

Press Release

Paris, September 18, 2015

Veolia announces the launch of an employee shareholding plan

Veolia Environnement announces the launch of a new shareholding plan for the Group's employees. This transaction, which is offered to approximately 120,000 Group employees in 20 countries, aims to associate employees with the Group's development and performance. The settlement-delivery of the new shares to be issued should take place on December 17, 2015.

The main terms and conditions of this transaction are described hereafter.

Issuer

Veolia Environnement, a société anonyme (public limited company) governed by French law
Listing: Euronext Paris (France)
Common share ISIN: FR0000124141 VIE

Purpose of the transaction

This shareholding plan, which is in line with the policy of developing employee shareholding within the Group, will be launched in 20 countries. Through this transaction, Veolia wishes to associate its employees in France and abroad with the Group's development even more closely.

Content of the transaction – Securities offered

The Veolia Environnement shareholders, convened at the Combined Shareholders' Meeting dated April 24, 2014, delegated their authority to the Board of Directors for the purpose of deciding on a Company share capital increase in a nominal amount not to exceed 54,887,570 Euros (or, for information purposes, 2% of the share capital as of the date of the Shareholders' Meeting), via the issuance of new shares reserved for members of a *plan d'épargne d'entreprise* (French company savings plan) of the Company and of the French and foreign companies included in the scope of consolidation or combination of accounts of the Company in accordance with the terms of Article L. 3344-1 of the French Labor Code.

In accordance with this delegation, on February 25, 2015 the Board of Directors decided on the principle of an issuance of ordinary shares for the benefit of members of the Group's savings plan at a subscription price to be determined pursuant to the provisions of Article L. 3332-19 of the French Labor Code, which may be subject to a discount. Furthermore, the Board of Directors set the main features of the transaction and delegated the powers necessary for its implementation.

The Chairman and Chief Executive Officer, acting pursuant to the delegation of authority granted to him by the Board of Directors, will set the final terms and conditions of the transaction via a decision expected to be taken on November 4, 2015. On that date, in particular, he will set the subscription price of the newly issued shares, which is equal to the Reference Price minus a 20 % discount.

The Chairman and Chief Executive Officer is expected to officially acknowledge the Reference Price on November 4, 2015. In accordance with the provisions of Article L. 3332-19 of the French Labor Code, this Reference Price will be equal to the average of the Veolia Environnement share's opening prices on the Euronext Paris regulated market during the twenty (20) trading days preceding said date.

The newly issued shares will bear benefit entitlement (*jouissance*) retroactively as from January 1, 2015.

Subscription terms and conditions

Beneficiaries of the share offering

This offering is carried out pursuant to the terms of articles L. 3332-18 et seq. of the French Labor Code, in the context of Veolia Environnement's Plan d'Epargne de Groupe (Group Savings Plan, hereinafter the "PEG") and Plan d'Epargne de Groupe International (International Group Savings Plan, hereinafter the "PEGI").

It is intended for employees of the Group located in the following countries, who have at least three months seniority within the Group as of the closing date of the revocation period: Australia, Canada, China, Colombia, Czech Republic, France, Germany, Hong Kong, Hungary, Ireland, Italy, Japan, Mexico, Poland, Romania,

Slovakia, South Korea, Spain, United States. In the United Kingdom, a share offering is carried out under the Share Incentive Plan mechanism.

Former employees who are either retired or on early retirement and have kept assets in the PEG since they left the Group are eligible to participate in the transaction. They will not, however, benefit from the employer matching contribution.

Subscription Formula

For countries in which the offering is carried out via a fonds commun de placement d'entreprise (French employee shareholding vehicle, or "FCPE"), beneficiaries will have the option of subscribing Veolia Environnement shares by way of a single subscription formula featuring two distinct tranches.

The first tranche, representing a personal contribution of € 15 to € 300, enables subscribers to benefit from (i) a 100% gross employer matching contribution and (ii) a €300 maximum guarantee on their personal contribution.

The second tranche concerns any amounts contributed beyond the initial € 300. Any investment made in this tranche carries a risk of capital loss insofar as it will follow the upward and downward fluctuations of the Veolia Environnement share price.

For those countries in which the subscription and custody of the shares will be carried out exclusively in registered form, the offering represents an exclusive investment in the second tranche, including a 100% employer matching contribution for up to € 300.

Custody of the Shares

The subscription is carried out via an FCPE or, in some countries, via direct shareholding.

The FCPE's Supervisory Board will be responsible for exercising the voting rights attached to the securities held in the FCPE.

Subscribers themselves will be responsible for exercising the voting rights attached to directly held securities.

Lock-up Period

In accordance with the terms of Article L. 3332-25 of the French Labor Code, the directly subscribed shares as well as the FCPE units will be locked up for a five-year period, except in the event of occurrence of one of the early exit events described in articles L. 3332-25 and R. 3334-22 of the French Labor Code, as applicable in the various countries in which the offering is proposed.

Tentative schedule for the transaction

The schedule below is provided for information purposes only. Indeed, it could be modified due to events affecting the successful completion of the transaction.

Reservation Period: from September 18, 2015 (inclusive) to October 5, 2015 (inclusive)

Subscription Price to be set: on November 4, 2015

Revocation Period: from November 6, 2015 (inclusive) to November 10, 2015 (inclusive)

Settlement-delivery of the offering: expected to take place on December 17, 2015

Hedging transactions

The implementation of the financial guarantees offered with respect to the first subscription tranche could potentially generate hedging transactions from the financial institution structuring the offering (Crédit Agricole CIB). These could take place, in particular, as from the initial day of the Reference Price setting period and for the duration of the transaction.

Listing of the shares

The Veolia Environnement shares are admitted to trading on the Euronext Paris stock exchange. The request for admitting the newly issued Veolia Environnement shares to trading on the Euronext Paris stock exchange will be sent as soon as possible for the share capital increase. Such shares will be admitted to the same listing as existing shares (ISIN code: FR 0000124141-VIE) and will carry all of the same rights as existing shares as from the date of their admission to trading.

Specific notification concerning the international offering

This press release does not constitute an offer to sell or a solicitation to subscribe Veolia Environnement shares. The offering of Veolia Environnement shares is strictly reserved for the above-referenced beneficiaries and will be carried out only in those countries in which such an offering has been registered with or disclosed to the relevant local authorities and/or in which a prospectus has been approved by the relevant local authorities, or in which an exemption from the requirement to prepare a prospectus or to register or disclose the offering has been granted.

Generally, the offering will only be carried out in countries in which all required registration and/or disclosure procedures have been completed and the necessary authorizations have been obtained.

...

Press Release

Paris, September 18, 2015

Veolia group is the global leader in optimized resource management. With over 179,000 employees* worldwide, the Group designs and provides water, waste and energy management solutions that contribute to the sustainable development of communities and industries. Through its three complementary business activities, Veolia helps to develop access to resources, preserve available resources and to replenish them.

In 2014, the Veolia group supplied 96 million people with drinking water and 60 million people with wastewater service, produced 52 million megawatt hours of energy and converted 31 million metric tons of waste into new materials and energy. Veolia Environnement (listed on Paris Euronext : VIE) recorded consolidated revenue of €24.4 billion* in 2014. www.veolia.com (*)2014 pro-forma figures, including DALKIA international (100%) and excluding Dalkia France.

Contacts

Media relations

Laurent Obadia - Sandrine Guendoul

Stéphane Galfré – Marie Bouvet

Tel. : + 33 1 71 75 12 52

sandrine.guendoul@veolia.com

Analysts & Investor Relations

Ronald Wasylec - Ariane de Lamaze

Tel. : + 33 1 71 75 12 23 / 06 00

Terri Anne Powers (USA)

Tel. : + 1 312 552 2890