

Combined Shareholders' Meeting of May 12, 2020

ADDENDUM TO THE NOTICE OF MEETING

At its meeting on Wednesday April, 8 2020 the Board of Directors of SUEZ (the "Company") decided:

- the decrease from EUR 0.65 to EUR 0.45 per share of the dividend whose payment will be subject to the approval of the Shareholders' Meeting of May 12, 2020, and the corresponding amendment of the 3rd resolution;
- the modification of the opening date of the VOTACCESS website which enables shareholders to assign a proxy or to vote remotely (either by postal ballot or electronically).

The agenda of the Shareholders' Meeting and the Notice of Meeting are otherwise unchanged.

Modification of the 3rd resolution submitted to the approval of the Shareholders' Meeting

RECITALS:

Since the Coronavirus pandemic emerged, SUEZ has been greatly mobilized across the world involving all its stakeholders – clients, employees, suppliers, managers, shareholders, around its water treatment and distribution, and waste collection and recovery missions.

Taking into consideration the unprecedented economic and social context generated by this pandemic and contribute to the solidarity measures, which are at the heart of SUEZ mission, the Board of Directors of the Company decided to decrease the dividend amount submitted to the Shareholders' Meeting of May 12, 2020.

Thus, within the framework of the 3rd resolution, it is asked to the Shareholders' Meeting to set the dividend at EUR 0.45 per share (compared with EUR 0.65 per share originally announced), a reduction of around a third compared to previous fiscal year.

SUBMITTED DRAFT RESOLUTION:

The 3rd resolution submitted to the Shareholders' Meeting of May 12, 2020 is amended as follows:

THIRD RESOLUTION

(Allocation of the net income for the fiscal year ended December 31, 2019 and determination of the dividend)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, and having deliberated and reviewed the Board of Directors' Report and the Statutory Auditors' Report on the Company's financial statements for the fiscal year ended December 31, 2019:

- notes that the distributable income, consisting of net income for the fiscal year amounting to EUR 917,186,631.64 plus previously retained earnings of EUR 71,843,627.65, totals EUR 989,030,259.29; and
- resolves to allocate the distributable income of EUR 989,030,259.29 as follows:

Distributable income:

Net income for fiscal year 2019	EUR 917,186,631.64
Retained earnings from previous years	EUR 71,843,627.65
Distributable income	EUR 989,030,259.29

Proposed allocation:

EUR 0.45 dividend per share with respect to fiscal year 2019	EUR 279,613,160.55
Retained earnings	EUR 709,417,098.74

For information, equity items are post-dividend

Share capital	EUR 2,485,450,316.00
Legal reserve	EUR 248,545,031.60
Additional paid-in capital	EUR 5,215,174,735.67
Retained earnings for fiscal year 2019	EUR 709,417,098.74

The Shareholders' Meeting therefore sets the dividend at EUR 0.45 per share.

The dividend amount of EUR 279,613,160.55 is based on the number of SUEZ shares outstanding as of December 31, 2019, i.e. 621,362,579 shares, and the final amount paid will take into account the number of shares comprising the Company's share capital and the number of treasury shares held by the Company at the time the dividend is paid, which, in accordance with Article L. 225-210 of the French Commercial Code, do not have dividend rights. As a result, when the dividend is paid, the dividend corresponding to treasury shares held by the Company will be allocated to retained earnings.

When the dividend is paid out to individuals residing in France for tax purposes, it is subject to a single flat-rate deduction at source, applied to the gross amount, of 30%, comprising social security contributions at the overall rate of 17.2%, and a flat-rate income tax of 12.8% (unless they have chosen the annual option to apply the progressive tax scale to investment income).

The ex-dividend date will be May 18, 2020 with payment on May 20, 2020.

In accordance with Article 243-bis of the French General Tax Code, the Shareholders' Meeting acknowledges the dividend amounts paid in the last three fiscal years:

<i>(in euros)</i>	Dividend paid per share	Total dividend paid
Fiscal year 2016	0.65	366,612,815.40
Fiscal year 2017	0.65	401,920,823.85
Fiscal year 2018	0.65	401,761,850.10

For individuals residing in France for tax purposes, these dividends were eligible for the 40% tax allowance under Article 158-3-2° of the French General Tax Code automatically for fiscal year 2016 and upon option for dividends paid in respect of fiscal years 2017 and 2018.

Modification of the opening date of the VOTACCESS website

(page 5 of the Notice of Meeting)

The VOTACCESS website, enabling shareholders to assign a proxy to the Meeting Chairman or to any individual or legal entity or to vote by remote ballot, will be open from **Friday April 10, 2020** (compared with April 6, 2020 as previously announced) 9:00 a.m. (Paris time) until May 11, 2020, 3:00 p.m. (Paris time).