

Final Terms dated 21 November 2017



**VEOLIA ENVIRONNEMENT
Euro 16,000,000,000
Euro Medium Term Note Programme**

**SERIES NO: 37
TRANCHE NO: 1**

€500,000,000 0 per cent. Notes due 23 November 2020

Dealer

Société Générale Corporate and Investment Banking

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive (as defined below), as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

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 30 June 2017 which received visa n°17-315 from the *Autorité des marchés financiers* ("**AMF**") in France on 30 June 2017, the First Supplement to the Base Prospectus dated 25 August 2017 which received visa n°17-447 from the AMF on 25 August 2017 and the Second Supplement to the Base Prospectus dated 15 November 2017 which received visa n°17-592 from the AMF on 15 November 2017 which together constitute a prospectus for the purposes of Directive 2003/71/EC, as amended (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 such 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 supplemented by the First Supplement and the Second Supplement to the Base Prospectus. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the AMF (www.amf-france.org) and (b) Veolia Environnement (the "**Issuer**") (www.finance.veolia.com) and copies may be obtained from Veolia Environnement, 30 rue Madeleine Vionnet, 93300 Aubervilliers, France.

1.	Issuer:	Veolia Environnement
2.	(i) Series Number:	37
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro ("€")
4.	Aggregate Nominal Amount:	
	(i) Series:	€500,000,000
	(ii) Tranche:	€500,000,000
5.	(i) Issue Price:	100.078 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination:	€100,000
7.	(i) Issue Date:	23 november 2017
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	23 November 2020
9.	Interest Basis:	0 per cent. Fixed Rate
10.	Redemption/Payment Basis:	Redemption at par
11.	Put/Call Option:	Make Whole Redemption Clean-up Call Option (further particulars specified below)

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| 12. | (i) | Status of the Notes: | Unsubordinated Notes |
| | (ii) | Dates of corporate authorisations for issuance of the Notes: | Decision of the <i>Conseil d'administration</i> of Veolia Environnement dated 7 March 2017 and decision of the Chairman and CEO (<i>Président Directeur Général</i>) dated 17 November 2017. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 13. | Fixed Rate Note Provisions | Applicable | |
| | (i) | Rate of Interest: | 0 per cent. <i>per annum</i> |
| | (ii) | Interest Payment Date(s): | Not Applicable |
| | (iii) | Fixed Coupon Amount: | €0 per €100,000 in nominal amount |
| | (iv) | Broken Amount: | Not Applicable |
| | (v) | Day Count Fraction: | Actual/Actual – ICMA |
| | (vi) | Determination Date(s): | Not Applicable |
| | (vii) | Business Day Convention: | Following Business Day Convention |
| | (viii) | Business Centre: | TARGET |
| | (ix) | Party responsible for calculating Interest Amounts (if not the Calculation Agent): | Not Applicable |
| 14. | Floating Rate Note Provisions | Not Applicable | |
| 15. | Zero Coupon Note Provisions | Not Applicable | |
| 16. | Fixed/Floating Rate Notes Provisions | Not Applicable | |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Call Option | Not Applicable | |
| 18. | Make-Whole Redemption (Condition 7.2.2) | Applicable | |
| | (i) | Notice period: | As per Condition 7.2.2 (<i>Make-Whole Redemption</i>) |
| | (ii) | Parties to be notified (if other than set out in Condition 7.2.2): | As per Condition 7.2.2 (<i>Make-Whole Redemption</i>) |
| | (iii) | Make Whole Redemption Margin: | 0.10 per cent. |
| | (iv) | Make Whole Redemption Rate: | Means the average of the four (4) quotations given by the Reference Banks of the mid-market annual yield to maturity of the Reference Bund on the fourth business day in Paris preceding the make whole redemption date at 11.00 a.m. (Central European time (" CET ")). If the Reference Bund is no longer outstanding, a Similar Security will be chosen by the Calculation Agent in its reasonable judgement, at 11.00 a.m. CET on the fourth business day in Paris preceding the make whole redemption date, quoted in writing by the Calculation Agent to the Issuer. |
| | | | The Make Whole Redemption Rate will be notified |

by the Issuer in accordance with Condition 15 (*Notices*).

"**Calculation Agent**" means Société Générale.

"**Reference Bund**" means the Euro 0.25% per cent. German Federal Government Bond of Bundesrepublik Deutschland (*Bundesobligation*) due 16 October 2020, with ISIN DE0001141729.

"**Reference Banks**" means the four banks (that may include the Dealer) selected by the Calculation Agent which are primary European government security dealers, and their respective successors, or market makers in pricing corporate bond issues.

"**Similar Security**" means a reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be used, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes.

(v)	If redeemable in part:	Not Applicable
19.	Clean-up Call Option (Condition 7.2.3)	Applicable
20.	Residual Maturity Call Option (Condition 7.2.4)	Not Applicable
21.	Put Option	Not Applicable
22.	Final Redemption Amount of each Note	€100,000 per Note
	Inflation Linked Notes – Provisions relating to the Final Redemption Amount:	Not Applicable
23.	Early Redemption Amount	
(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or an event of default:	As per the Conditions
(ii)	Redemption for taxation reasons permitted on calendar days other than Interest Payment Dates:	Yes
(iii)	Unmatured Coupons to become void upon early redemption (Bearer Notes only):	Not Applicable
	Inflation Linked Notes – Provisions relating to the Early Redemption Amount:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Dematerialised Notes
(i)	Form of Dematerialised Notes:	Dematerialised Bearer Notes (<i>au porteur</i>)

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| (ii) | Registration Agent: | Not Applicable |
| (iii) | Temporary Global Certificate: | Not Applicable |
| (iv) | Materialised Note Agent: | Not Applicable |
| (v) | Applicable TEFRA exemption: | Not Applicable |
25. Identification information of Noteholders as provided by Condition 2.1: Applicable
26. Financial Centre(s) relating to payment dates: TARGET
27. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
28. Redenomination, renominatisation and reconventioning provisions: Not Applicable
29. Consolidation provisions: Not Applicable
30. Masse: Contractual Masse shall apply.

Name and address of the Representative:

Aether Financial Services S.N.C
 36 rue de Monceau
 75008 Paris
 France

E-mail : agency@aetherfs.com

The Representative will receive an annual remuneration of Euro 400 (excluding taxes).

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 16,000,000,000 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:

PART B OTHER INFORMATION

1. Listing

- (i) Listing and admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect as from 23 November 2017.
- (ii) Estimate of total expenses related to admission to trading: €8,100 (including AMF fees)

2. Ratings

The Notes to be issued are expected to be rated:

S&P: BBB

Moody's: Baa1

Each of Standard and Poor's Credit Market Services France, S.A.S. ("**S&P**") and Moody's Investors Services Ltd ("**Moody's**") is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**"). As such, each of S&P and Moody's is included in the list of credit rating agencies published on the website of the European Securities and Markets Authority (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the CRA Regulation.

3. Interests of natural and legal persons involved in the Issue offer

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

4. Third party information and statement by experts and declarations of any interest

Not Applicable.

5. Yield

Indication of yield: -0.026 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. Placing and Underwriting

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place: Not Applicable

Name and address of any paying agents and depository agents in each country: Not Applicable

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" agreements. Where not all of the issue is underwritten, a statement of the portion not covered: Not Applicable

7. **Operational Information**

ISIN Code: FR0013298387

Common Code: 172280226

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 initial Paying Agent(s): Société Générale
32 rue du Champ de Tir
CS 30812
44308 Nantes Cedex 3
France

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

8. **Distribution**

(i) Method of distribution: Non-Syndicated

(ii) If syndicated, names of Managers: Not Applicable

(iii) Date of Agreement: Not Applicable

(iv) Stabilising Manager(s) (including addresses) (if any): Not Applicable

If non-syndicated, name of Dealer: Société Générale

Non-exempt Offer: Not Applicable

9. **Other Markets**

All 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: None