



# **ETHICS** **GUIDE**

# OUR CORPORATE INVOLVEMENT



**Antoine Frérot,**  
Chairman  
and Chief Executive  
Officer of Veolia

**W**herever the Veolia Group operates, it endeavors to promote its own values, the laws specific to each country and the rules of conduct adopted by international organizations, and to encourage compliance therewith.

Regardless of the geographic area or the economic and financial situation, our business must be conducted in compliance

with national laws and the relevant recommendations of international organizations, in particular with respect to observing fundamental principles, taking account of cultural diversities and protecting the environment.

This document provides a reference for the everyday conduct of all Veolia employees, at all levels of the company and in all countries where it operates, since conducting our business as professionals, treating our customers with respect and meeting our responsibilities means, quite simply, doing our job properly.

**“ THIS DOCUMENT PROVIDES A REFERENCE FOR THE EVERYDAY CONDUCT OF ALL VEOLIA EMPLOYEES. ”**

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## INTRODUCTION

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**T**his Ethics Guide is of vital importance for Veolia. The Group wishes to use it to promote its values, both internally and with stakeholders.

As the Group's values translate into both its rules of conduct and its actions, this involves creating the conditions for the day-to-day ethics that are a primary focus of its governance. Veolia is an ethical organization and must be accountable for this and the values that it proclaims contribute to establishing its legitimacy as a company.

The Ethics Guide, by presenting the values that Veolia wishes to promote internally, is a point of reference for ethical behavior. An instrument to guide behavior and a tool for internal cohesion, it also aims to instill trust in relationships with stakeholders.

Values as well as the rules of conduct and actions that stem from them are part of the general requirement for compliance, which aims to prevent legal and reputational risks. These are major strategic challenges for Veolia, as for any company.

Veolia does business in the fields of water, waste management and energy — fields that are central to development challenges.

Because environmental services are at the heart of its businesses, Veolia contributes to environmental conservation and economic development and strives for continuous progress in the careful management of natural resources, the fight against climate change, pollution reduction, the

preservation and development of biodiversity and the improvement of the health and well-being of the populations.

As a group with its head office in France and business in numerous countries, Veolia is aware of its responsibilities and places great importance on upholding the values and rules of conduct described below with regard to its employees as well as fostering these values and rules with regard to its other stakeholders — particularly its customers, suppliers and people in the countries where it does business.

This guide, which integrates ethics into the Group's governance, aims to ensure compliance with:

- The values and rules of conduct specific to Veolia;
- International initiatives that the Group has joined, in particular the United Nations Global Compact, as well as international human rights law and the OECD Guidelines for Multinational Enterprises; and
- Local laws in all countries where the Group is present.

In a complex and multicultural world in constant change, this guide provides a basis for a shared set of ethics and serves as a reference for all employees. It should enable them to act as guarantors of these values and to perform their duties with full knowledge of their rights and obligations regarding the company and its stakeholders.



# OUR VALUES

The Veolia core values are responsibility, Community spirit, respect, innovation and customer focus. They form the base on which our economic, social and environmental performance is built.

## RESPONSIBILITY

Externally, Veolia intends to participate actively in building a society that is committed to sustainable development. As a key player in the field of environmental services, the Group assumes responsibility on a day-to-day basis for the public good, in particular by:

- Promoting the harmonious development of territories;
- Improving the living conditions of populations affected by its activities and protecting the environment, its core business.

Internally, Veolia is committed to encouraging professional skills development and improving workplace health and safety for individuals (preventing workplace accidents), along with the security of all employees and facilities managed by the Group.

In return for this responsibility for employees, Veolia expects them to be unwaveringly loyal to the company and comply with its values and the rules of conduct outlined in this guide.

With these actions, Veolia strives for continuous progress with respect to all of these major issues.

**“ RESPONSIBILITY FOR COUNTRIES, POPULATIONS AND EMPLOYEES. ”**

### COMMUNITY SPIRIT

At Veolia, whose activities serve collective and shared interests, this value applies to the relationships entered into with all stakeholders whose expectations the Group endeavors to meet. This value is particularly demonstrated by the development of solutions that make it possible to provide essential services for all, which the Group considers to be one of its societal responsibilities.

### RESPECT

This value guides the individual conduct of all Group employees and is expressed by compliance with the law and the Group's internal rules and through the respect shown to others. The subject of legal compliance is an opportunity to reemphasize the importance of integrity and honesty at Veolia. These principles form the basis for the absolute prohibition of corruption in French law, as is the case in most foreign legal systems.

### INNOVATION

Veolia has placed research and innovation at the center of its strategy in order to develop durable solutions for its customers, the environment and society. Through innovation, the Group is able to seek ever-better efficiency and quality in its services.

### CUSTOMER FOCUS

We uphold codes of transparency and ethics that allow us to build long-lasting and trusting relationships with our customers based on integrity, mutual respect and non-discrimination. Veolia listens to its customers and meets their technical, economic, environmental and societal expectations by providing adapted and innovative solutions.

**“ COMPLIANCE WITH THE LAW AND THE GROUP'S INTERNAL RULES AND RESPECT SHOWN TO OTHERS. ”**



# OUR RULES OF CONDUCT

Veolia has adopted rules that apply to all employees and all levels of the company while carrying out its activities:

## **COMPLYING WITH LAWS AND REGULATIONS**

For Veolia, compliance is an essential requirement. This is demonstrated by the bodies and procedures put in place, which can detect legal risks by complying with the national, European and international standards that apply to the company.

Far from being seen as a constraint, compliance is proving itself to be an internal management and development tool. It is important for accountability and strengthens employee cohesion around a common

culture of compliance, where respecting standards is seen as a value.

To do this, the Group also makes its employees aware of applicable legislation and regulations.

## **COMBATING CORRUPTION OF PUBLIC AND PRIVATE OFFICIALS AND INFLUENCE PEDDLING**

Veolia intends to fight against corruption in all countries where it does business. The Group therefore regularly makes its employees aware of the regulations to which

**“ COMPLIANCE IS  
AN ESSENTIAL  
REQUIREMENT. ”**

it is subject; in particular, the French Sapin II Law of 9 December 2016.

The code of conduct provided for by this law defines and illustrates the kinds of behavior to avoid that are typical of corruption and influence peddling.

The internal whistleblowing mechanism provided for by the Sapin II Law is designed to *“enable the collection of alerts issued by employees about conduct or situations that go against the company’s code of conduct”* and is integrated into the Veolia Ethics Alert Mechanism described below in the section on implementing the values and rules of conduct of the Group.

**PREVENTING CONFLICTS  
OF INTEREST**

Employees must prevent or avoid any situation that creates or may create an actual or apparent conflict between their personal interests and those of the group. An employee’s personal interest includes any benefit obtained for themselves or for family members, friends, close relations or persons or organizations with whom they have, or have had, a business relationship or shared interests. A conflict of interest arises when a personal interest could influence an employee’s decisions, casting doubt on their ability to carry out their professional duties and responsibilities in an impartial manner. The following situations therefore require particular attention: if an employee obtains for themselves for any of their close relations a benefit, including gifts and

## NOS RÈGLES DE CONDUITE

### **“VEOLIA FIGHTS AGAINST CORRUPTION IN ALL COUNTRIES WHERE IT DOES BUSINESS.”**

invitations, from a public official, customer, supplier, subcontractor, commercial partner or competitor; if an employee directly or indirectly holds an equity stake, corporate office or personal financial interest in a company or organization with which the Group has a business relationship or competes; or if an employee engages in outside activities with any such company or organization. If an employee has questions on any of these points, they should consult their supervisor, who will make the appropriate decisions to avoid this type of situation and protect the interests of the Group.

### **ETHICAL COMMITMENTS IN ACCOUNTING AND FINANCIAL MATTERS**

Veolia deems it essential that its employees comply with ethical rules in financial matters, in particular when they use their expertise, make decisions and perform the tasks that are requested of them. This is important not only to prevent the risk of criminal penalties, but also to maintain the trust of the Group's partners, which is essential for our long-term success.

### **CONFIDENTIALITY**

Veolia endeavors to protect the confidentiality of all data, information, expertise, intellectual and industrial property rights and trade secrets related to its business activities, both within the Group and while fulfilling its contracts.

### **SECURITY**

Security of individuals and assets is a priority for Veolia. The Group is committed to implementing measures to ensure that its employees are protected while carrying out their duties, along with those needed to protect its sites, facilities and intangible assets, all over the world. Similarly, particular attention is paid with regard to preventing any damage to the image and reputation of Veolia.



# OUR ACTIONS

The Group's business units represent Veolia and are therefore actively involved in both respecting values and applying the rules of behavior described in this guide regarding all stakeholders (employees, customers and service recipients, residents near Group operating sites, relevant local authorities and non-governmental organizations, civil society representatives, consumer and environmental protection groups, etc.).

## EMPLOYEES

### **Men and women at the service of social, environmental and operational excellence**

Each day, our employees tackle the environmental and urban challenges faced by our societies and contribute to the success of our Group. Veolia therefore strives to enable them to fulfill themselves professionally and personally by developing an effective and ambitious corporate model. Accordingly, Veolia places great importance on basing its social initiatives on four key principles: equity, Community spirit,

developing the employability of its employees and preventing health and safety risks.

### **Guaranteeing equity in the workplace**

This entails creating the conditions to best recognize what each employee contributes to the company's success, thereby enabling each individual to improve their performance. Convinced that the diversity of its employees is a significant asset for the success of its business, Veolia strives to recognize the efforts and merits of each one and to share its project and values with them so that they feel that they have a stake in the company's performance.

## OUR ACTIONS

### **“ THE DIVERSITY OF THE GROUP’S EMPLOYEES IS A SIGNIFICANT ASSET FOR THE SUCCESS OF ITS BUSINESS. ”**

Feeling integrated, respected and equally treated is essential for employees’ everyday commitment, in line with the promotion of diversity, non-discrimination and the rejection of all forms of harassment.

#### **Promoting Community spirit**

By the nature of their jobs, Veolia employees actively contribute to improving the living conditions of people in the countries where the Group operates. Veolia has naturally made Community spirit a primary focus of its corporate policy throughout the world. Promoting management-labor dialogue, offering support to the most fragile employees and focusing attention on the personal fulfillment of each employee are all important components of its human resources management.

#### **Fostering the employability of employees**

This entails supporting employees’ skills development and encouraging employees to exchange, innovate and rise to professional challenges. In a service business, employee know-how is the primary resource. The Group’s aim to continuously improve the management of its human resources is bolstered by an active professional training and career support policy. Veolia strives to continually improve its response to the constant changes in our businesses.

Veolia encourages experience-sharing and offers motivating opportunities to its employees throughout their careers.

#### **Being attentive to risk prevention and health and safety**

This entails striving day after day to improve risk prevention policies by working closely with the employees responsible and social partners.

Our commitment, which is aligned with the health and safety guidelines of the International Labour Office, is based on our capacity to find ever-more effective solutions for improving everyday working conditions for our employees. Best practices in the areas of occupational diseases, managerial responsibility, employee awareness and work-life balance are identified and circulated throughout the Group, particularly within the context of the annual Veolia International Health and Safety at Work Week.

In the performance of its duties around the world, Veolia implements the measures required to ensure its employees' security. In connection with this and in cooperation with the public authorities, the Group, through its internal travel security procedure, identifies at-risk regions and activities in order to conduct operational mapping incorporating adequate prevention and response measures where necessary.

## **CUSTOMERS AND SERVICE RECIPIENTS**

In its relationships with customers, Veolia focuses above all on complying with its legal and contractual obligations. Beyond its regulatory obligations, the Group is fully committed to inventing and implementing solutions that meet the needs and expectations of its customers, both public and private, and of the beneficiaries of the services it is entrusted to provide.

Together with its customers and relevant organizations, Veolia also strives to develop ways to improve access to essential services for all. Preserving and protecting asset integrity guarantees the quality of the Group's services and performance.

## OUR ACTIONS

### **“ PARTICIPATING ACTIVELY IN BUILDING A SOCIETY THAT IS COMMITTED TO SUSTAINABLE DEVELOPMENT. ”**

#### **SUPPLIERS AND SERVICE PROVIDERS**

Veolia sets objective criteria for selecting its suppliers and service providers in compliance with applicable laws.

These criteria are based on suppliers' performance, as well as on their observance of the ethical and sustainable development rules adopted by the Group. The core values stressed in the supplier relations charter, which govern the choice of suppliers, include the prohibition of forced labor and child labor.

Combating the corruption of public and private officials is a major focus of the Group's relations with suppliers, service providers and customers. In particular, Veolia insists that its employees may only exceptionally give or receive invitations or gifts in its name. These gifts may not be financial and must be of little financial value. In the event of doubt, Veolia encourages employees to contact their supervisors.

Lastly, Veolia complies with the laws regulating subcontracting and the use of external companies, in particular with respect to health and safety matters. When it uses agents and intermediaries, Veolia complies with a specific Group procedure in order to ensure integrity. This procedure provides a mechanism for selecting these service providers, supervising their duties and compensation through standard contracts and ensuring that they do truly perform their services in accordance with strict rules.

#### **THE COMPANY**

##### **Managing the environmental impact, preventing risks and education**

Thanks to the implementation of its Environmental Management System (EMS), Veolia has a tool designed to limit the environmental impact of its activities or the activities of its customers and to prevent and reduce industrial, health and environmental risks at its sites. More broadly, educating and raising the awareness of its employees and customers with respect to environmental protection and health issues is a priority for the Group. For this purpose, Veolia develops specific education and awareness raising programs.

**Dialogue with stakeholders**

Actively taking part in building a society that is fully committed to sustainable development requires that Veolia engage in a dialogue with its various stakeholders, in particular populations residing in the vicinity of its operating sites and NGOs and other representatives of civil society. Accordingly, Veolia is dedicated to undertaking such dialogue at both local and international levels.

**Partnerships**

Partnerships demonstrate the Group's economic, social and environmental commitments to society. They offer a means to consolidate relationships with all stakeholders based on respect for core values and with a view to supporting the development of countries and highlighting them.

The Group's commitments with respect to partnerships also take the form of sponsorship operations, which are reviewed and approved by special committees according to the principles of best practice. The Group's actions are furthered by local initiatives undertaken within the operational entities.

**Corporate sponsorships**

The Group's Community spirit oriented corporate sponsorship actions are essentially grouped and coordinated by the Veolia Foundation, which supports non-profit public interest actions and promotes initiatives against social exclusion and in favor of environmental protection, in three priority areas:

- Humanitarian emergencies and providing development assistance for access to clean water, energy management and waste management services;
- Promoting social cohesion and providing supportfortransition-to-workinitiatives;
- Protection of the environment and bio-

## OUR ACTIONS

diversity.

### SHAREHOLDERS AND INVESTORS

#### **Governance, financial ethics and compliance with French stock exchange rules**

As a listed company, Veolia has adopted the French “*AFEP/MEDEF Corporate Governance Code*”, which sets out the principles governing the composition and functioning of the Board of Directors and its committees (including the audit and accounting committees), the compensation of managers, corporate officers and members of the Board of Directors, as well as the information to be provided to shareholders and the markets in this area.

The Group has also adopted a financial Code of Ethics, which sets out the rules of behavior applicable to the managers responsible for approving financial and accounting information. It subjects them to specific obligations of integrity, due diligence, internal control and scrutiny in

the field of financial communication.

Veolia has also adopted a code of conduct with respect to security transactions that is designed to prevent the risks of violating stock exchange laws dealing with insider trading crimes or breaches of duties. This code serves as a reminder to managers and employees of their obligations to keep any privileged information they may hold confidential and to refrain from any transactions in Veolia securities until such information is disclosed to the markets. Veolia strives to ensure that managers and employees holding privileged information comply with the provisions of this conduct by drawing up lists of temporary insiders.

Veolia complies with French stock exchange rules and, to this end, has formally adopted rules of conduct and due diligence applicable to all of its legal counsel, both internal and external.

### Investor relations

Veolia ensures the necessary accuracy of its accounting and financial information. Financial internal monitoring is carried out to provide reasonable assurance that each entity's financial statements have been prepared in an accurate and truthful manner, transactions have been duly authorized, all steps have been taken to prevent frauds or unauthorized transactions and therefore avoid inaccurately or falsely reporting transactions in the Group's consolidated financial statements.

Veolia pays close attention to its financial communication. It has set up a Financial Disclosure Committee, whose duties include implementing and maintaining procedures designed to control and ensure the reliability of important information contained in the annual reports.

More broadly, financial communication is subject to specific controls and procedures within Veolia. It is managed on a daily basis by the Financial Communication Department, which approves and coordinates its actions with executive management and the various functional departments of Veolia involved in the process.

### COMPETITORS

Most countries where the Group operates have adopted laws requiring compliance with the principle of competition, which contribute to fostering free and fair competition. Veolia requires that all of its employees, at all times, ensure compliance with these laws, which are described in the *"Competition Law Compliance Guide"*. Veolia also encourages all employees to identify areas that may raise difficulties from the standpoint of competition law and, in such cases, to consult with their operational supervisors and the company's legal department.

### PUBLIC AUTHORITIES

Veolia contributes, in a transparent manner, to the development of laws and public policies by providing its expertise to public authorities. These interest representation activities are conducted in full compliance with internal standards set by the Group and existing national and supranational legal frameworks. Through its institutional actions, Veolia contributes to informing all stakeholders about the impact and consequences of regulations and public policies related to its field of activities.



# OUR ORGANIZATION

In order to implement its values and rules of behavior, the Group has set up a dedicated organization and internal procedures. This organization and these procedures mirror the various areas covered in this guide and are the subject of internal information and awareness-raising actions, as well as of legal and financial oversight and control rules.

## **THIS ORGANIZATION AND THESE PROCEDURES ARE STRUCTURED AROUND:**

### **An Ethics Committee**

This committee is made up of five members who were chosen by the Veolia Environnement Executive Committee. These members can be former or current employees or external individuals who can guarantee independence and the required skills. Performing their duties independently, the committee members cannot be instructed by executive management. Nor can their renewable four-year mandate be revoked.

The Veolia Ethics Committee is responsible for soundly implementing the core values set out in this Ethics Guide and to which the Group and all of its employees adhere.

The Ethics Committee's duties therefore include:

- Making recommendations about the Group's core values and principles, either regarding subjects that have been reported to the committee or following questions asked of it;

**“EMPLOYEES MAY REPORT MATTERS TO THE ETHICS COMMITTEE VIA THE VEOLIA ETHICS PLATFORM.”**

- According to local context, ensuring that the Ethics Guide is shared with and understood by all Group employees;
- Suggesting additions and adjustments to the Ethics Guide;
- Drawing the attention of the Executive Committee and relevant Veolia companies to the required alignment of professional behavior with the values and principles promoted by this Ethics Guide; and
- When necessary, notifying the relevant entities of any alleged behavior that goes against the Veolia values and rules of behavior.

The Ethics Committee will interpret the Ethics Guide while carrying out these duties, bearing in mind the diversity of the companies that make up the Group and their specific activities, as well as the social and regulatory legal framework in place in the countries where they are present.

The Ethics Committee is fully competent to carry out its duties regarding Veolia companies, both in France and abroad. It may therefore have access to useful documents and question all Group employees, auditors and third parties.

While carrying out its duties, the Ethics Committee is supported by the Veolia Internal Audit Department, which it may ask to intervene regarding any subject related to the Ethics Guide. The committee can also use the services of external experts and visit any Group company site. It reports its actions annually to the Board of Directors of Veolia Environnement.

**A network of “Ethics Correspondents”**

The Committee is assisted by a network of “Ethics Correspondents” that is made up of country directors. They, in liaison with the Committee, participate locally in the application of the Group’s ethics policy.



## OUR ORGANIZATION

### **Whistleblowing rights in the Group**

If an employee suspects a breach of the rules of conduct set out in this Guide and thinks that informing their direct supervisors may create difficulties, or if they are not satisfied with their response, they may report the matter to the Ethics Committee, an independent body, via the Veolia ethics platform set up for that purpose. This report should be carried out in compliance with the laws and rules applicable in the country where the employee lives and/or works.

The Ethics Committee transfers alerts that come under the jurisdiction of compliance (corruption, influence peddling, anticompetitive practices, environmental legislation violations, money laundering, the financing of terrorism, and human rights violations) to the Group Compliance Department, which processes the alert while reporting

back to the committee on the dossier's progress. The Compliance Department then informs the committee when the dossier is concluded.

Other alerts are processed by the Ethics Committee either directly or through its country delegates, who report to the committee directly.

Veolia and the Ethics Committee alike guarantee the complete confidentiality of information about employees, persons implicated by the alert and the events alleged within it.

Veolia undertakes that no employee will suffer any form of discrimination such as harassment or other reprisals as a consequence of exercising this whistleblowing right.

A user charter for the ethics alert process within Veolia is available to employees.

Third parties may, as in the past, directly report to the Ethics Committee (ethique.ve@veolia.com - +33 1 85 57 76 76), in particular regarding events that they consider to be acts of corruption or influence peddling.

The Anticorruption *Code of Conduct* can be found as an appendix to this guide.

Veolia Photo Library: Salah Benacer, Alexandre Dupeyron, Olivier Guerrin, Stéphane Lavoué,  
Christophe Majani d'Inguibert, Jonathan Robert. OJO Images/Matton, Onoky/Matton, PhotoAlto.

Graphic design: Ikoneo.

Publication November 2018

Updated December 2018

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