Supplement no. 2 dated 18 May 2021 to the Base Prospectus dated 17 September 2020, as supplemented by a first supplement dated 8 January 2021

VEOLIA ENVIRONNEMENT

(Established as a société anonyme in the Republic of France)

EURO 16,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME

This second supplement (the "**Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 17 September 2020, which was granted approval number 20-464 on 17 September 2020 by the *Autorité des marchés financiers* (the "**AMF**"), as supplemented by a first supplement which was granted approval number 21-008 on 8 January 2021 by the AMF and prepared by Veolia Environnement ("**Veolia Environnement**" or the "**Issuer**") with respect to its Euro 16,000,000,000 Euro Medium-Term Note Programme (the "**Programme**"). The base prospectus as supplemented (the "**Base Prospectus**") constitutes a base prospectus for the purpose of Article 8 of Regulation (EU) 2017/1129 of 14 June 2017, as amended (the "**Prospectus Regulation**"). Unless otherwise defined, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been prepared pursuant to Article 23 of the Prospectus Regulation for the purposes of incorporating some recent information with respect to the Issuer. The impacted sections of the Base Prospectus are the following sections "Risk Factors", "Documents incorporated by Reference", "Description of the Issuer", "Recent Developments" and "General Information" respectively.

This Supplement has been approved by the AMF in France in its capacity as competent authority pursuant to the Prospectus Regulation. The AMF only approves this Supplement to the Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation, such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes.

Copies of this Supplement are available for viewing on the website of the AMF (www.amf-france.org), on the Issuer's website (www.finance.veolia.com) and copies of such documents may be obtained, during normal business hours, free of charge from the office of Veolia Environnement, 30 rue Madeleine Vionnet, 93300 Aubervilliers, France.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any statement in, or incorporated by reference in the Base Prospectus, the statements referred to in (a) above will prevail.

AUTORITÉ DES MARCHÉS FINANCIERS

This Supplement has been approved on 18 May 2021 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129, as amended.

The *Autorité des Marchés Financiers* (AMF) has approved this Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129, as amended.

This approval is not a favourable opinion on the Issuer described in this Supplement.

This Supplement has the following approval number: 21-160.

TABLE OF CONTENTS

RISK FACTORS

The sub-section 1 "*Risk factors relating to the Issuer*" of the section "*Risk Factors*" appearing on pages 13 to 15 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

"Risks factors relating to the Group and its activity are described on pages 70 and 79 to 106 of the 2020 Universal Registration Document (as defined in section "*Documents Incorporated by Reference*") which is incorporated by reference into the Base Prospectus.

Those risk factors include the following:

1.1 Risks relating to the environment in which the Group operates

- Risks relating to market changes
- Economic risks
- Competition risks
- Risks relating to climate change
- Seasonality risks
- Political risks
- Risks relating to the business climate
- Risks relating to natural disasters

1.2 Operational risks

- Risks relating to employees' health and safety
- Risks relating to the selection and integration of acquisitions
- Risks related to tangible and intangible property, and information systems
- Third-party liability risks and particularly health and environmental risks
- Risks relating to changes in business lines
- Risks of skills availability
- Personal security risks
- Transformation risks related to multifaceted performance

1.3 Financial risks

- Counterparty risks relating to operating activities
- Risks inherent to fluctuations in the price of energy and commodities
- Risks relating to tax developments
- Liquidity risks
- Currency risk

1.4 Regulatory, ethical and legal risks

- Risks relating to regulatory changes, particularly in the area of health or the environment
- Corruption and business integrity risks
- Human rights risks
- Risks relating to long-term contracts

Below, the Group risk matrix presented in page 80 of the 2020 Universal Registration Document

Group risk matrix

IMPACT / PROBABILITY OF OCCURRENCE	Low	Moderate	High
High	• **Corruption and business integrity risks (CSR)** • Risks related to tangible and intangible property, and information systems • **Human rights risks (CSR)**	• Risks relating to market changes • Competition risks • **Risks relating to employee health and safety (CSR)**	
Moderate	• Political risks • Risks of skills availability (CSR) • Personal security risks	• Risks relating to the selection and integration of acquisitions • Risks related to fluctuations in the price of energy and commodities • Seasonality risks • Third-party liability risks and particularly health and environmental risks (CSR) • Risks relating to changes in business lines	• Economic risks • Risks relating to regulatory changes, particularly in the area of health or the environment • Counterparty risks relating to operating activities • Risks relating to climate change (CSR)
Low	• Transformation risks linked to multifaceted performance (CSR) • Currency risk	• Risks relating to the business climate • Risks relating to natural disasters (CSR) • Risks relating to tax developments • Liquidity risks	• Risks relating to long-term contracts

Prospective investors shall assess the above risk factors in the light of the most recent developments with respect to the Issuer. In particular, please refer to sections 1.2.5, 5.1 and 6.2.5, Note 1.2 of the 2020 Universal Registration Document for more details regarding the acquisition of 29.9% of Suez shares from Engie.

DOCUMENTS INCORPORATED BY REFERENCE

The section "*Documents Incorporated by Reference*" appearing on pages 24 to 32 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

"This Base Prospectus should be read and construed in conjunction with the information contained in the following sections which are incorporated in, and shall be deemed to form part of, this Base Prospectus, which have been previously published and filed with the AMF:

- the sections referred to in the table below of the French language *Document d'enregistrement universel* of the Issuer for the financial year 2020 (the "**2020 Universal Registration Document**") which was filed with the AMF on 17 March 2021 under registration number D.21-0145 (https://www.veolia.fr/sites/g/files/dvc2401/files/document/2021/04/rapport-financier-2020-urd-veolia-fr.pdf) ;

- the sections referred to in the table below of the French language *Document d'enregistrement universel* of the Issuer for the financial year 2019 (the "**2019 Universal Registration Document**") which was filed with the AMF on 17 March 2020 under registration number D.20-0136 (https://www.veolia.com/sites/g/files/dvc2491/files/document/2020/03/Finance_VEOLIA_ENVIRONNEMENT_URD_REF-2019_VDEF.pdf); and

- the section "*Terms and Conditions of the Notes*" of the following base prospectuses (together the "**EMTN Previous Conditions**") relating to the Programme included in:

  - the base prospectus dated 25 June 2019 (pages 59 to 94) filed with the AMF under number 19-298 (https://www.veolia.org/sites/g/files/dvc2491/files/document/2019/06/Finance-BP-2019-029800.pdf);

  - the base prospectus dated 22 June 2018 (pages 59 to 90) filed with the AMF under number 18-258 (https://www.veolia.org/sites/g/files/dvc2491/files/document/2018/06/Veolia_Env_-_Update_2018_-_Base_Prospectus_avec_numero_de_visa_0.pdf);

  - the base prospectus dated 27 September 2016 (pages 60 to 93) filed with the AMF under number 16-450 (https://www.veolia.org/sites/g/files/dvc2491/files/document/2016/12/Veolia-Env-Base-Prospectus-2016-27-09-2016.pdf);

  - the base prospectus dated 3 July 2014 (pages 55 to 88) filed with the AMF under number 14-354 (https://www.veolia.org/sites/g/files/dvc2491/files/document/2018/12/Finance_Veolia_2014_EMTN_Base_Prospectus_final_version.PDF);

  - the base prospectus dated 19 October 2011 (pages 27 to 50) filed with the AMF under number 11-474 (https://www.veolia.com/sites/g/files/dvc2491/files/document/2020/09/Finance-08-Base_Prospectus_dated_19_October_2011.pdf); and

  - the base prospectus dated 4 May 2007 (pages 28 to 51) filed with the AMF under number 07-141 (https://www.veolia.com/sites/g/files/dvc2491/files/document/2020/09/Finance_EMTN_Prospectus_dated_4_May_2007.pdf).

which are identified in the cross reference table below. Such sections are incorporated in, and shall be deemed to form part of this Base Prospectus. Non-incorporated parts of the documents listed above are either non-relevant for the investors or covered elsewhere in the Base Prospectus.

Any statement contained in a document or part of a document which is incorporated by reference herein shall be modified or superseded for the purposes of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, be part of this Base Prospectus. Statements contained in any supplement (or contained in any document incorporated by reference therein) published in accordance with section headed "Supplement to the Base Prospectus" of this Base Prospectus shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus.

The 2020 Universal Registration Document and the 2019 Universal Registration Document are available for viewing on the website of the AMF (www.amf-france.org) and on the website of the Issuer (www.finance.veolia.com). Free English translations of the 2020 Universal Registration Document and 2019 Universal Registration Document are also available for viewing on the website of the Issuer (www.finance.veolia.com). These documents are free translations of the corresponding French language documents and are furnished for information purposes only and are not incorporated by reference in this Prospectus. The only binding versions are the French language versions.

Other than in relation to the documents which are deemed to be incorporated by reference, the information on the websites to which this Base Prospectus (including, for the avoidance of doubt, any information on the websites which appear in the documents incorporated by reference) refers does not form part of this Base Prospectus and has not been scrutinised or approved by the AMF.

For the avoidance of doubt, the information requested to be disclosed by the Issuer as a result of Annex 7 of the Commission Delegated Regulation (EU) 2019/980 supplementing the Prospectus Regulation and not referred to in the cross reference list below is either contained in the relevant sections of this Base Prospectus or is not relevant to the investors.

The relevant page references for the information incorporated by reference herein in response to the specific requirements of Annex 7 of Commission Delegated Regulation (EU) 2019/980 are as follows:

	Annex 7 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 – Registration document for wholesale non-equity securities	
	Information incorporated by reference	**Page no. in the relevant document**
3.	**RISK FACTORS**	
3.1	A description of the material risks that are specific to the issuer and that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed '*Risk Factors*'. In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.	pp. 70 and 79 to 106 in 2020 Universal Registration Document
4.	**INFORMATION ABOUT THE ISSUER**	
4.1	**<u>History and development of the Issuer</u>**	
4.1.1	The legal and commercial name of the Issuer	p. 506 in 2020 Universal Registration Document
4.1.2	The place of registration of the Issuer, its registration number and legal entity identifier ("LEI").	p. 506 in 2020 Universal Registration Document
4.1.3	The date of incorporation and length of life of the Issuer, except where the period is indefinite.	p. 506 in 2020 Universal Registration Document
4.1.4	The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	p. 506 in 2020 Universal Registration Document
4.1.5	Any recent events particular to the Issuer and which are to a material extent relevant to the evaluation of the Issuer's solvency.	pp. 22, 23, 296 to 298, 323, 430, 451 to 452 in 2020 Universal Registration Document
5.	**BUSINESS OVERVIEW**	

5.1	**<u>Principal activities</u>**	
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.	pp. 23 to 27 in 2020 Universal Registration Document
5.1.2	The basis for any statements made by the issuer regarding its competitive position.	pp. 36 to 37 in 2020 Universal Registration Document
6.	**ORGANISATIONAL STRUCTURE**	
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	pp. 42 to 43 in 2020 Universal Registration Document
6.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	p. 514 in 2020 Universal Registration Document
7.	**TREND INFORMATION**	
7.1	A description of: (a) any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; and (b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published to the date of the registration document. If neither of the above are applicable then the issuer should include (an) appropriate negative statement(s).	pp. 323 and 430 in 2020 Universal Registration Document
8.	**PROFIT FORECASTS OR ESTIMATES**	
8.1	Where an issuer includes on a voluntary basis a profit forecast or a profit estimate, that profit forecast or estimate shall be clear and unambiguous and contain a statement setting out the principal assumptions upon which the issuer has based its forecast or estimate. The forecast or estimate shall comply with the following principles: (a) there must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; (b) the assumptions must be reasonable, readily	p. 323 in 2020 Universal Registration Document

	understandable by investors, specific and precise and not relate to the general accuracy of the estimates underlying the forecast. (c) in the case of a forecast, the assumptions shall draw the investor's attention to those uncertain factors which could materially change the outcome of the forecast.	
8.2	The prospectus shall include a statement that the profit forecast or estimate has been compiled and prepared on a basis which is both: (a) comparable with the historical financial information; (b) consistent with the issuer's accounting policies.	p. 323 in 2020 Universal Registration Document
9.	**ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES**	
9.1	Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer: (a) members of the administrative, management or supervisory bodies;	pp. 108 to 120 in 2020 Universal Registration Document
9.2	Administrative, management, and supervisory bodies conflicts of interests Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	p. 121 in 2020 Universal Registration Document
10.	**MAJOR SHAREHOLDERS**	
10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused.	pp. 501 to 503 in 2020 Universal Registration Document
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	p. 514 in 2020 Universal Registration Document
11.	**FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**	
11.1	**<u>Historical financial information</u>**	
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect	

	of each year	
	Consolidated financial statements 2020:	
		pp. 328 to 437 in 2020 Universal Registration Document audit report: pp. 438 to 441 in 2020 Universal Registration Document
	Non-consolidated financial statements 2020:	
		pp. 442 to 483 in 2020 Universal Registration Document audit report: pp. 484 to 486 in 2020 Universal Registration Document
	Consolidated financial statements 2019:	
		pp. 108 to 216 in 2019 Universal Registration Document audit report: pp. 217 to 220 in 2019 Universal Registration Document
	Non-consolidated financial statements 2019:	
		pp. 221 to 257 in 2019 Universal Registration Document audit report: pp. 258 to 260 in 2019 Universal Registration Document
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002	
	Consolidated financial statements 2020:	

		pp. 337 to 338 in 2020 Universal Registration Document
	Consolidated financial statements 2019:	
		pp. 117 to 119 in 2019 Universal Registration Document
11.1.4	Where the audited financial information is prepared according to national accounting standards, the financial information must include at least the following:	
	Non-consolidated financial statements 2020:	
	(a) the balance sheet; (b) the income statement; (c) the accounting policies and explanatory notes.	pp. 442 to 445 in 2020 Universal Registration Document pp. 446 to 447 in 2020 Universal Registration Document pp. 450 to 483 in 2020 Universal Registration Document
	Non-consolidated financial statements 2019:	
	(a) the balance sheet; (b) the income statement; (c) the accounting policies and explanatory notes.	pp. 221 to 224 in 2019 Universal Registration Document pp. 225 to 226 in 2019 Universal Registration Document pp. 229 to 257 in 2019 Universal Registration Document
11.1.5	Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document	
	Consolidated financial statements 2020:	
	(a) the balance sheet;	pp. 328 to 329 in 2020 Universal Registration Document

	(b) the income statement; (c) the accounting policies and explanatory notes.	p. 330 in 2020 Universal Registration Document pp. 336 to 437 in 2020 Universal Registration Document
	Consolidated financial statements 2019:	
	(a) the balance sheet; (b) the income statement; (c) the accounting policies and explanatory notes.	pp. 108 to 109 in 2019 Universal Registration Document p. 110 in 2019 Universal Registration Document pp. 116 to 216 in 2019 Universal Registration Document
11.1.6	Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document	
	Consolidated financial statements 2020:	
		pp. 328 to 329 in 2020 Universal Registration Document
	Non-consolidated financial statements 2020:	
		pp. 442 to 445 in 2020 Universal Registration Document
11.2	**Auditing of historical annual financial information**	
11.2.1	The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2006/43/CE and Regulation 537/2014/EU.	
	Consolidated financial statements 2020:	
		pp. 438 to 441 in 2020 Universal Registration Document
	Non-consolidated financial statements 2020:	
		pp. 484 to 486 in 2020 Universal Registration

		Document
	Consolidated financial statements 2019:	
		pp. 217 to 220 in 2019 Universal Registration Document
	Non-consolidated financial statements 2019:	
		pp. 258 to 260 in 2019 Universal Registration Document
11.2.1(a)	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	p. 217 in 2019 Universal Registration Document
11.2.2	Indication of other information in the registration document which has been audited by the auditors.	N/A
11.3	**<u>Legal and arbitration proceedings</u>**	
11.3.1	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	pp. 426 to 429 and 511 to 513 in 2020 Universal Registration Document
12.	**MATERIAL CONTRACTS**	
12.1	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	p. 514 in 2020 Universal Registration Document

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purposes only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued under the relevant EMTN Previous Conditions.

EMTN Previous Conditions	
Base Prospectus dated 25 June 2019	Pages 59 to 94
Base Prospectus dated 22 June 2018	Pages 59 to 90
Base Prospectus dated 27 September 2016	Pages 60 to 93
Base Prospectus dated 3 July 2014	Pages 55 to 88
Base Prospectus dated 19 October 2011	Pages 27 to 50
Base Prospectus dated 4 May 2007	Pages 28 to 51

Non-incorporated parts of the base prospectuses of the Issuer dated 25 June 2019, 22 June 2018, 27 September 2016, 3 July 2014, 19 October 2011 and 4 May 2007 respectively are not relevant for investors.

DESCRIPTION OF THE ISSUER

The "*Description of the Issuer*" section of the Base Prospectus on page 73 is hereby deleted and replaced by the following:

"For a general description of the Issuer and the Group, their activities and their financial condition, please refer to the sections and pages of the 2020 Universal Registration Document identified in the cross-reference table of the "*Documents Incorporated by Reference*" section of this Base Prospectus."

RECENT DEVELOPMENTS

The "*Recent Developments*" section of the Base Prospectus is completed with the addition of the following press releases:

1. Press release dated 18 March 2021:

"Groupe Renault, Veolia & Solvay join forces to recycle end-of-life EV battery metals in a closed loop

The consortium illustrates a new type of collaboration across the battery value chain to preserve resources, reduce carbon emissions and create value.

Brussels and Paris, March 18, 2021. Today, Groupe Renault, top automotive player, with Veolia, global leader in optimized resource management, and Solvay, leading science-based company, are pleased to announce their partnership to enable the circular economy of EV battery metals in Europe through closed-loop recycling.

The existing Veolia and Solvay consortium, created in September 2020, is thus reinforced with Groupe Renault's pioneering position and experience in circular economy and in the life cycle of EV batteries, leading to a highly complementary partnership benefitting from Solvay's expertise in the chemical extraction of battery metals and Veolia's 10 years of experience in lithium-ion battery dismantling and recycling via a hydrometallurgical process.

With the number of electric vehicles on the road expected to grow from 10 million in 2020 to over 100 million by 2030 worldwide, **ensuring stable access to responsibly sourced battery materials is a strategic challenge**.

In that respect, the three partners **seek to establish a secure and sustainable supply source for strategic battery metals,** such as cobalt, nickel and lithium. The companies plan to achieve this goal by leveraging **their respective expertise at each step of the value chain** – from collection of end-of-life electric vehicle batteries to dismantling, metal extraction and purification – and **by enhancing existing mechanical and hydrometallurgical battery recycling processes.** Through Solvay and Veolia's joint innovative technology, strategic metals that were previously recovered in a form only suitable for metallurgical applications will be extracted and purified into high-purity metals ready to be reused in new batteries, thereby reducing the environmental footprint of future EV batteries through this closed loop.

The three partners are already actively engaged in an experimental phase, which **involves setting up a pre-industrial demo plant in France** with the capability to extract and purify end-of-life EV battery metals.

Luca de Meo, CEO of Renault, declared: "Groupe Renault has a holistic approach to the battery life cycle: *repairing first-life batteries to extend their automotive lifespan, developing second-life applications for energy storage and setting up a system for collecting and recycling batteries. Today, we are proud to reinforce our commitment to battery recycling by joining forces with Veolia and Solvay. We aim at implementing innovative and low-carbon battery recycling solutions to pave the way to sustainable sourcing for strategic battery materials as electric mobility is growing. Together, we will leverage our strong presence on the entire EV value chain in Europe to take a competitive position in the battery materials market and generate value beyond our core business."*

Antoine Frérot CEO of Veolia, commented, *"Given the magnitude of the environmental issues the world is facing, ecological transformation is an urgent need. With Groupe Renault joining Veolia and Solvay, we are collectively taking a step further towards closed-loop solutions to preserve natural resources. This shows how companies working together can think up and implement new solutions that both better our environment and renew our economies."*

Ilham Kadri, CEO of Solvay Group, added, *"This consortium is a great example of partnership in the value chain that makes circular economy come true for battery metals. We are thrilled to have Groupe Renault join the consortium and view them as a strategic partner in closing the loop of circularity, bringing input material for recycling and re-injecting purified metals into the battery cycle. This project exemplifies how we walk the talk with our Solvay One Planet sustainability roadmap as we aim to more than double revenues generated in a circular economy by 2030."*

2. Press release dated 21 March 2021:

"Veolia is not interested in the dismantling of Suez proposed by Mr. Philippe Varin

Today, the management of Suez has tried in vain to create uncertainty where none exists: Veolia will not sell or exchange its 29.9% stake in the capital of Suez. The tender offer filed by Veolia is still irrevocable even after the activation of the Dutch entity, and is the only offer for the entire capital of Suez. The proposal made by Veolia about 10 days ago to guarantee the integrity of Suez in France in the event of a prior agreement shows that Veolia is making every possible effort to ensure that the new Suez is of a size that enables it to develop, including outside France, while, thanks to the mission-led company Meridiam, guaranteeing the stability of its shareholder base for 25 years, preserving all jobs and social benefits, maintaining genuine and robust competition, and doubling investments in the next 5 to 7 years.

There cannot be any discussions with the management of Suez:

- until the Board of Directors of Suez has formally agreed to the scope of the new Suez proposed by Veolia ;
- until the Dutch entity, which is seriously undermining the corporate interests and value of Suez, has been dissolved ;
- until the rushed sales of Suez’s strategic international assets have been suspended ;
- until the legal proceedings launched by Suez have been withdrawn.

Furthermore, Veolia notes an evident conflict of interest in the Suez press release, that is both surprising and shocking: the approach taken by the directors of Suez is to promote their own personal and property interests by offering the company’s assets to two short-termist funds to choose from *à la carte*. This is clearly contrary to the corporate interest of the group and of its shareholders, who still have nothing but an offer that is illusory when compared to that of Veolia.

It will of course be for Suez shareholders to decide on these various matters involving the group’s future, and for the courts to rule on the individual responsibility of the directors concerned."

3. Press release dated 24 March 2021:

"**Eco-SIM Card from Thales and Veolia: The SIM card made from recycled refrigerators**

- Thales and Veolia have joined forces to create the first eco-designed SIM card made from recycled plastic.
- The use of recycled materials in a special industrial production process will eliminate the need for close to 5,000 metric tonnes of virgin plastic a year.
- The Eco-SIM Card will help to meet the ambitious sustainable development objectives of the Thales Group and the mobile phone operators that use its products.

With almost 4.5 billion SIM cards produced worldwide in 2020, Thales and Veolia have joined forces to help this market show its green credentials.

The polymer plastic found in high concentrations in waste electrical and electronic equipment is processed at Veolia's recycling plant in France. Thales engineers have worked with Veolia’s experts to develop a special process that uses this newly recycled material to manufacture SIM cards that meet the mobile industry's requirements.

The Eco-SIM Card has a neutral carbon footprint as the CO2 emissions from the manufacturing process and electronic components that cannot be recycled are fully offset by Thales's comprehensive carbon offset programme.

This innovative product will support mobile phone operators in their ecological transformation and help them address their subscribers' environmental concerns.

"All of our everyday objects could soon be made from recycled materials thanks to visionary, responsible companies like Thales. The example of the SIM card offers a glimpse into the vast field of possibilities opened up by eco-design. Our industrial ecology services, as this circular economy loop, enable us to support our clients’

ecological transformation" **said Anne le Guennec, Director of Veolia's Waste activities in France**.

"This innovation project with Veolia will support our telecom customers in their ecological transition by transforming waste into environmentally responsible SIM cards," **said Emmanuel Unguran, Vice President, Mobile Connectivity Solutions at Thales**.*" This long-term commitment is an integral part of the Group's ambitious policy of sustainable development and social responsibility, and offers mobile phone operators a new opportunity to enhance their value proposition to consumers in terms of sustainability."*

4. Press release dated 25 March 2021:

"**Availability of the 2020 Universal Registration Document / Annual Financial Report (English version)**

Veolia Environnement announces that the English version of the 2020 Universal Registration Document ("URD") is available on its website at: https://www.veolia.com/en/veolia-group/finance/regulated-information

A hard copy of the English version of the 2020 Universal Registration Document are also available at the company's administrative headquarters, 30, rue Madeleine Vionnet, Aubervilliers (93300), France and may be provided free of charge on request.

The following documents are included in the URD:

- the 2020 annual financial report ;
- the information contained in the corporate governance report ;
- the reports of the statutory auditors and their fees ;
- the description of the share buyback program"

5. Press release dated 2 April 2021:

"**Invitation to the Combined General Meeting of Veolia Environnement of April 22, 2021**

Procedures for making available or consulting information relating to the Combined General Meeting of April 22, 2021

Paris, April 2, 2021. Veolia Environnement informs its shareholders that its combined general meeting will be held on Thursday, April 22, 2021 at 3 p.m. Due to the sanitary measures imposed in the context of the covid-19 epidemic and in application of the emergency measures adopted by the french government, this general meeting will be held at the company's administrative headquarters (30, rue Madeleine Vionnet - 93300 Aubervilliers) behind closed doors, i.e. without the physical presence of the shareholders or other individuals entitled to attend.

This decision is made in accordance with the provisions of Decree No. 2021-255 of March 9, 2021, extending the period of application of Ordinance No. 2020-321 of March 25, 2020, as amended, adapting the rules for meetings and deliberations of meetings and governing bodies of legal persons and entities without legal personality under private law because of the covid-19 epidemic, Decree No. 2020-418 of April 10, 2020, as amended, adapting the rules for meetings and deliberations of the assemblies and governing bodies of legal persons and entities without legal personality under private law because of the covid-19 epidemic, and Article 1 of Decree No. 2020-629 of May 25, 2020, as amended, relating to the operation of the bodies of provident institutions and the joint guarantee fund provided for in Article L. 931-35 of the Social Security Code.

Consequently, shareholders will be asked to participate by voting remotely, before the General Meeting is held, either by a postal voting form, or by giving a proxy to the Chairman or to a third party attending the General Meeting(1), or by internet.

(1) We invite you exceptionally not to give a proxy to a third party to represent you at the meeting which will be held without the physical presence of the shareholders (and possible third party proxies).

In addition, shareholders are invited to regularly consult the section dedicated to the 2021 General Meeting on the Company's website: https://www.veolia.com/en/veolia-group/finance/shareholders which may be updated to specify the definitive terms and conditions of participation in this general meeting, depending on health and/or legal requirements or their lifting, which may allow the general meeting to be held in the presence of shareholders.

In addition to the legally regulated system of written questions, shareholders will have the possibility to send written questions by e-mail after the deadline set by the regulations until the date of the General Meeting via the following address AGveoliaenvironnement.ve@veolia.com. These written questions will be answered during the general meeting, on the basis of a representative selection of the topics that have attracted the attention of the shareholders and within the time limit.

In order to allow shareholders to participate in this meeting under the best possible conditions, the general meeting will be broadcast live on the Company's website (www.veolia.com) and the video will also be available on a deferred basis in accordance with the timeframe provided for by the regulations.

In accordance with Article 8-2 of Decree No.°2020-418 of April 10, 2020, which application was extended by Decree No.°2021-255 of March 9, 2021, the shareholders are informed that the Board of Directors has appointed Caisse des dépôts et consignations and the "Sequoia Classique" company mutual fund (fonds commun de placement d'entreprise, FCPE) as scrutineers. They were appointed from among the ten shareholders with the largest number of voting rights of which the Company was aware at the date of the meeting, who were able to attend the general meeting and who accepted this function.

The notice of meeting containing the agenda and the text of the draft resolutions to be submitted to the vote of the shareholders was published in the Bulletin des Annonces Légales Obligatoires (BALO) on March 17, 2021 and the notice of meeting in the BALO on April 2, 2021. The terms of participation and voting at this meeting are set out in these two notices.

The documents and preparatory information relating to this meeting are available to shareholders and can be consulted on the Company's website at https://www.veolia.com/fr/groupe/espace-finance, under the heading "General Meeting 2021", in accordance with the applicable legal and regulatory provisions."

6. Press release dated 2 April 2021:

"Information relating to the total number of voting rights forming the share capital

Article L. 238-8-II of the French commercial Code and article 223-16 of the AMF (French Financial Markets Authority) general regulation

Corporate name of the issuer:

Veolia Environnement
21 rue La Boétie
75008 PARIS
FRANCE
(ISIN code: FR0000124141-VIE)

Information closing date	Total number of shares forming the share capital *	Total number of voting rights *
March 31, 2021	578,611,362	Total number of theoretical voting rights (1): 614,987,885 Total number of voting rights that may be exercised (2): 602,443,212

*Inclusion in the Veolia Environnement Articles of Association of a clause requiring a reporting obligation of the declaration of crossing a shareholding threshold, complementary to the one relating to the thresholds provided by the French law and the regulations in force (article 8).

(1)Number of theoretical voting rights = after taking into account the number of shares with double voting rights as of March 31, 2021 (36,376,523 shares) and the number of treasury shares held as of March 31, 2021 (12,544,673 shares).

(2)Number of voting rights that may be exercised = number of theoretical voting rights (or total number of voting rights attached to shares) - shares without voting rights (number of treasury shares held as of March 31, 2021)."

7. Press release dated 5 April 2021:

"Veolia calls on Suez to engage in dialogue in order to build together the global champion of ecological transformation

Veolia takes note of the press release issued on April 2, 2021 by the Autorité des marchés financiers (AMF, the French Stock Exchange Authority), which considers that the changes that Suez has made to the Dutch foundation, combined with its support for the proposal of the Ardian-GIP consortium negotiated and accepted by the Board of Directors, undermine the principles of transparency and integrity of the market, fairness of transactions and competition, and the free interplay of offers and counter-offers.

Once Suez has complied with the principles set out by the AMF, Veolia calls on Suez to enter into dialogue in order to calm the situation and allow the ambitious industrial project led by Veolia to be carried out in a constructive spirit that respects the interests of both companies, of healthy competition in France and, more broadly, of the French economy. Veolia therefore invites the management of Suez to deactivate the foundation as of now and to seize the opportunity for a reasonable discussion that will finally lead to a positive outcome of the situation."

8. <u>Press release dated 6 April 2021:</u>

"**In contradiction with its communication and to the detriment of its shareholders, Suez still seems to want to do everything possible to make it impossible to reach an agreement with Veolia**

In a succession of press releases characteristic of the last few weeks and without taking into account the evolution of the situation, Suez announced this morning that it wished to reach a negotiated solution with Veolia, while confirming that it had signed an agreement with the Australian operator Cleanaway Waste Management Ltd. for the sale of its waste activities in Australia, which had been clearly identified as strategic by Veolia as soon as its industrial project was announced and in the offer filed with the AMF (French Stock Exchange Authority) on February 8.

This new disposal, which would automatically reduce the scope of the activities intended to be combined with the Veolia Group, is clearly incompatible with the objective allegedly sought by Suez of increasing the value of the company and reaching an agreement quickly. It constitutes an additional obstacle to the realization of the offer supported by Veolia, aggravating a defense mechanism that has been deemed contrary to the rules and guidelines applicable to public offers by the AMF. It is part of the same strategy, aimed on the one hand at making believe that credible alternatives exist, on the basis of agreements subject to so many conditions that they become artificial, and on the other hand at enabling Suez to impose the terms of its public offer on Veolia.

Moreover, this sale is being made on terms that are contrary to the interests of Suez, which is depriving itself of a profitable asset in an attractive region, and to the interests of its shareholders, as the sale can only have a negative impact on Veolia's offer. This sale, whose reversibility is surprising and irregular, since Veolia would have to fall within the framework set by the Suez Board of Directors on March 21, 2021, and which has been denounced by the AMF, contains only one certain provision, namely the transfer to Cleanaway of a number of significant and very profitable assets, without any competition, and at a knock-down price of A$ 501 million (6.8x the normalized EBITDA published by Cleanaway).

Veolia continues to use all legal means to prevent the sale of these strategic assets and, if necessary, to have them cancelled. It also reserves the right to request a management assessment of this agreement, which is abnormally advantageous for a foreign operator competing with Suez and Veolia.

In spite of the stubbornness of Suez's management, which continues to resort to procedures that make neither industrial nor financial sense, and this despite a call to order from the AMF and the hand extended by Veolia, the Group continues to propose to Suez to discuss its project calmly, and for this to stop its own dismantling and to deactivate the Dutch foundation."

9. <u>Press release dated 12 April 2021:</u>

"**Veolia and Suez announce that they have reached an agreement allowing the merger the two groups**

Veolia and Suez announce that their respective boards of directors reached an agreement in principle last night on the key terms and conditions of the merger between the two groups.

The two groups have agreed on a price of €20.50 per Suez share (coupon attached) subject to the signature of the Combination Agreement. Subject to obtaining a fairness opinion in accordance with applicable regulations, this offer would be recommended by the Board of Directors of Suez upon signature of the definitive agreements.

The agreement would allow :

- the creation of a new Suez made up of assets forming a coherent and sustainable group from an industrial and social standpoint, with real growth potential, with revenues of around €7 billion.
- the implementation of Veolia's plan to create a global champion of ecological transformation, with

revenues of around €37 billion, through the Suez takeover bid, in which all the strategic assets identified by Veolia will remain.

- the reiteration of Veolia's social commitments for a period of four years after the closing of the offer.
- with a view to the integration and mix of teams, commitments to be made by Veolia regarding the composition of the management teams at headquarters and in the countries.

The two groups propose that the new Suez resulting from this agreement should be owned by a group of shareholders including financial partners from both groups and by employees. The majority of the shareholders of the new Suez will be French.

In order to guarantee the conditions for the long-term development of the new Suez :

- Its shareholders will have to subscribe to the social commitments for four years from the closing of the takeover bid;
- Its shareholders will have to undertake to maintain their positions over the long term.
- Its scope will be the municipal water and solid waste activities of Suez in France (including CIRSEE, the main research center in France), as well as the activities of Suez in particular in water and in the following geographies : Italy (including the stake in Acea), the Czech Republic, Africa (including Lydec), Central Asia, India, China, Australia, and the global digital and environmental activities (SES).

This agreement in principle also provides for :

- The termination of the agreements with Cleanaway in accordance with their terms concerning the disposal of the assets in Australia (subject to the Sydney assets) and the suspension of any other significant disposal, which allows Veolia to acquire in particular all the assets designated as strategic in its draft offer document filed on February 8 with the Autorité des marchés financiers;
- The deactivation of the Dutch foundation in relation with the Suez announcements;
- The suspension of ongoing legal proceedings and, upon signature of the final agreements, the withdrawal of Suez and Veolia from all ongoing litigation and the absence of any new proceedings between them;
- The full cooperation of Suez, Veolia and the shareholders of the new Suez in obtaining all necessary authorizations (competition, foreign investments, etc.) as quickly as possible and under the best possible conditions.

The two groups have agreed to enter into definitive merger agreements by May 14.

Philippe Varin stated: "*We have been calling for a negotiated solution for many weeks and today we have reached an agreement in principle that recognizes the value of SUEZ. We will be vigilant to ensure that the conditions are met to reach a final agreement that will put an end to the conflict between our two companies and offer development prospects*".

Bertrand Camus stated: "*This agreement in principle gives us every chance of obtaining a global solution that would offer the essential social guarantees for all employees and prospects. I would like to thank all the SUEZ teams for their tremendous mobilization in implementing the SUEZ 2030 strategic plan, of which everyone can be proud. I know that I can count on them to remain focused in the coming months to ensure the best quality of service for our customers*".

Antoine Frérot said: "*I am particularly pleased to announce today the conclusion of an agreement between Suez and Veolia that will enable the construction of the world champion of ecological transformation around Veolia, offering France a reference player in a sector that is probably the most important of this century. This agreement is beneficial for everyone: it guarantees the long-term future of Suez in France in a way that preserves competition, and it guarantees jobs. All stakeholders in both groups are therefore winners. The time for confrontation is over, the time for combination has begun"*."

10. <u>Press release dated 15 April 2021:</u>

"**The Versailles Court of Appeal confirms that Veolia fully complied with its obligations to Suez employees in connection with its acquisition of the 29.9% stake**

In a ruling dated April 15, 2021, the Versailles Court of Appeal found that Veolia had respected the rights and attributions of Suez's employee representative committees by transmitting the documents and information that could be communicated at the stage of the acquisition of 29.9% of Suez from Engie.

This decision definitively confirms Veolia's rights as a shareholder."

11. Press release dated 4 May 2021:

"Abstention of the Caisse des Dépôts in accordance with Veolia's internal rules

Veolia welcomes the decision of the Caisse des Dépôts to abstain from any necessary deliberations and decisions of Veolia's Board of Directors during the period of the proposed merger with Suez, which reflects the very high standard of governance of the Group.

The Caisse des Dépôts is in fact both an important shareholder of Veolia, and represented as such on its Board of Directors, and one of the candidate investors for the acquisition of the future New Suez that will result from the merger of the Suez and Veolia Groups.

Veolia thanks the Caisse des Dépôts for taking this temporary decision in accordance with the provisions of Veolia's internal rules; it will take effect immediately in order to avoid any risk of a conflict of interest."

12. Press release dated 5 May 2021:

"Information relating to the total number of voting rights forming the share capital

Article L. 238-8-II of the French commercial Code and article 223-16 of the AMF (French Financial Markets Authority) general regulation

Corporate name of the issuer: Veolia Environnement
21 rue La Boétie
75008 PARIS
FRANCE
(ISIN code: FR0000124141-VIE)

Information closing date	Total number of shares forming the share capital *	Total number of voting rights *
April 30, 2021	578,611,362	Total number of theoretical voting rights (1): 614,991,065
		Total number of voting rights that may be exercised (2): 602,625,093

* Inclusion in the Veolia Environnement Articles of Association of a clause requiring a reporting obligation of the declaration of crossing a shareholding threshold, complementary to the one relating to the thresholds provided by the French law and the regulations in force (article 8).

(1) Number of theoretical voting rights = after taking into account the number of shares with double voting rights as of April 30, 2021 (36,379,703 shares) and the number of treasury shares held as of April 30, 2021 (12,365,972 shares).

(2) Number of voting rights that may be exercised = number of theoretical voting rights (or total number of voting rights attached to shares) - shares without voting rights (number of treasury shares held as of April 30, 2021)."

13. Press release dated 5 May 2021:

"STRONG REVENUE AND PROFITS GROWTH IN Q1 2021 VS. Q1 2020

Q1 DELIVERY ALSO SUBSTANTIALLY ABOVE Q1 2019

VEOLIA HAS RECOVERED ITS PRE-CRISIS GROWTH RHYTHM AND THE OPERATING LEVERAGE ON ITS RESULTS

GUIDANCE 2021 FULLY CONFIRMED

ON APRIL 11TH, VEOLIA HAS SIGNED A COMBINATION AGREEMENT WITH SUEZ ENABLING THE CREATION OF THE WORLD CHAMPION OF THE ECOLOGICAL TRANSFORMATION

- **Q1 2021 REVENUE OF €6 807M UP +4%[1] vs. Q1 2020 AND UP +2.8%[1] COMPARED TO Q1 2019**
- **Q1 2021 EBITDA OF €1 078M, A STRONG INCREASE OF +13.6%[1] vs. Q1 2020, AND OF +7.5%[1] vs. Q1 2019**
- **CURRENT EBIT OF €469M, A HIGH GROWTH OF +22.7%[1]**
- **CURRENT NET INCOME GROUP SHARE OF €188M, UP +59.8%[1]**

Antoine Frérot, Veolia's Chairman & CEO commented :

«As we had committed to, our performance is substantially above 2019: Veolia is off to a flying start in 2021! In a global context that remains difficult, Veolia has announced an outstanding pace of growth of both revenue and profits, notably thanks to our diversified client mix, our treatment solutions for new pollutants and our international footprint. Moreover, our strict cost control has enabled us to recover a strong operating leverage and to register an EBITDA growth of more than 13% compared to Q1 2020 and of 7.5% versus Q1 2019. We are therefore ahead of our 2021 objectives and I can confirm that 2021 will be a very good year in terms of growth and profits. This excellent performance comes at a historical moment for our Group. On April 11th, we signed an agreement to purchase Suez Group and to create the undisputed world champion of ecological transformation. This combination, which should be finalized by the end of the year, opens up great development prospects at a time when environmental priorities have never been higher on the agenda."

****

- **Revenue of €6 807M compared to €6 675M in Q1 2020, an increase of +2.0% at current exchange rates, of +4.0% at constant exchange rates and of +3.0% at constant scope and exchange rates.**

Revenue grew in the 1st quarter at a sustained rhythm thanks to a good commercial momentum, with contruction activity slightly below 2020, commercial and industrial waste volumes still penalized by continued sanitary crisis and well oriented service prices (price effect of +€61M, i.e. +0.9% impact on revenue growth).

Increased recycled material prices (+€80M) mainly due to higher paper prices after the strong decrease registered early 2020 and higher energy prices (+€29 M) have contributed to a +1.6% increase of revenue.

Weather had a favorable impact of +€67M.

Exchange rates variations unfavorably impacted Q1 revenue by -€132M (-2%), mostly from Latin American currencies (-€33M), US dollar (-€42M) and Central and Eastern European currencies for -34 M€.

Scope effect was positive (+€65M), mainly coming from acquisitions in Central and Eastern Europe partially offset by the divestiture of Sade Telecom in France.

Revenue is also up compared to Q1 2019, by +2,8% at constant forex.

By geography and at constant forex, the evolution is as follows:

- In France, revenue increased by 5.7%. Water revenue was up 0.8%. Volumes increased by +1.2% and tariffs by +0.7%. These good trends were partially offset by the end of the wastewater contract in Toulouse. Waste activity rebounded sharply, by +11.2% vs. Q1 2020, but also by +7.2% vs. Q1 2019,

[1] Variation at constant exchange rates

with volumes up 1.6% and prices progressing at the same pace thanks to strict pricing discipline. These good trends were amplified by the growth of recycled material prices.

- Europe excluding France grew strongly, by +9.0%. Central and Eastern Europe registered a very strong revenue increase, of +23.5%, including +32% in Energy due to higher prices, good volumes boosted by favorable weather and the integration of new assets in Prague and in Budapest. Water was down by 3% mostly due to lower volumes (-2%) penalized by lower tourism. UK and Ireland exhibited a 6.2% revenue decline, with continued low C&I waste volumes due to lockdown. PFI performed very well with a 95% availability rate. Northern Europe revenue progressed by 5.0% thanks to good performances in Germany, the Netherlands and Scandinavian countries. Southern Europe activity was sharply up (10%) thanks to the recovery of industrial services.
- Rest of the World revenue came out slightly up (+0.6%) but +5.9% compared to Q1 2019, restated from the divestiture of our heating activities in the US. Asia progressed by 3.4% driven by China, up 12%. North America revenue decreased by 2.9% mainly due to adverse weather in Texas. Latin America grew by 7.4%, thanks to tariff increases. Pacific was down by 5.8% with lower C&I waste volumes. Africa Middle East grew by +1.6%.
- Global businesses revenue increased by 1.7%. Hazardous waste recovered growth (+1.9%) thanks to pricing discipline. Veolia Water Technologies grew by 2.1% and SADE was stable excluding the divestiture of its Telecom activities.

By business, at constant exchange rates : Water revenue was stable (-0,1%). Waste progressed by 3.4%, with continued lower volumes (-0,9%) but good pricing, up 1.7% and the favorable impact of recycled material prices (+3,2%). Energy grew sharply (+7.7%) thanks to higher prices and favorable weather.

- **EBITDA of €1 078M vs. €970M in Q1 2020, an increase of +11.2% at current exchange rates, of +13.6% at constant exchange rates and of +8.7% at constant scope and exchange rates.**
  - Scope effect was favorable by €48M (Central European assets). Forex was negative by €23M.
  - EBITDA growth resulted from increased service pricing, favorable weather (+€23M), higher recycled material prices (+€16M) and efficiency gains (+€92M) more than offsetting price cost squeeze of -€52M.

- **Current EBIT of €469M compared to €392M in Q1 2020, an increase of +19.6% at current exchange rates and of +22.7% at constant exchange rates.**
  - Exchange rates variations unfavorably impacted EBIT by €12M.
  - Current EBIT progressed sharply due to strong EBITDA growth. Depreciation and amortization (including operating financial assets reinbursements) were almost stable at €528M. Provisions, Fair value adjustments and other (including industrial capital gains) were substantially down, to -€27M vs. +€3M in Q1 2020. Current net income from joint ventures and associates was €11M.

- **Strong growth of current net income Group share, to €188M, an increase of +59.8% and of +64% excluding financial capital gains.**
  - Cost of financing is significantly down, to -€86M compared to -€112M in Q1 2020, thanks to favorable financing conditions and a higher cash remuneration. Capital gains reached €2M vs. €4M in Q1 2020.
  - Current tax rate was 27%.

- **Net financial debt stood at €13 509M at 31 March 2021, compared to €13 217M at 31 December 2020.**

  Net financial debt benefitted from capex discipline, down by 7% to €426M, and from the strict control of Working Capital seasonal variation, improved by €314M, from -€794M in Q1 2020 to -€480M in Q1 2021, thanks to stricter discipline in terms of cash collection.

****

- **2021 Prospects* (before Suez integration) fully confirmed**

Despite continued impact of sanitary crisis in the beginning of the year, Veolia will more than offset 2020 and deliver strong results growth in 2021

- Revenue above 2019
- €350M of efficiency gains : €250M recurring efficiencies and €100M of complementary savings from the Recover & Adapt plan
- EBITDA above €4bn, a growth of more than 10% vs. 2020
- Net financial debt below €12bn at the end of 2021 and a leverage ratio below 3 times
- Objective to recover the pre-crisis dividend policy in 2021

** at constant forex*

****

- **On April 11th 2021, Veolia and Suez have concluded a combination agreement by which Veolia will launch a Tender Offer on Suez Group at €20.5 per share coupon included, in order to create the world champion of the ecological transformation.**

This transaction carries out a very ambitious project. By combining the very solid Suez and Veolia competencies, this transaction will significantly accelerate the developement of the new entity facing growing competition, and enable the sector in France, in Europe and worldwide to tackle the environmental challenges of the 21st century.

Veolia will integrate the majority of Suez activities outside France and will in particular reinforce its geographical footprint in Spain, the US, Latin America, Australia and the UK.

The new Group will generate an annual revenue of €37bn, with 230 000 employees.

This transaction will create value as from 2022 for Veolia shareholders thanks to €500 million of purchasing and operational synergies and will increase Current net income per share (including hybrid cost and before PPA) by 40 % in 2024.

On May 14th, the signing of a final agreement between the Boards of Veolia and Suez will open a new phase of the transaction including two parts:

- Obtaining the clearance of the anti trust authorities
- The finalization of the Tender Offer in order to acquire the remaining 70.1% of the capital of Suez

Veolia group aims to be the benchmark company for ecological transformation. With nearly 179,000 employees worldwide, the Group designs and provides game-changing solutions that are both useful and practical for water, waste and energy management. Through its three complementary business activities, Veolia helps to develop access to resources, preserve available resources, and replenish them.

In 2020, the Veolia group supplied 95 million people with drinking water and 62 million people with wastewater service, produced nearly 43 million megawatt hours of energy and treated 47 million metric tons of waste. Veolia Environnement *(listed on Paris Euronext: VIE)* recorded consolidated revenue of €26.010 billion in 2020. www.veolia.com

Important disclaimer

As the changes in the health crisis are difficult to estimate, we draw your attention to the "forward-looking statements" that may appear in this press release and relating to the consequences of this crisis which may affect the future performance of the Company.

Veolia Environnement is a corporation listed on the Euronext Paris. This press release contains "forward-looking statements" within the meaning of the provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking statements are not guarantees of future performance. Actual results may differ materially from the forward-looking statements as a result of a number of risks and uncertainties, many of which are outside our control, including but not limited to: the risk of suffering reduced profits or losses as a result of intense competition, the risk that changes in energy prices and taxes may reduce Veolia Environnement's profits, the risk that governmental authorities could terminate or modify some of Veolia Environnement's contracts, the risk that acquisitions may not provide the benefits that Veolia Environnement hopes to achieve, the risks related to customary provisions of divesture transactions, the risk that Veolia Environnement's compliance with environmental laws may become more costly in the future, the risk that currency exchange rate fluctuations may negatively affect Veolia Environnement's financial results and the price of its shares, the risk that Veolia Environnement may incur environmental liability in connection with its past, present and future operations, as well as the other risks described in the documents Veolia Environnement has filed with the Autorités des Marchés Financiers (French securities regulator). Veolia Environnement does not undertake, nor does it have, any obligation to provide updates or to revise any forward looking statements. Investors and security holders may obtain from Veolia Environnement a free copy of documents it filed (www.veolia.com) with the Autorités des Marchés Financiers.

This document contains "non-GAAP financial measures". These "non-GAAP financial measures" might be defined differently from similar financial measures made public by other groups and should not replace GAAP financial measures prepared pursuant to IFRS standards.

FINANCIAL INFORMATION FOR THE PERIOD ENDED MARCH 31, 2021

A] KEY FIGURES

(€ million)	*March 31, 2020*	*March 31, 2021*	*Change 2020 / 2021* Δ	*Δ at constant exchange rates*	*Δ at constant scope and exchange rates*
Revenue	6,675	6,807	2.0%	4.0%	3.0%
EBITDA [1]	970	1,078	11.2%	13.6%	8.7%
EBITDA margin	14.5%	15.8%			
Current EBIT [1]	392	469	19.6%	22.7%	16.5%
Current net income - Group Share[1]	121	188	54.7%	59.8%	65.0%
Current net income - Group Share excluding capital gains and losses on financial divestitures net of tax	117	186	58.7%	64.0%	69.5%
Net industrial investments	(458)	(426)			

Net free cash flow [1]	(595)	(127)
Net financial debt	11,531	13,509

[1] Including the share of net current income of joint ventures extending the activities of the Group and associated companies

The main foreign exchange impacts on revenue were as follows:

FX impacts vs March 31, 2020	%	(€ million)
Revenue	-2.0%	(132)
EBITDA	-2.4%	(23)
Current EBIT	-3.1%	(12)
Current net income	-5.1%	(6)
Net financial debt	+1.0%	131

B] INCOME STATEMENT

1. GROUP CONSOLIDATED REVENUE

1.1 REVENUE BY OPERATING SEGMENT

Consolidated revenues totaled €6,807 million for the three months ended March 31, 2021, compared with €6,675 million for the three months ended March 31, 2020, **up +4.0% at constant exchange rates and +3.0% at constant scope and exchange rates**.

At the end of March 2021, the Group's revenue confirmed the growth dynamic with an upturn in commercial activity and business recovery observed since the final quarter of 2020. Material price effects on recyclates, positive tariff impacts, and a favorable weather offset the limited and controlled impact of a resurgence in the Covid-19 epidemic in all geographies.

			Change 2020 / 2021		
(€ million)	*March 31, 2020*	*March 31, 2021*	*Δ*	*Δ at constant exchange rates*	*Δ at constant scope and exchange rates*
France	1,305.2	1,379.3	5.7%	5.7%	5.7%
Europe excluding France	2,590.3	2,785.1	7.5%	9.0%	4.2%
Rest of the world	1,693.7	1,647.6	-2.7%	0.6%	0.0%
Global businesses	1,063.6	995.1	-6.4%	-5.0%	1.7%
Other	21.9	0.5	-97.7%	-	-
Group	**6,674.6**	**6,807.4**	**2.0%**	**4.0%**	**3.0%**

Revenue in **France** benefited from a strong activity in municipal water and the post-covid rebound in waste: it increased 5.7% at constant exchange rates compared with Q1 2020:

- Water revenue is up +0.8% at constant exchange rates compared with the three months ended March 31, 2020, with a +1.2% rise in water volumes distributed year-on-year, positive tariff indexation (+0.7%) and increased construction activity (reversal in 2021 of work stoppages in mid-March 2020), offsetting the negative commercial impacts of the loss of the Toulouse contract.
- Waste revenue grew +11.2% at constant exchange rates in Q1 2021 compared with Q1 2020, benefiting notably from favorable volume effects (Q1 2020 having been impacted by the health crisis), the continuation of the Group pricing policy for waste collection and processing, and recyclate price trends.

Europe excluding France revenue grew +9.0% at constant exchange rates compared with Q1 2020, benefiting from the integration of new entities in Central and Eastern Europe in the energy business and a positive weather effect due to a particularly severe winter combined with good resilience in the water and waste businesses despite the implementation of new lockdowns in the United Kingdom, Germany, the Czech Republic and Romania.

- In **Central and Eastern Europe**, revenue increased +23.5% at constant exchange rates year-on-year to €1,208 million. This growth was mainly driven by:
    - A scope impact of €158 million, with the integration of new activities acquired at the end of 2020 in cogeneration in Hungary (BERT), heat distribution in the Czech Republic (Prague Right Bank) and waste in Russia (MAG);
    - A positive weather effect of €57 million (Czech Republic and Poland);
    - Higher tariff indexation in energy, notably in Poland.
- In the **United Kingdom/Ireland**, business was resilient with revenue of €546 million. Higher recyclate prices and growth in incineration (higher volumes processed) offset lower commercial and industrial collection volumes due to the strict lockdown in the United Kingdom since the beginning of the year and lower landfill volumes.
- In **Northern Europe**, revenue grew +0.6% at constant exchange rates and +5.0% at constant scope and exchange rates year-on-year to €701 million. The increase is mainly driven in the Netherlands by higher construction activity in energy and in the Nordic countries by the development of recycling activities, with increased material prices offsetting the impacts of the health crisis in the industrial cleaning business. In Germany, revenue grew +6.2% at constant scope, impacted by the surge in recyclate prices, a positive weather impact in the energy sector and increasing waste volumes at the end of the quarter.

Rest of the world increased +0.6% at constant exchange rates year-on-year, with contrasted trends across the regions:

- Revenue in **Latin America** increased +5.1% at constant scope and exchange rates, demonstrating strong resilience in the face of the resurgent health crisis (in particular in Brazil and Chile). This growth was driven notably by favorable tariff indexation in Argentina (local inflation), Colombia, Ecuador and Mexico, industrial contract wins in Mexico and Peru, and higher volumes.
- Revenue increased +3.4% at constant exchange rates in **Asia.** Growth was mainly driven by a revenue surge in China (+12.1%), which benefited from higher hazardous waste volumes and the extension of the Harbin heating network in energy, as well as business growth in India.
- In **Africa/Middle East,** revenue grew +1.6% at constant exchange rates following new contract wins and positive tariff indexation in the Middle East and business growth in Western Africa offsetting a fall in construction in Morocco due to the pandemic.

- In **North America**, revenue decreased -2.9% at constant exchange rates year-on-year to €393 million. Hazardous waste activities were penalized by lower volumes year-on-year because of the pandemic and a severe winter storm which led to the shutdown of certain customers' sites in Texas.

- In the **Pacific** zone, revenue fell -5.8% at constant exchange rates. This downturn was due to the completion of the Springvale plant construction contract, reduced waste volumes tied to the impact of the health crisis and the sale of asset in energy.

Global businesses revenue fell -5.0% at constant exchange rates compared with the three months ended March 31, 2020, following the sale of the Sade Telecom business at the end of 2020. At constant scope and exchange rates, segment revenue increased +1.7% year-on-year:

- **Hazardous waste activities in Europe** reported a +1.9% increase at constant exchange rates in the quarter, demonstrating strong resilience with health measures impacting used oil recycling volumes offset by tariff increases and good sanitation business levels heavily impacted in the first quarter of 2020.

- **Veolia Water Technologies** revenue increased +2.1% at constant exchange rates, with higher technology activities in the United States offsetting the lower contribution from desalination projects (end of the Al Dur contract). VWT bookings are stable.

- **SADE** – which sold its Telecom activity at the end of 2020 (scope impact of -€74 million) reported a fall of -27.4% at constant exchange rates and -0.5% at constant scope and exchange rates. Commercial activity in France is dynamic while some international projects are slightly delayed due to current health constraints.

1.2. REVENUE BY BUSINESS

In the context of a third pandemic wave in Q1, 2021, the Group's activity by business is marked by a resilience in the **Water** business (-0.1% at constant scope and exchange rates year-on-year), a resumption of activity in the **Waste** business (+3.4% at constant exchange rates) and a strong growth in the **Energy** business (+13.8% at constant exchange rates excluding the weather impact).

			Change 2020 / 2021		
(€ million)	*March 31, 2020*	*March 31, 2021*	Δ	*Δ at constant exchange rates*	*Δ at constant scope and exchange rates*
Water	2,645.3	2,502.9	-5.4%	-3.4%	-0.1%
of which Water Operations	2,023.9	1,962.6	-3.0%	-1.1%	-0.5%
of which Technology and Construction	621.4	540.3	-13.1%	-11.0%	0.9%
Waste	2,469.9	2,515.7	1.8%	3.4%	3.4%
Energy	1,559.3	1,788.8	14.8%	17.4%	7.7%
Group	**6,674.6**	**6,807.4**	**2.0%**	**4.0%**	**3.0%**

Water revenue

Water revenue is stable at constant scope and exchange rates, down -0.1% year-on-year.

Water operations are slightly down -0.5% at constant scope and exchange rates year-on-year with stable volumes

(-0.1%) partially offset by positive tariffs indexations (+0.8%).

- France water business is up +0.8% at constant scope and exchange rates, with volumes continuing to increase (+1.2%) and favorable price indexations (+0.7%).

	Q1 2019	Q2 2019	Q3 2019	Q4 2019	**2019**	Q1 2020	Q2 2020	Q3 2020	Q4 2020	**2020**	Q1 2021
Water France volumes	+1.1%	+1.1%	+1.0%	+0.7%	**+0.7%**	-0.1%	+0.3%	+0.8%	+0.8%	**+0.8%**	+1.2%
Water France tariffs	+1.2%	+1.4%	+1.4%	+1.4%	**+1.4%**	+1.5%	+1.5%	+1.5%	+1.5%	**+1.5%**	+0.7%

- In **Europe excluding France** (-0.4% at constant exchange rates), price indexation hikes in Central Europe (+3.1%) partially offset lower volumes in the Czech Republic tied to the health crisis which impacted tourist numbers and the end of construction and maintenance work in Romania.
- Activity remains slightly down in the **Rest of the world** (-1.3% at constant exchange rates), due mainly to the completion of construction contracts in the Pacific region and lower water volumes treated for industrial clients in the United States.

In addition**, Technology and Construction** revenue grew +0.9% at constant scope and exchange rates year-on-year, driven by good performances in the technology and services business in the United States, and the ramp-up of mobile units.

Waste revenue

Revenue increased +3.4% in the **Waste** business at constant exchange rates, compared with the three months ended March 31, 2020. Waste revenue was boosted by a recyclate price effect (+3.2%) and the positive impact of tariff increases (+1.7%), which offset lower volumes (-0.9%), but in continuous improvement for three quarters.

	Q1 2019	Q2 2019	Q3 2019	Q4 2019	**2019**	Q1 2020	Q2 2020	Q3 2020	Q4 2020	**2020**	Q1 2021
Waste volumes	+2.6%	+1.1%	+2.0%	+0.4%	**+1.5%**	-1.8%	-14.7%	-2.6%	-1.8%	**-5.2%**	-0.9%
Waste tariffs	+2.7%	+2.3%	+3.5%	+1.1%	**+2.4%**	+2.4%	+1.9%	+1.6%	+2.3%	**+2.0%**	+1.7%

- In **France**, first quarter solid waste revenue (+11.2% at constant scope) was marked by increased volumes (+1.6%) and higher tonnage processed in incineration (despite the lockdown period), continued tariff discipline and higher recyclate prices.
- In **Europe excluding France**, commercial and industrial volumes fell, impacted in particular by lockdown measures in the United Kingdom in the first quarter. This decline was nonetheless partially offset by highly favorable recyclate price effects and a favorable trend in service prices.
- Waste activities in the **Rest of the world** benefited from growth in hazardous waste activities in Asia, positive price effects in Latin America and good performance of waste activities in North America, despite a period of severe weather in the first quarter.

Energy revenue

Energy revenue grew +17.4% at constant exchange rates compared with the three months ended March 31, 2020 and +7.7% at constant scope and exchange rates, restated for a scope effect of +€151 million encompassing the integration of Prague Right Bank heating network activities and cogeneration installations in Budapest.

The business' strong resilience is supported by a highly positive weather impact during the quarter in Central and Eastern Europe (+3.6%), an increased price effect (+1.6% driven by price rises in Poland) and higher volumes (+1.0%) notably in Italy (rebound effect of the health crisis which had a strong impact on energy activity in the first quarter of 2020).

1.3. ANALYSIS OF THE CHANGE IN GROUP REVENUE

The increase in revenue breaks down **by main impact** as follows:

The **foreign exchange impact** of -€132million (-2.0% of revenue) mainly reflects fluctuations in North American and Latin American currencies (-€72 million) as well as Central European currencies (-€34 million)[2].

The **consolidation scope impact** of €65 million mainly concerns the impact of integrating the Prague Right Bank urban heating network (€82 million), the Budapest cogeneration installations (€66 million) as well as the sale of SADE's Telecom network activities in the Global businesses segment (-€74 million).

Energy and recyclate prices had an impact of +€109 million, driven by a strong increase in recyclate prices (+€80 million, including €68 million for paper) and energy prices in Europe (Central and Eastern Europe benefited from heating tariff increases in Poland and Germany, with favorable impacts on electricity tariffs).

The **Commerce / Volumes / Works impact** is -€38 million and notably includes lower construction volumes in Asia with the end of construction contracts in Japan.

Favorable **price effects** (+€61 million) are mainly tied to tariff indexation of +1.7% in waste and +0.8% in water (notably +0.7% in France and +3.1% in Central and Eastern Europe).

2. EBITDA

Group consolidated **EBITDA** for the three months ended March 31, 2021 was €1,078 million, up 13.6% at constant exchange rates year-on-year. The margin rate is 15.8% for Q1 2021, compared with 14.5% for Q1 2020 and 15.2% in Q1 2019.

The increase in EBITDA between 2020 and 2021 breaks down by impact as follows:

The **foreign exchange impact** on EBITDA was -€23 million and mainly reflects unfavorable currency fluctuations in the Americas (-€9 million), and Central Europe (-€10 million)[3].

The **consolidation scope impact** of +€48 million mainly reflects the impact of the acquisition of the Prague Right Bank urban heating network and the Budapest cogeneration installations in 2020.

Commerce and volume impacts are -€4 million. The decline in construction activity in certain geographies and lower industrial waste volumes in Europe had a limited impact on the margin notably due to the contribution to the margin of higher hazardous waste volumes in Asia.

---

[2] Main foreign exchange impacts by currency: US dollar (-€42 million), Polish zloty (-€19 million), Argentine peso (-€15 million), pound sterling (-€9 million), Brazilian real (-€9 million), Mexican peso (-€4 million), Japanese yen (-€9 million), Czech koruna (-€6 million), Australian dollar (+€18 million).

[3] Foreign exchange impacts by currency: Polish zloty (-€6 million), US dollar (-€4 million), Argentine peso (-€3 million), Columbian peso (-€1 million), Czech koruna (-€2 million), Hungarian forint (-€1 million), pound sterling (-€2 million), United Arab Emirates dirham (-€2 million).

The **energy weather impact** is +€23 million and primarily concerned Central and Eastern Europe.

Energy and recyclate prices had a favorable impact on EBITDA of +€24 million (versus +€21 million at March 31, 2020) including +€16 million in recyclates and +€8 million in energy.

The impact of **prices net of inflation and other items** is -€52 million.

Cost savings plans contributed +€92 million. These savings mainly comprise the contribution of the Recover & Adapt plan[4] for €24 million and the efficiency plan for €68 million, which mainly concerns operating efficiency (52%) and procurement (38%), and were achieved across all geographic zones: France (20%), Europe excluding France (35%), Rest of the world (21%), Global businesses (9%) and Corporate (15%).

Cost Savings Plans (incl. R&A)		
EBITDA impact *(€ million)*	2021 Objective	March 2021 Actual
Gross cost savings	**350**	**92**

3. CURRENT EBIT

Group consolidated current EBIT for the three months ended March 31, 2021 was €469.1 million, up significantly by 22.7% at constant exchange rates on the three months ended March 31, 2020.

EBITDA reconciles with Current EBIT for the three months ended March 31, 2021 compared with March 31, 2020 as follows:

(€ million)	*March 31, 2020*	*March 31, 2021*
EBITDA	**969.5**	**1,078.1**
Renewal expenses	(60.9)	(65.2)
Depreciation and amortization[5]	(535.4)	(527.8)
Provisions, fair value adjustments & other	3.0	(26.8)
Share of current net income of joint ventures and associates	16.1	10.8
Current EBIT	**392.3**	**469.1**

The €89 million improvement in Current EBIT (+22.7% at constant exchange rates year-on-year) is mainly due to the rise in EBITDA (+€131 million at constant exchange rates) and the quasi stability of depreciation and amortization expenses partially offset by higher carbon credit provisions generated by the increase in valuation rates in 2021.

The share of current net income of joint ventures and associates fell slightly.

[4] Adaptation program implemented in 2020 to generate additional savings in operational costs

[5] Including principal payments on operating financial assets

The foreign exchange impact on Current EBIT was -€12 million and mainly reflects fluctuations in Central and Eastern Europe currencies (-€5 million) and in Argentina[6].

4. CURRENT NET FINANCIAL EXPENSE

Cost of net financial debt

The cost of net financial debt totaled -€85.7 million for the three months ended March 31, 2021, compared with -€112.3 million for the three months ended March 31, 2020. This significant decrease in the Group's cost of net financial debt is due to favorable bond issue refinancing conditions in 2020 and 2021 and the lower cost of non-euro denominated debt.

Gross cost of borrowing rate in Euro was 1.92% (compared to 2.88% in Q1 2020)

The Group's financing rate (including IFRS 16 impacts) was therefore 2.77% at March 31, 2021, compared with 4.87% at March 31, 2020.

Other financial income and expenses

Other financial income and expenses totaled -€34.5 million for the three months ended March 31, 2021, compared with -€43.2 million for the three months ended March 31, 2020.

These expenses include interest on concession liabilities (IFRIC 12) of -€19.0 million, IFRS 16 lease financial charges of -€7.4 million, and the unwinding of discounts on provisions of -€4.3 million.

Gains on financial divestitures recognized in 2021 totaled €1.5 million. In Q1 2020, gains on current financial divestitures totaled €4.0 million.

5. CURRENT INCOME TAX EXPENSE

The current income tax expense for the three months ended March 31, 2021 amounted to -€92.8 million, compared with -€61.9 million for the three months ended March 31, 2020.

The current tax rate is 27.4% (versus 27.5% at March 31, 2020).

6. CURRENT NET INCOME

Current net income attributable to owners of the Company was €188 million for the three months ended March 31, 2021, compared with €121 million for the three months ended March 31, 2020. Excluding capital gains and losses on financial divestitures net of tax, current net income attributable to owners of the Company increased +64% at constant exchange rates to €186 million from €117 million for the three months ended March 31, 2020.

C] CHANGES IN FREE CASH FLOW AND NET FINANCIAL DEBT

Net free cash flow is -€127 million for the three months ended March 31, 2021, compared with -€595 million for the three months ended March 31, 2020 improving by €468 million year-on-year.

The change in net free cash flow year-on-year reflects:

[6] Foreign exchange impacts by currency: Polish zloty (-€4 million), Argentine peso (-€2 million), United Arab Emirates dirham (-€2 million), Czech koruna (-€1 million), pound sterling (-€1 million)

- the increase in EBITDA driven by the rebound in activity in our main businesses in line with the fourth quarter of 2020 and the intensification of operational and commercial efficiency efforts

- net industrial investments of €426 million, down 7.0% at current exchange rates (-7.4% at constant exchange rates), including:

  - maintenance investments of €182 million (3% of revenue);

  - growth investments in the current portfolio of €186 million (€180 million in the three months ended March 31, 2020);

  - discretionary investments of €58 million, down -€11 million compared with 2020.

- the strong improvement in the seasonal evolution in the change in operating working capital requirements of -€480 million, compared with -€794 million for the three months ended March 31, 2020.

Overall**, net financial debt** amounted to €13,509 million, compared with €13,217 million as of December 31, 2020.

Compared with December 31, 2020, the change in **net financial debt** is mainly due to:

- net free cash flow generation of -€127 million for the period;

- net financial investments of €41 million (including acquisition costs and net financial debt of new entities) and mainly comprising the impact of the acquisition of an organic fertilizer plant in France.

Net financial debt was also impacted by negative foreign exchange effects of -€131 million as of March 31, 2021 compared with December 31, 2020[7]."

14. <u>Press release dated 14 May 2021:</u>

"**Veolia and SUEZ have signed a Combination Agreement between themselves and a Memorandum of Understanding with Meridiam–GIP–Caisse des Dépôts/CNP Assurances for the acquisition of the new SUEZ**

Veolia and SUEZ announce that they have signed a Combination Agreement, confirming the terms of the agreement in principle to merge concluded on 11 April, following approval by their respective Boards of Directors. This agreement:

● enables Veolia to acquire the strategic assets needed to pursue its goal of building a global champion in ecological transformation, while guaranteeing a coherent and sustainable industrial and social footprint for the new SUEZ,

● reiterates the social commitments made by Veolia,

● confirms that the acquisition price per share of the SUEZ Group will be raised to €20.50 (cum dividend).

This revised Veolia offer would be recommended by the SUEZ Board of Directors before 29 June, after obtaining a fairness opinion from the independent expert (Finexsi) and the opinion of the Group Committee.

Veolia and SUEZ welcome the offer submitted by the Consortium of investors to create the new SUEZ.

---

[7] Mainly driven by negative impacts on the pound sterling (-€53 million), US dollar (-€42 million), Hong Kong dollar (€21 million) and to a lesser extent the Canadian dollar (-€9 million).

A Memorandum of Understanding has been signed between SUEZ, Veolia, and the Consortium of investors composed of Meridiam–GIP–CDC/CNP with a view to creating a new SUEZ with revenues of nearly €7 billion, comprising SUEZ' Water and Recycling & Recovery businesses as well as international assets, and growth prospects and development capacities both internationally and in France. The agreement provides a framework for the negotiation of the final terms of the agreement to be concluded between SUEZ, Veolia and the Consortium on the basis of the offer submitted by the Consortium. The offer from the Consortium remains subject to several conditions, including notably concerning the investors' confirmatory due diligence.

The offer submitted by the Consortium has been studied by the Boards of Directors of Veolia and SUEZ, which consider it to be satisfactory in light of the objectives set out on 11 April, and, in particular, with regard to the governance of the new SUEZ, the reiteration of social commitments, and the alignment of the enterprise value with the valuation of the SUEZ Group implied by the revised price of €20.50 per share offered by Veolia. The Consortium is committed to the new SUEZ for the long term and will be capable of supporting its development and its growth.

At the same time as the closing of Veolia's public offer, GIP and Meridiam, each with a 40% stake, and the Caisse des Dépôts et Consignations Group (including CNP Assurances), with a 20% stake, would become shareholders of the new SUEZ. The Consortium's offer also provides for an initial employee shareholding of 3%, which could be increased to 10% of the capital within 7 years.

Antoine Frérot, Chairman and CEO of Veolia, said: "*This agreement represents a giant step forward for Veolia, for the French approach to ecological transformation, and for the preservation of the environment. I am very happy to welcome the SUEZ teams to be soon part of our project to build the world champion of ecological transformation, and very satisfied that we will also be able to assure the sound, stable, and sustainable development of the new SUEZ: as I promised, this is a "win-win" agreement*".

Philippe Varin, Chairman of the Board of Directors of SUEZ, said: "*The agreement between our two groups maintains France's leading position in essential environmental services. The New SUEZ will be able to draw on its technological and industrial know-how to develop in the water and waste businesses, with the support of a robust Consortium. Veolia will benefit from the support of the teams joining from SUEZ and will hence pursue its project*".

Bertrand Camus, CEO of SUEZ, said: "*With this agreement, the New SUEZ will benefit from a robust industrial and technological foundation. Supported by a stable shareholder base with significant employee shareholding, the future Group will be in a strong position to drive international development, with solid investment capacity to ensure the best quality of service for our customers. This agreement is the recognition of the quality of all SUEZ teams, which I want to thank for their commitment and which will make it last within Veolia or within the future Group* ".

Scheduled next steps

The steps of the overall timetable have all been aligned to today's agreement:

- Following the signature of the preliminary agreement today, the SUEZ Group Committee's information-consultation procedure has begun.
- By 29 June 2021 at the latest:
    - Reasoned opinion of the SUEZ Board of Directors for the recommendation of the public tender offer,
    - Public offer raised to €20.50 per Veolia share (information memorandum and note in response filed with the Autorité des Marchés Financiers)

- ○ Submission of a binding offer by the Consortium

- ● 30 June 2021: SUEZ Annual General Meeting

  ● Following the finalization of the information-consultation process with SUEZ employees, conclusion of a final agreement with the Consortium for the creation of the new SUEZ

- Subject to obtaining regulatory and competition approvals, SUEZ and Veolia have set a common objective of the simultaneous closing of the public offer and the sale of the new SUEZ to the Consortium, planned for the end of 2021. "

GENERAL INFORMATION

The section "*General Information*" appearing on pages 101 to 104 of the Base Prospectus is amended as follows:

a) The item (2) appearing on page 101 is deleted in its entirety and replaced with the following:

"Veolia Environnement has obtained all necessary consents, approvals and authorisations in the Republic of France in connection with the update of the Programme.

Any issue of Notes, to the extent that such Notes constitute *obligations*, requires the prior authorisation of the *Conseil d'administration* (Board of Directors) of Veolia Environnement, which may delegate its powers to any person of its choice pursuant to Article L.228-40 of the French *Code de commerce*.

For this purpose, on 9 March 2021 the *Conseil d'administration* of Veolia Environnement authorised its *Président-Directeur général*, for a one (1) year period starting on 9 March 2021, to issue Notes within the limits set by the *Conseil d'administration*.

To the extent that Notes to be issued by the Issuer do not constitute *obligations*, their issues will fall within the general authority of the *Président-Directeur général* of the Issuer or any other duly authorised person acting by delegation."

b) The item (6) appearing on page 102 is deleted in its entirety and replaced with the following:

"KPMG S.A., Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense, France and Ernst & Young 1 - 2, Place des Saisons Paris-La Défense 1 – 92400 Courbevoie have audited and rendered unqualified audit reports on the consolidated financial statements of the Issuer for the financial years ended 31 December 2019 and 31 December 2020. KPMG S.A. and Ernst & Young are registered with the *Compagnie Régionale des Commissaires aux Comptes de Versailles* and regulated by the *Haut Conseil du Commissariat aux Comptes*."

c) The item (8) appearing on page 102 is deleted in its entirety and replaced with the following:

"Save as disclosed in this Base Prospectus, there has been no material adverse change in the prospects of Veolia Environnement since 31 December 2020."

d) The item (9) appearing on page 102 is deleted in its entirety and replaced with the following:

"Save as disclosed in this Base Prospectus, neither Veolia Environnement nor any member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Veolia Environnement is aware) during a period covering at least the past twelve (12) months which may have, or have had in the recent past, significant effects on the financial position or profitability of the Group."

e) The item (10) appearing on page 102 is deleted in its entirety and replaced with the following:

"Save as disclosed in this Base Prospectus, there has been no significant change in the financial performance or financial position of the Issuer or the Group since 31 March 2021."

PERSONS RESPONSIBLE FOR THE SUPPLEMENT

The Issuer confirms that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and that it contains no omission which could affect its import.

Veolia Environnement
21 rue La Boétie
75008 Paris
duly represented by Antoine Frérot, Chairman and CEO
on 18 May 2021