

**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 22 July 2022 requesting that the CMA consents to a derogation 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 following specific paragraphs:

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

The CMA consents to a derogation from paragraphs 6(c) and 6(i) of the Initial Order, allowing the following members of the Veolia UK & Ireland team (the '**Veolia UK&I Individuals**') to take up expanded responsibilities to support the Veolia Northern Europe business.

- To appoint [X] to the position of [X]. [X] current role would therefore be expanded to cover the Northern Europe business. [X] would be supported in [X] new role for the wider Northern Europe business by [X].
- To expand the roles of the following individuals so that they can support [X] expanded role:

- [X].
- [X].
- [X].
- [X].
- To expand [X] current role as [X] to cover Finland, with the [X] reporting to [X].
- To appoint [X] to the boards of [X] in Finland.
- To appoint [X] to the board of [X] in Finland.

This derogation is granted based on the representations made by Veolia to the CMA that a derogation is proportionate and in line with the aims of the Initial Order and that:

- Each of the Veolia UK&I Individuals is highly qualified and experienced, and will have the support necessary to take on their new roles; and
- Supporting Veolia's Northern Europe business would take up relatively little of the Veolia UK&I Individuals' working time. The responsibilities in supporting the Northern Europe business would be spread among the Veolia UK&I Individuals to ensure that no individual is overburdened. The Veolia UK&I Individuals would be supported (i) in their new responsibilities by the existing teams in the Northern Europe business, and (ii) in their current UK&I-related responsibilities by their respective teams in the Veolia UK&I business. The Veolia UK&I Individuals would therefore be able to take on the expanded responsibilities without adversely affecting their responsibilities in relation to the UK business.

Tim Geer  
Director, Mergers  
16 August 2022