



AMENDMENT NO. 2 TO THE AGREEMENT ON THE ESTABLISHMENT OF A EUROPEAN WORKS COUNCIL AT SUEZ

PREAMBLE

The parties have agreed to this Amendment No. 2 to the agreement of 4 July 2013 regarding the establishment of the European Works Council, clarifying Article 2, which relates to the relevant scope.

Article 1 – Relevant scope

When a country in which the Group has a more than 50% holding in a company or companies leaves the European Union (EU), the company's representative/s may retain full member status in the EWC if the following cumulative conditions are respected:

- The company remains attached to the Group's European scope,
- The company's annual turnover represents a significant portion of the Group's overall results,
- The company has in the order of 1,000 employees.

The continued membership of the representative/representatives will be decided jointly by the EWC president and a majority of EWC employee representatives during the plenary meeting following the event resulting in the departure of the country from the EU.

ARTICLE 2 - Continuation of other initial provisions

All other provisions relating to Article 2 - Relevant Scope and the original agreement remain unchanged.

ARTICLE 3 - Filing formalities

In accordance with the provisions of the French Labour Code, the Agreement shall be filed at the Nanterre DIRECCTE and the registry of the Nanterre "Conseil de Prud'hommes".

Paris La Défense, 19 December 2018,

For SUEZ and its subsidiaries that fulfil the conditions defined in Article 2 of the agreement

Mr Jean-Louis Chaussade
Chief Executive Officer

Mr Franck Reinhold von Essen
Secretary of the EWC