



(Established as a société anonyme with limited liability in the Republic of France)

EURO 8,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME

This Prospectus Supplement (the “**Supplement**”) is supplemental to and must be read in conjunction with the Base Prospectus dated 8 November 2005 (the “**Base Prospectus**”) granted visa n° 05-753 on 8 November 2005 by the *Autorité des marchés financiers* (the “**AMF**”) prepared by Veolia Environnement (“**Veolia Environnement**” or the “**Issuer**”) with respect to the Euro 8,000,000,000 Euro Medium-Term Note Programme (the “**Programme**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made for approval of this Supplement to the AMF in France in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements Directive 2003/71/EC of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading.

This Supplement has been prepared pursuant to Article 16.1 of Directive 2003/71/EC (the “**Prospectus Directive**”) for the purposes of incorporating the 2005 turnover figures of Veolia Environnement as well as further additional information as set out in this Supplement.

Copies of this Supplement will be available (i) without charge from the specified office of the fiscal agent or each of the paying agents, (ii) on the website of the AMF (www.amf-france.org) and (iii) on the website of the Issuer (www.veoliaenvironnement.com) and copies may be obtained from Veolia Environnement, 36-38 avenue Kléber, 75116 Paris.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

2005 TURNOVER FIGURES

The following is the wording from a press release issued by Veolia Environnement on 3 February 2006, in relation to consolidated revenue for the full year ending 31 December 2005:

Paris, February 3rd, 2006

PRESS RELEASE

**Consolidated revenue¹
for the full-year ending December 31, 2005
(Unaudited IFRS figures)**

Strong growth in revenue of 12.2% to €25.2 billion

VEOLIA ENVIRONNEMENT

At Dec. 31, 2005 (€ m)	At Dec. 31, 2004 (€ m)	% change 2005/2004	Internal growth	External growth	Currency effect
25,245	22,500	+12.2%	+9.2%	+2.2%	+0.8%

The Company's consolidated 2005 revenue totaled €25,245 million, compared to €22,500 million in 2004, an increase of 12.2%, unadjusted for fluctuations in exchange rates. At constant exchange rates, revenue grew 11.4%. This performance confirmed and strengthened the trend posted in the first nine months of the year as well as the Company's sales momentum and potential.

Positive currency effects of €181 million resulted from appreciation in the currencies of certain Eastern European countries (€89 million), in the US dollar (€14 million) and certain Asian/Pacific currencies.

Internal growth remained robust at 9.2%.

Revenue from outside France stood at €12,991 million, or 51.5% of the total.

¹ Revenue from ordinary activities

VEOLIA WATER

At Dec. 31, 2005 (€ m)	At Dec. 31, 2004 (€ m)	% change 2005/2004	Internal growth	External growth	Currency effect
8,889	7,777	+14.3%	+10.7%	+2.8%	+0.8%

In compliance with IAS18, Veolia Water's revenue no longer includes royalties and indirect taxes collected on behalf of third parties.

- In **France**, internal growth in revenue was 4.5%. This was led by good performance in the distribution business, despite a slight decline in volume, as well as further growth from the engineering business.
- **Outside France**, excluding Veolia Water Solutions & Technologies, revenue was up sharply (19.7% on a like-for-like basis). In Europe, strong revenue growth (28.4% on a like-for-like basis) was driven by the Braunschweig contract in Germany, other new contracts signed in the last few months, in particular in the Czech Republic, and the impact of the five-year price review plan in the UK.

In North America, revenue advanced by 8.3%, at constant exchange rates, owing to favorable revenue levels in general, and of the Indianapolis contract in particular.

In the Asia-Pacific region, strong revenue growth of more than 25% was due to the start-up of contracts in China (Shenzhen, Qingdao, Lugouqiao and Baoji) and the service business in Japan.

- Several large construction and engineering contracts in France and abroad, as well as acquisitions of companies in Germany and in the UK enabled **Veolia Water Solutions & Technologies** to achieve revenue growth of nearly 24% (8.8% on a like-for-like basis).

The Water division posted external growth of 2.8%, deriving from several factors. The Company made acquisitions in the engineering business in Germany at the end of 2004 and in the UK in the third quarter of 2005, and it increased its stake in a number of Italian water companies in the second quarter of 2005.

VEOLIA ENVIRONMENTAL SERVICES

At Dec. 31, 2005 (€ m)	At Dec. 31, 2004 (€ m)	% change 2005/2004	Internal growth	External growth	Currency effect
6,604	6,214	+6.3%	+5.4%	+0.1%	+0.8%

- In **France**, the solid level of business activity in the fourth quarter brought internal growth in revenue to 2.4%. This growth was achieved despite a relatively unfavorable economic climate, which put pressure on the industrial non-hazardous waste segment.
- **Outside France**, internal growth in revenue accelerated to 8.2%. The businesses benefited from the increasing impact of large integrated contracts, higher tonnages in the UK, and strong growth in the Asia-Pacific region (18.9%).

In North America, new contracts signed, favorable hazardous waste volumes and a high level of activity in industrial services, led to strong revenue growth of 8.5% at constant exchange rates.

VEOLIA ENERGY

At Dec. 31, 2005 (€ m)	At Dec. 31, 2004 (€ m)	% change 2005/2004	Internal growth	External growth	Currency effect
5,402	4,920	+9.8%	+8.9%	-	+0.9%

- In **France**, internal revenue growth was 7.6%, as it continued to benefit from the increase in energy prices in the heating business.
- **Outside France**, revenue advanced 14.6%, of which 11% was internal growth. Growth was especially high in Eastern Europe (37.8%), driven by the full impact of new contracts in Poland (in particular Poznan and start-up at Lodz), in Hungary and in Romania. In Southern Europe (Spain, Italy), growth was 14.9%, of which 8.3% was internal growth.

The portfolio of businesses was optimized, as reflected in the net impact of acquisitions and divestitures. The Company expanded in Spain while divesting the nuclear industry construction business of the specialized French subsidiaries. The German facilities management business was also sold.

VEOLIA TRANSPORT

At Dec. 31, 2005 (€ m)	At Dec. 31, 2004 (€ m)	% change 2005/2004	Internal growth	External growth	Currency effect
4,350	3,589	+21.2%	+12.5%	+7.9%	+0.8%

- In **France**, revenue from passenger services increased sharply by 17.2%, mainly due to the full effect of urban transit contracts renewed in 2004 and of the Toulouse contract, which the Company managed in 2005.
- **Outside France**, revenue from passenger services grew by 23.6% and was characterized by the full effect of the Melbourne contract and the latest successes in the United States (Denver, Metrolink), and Europe (Dublin tramway, Helsinki bus contract).

Revenue growth was also driven by growth in rail freight segment (26.8%), which now represents €152 million.

External growth in Transport (7.9%) reflected in particular the impact of last September's acquisition of ATC in the United States.



Revenue growth posted in 2005 significantly exceeded the Company's expectations at the start of the year. This performance confirms the Veolia Environnement's potential to expand its businesses and its ability to meet with the growing demand for environmental solutions. It was also a further indication of its ability to seize opportunities in the regions of the world that are its priorities: Europe, North America and certain Asia-Pacific countries.

On the basis of these figures, the Company is able to confirm its objectives for 2005.

RECENT DEVELOPMENTS AND OUTLOOK

Recent Events – New Contracts

- On 21 November 2005, Veolia Water, the Water Division of Veolia Environnement, was awarded the contract to manage the water services for Kunming, a city with over 3.5 million inhabitants and the capital of Yunnan province (south-west China), under a public-private partnership.

This 30-year contract, which was awarded following an international competitive bidding process, is set to generate revenues totalling over 1.6 billion euros over the period. It is the seventeenth contract awarded to the Group in China and the third largest after Pudong Shanghai and Shenzhen.

- On 21 November 2005, Veolia Environnement announced the launch of a financial transaction aimed at smoothening the repayment of its liabilities and simultaneously extending the average maturity of its debt.

This operation combined a tender offer of its notes due June 2008 (EUR 1,850 million of which were outstanding when the transaction was launched) and a new bond issue with a longer maturity.

The tender offer closed on 30 November and allowed for the Company to repurchase approximately EUR 1,150 million of its existing bonds.

Consequently, the Company launched two bond issues (10 years and 15 years) which were subscribed for respective amounts of EUR 900 and 600 million, totalling EUR 1,500 million in aggregate.

The bonds listed in Paris on 12 December 2005.

- On 14 December 2005, Veolia Water, the Water Division of Veolia Environnement, signed a contract with the Armenian government (State Committee for Water Economy) to manage the water services for Yerevan, the capital city of Armenia with one million inhabitants.

This 10-year contract, which was awarded following an international competitive bidding process overseen by the World Bank, is set to generate total revenue of €160 million over the period.

- On 20 December 2005, Veolia Water, the Water Division of Veolia Environnement, announced the start up of the Ashkelon Seawater Desalination Plant, south of Tel Aviv (Israel). With a daily production capacity of 320,000 cubic meters of drinking water (that is 108 million cubic meters a year), it is the world's largest desalination plant using reverse osmosis technology.

- On 11 January 2006, Veolia Water, the Water Division of Veolia Environnement, announced the award of two new contracts in the Czech Republic. These new contracts, which are expected to generate total revenues of more than EUR 132 million over a period of 25 years, are a new milestone in the Group's expansion in the Czech Republic, where it has been particularly active over the past 10 years.

- On 25 January 2006, Veolia Water, the Water Division of Veolia Environnement, signed an important partnership contract with a subsidiary of Sinopec, China's leading oil refiner. Under the 25 year agreement, Veolia Water and Sinopec Corp. Beijing Yanshan PetroChemicals (BYP) will set up an equally-owned joint venture to operate facilities to recover, treat and recycle industrial wastewater at BYP's site at Yanshan, located 50 kilometers to the south west of Beijing. The joint venture will be managed by Veolia Water and is expected to generate revenue of €580 million.

RESPONSIBILITY FOR PROSPECTUS SUPPLEMENT

Individuals assuming responsibility for the Prospectus Supplement

In the name of the Issuer

Having taken all reasonable measures for this purpose, we declare that the information contained in this Prospectus Supplement is true to our knowledge. All the information necessary for investors to be able to base their judgments on the business, activity, financial situation, income and outlook of the Issuer and on the rights attached to financial instruments is included in the Prospectus Supplement when read together with the Base Prospectus and there has been no omission of material facts.

Veolia Environnement

36-38 avenue Kléber
75116 Paris

Duly represented by Henri Proglio,
chairman of the board and CEO

On 9 February 2006



In accordance with articles L.411-1 and L.621-8 of the French Code monétaire et financier and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular articles 212-31 to 212-33, the AMF has granted to this Prospectus Supplement the visa n°06-038 on 9 February 2006. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with article L.621-8-1-I of the French Code monétaire et financier, the visa was granted following an examination by the AMF of “whether the document is complete and comprehensible, and whether the information it contains is coherent”. It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with article 212-32 of the AMF’s General Regulations, setting out the terms of the securities being issued.

RESPONSABILITÉ DU SUPPLEMENT AU PROSPECTUS

Personnes qui assument la responsabilité du présent Supplément au Prospectus

Au nom de l'émetteur

Après avoir pris toutes mesures raisonnables à cet effet, nous déclarons que les informations contenues dans le présent Supplément au Prospectus sont, à notre connaissance, conformes à la réalité. Elles comprennent, lues conjointement avec le Prospectus de Base, toutes les informations nécessaires aux investisseurs pour fonder leur jugement sur le patrimoine, l'activité, la situation financière, les résultats et les perspectives de l'Emetteur ainsi que sur les droits attachés aux instruments financiers et elles ne comportent pas d'omission de nature à en altérer la portée.

Veolia Environnement

36-38 avenue Kléber
75116 Paris

Représenté par Henri Proglio,
Président-Directeur Général

Le 9 février 2006



En application des articles L.412-1 et L.621-8 du Code monétaire et financier et de son règlement général, notamment des articles 212-31 à 212-33, l'Autorité des marchés financiers a visé le présent supplément au prospectus le 9 février 2006 sous le numéro n°06-038. Ce document et le Prospectus de Base ne peuvent être utilisés à l'appui d'une opération financière que s'ils sont complétés par des conditions définitives. Il a été établi par l'émetteur et engage la responsabilité de ses signataires. Le visa, conformément aux dispositions de l'article L.621-8-1-I du code monétaire et financier, a été attribué après que l'AMF a vérifié "si le document est complet et compréhensible, et si les informations qu'il contient sont cohérentes". Il n'implique pas l'authentification par l'AMF des éléments comptables et financiers présentés. Ce visa est attribué sous la condition suspensive de la publication de conditions définitives établies, conformément à l'article 212-32 du règlement général de l'AMF, précisant les caractéristiques des titres émis.