

Press release

April 24, 2014

Combined Shareholders' Meeting, April 24, 2014



Paris, April 24, 2014. The Combined Shareholders' Meeting of Veolia Environnement took place at the Maison de la Mutualité in Paris, on Thursday, April 24, 2014, under the chairmanship of Antoine Frérot, Chairman and Chief Executive Officer of the Company. In the meeting, shareholders approved all resolutions on the agenda.

In particular, shareholders:

- **renewed the terms of office of Antoine Frérot, Daniel Bouton and Qatari Diar Real Estate Investment Company, represented by Khaled Al Sayed as directors** for a four-year term expiring at the end of the shareholders' meeting convened to approve the financial statements for the period ended December 31, 2017;
- **approved the option to receive payment of the 2013 dividend of €0.70 in either cash or shares.** Shareholders may opt⁽¹⁾ for the payment of the dividend in shares between April 30 and May 16, 2014 inclusive, by sending their request to their financial intermediary. The issue price of the new shares resulting from exercising the option for payment of the dividend in shares has been set at €13.01. For shares listed on the Euronext Paris regulated market, the ex-dividend date will be April 30, 2014⁽²⁾ and the dividend will be made payable in cash or in shares from May 28, 2014⁽³⁾;
- **gave a favourable opinion of remuneration** due or paid with respect to 2013 and of the 2014 remuneration policy regarding Antoine Frérot, the Company's Chairman and CEO;

⁽¹⁾ Important information for shareholders not resident in France: legal restrictions may apply to the payment of the dividend in shares. These shareholders are required to familiarise themselves with the applicable conditions under the laws and rules of their country of residence.

⁽²⁾ ADR holders may be subject to different election and payment dates and should consult the depositary for details.

⁽³⁾ Practical arrangements for the option to receive payment of the dividend in shares or in cash will be communicated to shareholders of Veolia Environnement by their financial intermediaries. See www.finance.veolia.com for details of these arrangements.

- **approved the amendment of the article 11 of the Articles of Association to determine arrangements for appointing one or more directors representing employees to the Board of Directors** in accordance with the French Employment Protection act of June 14, 2013;
- **approved the parent-company and consolidated financial statements for 2013.**

The Board of Directors, in a meeting also held on April 24, 2014, renewed the term of office of Antoine Frérot as Chairman and CEO.

After this Combined Shareholders' Meeting, Veolia Environnement's Board of Directors consists of fourteen voting directors and one non-voting member (*censeur*):

- Antoine Frérot, Chairman and CEO;
- Louis Schweitzer, Vice-Chairman and Senior Independent Director;
- Jacques Aschenbroich;
- Maryse Aulagnon;
- Daniel Bouton;
- Caisse des Dépôts et Consignations, represented by Olivier Mareuse;
- Pierre-André de Chalendar;
- Groupama SA, represented by Georges Ralli;
- Marion Guillou;
- Serge Michel;
- Baudouin Prot;
- Qatari Diar Real Estate Investment Company, represented by Khaled Mohamed Ebrahim Al Sayed;
- Nathalie Rachou;
- Paolo Scaroni;
- Paul-Louis Girardot, *censeur*.

The composition of the four board committees is as follows:

- Accounts and Audit Committee: Daniel Bouton (chairman), Jacques Aschenbroich, Nathalie Rachou and an employee-director (*to be nominated at a later date*).
- Appointments Committee: Louis Schweitzer (chairman), Pierre-André de Chalendar, Serge Michel and Maryse Aulagnon.
- Remuneration Committee: Louis Schweitzer (chairman), Daniel Bouton, Serge Michel and an employee-director (*to be nominated at a later date*).
- Research, Innovation and Sustainable Development Committee: Jacques Aschenbroich (chairman), Pierre-André de Chalendar, Paul-Louis Girardot and Marion Guillou.

See www.finance.veolia.com for the results of voting on the resolutions and a full webcast of the Combined Shareholders' Meeting.

Veolia is the global leader in optimized resource management. With over 200,000 employees* worldwide, the company 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, protect and conserve available resources, and to replenish them. In 2013, Veolia supplied 94 million people with drinking water and 62 million people with wastewater service, produced 86 million megawatt hours of energy and converted 38 million metric tons of waste into new materials and energy. Veolia (Paris Euronext: VIE and NYSE: VE) recorded revenue of €22.3 billion* in 2013. www.veolia.com

(* Excluding Transdev employees and revenue currently under divestment)

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