

Final Terms dated 4 October 2013



SUEZ ENVIRONNEMENT COMPANY

(the "**Issuer**")

Issue of EUR500,000,000 2.75 per cent. Notes due 9 October 2023

Under the

Euro 6,000,000,000

Euro Medium Term Note Programme

for the issue of Notes

SERIES NO: 12

TRANCHE NO: 1

BNP PARIBAS
COMMERZBANK
CREDIT AGRICOLE CIB
HSBC
MITSUBISHI UFJ SECURITIES
NATIXIS
SANTANDER GLOBAL BANKING & MARKETS

(as "**Joint Lead Managers**")

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 22 May 2013 which received visa no. 13-229 from the *Autorité des marchés financiers* (the “AMF”) on 22 May 2013 and the supplement to the Base Prospectus dated 27 September 2013 which received visa no. 13-513 from the AMF on 27 September 2013 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 (which includes the amendments made by Directive 2010/73/EU) (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 to the Base Prospectus are available for viewing on the website of the AMF (www.amf-france.org), on the Issuer’s website (www.suez-environnement.com) and copies may be obtained from the Issuer at Tour CB21, 16, place de l’Iris, 92040 Paris La Défense, France.

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| 1. Issuer: | Suez Environnement Company |
| 2. (i) Series Number: | 12 |
| (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: | €500,000,000 |
| (ii) Tranche: | €500,000,000 |
| 5. Issue Price: | 99.012 per cent. of the Aggregate Nominal Amount |
| 6. Specified Denominations: | €100,000 |
| 7. (i) Issue Date: | 8 October 2013 |
| (ii) Interest Commencement Date: | Issue Date |

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| 8. Maturity Date: | 9 October 2023 |
| 9. Interest Basis: | 2.75 per cent. Fixed Rate |
| 10. Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount. |
| 11. Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. Put/Call Options: | Make-Whole Redemption by the Issuer

Put Option in case of Change of Control

<i>(further particulars specified below)</i> |
| 13. Date of corporate authorisations for issuance of Notes obtained: | Resolution of the Board of Directors (<i>conseil d'administration</i>) dated 12 December 2012 and decision of the <i>Directeur Général</i> of the Issuer dated 1 st October 2013. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. Fixed Rate Note Provisions | Applicable |
| (i) Rate of Interest: | 2.75 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date. |
| (ii) Interest Payment Date(s): | 9 October in each year commencing on 9 October 2014 up to and including the Maturity Date (not adjusted).

There will be a long first coupon in respect of the first interest period from, and including, the Interest Commencement Date to, but excluding, the first Interest Payment Date falling on 9 October 2014. |
| (iii) Fixed Coupon Amount: | €2,750 per Specified Denomination, subject to the provisions of subparagraph "Broken Amount(s)" below. |
| (iv) Broken Amount(s): | €2,757.53 per Specified Denomination payable on the first Interest Payment Date falling on 9 October 2014. |
| (v) Day Count Fraction (Condition 5(a)): | Actual/Actual (ICMA) |
| (vi) Determination Dates (Condition 5(a)): | 9 October in each year |

15. Floating Rate Note Provisions	Not Applicable
16. Zero Coupon Note Provisions	Not Applicable
17. Inflation Linked Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Call Option	Not Applicable
19. Make-Whole Redemption by the Issuer	Applicable
(i) Notice period:	As set out in the Conditions
(ii) Reference Security:	Euro 4.25 per cent. <i>Obligation Assimilable du Trésor</i> due 25 October 2023, with the ISIN FR0010466938.
(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:	0.10 per cent. <i>per annum</i>
(vi) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
20. Put Option	Not Applicable
21. Change of Control Put Option	Applicable
22. Final Redemption Amount of each Note	€100,000 per Note of €100,000 Specified Denomination
23. Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
24. Early Redemption Amount	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9):	€100,000 per Note of €100,000 Specified Denomination

- (ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)): Yes
- (iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)): Not Applicable

25. Inflation Linked Notes– Provisions relating to the Early Redemption Amount: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 26. Form of Notes: Dematerialised Notes
 - (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
 - (ii) Registration Agent: Not Applicable
 - (iii) Temporary Global Certificate: Not Applicable
 - (iv) Applicable TEFRA exemption: Not Applicable
- 27. Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: Not Applicable
- 28. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 29. Redenomination, renominalisation and reconventioning provisions: Not Applicable
- 30. Possibility of resale of purchased Notes in accordance with Article L.213-1 A and D.213-1 A of the French *Code monétaire et financier*: Yes
- 31. Consolidation provisions: Not Applicable

32. Masse (Condition 11):

Contractual Masse shall apply.

Name and address of the Representative:

MASSQUOTE S.A.S.U.

RCS 529 065 880 Nanterre

7bis rue de Neuilly

F-92110 Clichy

Mailing address :

33, rue Anna Jacquin

92100 Boulogne Billancourt

France

Represented by its Chairman

Name and address of the alternate Representative:

Gilbert Labachotte

8 Boulevard Jourdan

75014 Paris

The Representative will be entitled to a remuneration of €400 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue date.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: Clementine Tassin

Duly authorised

C Tassin

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

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| (i) | Listing: | Euronext Paris |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 8 October 2013. |
| (iii) | Estimate of total expenses related to admission to trading: | €11,450 (including the AMF fees) |

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/page/List-registered-and-certified-CRAs).

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

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

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| (i) | Reasons for the offer | See "Use of Proceeds" wording in Base Prospectus |
| (ii) | Estimated net proceeds: | €493,910,000 |
| (iii) | Estimated total expenses: | €11,450 (including the AMF fees) (estimated listing fees) |

5. Fixed Rate Notes only – Yield

Indication of yield: 2.865 per cent. *per annum*.

6. Operational Information

ISIN Code: FR0011585215

Common Code: 097872767

Depositories:

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

(b) Common Depositary for Euroclear and Clearstream Luxembourg: No

Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme 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

Method of distribution: Syndicated

If syndicated, names of Managers: **Joint Lead Managers**
Banco Santander, S.A.
BNP Paribas
Commerzbank Aktiengesellschaft
Crédit Agricole Corporate and Investment Bank
HSBC Bank plc
Mitsubishi UFJ Securities International plc
Natixis

Stabilising Manager(s) (if any): BNP Paribas

If non-syndicated, name of Dealer: Not Applicable

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