

Combined Shareholders' General Meeting, April 20, 2017

The Combined Shareholders' General Meeting of Veolia Environnement took place at the Maison de la Mutualité in Paris, on Thursday, April 20, 2017, under the chairmanship of Mr. Antoine Frérot, Chairman and Chief Executive Officer of the Company. At the General Meeting, shareholders approved all the resolutions 1 to 15 of the agenda.

In particular, shareholders:

- **approved the company financial statements and consolidated financial statements for fiscal year 2016;**
- **set the dividend in cash** for the fiscal year ended on December 31, 2016 at **€0.80 per share**. The shares will go ex-dividend on April 24, 2017 and the dividend will be paid **with effect from April 26, 2017;**
- **renewed the terms of office as directors of Caisse des dépôts et consignations**, represented by Mr. Olivier Mareuse, **Mrs. Marion Guillou and Mr. Paolo Scaroni** for a four-year period expiring at the end of the General Shareholders' Meeting that will be called to approve the financial statements for the fiscal year ending December 31, 2020;
- **renewed the term of office of Ernst & Young et autres as principal statutory auditor** for a period of six financial years, expiring in 2023 at the end of the General Shareholders' Meeting called to approve the financial statements for year ending December 31, 2022;
- **gave a favourable opinion on the remuneration due or attributed for fiscal year 2016** to Mr. Antoine Frérot;
- **approved** the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of **total compensation and benefits of all kinds that may be awarded** to the Chairman and Chief Executive Officer **in respect of fiscal year 2017;**
- **amended the provisions of Article 12 of the Articles of Association** regarding the term of office of the Vice-Chairman.

After this Combined Shareholders' General Meeting, Veolia Environnement's **Board of Directors** consists of **seventeen directors**, including two directors representing employees and six women (40%)¹, and two non-voting members (*censeurs*):

- Mr. Antoine Frérot, *Chairman and Chief Executive Officer*;
- Mr. Louis Schweitzer, *Vice-Chairman and Senior Independent Director*;
- Mrs. Homaira Akbari;
- Mr. Jacques Aschenbroich;
- Mrs. Maryse Aulagnon;
- Mr. Daniel Bouton;
- Caisse des Dépôts et Consignations, represented by Mr. Olivier Mareuse;
- Mrs. Isabelle Courville;

¹ *Excluding Directors representing employees in accordance with Article L. 225-27-1 of the French commercial Code.*

- Mrs. Clara Gaymard;
- Mrs. Marion Guillou;
- Mr. Baudouin Prot;
- Qatari Diar Real Estate Investment Company, represented by Mr. Nabeel Mohammed Al-Buenain in replacement of Mr. Khaled Al Sayed effective from March 30, 2017;
- Mrs. Nathalie Rachou;
- Mr. Paolo Scaroni;
- Mr. Guillaume Texier;
- Mr. Pavel Páša, *Director representing employees*;
- Mr. Pierre Victoria, *Director representing employees*;
- Mr. Paul-Louis Girardot, *censeur*;
- Mr. Serge Michel, *censeur*.

The **four board committees** are composed as follows:

- **Accounts and Audit Committee:** Mr. Daniel Bouton (Chairman), Mrs. Homaira Akbari, Mr. Jacques Aschenbroich, Mrs. Nathalie Rachou and Mr. Pierre Victoria (Director representing employees).
- **Nominations Committee:** Mr. Louis Schweitzer (Chairman), Mrs. Maryse Aulagnon and Mr. Paolo Scaroni.
- **Compensation Committee:** Mr. Louis Schweitzer (Chairman), Mrs. Maryse Aulagnon, Mr. Daniel Bouton, Mrs. Clara Gaymard, Mrs. Marion Guillou and Mr. Pierre Victoria (Director representing employees).
- **Research, Innovation and Sustainable Development Committee:** Mr. Jacques Aschenbroich (Chairman), Mrs. Isabelle Courville, Mrs. Clara Gaymard, Mrs. Marion Guillou, Mr. Pavel Páša (Director representing employees) and Mr. Guillaume Texier.

See <http://www.veolia.com/en/veolia-group/finance/shareholders> for the results of voting on the resolutions and a full webcast of the Combined Shareholders' General Meeting.

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Veolia group is the global leader in optimized resource management. With over 163 000 employees worldwide, the Group designs and provides water, waste and energy management solutions that 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 2016, the Veolia group supplied 100 million people with drinking water and 61 million people with wastewater service, produced 54 million megawatt hours of energy and converted 30 million metric tons of waste into new materials and energy. Veolia Environnement (listed on Paris Euronext: VIE) recorded consolidated revenue of €24.39 billion in 2016. www.veolia.com

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