Final Terms dated 6 April 2009

SUEZ ENVIRONNEMENT COMPANY
(the "**Issuer**")

Issue of EUR 800,000,000 6.250 per cent. Notes due April 2019

Under the
Euro 5,000,000,000
Euro Medium Term Note Programme

SERIES NO: 2

TRANCHE NO: 1

BNP Paribas

Deutsche Bank

Natixis

Société Générale Corporate & Investment Banking

(the "**Joint Lead Managers**")

Banco Bilbao Vizcaya Argentaria, S.A.

(the "**Joint Lead Manager (No Book)**")

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 23 March 2009 which constitutes a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (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. 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. The Base Prospectus is available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu) on the Issuer's website (www.suez-environnement.com) and copies may be obtained from the Issuer at 1, rue d'Astorg, 75008 Paris, France.

1.	Issuer:		Suez Environnement Company
2.	(i)	Series Number:	2
	(ii)	Tranche Number:	1
3.	Specified Currency or Currencies:		Euro ("**EUR**")
4.	Aggregate Nominal Amount:		
	(i)	Series:	EUR 800,000,000
	(ii)	Tranche:	EUR 800,000,000
5.	Issue Price:		99.118 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:		EUR 50,000
7.	(i)	Issue Date:	8 April 2009
	(ii)	Interest Commencement Date	Issue Date
8.	Maturity Date:		8 April 2019
9.	Interest Basis:		6.250 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
	(ii)	Date of corporate authorisations for issuance of Notes obtained:	Resolution of the Board of Directors (*Conseil d'administration*) dated 3 March 2009 and decision of Mr Jean-Louis Chaussade in its capacity as *Directeur Général* of the Issuer dated 31 March 2009.

14.	Method of distribution:		Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions		Applicable
	(i)	Rate of Interest:	6.250 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Dates:	8 April in each year up to and including the Maturity Date, commencing on 8 April 2010
	(iii)	Fixed Coupon Amount:	EUR 3,125 per EUR 50,000 Specified Denomination
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction (Condition 5(a)):	Actual/Actual (ICMA)
	(vi)	Determination Dates (Condition 5(a)):	8 April in each year
	(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	Floating Rate Note Provisions		Not Applicable
17.	Zero Coupon Note Provisions		Not Applicable
18.	Index-Linked Interest Note/other variable-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.	Change of Control Put Option		Applicable
23.	Final Redemption Amount of each Note		EUR 50,000 per Note of EUR 50,000 Specified Denomination
24.	Early Redemption Amount		
	(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) or other	

		early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	As set out in the Conditions
	(ii)	Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)):	Yes
	(iii)	Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:		Dematerialised Notes
	(i)	Form of Dematerialised Notes:	Bearer dematerialised form (*au porteur*)
	(ii)	Registration Agent	Not Applicable
	(iii)	Temporary Global Certificate:	Not Applicable
	(iv)	Applicable TEFRA exemption:	Not Applicable
26.	Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates:		Not Applicable
27.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):		No
28.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each 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
29.	Details relating to Instalment Notes:		Not Applicable
30.	Redenomination, renominalisation and reconventioning provisions:		Not Applicable
31.	Consolidation provisions:		Not Applicable

32.	Masse (Condition 11)	Applicable The initial Representative will be: Laurent Tissot 3, avenue de Friedland 75008 Paris France The alternate Representative will be: David Villedieu 3, avenue de Friedland 75008 Paris France The Representative and the alternate Representative will receive no remuneration.
33.	Other final terms:	Not Applicable

DISTRIBUTION

34.	(i) If syndicated, names of Managers:	BNP Paribas Deutsche Bank AG, London Branch Natixis Société Générale As Joint Lead Managers Banco Bilbao Vizcaya Argentaria, S.A. As Joint Lead Manager (No Book)
	(ii) Stabilising Manager(s) (if any):	Deutsche Bank AG, London Branch
35.	If non-syndicated, name and address of Dealer:	Not Applicable
36.	Additional selling restrictions:	Not Applicable
37.	United States of America:	Category 2 restrictions apply to the Notes

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 EUR 5,000,000,000 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 the Issuer:

By: ....

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

(i)	Listing:	Official list of the Luxembourg Stock Exchange
(ii)	Admission to trading:	Application has been made for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 8 April 2009
(iii)	Estimate of total expenses related to admission to trading:	EUR 7,350

2. Ratings

The Notes to be issued have been rated A3 by Moody’s

3. Notification

Not Applicable

4. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

(i)	Reasons for the offer	See "Use of Proceeds" wording in Base Prospectus
(ii)	Estimated net proceeds:	EUR 790,944,000.00
(iii)	Estimated total expenses:	EUR 7,350 (estimated listing fees)

6. Yield

Indication of yield:	6.372 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.

7. Operational Information

ISIN Code:	FR0010745976
Common Code:	042268062
WKN	A0T8LD

Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking Société Anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Name and addresses of additional Paying Agent(s) (if any):	Not Applicable