

Acquisition by Veolia Environnement S.A of Suez S.A.¹

Notice of proposal to accept Final Undertakings pursuant to sections 41, 82 and 90 of and Schedule 10 to the Enterprise Act 2002 and public consultation on the proposed Final Undertakings

Background

1. On 5 October 2020, Veolia Environnement S.A. (**Veolia**) acquired 29.9% of Suez S.A. from Engie S.A. and announced its intention to launch a public offer for all of Suez's remaining issued share capital. On 14 May 2021 Veolia and Suez S.A. announced that they had reached an agreement regarding the anticipated transaction. On 27 January 2022, Veolia completed its acquisition of the remaining issued share capital of Suez (the **Merger**).
2. On 21 December 2021, the CMA, in accordance with section 33(1) of the Enterprise Act 2002 (the **Act**), referred the Merger to a group of CMA panel members to determine, pursuant to section 36(1) of the Act:
 - (a) whether a relevant merger situation has been created; and
 - (b) if so, whether the creation of that situation has resulted, or may be expected to result, in a substantial lessening of competition (SLC) in any market or markets in the United Kingdom (UK) for goods or services.
3. On 26 August 2022, the CMA published its final report pursuant to section 38 of the Act (the **Report**) which concluded that:
 - (a) the Merger has created a relevant merger situation;
 - (b) the creation of that situation has resulted in, or may be expected to result, in SLCs in various markets in the UK; and
 - (c) the CMA should take action to remedy the SLCs found and any adverse effects resulting from them.
4. The CMA has reached agreement with Veolia and Vigie as to the terms of Final Undertakings for the purpose of remedying, mitigating or preventing the

¹ On 29 July 2022, Suez S.A. changed its corporate name to Vigie, a company registered in France at Société Anonyme au capital de 2 558 811 124 €, 433 466 570 R.C.S. Paris, Siège social : 21 rue La Boétie, 75008 Paris (**Vigie**).

SLCs it has identified in the Report and any adverse effects arising from the SLCs. The proposed Final Undertakings are attached to this Notice.

Notice of proposal to accept undertakings

5. The CMA now hereby gives notice under paragraph 2 of Schedule 10 to the Act that:
 - (a) the CMA proposes to accept the attached proposed Final Undertakings;
and
 - (b) the proposed Final Undertakings seek to address the SLCs identified in the Report and any adverse effects arising from the SLCs.
6. The CMA invites written representations on the proposed Final Undertakings from any person or persons who wish to comment.
7. Representations should reach the CMA via email by 5pm on 26 October 2022 (15 days from the date of publication of this notice) and should be emailed to: veolia.suez@cma.gov.uk.
8. The CMA will consider any written representations made in accordance with this Notice and may make modifications to the proposed Final Undertakings as a result. In the absence of any written representations, or in the event that the CMA decides, on consideration of representations made and not withdrawn, not to amend the proposed Final Undertakings, the CMA proposes to accept the proposed Final Undertakings in their present form pursuant to section 82 of the Act. If the CMA considers that any representation necessitates any material change to the proposed undertakings, the CMA will give notice of the proposed modifications.
9. Once accepted, the Final Undertakings may be varied, superseded or released by the CMA under section 82(2) of the Act.
10. This Notice and a non-confidential version of the proposed Final Undertakings will be published on the CMA website.

Signed by authority of the CMA

Stuart McIntosh
Group Chair
12 October 2022