



VEOLIA ENVIRONNEMENT  
Public Limited Company with a Board of Directors  
(*société anonyme à conseil d'administration*)  
Registered office: 21, rue La Boétie, 75008 PARIS  
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<p style="text-align: center;"><b>INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS</b> <b>(updated on March 12, 2024)</b></p>
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**PREAMBLE**

The purpose of these internal regulations is to specify the operating procedures of the Board of Directors (hereinafter the "Board") of Veolia Environnement (hereinafter, the "Company"), and to supplement the provisions of the Company's Articles of Association.

They are addressed to every director of the Company, to every permanent representative of a director that is a legal person, to every non-voting director, and, more generally, to any person participating in or attending meetings of the Board on an occasional or permanent basis.

They are brought to the attention of the shareholders and of the public, are published on the Group's website, and may be consulted by any person who wishes to know their provisions.

**ARTICLE 1 – CORPORATE GOVERNANCE CODE**

These internal regulations and the regulations of the standing committees set up by the Board take account of the principles contained in the AFEP-MEDEF consolidated code on the corporate governance of listed companies, which is the corporate governance code to which the Company refers for the purposes of preparing the report referred to in Article L. 225-37 of the French Commercial Code.

**ARTICLE 2 – INTERNAL FUNCTIONING OF THE BOARD**

**2.1 Obligations of the Directors**

The directors are subject to the following principles:

(a) Before accepting his or her duties, every director or non-voting director must ensure that he or she is aware of the general or specific obligations of his or her office. In particular, he or she must read the legal or regulatory provisions, the Company's Articles of Association, these internal regulations, and any additions that the Board may have made to them.

(b) Every director must be a shareholder in his or her personal capacity and own at least the number of shares of the Company required by the Articles of Association.

(c) Although every director is a shareholder, every director shall represent all shareholders and act in all circumstances in the corporate interest.

(d) Every director or non-voting director shall be under an obligation to inform the Board of any conflict of interest situation, even of a potential nature; directors must abstain from voting on any deliberation of the Board in respect of which he or she might be in such a conflict of interest situation.

(e) Every director or non-voting director must exercise his or her functions in accordance with the legal provisions, and in particular, those relating to the cumulative number of company offices held. He or she must be assiduous and, in the absence of a serious impediment, take part in all meetings of the Board, and, where applicable, of the committees (as defined in Article 3 below) to which he or she belongs.

(f) Every director shall be under an obligation to ensure that he or she is properly informed so as to be able to make a useful contribution on matters on the Board's agenda.

(g) With regard to non-public information acquired in the course of his or her duties, every director or non-voting director must consider himself or herself bound by a strict obligation of professional secrecy that goes beyond the simple obligation of discretion provided for by the legal provisions.

(h) Every director or non-voting director shall be bound by an obligation of loyalty, and must in no way prejudice the Company or other companies of the Veolia Environnement group (hereinafter, the "Group"), whether by using information against it or through unfair competition.

(i) Every director or non-voting director must comply with the Company's Code of Conduct regarding dealings in the Company's securities.

(j) Every director or non-voting director must report to the Company all transactions in the Company's listed shares or financial instruments or in related financial instruments which he or she carries out, whether directly or through an intermediary, or which are carried out by persons with whom he or she has close ties within the meaning of the French Monetary and Financial Code. Such reports must be sent to the Company's General Counsel within five trading days following completion of the transaction concerned.

## **2.2 Composition and functioning of the Board**

(a) Directors shall be appointed by the General Meeting on a proposal from the Board, which itself shall receive proposals from the Nominations Committee.

Applications for directorships shall be examined by the Board, which shall carry out any checks necessary to assess their relevance, appropriateness, and suitability for the Company. This provision shall also apply during General Meetings in the event of proposal of a resolution appointing a director.

Proposals of directors shall be assessed in detail having regard, in particular:

- to the Company's independence targets;
- to the potential or actual conflicts of interest or of loyalty that might arise; and
- to the compliance of the principles of ethics, professional conduct, and conformity with the CSR principles in force.

In addition, the Board shall check that candidates for directorships may not potentially create a risk, for example a reputational risk, particularly in terms of ethics, which might create a situation that is unfavorable to the conclusion, continuation, or renewal of substantial contracts in France or in countries where the Group is active.

For that purpose, every candidate for a position as a director or non-voting director shall inform the Board of any management office, directorship or non-voting directorship that he or she holds in any other company in France or abroad, and shall declare any situation that might eventually give rise to a conflict of interest or of loyalty.

In order to be represented on the Board, a shareholder must provide a certain number of guarantees. These guarantees shall be checked by the senior independent director, who shall report thereon to the Board, giving his or her opinion on the activities and actions of that shareholder, and noting any potential inconsistency with the Company's ethical and CSR commitments, any conflict of interest with the Group's activities, and any reputational risk, particularly concerning ethics, for the conclusion, continuation, or renewal of the Group's substantial contracts.

Having considered this report, the Board shall issue a reasoned opinion.

The Board shall elect a Chairman, and, if necessary, a Vice-Chairman, from among the directors who are natural persons, for a period not exceeding their term of office as directors. The Vice-Chairman shall be appointed from among qualified independent directors for the duration of his or her term as an independent director as determined by the Board in accordance with the provisions of Article 2.2(c) below.

(b) Through its proposals to the General Meeting, the Board must ensure the balance of its composition, and, in appointing the members of its committees that it forms, must ensure that they are also balanced, and take appropriate measures to ensure that its tasks are carried out with the necessary independence and objectivity.

(c) Every year, before the publication of the annual report, the Board shall assess the independence of each of the directors. During this assessment, the Board shall, on a case-by-case basis, review the qualifications of each of the directors having regard to the criteria set out below, the particular circumstances and situation of the individual, the Company and the Group, and the opinion of the Nominations Committee. The shareholders shall be informed of the conclusions of this review in the annual report and at the General Meeting when the directors are elected.

Directors who have no relationship with the Company, its Group or its management that could compromise the exercise of their freedom of judgment shall be regarded as independent. Assessment of the independence of each director shall particularly take the following criteria into account:

(i) the director must not be an employee and must not have been a member of the Company's Management Board, or a director or member of the general management of its former parent company, or of a company that it consolidates, and must not have been so in the last five years;

(ii) the director must not be a corporate officer of a company in which the Company directly or indirectly holds office as a director or in which an employee designated as such or a corporate officer of the Company (whether currently or within the last five years) holds office as a director;

(iii) the director must not be a significant customer, supplier, investment banker, financing banker or adviser of the Company or its Group, or one for whom the Company or its Group represents a significant proportion of his or her business (or be directly or indirectly associated with such a person);

(iv) the director must not have a close family relationship with a corporate officer;

(v) the director must not have been a statutory auditor of the Company in the last five years;

(vi) the director must not have been a member of the Supervisory Board or a director of the Company for more than twelve years on the date on which his or her current term of office was conferred on him or her.

The Board may consider that a director, although satisfying the above criteria, should not qualify as independent having regard to his or her particular circumstances or those of the Company, having regard to his or her shareholding, or for any other reason, and vice versa.

In the case of directors holding ten per cent or more of the Company's capital or voting rights, or representing a legal person holding such a stake, the Board, on a report from the Nominations Committee, shall decide upon their qualification as independent taking into account the composition of the Company's capital and the existence of a potential conflict of interest.

The annual report shall inform the shareholders of the start and expiry dates of each director's term of office, so as to show how they are staggered, if at all. In the case of each director, it shall state his or her age, the main function exercised, and the offices held in other companies outside the Group. It shall also provide the names of the members of each of the Board's committees.

(d) Meetings of the Board shall be convened by the Chairman by any means, including verbally. If the Board has not met for more than two months, at least one third of the directors may ask the Chairman to convene a meeting on a specific agenda. In the event of separation of the functions of the Chairman of the Board of Directors and Chief Executive Officer, the latter may also ask the Chairman to convene a meeting of the Board of Directors on a specific agenda.

The Board shall meet at least four times a year. The duration of the meetings should be such as to permit in-depth consideration and discussion of the items on the agenda.

Directors may be represented at meetings of the Board by another director, in accordance with the Articles of Association and the legal provisions. Each director present may only hold one proxy per meeting.

An attendance register shall be kept, and shall be signed by the directors and non-voting directors participating in each Board meeting. If applicable, it shall list the names of directors taking part in the meeting by videoconference and deemed to be present.

Meetings of the Board shall be chaired by the Chairman, or, in his absence, by the Vice-Chairman.

Directors may take part in the deliberations of the Board by means of videoconference or any other means recognized by the legislation in force. They shall then be deemed to be present

for the purposes of calculating the quorum and the majority, except as regards adoption of the following decisions: the preparation of the parent company financial statements and the management report; and the preparation of the consolidated financial statements and the Group management report. If this procedure is used for certain meetings, the Chairman shall indicate this in the notice of meeting. The directors concerned should contact the Board Secretary prior to the date of the meeting so that technical information can be exchanged, and tests can be carried out before the meeting.

The Board may only validly deliberate if half of the directors are present or deemed to be present, without taking into account members who are represented. Decisions shall be made by a majority of the directors present, deemed to be present or represented. In the event of a tie, the Chairman of the meeting shall have a casting vote.

After each meeting, minutes of the meeting shall be prepared and signed by the Chairman of the meeting and at least one director. In addition to the particulars required by the applicable regulations, these minutes shall contain an indication of the consequences for the Board's deliberations of any technical incident relating to videoconferencing.

The annual report shall state the number of Board meetings and the number of meetings of committees formed by the Board held during the previous fiscal year.

(e) Upon presentation of supporting documents, directors and the non-voting director or directors shall be entitled to reimbursement of their traveling expenses and more generally of expenses incurred in the interests of the Company. The office of the General Counsel shall inform the Compensation Committee of such reimbursements on a quarterly basis.

### **2.3 Information provided to the directors**

(a) The Chairman shall provide the directors, in good time, with the information necessary for them to carry out their functions properly, provided that this is not precluded by the observance of confidentiality.

Any director who has not been given the opportunity to deliberate with full knowledge of the facts shall be under a duty to inform the Board of this and to require the necessary information. In general, every director shall receive all the information necessary to carry out his or her duties, and may obtain all the relevant documents from the Chairman, subject to an assessment of the usefulness of the documents requested by the Board.

Similarly, the Chairman of each of the committees must, in good time, provide the Chairman of the Board with any reports prepared in the context of its mission by the committee that he or she chairs.

The Chairman must, on a permanent basis, provide the members of the Board with any significant information concerning the Company.

(b) Upon his or her appointment to the Board and if he or she considers it necessary, every director may receive additional training on the specific features of the Company and of the Group, and on their businesses, business sectors and organization.

(c) In order to carry out their tasks, directors may meet the principal officers of the Company and of the Group, provided that the Chairman of the Board has been informed of this in advance.

The Board may deliberate on any request made by a director during a meeting for a meeting to be organized with the Company's principal officers, even if this request has not been included on the agenda for the Board meeting.

The directors shall report to the Board on the information obtained from these officers.

(d) In the event of separation of the roles of the Chairman of the Board and of the Chief Executive Officer, and insofar as the latter is not a director of the Company, the Chief Executive Officer shall be deemed to be invited to all meetings of the Board unless the Chairman or the Board gives notice to the contrary. At the request of the Chairman or of a director, an operational director may also be invited to any meeting of the Board specifically devoted to the prospects and strategies of his or her field of activity.

## **2.4 Agreements in which directors have an interest**

Without prejudice to the formalities concerning authorization and control prescribed by law and by the Articles of Association, directors shall be required to inform the Chairman of the Board without delay of any agreement concluded by the Company in which they are directly or indirectly interested, or which has been concluded through an intermediary. This provision shall also apply to the Chief Executive Officer and to non-voting directors.

## **2.5 The role and powers of the Board**

(a) The Board shall determine the policies concerning the Company's business and shall ensure that they are implemented. Subject to the powers expressly attributed to shareholders' meetings and within the limits of the corporate object, the Board shall take up any matter concerning the proper functioning of the Company and by its deliberations shall settle any matters concerning the Company. At any time of the year, it shall carry out such checks and inspections as it deems appropriate; every director may obtain such documents as he or she considers necessary for the performance of his or her duties.

The directors shall be informed of the Company's financial situation, cash position and commitments.

(b) In this respect, it is recalled that in accordance with the law, the Board has the following powers, in particular:

- To convene General Meetings;
- To prepare the parent company financial statements and the annual and half-yearly management reports, and to settle their contents;
- To prepare management forecast documents and the corresponding reports;
- To authorize regulated agreements;
- To co-opt directors;
- To appoint and dismiss the Chairman, the Vice-Chairman of the Board, the Chief Executive Officer, and, on the proposal from the Chief Executive Officer, the Deputy Chief Executive Officers, and to determine their compensation;
- To form the Board's committees, determine their remit, and appoint and compensate their members;
- To distribute directors' fees;
- To separate or combine the functions of the Chairman of the Board of Directors and Chief Executive Officer;
- To authorize the granting by the Chief Executive Officer of securities, endorsements and guarantees;

- To determine the terms and conditions of grants of stock options or bonus shares to Group employees and corporate officers;
- To close a Company establishment resulting in the loss of at least 100 jobs.

(c) The following decisions of the Chief Executive Officer are subject to prior authorization by the Board:

- Determination of the Group's strategic policies;
- Group transactions representing an amount in excess of €300 million per transaction, with the exception of financing transactions;
- Financing transactions, regardless of their terms and conditions (including early repayments or buybacks of debt), representing an amount in excess of:
  - €1.5 billion per transaction if it is carried out in a single tranche; and
  - €2.5 billion if the transaction is carried out in several tranches;
- Dealings in the Company's shares representing an overall number in excess of 1% of the total number of the Company's shares.

(d) Decisions of the Chief Executive Officer concerning Group investment or divestment transactions including a commitment of between €150 million and €300 million per transaction, with the exception of financing transactions, shall also be submitted to the Board for information, and where appropriate, for prior authorization, after consultation with and the opinion of the Accounts and Audit Committee. In addition, decisions of the Chief Executive Officer concerning transactions representing an amount in excess of €300 million per transaction, and the financing transactions referred to above, shall be submitted to the Accounts and Audit Committee for its opinion.

(e) On a proposal from the Compensation Committee, the Board shall determine the Company's policy concerning determination of the compensation of corporate officers, the granting of stock options and bonus shares, and employee share ownership, in accordance with the principles of the Company's reference corporate governance code.

The annual report shall inform shareholders of the policy defined by the Board of Directors in these areas.

(f) The Board shall devote at least one meeting per year to a review (i) of the Group's overall commercial and financial strategy; (ii) of the financial and non-financial indicators of the Group's purpose; and (iii) of key human resources issues.

## **2.6 The role and powers of the Chairman of the Board**

The Chairman of the Board of Directors shall organize and direct its work, on which he or she shall report to the General Meeting of Shareholders. He or she shall be responsible for the report on the organization of the Board's work, internal control, and risk management, and he or she shall chair General Meetings of Shareholders.

In general, the Chairman shall ensure the proper functioning of corporate bodies and observance of good governance principles and practices, in particular as regards the committees set up by the Board. He or she shall ensure that the directors are able to carry out their duties and that they are properly informed.

In accordance with the provisions of Articles 2.1(d) and 2.4 of these internal regulations, directors, non-voting directors and the Chief Executive Officer shall be required, without delay, to report to the Chairman and to the Board any situation of conflict of interest, even of a potential nature, as well as any draft agreement that might be concluded by the Company in which they might be directly or indirectly interested.

The Chairman of the Board shall chair meetings of the Board and prepare and coordinate its work. As such, he or she:

- shall convene meetings of the Board according to the calendar of meetings agreed with the directors and decide whether it is appropriate to convene a meeting of the Board at any other time, if necessary;
- shall prepare the agenda, supervise the preparation of the Board's documentation, and ensure the completeness of the information contained therein;
- shall ensure that certain matters are discussed by the committees in preparation for Board meetings, and ensure that they are proactive in making proposals to the Board;
- shall lead and direct the Board's debates;
- shall chair meetings attended by members of the Board in the absence of the Chief Executive Officer (executive sessions), as well as discussions concerning assessment of the Chief Executive Officer's performance, determination of his or her targets and compensation, and his or her potential reappointment, with effect from July 1, 2022;
- may attend or be a member of any committee of the Board of Directors;
- shall ensure that directors and non-voting directors comply with the provisions of the internal regulations of the Board and its committees;
- shall follow up on decisions of the Board;
- shall prepare and organize the Board's periodic assessment work, in liaison with the Nominations Committee and the Compensation Committee;
- shall exercise all the powers and take all the necessary measures to ensure compliance and to prevent any incompatibility resulting from a conflict of interest or of loyalty that might affect a director.

As the preferred point of contact on the Board for significant shareholders, he or she shall be responsible, with the senior independent director, for communicating their views and concerns to the Board and to the other directors. He or she shall in all circumstances endeavor to promote the Company's values and image, and shall speak to third parties on behalf of the Board of Directors unless a specific instruction is given to another director.

The Chairman of the Board of Directors shall be kept regularly informed by the Chief Executive Officer of significant events and situations relating to the life of the Group, and may request any information likely to enlighten the Board and its committees.

The Chairman shall have the necessary resources to carry out his or her duties.



## **2.7 The role and powers of the Vice-Chairman of the Board**

The Vice-Chairman of the Board of Directors or the senior independent director shall chair meetings of the Board and organize and direct its work in the event that the Chairman is absent or unable to act. In particular, he or she, or the senior independent director, shall chair meetings attended by members of the Board in the absence of the Chairman and the Chief Executive Officer (executive session), concerning assessment of the separated mode of governance, with effect from July 1, 2022.

## **2.8 The role and powers of the senior independent director**

a) The main task of the senior independent director is to assist the Chairman in his or her responsibilities concerning the proper functioning of the Company's governance bodies. The Board may entrust him or her with specific tasks relating to governance.

He or she may arrange for a matter to be included on the agenda of Board meetings.

He or she shall be responsible for dealing with cases of conflicts of interest that may arise within the Board of Directors. In particular, he or she shall examine situations of conflicts of interest, even of a potential nature, which might concern the Chairman of the Board having regard to the corporate interest, whether in the context of operational projects, strategic policies, or specific agreements, as the case may be. He or she shall make recommendations to the Chairman and to the Board after any consultation with the other independent directors.

b) The senior independent director shall familiarize himself or herself with the governance concerns of significant shareholders that are not represented on the Board, and shall ensure that they are addressed.

(c) In the context of the assessment of the functioning of the Board provided for in Article 2.9 below, the senior independent director shall assist the Nominations Committee in its work to assess the performance of the Chairman of the Board.

## **2.9 The role and powers of the Chief Executive Officer**

The Chief Executive Officer shall be invested with the fullest powers to act in all circumstances on behalf of the Company. He or she shall represent the Company in its relations with third parties. He or she shall exercise his or her powers within the limits of the corporate object, subject to those powers expressly attributed by law to shareholders' meetings and to the Board of Directors, and subject to the limitations on his or her powers provided for in Article 2.5 above.

## **2.10 Assessment of the functioning of the Board**

(a) The Board shall be responsible for carrying out its own assessment in order:

- to take stock of its operational procedures;
- to check that important issues are properly prepared and discussed on the Board;
- to measure the effective contribution of each director and non-voting director to the work of the Board and their involvement in its deliberations.

Once a year, the Board must devote an item on its agenda to this assessment prepared by the Nominations Committee, and organize a debate on its functioning in order to assess it and improve its effectiveness.

(b) Every year, the Nominations Committee shall send a report to the Board of Directors assessing the performance of the Chairman, directors, and non-voting directors, and on the actions of General Management. This report shall be discussed by the Board. The Vice-Chairman shall assist the Nominations Committee in its work to assess the performance of the Chairman of the Board.

(c) Finally, a formalized assessment of the Board must be conducted every three years by an external body under the direction of the Nominations Committee.

The purpose of this assessment will be to verify compliance with the Board's operational principles detailed in these regulations, and to identify proposals to improve its functioning and effectiveness.

The annual report shall inform the shareholders of the assessments carried out, and, if applicable, of the actions taken as a result.

### **2.11 Non-voting directors**

In accordance with Article 18 of the Articles of Association, the Board may appoint one or more non-voting directors, who may be natural or legal persons chosen from among shareholders or non-shareholders. The Board shall determine their duties, in accordance with the law and the Articles of Association, and determine the duration of their term of office, which it may terminate at any time. Non-voting directors shall be invited to attend Board meetings, in which they shall take part in an advisory capacity, however, their absence will not affect the validity of the Board's deliberations. The Board shall decide the terms of remuneration of the non-voting director(s), and may pay them a proportion of the directors' fees allocated to its members by the ordinary general meeting of shareholders.

## **ARTICLE 3 – THE FORMATION OF BOARD COMMITTEES**

The Board may decide to set up permanent or temporary Board committees or commissions to facilitate the proper functioning of the Board and to make an effective contribution to the preparation of its decisions.

These committees or commissions shall be responsible for studying the subjects and/or projects that the Board or its Chairman refers for their consideration, for preparing the work and decisions of the Board on these subjects and projects, and for reporting their conclusions to the Board in the form of minutes, proposals, opinions, information, or recommendations.

The Board shall determine the composition and powers of these committees or commissions, which shall carry out their activities under the responsibility of the Board. Where appropriate, the Board shall fix the remuneration of their members.

The Company's annual report shall include a statement on the existence of these committees, the number of meetings that they held during the year, and the activities of each committee during the preceding fiscal year.

The following standing committees have been established: the Accounts and Audit Committee, the Nominations Committee, the Compensation Committee, the Research, Innovation and Sustainable Development Committee, and the Purpose Committee. Their composition and powers shall be specified by internal regulations specific to each committee, adopted by the committee concerned and approved by the Board.