NOTICE & INFORMATION BROCHURE

Combined Shareholder's General Meeting of VEOLIA ENVIRONNEMENT

April 18, 2019 at 3.00 p.m.

at the Maison de la Mutualité
24 rue Saint-Victor, 75005 Paris

WELCOME

to the Combined Shareholder's General Meeting of VEOLIA ENVIRONNEMENT

April 18, 2019 at 3.00 p.m.

at the Maison de la Mutualité
24 rue Saint-Victor, 75005 Paris

Informations - shareholders:
0 805 800 000 - Toll-free number in France
(no charge, except in Overseas Departments and Territories)

This is a free translation into English from the original version in French and is provided solely for the convenience of English speaking readers.

SUMMARY

MESSAGE FROM THE CHAIRMAN AND CEO

Ladies and Gentlemen,
Dear Shareholders,

I am pleased to invite you to the Combined General Meeting of **Veolia Environnement** [1] on **Thursday, April 18, 2019 at 3:00 p.m., at the Maison de la Mutualité,** in the presence of the members of the Board of Directors and Group senior management.

As in previous years, this General Meeting is a key moment of information and exchange between Veolia and its shareholders, presenting the Group's 2018 results, its outlook and strategy and the Company's governance.

During 2018, Veolia continued its profitable and selective growth trajectory, producing highly satisfactory results in line with or exceeding its commitments. 2018 was a year of strong growth, placing your Group in an optimal position for 2019 and the successful completion of its 2016-2019 development plan. Positioned in growth businesses at the very heart of this century's great transformations, Veolia's strategy focuses on a dual momentum of growth and efficiency, enabling us to accentuate our lead in environmental businesses, with both industrial companies and municipal authorities.

During this Shareholders' Meeting, you can vote and play an active role in the decisions concerning your Group. This document contains a detailed presentation of the resolutions proposed by the Board of Directors and presented for your approval. It also contains all the practical information necessary to enable you to vote at this Shareholders' Meeting.

> **"I hope that you will be able to attend our Shareholders' Meeting in person."**

I hope that you will be able to attend our Shareholders' Meeting in person. However, if you are unable to do so, you also have the option of:

- **voting by postal ballot; or**
- **authorizing me, as Chairman, to vote on your behalf; or**
- **arranging to be represented; or**
- **voting online.**

I would like to take this opportunity to thank each and every one of you for your continued confidence in our Company, dedicated to environmental services and optimized resource management.

ANTOINE FRÉROT

(1) Hereinafter the "Company" or "Veolia Environnement". Unless stated otherwise, the terms "Group" or "Veolia" used in this notice and information brochure refer to Veolia Environnement and to all its directly and indirectly consolidated subsidiaries located in France or elsewhere.

HOW TO PARTICIPATE AND VOTE AT THE GENERAL MEETING

All shareholders may participate in the Combined General Meeting, regardless of the number of shares they own.

The right of shareholders to participate in the meeting is subject to their shares being registered in their name or in the name of the intermediary acting on their behalf on the second business day preceding the date of the meeting, **i.e. on April 16, 2019, at 0:00 a.m., Paris time.**

Registration of the shares in bearer share accounts kept by financial intermediaries must be evidenced **by a certificate of participation** issued by such intermediaries, attached to the single form for mail-in ballot or for proxy ballot or for a request for an admission card in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

YOU ATTEND THE GENERAL MEETING IN PERSON

You have to request an admission pass.

	REGISTERED SHAREHOLDERS	BEARER SHAREHOLDERS
ONLINE	• connect yourself to the website ***www.sharinbox.societegenerale.com*** using your usual ID and follow the procedure presented on screen to print-out your admission pass.	• connect yourself using your usual access codes to the internet portal of your custodian to access the **VOTACCESS** website and follow the procedure indicated on screen to print-out your admission pass
BY MAIL	• tick **box A** in the top part of the form, • sign and date the bottom of the form • write your name, first name and address in the lower right hand part of the form, or check them if they are already printed there.	
	Send your request directly to the Société Générale, Service des assemblées (General Meetings Department) using the prepaid envelope enclosed with the notice and information brochure.	Send your request to your bank or the manager of your share portfolio.

An admission pass will be sent to you. The admission card is essential in order to participate in the meeting and **shall be requested from each shareholder upon signing the attendance register.**

In the event that you have not received your requested admission card two days prior to the General Meeting, you can obtain any necessary information by contacting, accordingly, your financial intermediary or Société Générale's admission card call centre between 8:30 a.m. and 6:00 p.m., from Monday to Friday, on the following number: **0 825 315 315** (Calls cost €0.125 excl. VAT/min., from France).

Phone number from outside France: +33 (0)251.85.59.82 (cost of call depending on the local operator).

YOU DO NOT ATTEND THE GENERAL MEETING IN PERSON

You may elect one of the following options:

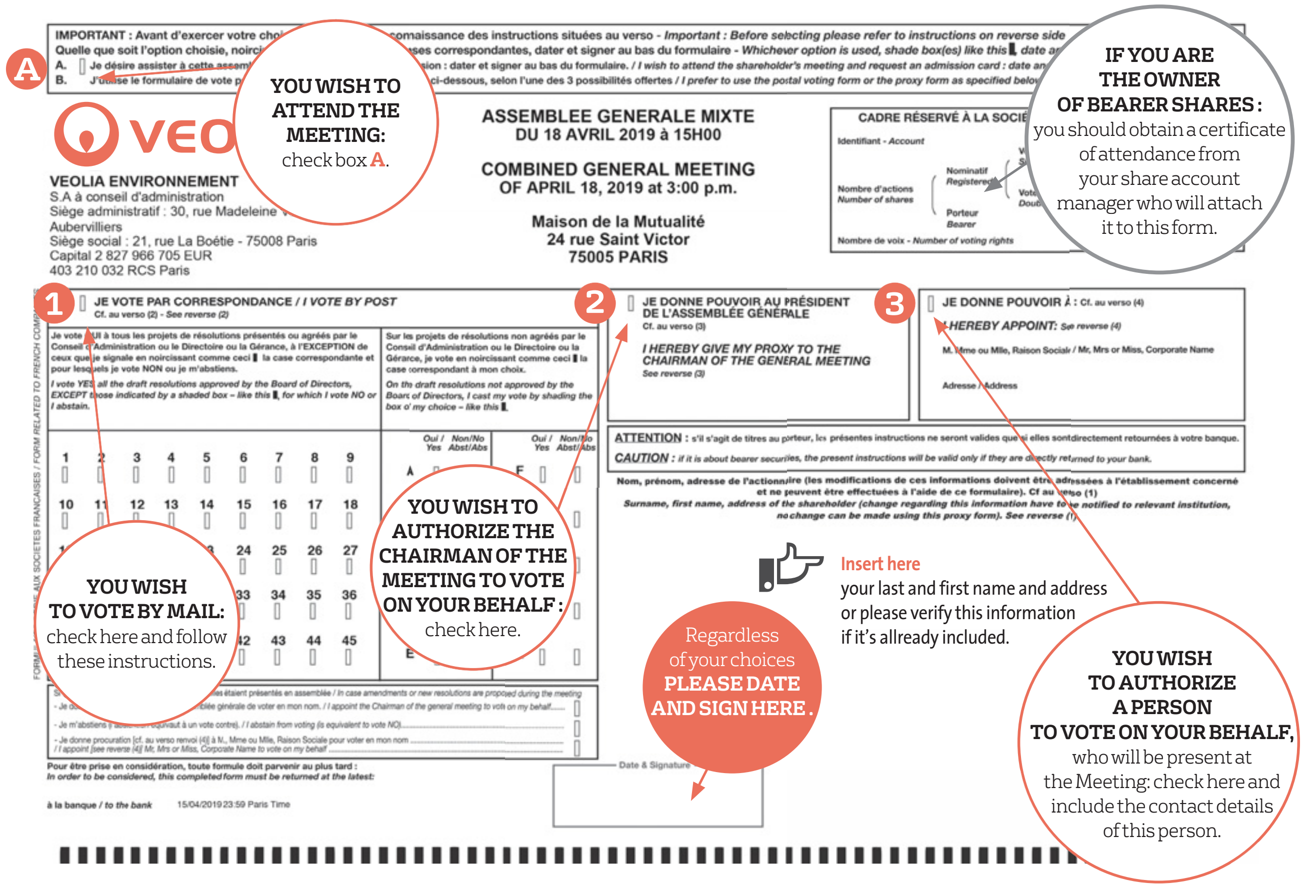
ONLINE	REGISTERED SHAREHOLDERS	BEARER SHAREHOLDERS
A. **Vote:**	Connect yourself to the website ***www.sharinbox.societegenerale.com*** using your usual ID and follow the procedure indicated on screen	Connect yourself using your usual access codes to the internet portal of your custodian to access the **VOTACCESS** website and follow the procedure indicated on screen.
B. **Authorize the Chairman of the meeting to vote on your behalf:**	Notify or revoke this decision by electronic means by connecting yourself to the website ***www.sharinbox.societegenerale.com*** and following the procedure on screen	
C. **Appoint another person as your proxy:**		

BY MAIL	REGISTERED SHAREHOLDERS	BEARER SHAREHOLDERS
A. To vote: • tick **box 1** on the form; • show your vote; • **sign and date** the bottom of the form. You want to vote **"for"** each resolution: do not ink out any box. You want to vote **"against"** a resolution or **"abstain"** (abstentions are included in the vote against the resolution): ink out the box whose number corresponds to the number of the resolution. **B. To authorize the Chairman of the meeting to vote on your behalf:** • tick **box 2** on the form; • **sign and date** the bottom of the form. **C. To appoint your spouse or partner under a Civil Partnership Contract (PACS), another shareholder or any other natural person or legal entity of your choice as your proxy:** • tick **box 3** on the form; • give the identity (name and first name) and the address of the person you will represent; • **sign and date** the bottom of the form.	Send your request directly to Société Générale **using the envelope T, at the latest three days prior to the meeting, i.e. on April 15, 2019 at 23:59, Paris time.**	Send your form to your bank or the manager of your share portfolio as soon as possible, and in any case early enough for the latter to be able to send the form to Société Générale accompanied by a certificate of participation, **at the latest three days prior to the meeting, i.e. on April 15, 2019 at 23:59, Paris time.**

Keep in mind

April 15, 2019 at 23:59 (Paris Time) – the forms received by Société Générale, Service des assemblées, after this date will not be taken into account for the general meeting.

How to fill in this form?



Procedure for voting online

Keep in mind

From March 28, 2019 9:00 to April 17, 2019 15:00 (Paris Time), by logging to the website ***www.sharinbox.societegenerale.com*** (registered shareholders) or to the website **VOTACCESS** (bearer shareholders).

Veolia Environnement provides its shareholders with **a dedicated website for voting** prior to the General Shareholders' Meeting.

Shareholders can vote online prior to the Shareholders' Meeting, under the following conditions:

Holders of registered shares

Connect yourself to the site via the Nominet asset management website: ***www.sharinbox.societegenerale.com***, using your usual access codes:

- **access code:** this can be found at the bottom of statements, and is the 5th item in the information under the "For company use" *(Cadre réservé)* section of the vote-by-mail or proxy form;
- **password:** this was sent by mail at the beginning of the business relationship with Société Générale Securities Services. If this password is lost or forgotten, it can be recovered by going to the website home page and clicking on "Get your codes".

Next, click on the name of the Shareholders' Meeting in the "ongoing events" section on the home page, then select the event and follow the instructions, clicking on "Vote" to access the voting site.

Holders of bearer shares

Holders of bearer shares wishing to vote online prior to the General Shareholders' Meeting will have to connect to their bank's portal dedicated to the management of their assets, using their normal access codes. To access the **VOTACCESS** website and vote, they simply have to click on the icon that appears on the line corresponding to their Veolia Environnement shares.

Please note that only holders of bearer shares whose custodian is a member of the **VOTACCESS** system as of this year may access the website.

It is recommended to the shareholders to vote as soon as possible in order to avoid any system blockages during the final days, which could result in their vote not being recorded.

Please note

FOR ANY QUESTION OR CONNECTION DIFFICULTY, CALL:

Société Générale, Service des assemblées, from Monday to Friday: 0 825 315 315 or from outside France: +33 (0)251.85.59.82 from 8:30 to 6:00 p.m (Paris time)

Requests for the inclusion of points or draft resolutions on the agenda, written questions and consultation of documents made available to shareholders

Requests for the inclusion of points or draft resolutions on the agenda must reach 30, rue Madeleine Vionnet, 93300 Aubervilliers (Veolia Environnement, Office of the General Counsel) by registered letter with acknowledgment of receipt or by e-mail to *AGveoliaenvironnement.ve@veolia.com*, no later than twenty-five days prior to the date of the meeting (i.e. Sunday 24, March 2019), it being noted that requests for the inclusion of points and draft resolutions on the agenda will be accepted up to **12:00 a.m., Paris time, on Monday 25, March 2019).**

Requests must be accompanied by:

- the point to be included on the agenda and the reasons therefor; or
- the text of the draft resolution, potentially accompanied by a brief presentation of the reasons for the resolution and, where applicable, the information required by paragraph 5 of article R. 225-83 of the French Commercial Code *(Code de commerce)*; and
- a **certificate providing proof of the legal status of shareholders,** either in the registered securities accounts or in the bearer securities accounts held by a financial intermediary, as well as the percentage of share capital required by the regulations.

The review of the point or draft resolution filed in line with the regulations is subject to the submission, by the authors of the request, of a new certificate evidencing the recording of the securities in the same accounts on D-2.

In accordance with the provisions of article R. 225-84 of the French Commercial Code, any shareholder wishing to ask written questions must address them to the Chairman of the Board of Directors, 30, rue Madeleine Vionnet – 93300 Aubervilliers (Veolia Environnement, Office of the General Counsel):

- by registered letter with acknowledgment of receipt or
- by e-mail to *AGveoliaenvironnement.ve@veolia.com*, no later than four business days prior to the meeting (*i.e.* **April 12, 2019**).

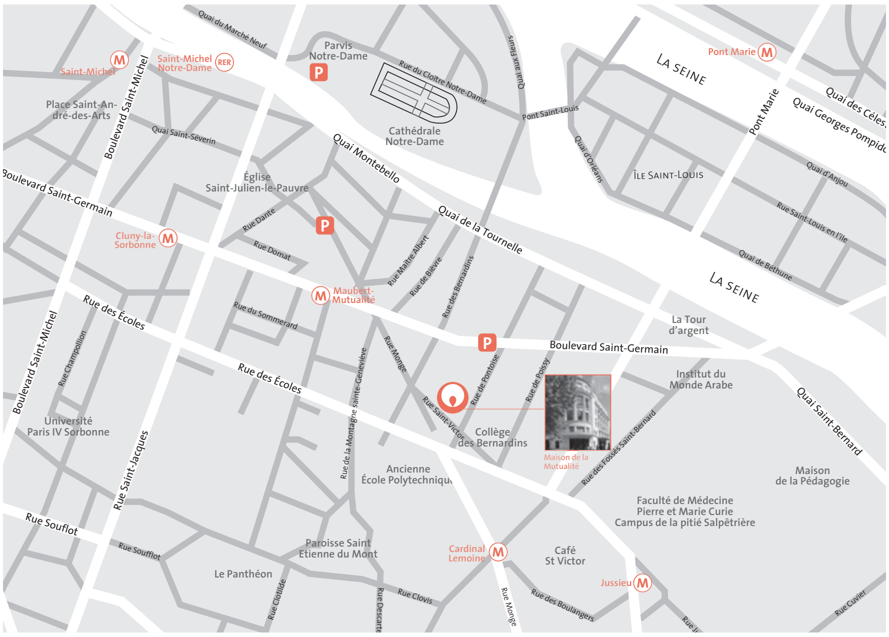
In order for these questions to be taken into consideration, it is imperative that they are accompanied by **a share registration certificate.** A joint reply may be provided to questions concerning the same issues. A reply will be considered to have been given to a written question if it is published on the Company's website in the question-response section.

Pursuant to legal and regulatory provisions, all documents that must be communicated for this Shareholders' Meeting will be made available to shareholders at: 30 rue Madeleine Vionnet – 93300 Aubervilliers (Veolia Environnement, Office of the General Counsel) during the legally required time period. The documents and information concerning this Shareholders' Meeting will also be published on the Company's website at ***https://www.veolia.com/en/veolia-group/finance/shareholders***, in the 2018 Shareholders' Meeting section.

Shareholders may also obtain within the legal time period, *i.e.* from the convening of the Shareholders' Meeting up to the fifth day inclusive before the meeting, the documents provided for in articles R. 225-81 and R. 225-83 of the French Commercial Code by request to the following address: Société Générale, Service des assemblées (CS 30812 – 44308 Nantes Cedex 3).

The notice and information brochure required by article R. 225-73 of the French Commercial Code was published on March 13, 2019 in the *Bulletin des Annonces Légales Obligatoires* (BALO) (French Legal Gazette of Mandatory Legal Announcements).

How to get to the Shareholders' Meeting?



Maison de la Mutualité – 24 rue Saint-Victor, 75005 Paris

BUS:
lines 47, 63, 67, 86, 87, 89

SUBWAY:
line 7 station Jussieu and line 10 stations Maubert-Mutualité et Cardinal Lemoine

RER (REGIONAL RAILWAY):
RER B : station Saint-Michel Notre-Dame

TRAIN:
Nearest SNCF train station: gare de Lyon and gare Montparnasse

PROFILE

Businesses

WATER

Veolia has significant expertise in the treatment and monitoring of water quality at all stages of the water cycle, from abstraction to discharge into the environment. The Group innovates to preserve resources and promotes the recycling and reuse of water by cities and industrial companies.

3,603 drinking water production plants managed

2,667 wastewater treatment plants managed

95 million people supplied with drinking water

63 million people connected to wastewater systems

WASTE

A specialist in energy services, Veolia supports the economic growth of its municipal and industrial clients, while reducing their ecological footprint. Its unique expertise in energy efficiency, the effective management of heating and cooling networks and green energy production, helps build a more sustainable world.

43 million people provided with collection services on behalf of municipalities

560,505 business clients

49 million metric tons of treated waste

655 waste processing facilities operated

ENERGY

Veolia specializes in the management of liquid, solid, non-hazardous and hazardous waste. The Group's expertise covers the entire waste life cycle, from collection to recycling and material and energy recovery.

46 million MWh produced

615 heating and cooling networks managed

42,053 thermal installations managed

2,389 industrial sites managed

SOME CSR INDICATORS

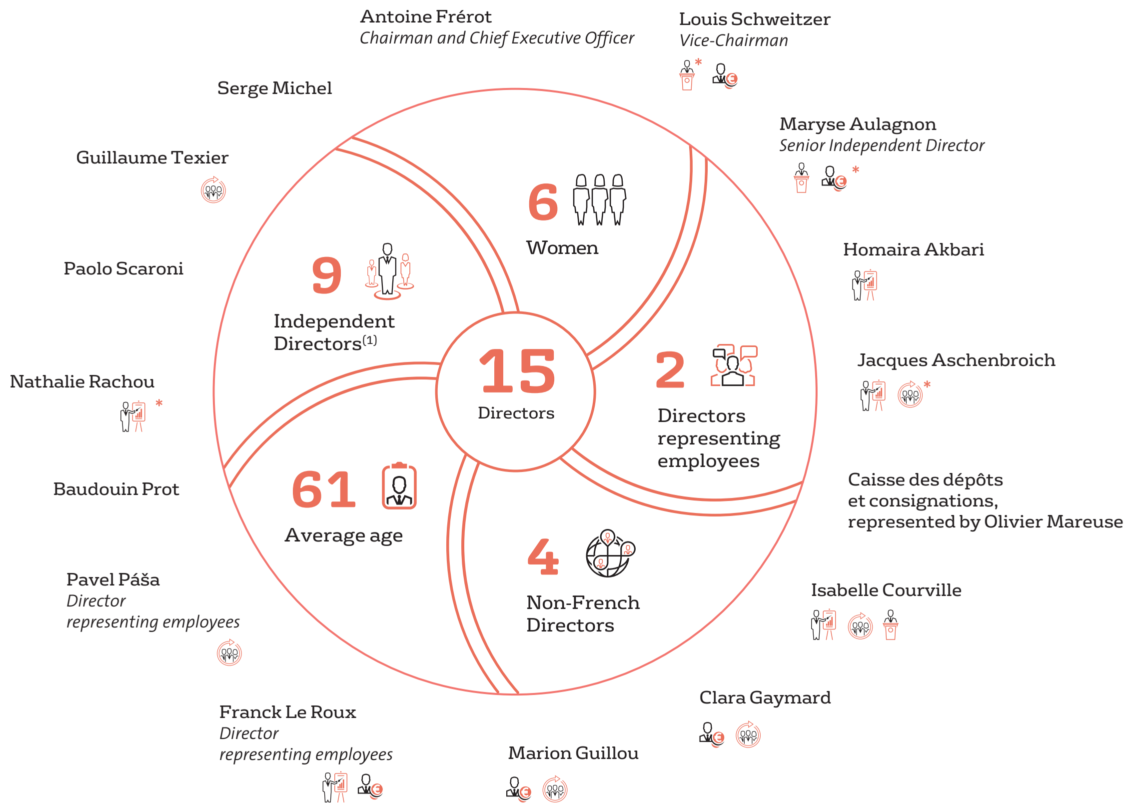
15.1 million metric tons of CO_2 equivalent of reduced emissions	6.6 million metric tons of CO_2 equivalent of avoided emissions
77% of employees received training	85.7% of purchasing reinvested locally

OUR SOLUTIONS FOR MUNICIPAL AND INDUSTRIAL CLIENTS

- Air quality management
- Waste collection
- Smart cities
- Energy services for buildings
- Auditing, consulting, engineering, design and build
- Customer relationship services
- Clean-up and treatment of nuclear equipment and low level waste
- Landfill and biogaz recovery
- Industrial utilities and integrated facilities management
- Street cleaning
- Energy distribution and district network
- Microgrids
- Soil remediation
- Cooling system management
- Smart industries
- Energy production
- Industrial effluent treatment
- Desalination
- Drinking water distribution
- Drinking water production
- Decommissioning and dismantling
- Wastewater collection
- Biowaste treatment
- Waste sorting, recycling and recovery
- Total waste management
- Hazardous waste treatment and recycling
- Waste to energy
- Industrial process water
- Wastewater treatment and reuse
- Sludge management
- Waste transfer center
- Industrial cleaning and maintenance

Governance

MEMBERS OF THE BOARD OF DIRECTORS AS OF MARCH 5, 2019



Board Committees:

Accounts and Audit   Nominations   € Compensation   Research, Innovation and Sustainable Development   * Chairman

MEMBERS OF THE EXECUTIVE COMMITTEE

FRONT ROW, LEFT TO RIGHT:

- Laurent Auguste
  Senior Executive Vice President, Development, Innovation and Markets,
- Estelle Brachlianoff
  Chief Operating Officer,
- Antoine Frérot
  Chairman and Chief Executive Officer,
- Claude Laruelle
  Chief Financial Officer,
- Philippe Guitard
  Senior Executive Vice President, Central and Eastern Europe.

BACK ROW:

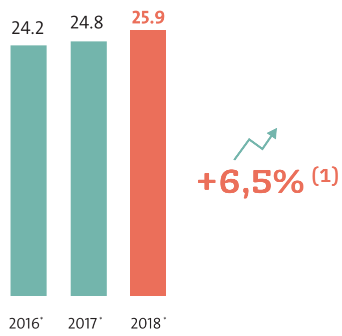
- Jean-François Nogrette (2)
  Senior Executive Vice President, Veolia Technologies and Contracting,
- Patrick Labat
  Senior Executive Vice President, Northern Europe,
- Jean-Marie Lambert
  Senior Executive Vice President, human resources,
- Régis Calmels
  Senior Executive Vice President, Asia,
- Eric Haza
  Chief Legal Officer,
- Helman le Pas de Sécheval
  Secretary General.

(1) *Excluding Directors representing employees in accordance with the AFEP-MEDEF code.*

(2) *Global Enterprises was renamed Veolia Technologies and Contracting as of January 1, 2019.*

Key figures

Revenue trends (in € billion)



Breakdown of the Group's client base

47% Industrial

53% Municipal

Revenue by business

Water **42%**

Waste **37%**

Energy **21%**

Revenue by segment

18% Global businesses

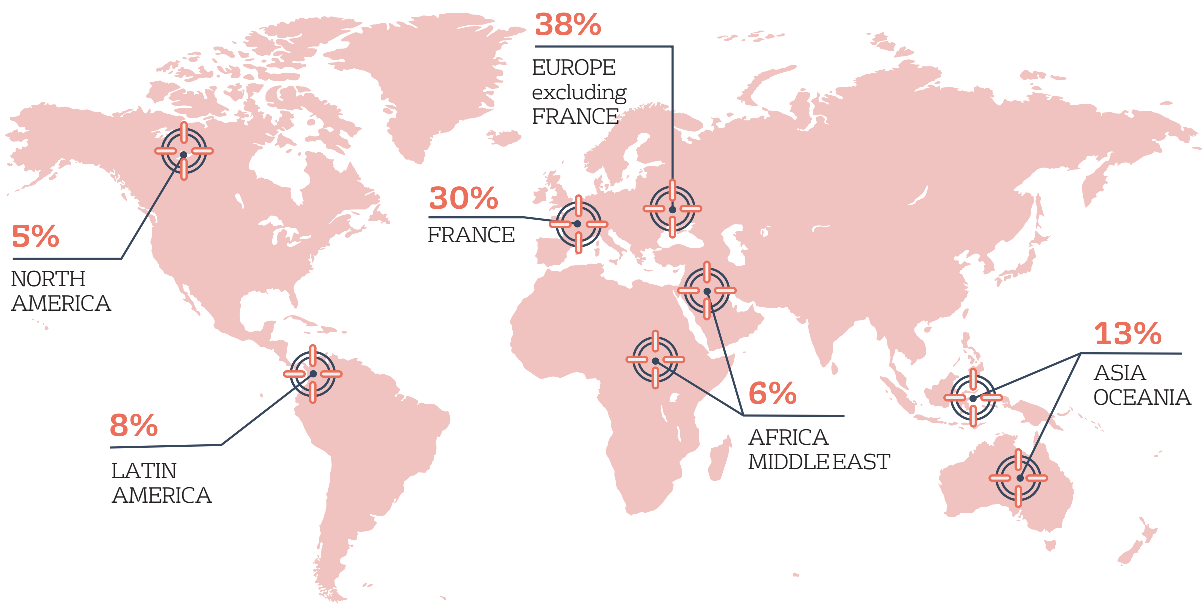
21% France

35% Europe, excluding France

26% Rest of the world

Worldwide employee breakdown

171,495 employees



(1) At constant exchange rates.
** Reclassification of Lithuania in discontinued operations (IFRS 5) from 2016 and of Gabon from 2017.*

Financial information

+7.3% (1)

3 392

EBITDA (in € billion)(2)(3)

+9.7% (1)

1 604

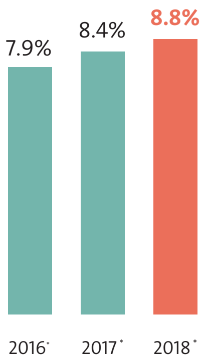
Current EBIT (in € billion)(2)(3)

+13.3% (1)

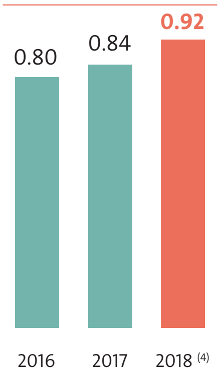
675

Current net income attributable to owners of the Company (in € million) (2)

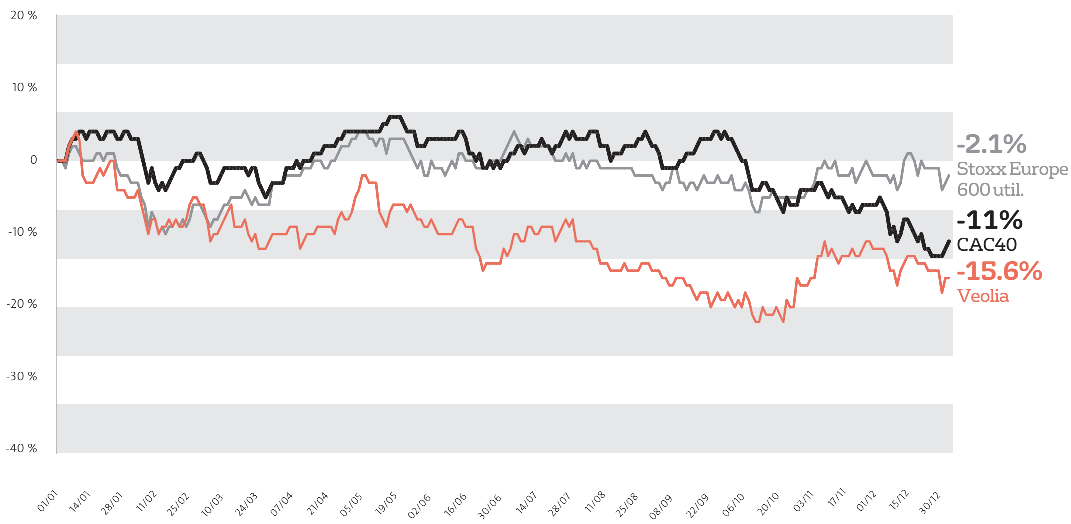
Post-tax ROCE (2)(3)



Dividend per share (€)



2018 Stock market performance



(1) At constant exchange rates

(2) see Chapter 3, Section 3.10.3, Definitions, of the 2018 Registration Document.

(3) Including IFRIC 12, Impacts.

(4) Presented for approval to the General Shareholders' Meeting of April 18, 2019.

* *Reclassification of Lithuania in discontinued operations (IFRS 5) from 2016 and of Gabon from 2017.*

Selected financial information AFR

Figures presented in accordance with IFRS

(in € million)	12/31/2017[1]	12/31/2018[1]
Revenue	24,818.4	25,911.1
EBITDA	3,217.1	3,392.0
Current EBIT	1,497.3	1,604.0
Current net income - Group share	613.6	674.9
Operating cash flow before changes in working capital	2,615.2	2,670.1
Operating income after share of net income (loss) of equity-accounted entities[2]	1,262.6	1,419.6
Net income - Group share	397.7	439.3
Dividends paid[3]	439.7	462.6
Dividend per share paid during the fiscal year (in euros)	0.84	0.92 [4]
Total assets	38,278.7	37,592.8
Net financial debt[5]	7,833	9,749
Industrial investments (including new operating financial assets)[6]	(1,738)	(1,811)
Net free cash flow[7]	619	568

(1) 2017 and 2018 adjustments concern the reclassification of Lithuania and Gabon in discontinued operations in accordance with IFRS 5.
(2) Operating income after share of net income of equity-accounted entities does not include capital gains or losses on financial divestitures, booked in other financial income and expenses.
(3) Dividends paid by the parent company.
(4) Subject to the approval at the General Shareholders' Meeting of April 18, 2019.
(5) Net financial debt represents gross financial debt (non-current borrowings, current borrowings, bank overdrafts and other cash position items), net of cash and cash equivalents, liquid assets and financing-related assets, including fair value adjustments to derivatives hedging debt. Liquid assets are financial assets comprised of funds or securities with an initial maturity of more than three months, easily convertible into cash, and managed with respect to a liquidity objective while maintaining a low capital risk.
(6) Gross industrial investments (excluding discontinued operations).
(7) Net free cash flow corresponds to free cash flow from continuing operations, and is equal to the sum of EBITDA, dividends received, changes in operating working capital and operating cash flow from financing activities, less the net interest expense, net industrial investments, taxes paid, renewal expenses, restructuring costs and other non-current expenses.

A business model creating value for all

STRENGTHS

Global expertise, local know-how

- Over **8,000 sites** worldwide
- Detailed knowledge of local stakeholders, through a strong cultural and regional foothold

Market base combined with financial strength

- Balanced municipal **(53%)** and industrial **(47%)** client base
- Present notably in dynamic markets (Asia, North America, Latin America)
- Financial strength: net debt/EBITDA ratio of **2.87**

Committed and competent men and women

- **171,495 employees**
- **14 campuses and training centers** worldwide, located in 9 countries
- **1,600 contributions** collected by the "Inspire" collective strategy review

Constant innovation serving sustainable development

- **25 centers of excellence** for open and widespread innovation; 2,000 patents in the water sector
- Internal innovation program, Open innovation, in partnership with innovative start-ups and SMEs
- Inclusion in DJSI* World and Europe indices, CDP Climate A- score, Ecovadis Gold status, Global Compact Advanced level, attesting to a recognized sustainable development strategy

Expert governance

- Diverse expertise on the Board of Directors
- Multi-criteria compensation system (including CSR criteria) for the Executive Committee, with annual and long-term components

* *Dow Jones Sustainability Index*

BUSINESS MODEL

Changing cities and companies

Climate change and ecological transition

Changing lifestyles

Demographic growth and urbanization

Stricter environmental regulations

Technological advances / Digitalization

OUR MISSION

RESOURCING THE WORLD

Developing access to resources + Preserving resources + Renewing resources

BUSINESSES

Water management + Waste management + Energy management

Deployed in our geographic zones by our employees, where our know-how enables us to invent, develop and roll-out a wide range of solutions

TARGET GROWTH IN PRIORITY MARKETS

Municipal clients

for circular, resilient, inclusive and smart cities, that are attractive places to live

Industrial clients

6 growth markets or areas: chemicals, oil & gas, mining, metals, energy, food & beverages, pharmacy / cosmetics, circular economy, difficult-to-treat pollution, end-of-life management of industrial facilities and equipment.

VALUE CREATED

BENEFITS FOR MANKIND AND THE PLANET

Revenue of
€25,911 million,
up 6.5% at constant exchange rates

EBITDA of
€3,392 million

Post-tax **ROCE** : 8.8%
WACC: 5.5%

Employees

- **77%** received training to maintain or improve their skills
- **1.90%** of share capital held by employees
- **86%** manager commitment rate (per 2017 commitment survey)

Municipal and industrial clients

- **67.6%** material recovery rate for treated waste
- **75.4%** efficiency rate for drinking water networks
- **87%** efficiency rate for heating networks

Investors

- Dividend of **€0.92** per share
- TSR:
  5 years: **+86.74%**
- Current net income earnings per share as of December 31, 2018: **€1.22**

Suppliers

- **€13.1 bn** of purchases
- CSR support: **63%** of active contracts in the supplier base include the Group's CSR clause

Regions

- **85.7%** of expenditure reinvested in the regions
- **165,000 jobs** supported in 2017 in France (direct, indirect and induced jobs)

Final customers

People served:

- **95** million people supplied with drinking water
- **9.6** million people connected to water systems and **4.4** million people connected to wastewater systems in countries with poor access since 2000
- **71%** of users have progressive pricing contracts
- **99.7%** of drinking water quality is compliant
- **63** million people connected to wastewater systems
- **43** million people provided with waste collection services

Planet

- Revenue of **€4.8 bn** generated in the circular economy
- **63 million metric tons of CO_2** equivalent of reduced emissions at our installations since 2015
- **24 million metric tons of CO_2** equivalent of avoided client emissions since 2015
- **60%** of sites with significant biodiversity challenges performed 1 assessment and deployed a biodiversity action plan

United Nation's Sustainable Development Goals (SDG)

- Participation of Veolia's businesses in implementing each of the 17 SDG, with a direct or indirect impact on 65 of 169 targets
- Veolia revenue contribution for 5 core business SDG:

  SDG 6: Clean water and sanitation

  SDG 7: Affordable and clean energy

  SDG 9: Industry, innovation and infrastructure

  SDG 11: Sustainable cities and communities

  SDG 12: Responsible consumption and production

Sustainable development commitments

As part of its mission - "Resourcing the world" - in 2015, Veolia reiterated its sustainable development strategy focusing on 9 commitments in three areas:

- **resourcing the planet,** because these water, waste and energy management solutions help improve its clients' environmental footprint;
- **resourcing the regions,** because its activities are firmly rooted in multiple locations and support their development. They create direct, indirect and induced jobs and wealth;
- **the Company's men and women,** because its business is labor intensive and the well-being of its employees affects performance.

These commitments are supplemented by 12 objectives set for 2020, each of which are sponsored by a member of the Executive Committee.

Further information is provided in Chapter 6 "Social, environmental and corporate social responsibility" of the Veolia Environnement 2018 Registration Document.

Commitments	2020 Objectives	2018 Results
Resourcing the planet		
1 Sustainably manage natural resources by encouraging the circular economy	• Generate more than €3.8 billion in revenue in the circular economy	• €4.8 billions
2 Contribute to combating climate change	• Achieve 100 million metric tons of CO2 equivalent of reduced emissions over the 2015-2020 period	• 63 metric tons
	• Achieve 50 million metric tons of CO2 equivalent of avoided emissions over the 2015-2020 period	• 24 metric tons
	• Capture over 60% of methane from managed landfills	• 57,7 % (√)
3 Protect and restore biodiversity	• Carry out a diagnosis and deploy an action plan at 100% of sites with significant biodiversity issues	• 60 %
Resourcing the regions		
4 Build new models for relations and value creation with our stakeholders	• Have established a major partnership based on creating shared value in every zone and every growth segment	• 11/11 activity zones covered • 6/7 growth segments covered
5 Contribute to local development	• Maintain expenditure reinvested in the regions above 80%	• 85,7 % (1)
6 Supply and maintain services crucial to health and development	• Contribute to the United Nations Sustainable Development Goals, in the same way as we contributed to the Millennium Development Goals	• Number of people gaining access since 2000 (2): - to drinking water: 9.6 million - to sanitation: 4.4 million
For the Company's men and women		
7 Guarantee a safe and healthy work environment	• Achieve an injury frequency rate of less than or equal to 6.5	• 8,47 (√)
8 Encourage each employee's professional development and commitment	• Deliver training to over 75% of employees annually	• 77 % (√)
	• Maintain the manager commitment rate at over 80%	• 86 %
9 Guarantee that diversity and fundamental human and social rights are respected within the Company	• Ensure over 95% of employees have access to a social dialogue mechanism	• 89 % (√)

(1) Calculated over the main geographic zones representing 73.5% of Group revenue.

(2) In countries with poor access.

BRIEF REVIEW
of the condition of the Company and its Group

Context

The Group's performance in the year ended December 31, 2018 was marked by continued revenue and EBITDA growth throughout the quarters.

Revenue, up +6.5% at constant exchange rates in 2018, therefore increased by 6.4% in the fourth quarter, after growing +7.8% in the third quarter, +5.1% in the second quarter and 7.0% in the first quarter.

Similarly EBITDA, up +7.3% at constant exchange rates, grew +8.4% at constant exchange rates in the fourth quarter, after +9.4% in the third quarter, +6.4% in the second quarter and +5.3% in the first quarter.

Momentum remained strong in the fourth quarter, despite a slowdown in Construction activity.

Excellent Waste volumes: +3.6% in 2018 (+3.3% in the second half).

Stabilization of the negative impact of declining prices on recycled paper.

Broadly neutral weather impact in the fourth quarter.

Very strong outside of France, particularly in the Rest of the world; construction activity slowdown in Africa Middle East and Australia.

Global business: strong increase in hazardous waste, decrease in construction activity.

In the fourth quarter, EBITDA growth was fueled by higher revenue and efficiency gains.

Contribution of efficiency gains: €74 million in the fourth quarter, after €80 million in the third quarter, €78 million in the second quarter and €70 million in the first quarter, which means a global contribution of €302 million in 2018.

Over the whole year, these items produced solid growth in results:

- revenue up +6.5% at constant exchange rates (€25,911 million) and +4.7% at constant scope and exchange rates;
- EBITDA growth of +7.3%[1] (€3,392 million);
- current EBIT up +9.7%[1] to €1,604.0 million;
- current net income attributable to owners of the Company of €675 million, up +13.3%[1] and +14.7% excluding net capital gains or losses on financial divestitures;
- net income attributable to owners of €439.3 million, up +15.5%[1];
- net industrial investments of €1,752 million (including €309 million of discretionary capex versus €209 million in 2017);
- net financial debt of €9,749 million (including redemption of the hybrid debt in April 2018 in the amount of €1,452 million) with a leverage ratio (Net Debt/EBITDA) of 2.87 (versus 2.43 in December 2017).

(1) At constant exchange rates.

Development

GROUP CONSOLIDATED REVENUE

Group consolidated revenue for the year ended December 31, 2018 was €25,911.1 million, compared with re-presented €24,818.4 million for the same period in 2017, up +6.5% at constant exchange rate and organic growth of +4.7%. Excluding Construction[(1)] revenue and energy price effects, revenue improved by +5.4% (+6.4% in the fourth quarter +5.1% in the third quarter, +5.3% in the second quarter and +4.6% in the first quarter).

As in the first three quarters of 2018, fourth-quarter revenue growth was marked by strong momentum in all geographic segments.

Change at constant exchange rates	Q1 2018	Q2 2018	Q3 2018	Q4 2018
France	0.6%	-1.1%	2.6%	4.1%
Europe, excluding France	6.9%	6.7%	7.4%	7.9%
Rest of the world	14.7%	13.2%	10.7%	9.4%
Global businesses	3.5%	-0.6%	11.4%	1.6%
GROUP	7.0%	5.1%	7.8%	6.4%

Revenue growth remained strong in the fourth quarter at +6.4% at constant exchange rates and +4.7% like-for-like. Momentum is still highly favorable. Growth accelerated in France driven by excellent waste volumes and the impact of stabilized declining recyclate prices. It remained robust outside France and particularly in the Rest of the world segment (notably Asia with a growth rate of +14.2%). The good fourth-quarter performance in the Global businesses segment was due to the marked increase in hazardous waste and stable Construction activities.

By segment, the change in revenue compared with re-presented figures for the year ended December 31, 2017 breaks down as follows:

			Change 2017/2018		
(in € million)	Year ended December 31, 2017 re-presented	Year ended December 31, 2018	at current:	at constant exchange rates	at constant scope and exchange rates
France	5,414.5	5,499.3	1.6%	1.6%	1.3%
Europe, excluding France	8,504.4	9,096.0	7.0%	7.2%	3.6%
Rest of the world	6,312.4	6,619.7	4.9%	11.9%	10.9%
Global businesses	4,558.3	4,665.5	2.4%	3.7%	2.3%
Other	28.8	30.6	6.3%	6.6%	6.6%
GROUP	24,818.4	25,911.1	4.4%	6.5%	4.7%

- Revenue increased +1.3% in **France** at constant scope compared with re-presented figures for the year ended December 31, 2017:
  - Water revenue fell -0.1% compared with re-presented figures for the year end December 31, 2017, due to a -0.7% fall in volumes (+1.0% in 2017). These decreases were partially offset by higher price indexation (+0.7% in 2018 compared with +0.2% in 2017);
  - Waste revenue increased +3.6% at constant scope compared with re-presented figures for the year ended December 31, 2017: lower recycled paper prices (-€60 million) were offset by higher volumes and commercial momentum (+5%).
- **Europe excluding France** grew +7.2% at constant exchange rates compared with re-presented figures for the year ended December 31, 2017, with solid momentum in the majority of regions:
  - in the United Kingdom/Ireland zone, revenue increased +4.1% at constant exchange rates to €2,192.6 million, thanks to very good PFI availability (95% compared with 93% in 2017), higher electricity tariffs, industrial service contract wins and increased landfill volumes (temporary shutdown of a competitor's incinerator). Further excellent commercial collection results and the good performance of industrial client activities also contributed to this improvement, offsetting the fall in recycled paper prices;
  - in Central and Eastern Europe, revenue increased +7.8% at constant exchange rates compared with re-presented figures for the year ended December 31, 2017 to €3,132.4 million. The unfavorable weather impact (-€36 million) was more than offset by:
    - in Energy: higher volumes (+€43 million) and tariffs (+€54 million),

(1) Construction revenue encompasses the Group's engineering and construction activities (mainly through Veolia Water Technologies and SADE), as well as construction completed as part of operating contracts.

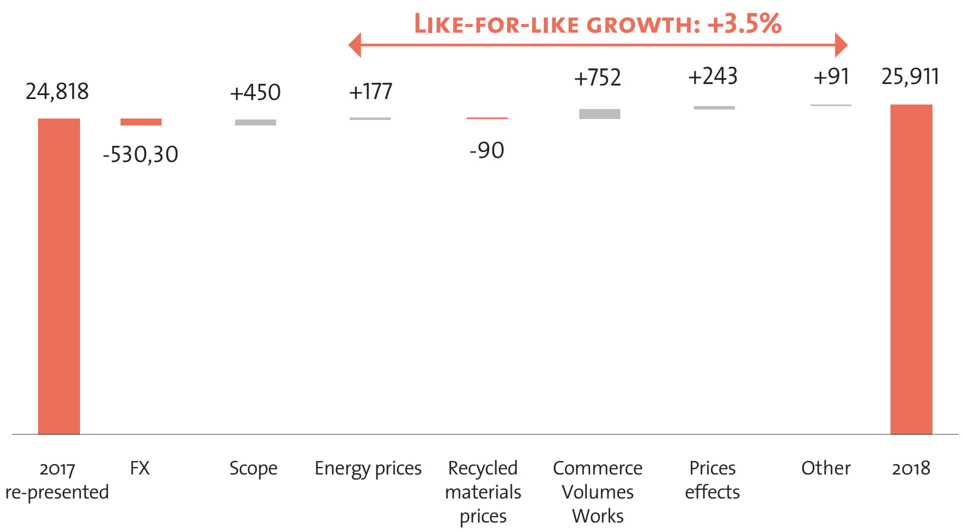
- in Water: an increase in invoiced water volumes (+1.1%, i.e. +€13 million), higher tariffs in most countries of the zone (impact of +€28 million) and increasing Construction activities in Romania and Hungary,
- in Waste: the contribution of 2017 acquisitions (plastic recycling in Hungary and industrial waste collection in the Czech Republic);

- in Northern Europe, revenue increased +9.7% at constant exchange rates compared with the re-presented prior year period to €2,718.0 million. This strong growth was mainly driven by 2017 acquisitions in Nordic countries and the Netherlands. Germany, the main contributor (€1,858.3 million) reported revenue growth of +3.5%: Waste activities were penalized by lower recyclate volumes and prices, offsetting the favorable impact of 2017 acquisitions, while in Energy, higher tariffs partially offset the fall in volumes sold.

- Strong growth in the **Rest of the world** of 11.9% at constant exchange rates compared with re-presented figures for the year ended December 31, 2017:
  - revenue rose +12.0% at constant scope and exchange rates to €2,035.8 million in North America, i.e. an increase of +3.9% at constant exchange rates. This was mainly due, in Energy, to strong growth (+28% at constant exchange rates tied to price and volume increases following cold weather at the beginning of the year), commercial wins (including the new energy efficiency contract with Dupont in the United States) and in Waste (+6.2% at constant exchange rates excluding the sale of Industrial Services Activities) to higher volumes in hazardous waste and in Water (+7.4% at constant exchange rates) to commercial wins in Industrial Water;
  - strong revenue growth in Latin America (+38.2% at constant exchange rates) to €795.3 million, thanks in part to tariff increases, commercial developments in Ecuador, Chile and Brazil and the integration from May 2018 of Grupo Sala's activities in Columbia;
  - revenue in Asia increased by +16.9% at constant exchange rates to €1,789.8 million. Strong revenue growth in China (+13.3%) was driven by developments in Waste, with the start-up of new hazardous waste assets (Changsha and Cangzhou hazardous waste incinerators) and the signature of new industrial contracts in Water and Energy (Harbin heating network). The rest of the zone was driven by strong commercial dynamism: start of operations at the Hamamatsu concession, development of EPC activities in Japan, and energy activity in Korea;
  - the Pacific zone recorded +5.4% revenue growth at constant exchange rates year-on-year (re-presented figures), due to the combined impact of higher industrial water volumes (+4.2%), the start-up of new assets in industrial services and targeted tuck-ins from 2017;
  - in Africa/Middle East, revenue increased +7.8% at constant exchange rates, with increased Construction activities and favorable volumes in Morocco and strong commercial development in the Middle East (energy services in the tertiary sector).

- **Global businesses:** revenue increased +3.7% at constant exchange rates versus the re-presented prior-year period:
  - hazardous waste activities increased by +10.4% at constant exchange rates, thanks to higher volumes processed (tied in part to Greater Paris construction work) and growth in oil recycling activities;
  - Veolia Water Technologies activities slowed in the fourth quarter and are down -6.8% at constant exchange rates on 2017. Veolia Water Technologies bookings fell -4.7% year-on-year to €1,876 million in 2018, as Veolia Water Technologies adopted a more selective approach to accepting projects. Sade reported a +4.5% increase at constant exchange rates, with good performance in France in Construction and Telecoms (renewal and extension of the portfolio) and current measures to refocus its international activities.

The increase in revenue between 2017 and 2018 breaks down by main impact as follows:



The foreign exchange impact totaled -€530 million (-2.1% of revenue) and mainly reflects fluctuations in the Argentine peso (-€180 million), the US dollar (-€104 million), the Australian dollar (-€75 million), the Brazilian real (-€27 million) and the pound sterling (-€21 million).

The consolidation scope impact of €450 million mainly reflects:

- developments in 2017: integration of Corvara industrial assets and Hans Andersson in Scandinavia (+€135 million) and the recycling and plastic waste businesses of Van Scherpenzeel Grope B.V. in the Netherlands (+€43 million), as well as the acquisition of Eurologistik (+€25 million) and Multipet/Multiport plastic recycling activities (+€45 million) in Germany and of Hanbul (+27 million) in Korea;
- 2018 transactions: sale of the Industrial Services Division in the United States (-€169 million), acquisition of Grupo Sala in Colombia (+€87 million) and acquisition of the PPC Group in Slovakia (+€22 million).

Energy and recyclate prices had an impact of +€87 million, with notably an increase in energy prices of +€177 million (primarily in the United States, Northern Europe and Central and Eastern Europe), offset by a drop in recyclate prices (-€90 million, including -€117 million for paper).

Commercial momentum improved significantly **(Commerce/ Volumes impact)** to +€752 million, with in particular:

- volumes up +€363 million, in line with strong growth in waste volumes (Waste in France, the United Kingdom, Latin America, Asia and notably in hazardous waste in Asia) and in multi-industrial activities (Arcelor contract). In Water, lower France volumes (-0.7%) were offset by growth in Central Europe (+1.1%);
- a commercial effect of +€309 million, due to numerous contract wins in Europe (start-up of new Waste and Energy assets), as well as in Latin America (contract wins in Water in Argentina and Columbia and in Waste in Chile and Brazil) and in Asia;
- construction activities contributed +€108 million, growth mostly in Northern Europe, Asia and Africa Middle-East, but higher selectivity at Veolia Water Technology (towards less construction and more technology/service);
- weather impact in Energy of -€28 million (unfavorable impact in Central Europe from the second quarter, partially offset by a positive weather impact in Northern America in the first quarter).

Favorable **price effects** (+€243 million) are tied to positive tariff indexation in France and the United Kingdom in Waste, in Central Europe in Water, in North America in Water and hazardous waste and in Morocco in electricity, as well as the impact of higher prices in Asia and Latin America (Argentina).

ACQUISITIONS, PARTNERSHIPS AND DIVESTITURES

Acquisitions

ACQUISITION OF GRUPO SALA IN COLOMBIA

On May 15, 2018, Veolia Holding America Latina S.A. acquired Grupo Sala in Columbia, a group of companies specializing in Waste and Water businesses in Bogota (Colombia), for a financial investment [1] of €168 million.

ACQUISITION OF PPC GROUP (SLOVAKIA)

On July 31, 2018, Veolia Energia Slovensko AS acquired the entire share capital of the PPC group, which operates two cogeneration plants in Bratislava, for a financial investment [1] of €135 million.

ACQUISITION OF HCI GROUP (BELGIUM)

On September 4, 2018, Veolia nv-sa purchased the entire share capital of the HCI group of companies specializing in industrial cleaning at the port of Antwerp, for an amount of €43 million.

Divestitures

INDUSTRIAL SERVICES IN THE UNITED STATES

On January 19, 2018, Veolia Environmental Services North America LLC signed a sales agreement with Clean Harbors for its industrial cleaning business. The sale was completed on February 23, 2018 for a consideration of US$120 million.

SCVK (CZECH REPUBLIC)

In the field of contractual modifications and signature of a new contract with Northern Bohemia up to 2035, Veolia Central Europe sold its investment in Severoceske Vodovody a Kanalizace a.s. to the City of Teplice (Northern Bohemia). The sale was completed on December 18, 2018 for a consideration of €75 million.

(1) Including shares and net financial debt of newly consolidated companies

Other transactions with non-controlling interests

BUYOUT OF MINORITY INTERESTS IN THE CZECH REPUBLIC

On April 26, 2018, Veolia Énergie International acquired a 10% stake in Veolia Energie Ceska Republika a.s., from DCR Investment a.s. for a consideration of €85 million. This acquisition increases Veolia Énergie International S.A.'s stake in Veolia Energie Ceska Republika a.s. from 73% to 83%.

PVK (CZECH REPUBLIC)

Veolia Central Eastern Europe sold 49% of its investment in Prazske Vodovody a Kanalizace a.s. (company running the water facilities of Prague City) to the City of Prague, and retains control of 51% of the share capital following the transaction. The sale was completed on September 20, 2018 for a consideration of €69 million.

BVAG (GERMANY)

On September 26, 2018, the Group, through its subsidiary, Veolia Stadtwerke Braunschweig Beteiligungs GmbH, signed an agreement for the sale of 25% of its investment in Braunschweiger Versorgungs AG & Co. KG (BVAG) to Thüga Investor. Following this transaction – completed for a consideration of €146 million – the Group retained control of 51% of the share capital of BVAG.

COMMERCIAL DEVELOPMENT ACTIVITY

The strong commercial momentum enjoyed by the Group in 2017 continued, with Veolia signing several major contracts in 2018.

In the industrial market

The Group notably won, in the United States, contracts for multi-services in Energy (O&M of plant at a Dow Du Pont site in Virginia) and energy services (Oklahoma City Convention Center).

In France, the Group was selected to renovate and operate energy installations at the Arcelor Mittal site in Fos-sur-Mer (€450 million contract over 20 years). In addition, EDF and Veolia entered into a partnership agreement to co-develop remote control solutions for dismantling natural uranium graphite gas reactors and for vitrifying radioactive waste, in France and worldwide. The Group also entered into an innovative partnership with Tetrapak to enable all components of used food cartons to be recycled by 2025, and signed a sustainable packaging agreement with Unilever to improve waste collection and recycling infrastructure and help create a circular economy for plastic.

In the municipal market

Veolia – in France – renewed its public service delegation contract to operate the Rouen waste-to-energy plant through its subsidiary SNVE (6.5-year contract representing cumulative revenue of €116 million) and won the delegated public service concession for wastewater treatment and rainwater management with the City of Bordeaux through its subsidiary Veolia Eau France (€352 million contract over 7 years). In Nantes, the Group renewed its concession agreement for the Couëron waste processing and recovery plant through its subsidiary Veolia Recyclage et Valorisation des déchets (€332 million contract over 15 years), while in Paris, it renewed its household waste collection contract for the 11th and 19th districts, accompanying the French capital in its “zero waste” strategy.

Outside France, the Dhaka Water Supply and Sewerage Authority (WASA), the authority in charge of drinking water and wastewater management for the Bangladeshi capital, chose Veolia and Suez, to design, build and operate the Gandharbpur drinking water treatment plant. In Australia, Veolia Australia & New Zealand was selected to operate and maintain the country's first Energy Recovery facility, expected to generate approximately 40 MW of clean energy (AUD 450 million contract over 25 years).

Operating performance

Group results break down as follows:

(in € million)	Year ended December 31, 2017 published	Year ended December 31, 2017 re-presented	Year ended December 31, 2018	Change 2017/2018 at current	Change 2017/2018 at constant exchange rates
Revenue	**25,124.6**	**24,818.4**	**25,911.1**	**4.4%**	**6.5%**
EBITDA	**3,284.1**	**3,217.1**	**3,392.0**	**5.4%**	**7.3%**
EBITDA margin	*13.1%*	*13.0%*	*13.1%*		
Current EBIT(1)	**1,519.4**	**1,497.3**	**1,604.0**	**7.1%**	**9.7%**
Current net income – Group share	**622.6**	**613.6**	**674.9**	**10.0%**	**13.3%**
Current net income – Group share, excluding capital gains and losses on financial divestitures net of tax	616.1	607.1	678.6	11.8%	14.7%
Net income (loss) – Group share	**401.6**	**397.7**	**439.3**	**10.5%**	**15.5%**
Current net income – Group share – earnings per share (basic)	1.13	1.11	1.22		
Dividend per share	**0.84**	**0.84**	**0.92(2)**		
Industrial investments (gross)	1,738.0	1,738.0	1,810.7		
Net free cash flow(2)	655.0	618.7	567.8		
Net financial debt	**(7,841.0)**	**(7,833.2)**	**(9,748.9)**		

(1) Including the share of current net income of joint ventures and associates viewed as core Company activities.
(2) Subject to the approval at the General Shareholders' Meeting on April 20, 2019.

EBITDA

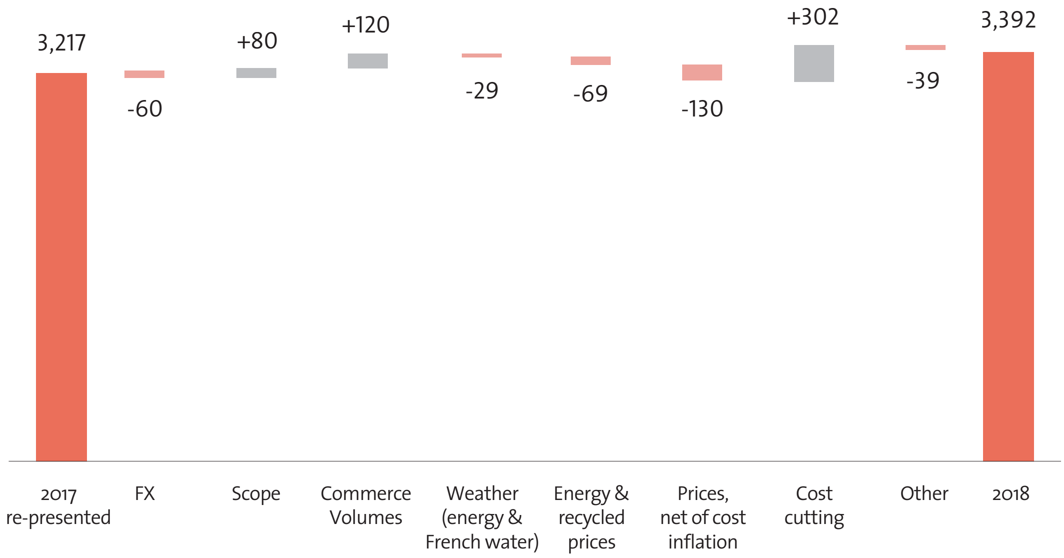
Group consolidated EBITDA for the year ended December 31, 2018 was €3,392.0 million, up +7.3% at constant exchange rates compared with re-presented figures for the prior year. The EBITDA margin increased from 13.0% in December 2017 (re-presented) to 13.1% in the same period to December 2018.

By segment, EBITDA compared with re-presented figures for the year ended December 31, 2017 breaks down as follows:

(in € million)	Year ended December 31, 2017 re-presented	Year ended December 31, 2018	2017/2018 change at current	2017/2018 change at constant exchange rates
France	788,3	802,0	1,7%	1,7%
EBITDA margin	*14,6%*	*14,6%*		
Europe, excluding France	1300,4	1,354,1	4,1%	3,9%
EBITDA margin	*15,3%*	*14,9%*		
Rest of the world	875,9	952,6	8,8%	15,3%
EBITDA margin	*13,9%*	*14,4%*		
Global businesses	259,8	272,6	5,0%	6,8%
EBITDA margin	*5,7%*	*5,8%*		
Other	-7,3	10,7		
GROUP	**3,217,1**	**3,392,0**	**5,4%**	**7,3%**
EBITDA MARGIN	**13,0%**	**13,1%**		

- **In France**, EBITDA improved +1.7%:
  - in Water, increase +4.8% with increased cost savings impacted positively on EBITDA that offset the negative impact of lower volumes (-€13 million) and more moderate price squeeze with better tariff indexation;
  - in Waste, fall in EBITDA mainly due to lower recycled paper prices (impact of -€13 million, stabilized in the fourth quarter) and higher diesel prices (-€16 million). This decrease is partially offset by increasing volumes in treatment activity.
- Improvement in EBITDA in **Europe excluding France** (+3.9% at constant exchange rates) as the result of several impacts:
  - in Central and Eastern Europe, EBITDA decreased due to higher fuel costs, a price squeeze in Energy in the Czech Republic and Poland (-€22 million) and an unfavorable weather effect (-€16 million); this decrease was partially offset by the positive impact of higher Water tariffs in Bulgaria, the Czech Republic and Romania and operating efficiency gains;
  - solid growth in EBITDA in the United Kingdom, with excellent availability of incineration plants and efficiency gains; lower recycled paper prices were offset by higher ferrous metal prices;
  - increased EBITDA in Northern Europe, due to scope transactions performed in 2017 in Scandinavia, the Netherlands and Germany, and further operating efficiency gains.
- Continued strong EBITDA growth in the **Rest of the world:**
  - improvement in the United States, mainly due to favorable price and volume effects in Energy (weather impact in the first quarter and higher electricity prices);
  - higher EBITDA in Latin America, notably due to good performance in Waste in Brazil and Argentina and in Colombia good momentum in Water and impact of Grupo Sala acquisition;
  - sustained EBITDA growth in Asia, driven by China (+18%), thanks to strong growth in hazardous waste (Cangzhou and Changsha), Japan (new Hamamatsu contract) and Taiwan.
- In the **Global businesses** segment, very good hazardous waste performance, but fall in Veolia Water Technologies' EBITDA in line with the progressive restructuring of its business.

The increase in EBITDA between 2017 and 2018 breaks down by impact as follows:.



The foreign exchange impact on EBITDA was -€60 million and mainly reflects fluctuations in the Argentine peso (-€21 million), the US dollar (-€12 million), the Australian dollar (-€8 million), the Brazilian real (-€7 million), the Chinese renminbi (-€5 million) and the pound sterling (-€3 million).

The consolidation scope impact of +€80 million partially relates to developments in 2017 and notably the integration of Corvara industrial assets and Hans Andersson recycling assets in Scandinavia and the acquisition of Eurologistik and Multipet/Multiport in Germany and the Van Scherpenzeel Grope B.V. group in the Netherlands, as well as the acquisition in 2018 of Grupo Sala in Colombia and the PPC group in Slovakia.

Commerce and volume impacts totaled +€120 million, thanks to organic revenue growth boosted by strong commercial development and higher volumes, notably in Waste.

The Weather impact on EBITDA was -€29 million, with the impact of an extremely mild second quarter in Central Europe and significant rain in Spring only partially offset in France and Central Europe in the third and fourth quarters.

Energy and recyclate prices had a negative impact on EBITDA (-€69 million), due to a price squeeze tied to higher fuel costs in Energy (-€27 million), higher diesel costs in Waste (-€26 million) and the negative impact of recyclate prices (-€16 million, including -€20 million for paper, partially offset by other recyclates).

The price squeeze impact of -€130 million mainly relates to weak price indexation in Water and Waste, which only partially covers pressure on wage increases and other costs.

Cost savings plans contributed €302 million. These savings mainly concern operating efficiency (52%) and purchasing (32%) and were achieved across all geographical zones: France (37%), Europe excluding France (26%), Rest of the world (24%), and Global businesses (13%). The €300 million objective for 2018 was exceeded.

Cost savings

EBITDA impact *(in € million)*	2016-2018 cumulative objective	2018 objective	Actual 2018	Actual 2017	Actual 2016	2016-2018 Total
Gross cost savings	**800**	**> 300**	**302**	**255**	**245**	**802**

CURRENT EBIT

Group consolidated current EBIT for the year ended December 31, 2018 was €1,604.0 million, up +9.7% at constant exchange rates on the year ended December 31, 2017 re-presented.

The improvement in current EBIT at constant exchange rates reflects:

- EBITDA growth;
- depreciation and amortization of €1,569 million, up +4.9% at constant exchange rates, mainly due to small acquisitions performed;
- the decline in principal payments on operating financial assets in 2018 (from -€148 million to -€135 million) mainly relating to contract changes in China and South Korea;
- the unfavorable change in provisions and fair value adjustments compared to 2017;
- an improvement in the contribution of equity-accounted entities in Asia (China +19% at constant exchange rates) and the United States (capital gain of €16 million).

The foreign exchange impact on current EBIT was -€38 million and mainly reflects fluctuations in the Argentine peso (-€15 million), the US dollar (-€6 million), the Brazilian real (-€5 million), the Chinese renminbi (-€5 million), the Australian dollar (-€4 million) and the pound sterling (-€2 million), partially offset by favorable fluctuations in the Czech crown (+€5 million).

Changes in current EBIT **by segment** were as follows:

(in € million)	Year ended December 31, 2017 re-presented	Year ended December 31, 2018	2017/2018 change at current	2017/2018 change at constant exchange rates
France	152.4	115.1	-24.5%	-24.5%
Europe, excluding France	697	726.9	4.3%	3.9%
Rest of the world	535.8	623.1	16.3%	23.4%
Global businesses	155.6	145.3	-6.6%	-5.0%
Other	(43.4)	6.3	n/a	n/a
GROUP	**1,497.3**	**1,604.0**	**7.1%**	**9.7%**

Net income

CURRENT FINANCIAL INCOME AND EXPENSES

Cost of net financial debt

The cost of net financial debt totaled -€413.8 million for the year ended December 31, 2018, compared with re-presented -€409.8 million for the year ended December 31, 2017. This decrease is partly due to the increased cost of non-euro denominated debt in emerging countries and to a decrease in the interest rates on cash balances partially offset by active debt management with a declining financial rate on Euro debt from 3.04% in 2017 to 2.91% in 2018 thanks to the Group bond debt refinancing operations.

Cost of net financial debt reduces from 4.91% in 2017 represented to 4.18% for the year ended December 31, 2018.

Other financial income and expenses

Other financial income and expenses totaled -€152.3 million for the year ended December 31, 2018, compared with -€149.6 million for the year ended December 31, 2017 re-presented.

These expenses include interest on concession liabilities (IFRIC 12) of -€94.2 million and the unwinding of discounts on provisions of -€30.4 million.

Capital gains on financial divestitures of €4.5 million in the first-half of 2018 include the capital gain on the disposal of the Industrial Services Division in the United States of €36 million and fair value adjustments to assets held for sale in Europe excluding France. They total €8 million in fiscal year 2017 re-presented (including a capital gain of +€11 million gain on the sale of Lanzhou in China and fair value adjustments to Mehrum in Germany of -€9 million).

CURRENT INCOME TAX EXPENSE

The current income tax expense is -€204.9 million in 2018 compared to -€194.9 million in 2017 re-presented.

The current tax rate of 22.1% (versus 23.0% in 2017 re-presented*) excluding capital gains and contribution of equity method is due to a significant portion of the Group's results being taxed at a lower rate (than the French tax rate) and an improvement in results in France.

CURRENT NET INCOME

Current net income attributable to owners of the Company was €674.9 million for the year ended December 31, 2018, compared with re-presented €613.6 million for the year ended December 31, 2017.

Excluding capital gains and losses on financial divestitures net of tax and minority interests, current net income attributable to owners of the Company rose +14.7% at constant exchange rates to €678.6 million from €607.1 million for the year ended December 31, 2017 re-presented.

NET INCOME

Net income attributable to owners of the Company was €439.3 million for the year ended December 31, 2018, compared with re-presented €397.7 million for the year ended December 31, 2017.

Net income attributable to owners of the company per share for the year ended December 31, 2018 was €0.68 (basic) and €0.65 (basic) compared with re-presented €0.60 (basic) and €0.57 (diluted) for the year ended December 31, 2017 re-presented.

** Income tax 2017 published 23.9%.*

Cash flows

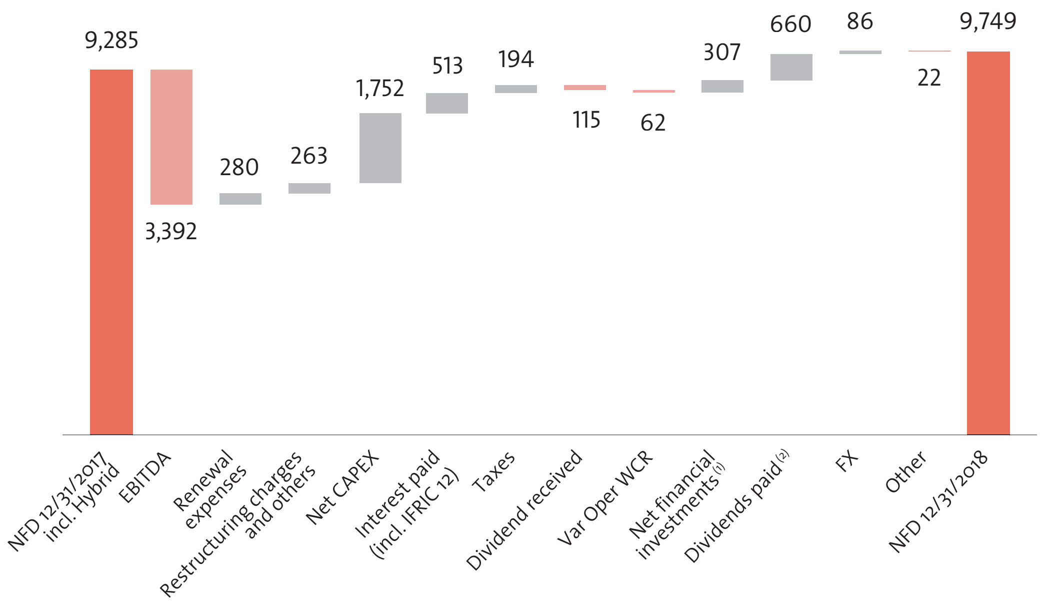
Net free cash flow is €568 million for the year ended December 31, 2018, compared with €619 million for the year ended December 31, 2017 re-presented.

The change in net free cash flow compared with the year ended December 31, 2017 re-presented mainly reflects:

- improved EBITDA;
- a favorable change in operating working capital requirements;
- greater net industrial investments driven by an increase in growth projects finalized compare with 2017;
- higher restructuring cost tied to the Veolia Water Technologies transformation plan.

Overall, **net financial debt** is €9,749 million (including the redemption of the hybrid debt in the amount of €1,452 million in April 2018), compared with €9,285 million as of December 31, 2017 re-presented.

In addition to the change in net free cash flow, net financial debt includes financial investments of €307 million (versus €418 million as of December 31, 2017), mainly in Waste (Grupo Sala in Colombia) and Energy (PPC Group in Slovakia).



Return on capital employed

The Group's post-tax return on capital employed (ROCE) was **8.8%** for the year ended December 31, 2018 versus **8.4%** for the year ended December 31, 2017. The increase in the return on capital employed between 2018 and 2017 was primarily due to improved operating performance.

(1) Financial investments of -€786 million, net of financial divestitures of €479 million.

(2) Including -€66 million: Hybrid debt coupon.

Subsequent events

AGREEMENT FOR THE SALE OF VEOLIA'S STAKE IN TRANSDEV TO THE RETHMANN GROUP

Following the sale of its 20% stake to Caisse des dépôts et consignation in December 2016, Veolia Environnement and CDC jointly sought a new shareholder, both interested in acquiring Veolia Environnement's remaining stake in Transdev and able to support the company's future development.

On January 9, 2019, Veolia Environnement therefore closed the sale of its 30% residual stake in Transdev to the Rethmann Group with a transaction price of €340 million. This transaction marks the end of the Group's withdrawal process from the Transport business.

BOND ISSUE

On January 7, 2019, Veolia successfully performed at par a €750 million bond issue maturing in January 2024 (i.e. 5 years) and bearing a coupon of 0.892%. The proceeds of this issue will be used for general corporate purposes. The high level of oversubscription, the quality of the investor base and the good conditions that were achieved in spite of the fact that Veolia already tapped the bond market in November 2018 are signals of the significant appreciation of Veolia's credit quality.

GABON

On February 18, 2019, Gabon and Veolia Africa signed a settlement agreement providing for the transfer of 51% of SEEG shares held by Veolia Africa to the Société de Patrimoine du Service Public de l'Eau Potable, de l'Énergie Électrique et de l'Assainissement, a company owned by Gabon, for a price of €45 million. Subject to the fulfillment of conditions precedent and the signature of the protocol by the SEEG, Gabon and the Group shall request the discontinuance of the pending proceeding before the ICSID and shall mutually and definitively release all claims and actions arising from the concession agreement terminated by Gabon.

Dividend

At the Combined Shareholders' Meeting scheduled for April 18, 2019, the Board of Directors will propose a dividend payment of €0.92 per share in respect of the 2018 fiscal year, payable in cash, versus €0.84 per share in 2017.

Outlook

- **2019 Objectives:**
  - continuation of sustained revenue growth;
  - More than €220 million in cost savings;
  - EBITDA between €3.5 billion and €3.6 billion[1].
- Dividend growth in line with that of current net income.

(1) At constant exchange rates (based on rates at the end of 2018) and excluding IFRS 16 impacts.

COMPANY RESULTS FOR THE LAST FIVE YEARS[1]

	2018	2017	2016	2015	2014
Share capital at the end of the fiscal year					
Share capital *(in € thousands)*	2,827,967	2,816,824	2,816,824	2,816,824	2,811,509
Number of shares issued	565,593,341	563,364,823	563,364,823	563,364,823	562,301,801
Transactions and results for the fiscal year *(in € thousands)*					
Operating income	670,285	617,915	599,792	566,257	656,550
Income before tax, depreciation, amortization and provisions	489,543	256,086	295,026	112,816	486,613
Income tax expense	73,693	94,566	103,370	107,319	97,287
Income after tax, depreciation, amortization and provisions	883,060	314,498	513,840	343,600	468,647
Amount of distributed income	508,836[1]	462,640	439,728	401,184	383,953
Earnings per share *(in €)*					
Income after tax, but before depreciation, amortization and provisions	1.00	0.62	0.71	0.39	1.04
Income after tax, depreciation, amortization and provisions	1.56	0.56	0.91	0.61	0.83
Dividend per share	0.92	0.84	0.80	0.73	0.70
Personnel					
Number of employees	1,075	1,074	1,019	1,046	1,078[2]
Total payroll *(in € thousands)*	139,234	132,793	132,621	125,542	157,094
Welfare benefits paid (Social Security, benevolent works, etc.) (in € thousands)	82,478	58,385	63,283	66,045	58,478

(1) The total dividend distribution presented in the above table is calculated based on 565,593,341 shares outstanding as of December 31, 2018, reduced by 12,510,389 treasury shares held as of this date, and may change depending on movements in the number of shares conferring entitlement to dividends up to the ex-dividend date.

(2) Following the Group's reorganization, the average number of Veolia Environnement employees rose significantly in 2014 due to the integration of the Head Office teams and the Group's expatriate employees.

(1) These company results are presented pursuant to French rules and regulations. These results relate only to Veolia Environnement as parent company. These results should be distinguished from Veolia group consolidated results which are presented in the brief review of the 2018 condition of the Group above.

PRESENTATION OF GOVERNANCE AND THE BOARD OF DIRECTORS

Board of Directors

1. Profile of the Board of Directors as of March 5, 2019

15
Directors

69.2%
Independent Director [1]

2
Directors representing employees

61
Average age of Directors

4
Non-French Directors

46%
Female Directors [1]

With the exception of the Directors representing employees, the members of the Board of Directors are elected by shareholders at General Shareholders' Meetings at the recommendation of the Board, which, in turn, receives proposals from the Nominations Committee. Board members may be removed at any time pursuant to a decision of the General Shareholders' Meeting. With the exception of Directors representing employees, each Director must hold at least 750 registered shares in the Company.

Finally, the Company's Board of Directors also includes a representative from the Company's Works Council, who attends the Board of Directors' meetings in a non-voting advisory capacity.

(1) Excluding directors representing employees in accordance with AFEP-MEDEF Code.

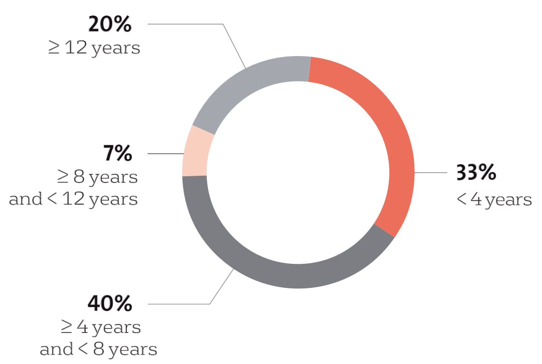
2. Members of the Board of Directors as of March 5, 2019

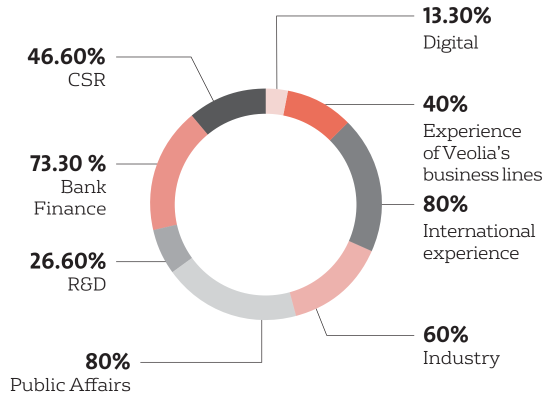
	Age	Gender	Nationality	Number of shares	Number of mandates in non-VE [2] listed companies	Independence	Start of current office / Expiry of current office	Number of years on the Board	Individual Attendance rate	Committees: Accounts and Audit	Committees: Nominations	Committees: Compensation	Committees: Research, innovation and sustainable development
Antoine Frérot *Chairman and Chief Executive Officer*	60	M	French	39,341	0		05/07/2010 2022 GSM	8	100%				
Louis Schweitzer *Vice-Chairman*	76	M	French	31,132	0		04/30/2003 2019 GSM	15	85.71%		● Chairman	● Member	
Maryse Aulagnon *Senior Independent Director*	69	F	French	3,000	1	✦	05/16/2012 2019 GSM	6	100%		● Member	● Chairman	
Homaira Akbari	58	F	American	3,000	3	✦	04/22/2015 2019 GSM	3	100%	● Member			
Jacques Aschenbroich	64	M	French	2,176	2	✦	05/16/2012 2020 GSM	6	85.71%	● Member			● Chairman
Caisse des dépôts et consignations, represented by Olivier Mareuse	55	M	French	26,036,119	2	✦	03/15/2012 2021 GSM	6	71.43%				
Isabelle Courville	56	F	Canadian	1,000	2	✦	04/21/2016 2020 GSM	2	85.71%	● Member	● Member		● Member
Clara Gaymard	59	F	French	750	3	✦	04/22/2015 2019 GSM	3	85.71%			● Member	● Member
Marion Guillou	64	F	French	750	2	✦	12/12/2012 2021 GSM	7	100%			● Member	● Member
Franck Le Roux [1] ✪	54	M	French	N/A	0		10/15/2018 10/15/2022	-	100%	● Member		● Member	
Pavel Páša [1] ✪	54	M	Czech	N/A	0		10/15/2014 10/15/2022	4	100%				● Member
Baudouin Prot	67	M	French	1,687	2		04/30/2003 2019 GSM	15	85.71%				
Nathalie Rachou	61	F	French	822	2	✦	05/16/2012 2020 GSM	6	100%	● Chairman			
Paolo Scaroni	72	M	Italian	916	1		12/12/2006 2021 GSM	12	100%				
Guillaume Texier	45	M	French	750	1	✦	04/21/2016 2020 GSM	2	100%				● Member
Serge Michel ▲	92	M	French	3,094	0	N/A	04/21/2016 2020	-	-				
NUMBER OF MEETINGS IN 2018									**7**	**5**	**6**	**3**	**3**
AVERAGE ATTENDANCE RATE IN 2018									**93.3%**	**92%**	**100%**	**100%**	**94.4%**

● Chairman ● Member ▲ Non-voting member (censeur) ✪ Director representing employees.
✦ Independent pursuant to AFEP-MEDEF Code independence criteria, as assessed by the Board of Directors.
N/A: not applicable

(1) Director representing employees, not taken into account when calculating independence percentages pursuant to Article 8.3 of the AFEP-MEDEF Code.
(2) VE: Veolia Environnement

3. Lenght of service of Directors as of December 31, 2018





4. Diversity policy – Directors skills

In addition to increasing the number of female Directors, the Board is striving to diversify the profiles of its members, of both French and non-French nationality, while ensuring the balanced representation of the Company's various stakeholders.

As of December 31, 2018, the Board has four non-French Directors (Mrs Homaira Akbari, a US citizen; Mrs Isabelle Courville a Canadian citizen; Mr. Paolo Scaroni, an Italian citizen; and Mr. Pavel Páša, a Czech citizen), representing 26.66% of total Board members.

The Nominations Committee advises the Board of Directors on the selection of candidates, where appropriate with the assistance of an external firm, for the purpose of renewing the composition of the Board of Directors and primarily based on the following criteria:

- management skills acquired in major French and non-French international corporations;
- familiarity with the Company and its industry;
- professional experience;
- financial and accounting expertise;
- CSR, R&D and digital skills;
- sufficient availability.

5. Meeting frequency, duration and attendance

According to its internal regulations, the Company's Board of Directors must meet at least four times a year.

In 2018, the Board of Directors met seven times and its meetings lasted an average of three hours (as in 2017). In addition, on December 13 and 14, the Board members attended a seminar dedicated to the Group's strategy, during which they reviewed and discussed strategic issues presented by management over two half-days.

Based on the expectations expressed during the annual assessment of the Board's activities and those collected from Directors in June 2018, discussions notably focused on:

- the review of the path of the current strategic plan (2016-2019);
- the analysis and the contemplated evolution of Veolia activities' portfolio.

The average attendance rate at Board meetings in 2018 was higher than **90%** (similar to 2017). The option to participate through electronic communication was used in five out of seven meetings in 2018 (compared with three out of six meetings in 2017).

Individual attendance rates are presented on page 30 of the present notice and information brochure.

Date of Board of Directors' meeting (2018)	Attendance rate
February 21	14/17 (82.35%)
March 6	16/17 (94.12%)
April 19	15/16 (93.75%)
May 2	14/15 (93.33%)
June 28	13/15 (86.67%)
July 31	15/15 (100%)
November 6	14/15 (93.33%)

6. Work of the Board of Directors in 2018

In 2018, the Board of Directors examined the following points in particular:

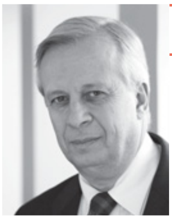
Financial and cash positions and commitments of the Group	• review of the 2017 annual financial statements and the 2018 first-half financial statements; • accounting information for the first and third quarters of 2018; • corresponding draft financial communications; • renewal of the financial and legal authorizations granted to the Chairman and Chief Executive Officer, notably with regard to financing transactions and off-balance sheet commitments and authorization of the Group's significant guarantee transactions; • dividend policy, proposed appropriation of net income and payment of the dividend; • Group financing policy; • self-assessment of internal control; • examination of the summaries and reports issued by its Chairman on the work of the Accounts and Audit Committee(1).
Monitoring of the Group's strategic direction and major transactions and CSR policy	• review of the 2018 budget and the long-term plan; • review of several Group activities, including the Water France business, and activities in the UK and North America; • review of the risk mapping and the materiality matrix of CSR issues; • review of the Group's non-financial ratings and the extent of roll-out of its sustainable development commitments; • consideration of Veolia's position on coal-based energy production; • review of the Group's human resources policy and in particular the management policy for executives and talent and the policy for increasing the number of women managers; • review of succession plans for Executive Committee members and the Chairman and Chief Executive Officer; • examination of the summaries and reports issued by its Chairman on the work of the Research, Innovation and Sustainable Development Committee(1).
Corporate governance	• approval of the Chairman and Chief Executive Officer compensation policy and amount for 2017 and 2018 at the recommendation of the Compensation Committee; • examination of a free share and performance share grant plan; • review of the selection of directors when renewing the composition of the Board; • review of the Group's compliance and ethics structure; • assessment of the independence of directors; • allocation of directors' fees; • assessment of the organization and operations of the Board and each of its committees; • review of the Board's internal regulations; • examination of the summaries and reports issued by their chairmen on the work of the Nominations(1) and Compensation(1) Committees; • Review of the vigilance plan.
Other	• convening of the annual Combined General Meeting and approval of the reports and draft resolutions; • review of multi-year regulated agreements and commitments; • monitoring of changes in the Company's share ownership and report by Executive Management on the road shows held following publication of the accounts.

(1) Detailed elements of those activities are provided in the 2018 Registration Document.

ANTOINE FRÉROT

Chairman and Chief Executive Officer of Veolia Environnement*
60 years old
French
Number of VE shares held on 12/31/2018: **39,341**

Date of first appointment: May 7, 2010
Renewed: April 19, 2018
Expiration of term of office: 2022 General Meeting



JACQUES ASCHENBROICH ✦

Chairman and Chief Executive Officer of Valeo*
64 years old
French
Number of VE shares held on 12/31/2018: **2,176**

Date of first appointment: May 16, 2012
Renewed: April 21, 2016
Expiration of term of office: 2020 General Meeting

LOUIS SCHWEITZER

Vice Chairman of the Board of Directors of Veolia Environnement*
Chairman of Initiative France
76 years old
French
Number of VE shares held on 12/31/2018: **31,132**

Date of first appointment: April 30, 2003
Renewed: April 22, 2015
Expiration of term of office: **2019 General Meeting**

CAISSE DES DÉPÔTS ET CONSIGNATIONS ✦

French State bank
Number of VE shares held on 12/31/2018: **26,036,119**

Date of first appointment: March 15, 2012
Renewed: May 14, 2013
Expiration of term of office: 2021 General Meeting
Represented by its Director of Assets Management and Saving Funds
Olivier Mareuse: 55 years old
French

MARYSE AULAGNON ✦

Senior Independent Director of Veolia Environnement*
Chief Executive Officer of MAB Finance-Finestate
69 years old
French
Number of VE shares held on 12/31/2018: **3,000**

Date of first appointment: May 16, 2012
Renewed: April 22, 2015
Expiration of term of office: **2019 General Meeting**

ISABELLE COURVILLE ✦

Chairman of the Board of Directors of Laurentian Bank of Canada
56 years old
Canadian
Number of shares held on 12/31/2018: **1,000**

Date of first appointment: April 21, 2016
Expiration of term of office: 2020 General Meeting

HOMAIRA AKBARI ✦

President and Chief Executive Officer of AKnowledge Partners (United States)
58 years old
American
Number of VE shares held on 12/31/2018: **3,000**

Date of first appointment: April 22, 2015
Expiration of term of office: **2019 General Meeting**

CLARA GAYMARD ✦

Co-founder of RAISE
59 years old
French
Number of VE shares held on 12/31/2018: **750**

Date of first appointment: April 22, 2015
Expiration of term of office: **2019 General Meeting**

* *Listed company.*

✦ *Independent member. On the date of this notice and information brochure, the Company's Board of Directors has 13 independent members representing 86.6% of the Board, which exceeds the recommendation contained in the AFEP-MEDEF Corporate Governance Code of listed corporations.*

Experience in Veolia's businesses *International Experience* *Industry* *R&D* *Bank Finance* *CSR* *Digital* *Public Affairs*

MARION GUILLOU ✦

Special State Advisor
64 years old
French
Number of VE shares held on 12/31/2018:
750

Date of first appointment: December 12, 2012
Renewed: April 20, 2017
Expiration of term of office: 2021 General Meeting

FRANCK LE ROUX[1]

Director representing employees
54 years old
French

Date of first appointment: October 15, 2018
Expiration of term of office: October 15, 2022

PAVEL PÁŠA[2]

Director representing employees
54 years old
Czech

Date of first appointment: October 15, 2014
Renewed: October 15, 2018
Expiration of term of office: October 15, 2022

BAUDOUIN PROT

Senior Advisor of Boston Consulting Group
67 years old
French
Number of VE shares held on 12/31/2018:
1,687

Date of first appointment: April 30, 2003
Renewed: April 22, 2015
Expiration of term of office: **2019 General Meeting**

NATHALIE RACHOU ✦

Senior Advisor of Rouvier Associés
61 years old
French
Number of shares held on 12/31/2018:
822

Date of first appointment: May 16, 2012
Renewed: April 21, 2016
Expiration of term of office: 2020 General Meeting

PAOLO SCARONI

Deputy Chairman of Rothschild Group and Chairman of AC Milano
72 years old
Italian
Number of shares held on 12/31/2018:
916

Date of first appointment: December 12, 2006
Renewed: April 20, 2017
Expiration of term of office: 2021 General Meeting

GUILLAUME TEXIER ✦

Senior Vice-President, CEO France, Southern Europe, Middle East and Africa Region at Saint-Gobain*
45 years old
French
Number of shares held on 12/31/2018:
750

Date of first appointment: April 21, 2016
Expiration of term of office: 2020 General Meeting

SERGE MICHEL

Non-voting member *(censeur)*
President of SM Conseil
92 years old
French
Number of shares held on 12/31/201:
3,094

Date of first appointment: April 21, 2016
Expiration of term of office: 2020

* *Listed company.*

✦ *Independent member. On the date of this notice and information brochure, the Company's Board of Directors has 13 independent members representing 86.6% of the Board, which exceeds the recommendation contained in the AFEP-MEDEF Corporate Governance Code of listed corporations.*

(1) *Appointed as director representing employees by the group's France Committee on October 15, 2018*

(2) *Renewed as director representing employees by the European Works Council on October 15, 2018*

Experience in Veolia's businesses · *International Experience* · *Industry* · *R&D* · *Bank Finance* · *CSR* · *Digital* · *Public Affairs*

Proposed changes in 2019[(1)]

As part of the annual renewal of the Board of Directors, at its meeting of March 5, 2019, the Board of Directors formally noted the expiry of the terms of office of five Directors (Mr. Louis Schweitzer, Mrs Homaira Akbari, Mrs Maryse Aulagnon, Mrs Clara Gaymard and Mr. Baudouin Prot) at the end of the Shareholders' Meeting on April 18, 2019. In addition, the Board took due note that **Mrs Homaira Akbari and Mr. Baudouin Prot do not seek the renewal of their term of office** at the end of the Shareholders' Meeting on April 18, 2019.

At the recommendation of the Nominations Committee, the Board of Directors' meeting of March 5, 2019 decided to recommend the **renewal** by the Combined General Meeting of April 18, 2019 of the **term of office as Director of Mr. Louis Schweitzer, Mrs Maryse Aulagnon and Mrs Clara Gaymard,** for a period of four years expiring at the end of the 2023 Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2022.

Following these proposed renewals, and **subject to their approval by the Shareholders' Meeting of April 18, 2019 and taking account of the non-renewal/non-replacement of Mrs Homaira Akbari and Mr. Baudouin Prot, the Board of Directors would have thirteen members, including two Directors representing employees and five women (i.e. 45.45%[(2)(3)]), as well as one non-voting member *(censeur).***

(1) Subject to approval by shareholders at the Combined General Meeting of April 18, 2019.

(2) In accordance with Article L. 225-18-1 of the French Commercial Code.

(3) Excluding Directors representing employees in accordance with the AFEP-MEDEF Code.

Board Committees

Accounts and Audit Committee

	Independent	Position	First appointment/ Most recent appointment	Attendance rate	Number of meetings in 2018
Nathalie Rachou(1)	✦	Chairman	12/01/2017	100%	5
Homaira Akbari	✦	Member	04/21/2016	60%	
Jacques Aschenbroich	✦	Member	12/12/2012	100%	
Isabelle Courville	✦	Member	12/01/2017	100%	
Franck Le Roux(2)*	N/A	Member	11/06/2018	N/A	
INDEPENDENCE RATE	**100%**				

(1) Member of the Audit and Accounts Committee since December 12, 2012 and Chairman of the Committee since December 1, 2017.
(2) Member of the Audit and Accounts Committee since November 6, 2018.
** Director representing employees, not taken into account when calculating independence percentages pursuant to article 8.3 of the AFEP-MEDEF Code.*
✦ Independent as defined by the AFEP-MEDEF Code for members of the Board of Directors.
N/A: not applicable.

Proposed changes in 2019

During its meeting of March 5, 2018, the Board of Directors, having duly noted that Mrs Homaira Akbari does not seek the renewal of her term of office as Director, is examing her replacement as member of the Accounts and Audit Committee.

Nominations Committee

	Independent	Position	First appointment/ Most recent appointment	Attendance rate	Number of meetings in 2018
Louis Schweitzer Vice-Chairman		Chairman	03/25/2014	100%	6
Maryse Aulagnon Senior Independent Director	✦	Member	03/25/2014	100%	
Isabelle Courville(1)	✦	Member	11/06/2018	N/A	
INDEPENDENCE RATE	**66.6%**				

(1) Member of the Nominations Committee since November 6, 2018.
✦ Independent as defined by the AFEP-MEDEF Code for members of the Board of Directors.

Proposed changes in 2019

To date, no change is considered, subject to the renewal of the term of office of Mr. Louis Schweitzer and Mrs Maryse Aulagnon by the Combined General Meeting of April 18, 2019.

Compensation Committee

	Independent	Position	First appointment/ Most recent appointment	Attendance rate	Number of meetings in 2018
Maryse Aulagnon Senior Independent Director	✦	Chairman	12/01/2017	100%	3
Clara Gaymard	✦	Member	04/21/2016	100%	
Marion Guillou	✦	Member	11/05/2014	100%	
Louis Schweitzer Vice-Chairman		Member	04/30/2003	100%	
Franck Le Roux(1)*	N/A	Member	11/06/2018	N/A	
INDEPENDENCE RATE	**75%**				

(1) Member of the Compensation Committee since November 6, 2018.
** Director representing employees, not taken into account when calculating independence percentages pursuant to article 8.3 of the AFEP-MEDEF Code.*
✦ Independent as defined by the AFEP-MEDEF Code for members of the Board of Directors.
N/A: not applicable.

Proposed changes in 2019

To date, no change is considered, subject to the renewal of the term of office of Mrs Maryse Aulagnon, Mrs Clara Gaymard and Mr. Louis Schweitzer by the Combined General Meeting of April 18, 2019.

Research, Innovation and Sustainable Development Committee

	Independent	Position	First appointment/ Most recent appointment	Attendance rate	Number of meetings in 2018
Jacques Aschenbroich	✦	Chairman	12/12/2012	100%	3
Isabelle Courville	✦	Member	04/20/2017	100%	
Clara Gaymard	✦	Member	04/20/2017	100%	
Marion Guillou	✦	Member	12/12/2012	100%	
Pavel Páša*	N/A	Member	11/05/2014	100%	
Guillaume Texier	✦	Member	04/20/2017	66,6%	
INDEPENDENCE RATE	**100%**				

** Director representing employees, not taken into account when calculating independence percentages pursuant to article 8.3 of the AFEP-MEDEF Code.*
✦ Independent as defined by the AFEP-MEDEF Code for members of the Board of Directors.
N/A: not applicable.

Proposed changes in 2019

To date, no change is considered, subject to the renewal of the term of office of Mrs Clara Gaymard by the Combined General Meeting of April 18, 2019.

Biography of the Directors proposed for renewal

LOUIS SCHWEITZER

Director of Veolia Environnement*; Vice-Chairman of the Board of Directors, Chairman of the Nominations Committee; Member of the Compensation Committee

76 years old
French

Date of first appointment:
April 30, 2003

Date of reappointment:
April 22, 2015

Expiry of current office:
2019 GSM

Number of shares held:
31,132

Qualifications:

Louis Schweitzer is a graduate of the Institut d'Études Politiques (IEP) in Paris. A graduate of the École Nationale d'Administration (ENA) and Inspector of Finance, he was chief of staff for Laurent Fabius (who was successively junior Budget Minister, Minister for Industry and Research and Prime Minister) from 1981 to 1986. In 1986, he joined Renault's senior management team and then successively held the positions of head of Planning and Management Control, Chief Financial and Planning Officer and Deputy Chief Executive Officer. He was appointed Chief Executive Officer of Renault in December 1990, then Chairman and Chief Executive Officer in May 1992 until May 2005, when he was appointed Chairman of the Board of Directors of Renault. Mr Schweitzer did not seek to renew his term of office as a director of Renault at the May 6, 2009 Annual General Meeting. After being appointed Vice-Chairman of the Veolia Environnement* Board of Directors on November 27, 2009, he was Senior Independent Director of the Company from May 16, 2012 to November 30, 2017 and was again appointed Vice-Chairman on May 14, 2013. He served as Commissioner General for Investment from April 23, 2014 to January 8, 2018.

Principal positions held outside the Company – Other offices

Principal positions held outside the Company:
- Chairman of Initiative France.

Other offices and positions exercised in any company/entity:

In France:
- member of the Board of the National Political Science Foundation;
- Director of the Société des Amis du Musée du Quai Branly;
- Chairman of the Board of Directors of Festival d'Avignon;
- Chairman of the Board of Directors of Maison de la culture MC 93.

Positions or offices expired in the last five years

In France:
- Commissioner General for Investment;
- Senior Independent Director of Veolia Environnement* until 11/30/17;
- Chairman of the Veolia Environnement* Compensation Committee until 11/30/17;
- Member of the Board of Musée du Quai Branly;
- Chairman of the French Foreign Affairs Council;
- Director of L'Oréal*;
- member of the Board of Directors of BPI France.

Outside France:
- member of the Advisory Board of Allianz* (Germany);
- member of the Advisory Board of Bosch (Germany).

GSM: General Shareholders' Meeting called to approve the financial statements for the year then ended.
* *Listed company.*
VE: *Group company..*

International experience *Industry* *Bank Finance* *CSR* *Public Affairs*

WHY VOTING FOR LOUIS SCHWEITZER

Louis Schweitzer, Vice-Chairman of the Nominations Committee, will continue to bring to the Board of Directors his considerable experience and expertise as a former Chief Executive Officer of a leading international industrial group, as well as his specific knowledge of Veolia Group gained during his long presence on the Board (16 years). The Board confirmed its intention to reappoint Mr. Louis Schweitzer as Vice-Chairman of the Board and Chairman of the Nominations Committee.

MARYSE AULAGNON

Independent Director of Veolia Environnement*; Senior Independent Director; Chairman of the Compensation Committee; Member of the Nominations Committee

69 years old
French

Date of first appointment:
May 16, 2012

Date of reappointment:
April 22, 2015

Expiry of current office:
2019 GSM

Number of shares held:
3,000

Qualifications:

Maryse Aulagnon was the Founder and Chairman of Affine group, consisting of two property companies listed in Paris and Brussels specializing in commercial real estate. She currently manages Finestate, an investment company dedicated to investment in managed residential property. She holds a Master's degree in economics and is a graduate of the Institut d'Études Politiques (IEP) and of the École Nationale d'Administration (ENA). She is an honorary Maître des Requêtes of the Conseil d'État (1975 to 1979). After holding various positions at the French Embassy in the United States (1979-1981) and on the staff of several French ministers (Budget and Industry), she joined the Compagnie Générale d'Electricité Group (now Alcatel) in 1984 as Director of International Affairs. She then joined Euris as Deputy Chief Executive Officer when it was created in 1987. She founded the Affine group in 1990. She has also been a member of the Supervisory Board of the BPCE banking group (Banques Populaires Caisses d'Épargne) since December 2010 and a Director of Air France-KLM* (Chairman of the Audit Committee) since July 2010. Finally, she is also active in a number of professional associations (including Fondation Palladio, FSIF, founding member of Cercle 30, etc.), as well as cultural and university organizations (including Fondation des Sciences-Po and Le Siècle).

Principal positions held outside the Company – Other offices

Principal position held outside the Company:
- Chairman and CEO of MAB Finances – Finestate.

Other offices and positions exercised in any company/entity:

In France:
- Director of Air-France KLM*;
- member of the Supervisory Board of BPCE (Banques Populaires Caisses d'Épargne) Group.

Outside France:
- Director of Holdaffine BV, Affine group (Netherlands).

Positions or offices expired in the last five years

In France:
- Chairman and Chief Executive Officer of Affine R.E.*;
- representative of Affine R.E.* and MAB-Finances on the Boards of various entities of the Affine group;
- representative of Promaffine on the Boards of various entities of the Affine group.

Outside France:
- representative of Affine R.E., Chairman of Banimmo*, Affine group (Belgium);

GSM: General Shareholders' Meeting called to approve the financial statements for the year then ended.
* *Listed company.*
VE: *Group company.*

Experience in Veolia's businesses *International Experience* *Industry* *Bank Finance* *Public Affairs*

WHY VOTING FOR MARYSE AULAGNON

Maryse Aulagnon, an independent Director since 2012, has exercised the duties of Senior Independent Director and Chairman of the Compensation Committee since end-2017. She will continue to bring to the Board of Directors her experience and expertise in how leading listed companies do business (including the Affine Group which she founded in 1990). The Board confirmed its intention to reappoint Mrs. Maryse Aulagnon as Senior Independent Director and Chairman of the Compensation Committee.

CLARA GAYMARD

Independent Director of Veolia Environnement*; Member of the Compensation Committee; Member of the Research, Innovation and Sustainable Development Committee

59 years old
French

Date of first appointment:
April 22, 2015

Expiry of current office:
2019 GSM

Number of shares held:
750

Qualifications:

Clara Gaymard is a graduate of the Institut d'Études Politiques (IEP) in Paris and of the École Nationale d'Administration (ENA). She held several senior civil service positions between 1982 and 2006. Before entering ENA, Clara Gaymard started her career at Paris City Hall in the mayor's office between 1982 and 1984. On leaving ENA, she joined the French Court of Accounts as an auditor and was promoted to Senior Audit Commissioner in 1990. She was then Deputy head of Economic Expansion Services in Cairo (1991-1993), followed by head of the European Union office (Europe North-South Department) in the External Economic Relations Department (DREE) of the French Economy and Finance Ministry. In June 1995, she was asked by Colette Codaccioni, the Minister of Solidarity, to become her chief of staff. Clara Gaymard was then Deputy Director of SME Support and Regional Action in the DREE (1996-1999) followed by head of the SME mission (1999-2003). In 2003, she was appointed Ambassador-at-large for international investment and President of the Invest in France Agency (AFII). In 2006, Clara Gaymard joined General Electric (GE) as Chairman of GE in France and then of the North-West Europe region from 2008 to 2010. While remaining Chairman and Chief Executive Officer of GE France, she was appointed Vice-Chairman of GE International for Government Sales and Strategy in 2009 and then in 2010, Vice-Chairman for Governments and Cities under the chairmanship of Jeffrey R. Immelt. Since 2013, she has participated in the acquisition of Alstom's energy business and played a major role in its completion. On February 1, 2016, she joined RAISE, as a co-founding partner with Gonzague de Blignières.

Principal positions held outside the Company – Other offices

Principal position held outside the Company:
- Co-founder of RAISE.

Other offices and positions exercised in any company/entity:

In France:
- Director of Danone*;
- Director of LVMH Moët Hennessy – Louis Vuitton*;
- Director of Bouygues*;
- Director of Sages.

Positions or offices expired in the last five years

In France:
- Vice-Chairman of the Board of Directors of Fondation du Collège de France;
- Chairman of GE France;
- Chairman of the American Chamber of Commerce in France;
- Member of the Board of Directors of the French American Foundation.

GSM: General Shareholders' Meeting called to approve the financial statements for the year then ended.
** Listed company.*
VE: Group company.

International Experience *Industry* *Bank Finance* *CSR* *Digital* *Public Affairs*

WHY VOTING FOR CLARA GAYMARD

Clara Gaymard, an independent Director since 2015, will continue to bring to the Board of Directors her experience in international relations and business, as well as her expertise in public affairs and the development of growth companies (co-founder in 2013 of Raise investissement).

PRESENTATION OF THE COMPENSATION OF MR. ANTOINE FRÉROT, CHAIRMAN AND CHIEF

The method of setting the Chairman and Chief Executive Officer's compensation comply with the principles of the AFEP-MEDEF Code (Article 26) to which the Company refers in accordance with Article L. 225-37 of the French Commercial Code *(Code de commerce)*. These principles are regularly reviewed and discussed by the Compensation Committee which presents the summary of its work and the resulting proposals to the Board of Directors for approval.

Further information on the components of Mr Antoine Frérot's compensation presented for shareholder vote, is presented:

- on pages 50 to 55 of this notice and information brochure;
- as well as in Chapter 7 "Corporate Governance" of the Veolia Environment 2018 Registration Document (Section 7.4).

The principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kinds that may be awarded to executive corporate officers[1] in respect of their duties, representing the compensation policy for these individuals, are decided by the Board of Directors at the recommendation of the Compensation Committee and presented for shareholder approval at General Shareholders' Meetings ("*ex ante* vote on the compensation policy") in accordance with Article L. 225-37-2 of the French Commercial Code. The 11th resolution on the executive corporate officer compensation policy for fiscal year 2019 presented for shareholders' vote at the General Shareholders' Meeting of April 18, 2019 is presented on pages 53 to 55 of this notice and information brochure.

In addition, pursuant to Article L. 225-110 of the French Commercial Code, the General Shareholders' Meeting votes on (i) the fixed, variable and exceptional components of total compensation and (ii) benefits of all kinds paid or awarded in respect of the previous fiscal year to executive corporate officers (*ex post* vote on compensation of the prior fiscal year). Accordingly, the payment of variable or exceptional compensation components in respect of a period is contingent on their approval by the General Shareholders'[1] Meeting called to approve the financial statements for this period. The 10th resolution on the components of compensation paid or awarded to executive corporate officers in respect of fiscal year 2018 presented for shareholders' vote at the General Shareholders' Meeting of April 18, 2019 is presented on pages 50 to 52 of this notice and information brochure.

Mr. Antoine Frérot, as the Chairman and Chief Executive Officer, is the sole executive corporate officer.

POLICY AND GENERAL PRINCIPLES APPLICABLE TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER'S COMPENSATION

In accordance with the provisions of the AFEP-MEDEF Code and at the recommendation of its Compensation Committee, the Board of Directors conducts an annual review of all the compensation components of the Chairman and Chief Executive Officer, based on rules defining the principles and general policy applicable to the Chairman and Chief Executive Officer's compensation components. These rules may be reviewed and amended each year in line with changes in the Group's strategic priorities or in the event of major new events.

In the absence of any major new events or change in strategic priorities, these rules set the Chairman and Chief Executive Officer's long-term variable compensation for a period of three years as follows:

(i) the amount of the annual fixed compensation;

(ii) the criteria for determining the annual variable compensation;

(iii) the applicable terms and conditions.

These rules were adopted by the Board of Directors for the first time on March 8, 2016, for the period encompassing fiscal years 2016, 2017 and 2018. At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 5, 2019 decided to renew these rules for a further period of three years encompassing fiscal years 2019, 2020 and 2021.

When implementing these rules and setting the Chairman and Chief Executive Officer's compensation components, the Board of Directors, at the recommendation of the Compensation Committee, ensures in particular that the compensation policy is aligned with the Group's strategy and considers the balance between the different compensation components (fixed compensation and variable annual compensation, long-term compensation plan and other benefits and additional compensation components). Furthermore, the review of the Chairman and Chief Executive Officer's compensation components also takes account of compensation studies and benchmarks covering companies comparable to Veolia Environnement and CAC 40 companies.

GENERAL STRUCTURE OF THE COMPENSATION COMPONENTS OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Antoine Frérot does not have an employment contract with the Group, has waived receipt of Directors' fees and his compensation does not include any exceptional components.

His annual compensation comprises the following components:

- fixed compensation;
- annual variable compensation tied to annual objectives;
- a benefit in kind, corresponding to a company car.

(1) Executive corporate officers of a French limited liability company (société anonyme) with a Board of Directors are: the Chairman of the Board of Directors or the Chairman and Chief Executive Officer (if he/she assumes the duties of CEO), the Chief Executive Officer and the Deputy Chief Executive Officers.

In addition, Mr. Antoine Frérot is entitled to:

- long-term compensation in the form of performance share grants decided by the Board of Directors' meeting of May 2, 2018 pursuant to the 21st resolution approved by the Combined General Meeting of April 19, 2018;
- severance payments, renewed by the Combined General Meeting of April 19, 2018;
- a supplementary defined contribution pension plan.

Fixed compensation

The fixed compensation reflects the experience and the responsibilities of the Chairman and Chief Executive Officer and acts as a basis for determining the maximum percentage of annual variable compensation.

Mr. Antoine Frérot has received annual fixed compensation of €950,000 for his duties as Chairman and Chief Executive Officer since fiscal year 2015.

In accordance with the new three-year compensation policy applicable from January 1, 2019 and at the recommendation of the Compensation Committee, the Board of Directors decided to propose to the General Shareholders' Meeting of April 18, 2019 an increase in Mr. Antoine Frérot's gross annual fixed compensation to €980,000 from January 1, 2019. This triennial increase of around 3% aims to bringing this fixed compensation closer to the median fixed compensation of CAC 40 chief executive officers and being in line with the increase in the average fixed compensation of Group managers over the past 3 years.

Annual variable compensation

Variable compensation rewards the Chairman and Chief Executive Officer's contribution to the Group's results and performance in the past year.

Since 2003, the split of the Chairman and Chief Executive Officer's variable compensation between a quantifiable portion (70%) and a qualitative portion (30%) has remained unchanged.

The quantifiable and qualitative objectives and criteria underlying the variable compensation are set at the beginning of each year by the Board of Directors for the current year, at the recommendation of the Compensation Committee and based on the three-year rules governing the Chairman and Chief Executive Officers compensation and the Group's strategic priorities. The Board of Directors also discusses the amount of the variable compensation for the prior year, based on the attainment of the criteria and objectives set at the beginning of that year. Pursuant to Article L. 225-100 of the French Commercial Code, the payment of annual variable compensation for a period is contingent on its approval by the General Shareholders' Meeting called to approve the financial statements for this period.

The Chairman and Chief Executive Officer's annual variable compensation is determined each year based on a target bonus (100% attainment of the objectives set by the Board of Directors) expressed as a percentage of annual fixed compensation (the "Target bonus base").

Variable compensation is capped (where objectives are exceeded) at a percentage of annual fixed compensation.

- The quantifiable portion of variable compensation (70% of the Target bonus base) is determined based on criteria and financial indicators aligned with the mid-term outlook published by the Group. The amount depends on actual results compared with budget objectives set by the Board of Directors.
- The Board of Directors performs an overall assessment of the qualitative portion of variable compensation (30% of the Target bonus base) based on the attainment of qualitative criteria and the recommendations of the Compensation Committee.

The quantitative and qualitative criteria for the Chairman and Chief Executive Officer's annual variable compensation for fiscal years 2017, 2018 and 2019 are presented in Section 7.4.1.1.2 of the 2018 Registration Document of Veolia Environnement.

Long-term compensation

Based on the principles and recommendations of the AFEP-MEDEF Code (see Article 24.3.3), in accordance with the rules governing the Chairman and Chief Executive Officer's compensation and at the recommendation of the Compensation Committee, the Board seeks to implement long-term compensation. This compensation is in addition to annual variable compensation and proportionate to annual fixed and variable components. It is subject to demanding performance conditions to be satisfied over several consecutive years. When drafting a new plan, the performance conditions reflect Veolia's long-term strategic priorities and can include performance conditions that are internal and/or external to the Group. This long-term compensation is not intended to concern only the Chairman and Chief Executive Officer, but also senior executives and other employee categories of the Group (e.g. high potential employees and key contributors). The scope of beneficiaries is determined on the implementation of each long-term compensation plan. Should the Chairman and Chief Executive Officer leave the Group before expiry of the performance criteria assessment period, the multi-year compensation will not be paid, in the absence of exceptional provisions justified by the Board.

In this context, the last two long-term compensation plans implemented by the Board of Directors and the proposed new performance share plan presented to the Shareholders Meeting of April 18, 2019 for approval are detailed below.

Long-term compensation plan, the Management Incentive Plan (MIP), implemented for fiscal years 2015, 2016 and 2017

Considering the closure of the defined benefit pension plan of which the Chairman and Chief Executive Officer was a member until June 30, 2014, and with the aim of introducing a long-term compensation system, the Board of Directors decided and authorized on August 27, 2014, the launch, in October 2014, of a long-term incentive compensation plan called the "Management Incentive Plan".

The Board of Directors' meeting of March 6, 2018 duly noted Mr. Antoine Frérot's decision to retain, until the end of his duties, 40% of the total bonus allocated under this plan, net of the applicable tax and social charges, until ultimately reaching an overall shareholding corresponding to 200% of his gross fixed annual compensation.

The detailed features of this plan are presented in Section 7.4.3.4 of the 2018 Registration Document of Veolia Environnement.

Performance share grant plan implemented for fiscal years 2018, 2019 and 2020

Pursuant to the implementation of the Group's long-term compensation policy and the authorization approved by the General Shareholders' Meeting of April 19, 2018, and at the recommendation of the Compensation Committee, the Board of Directors' meeting of May 2, 2018 decided to grant 1,731,368 performance shares (*i.e.* approximately 0.31% of the Company's share capital) to 700 top executives and high potential employees of the Group, including 49,296 performance shares to the Chairman and Chief Executive Officer, Mr. Antoine Frérot (*i.e.* approximately 0.01% of the Company's share capital).

At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 6, 2018 decided that the following holding obligations would apply should this performance share plan be implemented:

- for the Chairman and Chief Executive Officer, obligation to retain, until the end of his duties, 40% of the total performance shares granted under this plan, net of applicable taxes and social security contributions, until an overall shareholding corresponding to 200% of his gross fixed compensation is ultimately reached;
- for the members of the Company's Executive Committee, obligation to retain, until the end of their duties within the Executive Committee, 25% of the total performance shares granted under this plan, net of applicable taxes and social security contributions, until an overall shareholding corresponding to 100% of their gross fixed annual compensation is ultimately reached.

The detailed features and performance conditions of this plan are presented in Section 7.4.3.1 of the 2018 Registration Document of Veolia Environnement.

Proposed new performance share grant plan for fiscal years 2019, 2020 and 2021

At the recommendation of the Compensation Committee, the Board of Directors asks shareholders in the 15th resolution presented to the General Shareholders' Meeting of April 18, 2019, to approve a new authorization, for a period of 18 months, to grant performance shares to a group of 450 beneficiaries comprising top executives, high potential employees and key contributors of the Group, including the Chairman and Chief Executive Officer. This plan, which is intended to be launched in 2019 with an expiry date in 2022 following the publication of the 2021 financial statements, would replace the plan granted in 2018. At the recommendation of the Compensation Committee, the Board of Directors stipulated that the Chairman and Chief Executive Officer would receive a performance share grant equal to and capped at 100% of his 2019 fixed compensation.

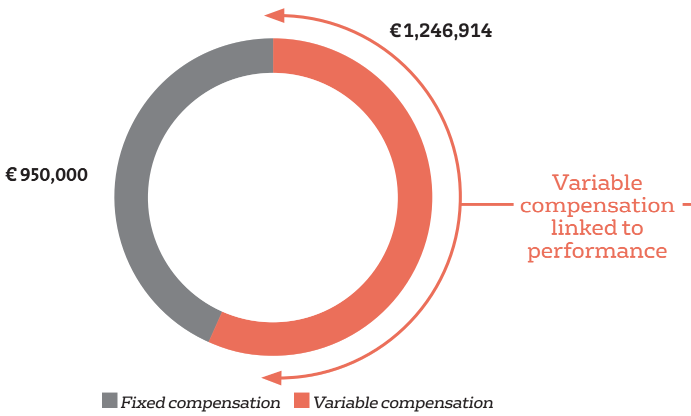
The detailed features and performance conditions of this proposed performance share plan are presented in Section 7.4.3.1 of the 2018 Registration Document of Veolia Environnement and on pages 61 to 63 of this notice and information brochure.

Additional components of annual compensation

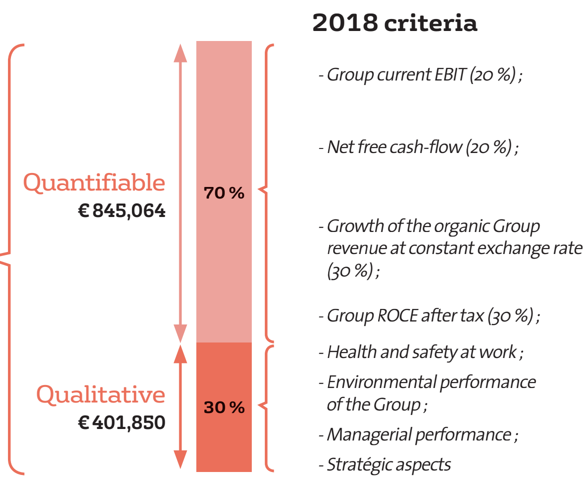
In addition to his annual compensation, the Chairman and Chief Executive Officer is entitled to a company car and to social security benefits equivalent to those of employees (healthcare and insurance). Additionally, he is eligible to participate in the supplementary defined contribution group pension plan applicable since July 1, 2014, presented in Section 7.4.2 of the 2018 Registration Document of Veolia Environnement.

Annual compensation with respect to 2018

Fixed and variable compensation (1)



Performance of the variable compensation (2)



€ 0 (Voluntary renunciation)
Directors' fees

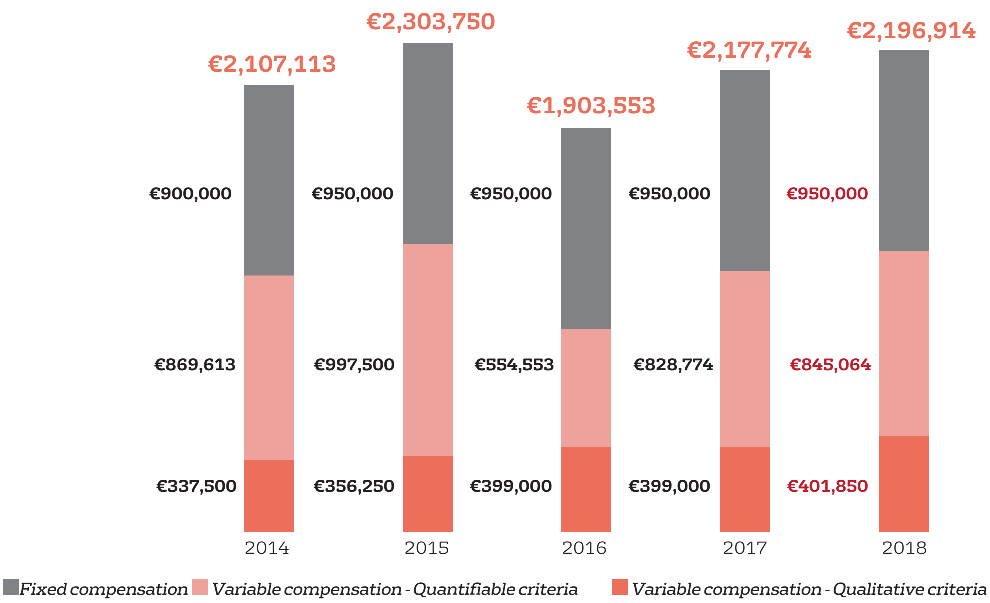
€ 1,676
Advantages in kind

Closure and freezing of the defined benefit pension plan

Long-term incentive plan with respect to 2018

2018 performance share plan (with an expiry date on May 2021):
Allocation of 49,296 performance shares.

Evolution of the fixed and variable annual compensation over the last five years *(in euros)*



(1) *The ceiling of the variable portion with respect to 2018 amounted to 160% of his base target bonus, representing €1,520,000.*

(2) *The level of attainment of the objectives and the amount of the variable portion of the compensation have been determined by the Board of Directors, upon recommendation of the Compensation Committee, during its meeting of March 5, 2019.*

AGENDA OF THE GENERAL SHAREHOLDERS' MEETING (COMBINED ANNUAL ORDINARY AND EXTRAORDINARY) OF APRIL 18, 2019

Ordinary business

1. Approval of the Company financial statements for fiscal year 2018;
2. Approval of the consolidated financial statements for fiscal year 2018;
3. Approval of the expenses and charges referred to in Article 39.4 of the General Tax Code;
4. Appropriation of net income for fiscal year 2018 and payment of the dividend;
5. Approval of related agreements and commitments;
6. Renewal of the term of Mrs Maryse Aulagnon as Director;
7. Renewal of the term of Mrs Clara Gaymard as Director;
8. Renewal of the term of Mr Louis Schweitzer as Director;
9. Renewal of the term of office of a principal statutory auditor;
10. Approval of the fixed, variable and exceptional items of total compensation and advantages of all kind paid or due to Mr Antoine Frérot by virtue of his mandate as Chairman and Chief Executive Officer, with respect to fiscal year 2018;
11. Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kinds that may be awarded to the Chairman and Chief Executive Officer in respect of fiscal year 2019;
12. Authorization to be given to the Board of Directors to deal in the Company's shares.

Extraordinary business

13. Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or securities giving access to the share capital, and reserved for the members of company savings plans **without preferential subscription rights;**
14. Delegation of authority to the Board of Directors to increase the share capital by issuing shares, and reserved for certain categories of persons **without preferential subscription** rights in the context of the implementation of employee share ownership plans;
15. Authorization to be granted to the Board of Directors for the purpose of granting existing or newly-issued free shares to employees of the Group and corporate officers of the Company or some of them, **implying waiver of the shareholders' preferential subscription rights.**

Ordinary and extraordinary business

16. Powers for formalities.

REPORT OF THE BOARD OF DIRECTORS AND DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING

This report sets out the draft resolutions presented to your Combined Shareholders' Meeting by your Company's Board of Directors. It details the key points of the draft resolutions, in accordance with prevailing regulations and best governance practices. You are invited to carefully read the draft resolutions closely before voting.

On the **ordinary** business of the General Meeting

(RESOLUTIONS 1, 2 AND 3)

Approval of the annual financial statements

These resolutions relate to the approval of the annual financial statements (Company and consolidated financial statements) and of expenses and charges not deductible for tax purposes. The management report in respect of fiscal year 2018 is included in the Company's 2018 Registration Document, available on the Company's website (www.veolia.com/en/veolia-group/finance-area, "Regulated Information" section). The Statutory Auditors' reports on the annual Company and consolidated financial statements can be found in chapter 4 of this Registration Document.

FIRST RESOLUTION

Approval of the Company financial statements for fiscal year 2018

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having considered the management report of the Board of Directors and the reports of the Statutory Auditors, approves the financial statements for 2018 as presented comprising the balance sheet, the income statement and the notes thereto, as well as the transactions referred to in these financial statements and summarized in these reports.

SECOND RESOLUTION

Approval of the consolidated financial statements for fiscal year 2018

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having considered the management report of the Board of Directors and the reports of the Statutory Auditors, approves the consolidated financial statements for 2018 as presented comprising the balance sheet, the income statement and the notes thereto, as well as the transactions referred to in these financial statements and summarized in these reports.

THIRD RESOLUTION

Approval of the expenses and charges referred to in Article 39.4 of the General Tax Code

Pursuant to Article 223 *quater* of the French General Tax Code, the General Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, approves the expenses and charges accounted for by the Company and referred to in Article 39.4 of the said Code and totaling 592,982 euros which, taking the tax loss into account, have reduced the tax losses carried forward by the same amount.

(RESOLUTION 4)

Appropriation of net income for fiscal year 2018 and payment of the dividend

In the 4th resolution, the General Shareholders' Meeting is asked to set the dividend for fiscal year 2018 at **€0.92 per share**, i.e. a total amount of **€508,836,316 million** calculated on the basis of 565,593,341 shares comprising the share capital as at December 31, 2018, less 12,510,389 shares held as treasury shares on that date, although this amount may change depending on the number of shares conferring entitlement to dividends at the ex-dividend date.

The shares will trade ex-dividend on **May 14, 2019** and **the dividend will be paid from May 16, 2018.** In the case of individual beneficiaries residing for tax purposes in France who have opted for the taxation of the investment income according to the progressive income tax rate instead of the unique withholding tax, the dividend will automatically be taken into account for the purposes of determining their overall income subject to income tax on a sliding scale, and will be eligible for an allowance of 40% of the gross amount received (Article 158-3-2 of the French General Tax Code).

The following dividends were paid out in the three fiscal years preceding 2018:

Fiscal year	Number of eligible shares	Dividend per share *(in €)*	Total (in €)
2017	550,761,892	0.84	462,639,989
2016	549,715,232	0.80	439,772,185
2015	549,566,848	0.73	401,183,799

All the amounts stipulated in the "Dividend per share" column of this table were eligible for the 40% allowance provided for in Article 158.3 2° of the General Tax Code, under the conditions mentioned above.

FOURTH RESOLUTION

Appropriation of net income for fiscal year 2018 and payment of the dividend

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, notes that the financial statements for the fiscal year ended December 31, 2018 approved by this general meeting show an income of 883,060,186 euros which, increased by the profits carried forward and reduced by the amounts to be allocated to the legal reserve, constitutes a distributable profit of **1,036,539,490 euros,** and resolves to appropriate it as follows:

(in euros)	2018
Net income 2018	883,060,186
Distributable reserves	6,995,196,203
Previous retained earnings/losses	154,593,563
i.e. a total amount of	8,032,849,952
To be allocated as follows(1)	
legal reserve	1,114,259
dividends (€0.92 x 553,082,952 shares(2))	508,836,316
retained earning/losses	527,703,174
For information, shareholders' equity after appropriation and distribution of the dividend	
Capital	2,827,966,705
Issue, merger and transfer premiums	6,995,196,203
Legal reserve	282,796,671
2018 retained earnings/losses	**527,703,174**
TOTAL(3)	10,633,662,753

(1) Subject to approval by the General Shareholders' Meeting.
(2) The total amount of the distribution indicated in the above table is calculated on the basis of the 565,593,341 shares comprising the authorized share capital on December 31, 2018, reduced by the number of treasury shares (12,510,389) held on that date, and may vary depending on changes in the number of shares conferring entitlement to dividends up to the ex-dividend date. Consequently, the deduction from "2018 retained earnings/losses" and/or from "distributable reserves" may change depending on the final total amount paid in respect of the dividend.
(3) After appropriation of income and distribution of the proposed dividend for 2018, the Company's shareholders' equity would be €10,633,662,753.

The dividend is set at €0.92 per share for each of the shares entitled to the dividend. For individual beneficiaries resident for tax purposes in France who have opted for the taxation of the investment income according to the progressive income tax rate instead of the unique withholding tax, this dividend will automatically be taken into account for the purposes of determining their overall income subject to income tax at the sliding rate, and will be eligible for an allowance of 40% of the gross amount received (article 158-3-2 of the General Tax Code).

In accordance with the legal provisions, the Shareholders' Meeting notes that in the three fiscal years preceding fiscal year 2018, the following dividends were distributed:

Fiscal year	Number of eligible shares	Dividend per share (in €)	Total (in €)
2017	550,761,892	0.84	462,639,989
2016	549,715,232	0.80	439,772,185
2015	549,566,848	0.73	401,183,799

All the sums mentioned in the column "dividend per share" in the above table were eligible for the allowance of 40% provided for in Article 158.3 2° of the General Tax Code, under the conditions mentioned above.

The dividend will be traded ex-dividend on May 14, 2019 and will be paid with effect from May 16, 2019. In the event that, when these dividends are paid, the Company owns some of its own shares, the amount of the dividends not paid in respect of those shares will be allocated to the retained earnings/losses account

(RESOLUTION 5)

Approval of regulated agreements and commitments

This resolution submits for your approval the transactions described in the special report of the Statutory Auditors concerning the 2018 fiscal year as well as those carried out between the 2018 fiscal year-end and March 5, 2019.

The Board of Directors did not granted any new regulated agreement during fiscal year 2018.

FIFTH RESOLUTION

Approval of regulated agreements and commitments

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having considered the the special report of the Statutory Auditors on the agreements and commitments governed by Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, notes that, pursuant to this report, the Statutory Auditors were not informed of any new agreements authorized by the Board of Directors during the financial year ended December 31, 2018 and subsequently until March 5, 2019, and approves this report in all its terms.

(RESOLUTION 6, 7 AND 8)

Renewal of the Directors

The terms of five Directors, Mrs Homaira Akbari, Mrs Maryse Aulagnon, Mrs Clara Gaymard, Mr Baudouin Prot and Mr Louis Schweitzer, reach maturity at the end of the General Meeting of April 18, 2019.

The Board of Directors proposes the General Meeting, following the opinion of its Nominations Committee, through the 6th, 7th and 8th resolutions, to renew the terms of Mrs Maryse Aulagnon, Mrs Clara Gaymard, and Mr Louis Schweitzer for a period of four years that will expire at the end of the Ordinary General Meeting of shareholders convened to approve the financial statements for the fiscal year ended December 31, 2022.

The biographies of the directors as well as the reasons for which their renewal is proposed to shareholders' vote at the General Shareholders' Meeting are presented on pages 38 to 40 of this notice and information brochure.

Mrs Homaira Akbari and Mr Baudoin Prot did not wish to be renewed as Director, the Board of Directors decided not to propose their replacement to the General Shareholders' Meeting and therefore to reduce the size of the Board.

Following those renewals and the non-renewal/non-replacement of Mrs Homaira Akbari and Mr. Baudouin Prot, the Board of Directors would be comprised of 13 members, including 5 women (thus 45.45%) and 2 Directors representing employees[(1)].

SIXTH RESOLUTION

Renewal of the term of Mrs Maryse Aulagnon as Director

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, pursuant to the recommendation of the Board of Directors and after consultation with the Nominations Committee, decides to renew the mandate of **Mrs Maryse Aulagnon** for a period of four years, which will end after the Ordinary Shareholders' Meeting called upon to decide on the accounts for the fiscal year ending December 31, 2022.

SEVENTH RESOLUTION

Renewal of the term of Mrs Clara Gaymard as Director

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, pursuant to the recommendation of the Board of Directors and after consultation with the Nominations Committee, decides to renew the mandate of **Mrs Clara Gaymard** for a period of four years, which will end after the Ordinary Shareholders' Meeting called upon to decide on the accounts for the fiscal year ending December 31, 2022.

EIGHTH RESOLUTION

Renewal of the term of Mr. Louis Schweitzer as Director

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, pursuant to the recommendation of the Board of Directors and after consultation with the Nominations Committee, decides to renew the mandate of **Mr. Louis Schweitzer** for a period of four years, which will end after the Ordinary Shareholders' Meeting called upon to decide on the accounts for the fiscal year ending December 31, 2022.

(1) In accordance with Article L. 225-27-1 of the French Commercial Code, Directors representing employees are not taken into account when assessing the proportion of balanced representation referred to in Article L. 225-17 of the same Code.

(RESOLUTION 9)

Renewal of a statutory auditor of the Company

The audit reforms introduced by European regulation and enacted into French law, provide for the mandatory rotation of audit firms of companies meeting the definition of a Public Interest Entity (PIE), from the entry into effect of this provision (June 17, 2014) when their (cumulative) tenure exceeds 24 years (in the case of joint statutory auditors). Under the regulation's transition arrangements, where an audit firm has a cumulative tenure of between 11 and 20 years as of June 17, 2014 (case of KPMG SA, appointed for the first time in 1995), the maximum cumulative tenure takes account of a nine-year transition period starting this same date (i.e. one term of six fiscal years during a maximum period ending June 16, 2023). It is also noted, for information purposes, that Veolia Environnement was listed on the stock exchange in July 2000 and that it is only at this date that it became a PIE as defined by the European Regulation.

Given this legal framework, the 9th resolution asks shareholders to renew the term of office as statutory officer of KPMG SA, Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, RCS Nanterre 775 726 417, **for a final term of six years, expiring in 2025** at the end of the General Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2024.

You are also asked to note the **non-renewal and non-replacement** of the company **KPMG AUDIT ID** whose term of office as deputy auditor expires at the end of this General Shareholders' Meeting, in accordance with article L. 823-1 of the French Commercial Code.

NINTH RESOLUTION

Renewal of the term of office of a principal statutory auditor

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having considered the report of the Board of Directors, decides to renew the term of office of the company **KPMG SA**, Tour Eqho, 2 avenue Gambetta, 92066 Paris la Défense Cedex, RCS Nanterre 775 726 417, as principal statutory auditor for a period of six financial years, which shall end in 2025 at the close of the Shareholders' Meeting that is convened to vote on the financial statements for the fiscal year ended December 31, 2024.

Furthermore, the Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having considered the report of the Board of Directors, notes the non-renewal and non-replacement of the company **KPMG AUDIT ID** whose term of office as deputy auditor expires at the end of this General Shareholders' Meeting, in accordance with article L. 823-1 of the French Commercial Code.

(RESOLUTION 10)

Approval of the fixed, variable and exceptional components of total compensation and advantages of all kind paid or awarded to Mr. Antoine Frérot by virtue of his duties as Chairman and Chief Executive Officer, with respect to fiscal year 2018 ("*Ex post* vote")

Pursuant to the provisions of Article L. 225-100 of the French Commercial Code, shareholders are asked in the 10th resolution to approve the fixed, variable and exceptional components of total compensation and benefits of all kind paid or awarded to Mr Antoine Frérot by virtue of his duties of Chairman and Chief Executive Officer, in respect of fiscal year 2018. Note that all these components are presented in Chapter 7, Section 7.4 of the 2018 Registration Document and summarized in the table below.

Compensation components	Amount	Comment
Fixed compensation	€950,000	At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 8, 2016 decided to set the frequency of review of fixed compensation at every three years with effect from January 1, 2016, in the absence of any major events. Accordingly, and at the recommendation of the Compensation Committee, the 2018 gross fixed compensation remained unchanged.
Variable compensation	€1,246,914	The Board of Directors' meeting of March 5, 2019, at the recommendation of the Compensation Committee, set and approved the total amount of Mr Antoine Frérot's variable compensation (quantifiable and qualitative components) for the 2018 fiscal year at €1,246,914. The Board of Directors' meeting of March 6, 2018, at the recommendation of the Compensation Committee, decided to revise the method of calculating his variable compensation as follows: • respective weight of the quantifiable portion (70%) and of the qualitative portion (30%) unchanged; • 2018 target variable compensation (in the event of attainment of the objectives set by the Board of Directors) set at 100% of the annual fixed compensation ("Base target bonus"); • variable compensation capped (in the event objectives are exceeded) at 160% of annual fixed compensation, or €1,520,000. **Using this method and based on the attainment of the criteria determining the calculation of the variable portion, the amount of this variable portion for 2018 fiscal year was determined as follows:** **i) with respect to the quantifiable criteria**: the criteria for the quantifiable portion of the variable compensation were unchanged compared to 2017 and are granted as follows. The quantifiable portion is equal to the total of the components resulting from the application of each of these criteria separately: • 20% based on Group current EBIT **(107.6%),** • 20% based on net free cash flow before financial investments, financial divestments and dividends **(160%),** • 30% based on the growth of the organic Group revenue, at constant exchange rates and excluding acquisitions and divestitures of more than €100 million but including acquisitions of privatized public services, **(111%),** • 30% based on Group ROCE after tax **(134,2%).** The quantifiable variable portion equals **€845,064** reflecting an overall payout ratio of 127.1%. **ii) with respect to the qualitative criteria:** the Board of Directors' meeting of March 5, 2019 decided to grant **€401,850** to Mr Antoine Frérot in respect of the qualitative variable portion of his 2018 compensation, representing a payment rate of **141%** of the qualitative portion based on an excellent overall assessment founded on the attainment of the following criteria: health and safety at work (rate of workplace accidents with sick leave), environmental performance, management performance and strategic aspects. **Mr Antoine Frérot's variable compensation (quantifiable and qualitative components) for the 2018 fiscal year therefore amounts to €1,246,914, equal to 131% of his Base target bonus for the 2018 fiscal year.** **In accordance with Article L. 225-100, II of the French Commercial Code, the variable compensation will be paid to Mr Antoine Frérot only after approval of the 10th resolution by this General Shareholders' Meeting.**

Compensation components	Amount	Comment
Multi-year variable compensation	No payment	Mr Antoine Frérot did not receive any multi-year variable compensation in 2018.
Exceptional compensation	N/A	Mr Antoine Frérot does not receive any exceptional compensation.
Directors' fees	N/A	Mr Antoine Frérot has waived his right to receive Directors' fees as Chairman of the Veolia Environnement Board of Directors and in respect of the offices he holds in Group companies.
Grant of stock options and/or performance shares	Grant of performance shares to a group of around 700 Group executives & key employees of the Group, including the Chairman and Chief Executive Officer	In accordance with the Group's compensation policy and the authorization granted by the Veolia Environnement extraordinary General Meeting of April 19, 2018, the Board of Directors decided on May 2, 2018, at the recommendation of the Compensation Committee, to grant: • 248,580 free shares, i.e. 0.04% of the share capital as of December 31, 2018, to all employees of the France scope (49,716 beneficiaries); • 1,731,368 performance shares, i.e. 0.31% of the share capital as of December 31, 2018 to approximately 700 top executives and high-potential employees of the Group. In this context, 49,296 performance shares were granted to Mr Antoine Frérot (i.e. approximately 0.01% of the share capital, compared with 0.04% authorized by the General Shareholders' Meeting). These performance shares will vest subject to the following conditions: • a **presence condition** until the end of the 3-year vesting period i.e. until the expiry of the plan scheduled for May 2, 2021; and • a **financial performance condition** corresponding to an average growth in current net income attributable to owners of the Company per share (CAGR: Compound Annual Growth Rate) of 10% per year, as recorded at the end of the plan period in 2021, based on results for the 2018, 2019 and 2020 fiscal years compared with the 2017 base year. If this average growth is less than 5%, no performance shares will vest. Shares will vest on a proportional basis between 5% and 10%. At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 6, 2018 decided that the following holding obligations would apply should this performance share plan be implemented: • for the **Chairman and Chief Executive Officer**, obligation to retain, until the end of his duties, 40% of the total performance shares granted under this plan, net of applicable taxes and social security contributions, until an overall shareholding corresponding to 200% of his gross fixed compensation is ultimately reached; • for the members of the Company's Executive Committee ("Comex"), obligation to retain, until the end of their duties within the Comex, 25% of the total performance shares granted under this plan, net of applicable taxes and social security contributions, until an overall shareholding corresponding to 100% of their gross fixed annual compensation is ultimately reached.
Severance payment	No payment	Mr Antoine Frérot is entitled to a severance payment in the event of termination of his duties as Chief Executive Officer. It is applicable solely in the event of a "forced departure". In accordance with the AFEP-MEDEF Corporate Governance Code, the maximum amount of this severance payment is capped at twice the CEO's total gross annual compensation (excluding Directors' fees and benefits in kind), including the sum of the fixed portion of his compensation for the previous fiscal year ("Fixed Portion") and the average of the variable portions ("Variable Portion") paid or payable in respect of the last 3 fiscal years ending before the termination of his duties as Chief Executive Officer ("Reference Compensation"). The amount of this severance payment and its fixed and variable portions depends in both cases on the extent to which performance conditions were attained. Indeed, the calculation of the severance payment is equal to twice the sum of (1) the Variable Component of the Reference Compensation (average over the previous three fiscal years) and (2) the Fixed Component of the Reference Compensation (last fiscal year) corrected by a "Performance Rate" corresponding to the average percentage attainment of the target bonus (also called "base bonus", equal to meeting 100% of the annual objectives) for the last three fiscal years closed before the termination of his duties. Note that Mr Antoine Frérot terminated his employment contract as of January 1, 2010 and that the termination of his employment contract caused him to lose the right under the collective bargaining agreement to receive severance compensation for his years of service within the Group (over 19 years as of that date). In compliance with the procedure concerning related-party agreements and undertakings, this agreement was authorized by the Board of Directors on March 6, 2018 and approved by the General Shareholders' Meeting of April 9, 2018 (7th resolution).

Compensation components	Amount	Comment
Supplementary pension plan	No payment	After a favorable opinion of the Works Council and the Nominations and Compensation Committees, the Board of Directors, decided, at its meeting of March 11, 2014, upon a motion by the Chairman and Chief Executive Officer: • to close the supplementary defined benefit group pension plan for category eight and higher management employees (including the Chairman and Chief Executive Officer who does not hold an employment contract) with a freeze on entitlements and closing of the plan to new members, effective June 30, 2014; • to change, effective July 1, 2014, the existing supplementary defined contribution group pension plan with the following main features: • this plan is open to all executives of category eight and higher (including the Chairman and Chief Executive Officer); • its funding is ensured by contributions to the plan equal to a percentage of the compensation of the relevant employees; • contribution payments break down as follows: 2.25% employer contribution for tranches A, B and C; 1.25% employee contribution for tranches A, B and C; 4.50% employer contribution above tranche C; 2.50% employee contribution above tranche C; • the amount of the supplementary pension is not defined in advance. For each employee, it is calculated on the settlement date for all mandatory and optional pensions primarily based on the contributions paid to the insurance company and other parameters assessed on that date. In compliance with the procedure concerning related-party agreements and undertakings, the changes made to the supplementary defined contribution pension plan, insofar as they relate to the Chairman and Chief Executive Officer, were authorized by the Board of Directors' meeting of March 6, 2018 and approved by the General Shareholders' Meeting of April 19, 2018 (6th resolution) on the basis of the special report drawn up by the Statutory Auditors. Provided he is still present in the Company at the time of retirement in accordance with legal conditions, the amount of the lifetime annuity from the defined benefit pension plan will depend on Mr Antoine Frérot's retirement age, the amount of contributions paid, and possible optional individual payments under the supplementary defined contribution pension plan. Note that this theoretical annuity will be superseded as soon as the rights acquired under the defined contribution plan will provide a larger annuity. Should the Chairman and Chief Executive Officer retire at the age of 62 and based on total annual compensation ranging between €1.5 million and €2.3 million, his potential annuity under all pension plans (including the basic Social Security scheme, additional plans and the supplementary Group pension plan) could amount to a theoretical payment of around 7 to 10% of his annual compensation.
Collective healthcare and insurance plans		Mr Antoine Frérot benefits from the collective healthcare and insurance plan in force within the Company under the same conditions as those applicable for the category of employees with which he is assimilated for the setting of social benefits and other ancillary components of his compensation. In compliance with the procedure concerning related-party agreements and undertakings, this agreement was authorized by the Board of Directors on March 6, 2018 and approved by the General Shareholders' Meeting of April 19, 2018 (6th resolution).
Compensation in kind	€1,676	Mr Antoine Frérot enjoys the use of a company car.

TENTH RESOLUTION

Approval of the fixed, variable and exceptional components of total compensation and benefits of all kind paid or awarded to Mr Antoine Frérot by virtue of his duties as Chairman and Chief Executive Officer, in respect of fiscal year 2018

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having considered the report of the Board of Directors and the report on Corporate Governance included in the Board of Directors' management report, approves, pursuant to Article L. 225-100, II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of all kinds paid or awarded for the year ended December 31, 2018 to Mr Antoine Frérot, Chairman and Chief Executive Officer, as set forth in Chapter 7, Section 7.4 of the 2018 Registration Document.

(RESOLUTION 11)

Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kinds that may be awarded to the Chairman and Chief Executive Officer in respect of fiscal year 2019 ("*Ex ante* vote")

Pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code, shareholders are asked in the 11th resolution to approve the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kind that may be awarded to the Chairman and Chief Executive Officer in respect of fiscal year 2019. Note that all these components are presented in Chapter 7, Section 7.4 of the Company's 2018 Registration Document and summarized in the table below.

In addition to the fixed, variable and exceptional compensation components, **the Chairman and Chief Executive Officer would be entitled, as in 2018, to a company car, a supplementary defined contribution pension plan and collective healthcare and insurance plans. Furthermore, he would be entitled to severance payments according to the 7th resolution approved by the Ordinary General Meeting of April 19, 2018. Finally, he could be entitled to the grant of performance shares if the 15th resolution is approved by your General Shareholders' Meeting.** He waived the right to receive Directors' fees, and does not benefit from multi-year cash compensation, compensation under a non-compete clause or have an employment contract within the Group.

Pursuant to Article L. 225-37-2 of the French Commercial Code, the payment of variable compensation is subject to the approval by an Ordinary General Meeting of the Chairman and Chief Executive Officer's compensation in accordance with Article L. 225-100 of the French Commercial Code.

2019 compensation policy	Amount	Comment
2019 fixed compensation	€980,000	At the recommendation of the Compensation Committee, the Board of Directors decided to set at three years the frequency of review of the Chairman and the Chief Executive Officer's fixed compensation, with effect from January 1, 2016, in the absence of any major events. In accordance with the recommendations of the Compensation Committee, the Board of Directors' meeting of March 5, 2019 decided to renew the frequency of review of fixed and variable compensation at every three years with effect from January 1, 2019, in the absence of any major events. In compliance with this three-year policy, Mr Antoine Frérot's gross annual fixed compensation is set at €980,000, as of January 1, 2019. This triennial increase of around 3% aims to bringing this fixed compensation closer to the median fixed compensation of CAC 40 chief executive officers and being in line with the increase in the average fixed compensation of Group managers over the past 3 years.
2019 variable compensation		The Board of Directors' meeting of March 5, 2019, at the recommendation of the Compensation Committee, decided to revise the method of calculating the variable compensation of the Chairman and the Chief Executive Officer as follows: • respective weight of the quantifiable portion (70%) and of the qualitative portion (30%) unchanged; • 2019 target variable compensation (in the event of attainment of the objectives set by the Board of Directors) set at 100% of the annual fixed compensation ("Base target bonus"); • variable compensation capped (in the event objectives are exceeded) at 160% of annual fixed compensation for 2019, or €1,568,000. **i) with respect to the quantifiable criteria:** in accordance with the medium-term outlook published on February 21, 2019, the criteria for the quantifiable portion of variable compensation are unchanged on 2018 and are therefore allocated as follows. The quantifiable portion is equal to the total of the components resulting from application of each of these criteria separately: • 20% based on Group current EBIT; • 20% based on net free cash flow before financial investments, financial divestments and dividends; • 30% based on the growth of the organic Group revenue (at constant exchange rates and excluding acquisitions and divestitures of more than €100 million but including acquisitions of privatized public services); • 30% based on Group ROCE (after tax). The quantifiable variable compensation portion will be determined based on the attainment of the 2019 budget objectives which are consistent with the outlook announced to the market on February 21, 2019. **ii) with respect to the qualitative criteria:** the qualitative portion (30% of the target bonus) is determined based on an overall assessment of the following criteria, unchanged on 2018: • health and safety at work (rate of workplace accidents with sick leave); • environmental performance (seven criteria, as indicated in Chapter 7, Section 7.4 of the 2018 Registration Document); • managerial performance; • strategic aspects. The 2019 qualitative portion of variable compensation will be assessed, as a whole, by the Board of Directors based on recommendations issued by the Compensation Committee.

2019 compensation policy	Amount	Comment

Planned grant of performance shares to a group of around 450 Group executives and key contributors, including the Chief Executive Officer		At the recommendation of the Compensation Committee, the Board of Directors asks shareholders in the 15th resolution presented to the General Shareholders' Meeting of April 18, 2019, to approve an authorization, for a period of 18 months, to grant performance shares to a group of 450 beneficiaries comprising top executives, high potential employees and key contributors of the Group, including the Chairman and the Chief Executive Officer. This plan, which is intended to be launched in 2019 with an expiry date in 2022 following the publication of the 2021 financial statements, would replace the plan granted in 2018.
		This plan would be subject to the following limits:
		• **a global limit of 0.4%** of the share capital, assessed at the date of this General Shareholders' Meeting, **including a sub-limit of 0.04% of the share capital** on the grant of performance shares **to the Chairman and the Chief Executive Officer.**
		The grant of performance shares would be subject to the following conditions:
		• **beneficiaries must remain with the Group** until the end of the three-year vesting period i.e. until expiry of the plan scheduled for 2022; and
		• **a performance condition** tied to the attainment of the following internal and external criteria:
		• **an economic criterion;**
		• **a stock market criterion;**
		• **CSR (Corporate Social Responsibility) criteria.**
		The number of performance shares that vest under this plan will depend on the attainment of:
		• **internal economic criteria for 50%** of performance shares granted, assessed on expiry of the plan, based on target average growth in current net income attributable to owners of the Company per share (CAGR: Compound Annual Growth Rate) of 10% per year from 2018, over the reference period comprising fiscal years 2019, 2020 and 2021. No performance shares will vest in respect of this criteria if the average annual growth rate is less than 5%. Shares will vest on a proportional basis between 5% and 10%.
		• **external stock market performance criteria for 25%** of performance shares granted, measuring the relative performance of the Total Shareholder Return (TSR) of the Veolia Environnement share (including dividends) compared with the CAC 40 index ("the Index"). This performance will be determined as of December 31, 2021, the fiscal year preceding the vesting date and calculated over the three fiscal years, 2019, 2020 and 2021, corresponding to the reference period (the "Reference Period") preceding the vesting of the shares.
		This performance condition will be applied over the reference period as follows: if the TSR of the Veolia Environnement share over three years:
		  • increases less than the Index: no shares will vest under this criterion;
		  • increases in the same amount as the index: 50% of the performance share granted under this criterion will vest;
		  • increases by 10% or more compared with the Index: all performance shares granted under this criterion will vest;
		  • increases between the Index and 10% higher than the Index: the number of shares that vest under this criterion will be determined by linear interpolation (proportional basis).
		• **external and internal CSR (Corporate Social Responsibility) performance criteria for 25%** of performance shares granted, assessed on maturity of the plan as follows:
		(i) 12.5% of performance shares granted if Veolia is in the Top 10% best performing Utilities sector companies in the FTSE4GOOD non-financial index during the three reference fiscal years (2019, 2020 and 2021), as follows:
		  • if Veolia is in the Top 10% Utilities sector companies during the three reference fiscal years: all performance shares granted under this criterion will vest;
		  • if Veolia is in the Top 10% Utilities sector companies during two reference fiscal years: 66% of performance shares granted under this criterion will vest;
		  • if Veolia is in the Top 10% Utilities sector companies during one reference fiscal year: 33% of performance shares granted under this criterion will vest;
		  • if Veolia is not in the Top 10% Utilities sector companies during the three reference fiscal years: no performance shares will vest under this criterion.
		(ii) 12.5% of performance shares granted based on the attainment of the circular economy revenue growth objective over the three reference fiscal years (2019, 2020 and 2021), as published in the Company's annual financial statements (basis: fiscal year 2018), as follows:
		  • if the average growth in circular economy revenue exceeds the average growth in Group revenue by 2.5% or more: all performance shares granted under this criterion will vest;
		  • if the average growth in circular economy revenue is less than or equal to the average growth in Group revenue: no shares will vest under this criterion;
		  • between these two thresholds, the number of shares that vests under this criterion will be determined by linear interpolation (proportional basis).

2019 compensation policy	Amount	Comment
		At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 5, 2019 has already decided, in the context of the implementation of this performance share plan (subject to the approval by today's General Shareholders' Meeting of the 15th resolution), to renew the holding obligations decided by the Board of Directors' meeting of March 6, 2018 for the performance share plan of May 2, 2018, as follows: • for the **Chairman and the Chief Executive Officer**, obligation to retain, until the end of his duties, 40% of the total performance shares granted under this plan, net of applicable taxes and social security contributions, until an overall shareholding corresponding to 200% of his gross fixed compensation is reached. • for the **members of the Company's Executive Committee**, obligation to retain, until the end of their duties on the Comex, 25% of the total performance shares granted under this plan, net of applicable taxes and social security contributions, until an overall shareholding corresponding to 100% of their gross fixed annual compensation is reached. In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors, when implementing this performance share plan expected in 2019, will set the percentage of compensation corresponding to the performance shares that would be granted, in particular, to the Chairman and the Chief Executive Officer. **At the recommendation of the Compensation Committee, the Board of Directors stipulated that the Chairman and the Chief Executive Officer would receive a performance share grant equal to and capped at 100% of his 2019 fixed compensation**

ELEVENTH RESOLUTION

Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kinds that may be awarded to the Chairman and Chief Executive Officer in respect of fiscal year 2019

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings and having considered the report of the Board of Directors and the report on the Corporate Governance included in the Board of Directors' management report, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of total compensation and benefits of all kind that may be awarded to the Chairman and Chief Executive Officer in respect of fiscal year 2019, as set forth in Chapter 7, section 7.4 of the 2018 Registration Document.

(RESOLUTION 12)

Authorization to be given to the Board of Directors to deal in the Company's shares

The Shareholders' Meeting is asked to extend for **an additional eighteen-month period** the authorization granted by the Shareholders' Meeting of April 19, 2018 which will expire on October 19, 2019.

This authorization would enable the Board of Directors, in accordance with the provisions of articles L. 225-209 et seq. of the French Commercial Code, to buy Company shares at a **maximum price of €30 per share**, with an unchanged cap set at **€1 billion (calculated based on the shares purchase price).**

This share buyback program would enable the Company to deal in its own shares (including through the use of derivative financial instruments), **except during a tender offer period**, for all objectives authorized by applicable regulations, referred to in the first paragraph of the **12th resolution**, *i.e.* in particular in order to:

- implement any stock option plan pursuant to the provisions of articles L. 225-177 et seq. of the French Commercial Code or any similar plan; or
- allocate or sell shares to employees in order to allow them to participate in the Company's expansion, or to implement any Company, or Group (or similar) savings plan under the conditions set out by the legislation and especially articles L. 3332-1 et seq. of the French Labor Code; or
- allocate bonus shares in accordance with the provisions of articles L. 225-197-1 et seq. of the French Commercial Code; or
- generally, fulfil the obligations related to stock option programs or other employee share allocation program of the Company or other affiliated companies; or
- deliver shares upon the exercise of rights attached to securities giving access to share capital by way of repayment, conversion, exchange, submission of a warrant, or in any other way; or
- cancel all or part of the repurchased securities; or
- engage in market making activities with respect to Veolia Environnement shares through a provider of investment services, in the context of a liquidity contract in compliance with the professional rules approved by the *Autorité des Marchés Financiers*.

This program would also enable the Company to deal in its shares for any market practice that might in the future be authorized by the Autorité des Marchés Financiers, and more generally speaking, carrying out any other transactions in compliance with the regulations in force.

The total number of shares repurchased by the Company in the context of this share buyback program shall not exceed 10% of the Company's share capital, with this percentage being applied to the capital as adjusted following changes in the share capital occurring after this Shareholders' Meeting, or, **on an indicative basis at December 31, 2018, a cap on such buybacks of 56,559,334 shares.**

In addition, pursuant to regulations, the number of shares that the **Company holds at any time shall not exceed 10% of the share capital.** The number of shares to be held for subsequent delivery in the context of mergers, split-offs or contributions in kind may not exceed 5% of the share capital.

On December 31, 2018, the existing authorization had not been used by the Company to acquire new securities, apart from the setting up, effective September 30, 2014, of a liquidity contract for which €30 million were allocated.

On December 31, 2018, the percentage of treasury shares held by the Company amounted to 2.21%.

TWELTH RESOLUTION

Authorization to be given to the Board of Directors to deal in the Company's shares

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having considered the report of the Board of Directors, authorizes the Board of Directors or its representative appointed under the conditions provided by law, and in accordance with the provisions of Articles L. 225-209 et seq. of the Commercial Code, to buy or arrange for the purchase of the Company's shares, in particular with a view to:

- the implementation of any stock option plan of the Company in the context of the provisions of Articles L. 225-177 et seq. of the Commercial Code, or any similar plan; or
- the allocation or sale of shares to employees in respect of their participation in the fruits of the Company's expansion or the implementation of any company or group savings plan (or similar plan) under the conditions provided by law, and in particular Articles L. 3332-1 et seq. of the Employment Code; or
- the allocation of bonus shares in the context of the provisions of Articles L. 225-197-1 et seq. of the Commercial Code; or
- in general, honoring obligations associated with stock option programs or other allocations of shares to employees or corporate officers of the issuer or of an associated company; or
- the delivery of shares upon the exercise of rights attached to negotiable securities convertible into the Company's shares by way of redemption, conversion, exchange, presentation of a warrant or in any other way; or
- the cancellation of all or part of the securities thus repurchased; or
- the stimulation of the secondary market in, or liquidity of, Veolia Environnement shares through a provider of investment services, in the context of a liquidity contract in compliance with the professional rules approved by the Autorité des Marchés Financiers.

This program is also intended to allow the use of any market practice that might be accepted by the Autorité des Marchés Financiers, and more generally, the completion of any other operation in accordance with the regulations in force. In this event, the Company will inform its shareholders by way of a communiqué.

Purchases of the Company's shares may relate to a number of shares such that:

- **on the date of each purchase, the total number of shares thus repurchased by the Company since the start of the share buyback program (including those being the subject of the said repurchase) does not exceed 10% of the shares comprising the Company's capital on that date,** this percentage applying to the capital as adjusted to take account of operations affecting it after this Shareholders' Meeting, or, **for information purposes, as at December 31, 2018, a buyback upper limit of 56,559,334 shares,** on the understanding (i) that the number of shares purchased with a view to their retention and subsequent delivery in the context of a merger, demerger or asset transfer operation may not exceed 5% of the Company's authorized share capital; and (ii) that when shares are purchased to promote liquidity under the conditions defined in the General Regulation of the Financial Markets Authority, the number of shares taken into account in the calculation of the 10% limit provided for above relates to the number of shares purchased after deduction of the number of shares resold during the period of the authorization;
- the number of shares that the Company owns at any time does not exceed 10% of the shares comprising the Company's capital on the date in question.

Except during periods of public offerings, the shares may be purchased, sold or transferred at any time within the limits authorized by the legal and regulatory provisions in force and by any means, particularly on regulated markets, using multilateral trading systems, systematic internalizers or over-the-counter, including by the purchase or sale of blocs, by public tender or exchange offers, or by the use of options or other forward financial instruments traded on regulated markets, using multilateral trading systems or systematic internalizers, or concluded over-the-counter or by the delivery of shares following the issue of negotiable securities convertible into the Company's shares by way of conversion, exchange, redemption, exercise of a warrant or in any other way, whether directly or indirectly through an investment services provider, or in any other way (without limitation on the proportion of the buyback program that can be purchased or sold in either way).

The maximum purchase price of the shares in the context of this resolution will be €30 per share (or the exchange value of that amount on the same date in any other currency), this maximum price only being applicable to purchases decided upon with effect from the date of this Shareholders' Meeting and not to forward transactions concluded pursuant to an authorization given by a previous shareholders' meeting and providing for purchases of shares after the date of this Shareholders' Meeting.

In the event of a change in the par value of shares, capital increase via capitalization of reserves, award of free shares, division or regrouping of securities, distribution of reserves or of any other assets, redemption of capital or any other transaction concerning the shareholders' equity, the Shareholders' Meeting delegates to the Board of Directors the power to adjust the maximum aforementioned purchase price in order to take account of the impact on the share value of these transactions.

The overall amount allocated to the above share buyback program may not exceed €1 billion.

The Shareholders' Meeting confers all necessary powers to the Board of Directors or its representative appointed under the conditions provided by law, to make decisions pursuant to this authorization and to implement it, and, if necessary, to specify and determine the terms and conditions of such implementation, to carry out the buyback program, and in particular to place any stock market orders, conclude any agreement, allocate or reallocate the shares purchased to the objectives pursued in accordance with the applicable legal and regulatory conditions, to determine the manner in which the rights of holders of negotiable securities or options will be preserved, if necessary, in accordance with the legal, regulatory or contractual provisions, to make any declarations to the Financial Markets Authority and to any other competent authority, to complete any other formalities, and, in general, to do whatever is necessary.

This authorization is given for a period of eighteen months with effect from the date hereof.

With effect from today's date, this authorization cancels the unused amount, if any, of any authorization previously given to the Board of Directors to deal in the Company's shares.

On the **extraordinary** business of the General Meeting

(RESOLUTION 13 AND 14)

Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/ or securities giving access to the share capital, immediately or at a later date, without preferential subscription rights and reserved for (i) the members of company savings plans and (ii) certain categories of persons as part of the implementation of employee share ownership plans

Any capital increase paid for in cash triggers the shareholders' Preferential Subscription Rights (PSRs)

The Board of Directors asks the Shareholders' Meeting, in accordance to articles L. 225-138 and L. 225-138-1 of the French Commercial Code, to cancel these PSRs within the framework of the **13th and 14th resolution**s which are part of the Company's policy of promoting employee shareholding.

The **13th resolution** would allow the Board of Directors to carry out the issuances of shares (excluding preferred shares) and/or securities giving access immediately or at a later date to the share capital of the Company, **with cancellation of PSR, reserved for the members of one or more employee savings plans** (or any other plan under which a capital increase can be reserved to its members on equivalent terms according to articles L. 3332-1 et seq. of the French Labor Code or any other applicable legal and regulatory provisions) **set up in all or part of a company or group of companies, whether French or foreign, within the scope of consolidation or combination of the Company's accounts, pursuant to article L. 3344-1 of the French Labor Code.** Leveraged structures may also be implemented. The securities giving access immediately or at a later date to the Company share capital that may be issued by virtue of this resolution are identical to those described under the **13th resolution of the Shareholders' Meeting on April 19, 2018,** i.e. securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 to 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access immediately or at a later date to the share capital of the Company or other companies including those of which the Company owns more than half of the share capital whether directly or indirectly.

The nominal amount of the capital increases which can be effected pursuant to this resolution **would be limited to €56,559,334 (representing, for illustrative purposes, 2% of the share capital** at the date of this Shareholders' Meeting). This amount will be deducted from the limit provided for in the **13th resolution of the Shareholders' Meeting on April 19, 2018.**

This limit shall be increased by the nominal amount of the shares that could be issued to preserve, in accordance with applicable legal, regulatory or contractual provisions providing for different types of adjustments, the rights of holders of securities giving access to share capital or other rights which give access to share capital.

The issue price of the new shares or securities giving access to share capital will be determined by the Board of Directors and **will include a maximum discount of 20%** compared to the reference price, defined as the average opening prices of the Company's shares on the regulated market of Euronext Paris during the 20 trading days preceding the date of the decision setting the opening date of the subscription for the beneficiaries stipulated above. The Board of Directors may reduce or eliminate the said discount at its discretion, in particular to take into account legal, accounting, tax and social security systems applicable in the countries where the beneficiaries reside.

This delegation would be granted for a period of twenty-six months, and would cancel the delegation granted by the **19th resolution** of the Shareholders' Meeting on April 19, 2018.

The **14th resolution** would also renew the authorization given to the Board of Directors of the Company, with powers of sub-delegation within the limits laid down by law, to issue shares (excluding preferred shares) and/or securities giving access immediately or at a later date to the share capital of the Company or of other companies, **with cancellation of PSRs, in favour (i) of employees** and corporate officers **of companies affiliated to the Company** under the conditions of article L. 225-180 of the French Commercial Code and articles L. 3341-1 and L. 3344-2 of the Labour Code, and/or (ii) **shareholding funds (UCITS or entities of an equivalent type**) investing into securities of the Company and whose share capital is held by the employees and corporate officers referred to under paragraph (i), and/or (iii) **any credit institution** (or subsidiary of such an institution) **acting at the request of the Company for the establishment of alternative savings options**.

The purpose of this resolution is to structure an offer of shares for the benefit of employees or to enable them to have the benefit of alternative share ownership schemes to those referred to in the 13th resolution. In particular, it aims to enable employees located in countries where it is not desirable or possible, for local reasons (regulatory or otherwise) to deploy a secured share offer using a company mutual fund (FCPE), to have the benefit of share ownership schemes that are equivalent in terms of their financial profile to those available to other employees of the Veolia Environnement Group.

The nominal amount of the capital increases which can be effected pursuant to this resolution would be **limited to €5,655,933 (representing, for illustrative purposes, 0.2% of the Company' share capital** on the date of this Shareholders' Meeting). This amount would be deducted from the **global limit** determined in the **13th resolution of the Shareholders' Meeting on April 19, 2018.**

This limit shall be increased by the nominal amount of the shares to be issued to preserve, as per legal and regulatory limits, and, if applicable, contractual agreements which provide for different types of adjustment, the rights of holders of securities giving access to share capital or other rights giving access to share capital.

The issue price will be determined by the Board of Directors with reference to the value of the shares on the regulated market of Euronext Paris or to the average of the share price during the 20 trading days preceding the decision fixing the date of the issue, and **could include a maximum discount of 20%**. The Board of Directors may reduce or cancel this discount, in particular to take into account legal, accounting, fiscal and employment regimes applicable locally in the countries of residence of the beneficiaries. Special terms and conditions shall be provided for beneficiaries residing in the United Kingdom.

This delegation would be granted for a period of eighteen months and would cancel the previous delegation given by the 20th resolution voted by the Shareholders' Meeting of April 19, 2018.

As at December 31, 2018, the percentage of the Company's capital owned by the Group's employees was about 1.9%.

THIRTEENTH RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or securities giving access to the share capital, and reserved for the members of company savings plans without preferential subscription rights

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, having considered the report of the Board of Directors and the special report of the auditors, and in accordance with the provisions of articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code, and articles L. 3332-1 et seq. of the French Labor Code:

1. delegates its authority to the Board of Directors, with the power to sub-delegate under the conditions fixed by law, to decide on an increase in the share capital, without preferential subscription rights, on one or on various occasions, in France or abroad, within the proportion and the timing it decides, in euros, or in any other currency or monetary unit established by reference to several currencies, with or without a premium, against consideration or free of charge, by issuing shares (excluding preferred shares) or securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3, or L. 228-94 paragraph 2 of the French Commercial Code, giving access immediately or at a later date to the share capital of the Company (including equity securities giving right to debt securities), reserved for the members of one or more employee savings plans (or any other plan under which a capital increase can be reserved to its members on equivalent terms according to articles L. 3332-1 et seq. of the French Labor Code or any other applicable legal and regulatory provisions) set up in all or part of a company or group of companies, whether French or foreign, within the scope of consolidation or combination of the Company's accounts, pursuant to article L. 3344-1 of the French Labor Code, it being specified that this resolution may be used for the purposes of implementing leveraged plans;
2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation shall be as follows:
   - **the maximum nominal amount of the capital increases which can be effected, by virtue of this delegation, is limited to €56,559,334 (representing, for illustrative purposes, 2% of the Company's share capital on the date of this Shareholders' meeting)** or the equivalent in any other currency or monetary unit established by reference to several currencies, **provided that said amount will be deducted from the limit of €845 million provided for in paragraph 2 of the 13th resolution of the Shareholders' meeting on April 19, 2018** or from the limit provided for by a resolution which could supplement such resolution during the validity period of this delegation,
   - this limit shall be increased by the nominal amount of the shares to be issued in order to preserve, in accordance with applicable law and regulations, and with contractual agreements which provide for other types of adjustments, the rights of holders of securities giving access to share capital or other rights giving access to share capital;

3. resolves that the **issue price** of the new shares or securities giving access to the share capital will be determined by the Board of Directors under the terms provided for in articles L. 3332-18 et seq. of the French Labor Code. It may include a **maximum discount of 20%** or any other maximum discount authorized by the applicable regulation compared to the reference price, defined as the average opening prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days preceding the date of the decision setting the opening date of the subscription for the beneficiaries stipulated above. Said discount can be adjustable at the Board of Directors' discretion, in particular to take into account locally applicable legal, accounting, tax and social security systems;
4. authorizes the Board of Directors to allocate to the beneficiaries indicated above, and in addition to the shares or securities giving access to the share capital, free shares or securities giving access to the share capital to be issued or already issued, to replace all or part of the Company's contribution and/or the discount compared to the reference price, on the understanding that the benefit resulting from this allocation may not exceed the applicable legal or regulatory limits;
5. resolves to cancel, in favour of the beneficiaries indicated above, the shareholders' preferential right to subscribe to the titles purpose of this resolution, the said shareholders, in the event of allocation to the beneficiaries indicated above of shares or securities giving access to share capital, also waiving any right to the said shares or securities giving access to share capital, including the part of the reserves, profits or premiums incorporated in the capital by reason of the free allocation of those shares or securities giving access to share capital on the basis of this resolution;
6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to the members of an employee or group savings plan (or similar plan) of the kind provided by article L. 3332-24 of the French Labor Code, it being specified that the nominal amount of shares sold in this manner with discount shall count towards the limits stipulated by paragraph 2, above;
7. resolves that the Board of Directors will have all necessary powers, including the power to sub-delegate under the conditions provided by law, to implement this resolution within the limits and under the conditions specified above, and in particular in order:
   - to determine, under the conditions provided by law, the list of companies whose beneficiaries indicated above may subscribe to the shares, or securities giving access to share capital, issued and have the benefit, if applicable, of the allocated free shares or securities giving access to share capital,
   - to decide that subscriptions may be made directly by beneficiaries who are members of a company or group savings plan (or similar plan), or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions,
   - to determine the opening and closing dates of subscriptions,
   - fix the terms upon which the Company will, if necessary, at any time or during fixed periods, have the power to purchase or exchange on the stock exchange the negotiable securities giving access to the share capital with a view to cancelling them or otherwise, having regard to the legal provisions,
   - provide for the ability, if necessary, to suspend the exercise of the rights attached to the shares or negotiable securities giving access to the share capital in accordance with the legal and regulatory provisions,
   - to determine the amounts of the issues completed pursuant to these delegated powers and to determine the issue prices, dates, periods, terms and conditions of subscription, payment, delivery and entitlement to the dividend of the shares (including with retroactive effect), as well as the rules of reduction applicable in the event of over-subscription and the other terms and conditions of the issues, subject to the legal and regulatory limits in force,
   - determine and proceed with all adjustments to take into account the impact of operations on the Company's share capital or equity, specifically in case of changing the nominal value of the shares, increasing capital by incorporating reserves, profits or premiums, free allotment of bonus shares, stock split or reverse stock split, distribution of dividend, reserves or premiums or any other assets, amortizing capital or any other operation relating to the share capital or equity (including in case of takeover bids and/or change of control) and deciding all other ways to allow the preservation of the rights of the owners of the securities giving access to share capital and other rights giving access to share capital (including by way of adjustments in cash),
   - in the event of allocation of free shares or securities giving access to the share capital, to determine the nature, characteristics and number of the shares or securities giving access to share capital to be issued, and the number to be allocated to each beneficiary, and to determine the dates, periods, and terms and conditions of allocation of such shares or securities giving access to share capital subject to the legal and regulatory limits in force, and in particular to choose to charge the exchange value of those shares or securities against the total amount of the Company's contribution or against the discount in relation to the reference price, and in the case of issuance of new shares, to charge the sums necessary to pay for the said shares, if necessary, against the reserves, profits or issue premiums,
   - to record the completion of the capital increases pursuant to this delegation and proceed with the corresponding amendments to the Articles of Association,
   - at its own initiative, to charge the expense of the capital increases against the amount of the premiums relating thereto, and to deduct from that amount the sums needed to increase the legal reserve,
   - in general, to enter into any agreement, in particular for the successful completion of the envisaged issues, to take any steps and decisions and to carry out any formalities necessary for the issue, listing and financial servicing of the shares issued pursuant to this resolution and for the exercise of the rights attached thereto;
8. **sets the period of validity of this delegation at twenty-six months with effect from the date of this Shareholders' meeting;**
9. officially notes that, with effect from the date hereof, this delegation cancels as regards unused amounts the previous delegation granted by the 19th resolution voted by the shareholders' meeting of April 19, 2018.

FOURTEENTH RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing shares reserved for certain categories of persons without preferential subscription rights in the context of the implementation of employee share ownership plans

The Shareholders' meeting, acting in accordance with the quorum and majority requirements for Extraordinary Shareholders' meetings, having considered the report of the Board of Directors and the special report by the auditors, and in accordance with articles L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the possibility of sub-delegation within the conditions fixed by the law, to decide on an increase in the share capital, without preferential subscription rights, on one or on various occasions, in France or abroad, within the proportion and with the timing it decides, in euros or in any other currency or monetary unit made established by reference to several currencies, by issuing shares (excluding preferred shares) and/or securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3, or L. 228-94 paragraph 2 of the French Commercial Code, giving access immediately or at a later date to the Company's share capital (including equity securities giving right to debt securities), reserved to the following category of beneficiaries: (i) employees and executives of companies related to the Company as provided by article L. 225-180 of the French Commercial Code and articles L. 3341-1 and L. 3344-2 of the French Labor Code; (ii) UCITS or other shareholding entities, with or without legal personality, holding Company securities, and whose shareholders or securities-owners are or shall be persons mentioned under (i); (iii) any banking institution or its subsidiary, acting upon the Company's request to implement a shareholding scheme or a savings plan (with or without a component of shareholding in the Company) in favour of persons mentioned under (i); being specified that this resolution may be used to implement leverage formulas;
2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation shall be as follows:
   - **the nominal maximum amount of the capital increases which can be effected is limited to €5,655,933 (representing, for illustrative purposes, 0.2% of the Company's share capital on the date of this Shareholders' meeting),** or the equivalent in any other currency or monetary unit established by reference to several currencies, **provided that said amount will be deducted from the limit of €845 million provided for in paragraph 2 of the 13th resolution of Shareholders' meeting of April 19, 2018** or from the limit provided for by a resolution which could supplement such resolution during the validity period of this delegation,
   - this limit shall be increased by the nominal amount of the shares to be issued in order to preserve, in accordance with applicable law and regulations, and with contractual agreements which provide for other types of adjustments, the rights of holders of securities giving access to share capital or other rights giving access to share capital;
3. resolves to cancel the preferential subscription rights of shareholders in favour of the abovementioned category of beneficiaries;
4. resolves that the **issue price** of the new shares will be determined by the Board of Directors by reference to the price of the Company's shares on the regulated market of Euronext Paris on the date of the decision setting the opening date of subscription for the beneficiaries indicated above, or on any other date fixed by that decision, or by reference to the average price of the Company's shares on the regulated market of Euronext Paris on up to twenty trading days preceding the chosen date, and that it **may include a maximum discount of 20%,** or any other maximum discount authorized by the applicable regulation. This discount can be subject to adjustment at the discretion of the Board of Directors, in particular to take into account legal, accounting, fiscal and employment regimes applicable locally. **Alternatively, the issue price of the new shares will be equal to the issuance price of the shares issued as part of the capital increase addressed to the subscribers of a company savings plan, by virtue of the 13th resolution of this Shareholders' Meeting;** for the purpose of an offer addressed to the beneficiaries mentioned under item (ii), paragraph 1, and residing in the United Kingdom, who participate in a "Share Incentive Plan", the Board of Directors will also decide that the subscription price for newly issued shares or securities giving access to Company share capital to be issued as part of such a plan will be equal to the lesser of (i) the share price on the regulated market of Euronext Paris at the opening of the reference period used in establishing the price, and (ii) the trading price at the end of such period, the two being determined in accordance with applicable local regulation. The price will be set without discount;
5. resolves that the Board of Directors, including the power to sub-delegate under the conditions provided by law, will have all necessary powers to implement this delegation, and in particular in order:
   - to determine the conditions, particularly in terms of seniority, that the beneficiaries of capital increases must meet,
   - to determine the number, date and subscription price of the shares to be issued pursuant to this resolution, as well as the other terms of the issue, including (even with retroactive effect) the date of entitlement to dividends of the shares issued pursuant to this resolution,
   - to provide for the possibility of suspending the exercise of the rights attached to the shares or securities giving access to the capital in accordance with legal and regulatory provisions,
   - to determine the list of beneficiaries within the categories referred to above and the number of shares to be issued to each of them, as well as, if applicable, the list of employees and corporate officers who will be beneficiaries of the savings and/or shareholding plans concerned,
   - to determine the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, securities giving access to the share capital with a view to cancelling them or not, taking into account legal provisions,

- to determine and make any adjustments intended to take into account the impact of transactions on the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, profits or premiums, a free allocation of shares, a stock split or reverse stock split, a distribution of dividends, reserves or premiums or any other assets, the amortization of capital, or any other transaction relating to capital or shareholders' equity (including in the event of a public offer and/or a change of control), and set out any other terms and conditions to ensure, where applicable, the preservation of the rights of holders of securities giving access to the share capital or other rights giving access to the share capital (including by way of adjustments in cash),
- at its own initiative, charge the costs of the capital increase against the amount of the associated premiums and deduct from said amount the sums necessary to fund the legal reserve,
- to record the completion of each capital increase and to make the corresponding amendments to the Articles of Association,
- in general, to enter into any agreement, in particular for the successful completion of the envisaged issues, to take any steps and to carry out any formalities necessary for the issue, listing and financial servicing of the shares issued pursuant to this resolution and for the exercise of the rights attached thereto;

6. **sets the period of validity of this delegation at eighteen months with effect from the date of this Shareholders' Meeting;**
7. officially notes that, with effect from the date hereof, this delegation cancels as regards unused amounts, the previous authorization granted by the 20th resolution voted by the shareholders' meeting of April 19, 2018.

(RESOLUTION 15)

Authorization to be granted to the Board of Directors for the purpose of granting existing or newly-issued free shares to employees of the Group and corporate officers of the Company, implying waiver of the shareholders' preferential subscription rights

In the 15th resolution, shareholders are asked to authorize the Board of Directors to grant free shares, under performance conditions on one or more occasions, to employees of the Group and the Chairman and Chief Executive Officer of Veolia Environnement. In the case of grants of shares to be issued, this authorization involves the waiver by shareholders of their preferential subscription rights in favor of beneficiaries of these grants.

With this plan, the Company wishes to have a tool that gives employees and managers a vested interest in the Group's performance, by aligning their interests with those of shareholders. Pursuant to this resolution, the Company would be able to grant free shares, subject to performance conditions (the "Performance Share Plan") to a group of around 450 potential beneficiaries comprising top executives, high potential employees and key contributors of the Group, including the Chief Executive Officer of Veolia Environnement.

This resolution would be valid for a period of eighteen months. It would enable the Board of Directors to grant free shares, existing or to be issued, under the Performance Share Plan, **up to a ceiling of 0.4% of the share capital**, as of the date of this General Shareholders' Meeting. **Shares granted to the Executive Corporate Officer of Veolia Environnement would be capped at 10% of this ceiling (i.e. 0.04% of the share capital).**

An authorization of the same nature granted by the General Shareholders' Meeting of April 19, 2018 was used by the Board of Directors to issue the performance share plan of May 2, 2018, presented in Chapter 7, Section 7.4 of the 2018 Registration Document.

The list of beneficiaries, the number of shares granted to each beneficiary as well as the terms and conditions applicable to grants would be set by the Board of Directors, subject to the following conditions:

- **a vesting period of at least three (3) years,** without an additional lock-in period, subject to legal limits and a specific shareholding obligation applicable to the Chairman and Chief Executive Officer of the Company to be determined by the Board of Directors;
- the Performance Share Plan would be implemented during 2019 and terminate in 2022.

In accordance with the policies adopted by the Board of Directors, and after hearing the opinion of the Compensation Committee, all share grants under the Performance Share Plan would be subject, in addition to a **condition of continued presence** or employment at the Performance Share Plan's maturity, to the attainment of a performance condition confirmed at its maturity.

A performance condition tied to the attainment of the following internal and external criteria:

- **an economic criterion;**
- **a stock market criterion;**
- **CSR (Corporate Social Responsibility) criteria.**

The number of performance shares that vest under the Performance Share Plan will depend on the attainment of:

- **an internal economic criteria for 50%** of performance shares granted, assessed on expiry of the plan, based on target average growth in current net income attributable to owners of the Company per share (CAGR: Compound Annual Growth Rate) of 10% per year from 2018, over the reference period comprising fiscal years 2019, 2020 and 2021. No performance shares will vest in respect of this criteria if the average annual growth rate is less than 5%. Shares will vest on a proportional basis between 5% and 10%;
- **an external stock market performance criteria for 25%** of performance shares granted, measuring the relative performance of the Total Shareholder Return (TSR) of the Veolia Environnement share (including dividends) compared with the CAC 40 index ("the Index"). This performance will be determined as of December 31, 2021, the fiscal year preceding the vesting date and calculated over the three fiscal years, 2019, 2020 and 2021, corresponding to the reference period (the "Reference Period") preceding the vesting of the shares. This Performance Condition will be applied over the reference period as follows:
  if the TSR of the Veolia Environnement share over three years:

- increases less than the Index: no shares will vest under this criterion,
- increases in the same amount as the index: 50% of the performance share granted under this criterion will vest,
- increases 10% or more compared to the index: all performance shares granted this criterion will vest,
- increases between the Index and 10% higher than the Index: the number of shares that vest under this criterion will be determined by linear interpolation (proportional basis);

- **external and internal CSR (Corporate Social Responsibility) performance criteria for 25%** of performance shares granted, assessed on maturity of the plan as follows:

(i) 12.5% of performance shares granted if Veolia is in the Top 10% best performing Utilities sector companies in the FTSE4GOOD non-financial index during the three reference fiscal years (2019, 2020 and 2021), as follows:

- if Veolia is in the Top 10% Utilities sector companies during the three reference fiscal years: all performance shares granted under this criterion will vest,
- if Veolia is in the Top 10% Utilities sector companies during two reference fiscal years: 66% of performance shares granted under this criterion will vest,
- if Veolia is in the Top 10% Utilities sector companies during one reference fiscal year: 33% of performance shares granted under this criterion will vest,
- if Veolia is not in the Top 10% Utilities sector companies during the three reference fiscal years: no performance shares will vest under this criterion;

(ii) 12.5% of performance shares granted based on the attainment of the circular economy revenue growth objective over the three reference fiscal years (2019, 2020 and 2021), as published in the Company's annual financial statements (basis: fiscal year 2018), as follows:

- if the average growth in circular economy revenue exceeds the average growth in Group revenue by 2.5% or more: all performance shares granted under this criterion will vest,
- if the average growth in circular economy revenue is less than or equal to the average growth in Group revenue: no shares will vest under this criterion,
- between these two thresholds, the number of shares that vests under this criterion will be determined by linear interpolation (proportional basis).

Finally, in accordance with legal provisions, shareholders are asked to authorize the early vesting of shares in the event of disability of the beneficiary corresponding to a category two or three classification in Article L. 341-4 of the French Social Security Code, and to grant the Board of Directors the ability to implement measures to protect the rights of beneficiaries of grants by adjusting the number of shares granted in the event of transactions on the share capital or shareholders' equity.

At the recommendation of the Compensation Committee, the Board of Directors' meeting of March 5, 2019 has already decided, in the context of the implementation of this Performance Share Plan (subject to the approval by today's General Shareholders' Meeting of this resolution), to renew the holding obligations decided by the Board of Directors' meeting of March 6, 2018 for the performance share plan of May 2, 2018, as follows:

- for the Chairman and Chief Executive Officer, obligation to retain, until the end of his duties, 40% of the total performance shares granted under the Performance Share Plan, net of applicable taxes and social security contributions, until an overall shareholding corresponding to 200% of his gross fixed compensation is reached;
- for members of the Company's Executive Committee, obligation to hold until the termination of their duties, 25% of total performance shares granted under this plan, net of applicable taxes and social security contributions, until they have reached a total shareholding equal to 100% of their gross annual fixed compensation.

In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors, when implementing this Performance Share Plan expected in 2019, will set the percentage of compensation corresponding to the performance shares that would be granted, in particular, to the Chairman and Chief Executive Officer. **At the recommendation of the Compensation Committee, the Board of Directors stipulated that the Chairman and Chief Executive Officer would receive a performance share grant equal to and capped at 100% of his 2019 fixed compensation.**

FIFTEENTH RESOLUTION

Authorization to be granted to the Board of Directors for the purpose of granting existing or newly-issued free shares to employees of the Group and corporate officers of the Company or some of them, implying waiver of the shareholders' preferential subscription rights

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with Articles L. 225-129-2 and L. 225-197-1 et seq. of the French Commercial Code:

1. authorizes the Board of Directors to grant, on one or more occasions, existing or newly-issued free shares to beneficiaries or categories of beneficiaries that the Board of Directors will determine among employees of the Company, or companies or corporate groups related to it under the conditions set forth in Article L. 225-197-2 of the French Commercial Code, and to corporate officers of the Company meeting the conditions in Article L. 225-197-1, II of the French Commercial Code, under the terms and conditions defined hereafter;
2. decides that under the performance share plans, the total number of free shares, existing or to be issued granted pursuant to this authorization cannot represent **more than 0.4% of the share capital** as of the date of this General Shareholders' Meeting, it being specified that this limit shall be increased by the shares to be issued in order to preserve, in accordance with applicable law and regulations, and if applicable, with contractual agreements which provide for other types of adjustments, the rights of beneficiaries;
3. decides that the total number of free shares, existing or to be issued, granted pursuant to this authorization to corporate officers of the Company cannot represent more than 10% of the **0.4%** ceiling set out above allocated to performance shares grants, i.e. **0.04%** of the share capital as of the date of this General Shareholders' Meeting;
4. decides that, under the performance share plan, free share grants to their beneficiaries will vest after **a minimum vesting period of three (3) years** and **the vested shares will not be subject to a lock-in period** after this vesting period, it being understood that free share grants will, nonetheless, vest and be freely transferable before the end of the vesting period and, as the case may be, the lock-in period referred to above, in the event of disability of the beneficiary corresponding to a category two or three classification in Article L. 341-4 of the French Social Security Code or the equivalent under foreign law;
5. decides that the vesting of free shares granted to corporate officers of the Company, will notably be subject in full to the attainment of a performance condition set by the Board of Directors;
6. grants full powers to the Board of Directors, including that of sub-delegation under the conditions provided by law, to implement this authorization and, in particular, to:
   - determine whether the free shares granted shall be existing and/or newly-issued shares and, if necessary, modify its choice before the final allocation of the shares,
   - determine the list of beneficiaries, or the category of beneficiaries of share grants among the employees and corporate officers of the Company, or of companies or groups of companies as mentioned above, and the number of shares to be granted to each of them,
   - set the conditions and, if applicable, the criteria for granting shares, in particular the vesting period according to the conditions set out above, it being provided that in the case of performance shares granted for free to corporate officers, the Board of Directors shall set the amount of shares that corporate officers shall retain in nominative form until the termination of their duties,
   - introduce the possibility of a temporary suspension of grant rights,

- set the terms and conditions applicable to grants and, if applicable, set the ex-dividend date for grants of newly-issued shares and establish the definitive grant dates and the dates from which the shares can be freely transferred, taking account of any applicable legal restrictions;

7. decides that the Board of Directors will also have full powers, including that of sub-delegation under the conditions provided by law, as the case may be, in the event of an issue of new shares, to deduct the amounts necessary to cover the issue cost of the shares from reserves, profits, or additional paid-up capital, to duly note the completion of the share capital increases performed pursuant to this authorization, to make the corresponding amendments to the Articles of Association and, generally, do all that is necessary and complete all necessary formalities;
8. decides that the Company may, where applicable, adjust the number of free shares granted in order to preserve the rights of beneficiaries based on any potential transactions in the Company's share capital or shareholders' equity. It is specified that any shares granted pursuant to the adjustments will be deemed granted on the same day as the initial share grants;
9. acknowledges that in the event of a free grant of newly-issued shares, this authorization shall involve, as the shares vest, an increase in the share capital by capitalization of reserves, profits or additional paid-in capital, in favor of beneficiaries of the shares, coupled with the waiver by shareholders of their preferential subscription rights to the shares in favor of such beneficiaries;
10. takes due note that, in the event the Board of Directors uses this authorization, it shall inform the Ordinary General Meeting every year of the transactions carried out pursuant to Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, under the conditions set forth in Article L. 225-197-4 of the Code;
11. **sets the period of validity of this authorization at eighteen months with effect from the date of this General Shareholders' Meeting;**
12. takes due note that this authorization supersedes as from today the unused portion of the authorization granted by the 21st resolution adopted by the General Shareholders' Meeting of April 19, 2018.

On the **ordinary** and **extraordinary** business of the General Meeting

RESOLUTION 16

Powers for formalities

The sole purpose of this resolution is to permit the deposits and formalities requested by law.

SIXTEENTH RESOLUTION

Powers for formalities

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, confers all necessary powers to the holder of an original, copy or extract of the minutes of its deliberations to file any documents and carry out any formalities required by law.

SUMMARY OF FINANCIAL AUTHORIZATIONS RELATING TO THE SHARE CAPITAL ADOPTED BY THE COMBINED SHAREHOLDERS' MEETING OF APRIL 19, 2018[1]

Type of authorization	Securities/transactions concerned	Term of authorization and expiry date	Upper limit on the use of the authorization (in euros and/or as a percentage)	Use in 2018
Share repurchases				
	Share repurchase program Except during a public offer period (Resolution 12)	18 months October 19, 2019	**€30 per share, up to a limit of 56,336,482 shares and €1 billion; the Company may not hold more than 10% of its share capital**	**Treasury shares** As of December 31, 2018, the Company held 12,510,389 shares, valued based on the closing share price as of December 31, 2018 (€17.955) at €224,624,034 **Movements in the liquidity contract** 5,436,308 shares purchased and 6,630,754 shares sold. As of December 31, 2018, no shares are held under the liquidity contract (see Section 2.1.3 of the 2018 Registration Document)
Share issues				
	Issuances with preferential subscription rights (PSR)* Issuance of all types of securities (Resolution 13)	26 months June 19, 2020	€845 million (par value) representing **approximately 30% of the share** capital as of the date of the General Meeting (counting towards the overall maximum par value amount of €845 million (hereinafter, the "overall cap"))	None
	Issuances with no preferential subscription rights (PSR)* Issuance of all types of securities by public offer – mandatory priority subscription period (Resolution 14)	26 months June 19, 2020	€281 million (par value) representing **approximately 10% of the share** capital as of the date of the General Meeting (counting towards the overall cap)	None
	Issuances with no preferential subscription rights (PSR)* Issuance of all types of securities, by way of private placement (Resolution 15)	26 months June 19, 2020	€281 million (par value) representing **approximately 10% of the share** capital as of the date of the General Meeting (counting towards the par value upper limit of €281 million for share capital increases without PSR and towards the overall cap)	None
	Issuances of securities as payment for contributions in kind* (Resolution 16)	26 months June 19, 2020	**10% of the share capital** (counting towards the par value upper limit of €281 million for share capital increases without PSR and towards the overall cap)	None
	Increase in the number of securities in the event of share capital increases with or without preferential subscription rights *(green shoe option)** (Resolution 17)	26 months June 19, 2020	**Extension by no more than 15%** of a share capital increase performed with or without PSR (additional issuance counting towards the upper limit of the relevant resolution with or without PSR and towards the overall cap, and where applicable, towards the par value upper limit of €281 million for share capital increases without PSR)	None
	Share capital increase through the capitalization of premiums, reserves, profits or other items* (Resolution 18)	26 months June 19, 2020	€400 million (par value) representing **approximately 14.2% of the share** capital as of the date of the General Meeting (this par value maximum amount counting towards the overall cap)	None

(1) Authorizations still in effect as of the date of release of this notice and information brochure.

Type of authorization	Securities/transactions concerned	Term of authorization and expiry date	Upper limit on the use of the authorization (in euros and/or as a percentage)	Use in 2018
Share issues reserved for Group employees and executives				
	Issuances reserved for members of employee savings plans with cancellation of preferential subscription rights* Share capital increase by issuing shares or securities granting access to the Company's share capital (Resolution 19)	26 months June 19, 2020	€56,336,482 (par value) representing **approximately 2% of the share** capital as of the date of the General Meeting (this amount counting towards the overall cap)	Share capital increase reserved for Group employees (Group savings plan): issue on September 20, 2018 of 2,228,518 new shares, representing **approximately 0.4% of the share capital** as of this date.
	Issuances reserved for employees with cancellation of preferential subscription rights */** Share capital increase reserved for a category of beneficiaries (Resolution 20)	18 months October 19, 2019	€5,633,648 (par value) representing **approximately 0.2% of the share** capital as of the date of the General Meeting (this amount counting towards the overall cap)	None
	Authorization granted to the Board of Directors to issue free shares, existing or to be issued, to employees and corporate officers of the Group, with waiver by shareholders of their preferential subscription rights. (Resolution 21)	18 months October 19, 2019	**0.5% of the share capital** as of the date of the General Meeting, subject to the following sub-ceilings: (1) **0.4% of the share capital** for performance shares granted to corporate officers of the Company and certain employees of the Company or the Group and (2) **0.1% of the share capital** for free shares, not subject to performance conditions, granted to all employees of the Company and French Group companies	During its meeting of May 2, 2018, the Board of Directors decided to allocate with effect from the same day: (1) 1,731,368 performance shares to approximately 700 beneficiaries, representing **approximately 0,31% of the share capital** as of this date and (2) 248,580 free shares without performance condition to 49,716 beneficiairies, representing **approximately 0.04% of the share capital** as of this date.
Share capital reduction by cancellation of shares				
Cancellation of treasury shares (Resolution 22)		26 months June 19, 2020	10% of the share capital within any 24-month period	None

* *The total par value amount of share capital increases that may be carried out pursuant to this resolution will count towards the overall cap of €845 million set forth in the thirteenth resolution presented to the Combined General Meeting of April 19, 2018.*

** *Share capital increase reserved for (i) employees and corporate officers of affiliated companies as provided under Article L. 225180 of the French Commercial Code and Articles L. 3341-1 and L. 3344-2 of the French Labor Code and/or (ii) share ownership funds (UCITS or similar) invested in the Company's shares and whose share capital is held by the employees and corporate officers referred to in (i), and/or (iii) any credit institution (or subsidiary of such an institution) acting at the request of Veolia Environnement to set up a structured offering of shares to employees and corporate officers of affiliated companies having their registered office in countries where, for regulatory reasons or otherwise, employees may not participate in the usual employee shareholding mechanisms (issuances reserved for employees who are members of savings plans).*

SUMMARY OF FINANCIAL AUTHORIZATIONS RELATING TO THE SHARE CAPITAL PROPOSED TO THE COMBINED SHAREHOLDERS' MEETING OF APRIL 18, 2019

Type of authorization	Securities/transactions concerned	Term of authorization and expiry date	Upper limit on the use of the authorization (in euros and/or as a percentage)
Share issues reserved for Group employees and executives			
	Issuances reserved for members of employee savings plans with cancellation of preferential subscription rights* Share capital increase by issuing shares or securities granting access to the Company's share capital (Resolution 13)	26 months June 18, 2021	€56,559,334 (par value) representing **approximately 2% of the share capital** as of the date of the General Meeting (this amount counting towards the overall cap)
	Issuances reserved for employees with cancellation of preferential subscription rights */** Share capital increase reserved for a category of beneficiaries (Resolution 14)	18 months October 18, 2020	€5,655,933 (par value) representing **approximately 0.2% of the share capital** as of the date of the General Meeting (this amount counting towards the overall cap)
	Authorization granted to the Board of Directors to issue free shares, existing or to be issued, to employees and corporate officers of the Group, with waiver by shareholders of their preferential subscription rights. (Resolution 15)	18 months October 18, 2020	**0.4% of the share capital** as of the date of the General Meeting

* *The total par value amount of share capital increases that may be carried out pursuant to this resolution will count towards the overall cap of €845 million set forth in the thirteenth resolution presented to the Combined General Meeting of April 19, 2018.*

** *Share capital increase reserved for (i) employees and corporate officers of affiliated companies as provided under Article L. 225180 of the French Commercial Code and Articles L. 3341-1 and L. 3344-2 of the French Labor Code and/or (ii) share ownership funds (UCITS or similar) invested in the Company's shares and whose share capital is held by the employees and corporate officers referred to in (i), and/or (iii) any credit institution (or subsidiary of such an institution) acting at the request of Veolia Environnement to set up a structured offering of shares to employees and corporate officers of affiliated companies having their registered office in countries where, for regulatory reasons or otherwise, employees may not participate in the usual employee shareholding mechanisms (issuances reserved for employees who are members of savings plans).*

STATUTORY AUDITORS' REPORT ON THE ISSUES OF SHARES AND/OR SECURITIES RESERVED FOR MEMBERS OF EMPLOYEE SAVINGS PLANS

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

COMBINED SHAREHOLDERS' MEETING OF APRIL 18, 2019 (13TH RESOLUTION)

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with articles L. 228-92 and L. 225-135 and seq. of the French Commercial Code (Code de commerce), we hereby report on the proposal to authorize your Board of Directors to decide whether to proceed with an issue of shares and/or securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code (Code du commerce) giving access to capital immediately or in the future, with cancellation of preferential subscription rights, reserved for members of one or more employee savings plans (or any other plan for whose members the articles L. 3332-1 and seq. of the French Labour Code (Code du travail) or similar law or regulation would book a capital increase in conditions equivalent) in place in all or part of companies, French and foreign, within the scope of consolidation or combination of accounts of the Company pursuant to Article L. 3344-1 of the French Labour Code (Code du travail), it being specified that this resolution may be used for the purpose of implementing leveraged, an operation upon which you are called to vote.

The maximum nominal amount of capital increases that may be made immediately or in the future could not exceed 56,559,334 euros (or, for information, 2% of the share capital at the date of this General Meeting), it being specified will be deducted from the amount the overall limit in 13th resolution of this General Meeting dated on April 19, 2018.

This issue is submitted for your approval in accordance with articles L. 225-129-6 of the French Commercial Code (Code de commerce) and L. 3332-18 etc. of the French Labour Code (Code du travail).

Your Board of Directors proposes that, on the basis of its report, it is authorized for a period of twenty-six month, with powers to subdelegate, to decide on whether to proceed with an issue and proposes to cancel your preferential subscription rights to the marketable securities to be issued. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 and seq. of the French Commercial Code (Code de commerce). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price of the capital securities to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price of the capital securities to be issued provided in the Board of Directors' report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French Commercial Code (Code de commerce), we will issue a supplementary report, if necessary, when your Board of Directors has exercised this authorization.

Paris-La Défense, March 12, 2019

KPMG Audit *Département de KPMG S.A.*		**ERNST & YOUNG et Autres**	
Valérie Besson	Baudouin Griton	Jean-Yves Jégourel	Xavier Senent

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND/OR SECURITIES RESERVED FOR A CATEGORY OF BENEFICIARIES

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

COMBINED SHAREHOLDERS' MEETING OF APRIL 18, 2019 (14TH RESOLUTION)

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with articles L. 228-92 and L. 225-135 and seq. of the French Commercial Code (Code de commerce), we hereby report on the proposal to authorize your Board of Directors to decide whether to proceed with an issue of shares and/or securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code (Code du commerce) giving access to capital immediately or in the future, (including equity securities giving right to the allocation of debt securities), with cancellation of preferential subscription rights, reserved for the following category of beneficiaries: (i) employees and corporate officers of companies related to the Company under the terms of Article L. 225-180 of the French Commercial Code and Articles L. 3341-1 and L. 3344-2 of the French Labor Code; (ii) UCITS or other entities, whether or not having legal personality, of shareholding invested in securities of the Company of which the unitholders or the shareholders will be persons referred to in (i); (iii) any bank or subsidiary of such institution intervening at the request of the Company for the implementation of a shareholding scheme or savings plan (including or not a shareholding securities of the Company) for the benefit of the person categories mentioned in (i), an operation upon which you are called to vote.

The maximum nominal amount of capital increases that may be made immediately or in the future could not exceed 5,655,933 euros (or, for information, 0,2% of the share capital at the date of this General Meeting), it being specified will be deducted from the amount the overall limit in 13th resolution of this General Meeting dated on April 19, 2018.

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of eighteen month, with powers to subdelegate, to decide on whether to proceed with an issue and proposes to cancel your preferential subscription rights to the marketable securities to be issued. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 and seq. of the French Commercial Code (Code de commerce). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price of the capital securities to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price of the shares and/or securities to be issued provided in the Board of Directors' report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French Commercial Code (Code de commerce), we will issue a supplementary report, if necessary, when your Board of Directors has exercised this authorization.

Paris-La Défense, March 12, 2019

KPMG Audit		ERNST & YOUNG et Autres	
Département de KPMG S.A.			
Valérie Besson	Baudouin Griton	Jean-Yves Jégourel	Xavier Senent

STATUTORY AUDITORS' REPORT ON THE FREE ALLOCATION OF EXISTING SHARES OR SHARES TO BE ISSUED

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

COMBINED SHAREHOLDERS' MEETING OF APRIL 18, 2019 (15TH RESOLUTION)

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with article L. 225-197-1 of the French Commercial Code (Code de commerce), we hereby report on the proposed free allocation of existing shares or shares to be issued, for the benefit of beneficiaries or categories of beneficiaries that the Board of Directors shall determine among the salaried employees of the Company or the related companies to it under the conditions provided for in Article L. 225-197-2 of the French Commercial Code and the corporate officers of the Company who meet the conditions set forth in Article L. 225-197-1, II of the French Commercial Code.

Your Board of Directors proposes that on the basis of its report it be authorized, for free, existing shares or shares to be issued in the limits detailed hereafter, in one or many times:

- the total number of shares that may be granted under this authorization may not exceed 0.5% of the share capital at the date of this General Meeting;
- the total number of shares that may be granted under this authorization to the executive Directors of your Company may not exceed 10% of the 0.4% ceiling aforesaid affected to the performance share grants, or 0.04% of the share capital at the date of this General meeting.

It is the responsibility of the Board of Directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the Board of Directors' report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the Board of Directors' report relating to the proposed free allocation of shares.

Paris-La Défense, March 12, 2019

KPMG Audit *Département de KPMG S.A.*		ERNST & YOUNG et Autres	
Valérie Besson	Baudouin Griton	Jean-Yves Jégourel	Xavier Senent

REQUEST FOR DOCUMENTS AND INFORMATION

Provided for in articles R. 225-81, R. 225-83 and R. 225-88 of the French Commercial Code

Combined Shareholders' Meeting of April 18, 2019

I, the undersigned [1]: ....

....

Name (Mr or Mrs): ....

....

First name: ....

Full address: ....

....

Number: .... Street: ....

Postal code: ....City/town: ....

Owner of: .... registered shares:

.... Bearer shares[2] or administered registered shares:

wish to receive, at the above address, the documents or information referred to in Articles R. 225-81, R. 225-83 and R. 225-88 of the French Commercial Code regarding the Combined Shareholders' Meeting of **Thursday, April 18, 2019**, except those attached to the sole proxy and mail ballot form.

Made in: .... on: 2019

Signature

In accordance with Article R. 225-88 paragraph 3 of the French Commercial Code, registered shareholders can make a single application to the Company for the aforementioned documents and information to be sent at the time of future Shareholders' Meeting

(1) For legal entities, please give the exact registered name

(2) Attach a copy of the certificate of participation, as provided by the financial intermediary that manages your portfolio

PLEASE RETURN THIS APPLICATION FORM TO:

Société Générale
Service des assemblées
CS 30812
44308 Nantes Cedex 3

NOTES

NOTES

2019 EVENTS

February 21
2018 Annual Result

April 18 (03:00 p.m.)
General Shareholders' Meeting

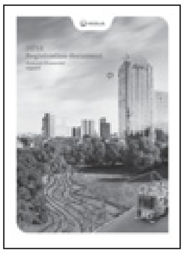
May 2
Key figures for the period ending March 31, 2019

August 1
2019 First Half Results

November 7
Key figures for the period ending September 30,2019

For more information

Available on our website



REGISTRATION DOCUMENT 2018

Information - Shareholders:
0 805 800 000 - Toll-free number in France
(no charge, except in Overseas Departments and Territories)

Information - Shareholders:
www.veolia.com

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Ressourcing the world VEOLIA

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