



**SECOND SUPPLEMENT DATED 11 JUNE 2010
TO THE BASE PROSPECTUS DATED 15 FEBRUARY 2010**

SUEZ ENVIRONNEMENT COMPANY

(incorporated with limited liability in the Republic of France) as Issuer

€5,000,000,000 Euro Medium Term Note Programme

This second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 15 February 2010 (the “**Base Prospectus**”) and the first supplement dated 19 May 2010 (the “**First Supplement**”) which have been prepared by Suez Environnement Company (the “**Issuer**”) with respect to its €5,000,000,000 Euro Medium Term Note Programme (the “**Programme**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted visa no. 10-021 on 15 February 2010 on the Base Prospectus and visa no. 10-136 on 19 May 2010 on the First Supplement.

Application has been made for approval of the Second Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus and the First Supplement which is capable of affecting the assessment of the Notes to be issued under the Programme since the publication of the Base Prospectus as supplemented by the First Supplement. To the extent that there is any inconsistency between (a) any statements in this Second Supplement and (b) any other statement in, or incorporated in, the Base Prospectus as supplemented by the First Supplement, the statements in (a) above will prevail.

Copies of this Second Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours, (b) will be available on the website of the Issuer (www.suez-environnement.com), (c) will be available on the website of the AMF (www.amf-france.org) and (d) will be available for collection free of charge on any weekday (Saturdays, Sundays and public holidays excepted) at the specified offices of the Fiscal Agent and each Paying Agent during normal business hours so long as any of the Notes are outstanding.

This Second Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF’s *Règlement Général* for the following purposes:

RECENT DEVELOPMENT

1. Inserting the following press releases:

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PRESS RELEASE

20 May 2010

GENERAL MEETING OF 20 MAY 2010: ALL RESOLUTIONS ADOPTED

SUEZ ENVIRONNEMENT held its General Meeting on 20 May 2010, chaired by Gérard Mestrallet.

It was an opportunity for the Chairman and the Chief Executive Officer to report to shareholders the events and actions taken and to highlight the key challenges to come. The year in focus, 2009, was the first full year for SUEZ ENVIRONNEMENT as a listed company.

The CEO, Jean-Louis Chaussade, presented the Group's operational performance and confirmed the long-term strategy and solidity of its business model.

Operational performance improved thanks to the COMPASS cost optimization program, and to the Group's commercial dynamism. The contract of Melbourne, in Australia, to build the largest desalination plant in the Southern Hemisphere was one illustration of this dynamism, just as more recently, the Suffolk waste contract (UK, £1bn over 25 years). The year 2009 was also the year of a major strategic move with the friendly step up of Aguas de Barcelona, which will become SUEZ ENVIRONNEMENT's second European pillar in water.

SUEZ ENVIRONNEMENT, in 2009, has continued its efforts in favor of sustainable development and published its non-financial performance and its second "Commitments and Performance" report.

The Group also reinforced and improved its corporate governance. The General Meeting approved 27 resolutions including the renewal or appointment of the 7 directors. Gérard Mestrallet, Chairman of the Board of Directors and of the Strategic Committee, and the Chairmen of the other three Board Committees (Audit Committee, Appointments and Remuneration Committee, Ethics and Sustainable Development Committee) presented the work undertaken in recent months.

All the resolutions submitted by the Board of Directors to the Group's shareholders for voting were adopted. The General Meeting approved the 2009 financial statements as well as the allocation of results for the year, and decided a dividend payment¹ of €0.65 per share to be paid out 27 May 2010.

The General Meeting was attended by almost 800 shareholders and was broadcast live on the Group's website².

- **Next communication:**
 - **4 August 2010:** Publication of 1st half results 2010.

¹ Resolution of r €1.30 including the coupon paid in June 2009 as an interim dividend (€0.65) and that which will be paid out end of May.

² The video of the General Meeting presentation of 20 May will be available on the website www.suez-environnement.com



Natural resources are not infinite. Each day, SUEZ ENVIRONNEMENT (Paris: SEV, Brussels: SEVB) and its subsidiaries deal with the challenge to protect resources by providing innovative solutions to industries and to millions of people. SUEZ ENVIRONNEMENT supplies drinking water to 90 million people, provides wastewater treatment services for 58 million people and collects the waste produced by 46 million people. SUEZ ENVIRONNEMENT has 65,900 employees and, with its presence on a global scale, is the world's leader exclusively dedicated to environmental services. SUEZ ENVIRONNEMENT, a 35.4% GDF SUEZ affiliate, reported sales turnover of 12.3 billion euros at the end of financial year 2009.

Disclaimer

"The actual communication includes forward looking information and statements. These prospective elements are based on hypothesis, financial projections, estimates and statements regarding projects, objectives and expectations concerning operations, future products or services or future performance. No guarantee can be given that any such prospective elements will materialize. Investors and shareholders of SUEZ ENVIRONNEMENT Company shares should note that such forward looking information and statements are subject to a number of risks and uncertainties, which are difficult to predict and are generally beyond the control of SUEZ ENVIRONNEMENT Company and could cause actual results to differ materially from those expressed or suggested by those forward looking information or statements. Such risks include but are not limited to those explained or identified in public documents filed with the Autorité des Marchés Financiers (AMF). The attention of investors and shareholders of SUEZ ENVIRONNEMENT Company shares is drawn on the fact that the realization of all or part of those risks is susceptible to have a significant unfavorable effect on SUEZ ENVIRONNEMENT Company. SUEZ ENVIRONNEMENT Company disclaims any obligation or undertaking to release publicly any updates or revisions to any of those forward-looking statements."

Press contact:

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Analysts/Investors Contact:

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PRESS RELEASE

27 May 2010

AGBAR DELISTING OFFER SUCCEEDS SUEZ ENVIRONNEMENT ON TRACK TO FINALIZE FRIENDLY STEP UP IN AGBAR

As part of the agreement between SUEZ ENVIRONNEMENT and CRITERIA CAIXACORP (CRITERIA) for the friendly step up in AGBAR and the simultaneous disposal of ADESLAS to CRITERIA, SUEZ ENVIRONNEMENT confirms the success of the AGBAR delisting offer.

The majority of the shareholders in AGBAR (Sociedad General de Aguas de Barcelona S.A.) subscribed to the delisting offer opened between 10 and 24 May 2010, representing nearly 14 million shares or 91.27% success rate of the offer.

The close of the offer marks an important stage in the friendly step up in AGBAR by SUEZ ENVIRONNEMENT. The shares acquired by AGBAR will subsequently be redeemed.

The completion of the AGBAR delisting offer will allow SUEZ ENVIRONNEMENT and CRITERIA to finalize SUEZ ENVIRONNEMENT's acquisition of the AGBAR shares held by CRITERIA, at a price of €20 per share, for a total amount of €666 million.

The completion of the operation set for June 2010 will see SUEZ ENVIRONNEMENT take a direct and indirect stake in AGBAR of 75.01%. CRITERIA will have 24.03% of AGBAR as well as the insurance and health company ADESLAS.

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PRESS RELEASE

4 June 2010

SUEZ ENVIRONNEMENT HAS NOTED THAT THE EUROPEAN COMMISSION HAS DECIDED TO INITIATE AN INVESTIGATION

SUEZ ENVIRONNEMENT has noted that the European Commission intends to initiate a procedure against it for moving a seal at the premises of its subsidiary Lyonnaise des Eaux during last April's inspection.

SUEZ ENVIRONNEMENT would like to point out that the incident was the result of a Lyonnaise des Eaux employee accidentally moving the handle of an office door to which a self-adhesive seal had been affixed.

In a spirit of transparency, SUEZ ENVIRONNEMENT has provided the European Commission with all details of this unfortunate event, which it has also explained to the inspectors.

SUEZ ENVIRONNEMENT and Lyonnaise des Eaux are cooperating fully with the European Commission competition department in charge of the investigation.

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PRESS RELEASE

8 June 2010

FINALISATION OF FRIENDLY TAKEOVER OF AGUAS DE BARCELONA (AGBAR):

SUEZ ENVIRONNEMENT CREATES ITS SECOND EUROPEAN PILLAR IN ITS WATER BUSINESS

SUEZ ENVIRONNEMENT with the help of its historic partner CRITERIA CAIXACORP (CRITERIA) has finalised the acquisition of Aguas de Barcelona (AGBAR) initiated in October 2009. SUEZ ENVIRONNEMENT is using this strategic operation to create its second European pillar in its water business.

By concluding this agreement with CRITERIA, SUEZ ENVIRONNEMENT takes control of all AGBAR's water and environmental activities with now a 75.01% stake in the company and consolidates it fully in its accounts.

CRITERIA remains SUEZ ENVIRONNEMENT's strategic partner in Spain and reaffirms its confidence in AGBAR's growth prospects keeping its significant 24.03% minority holding.

Commenting on this operation Jean-Louis Chaussade, CEO of SUEZ ENVIRONNEMENT, says: "AGBAR shares a common history with SUEZ ENVIRONNEMENT, and is made of the same DNA as Lyonnaise des Eaux, a bit like a Spanish twin. After more than 30 years of collaboration, Gérard Mestrallet and I are delighted that this operation has now solidified the bonds that have united us for so long with AGBAR and CRITERIA. AGBAR will retain its local roots in Spain and its head office in Barcelona and will continue to grow with SUEZ ENVIRONNEMENT, which will strengthen its international character with this operation."

AGBAR's consolidation into SUEZ ENVIRONNEMENT makes strong business sense. It allows SUEZ ENVIRONNEMENT to consolidate its positioning in attractive markets in Spain and internationally through a balanced portfolio of assets. Having sold the insurance subsidiary ADESLAS, AGBAR will be dedicated exclusively to water and environment, which is in line with SUEZ ENVIRONNEMENT's strategy.

The combined advantages of AGBAR and SUEZ ENVIRONNEMENT will create commercial and operational synergies that let them to share technological know-how and expertise in areas such as desalination, R&D and the management of services to municipalities.

AGBAR's Board of Directors meeting of 8 June 2010 voted Angel Simon, AGBAR's current Chief Executive Officer, to be the company's Chairman and CEO. Jean-Louis Chaussade, CEO of SUEZ ENVIRONNEMENT, and Angel Simon also reaffirmed their joint priority to pursue AGBAR's growth both in Spain where the company is currently the market leader in water and wastewater treatment, and internationally.

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PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

To the best of the Issuer's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import and the Issuer accepts responsibility accordingly.

In the statutory auditors' report on the consolidated financial statements for the fiscal year ended 31 December 2009, the statutory auditors make two observations without qualifying their opinion.

SUEZ ENVIRONNEMENT COMPANY

1, rue d'Astorg

75008 Paris

France

Duly represented by:

Jean-Marc Boursier

Directeur Administratif et Financier

on 11 June 2010



Autorité des marchés financiers

In accordance with Articles L. 412-1 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 Second Supplement the visa no. 10-178 on 11 June 2010. 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.