

# Press Release

Paris, May 10, 2019

## Veolia announces the launch of a shareholding plan reserved for approximately 140,000 employees of the Group in 30 countries

**Veolia Environnement announces the launch of a new shareholding plan for the Group's employees. This plan is offered to approximately 140,000 employees of the Group in 30 countries, aiming at associating employees with the development and performance of Veolia. The settlement and delivery of the new shares shall take place on October 15, 2019.**

The main terms and conditions of this plan are described hereafter.

### **Issuer**

Veolia Environnement, a société anonyme (public limited company) governed by French law  
Listing: Euronext Paris (France)  
Ordinary share with ISIN code: FR0000124141 VIE

### **Purpose of the plan**

As part of the policy of developing employee shareholding within the Group, this shareholding plan will be launched in 30 countries. Through this plan, Veolia intends to associate its employees in France and abroad with the Group's development even more closely, by offering them the possibility of subscribing directly or indirectly for Veolia Environnement shares.

### **Framework of the plan – Securities offered**

On November 6, 2018, the Board of Directors of Veolia Environnement has approved the principle of implementing an employee shareholding plan to the benefit of members of the group savings plan (plan d'épargne du groupe) in accordance with provisions of Articles L. 3332-18 et seq. of the French Labor Code, for a maximum nominal amount of 56,336,482 Euros (i.e. 2% of the share capital as of the date of this decision), set the main features of the plan and delegated the powers necessary for the implementation of the plan.

The decision dated November 6, 2018 expressly stated that such employee shareholding plan could be carried out (i) either by transferring the existing shares (ii) or by increasing the share capital without shareholders' preferential subscription rights, in accordance with the eighteenth resolution of the combined shareholders' meeting dated April 19, 2018 or any resolution relating to the same object that may be substituted for it.

Shareholders of Veolia Environnement, convened at the Combined Shareholders' Meeting dated April 18, 2019, delegated their authority to the Board of Directors for the purpose of deciding on Company share capital increases for a maximum nominal amount of 56,559,334 Euros (i.e. 2% of the share capital as of the date of the shareholders' meeting), by issuing new shares reserved for members of the group's savings plan of the Company and of the French and foreign companies within the scope of consolidation or combination of accounts of the Company in accordance with provisions of Article L. 3344-1 of the French Labor Code.

By decision taken on April 30, 2019, the Board of Directors of Veolia Environnement has confirmed that the maximum number of shares which can be offered under this employee shareholding plan, i.e. 11,311,866 shares, will be exclusively new shares to be issued in accordance with the mentioned above thirteenth resolution of the Combined Shareholders' Meeting dated April 18, 2019 and that any other features of the plan remain unchanged.

The Chairman and Chief Executive Officer, acting upon the delegation given by the Board of Directors on April 30, 2019, will set, by a decision planned to occur on August 30, 2019, the dates of the subscription period and the subscription price for the new shares, which will be equal to the reference price minus a 20 % discount and rounded up to the highest euro cent.

The Chairman and Chief Executive Officer is expected to fix the reference price on August 30, 2019. In accordance with provisions of the thirteenth resolution of the Combined Shareholder Meeting dated April 18, 2019, the reference price will be equal to the average of the Veolia Environnement share's opening prices on the Euronext Paris stock exchange during the twenty (20) trading days preceding August 30, 2019. The new shares will carry current dividend right (jouissance courante).

## **Subscription terms and conditions**

### Beneficiaries

This plan is carried out pursuant to provisions of articles L. 3332-18 et seq. of the French Labor Code, in the context of Veolia Environnement's group Savings plan (Plan d'Epargne de Groupe or PEG) and international group savings plan (Plan d'Epargne de Groupe International or PEGI).

This plan is intended for employees of the Group located in the following countries, who have at least three months' seniority within the Group as on the closing date of the cancellation period: Argentina, Australia, Belgium, Brazil, Bulgaria, Canada, China, Colombia, Czech Republic, Finland, France, Germany, Hong Kong, Hungary, Ireland, Italy, Luxembourg, Japan, Morocco, Mexico, the Netherlands, Poland, Portugal, Romania, Slovakia, South Korea, Spain, Sweden and the United States. In the United Kingdom, a share offering is carried out under the Share Incentive Plan mechanism.

Former employees who are either retired or on early retirement and still hold assets in the PEG since they left the Group are eligible to participate in the plan. They will not, however, benefit from the employer matching contribution.

### Subscription Formula

For countries where the share offering is carried out via a company mutual fund (Fonds Commun de Placement d'Entreprise or FCPE), beneficiaries will have the possibility of subscribing for Veolia Environnement shares under two separate offerings, a secure offering and a classic offering.

The secure offering: for a maximum personal contribution of 300 Euros, the subscriber benefits from (i) a gross employer matching contribution corresponding to 100% of his/her personal contribution and (ii) a protection on the amount of his/her initial investment, including the employer matching contribution, up to 600 Euros gross. The subscriber is also entitled to a multiple of the potential increase of the Veolia Environnement share price.

The classic offering: the subscriber invests in Veolia Environnement shares, at the 20% discounted price. Any investment made under the classic offering carries a risk of capital loss as it will follow the upward and downward fluctuations of the Veolia Environnement share price.

For those countries where shares will be subscribed and held directly by the subscribers, only a classic offering is offered with a 100% employer matching contribution up to 300 Euros gross.

### Custody of the Shares

The subscription is carried out through an FCPE or, in some countries, by direct shareholding.

For shares subscribed and held in the FCPE, voting rights attached to these shares will be exercised by the FCPE's supervisory board. The voting rights will be exercised directly by the subscribers for shares subscribed and held directly by them.

#### Lock-up Period

In accordance with provisions of Article L. 3332-25 of the French Labor Code, the directly subscribed shares as well as the FCPE units are unavailable for a five-year period, except in the event of occurrence of an early release case as described in articles L. 3332-25 and R. 3324-22 of the French Labor Code, as applicable in the various countries where the plan is proposed.

#### **Provisional timetable for the plan**

The timetable below is provided for information purposes only and is subject to modifications due to any event affecting the smooth completion of the plan.

Reservation Period: from June 11 to July 1, 2019 (inclusive)

Subscription Price to be set: on August 30, 2019

Cancellation Period: from September 3 to 5, 2019 (inclusive)

Settlement-delivery of the shares under the plan: expected to take place on October 15, 2019

#### **Hedging transaction**

The implementation of the financial mechanisms relating to the secure offering requires hedging operations by the financial institution structuring the offering on market exchange and/or over-the-counter exchanges, by means of the purchase and/or sales of shares, the purchase of call options and/or all other transactions, at all times and in particular as from the opening date of the fixation period of the reference price and for the whole duration of the plan.

#### **Listing of the shares**

The Veolia Environnement shares are admitted to trading on the Euronext Paris stock exchange. The request for admitting the newly issued Veolia Environnement shares to trading on the Euronext Paris regulated market will be sent as soon as possible after the completion of the share capital increase. The new shares will be listed on the same line as the existing shares (ISIN code: FR 0000124141-VIE) and will be entirely assimilated to the existing shares as from the date of their admission to trading.

#### **Specific notification concerning the international offering**

This press release does not constitute an offer to sell or a solicitation to subscribe Veolia Environnement shares. The offering of Veolia Environnement shares is strictly reserved for the above referenced beneficiaries and will be carried out only in those countries where such an offering has been registered with or disclosed to the relevant local authorities and/or where a prospectus has been approved by the relevant local authorities, or an exemption from the requirement to prepare a prospectus or to register or disclose the offering has been granted.

More generally, the plan will only be carried out in countries in which all required filing procedures or notifications have been completed and the necessary authorizations have been obtained.

Veolia Environnement shares offered to sale under this plan have not been recommended by any governmental securities commission or regulatory authority. Neither Veolia Environnement nor any employer is giving investment advice. Investing is a personal decision that must be made by the employee, taking into account his/her financial resources, investment goals, personal tax situation, any other investment alternatives available and the fact that the value of a quoted share will fluctuate. In this regard, employees are encouraged to consider the diversification of their investment portfolio to ensure that the risk that they assume is not unduly concentrated on any single investment.

The Offer is proposed on a discretionary basis by Veolia Environnement. Neither Veolia Environnement, nor the employers are required to repeat the plan or to make similar offerings in the future. The terms and conditions of the plan do not form part of the employment contract of the employees.

In France, the present document constitutes the press release required to benefit from the exemption from publication of prospectus provided in Articles 4.1(e) et 4.2(f) of the Prospectus Directive 2003/71/EC implemented in the national law by the Member States of the European Union, and for France in Articles 212-4 5° and 212-5 6° of the General Regulations of the French Market Authority (AMF), in Articles 1.4(i) et 1.5(h) of the Regulation Prospectus (UE) 2017/1129 as well as Article 19 of the AMF circular of October 21, 2016 as amended on January 15, 2018 (DOC-2016-04) and Article 3.1 of the AMF Guidelines on the employee savings funds (DOC-2012-10) as modified on January 3, 2019.

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**Veolia** group is the global leader in optimized resource management. With over 171,000 employees worldwide, the Group designs and provides water, waste and energy management solutions which contribute to the sustainable development of communities and industries. Through its three complementary business activities, Veolia helps to develop access to resources, preserve available resources, and to replenish them. In 2018, the Veolia group supplied 95 million people with drinking water and 63 million people with wastewater service, produced around 56 million megawatt hours of energy and converted 49 million metric tons of waste into new materials and energy. Veolia Environnement (listed on Paris Euronext: VIE) recorded consolidated revenue of €25.91 billion in 2018 (USD 30.6 billion). [www.veolia.com](http://www.veolia.com)

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