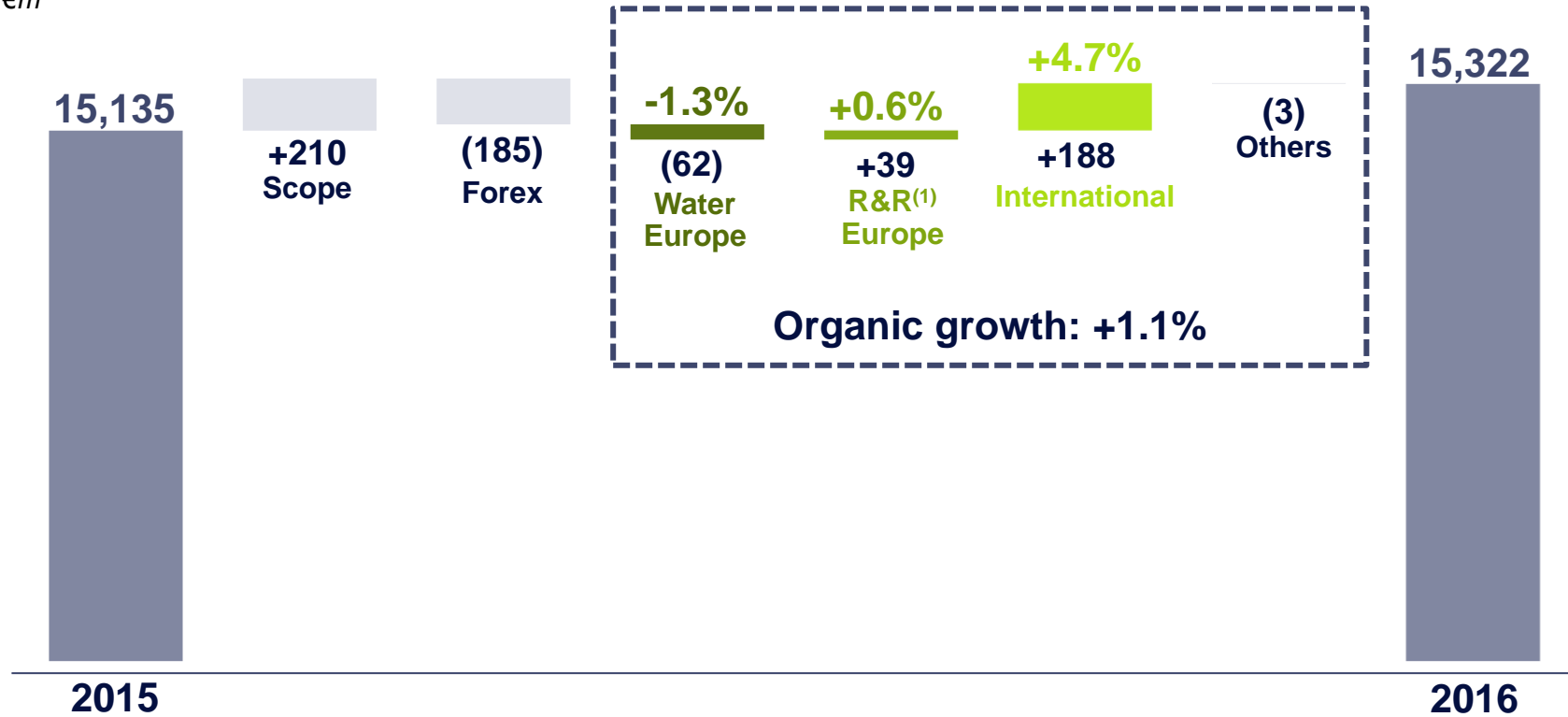


(1) Non audited 2009 figures, adjusted for the changes in IFRS 10 & 11 and EBITDA definition

2016 revenue

Growth driven by International

in €m



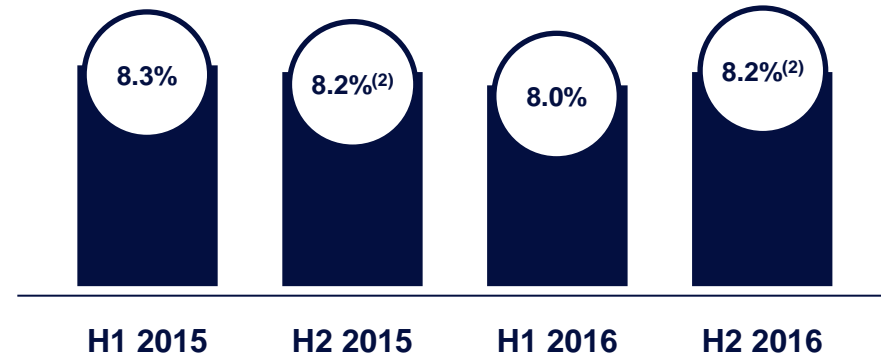
(1) Recycling & Recovery

2016 EBIT

European headwinds offset by international performance

<i>In €M</i>	2016	Δ 16/15 organic
Water Europe	611	-3.5%
Recycling and Recovery Europe	310	+2.0%
International	496 ⁽¹⁾	+5.5%
Other	(136)	+6.8%
Total	1,282⁽¹⁾	+0.5%

EBIT MARGIN STABLE AROUND 8%



(1) Including impact from Derun: +€131m capital gain in 2015 and +€36m provision reversal in 2016

(2) Adjusted for €131m capital gain in 2015 and +€36m provision reversal in 2016

Improvement in 2016 operating income

<i>In €m</i>	2015	2016	Δ 16/15	Δ 16/15 excl. Derun
EBITDA	2,751⁽¹⁾	2,651⁽¹⁾	-3.6%	-0.2%
Amortization	(1,108)	(1,111)		
Provisions	16	22		
Other (concession expenses, ESOP ⁽²⁾)	(279)	(280)		
EBIT	1,381	1,282	-7.2%	-0.3%
Restructuring costs	(71)	(76)		
Provisions on assets & others ⁽³⁾	(102)	84		
INCOME FROM OPERATING ACTIVITIES	1,208	1,290	+6.8%	+16.4%

(1) Including impact from Derun: €131m capital gain in 2015 and €36m provision reversal in 2016

(2) Performance shares & stock options

(3) Includes -€160m of provision on assets, +€274m of capital gains and -€28m of rebranding costs in 2016 (vs. respectively -€87m, +€11m and -€28m in 2015)

2016 net result increase

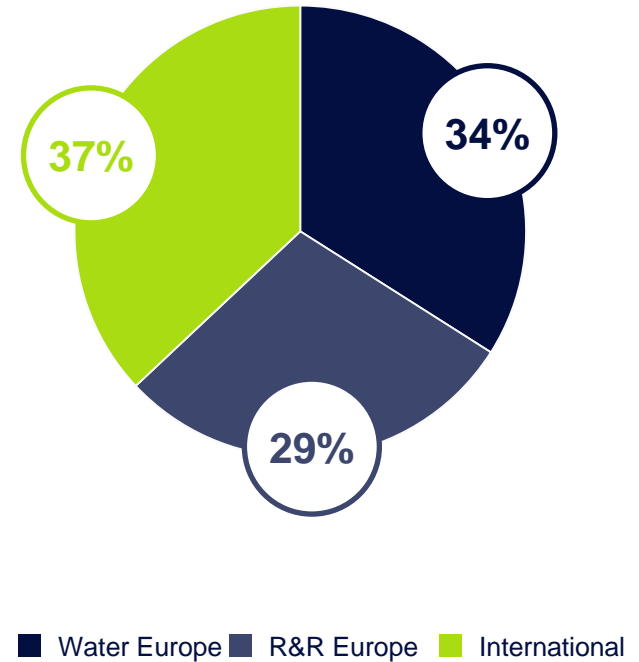
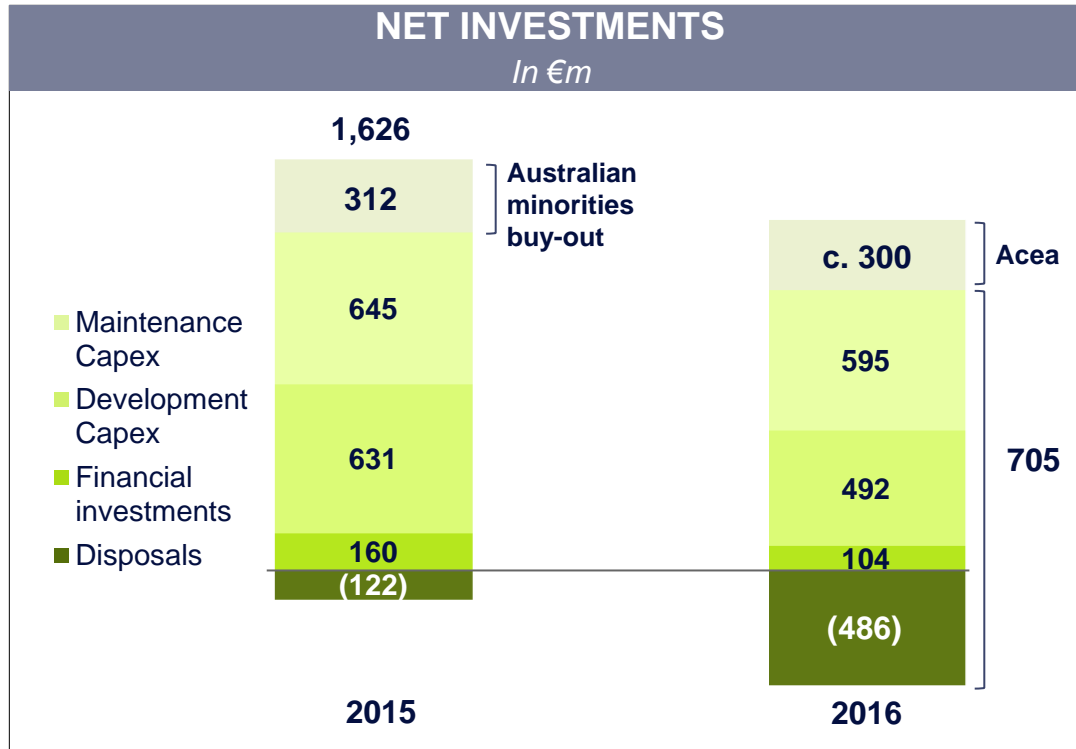
<i>In €m</i>	2015	2016	Δ 16/15
INCOME FROM OPERATING ACTIVITIES	1,208	1,290	+ 6.8%
Cost of net debt	(363)	(360)	
Other financial result	(58)	(63)	
Income tax	(173)	(244)	
NET RESULT	614	623	+ 1.6%
Minority interests	(206)	(203)	
NET RESULT GROUP SHARE	408	420	+ 3.1%

Cost of net debt⁽¹⁾:
3.67% vs.
4.19% in 2015

Effective tax rate:
35.4% vs.
33.3% in 2015

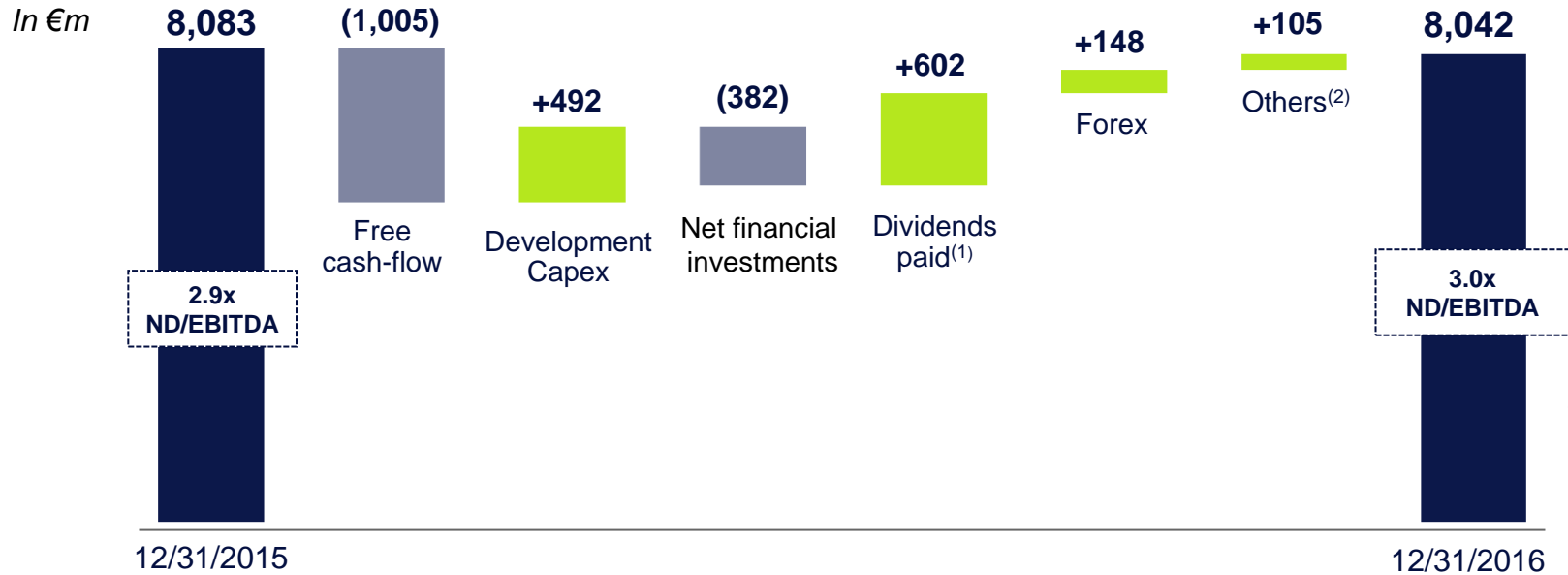
(1) Excluding securitization cost and inflation-link debt cost in Chile

Selective Capex allocation



Net debt

SUEZ maintains strict financial discipline



A financial strength with the A3 rating given by Moody's

(1) Out of which €353m paid to shareholders, €204m to minority interests, €11m of tax and €28m of hybrid coupon

(2) Out of which €92m linked to scope effect

2017 outlook

Speeding up Group transformation

- Slight organic increase in revenue and EBIT⁽¹⁾
- Free cash flow circa €1bn
- Preservation of a strong balance sheet with a net debt/EBITDA ratio circa 3x

Improve operating income at constant scope⁽¹⁾

- Dividend related to 2017 results \geq €0.65 per share⁽²⁾

Continue attractive dividend policy

(1) Based on stable industrial production growth in Europe in 2017 and with budget assumption of stable commodity prices

(2) Subject to 2018 Annual General Meeting approval

GE Water acquisition: a value enhancing transaction

1 Significant cost and revenue synergies

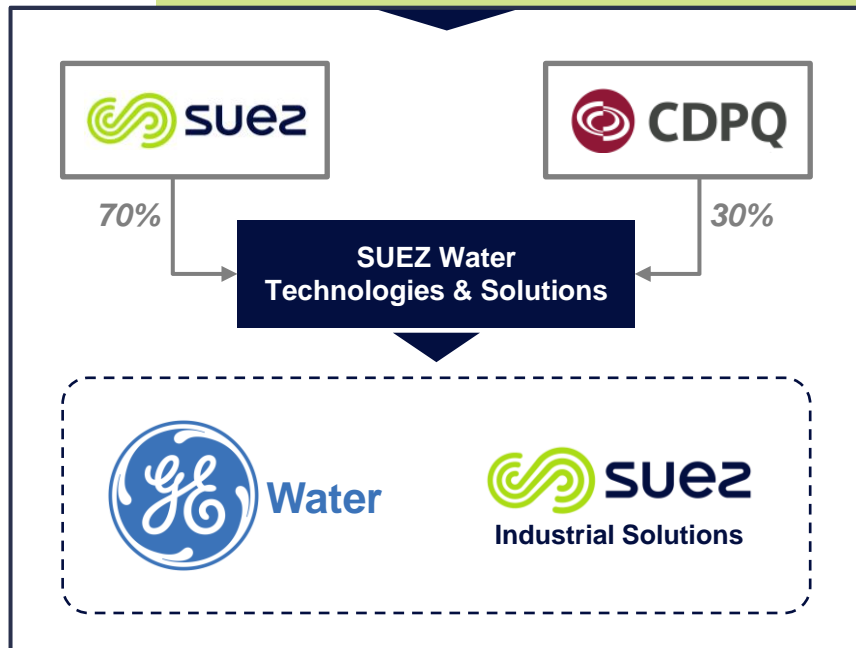
2 Compelling valuation supported by solid cash conversion and synergies

3 Strong value creation for SUEZ shareholders

4 Secured financing fully aligned with the Group's financial discipline

Secured financing and solid SUEZ proforma balance sheet

Envisaged transaction structure



Key financing terms & timing

- ✓ **Bridge financing fully underwritten**
- ✓ Refinancing strategy designed to **preserve SUEZ strong investment grade rating profile**
 - Equity provided by CDPQ: c. €0.7bn
 - Capital increase: c. €0.75bn
 - Hybrid debt: (done) €0,6bn
 - Senior debt: (done) €1.2bn
- ✓ **Unanimous Board approval and confirmed intention from main shareholders to participate in the capital increase**
- ✓ **Closing expected by mid-2017 and subject to customary regulatory approvals**

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GOVERNANCE

Gérard Mestrallet
Chairman



The Board of Directors

- 9 meetings of the Board of Directors and 23 meetings of Committees
- A strategic seminar
- An attendance rate at the Board of Directors of 85%

**A very active governance
in 2016**

- 50 % of independent directors
- 41% of women
- 37% of foreign directors (7 nationalities represented)
- 2 employee directors and an employee shareholder director

**A balanced
and diversified
composition**

- Ratification of the cooptation of Monsieur Francesco Caltagirone, in replacement of Mr Gilles Benoist, pursuant to the agreement with Caltagirone Group, under which the company acquired 10.85 of Acea

**Proposal made
to the General Meeting**

The Strategic Committee

Main topics discussed:

- The acquisition of an additional stake of 10.85% in Acea
- The reaching of an industrial cooperation framework agreement with Caltagirone
- The changes in portfolio of assets
- The Group medium term plan (joint meeting with the Audit and Financial Statements Committee)
- The Group's activities and development opportunities in North America

Main topics of the strategic seminar of Directors prepared by the Strategic Committee:

- Developments related to the implementation of the strategy of the Group
- The innovation policy of the Group
- Main development areas (in particular in agriculture and industry)
- Contemplated investment and disinvestment projects
- The transformation of the Group

Chairman:
Gérard MESTRALLET

8 members in 2016
including 50%
of independent directors

6 meetings in 2016

Attendance rate: 70 %

The Audit and Financial Statements Committee

Main topics discussed:

- Reviewing of the results and the Group financing and debt position
- Review of the Group's risks
- Asset rotation operations monitoring
- Analysis of SUEZ brand's acquisition transaction
- Analysis of the acquisition of the complementary stake in Acea
- Analysis of the Group medium term plan (joint meeting with the Strategic Committee)
- Monitoring of internal audit and internal control plans

**Chairman:
Guillaume PEPY**

**5 members in 2016
including 80%
of independent directors**

6 meetings in 2016

Attendance rate: 90 %

The Appointments and Governance Committee

Main topics discussed:

- The assessment by an external consultant of the Board and Committees functioning
- The directors' independence
- The Board of Directors and Committees composition
- The succession plans
- The review of the code of conduct with regard to insider information management and securities transactions of officers

Chairman:
Anne LAUVERGEON

4 members in 2016
including 75%
of independent directors

5 meetings in 2016

Attendance rate: 90 %

The Compensation Committee

Main topics discussed:

- The Chief Executive Officers' compensation (including the variable part)
- Compensation of the members of the Executive Committee
- The director's attendance fees' amount and allocation
- The long-term variable compensation plan in cash
- The presentation of the compensation policy of the corporate officers to the General Meeting, following the legislative changes

**Chairman:
Lorenz d'ESTE**

**5 members in 2016
including 60%
of independent directors**

4 meetings in 2016

Attendance rate: 85 %

The Ethics and Sustainable Development Committee

Main topics discussed:

- The health and safety policy
- The review of the ethic policy and the group's compliance officer report
- The environmental and industrial risk management policy
- The drinking water quality and waste water compliance
- The balance sheet of sustainable development indicators for 2015
- The preparation of the Group's first integrated report
- The review of the actions pursued under "COP 22" of Marrakech

**Chairman:
Delphine ERNOTTE
CUNCI**

**4 members in 2016
including 50%
of independent directors**

3 meetings in 2016

Attendance rate: 100 %

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PRESENTATION OF THE
RESOLUTIONS

Jean-Yves Larrouturou
Senior Executive Vice-
President & General Secretary



Approval of the Company's annual and consolidated financial statements for the 2016 fiscal year

Allocation of the net income and determination of the dividend

- Proposition of a dividend distribution of €0.65 per share, paid in cash
- Ex-dividend date: May 15th; payment date: May 17th

Ratification of the cooptation of Mr Francesco Caltagirone as a director

- Until the General Meeting convened to approve the financial statements for 2017 fiscal year
- Pursuant to the agreement with Caltagirone group regarding the acquisition of 10.85% of the company Acea
- 48 years – Italian
- Independent director
- Positions: Chief Executive Officer of Cementir Holding S.p.A, Director of Caltagirone S.p.A, of Caltagirone Editore S.p.A and of ACEA Spa (until may 2017)

Resolutions 1 and 2

Resolution 3

Resolution 4



Conventions réglementées

- Aucune nouvelle convention réglementée n'a été conclue depuis l'Assemblée Générale de 2016

Vote sur la politique de rémunération du Président du Conseil d'Administration

- Aucun élément de rémunération à l'exception des jetons de présence

Avis sur les éléments de la rémunération due ou attribuée au titre de l'exercice 2016 à Monsieur Gérard Mestrallet

- Aucune rémunération versée à l'exception des jetons de présence pour un montant de 74 176 euros.

Resolution 5

Resolution 6

Resolution 7



Resolution 8

Vote on the compensation policy of the Chief Executive Officer

- **Fixed annual compensation** (stable at € 750,000 since 2009)
- **Variable annual compensation:**
 - comprised between 0% and 145% of the fixed annual compensation,
 - based on the achievement of quantitative (for 75%) et qualitative (for 25%) criteria set by the Board of Directors
- **A long-term variable compensation (paid in cash or in performance shares):**
 - capped at 100% of the fixed compensation
 - fully subject to the achievement of two cumulative performance, an internal one, established on the basis of a financial indicator audited and disclosed by the Company, an external one, enabling to assess the Company's performance compared to similar companies, assessed on a period of three fiscal years
 - Subject to a commitment by the Chief Executive Officer to a retention obligation of a part of his acquired performance shares (25%) or to a reinvestment obligation of a part of the variable compensation paid in cash (15%) until the shares held represents 150% of his fixed compensation
- **Contribution in kind:** mandatory Group defined-contribution plan for health care and company car
- **Other undertakings:** severance pay in case of termination of his office, non competition clause, Company supplementary retirement plans



Consultation on the elements of compensation due or granted for fiscal year 2016 to Mr Jean-Louis Chaussade

- **Fixed compensation: € 750,000** (including pensions received under mandatory pension plan),
- **Annual variable compensation: € 637,455**, i.e. 85% of the fixed compensation (€ 940,292 for 2015):
 - Quantitative criteria: EBIT (5%), Net Income for the Group (20%), Free Cash Flow (20%), ROCE (10%) and *Total Shareholder Return* (20%)
 - Qualitative criteria: « Compass » program, health and safety results, implementation of the Group's transformation plan
- **Long-term variable compensation in cash**
 - Maximum amount that can be paid in 2019: € 750,000 (up to 100% of the fixed compensation)
 - 2 cumulative performance conditions (Group's aggregate EBIT and « Total Shareholder Return » of the Company compared to the average TSR of the companies comprising the DJ Eurostoxx Utilities index), over a period from 2016 to 2018, combined with a third condition related to the parity rate in the management team on December, 31 2018 (allowing to increase or reduce the amount paid in application of the first two conditions)
 - Reinvestment obligation of 15% of the net amount which could be received in 2019 in Company's shares
- **Benefits in kind (in particular, company car): € 10,373**

Authorization to be granted to the Board of Directors to trade in the Company's shares

Resolution 9

Resolution 10

Presentation of the resolutions

Renewal of an authorization to reduce the Company's share capital by cancellation of treasury shares held by the Company, within the limit of 10% of the share capital

Renewal of financial delegations granted to the Board of Directors

Renewal of the authorizations granted to the Board of Directors related to employee shareholding plans

Powers to carry out formalities

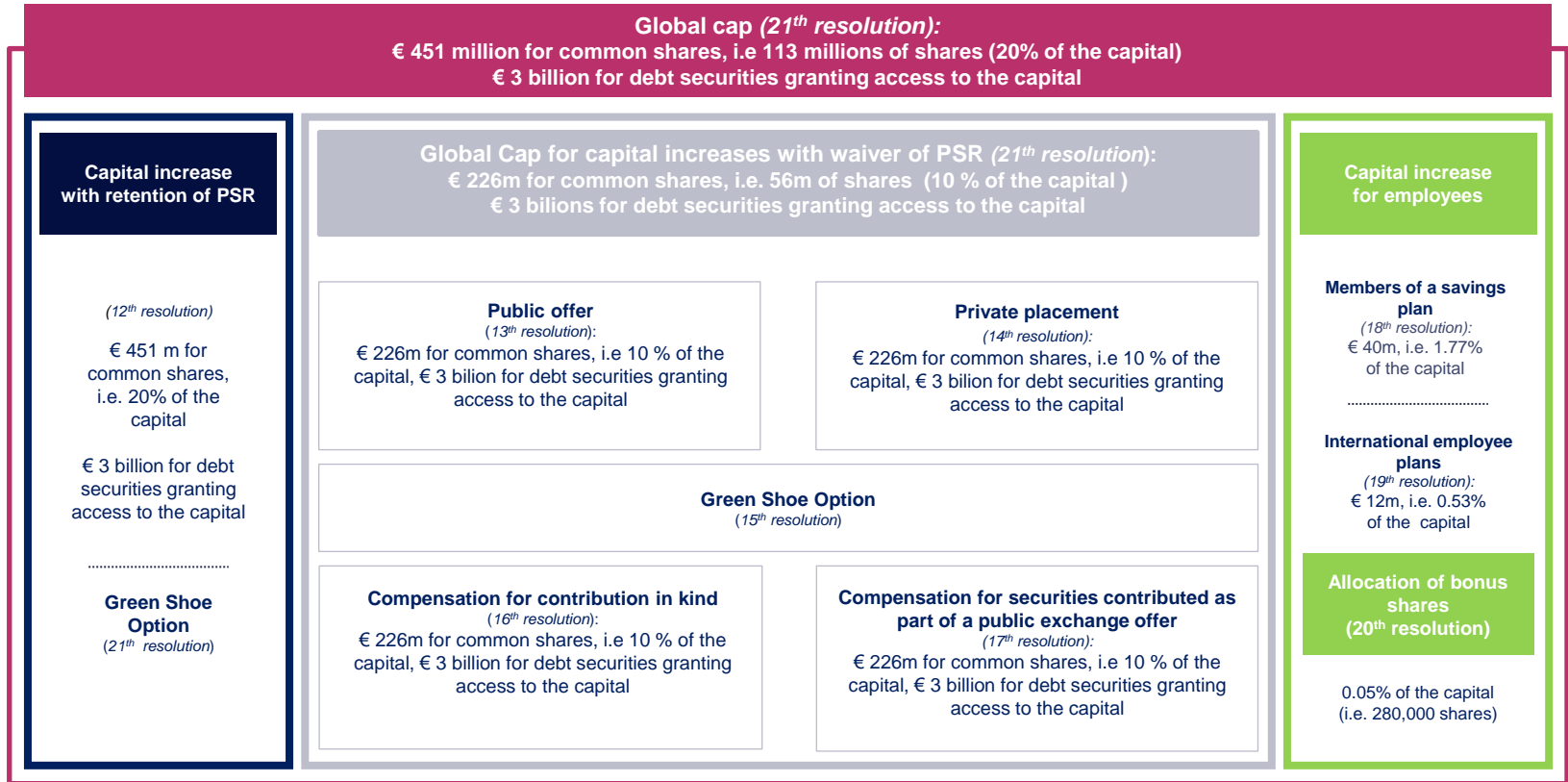
Resolution 11

**Resolutions 12 to 17
and 21**

Resolutions 18 to 20

Resolution 22

Presentation of the resolutions





Delegation of authority to be granted to the Board of Directors to increase the Company's share capital, with waiver of the shareholders' preferential subscription rights, by a public issue of common shares of the Company and/or any securities granting access to the Company's equity securities or a right to the allocation of debt securities.

- Maximum nominal amount: € 226 millions, i.e. 10% of the capital (this cap is deducted from the global cap fixed in resolution 21)
- Maximum Discount: 5%
- Possibility to provide for a mandatory priority subscription period for the shareholders (minimum of 3 days)
- Duration: 26 months

Resolution 13

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STATUTORY AUDITORS'
REPORT



Statutory Auditors' Reports

Reports related to the resolutions of the Ordinary Shareholders' Meeting

- Statutory Auditors' Report on the SUEZ financial statements (Resolution n°1 ; Reference Document: pages 391 to 392)
- Statutory Auditors' Report on the consolidated financial statements of the SUEZ Group (Resolution n°2 ; Reference Document: pages 365 to 366)
- Statutory Auditors' Special Report on related party agreements and commitments (Resolution n°5 ; Reference Document: pages 432 to 434)

Reports related to the resolutions of the Extraordinary Shareholders' Meeting

- Statutory Auditors' Reports on capital transactions (Resolutions n°11 to 21 ; Reference Document: pages 435 to 440)

Other reports

- Statutory Auditors' Report on the report prepared by the Chairman of the Board of Directors of SUEZ (Reference Document: page 243)
- Statutory Auditors' Reports on a selection of social, environmental and societal information (Reference Document: pages 130 to 133)

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DIALOGUE

WITH THE SHAREHOLDERS



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VOTE

OF THE RESOLUTIONS

Jean-Yves Larrouturou
Senior Executive Vice-
President & General Secretary

