

Final Terms dated 19 May 2014

SUEZ ENVIRONNEMENT COMPANY

(the “**Issuer**”)

Issue of Euro 75,000,000 Fixed Rate Notes due 2029

Under the

Euro 6,000,000,000

Euro Medium Term Note Programme

for the issue of Notes

SERIES NO: 13

TRANCHE NO: 1

MERRILL LYNCH INTERNATIONAL

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 28 April 2014 which received visa no. 14-164 from the *Autorité des marchés financiers* (the “**AMF**”) on 28 April 2014 which constitutes 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. 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. The Base Prospectus is 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.

1. Issuer: Suez Environnement Company
2. (i) Series Number: 13
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable

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| 3. Specified Currency or Currencies: | Euro |
| 4. Aggregate Nominal Amount: | |
| (i) Series: | 75,000,000 |
| (ii) Tranche: | 75,000,000 |
| 5. Issue Price: | 89.133% of the Aggregate Nominal Amount |
| 6. Specified Denominations: | 100,000 |
| 7. (i) Issue Date: | 21 May 2014 |
| (ii) Interest Commencement Date | Issue Date |
| 8. Maturity Date: | 21 May 2029 |
| 9. Interest Basis: | 2 per cent. Fixed Rate |
| | <i>(further particulars specified below)</i> |
| 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 Redemption/Payment Basis: | Not Applicable |
| 12. Put/Call Options: | Issuer Call |
| | Make-Whole Redemption by the Issuer |
| | <i>(further particulars specified below)</i> |
| 13. Date of corporate authorisations for issuance of Notes obtained: | Resolution of the Board (<i>Conseil d'administration</i>) of the Issuer dated 16 January 2014 and decision of Jean-Louis Chaussade in his capacity as Chief Executive Officer of the Issuer, dated 13 May 2014 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. Fixed Rate Note Provisions | Applicable |
| (i) Rate of Interest: | 2 per cent. per annum payable in arrear on each Interest Payment Date |
| (ii) Interest Payment Date(s): | 21 May in each year, commencing on 21 May 2015 |
| (iii) Fixed Coupon Amount: | 2,000 per 100,000 in nominal amount |
| (iv) Broken Amount(s): | Not Applicable |
| (v) Day Count Fraction (Condition 5(a)): | Actual/Actual – ICMA |

(vi)	Determination Dates (Condition 5(a)):	21 May in each year
(vii)	Business Day Convention	Not Applicable
(viii)	Party responsible for calculating Interest Amounts (if not the Calculation Agent)	Not Applicable
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	Applicable
(i)	Optional Redemption Date(s):	On any Business Day from and including 21 February 2029 to but excluding the Maturity Date.
(ii)	Optional Redemption Amount(s) of each Note:	100,000 per Note
(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 determined by the Issuer in accordance with Condition 6(b)
19.	Make-Whole Redemption by the Issuer	Applicable
(i)	Notice period:	As determined by the Issuer in accordance with Condition 6(c)
(ii)	Reference Security:	DBR 1.75% 02/15/24
(iii)	Reference Dealers:	As determined by the Calculation Agent in accordance with Condition 6(c)
(iv)	Similar Security:	As determined by the Calculation Agent in accordance with Condition 6(c)
(v)	Redemption Margin:	20 basis points
(vi)	Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable

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| 20. Put Option | Not Applicable |
| 21. Change of Control Put Option | Applicable |
| 22. Final Redemption Amount of each Note | 100,000 per Note |
| 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 |
| (ii) Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)): | No |
| (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

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| 26. 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 |
| 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, renominatisation and reconventioning provisions: | Not Applicable |

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30. Exclusion of the possibility to request identification information of Noteholders as provided by Condition 1(a)(i): Not Applicable
31. Exclusion of the possibility of holding and reselling purchased Notes in accordance with Article L.213-1 A and D.213-1 A of the French *Code monétaire et financier* (Condition 6(h)): Not Applicable
32. Consolidation provisions: The provisions in Condition 14(b) apply
33. 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,
 France
- The Representative will receive a remuneration of Euro 450, excluding VAT per annum
34. 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:

Duly authorised



Clémentine TASSIN

Directeur de la Trésorerie et des Marchés de Capitaux

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 on Euronext Paris with effect from 21 May 2014.
- (iii) Estimate of total expenses related to admission to trading: Euro 7,600

2. Ratings

Ratings: The Notes have not been rated

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

- (i) Reasons for the offer: General corporate purposes

5. Fixed Rate Notes only – Yield

Indication of yield: 2.904 per cent.

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 Code: FR0011912575

Common Code: 106940312

Depositaries:

- (a) Euroclear France to act as Central Depository: Yes
- (b) Common Depository 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 free of 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: Non-syndicated

If syndicated, names of Managers: Not Applicable

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

If non-syndicated, name of Dealer: Merrill Lynch International

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