

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002**

Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 1 February 2021.

Completed acquisition by Veolia Environnement S.A. (Veolia) of a minority shareholding in Suez S.A. (the 'Transaction')

We refer to your submission of 28 June 2021 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 1 February 2021 (the '**Initial Order**'). The terms defined in the Initial Order and the derogations granted on 1 February 2021 have the same meaning in this letter.

Under the Initial Order, save for written consent from the CMA, Veolia Environnement S.A. ('**Veolia**') and Veolia UK Limited ('**Veolia UK**') are required to hold separate the Veolia business from the Suez business and refrain from taking any action which might prejudice a reference under section 22 of the Enterprise Act 2002 or impede the taking of any remedial action following such a reference.

After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, Veolia and Veolia UK may carry out the following actions, in respect of the specific paragraph:

1. Paragraph 5(i) of the Initial Order

Veolia submits that the [X], which forms part of [X], will leave this post pursuant to the derogation granted on 15 March 2021.

The CMA consents to a derogation from paragraph 5(i) of the Initial Order for the appointment of [X] as the new [X] instead of [X] as originally proposed, strictly on the basis that:

- (a) [X] has the necessary capacity and experience to effectively fulfil the role of [X]. Hence, the proposed change in key staff and necessary handover of their responsibilities will not impact the viability or ongoing operation of the Veolia business;

- (b) No other organisational or key staff changes will be made to the Veolia UK business or UK-related assets as a result of the abovementioned key staff appointment; and
- (c) This derogation will not lead to any integration of the Suez business and the Veolia business.