

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**”)

**DECISIONS OF THE GENERAL MEETINGS OF THE HOLDERS OF THE NOTES HELD ON 15
SEPTEMBER 2022**

AND

SECOND CONVENING NOTICE FOR THE GENERAL MEETINGS ON 6 OCTOBER 2022

**I. DECISIONS OF THE GENERAL MEETINGS OF THE HOLDERS OF THE NOTES HELD ON 15
SEPTEMBER 2022**

The holders of Notes (as defined below) (the “**Noteholders**”) issued by the Issuer, with respect to the series set out below:

ISIN	TITLE
FR0011585215	€500,000,000 2.75 per cent. Notes due 9 October 2023 of which €376,000,000 are currently outstanding (the “ 2023 Notes ”)
FR0010780528	€500,000,000 5.50 per cent. Notes due 22 July 2024 of which €461,000,000 are currently outstanding (the “ 2024 Notes ”)
FR0013248507	€500,000,000 1.00 per cent. Notes due 3 April 2025 of which €500,000,000 are currently outstanding (the “ April 2025 Notes ”)
FR0012949923	€500,000,000 1.75 per cent. Notes due 10 September 2025 of which €500,000,000 are currently outstanding (the “ September 2025 Notes ”)
FR0010765859	€250,000,000 Fixed to Fixed Rate Notes due 2017 extended 2027 of which €250,000,000 are currently outstanding (the “ 2027 Notes ”)
FR0013173432	€800,000,000 1.25 per cent. Notes due 19 May 2028 of which €800,000,000 are currently outstanding (the “ 2028 Notes ”)
FR0013248523	€700,000,000 1.50 per cent. Notes due 3 April 2029 of which €700,000,000 are currently outstanding (the “ April 2029 Notes ”)
FR0011912575	€75,000,000 Fixed Rate Notes due 2029 of which €75,000,000 are currently outstanding (the “ May 2029 Notes ”)
FR0012829406	€50,000,000 2.25 per cent. Notes due 1 July 2030 of which €50,000,000 are currently outstanding (the “ July 2030 Notes ”)

FR0011158849	£250,000,000 5.375 per cent. Notes due 2030 of which £250,000,000 are currently outstanding (the “ December 2030 Notes ”)
FR0013283140	€540,000,000 1.625 per cent. Notes due 21 September 2032 of which €540,000,000 are currently outstanding (the “ 2032 Notes ”)
FR0011454818	€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 ”)
FR0013252061	€600,000,000 Undated Deeply Subordinated Fixed Rate Resetable Notes of which €600,000,000 are currently outstanding (the “ HYB-1 Notes ”)
FR0013445335	€500,000,000 Undated Deeply Subordinated Fixed Rate Resetable 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 ”)

met for general meetings held on 15 September 2022 at the administrative office of the Issuer located at 30 rue Madeleine Vionnet, 93300 Aubervilliers (the “**Meetings**”, and for each Series, a “**Meeting**”), convened by the board of directors (*Conseil d’Administration*) of the Issuer (the “**Board of Directors**”) to deliberate on the following agenda:

AGENDA

1. In respect of the 2024 Notes, appointment of a new representative of the masse and determination of its remuneration (the “**2024 Notes Resolution**”);
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**”) (the “**Merger Resolution**”);
3. In respect of the Hybrid Notes, approval of the amendments to the terms and conditions (the “**Hybrid Notes T&Cs Amendment Resolution**”);
4. In respect of all Series of Notes, filing of the documents relating to the Meetings (the “**Document Filing Resolution**”); and
5. In respect of all Series of Notes, powers to carry out formalities (the “**Powers for Formalities Resolution**”).

The relevant proposed resolutions, set out above, to the Meeting of each Series shall be referred to as the “**Proposed Resolutions**”. The Proposed Resolutions are freely accessible 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 on the website of Veolia Environnement (the sole shareholder of Vigie as of the date hereof) (<https://www.veolia.com/en/Suez-Bond-Consent>).

CENTRALISING AGENT
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44308 Nantes Cedex 3, France
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RESULTS OF THE VOTES

The following Meetings were duly convened and could deliberate validly, the attendance sheets, certified as correct by the members of the bureau of each such Meeting, showing that Noteholders present or represented, or having voted by post, held at least a fifth (1/5) of the outstanding relevant Series (the “**Quorum Series**”): the 2023 Notes, the 2024 Notes, the April 2025 Notes, the September 2025 Notes, the 2027 Notes, the 2028 Notes, the April 2029 Notes, the December 2030 Notes, the 2032 Notes, the 2033 Notes, the HYB-1 Notes and the HYB-2 Notes.

The Meetings of the Quorum Series have approved all of the Proposed Resolutions.

The Series having approved all of the Proposed Resolutions shall be referred to as the “**Approving Series**”.

The following Meetings were duly convened, however such Meetings could not validly deliberate given the required quorum was not met in the Meetings of the following Series (the “**No-Quorum Series**”): the July 2030 Notes and the May 2029 Notes.

The Noteholders of the No-Quorum Series will be convened to a Meeting on second convocation as set out in the convening notice below.

CONSENT FEES

Notwithstanding the approval of the Proposed Resolutions by each Meeting of the Approving Series, the payment of the Senior Consent Fee (as defined below) and the payment of the Hybrid Consent Fee (as defined below) by the Centralising Agent, on behalf of the Issuer, remain subject to the approval of the Proposed Resolutions relating to the July 2030 Notes and the May 2029 Notes at their respective Meeting to be held on 6 October 2022 on second convocation.

Subject to the approval of all Proposed Resolutions by the No-Quorum Series on second convocation, 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.* 14 October 2022) (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.* 14 October 2022) (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.

II. SECOND CONVENING NOTICE

The meetings relating to the Series listed below could not validly deliberate on first convocation on 15 September 2022 due to the lack of the required quorum, consequently the board of directors (*Conseil d'Administration*) of the Issuer ("**Board of Directors**") has decided to reconvene the holders of the Notes (hereinafter, the "**Noteholders**") of the Series listed below to general meetings to be held on second convocation at 10.40 a.m. and 10.50 a.m. (Paris time), on 6 October 2022, at the administrative office of the Issuer located at 30 rue Madeleine Vionnet, 93300 Aubervilliers (the "**Meetings**").

TO THE HOLDERS OF THE:

ISIN¹	TITLE	TIME (in Paris)
FR0011912575	€75,000,000 Fixed Rate Notes due 2029 of which €75,000,000 are currently outstanding (the " May 2029 Notes ")	10.40 a.m.
FR0012829406	€50,000,000 2.25 per cent. Notes due 1 July 2030 of which €50,000,000 are currently outstanding (the " July 2030 Notes " and together with the May 2029 Notes, the " Notes " and each a " Series ")	10.50 a.m.

The Meetings are convened, on second convocation, to deliberate on the same agenda and proposed resolutions as the Meetings convened on first consultation, as follows:

AGENDA

1. 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**");
2. Filing of the documents relating to the Meetings; and
3. 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 (as defined above):

at the latest 6 Business Days following the date of the latest Meeting of any Series (*i.e.* 14 October 2022) (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 (as defined above):

at the latest 6 Business Days following the date of the latest Meeting of any Series (*i.e.* 14 October 2022) (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.

VOTING PROCEDURES

¹ The Notes' ISIN codes will not be subject to any modification.

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 on the second business day in Paris preceding the date set for the Meeting (i.e. 4 October 2022) at 00.00 (midnight) (Paris time) (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 3 October 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 3 October 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 3 October 2022 at 23.59 (Paris time) (final reception date). Noteholders may have earlier deadlines stipulated by their respective account holder or broker.

Voting documents (together with the Account Holder Certificates) received for the relevant Meeting held on first convocation shall remain valid for the relevant Meeting held on second convocation.

On second convocation, no quorum shall be required.

Decisions at each Meeting shall be taken by 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.

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
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