

Suez S.A. condensed interim  
consolidated Financial  
Statements for the first half  
2023

# 1. Consolidated financial statements

## 1.1 Consolidated statement of financial position

<i>(in millions of euros)</i>	Note	June 30, 2023	December 31, 2022
<b>Non-current assets</b>			
Goodwill	8	5,250.3	5,198.6
Intangible assets	8	3,021.6	3,133.8
Property, plant and equipment	8	2,068.6	2,074.4
Rights of use		536.6	536.6
Non-current financial assets at fair value through P&L / Non-recyclable equity	10	53.4	72.2
Non-current loans and receivables carried at amortized cost	10	289.9	215.4
Non-current derivative financial instruments	10	18.4	11.2
Investments in joint ventures	9	595.7	620.7
Investments in associates	9	1,910.8	1,980.2
Non-current contracts assets		52.6	50.5
Non-current other assets		13.9	13.6
Deferred tax assets		533.7	353.8
<b>Total non-current assets</b>		<b>14,345.5</b>	<b>14,261.0</b>
<b>Current assets</b>			
Current loans and receivables carried at amortized cost	10	182.4	235.0
Current derivative financial instruments	10	7.6	58.9
Inventories		276.8	261.9
Trade and other receivables		3,344.3	2,841.1
Current contracts assets		292.4	275.3
Current financial assets at fair value through P&L / Non-recyclable equity	10	4.6	-
Current taxes assets		58.8	76.5
Current other assets <sup>(a)</sup>		734.9	791.5
Cash and cash equivalents	10	1,353.5	1,766.2
<b>Total current assets</b>		<b>6,255.3</b>	<b>6,306.4</b>
<b>Assets relating to discontinued operations</b>		<b>10.1</b>	<b>46.4</b>
<b>Total assets</b>		<b>20,610.9</b>	<b>20,613.8</b>
<b>Shareholders' equity, Group share</b>			
Shareholders' equity, Group share	11	5,987.9	6,188.6
Non-controlling interests	9	399.1	417.0
<b>Total shareholders' equity</b>		<b>6,387.0</b>	<b>6,605.6</b>
<b>Non-current liabilities</b>			
Non-current provisions	12	1,051.4	1,047.3
Long-term borrowings	10	5,677.2	5,700.5
Non-current lease liabilities		397.1	404.1
Non-current derivative financial instruments	10	0.9	16.6
Other financial liabilities	10	3.6	3.0
Non-current contracts liabilities		103.8	94.3
Non-current other liabilities		65.8	55.7
Deferred tax liabilities		878.3	738.9
<b>Total non-current liabilities</b>		<b>8,178.1</b>	<b>8,060.4</b>
<b>Current liabilities</b>			
Current provisions	12	114.9	119.3
Short-term borrowings	10	173.1	118.1
Current lease liabilities		151.0	144.5
Current derivative financial instruments	10	37.9	20.8
Trade and other payables		2,235.9	2,434.7
Current contracts liabilities		615.1	538.7
Current taxes payables		78.9	103.8
Current other liabilities (b)		2,639.0	2,467.9
<b>Total current liabilities</b>		<b>6,045.8</b>	<b>5,947.8</b>
<b>Liabilities directly associated with assets relating to discontinued operations</b>		<b>-</b>	<b>-</b>
<b>Total shareholders' equity and liabilities</b>		<b>20,610.9</b>	<b>20,613.8</b>

NB: The values in the tables are generally expressed in millions of euros. Rounding may produce in some cases non-material discrepancies in totals or variances.

## 1.2 Consolidated income statement

<i>(in millions of euros)</i>	Note	June 30, 2023	June 30, 2022
Revenues		4,371.3	3,079.0
Purchases		(1,138.1)	(943.1)
Personnel costs		(1,180.3)	(781.8)
Depreciation, amortization and provisions		(415.4)	(279.8)
Other operating expenses		(1,770.1)	(1,103.6)
Other operating income		105.5	75.1
<b>Current operating income</b>	4	<b>(27.1)</b>	<b>45.8</b>
Impairment on property, plant and equipment, intangible and financial assets		1.1	7.1
Restructuring costs		(19.4)	(55.9)
Scope effects		1.9	(6.1)
Other gains and losses on disposals and non-recurring items		(3.0)	(7.1)
<b>Income from operating activities</b>	5	<b>(46.5)</b>	<b>(16.2)</b>
Share in net income of equity-accounted companies considered as core business		87.0	79.7
<i>of which: share in net income (loss) of joint ventures</i>		20.4	19.9
<i>of which: share in net income (loss) of associates</i>		66.6	59.8
<b>Income from operating activities after share in net income of equity-accounted companies considered as core business</b>		<b>40.5</b>	<b>63.5</b>
Financial expenses		(134.4)	(53.1)
Financial income		61.3	11.4
<b>Net financial Income (loss)</b>	6	<b>(73.1)</b>	<b>(41.7)</b>
Income tax expense	7	(40.6)	(29.7)
<b>Net income</b>		<b>(73.2)</b>	<b>(7.9)</b>
Net income, Group share		(85.9)	(23.5)
Net income, non-controlling interests		12.7	15.6

NB: The values in the tables are generally expressed in millions of euros. Rounding may produce in some cases non-material discrepancies in totals or variances.

The consolidated income statement as at June 30, 2023 includes the impact of business combinations carried out on the first half of 2022 from the date of the takeover, i.e. 5 months of business for New Suez (including the impact of the purchase price allocation).

## 1.3 Consolidated statement of comprehensive income

	June 30, 2023	June 30, 2023	June 30, 2023	June 30, 2022	June 30, 2022
(in millions of euros)	of which Group share	of which non controlling interests	of which Group share	of which Group share	of which Group share
	June 30, 2023	June 30, 2023	June 30, 2023	June 30, 2022	June 30, 2022
<b>Net income</b>	<b>(73.2)</b>	<b>(85.9)</b>	<b>12.7</b>	<b>(7.9)</b>	<b>(23.5)</b>
Cash flow hedges (excluding commodities) (a)	8.9	9.0	(0.1)	202.1	201.6
Commodity cash-flow hedges	(1.5)	(1.5)	-	4.1	4.1
Deferred taxes on items above	(1.9)	(1.9)	-	(51.2)	(51.1)
Translation adjustments (b)	(123.2)	(108.5)	(14.7)	39.7	33.1
<b>Total reclassifiable items</b>	<b>(117.7)</b>	<b>(102.9)</b>	<b>(14.8)</b>	<b>194.7</b>	<b>187.6</b>
Of which share of joint ventures in reclassifiable items, net of taxes	(38.2)	(38.2)	-	18.3	18.3
Of which share of associates in reclassifiable items, net of taxes	(49.1)	(49.1)	-	27.0	27.0
Actuarial gains and losses	0.9	0.9	-	0.7	0.7
Deferred taxes on actuarial gains and losses	0.1	0.1	-	(0.2)	(0.2)
Equity instrument	(3.5)	(3.5)	-	(1.9)	(1.9)
Deferred taxes on equity instrument	-	-	-	-	-
<b>Total non-reclassifiable items</b>	<b>(2.5)</b>	<b>(2.5)</b>	<b>-</b>	<b>(1.4)</b>	<b>(1.4)</b>
Of which share of joint ventures in non-reclassifiable items, net of taxes	-	-	-	-	-
Of which share of associates in non-reclassifiable items, net of taxes	(3.3)	(3.3)	-	7.4	7.4
<b>Other comprehensive income</b>	<b>(120.2)</b>	<b>(105.4)</b>	<b>(14.8)</b>	<b>193.2</b>	<b>186.2</b>
<b>Comprehensive income</b>	<b>(193.4)</b>	<b>(191.3)</b>	<b>(2.1)</b>	<b>185.3</b>	<b>162.7</b>

NB: The values in the tables are generally expressed in millions of euros. Rounding may produce in some cases non-material discrepancies in totals or variances.

(a) In 2022, as in 2023, the Group used hedging instruments as part of the refinancing of external debt.

(b) Of the total of EUR (123.2) million as at June 2023, 30, EUR (110.0) million is related to the change in the yuan, EUR 54.8 million is related to the change in the pound sterling and EUR (54.9) million is related to the change in the Hong Kong dollar.

## 1.4 Statement of changes in consolidated shareholders' equity

(in millions of euros)	Number of shares	Share Capital	Premiums	Consolidated reserves	Change in fair value and other	Translation adjustments	Shareholders' equity, Group share	Non-controlling interests	Total
Shareholders' equity at December 31, 2022	6,177,872,266	61.7	6,112.4	(37.3)	201.2	(149.4)	6,188.6	417.0	6,605.6
Net income				(85.9)			(85.9)	12.7	(73.2)
Other comprehensive income				(2.5)	5.6	(108.5)	(105.4)	(14.8)	(120.2)
<b>Comprehensive income</b>				(88.4)	5.6	(108.5)	(191.3)	(2.1)	(193.4)
Dividends distributed in cash <sup>(a)</sup>							-	(17.1)	(17.1)
Capital increase of January 6, 2023 <sup>(b)</sup>	102,929,337	1.0	96.2				97.2		97.2
Employee share ownership (reclassification as debt instruments) <sup>(b)</sup>	(102,929,337)	(1.0)	(96.2)				(97.2)		(97.2)
Capital increase of June 5, 2023 <sup>(c)</sup>	1,000,000	0.0	1.0				1.0		1.0
Previous years retain earning allocation			(62.4)	62.4			-		-
2022 profit allocation			(243.0)	243.0			-		-
Capital increase in non controlling interests							-	0.4	0.4
Transactions between shareholders <sup>(d)</sup>				(10.4)			(10.4)		(10.4)
Business combination <sup>(e)</sup>								1.5	1.5
Other changes								(0.6)	(0.6)
<b>Shareholders' equity at June 30, 2023</b>	<b>6,178,872,266</b>	<b>61.7</b>	<b>5,808.0</b>	<b>169.3</b>	<b>206.8</b>	<b>(257.9)</b>	<b>5,987.9</b>	<b>399.1</b>	<b>6,387.0</b>

NB: The values in the tables are generally expressed in millions of euros. Rounding may produce in some cases non-material discrepancies in totals or variances.

(a) In the first half of 2023, dividend distributions to non-controlling interests were approved for an amount of EUR 17.1 million. The actual disbursement amount of EUR 27.8 million over the period (see Note 1.5) also includes dividend distributions related to prior years appropriations.

(b) On January 6, 2023, as part of the "Go Suez Classique" and "Go Suez Multiple" employee share ownership plan described in note 13.2, a capital increase was carried out by issuing ordinary shares for a total amount of EUR 97.2 million. These ordinary shares are considered debt instruments and not equity instruments and as such are not recognized as part of the consolidated equity of the group.

(c) Completion in June 2023 of a capital increase with cancellation of preferential subscription rights for the benefit of the Chairman and Chief Executive Officer of the group, for an amount of EUR 1 million, including the issue premium.

(d) Suez S.A. acquired to shareholders of Scoff (see Note 2) as part of separate transactions from the transaction with Veolia. The related purchase price was EUR 14.3 million (see Note 2). The provisional value of these NCIs was EUR 3.9 million. The difference between the purchase price and this book value was directly recorded in equity by the group. These values will be reviewed post PPA.

(e) Entry of non-controlling interests, notably following an acquisition in Czech Republic.

(in millions of euros)	Number of shares	Share Capital	Premiums	Consolidated reserves	Change in fair value and other	Translation adjustments	Shareholders' equity, Group share	Non-controlling interests	Total
Shareholders' equity at December 31, 2021	3,700,000	-	-	(46.3)	-	-	(46.3)	-	(46.3)
Net income				(23.5)			(23.5)	15.6	(7.9)
Other comprehensive income				(1.4)	154.6	33.1	186.2	7.0	193.2
Comprehensive income				(24.9)	154.6	36.5	162.7	22.6	185.3
Dividends distributed in cash <sup>(a)</sup>							-	(17.4)	(17.4)
Capital increase <sup>(b)</sup>	3,824,172,273	38.2	3,786.0				3,824.2	1.0	3,825.2
Transactions between shareholders <sup>(c)</sup>							-	342.3	342.3
Business combination							-	-	-
Other changes				(1.0)			(1.0)	(0.1)	(1.1)
Shareholders' equity at June 30, 2022	3,827,872,273	38.2	3,786.0	(72.2)	154.6	36.5	3,939.6	348.4	4,288.0

NB: The values in the tables are generally expressed in millions of euros. Rounding may produce in some cases non-material discrepancies in totals or variances.

(a) In the first half of 2022, dividend distributions to non-controlling interests were approved in the amount of EUR 17.4 million. The actual disbursement amount of EUR 8 million over the period (see Note 1.5) also includes dividend distributions related to prior years appropriations.

(b) Capital increase resulting from the subscription of 3,824,172,273 new shares at EUR 1.

(c) Entry of non-controlling interests with the acquisition of Groupe Suez.

## 1.5 Consolidated statement of cash flows

<i>(in millions of euros)</i>	Note	June 30, 2023	June 30, 2022
<b>Net income</b>		<b>(73,2)</b>	<b>(7,9)</b>
Depreciation, amortization and provisions		397,3	262,6
Dividends received from joint ventures and associates		71,5	46,5
Share in net income (loss) of joint ventures		(20,4)	(19,9)
Share in net income (loss) of associates		(66,6)	(59,7)
Financial income	6	73,1	41,7
Scope effects, other gains and losses on disposal		(3,9)	7,6
Other items with no cash impact		(0,3)	0,1
Lease contracts impact		(0,5)	-
Income tax expense	7	40,6	29,7
<b>Cash flows from operations before financial income/(expense) and income tax</b>		<b>417,6</b>	<b>300,7</b>
Tax paid including withholding tax on royalties		(72,0)	(45,0)
<b>Change in working capital requirements</b>		<b>(1,3)</b>	<b>88,5</b>
<b>Cash flows from operating activities</b>		<b>344,3</b>	<b>344,2</b>
Takeover of subsidiaries net of cash and cash equivalents acquired <sup>(a)</sup>		(374,1)	(6 609,5)
Acquisitions of interests in associates and joint-ventures		(3,4)	(3,0)
Acquisitions of equity instrument		(0,2)	(28,8)
Disposals of interests in associates and joint-ventures		2,4	-
Disposals of equity instruments		0,5	0,6
Loss of controlling interests in subsidiaries net of cash and cash equivalents sold		2,7	1,6
Investments in property, plant and equipment and intangible assets		(224,5)	(135,7)
Disposals of property, plant and equipment and intangible assets		4,1	4,3
Other interest on financial assets, net		(0,1)	0,7
Dividends received on non-current financial assets		0,3	1,7
Change in loans and financial receivables		(73,9)	(3,1)
<b>Cash flows from investing activities</b>		<b>(666,2)</b>	<b>(6 771,2)</b>
Capital increase/ reduction of the parent company		1,0	3 824,2
Employee stock option plan		97,2	-
Capital increase/ reduction of non controlling interests		0,4	1,5
Changes in interest in controlled entities		(14,3)	-
Dividends paid to non-controlling interests <sup>(b)</sup>		(27,8)	(8,0)
Increase in loans and financial debt		61,0	7 136,3
Repayment of lease liabilities		(87,0)	(61,4)
Repayment of borrowings and financial debts		(52,7)	(3 618,0)
Change in financial assets at fair value through income		(4,5)	-
Financial interest on lease liabilities		(1,7)	(0,4)
Other financial interest paid		(83,0)	(12,3)
Financial interest received		14,5	2,1
Flows on financial derivatives qualifying net investment hedges and compensation payments on financial derivatives		9,7	34,4
<b>Cash flows from financing activities</b>		<b>(87,2)</b>	<b>7 298,4</b>
Impact of changes in exchange rates and other		(3,6)	35,3
<b>Total cash flows for the period</b>		<b>(412,7)</b>	<b>906,7</b>
Opening cash and cash equivalents		1 766,2	-
Closing cash and cash equivalents		1 353,5	906,7

NB: The values in the tables are generally expressed in millions of euros. Rounding may produce in some cases non-material discrepancies in totals or variances.

(a) This amount corresponds to the payment of the price adjustment for EUR 121.8 million and the earn-out for EUR 283.5 million for the acquisition of the new Suez (total: EUR 405.2 million - refer to Note 10.1) and to the payment of the price adjustment of Enviroserv.

(b) Including EUR 16.8 million of dividends paid related to prior years appropriations, notably in Asia as at June 30, 2023.

## **2. Notes to the Consolidated Financial Statements**



# Note 1 Basis of presentation, principles, and accounting policies

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## 1.1 Group presentation

Suez S.A. (formerly Sonate Bidco SA) was created on July 15, 2021, to allow the acquisition, from Veolia, of a set of activities of the former Suez group following the completion on January 18, 2022, of Veolia's takeover bid, the takeover of this perimeter having occurred on January 31, 2022. It is 97% owned by Suez Holding S.A.S. (formerly Sonate Topco S.A.S.) created on June 4, 2021, as part of the acquisition of the Suez activities sold by Veolia (whose shareholders are Meridiam Sustainable Water & Waste Fund – 40%, GIP IV Highbury Luxco – 40% and Caisse des Dépôts and CNP Assurances – 20%) and 3% by employees.

The Group's activities are mainly structured around:

- Municipal water (Water France) and waste recycling and recovery (R&R France) in France;
- Water activities in the following geographies: Italy (including participation in Acea), Czech Republic, Africa, Central Asia, India, China, Australia, and Global Digital and Environmental (SES) activities;
- Two hazardous waste incinerators in mainland China: Shanghai Industrial Park and Suzhou Industrial Park;
- Waste activities in the United Kingdom, as well as hazardous waste activities in France and South Africa.

## 1.2 Framework and basis for preparation of condensed interim consolidated financial statements

Pursuant to Regulation No. 1606/2002 of July 19, 2002, amended by European Regulation No. 297/2008 of March 11, 2008, the financial statements, prepared for the six-month period ended June 30, 2023, have been prepared in accordance with the provisions of IAS 34 – Interim Financial Reporting. This standard makes it possible to present a selection of explanatory notes. The financial statements therefore do not include all the notes and information required by IFRS for the annual financial statements and should therefore be read in conjunction with the consolidated financial statements for the 2022 financial year (corresponding to the first consolidated accounts of Suez S.A., following the acquisition, dated January 31, 2022, of the Suez activities sold by Veolia), subject to the specific features of the preparation of the interim accounts described below.

The Group's condensed interim consolidated financial statements for the first half of 2023 (hereinafter "the financial statements") have been prepared according to the historical cost convention, apart from assets and liabilities acquired in business combinations that are recognized in accordance with IFRS 3, and financial instruments that are recognized in accordance with the treatment of different classes of financial assets and liabilities defined by IFRS 9. The comparative figures as at December 31, 2022, correspond to the Group's consolidated financial statements as defined above. The comparative figures as at June 30, 2022, correspond to the accounts of Suez S.A. prepared for the period from January 1, 2022, to June 30, 2022, including the contribution from the acquisition of the Suez activities from Veolia (hereinafter "New Suez" - cf. Note 2.1.1 of the consolidated financial statements as at December 31, 2022) from its takeover date – January 31, 2022 - i.e. 5 months of activity, and restated for the impacts of the purchase price allocation exercise.

The financial statements have been prepared using accounting and calculation methods identical to those used in the consolidated financial statements for the financial year 2022, the Group's most recent annual financial statements, apart from the particularities described in note 1.4.

The financial statements are presented in millions of euros and rounded to the nearest hundred thousand euros. They were approved by the Board of Directors of Suez S.A. on 27 July 2023.

## **Standards, amendments, and interpretations issued by the IASB, applied for the first time by the Group as of January 1, 2023**

The standards, amendments and interpretations issued by the IASB, applied for the first time by the Group as of January 1, 2023, are as follows:

- IFRS 17 and related amendments – Insurance contracts
- Amendment IAS 1 – Reporting on Accounting Policies
- Amendment IAS 8 – Definition of accounting estimates

These amendments have no significant impact on the Group's financial statements as at June 30, 2023.

- Amendments to IAS 12 – Deferred taxes related to assets and liabilities arising from a single transaction.

These amendments led to the recognition of deferred tax assets and liabilities on temporary differences related to IFRS 16 rights of use and lease liabilities.

The amendments published by the IASB, applicable after June 30, 2023, and not anticipated by the Group:

- Amendments IAS 12 - International tax reform - Pillar 2 model rules

The analysis of the possible impact of these amendments is ongoing.

### **1.3 Use of estimates and judgment**

The economic and financial environment leads the Group to maintain its risk monitoring procedures on financial instruments and operational assets. This environment leading to significant market volatility is considered by the Group in estimates such as *business plans* and the different discount rates used for both value tests and provision calculations. The preparation of financial statements requires the use of estimates and assumptions for determining the value of assets and liabilities, assessing positive and negative contingencies at the balance sheet date, and income and expenses for the year. Due to the uncertainties inherent in any valuation process, the Group revises its estimates based on regularly updated information. It is possible that the future results of the operations concerned may differ from these estimates.

In addition to the use of estimates, management exercises its judgment to define the appropriate accounting treatment of certain activities and transactions, particularly when the IFRS standards and interpretations in force do not precisely address the accounting issues concerned.

The financial statements have been prepared based on estimates and areas of judgment similar to those described in note 1.4 of the Group's consolidated financial statements as at December 31, 2022.

### **1.4 Particularities specific to the preparation of condensed interim consolidated financial statements**

#### **1.4.1 Seasonality of activities**

The Group's activities are, by nature, seasonal activities, but climatic variations have a greater impact than seasonality on the various indicators of activity and operating income. Consequently, the interim results as at June 30, 2023 are not necessarily indicative of those that can be expected for the full year 2023.

#### **1.4.2 Income taxes**

Under the interim decrees, the tax expense (current and deferred) is calculated for each tax entity by applying to the result of the period the estimated annual average effective rate for the current year.

#### **1.4.3 Post-employment benefits**

The cost of pensions for an interim period is calculated based on actuarial valuations carried out at the beginning of the financial year. These valuations are adjusted from time to time to consider reductions, liquidations or other significant non-recurring events that occurred during the half-year. In addition, the amounts recognized in the statement of financial position under defined benefit schemes are adjusted where necessary to take account of significant developments in the yield on bonds issued by senior companies in the area concerned (the benchmark used to determine discount rates) and the real return on cover assets.

The impact of the pension reform (decrees 2023-435 and 2023-436 published in the Official Journal on June 4, 2023) has been taken into account in the financial statements (see Note 12).

#### **1.4.4 Provisions for site reconstitution**

These provisions are recalculated once a year for the preparation of the statement of financial position as at December 31 (see Note 18.4 of the consolidated financial statements as at December 31, 2022). As at June 30, 2023, these provisions have been adjusted to reflect changes in discount and inflation rates over the period.

#### 1.4.5 Comparative data as at June 30, 2022

The comparative data as at June 30, 2022 of the income statement, statement of comprehensive income, statement of change in equity and statement of cash flows correspond to the accounts of Suez S.A. prepared for the period from January 1, 2022 to June 30, 2022. These include the impact of the acquisition of the New Suez completed on January 31, 2022, and have been restated to take into account the purchase price allocation carried out in 2022 (see Note 3.1 of the consolidated financial statements as at December 31, 2022).

The comparative data as at June 30, 2022 as presented in the financial statements have not been published or certified by the Board of Auditors.

#### 1.4.6 Purchase price allocation of business combinations carried out in the second half of 2022

As a reminder, the following business combinations were carried out during the second half of 2022:

- Acquisition of the Enviroserv Group on September 30, 2022,
- IWS acquisition dated November 30, 2022,
- Acquisition of Suez R&R UK on December 5, 2022.

The goodwill recognized as at June 30, 2023 on these acquisitions corresponds to provisional goodwill. The purchase price allocation work is underway and will be finalized in the second half of 2023.

## Note 2 Significant transactions of the semester

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### 2.1 Employee shareholding

Following the implementation in 2022 of the Go Suez shareholding plans and the subscriptions finalized in December 2022, this was followed on January 6, 2023, by an increase in the share capital of Suez S.A. in cash, for the benefit of the Group's employees and former employees, through the Go Suez FCPE, for a total nominal amount of EUR 1 million per issue of ordinary shares.

These new ordinary shares are considered, in the Group's consolidated financial statements, as debt instruments and not as equity instruments and as such are not recognized as part of the Group's consolidated equity. The amount of debt related to this transaction had been recorded in the consolidated financial statements of Suez S.A. as at December 31, 2022.

### 2.2 Acquisition of SCORI (business combination)

On January 27, 2023, the acquisition of 65.98% of SCORI was completed following the lifting of the conditions precedent set out in the acquisition contract of August 5, 2022. The acquisition price amounts to EUR 49.4 million and was disbursed, prior to the lifting of conditions precedent, upon the acquisition of the IWS entities in November 2022.

In addition, in February and March 2023, Suez S.A. acquired minority shareholders of SCORI representing 27.89% of the share capital for a total amount of EUR 14.3 million.

A provisional goodwill of EUR 40 million was recognized in the Group's financial statements as at June 30, 2023. This amount is subject to change since the assessment period has not ended. Work to harmonize accounting principles and determine the fair value of principal identifiable assets and liabilities acquired will be completed within a maximum of twelve months from the date of acquisition.

### 2.3 Other changes in scope

**Actual disposals of the Qatar and Rima businesses, classified as "assets to be disposed of" as at December 31, 2022**

During the first quarter of 2023, exits were completed from the Qatar and Rima activities, classified as "assets to be disposed of" in the consolidated financial statements as at December 31, 2022, for an amount of EUR 33.5 million.

**Acquisition of Anaerobic Power Biogas Benešov spol. S r.o in the Czech Republic**

In May 2023, Suez acquired, for EUR 1.6 million, 60% of "Anaerobic Power Biogas Benešov spol. S r.o." ("APBB") from CAYAN Holdings Limited ("CAYAN"), its sole shareholder, a Czech company pioneer in anaerobic digestion allowing the transformation of waste into biogas. With a long-standing presence in the water sector, Suez is expanding the scope of its activities in the Czech Republic by gaining a foothold in the municipal and industrial waste management and green energy production market.

### 2.4 Commercial activity of the Group

The Group has two main businesses, Water Cycle Management and Waste Recycling and Recovery. The main events of the first half of 2023 related to the Group's commercial activity are as follows:

#### 2.4.1 Water cycle management

##### France

In April in Nice, the future wastewater treatment and recovery complex of the Nice Côte d'Azur Metropolis of the latest generation was presented: Haliotis 2, the largest project in France and one of the largest in Europe. Representing a market of EUR 700 million, the new station will meet future environmental and health standards, as well as the future needs of the community. It will treat wastewater from 26 municipalities, equivalent to 680,000 inhabitants.

##### Europe

In January 2023, VHS Benešov, a company in which Suez holds a 50% stake, signed a new 10-year contract with the new voluntary association of municipalities named "Společná voda". With a combined turnover of EUR 200 million, the contract covers the treatment and distribution of drinking water as well as the collection and treatment of wastewater for 17 municipalities in the Benešov and Vlašim regions. It will provide drinking water and sanitation services to 50,000 people in the region.

## **Rest of the world**

### **China**

In February 2023, Suez and its partners won the engineering, procurement management and construction contract for Wanhua Chemical Group's reverse osmosis seawater desalination plant in Penglai, China. The project will help preserve local freshwater resources, while protecting the environment, helping Wanhua and its industrial partners to progress in their ecological transition. This is the largest desalination project won by the Group since February 1, 2022, and the first for an industrial customer.

### **Tunisia**

The National Sanitation Office of Tunisia (ONAS) has entrusted Suez and its partners, Segor, SCET group and BIAT1, with the operation of the public service of collective sanitation in the governorates of Sfax, Gabes, Medenine and Tataouine. This is the first public-private partnership in the water sector in Tunisia. The financing of this concession contract, for a period of 10 years and a total amount of EUR 200 million, will be provided on the one hand by the World Bank, for the rehabilitation and extension of infrastructure, and on the other hand by the Tunisian State, for the operation and maintenance of this infrastructure.

## **2.4.2 Recycling and recovery of waste**

### **France**

In February 2023, Suez, Loop Industries and SK Geo Centric announced the establishment in Saint-Avoid in France, in the Grand Est region, of the production plant for virgin quality PET plastics, made from 100% recycled and infinitely recyclable materials, thanks to the "Infinite Loop" technology. Construction is scheduled to start in 2025, with commissioning in 2027. The projected savings are more than 255,000 tons of CO2 emissions per year compared to virgin PET made from a traditional petrochemical process. Strategically located in the heart of Europe, the Chemesis industrial platform in Saint-Avoid offers an efficient industrial and infrastructure network (access to energy, particularly via existing heating networks, road and rail logistics, suppliers, etc.), which makes it an optimal environment for the establishment of the plant. This project, which represents a total estimated investment of EUR 450 million, will contribute to the sustainable revitalization of the local industrial fabric and allow the creation of 200 direct jobs.

On May 11, 2023, an unprecedented partnership was unveiled between the Pic and Etang and Suez Syndicate for the operation of the Lunel-Viel (34) "OCTAV" Energy Recovery Unit (UVE). The first partnership of its kind in France, the contract aims to reduce the volume of waste incinerated by 25% in 10 years through an ambitious prevention policy.

## Note 3 Operating segments information

In accordance with the provisions of IFRS 8 – Segment Reporting, three operating segments grouping together the activities of the different *business units* have been selected to present the Group's segment information and have been identified based on internal reporting, those monitored by the Executive Committee, chaired by the Group's main operational decision-maker:

- Water;
- Recycling and Recovery;
- Other.

### 3.1 Reportable segments

Following the new operating model implemented in the first half of 2023 and the resulting new reporting, the Group is divided into the following reporting segments (unchanged from December 31, 2022):

- **Water:** water distribution and treatment services, particularly under concession contracts (water management). They are issued for the benefit of individuals, local authorities, or industrialists.
- **Recycling and recovery:** services and waste treatment for local authorities and manufacturers. They include collection, sorting, recycling, composting, energy recovery and landfilling, for non-hazardous waste.
- the **Other** segment is mainly made up of holding companies, including Suez S.A.

The accounting and valuation policies used for the preparation of internal reporting shall be identical to those used for the preparation of consolidated accounts. The EBITDA and EBIT indicators are reconciled in the consolidated financial statements.

### 3.2 Key indicators by reportable segments

#### 3.2.1 Revenues

<i>(in millions of euros)</i>	June 30, 2023			June 30, 2022
	Non-Group	Group	Total	Total
Water	1,629.0	22.3	1,651.3	1 404.0
Recycling and Recovery	2,705.3	38.8	2,744.1	1 648.3
Other	37.0	60.9	97.9	26.7
Intercompany eliminations	-	(122.0)	(122.0)	-
<b>Total revenues</b>	<b>4,371.3</b>	<b>-</b>	<b>4,371.3</b>	<b>3,079.0</b>

#### 3.2.2 EBITDA

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Water	308.2	322.1
Recycling and Recovery	355.3	207.1
Other	(29.5)	(21.8)
<b>Total EBITDA</b>	<b>634.0</b>	<b>507.4</b>

EBITDA is defined as current operating income plus the share of net income of associates and joint ventures, net of (i) depreciation and amortization, (ii) net provisions, (iii) taxes under IFRIC21, (iv) share-based payments, (v) concessions' net cash expenses, and (vi) net brand and know-how fees.

#### 3.2.3 EBIT

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Water	34.6	100.4
Recycling and Recovery	128.3	64.1
Other	(92.3)	(48.8)
<b>Total EBIT</b>	<b>70.6</b>	<b>115.7</b>

### 3.2.4 Depreciation and amortization

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Water	(178.2)	(153.0)
Recycling and Recovery	(184.7)	(117.4)
Other	(39.0)	(30.6)
<b>Total depreciation and amortization</b>	<b>(401.9)</b>	<b>(301.0)</b>

### 3.2.5 Investments

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Water	(82.1)	(68.4)
Recycling and Recovery	(133.5)	(66.1)
Other	(8.9)	(1.2)
<b>Total investments</b>	<b>(224.5)</b>	<b>(135.7)</b>
<i>of which maintenance CAPEX</i>	<i>(112.1)</i>	<i>(62.3)</i>
<i>of which development CAPEX</i>	<i>(112.4)</i>	<i>(73.4)</i>

## 3.3 Revenue by geographical area

The turnover presented below is broken down by customer marketing area.

<i>(in millions of euros)</i>	Revenues	
	June 30, 2023	June 30, 2022
France	2,639.1	2,020.0
Europe	1,056.4	481.2
International	675.8	577.8
<b>Total</b>	<b>4,371.3</b>	<b>3,079.0</b>

## 3.4 Reconciliation of indicators with financial statements

### 3.4.1 Reconciliation of EBITDA to current operating income

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
<b>Current operating income</b>	<b>(27.1)</b>	<b>45.8</b>
(+) Share in net income of equity-accounted companies considered as core business	87.0	79.7
(-) Net amortization	402.5	300.8
(-) Disbursements under concession contracts	130.8	112.0
(-) Share-based payments	17.4	-
(-) IFRIC21 taxes	11.4	(8.3)
(-) Net risk provisions	7.5	(27.9)
(-) Net commercial provision	6.1	6.6
(-) Other	(1.6)	(1.2)
<b>EBITDA</b>	<b>634.0</b>	<b>507.4</b>

### 3.4.2 Reconciliation of EBIT to current operating income

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
<b>Current operating income</b>	<b>(27.1)</b>	<b>45.8</b>
(+) Share in net income of equity-accounted companies considered as core business	87.0	79.6
(-) IFRIC21 taxes	11.4	(8.3)
(-) Other	(0.7)	(1.4)
<b>EBIT</b>	<b>70.6</b>	<b>115.7</b>

## Note 4 Current operating income

The components of profit from recurring operations are as follows:

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Revenues	4,371.3	3,079.0
Purchases	(1,138.1)	(943.1)
Personnel costs	(1,180.3)	(781.8)
Depreciation, amortization and provisions	(415.4)	(279.8)
Other operating income and expenses	(1,664.6)	(1,028.5)
<b>Current operating income</b>	<b>( 27.1)</b>	<b>45.8</b>

### 4.1 Depreciation, amortization, and provisions

The amounts shown below are net of reversals.

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Amortization	(401.9)	(300.9)
Depreciation of inventories, trade receivables and other assets	(6.0)	(6.7)
Net change in provisions <sup>(a)</sup>	(7.5)	27.8
<b>Total</b>	<b>( 415.4)</b>	<b>( 279.8)</b>

*(a) Excluding post-employment benefit obligations presented in Note 12.1.*

Depreciation and amortization for the period, amounting to EUR (401.9) million, includes EUR (84.5) million for the amortization of assets recognized and/or revalued as part of the purchase price allocation work for the acquisition of the New Suez activities from Veolia on January 31, 2022.

Depreciation is divided into:

- EUR 151,4 million for tangible fixed assets,
- EUR 162,9 million for intangible assets,
- EUR 87,6 million for rights of use.

The asset allocation by type is provided in Note 8.

### 4.2 Other operating income and expenses

Other operating income and expenses include:

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
<b>Other operating income</b>	<b>105.5</b>	<b>75.0</b>
<b>Other operating expenses</b>	<b>(1,770.1)</b>	<b>(1,103.6)</b>
Sub-contracting	(566.0)	(488.7)
Taxes excluding corporate income tax	(230.4)	(130.0)
Other expenses	(973.7)	(484.9)
<b>TOTAL</b>	<b>(1 664.6)</b>	<b>(1 028.5)</b>

"Other expenses" include maintenance expenses for EUR (247.5) million, concession renewal expenses for EUR (130.8) million and external staff for EUR (67.5) million.



## Note 5 Income from operating activities

<i>(in millions of euros)</i>	Note	June 30, 2023	June 30, 2022
<b>Current operating income</b>		<b>(27.1)</b>	<b>45.8</b>
Impairment on property, plant and equipment, intangible and financial assets	5.1	1.1	7.1
Restructuring costs	5.2	(19.4)	(55.9)
Scope effects	5.3	1.9	(6.1)
Other significant non-recurring transactions	5.4	(3.0)	(7.1)
<b>Income from operating activities</b>		<b>(46.5)</b>	<b>(16.2)</b>

### 5.1 Impairments of Property, plant and equipment, intangible assets, and financial assets

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
<b>Impairments</b>		
Property, plant and equipment and other intangible assets	(2.3)	(1.1)
Rights of use	-	1.4
Financial assets	(0.2)	0.2
<b>Total</b>	<b>(2.5)</b>	<b>0.5</b>
<b>Write-back of impairments</b>		
Property, plant and equipment and other intangible assets	1.4	0.4
Rights of use	1.4	-
Financial assets	0.8	6.2
<b>Total</b>	<b>3.6</b>	<b>6.6</b>
<b>Total</b>	<b>1.1</b>	<b>7.1</b>

Impairment losses on tangible, intangible and financial assets amounted to EUR (2.5) million, mainly corresponding to losses in the United Kingdom for EUR (2.2) million in the operating segment. Impairment losses amounted to EUR 3.6 million, mainly at Suez International for EUR 2.3 million, notably the lease of Rueil for EUR 1.5 million, and at Consulting the impairment loss reversal on C3E and PMO shares for EUR 0.8 million.

### 5.2 Restructuring costs

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Restructuring costs paid	(22.6)	(55.2)
<i>of which costs related to the establishment of New Suez</i>	(3.2)	(27.8)
Net allowances on restructuring provisions	3.2	(0.7)
<b>Total</b>	<b>( 19.4)</b>	<b>( 55.9)</b>

As at June 30, 2023, restructuring costs mainly correspond to transformation plans at Suez S.A. for EUR (7.5) million and in France for EUR (3.7) million, and severance payments in France for EUR (4.7) million.

### 5.3 Scope effects

As at June 30, 2023, scope effects were mainly composed of the capital gain on disposal of CDES for EUR 3.6 million and acquisition costs for EUR (1.4) million.

## 5.4 Other gains and losses on disposals and non-recurring items

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Disposals of property, plant and equipment and intangible assets	0.4	(3.0)
Disposals of securities	-	(6.3)
Other	(3.4)	2.2
<b>Total</b>	<b>(3.0)</b>	<b>(7.1)</b>

As at June 30, 2023, disposals and other non-recurring items mainly correspond to Go Suez expenses of EUR (3.4) million.

## Note 6 Net financial income

<i>(in millions of euros)</i>	June 30, 2023			June 30, 2022		
	Expenses	Income	Total	Expenses	Income	Total
Cost of net debt	(115.4)	34.1	(81.3)	(40.0)	5.4	(34.6)
Other financial income and expenses	(19.0)	27.2	8.2	(13.1)	6.0	(7.1)
<b>Financial income/(loss)</b>	<b>(134.4)</b>	<b>61.3</b>	<b>(73.1)</b>	<b>(53.1)</b>	<b>11.4</b>	<b>(41.7)</b>

### 6.1 Cost of net debt

This item mainly comprises interest expense (calculated at the effective interest rate - ERA) on gross debt, foreign exchange result and currency hedges on gross debt, interest income on cash investments and change in fair value of financial assets measured at fair value by income.

<i>(in millions of euros)</i>	June 30, 2023			June 30, 2022		
	Expenses	Income	Total	Expenses	Income	Total
Interest expense on gross borrowings	(98.0)	-	(98.0)	(37.1)	-	(37.1)
Interest income and expense on lease liabilities	(1.8)	-	(1.8)	(0.4)	-	(0.4)
Exchange gain/(loss) on borrowings and hedges	(15.6)	19.8	4.2	(2.4)	2.9	0.5
Unrealized income/(expense) from economic hedges on borrowings	-	-	-	-	-	-
Income/(expense) on cash and cash equivalents, and financial assets at fair value through income	-	14.2	14.2	-	2.5	2.5
Capitalized borrowing costs	-	-	-	-	-	-
Financial income (expense) relating to a financial debt or receivable restructuring	-	0.1	0.1	(0.1)	-	(0.1)
<b>Cost of net debt</b>	<b>(115.4)</b>	<b>34.1</b>	<b>(81.3)</b>	<b>(40.0)</b>	<b>5.4</b>	<b>(34.6)</b>

### 6.2 Other financial income and expenses

<i>(in millions of euros)</i>	June 30, 2023			June 30, 2022		
	Expenses	Income	Total	Expenses	Income	Total
Net interest expenses related to post employment and other long term benefits	(3.3)	-	(3.3)	(0.9)	-	(0.9)
Unwinding of discounting adjustment to long term provisions	-	3.0	3.0	(9.0)	-	(9.0)
Change in fair value of derivatives not included in net debt	-	6.7	6.7	-	-	-
Income from non-current financial assets at fair value through P&L / Non-recyclable equity	-	0.8	0.8	-	0.3	0.3
Other	(15.6)	16.7	1.1	(3.2)	5.7	2.5
<b>Other Financial Income and Expenses</b>	<b>(19.0)</b>	<b>27.2</b>	<b>8.2</b>	<b>(13.1)</b>	<b>6.0</b>	<b>(7.1)</b>

## Note 7 Income tax

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<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
<b>Net income</b>	<b>(73.2)</b>	<b>(7.9)</b>
- Share in net income of associates an joint veintures	87.0	79.7
- Income tax expense	(40.6)	(29.7)
<b>Income before tax and share in net income of fully consolidated entities</b>	<b>(119.6)</b>	<b>(57.9)</b>
Suez normative effective tax rate	-33.95%	-51.30%

The tax expense recognized in profit and loss for the period amounted to EUR (40.6) million. The effective tax rate is -33.95%, compared to the group's normative rate of 25.8%. This situation is notably induced by the absence of tax integration in France at the level of Suez S.A. The French entities belong to the tax integration group formed by Suez Holding (parent of Suez S.A.). In accordance with the tax integration agreements between them and Suez Holding and the tax rules in force, the losses incurred during a financial year by the subsidiaries during their period of membership of the Tax Integration Group are automatically transmitted to Suez Holding.

It should be noted that the recognized tax expense as at June 30, 2023, includes the CVAE (French tax) for an amount of EUR 3.5 million and the EGL tax in the United Kingdom for an amount of EUR 10 million.

Pursuant to the amendment to IAS12 Deferred Taxes Related to Assets and Liabilities Generated by a Single Transaction, deferred taxes on assets and liabilities varied by EUR 125.9 million. Indeed, it is necessary to recognize a deferred tax on the temporary differences related to IFRS16 rights of use and lease liabilities.

## Note 8 Goodwill, Intangible assets and Property, plant and equipment

<i>(in millions of euros)</i>	Goodwill	Intangible assets	Tangible assets	Total
<b>A. Gross amount</b>				
<b>At December 31, 2022</b>	<b>5,198.6</b>	<b>3,430.5</b>	<b>2,305.2</b>	<b>10,934.3</b>
Acquisitions	0.6	47.2	137.4	185.2
Disposals / Scrapping	-	0.3	(7.1)	(6.8)
Translation adjustments	(1.9)	(18.6)	27.2	6.7
Changes in scope of consolidation	53.0	(1.1)	28.2	80.1
Other	-	30.3	(1.1)	29.2
<b>At June 30, 2023</b>	<b>5,250.3</b>	<b>3,488.6</b>	<b>2,489.7</b>	<b>11,228.7</b>
<b>B. Accumulated depreciation and impairment</b>				
<b>At December 31, 2022</b>	<b>-</b>	<b>(296.7)</b>	<b>(230.8)</b>	<b>(527.5)</b>
Depreciation	-	(162.9)	(151.4)	(314.3)
Impairment losses	-	(0.2)	(2.1)	(2.3)
Disposals / Scrapping	-	0.8	0.8	1.6
Translation adjustments	-	(2.2)	(35.8)	(38.0)
Changes in scope of consolidation	-	(0.6)	7.9	7.3
Other	-	(5.2)	(1.0)	(6.2)
<b>At June 30, 2023</b>	<b>-</b>	<b>(467.0)</b>	<b>(412.5)</b>	<b>(879.5)</b>
<b>C. Carrying Amount</b>				
<b>At December 31, 2022</b>	<b>5,198.6</b>	<b>3,133.8</b>	<b>2,074.4</b>	<b>10,406.8</b>
<b>At June 30, 2023</b>	<b>5,250.3</b>	<b>3,021.6</b>	<b>2,077.3</b>	<b>10,349.2</b>

### 8.1 Goodwill

For all goodwill, in the absence of trigger events identified for the first half of 2023, no impairment was recognized as at June 30, 2023.

The change in scope is mainly related to the acquisition of SCORI in January 2023 representing EUR 40.0 million (provisional goodwill) on the IWS scope and the acquisition of Valor Pole 72 for EUR 13.0 million (provisional goodwill) on the R&V France scope (December 2022 acquisition).

Translation differences on goodwill were mainly recorded on the Hong Kong dollar (EUR (53.4 million)) and the British pound (EUR 54.3 million).

### 8.2 Intangible assets

Intangible asset movements on the first half of 2023 are mainly explained by:

- Investments for the period for EUR 47.2 million,
- Depreciation for the period for EUR 151.4 million.

Translation differences on the net value of intangible assets are mainly recorded on the yuan (EUR (16.4 million)). "Other" movements correspond to the application of IFRIC12 for several ongoing projects in the Czech Republic (EUR 22.7 million).

### 8.3 Property, plant and equipment

Movements in property, plant and equipment on the first half of 2023 are mainly explained by:

- Investments for the period for EUR 137.4 million,
- Depreciation and amortization for the period for EUR 162.9 million,
- Changes in scope with notably SCORI for EUR 14.1 million and Valor Pole 72 for EUR 8.8 million.

Translation differences on the net value of tangible fixed assets are mainly recorded on the yuan (EUR (9.9 million)).

## Note 9 Investments in joint-ventures and associates

### 9.1 Investments in joint-ventures

As at June 30, 2023, the most significant holdings are Chinese joint-ventures co-owned by the concession-granting local authorities. They represent 40 different legal entities including 3 entities representing more than 50% of the amount presented in equity investments in joint ventures.

<i>(in millions of euros)</i>	Carrying amount of investments in joint ventures		Share in net income/ (loss) of joint ventures	
	June 30, 2023	December 31, 2022	June 30, 2023	June 30, 2022
Chinese JVs	544.9	573.4	22.0	19.9
<i>of which Chongqing Sino French Water Supply Co. Ltd.</i>	146.0	152.9	7.3	7.9
<i>of which Jiangsu Sino French Water Co. Ltd.</i>	88.9	91.6	3.5	2.6
<i>of which Chongqing Sino French Tangjiatuo Wastewater Treatment Co. Ltd.</i>	72.0	78.0	1.3	1.0
Other	50.8	47.3	(1.6)	-
<b>Total</b>	<b>595.7</b>	<b>620.7</b>	<b>20.4</b>	<b>19.9</b>

  

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Net income	20.4	19.9
Other comprehensive income (OCI)	(38.2)	18.3
<b>Comprehensive income</b>	<b>(17.8)</b>	<b>38.2</b>

### 9.2 Investments in associates

Investments and share of profit in associates break down as follows:

<i>(in millions of euros)</i>	Carrying amount of investments in associates		Share in net income/ (loss) of associates	
	June 30, 2023	December 31, 2022	June 30, 2023	June 30, 2022
Acea Group	871.4	883.8	29.8	32.7
Suyu Group	644.7	673.5	20.4	20.5
Other	394.7	422.9	16.4	6.6
<i>of which R&amp;V France</i>	162.5	160.1	3.1	6.2
<i>of which Asia</i>	70.4	98.3	3.3	0.9
<i>of which SES</i>	47.2	47.0	0.2	0.5
<b>Total</b>	<b>1,910.8</b>	<b>1,980.2</b>	<b>66.6</b>	<b>59.8</b>

  

<i>(in millions of euros)</i>	June 30, 2023	June 30, 2022
Net income	66.6	59.8
Other comprehensive income (OCI)	(52.4)	34.3
<b>Comprehensive income</b>	<b>14.2</b>	<b>94.1</b>

The most significant holdings in associated companies are the Acea and Suyu groups.

The Acea Group, 23.33% owned by the Suez Group, is listed on the Milan Stock Exchange. As at June 30, 2023, the carrying amount of Acea in the Group's statement of financial position is EUR 871.4 million (December 31, 2022: EUR 883.8 million). This value considers the impacts related to the allocation of the purchase price (recognition of customer relationships and revaluation of patents in particular). The equivalent market value of the Acea Group amounts to EUR 595.2 million (EUR 642.0 million at the end of December 2022); nevertheless, no impairment loss was recorded in the Suez Group's accounts at 30 June 2023, taking into account the result of the impairment tests carried out at December 31, 2022, which were not called into question as at June 30, 2023.

## Note 10 Financial assets and liabilities

The different categories of financial assets and liabilities are as follows:

(in millions of euros)	June 30, 2023			December 31, 2022		
	Non-current	Current	Total	Non-current	Current	Total
<b>Non-current financial assets at fair value through P&amp;L / Non-recyclable equity</b>	<b>53.4</b>	<b>-</b>	<b>53.4</b>	<b>72.2</b>	<b>-</b>	<b>72.2</b>
<b>Loans and receivables carried at amortized cost</b>	<b>289.9</b>	<b>3,526.7</b>	<b>3,816.6</b>	<b>215.4</b>	<b>3,076.1</b>	<b>3,291.5</b>
Loans and receivables carried at amortized cost (excluding trade and other receivables)	289.9	182.4	472.3	215.4	235.0	450.4
Trade and other receivables	-	3,344.3	3,344.3	-	2,841.1	2,841.1
<b>Financial assets measured at fair value</b>	<b>18.4</b>	<b>12.2</b>	<b>30.6</b>	<b>11.2</b>	<b>58.9</b>	<b>70.1</b>
Derivative financial instruments	18.4	7.6	26.0	11.2	58.9	70.1
Financial assets measured at fair value through income	-	4.6	4.6	-	-	-
<b>Financial assets</b>	<b>361.7</b>	<b>3,538.9</b>	<b>3,900.6</b>	<b>298.8</b>	<b>3,135.0</b>	<b>3,433.8</b>
<b>Cash and cash equivalents</b>	<b>-</b>	<b>1,353.5</b>	<b>1,353.5</b>	<b>-</b>	<b>1,766.2</b>	<b>1,766.2</b>
Liquid financial investments	-	-	-	-	-	-
Other cash and cash equivalents	-	1,353.5	1,353.5	-	1,766.2	1,766.2
<b>Financial assets and cash</b>	<b>361.7</b>	<b>4,892.4</b>	<b>5,254.1</b>	<b>298.8</b>	<b>4,901.2</b>	<b>5,200.0</b>
<b>Financial debt</b>	<b>5,677.2</b>	<b>173.1</b>	<b>5,850.3</b>	<b>5,700.5</b>	<b>118.1</b>	<b>5,818.6</b>
Bond issues	4,300.0	-	4,300.0	4,300.0	-	4,300.0
Draw downs on credit facilities	13.9	-	13.9	14.8	-	14.8
Other bank borrowings	1,317.8	50.0	1,367.8	1,336.5	21.2	1,357.7
Other borrowings	79.8	22.1	101.9	84.9	33.4	118.3
Overdrafts and current cash accounts	-	50.0	50.0	-	24.3	24.3
Impact of measurement at amortized cost	(34.3)	51.0	16.7	(35.7)	39.2	3.5
Impact of fair value hedge	-	-	-	-	-	-
<b>Lease liabilities</b>	<b>397.1</b>	<b>151.0</b>	<b>548.1</b>	<b>404.1</b>	<b>144.5</b>	<b>548.6</b>
<b>Derivative financial instruments</b>	<b>0.9</b>	<b>37.9</b>	<b>38.8</b>	<b>16.6</b>	<b>20.8</b>	<b>37.4</b>
Debt-related derivatives	-	29.9	29.9	-	5.0	5.0
Derivative hedging commodities	-	-	-	-	-	-
Derivative hedging other items <sup>(a)</sup>	0.9	8.0	8.9	16.6	15.8	32.4
<b>Trade and other payables</b>	<b>-</b>	<b>2,235.9</b>	<b>2,235.9</b>	<b>-</b>	<b>2,434.7</b>	<b>2,434.7</b>
Trade payables	-	2,066.2	2,066.2	-	1,794.4	1,794.4
Payables on fixed assets <sup>(b)</sup>	-	169.7	169.7	-	640.3	640.3
<b>Other financial liabilities</b>	<b>3.6</b>	<b>-</b>	<b>3.6</b>	<b>3.0</b>	<b>-</b>	<b>3.0</b>
<b>Financial liabilities</b>	<b>6,078.8</b>	<b>2,597.9</b>	<b>8,676.7</b>	<b>6,124.2</b>	<b>2,718.1</b>	<b>8,842.3</b>

(a) Includes derivative financial instruments corresponding to the future rate portion of derivatives relating to net debt for an amount of EUR 0.8 million non-current and EUR 3.7 million current.

(b) Payment of EUR 404.3 million following the redemption of intra-group loans and current accounts from 2022 to Veolia.

### 10.1 Net debt

(in millions of euros)	June 30, 2023			December 31, 2022		
	Non-current	Current	Total	Non-current	Current	Total
Outstanding borrowings	5,711.5	122.1	5,833.6	5,736.2	78.9	5,815.1
Impact of measurement at amortized cost <sup>(a)</sup>	(34.3)	51.0	16.7	(35.7)	39.2	3.5
Impact of fair value hedge <sup>(b)</sup>	-	-	-	-	-	-
<b>Borrowings and debts</b>	<b>5,677.2</b>	<b>173.1</b>	<b>5,850.3</b>	<b>5,700.5</b>	<b>118.1</b>	<b>5,818.6</b>
<b>Lease liabilities</b>	<b>397.1</b>	<b>151.0</b>	<b>548.1</b>	<b>404.1</b>	<b>144.5</b>	<b>548.6</b>
Debt-related derivatives under liabilities <sup>(c)</sup>	-	29.9	29.9	-	5.0	5.0
<b>Gross debt</b>	<b>6,074.3</b>	<b>354.0</b>	<b>6,428.3</b>	<b>6,104.6</b>	<b>267.6</b>	<b>6,372.2</b>
Financial assets measured at fair value through income excluding financial derivative instruments	-	(4.6)	(4.6)	-	-	-
Cash management assets	-	-	-	-	-	-
Other cash and cash equivalents	-	(1,353.5)	(1,353.5)	-	(1,766.2)	(1,766.2)
Debt-related derivatives under assets <sup>(c)</sup>	-	(5.2)	(5.2)	-	(16.7)	(16.7)
<b>Net cash</b>	<b>-</b>	<b>(1,363.3)</b>	<b>(1,363.3)</b>	<b>-</b>	<b>(1,782.9)</b>	<b>(1,782.9)</b>
<b>Net debt</b>	<b>6,074.3</b>	<b>(1,009.3)</b>	<b>5,065.0</b>	<b>6,104.6</b>	<b>(1,515.3)</b>	<b>4,589.3</b>
Outstanding borrowings	5,711.5	122.1	5,833.6	5,736.2	78.9	5,815.1
Lease liabilities	397.1	151.0	548.1	404.1	144.5	548.6
Financial assets measured at fair value through income excluding financial derivative instruments	-	(4.6)	(4.6)	-	-	-
Cash management assets	-	-	-	-	-	-
Other cash and cash equivalents	-	(1,353.5)	(1,353.5)	-	(1,766.2)	(1,766.2)
<b>Net debt excluding amortized cost and impact of derivative financial instruments</b>	<b>6,108.6</b>	<b>(1,085.0)</b>	<b>5,023.6</b>	<b>6,140.3</b>	<b>(1,542.8)</b>	<b>4,597.5</b>

(a) This item comprises accrued interest on gross financial debt and premiums and costs for setting up borrowings still to be written off.

(b) This item corresponds to the revaluation of the rate component of hedged debt as part of a fair value hedging strategy.

(c) This is the fair value of debt derivatives, whether qualified as hedging.

At as June 30, 2023, the change in net financial debt was an increase of EUR 475.7 million, mainly related to:

- the payment in cash of dividends paid to minority shareholders of subsidiaries amounting to EUR 27.8 million;
- the payment of the price adjustment and the earn out for the acquisition of the new Suez on January 31, 2022, for EUR 405.2 million;
- capital increase related to the "GO Suez" employee share ownership plan for EUR 97.2 million;
- the payment of collateral cash for GO suez of EUR 84.6 million;
- foreign exchange impacts, which contributed EUR 11.5 million to the reduction in financial debt;
- to the cash requirement generated by the Group's activities for an amount of EUR 31.6 million.

## 10.2 Financial liabilities

(in millions of euros)	December 31, 2022	Non cash flows				Other	June 30, 2023
		Cash flows	Forex effect	Scope effect	Change in fair value and amortized cost		
Bond issues	4,300.0	-	-	-	-	-	4,300.0
Draw downs on credit facilities	14.8	(0.9)	-	-	-	-	13.9
Other bank borrowings	1,357.7	10.3	(7.1)	6.0	-	0.9	1,367.8
Other borrowings	118.3	(23.1)	(1.6)	3.2	-	5.1	101.9
Overdrafts and current cash accounts	24.3	21.2	0	4.7	-	(0.2)	50.0
<b>Outstanding financial debt</b>	<b>5,815.1</b>	<b>7.5</b>	<b>(8.7)</b>	<b>13.9</b>	<b>-</b>	<b>5.8</b>	<b>5,833.6</b>
Impact of measurement at amortized cost	3.5	0.8	0.1	-	14.1	(1.8)	16.7
Impact of fair value hedge	-	-	-	-	-	-	-
<b>Borrowings and debt</b>	<b>5,818.6</b>	<b>8.3</b>	<b>(8.6)</b>	<b>13.9</b>	<b>14.1</b>	<b>4.0</b>	<b>5,850.3</b>
Lease liabilities	548.6	(87.0)	1.0	(3.9)	(22.9)	112.3	548.1

Other borrowings include financial debt to Veolia corresponding to outstanding economic transfers as at June 30, 2023, for an amount of ERU 22.6 million compared to EUR 37.7 million as at December 31, 2022.

The fair value of financial liabilities amounted to EUR 5,714.9 million as at June 30, 2023, for a net carrying amount of EUR 5,850.3 million.

## 10.3 Fair value of financial instruments by level

### 10.3.1 Financial assets

#### Fair value equity instruments

Listed securities are recognized in the consolidated statements of financial position at fair value for EUR 5.2 million as at June 30, 2023. Their fair values determined based on stock market prices on that date are level 1.

Unlisted securities, with a value of EUR 48.2 million as at June 30, 2023, are valued using valuation models based primarily on recent transactions, discounted dividends or cash flows and net asset value (level 3 fair value).

As at June 30, 2023, the change in equity instruments at Level 3 fair value is as follows:

(in millions of euros)	Non-current financial assets at fair value through Non-recyclable equity	Non-current financial assets at fair value through P&L
<b>At December 31, 2022</b>	<b>43.7</b>	<b>23.2</b>
Acquisitions	0.4	-
Net book value of disposals	-	(2.9)
Changes in fair value posted to equity as other comprehensive income	(0.2)	-
Changes in fair value posted to income statement	-	2.4
Changes in scope, exchange rates and other	(2.6)	(15.8)
<b>At June 30, 2023</b>	<b>41.3</b>	<b>6.9</b>

The net value of unlisted securities does not constitute a significant homogeneous amount that can be presented separately.



### Loans and receivables at amortized cost (excluding customers and other accounts receivable)

Loans and receivables at amortized cost (excluding customers and other accounts receivable), with a carrying amount as at June 30, 2023, of EUR 472.3 million, may include items in a fair value hedging relationship. As at June 30, 2023, no coverage was put in place.

### Derivative financial instruments

The portfolio of derivative financial instruments used by the Group as part of its risk management consists mainly of interest rate and foreign exchange swaps, as well as forward purchases and sales of foreign currency. It is carried at fair value as at June 30, 2023, for EUR 30.6 million. The fair value of substantially all these contracts is determined using internal valuation models based on observable data. These instruments are presented in level 2.

### Financial assets measured at fair value by profit or loss (excluding equity instruments)

Financial assets measured at fair value by profit or loss, amounting to EUR 4.6 million as at June 30, 2023, are considered level 2. Indeed, their fair value is determined from observable data.

## 10.3.2 Financial liabilities

The fair value of financial liabilities and financial instruments held on the liabilities is distributed among the different levels of fair value as follows:

<i>(in millions of euros)</i>	June 30, 2023				December 31, 2022			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Financial debt	5 714.9	4 119.0	1 595.9	-	5 550.8	3 990.6	1 560.2	-
Derivative financial instruments	38.8	-	38.8	-	37.4	-	37.4	-
Debt-related derivatives	29.9	-	29.9	-	5.0	-	5.0	-
Derivatives hedging commodities	-	-	-	-	-	-	-	-
Derivatives hedging other items	8.9	-	8.9	-	32.4	-	32.4	-
Total					5,588.2	3,990.6	1,597.6	-

### Financial debts

Only listed bonds issued by Suez are presented in level 1. The other borrowings are presented in level 2. All these loans are evaluated in particular taking into account interest rate risk (interest rate component); their fair value is determined on the basis of observable data.

### Derivative financial instruments

Refer to the description in Note 10.3.1 to justify the fair value level.

## Note 11 Shareholders' equity

### 11.1 Equity Management

Suez seeks to continuously optimize its financial structure by balancing its net financial debt with its total equity as reported in the consolidated statement of financial position. The Group's main objective in terms of managing its financial structure is to maximize shareholder value, reduce the cost of capital, maintain a good rating while ensuring the desired financial flexibility to seize value-creating external growth opportunities. The Group manages its financial structure and adjusts in light of changing economic conditions.

### 11.2 Standalone share capital

As of June 30, 2023, the standalone share capital of Suez S.A. consists of 6,324,968,822 ordinary shares and 51,800,662 preference shares with a nominal value of EUR 0.01. Of this number of shares, 146,096,556 ordinary shares and 51,800,662 preference shares are considered debt instruments in the consolidated financial statements.

	Value (in millions of euros)				
	Number of shares	Ordinary shares	Preference shares	Share capital	Additional paid-in capital
Number of shares composing stand alone share capital	6,272,840,147	6,221,039,485	51,800,662	62.7	6,155.1
Employee share ownership (reclassification as debt instruments)	(94,967,881)	(43,167,219)	(51,800,662)	(1.0)	(42.7)
<b>At December 31, 2022</b>	<b>6,177,872,266</b>	<b>6,177,872,266</b>	-	<b>61.7</b>	<b>6,112.4</b>
Capital increase of January 6, 2023 <sup>(a)</sup>	102,929,337	102,929,337	-	1.0	96.2
Employee share ownership (reclassification as debt instruments)	(102,929,337)	(102,929,337)	-	(1.0)	(96.2)
Capital increase of June 5, 2023 <sup>(b)</sup>	1,000,000	1,000,000	-	0.0	1.0
Previous years retain earning allocation					(62.4)
2022 profit allocation					(243.0)
<b>At June 30, 2023</b>	<b>6,178,872,266</b>	<b>6,178,872,266</b>	-	<b>61.7</b>	<b>5,808.0</b>

(a) On January 6, 2023, as part of the "Go Suez Classique" and "Go Suez Multiple" employee share ownership plan described in note 13.2, a capital increase was carried out by issuing ordinary shares for a total amount of 97.2 million including issue premiums. These ordinary shares are considered debt instruments and not equity instruments and as such are not recognized as part of the consolidated equity of the group.

(b) Completion in June 2023 of a capital increase with cancellation of preferential subscription rights for the benefit of the Chairman and Chief Executive Officer of the group, for an amount of EUR 1 million, including the issue premium.

In accordance with the resolutions voted by the General Meeting of Suez S.A. on June 15, 2023, no dividend was paid during the first half of 2023.

### 11.3 Non-controlling interests

The "Non-controlling Interests" amounted to EUR 399.1 million as at June 30, 2023 and are broken down as follows:

(in millions of euros)	June 30, 2023	December 31, 2022
Asie pacifique - Macau Water & Shanghai Chemicals industrial	148.1	143.4
Nuove Acque	61.8	62.1
SUEZ WTS (Prospect) Holdings Pty Ltd	59.6	63.9
Boone Comenor	54.0	51.8
Czech Republic	47.1	47.2
Enviroserv	11.9	16.2
Other	16.6	32.4
<b>TOTAL</b>	<b>399.1</b>	<b>417.0</b>

Most of the non-controlling interests come from the acquisition of the Suez activities from Veolia completed on January 31, 2022.

The Asia Pacific line corresponds to (i) the 25% minority of the Macao Water company which manages the water supply concession contract with the Government of Macao SAR to provide the city with all water management services and (iii) the 50% minority of Shanghai Chemical Industrial Park SFWD, company responsible for industrial water supply and wastewater treatment for Shanghai Chemical Industry Park. The EUR 148.1 million of minority interests presented above includes EUR 75.3 million of revaluation of the minority stake in connection with the work carried out on the allocation of the purchase price.

The Nuove Acque line corresponds to the minority interests represented by the public shareholders of Nuove Acque for 53.84%. It is also owned by private shareholder Intesa Aretina Scarl for 46.16%. Intesa Aretina Scarl is 61% owned by the Suez Group. Nuove Acque S.p.A. was created in 1999 to manage the integrated water service in A.T.O. (Ambito Territoriale Ottimale) n° 4 Alto Valdarno, which includes 30 municipalities in the province of Arezzo and 5 in the province of Siena.

The Prospect Water Partnership line corresponds to UniSuper's 49% minority interest. Operated by SUEZ since 1993, under an extended build-operate-transfer contract that currently runs until 2035, the PWF is Australia's largest water filtration plant and provides drinking water to 85% of Sydney's population, or approximately four million inhabitants.

The Boone Comenor line corresponds to minority interests in all the entities of the Boone Comenor Metalimpex joint venture, 67% owned by Suez and by Renault for the remaining 33%.

The Czech Republic line corresponds to minority interests in Czech entities (50% owned by Suez) as well as the amount allocated to minority shareholders in revaluations recorded as part of the purchase price allocation (EUR 35.6 million). The Enviroserv line corresponds to the 49% acquired by Suez's partners (RBH and AIIM).

## Note 12 Provisions

<i>(in millions of euros)</i>	December 31, 2022	Scope effects	Allowances	Reversals (utilizations)	Reversals (surplus provisions)	Impact unwinding discount adjustments <sup>(a)</sup>	Translation adjustments	Other	June 30, 2023
Post-employment benefit obligations and other long-term	250.7	0.1	6.4	(14.8)	0.1	3.3	(0.3)	(1.0)	244.5
Sector-related risks	16.4	-	0.3	(0.9)	-	-	-	(0.6)	15.2
Warranties	5.9	1.1	4.9	(4.4)	-	-	-	-	7.5
Tax risks, other disputes and claims	36.2	(0.1)	5.1	(8.9)	-	-	0.1	(0.1)	32.3
Site restoration <sup>(b)</sup>	710.6	-	12.8	(11.0)	-	(7.6)	1.3	-	706.1
Restructuring costs	13.7	0.4	0.5	(3.7)	-	-	-	-	10.9
Other contingencies <sup>(c)</sup>	133.1	1.6	28.6	(19.7)	-	0.1	0.4	5.6	149.7
<b>Total Provisions</b>	<b>1,166.6</b>	<b>3.1</b>	<b>58.6</b>	<b>(63.4)</b>	<b>0.1</b>	<b>(4.2)</b>	<b>1.5</b>	<b>3.9</b>	<b>1,166.2</b>
Total current provisions	119.3	1.6	25.0	(30.7)	-	0.1	0.3	(0.6)	114.9
Total non-current provisions	1,047.3	1.5	33.5	(32.5)	0.1	(4.3)	1.3	4.6	1,051.4

(a) The discount effect on post-employment and other long-term benefits is the interest expense calculated on the net amount of pension liabilities and the fair value of cover assets, in accordance with revised IAS 19, as well as the change in the rates used to calculate the long-term provision described in Note 12.4.

(b) Site restoration provisions include provisions for decommissioning and provisions for site remediation.

(c) See Note 12.5.

Provisions amounted to EUR 1,166.2 million as at June 30, 2023, compared to EUR 1,166.6 million as at December 31, 2022, i.e. a variation of EUR (0.4) million.

The change in provisions is mainly explained by the endowments and reversals for EUR (4.8) million, as well as by the discount for EUR (4.2) million.

The flows of provisions, reversals and changes related to the discounting of provisions presented in the table above are broken down as follows in the consolidated income statement as at June 30, 2023:

<i>(in millions of euros)</i>	<b>Net (reversals)2023</b>
Income from operating activities	(4.2)
Other financial income and expenses	(4.2)
Income tax expense	(0.5)
<b>Total</b>	<b>(8.9)</b>

The analysis by nature of provisions and the principles applicable to their calculation are set out below.

### 12.1 Post-employment and other long-term benefits

Post-employment benefits mainly varied due to allocations of EUR 6 million, and recoveries of EUR (14.8) million, of which EUR (3.3) million related to the inclusion of pension reforms in France.

### 12.2 Sector risks

Provisions for sectoral risks mainly cover risks on holdings and guarantees given in connection with disposals and the involvement of which has become probable.

As at June 30, 2023, provisions for sectoral risks amounted to EUR 15.2 million. They mainly include the provision related to the Somerset contract in the United Kingdom for EUR 13.9 million.

### 12.3 Tax risks, other disputes, and claims

This item includes provisions related to ongoing proceedings, concerning staff or social organizations (adjustment on social security contributions, etc.), ongoing litigation relating to the Company's normal activity (customer complaints, supplier disputes), tax adjustments and tax disputes.

The Group is engaged in the normal course of its business in several disputes and arbitrations with third parties or with the tax authorities of certain countries. Provisions are made for such disputes and arbitrations where there is an obligation (statutory, contractual, or implied) to a third party at the balance sheet date, it is likely that a non-required outflow of resources is necessary to extinguish the obligation, and the amount of such outflow of resources can be estimated with sufficient reliability.

The amount of the provisions made in this respect as at June 30, 2023, amounts to EUR 32.3 million, including:

- EUR 13.9 million for numerous disputes on markets and contracts in France and the United Kingdom
- EUR 9.2 million for tax litigation excluding corporate tax,
- EUR 9.2 million relating to disputes against staff and social organizations, mainly in France

### 12.4 Site reconstruction

The European Directive of June 1998 on waste storage sites introduced obligations in terms of closure and long-term monitoring of these sites. These obligations imposed on the holder of the operating order (or failing that, on the owner of the land in the event of failure of the operator) set rules and conditions to be observed in terms of the design and dimensioning of storage, collection, and treatment centres for liquid (leachate) and gaseous (biogas) effluents and establish a thirty-year monitoring of these sites.

These provisions of two types (redevelopment and long-term monitoring) are calculated site by site and are constituted during the operating life of the site in proportion to the consumption of the excavation vacuum (attachment of loads and products). These costs, which will have to be incurred during the closure of the site or during the long-term monitoring period (generally 30 years in the European Union after the closure of the site, 20 years in France pursuant to the ministerial decree of 15 February 2016 followed by a monitoring period of 5 years renewable and 60 years in Great Britain) are subject to an update. An asset is recognized against the provision. It is amortized at the rate of the consumption of the excavation vacuum or the need for cover, in the exercise.

The calculation of the provision for redevelopment (when the storage center closes) depends on the type of cover chosen: semi-permeable, semi-permeable with drain, or waterproof. This choice has a significant impact on the level of future leachate production and therefore on the future costs of treating this effluent. The calculation of this provision requires an assessment of the cost of redevelopment of the surface remaining to be covered. The provision recorded in the statement of financial position at the end of the period must allow the redevelopment of the part not yet treated (difference between the filling rate and the percentage of the surface of the site already redeveloped). Each year, the provision is revalued based on the work carried out and those to be carried out.

The calculation of the provision for long-term monitoring depends on the costs associated with the production of leachate and biogas. The main items of long-term follow-up expenditure are:

- the construction of infrastructure (biogas recovery unit, leachate treatment plant) and demolition work of facilities used during the operating period;
- maintenance and repair of cover and infrastructure (surface water collection);
- control and monitoring of surface water, groundwater and leachate;
- replacement and repair of control points (piezometers);
- leachate treatment costs;
- expenses related to the collection and treatment of biogas.

The provision for long-term monitoring to be included in the statement of consolidated financial position at the end of the period is based on the occupancy rate of the storage facility at the end of the period, the estimated total expenses per year and per item (based on standard or specific costs), the estimated date of closure of the site and the discount rate used for each site (based on its remaining life).

As at June 30, 2023, these provisions mainly concern R&V France entities for EUR 567 million, Suez R&R UK for EUR 87 million, IWS for EUR 40 million and EnviroServ entities for EUR 12 million.

## 12.5 Other risks

This item mainly includes provisions for miscellaneous risks related to personnel, the environment and various business risks. As at June 30, 2023, these mainly include:

- a provision of EUR 62.8 million for the reinsurance business at Suez Ré, as well as EUR 14.1 million for termination losses, mainly in the United Kingdom;
- provisions for the risk of dismantling covered facilities amounting to EUR 6 million at IWS and R&V France amounting to EUR 1.7 million;
- provisions for miscellaneous risks, including EUR 20.6 million for R&V France, EUR 7.8 million for Australia and EUR 6.9 million for AMECAI.

## Note 13 Share-based payments

The amounts recorded for share-based payments are as follows:

<i>(in millions of euros)</i>	Note	(Expense) for the period 2023	(Expense) for the period 2022
Free share allocation plans	13.1	(3.9)	-
Employees share issues	13.2	(13.5)	-
<b>Total</b>		<b>(17.4)</b>	-

These expenses are accounted for in accordance with IFRS 2.

### 13.1 Performance share and unit plans

On July 20, 2022, the Board of Directors of Suez S.A., making use of the delegation granted by the Annual General Meeting of June 28, 2022, decided to allocate free performance shares to certain employees and/or corporate officers of Suez Group companies. This plan covers a maximum number of 19,863,314 shares (which may be increased to a maximum of 26,929,121 shares in the event of outperformance), the acquisition of which is subject to a presence condition and several performance conditions.

The definitive acquisition of these shares can only take place at the end of a three-year vesting period (from the date of the Board of Directors that decided to implement the plan) followed by a retention period of two years from the date of delivery of the shares. The number of shares definitively acquired will depend on the achievement of various performance conditions assessed over 3 years:

- financial performance conditions (evolution of EBITDA and *Free Cash Flow*) for 80%;
- 3 conditions related to Corporate Social Responsibility for 20%.

The movements that occurred during the year relating to this free share allocation plan are as follows:

	<b>Number of shares</b>
Number of shares awarded by the Board	19,008,814.0
Number of shares cancelled in 2022	523,099.0
Number of shares cancelled during the period	459,852.0
Number of shares awarded as of June 30, 2023	18,025,863.0

The liquidity of the shares, from their delivery, will be ensured by Suez S.A. This plan qualifies, according to IFRS2, as a *cash settled plan*. As a result, the group recognizes a staff expense over the vesting period in return for a liability measured at fair value at the award date and at each closing until settlement date, the change in the fair value of the liability being recognized in profit or loss.

The fair value as at June 30, 2023, was determined on the basis of a fair value of the share of EUR 1.08 (December 31 2022: EUR 1); It amounts to EUR 22.8 million including social charges (EUR 19.5 million excluding social security contributions). The liability recognized under this plan as at June 30, 2023, is EUR 7.2 million and the expense recognized as at June 30, 2023, amounts to EUR 3.9 million including social charges ( EUR 3.4 million excluding social charges).

## 13.2 Employee share issues

The expense recognized as at June 30, 2023 under employee share ownership plans breaks down as follows:

<i>(in millions of euros)</i>	<b>(Expense) for the period</b> 2023	<b>(Expense) for the period</b> 2022
(i) GO SUEZ Plan - Reinvest formula	(4.3)	-
(ii) GO SUEZ Plan - Classique formula	(1.4)	-
(iii) GO SUEZ Plan - Multiple formula	(7.8)	-
<b>Total</b>	<b>(13.5)</b>	<b>-</b>

As part of the implementation of an employee share ownership plan, the Board of Directors of Suez S.A. on July 17, 2022 decided to proceed with a capital increase in favor of the Group's employees and executive officers by issuing new matching ordinary shares, according to the various formulas of the employee share ownership plan, the free allocation of preference shares (hereinafter "ADP") or warrants (hereinafter "BSA").

Employee investment is made through the Go Suez Corporate Mutual Fund (hereinafter the "FCPE").

The main characteristics of the plans put in place and the issuance of shares and other associated instruments are detailed below.

	<b>Go Suez Reinvest</b>	<b>Go Suez Classic</b>	<b>Go Suez Multiple</b>
Summary of the plan	At the end of the 5-year lock-up period or in the event of an early exit, if the price of the Suez share is higher than the reference price of EUR 1, the value of the assets will be equal to the initial investment plus 2.2 times the capital gain on the Suez share.  Dividends attached to common shares are automatically reinvested in the CIPF resulting in the issuance of new units.	At the end of the 5-year lock-up period or in the event of an early exit, the amount of the redemption will correspond to the price of the Suez share.  Dividends attached to common shares are automatically reinvested in the CIPF resulting in the issuance of new units.	This plan guarantees the beneficiary, at maturity, to recover 100% of his personal contribution. If at the end of the 5-year lock-up period, the price of the Suez share is higher than the reference price of the Suez share set at EUR 1, the gain will be equal to 7.2 times the difference. As a guarantee of the personal contribution and the multiplier effect, the beneficiaries renounce any dividends.
Main characteristics of the emissions set by the Board of Directors	Subscription of ordinary shares at a price of EUR 1. For each ordinary share subscribed is allocated 1.2 preference shares	Subscription of ordinary shares at a price of EUR 1 after deduction of a 20% cash discount, i.e. EUR 0.8 per share. A cash contribution paid by the employer completes the employees' subscription	Subscription of ordinary shares at a price of EUR 1 after deduction of a cash discount of 2.41%, i.e. EUR 0.9759 per share.  The beneficiary's investment capacity is increased by a bank supplement of 8.759 times his personal contribution.  For each ordinary share subscribed is allocated 0.72 warrants
Subscription period	From 27 September 2022 to 2 November 2022	From 25 November 2022 to 8 December 2022	From 25 November 2022 to 8 December 2022
Date of capital increase	December 2, 2022	January 6, 2023	January 6, 2023
Amount of subscriptions (cash received / cash receivable)	43 167 219	14 634 329 <sup>(1)</sup>	82 596 688
Number of common shares issued	43 167 219	18 292 912	84 636 426
Number of preference shares issued	51 800 662	-	-
Number of warrants issued	-	-	60 938 226

1. Contribution paid in cash by the employer included



To enable the FCPE to satisfy the cases of early release and, if necessary, to redeem the assets that have become available, Suez S.A. has undertaken to ensure the liquidity of the FCPE by repurchasing all the securities and ordinary shares that may result from the conversion of the instruments issued.

This plan qualifies, according to IFRS2, as a *cash settled plan*. As a result, the group recognizes a staff expense in return for a liability measured at fair value, a liability that is revalued at each closing date until the settlement date, with the change in the fair value of the liability recognized in profit or loss.

As at December 31, 2022, the recognized liability (company debt), corresponding to the number of instruments issued measured at their fair value at the balance sheet date (fair value of an ordinary share valued at EUR 1 and fair value of a preference share and a warrant valued at EUR 0.2442), amounted to EUR 173.6 million. As at June 30, 2023, this liability has been revalued on the basis of a fair value of one share of EUR 1.08 and a fair value of one preference share and a warrant of EUR 0.2637, i.e. an amount of EUR 185.1 million. The expense recorded over the period thus amounted to EUR 13.5 million.

## Note 14 Related-party transactions

Significant transactions between the Group and its related parties are presented in accordance with IAS 24.

### 14.1 Transactions with joint-ventures and associates

These transactions concern transactions with associated companies and joint ventures of the Suez Group. The amounts of the transactions carried out during the first half of 2023 with these companies are presented below:

<i>(in millions of euros)</i>		June 30, 2023	<i>(in millions of euros)</i>		June 30, 2023
Transactions with associates			Transactions with joint-ventures		
<b>Profit / (losses)</b>		<b>7.1</b>	<b>Profit / (losses)</b>		<b>(7.2)</b>
	SENEAU	3.1		France PLASTIQUE RECYCLAGE	3.8
	ROANNE BIOENERGIE	1.1		STV TRI	(8.5)
	Aquasure Holdings	1.0		Nanchang Shuanggang Water Supply CO. LTD.	(1.7)
	BIOENERGY	0.8		Shenzhen Expressway SUEZ Environment Company LTD	(1.0)
	Autres	1.1		Autres	0.2
<b>Receivables / Loans</b>		<b>72.8</b>	<b>Receivables / Loans</b>		<b>43.0</b>
	Aquasure Holdings	30.1		France PLASTIQUE RECYCLAGE	28.0
	SENEAU	18.4		RE-SOURCE INDUSTRIES HOLDING	11.4
	SCP SITA Waste Services Co. Ltd.	16.0		Jiangsu Water Company Limited	1.4
	Wuhan Sino French Water Company Limited	2.1		Qingdao Sino French Hairun Water Supply Co. Ltd.	0.9
	Autres	7.9		Autres	1.3
<b>Liabilities</b>		<b>0.0</b>	<b>Liabilities</b>		<b>12.8</b>
				STV TRI	8.2
				CBSE	3.2
				SOCIETE DES EAUX DU DISTRICT URBAIN DE DINAN	1.0
				Autres	0.4

### 14.2 Transactions with key executives

The main executives are understood as the members of the Board of Directors and/or the Executive Committee of Suez S.A. present on June 30, 2023.

**Direct remuneration:** The remuneration paid (excluding employers' contributions) during the 2023 financial year to the main managers amounted to EUR 1.7 million, corresponding solely to the basic remuneration. In addition, a charge of EUR 1.6 million was recorded for variable compensation provisioned as at June 30, 2023.

**Short-term benefits:** None.

**Post-employment benefits:** The amount of contributions paid by the group during the year under supplementary defined contribution pension schemes (Article 83 and Article 82) to key managers amounted to EUR 0.2 million.

**Free shares:** the directors present as at June 30, 2023 had 2,348,148 performance free shares, the conditions of acquisition of which are presented in Note 13.1. The expense recognised for share-based payments in 2023 amounts to EUR 0.5 million (excluding social security contributions).

There are no service-type transactions between the main managers and entities of the group.

## Note 15 Post-closing events

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The main post-closing events are as follows:

- Airex Energy, Groupe Rétabec and Suez announced the creation of Canada's first industrial biochar production plant in Port-Cartier. The first phase will be commissioned in 2024 and will have an initial production capacity of 10,000 tons per year. By 2026, annual production capacity will triple to make it the largest biochar plant in North America, and one of the largest in the world. This is the first achievement resulting from the partnership between Suez and Airex Energy to produce 350,000 tons of biochar by 2035.
- Completion of the exits of activities in Mexico classified as assets to be disposed of in the consolidated financial statements as at June 30, 2023, for an amount of EUR 10.1 million.
- Acquisition by Suez Organique on July 19, 2023, of two entities (Sotreco and Nextri) for an amount of EUR 15 million.
- Acquisition of a 100% stake (previously 33%) in MEV, a subsidiary of Suez Organique, on July 21, 2023, for an amount of EUR 10 million.

