

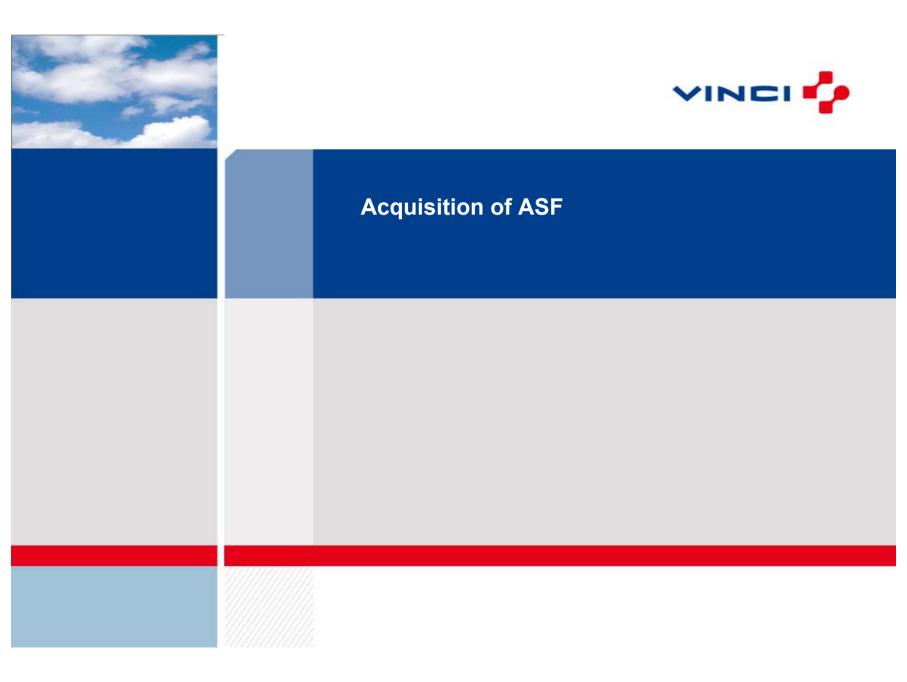


Roadshow Paris and London

Conference calls with US investors

14 and 15 June 2006

Xavier HUILLARD, CEO Christian LABEYRIE, Executive Vice President and CFO



Key dates (1/2)



- 28 March 2002: market flotation of ASF
- April 2002: acquisition by VINCI of 17% of ASF
- 29 June 2004: ASF and VINCI sign an industrial co-operation agreement
- November 2004:
 - VINCI's shareholding increased to 23%
 - VINCI obtains one seat on the Board of Directors
- 14 December 2005: the French government decides to sell its shareholding in ASF to VINCI

Key dates (2/2)



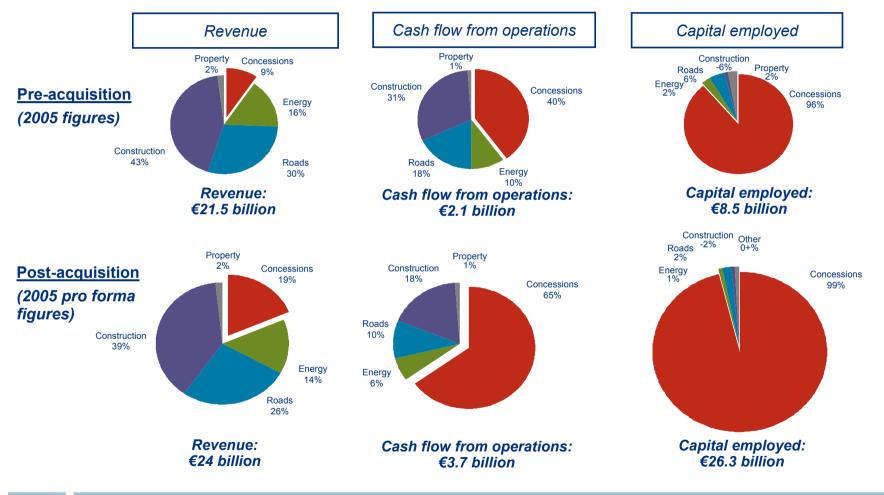
- February 2006: issue of €500 million undated deeply subordinated bonds (TSS)
- 6 March 2006: promulgation of the law integrating the Lyons-Balbigny section into ASF's concession
- 9 March 2006: sale of shares held by the French government and Autoroutes de France in ASF (50,4% du capital)
- April 2006: public bid (standing market offer garantie de cours) for minority-held shares (26.6%) – VINCI owns 97.39% of ASF at the end of the standing market offer
- April 2006: capital increase with preferential subscription rights €2.5bn raised
- 5 to 23 June: squeeze out process to buy the remaining 2.61% still on the market



End of June 2006: VINCI will own 100% of ASF

VINCI-ASF: world's n°1 concessionaire – integrated builder

Transformation of the Group's financial profile



VINCI



2005 pro forma revenues

	% of total revenues
France	65.6%
Germany	6.6%
UK	7.4%
Eastern & central Europe	6.5%
Benelux	3.7%
Rest of Europe	2.6%
North America	3.2%
Rest of the world	4.4%
	100%

Total revenues	€24.0 bn
O/w : France	€15.8 bn
O/w : outside of France	€8.2 bn

2005 pro forma figures

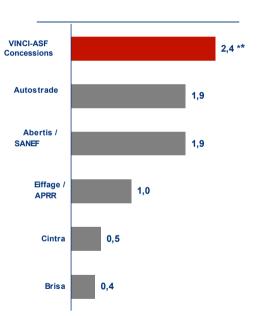
Motorway network under concession (in km) VINCI-ASF 687 Concessions Autostrade 3 408 Abertis 3 364 SANEF Eiffage / 2 260 APRR 2 000 Cintra 1 198 Brisa

(in € billions) VINCI-ASF 4.0 Concessions Abertis / 3,1 Sanef 3,0 Autostrade Eiffage / 1,7 APRR 0,7 Cintra 0,6 Brisa

Revenue

EBITDA (in € billions)

VINCI



Of which 350 km under construction

(*) Before considering the Abertis/Autostrade merger

(**) Cash flow from operations before tax and financing costs

A leading player in France, with a very dense network, especially in high-growth regions

- No. 1 motorway concessionaire (4,300 km, of which 350 km under construction)
- No. 1 car park concessionaire, with 445,000 spaces managed (of which 293,000 under concession or freehold)
- 2 tunnels in operation + 2 tunnels under construction
- 2 airports managed
- Majority shareholder in Stade de France stadium





VINCI

A diversified concessions portfolio outside France: 4,700 km of motorway under concession (of which 4,300 km in Europe), 800,000 car park spaces managed (of which 708,000 in Europe), 4 airports managed

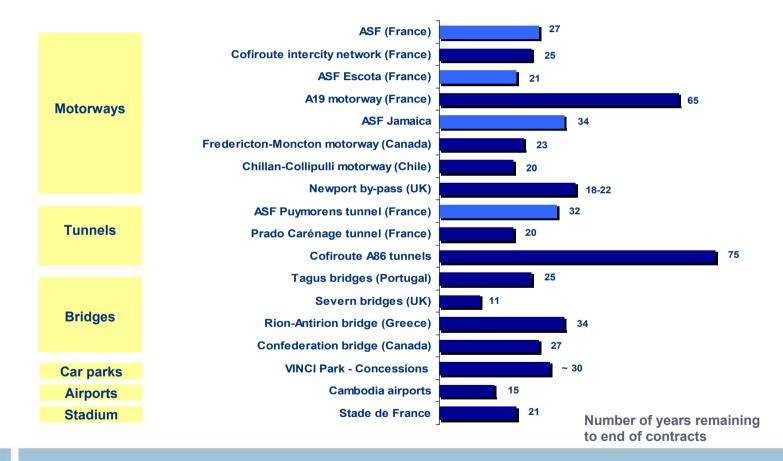
VINCI



A diversified concessions portfolio at varying stages of maturity in complementary market segments

VINCI

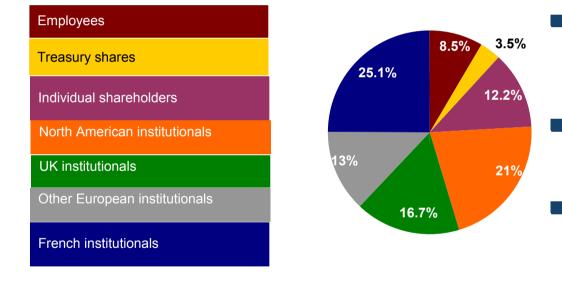
Residual term of contracts: 11 to 75 years



Diversified shareholder structure with significant proportion of shares publicly held



Shareholder structure at 31 December 2005 (196.6 million shares *)



- Balanced spread between French, European and North American institutional investors
- 108,000 individual shareholders (excluding employees)
- 50,000 employees remain VINCI's biggest shareholder block **

(*) 234.5 million shares at 28 April 2006

(**) Through Group Savings Scheme invested in VINCI shares to be held for a minimum of five years





Integration of ASF into VINCI

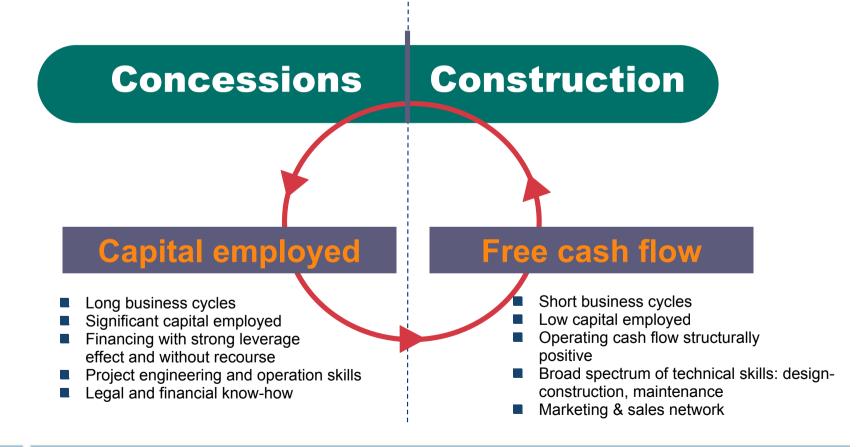
ASF joins VINCI







Concessions and Construction: complementary business activities



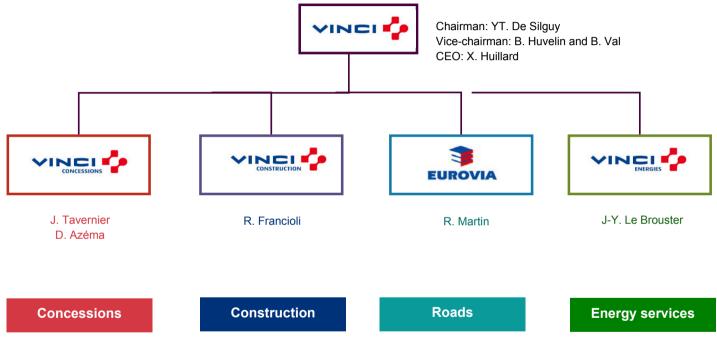
Rion–Antirion bridge (Greece)







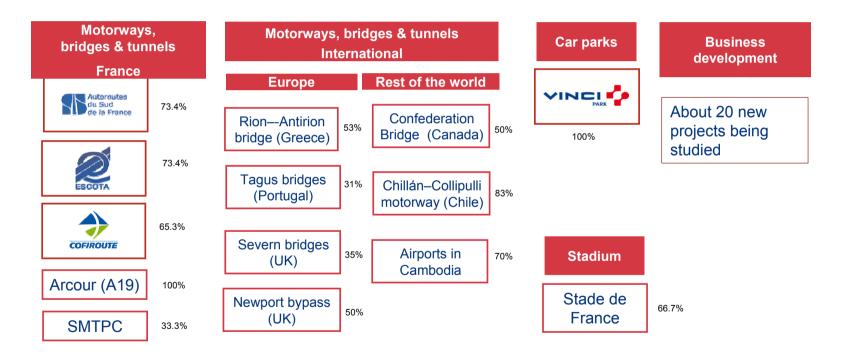
Clear and easily understandable organisation by business line



A Group of 142,000 employees, of which 84,000 in France









Synergies identified

- Two management teams sharing the same strategic vision
- Cost synergies
 - Simplification and rationalisation of organisation (business development expense, pooling of head office resources)
 - Exchange of best practices (purchasing, investment)
 - Optimisation of financing costs through more dynamic debt management

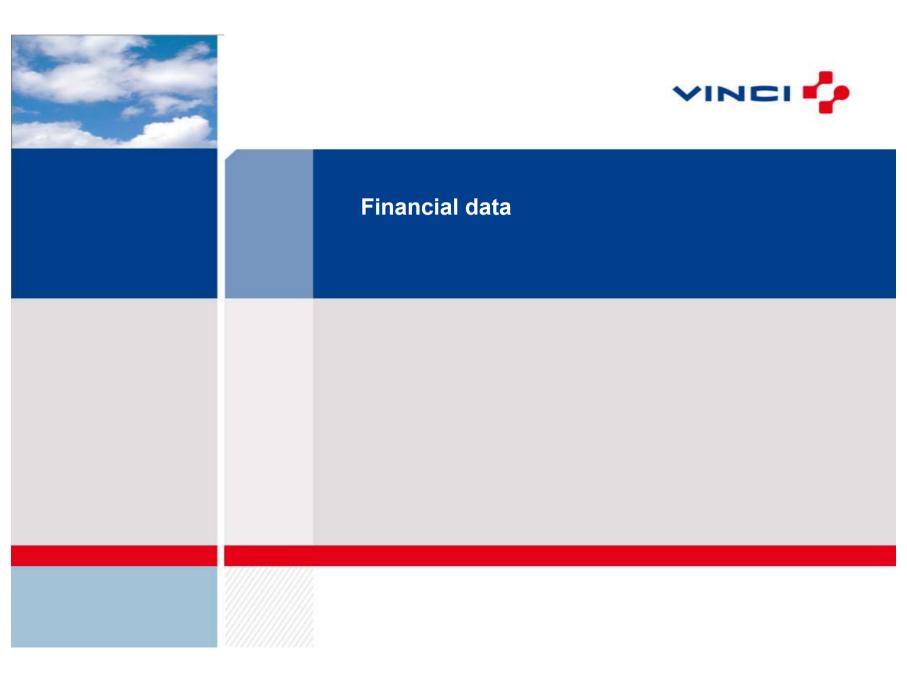
Revenue synergies

- Complementarity of sales networks (motorways and car parks)
- Coupling of membership subscription plans
- Development of new services (e.g. secure parking areas for heavy goods vehicles)
- Improvement in other revenues (telecommunications, advertising)
- Expertise in new technologies (e.g. toll systems, SR-91)



The new group will be a major player in the development of PPP (notably concessions) in Europe

(*) Public-private partnerships





Key figures

In € millions	2004	2005	05/04 change
Revenue	19,520	21,543	+10.4%
Operating profit from ordinary activities as % of revenue	1,300 <i>6.7%</i>	1,568 7.3%	+20.6%
Net profit attributable to VINCI shareholders as % of revenue	732 3.7%	871 4%	+19.1%
Cash flow from operations (*)	2,018	2,150	+6.5%
Net financial debt at 31 December of which: - concessions (**) - construction, services & holding companies	(2,433) (3,150) 717	(1,579) <i>(3,638)</i> <i>2,059</i>	+854 (488) +1,342

(*) Before tax and financing costs

(**) Cofiroute, VINCI Park, other concessions



In € millions	2004	2005	05/04 change
Revenue	2,389	2,474	+3.6%
Operating profit as % of revenue	1,045 <i>43.7%</i>	1,076 <i>43.5%</i>	+3%
Net profit attributable to ASF shareholders as % of revenue	398 16.7%	443 17.9%	+11.2%
Cash flow from operations (*) as % of revenue	1,491 62.4%	1,568 63.4%	+3.3%
Net financial debt at 31 December	(7,846)	(7,636)	+210

(*) Before tax and financing costs



In € millions	VINCI ASF		Impact of the transaction *	VINCI-ASF
Revenue	21,543	2,474	-	24,017
Operating profit from ordinary activities	1,568	1,076	-	2,644
as % of revenue	7.3%	43.5%		11%
Net profit <u>before</u> allocation of ASF goodwill				
- in € millions	871	443	(216) ^(a)	1,098
- per share	€4.39 **	n/a		€4.69 ^{***}
Net profit <u>after</u> allocation of ASF goodwill				
- in € millions	871	443	(308)	1 006
- per share	€4.39**	n/a		€4.29 ***

(*) <u>Before</u> synergies, <u>after</u> €500 million deeply subordinated bond (TSS) issue in February 2006 and capital increase (March-April 2006)

(**) Based on the number of shares at 15 March 2006: 198.3 million

(***) Based on a number shares to be issued of 36.054 million

(a) Elimination of the contribution from the 23% shareholding in ASF included in VINCI's 2005 IFRS consolidated financial statements (\in 77m); financial expenses connected with the acquisition of ASF (\in 213 m), net of tax



In € millions	VINCI	ASF	Impact of the transaction *	VINCI-ASF
Cash flow from operations	2,150	1,568	-	3,718
Net investments (excl. financial)	1,415	498	-	1,913
of which concessions	811	498		1,309
Equity (incl. minority interest)	5,319	3,657	(236)	8,740
Net financial debt	(1,579)	(7,636)	(6,661)	(15,876)

(*) <u>Before</u> synergies, <u>after</u> €500 million deeply subordinated bond (TSS) issue in February 2006 and capital increase (March-April 2006)



In € millions	After capital increase *
Net financial debt at 31 December 2005	15,876
Net financial debt/cash flow from operations	x 4.27
Cash flow from operations/net interest expense	x 5.56
Net financial debt/equity	182%
Long-term ratings of VINCI SA:	
- Moody's	Baa1 (Stable)
- S&P	BBB+ (Stable)
- Fitch	BBB+ (Stable)
Long-term ratings of ASF:	
- Moody's and Fitch	not rated
- S&P	BBB+ (Stable)

A capital increase that enables VINCI to secure its investment grade rating while retaining a reasonably leveraged financial structure

(*) 2005 pro forma: <u>before</u> synergies, <u>after</u> €500 million deeply subordinated bond (TSS) issue in February 2006

Acquisition financing at VINCI SA level



■ Total amount to finance (maximum): €9.1 billion

- Acquisition of government-held shares: €5.9 billion
- Acquisition of minority-held shares: €3.2 billion

The finencing	atmusture for the ACE o	
	€9.1 billion	100%
)
Available resources	€2.8 billion	73%
7-year acquisition loan	€3.8 billion	
Capital increase	€2.5 billion	27%

The financing structure for the ASF acquisition was presented to rating agencies in 2005





VINCI's markets outlook



CONSTRUCTION AND ROADS

FRANCE: VINCI's biggest market (60% of total revenue)

- Demographic growth higher than European average
- Significant shortage of public infrastructure and housing
- Development of urban public transport
- Creation of AFITF* / new infrastructure projects

REST OF EUROPE / INTERNATIONAL:

- Modernisation and infrastructure programmes in major EU countries (Germany, UK, Belgium, Netherlands)
- Development of trans-European networks
- Strong growth in "new Europe" countries, where VINCI already generates over €1.5 billion revenue (+50% in 2005)
- Interesting potential in Mediterranean basin countries

(*) French transport infrastructure financing agency



ENERGY SERVICES / COMMUNICATIONS NETWORKS

- Expansion and modernisation of power transmission networks
 - Continuous increase in energy consumption (> GDP)
 - Growing Interconnection of power transmission networks
 - Deregulation of energy market
- Continuous expansion of infrastructure for mobile telephony and communications networks
- Tighter technical standards (fire protection, air conditioning, environment)



CONCESSIONS / PPP

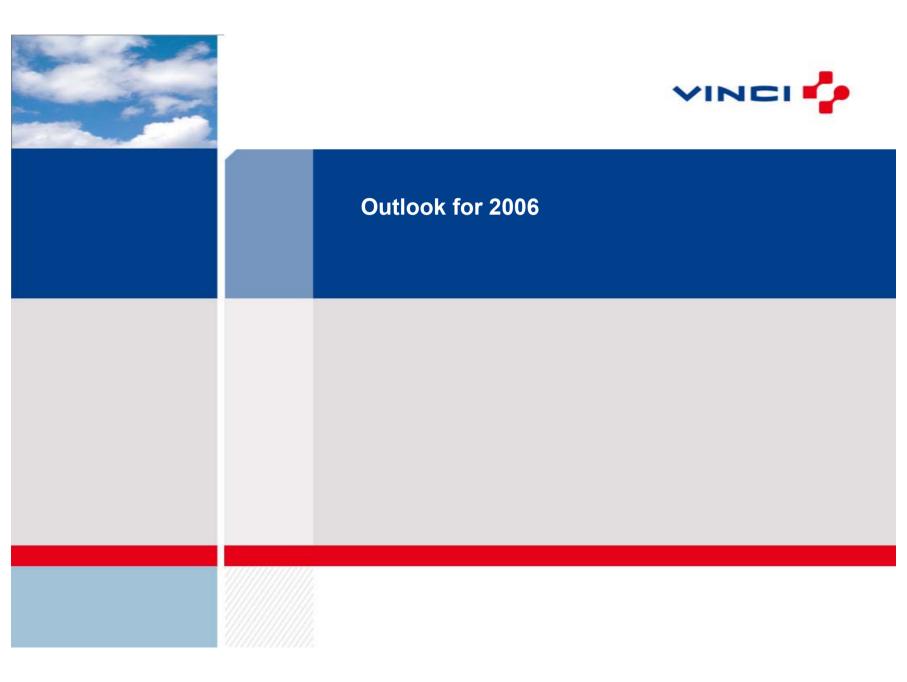
- Transport:
 - Increase in cross-border people and freight movement within the European Union
 - Extension of public-private partnerships (PPP) to non-road transport
- Car parks:
 - Growing demand for tailored car parks in urban areas (city centres, shopping centres, hospitals, railway and bus stations, airports)
 - Underlying trend towards decriminalisation of on-street parking
 - Outsourcing of transport system management in towns
- Other infrastructure:
 - Growth of PPP in France and the rest of Europe
 - Project financing technique becoming more widespread



AN ARRAY OF SERVICES THAT IS EXTENDING:

Upstream

- Customer demand for global players with broader market coverage (skills, business activities, geographical areas)
- Downstream
 - Outsourcing trend (multi-technical maintenance for industrial sites, buildings and public infrastructure)







- Completion of the acquisition of ASF
 - Acquisition of the State's shareholding
 - Public bid to minority shareholders
 - First refinancing transactions
- Implementation of the VINCI-ASF business plan
- ASF: integration of the Lyon-Balbigny section (A89) in the concession
- Cofiroute: continuation of the investment programme (intercity, A86)
- VINCI Park
 - Intensification of marketing in France and Europe
 - Deployment of new services and partnerships
- Infrastructures
 - Cambodian airports: opening of the new terminal at Siem Reap, extension of the concession to Sihanoukville
- Development
 - 20 projects for which tenders are being prepared or at the study stage





	P	Project	Country	Description	Estimated cost at 100%
Concessionaire designated		Chiloé bridge	Chile	2,600 metre suspension bridge between Chiloé Island and mainland Chile	€400 million
Bid submitted	A	A65 motorway (ASF)	France	Langon–Pau (150 km)	>€1 billion
	B	Birmingham PFI	UK	Repair & maintenance of Birmingham's road network	>€250 million
	Т	el Aviv metro	Israel	22 km metro line	>€1.4 billion
Bids in preparation	A	Antwerp ring road	Belgium	10 km ring road, viaduct and tunnel	>€1 billion
		Coentunnel	Netherlands	Widening of tunnel on Amsterdam ring road	>€800 million
		lice airport car hire facility	France	60,000 sq. metre car park for car rental firms	>€50m
	A	A8 (A-Modell)	Germany	Widening (37 km) and maintenance (52 km) of Munich– Augsburg motorway	€250 million
	A	A4 (A-Modell)	Germany	Waltershausen–Herleshausen motorway (34km)	>€100 million
	A	thens-Patras	Greece	360 km motorway	>€1 billion



Projects under study (2/2)



	Project	Country	Description	Estimated cost at 100%
Awaiting tender issue	Coentunnel	Netherlands	Widening of tunnel on Amsterdam ring road	>€800 million
	A88	France	Falaise–Sées motorway (22 or 44 km)	~ €100 million
	Nîmes Airport	France	Management for 5 years	Nd
	Lighting of Rouen	France	Urban traffic management and lighting	>€100m
	M25	UK	Widening of 100 km and maintenance of M25 motorway around London	>€1.8 billion
	A5 (A-Modell)	Germany	Offenburg–Karlsruhe motorway (60 km)	>€200 million
	A1 (A-Modell)	Germany	Bucholz–Bremer Kreuz motorway (75 km)	>€500 million
	A1 motorway	Poland	Design, construction and operation (180 km)	>€800 million
	A2 East	Poland	Skrykow–Konotopa motorway (95 km)	>€500 million
	Horgos–Pozega	Serbia	325 km motorway	>€900 million
Prequalification under way	Leslys	France	Lyons Part-Dieu tramway/St Exupery airport	>€80 million
	A150	France	CroixMare-Barentin motorway (18 km)	~€100m
	A63	France	Belin-Beliet –St Geours motorway (105 km)	nd
	Liefkenshoek	Belgium	Railway link in Antwerpen port (16 km)	>€600m
	A1 (A-Modell)	Germany	Bucholz–Bremer Kreuz motorway (75 km)	>€500 million



VINCI Energies: outlook for 2006



- Durably buoyant markets
- Development of network-based offers
- Continuation of external growth in Europe





- More moderate growth of activity expected in and outside France in markets that remain attractive
- Organic growth in Europe driven by new contractual arrangements:
 - A Modell in Germany (motorway widening financed under "shadow toll" arrangement): first tenders to be submitted in 2006
 - Full maintenance contracts for urban road networks in the United Kingdom (PFI)
- Completion of the restructuring of the Spanish and US subsidiaries
- Selective development in materials sector and to increase the density of Eurovia's Central European network





- Record order book provides excellent visibility: 13 months' activity at 31 December 2005
- Priority to organic growth and improvement of added value (comprehensive offers, new services)
- Increase in PPPs in France
- Buoyant markets in Europe thanks to investments in transport infrastructure and public facilities
- Major foreign projects: continuation of strict selectivity and focused policy



Q1 2006 revenue

In millions of euros	Q1 2005	Q1 2006	Change actual	Change actual excl. ASF
Construction	2,088	2,290	+9.7%	+9.7%
Roads	1,030	1,164	+13%	+13%
Energy	752	852	+13.2%	+13.2%
Concessions and services	458	644	+40.7%	+10.8%
Miscellaneous	80	24	n/s	n/s
Total	4,408	4,974	+12.8%	+9.7%
incl. France	2,877	3,276	+13.9%	+9.1%
incl. International	1,531	1,698	+10.9%	+10.9%



Order book at 30 April 2006

In millions of euros	30 April 2006	Average months' activity	Change against April 05	Change against Dec.05
Energy	1,765	5.9	+11%	+22%
Roads	4,887	8.9	+16%	+14%
Construction	10,810	12.7	+18%	+6%
Total	17,443	10.6	+17%	+10%



Excellent outlook confirmed for 2006





Conclusion: A market leader with growth potential

VINCI-ASF: a new market leader



CONCESSIONS

High value assets:

- Toll motorways and very well located car park concessions
- A portfolio with a good spread of long-maturity contracts

Recognised know-how:

- Complementary skills both as a developer-builder <u>and</u> as a concessionaire-operator
- Synergies with VINCI Construction through partnerships upstream of projects
- Strong capacity for innovation



To support controlled growth in the promising public-private partnership (PPP) market in Europe

VINCI-ASF: a new market leader



CONSTRUCTION – ROADS – ENERGY

- First-rate positioning:
 - Strong positions in France, where the market is sound, profitable and set for long-term improvement
 - A network of European business units providing synergy opportunities
 - Significant presence in the most dynamic countries of the "new Europe"
 - A broad array of construction-related services
- A highly responsive organisation that has proved its worth:
 - Effective risk management
 - Decentralised, responsive management structure
 - Strong corporate culture

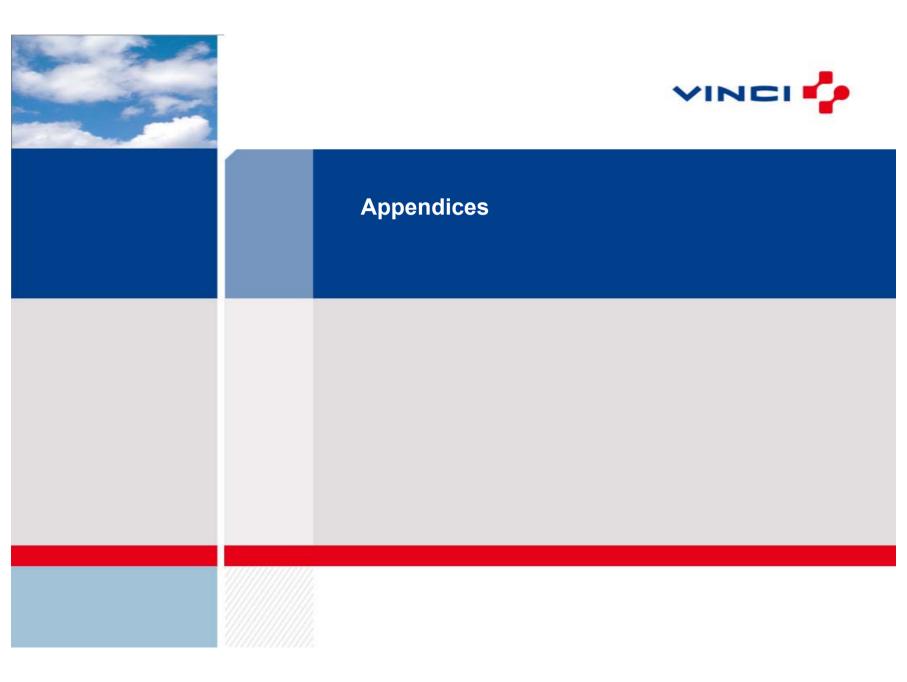
Stronger stock market status



- Highest market capitalisation in the European concessions segment (biggest float, number one in terms of liquidity)
- Revaluation potential linked to strengthened position of concessions in VINCI's business mix
- Wider coverage by equity research analysts and increased presence in indexes
- Gradual growth in dividend payout ratio reflecting VINCI's new profile











ASF VINCI alone VINCI-ASF	<u>Slide no</u> . 47 to 49 50 to 56 57 to 62

ASF: biggest French motorway concessionaire

VINCI 💠

The ASF-ESCOTA network (3,160 km) represents almost 40% of the motorway network under concession in France

- Located at the crossroads of Mediterranean and Northern Europe
- In a densely populated and high demographic growth area (+19% by 2030)
 - Provence, Alps, French Riviera, Languedoc-Roussillon, Midi-Pyrénées, Rhône-Alpes and Aquitaine regions
- Benefits from high summer season traffic



8,000 employees



ASF

In millions of euros	2004	2005	Change 05/04
Revenue	2,389	2,474	+3.6%
EBITDA	1,520	1,569	+3.2%
as % of revenue	63.6%	63.4%	
Operating profit	1,045	1,076	+3.0%
as % of revenue	43.7%	43.5%	
Net financial income / (expense)	(435)	(397)	
Income tax expense Effective tax rate	(210) <i>34.4%</i>	(236) 34.4%	
Minority interests	(1)	(1)	
Net profit	398	443	+11.2%

Cash flow statement



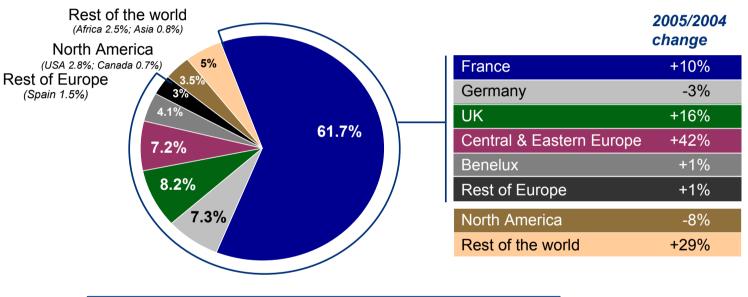
ASF

In millions of euros	2004	2005	Change 05/04
Cash flow statement (*)	1,491	1,568	+77
Change in WCR	(104)	(15)	+189
Tax and net financial expenses paid	(627)	(644)	(17)
Net investments in operating assets	4	2	(2)
Free cash flow	764	911	+147
Growth investments in concessions	(644)	(500)	+144
Other financing activity cash flows	(48)	4	+54
Net cash flows <u>before</u> dividends	72	415	+343
Dividends	(160)	(240)	(80)
Net cash flows after dividends	(88)	175	+263

(*) Before tax and cost of debt and change in WCR



VINCI stand alone / 2005 revenue by geographical area



Total revenue	€21.5 bn	+10.4%
France	€13.3 bn	+9.7%
International business	€8.2 bn	+11.5%



In millions of euros	2004	2005	Change 05/04
Revenue	19,520	21,543	+10.4%
Operating profit from ordinary activities	1,300	1,568	+20.6%
as % of revenue	6.7%	7.3%	
Share-based payments (IFRS 2), impairment of goodwill, non-recurring items	(92)	(84)	
Operating profit	1,208	1,484	+22.9%
as % of revenue	6.2%	6.9%	



In millions of euros	2004	2005	Change 05/04
<i>Operating profit as % of revenue</i>	1,208 6.2%	1,484 6.9%	+22.9%
Net financial income / (expense)	(4)	(106)	
Income tax expense Effective tax rate	(380) 29.6%	(462) 31.6%	
Equity-accounted investments	14	87 *	
Minority interest	(106)	(132)	
Net profit	732	871	+19.1%

(*) incl. ASF: €77m (after amortisation of goodwill of €25m)



In millions of euros	2004	2005	Change 05/04
Cash flow from operations (*)	2,018	2,150	+132
Change in WCR	370	120	(250)
Tax and net financial expenses paid	(544)	(594)	(50)
Net investments in operating assets	(476)	(604)	(128)
Free cash flow	1,368	1,072	(296)
Growth investments in concessions	(568)	(811)	(243)
Net financial investments	(241)	(86)	+155
Other financing activity cash flows	16	114	+98
Net cash flows <u>before</u> transactions relating to share capital	575	289	(286)

(*) Before tax and cost of debt and change in WCR



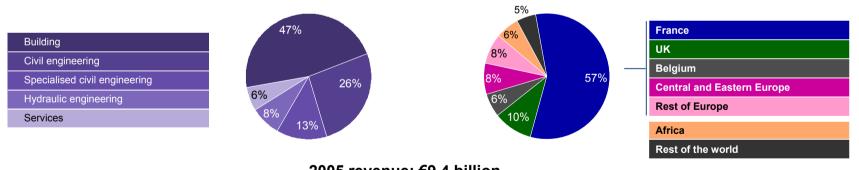
In millions of euros	2004	2005	Change 05/04
<i>Net cash flows <u>before</u> transactions relating to share capital</i>	575	289	(286)
Changes in share capital	(231)	(100)	+131
Conversion of the Oceane bonds	-	1,096	+1,096
Dividends	(343)	(390)	
Other cash flows	93	(41)	
Change in net debt	94	854	+760





2005 revenue by geographical area

- No. 1 in France
- A very dense network of local companies in Europe providing synergy opportunities
- Targeted presence outside Europe (major projects, Freyssinet, dredging)
- A broad array of skills (design, construction, maintenance)



2005 revenue by business line

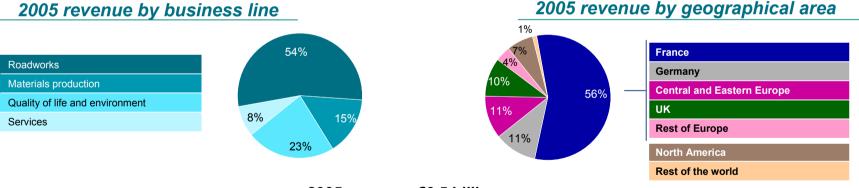
2005 revenue: €9.4 billion (Operating profit from ordinary activities: 4.9% of revenue; net profit: €323 million)

> Cash flow from operations: €656 million ROE: 53%

🚮 🛛 Eurovia



- Leader in Europe for roadworks and materials production and recycling
- Barriers to entry/industrial integration:
 - 210 quarries, 460 coating plants, 60 binder plants, 110 recycling units
 - Annual production : 55 million tonnes; 30 years' reserves (1.6 billion tonnes)
- Recurring business/good distribution of risks:
 - ~ 70% of revenue generated through multi-year comprehensive maintenance and repair contracts
 - Large number of small contracts (average size: €120,000)
 - Stable customer base



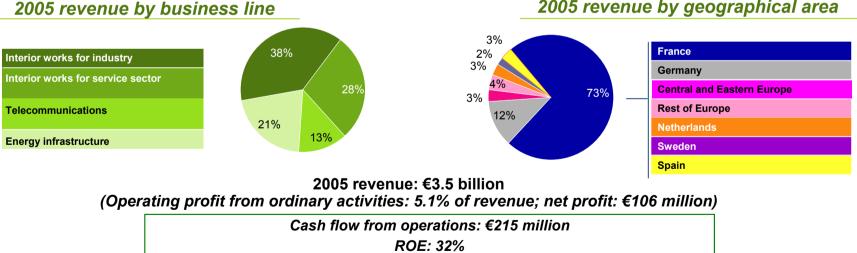
2005 revenue: €6.5 billion (Operating profit from ordinary activities: 3.6% of revenue; net profit: €159 million)

> Cash flow from operations: €379 million ROE: 23%





- First French group
- A European network of 700 business units
- Diversified customer base (industry, service sector, local authorities, telecoms operators)
- Mainly recurring business spread over a large number of small contracts (average size: €20,000)
- Markets with strong potential: business communication systems, telecommunications and transport infrastructure, maintenance and replacement of industrial equipment, improvement of quality of life, comfort and safety



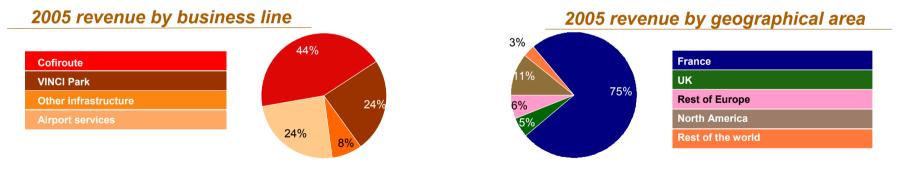
2005 revenue by geographical area





Dual skills in the field of transport infrastructure:

- Specialist in project engineering and construction of major public infrastructure under long-term contracts (concessions, BOT, PFI, PPP)
- Professional operator of outsourced public services
- Present mainly in France; promising outlook for expansion in other European countries



2005 revenue: €2.05 billion (Operating profit from ordinary activities: 31% of revenue; net profit: €321 million (39% of revenue)

> Cash flow from operations: €857 million ROE: 12%



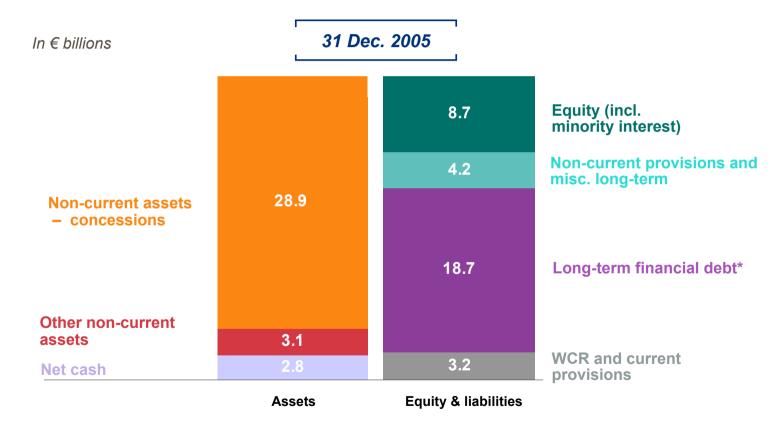
2005 VINCI-ASF pro forma

In € millions	2005
Revenue	24,017
Operating profit from ordinary activities before impairment of goodwill on contracts	2,644
as % of revenue	11 %
Impairment of goodwill on ASF contracts	(252)
Share-based payments (IFRS 2), impairment of goodwill, non-recurring items	(84)
Operating profit	2,308
as % of revenue	9.6%
Financial expense	(606)
Tax Effective tax rate	(574) 32.1%
Equity-accounted companies	10
Minority interest	(132)
Net profit	1,006
Earnings per share ([*] In €)	4.29

(*) After capital increase



2005 VINCI-ASF pro forma

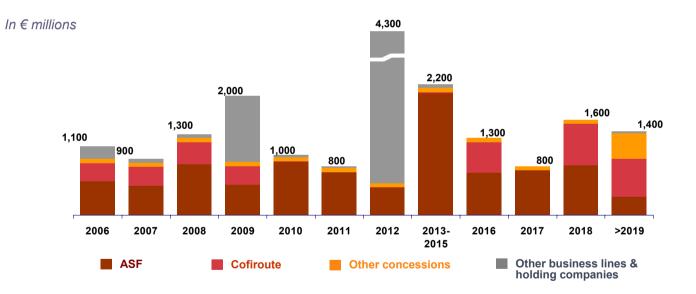


(*) After deeply subordinated bond issue in February 2006 and capital increase (March-April 2006)

Maturity of debt at more than one year



■ <u>Maturity of debt at more than one year (€18.7 billion)</u>:

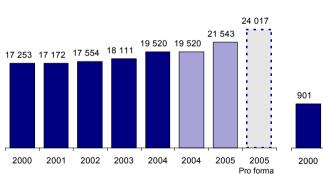


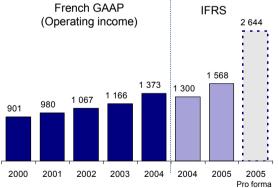
A fine financial track record

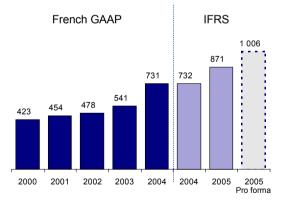


2000/2005 financial data (€ millions)









* CAGR at end-2005 before acquisition





Roadshow Paris and London

Conference calls with US investors

14 and 15 June 2006

Xavier HUILLARD, CEO Christian LABEYRIE, Executive Vice President and CFO