

2024 Notes Resolutions

The following 2024 Notes Resolutions will be proposed by the Board of Directors of the Issuer to the 2024 Notes Meeting:

First Resolution – Appointment of a new Representative of the Masse and determination of its remuneration

The Meeting, deliberating pursuant to Articles L.228-47 and L.228-51 of the French *Code de commerce* and after having reviewed:

- the report of the Board of Directors of the Issuer dated 31 August 2022,
 - the Consent Solicitation Memorandum dated 31 August 2022,
 - the base prospectus dated 23 March 2009 (the “**Base Prospectus**”), and
 - the final terms dated 20 July 2009 relating to the 2024 Notes (together with the terms and conditions contained in the Base Prospectus, the “**2024 Notes Conditions**”),
- a) **takes note** of the resignation of Mrs. Julie Huguet-Lepers of her function of representative of the Masse (the “**Representative**”) and of Mr. Ludovic Rodriguez of his function of alternate representative of the Masse;
- b) **acknowledges** the absence of incompatibility of MASSQUOTE, candidate for the position of Representative, with the exercise of their functions, in accordance with the provisions of Articles L.228-48 and L.228-49 of French *Code de commerce*;
- c) **appoints**, with immediate effect, as from the adoption of this resolution by the Meeting, MASSQUOTE whose registered office is located at 33, rue Anna Jacquin, 92100 Boulogne Billancourt, France, represented by M. Gregory Dian, as Representative; and
- d) **decides** that the Representative will receive a remuneration of Euro 450 (excluding tax) per year for the performance of its duties.

The Representative will have, without restriction or reservation, the power to carry out on behalf of the Noteholders all acts of management to defend their common interests as provided for by applicable law and by the 2024 Notes Conditions.

Second Resolution – Approval of the merger pursuant to which the Issuer shall be merged with and into Veolia Environnement S.A.

The Meeting, deliberating pursuant to Articles L.228-65, I, 3° and L.236-13 of the French *Code de commerce* and after having reviewed:

- the report of the Board of Directors of the Issuer dated 31 August 2022,
- the Consent Solicitation Memorandum dated 31 August 2022,
- the 2024 Notes Conditions, and
- the Merger Treaty dated 2 August 2022,

in the context of the merger of Vigie into Veolia Environnement S.A. (the “**Merger**”),

- a) **approves**, in accordance with Articles L.228-65, I, 3° and L.236-13 of the French *Code de commerce*, the Merger, as more fully described in the report of the Board of Directors, the Consent Solicitation Memorandum and the Merger Treaty; and
- b) consequently, **decides** not to raise any objections to the Merger, **acknowledges** that, upon completion of the Merger, the existence of the Issuer shall automatically cease and Veolia Environnement SA will assume of the rights and obligations of the Issuer under the 2024 Notes and **agrees** accordingly that,

following the completion of the Merger, any reference in the 2024 Notes Conditions to the “Issuer” shall mean Veolia Environnement SA; and

- c) **grants**, in light of the foregoing, all powers to the holder of an original, a copy or an extract of the minutes of this Meeting, to the extent needed, in order to make all determinations, conclusions, communications and to carry out all formalities, including the publication of the decisions of this Meeting, and such other things as may be appropriate to carry out and may prove to be necessary for the purposes of the implementation of this resolution and the Merger.

Third Resolution – Filing of the documents relating to the Meeting

The 2024 Notes Meeting decides, in accordance with Article R.228-74, paragraph 1, of the French *Code de commerce*, that the attendance sheet, the relevant powers of represented 2024 Notes Noteholders and the minutes of this Meeting shall be filed at the registered office of the Issuer to enable any 2024 Notes Noteholder to exercise its communication right granted by law.

Fourth Resolution – Powers to carry out formalities

The 2024 Notes Meeting authorises and grants all powers to the legal representatives of the Issuer to take all measures and to conclude any agreements, as the case may be, to implement these Resolutions, and to the holder of a copy or excerpt of the minutes setting out these Resolutions, to perform any legal or administrative formalities.