

2028 Notes Resolutions

The following 2028 Notes Resolutions will be proposed by the Board of Directors of the Issuer to the 2028 Notes Meeting:

First 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 base prospectus dated 29 April 2016 (the “**Base Prospectus**”),
- the final terms dated respectively 17 May 2016 and 14 April 2020 relating to the 2028 Notes (together with the Base Prospectus, the “**2028 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 2028 Notes and **agrees** accordingly that, following the completion of the Merger, any reference in the 2028 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.

Second Resolution – *Filing of the documents relating to the Meeting*

The 2028 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 2028 Notes Noteholders and the minutes of this Meeting shall be filed at the registered office of the Issuer to enable any 2028 Notes Noteholder to exercise its communication right granted by law.

Third Resolution – *Powers to carry out formalities*

The 2028 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.