2011 Annual Results

March 1, 2012

VEOLIA ENVIRONNEMENT

Disclaimer

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This document contains "non-GAAP financial measures" within the meaning of Regulation G adopted by the U.S. Securities and Exchange Commission under the U.S. Sarbanes-Oxley Act of 2002. These "non-GAAP financial measures" are being communicated and made public in accordance with the exemption provided by Rule 100(c) of Regulation G

This document contains certain information relating to the valuation of certain of Veolia Environnement’s recently announced or completed acquisitions. In some cases, the valuation is expressed as a multiple of EBITDA of the acquired business, based on the financial information provided to Veolia Environnement as part of the acquisition process. Such multiples do not imply any prediction as to the actual levels of EBITDA that the acquired businesses are likely to achieve. Actual EBITDA may be adversely affected by numerous factors, including those described under “Forward-Looking Statements” above.

Summary

1. Introduction by *Antoine Frérot*

2. 2011 annual results by *Pierre-François Riolacci*

3. Progression of strategic plan by *Antoine Frérot*

4. Appendices

Introduction

Antoine Frérot

VEOLIA ENVIRONNEMENT

2011 highlights

- **A year of transition to refocus the Company**
  - Adoption of the strategic plan
  - Initial results of this strategy from 2012
- **A year focused on cash generation**
  - Revenue of €29.6B
  - Adjusted operating income of €1.7B
  - Positive free cash flow of €438M
  - Adjusted net income[1] of €290M. Special items of -€780M, essentially non cash, contributed to a net loss[2] of €490M
  - Reduction of net financial debt by €488M, to €14,730M

[1] Adjusted net income attributable to owners of the Company

[2] Net income (loss) attributable to owners of the Company

2011 highlights

- **Rapid action plans:**
  - End of Alexandria contract in Environmental Services
  - End of Rabat contract in Transportation
  - Launch of voluntary liquidation process of Veolia Environmental Services in Calabria (Italy)
  - Restructuring of Dalkia in Italy and in Spain
- **Re-engineering of Water division in France is in the process of execution**
- **Implementation of cost savings plans**
  - Efficiency Plan : €259M

2011 highlights

- **Commercial successes support the enhancement of our offerings…**
  - In Water: North America (New York, Winnipeg), Kuwait (Az-Zour), France (Montauban)…
  - In Environmental Services: United Kingdom (Hertfordshire, Haringey), France (pneumatic collection in Romainville)…
  - In Energy Services: Central Europe (Warsaw), North America (Montréal), France (Minister of Defense contract).
- **… and continued in the first two months of 2012**
  - In Water: the main wastewater treatment plant in the Ile-de-France region (France) and contracts in Japan
  - In Environmental Services: preferred bidder for the Leeds (United Kingdom) PFI contract

2011 highlights

- **A dynamic policy of asset management**
  - €1.54B in assets divested in 2011, contributing to €4.0B divested in 3 years
  - Selective investments in development
    - → In Energy Services in Warsaw, Poland
    - → In Environmental Services, PFI contracts in the U.K.

- **Agreement for exclusive negotiations with an investor regarding Veolia Transdev**
  - Process launched end of 2011
  - Confirmed objective of withdrawal before the end of 2012

- **Two divestment process initiated related to U.K. regulated water and U.S. solid waste assets**

2011 annual results

Pierre-François Riolacci

Veolia Transdev

- **Application of IFRS 5 standard, following the decision to withdraw progressively from the Transport division**
- **Entered into exclusive negotiations with an investor**
- **Impact on the accounts at December 31, 2011:**
  - → Operating cash flow before changes in working capital: €171M (in cash flow statement)
  - → Net income: -€56M (in net income from discontinued operations)
    - – *net income from operations: - €46M*
    - – *Capital gain as of March 3, 2011: €430M*
    - – *Fair value impairment as of December 31, 2011: - €440M*
  - → Increase in free cash flow of €550M related to the combination completed on March 3, 2011
  - → €205M of externally financed net financial debt reclassified into assets and liabilities available for sale, for a total impact on net financial debt: - €755M

2011: a difficult year

- **Revenue** increased 3.1% to €29.6B
- **Adjusted operating income** of €1,700M, down 11.1% at constant exchange rates compared to 2010 published figures excluding VTD
- **Adjusted net income**[1] of €290M, or €0.58 per share, versus re-presented €0.98 per share for the year ending December 31, 2010
- **Total special items** of -€780M in net income[2]
- **Net income**[2] of -€490M, or -€0.99 per share, versus re-presented €1.16 per share for the year ending December 31, 2010

[1] Adjusted net income attributable to owners of the Company

[2] Net income attributable to owners of the Company

2011: cash generation and debt reduction

- Good investment control, reduced to €3,134M
- Divestments of €1,544M exceeded the 2011 objective
- Improvement in positive free cash flow to €438M
- Additional reduction in net financial debt of €488M

2011 key figures

In €M	2010 published	2010 re-presented (1)	2011 (2)	Δ current FX	Δ constant FX
Revenue	34,787	28,764	29,647	+3.1%	+3.2% (3)
Adjusted operating cash flow	3,654	3,315	3,152	-4.9%	-4.7%
Adj. operating cash flow margin		*11.5%*	*10.6%*		
Adjusted operating cash flow excl. VTD	3,325	3,315	3,152	-5.2% (4)	-5.0% (4)
Adjusted operating income	2,056	1,891	1,700	-10.1%	-10.3%
Adjusted operating income margin		*6.6%*	*5.7%*		
Adjusted operating income, excl. VTD	1,910	1,891	1,700	-11.0% (4)	-11.1% (4)
Operating income	2,120	1,982	1,017	-48.7%	
Adjusted net income attrib to owners of the company	579	474	290	-38.9%	
Net income attrib to owners of the company	581	559	-490	Na	
Free Cash Flow	409	409	438		
Net financial debt	15,218	15,218	14,730		

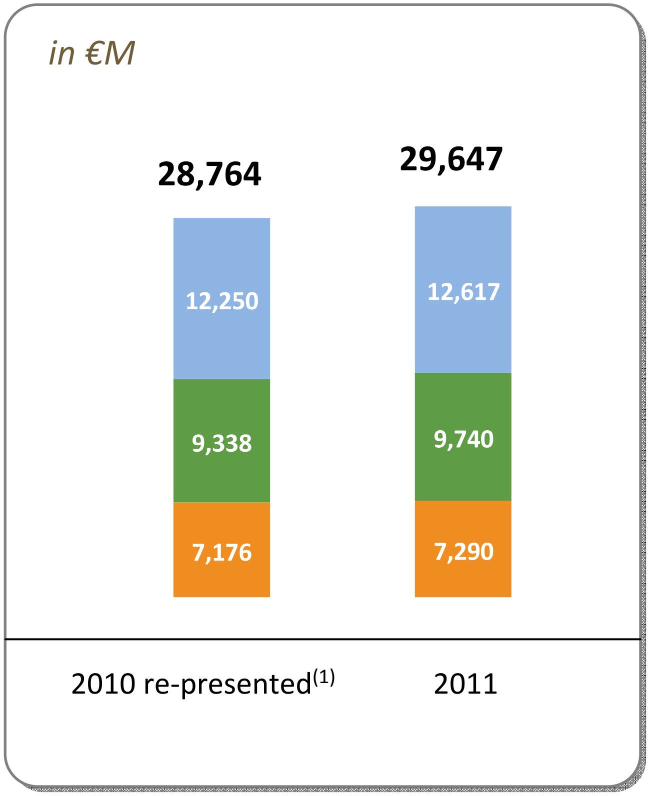
(1) To ensure the comparability of periods, the 2010 financial statements have been re-presented to include:
- the impact of the reclassification into “net income from discontinued operations” of the Transportation division as a whole, Habitat Services (“Proxiserve”) activities in the Water and Energy Services divisions, and Citelum activities in the Energy Services division;
- the impact of the reclassification into ‘continuing operations of the activities in Gabon in the Water division and the “Pinellas” incineration activities within the Montenay International entities in the United States in the Environmental Services division.
- The impact of the fraud discovered during the second quarter of 2011 in the Marine Services business in the United States (a unit of the Environmental Services Division). The impact in 2010 was not material, but the adjustment was made in application of IAS8 “Accounting Policies, Changes in Accounting Estimates and Errors”.

(2) The review of results by auditors still in progress

(3) +2.0 % at constant scope and FX

(4) Variation compared to 2010 published figures, excluding the contribution of Veolia Transport

Breakdown of revenue by division



	Δ current FX	Δ constant FX	Δ excl. FX & scope
Water	+3.0%	+3.1%	+1.2%
Environmental Services	+4.3%	+4.5%	+4.9%
Energy Services	+1.6%	+1.7%	-0.5%
Total Company	**+3.1%**	**+3.2%**	**+2.0%**

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Revenue by quarter

	1st quarter			2nd quarter			3rd quarter			4th quarter		
	2010 (1)	**2011**	**Δ at constant scope & FX**	**2010(1)**	**2011**	**Δ at constant scope & FX**	**2010 (1)**	**2011**	**Δ at constant scope & FX**	**2010 (1)**	**2011**	**Δ at constant scope & FX**
Water	2,883	2,986	**-1.5%**	2,941	3,159	**+6.4%**	3,061	3,139	**+1.2%**	3,365	3,333	**-1.1%**
Environ. Services	2,113	2,361	**+10.2%**	2,401	2,533	**+7.3%**	2,392	2,434	**+3.7%**	2,432	2,412	**-0.7%**
Energy Services	2,211	2,342	**+2.7%**	1,309	1,320	**-0.1%**	1,195	1,213	**+1.9%**	2,461	2,415	**-4.9%**
Company	**7,207**	**7,689**	**+3.2%**	**6,651**	**7,012**	**+5.5%**	**6,648**	**6,786**	**+2.3%**	**8,258**	**8,160**	**-2.1%**
Variation at current FX			***+6.7%***			***+5.4%***			***+2.1%***			***-1.2%***

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Adjusted operating cash flow: down 4.9% to €3,152M

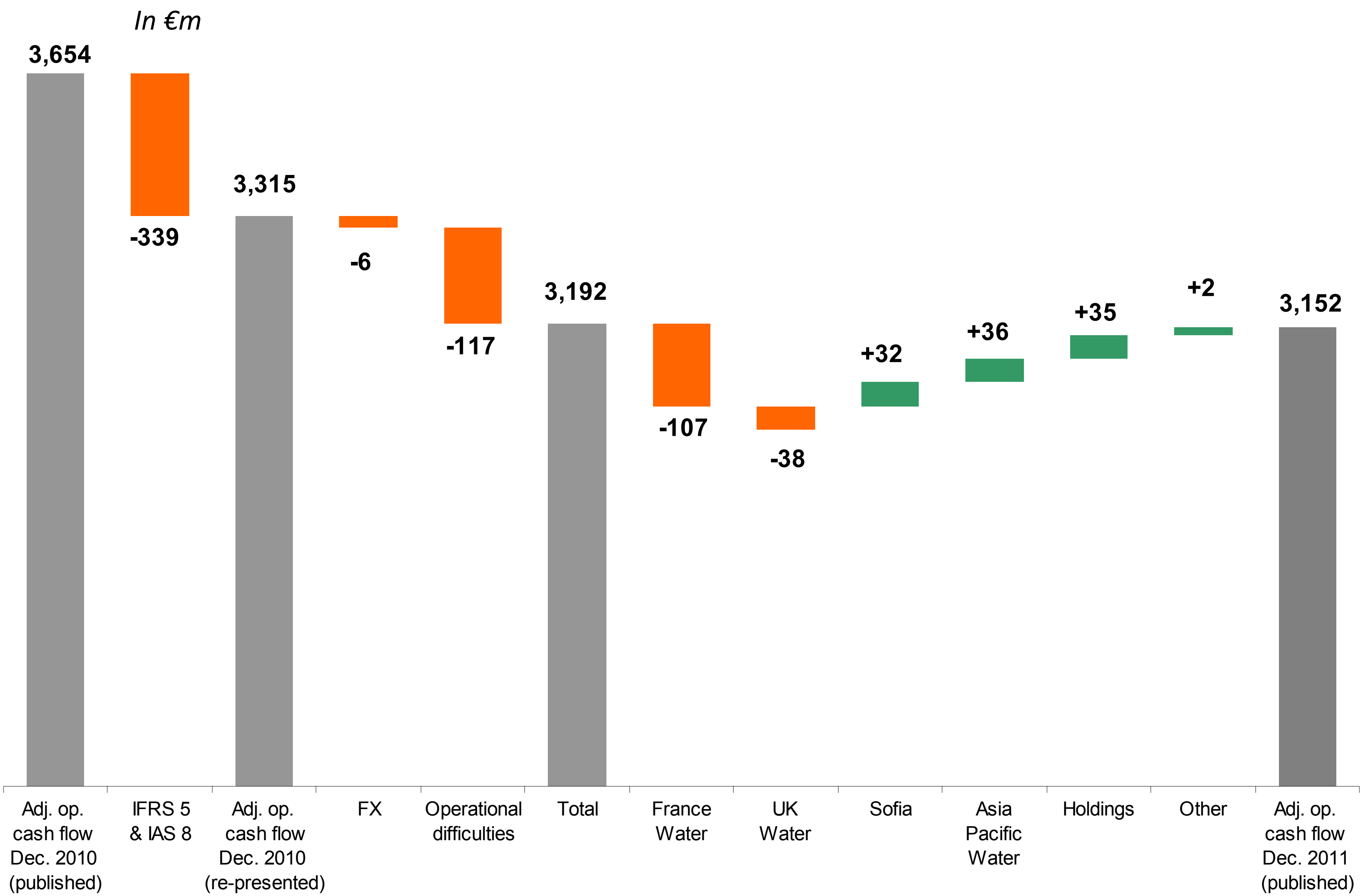
In € M	2010 (1) Adj. Op. Cash Flow Re-presented	2010 (1) Margin	2011 Adj. Op. Cash Flow	2011 Margin	Δ Current FX	Δ Constant FX
Water	1,526	12.5%	1,462	11.6%	-4.1%	-4.2%
Environmental Services	1,272	13.6%	1,197	12.3%	-5.9%	-5.6%
Energy Services	658	9.2%	598	8.2%	-9.2%	-8.8%
Other	-141	-	-105	-	+25.4%	+25.4%
Adjusted Operating Cash Flow	**3,315**	**11.5%**	**3,152**	**10.6%**	**-4.9%**	**-4.7%**

2011 impact of operational difficulties on adjusted operating cash flow (2)

In €M	Environmental Services	Energy Services	Total
Southern Europe	(9)	(53)	**(62)**
North Africa	(27)		**(27)**
Marine Services	(28)		**(28)**
TOTAL	**(64)**	**(53)**	**(117)**

(1) To ensure the comparability of periods, the 2010 financial statements have been re-presented. See Appendix 2.
(2) Including asset impairments and reorganization costs

Evolution of adjusted operating cash flow



Reconciliation of adjusted operating cash flow to adjusted operating income

In €M	2010 Re-presented[1]	2011	Δ Current FX	Of which FX
Adjusted operating cash flow	3,315	3,152	-4.9%	-0,2%
Amortization*	-1,475	-1,550		
Net capital gains	118	85		
Provisions, fair value adjustments & other	-67	13		
Adjusted operating income	**1,891**	**1,700**	**-10.1%**	**+0.2%**

* Of which change in discount rates used for provisions for landfill site remediation (+€26M in 2010 and -€7M in 2011)

(1) To ensure the comparability of periods, the 2010 financial statements have been re-presented. See Appendix 2.

Adjusted operating income

In €M	2010 (1) Adjusted Op. Income Re-presented(1)	2010 (1) Margin	2011 Adjusted Op. Income	2011 Margin	Δ Current FX	Δ Constant FX
Water	1,046	8.5%	972	7.7%	-7.1%	-7.3%
Environmental Services	584	6.3%	508	5.2%	-13.0%	-13.3%
Energy Services	440	6.1%	386	5.3%	-12.3%	-12.1%
Other	-179		-166		+7.5%	+7.5%
Adjusted operating income	**1,891**	**6.6%**	**1,700**	**5.7%**	**-10.1%**	**-10.3%**

2011 impact of operational difficulties on adjusted operating income (2)

In €M	Water	Environmental Services	Energy Services	Total
Southern Europe	(11)	(34)	(51)	**(96)**
Northern Africa	(22)	(29)		**(51)**
Marine Services		(55)		**(55)**
TOTAL	**(33)**	**(118)**	**(51)**	**(202)**

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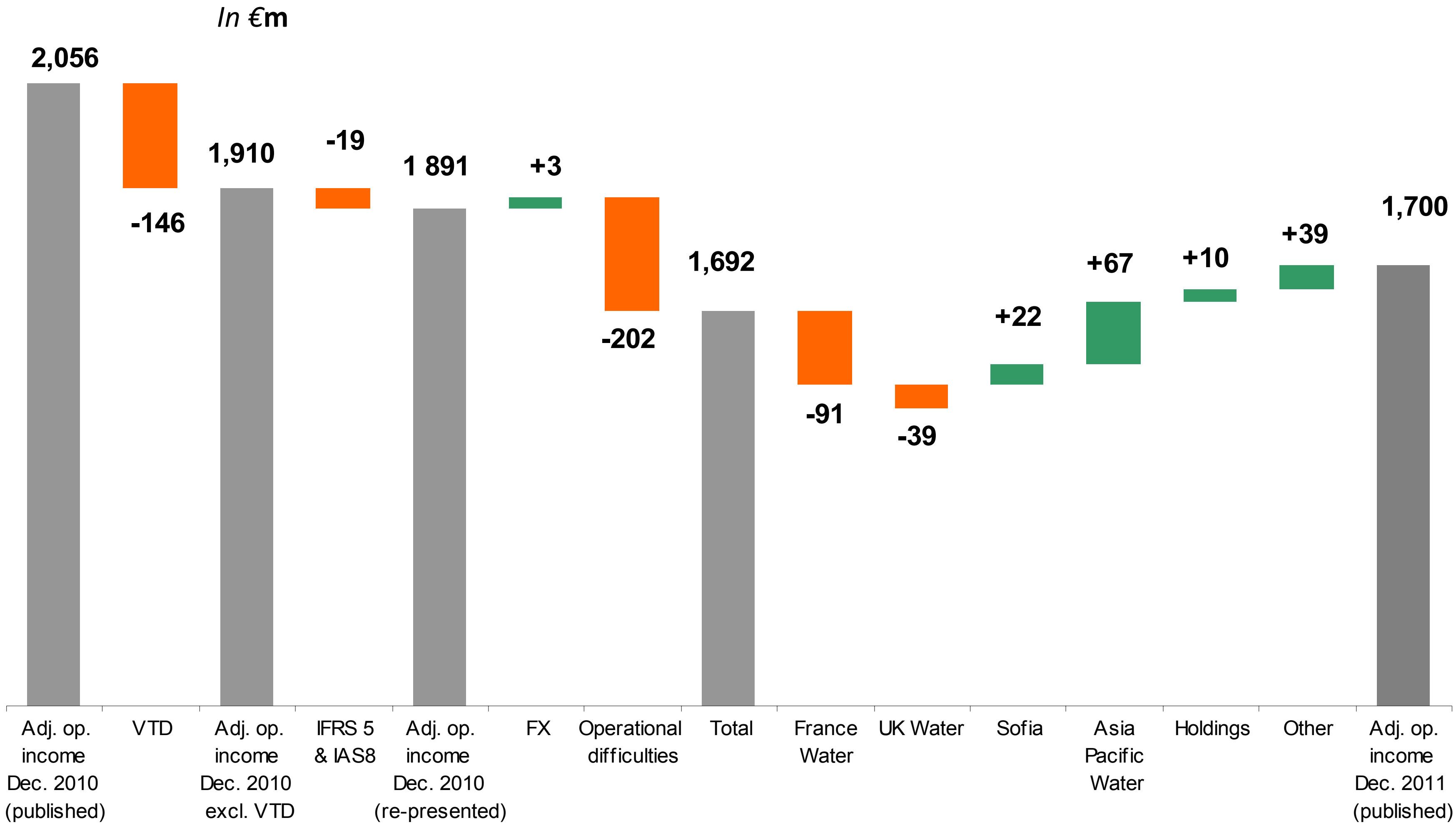
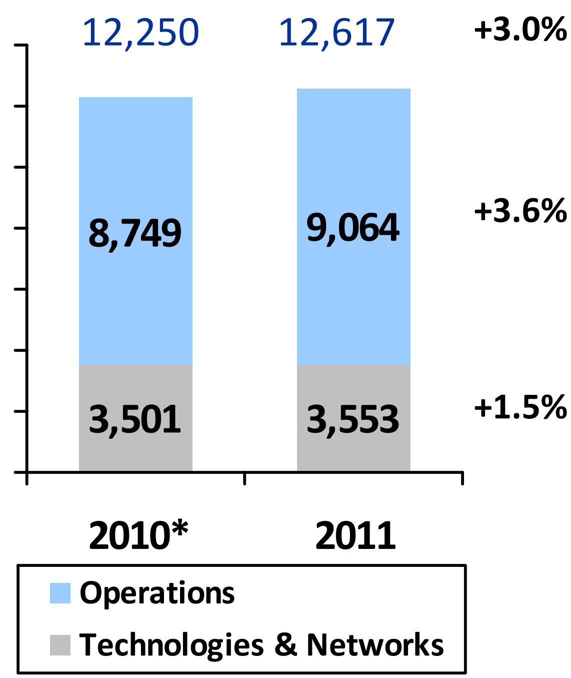
Evolution of adjusted operating income



Water: Revenue of €12,617M (+3%)

- Operations: Revenue increased 3.6% (1.4% at constant scope and FX)
  - France: Revenue declined by 2.3% due to contractual erosion (notably SEDIF) and lower volumes sold, and in spite of favorable price
  - Outside France: Revenue increased 7.2% given good performance in Germany, and Central and Eastern Europe (higher prices and contribution from United Utilities contracts) and in Asia (China and Japan)
- Technologies and Networks: Revenue improved 1.5% (+0.6% at constant scope and FX)
  - Recovery in Industrial Solutions activities
  - Favorable impact from the Hong Kong contract (€160M in revenue)
  - Continued decline in municipal sector (France and expected end of large contracts in Marafiq/ Fujairah / Ras Laffan).
  - Backlog increased by 7% excluding SADE compared to 2010, essentially due to industrial solutions and DBI

Annual Revenue (€M)



* To ensure the comparability of periods, the 2010 financial statements have been re-presented for the Proxiserve activities into discontinued operations

Water: Adjusted operating cash flow of €1,462M

- Adjusted operating cash flow declined 4.1% (-4.2% at constant FX) to €1,462M
  - Good contribution from new contracts (notably Sofia)
  - Good performance in Asia (China, Japan)
  - In France, contractual erosion (primarily SEDIF) and lower volumes sold by 1% (unfavorable summer weather in 2011)
  - Cost overruns and asset maintenance costs in the United Kingdom at the beginning of the year
  - Efficiency Plan: €126M
- Adjusted operating income declined 7.1% (-7.3% at constant FX) to €972M
  - Other than items negatively impacting adjusted operating cash flow, net capital gains were lower in 2011 vs. 2010 (-€43M difference), adjusted operating income was also impacted by non current asset impairments of -€33M

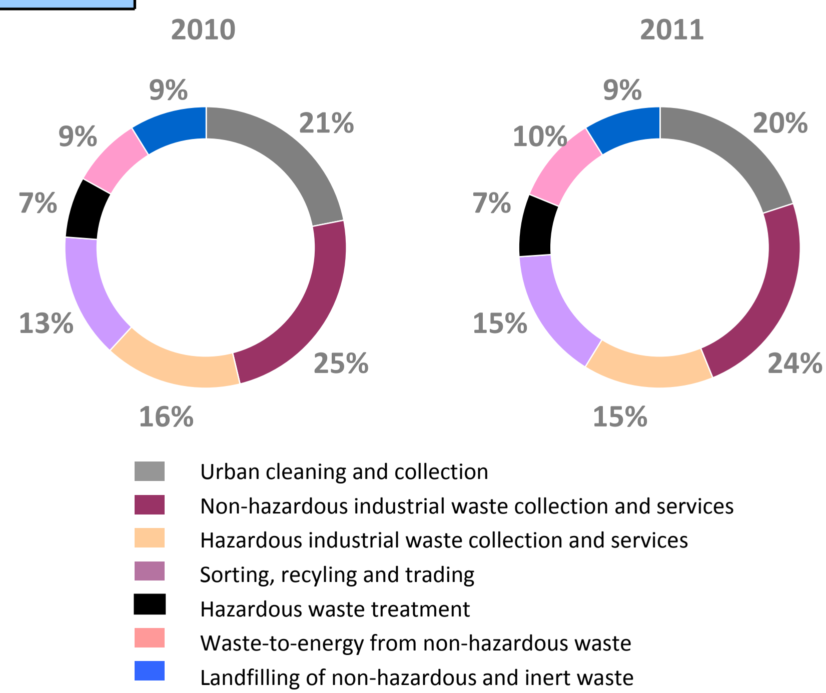
Environmental Services: Revenue of €9,740M (+4.3%)

Change in revenue 2011/2010: +4.3% and +4.9% at constant scope & FX

	2011	Q1	Q2	Q3	Q4
Price and volume of recycled materials	+1.8%	+4.7%	+2.8%	+1.4%	-1.3%
Waste volumes	+1.3%				
Service price increases	+0.9%				
Other	+0.9%				
Currency effect	-0.2%				
Consolidation scope	-0.4%				

- France: organic growth of 5.2% due to higher volumes (primarily in hazardous waste) while recycled materials prices maintained at an elevated level
- UK: internal growth of 6.7% due to the contribution of integrated contracts (PFI)
- Germany: organic growth of 6.4%, supported by higher paper prices and commercial efforts in industrial waste
- USA: revenue improvement in hazardous and solid waste, negatively impacted by the degradation within Marine Services operations

Breakdown of revenue by activity



Environmental Services: Adjusted operating cash flow of €1,197M

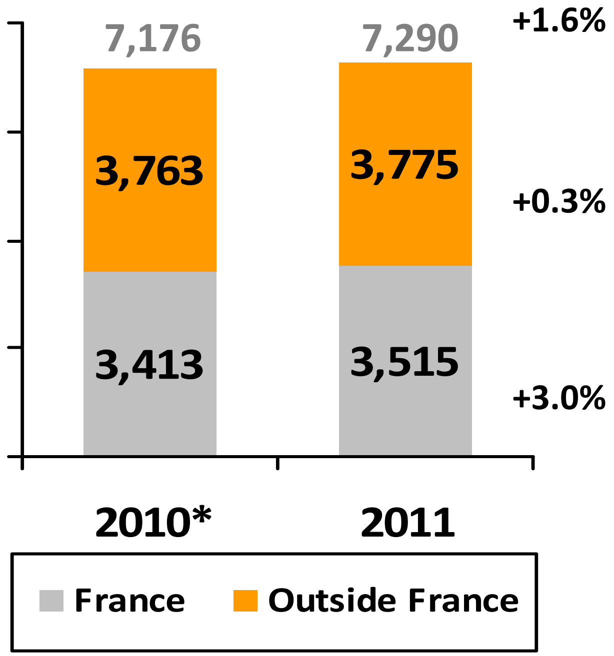
- Adjusted operating cash flow declined 5.9% (-5.6% at constant FX) to €1,197M
  - Favorable raw material price effects, particularly in H1
  - Increase in hazardous waste activity in France, U.S. and Asia
  - Continued ramp of PFI activities in the UK
  - Operational difficulties in Marine Services
  - Anticipated resolution of Alexandria contract
  - Launch of voluntary liquidation process of Veolia Environmental Services in Calabria (Italy)
  - Unfavorable movement in fuel prices
  - Efficiency Plan: €61M

- Adjusted operating income declined 13.0% (-13.3% at constant FX) to €508M
  - Other than items negatively impacting adjusted operating cash flow, the effects of restructuring efforts in Italy drove non-current asset impairments of €41.5M
  - Impact of variation in provisions for landfill site remediation of -€33M

Energy Services: Revenue of €7,290M (+1.6%)

- Revenue increased 1.6% (-0.5% at constant scope and FX) to €7,290M
  - Higher energy prices: €265M positive impact vs. 2010
  - Unfavorable weather effect, primarily in France and Central Europe: -€285M impact vs. 2010
- **In France,** growth of 3% (+2.4% at constant scope)
  - Higher average fuel prices offset by less favorable weather
- **Outside France**, stable revenue, but 3.2% decline at constant scope and FX
  - Central & Eastern Europe: 4.3% growth at current FX, but -5.4% at constant scope and FX
    - Higher heating and electricity prices, but lower electric capacity revenue and reduced subsidies on cogenerated electricity
    - Consolidation scope: Largely the effect of the reorganization of the Czech Republic operations in 2010 and the integration of the Warsaw district heating network in the fourth quarter of 2011
  - Spain and Italy: solar operations halted, persistent difficulties in installation

Annual Revenue (€M)



* To ensure the comparability of periods, the 2010 financial statements have been re-presented for the, Proxiserve activities and those of Citelum into discontinued operations.

Energy Services: Adjusted operating cash flow of €598M

- Adjusted operating cash flow declined 9.2% (-8.8% at constant FX) to €598M
  - France: increase in adjusted operating cash flow, weather impact offset by favorable price effect
  - Outside France: decline in adjusted operating cash flow
    - → Negative impact of weather offset by price effect
    - → Central & Eastern Europe: Weak growth in adjusted operating cash flow, following lower electricity sales in Poland and the Czech Republic, as well as the elimination of electricity cogeneration subsidies in Hungary
    - → Operational and economic difficulties in Southern Europe, notably in Italy
  - Efficiency Plan: €72M
- Adjusted operating income declined 12.3% (-12.1% at constant FX) to €386M

Net finance costs

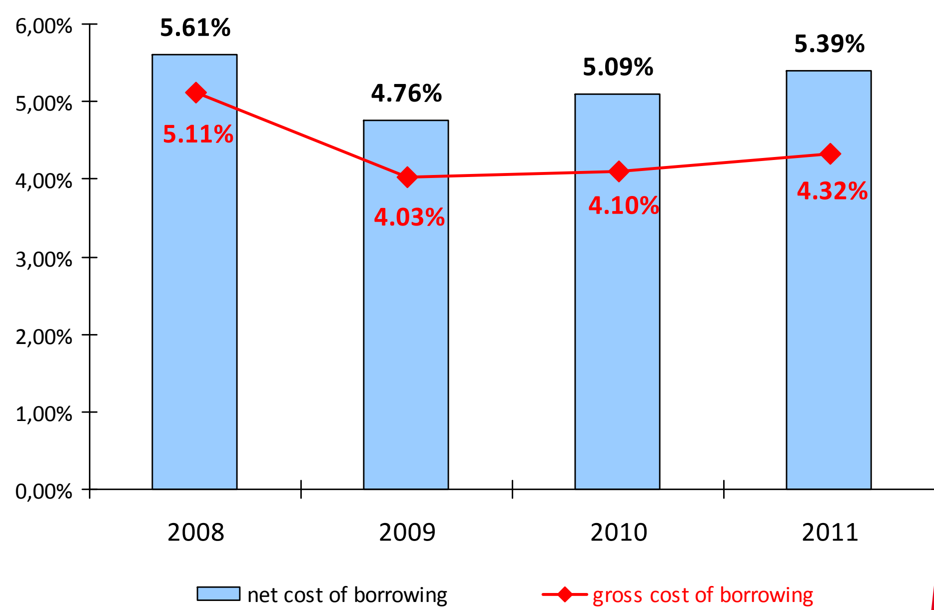
In €M	2010 re-presented		2011		Variation in %
Cost of net financial debt	**- 759**	***5.09%***	**-748**	***5.39%***	***+0.3%***
Impact of change in average cash balances					*+0.16%*
Impact of change in interest rates					*+0.04%*
Impact of partial buybacks of bonds					*+0.04%*
Other impacts					*+0.06%*

- **Closing net financial debt** [(1)] of €14,730M vs. 15,218M
- **Average net financial debt** [(2)] of €14,600M vs. €15,566M in 2010
- **Average gross debt**: €19,868M vs. €20,539M
  - *Cost of borrowing 4.32% vs. 4.10%*
- **Average cash and cash equivalents** of € 5,742M @ 1.48%

(1) Net financial debt represents gross financial debt (non-current borrowings, current borrowings, bank overdrafts and other cash position items), net of cash and cash equivalents and excluding fair value adjustments to derivatives hedging debt

(2) Average net financial debt is the average of monthly net debt during the period

Evolution of cost borrowing



Taxes

- After adjusting for one-time items, the 2011 annual Company tax rate was **37.2%** .
- The **effective** tax rate for 2011 is derived:

In €M	Tax expense	Income base before taxes	Tax rate
Adjusted for one-time items	**-380**	**1,021**	**37.2%**
Goodwill impairment and asset write downs	47	-733	
Write down deferred tax assets of U.S. and French tax groups	-225	-	
Rate changes (notably UK)	20	-	
Other elements	-1	-76	
Effective	**-539**	**212**	

Reconciliation of operating income to net income

In €M	2010 re-presented [1]			2011		
	Adjusted	Adjustment	TOTAL	Adjusted	Adjustment [3]	TOTAL
Operating income	1,891	91	1,982	1,700	-683	1,017
Cost of net financial debt [2]	-861		-861	-804	-	-804
Income tax expense	-302	-17	-319	-355	-184	-539
Share of net income of associates	18		18	12	-	12
Net income from discontinued operations	-	29	29	-	-3	-3
Non-controlling interests	-272	-18	-290	-263	90	-173
Net income attrib. to owners of Co.	**474**	**85**	**559**	**290**	**-780**	**-490**
Published net income attrib. to owners of the Co.	**579**	**2**	**581**	**290**	**-780**	**-490**

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(2) Including “other financial revenue and expense”, of which -€59M in unwinding discounts of provisions in 2011

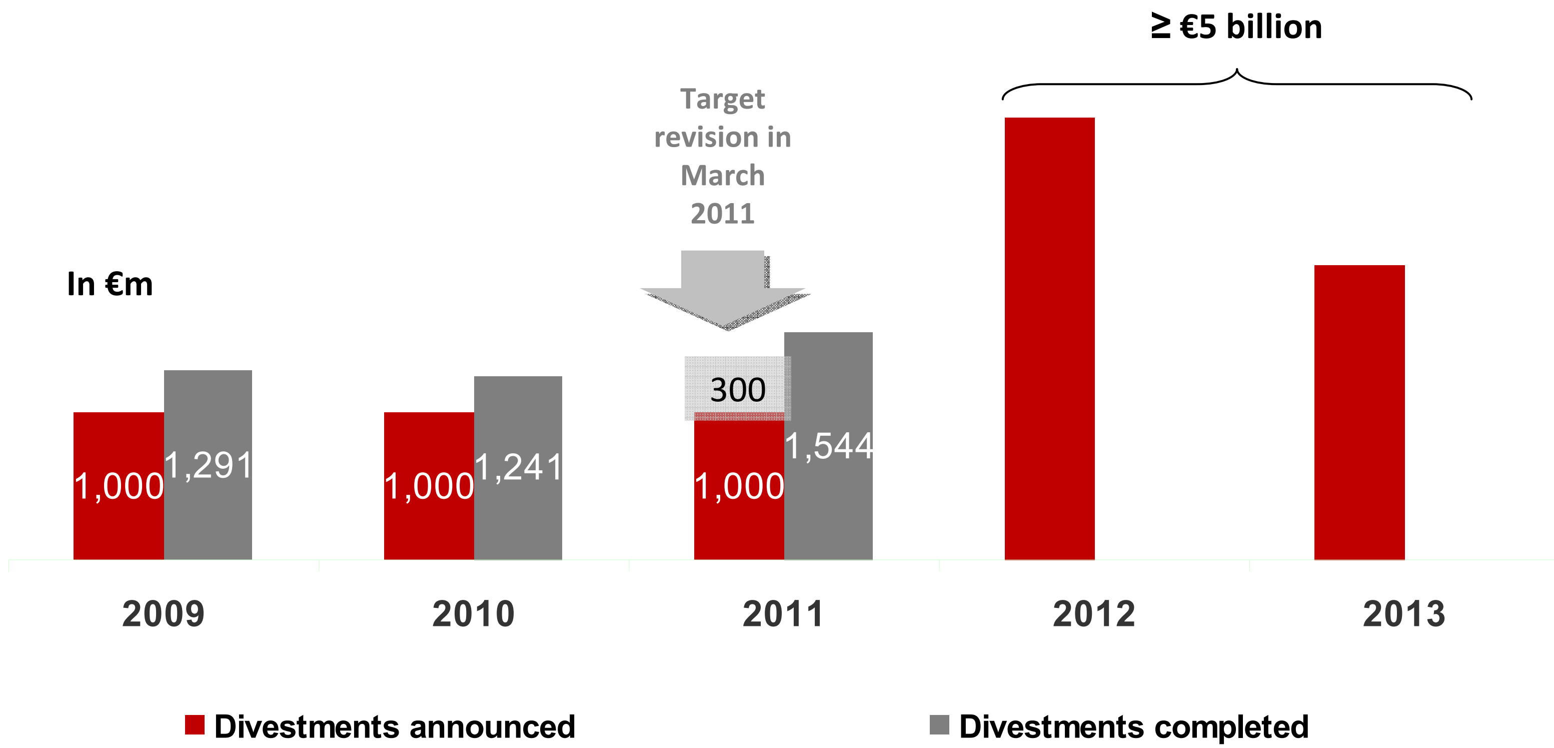
(3) See details in Appendix 6

Statement of cash flows: positive free cash flow of €438M

In €M	2010	2011
Operating cash flow before changes in working capital (1)	3,719	3,353
Repayments of operating financial assets	424	441
Total cash generation	**4,143**	**3,794**
Gross investments	-3,256	-3,134
Variation in working capital	106	-41
Taxes paid	-368	-368
Interest expense	-808	-771
Dividend (2)	-735	-547
Other (3)	86	-39
Divestments	1,241	1,544
Free cash flow	**409**	**438**
Impact of exchange rates	-465	-64
Other (4)	-35	114
Net financial debt at December 31	**15,218**	**14,730**
Change in net financial debt	91	-488

(1) Of which financial cash flows (re-presented -€14M in 2010 and €9M in 2011) and adjusted operating cash flow from discontinued operations (re-presented €418M in 2010 and €192M in 2011)
(2) Dividend paid to shareholders and non-controlling interests
(3) Notably changes in receivables and other financial assets for €41M in 2010 and -€53M in 2011
(4) En 2011, impact of the reclassification of VTD in assets and liabilities available for sale was -€205M

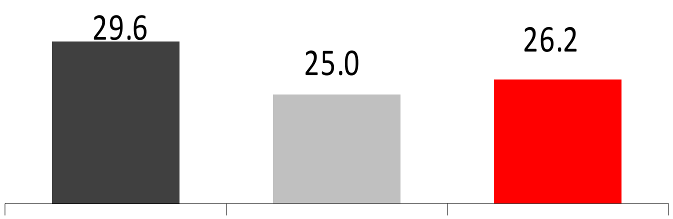
Divestments: more than €4 billion completed in three years



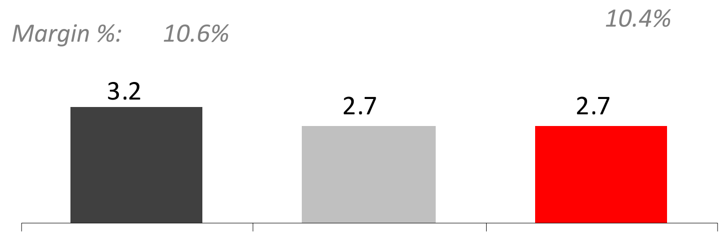
Objective: €5 billion of divestments in 2012-2013

New Veolia 2011*

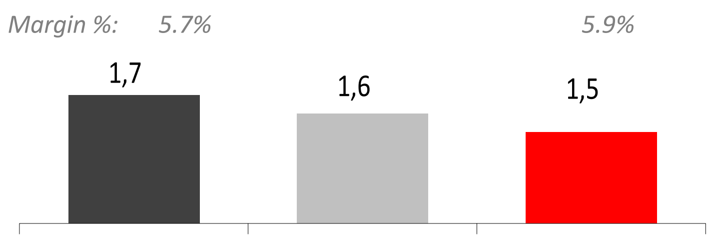
Revenue (€Billions)



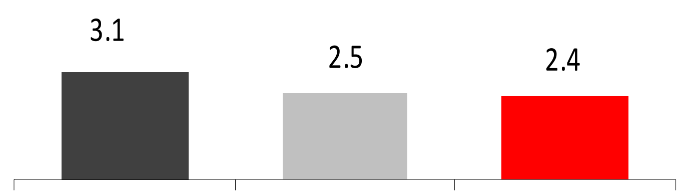
Adjusted Operating Cash Flow (€Billions)



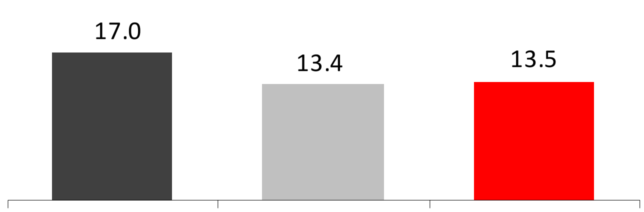
Adjusted Operating Income (€Billions)



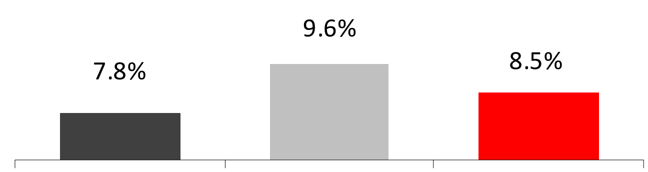
Gross investments (€Billions)



Year-end Capital Employed (€Billion)



ROCE Before Tax (%)



2011 Published   New Veolia 2010   New Veolia 2011

* After implementation of the divestment program of €5 billion in capital employed

Progression of strategic plan

Antoine Frérot

VEOLIA ENVIRONNEMENT

Transform Veolia

1. Refocus and deleverage the company
2. Evolve our business models
3. Streamline our organization
4. Reduce our costs

Improve financial flexibility

Focus the company on our value-added solutions

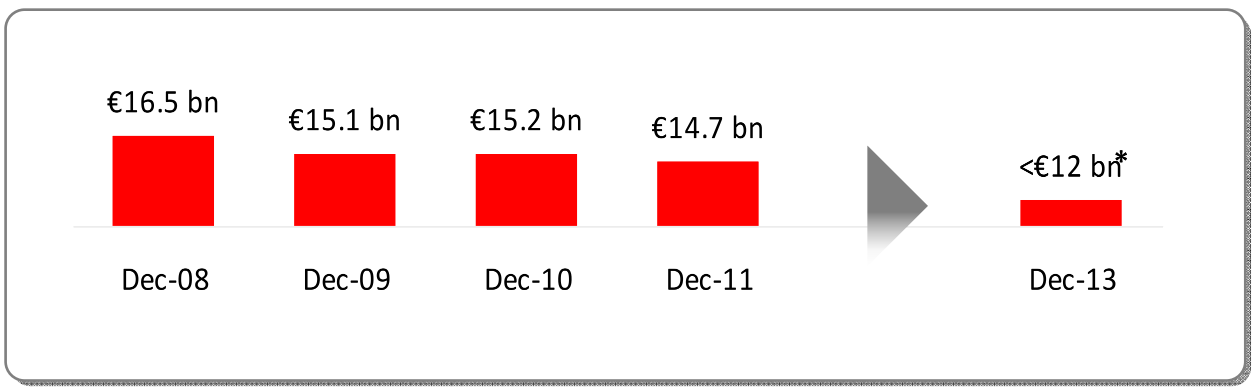
Capture highly profitable organic growth opportunities

1. Refocus and deleverage the company

- Reduction of participation in Veolia Transdev
  - Entered into exclusive negotiation with an investor
- U.K. regulated water
  - Divestment process initiated
- Solid Waste in the United States
  - Divestment process initiated

Included in more than € 5billion in divestments in 2012 and 2013

Net financial debt



* Before closing currency effect

2. Evolve our business offerings

- Treat the most difficult pollutants
- Propose solutions to growing scarcities

- Efficiently manage large public services
- Provide leading edge solutions to the most complex issues

From a supply market to a demand market

Offers commercialized and compensated according to client benefit

Commercial successes support our business models (1/3)

- Water
  - France: 238 contracts renewed, including 122 in drinking water and 116 in wastewater
  - DBO contract for desalination facility in Kuwait (~€79M, 5 years)

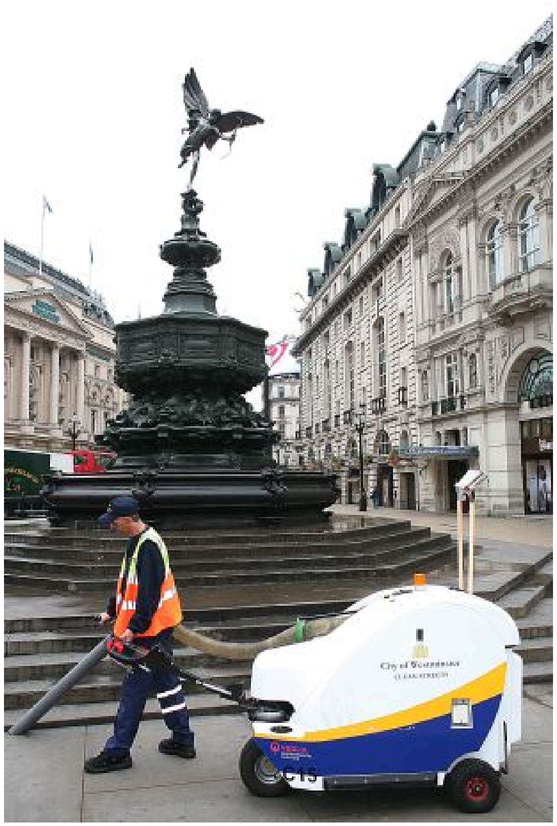
- 10 year DBO contract for a mine water treatment system in West Virginia and DBO contract for 12 years for a produced water reclamation facility in a California oil field (operations revenue for both contracts ~€88M)

- New York: Partnership between Veolia Water and the city to optimize water services
- Winnipeg (Canada): renovation and optimization of 3 wastewater treatment plants (30 years / 700,000 inhabitants) in partnership with the city. Remuneration to Veolia is a function of realized cost savings

Commercial successes support our business models (2/3)

- Environmental Services
  - Urban cleaning, collection, recycling contract in Haringey (£235M, ~€282M, 14 years)

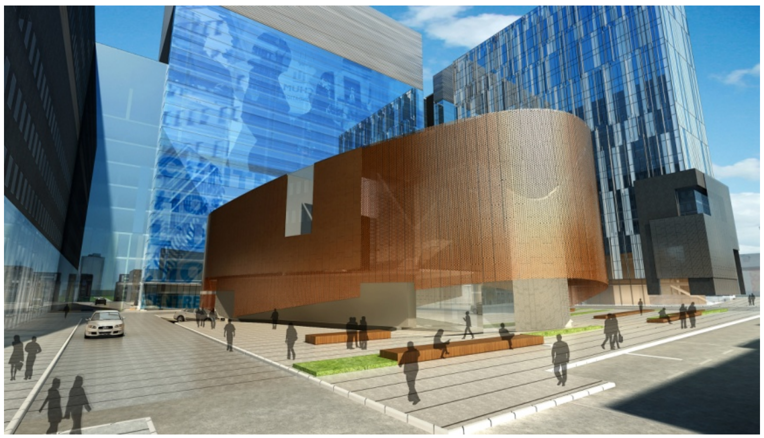
  - Integrated contract, including waste-to-energy (350,000T) with Hertfordshire County in the U.K. (£1.3B, ~€1.6B, 25 years)



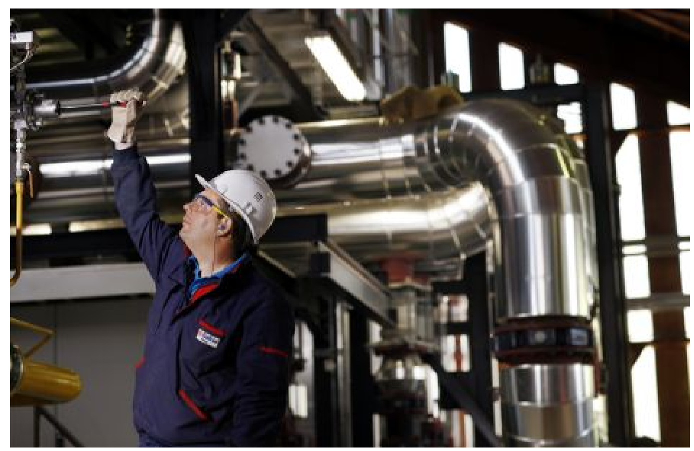
  - Romainville: contract for pneumatic waste collection

Commercial successes support our business models (3/3)

- Energy Services
  - Privatization of Warsaw district heating network (SPEC)



  - O&M contract with CHU in Montreal (~$CAN1.6 B, ~€1.2B, 30 years)
  - O&M contract for the Ministry of Defense site at Balard (€205M, 30 years)
  - DBO district heating contract for Grand Dijon (80% renewable energy) (€200M, 25 years)



3. Streamline our organization to reduce costs

Simplification

- Reorganization of functions and processes
  - Reconfiguration of headquarters facilities
  - Strengthen function reporting lines
- Eliminate one level of management
  - Eliminate geographic zone structures of divisions
  - Structural simplification of divisions (Water France: adaptation plan)

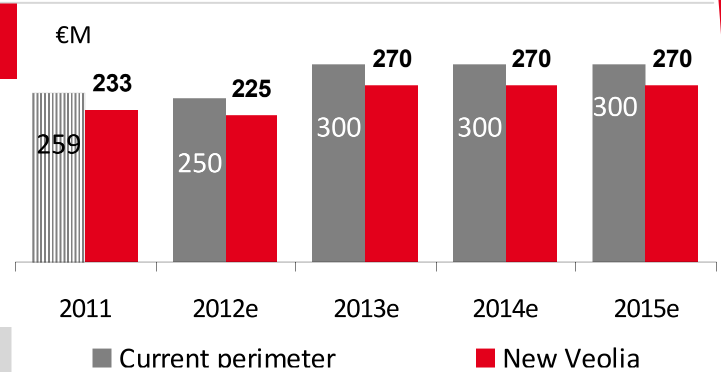
Aggregation

- Mutualization of back-office functions at country level
- New IT: standardized and simplified IT infrastructures
  - Standardized processes
  - Information systems managed in a consistent and coherent manner
- Organization by country of the purchasing function

4. Reduce costs
A two phase plan

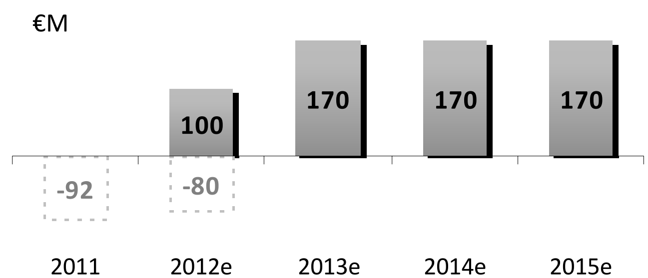
1. Efficiency Plan

- Improve operational performance
- Efficiency gains, after implementation costs:
    - 2012: €225M (New Veolia perimeter)
    - From 2013: €270M per year (New Veolia perimeter)



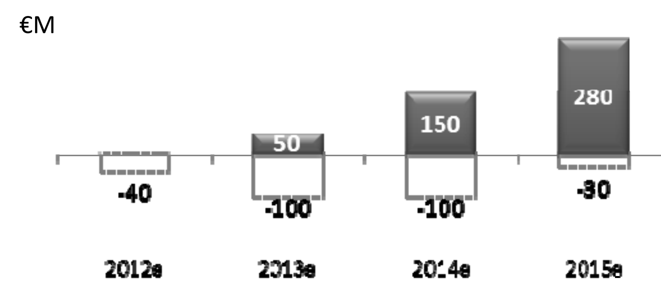
2. Convergence – Phase 1

- Immediate cost cutting
- One-off implementation cost: €80M in 2012
- Net impact on operating income (New Veolia perimeter):
    - 2012: €20M
    - €170M per year from 2013



3. Convergence – Phase 2

- Transform our organization
- Total implementation costs 2012-2015: €270M
- Net impact on operating income in 2015: €250M

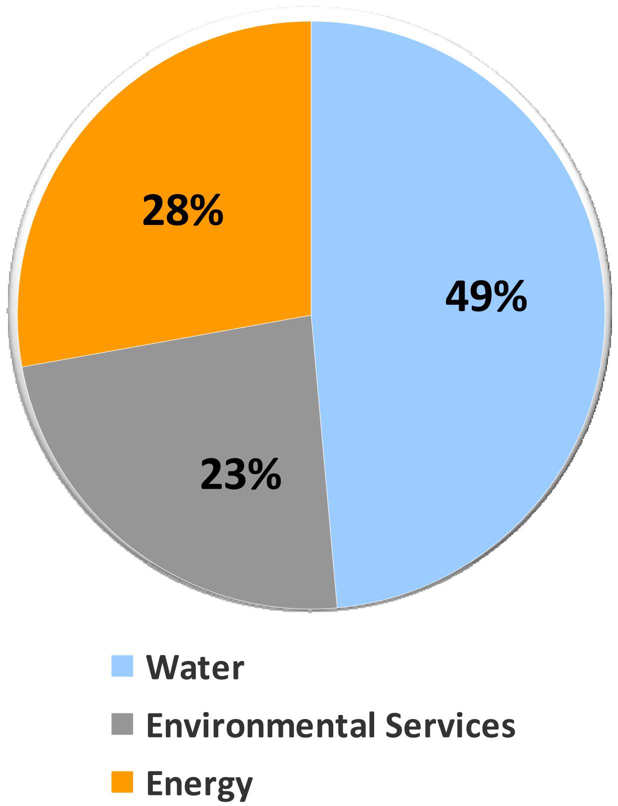


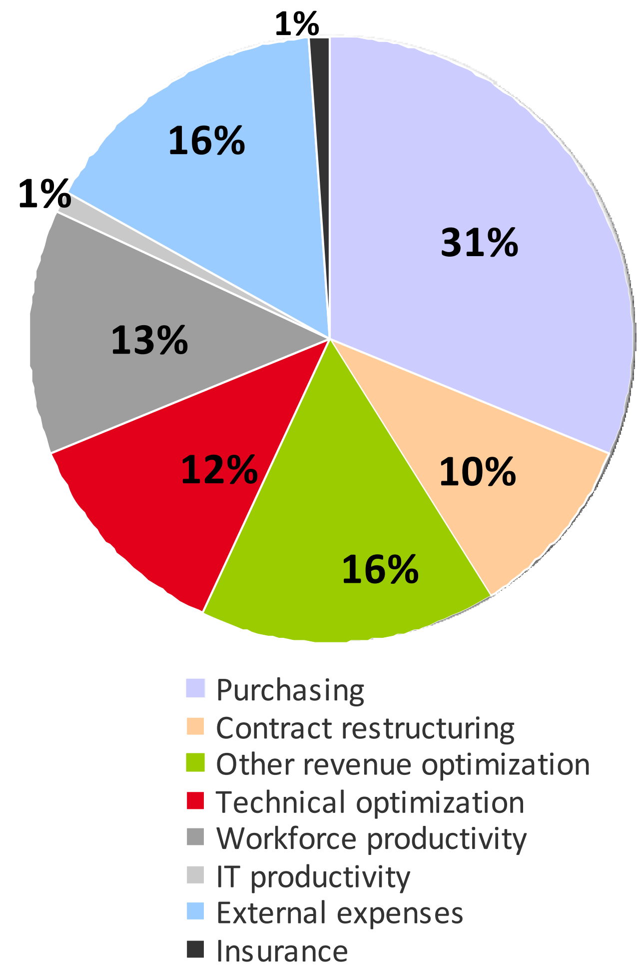
Minimum net impact on operating income: -€20M in 2012,
€120M in 2013, €220M in 2014 and €420M in 2015

4. Reduce costs

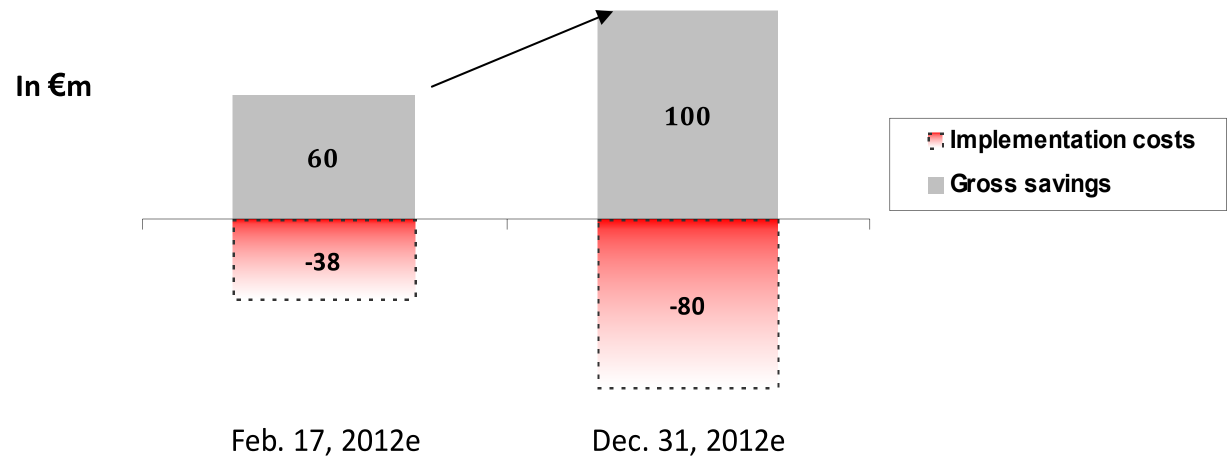
Efficiency Plan: 2011 results exceeded objectives

€259M productivity gains in 2011 (excluding transport) net of implementation costs

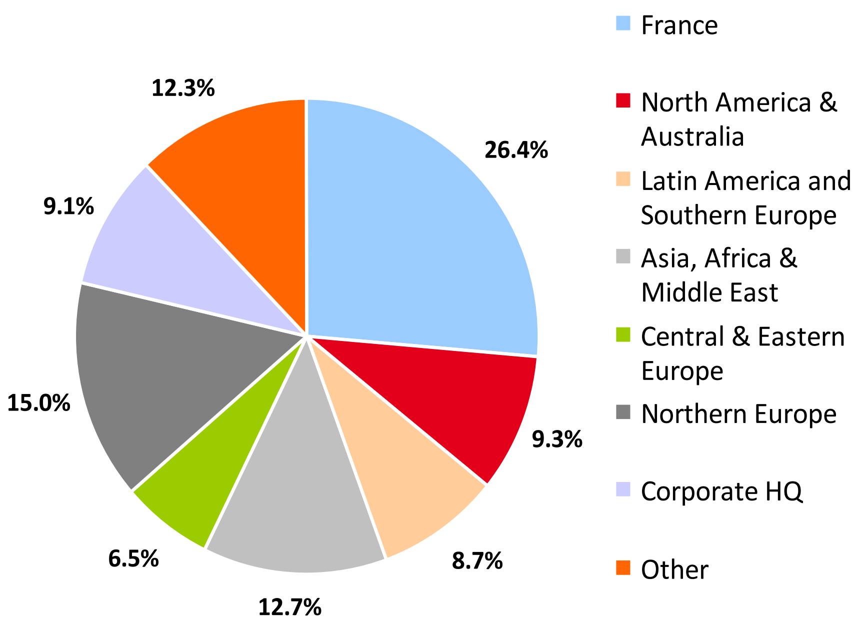




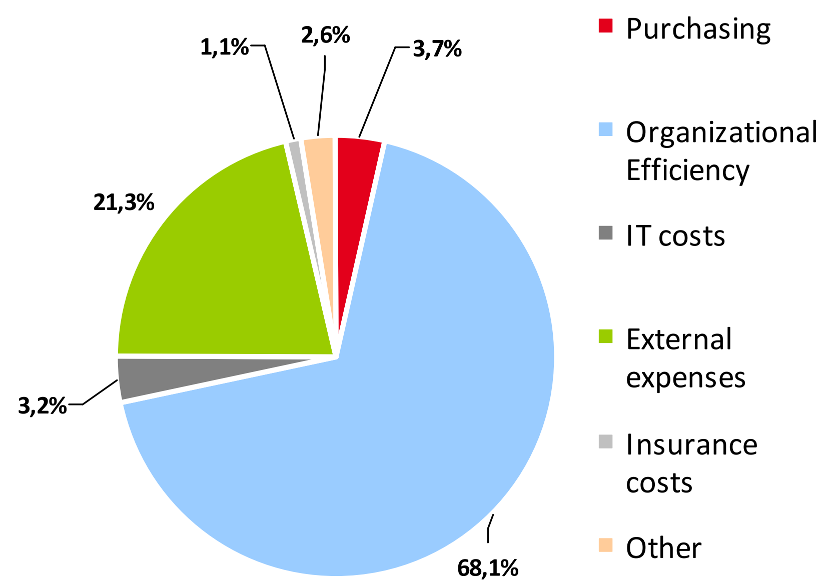
4. Reduce costs - Convergence (Phase 1)



Breakdown of net savings by geographic zone



Breakdown of net savings by lever



4. Reduce costs - Convergence (Phase 2)
Initial projects (1/2)

- Water: Reorganization in France
  - Specialization of competencies (Development, Clientele, Operations) vs. classic territorial organization
  - Put in place new methods
    - → Conditional maintenance of equipment
    - → Optimization and renewal of meters
    - → Standardization of facility operations
    - → Planning and geo-localization of 20 million annual interventions

    ⇒ 10-15% operational efficiency
    1/3 of expected savings (time, fuel, distance travelled…)
  - Beginning 2012:
    - → 7 regions vs. 10 and 35 centers vs. 45
    - → Elimination of 110 local agencies
    - → Constituting 3 vertical organizations (Development, Clientele, Operations)
    - → Management of 20 million interventions in the process of deployment

4. Reduce costs - Convergence (Phase 2)
Initial projects(2/2)

- Water: Reorganization in Germany
  - Objective: integrate the current organization (3 entities) under one management
  - Organization by functional lines
  - → €15M cost savings per year

- A transverse project: New IT
  - Task: reduce costs and improve information exchange throughout the Company
  - Objective: Standardized infrastructure, normalized processes, IT managed in a consistent manner
  - → For France: €40M in Capex & €15M in cost savings per year

Growth platforms (1/2)

Water: Central & Eastern Europe

€M	2009	2011
Revenue	875	1,038
Adj. Op. cash flow	141	181

Energy Services: Central & Eastern Europe

€M	2009	2011
Revenue	1,241	1,416
Adj. Op. cash flow	289	301

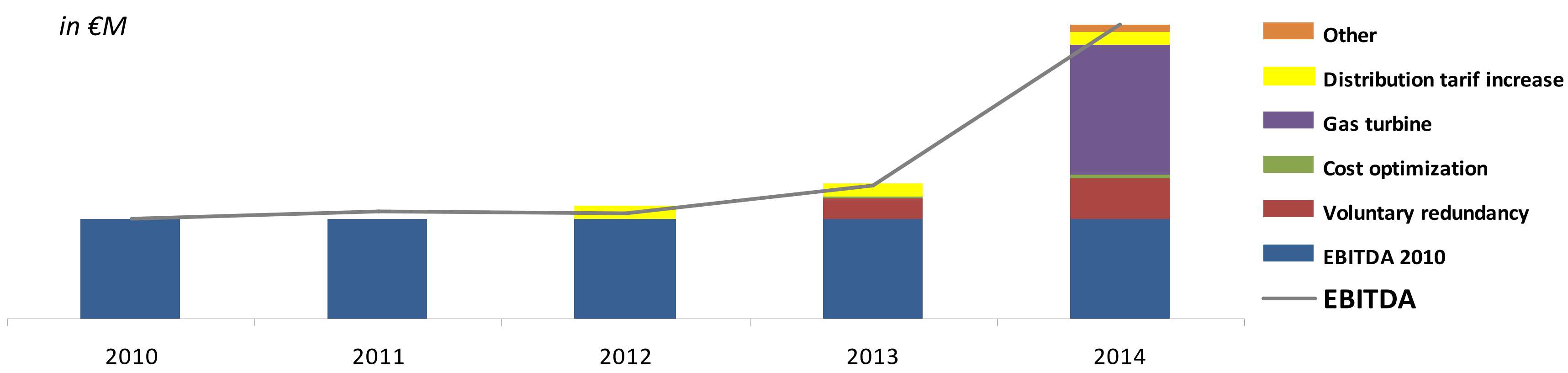
Water: China

€M	2009	2011
Revenue	531	772
Adj. Op. cash flow	92	125

Environmental Services: PFI in the United Kingdom

€M	2009	2011
Revenue	370	567
Adj. Op. cash flow	102	135

Focus on Warsaw district heating network (SPEC) (2/2)



- **Rapid integration**
  - Purchased October 11, 2011, new management nominated
  - Launched information technology integration project
  - Launched reorganization beginning of January 2012
  - 2 gas turbines available in the Company
- **4 value creation levers following the examples of valuation creation generated in Poznan and Lodz**
  - Optimization of costs
  - Personnel reduction
  - Cogeneration
  - Commercial development
- **High project profitability**
  - Five year cumulated Capex of ~€220M of which €85M associated with gas turbines
  - Evolution of pre-tax ROCE : >4% in 2012 and > 15% in 2014

Outlook

2012-2013 Transition period	• Divestments of €5bn
	• Reduce net financial debt below €12bn(1)
	• Cost reduction in 2013: gross impact of €220M and net(2) impact of €120M on Operating Income
	• Commitment on dividend policy
	  • €0.70(3) per share in 2012, paid in cash or shares
	  • €0.70(3) per share in 2013

2014 and beyond: New Veolia	• Organic revenue growth > +3% CAGR (mid-cycle) • Adjusted Operating Cash Flow > +5% CAGR (mid-cycle) • Leverage(4) of 3.0x(5) • Mid-term: historical payout ratio(3) • Cost reduction in 2015: gross impact of €450M and net(2) impact of €420M on Operating Income

(1) Before exchange rate impact
(2) Net of implementation costs
(3) Subject to approval of Veolia's Board of Directors and shareholders
(4) Net financial debt / (Cash flow from operations + principal repayments on operating financial assets)
(5) ±5%

Appendices

Summary of appendices

Appendix 1: Currency movements

Main currencies (1€ = xx unit of foreign currency)	2010	2011	∆ 2011 / 2010
U.S. dollar			
Average rate	1.327	1.392	-4.9%
Closing rate	1.336	1.294	+3.2%
U.K. pound sterling			
Average rate	0.858	0.868	-1.1%
Closing rate	0.861	0.835	+3.0%
Chines yuan			
Average rate	8.981	8.996	-0.2%
Closing rate	8.822	8.159	+7.5%
Australian dollar			
Average rate	1.444	1.348	+6.6%
Closing rate	1.314	1.272	+3.1%
Czech koruna			
Average rate	25.294	24.589	+2.8%
Closing rate	25.061	25.787	-2.9%

The **average rate** applies to the income statement and cash flow statement
The **closing rate** applies to the balance sheet

Appendix 2: Main 12M 2010 re-presented figures (1)

In €M	12M 2010 published	IFRS5 Adjustment [a]	IFRS5 Adjustment VTD[b]	Other[c]	12M 2010 Re-presented [1]
Revenue	34,786.6	(258.3)	(5,764.7)	0.6	28 ,764.2
Adjusted operating cash flow	3,653.8	12.8	(329.2)	(22.8)	3,314.6
Adjusted operating income	2,055.7	4.1	(145.8)	(22.6)	1,891.4
Adjusted net income attributable to owners of the Company	579.1	(6.2)	(76.3)	(22.6)	474.0
Net income attributable to owners of the Company	581.1			(22.6)	558.5
Free Cash Flow[2]	409.0				409.0

(1) (a) To ensure the comparability of periods, the 2010 financial statements have been re-presented to include:
- the impact of the reclassification into “net income from discontinued operations” of Habitat Services (“Proxiserve”) activities in the Water and Energy Services divisions, and Citelum activities in the Energy Services division;
- the impact of the reclassification into ‘continuing operations of the activities in Gabon in the Water division and the “Pinellas” incineration activities within the Montenay International entities in the United States in the Environmental Services division.

(b) The 2010 financial statement have been re-presented, in order to ensure the comparability of periods for the reclassification into “net income from discontinued operations” of the Transportation Division as a whole.

(c) The 2010 financial statements have been re-presented to adjust 2010 for the impact of the fraud discovered during the second quarter of 2011 in the Marine Services business in the United States (a unit of the Environmental Services Division). The impact in 2010 was not material, but the adjustment was made in application of IAS8 “Accounting Policies, Changes in Accounting Estimates and Errors”.

(2) Free cash Flow represents cash generated (sum of operating cash flow before changes in working capital and principal payments on operating financial assets) net of the cash component of the following items: (i) changes in working capital for operations, (ii) operations involving equity (share capital movements, dividends paid and received), (iii) investments net of disposals (including the change in receivables and other financial assets), (iv) net financial interest paid and (v) tax paid.

Appendix 3: New Veolia Definition

- The "New Veolia" perimeter corresponds to the company Veolia refocused on 3 core divisions: Water, Environmental Services and Energy Services.
- This new perimeter takes into account:
  - Significant structural divestments:
    - Veolia Transdev,
    - Regulated water in the United Kingdom
    - Solid Waste in Environmental Services in the US.
  - To which is added, the Proxiserve and Citelum divestments and divestments related to geographic refocusing of the Company via the exit from certain countries.
- These activities are not yet divested and the Company cannot guarantee the timing or results of the process of divestments.
- Reconciliation of previously published 2011 and 2010 figures with figures for 2011 and 2010 on the New Veolia perimeter:

	Revenue	Adj. Op. Cash Flow	Adj. Op. Income	Gross investments	Year End Capital Employed	ROCE before tax
2011 published (*)	**29.6**	**3.2**	**1.7**	**3.1**	**17.0**	**7.80%**
Structural divestments	-0.9	-0.3	-0.1	-0.1	-2.1	
Other divestments	-2.5	-0.2	-0.1	-0.6	-1.4	
2011 New Veolia (**)	**26.2**	**2.7**	**1.5**	**2.4**	**13.5**	**8.50%**

(*) excluding the contribution of Veolia Transdev reclassified into discontinued operations as of December 31, 2011
(**) Excluding tax impacts and divestment costs

	Revenue	Adj. Op. Cash Flow	Adj. Op. Income	Gross investments	Year End Capital Employed	ROCE before tax
2010 retraité (*)	**28.8**	**3.3**	**1.9**	**3.3**	**17.2**	**9.10%**
Structural divestments	-0.9	-0.3	-0.2	-0.1	-2.0	
Other divestments	-2.9	-0.3	-0.1	-0.7	-1.8	
2010 New Veolia (**)	**25.0**	**2.7**	**1.6**	**2.5**	**13.4**	**9.60%**

(*) excluding the contribution of Veolia Transdev reclassified into discontinued operations as of December 31, 2011
(**) Excluding tax impacts and divestment costs

Appendix 4: Principal contracts won or renewed since the beginning of 2011 in France (1/4)

ORGANIC GROWTH

- Renewals:

- 238 main contracts renewed in France during 2011 in *Water* (o/w 122 in drinking water & 116 in wastewater), 74 in *Waste* (o/w 48 from local authorities & 26 from companies), & 80% of contracts due to expire during 2011 renewed in *Energy*
- The Nanterre waste management authority (SYCTOM) *(Waste)* - Length: 3 years - Cumul. Rev.: €36m
- Collection of household waste & recyclable materials in Hyères les Palmiers *(Waste)* - Length: 6 years - Cumul. Rev.: €25m
- Perpignan *(Water)* – Length: 12 years – Cumul. Rev.: €196m
- Melun *(Water)* – Length: 12 years – Cumul. Rev.: €106m
- Fontainebleau *(Water)* - Length: 10 years - Cumul. Rev.: €34m
- Restoration and new boiler wholly dedicated to biomass on the site Areva La Hague – Length: 20 years – Cumul. Rev.: €500m *(Energy)*
- Operation of the biodegradable waste & household residual waste treatment unit for the Pays de Lorient community agglomeration *(Waste)* - Length: 6 years

- Outsourcing / Privatization:

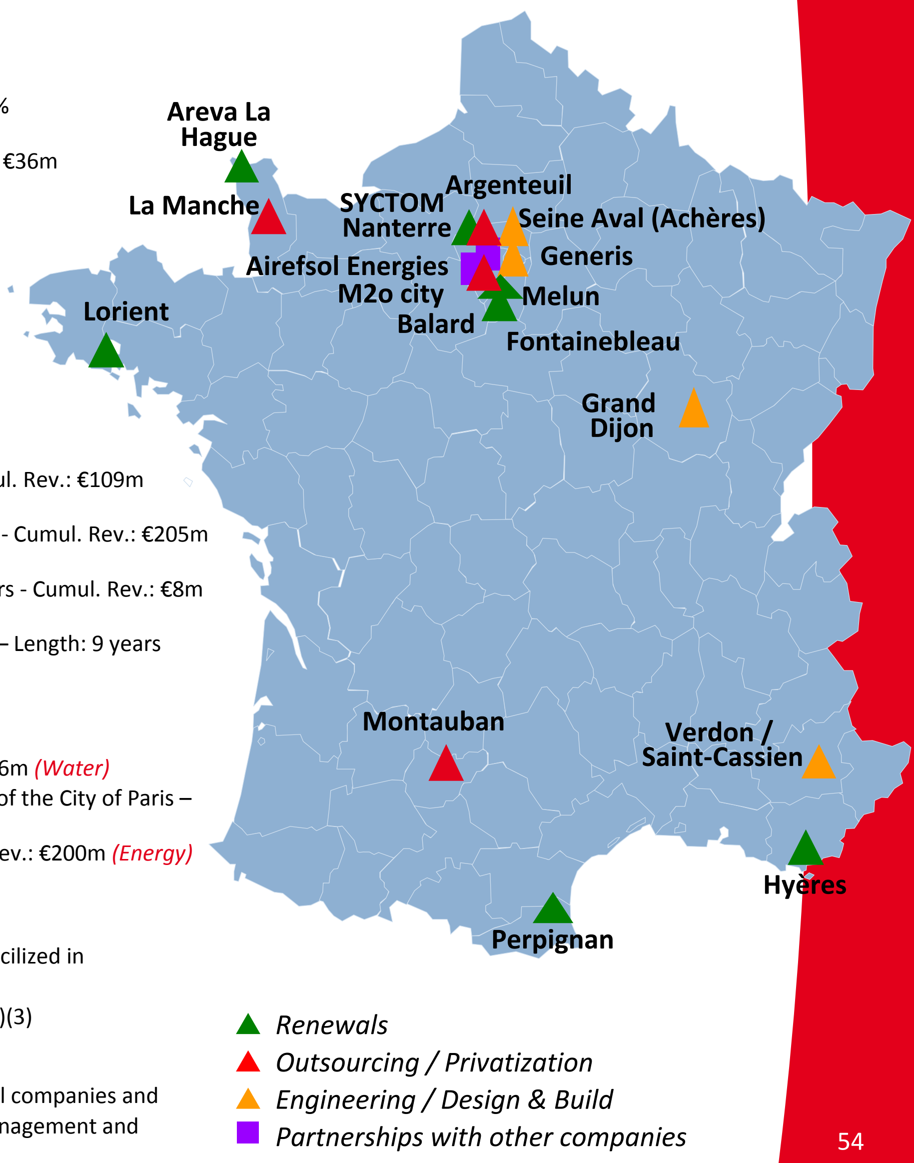
- Public service concession contract for heating network in Argenteuil – Length: 30 years – Cumul. Rev.: €109m *(Energy)*
- Operation and maintenance of the site of Ministère de la Défense in Balard – Length: 30 years - Cumul. Rev.: €205m *(Energy)*
- The «La Manche Conseil Général» (energy performance partnership contract) - Length: 15 years - Cumul. Rev.: €8m *(Energy)*
- Montauban : public service concession contract for **water** production and distribution service – Length: 9 years – Cumul. Rev.: €46m *(Water)*

- Engineering / Design & Build:

- Hydraulic link Verdon/Saint-Cassien (networks) *(Water)*
- Renovation of Seine Aval biological wastewater treatment plant in Achères – Cumul. Rev.: €196m *(Water)*
- First contract DBO for vacuum waste collection service in the future Clichy-Batignolles district of the City of Paris – Length: 12 years *(Waste)*
- DBO contract for the new Greater Dijon district heating network – Length: 25 years – Cumul. Rev.: €200m *(Energy)*

PARTNERSHIPS

- Partnership between Veolia Water & Orange with the creation of «m2o city», an operator specilized in remote environmental data & water meter reading services *(Water)*
- Partnership between Eolfi (Veolia Environnement's subsidiary) & Réseau Ferré de France (RFF)(3) with the creation of a common company (67/33) «Airefsol Energies » aiming at developing clean energy sources *(multi-services)*
- Partnership between *Veolia Environmental Services* and the French employers' union for small companies and the self-employed working in the building sector to offer a special service to help with the management and recycling of their worksite waste



Appendix 4: Principal contracts won or renewed since the beginning of 2011 in Europe (2/4)

ORGANIC GROWTH

- Outsourcing / Privatization:

- Extension of the Bucarest scope *(Water)* - Cumul. Rev.: €600m
- Contract for street cleaning, waste collection & recycling for the Haringey district of London *(Waste)* - Length: 14 years – Cumul. Rev.: £235m (~€282m)
- Private Finance Initiative (PFI) contract for residual waste treatment for the Hertfordshire county *(Waste)* - Length: 25 years - Cumul. Rev.: £1.3bn (~€1,6bn)
- Vigo new hospital - O&M contract (PPP) *(Energy)* - Length: 20 years - Cumul. Rev.: €96m
- Nestlé *(Energy)* - Length: 15 years - Cumul. Rev.: €96m
- Campus of Bari *(Energy)* - Length: 12 years - Cumul. Rev.: €40m
- Bonduelle *(Energy)* - Length: 5 years - Cumul. Rev.: €4m
- San't Orsola Hospital (PPP) in Bologna (Italy) – Length: 24 years – Cumul. Rev.: €139m *(Energy)*

- Engineering / Design & Build:

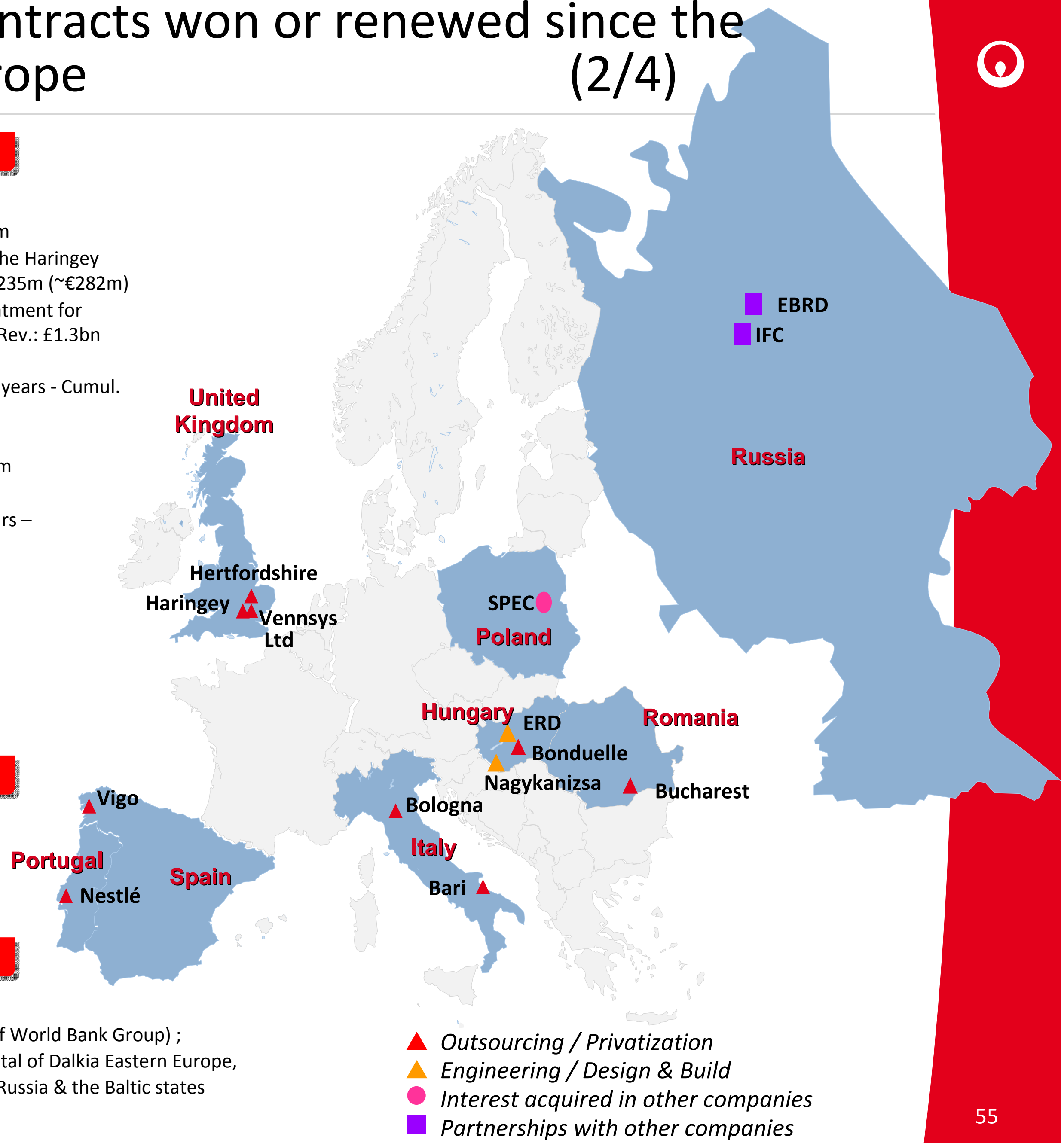
- ERD (sewer system) *(Water)*
- Nagykanizsa (sewer & rain water system) *(Water)*

EXTERNAL GROWTH

- Privatization of the district heating network of Warsaw *(Energy)* – Acquisition of 85% stake in SPEC

PARTNERSHIPS

- Partnerships (energy) between:
  - Dalkia & the International Finance Corporation (a member of World Bank Group) ;
  - Dalkia & EBRD with a 5.5% stake acquisition each in the capital of Dalkia Eastern Europe, the new subsidiary created to bring together its activities in Russia & the Baltic states



Appendix 4: Principal contracts won or renewed since the beginning of 2011 in North America (3/4)

ORGANIC GROWTH

- Renewals:

- ▲ Aberdeen Proving Ground - Hazardous waste collection & treatment *(Waste)* - Cumul. Rev.: $12.5m (~€9.7m)
- ▲ Oklahoma City – Wastewater treatment services – Length: 6 years – Cumul. Rev.: €46m *(Water)*

- Outsourcing / Privatization:

- ▲ Hazardous waste treatment for UPS Group's sites in the United States *(Waste)* - Cumul. Rev.: **$**50m (~€39m)
- ▲ University of Montreal Hospital Center (CHUM) *(Energy)* - Length: 30 years – Cumul. Rev.: around €1.2bn
- ▲ Three wastewater treatment and biosolids facilities in Winnipeg (Canada) – Length: 30 years *(Water)*

- Engineering / Design & Build:

- ▲ Construction and operation of a mine wastewater treatment plant in West Virginia (DBO) *(Water)*
  - contract length: 10 years
- ▲ Construction & operation of a produced water facility for an oilfield in California (DBO) *(Water)*
  - Contract length: 12 years

Global cumul. rev. (operation only): €88m

▲ *Engineering / Design & Build* ▲ *Outsourcing / Privatization* ▲ *Renewals*

Appendix 4: Principal contracts won or renewed since the beginning of 2011 in Asia – Middle East (4/4)

ORGANIC GROWTH

- **Renewals**

▲ Singapore – National Environmental Agency- Collection of household waste *(Waste)* - Cumul. Rev.: €53m

- Outsourcing / Privatization :

▲ Operation of drinking water services in Oman – Length: 5 years – Cumul. Rev.: €31m *(Water)*

▲ Operation & maintenance of the cooling network in Hong Kong – Length: 6.5 years – Cumul. Rev.: €26m *(Energy)*

- Engineering / Design & Build :

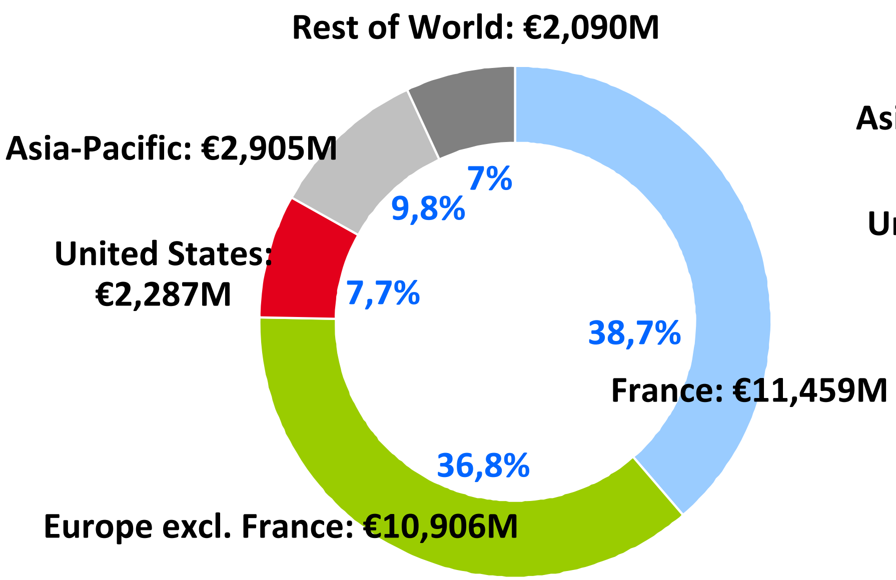
▲ Construction & operation of a new reverse osmosis desalination unit at the Az-Zour South plant (DBO) *(Water)* - Operating length: 5 years - Cumul. Rev.: €79m (incl. construction)

▲ Supply of technology for a drinking water treatment plant at Yanbu II *(Water)* - Cumul. Rev.: €45m

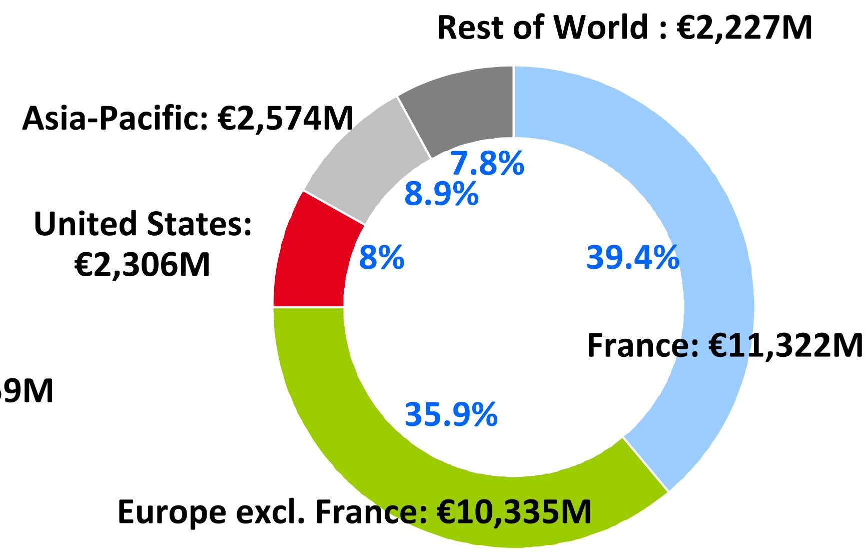
▲ Contract D&B for Manila Water Company's Marikina North Sewage Treatment Plant (Philippines) *(Water)* – Cumul. Rev.: $62m

Appendix 5: Breakdown of revenue by geographic zone (1/2)

2011 : €29,647M



2010* : €28,764M



	Δ Current FX	Δ Constant FX	Δ Excl. FX and scope
France	+1.2%	+1.2%	+1.4%
Europe excl. France	+5.5%	+5.3%	+1.6%
United States	-0.8%	+4.0%	+4.1%
Asia/Pacific	+12.8%	+10.0%	+9.6%
Rest of World	-6.2%	-4.7%	-4.7%
Company	+3.1%	+3.2%	+2.0%

* To ensure the comparability of periods, the 2010 financial statements have been re-presented. See Appendix 2.

Appendix 5: Environmental Services revenue in 4 key countries (2/2)

	% of 2011 revenue	Var at constant scope & FX 2011/2010	Variation Q4 year on year	
France	**35%**	**+5.2%**	**+0.3%**	Higher price and volumes of recycled raw materials Good level of activity in hazardous waste Opening of new landfills Stronger municipal activity
Germany	**12%**	**+6.2%**	**-1.9%**	Higher price and volumes of recycled raw materials Competitive pressure in municipal and C&I contracts
United Kingdom	**17%**	**+6.7%**	**-2.6%**	Positive contribution from integrated contracts (PFI) Higher prices of recycled raw materials Municipal: slight increase in volumes and new services Landfill: decline in landfilled volumes
North America	**13%**	**-**	**-1.4%**	Solid waste: 4.5% increase in revenue at constant scope and FX Marine Services : weak fleet utilization levels and material damages, activity in process of divestment

Appendix 6: Summary of 2011 non-recurring items

- In operating income: one-time write downs of €683M
  - Of which - €505M in goodwill write downs and - €178M in write downs of other assets
- In taxes: write down of deferred tax assets relating to the French fiscal group (-€87M) and U.S. fiscal group following the envisioned changes in scope (-€138M)
- In non-controlling interests : +€90M
- In net income from discontinued operations: -€3M

One-time impairments

In €M	Water	Environ. Services	Energy Services	Total
Southen Europe	(76)	(149)	(266)	(491)
North Africa	(37)			(37)
United States			(153)	(153)
Other	2		(4)	(2)
TOTAL	**(111)**	**(149)**	**(423)**	**(683)**

Tax charges

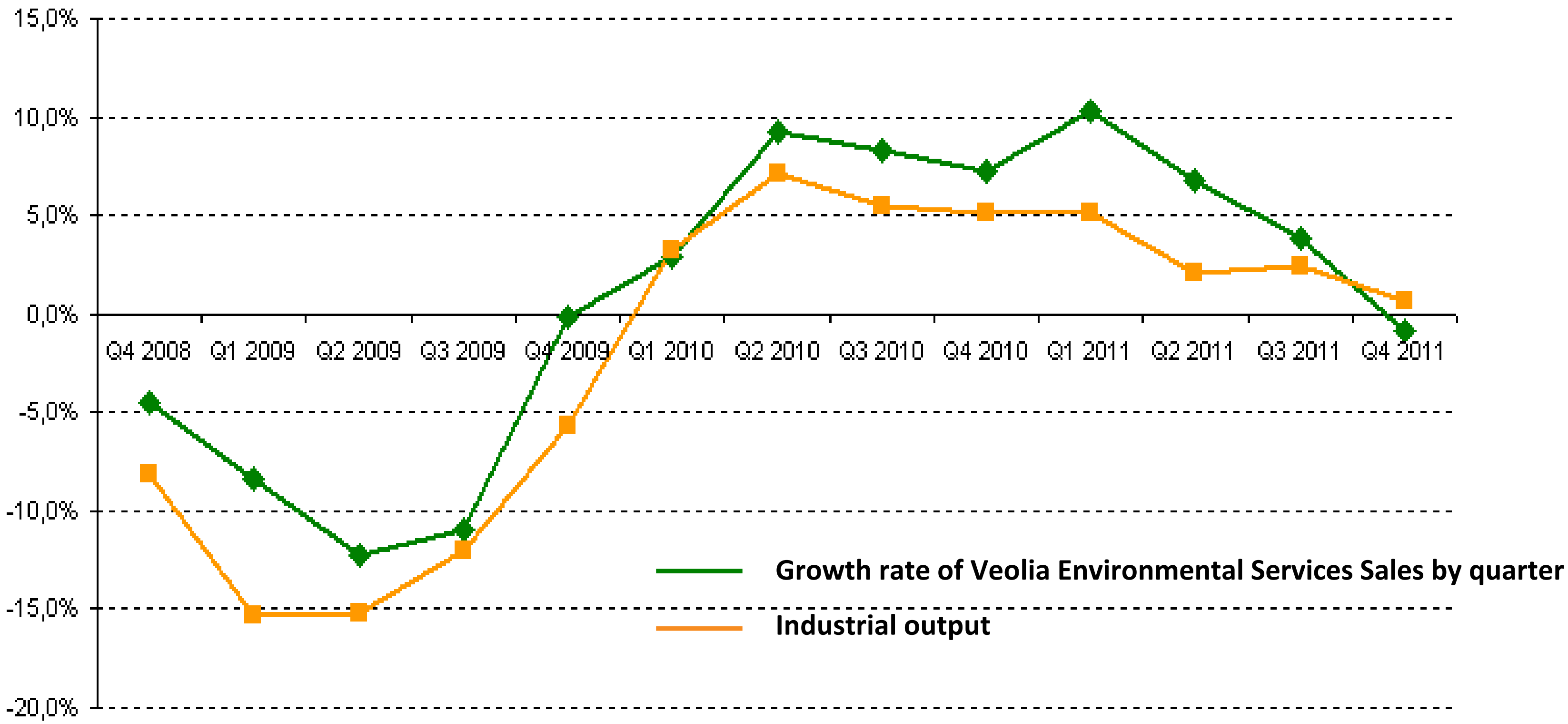
In €M	Total
Southern Europe impairments	41
French fiscal group	(87)
United States fiscal group	(138)
TOTAL	**(184)**

Appendix 7: Environmental Services – Evolution of revenue vs. Industrial Production (1/2)

Industrial Output and VES Revenue from Ordinary Activities

(Weighted average France, UK, USA and Germany industrial output)

Growth Rate (in %) vs previous year

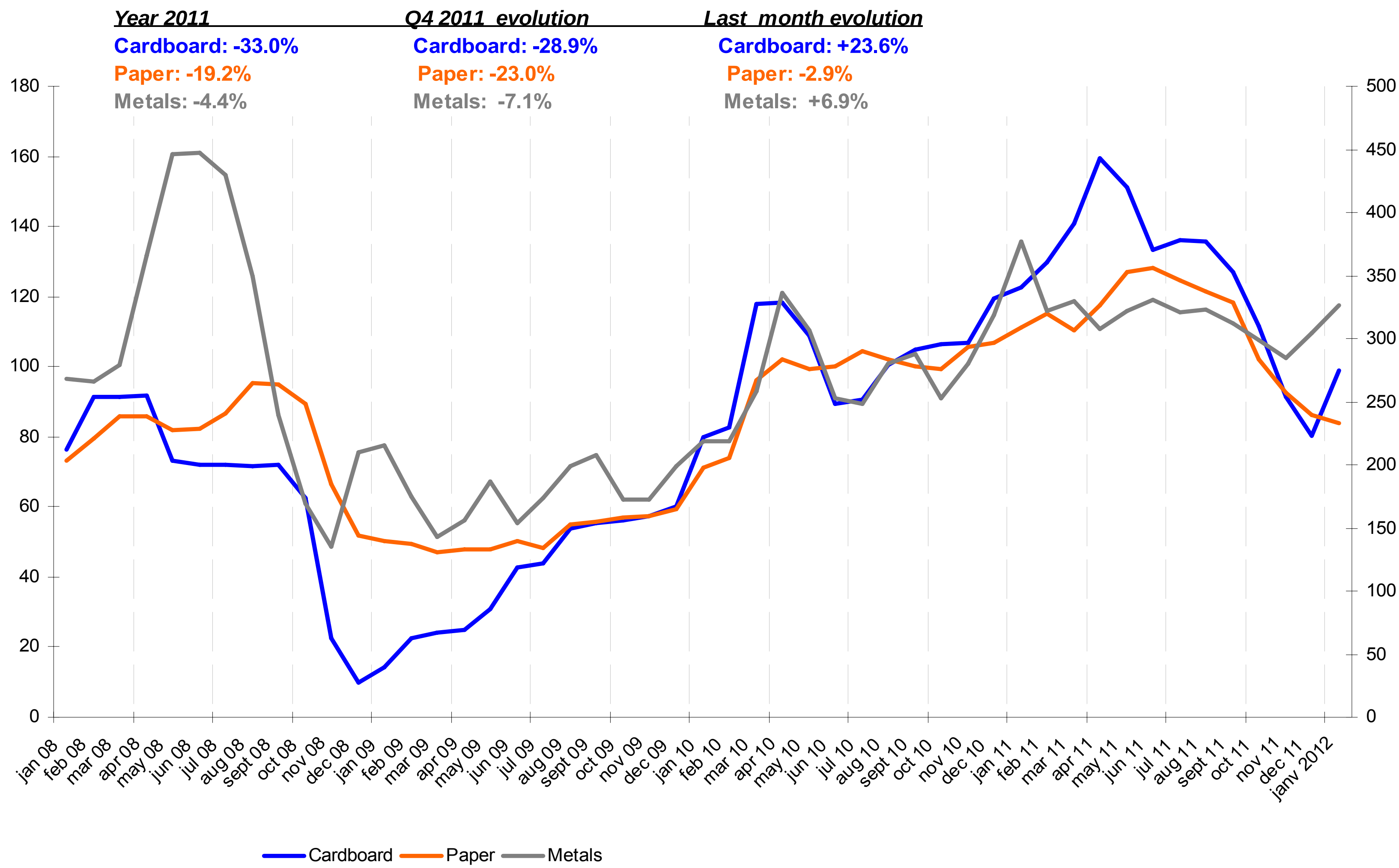


Estimate as of 2/13/12 (Source OECD, completed for periods not available by changes in national indices:

INSEE, France, December – Bundesbank, Germany, December – ONS, U.K., August to December)

Appendix 7: Environmental Services - Evolution of raw materials prices: paper, cardboard, iron (2/2)

Evolution of raw material prices (€/t)



Appendix 8: Gross investments by division

In €M	Maintenance	**Growth**		New operating financial assets	**Total**
		Financal, including Δ scope*	Industrial		
Water	220	29	435	200	**884**
Environmental Services	538	136	285	47	**1,006**
Energy Services	131	275	418	100	**924**
Transport	185	13	24	20	**242**
Other	20	13	45		**78**
Total 2011	**1,094**	**466**	**1,207**	**367**	**3,134**
Total 2010	**1,075**	**653**	**1,033**	**495**	**3,256**

* Including partial acquisitions between shareholders with no change in control

Appendix 9: Completed divestments

In €M	**2010**	**2011**
Industrial divestments	205	169
Financial divestments (1)	931	1,326
Increase in minoriy	105	49
Total divestments	**1,241**	**1,544**

€2.8 billion in divestments completed in two years

(1) Including capital increases subscribed to by minorities, net financial debt of divested companies and partial divestments between non-controlling interests (with no change in consolidation scope).

Appendix 10: Overview of operating financial assets (1/3)

In €M	2010 Re-presented*	2011
Balance sheet: current and non-current operating financial assets are recorded at amortized costs on the balance sheet with a corresponding liability booked in Veolia's consolidated net financial debt	5,629	5,445
Income statement: interest payments are a sub-line to the revenue from ordinary activities "o/w revenue from operating financial assets" and are included in operating cash flow before changes in working capital	381	384
Cash flow statement (inflows): Principal repayments associated with operating financial assets are not recognized in the income statement, but recorded within "cash flow from investing activities" on the cash flow statement	424	441
Cash flow statement (outflows): "New operating financial assets" which are the current year's investments in operating financial assets are also recorded within "cash flow from investing activities" on the cash flow statement	489	364

***See Appendix 2**

Appendix 10: Operating Financial Assets (2/3)

In the case of long term contracts Veolia may finance certain infrastructure for its clients

- Industrial outsourcing contracts (IFRIC4) and concession contracts comprising a public services obligation / BOT (IFRIC12), with the transfer of volume and price risks to the client
- Assets treated as financial receivables: Operating Financial Assets
- The most significant give rise to dedicated external funding

	€Bn	*Counterparty*
Water-Berlin	2.7	*Land of Berlin*
Cogenerations France	0.4	*EDF*
Waste UK	0.4	*Municipalities*
Water Belgium	0.2	*City of Bruxelles*
Others	1.7	
Total	5.4	

Average return at market conditions: (2011 average rate): 7.0%

Principal repayments: €441M in 2011

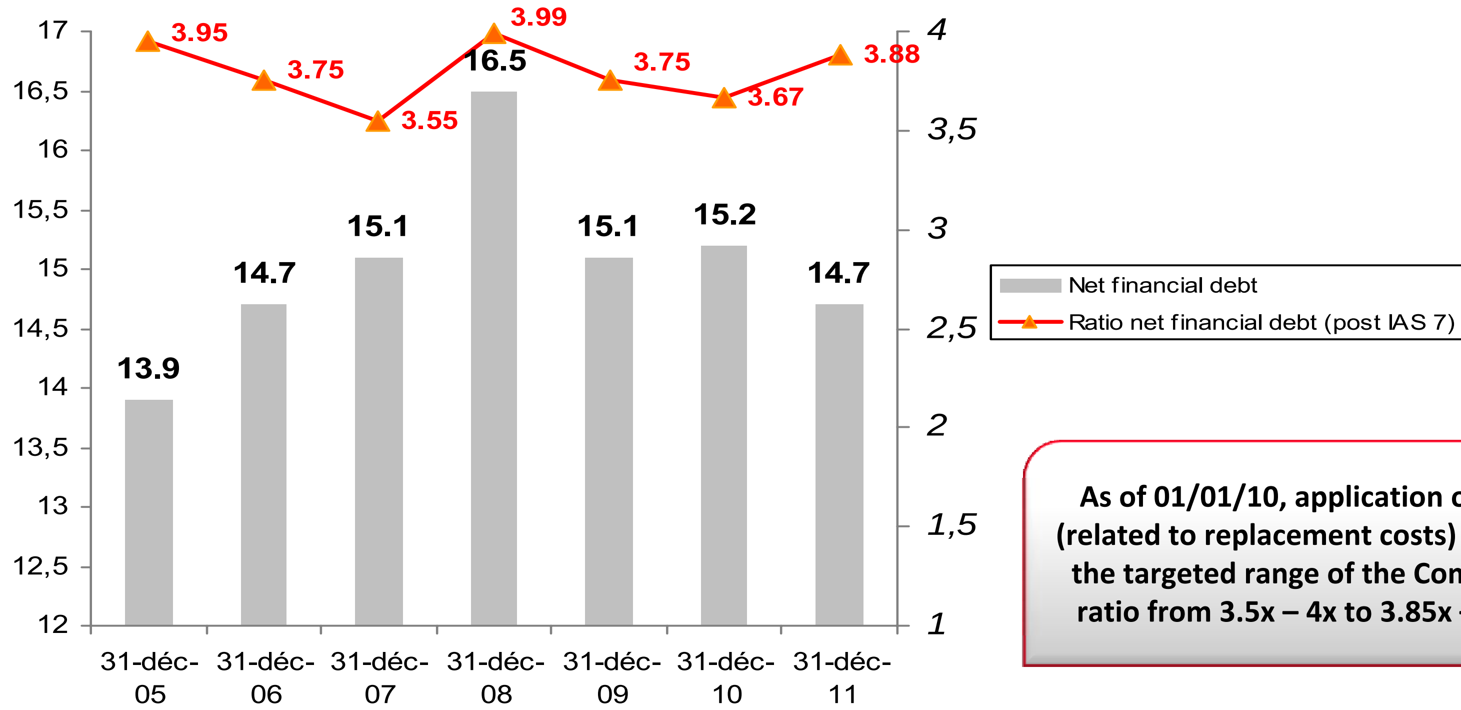
Appendix 10: Operating Financial Assets (3/3)

Financing	Operating Financial Assets €5,445M	+	Net financial debt-OFAs €9,285M	=	Total net financial debt €14,730M
Cash flow from operations Operating financial asset flows	Revenue from ordinary activities: €384M Principal repayment: €441M	+	EBITDA [(1)] €2,969M	=	Cash flow from ops: €3,353M + OFA repayment: €441M €3,794M
			=		=
			3.1x EBITDA [(1)]		3.88x [(2)]

(1) EBITDA = cash flow from operations excluding operating financial assets.
(2) As of January 1, 2010, due to the application of IAS 7 regarding replacement costs, the Group historic objective ratio of 3.5 – 4x became 3.85 – 4.35x.

Appendix 11: Evolution of net financial debt (1/3)

In €bn



As of 01/01/10, application of IAS 7 (related to replacement costs) changed the targeted range of the Company's ratio from 3.5x – 4x to 3.85x – 4.35x

- Average maturity of net financial debt: 8.7 years vs. 9.4 years at the end of 2010
- Ratings
  - Moody's: P-2 / Baa1 stable outlook (February 7, 2012)
  - Standard & Poor's : A-2 / BBB+ stable outlook (September 14, 2011)

Appendix 11: Debt management (2/3)

- Completion in April 2011 of two multicurrency syndicated credit lines for a total of €3 billion
- Partial bond buyback of $210M under the US dollar issue that matures in 2013 and €56M of the Euro issue that matures in 2013 (bringing the nominal outstanding amounts of these issues to $490M and €500M, respectively)
- Group liquidity: €9.9bn, including €4.2bn in undrawn confirmed credit lines (without disruptive covenants)
- Net group liquidity: €5.5bn

Net financial debt after hedges December 31, 2011

Fixed rate: 71%

o/w Euro : 94%

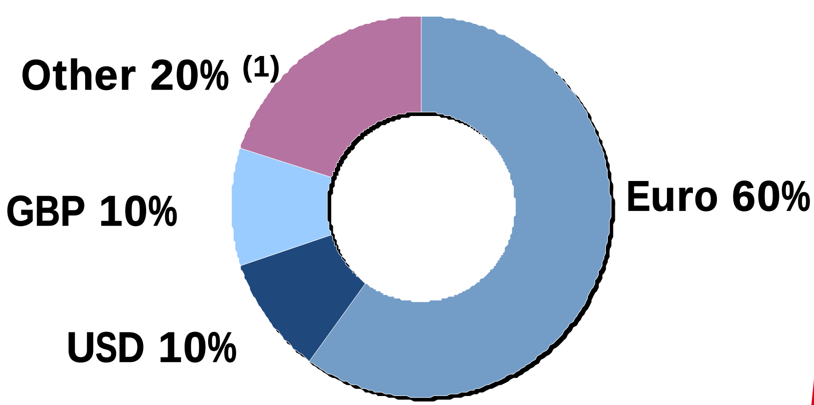
o/w USD : 71%

o/w GBP : 55%

Variable rate: 29%

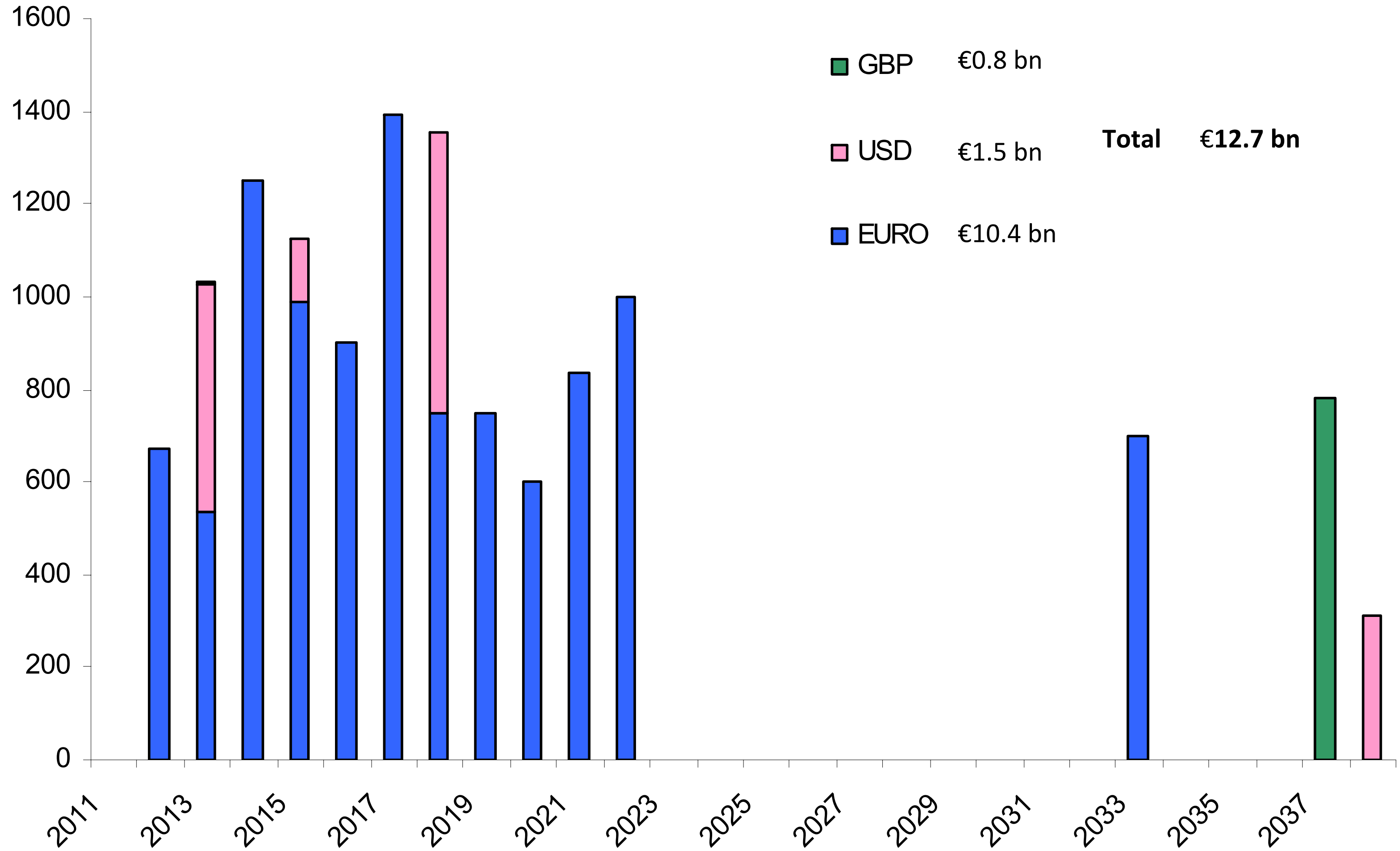
Variable rate capped: 9%

Currency breakdown of gross debt after hedges at December 31, 2011



(1) o/w RMB 4%, HKD 4% and PLN 3%

Appendix 11: VE SA bond redemption schedule (3/3)



Appendix 12: Net liquidity

In €M	Dec. 31, 2010	Dec. 31, 2011
Veolia Environnement		
Syndicated loans	3,655	2,693
Bilateral credit lines	1,100	1,000
Lines of credit	468	483
Cash and cash equivalents	3,680	4,283
Total Veolia Environnement	8,903	8,459
Subsidiaries		
Cash and cash equivalents	1,726	1,441
Total Subsidiaries	1,726	1,441
Total Group liquidity	10,629	9,900
Current liabilities and bank overdrafts	(3,214)	(4,383)
Total Group net liquidity	7,415	5,517

Appendix 13: Consolidated statement of financial position

In €M	Dec. 31, 2010	Dec. 31, 2011
Intangible assets *(concessions)*	4,165	4,629
Property, Plant & Equipment	9,703	8,488
Other non-current assets	11,932	10,252
Operating financial assets *(current and non current)*	5,629	5,445
Cash and cash equivalents	5,407	5,724
Other current assets	14,591	15,868
Total Assets	**51,427**	**50,406**
Capital *(including non-controlling interests)*	10,804	9,835
Financial debt *(current and non-current)*	21,110	21,089
Other non-current liabilities	4,610	4,184
Other current liabilities	14,903	15,298
Total Liabilities	**51,427**	**50,406**

Appendix 14: Definition of ROCE (1/3)

$$\textbf{ROCE} = \frac{\text{Net income from operations}}{\text{Average capital employed during the year}}$$

Net income from operations = Adjusted operating income + Share of net income of associates – Income tax expense – Revenue from operating financial assets + Income tax expense allocated to operating financial assets

Capital employed = Intangible assets and property, plant and equipment, net + Goodwill, net of impairment + Investments in associates + Operating and non-operating working capital requirements, net + Net derivative instruments – Provisions + capital employed from assets and liabilities held for sale, excluding discontinued operations

Average capital employed during the year: average of the opening and closing capital employed

Capital employed consist of capital « earning » a return: equity capital, minority interests, net financial debt less operating financial assets

Appendix 14: ROCE calculation (2/3)

In €M	**Dec. 31, 2011**
Adjusted operating income	**1,700**
Operating financial asset revenue	-384
Share of net income of affiliates	12
Adjusted income tax expense	-355
Income tax allocated to operating financial assets	84
Net income from operations	**1,057**
Average 2011 capital employed	17,135
Post-tax ROCE	**6.2%**

Appendix 14: Evolution of pre-tax ROCE by division (3/3)

	Average capital employed (in €M)		Pre-tax ROCE (in %)	
	2010*	2011	2010*	2011
Water	6,369	6,663	11.9%	10.1%
Environmental Services	5,873	5,879	8.8%	7.4%
Energy Services	3,908	4,018	10.5%	9.0%

€M	2010*	2011
Total Company capital employed (end of year)	17,222	17,047

*To ensure the comparability of periods, the 2010 financial statements have been re-presented. See Appendix 2.

Appendix 15: Composition of Board of Directors (1/2)

- **Composition of Veolia Environnement's Board of Directors – January 2012**
  - **Antoine Frérot**, Chairman and CEO of Veolia Environnement
  - **Louis Schweitzer***, Vice-Chairman of the Veolia Environnement Board of Directors, Chairman of the Board of Astra Zeneca (UK)
  - **Daniel Bouton***, Chairman of DMJB Conseil, Senior Advisor of Rothschild & Cie Bank
  - **Jean-François Dehecq***, Chairman of the Foundation Sanofi Espoir
  - **Pierre-André de Chalendar***, Chairman and CEO of Saint-Gobain
  - **Augustin de Romanet de Beaune****, CEO of Caisse des Dépôts et Consignations (CDC)
  - **Paul-Louis Girardot***, Chairman of the Supervisory Board of Veolia Water
  - **Groupe Industriel Marcel Dassault*,** represented by Olivier Costa de Beauregard*, Managing Director
  - **Esther Koplowitz***, Deputy Chairwoman of the Board of Directors of Fomento de Construcciones y Contratas (FCC), Chairmwoman of the Esther Koplowitz Foundation
  - **Philippe Kourilsky**, Professor at the Collège de France, Member of the Academy of Sciences
  - **Serge Michel**, Chairman of Soficot SAS
  - **Henri Proglio,** Chairman and CEO of EDF
  - **Baudouin Prot***, Chairman of BNP Paribas
  - **Qatari Diar Real Estate Investment Company*,** represented by Dr Mohd Alhamadi, Chief Corporate Improvement Officer
  - **Georges Ralli***, Chairman of Lazard Frères Gestion
  - **Paolo Scaroni***, CEO of ENI (Italy)
  - **Censeur : Thierry Dassault,** Chairman of Keynectis, Managing Director of Groupe Industriel Marcel Dassault
- **Committees of the Board of Directors of Veolia Environnement**
  - Accounts and Audit Committee: D. Bouton (Chairman), P-L. Girardot, P-A. de Chalendar, O.Costa de Beauregard
  - Nominations and Compensation Committee: S. Michel (Chairman), D. Bouton, L. Schweitzer, O.Costa de Beauregard
  - Research, Innovation and Sustainable Development Committee: P. Kourilsky (Chairman), P-L. Girardot, P-A. de Chalendar

* Independent Director

** Augustin de Romanet de Beaune resigned from the Board of Directors during the meeting held on February 29, 2012, given his departure from the CDC.

Appendix 15: Executive Committee Composition (2/2)

- Antoine Frérot
  - Chairman and Chief Executive Officer of Veolia Environnement
- Denis Gasquet
  - Senior Executive Vice President of Veolia Environnement and Chief Operating Officer
- Jérôme Le Conte
  - Senior Executive Vice President in charge of the Environmental Services Division
- Franck Lacroix
  - Senior Executive Vice President in charge of the Energy Services Division
- Jérôme Gallot
  - Chief Executive Officer of Veolia Transdev
- Jean-Pierre Frémont
  - Senior Executive Vice President in charge of Public Entities and European Affairs
- Jean-Michel Herrewyn
  - Senior Executive Vice President in charge of the Water Division
- Olivier Orsini
  - Senior Executive Vice President, Secretary General
- Pierre-François Riolacci
  - Chief Finance Officer and Senior Executive Vice President
- Jean-Marie Lambert
  - Senior Executive Vice President in charge of Human Resources

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