



Information relating to elements of the compensation of the Chief Executive Officer published pursuant to the recommendations of the AFEP-MEDEF Corporate Governance Code

Grant of performance shares by the Board of Directors on May 13, 2024

Paris, May 14, 2024

In the context of the Group's compensation policy and the authorization given by the General Meeting of Shareholders of Veolia Environnement on April 25, 2024 (25th resolution), the Board of Directors decided, on May 13, 2024, on a proposal from its Compensation Committee, to grant 1,082,914 performance shares (or about 0.149% of the share capital, under an authorization from the General Meeting of Shareholders with a global limit of 0.35% of the capital) to a group of around 550 beneficiaries including top executives, high potential employees and key contributors of the Group, including the Chief Executive Officer.

In this context, 47,331 performance shares (or about 0.007% of the capital, under an authorization from the General Meeting of Shareholders with a global limit of 0.02% of the capital) were granted to Ms. Estelle Brachlianoff in her capacity as Chief Executive Officer.

At the recommendation of the Compensation Committee, the Board of Directors decided that the Chief Executive Officer would benefit from performance shares capped at 133% of her gross annual fixed compensation (if all performance conditions are met). As for the annual variable compensation, the proposed changes in performance conditions for this new plan seek to reflect Veolia's commitments to multifaceted performance under the Green Up 2027 strategic program, as detailed in the Profile Section of the 2023 Universal Registration Document.

These performance shares would vest subject to the following conditions:

- **beneficiaries must remain with the Group** until the end of the three-year vesting period *i.e.* until expiry of the plan scheduled for 2026; and
- **a performance condition tied to the attainment of the following internal and external criteria, assessed over fiscal years 2024, 2025 and 2026** (the "Reference Period"):
 - **financial criteria in the amount of 50%;**
 - **non-financial quantitative criteria in the amount of 50% linked to the Company's purpose.**

The financial criteria (50%) comprise:

- **a Profitability indicator (CNIGS) (economic performance criteria) for 25%** of performance shares granted, assessed on expiry of the plan, based on average annual growth (CAGR) of 9% per year from 2023, in fiscal years 2024, 2025 and 2026 (the "Reference Period"), at constant 2023 exchange rates:
 - if CNIGS over the reference period is less than 5%, no performance shares would vest under this indicator,
 - if CNIGS is more than 9%, 100% of performance shares would vest under this indicator;
 - between these two thresholds, the number of shares that vests under this criteria would be determined by linear interpolation (proportional basis);
- **a relative TSR indicator (stock market performance criteria) for 25%** of performance shares granted, measuring the relative performance of the total shareholder return (TSR) of the Veolia Environnement share (including dividends) compared with the Stoxx 600 Utilities (Price) SX6P (European Utilities) index ("the Index"). This performance will be determined as of December 31, 2026 and calculated over the Reference Period as follows.

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if the TSR of the Veolia Environnement share over three years:

- is less than the Stoxx 600 Utilities (Price) SX6P (European Utilities) index (Index): no shares vest under this criterion,
- increases in the same amount as the Index: 50% of the performance share granted under this indicator would vest,
- increases by 10% or more compared with the Index: all performance shares granted under this indicator would vest,
- increases between the Index and 10% higher than the Index: the number of shares that vest under this criterion would be determined by linear interpolation (proportional basis).

The non-financial quantitative criteria (50%) comprise:

- a **Diversity and inclusion indicator** (for **10%** of performance shares granted) corresponding to the percentage of women among executive officers at the end of 2026:
 - if the indicator is less than 30%, no performance shares would vest,
 - if the indicator is equal to or more than 30%, all performance shares granted under this indicator would vest,
- a **Support to local communities indicator** (**5%** of performance shares granted) corresponding by 2026 to the increase in the number of residents benefiting from inclusive solutions to access essential services (all activities) for the Group scope as of January 1, 2024:
 - if the indicator is less than to 7.8 million inhabitants, no performance shares would vest,
 - if the indicator is equal to or more than 8.3 million inhabitants, all performance shares granted under this indicator would vest,
 - between these two thresholds, the number of shares that vests under this indicator would be determined by linear interpolation (proportional basis).
- a **Freshwater savings and resource regeneration** indicator (for **10%** of performance shares granted) corresponding by 2026 to the annual value of freshwater saved, equal to the sum of (i) the annual volume of water reused after treatment, (ii) the annual value of water desalinated and (iii) the annual volume of water preserved by freshwater networks thanks to improvements in yield compared to 2023:
 - if the indicator is less than 1.35 billion m³, no performance shares would vest,
 - if the indicator is equal to or more than 1.45 billion m³, all performance shares granted under this indicator would vest,
 - between these two thresholds, the number of shares that vests under this indicator would be determined by linear interpolation (proportional basis).
- a **Customer and consumer satisfaction** index (for **5%** of performance shares granted), corresponding by 2026 to the customer satisfaction rate measured using the Extended Net Promoter Score methodology:
 - if the NPS is less than 20 or the coverage rate is less than 60% of revenue, no performance shares would vest,
 - if the NPS is equal to or more than 30 and the coverage rate is equal to or more than 75% of revenue, all performance shares granted under this indicator would vest,
 - between these two thresholds, the number of shares that vests under this indicator would be determined by linear interpolation (proportional basis for the score and the coverage).
- a **Decarbonization** indicator representing **20%** of performance shares granted and comprising two sub-indicators:
 - Decarbonization of our customers (Scope 4): customer GHG emissions erased thank to Veolia services (for 10% of performance shares granted) corresponding at the end of 2026 to the annual contribution to GHG emissions erased in metric tons of CO₂ equivalent (13.8(1) million metric tons erased in 2023):
 - if the indicator is less than 15 million⁽¹⁾ metric tons, no performance shares would vest,
 - if the indicator is equal to or more than 17 million⁽¹⁾ metric tons, all performance shares granted under this indicator would vest,
 - between these two thresholds, the number of shares that vests under this indicator is

¹ Assessed using the measurement protocol defined in the Global Report reporting tool.

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- determined by linear interpolation (proportional basis);
- Reduction in GHG emissions (Scopes 1 & 2) (for 10 % of performance shares granted) at the end of 2026, compared with emissions measured in 2021 at sites operated at that time by Veolia:
 - if the indicator is less than 10%, no performance shares would vest,
 - if the indicator is equal to or more than 14%, all performance shares granted under this indicator would vest,
 - between these two thresholds, the number of shares that vests under this indicator is determined by linear interpolation (proportional basis);

Pursuant to Articles L. 225-197-1 and L. 22-10-59 of the French Commercial Code, Ms. Estelle Brachlianoff, in her capacity as Chief Executive Officer, would also be obliged, until the end of her duties, to retain as registered shares 40% of the total performance shares granted under this plan, net of applicable taxes and social security contributions, until an overall shareholding corresponding to 200% of her annual gross fixed compensation is reached.