

Press release

Paris, March 10, 2015

Governance of Veolia: resolutions to be proposed at the Shareholders' Meeting by the Board of Directors

Veolia's Board of Directors, which held a meeting today chaired by the Chairman and Chief Executive Officer Mr Antoine Frérot, has decided, on a proposal from its Nominations Committee, to propose the following resolutions at the Shareholders' Meeting on April 22, 2015:

- renewal of the terms of office as directors of Mr. Louis Schweitzer, Ms. Maryse Aulagnon and Mr. Baudouin Prot;
- appointment of Ms. Homaira Akbari, of French and US nationality and Ms. Clara Gaymard, of French nationality, as directors; and,
- upon his request, non-renewal of the term of office of Mr. Pierre-André de Chalendar, to whom the Board expresses its deepest gratitude for the quality of his contribution to the work of the Board.

The Board of Directors has also formally noted the resignation from office as a director, with effect from March 9, 2015, of the company Groupama SA, and has co-opted Mr. Georges Ralli for the remainder of the term of office of this company, of which he was the representative. The Shareholders' Meeting on April 22, 2015 will be asked to ratify this cooptation.

Finally, the Board of Directors has decided to submit an amendment to the Company's Articles of Association, intended to exclude the automatic acquisition of double voting rights, at the Shareholders' Meeting on April 22, 2015, while recommending that the shareholders do not adopt the corresponding resolution in order to promote long term share ownership.

In addition, the Board of Directors has decided to appoint Ms. Isabelle Courville, a Canadian national, as a non-voting director ("censeur") with effect from today's date.

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

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

(*) 2014 pro-forma figures, including Dalkia International (100%) and excluding Dalkia France.

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