

VIGIE
(formerly known as Suez S.A.)
A French *société anonyme*
with a share capital of €2,558,811,124
Registered office: 21 Rue la Boétie 75008 Paris, France
433 466 570 RCS Paris
LEI: 549300JQIZM6CL7POC81
(the “**Issuer**”)

The board of directors (*Conseil d'Administration*) of the Issuer (“**Board of Directors**”) has decided on 29 July 2022 to convene the holders of the Notes (hereinafter, the “**Noteholders**”) to general meetings from 9.30 a.m. until 11.40 a.m. (Paris time), on 15 September 2022 on first convocation or, if the quorum is not met, at the same time on 6 October 2022¹ on second convocation, in each case, at the administrative office of the Issuer located at 30 rue Madeleine Vionnet, 93300 Aubervilliers (the “**Meetings**”).

CONVENING NOTICE:

1. TO THE HOLDERS OF THE:

ISIN ²	TITLE	TIME (in Paris)
FR001158521 5	€500,000,000 2.75 per cent. Notes due 9 October 2023 of which €376,000,000 are currently outstanding (the “2023 Notes”)	9.30 a.m.
FR001078052 8	€500,000,000 5.50 per cent. Notes due 22 July 2024 of which €461,000,000 are currently outstanding (the “2024 Notes”)	9.40 a.m.
FR001324850 7	€500,000,000 1.00 per cent. Notes due 3 April 2025 of which €500,000,000 are currently outstanding (the “April 2025 Notes”)	9.50 a.m.
FR001294992 3	€500,000,000 1.75 per cent. Notes due 10 September 2025 of which €500,000,000 are currently outstanding (the “September 2025 Notes”)	10.00 a.m.
FR001076585 9	€250,000,000 Fixed to Fixed Rate Notes due 2017 extended 2027 of which €250,000,000 are currently outstanding (the “2027 Notes”)	10.10 a.m.
FR001317343 2	€800,000,000 1.250 per cent. Notes due 19 May 2028 of which €800,000,000 are currently outstanding (the “2028 Notes”)	10.20 a.m.
FR001324852 3	€700,000,000 1.50 per cent. Notes due 3 April 2029 of which €700,000,000 are currently outstanding (the “April 2029 Notes”)	10.30 a.m.
FR001191257 5	€75,000,000 Fixed Rate Notes due 2029 of which €75,000,000 are currently outstanding (the “May 2029 Notes”)	10.40 a.m.
FR001282940 6	€50,000,000 2.25 per cent. Notes due 1 July 2030 of which €50,000,000 are currently outstanding (the “July 2030 Notes”)	10.50 a.m.
FR001115884 9	£250,000,000 5.375 per cent. Notes due 2030 of which £250,000,000 are currently outstanding (the “December 2030 Notes”)	11.00 a.m.
FR001328314 0	€540,000,000 1.625 per cent. Notes due 21 September 2032 of which €540,000,000 are currently outstanding (the “2032 Notes”)	11.10 a.m.
FR001145481 8	€100,000,000 3.30 per cent. Notes due 25 March 2033 of which €100,000,000 are currently outstanding (the “2033 Notes” and together with the 2023 Notes, 2024 Notes, April 2025 Notes, September 2025 Notes, 2027 Notes, 2028 Notes, April 2029 Notes, May 2029 Notes, July 2030 Notes, December 2030 Notes and 2032 Notes, the “Senior Notes”)	11.20 a.m.

¹ Subject to adjustment as may be specified in the convening notice convening the Meeting(s) on second convocation depending on the consulted series.

² The Senior Notes’ ISIN codes will not be subject to any modification.

2. TO THE HOLDERS OF THE:

ISIN ³	TITLE	TIME (in Paris)
FR001325206 1	€600,000,000 Undated Deeply Subordinated Fixed Rate Resettable Notes of which €600,000,000 are currently outstanding (the “HYB-1 Notes”)	11.30 a.m.
FR001344533 5	€500,000,000 Undated Deeply Subordinated Fixed Rate Resettable Notes of which €500,000,000 are currently outstanding (the “HYB-2 Notes”, together with the HYB-1 Notes, the “Hybrid Notes” and together with the Senior Notes, the “Notes” and each a “Series”)	11.40 a.m.

AGENDA

1. In respect of the 2024 Notes, appointment of a new representative of the masse and determination of its remuneration;
2. In respect of the Senior Notes and the HYB-1 Notes, approval of the merger pursuant to which the Issuer shall be merged with and into Veolia Environnement S.A., whereupon the separate existence of the Issuer shall automatically cease and Veolia Environnement S.A. shall be the surviving entity in the merger (the “**Merger**”);
3. In respect of the Hybrid Notes, approval of the amendments to the terms and conditions;
4. In respect of all Series of Notes, filing of the documents relating to the Meetings; and
5. In respect of all Series of Notes, powers to carry out formalities.

CONSENT FEE

Subject to all relevant resolutions listed above being approved at the Meetings of each Series (whether held on first convocation or second convocation), such interconditionality being waivable by the Issuer in its sole and absolute discretion, the Issuer will pay:

- in respect of the Senior Notes

at the latest 6 Business Days following the date of the latest Meeting of any Series (*i.e.* 23 September 2022, on first convocation or, if the quorum is not met with respect to any Series, 14 October 2022⁴, on second convocation) (the “**Senior Consent Fee Payment Date**”), an amount equal to 0.10 per cent. of the aggregate nominal amount of the Senior Notes for which any Noteholder has validly cast its vote (the “**Senior Consent Fee**”). The Senior Consent Fee will be paid by the Centralising Agent, on behalf of the Issuer, to the Noteholders holding the Senior Notes on the date of the Meeting and who have validly cast their votes; and

- in respect of the Hybrid Notes:

at the latest 6 Business Days following the date of the latest Meeting of any Series (*i.e.* 23 September 2022, on first convocation or, if the quorum is not met with respect to any Series, 14 October 2022⁵, on second convocation) (the “**Hybrid Consent Fee Payment Date**”), an amount equal to 0.25 per cent. of the aggregate nominal amount of the Hybrid Notes for which any Noteholder has validly cast its vote (the “**Hybrid Consent Fee**”). The Hybrid Consent Fee will be paid by the Centralising Agent, on behalf of the Issuer, to the Noteholders holding the Hybrid Notes on the date of the Meeting and who have validly cast their votes.

³ The Hybrid Notes’ ISIN codes will not be subject to any modification.

⁴ Subject to adjustment as may be specified in the convening notice convening the Meeting(s) on second convocation depending on the consulted series.

⁵ Subject to adjustment as may be specified in the convening notice convening the Meeting(s) on second convocation depending on the consulted series.

Each holder of Hybrid Notes will have to confirm whether it is an Eligible Noteholder or an Ineligible Noteholder⁶. Ineligible Noteholders are entitled to receive the Hybrid Consent Fee if they validly cast a vote but such vote shall not be taken into account for the purposes of the quorum and the majority.

VOTING PROCEDURES

In accordance with Article R.228-71 of the French *Code de commerce*, the rights of each Noteholder to participate at the relevant Meeting will be evidenced by the entries in the books of the relevant account holder of the name of such Noteholder (i) with respect to all Series of Notes except the 2033 Notes, on the second business day in Paris preceding the date set for the Meeting (i.e. on first convocation, 13 September 2022) at 00.00 (midnight) (Paris time) and (ii) with respect to the 2033 Notes, on the date set for the Meeting (i.e. on first convocation, 15 September 2022) at 11.20 a.m. (Paris time) (in each case, an “**Account Holder Certificates Deadline**”).

Noteholders that wish to vote at the relevant Meeting can either (a) physically attend the relevant Meeting, (b) vote by proxy or (c) vote by correspondence.

(a) Noteholders wishing to participate physically in the relevant Meeting must provide (i) an Account Holder Certificate signed by the relevant account holder of the Notes ascertaining the holding of the Notes in its account (the “**Account Holder Certificate**”) duly executed dated no later than the Account Holder Certificates Deadline (as defined above), (ii) a valid identity card or a passport, with a power of attorney, if relevant and (iii) with respect to Hybrid Notes, confirm whether it is an Eligible Noteholder or an Ineligible Noteholder.

(b) A Noteholder can give proxy in writing to a person for the purpose of representing it at the relevant Meeting, subject to the provisions of Articles L.228-62 and L.228-63 of the French *Code de commerce*. Noteholders wishing to vote by proxy must provide, through their account holder, duly completed voting documents (together with the Account Holder Certificates) to the Centralising Agent at the latest on 12 September 2022 at 23.59 (Paris time) (final reception date).

(c) Noteholders wishing to vote by correspondence must provide, through their account holder, duly completed voting documents (together with the Account Holder Certificates) to the Centralising Agent at the latest on 12 September 2022 at 23.59 (Paris time) (final reception date).

Voting documents will be delivered on demand by the Centralising Agent (details of which are set out below).

Attention of the Noteholders is drawn to the fact that, in accordance with Article R.225-77 of the French *Code de commerce*, the Issuer will not take into account the voting documents received after 12 September 2022 at 23.59 (Paris time) (final reception date). Noteholders may have earlier deadlines stipulated by their respective account holder or broker.

Each Meeting may deliberate validly on first convocation only if the Noteholders of the relevant Series present or represented hold at least a fifth (1/5) of the principal amount of the relevant Series then outstanding. On second convocation, no quorum shall be required.

Decisions at each Meeting shall be taken by (i) with respect to all Series of Notes except the 2033 Notes, a simple majority of votes cast by Noteholders of the relevant Series attending such relevant Meeting or represented thereat either on first convocation or second convocation and (ii) with respect to the 2033 Notes, a two-third (2/3) majority of votes cast by the Noteholders attending such relevant Meeting or represented thereat either on first convocation or second convocation.

⁶ “**Eligible Noteholder**” means a holder of Hybrid Notes who has confirmed it is located and resident outside the United States and not a U.S. person (as defined in Regulation S under the Securities Act). An “**Ineligible Noteholder**” means a holder of Hybrid Notes who is not an Eligible Noteholder.

EXPECTED TIMETABLE FOR THE MEETINGS

<u>Events</u>	<u>Date</u>
<i>Announcement of the Consent Solicitation and publication of the Notices:</i>	31 August 2022
<i>Voting Documents Deadline:</i> Latest time and date for receipt by the Centralising Agent of Voting Documents whether by post or by email	12 September 2022 at 23.59 (Paris time) (final reception date)
<i>Account Holder Certificates Deadline:</i>	<ul style="list-style-type: none"> - With respect to all Series of Notes except the 2033 Notes: 13 September 2022 at 00.00 (midnight) (Paris time) - With respect to the 2033 Notes: 15 September 2022 at 11.20 a.m. (Paris time)
<u>Date of the Meetings on first convocation:</u>	15 September 2022
<i>Publication of the results of the Meetings (if quorate):</i>	As soon as reasonably practicable after the Meetings held on first convocation
<i>If the quorum is not met at any Meeting held on first convocation, publication of the notice(s) for the second convocation:</i>	21 September 2022*
<i>Voting Documents Deadline:</i> Latest time and date for receipt by the Centralising Agent of Voting Documents whether by post or by email	3 October 2022 at 23.59 (Paris time) (final reception date)*
<i>Account Holder Certificates Deadline:</i>	<ul style="list-style-type: none"> - With respect to all Series of Notes except the 2033 Notes: 4 October 2022 at 00.00 (midnight) (Paris time)* - With respect to the 2033 Notes: 6 October 2022 at 11.20 a.m. (Paris time)
<u>Date of the Meeting(s) on second convocation (if applicable)*:</u>	6 October 2022
<i>Publication of the results of the Meeting(s):</i>	As soon as reasonably practicable after the Meeting(s) held on second convocation
<i>Payment of the Consent Fees (if any):</i>	At the latest 6 Business Days following the date of the latest Meeting of any Series (i.e. 23 September 2022, on first convocation or, if the quorum is not met with respect to any Series, 14 October 2022, on second convocation)

* Subject to adjustment as may be specified in the convening notice convening the Meeting(s) on second convocation depending on the consulted series.

DOCUMENTS ON DISPLAY

The following documents will be available for inspection by the Noteholders at the registered office of Vigie, at the specified offices of the Paying Agent, from Société Générale Securities Services (as set out below) (the “**Centralising Agent**”) and, save for the Consent Solicitation Memorandum, on the website of Veolia Environnement (the sole shareholder of Vigie as of the date hereof) (<https://www.veolia.com/en/Suez-Bond-Consent>) during the 15-day period preceding the holding of the Meetings:

- the report of the Board of Directors dated 31 August 2022;
- the text of the resolutions which will be proposed at the relevant Meeting;
- the relevant conditions;
- the Consent Solicitation Memorandum dated 31 August 2022;
- the merger treaty dated 2 August 2022; and
- the relevant voting documents.

CENTRALISING AGENT

Société Générale Securities Services

32 rue du Champ de Tir – CS 30812

44308 Nantes Cedex 3, France

via Elisabeth Bulteau, +33 2 51 85 65 93

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