

**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 20 December 2021.**

**Acquisition by Veolia Environnement S.A. of Suez S.A. (the 'Transaction').**

We refer to your letter dated 20 December 2021 requesting that the CMA consents to a derogation to the initial enforcement order of 1 February 2021 and subsequently to the Initial Enforcement Order of 20 December 2021 (the '**Initial Order**'). The terms defined in the Initial Order 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 33 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 paragraphs:

**1. Paragraphs 6(c) and 6(i) of the Initial Order**

Veolia proposes to appoint [X] to replace [X]. In the interim period prior to [X] taking up her role, [X] will act as [X] on a temporary basis.

The CMA understands from Veolia that Veolia's proposed replacement for the role of [X] is highly qualified and experienced, and will have the support necessary to take on her new responsibilities.

On the basis of Veolia's representations set out above, the CMA consents to a derogation from paragraphs 6(c) and 6(i) to allow these changes to take place.

Tim Geer

Director, Mergers

23 February 2022