

Final Terms dated 22 March 2013



SUEZ ENVIRONNEMENT COMPANY

(the "Issuer")

Issue of Euro 100,000,000 3.30 per cent. Notes due 25 March 2033

Under the

Euro 6,000,000,000

Euro Medium Term Note Programme

for the issue of Notes

SERIES NO: 10

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 24 April 2012 which received visa no. 12-0182 from the *Autorité des marchés financiers* (the "AMF") on 24 April 2012 and the supplement to the Base Prospectus dated 6 March 2013 which received visa no. 13-065 from the AMF on 6 March 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 (the "**Prospectus Directive**") as amended (which includes the amendments made by Directive 2010/73/EU (the "**2010 PD Amending Prospectus Directive**") to the extent that such amendment have been implemented in a Member State of the European Economic Area). 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. 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: | 10 |
| 3. | Specified Currency or Currencies: | Euro |
| 4. | Aggregate Nominal Amount: | 100,000,000 |
| | (i) Series: | 100,000,000 |
| 5. | Issue Price: | 98.779% of the Aggregate Nominal Amount |
| 6. | Specified Denominations: | 100,000 |
| 7. | (i) Issue Date: | 25 March 2013 |
| | (ii) Interest Commencement Date | Issue Date |
| 8. | Maturity Date: | 25 March 2033 |
| 9. | Interest Basis: | 3.30 per cent. Fixed Rate
(further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Notes: | Unsubordinated |
| | (ii) 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, Jean-Louis Chaussade dated 19 March 2013. |
| 14. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|--------------------------------|--|
| 15. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 3.300 per cent. per annum payable annually in arrear |
| | (ii) Interest Payment Date(s): | 25 March in each year |
| | (iii) Fixed Coupon Amount: | 3,300 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)):	25 March in each year
(vii)	Business Day Convention	Not Applicable
(viii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
(ix)	Party responsible for calculating Interest Amounts (if not the Calculation Agent)	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	100,000 per Note
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):	100,000
(ii)	Redemption for taxation reasons permitted on days others than Interest Payment	Yes



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

25. 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
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, renominatisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: The provisions in Condition 14(b) apply



32. Masse (Condition 11) Condition 11 replaced by the full provisions of French *Code de commerce* relating to the Masse.
- The initial Representative shall be:
 MASSQUOTE S.A.S.U.
 RCS 529 065 880 Nanterre
 Mailing address :
 33, rue Anna Jacquin
 92100 Boulogne Billancourt
 France
 Represented by its Chairman
- 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.

33. Any applicable currency disruption/fallback provisions: Not Applicable
34. Other final terms: Not Applicable

DISTRIBUTION

35. (i) If syndicated, names of Managers: Not Applicable
- (ii) Stabilising Manager(s) (if any): Not Applicable
36. If non-syndicated, name and address of Dealer: Merrill Lynch International, 2 King Edward Street, London EC1A 1HQ, United Kingdom
37. Additional selling restrictions: Not Applicable
38. United States of America: Category 2 restrictions apply to the Notes

LISTING AND ADMISSION TO TRADING APPLICATION


These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €6,000,000,000 Euro Medium Term Note Programme of the Issuer.

RESPONSIBILITY

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



Signed on behalf of the Issuer:

By: ... 

Duly authorised

PART B – OTHER INFORMATION

1. Risk Factors

Not Applicable

2. 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 25 March 2013 |
| (iii) | Estimate of total expenses related to admission to trading: | 9,400 |
| (iv) | Additional publication of Base Prospectus and Final Terms: | Not Applicable |

3. Ratings

Ratings: The following rating reflects the rating assigned to the Programme:

Moody's: A3 Outlook stable

Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such, Moody's is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

4. Notification

Not Applicable

5. 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.

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

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| (i) | Reasons for the offer | General corporate purposes |
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7. Fixed Rate Notes only – Yield

Indication of yield: 3.385 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.

8. Floating Rate Notes only - Historic Interest Rates

Not Applicable

9. Index-Linked or other Variable-Linked Notes only – Performance of Index/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information Concerning the Underlying

Not Applicable

10. Dual Currency Notes only – Performance of Rate[s] of Exchange and Explanation of Effect on Value of Investment

Not Applicable

11. Derivatives Only - Other Information concerning the Securities to be admitted to Trading

Not Applicable

12. Placing and Underwriting

Not Applicable

13. Operational Information

ISIN Code: FR0011454818

Common Code: 090883585

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

