



# Press Release

Paris, November 25, 2022

## VEOLIA ENVIRONNEMENT ANNOUNCES THE SETTLEMENT AND FINAL RESULTS OF THE PREVIOUSLY ANNOUNCED TENDER OFFER OF ANY AND ALL OF ITS 6.750% NOTES DUE 2038

Veolia Environnement S.A. (the “**Company**”) today announces the settlement and final results of its previously announced offer to purchase for cash (the “**Tender Offer**”) any and all of its 6.750% Notes due 2038 (the “**2038 Notes**”). The Tender Offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 10, 2022 (the “**Offer to Purchase**”) and the related notice of guaranteed delivery dated November 10, 2022 (the “**Notice of Guaranteed Delivery**”).

The Tender Offer expired at 5:00 p.m., New York City time, on November 18, 2022 (the “**Expiration Date**”) and withdrawal rights expired at 5:00 p.m., New York City time, on November 18, 2022 (the “**Withdrawal Date**”) and were not extended. Settlement of the Tender Offer and payment of the Purchase Price and Accrued Interest in respect of the 2038 Notes accepted for purchase took place on November 23, 2022 (the “**Settlement Date**”).

On the Settlement Date, the Company issued a cancellation order in respect of \$111,197,000 aggregate principal amount of 2038 Notes validly tendered and accepted for purchase pursuant to the terms and subject to the conditions set forth in the Offer to Purchase and the Notice of Guaranteed Delivery.

Title of Security	CUSIP / ISIN	Maturity Date	Principal Amount Outstanding	Principal Amount Tendered <sup>(1)</sup>	Final Amount Accepted for Purchase <sup>(2)</sup>	Principal Amount Outstanding After Settlement Date	Purchase Price for all 2038 Notes Accepted for Purchase <sup>(3)</sup>
6.750% Notes due 2038	92334N AC7 / US92334NAC74	June 1, 2038	\$300,000,000	\$111,397,000	\$111,197,000	\$188,803,000	\$124,500.609.08

(1) These amounts include the principal amount of 2038 Notes for registered holders which were subject to the Guaranteed Delivery Procedures.

(2) These amounts include the downward adjustment reflecting the amount of 2038 Notes which had complied with the Guaranteed Delivery Procedures as of the Expiration Date, but which were not validly tendered as of the Guaranteed Delivery Date pursuant to the Guaranteed Delivery Procedures.

(3) These amounts do not include Accrued Interest.

2038 Notes purchased by the Company pursuant to the Tender Offer have been cancelled and will not be re-issued or resold. 2038 Notes which have not been validly tendered and accepted for purchase pursuant to the Tender Offer remain outstanding after the Settlement Date.

This press release is qualified in its entirety by the Offer to Purchase and the Notice of Guaranteed Delivery.

Capitalized terms used herein without definition have the meanings assigned to them in the Offer to Purchase.

The Company has retained Citigroup Global Markets Limited and MUFG Securities Americas Inc. to serve as the dealer managers for the Tender Offer (the “**Dealer Managers**”). Global Bondholder Services Corporation has been retained to serve as the Depositary and Information Agent.

For additional information regarding the terms of the Tender Offer, please contact Citigroup Global Markets Limited at +1 (800) 558-3745 (toll free in the United States), or +44 20 7986 8969, or by email at [liabilitymanagement.europe@citi.com](mailto:liabilitymanagement.europe@citi.com) or MUFG Securities Americas Inc. at +1 (212) 405-7481, +1 (877) 744-4532 (toll free in the United States) or +33 1 70 91 42 79.

Requests for documents and questions regarding the tender of 2038 Notes may be directed to the Depositary and Information Agent at +1 (855) 654-2015 (toll free in the United States).

This press release is neither an offer to purchase nor a solicitation to tender any of these 2038 Notes nor is it a solicitation for acceptance of the Tender Offer. This announcement must be read in conjunction with the Offer to Purchase.

### **Important Disclaimer**

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the words “assume,” “believe,” “could,” “estimate,” “anticipate,” “expect,” “intend,” “may,” “will,” “plan,” “continue,” “ongoing,” “potential,” “predict,” “project,” “risk,” “target,” “seek,” “should” or “would” and similar expressions or, in each case, their negative or other variations or comparable terminology or by discussions of strategies, plans, objectives, targets, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth and strategies, our reserves and the industry in which we operate. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Given these risks and uncertainties, you should not rely on forward-looking statements as a prediction of actual results.

*Veolia group aims to be the benchmark company for ecological transformation. In 2022, with nearly 220,000 employees worldwide, the Veolia group designs and provides game-changing solutions that are both useful and practical for water, waste and energy management. Through its three complementary business activities, Veolia helps to develop access to resources, preserve available resources, and replenish them. In 2021, the Veolia group supplied 79 million people with drinking water and 61 million people with wastewater service, produced nearly 48 million megawatt hours of energy and treated 48 million metric tons of waste. Veolia Environnement (Paris Euronext: VIE) generated consolidated revenue of €28.508 billion (USD 33.725 billion) in 2021. [www.veolia.com](http://www.veolia.com)*

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