

Press release

Paris, September 7, 2020

Veolia announces the launch of a shareholding plan reserved for approximately 140,000 employees of the Group

Veolia Environnement announces the launch of a new shareholding plan for the Group's employees. This plan is offered to approximately 140,000 employees of the Group, aiming at associating them with the development and performance of Veolia. The settlement and delivery of the new shares shall take place on December 17, 2020.

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

Issuer

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

Purpose of the plan

This shareholding plan is part of the Group's policy of developing employee shareholding within the Group. Through this plan, Veolia intends to associate its employees in France and abroad with the Group's development even more closely, by offering them the possibility of subscribing directly or indirectly for Veolia Environnement shares.

Framework of the plan – Securities offered

The offer is being made within the framework of the Véolia Environnement group savings plan (plan d'épargne groupe) and international group savings plan (plan d'épargne groupe international) in accordance with provisions of Articles L. 3332-18 et seq. of the French Labor Code and in accordance with the shareholders' authorization granted by the twenty-first resolution of the Combined Shareholder's Meeting dated April 22, 2020. Its main features were set by a decision of the Board of Directors dated May 5, 2020. The offer concerns a maximum nominal amount of 56,726,653 Euros (i.e. approximately 2% of the share capital).

The dates of the subscription/cancellation period and the subscription price will be set by a decision of the Chairman and Chief Executive Officer acting upon the delegation given by the Board of Directors, planned to occur on November 5, 2020. The subscription price will be equal to the average of the Veolia Environnement share's closing prices on the Euronext Paris stock exchange during the twenty (20) trading days preceding the decision of the Chairman and Chief Executive Officer above-mentioned, minus a 20% discount and rounded up to the highest euro cent.

The new shares will carry current dividend right.

Provisional timetable for the plan

The timetable below is provided for information purposes only and is subject to modifications due to any event affecting the smooth completion of the plan.

Reservation Period: from September 7 to September 25, 2020 (inclusive)

Subscription Price to be set: on November 5, 2020

Subscription/Cancellation Period: from November 6 to November 10, 2020 (inclusive)

Settlement-delivery of the shares under the plan: on December 17, 2020

Subscription terms and conditions

Beneficiaries

The offer is carried out pursuant to provisions of articles L. 3332-18 et seq. of the French Labor Code, in the context of Veolia Environnement's group Savings plan (Plan d'Épargne de Groupe or PEG) and international group savings plan (Plan d'Épargne de Groupe International or PEGI).

This plan is intended for employees of the Group who have at least three months' seniority within the Group as on the closing date of the cancellation period, located in the following countries and regions: Argentina, Australia, Belgium, Brazil, Bulgaria, Canada, China, Colombia, Czech Republic, Finland, France, Germany, Hong Kong, Hungary, Ireland, Italy, Luxembourg, Mexico, Morocco, Netherlands, Oman, Poland, Portugal, Romania, Slovakia, South Korea, Spain, Sweden, United Arab Emirates, United Kingdom and United States. In the United Kingdom, employees also have the option of investing in Veolia Environnement shares under the Share Incentive Plan mechanism.

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

Subscription Formulas

Beneficiaries will have the possibility of subscribing for Veolia Environnement shares under two separate offerings, a leveraged secure offering and a classic offering:

The leveraged secure offering: the subscriber benefits from a gross employer matching contribution corresponding to 100% of his/her personal contribution up to a maximum of 300 euros, a protection on the amount of his/her initial investment, including the employer matching contribution, and a multiple of the potential increase of the Veolia Environnement share price.

The classic offering: the subscriber invests in Veolia Environnement shares at the 20% discounted price. Any investment made under the classic offering carries a risk of capital loss as it will follow the upward and downward fluctuations of the Veolia Environnement share price.

Custody of the Shares

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

For shares subscribed and held in the FCPE, voting rights attached to these shares will be exercised by the FCPE's supervisory board. The voting rights will be exercised directly by the subscribers for shares subscribed and held directly by them.

Lock-up period

In accordance with provisions of Article L. 3332-25 of the French Labor Code, the directly subscribed shares as well as the FCPE units are unavailable for a period of approximately five years, except in the event of occurrence of an early release case as described in articles L. 3332-25 and R. 3324-22 of the French Labor Code, as applicable in the various countries where the plan is proposed.

Hedging transaction

The implementation of the financial mechanisms relating to the leveraged secure offering requires hedging transactions by the financial institution structuring the offering carried out on market exchange and/or over-the-counter exchanges, by means of the purchase and/or sales of shares, the purchase of call options and/or all other transactions, at all times and in particular as from the starting date of the determination of the subscription price and for the whole duration of the plan.

Listing of the shares

The Veolia Environnement shares are admitted to trading on the Euronext Paris stock exchange. The request for admitting the newly issued Veolia Environnement shares to trading on the Euronext Paris regulated market will be sent as soon as possible after the completion of the share capital increase. The new shares will be listed on the same line as the existing shares (ISIN code: FR 0000124141-VIE) and will be entirely assimilated to the existing shares as from the date of their admission to trading.

Specific notification concerning the international offering

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

More generally, the plan will only be carried out in countries in which all required filing procedures or notifications have been completed and the necessary authorizations have been obtained.

Veolia Environnement shares offered to sale under this plan have not been recommended by any governmental securities commission or regulatory authority. Neither Veolia Environnement nor any employer is giving investment advice. Investing is a personal decision that must be made by the employee, taking into account his/her financial resources, investment goals, personal tax situation, any other investment alternatives available and the fact that the value of a quoted share will fluctuate. In this regard, employees are encouraged to consider the diversification of their investment portfolio to ensure that the risk that they assume is not unduly concentrated on any single investment.

The Offer is proposed on a discretionary basis by Veolia Environnement. Neither Veolia Environnement, nor the employers are required to repeat the plan or to make similar offerings in the future. The terms and conditions of the plan do not form part of the employment contract of the employees.

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Veolia group is the global leader in optimized resource management. With nearly 179,000 employees worldwide, the Group designs and provides water, waste and energy management solutions which 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 2019, the Veolia group supplied 98 million people with drinking water and 67 million people with wastewater service, produced nearly 45 million megawatt hours of energy and treated 50 million metric tons of waste. Veolia Environnement (listed on Paris Euronext: VIE) recorded consolidated revenue of €27,189 billion in 2019. www.veolia.com

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