

Amended and Restated Final Terms dated 2 December 2015

SUEZ ENVIRONNEMENT COMPANY

(the "**Issuer**")

EUR 250,000,000 Fixed to Fixed Rate Notes due 2017 extended 2027

Under the € 6,000,000,000 Euro Medium Term Note Programme
for the issue of Notes

SERIES NO: 3

TRANCHE NO: 1

These Amended and Restated Final Terms amend and restate, with effect from 4 December 2015, the Final Terms dated 4 June 2009, as amended on 21 October 2010 to provide for a Put Option in case of Change of Control, prepared in connection with the original issue of the Notes described herein (the "**Notes**"). They have been prepared to reflect amendments made to the terms and conditions of the Notes as agreed by the Issuer and the holder of the Notes.

These Amended and Restated Final Terms contain the final terms of the Notes, are supplemental to, and should be read in conjunction with, the Base Prospectus dated 23 March 2009 (the "**Base Prospectus**") and the supplement to the Base Prospectus dated 5 May 2009 (the "**Supplement to the Base Prospectus**") prepared in relation to the €6,000,000,000 Euro Medium Term Note Programme of Suez Environnement Company (the "**Issuer**"). Terms defined in the Base Prospectus as supplemented by the Supplement to the Base Prospectus have the same meaning in this Amended and Restated Final Terms.

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

These Amended and Restated Final Terms do not constitute, and may not be used for the purposes of, an offer of, or an invitation by or on behalf of anyone to subscribe or purchase, any of the Notes.

Signed:



Christophe Cros, Chief Financial Officer

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| 1. | Issuer: | Suez Environnement Company |
| 2. | (i) Series Number: | 3 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro (" EUR ") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 250,000,000 |



	(ii) Tranche:	EUR 250,000,000
5.	Issue Price:	99.891% of the Aggregate Nominal Amount at the Issue Date
6.	Specified Denomination:	EUR 50,000
7.	(i) Issue Date:	8 June 2009
	(ii) Interest Commencement Date	Issue Date
8.	Maturity Date:	8 June 2027
9.	Interest Basis:	From, and including, the Issue Date to, but excluding, 8 June 2017: 5.20 per cent. <i>per annum</i> Fixed Rate
		From, and including, 8 June 2017 to, but excluding, the Maturity Date: 1.904 per cent. <i>per annum</i> Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Put Option in case of Change of Control applicable
13.	(i) Status of the Notes:	Unsubordinated
	(ii) Date of corporate authorisations for issuance of Notes obtained:	3 March 2009. Furthermore, the amendment to the terms and conditions of the Notes described in these Amended and Restated Final Terms have been decided by a decision of Jean-Louis Chaussade, <i>Directeur Général</i> of the Issuer, pursuant to an authorization of the Board of Directors of the Issuer passed on 14 January 2015.
14.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(i) Rates of Interest:	From, and including, the Issue Date to, but excluding, 8 June 2017: 5.20 per cent. <i>per annum</i> payable annually in arrear
		From, and including, 8 June 2017 to, but excluding, the Maturity Date: 1.904 per cent. <i>per annum</i> payable annually in arrear
	(ii) Interest Payment Date(s):	8 June in each year from, and including, 8 June 2010 to, and including, 8 June, 2027, not adjusted

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(iii)	Fixed Coupon Amount(s):	From, and including, the Issue Date to, but excluding, 8 June 2017: EUR 2,600
		From, and including, 8 June 2017 to, but excluding, the Maturity Date: EUR 952
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction (Condition 5(a)):	Actual/Actual (ICMA)
(vi)	Determination Dates (Condition 5(a)):	8 June in each year
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
20.	Call Option	Not Applicable
21.	Put Option	Not Applicable
22.	Change of Control Put Option	Applicable
23.	Final Redemption Amount of each Note	EUR 50,000 per Note of EUR 50,000 Specified Denomination
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) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Conditions apply
(ii)	Redemption for taxation reasons	Yes

permitted on days others than
Interest Payment Dates
(Condition 6(f)):

- (iii) Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)): Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 25. | 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 |
| 26. | Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: | Not Applicable |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 29. | Details relating to Instalment Notes: | Not Applicable |
| 30. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 31. | Consolidation provisions: | Not Applicable |
| 32. | Masse (Condition 11) | Applicable |
- The Representative will be, as from the date of these amended and restated final terms:
MASSQUOTE S.A.S.U.
RCS 529 065 880 Nanterre
7 bis, rue de Neuilly
F-92110 Clichy
France

Mailing address:
33, rue Anna Jacquin
92100 Boulogne Billancourt
France
massquote@gmail.com
Represented by its Chairman

The alternative Representative will be, as from the date of these amended and restated final terms:

Gilbert Labachotte
8 Boulevard Jourdan
75014 Paris
France

The Representative will be entitled to a remuneration of EUR 400 (VAT excluded) per year, payable on each Interest Payment Date, with the first payment on 4 December 2015.

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

33. Other final terms: Not Applicable

DISTRIBUTION

34. (i) If syndicated, names of Managers: Not Applicable

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

35. If non-syndicated, name and address of Dealer: Crédit Agricole Corporate and Investment Bank (formerly, CALYON)

9, quai du Président Paul Doumer

92920 Paris La Défense Cedex

36. Additional selling restrictions: Not Applicable

37. United States of America: Category 2 restrictions apply to the Notes

38. Operational Information

ISIN Code: FR0010765859

Common Code: 043204319

Any clearing system(s) other than Not Applicable

Euroclear France, Euroclear Bank
S.A./N.V. and Clearstream Banking
Société Anonyme and the relevant
identification number(s):

Delivery:

Delivery against payment

Names and addresses of additional
Paying Agent(s) (if any):

Not Applicable