

Final Terms dated 22 May 2007



VEOLIA ENVIRONNEMENT
Euro 12,000,000,000
Euro Medium Term Note Programme

SERIES NO: 23
TRANCHE NO: 1

Euro 1,000,000,000 5.125 per cent. Notes due May 2022 (the "Notes")

Issue Price: 99.028 per cent.

CALYON CREDIT AGRICOLE CIB
CREDIT SUISSE
JPMORGAN
SOCIETE GENERALE CORPORATE & INVESTMENT BANKING

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 4 May 2007 (the “**Base Prospectus**”) which received visa n°07-141 from the *Autorité des marchés financiers* (“**AMF**”) in France on 3 May 2007 and the supplement to the Base Prospectus dated 16 May 2007 which received visa n°07-151 from the AMF on 16 May 2007, which together constitute a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at the office of the Fiscal Agent and the Paying Agent and on the websites of (a) the AMF (www.amf-france.org) and (b) Veolia Environnement (the “**Issuer**”) (www.veolia.com) and copies may be obtained from Veolia Environnement, 36-38 avenue Kléber, 75116 Paris, France.

1	(i) Issuer:	Veolia Environnement
2	(i) Series Number:	23
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“ EUR ”)
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 1,000,000,000
	(ii) Tranche:	EUR 1,000,000,000
5	(i) Issue Price:	99.028 per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	EUR 1,000
7	(i) Issue Date:	24 May 2007
	(ii) Interest Commencement Date:	24 May 2007
8	Maturity Date:	24 May 2022
9	Interest Basis:	5.125 per cent. Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable

- 13** (i) Status of the Notes: Unsubordinated Notes
- (ii) Dates of corporate authorisations for issuance of the Notes: Decision dated 16 May 2007 of Mr Henri Proglio, chairman of the *Conseil d'administration* and CEO of Veolia Environnement, acting pursuant to the decision of the *Conseil d'administration* of Veolia Environnement dated 29 March 2007
- 14** Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 15 Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 5.125 per cent. per annum payable annually in arrear.
- (ii) Interest Payment Date(s): 24 May in each year commencing on 24 May 2008.
- (iii) Fixed Coupon Amount: EUR 51.25 per EUR 1,000 in nominal amount.
- (iv) Broken Amount: Not Applicable
- (v) Day Count Fraction (Condition 5(j)): Actual/Actual-ICMA (unadjusted)
- (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable
- (vii) Determination Date(s) (Condition 5(a)): 24 May in each year
- 16 Floating Rate Provisions** Not Applicable
- 17 Zero Coupon Note Provisions** Not Applicable
- 18 Index Linked Interest Note Provisions** Not Applicable
- 19 Dual Currency Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 20 Call Option** Not Applicable
- 21 Put Option** Not Applicable
- 22 Final Redemption Amount of each Note** EUR 1,000 per Note of EUR 1,000 Specified

Denomination

23 Early Redemption Amount

- | | | |
|-------|---|--|
| (i) | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)) or an event of default (Condition 9) and/or the method of calculating the same (if required or if different from that set out in the Conditions): | EUR 1,000 per Note of EUR 1,000 Specified Denomination |
| (ii) | Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 6(f)): | Yes |
| (iii) | Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 7(f)): | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes: Dematerialised Notes

- | | | |
|-------|-------------------------------|--|
| (i) | Form of Dematerialised Notes: | Bearer dematerialised form (<i>au porteur</i>) |
| (ii) | Registration Agent: | Not Applicable |
| (iii) | Temporary Global Certificate: | Not Applicable |
| (iv) | Materialised Note Agent: | Not Applicable |
| (v) | Applicable TEFRA exemption: | Not Applicable |

25 Financial Centre(s) (Condition 7(h)) or other special provisions relating to payment dates: Not Applicable

26 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable

27 Details relating to Partly Paid

Notes: amount of each payment comprising the Issue Price and date on which payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:

Not Applicable

28 Details relating to Instalment Notes:

Not Applicable

29 Redenomination, renominatisation and reconventioning provisions:

Not Applicable

30 Consolidation provisions:

Not Applicable

31 Masse:

Applicable

The initial Representative will be:

Abdel Hamid Mazouz

25 avenue Kléber

75016 Paris

France

The alternative Representative will be:

Christophe Lanne

25, avenue Kléber

75016 Paris

France

The Representative will not receive any remuneration.

32 Applicable tax regime:

Condition 8(a) applies and the Notes are deemed to be issued outside France.

33 Other final terms:

Not Applicable

DISTRIBUTION

34 (i) If syndicated, names and addresses of Managers and underwriting commitments:

CALYON

9, quai du Président Paul Doumer

92920 La Défense Paris Cedex

France

Underwriting commitment of EUR 250,000,000

Credit Suisse Securities (Europe) Limited

One Cabot Square

London, E14 4QJ
United Kingdom
Underwriting commitment of EUR 250,000,000

J.P. Morgan Securities Ltd.

125 London Wall
London EC2Y 5AJ
United Kingdom
Underwriting commitment of EUR 250,000,000

Société Générale

Tour Société Générale
17, cours Valmy
92987 Paris-La Défense Cedex
France
Underwriting commitment of EUR 250,000,000

(ii) Date of Subscription
Agreement:

22 May 2007

(iii) Stabilising Manager (if any):

Credit Suisse Securities (Europe) Limited

**35 If non-syndicated, name and
address of Dealer:**

Not Applicable

**36 Total commission and
concession:**

0.25 per cent. of the Aggregate Nominal Amount

37 Additional selling restrictions:

FRANCE:

Each of the Managers and the Issuer has represented and agreed that:

(a) offers and sales of Notes will be made in France only to providers of investment services relating to portfolio management for the account of third parties or to qualified investors (*investisseurs qualifiés*), as defined in, and in accordance with, Articles L.411-2 and D.411-1 to D.411-3 of the French *Code monétaire et financier* and (b) it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France the Base Prospectus as supplemented, the Final Terms or any other offering material relating to the Notes other than to those investors to whom offers and sales of the Notes may be made.

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 12,000,000,000 Euro Medium Term Note Programme of the Issuer.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Veolia Environnement:

Duly represented by: Philippe MESSAGER

A handwritten signature in blue ink, consisting of a horizontal line with a stylized 'P' and 'M' above it, representing Philippe Messager.

PART B – OTHER INFORMATION

1. ADDITIONAL RISK FACTORS

Not Applicable

2. LISTING

- (i) Listing: Eurolist of Euronext Paris S.A.
- (ii) Admission to trading: Application has been made for the Notes to be listed and admitted to trading on the Eurolist of Euronext Paris S.A. with effect from 24 May 2007.
- (iii) Additional publication of Base Prospectus and Final Terms: Not Applicable
- (iv) Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: Not Applicable

3. RATING

The Notes to be issued have been rated:

S & P: BBB

Moody's: A3

An obligation rated 'BBB' by S&P exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.

Obligations rated 'A' by Moody's are considered upper-medium grade and are subject to low credit risk. The modifier '3' indicates a ranking in the lower end of that generic rating category.

4. NOTIFICATION

Not Applicable

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

6. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Not Applicable

7. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | | |
|-------|---------------------------|--|
| (i) | Reasons for the offer: | The net proceeds of the issue of the Notes will be used for the Issuer's general corporate purposes. |
| (ii) | Estimated net proceeds: | EUR 987,780,000 |
| (iii) | Estimated total expenses: | EUR 15,000 (estimated listing fees) |

8. YIELD

Indication of yield: 5.22 per cent. per annum.

Calculated at the Issue Date in accordance with the ICMA method, which determines the effective interest rate of the Notes taking into account accrued interest on a daily basis on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

9. OPERATIONAL INFORMATION

ISIN Code: FR0010474239

Common Code: 030141725

Depositories:

- | | | |
|------|---|-----|
| (i) | Euroclear France to act as Central Depository: | Yes |
| (ii) | Common depository for Euroclear and Clearstream Luxembourg: | No |

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of Notes issued has been translated

into Euro at the rate of [•]
producing a sum of: Not Applicable

10. PUBLIC OFFERS

Not Applicable

11. PUBLICATION

A legal notice relating to the Notes will be published in the *Bulletin des Annonces légales obligatoires* on or prior to listing.